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
BRINKMAN INTERNATIONAL GROUP 401(K) PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 01/01/2002

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

BRINKMAN INTERNATIONAL GROUP, INC

167 AMES STREET
ROCHESTER, NY 14611

2b Employer Identification Number (EIN) 16-1561556

2c Sponsor's telephone number 585-235-4545

2d Business code (see instructions) 332700

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	08/27/2012	CONNIE SCHREINER
	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")
BRINKMAN INTERNATIONAL GROUP, INC

167 AMES STREET
ROCHESTER, NY 14611

3b Administrator's EIN
16-1561556

3c Administrator's telephone number
585-235-4545

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**	349
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**	277
b	Retired or separated participants receiving benefits	**6b**	1
c	Other retired or separated participants entitled to future benefits	**6c**	84
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	362
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	1
f	Total. Add lines **6d** and **6e**	**6f**	363
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	327
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	16
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:
2E 2F 2G 2J 2K 2S 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)

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 01/01/2011 and ending 12/31/2011

A Name of plan
BRINKMAN INTERNATIONAL GROUP 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
16-1561556

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

FEDERATED SECURITIES GROUP
5800 CORPORATE DRIVE
2ND FLOOR
PITTSBURGH, PA 15237

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

MANNING & NAPIER
290 WOODCLIFF DRIVE
FAIRPORT, NY 14450

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

VANGUARD
455 DEVON PARK DRIVE
WAYNE, PA 19087

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

FIDELITY DISTRIBUTORS CORP.
500 SALEM STREET
MAIL ZONE O3N
SMITHFIELD, RI 02917

(b) Enter name and EIN or address of person who provided you disclosures 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

(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)

JP MORGAN RETIREMENT PLAN SERVICES

71-0930784

(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 37 38 49 50 52 59 60 63 64 65 71 72 99	N/A	3005	Yes [X] No [ ]	Yes [ ] No [X]	0	Yes [X] No [ ]

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

MORNINGSTAR ASSOCIATES, LLC

36-4317381

(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?
49	N/A	0	Yes [X] No [ ]	Yes [ ] No [X]	44	Yes [ ] No [X]

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

RELIANCE TRUST COMPANY

58-1428634

(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 25 99	N/A	0	Yes [X] No [ ]	Yes [ ] No [X]	357	Yes [ ] No [X]

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)

HARTFORD RETIREMENT SERVICES, LLC

26-1589907

(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 37 38 49 64 65 99	N/A	0	Yes [X] No [ ]	Yes [ ] No [X]	16327	Yes [ ] No [X]

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

GPC SECURITIES, INC

58-1517899

(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 64 65	N/A	0	Yes [X] No [ ]	Yes [ ] No [X]	488	Yes [ ] No [X]

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

ADP

22-1467904

(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 17 37 49 50 64 99	RECORDKEEPER	2175	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [ ] No [X]

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)

ADP BROKER-DEALER

22-3319998

(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 60 63	RECORDKEEPER	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
JP MORGAN RETIREMENT PLAN SERVICES	52 59 60 63	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 ATTACHED FEE DISCLOSURE REPORT 12-3456789	SEE ATTACHED FEE DISCLOSURE REPORT

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
MORNINGSTAR ASSOCIATES, LLC	49	44

(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.
HARTFORD LIFE INSURANCE CORPORATION 06-0974148	SEE ATTACHED FEE DISCLOSURE REPORT

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
RELIANCE TRUST COMPANY	19 99	357

(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.
HARTFORD RETIRMENT SERVICES 26-1589907	SEE ATTACHED FEE DISCLOSURE REPORT

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
HARTFORD RETIREMENT SERVICES, LLC	15 37 38 49 64 65 99	16327

(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.
JP MORGAN RETIREMENT PLAN SERVICES 71-0930784	SEE ATTACHED FEE DISCLOSURE REPORT

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
GPS SECURITIES, INC	15 64 65	488

(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.
HARTFORD RETIREMENT SERVICES, LLC 26-1589907	SEE ATTACHED FEE DISCLOSURE REPORT

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
ADP	15 49 50 64 99	75

(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.
ADP 22-1467905	SEE ATTACHED FEE & DISCLOSURE REPORT

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
ADP BROKER-DEALER	59 60	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.
FIDELITY DISTRIBUTORS CORP. 500 SALEM STREET MAIL ZONE O3N SMITHFIELD, RI 02917	SEE ATTACHED FEE & DISCLOSURE REPORT

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
ADP BROKER-DEALER	59 60 63	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.
FEDERATED SECURITIES CORP. 5800 CORPORATE DRIVE 2ND FLOOR PITTSBURGH, PA 15237	SEE ATTACHED FEE & DISCLOSURE REPORT

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
ADP BROKER-DEALER	59 60	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.
MANNING & NAPIER 290 WOODCLIFF DRIVE FAIRPORT, NY 14450	SEE ATTACHED FEE & DISCLOSURE REPORT

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
BRINKMAN INTERNATIONAL GROUP 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
16-1561556

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: FEDERATED CAPITAL PRESERVE - ISP

b Name of sponsor of entity listed in (a): FEDERATED INVESTORS TRUST CO.

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)
22-2712853-000	C	0

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

b Name of sponsor of entity listed in (a): JP MORGAN CHASE BANK, N.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)
20-1978950-001	C	1857469

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
BRINKMAN INTERNATIONAL GROUP 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
16-1561556

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)	2849	4636
(2) Participant contributions	1b(2)		15509
(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)	469473	588602
(9) Value of interest in common/collective trusts	1c(9)	1270573	1857469
(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)	13346654	12447036
(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	15089549	14913252
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	15089549	14913252

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)	49437	
(B) Participants	2a(1)(B)	1080625	
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		1130062
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)	19117	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		19117
(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)	507440	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		507440
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0

			(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)		0
	(6) Net investment gain (loss) from common/collective trusts	2b(6)		0
	(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)		-826919
c	Other income	2c		
d	Total income. Add all **income** amounts in column (b) and enter total	2d		829700
	Expenses			
e	Benefit payment and payments to provide benefits:			
	(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	997776	
	(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)		997776
f	Corrective distributions (see instructions)	2f		0
g	Certain deemed distributions of participant loans (see instructions)	2g		3041
h	Interest expense	2h		
i	Administrative expenses: **(1)** Professional fees	2i(1)		
	(2) Contract administrator fees	2i(2)		
	(3) Investment advisory and management fees	2i(3)	5180	
	(4) Other	2i(4)		
	(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		5180
j	Total expenses. Add all **expense** amounts in column (b) and enter total	2j		1005997
	Net Income and Reconciliation			
k	Net income (loss). Subtract line **2j** from line **2d**	2k		-176297
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: MENGEL, METZGER, BARR & CO., LLP **(2)** EIN: 16-1092347

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		1000000
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**	X		

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year? ☐ **Yes** ☒ **No**

If "Yes," enter the amount of any plan assets that reverted to the employer this year **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
BRINKMAN INTERNATIONAL GROUP 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
16-1561556

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**

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): 57-1198022 06-0974148

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

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

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

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

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

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

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

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

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

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

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

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

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

Part III Amendments

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

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

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

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

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

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

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

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

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

BRINKMAN INTERNATIONAL GROUP 401(k) PLAN

ROCHESTER, NEW YORK

FINANCIAL STATEMENTS

SUPPLEMENTAL SCHEDULE

AND

INDEPENDENT AUDITORS' REPORT

DECEMBER 31, 2011 AND 2010

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MENGEL METZGER BARR & CO. LLP
Certified Public Accountants

INDEPENDENT AUDITORS' REPORT

To the Plan Administrator and Plan Administrative Committee
Brinkman International Group 401(k) Plan

We were engaged to audit the financial statements of Brinkman International Group 401(k) Plan as of December 31, 2011 and 2010, and for the years then ended and the supplemental schedule as of December 31, 2011, as listed in the accompanying contents page. 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 D, which was certified by JPMorgan Chase Bank and DWS Trust Company, the trustees of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedule. We have been informed by the plan administrator that JPMorgan Chase Bank held the Plan's investment assets and executed investment transactions as of December 31, 2011 and for the period July 1, 2011 to December 31, 2011, DWS Trust Company held the Plan's investment assets and executed investment transactions from June 10, 2010 to June 30, 2011 and JPMorgan Chase Bank held the Plan's investment assets and executed investment transactions from January 1, 2010 to June 9, 2010 . The plan administrator has obtained certifications from the trustees as of December 31, 2011 and 2010 and for the years then ended, that the information provided to the plan administrator by the trustees is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and 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 trustees, 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.

Mengel, Metzger, Barr & Co. LLP

Rochester, New York
August 22, 2012

100 Chestnut Street | Suite 1200 | Rochester, NY 14604 | P 585.423.1860 | F 585.423.5966 | mengelmetzgerbarr.com
Additional Offices: Elmira, NY • Hornell, NY • Ithaca, NY • An Independent Member of the BDO Seidman Alliance

WE VALUE YOUR FUTURE

BRINKMAN INTERNATIONAL GROUP 401(k) PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

ASSETS	December 31, 2011	December 31, 2010
Investments, at fair value:		
Cash and cash equivalents	$ -	$ 73,759
Mutual funds	12,447,036	13,272,895
Collective trust	1,352,626	1,314,065
	13,799,662	14,660,719
Receivables:		
Participant notes receivable	588,602	469,473
Employee	15,509	
Employer	4,636	2,849
	608,747	472,322
NET ASSETS REFLECTING INVESTMENTS AT FAIR VALUE	14,408,409	15,133,041
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	504,843	(43,492)
NET ASSETS AVAILABLE FOR BENEFITS	$ 14,913,252	$ 15,089,549

See accompanying independent auditors' report and notes to the financial statements.

BRINKMAN INTERNATIONAL GROUP 401(k) PLAN

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

	Year ended December 31,	
	2011	2010
ADDITIONS		
Additions to net assets attributed to:		
Investment income:		
Investment interest and dividends	$ 507,440	$ 311,378
Net (depreciation) appreciation in fair value of investments	(826,919)	1,235,428
	(319,479)	1,546,806
Interest income from participant notes receivable	19,117	23,438
Contributions:		
Participants	1,080,625	1,061,647
Employer match	49,437	45,743
Rollover	-	9,491
	1,130,062	1,116,881
TOTAL ADDITIONS	829,700	2,687,125
DEDUCTIONS		
Benefits paid to participants	997,776	2,222,852
Distributions of participant notes receivable	3,041	5,384
Administrative expenses	5,180	4,872
TOTAL DEDUCTIONS	1,005,997	2,233,108
NET (DECREASE) INCREASE	(176,297)	454,017
Net assets available for benefits at beginning of year	15,089,549	14,635,532
NET ASSETS AVAILABLE FOR BENEFITS AT END OF YEAR	$ 14,913,252	$ 15,089,549

See accompanying independent auditors' report and notes to the financial statements.

NOTE A: DESCRIPTION OF THE PLAN

The following description of the Brinkman International Group 401(k) Plan (the "Plan") provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution retirement plan established on January 1, 2002 to provide retirement benefits for employees of Brinkman International Group, Inc. and certain affiliated entities (collectively, the "Plan Sponsors") who meet certain age and length of service requirements. The Plan is also subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Administration

The Plan Sponsors administer the Plan. JPMorgan Chase Bank held the Plan's assets and executed investment transactions for the period January 1, 2010 until June 9, 2010. During the remainder of 2010 and continuing until June 30, 2011, DWS Trust Company became trustee of the Plan and custodian of the Plan's assets. JPMorgan Chase Bank resumed as trustee of the Plan and custodian of the Plan's assets beginning on July 1, 2011. The Plan Sponsors pay certain administrative expenses of the Plan.

Participant Requirements

Each employee shall be entitled to make his or her own contributions (elective deferrals) to the Plan upon attaining 18 years of age and completion of three months of continuous service. In addition, each employee shall be entitled to share in employer matching contributions if the employee is an eligible participant, and made elective deferrals during the Plan year. Each employee shall be entitled to share in employer profit-sharing contributions if the employee is an eligible participant, is an employee on the last day of the Plan year and has performed one thousand hours of service.

Contributions

Upon meeting the Plan participation requirements, the employee will be deemed to have entered into the Plan authorizing the Employer to withhold 4% of the employee's compensation as an elective deferral, unless the employee executes a salary reduction agreement with the Employer indicating no deferrals or a different percentage up to ninety percent of compensation.

On January 1 of each Plan year eligible employees that have been deemed to have entered into a salary reduction agreement and have not elected out of participation under the Plan will have their contributions increased by 1%, up to a maximum of 10%, unless such employees elect out of having their contributions increased.

The maximum contribution each participant may make each year is subject to federal limits.

NOTE A: DESCRIPTION OF THE PLAN, Cont'd

The Employer may, at its discretion, make matching contributions and profit-sharing contributions to the Plan on behalf of the participants. The matching contributions for 2011 and 2010 totaled $49,437 and $45,743, respectively. There were no employer profit-sharing contributions made for the plan years ended December 31, 2011 and 2010.

Participant accounts

Participants may direct the investment of their accounts among the investment options offered by the Plan. Each participant's account is credited with the participant's contributions and an allocation of the employer contributions and Plan earnings or losses. Allocations are based on participant compensation and account balances.

Vesting

Participants are immediately vested in their contributions, actual earnings thereon and certain employer contributions, as applicable, made in order to satisfy non-discrimination tests required by the IRS. Other employer contributions vest 20% per year beginning with the completion of two years of service. Participants are 100% vested after six years of service.

Payment of benefits

Upon retirement, death or disability, a participant's entire vested account balance will be distributed in the form of a lump-sum. In addition, lump-sum distributions may be made, with participant consent, under the following conditions: separation from service; upon participant's attainment of age 55; and upon the hardship of a participant as provided for in the Plan and in government regulations, but only from elective deferrals, vested matching contributions, and vested non-elective contributions.

Forfeitures

At December 31, 2011 and 2010, forfeited non-vested accounts totaled approximately $157,000 and $141,000, respectively. These accounts will be used to pay certain administrative expenses of the Plan. The Plan Sponsors pay certain Plan expenses exceeding the balance of forfeited non-vested accounts.

Participant notes receivable

Participant notes receivable from participants are measured and valued at their unpaid principal balance plus any accrued but unpaid interest. Participants are permitted to borrow up to 50% of the vested balance in their plan accounts to a maximum of $50,000. The notes are payable over terms up to five years (longer if for the purchase of a principal residence) and bear interest at a fixed rate. The fixed interest rate is derived from the prime rate of interest at origination. Principal and interest payments on the notes are redeposited into the participants' accounts based on their current investment allocation elections.

The Plan classifies all notes receivable from participants as in default if any scheduled loan repayment is not made by the end of the calendar quarter following the calendar quarter in which a payment is first missed. Defaulted loans are deemed distributed and recorded as benefits paid to participants in the statement of changes in net assets available for benefits.

NOTE B: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of accounting

The accompanying financial statements and supplemental schedule have been prepared under the accrual method of accounting.

Investment valuation and income recognition

The Plan's investments are stated at fair value. Shares of registered investment companies are valued at quoted market prices, which represent the net asset value of shares held by the Plan at year-end. The collective trust is valued on the basis of the relative interest of each participating investor (including each participant) in the fair value of the underlying net assets of the collective trust. Participant and employer contributions receivable are valued at cost, which approximates fair value.

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 Statements of Net Assets Available for Benefits present 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 Statements of Changes in Net Assets Available for Benefits are prepared on a contract value basis for the years ended December 31, 2011 and 2010.

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

Benefit payments

Benefits are recorded when paid.

Administrative expenses

The plan sponsors have elected to pay certain recurring costs such as the annual audit fee and the quarterly administrative fees of the Plan. For 2011 and 2010, total administrative expenses consisted of the following:

	December 31,	
	2011	2010
Total administrative expenses	$ 22,706	$ 30,813
Less expenses paid by plan sponsors	17,526	25,941
	$ 5,180	$ 4,872

NOTE B: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, Cont'd

Administrative expenses incurred by the Plan consist primarily of certain loan issuance costs, investment management fees and benefit payment fees.

Use of estimates in the preparation of financial statements

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Subsequent events

The Plan has conducted an evaluation of potential subsequent events occurring after the statement of net assets available for benefits date through August 22, 2012, which is the date the financial statements are available to be issued. No subsequent events requiring disclosure were noted.

NOTE C: INVESTMENTS

The following table presents the fair value of individual investments that represent 5% or more of the Plan's net assets available for benefits. The Plan administrator has obtained certifications from JPMorgan Chase Bank and DWS Trust Company at December 31, 2011 and 2010, the trustees of the Plan at those dates respectively, that such information is complete and accurate.

	December 31,	
	2011	2010
Mutual funds:		
Manning & Napier Pro-Blend Extended Term Series	$ 4,426,881	$ 4,969,512
Manning & Napier Pro-Blend Maximum Term Series	1,568,358	1,728,915
Manning & Napier Pro-Blend Moderate Term Series	*	807,142
Vanguard Index Trust S&P 500	*	1,166,415
Vanguard Bond Index Total Market	*	1,160,137
JPMorgan Equity Index Select	797,229	*
JPMorgan Core Bond Select	1,565,326	*
Collective trust:		
Federated Capital Preservation Inst	*	1,314,065
JPMorgan Stable Asset Inc.-Inst	1,352,626	*

* Represents less than 5% of the Plan's net assets available for benefits.

NOTE D: FINANCIAL INFORMATION CERTIFIED BY THE TRUSTEES (UNAUDITED)

The following is a summary of the unaudited information regarding the Plan, included in the Plan's financial statements and supplemental schedule, that were prepared by JPMorgan Chase Bank at December 31, 2011 and for the period July 1, 2011 to December 31, 2011 and DWS Trust Company at December 31, 2010 and for the period June 10, 2010 to June 30, 2011, the trustees of the Plan at those dates respectively, and furnished to the plan administrator. In addition, JPMorgan Chase Bank executed investment transactions for the period January 1, 2010 to June 9, 2010. The plan administrator has obtained certifications from the trustees that such information is complete and accurate:

	December 31,	
	2011	2010
Investments, at fair value	$ 13,799,662	$ 14,660,719
Investment interest and dividends	507,440	311,378
Net (depreciation) appreciation in fair value of investments	(826,919)	1,235,428

All information included in the attached supplemental Schedule of Assets Held for Investment Purposes at End of Year – December 31, 2011.

NOTE E: TAX STATUS

The Internal Revenue Service determined and stated by a letter dated March 31, 2008, that the prototype plan under which the Plan was adopted, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code (IRC). The Plan has been amended since receiving the determination letter. However, the Plan administrator and the Plan's legal counsel believe that the Plan is currently designed and being operated in compliance with the applicable requirements of IRC. Therefore, they believe that the Plan is qualified and the related trust is exempt from taxation as of the financial statement date.

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the Internal Revenue Service. The Plan Administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2011, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by tax jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan Administrator believes it is no longer subject to income tax examinations for years prior to December 31, 2008.

NOTE F: TRANSACTIONS WITH PARTIES-IN-INTEREST

The Plan invests in shares of mutual funds which are managed by an affiliate of JPMorgan Chase Bank. During portions of 2010 and 2011, JPMorgan Chase Bank acted as a custodian for only those investments as defined by the Plan. Transactions in such investments qualify as party-in-interest transactions, which are exempt from the prohibited transaction rules.

NOTE G: PLAN TERMINATION

Although it has not expressed any intent to do so, the Plan sponsor has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants have a fully vested interest in their accounts and their accounts will be paid to them as provided by the plan document.

NOTE H: 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 risk. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the Statements of Net Assets Available for Benefits.

NOTE I: RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The classification of the change in net assets available for benefits for the years ended December 31, 2011 and 2010 differs between the financial statements and Form 5500. However, the total change in net assets for the years then ended agrees between the financial statements and Form 5500.

NOTE J: FAIR VALUE MEASUREMENTS

Accounting principles generally accepted in the United States of America 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 three levels of the fair value hierarchy are described as follows:

Level 1 - Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets.

Level 2 - Inputs to the valuation methodology include:

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

If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

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

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

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

Mutual funds: Valued at the net asset value ("NAV") of shares held by the Plan at year end.

Collective trust: Value on the basis of the relative interest of each participating investors (including each participant) in the fair value of the underlying net assets of the collective trust.

The fair value of this fund has been estimated using the net asset value per share of the underlying investments. There are no unfunded commitments for the collective trust fund as of December 31, 2011 and 2010. There is no waiting period or other restrictions on redemptions from the collective trust fund. The following is a description of the collective trust fund:

The funds primary objective is to seek the preservation of principal, while providing current income and liquidity. The average yield of the fund was 1.83% and the crediting interest rate was 3.01% for 2011. The collective trust fund held at December 31, 2010 was liquidated during the transition of plan trustees and, the assets in that fund were transferred into the collective trust described above.

NOTE J: FAIR VALUE MEASUREMENTS, Cont'd

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2011 and 2010:

	Level 1	Level 2	Level 3	Total
December 31, 2011				
Mutual funds:				
Bond	$ 1,565,326	$ -	$ -	$ 1,565,326
Domestic	2,143,045	-	-	2,143,045
Foreign	584,592	-	-	584,592
Target-Date	1,589,039	-	-	1,589,039
Risk based blended	6,565,034	-	-	6,565,034
Total mutual funds	12,447,036	-	-	12,447,036
Collective trust	-	1,352,626	-	1,352,626
Total assets at fair value	$ 12,447,036	$ 1,352,626	$ -	$ 13,799,662
December 31, 2010				
Cash and cash equivalents	$ 73,759	$ -	$ -	$ 73,759
Mutual funds:				
Bond	1,160,137	-	-	1,160,137
Domestic	2,824,339	-	-	2,824,339
Foreign	743,523	-	-	743,523
Target-Date	1,007,741	-	-	1,007,741
Risk based blended	7,537,155	-	-	7,537,155
Total mutual funds	13,272,895	-	-	13,272,895
Collective trust	-	1,314,065	-	1,314,065
Total assets at fair value	$ 13,346,654	$ 1,314,065	$ -	$ 14,660,719

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, while 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.

BRINKMAN INTERNATIONAL GROUP 401(k) PLAN

SUPPLEMENTAL SCHEDULE

BRINKMAN INTERNATIONAL GROUP 401(k) PLAN

EIN: 16-1561556
PLAN NUMBER: 001

FORM 5500 – SCHEDULE H – PART IV

ITEM 4i - SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES AT END OF YEAR

DECEMBER 31, 2011

(a) Party in interest	Shares	(b) & (c) Identity of issue, borrower, lessor or similar party and description of investment including maturity date, rate of interest, collateral, par or maturity value	(e) Current value
		Mutual funds	
	460,653.561	Manning & Napier Pro-Blend Extended Term Series	$ 4,426,881
	159,710.562	Manning & Napier Pro-Blend Maximum Term Series	1,568,358
	57,788.574	Manning & Napier Pro-Blend Moderate Term Series	569,795
	3,483.698	Vanguard Extended Market Index Trust	137,049
	4,348.955	Vanguard Total Intl Stock Index	56,797
	3,539.382	Vanguard Total Stock Market	110,747
	15,289.526	American Funds Europacific	527,794
	12.501	Goldman Sachs Growth Opps Fd-A	258
*	27,943.540	JPMorgan Equity Index Select	797,229
	697.220	Alger Capital Appreciation-I	13,756
*	132,318.364	JPMorgan Core Bond Select	1,565,326
*	8.194	JPMorgan Small Cap Growth Sel	91
	281.849	Ridgeworth Small Cap Value Equity	3,436
	48,416.531	Nuveen Mid Cap Index	586,808
*	49,865.727	JPMorgan US Equity Select	493,671
*	14,968.485	JPMorgan SmartRetirement 2015 Sel	219,737
*	26,735.070	JPMorgan SmartRetirement 2020 Sel	389,797
*	76.644	JPMorgan SmartRetirement 2030 Sel	1,078
*	51,932.825	JPMorgan SmartRetirement 2025 Sel	706,806
*	7,112.005	JPMorgan SmartRetirement 2035 Sel	93,878
*	8,468.648	JPMorgan SmartRetirement 2045 Sel	112,125
*	4,299.043	JPMorgan SmartRetirement Income-Sel	65,545
*	5.468	JPMorgan SmartRetirement 2050 Sel	72
			12,447,036
		Collective trust	
*	4,227.420	JPMorgan Stable Asset Inc.-Inst	1,857,469
*		Participant notes receivable	
		Notes receivable maturing through 2020; interest rates of 3.25% to 8.25%	588,602
			$ 14,893,107

* Party-in-interest.

Note: column (d) is not required

FORM 5500 SCHEDULE C REPORT
SCHEDULE C, LINE 2(h) AND LINE 3(e) FORMULA DESCRIPTION

BRINKMAN INT'L GROUP 401(K) PLAN (826114)
EIN #: 16-1561556

Please note that, unless otherwise indicated in the descriptions contained in this report, direct compensation is presented on a plan year basis 01/01/2011 - 12/31/2011 and indirect compensation is presented on a calendar year basis ending 12/31/2011.

For use with lines 2(h), 3(c), 3(d), 3(e)

Total Direct Compensation Paid **$3,005.00**

The total amount identified above reflects all fees deducted from plan assets at the plan administrator's direction for the plan year. Service providers which have received portions of these direct fees are listed below, along with the amount of fees they received. Please note that if there is a discrepancy between the total direct fees reported above and the sum of the direct fees reported below, you should contact your other service providers or your plan records to identify the recipient(s) of the fees and any other information relevant to your Schedule C filing.

Recipient: J.P. Morgan EIN: 71-0930784

Service Codes: 15, 37, 38, 49, 52, 59, 60, 63, 64, 65, 71, 72, 99, 50 (if direct compensation amount reflected below)

Direct Compensation **$3,005.00**

The total amount identified above reflects fees deducted from plan assets at the plan administrator's direction for the 2011 plan year for the above named recipient. Please review other service providers, below, to determine whether direct fees were also paid to them. Also, please review your records to determine whether other service providers may have received any compensation not reported below (e.g., a reimbursement paid to any plan fiduciary, your employee benefits counsel, or a plan auditor).

Note: Due to system accounting protocols (including 'cash basis' accounting), amounts reported as Direct Compensation and amounts reported as paid to J.P. Morgan are the net result of aggregating direct compensation after the effects of adjustments processed in 2011, some of which may have pertained to prior years.

Please review the detailed breakdown at the end of the report for further information.

Indirect Compensation

Non Monetary Compensation

Please note that items of nonmonetary compensation need to be reported for Schedule A or C (Form 5500) purposes if they exceed certain *de minimus* amounts. Transactions generating nonmonetary compensation may include gifts, gratuities, or certain types of in-kind benefits. Hartford's Code of Ethics and Business Conduct generally restricts Hartford employees from giving to or receiving gifts from customers and/or business partners having a value of over $100, in any individual situation, without prior approval. However, it is possible that one or more of your service providers for the calendar year, including Hartford, engaged in transactions generating nonmonetary compensation. Information concerning reportable transactions undertaken between or among non-Hartford parties may not be available to The Hartford.

Please consult with your legal or tax advisors if you have any questions.

Compensation paid with respect to Funds

Investment Option Name	*EIN*	*Fees Received from Funds on your Plan's Menu (rates as of 12/31/2011)*	*Fund's Total Annual Expenses (as of 12/31/2011)*
ALGER CAPITAL APPRECIATION-I	13-2665689	0.55% x assets	1.17%
AMERICAN FUNDS EUROPACIFIC-R3	95-1411037	0.65% x assets	1.13%

Investment Option Name	*EIN*	*Fees Received from Funds on your Plan's Menu (rates as of 12/31/2011)*	*Fund's Total Annual Expenses (as of 12/31/2011)*
GOLDMAN SACHS GROWTH OPPS FD-A	NA[1]	0.55% x assets	1.41%
JPMCB STABLE ASSET INC F-15	13-4161079		0.00%
JPMORGAN CORE BOND SELECT	26-3613641	0.25% x assets	0.72%
JPMORGAN EQUITY INDEX SELECT	26-3613641	0.05% x assets	0.69%
JPMORGAN SMALL CAP GROWTH SEL	26-3613641	0.25% x assets	1.14%
JPMORGAN SMARTRETMENT 2015 SEL	33-1043149	0.25% x assets	0.33%
JPMORGAN SMARTRETMENT 2020-SEL	33-1043149	0.25% x assets	0.33%
JPMORGAN SMARTRETMENT 2025-SEL	33-1043149	0.25% x assets	0.34%
JPMORGAN SMARTRETMENT 2030-SEL	33-1043149	0.25% x assets	0.35%
JPMORGAN SMARTRETMENT 2035-SEL	33-1043149	0.25% x assets	0.37%
JPMORGAN SMARTRETMENT 2045 SEL	33-1043149	0.25% x assets	0.43%
JPMORGAN SMARTRETMENT 2050 SEL	33-1043149	0.25% x assets	0.42%
JPMORGAN SMARTRETMENT INCOME-SEL	33-1043149	0.25% x assets	0.31%
JPMORGAN U.S. EQUITY SELECT	33-1043149	0.25% x assets	0.82%
MANNING & NAPIER PRO-BLN MOD-S	16-0995736	0.40% x assets	1.07%
MANNING & NAPIER PRO-BLND EXT-S	16-0995736	0.40% x assets	1.08%
MANNING & NAPIER PRO-BLND MAX-IN	16-0995736		0.00%
MANNING & NAPIER PRO-BLND MOD-IN	16-0995736		0.00%
MANNING & NAPIER PRO-BND EXT-INS	16-0995736		0.00%
MANNING & NAPIER PRO-BND MAX-S	16-0995736	0.40% x assets	1.09%
NUVEEN MID CAP INDEX-R3	41-1418224	0.75% x assets	1.11%
RIDGEWORTH SMALL CP VLU EQTY-A	23-2678674	0.75% x assets	1.52%
VANGUARD EXTENDED MARKET INDEX	23-1999755		0.26%
VANGUARD TOTAL INTL STOCK INDEX	23-1945930		0.22%
VANGUARD TOTAL STOCK MKT INDX FD	23-1999755		0.17%

[1] At the time this report was generated this information was not available.

The list includes any investment option held by the plan on at least one month end during the 2011 calendar year. To arrive at an estimate of the dollar amount that JP Morgan received from each fund, multiply the rate of fees received from each fund by your plan's year-end balance (or if the fund was liquidated prior to year end, the balance on the liquidation date) and, if applicable, the per participant fee by the number of participants in the fund at year end (or the liquidation date if earlier). This will be an estimate because your plan's balance and number of participants will vary over the course of the year, so the year-end balance and number of participants may be higher or lower than the daily balance. In addition, these fees are calculated on a daily basis.

JPMorgan funds are distributed by JPMorgan Distribution Services, Inc., which is an affiliate of J.P. Morgan Retirement Plan Services LLC and JPMorgan Chase & Co. Affiliates of JPMorgan Chase & Co. receive fees for providing various services to JPMorgan funds, including fees for investment management, shareholder servicing, administration, distribution, custody, fund accounting, securities lending and other services.

Recipient: Hartford Retirement Services, LLC EIN: 26-1589907

Service Codes: 15, 37, 38, 49, 64, 65, 99

Direct Compensation **$0.00**

Our records indicate that this recipient did not receive any Direct Compensation. Please review your records to determine whether this service provider may have received any compensation not reported.

Indirect Compensation

Base Fees	Payor: J.P. Morgan	EIN: 71-0930784	**$12,395.65**
Ancillary Fees	Payor: J.P. Morgan	EIN: 71-0930784	**$3,931.75**

Recipient: GPC Securities, Inc. EIN: 58-1517899

Service Codes: 15, 64, 65

Indirect Compensation

Transaction Processing Services Payor: Hartford Retirement Services, LLC EIN: 26-1589907 **$487.85**

GPC Securities, Inc. performed recordkeeping and trading functions through August 22, 2011. These activities were transferred to Hartford Securities Distribution Company, Inc. ("HSD") on August 23, 2011. HSD is a broker-dealer registered with the Securities and Exchange Commission which executes, clears and settles the Plan's purchase, exchange and redemption of shares or units in the funds on an agency basis. It is a wholly-owned affiliate of Hartford Retirement Services, LLC. More information is available in the Fund Fee Disclosure Notice for Retirement Plan Fiduciaries which accompanies the HSD Securities Account Agreement.

This is an estimate based on multiplying actual 2011 month end assets by 0.020%/12 for months January through August and then summing the results.

Recipient: Morningstar Associates, LLC EIN: 36-4317381

Service Code: 49

Indirect Compensation

"Managed by You" services fee Payor: Hartford Life Insurance Company EIN: 06-0974148 **$43.60**

This is an estimate determined by dividing a flat annual fee paid to Morningstar by the number of plans to whom this feature is made available.

Recipient: Reliance Trust Company EIN: 58-1428634

Indirect Compensation

Custodial/Trust service fee **$357.27**
Service Codes: 19, 25, 99

Payors: Hartford Life Insurance Company EIN: 06-0974148
Hartford Retirement Services, LLC EIN: 26-1589907

This is an estimate based on multiplying actual 2011 month end assets by 0.005%/12 and then summing the results.

Direct Revenue Detail

Recipient: ***J.P. Morgan***

Fee Description	**Dollar Amount**
Loan Set-up Fee	$2,900.00
One-Time Distribution Fee	$105.00
Total Direct Revenue:	**$3,005.00**
Grand Total Direct Fees:	**$3,005.00**

SECTION I. SERVICE PROVIDERS REPORTING ELIGIBLE INDIRECT COMPENSATION (EIC DISCLOSURE PROVIDED)

SERVICE PROVIDER NAME	EIN	ADDRESS	
FEDERATED SECURITIES CORP.	N/A	5800 CORPORATE DRIVE 2ND FLOOR PITTSBURGH	PA 15237
FIDELITY DISTRIBUTORS CORP.	N/A	500 SALEM STREET MAIL ZONE O3N SMITHFIELD	RI 02917
MANNING & NAPIER	N/A	290 WOODCLIFF DRIVE FAIRPORT	NY 14450
VANGUARD	N/A	455 DEVON PARK DRIVE WAYNE	PA 19087

SECTION II. SERVICE PROVIDERS PAID DIRECT COMPENSATION

SERVICE PROVIDER NAME/RELATIONSHIP	EIN	ADDRESS		DIRECT COMP	SERVICE CODES
ADP RECORD KEEPER	22-1467904	71 HANOVER RD FLORHAM PARK	NJ 07932	4.89	15 49 50 64 99
ADP RECORD KEEPER	22-1467904	71 HANOVER RD FLORHAM PARK	NJ 07932	4.93	15 49 50 64 99
ADP RECORD KEEPER	22-1467904	71 HANOVER RD FLORHAM PARK	NJ 07932	5.25	15 49 50 64 99
ADP RECORD KEEPER	22-1467904	71 HANOVER RD FLORHAM PARK	NJ 07932	5.33	15 49 50 64 99
ADP RECORD KEEPER	22-1467904	71 HANOVER RD FLORHAM PARK	NJ 07932	11.78	15 49 50 64 99
ADP RECORD KEEPER	22-1467904	71 HANOVER RD FLORHAM PARK	NJ 07932	15.70	15 49 50 64 99
ADP RECORD KEEPER	22-1467904	71 HANOVER RD FLORHAM PARK	NJ 07932	25.00	15 50 64
ADP RECORD KEEPER	22-1467904	71 HANOVER RD FLORHAM PARK	NJ 07932	25.00	15 50 64
ADP RECORD KEEPER	22-1467904	71 HANOVER RD FLORHAM PARK	NJ 07932	27.18	15 49 50 64 99
ADP RECORD KEEPER	22-1467904	71 HANOVER RD FLORHAM PARK	NJ 07932	50.00	15 50 64
ADP RECORD KEEPER	22-1467904	71 HANOVER RD FLORHAM PARK	NJ 07932	75.00	15 50 64
ADP RECORD KEEPER	22-1467904	71 HANOVER RD FLORHAM PARK	NJ 07932	100.00	15 50 64
ADP RECORD KEEPER	22-1467904	71 HANOVER RD FLORHAM PARK	NJ 07932	100.00	15 50 64
ADP RECORD KEEPER	22-2232264	71 HANOVER RD FLORHAM PARK	NJ 07932	225.00	17 99
ADP RECORD KEEPER	22-1467904	71 HANOVER RD FLORHAM PARK	NJ 07932	1,500.00	37 50

NOTE: SERVICE PROVIDER(S) MAY APPEAR IN SECTION III FOR INDIRECT COMPENSATION

SECTION III. SERVICE PROVIDERS RECEIVING INDIRECT COMPENSATION

SERVICE PROVIDER NAME/RELATIONSHIP	EIN	ADDRESS	SERVICE CODES	CUSIP
ADP BROKER-DEALER RECORD KEEPER	22-3319984		60 59	316067107
AMOUNT/FORMULA:		ŒANNUAL RATE 0.00100 OF AVERAGE DAILY ASSETS		
SOURCE OF COMPENSATION:	N/A	FIDELITY DISTRIBUTORS CORP. 500 SALEM STREET MAIL ZONE O3N SMITHFIELD RI 02917		
ADP BROKER-DEALER RECORD KEEPER	22-3319984		63 60 59	140411109
AMOUNT/FORMULA:		ŒANNUAL RATE 0.00250 OF AVERAGE DAILY ASSETS ŒANNUAL RATE 0.00050 OF AVERAGE DAILY ASSETS		
SOURCE OF COMPENSATION:	N/A	FEDERATED SECURITIES CORP. 5800 CORPORATE DRIVE 2ND FLOOR PITTSBURGH PA 15237		
ADP BROKER-DEALER RECORD KEEPER	22-3319984		60 59	56382P666
AMOUNT/FORMULA:		ŒANNUAL RATE 0.00150 OF AVERAGE DAILY ASSETS		
SOURCE OF COMPENSATION:	N/A	MANNING & NAPIER 290 WOODCLIFF DRIVE FAIRPORT NY 14450		
ADP BROKER-DEALER RECORD KEEPER	22-3319984		60 59	56382P674
AMOUNT/FORMULA:		ŒANNUAL RATE 0.00150 OF AVERAGE DAILY ASSETS		
SOURCE OF COMPENSATION:	N/A	MANNING & NAPIER 290 WOODCLIFF DRIVE FAIRPORT NY 14450		
ADP BROKER-DEALER RECORD KEEPER	22-3319984		60 59	56382P682
AMOUNT/FORMULA:		ŒANNUAL RATE 0.00150 OF AVERAGE DAILY ASSETS		
SOURCE OF COMPENSATION:	N/A	MANNING & NAPIER 290 WOODCLIFF DRIVE FAIRPORT NY 14450		

SECTION III. SERVICE PROVIDERS RECEIVING INDIRECT COMPENSATION

SERVICE PROVIDER NAME/RELATIONSHIP	EIN	ADDRESS	SERVICE CODES	CUSIP
ADP RECORD KEEPER	77-0514963	71 HANOVER RD FLORHAM PARK NJ 07932	15 49 50 64 99	
AMOUNT/FORMULA:		4.89		
SOURCE OF COMPENSATION:	22-1467904	ADP 71 HANOVER RD FLORHAM PARK NJ 07932		
ADP RECORD KEEPER	77-0514963	71 HANOVER RD FLORHAM PARK NJ 07932	15 49 50 64 99	
AMOUNT/FORMULA:		4.93		
SOURCE OF COMPENSATION:	22-1467904	ADP 71 HANOVER RD FLORHAM PARK NJ 07932		
ADP RECORD KEEPER	77-0514963	71 HANOVER RD FLORHAM PARK NJ 07932	15 49 50 64 99	
AMOUNT/FORMULA:		5.25		
SOURCE OF COMPENSATION:	22-1467904	ADP 71 HANOVER RD FLORHAM PARK NJ 07932		
ADP RECORD KEEPER	77-0514963	71 HANOVER RD FLORHAM PARK NJ 07932	15 49 50 64 99	
AMOUNT/FORMULA:		5.33		
SOURCE OF COMPENSATION:	22-1467904	ADP 71 HANOVER RD FLORHAM PARK NJ 07932		

SECTION III. SERVICE PROVIDERS RECEIVING INDIRECT COMPENSATION

SERVICE PROVIDER NAME/RELATIONSHIP	EIN	ADDRESS		SERVICE CODES	CUSIP
ADP	77-0514963	71 HANOVER RD		15 49 50 64 99	
RECORD KEEPER		FLORHAM PARK	NJ 07932		
AMOUNT/FORMULA:		11.78			
SOURCE OF COMPENSATION:	22-1467904	ADP 71 HANOVER RD			
		FLORHAM PARK	NJ 07932		
ADP	77-0514963	71 HANOVER RD		15 49 50 64 99	
RECORD KEEPER		FLORHAM PARK	NJ 07932		
AMOUNT/FORMULA:		15.70			
SOURCE OF COMPENSATION:	22-1467904	ADP 71 HANOVER RD			
		FLORHAM PARK	NJ 07932		
ADP	77-0514963	71 HANOVER RD		15 49 50 64 99	
RECORD KEEPER		FLORHAM PARK	NJ 07932		
AMOUNT/FORMULA:		27.18			
SOURCE OF COMPENSATION:	22-1467904	ADP 71 HANOVER RD			
		FLORHAM PARK	NJ 07932		

NOTE: SERVICE PROVIDER(S) MAY APPEAR IN SECTION II FOR DIRECT COMPENSATION

BRINKMAN INTERNATIONAL GROUP 401(k) PLAN

ROCHESTER, NEW YORK

FINANCIAL STATEMENTS

SUPPLEMENTAL SCHEDULE

AND

INDEPENDENT AUDITORS' REPORT

DECEMBER 31, 2011 AND 2010

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MENGEL METZGER BARR & CO. LLP
Certified Public Accountants

INDEPENDENT AUDITORS' REPORT

To the Plan Administrator and Plan Administrative Committee
Brinkman International Group 401(k) Plan

We were engaged to audit the financial statements of Brinkman International Group 401(k) Plan as of December 31, 2011 and 2010, and for the years then ended and the supplemental schedule as of December 31, 2011, as listed in the accompanying contents page. 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 D, which was certified by JPMorgan Chase Bank and DWS Trust Company, the trustees of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedule. We have been informed by the plan administrator that JPMorgan Chase Bank held the Plan's investment assets and executed investment transactions as of December 31, 2011 and for the period July 1, 2011 to December 31, 2011, DWS Trust Company held the Plan's investment assets and executed investment transactions from June 10, 2010 to June 30, 2011 and JPMorgan Chase Bank held the Plan's investment assets and executed investment transactions from January 1, 2010 to June 9, 2010 . The plan administrator has obtained certifications from the trustees as of December 31, 2011 and 2010 and for the years then ended, that the information provided to the plan administrator by the trustees is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and 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 trustees, 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.

Mengel, Metzger, Barr & Co. LLP

Rochester, New York
August 22, 2012

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WE VALUE YOUR FUTURE

BRINKMAN INTERNATIONAL GROUP 401(k) PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

ASSETS	December 31, 2011	December 31, 2010
Investments, at fair value:		
Cash and cash equivalents	$ -	$ 73,759
Mutual funds	12,447,036	13,272,895
Collective trust	1,352,626	1,314,065
	13,799,662	14,660,719
Receivables:		
Participant notes receivable	588,602	469,473
Employee	15,509	
Employer	4,636	2,849
	608,747	472,322
NET ASSETS REFLECTING INVESTMENTS AT FAIR VALUE	14,408,409	15,133,041
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	504,843	(43,492)
NET ASSETS AVAILABLE FOR BENEFITS	$ 14,913,252	$ 15,089,549

See accompanying independent auditors' report and notes to the financial statements.

BRINKMAN INTERNATIONAL GROUP 401(k) PLAN

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

	Year ended December 31,	
	2011	2010
ADDITIONS		
Additions to net assets attributed to:		
Investment income:		
Investment interest and dividends	$ 507,440	$ 311,378
Net (depreciation) appreciation in fair value of investments	(826,919)	1,235,428
	(319,479)	1,546,806
Interest income from participant notes receivable	19,117	23,438
Contributions:		
Participants	1,080,625	1,061,647
Employer match	49,437	45,743
Rollover	-	9,491
	1,130,062	1,116,881
TOTAL ADDITIONS	829,700	2,687,125
DEDUCTIONS		
Benefits paid to participants	997,776	2,222,852
Distributions of participant notes receivable	3,041	5,384
Administrative expenses	5,180	4,872
TOTAL DEDUCTIONS	1,005,997	2,233,108
NET (DECREASE) INCREASE	(176,297)	454,017
Net assets available for benefits at beginning of year	15,089,549	14,635,532
NET ASSETS AVAILABLE FOR BENEFITS AT END OF YEAR	$ 14,913,252	$ 15,089,549

See accompanying independent auditors' report and notes to the financial statements.

NOTE A: DESCRIPTION OF THE PLAN

The following description of the Brinkman International Group 401(k) Plan (the "Plan") provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution retirement plan established on January 1, 2002 to provide retirement benefits for employees of Brinkman International Group, Inc. and certain affiliated entities (collectively, the "Plan Sponsors") who meet certain age and length of service requirements. The Plan is also subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Administration

The Plan Sponsors administer the Plan. JPMorgan Chase Bank held the Plan's assets and executed investment transactions for the period January 1, 2010 until June 9, 2010. During the remainder of 2010 and continuing until June 30, 2011, DWS Trust Company became trustee of the Plan and custodian of the Plan's assets. JPMorgan Chase Bank resumed as trustee of the Plan and custodian of the Plan's assets beginning on July 1, 2011. The Plan Sponsors pay certain administrative expenses of the Plan.

Participant Requirements

Each employee shall be entitled to make his or her own contributions (elective deferrals) to the Plan upon attaining 18 years of age and completion of three months of continuous service. In addition, each employee shall be entitled to share in employer matching contributions if the employee is an eligible participant, and made elective deferrals during the Plan year. Each employee shall be entitled to share in employer profit-sharing contributions if the employee is an eligible participant, is an employee on the last day of the Plan year and has performed one thousand hours of service.

Contributions

Upon meeting the Plan participation requirements, the employee will be deemed to have entered into the Plan authorizing the Employer to withhold 4% of the employee's compensation as an elective deferral, unless the employee executes a salary reduction agreement with the Employer indicating no deferrals or a different percentage up to ninety percent of compensation.

On January 1 of each Plan year eligible employees that have been deemed to have entered into a salary reduction agreement and have not elected out of participation under the Plan will have their contributions increased by 1%, up to a maximum of 10%, unless such employees elect out of having their contributions increased.

The maximum contribution each participant may make each year is subject to federal limits.

NOTE A: DESCRIPTION OF THE PLAN, Cont'd

The Employer may, at its discretion, make matching contributions and profit-sharing contributions to the Plan on behalf of the participants. The matching contributions for 2011 and 2010 totaled $49,437 and $45,743, respectively. There were no employer profit-sharing contributions made for the plan years ended December 31, 2011 and 2010.

Participant accounts

Participants may direct the investment of their accounts among the investment options offered by the Plan. Each participant's account is credited with the participant's contributions and an allocation of the employer contributions and Plan earnings or losses. Allocations are based on participant compensation and account balances.

Vesting

Participants are immediately vested in their contributions, actual earnings thereon and certain employer contributions, as applicable, made in order to satisfy non-discrimination tests required by the IRS. Other employer contributions vest 20% per year beginning with the completion of two years of service. Participants are 100% vested after six years of service.

Payment of benefits

Upon retirement, death or disability, a participant's entire vested account balance will be distributed in the form of a lump-sum. In addition, lump-sum distributions may be made, with participant consent, under the following conditions: separation from service; upon participant's attainment of age 55; and upon the hardship of a participant as provided for in the Plan and in government regulations, but only from elective deferrals, vested matching contributions, and vested non-elective contributions.

Forfeitures

At December 31, 2011 and 2010, forfeited non-vested accounts totaled approximately $157,000 and $141,000, respectively. These accounts will be used to pay certain administrative expenses of the Plan. The Plan Sponsors pay certain Plan expenses exceeding the balance of forfeited non-vested accounts.

Participant notes receivable

Participant notes receivable from participants are measured and valued at their unpaid principal balance plus any accrued but unpaid interest. Participants are permitted to borrow up to 50% of the vested balance in their plan accounts to a maximum of $50,000. The notes are payable over terms up to five years (longer if for the purchase of a principal residence) and bear interest at a fixed rate. The fixed interest rate is derived from the prime rate of interest at origination. Principal and interest payments on the notes are redeposited into the participants' accounts based on their current investment allocation elections.

The Plan classifies all notes receivable from participants as in default if any scheduled loan repayment is not made by the end of the calendar quarter following the calendar quarter in which a payment is first missed. Defaulted loans are deemed distributed and recorded as benefits paid to participants in the statement of changes in net assets available for benefits.

NOTE B: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of accounting

The accompanying financial statements and supplemental schedule have been prepared under the accrual method of accounting.

Investment valuation and income recognition

The Plan's investments are stated at fair value. Shares of registered investment companies are valued at quoted market prices, which represent the net asset value of shares held by the Plan at year-end. The collective trust is valued on the basis of the relative interest of each participating investor (including each participant) in the fair value of the underlying net assets of the collective trust. Participant and employer contributions receivable are valued at cost, which approximates fair value.

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 Statements of Net Assets Available for Benefits present 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 Statements of Changes in Net Assets Available for Benefits are prepared on a contract value basis for the years ended December 31, 2011 and 2010.

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

Benefit payments

Benefits are recorded when paid.

Administrative expenses

The plan sponsors have elected to pay certain recurring costs such as the annual audit fee and the quarterly administrative fees of the Plan. For 2011 and 2010, total administrative expenses consisted of the following:

	December 31,	
	2011	2010
Total administrative expenses	$ 22,706	$ 30,813
Less expenses paid by plan sponsors	17,526	25,941
	$ 5,180	$ 4,872

NOTE B: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, Cont'd

Administrative expenses incurred by the Plan consist primarily of certain loan issuance costs, investment management fees and benefit payment fees.

Use of estimates in the preparation of financial statements

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Subsequent events

The Plan has conducted an evaluation of potential subsequent events occurring after the statement of net assets available for benefits date through August 22, 2012, which is the date the financial statements are available to be issued. No subsequent events requiring disclosure were noted.

NOTE C: INVESTMENTS

The following table presents the fair value of individual investments that represent 5% or more of the Plan's net assets available for benefits. The Plan administrator has obtained certifications from JPMorgan Chase Bank and DWS Trust Company at December 31, 2011 and 2010, the trustees of the Plan at those dates respectively, that such information is complete and accurate.

	December 31,	
	2011	2010
Mutual funds:		
Manning & Napier Pro-Blend Extended Term Series	$ 4,426,881	$ 4,969,512
Manning & Napier Pro-Blend Maximum Term Series	1,568,358	1,728,915
Manning & Napier Pro-Blend Moderate Term Series	*	807,142
Vanguard Index Trust S&P 500	*	1,166,415
Vanguard Bond Index Total Market	*	1,160,137
JPMorgan Equity Index Select	797,229	*
JPMorgan Core Bond Select	1,565,326	*
Collective trust:		
Federated Capital Preservation Inst	*	1,314,065
JPMorgan Stable Asset Inc.-Inst	1,352,626	*

* Represents less than 5% of the Plan's net assets available for benefits.

NOTE D: FINANCIAL INFORMATION CERTIFIED BY THE TRUSTEES (UNAUDITED)

The following is a summary of the unaudited information regarding the Plan, included in the Plan's financial statements and supplemental schedule, that were prepared by JPMorgan Chase Bank at December 31, 2011 and for the period July 1, 2011 to December 31, 2011 and DWS Trust Company at December 31, 2010 and for the period June 10, 2010 to June 30, 2011, the trustees of the Plan at those dates respectively, and furnished to the plan administrator. In addition, JPMorgan Chase Bank executed investment transactions for the period January 1, 2010 to June 9, 2010. The plan administrator has obtained certifications from the trustees that such information is complete and accurate:

	December 31,	
	2011	2010
Investments, at fair value	$ 13,799,662	$ 14,660,719
Investment interest and dividends	507,440	311,378
Net (depreciation) appreciation in fair value of investments	(826,919)	1,235,428

All information included in the attached supplemental Schedule of Assets Held for Investment Purposes at End of Year – December 31, 2011.

NOTE E: TAX STATUS

The Internal Revenue Service determined and stated by a letter dated March 31, 2008, that the prototype plan under which the Plan was adopted, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code (IRC). The Plan has been amended since receiving the determination letter. However, the Plan administrator and the Plan's legal counsel believe that the Plan is currently designed and being operated in compliance with the applicable requirements of IRC. Therefore, they believe that the Plan is qualified and the related trust is exempt from taxation as of the financial statement date.

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the Internal Revenue Service. The Plan Administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2011, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by tax jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan Administrator believes it is no longer subject to income tax examinations for years prior to December 31, 2008.

NOTE F: TRANSACTIONS WITH PARTIES-IN-INTEREST

The Plan invests in shares of mutual funds which are managed by an affiliate of JPMorgan Chase Bank. During portions of 2010 and 2011, JPMorgan Chase Bank acted as a custodian for only those investments as defined by the Plan. Transactions in such investments qualify as party-in-interest transactions, which are exempt from the prohibited transaction rules.

NOTE G: PLAN TERMINATION

Although it has not expressed any intent to do so, the Plan sponsor has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants have a fully vested interest in their accounts and their accounts will be paid to them as provided by the plan document.

NOTE H: 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 risk. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the Statements of Net Assets Available for Benefits.

NOTE I: RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The classification of the change in net assets available for benefits for the years ended December 31, 2011 and 2010 differs between the financial statements and Form 5500. However, the total change in net assets for the years then ended agrees between the financial statements and Form 5500.

NOTE J: FAIR VALUE MEASUREMENTS

Accounting principles generally accepted in the United States of America 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 three levels of the fair value hierarchy are described as follows:

Level 1 - Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets.

Level 2 - Inputs to the valuation methodology include:

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

If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

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

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

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

Mutual funds: Valued at the net asset value ("NAV") of shares held by the Plan at year end.

Collective trust: Value on the basis of the relative interest of each participating investors (including each participant) in the fair value of the underlying net assets of the collective trust.

The fair value of this fund has been estimated using the net asset value per share of the underlying investments. There are no unfunded commitments for the collective trust fund as of December 31, 2011 and 2010. There is no waiting period or other restrictions on redemptions from the collective trust fund. The following is a description of the collective trust fund:

The funds primary objective is to seek the preservation of principal, while providing current income and liquidity. The average yield of the fund was 1.83% and the crediting interest rate was 3.01% for 2011. The collective trust fund held at December 31, 2010 was liquidated during the transition of plan trustees and, the assets in that fund were transferred into the collective trust described above.

NOTE J: FAIR VALUE MEASUREMENTS, Cont'd

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2011 and 2010:

	Level 1	Level 2	Level 3	Total
December 31, 2011				
Mutual funds:				
Bond	$ 1,565,326	$ -	$ -	$ 1,565,326
Domestic	2,143,045	-	-	2,143,045
Foreign	584,592	-	-	584,592
Target-Date	1,589,039	-	-	1,589,039
Risk based blended	6,565,034	-	-	6,565,034
Total mutual funds	12,447,036	-	-	12,447,036
Collective trust	-	1,352,626	-	1,352,626
Total assets at fair value	$ 12,447,036	$ 1,352,626	$ -	$ 13,799,662
December 31, 2010				
Cash and cash equivalents	$ 73,759	$ -	$ -	$ 73,759
Mutual funds:				
Bond	1,160,137	-	-	1,160,137
Domestic	2,824,339	-	-	2,824,339
Foreign	743,523	-	-	743,523
Target-Date	1,007,741	-	-	1,007,741
Risk based blended	7,537,155	-	-	7,537,155
Total mutual funds	13,272,895	-	-	13,272,895
Collective trust	-	1,314,065	-	1,314,065
Total assets at fair value	$ 13,346,654	$ 1,314,065	$ -	$ 14,660,719

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, while 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.

BRINKMAN INTERNATIONAL GROUP 401(k) PLAN

SUPPLEMENTAL SCHEDULE

BRINKMAN INTERNATIONAL GROUP 401(k) PLAN

EIN: 16-1561556
PLAN NUMBER: 001

FORM 5500 – SCHEDULE H – PART IV

ITEM 4i - SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES AT END OF YEAR

DECEMBER 31, 2011

(a) Party in interest	Shares	(b) & (c) Identity of issue, borrower, lessor or similar party and description of investment including maturity date, rate of interest, collateral, par or maturity value	(e) Current value
		Mutual funds	
	460,653.561	Manning & Napier Pro-Blend Extended Term Series	$ 4,426,881
	159,710.562	Manning & Napier Pro-Blend Maximum Term Series	1,568,358
	57,788.574	Manning & Napier Pro-Blend Moderate Term Series	569,795
	3,483.698	Vanguard Extended Market Index Trust	137,049
	4,348.955	Vanguard Total Intl Stock Index	56,797
	3,539.382	Vanguard Total Stock Market	110,747
	15,289.526	American Funds Europacific	527,794
	12.501	Goldman Sachs Growth Opps Fd-A	258
*	27,943.540	JPMorgan Equity Index Select	797,229
	697.220	Alger Capital Appreciation-I	13,756
*	132,318.364	JPMorgan Core Bond Select	1,565,326
*	8.194	JPMorgan Small Cap Growth Sel	91
	281.849	Ridgeworth Small Cap Value Equity	3,436
	48,416.531	Nuveen Mid Cap Index	586,808
*	49,865.727	JPMorgan US Equity Select	493,671
*	14,968.485	JPMorgan SmartRetirement 2015 Sel	219,737
*	26,735.070	JPMorgan SmartRetirement 2020 Sel	389,797
*	76.644	JPMorgan SmartRetirement 2030 Sel	1,078
*	51,932.825	JPMorgan SmartRetirement 2025 Sel	706,806
*	7,112.005	JPMorgan SmartRetirement 2035 Sel	93,878
*	8,468.648	JPMorgan SmartRetirement 2045 Sel	112,125
*	4,299.043	JPMorgan SmartRetirement Income-Sel	65,545
*	5.468	JPMorgan SmartRetirement 2050 Sel	72
			12,447,036
		Collective trust	
*	4,227.420	JPMorgan Stable Asset Inc.-Inst	1,857,469
*		Participant notes receivable	
		Notes receivable maturing through 2020; interest rates of 3.25% to 8.25%	588,602
			$ 14,893,107

* Party-in-interest.

Note: column (d) is not required

BRINKMAN INTERNATIONAL GROUP 401(k) PLAN

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INDEPENDENT AUDITORS' REPORT

DECEMBER 31, 2011 AND 2010

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MENGEL METZGER BARR & CO. LLP
Certified Public Accountants

INDEPENDENT AUDITORS' REPORT

To the Plan Administrator and Plan Administrative Committee
Brinkman International Group 401(k) Plan

We were engaged to audit the financial statements of Brinkman International Group 401(k) Plan as of December 31, 2011 and 2010, and for the years then ended and the supplemental schedule as of December 31, 2011, as listed in the accompanying contents page. 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 D, which was certified by JPMorgan Chase Bank and DWS Trust Company, the trustees of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedule. We have been informed by the plan administrator that JPMorgan Chase Bank held the Plan's investment assets and executed investment transactions as of December 31, 2011 and for the period July 1, 2011 to December 31, 2011, DWS Trust Company held the Plan's investment assets and executed investment transactions from June 10, 2010 to June 30, 2011 and JPMorgan Chase Bank held the Plan's investment assets and executed investment transactions from January 1, 2010 to June 9, 2010 . The plan administrator has obtained certifications from the trustees as of December 31, 2011 and 2010 and for the years then ended, that the information provided to the plan administrator by the trustees is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and 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 trustees, 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.

Mengel, Metzger, Barr & Co. LLP

Rochester, New York
August 22, 2012

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BRINKMAN INTERNATIONAL GROUP 401(k) PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

ASSETS	December 31, 2011	December 31, 2010
Investments, at fair value:		
Cash and cash equivalents	$ -	$ 73,759
Mutual funds	12,447,036	13,272,895
Collective trust	1,352,626	1,314,065
	13,799,662	14,660,719
Receivables:		
Participant notes receivable	588,602	469,473
Employee	15,509	
Employer	4,636	2,849
	608,747	472,322
NET ASSETS REFLECTING INVESTMENTS AT FAIR VALUE	14,408,409	15,133,041
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	504,843	(43,492)
NET ASSETS AVAILABLE FOR BENEFITS	$ 14,913,252	$ 15,089,549

See accompanying independent auditors' report and notes to the financial statements.

BRINKMAN INTERNATIONAL GROUP 401(k) PLAN

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

	Year ended December 31,	
	2011	2010
ADDITIONS		
Additions to net assets attributed to:		
Investment income:		
Investment interest and dividends	$ 507,440	$ 311,378
Net (depreciation) appreciation in fair value of investments	(826,919)	1,235,428
	(319,479)	1,546,806
Interest income from participant notes receivable	19,117	23,438
Contributions:		
Participants	1,080,625	1,061,647
Employer match	49,437	45,743
Rollover	-	9,491
	1,130,062	1,116,881
TOTAL ADDITIONS	829,700	2,687,125
DEDUCTIONS		
Benefits paid to participants	997,776	2,222,852
Distributions of participant notes receivable	3,041	5,384
Administrative expenses	5,180	4,872
TOTAL DEDUCTIONS	1,005,997	2,233,108
NET (DECREASE) INCREASE	(176,297)	454,017
Net assets available for benefits at beginning of year	15,089,549	14,635,532
NET ASSETS AVAILABLE FOR BENEFITS AT END OF YEAR	$ 14,913,252	$ 15,089,549

See accompanying independent auditors' report and notes to the financial statements.

NOTE A: DESCRIPTION OF THE PLAN

The following description of the Brinkman International Group 401(k) Plan (the "Plan") provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution retirement plan established on January 1, 2002 to provide retirement benefits for employees of Brinkman International Group, Inc. and certain affiliated entities (collectively, the "Plan Sponsors") who meet certain age and length of service requirements. The Plan is also subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Administration

The Plan Sponsors administer the Plan. JPMorgan Chase Bank held the Plan's assets and executed investment transactions for the period January 1, 2010 until June 9, 2010. During the remainder of 2010 and continuing until June 30, 2011, DWS Trust Company became trustee of the Plan and custodian of the Plan's assets. JPMorgan Chase Bank resumed as trustee of the Plan and custodian of the Plan's assets beginning on July 1, 2011. The Plan Sponsors pay certain administrative expenses of the Plan.

Participant Requirements

Each employee shall be entitled to make his or her own contributions (elective deferrals) to the Plan upon attaining 18 years of age and completion of three months of continuous service. In addition, each employee shall be entitled to share in employer matching contributions if the employee is an eligible participant, and made elective deferrals during the Plan year. Each employee shall be entitled to share in employer profit-sharing contributions if the employee is an eligible participant, is an employee on the last day of the Plan year and has performed one thousand hours of service.

Contributions

Upon meeting the Plan participation requirements, the employee will be deemed to have entered into the Plan authorizing the Employer to withhold 4% of the employee's compensation as an elective deferral, unless the employee executes a salary reduction agreement with the Employer indicating no deferrals or a different percentage up to ninety percent of compensation.

On January 1 of each Plan year eligible employees that have been deemed to have entered into a salary reduction agreement and have not elected out of participation under the Plan will have their contributions increased by 1%, up to a maximum of 10%, unless such employees elect out of having their contributions increased.

The maximum contribution each participant may make each year is subject to federal limits.

NOTE A: DESCRIPTION OF THE PLAN, Cont'd

The Employer may, at its discretion, make matching contributions and profit-sharing contributions to the Plan on behalf of the participants. The matching contributions for 2011 and 2010 totaled $49,437 and $45,743, respectively. There were no employer profit-sharing contributions made for the plan years ended December 31, 2011 and 2010.

Participant accounts

Participants may direct the investment of their accounts among the investment options offered by the Plan. Each participant's account is credited with the participant's contributions and an allocation of the employer contributions and Plan earnings or losses. Allocations are based on participant compensation and account balances.

Vesting

Participants are immediately vested in their contributions, actual earnings thereon and certain employer contributions, as applicable, made in order to satisfy non-discrimination tests required by the IRS. Other employer contributions vest 20% per year beginning with the completion of two years of service. Participants are 100% vested after six years of service.

Payment of benefits

Upon retirement, death or disability, a participant's entire vested account balance will be distributed in the form of a lump-sum. In addition, lump-sum distributions may be made, with participant consent, under the following conditions: separation from service; upon participant's attainment of age 55; and upon the hardship of a participant as provided for in the Plan and in government regulations, but only from elective deferrals, vested matching contributions, and vested non-elective contributions.

Forfeitures

At December 31, 2011 and 2010, forfeited non-vested accounts totaled approximately $157,000 and $141,000, respectively. These accounts will be used to pay certain administrative expenses of the Plan. The Plan Sponsors pay certain Plan expenses exceeding the balance of forfeited non-vested accounts.

Participant notes receivable

Participant notes receivable from participants are measured and valued at their unpaid principal balance plus any accrued but unpaid interest. Participants are permitted to borrow up to 50% of the vested balance in their plan accounts to a maximum of $50,000. The notes are payable over terms up to five years (longer if for the purchase of a principal residence) and bear interest at a fixed rate. The fixed interest rate is derived from the prime rate of interest at origination. Principal and interest payments on the notes are redeposited into the participants' accounts based on their current investment allocation elections.

The Plan classifies all notes receivable from participants as in default if any scheduled loan repayment is not made by the end of the calendar quarter following the calendar quarter in which a payment is first missed. Defaulted loans are deemed distributed and recorded as benefits paid to participants in the statement of changes in net assets available for benefits.

NOTE B: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of accounting

The accompanying financial statements and supplemental schedule have been prepared under the accrual method of accounting.

Investment valuation and income recognition

The Plan's investments are stated at fair value. Shares of registered investment companies are valued at quoted market prices, which represent the net asset value of shares held by the Plan at year-end. The collective trust is valued on the basis of the relative interest of each participating investor (including each participant) in the fair value of the underlying net assets of the collective trust. Participant and employer contributions receivable are valued at cost, which approximates fair value.

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 Statements of Net Assets Available for Benefits present 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 Statements of Changes in Net Assets Available for Benefits are prepared on a contract value basis for the years ended December 31, 2011 and 2010.

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

Benefit payments

Benefits are recorded when paid.

Administrative expenses

The plan sponsors have elected to pay certain recurring costs such as the annual audit fee and the quarterly administrative fees of the Plan. For 2011 and 2010, total administrative expenses consisted of the following:

	December 31,	
	2011	2010
Total administrative expenses	$ 22,706	$ 30,813
Less expenses paid by plan sponsors	17,526	25,941
	$ 5,180	$ 4,872

NOTE B: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, Cont'd

Administrative expenses incurred by the Plan consist primarily of certain loan issuance costs, investment management fees and benefit payment fees.

Use of estimates in the preparation of financial statements

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Subsequent events

The Plan has conducted an evaluation of potential subsequent events occurring after the statement of net assets available for benefits date through August 22, 2012, which is the date the financial statements are available to be issued. No subsequent events requiring disclosure were noted.

NOTE C: INVESTMENTS

The following table presents the fair value of individual investments that represent 5% or more of the Plan's net assets available for benefits. The Plan administrator has obtained certifications from JPMorgan Chase Bank and DWS Trust Company at December 31, 2011 and 2010, the trustees of the Plan at those dates respectively, that such information is complete and accurate.

	December 31,	
	2011	2010
Mutual funds:		
Manning & Napier Pro-Blend Extended Term Series	$ 4,426,881	$ 4,969,512
Manning & Napier Pro-Blend Maximum Term Series	1,568,358	1,728,915
Manning & Napier Pro-Blend Moderate Term Series	*	807,142
Vanguard Index Trust S&P 500	*	1,166,415
Vanguard Bond Index Total Market	*	1,160,137
JPMorgan Equity Index Select	797,229	*
JPMorgan Core Bond Select	1,565,326	*
Collective trust:		
Federated Capital Preservation Inst	*	1,314,065
JPMorgan Stable Asset Inc.-Inst	1,352,626	*

* Represents less than 5% of the Plan's net assets available for benefits.

NOTE D: FINANCIAL INFORMATION CERTIFIED BY THE TRUSTEES (UNAUDITED)

The following is a summary of the unaudited information regarding the Plan, included in the Plan's financial statements and supplemental schedule, that were prepared by JPMorgan Chase Bank at December 31, 2011 and for the period July 1, 2011 to December 31, 2011 and DWS Trust Company at December 31, 2010 and for the period June 10, 2010 to June 30, 2011, the trustees of the Plan at those dates respectively, and furnished to the plan administrator. In addition, JPMorgan Chase Bank executed investment transactions for the period January 1, 2010 to June 9, 2010. The plan administrator has obtained certifications from the trustees that such information is complete and accurate:

	December 31,	
	2011	2010
Investments, at fair value	$ 13,799,662	$ 14,660,719
Investment interest and dividends	507,440	311,378
Net (depreciation) appreciation in fair value of investments	(826,919)	1,235,428

All information included in the attached supplemental Schedule of Assets Held for Investment Purposes at End of Year – December 31, 2011.

NOTE E: TAX STATUS

The Internal Revenue Service determined and stated by a letter dated March 31, 2008, that the prototype plan under which the Plan was adopted, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code (IRC). The Plan has been amended since receiving the determination letter. However, the Plan administrator and the Plan's legal counsel believe that the Plan is currently designed and being operated in compliance with the applicable requirements of IRC. Therefore, they believe that the Plan is qualified and the related trust is exempt from taxation as of the financial statement date.

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the Internal Revenue Service. The Plan Administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2011, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by tax jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan Administrator believes it is no longer subject to income tax examinations for years prior to December 31, 2008.

NOTE F: TRANSACTIONS WITH PARTIES-IN-INTEREST

The Plan invests in shares of mutual funds which are managed by an affiliate of JPMorgan Chase Bank. During portions of 2010 and 2011, JPMorgan Chase Bank acted as a custodian for only those investments as defined by the Plan. Transactions in such investments qualify as party-in-interest transactions, which are exempt from the prohibited transaction rules.

NOTE G: PLAN TERMINATION

Although it has not expressed any intent to do so, the Plan sponsor has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants have a fully vested interest in their accounts and their accounts will be paid to them as provided by the plan document.

NOTE H: 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 risk. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the Statements of Net Assets Available for Benefits.

NOTE I: RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The classification of the change in net assets available for benefits for the years ended December 31, 2011 and 2010 differs between the financial statements and Form 5500. However, the total change in net assets for the years then ended agrees between the financial statements and Form 5500.

NOTE J: FAIR VALUE MEASUREMENTS

Accounting principles generally accepted in the United States of America 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 three levels of the fair value hierarchy are described as follows:

Level 1 - Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets.

Level 2 - Inputs to the valuation methodology include:

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

If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

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

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

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

Mutual funds: Valued at the net asset value ("NAV") of shares held by the Plan at year end.

Collective trust: Value on the basis of the relative interest of each participating investors (including each participant) in the fair value of the underlying net assets of the collective trust.

The fair value of this fund has been estimated using the net asset value per share of the underlying investments. There are no unfunded commitments for the collective trust fund as of December 31, 2011 and 2010. There is no waiting period or other restrictions on redemptions from the collective trust fund. The following is a description of the collective trust fund:

The funds primary objective is to seek the preservation of principal, while providing current income and liquidity. The average yield of the fund was 1.83% and the crediting interest rate was 3.01% for 2011. The collective trust fund held at December 31, 2010 was liquidated during the transition of plan trustees and, the assets in that fund were transferred into the collective trust described above.

NOTE J: FAIR VALUE MEASUREMENTS, Cont'd

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2011 and 2010:

	Level 1	Level 2	Level 3	Total
December 31, 2011				
Mutual funds:				
Bond	$ 1,565,326	$ -	$ -	$ 1,565,326
Domestic	2,143,045	-	-	2,143,045
Foreign	584,592	-	-	584,592
Target-Date	1,589,039	-	-	1,589,039
Risk based blended	6,565,034	-	-	6,565,034
Total mutual funds	12,447,036	-	-	12,447,036
Collective trust	-	1,352,626	-	1,352,626
Total assets at fair value	$ 12,447,036	$ 1,352,626	$ -	$ 13,799,662
December 31, 2010				
Cash and cash equivalents	$ 73,759	$ -	$ -	$ 73,759
Mutual funds:				
Bond	1,160,137	-	-	1,160,137
Domestic	2,824,339	-	-	2,824,339
Foreign	743,523	-	-	743,523
Target-Date	1,007,741	-	-	1,007,741
Risk based blended	7,537,155	-	-	7,537,155
Total mutual funds	13,272,895	-	-	13,272,895
Collective trust	-	1,314,065	-	1,314,065
Total assets at fair value	$ 13,346,654	$ 1,314,065	$ -	$ 14,660,719

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, while 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.

BRINKMAN INTERNATIONAL GROUP 401(k) PLAN

SUPPLEMENTAL SCHEDULE

BRINKMAN INTERNATIONAL GROUP 401(k) PLAN

EIN: 16-1561556
PLAN NUMBER: 001

FORM 5500 – SCHEDULE H – PART IV

ITEM 4i - SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES AT END OF YEAR

DECEMBER 31, 2011

(a) Party in interest	Shares	(b) & (c) Identity of issue, borrower, lessor or similar party and description of investment including maturity date, rate of interest, collateral, par or maturity value	(e) Current value
		Mutual funds	
	460,653.561	Manning & Napier Pro-Blend Extended Term Series	$ 4,426,881
	159,710.562	Manning & Napier Pro-Blend Maximum Term Series	1,568,358
	57,788.574	Manning & Napier Pro-Blend Moderate Term Series	569,795
	3,483.698	Vanguard Extended Market Index Trust	137,049
	4,348.955	Vanguard Total Intl Stock Index	56,797
	3,539.382	Vanguard Total Stock Market	110,747
	15,289.526	American Funds Europacific	527,794
	12.501	Goldman Sachs Growth Opps Fd-A	258
*	27,943.540	JPMorgan Equity Index Select	797,229
	697.220	Alger Capital Appreciation-I	13,756
*	132,318.364	JPMorgan Core Bond Select	1,565,326
*	8.194	JPMorgan Small Cap Growth Sel	91
	281.849	Ridgeworth Small Cap Value Equity	3,436
	48,416.531	Nuveen Mid Cap Index	586,808
*	49,865.727	JPMorgan US Equity Select	493,671
*	14,968.485	JPMorgan SmartRetirement 2015 Sel	219,737
*	26,735.070	JPMorgan SmartRetirement 2020 Sel	389,797
*	76.644	JPMorgan SmartRetirement 2030 Sel	1,078
*	51,932.825	JPMorgan SmartRetirement 2025 Sel	706,806
*	7,112.005	JPMorgan SmartRetirement 2035 Sel	93,878
*	8,468.648	JPMorgan SmartRetirement 2045 Sel	112,125
*	4,299.043	JPMorgan SmartRetirement Income-Sel	65,545
*	5.468	JPMorgan SmartRetirement 2050 Sel	72
			12,447,036
		Collective trust	
*	4,227.420	JPMorgan Stable Asset Inc.-Inst	1,857,469
*		Participant notes receivable	
		Notes receivable maturing through 2020; interest rates of 3.25% to 8.25%	588,602
			$ 14,893,107

* Party-in-interest.

Note: column (d) is not required