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
JBP CO., INC. 401(K) SAVINGS PLAN

1b Three-digit plan number (PN) ▶ 002

1c Effective date of plan 01/01/1985

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

J B POINDEXTER & CO

600 TRAVIS #200
HOUSTON, TX 77002

2b Employer Identification Number (EIN)
76-0312814

2c Sponsor's telephone number
713-655-9800

2d Business code (see instructions)
339900

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.	08/29/2012	LARRY WOLFE
	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")
J B POINDEXTER & CO

600 TRAVIS #200
HOUSTON, TX 77002

3b Administrator's EIN
76-0312814

3c Administrator's telephone number
713-655-9800

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**	1770
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**	1220
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	378
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	1598
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	1598
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	1598
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	40
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 2J 2G 2K 2T 3H

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristic Codes in the instructions:

9a Plan funding arrangement (check all that apply)

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

9b Plan benefit arrangement (check all that apply)

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

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

a Pension Schedules

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

b General Schedules

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

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

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

A Name of plan
JBP CO., INC. 401(K) SAVINGS PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
J B POINDEXTER & CO

D Employer Identification Number (EIN)
76-0312814

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

PRUDENTIAL RETIREMENT INSURANCE AND

06-1050034

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

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

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

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

PRUDENTIAL RETIREMENT INSURANCE AND

06-1050034

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
13 15 37 50 64	NONE	36741	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] No [ ]

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

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

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

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

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)

(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 ☐

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

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

Part I Service Provider Information (continued)

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

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

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

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

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

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

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE 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
JBP CO., INC. 401(K) SAVINGS PLAN

B Three-digit plan number (PN) ▶ 002

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
J B POINDEXTER & CO

D Employer Identification Number (EIN)
76-0312814

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: JBP CO,INC MASTER RETRMT SVGS TRUST

b Name of sponsor of entity listed in (a): J B POINDEXTER & 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)
76-0312814-009	M	62938243

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

2011

This Form is Open to Public Inspection

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

A Name of plan
JBP CO., INC. 401(K) SAVINGS PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
J B POINDEXTER & CO

D Employer Identification Number (EIN)
76-0312814

Part I Asset and Liability Statement

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	3738798	3727576
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)	64605966	62938243
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)		
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(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	68344764	66665819
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	68344764	66665819

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)	362136	
(B) Participants	2a(1)(B)	3738782	
(C) Others (including rollovers)	2a(1)(C)	486791	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		4587709
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)	170765	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		170765
(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		0
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0

		(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)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		-439035
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		
c Other income	2c		28117
d Total income. Add all **income** amounts in column (b) and enter total	2d		4347556
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	5908412	
(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)		5908412
f Corrective distributions (see instructions)	2f		57
g Certain deemed distributions of participant loans (see instructions)	2g		79313
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)		
(4) Other	2i(4)	38719	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		38719
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		6026501
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		-1678945
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: MCCONNELL & JONES LLP (2) EIN: 76-0488832

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		5000000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty? **4f**		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser? **4g**		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser? **4h**		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.) **4i**	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.) **4j**		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC? **4k**		X	
l	Has the plan failed to provide any benefit when due under the plan? **4l**		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.) **4m**		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3. **4n**			

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

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

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

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

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

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

OMB No. 1210-0110

2011

This Form is Open to Public Inspection.

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

A Name of plan
JBP CO., INC. 401(K) SAVINGS PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
J B POINDEXTER & CO

D Employer Identification Number (EIN)
76-0312814

Part I Distributions

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

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

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

EIN(s): 22-1211670

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):

JBP Co., Inc. 401(k) Savings Plan

Independent Auditors' Report
and Financial Statements

December 31, 2011 and 2010

JBP Co., Inc. 401(k) Savings Plan

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December 31, 2011 and 2010

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MJ
McCONNELL & JONES LLP
CERTIFIED PUBLIC ACCOUNTANTS

Independent Auditors' Report

To The Participants and Plan Administrator of the
JBP Co., Inc. 401(k) Savings Plan:

We were engaged to audit the accompanying statements of net assets available for benefits of the JBP Co., Inc. 401(k) Savings Plan (the Plan) as of December 31, 2011 and 2010, and the related statement of changes in net assets available for benefits for the year ended December 31, 2011, and the related supplementary information, as listed in the accompanying table of contents. These financial statements and supplementary information are the responsibility of Plan management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 (ERISA), the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the investment information summarized in Note 3, which was certified by Prudential Retirement Insurance and Annuity Company and Prudential Bank and Trust, F.S.B., the custodians of the Plan, except for comparing such information with the related information included in the financial statements and supplementary information. We have been informed by the plan administrator that the custodians hold the Plan's investment assets and execute investment transactions. The plan administrator has obtained certifications from the custodians as of December 31, 2011 and 2010 and for the year ended December 31, 2011, that the information provided to the plan administrator by the custodians is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and supplementary information taken as a whole. The form and content of the information included in the financial statements and supplementary information, other than that derived from the investment information certified by the custodian, have been audited by us in accordance with auditing standards generally accepted in the United States and, in our opinion, are presented in compliance with the DOL Rules and Regulations for Reporting and Disclosure under ERISA.

McConnell & Jones LLP

Houston, Texas
August 14, 2012

3040 Post Oak Blvd., Suite 1600
Houston, TX 77056
Phone: 713.968.1600
Fax: 713.968.1601

WWW.MCCONNELLJONES.COM

JBP Co., Inc. 401(k) Savings Plan
Statements of Net Assets Available for Benefits
December 31, 2011 and 2010

	2011	2010
Assets		
Investments, at fair value		
Plan interest in the JBP Co., Inc. Master Retirement Savings Trust	$ 62,938,243	$ 64,605,966
Receivables		
Notes receivable from participants	3,727,576	3,738,798
Net Assets Available for Benefits	$ 66,665,819	$ 68,344,764

JBP Co., Inc. 401(k) Savings Plan
Statement of Changes in Net Assets Available for Benefits
Year Ended December 31, 2011

Investment Income (Loss)		
Net investment loss from the JBP Co., Inc. Master Retirement Savings Trust	$	(439,035)
Other income		28,117
Net investment loss		(410,918)
Contributions		
Employer		362,136
Participants		3,738,782
Rollovers		486,791
Total contributions		4,587,709
Interest Income on Notes Receivable From Participants		170,765
Deductions		
Benefits paid directly to participants		5,987,782
Administrative expenses		38,719
Total deductions		6,026,501
Net Decrease		(1,678,945)
Net Assets Available for Benefits, Beginning of Year		68,344,764
Net Assets Available for Benefits, End of Year	$	66,665,819

Note 1: Description of the Plan

The following description of the JBP Co., Inc. 401(k) Savings Plan (the Plan) provides only general information. Participants should refer to the *Summary Plan Description* for a more complete description of the Plan's provisions, which is available from the plan administrator.

General

The Plan is a defined contribution plan covering all employees of J.B. Poindexter & Co., Inc. (the Company), other than collectively bargained employees (unless their coverage under the Plan has been specifically provided for in the collective bargaining agreements), who have at least ninety days of service. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Contributions

Each year, participants may contribute up to 100 percent of pretax annual compensation, as defined in the Plan. Participants who have attained age 50 before the end of the plan year are eligible to make catch-up contributions. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans. The Company contributes 50 percent of the first 6 percent for certain employer groups and 20 percent of the first 5 percent for other employer groups of base compensation that a participant contributes to the Plan. The Company may also make a discretionary contribution as determined each year by the Company. Participants direct the investment of all contributions into various investment options offered by the Plan. Contributions are subject to certain limitations.

Participant Accounts

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

Vesting

Participants are vested immediately in their contributions plus actual earnings thereon. Company contributions and earnings thereon vest at a rate of 20 percent per year of continuous service. A participant is 100 percent vested after five years of credited service.

Notes Receivable from Participants

Participants may borrow from their fund accounts up to a maximum of $50,000 or 50% of their vested account balance, whichever is less. The loans are secured by the balance in the participant's account and bear interest at rates commensurate with local prevailing rates as determined by the plan administrator.

Payment of Benefits

Upon separation of service due to death, disability, retirement or termination of employment, a participant may elect to receive a lump-sum amount equal to the value of the participant's vested interest in his or her account.

Forfeited Accounts

The non-vested balance in a participant's account is forfeited upon termination of service. Forfeitures may be used to pay Plan expenses or reduce future Company contributions. At December 31, 2011 and 2010, forfeited non-vested accounts totaled $24,287 and $141,390, respectively. During 2011, plan expenses were paid and Company contributions were reduced by $183,233 from forfeited non-vested accounts.

Plan Termination

Although it has not expressed an intention to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan, subject to the provisions of ERISA. In the event of plan termination, participants will become 100% vested in their accounts.

Note 2: Summary of Significant Accounting Policies

Basis of Accounting

The financial statements of the Plan are prepared on the accrual basis of accounting in conformity with accounting principles generally accepted in the United States of America (US GAAP).

Use of Estimates

The preparation of financial statements in conformity with US GAAP 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 at the date of the financial statements. Actual results could differ from those estimates.

Investment Valuation and Income Recognition

The Plan's interest in the JBP Co., Inc. Master Retirement Savings Trust (the Master Trust) is stated at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 5 for discussion of fair value measurements.

Investment contracts held by a defined-contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined-contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the plan. The statement of net assets available for benefits presents the fair value of the investment in the Master Trust as well as the adjustment of the fully benefit-responsive investment contracts from fair value to contract value. The statement of changes in net assets available for benefits is prepared on a contract value basis. Since the fair value of this contract also approximates its contract value, the table representing the value of investments for the

Master Trust does not require a separate adjustment for reporting the net assets on a contract value basis.

The Plan presents in the statement of changes in net assets available for benefits the Plan's interest in the Master Trust investment gain (loss) which consists of the Plan's pro rata interest in the realized gains or losses and the unrealized appreciation (depreciation) of the investments, and interest income of the Master Trust.

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. Net appreciation includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Notes Receivable from Participants

Notes receivable from participants represent participant loans that are recorded at their unpaid principal balance plus any accrued but unpaid interest. Interest income on notes receivable from participants is recorded when it is earned. No allowance for credit losses has been recorded as of December 31, 2011 and 2010. If a participant ceases to make loan repayments and the plan administrator deems the participant loan to be a distribution, the participant loan balance is reduced and a benefit payment is recorded.

Payment of Benefits

Benefits paid directly to participants are recorded when paid.

Plan Management's Review of Subsequent Events

In preparing the accompanying financial statements, Plan management has reviewed all known events that have occurred after December 31, 2011, and through August 14, 2012, for inclusion in the financial statements and footnotes.

New Accounting Pronouncements

In May 2011, the FASB issued Accounting Standards Update (ASU) 2011-04, "Fair Value Measurement (Topic 820): Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs." This ASU requires us, for Level 3 fair value measurements, to disclose quantitative information about unobservable inputs used, a description of the valuation processes used, and a qualitative discussion about the sensitivities of the measurements. The guidance is effective for interim and annual periods beginning after December 15, 2011. We do not expect the adoption of this ASU to have a material impact on the Plan's financial statements.

Note 3: Investments (Certified by Custodian)

The following table presents the Plan's investments. Investments that represent 5% or more of plan net assets in either year are separately identified.

	2011	2010
Guaranteed Income Fund	$ 29,307,595	$ 28,407,769
Lord Abbett Fundamental Equity A Fund	4,805,524	-
SA/Waddell & Reed Accumulated Strategy Fund	-	5,596,076
Artisan Partners Mid Cap Growth Fund	4,438,879	5,065,452
Fidelity Puritan Account Fund	3,953,665	3,859,296
JP Morgan (name changed from Turner Inv Partners) Large Cap Growth Fund	3,721,822	4,253,769
Thornburg (name changed from Artio) International Blend Fund	3,517,559	3,094,079
Core Plus Bond / Reams Fund	3,388,260	2,977,215
Other investments less than 5%	9,804,939	11,352,310
	$ 62,938,243	$ 64,605,966

During the year ended 2011, the Plan's interest in the Master Trust (including gains and losses on investments bought, sold and held during the year) depreciated in value by $439,035.

Note 4: Investment in Master Trust

The Plan participates in the JBP Co., Inc. Master Retirement Savings Trust, for which Prudential Retirement Insurance and Annuity Company and Prudential Bank and Trust, F.S.B. are the custodians. The Plan's interest in the net assets of the Master Trust was approximately 89.0% and 89.0% at December 31, 2011 and 2010, respectively. The purpose of the Master Trust is the collective investment of the assets of participating employee benefit plans of JBP Co., Inc. The assets of the Master Trust are allocated among participating plans by assigning to each plan those transactions (primarily contributions, benefit payments, and plan specific expenses) which can be specifically identified, and allocated among all plans, in proportion to the fair value of the assets assigned to each plan, the income and expenses resulting from the collective investment of the assets of the Master Trust.

The Plan offers a stable value investment option. In connection with this investment option, the Master Trust participates in an unallocated insurance contract with Prudential Retirement Insurance and Annuity Company (PRIAC) by investing in the PRIAC Guaranteed Income Fund. The principal investments underlying the guarantee are high-quality fixed income instruments mainly consisting of intermediate term bonds and commercial mortgages, within a general account. The PRIAC Guaranteed Income Fund is included in the Master Trust investments at contract value, which approximates fair value. PRIAC prospectively guaranteed the interest rates credited for the PRIAC Guaranteed Income Fund for six months. The guaranteed interest rate is determined by Prudential Financial, the parent company of PRIAC. Prudential Financial determines the guaranteed rate of interest based on its projected investment earnings, the current interest environment, its investment

expenses, and a profit and risk component for the six-month period. The interest rate averaged 2.80% and 3.05% for 2011 and 2010, respectively. The minimum crediting interest rate under the terms of the contract is 1.50%. The Plan's investment in the PRIAC Guaranteed Income Fund had an average net yield of 2.80% and 3.05% for the year ended December 31, 2011 and 2010, respectively. In the event that total distributions or transfers in the PRIAC Guaranteed Income Fund within a calendar year exceed pre-determined thresholds, the Plan's ability to transact with the PRIAC Guaranteed Income Fund (the Fund) would be restricted and could result in the Fund not being fully benefit-responsive. Such event would also limit the Plan's ability to transact at contract value with the Plan participants. The Plan Administrator, however, believes that the occurrence of such event is not probable.

The net assets available in the Master Trust consist of the following:

	2011		2010	
	Plan Interest	Amount	Plan Interest	Amount
Investments, at fair value				
Pooled separate accounts	93%	$ 29,893,842	91%	$ 38,193,719
Guaranteed income account	86%	33,919,692	86%	32,982,558
Mutual funds	84%	6,869,279	94%	1,380,122
Total investments		70,682,813		72,556,399
Cash, non-interest bearing		14		29
Net assets available for participating plans		$ 70,682,827		$ 72,556,428

Respective interests in the net assets of the Master Trust are as follows:

	2011	2010
JBP Co., Inc. 401(k) Savings Plan interest	$ 62,938,243	$ 64,605,966
Morgan Trailer Mfg. Co. Profit Sharing Plan interest	7,744,584	7,950,462
	$ 70,682,827	$ 72,556,428

The Master Trust's investments that represented 5% or more of net assets are as follows:

	2011	2010
Guaranteed Income Fund	$ 33,919,692	$ 32,982,558
Lord Abbett Fundamental Equity A Fund	5,818,023	-
SA/Waddell & Reed Accumulated Strategy Fund	-	6,672,722
Artisan Partners Mid Cap Growth Fund	4,805,569	5,462,107
Fidelity Puritan Account Fund	4,540,297	4,432,387
JP Morgan (name changed from Turner Inv Partners) Large Cap Growth Fund	3,908,766	4,484,559
Other investments less than 5%	17,690,480	18,522,095
	$ 70,682,827	$ 72,556,428

Changes in net assets of the Master Trust for the year ended December 31, 2011, was as follows:

Investment Income	
Interest and dividends	$ 947,825
Other income	28,116
Total additions	975,941
Deductions	
Net depreciation in fair value of investments:	
Pooled separate accounts	(658,663)
Mutual funds	(728,687)
Total deductions	(1,387,350)
Net Decrease before Transfers	(411,409)
Transfers In*	6,355,325
Transfers Out**	(7,817,517)
Net Decrease in Net Assets	(1,873,601)
Net Assets, Beginning of Year	72,556,428
Net Assets, End of Year	$ 70,682,827

* Includes contributions, rollovers and net participant loan activity.
** Includes benefit payment to participants.

Note 5: Fair Value Measurements

FASB Accounting Standards Codification (ASC) 820 *Fair Value Measurements and Disclosures,* (FASB ASC 820) 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 an active market for identical assets or liabilities (level 1 measurement) and the lowest priority to unobservable inputs (level 3 measurement). The three levels of the fair value hierarchy under FASB ASC 820 are described as follows:

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

Level 2
Inputs to the valuation methodology include quoted prices for similar assets and liabilities in active markets, and inputs that are observable for the asset or liability, either directly or indirectly, for the substantially the full term of the financial instrument.

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

A financial instrument's level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement.

Following is a description of the valuation methodologies used for Master Trust 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.

Pooled separate accounts: Valued at the fair market value of shares held by the plan at year end.

Guaranteed investment contracts: Valued at fair value by discounting the related cash flows based on current yields of similar instruments with comparable durations considering the credit-worthiness of the issuer.

The preceding methods described may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

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

	2011	2010
Level 1:		
Mutual funds:		
Growth funds	$ 501,185	$ 746,421
Blended funds	6,368,094	633,701
	6,869,279	1,380,122
Level 2:		
Pooled separate accounts:		
Blended funds (a)	1,216,741	8,065,321
Value funds (b)	11,445,417	12,423,211
Growth funds (c)	9,913,484	11,232,355
International funds (d)	3,716,151	3,293,418
Fixed income funds (e)	3,602,049	3,179,414
	29,893,842	38,193,719
Level 3:		
Guaranteed investment contract (f)	33,919,692	32,982,558
Total assets at fair value	$ 70,682,813	$ 72,556,399

(a) This category represents a separate account constructed to reflect the composition of the S&P 500® Index over the long term, while providing participants the ability to purchase and redeem units on an "as of" basis. At December 31, 2011 and 2010, there were no redemption restrictions on this fund.

(b) This category represents the following separate accounts:

i. A fund advised by Wellington Management Company, LLP following their Quality Value style. It seeks to provide long-term total returns in excess of the Russell 1000 Value Index by investing in high-quality, undervalued, large cap companies in out-of-favor industries with less downside risk than the overall market.

ii. A fund advised by Wellington Management Company, LLP following their Mid Cap Value style. It seeks to provide long-term total returns consistently above the Russell 2500 Value Index over complete market cycles.

iii. A fund advised by American Century Investment Management, Inc., managed pursuant to their small-cap value investment strategy, investing primarily in the common stock of U.S. small capitalization companies. It seeks to outperform the Russell 2000 Value Index over rolling 3 to 5 year periods by investing in a diversified portfolio of small capitalization stocks.

iv. A separate account that invests wholly in the Fidelity Puritan® Fund. It seeks to provide high income with preservation of capital, with the potential for growth of capital.

These accounts provide participants the ability to purchase and redeem units on an "as of" basis. At December 31, 2011 and 2010, there were no redemption restrictions on this fund.

(c) This category represents the following separate accounts:

i. A fund sub-advised by JPMorgan Investment Management. Its objective is to outperform the Russell 1000 Growth Index over a full market cycle while controlling risk. It seeks to do so by identifying companies that it believes can achieve significantly higher growth than market expectations over the next 3 to 5 years.

ii. A fund advised by Artisan Partners Limited Partnership and invests primarily in the common stocks of medium-sized companies. It seeks to achieve maximum long-term capital growth in excess of the Russell Midcap Growth and Russell Midcap Indexes, while managing portfolio risk.

iii. A fund advised by Columbus Circle Investors, following their Small Cap Growth strategy, seeking long-term capital appreciation.

These accounts provide participants the ability to purchase and redeem units on an "as of" basis. At December 31, 2011 and 2010, there were no redemption restrictions on this fund.

(d) This category represents a separate account that is sub-advised by Thornburg Investment Management, Inc., following their International Equity Strategy. It seeks to outperform the MSCI EAFE® Index over a full market cycle by investing primarily in non-US mid to large capitalization stocks, while providing participants the ability to purchase and redeem units on an "as of" basis. At December 31, 2011 and 2010, there were no redemption restrictions on this fund.

(e) This category represents a separate account actively managed by Reams Asset Management (RAM) pursuant to their Core Plus strategy, which utilizes all sectors of the fixed income market including high quality investment grade, below investment grade, and non-dollar securities. RAM seeks to outperform the Barclays Capital U.S. Aggregate Bond Index over a full market cycle, while providing participants the ability to purchase and redeem units on an "as of" basis. At December 31, 2011 and 2010, there were no redemption restrictions on this fund.

(f) The Guaranteed Income Fund (GIF) is a stable value fund designed to provide safety of principal, liquidity, and a competitive rate of return. Principal and accumulated interest are fully guaranteed by Prudential Retirement Insurance and Annuity Company (PRIAC). The GIF invests in a broadly diversified, fixed-income portfolio within PRIAC's general account. The portfolio is primarily invested in public bonds, commercial mortgages and private placement bonds. Generally, there are no restrictions on a participant's ability to redeem their investment in the fund at net asset value (NAV). See Note 4 for additional information related to the GIF.

The following table sets forth a summary of changes in the fair value of the Master Trust's level 3 assets for the year ended December 31, 2011.

	2011	2010
Guaranteed investment contracts:		
Balance, beginning of year	$ 32,982,558	$ 31,333,172
Purchases	3,604,977	-
Sales	(3,385,638)	-
Other issuances and settlements	717,795	-
Purchases, sales, issuances and settlements (net)	-	1,649,386
Balance, end of year	$ 33,919,692	$ 32,982,558

Gains and losses (realized and unrealized) included in changes in net assets for the period above are reported in net appreciation in fair value of investments in the Statement of Changes in Net Assets Available for Benefits.

Note 6: Party-In-Interest Transactions

Certain plan investments are managed by Prudential Retirement Insurance and Annuity Company and Prudential Bank and Trust, F.S.B., the custodians of the Plan. The Plan also holds notes receivable representing participant loans. Therefore, these transactions qualify as party-in-interest transactions allowable under ERISA regulations.

Note 7: Plan Tax Status

The Plan obtained its latest determination letter on September 21, 2011, in which the Internal Revenue Service stated that the Plan and related trust, as then designed, were in compliance with the applicable requirements of the Internal Revenue Code and therefore not subject to tax. The Plan has been amended since receiving the determination letter. However, the plan administrator believes that the Plan and related trust are currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code.

US GAAP requires the plan administrator to evaluate uncertain tax positions taken by the Plan. The financial statement effects of a tax position are recognized when the position is more likely than not, based on the technical merits, to be sustained upon examination by the IRS. 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. The Plan has recognized no interest or penalties related to uncertain tax positions. The Plan is subject to routine audits by taxing 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 2008.

Note 8: Risks and Uncertainties

The Plan invests in various investment securities that are exposed to various risks such as interest rates, market and credit risks. Market values of investments may decline for a number of reasons, including changes in prevailing market and interest rates, increases in defaults and credit rating downgrades. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in values of investment securities will occur in the near term and that some changes could materially affect participant account balances and the assets reported in the statement of net assets available for benefits.

Supplementary Information

JBP Co., Inc. 401(k) Savings Plan
EIN 76-0312814 PN 002
Schedule H, Line 4i – Schedule of Assets (Held at End of Year)
As of Ended December 31, 2011

(a)	(b) Identity of issue, borrower, lessor or similar party)	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value	(d) Cost**	(e) Current Value
*	Interest in the JBP Co., Inc. Master Retirement Savings Trust	Prudential guaranteed income, mutual funds and pooled separate accounts	$ -	$ 62,938,243
*	Participant loans	Loans with various maturity dates and interest rates	-	3,727,576
			$ -	$ 66,665,819

* Party-in-interest
** Cost is not required for participant directed investments

JBP Co., Inc. 401(k) Savings Plan

Independent Auditors' Report
and Financial Statements

December 31, 2011 and 2010

JBP Co., Inc. 401(k) Savings Plan

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MJ
McCONNELL & JONES LLP
CERTIFIED PUBLIC ACCOUNTANTS

Independent Auditors' Report

To The Participants and Plan Administrator of the
JBP Co., Inc. 401(k) Savings Plan:

We were engaged to audit the accompanying statements of net assets available for benefits of the JBP Co., Inc. 401(k) Savings Plan (the Plan) as of December 31, 2011 and 2010, and the related statement of changes in net assets available for benefits for the year ended December 31, 2011, and the related supplementary information, as listed in the accompanying table of contents. These financial statements and supplementary information are the responsibility of Plan management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 (ERISA), the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the investment information summarized in Note 3, which was certified by Prudential Retirement Insurance and Annuity Company and Prudential Bank and Trust, F.S.B., the custodians of the Plan, except for comparing such information with the related information included in the financial statements and supplementary information. We have been informed by the plan administrator that the custodians hold the Plan's investment assets and execute investment transactions. The plan administrator has obtained certifications from the custodians as of December 31, 2011 and 2010 and for the year ended December 31, 2011, that the information provided to the plan administrator by the custodians is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and supplementary information taken as a whole. The form and content of the information included in the financial statements and supplementary information, other than that derived from the investment information certified by the custodian, have been audited by us in accordance with auditing standards generally accepted in the United States and, in our opinion, are presented in compliance with the DOL Rules and Regulations for Reporting and Disclosure under ERISA.

McConnell & Jones LLP

Houston, Texas
August 14, 2012

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Houston, TX 77056
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JBP Co., Inc. 401(k) Savings Plan
Statements of Net Assets Available for Benefits
December 31, 2011 and 2010

	2011	2010
Assets		
Investments, at fair value		
Plan interest in the JBP Co., Inc. Master Retirement Savings Trust	$ 62,938,243	$ 64,605,966
Receivables		
Notes receivable from participants	3,727,576	3,738,798
Net Assets Available for Benefits	$ 66,665,819	$ 68,344,764

JBP Co., Inc. 401(k) Savings Plan
Statement of Changes in Net Assets Available for Benefits
Year Ended December 31, 2011

Investment Income (Loss)		
Net investment loss from the JBP Co., Inc. Master Retirement Savings Trust	$	(439,035)
Other income		28,117
Net investment loss		(410,918)
Contributions		
Employer		362,136
Participants		3,738,782
Rollovers		486,791
Total contributions		4,587,709
Interest Income on Notes Receivable From Participants		170,765
Deductions		
Benefits paid directly to participants		5,987,782
Administrative expenses		38,719
Total deductions		6,026,501
Net Decrease		(1,678,945)
Net Assets Available for Benefits, Beginning of Year		68,344,764
Net Assets Available for Benefits, End of Year	$	66,665,819

Note 1: Description of the Plan

The following description of the JBP Co., Inc. 401(k) Savings Plan (the Plan) provides only general information. Participants should refer to the *Summary Plan Description* for a more complete description of the Plan's provisions, which is available from the plan administrator.

General

The Plan is a defined contribution plan covering all employees of J.B. Poindexter & Co., Inc. (the Company), other than collectively bargained employees (unless their coverage under the Plan has been specifically provided for in the collective bargaining agreements), who have at least ninety days of service. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Contributions

Each year, participants may contribute up to 100 percent of pretax annual compensation, as defined in the Plan. Participants who have attained age 50 before the end of the plan year are eligible to make catch-up contributions. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans. The Company contributes 50 percent of the first 6 percent for certain employer groups and 20 percent of the first 5 percent for other employer groups of base compensation that a participant contributes to the Plan. The Company may also make a discretionary contribution as determined each year by the Company. Participants direct the investment of all contributions into various investment options offered by the Plan. Contributions are subject to certain limitations.

Participant Accounts

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

Vesting

Participants are vested immediately in their contributions plus actual earnings thereon. Company contributions and earnings thereon vest at a rate of 20 percent per year of continuous service. A participant is 100 percent vested after five years of credited service.

Notes Receivable from Participants

Participants may borrow from their fund accounts up to a maximum of $50,000 or 50% of their vested account balance, whichever is less. The loans are secured by the balance in the participant's account and bear interest at rates commensurate with local prevailing rates as determined by the plan administrator.

Payment of Benefits

Upon separation of service due to death, disability, retirement or termination of employment, a participant may elect to receive a lump-sum amount equal to the value of the participant's vested interest in his or her account.

Forfeited Accounts

The non-vested balance in a participant's account is forfeited upon termination of service. Forfeitures may be used to pay Plan expenses or reduce future Company contributions. At December 31, 2011 and 2010, forfeited non-vested accounts totaled $24,287 and $141,390, respectively. During 2011, plan expenses were paid and Company contributions were reduced by $183,233 from forfeited non-vested accounts.

Plan Termination

Although it has not expressed an intention to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan, subject to the provisions of ERISA. In the event of plan termination, participants will become 100% vested in their accounts.

Note 2: Summary of Significant Accounting Policies

Basis of Accounting

The financial statements of the Plan are prepared on the accrual basis of accounting in conformity with accounting principles generally accepted in the United States of America (US GAAP).

Use of Estimates

The preparation of financial statements in conformity with US GAAP 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 at the date of the financial statements. Actual results could differ from those estimates.

Investment Valuation and Income Recognition

The Plan's interest in the JBP Co., Inc. Master Retirement Savings Trust (the Master Trust) is stated at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 5 for discussion of fair value measurements.

Investment contracts held by a defined-contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined-contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the plan. The statement of net assets available for benefits presents the fair value of the investment in the Master Trust as well as the adjustment of the fully benefit-responsive investment contracts from fair value to contract value. The statement of changes in net assets available for benefits is prepared on a contract value basis. Since the fair value of this contract also approximates its contract value, the table representing the value of investments for the

Master Trust does not require a separate adjustment for reporting the net assets on a contract value basis.

The Plan presents in the statement of changes in net assets available for benefits the Plan's interest in the Master Trust investment gain (loss) which consists of the Plan's pro rata interest in the realized gains or losses and the unrealized appreciation (depreciation) of the investments, and interest income of the Master Trust.

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. Net appreciation includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Notes Receivable from Participants

Notes receivable from participants represent participant loans that are recorded at their unpaid principal balance plus any accrued but unpaid interest. Interest income on notes receivable from participants is recorded when it is earned. No allowance for credit losses has been recorded as of December 31, 2011 and 2010. If a participant ceases to make loan repayments and the plan administrator deems the participant loan to be a distribution, the participant loan balance is reduced and a benefit payment is recorded.

Payment of Benefits

Benefits paid directly to participants are recorded when paid.

Plan Management's Review of Subsequent Events

In preparing the accompanying financial statements, Plan management has reviewed all known events that have occurred after December 31, 2011, and through August 14, 2012, for inclusion in the financial statements and footnotes.

New Accounting Pronouncements

In May 2011, the FASB issued Accounting Standards Update (ASU) 2011-04, "Fair Value Measurement (Topic 820): Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs." This ASU requires us, for Level 3 fair value measurements, to disclose quantitative information about unobservable inputs used, a description of the valuation processes used, and a qualitative discussion about the sensitivities of the measurements. The guidance is effective for interim and annual periods beginning after December 15, 2011. We do not expect the adoption of this ASU to have a material impact on the Plan's financial statements.

Note 3: Investments (Certified by Custodian)

The following table presents the Plan's investments. Investments that represent 5% or more of plan net assets in either year are separately identified.

	2011	2010
Guaranteed Income Fund	$ 29,307,595	$ 28,407,769
Lord Abbett Fundamental Equity A Fund	4,805,524	-
SA/Waddell & Reed Accumulated Strategy Fund	-	5,596,076
Artisan Partners Mid Cap Growth Fund	4,438,879	5,065,452
Fidelity Puritan Account Fund	3,953,665	3,859,296
JP Morgan (name changed from Turner Inv Partners) Large Cap Growth Fund	3,721,822	4,253,769
Thornburg (name changed from Artio) International Blend Fund	3,517,559	3,094,079
Core Plus Bond / Reams Fund	3,388,260	2,977,215
Other investments less than 5%	9,804,939	11,352,310
	$ 62,938,243	$ 64,605,966

During the year ended 2011, the Plan's interest in the Master Trust (including gains and losses on investments bought, sold and held during the year) depreciated in value by $439,035.

Note 4: Investment in Master Trust

The Plan participates in the JBP Co., Inc. Master Retirement Savings Trust, for which Prudential Retirement Insurance and Annuity Company and Prudential Bank and Trust, F.S.B. are the custodians. The Plan's interest in the net assets of the Master Trust was approximately 89.0% and 89.0% at December 31, 2011 and 2010, respectively. The purpose of the Master Trust is the collective investment of the assets of participating employee benefit plans of JBP Co., Inc. The assets of the Master Trust are allocated among participating plans by assigning to each plan those transactions (primarily contributions, benefit payments, and plan specific expenses) which can be specifically identified, and allocated among all plans, in proportion to the fair value of the assets assigned to each plan, the income and expenses resulting from the collective investment of the assets of the Master Trust.

The Plan offers a stable value investment option. In connection with this investment option, the Master Trust participates in an unallocated insurance contract with Prudential Retirement Insurance and Annuity Company (PRIAC) by investing in the PRIAC Guaranteed Income Fund. The principal investments underlying the guarantee are high-quality fixed income instruments mainly consisting of intermediate term bonds and commercial mortgages, within a general account. The PRIAC Guaranteed Income Fund is included in the Master Trust investments at contract value, which approximates fair value. PRIAC prospectively guaranteed the interest rates credited for the PRIAC Guaranteed Income Fund for six months. The guaranteed interest rate is determined by Prudential Financial, the parent company of PRIAC. Prudential Financial determines the guaranteed rate of interest based on its projected investment earnings, the current interest environment, its investment

expenses, and a profit and risk component for the six-month period. The interest rate averaged 2.80% and 3.05% for 2011 and 2010, respectively. The minimum crediting interest rate under the terms of the contract is 1.50%. The Plan's investment in the PRIAC Guaranteed Income Fund had an average net yield of 2.80% and 3.05% for the year ended December 31, 2011 and 2010, respectively. In the event that total distributions or transfers in the PRIAC Guaranteed Income Fund within a calendar year exceed pre-determined thresholds, the Plan's ability to transact with the PRIAC Guaranteed Income Fund (the Fund) would be restricted and could result in the Fund not being fully benefit-responsive. Such event would also limit the Plan's ability to transact at contract value with the Plan participants. The Plan Administrator, however, believes that the occurrence of such event is not probable.

The net assets available in the Master Trust consist of the following:

	2011		2010	
	Plan Interest	Amount	Plan Interest	Amount
Investments, at fair value				
Pooled separate accounts	93%	$ 29,893,842	91%	$ 38,193,719
Guaranteed income account	86%	33,919,692	86%	32,982,558
Mutual funds	84%	6,869,279	94%	1,380,122
Total investments		70,682,813		72,556,399
Cash, non-interest bearing		14		29
Net assets available for participating plans		$ 70,682,827		$ 72,556,428

Respective interests in the net assets of the Master Trust are as follows:

	2011	2010
JBP Co., Inc. 401(k) Savings Plan interest	$ 62,938,243	$ 64,605,966
Morgan Trailer Mfg. Co. Profit Sharing Plan interest	7,744,584	7,950,462
	$ 70,682,827	$ 72,556,428

The Master Trust's investments that represented 5% or more of net assets are as follows:

	2011	2010
Guaranteed Income Fund	$ 33,919,692	$ 32,982,558
Lord Abbett Fundamental Equity A Fund	5,818,023	-
SA/Waddell & Reed Accumulated Strategy Fund	-	6,672,722
Artisan Partners Mid Cap Growth Fund	4,805,569	5,462,107
Fidelity Puritan Account Fund	4,540,297	4,432,387
JP Morgan (name changed from Turner Inv Partners) Large Cap Growth Fund	3,908,766	4,484,559
Other investments less than 5%	17,690,480	18,522,095
	$ 70,682,827	$ 72,556,428

Changes in net assets of the Master Trust for the year ended December 31, 2011, was as follows:

Investment Income	
Interest and dividends	$ 947,825
Other income	28,116
Total additions	975,941
Deductions	
Net depreciation in fair value of investments:	
Pooled separate accounts	(658,663)
Mutual funds	(728,687)
Total deductions	(1,387,350)
Net Decrease before Transfers	(411,409)
Transfers In*	6,355,325
Transfers Out**	(7,817,517)
Net Decrease in Net Assets	(1,873,601)
Net Assets, Beginning of Year	72,556,428
Net Assets, End of Year	$ 70,682,827

* Includes contributions, rollovers and net participant loan activity.
** Includes benefit payment to participants.

Note 5: Fair Value Measurements

FASB Accounting Standards Codification (ASC) 820 *Fair Value Measurements and Disclosures,* (FASB ASC 820) 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 an active market for identical assets or liabilities (level 1 measurement) and the lowest priority to unobservable inputs (level 3 measurement). The three levels of the fair value hierarchy under FASB ASC 820 are described as follows:

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

Level 2
Inputs to the valuation methodology include quoted prices for similar assets and liabilities in active markets, and inputs that are observable for the asset or liability, either directly or indirectly, for the substantially the full term of the financial instrument.

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

A financial instrument's level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement.

Following is a description of the valuation methodologies used for Master Trust 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.

Pooled separate accounts: Valued at the fair market value of shares held by the plan at year end.

Guaranteed investment contracts: Valued at fair value by discounting the related cash flows based on current yields of similar instruments with comparable durations considering the credit-worthiness of the issuer.

The preceding methods described may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

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

	2011	2010
Level 1:		
Mutual funds:		
Growth funds	$ 501,185	$ 746,421
Blended funds	6,368,094	633,701
	6,869,279	1,380,122
Level 2:		
Pooled separate accounts:		
Blended funds (a)	1,216,741	8,065,321
Value funds (b)	11,445,417	12,423,211
Growth funds (c)	9,913,484	11,232,355
International funds (d)	3,716,151	3,293,418
Fixed income funds (e)	3,602,049	3,179,414
	29,893,842	38,193,719
Level 3:		
Guaranteed investment contract (f)	33,919,692	32,982,558
Total assets at fair value	$ 70,682,813	$ 72,556,399

(a) This category represents a separate account constructed to reflect the composition of the S&P 500® Index over the long term, while providing participants the ability to purchase and redeem units on an "as of" basis. At December 31, 2011 and 2010, there were no redemption restrictions on this fund.

(b) This category represents the following separate accounts:

i. A fund advised by Wellington Management Company, LLP following their Quality Value style. It seeks to provide long-term total returns in excess of the Russell 1000 Value Index by investing in high-quality, undervalued, large cap companies in out-of-favor industries with less downside risk than the overall market.

ii. A fund advised by Wellington Management Company, LLP following their Mid Cap Value style. It seeks to provide long-term total returns consistently above the Russell 2500 Value Index over complete market cycles.

iii. A fund advised by American Century Investment Management, Inc., managed pursuant to their small-cap value investment strategy, investing primarily in the common stock of U.S. small capitalization companies. It seeks to outperform the Russell 2000 Value Index over rolling 3 to 5 year periods by investing in a diversified portfolio of small capitalization stocks.

iv. A separate account that invests wholly in the Fidelity Puritan® Fund. It seeks to provide high income with preservation of capital, with the potential for growth of capital.

These accounts provide participants the ability to purchase and redeem units on an "as of" basis. At December 31, 2011 and 2010, there were no redemption restrictions on this fund.

(c) This category represents the following separate accounts:

i. A fund sub-advised by JPMorgan Investment Management. Its objective is to outperform the Russell 1000 Growth Index over a full market cycle while controlling risk. It seeks to do so by identifying companies that it believes can achieve significantly higher growth than market expectations over the next 3 to 5 years.

ii. A fund advised by Artisan Partners Limited Partnership and invests primarily in the common stocks of medium-sized companies. It seeks to achieve maximum long-term capital growth in excess of the Russell Midcap Growth and Russell Midcap Indexes, while managing portfolio risk.

iii. A fund advised by Columbus Circle Investors, following their Small Cap Growth strategy, seeking long-term capital appreciation.

These accounts provide participants the ability to purchase and redeem units on an "as of" basis. At December 31, 2011 and 2010, there were no redemption restrictions on this fund.

(d) This category represents a separate account that is sub-advised by Thornburg Investment Management, Inc., following their International Equity Strategy. It seeks to outperform the MSCI EAFE® Index over a full market cycle by investing primarily in non-US mid to large capitalization stocks, while providing participants the ability to purchase and redeem units on an "as of" basis. At December 31, 2011 and 2010, there were no redemption restrictions on this fund.

(e) This category represents a separate account actively managed by Reams Asset Management (RAM) pursuant to their Core Plus strategy, which utilizes all sectors of the fixed income market including high quality investment grade, below investment grade, and non-dollar securities. RAM seeks to outperform the Barclays Capital U.S. Aggregate Bond Index over a full market cycle, while providing participants the ability to purchase and redeem units on an "as of" basis. At December 31, 2011 and 2010, there were no redemption restrictions on this fund.

(f) The Guaranteed Income Fund (GIF) is a stable value fund designed to provide safety of principal, liquidity, and a competitive rate of return. Principal and accumulated interest are fully guaranteed by Prudential Retirement Insurance and Annuity Company (PRIAC). The GIF invests in a broadly diversified, fixed-income portfolio within PRIAC's general account. The portfolio is primarily invested in public bonds, commercial mortgages and private placement bonds. Generally, there are no restrictions on a participant's ability to redeem their investment in the fund at net asset value (NAV). See Note 4 for additional information related to the GIF.

The following table sets forth a summary of changes in the fair value of the Master Trust's level 3 assets for the year ended December 31, 2011.

	2011	2010
Guaranteed investment contracts:		
Balance, beginning of year	$ 32,982,558	$ 31,333,172
Purchases	3,604,977	-
Sales	(3,385,638)	-
Other issuances and settlements	717,795	-
Purchases, sales, issuances and settlements (net)	-	1,649,386
Balance, end of year	$ 33,919,692	$ 32,982,558

Gains and losses (realized and unrealized) included in changes in net assets for the period above are reported in net appreciation in fair value of investments in the Statement of Changes in Net Assets Available for Benefits.

Note 6: Party-In-Interest Transactions

Certain plan investments are managed by Prudential Retirement Insurance and Annuity Company and Prudential Bank and Trust, F.S.B., the custodians of the Plan. The Plan also holds notes receivable representing participant loans. Therefore, these transactions qualify as party-in-interest transactions allowable under ERISA regulations.

Note 7: Plan Tax Status

The Plan obtained its latest determination letter on September 21, 2011, in which the Internal Revenue Service stated that the Plan and related trust, as then designed, were in compliance with the applicable requirements of the Internal Revenue Code and therefore not subject to tax. The Plan has been amended since receiving the determination letter. However, the plan administrator believes that the Plan and related trust are currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code.

US GAAP requires the plan administrator to evaluate uncertain tax positions taken by the Plan. The financial statement effects of a tax position are recognized when the position is more likely than not, based on the technical merits, to be sustained upon examination by the IRS. 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. The Plan has recognized no interest or penalties related to uncertain tax positions. The Plan is subject to routine audits by taxing 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 2008.

Note 8: Risks and Uncertainties

The Plan invests in various investment securities that are exposed to various risks such as interest rates, market and credit risks. Market values of investments may decline for a number of reasons, including changes in prevailing market and interest rates, increases in defaults and credit rating downgrades. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in values of investment securities will occur in the near term and that some changes could materially affect participant account balances and the assets reported in the statement of net assets available for benefits.

Supplementary Information

JBP Co., Inc. 401(k) Savings Plan
EIN 76-0312814 PN 002
Schedule H, Line 4i – Schedule of Assets (Held at End of Year)
As of Ended December 31, 2011

(a)	(b) Identity of issue, borrower, lessor or similar party)	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value	(d) Cost**	(e) Current Value
*	Interest in the JBP Co., Inc. Master Retirement Savings Trust	Prudential guaranteed income, mutual funds and pooled separate accounts	$ -	$ 62,938,243
*	Participant loans	Loans with various maturity dates and interest rates	-	3,727,576
			$ -	$ 66,665,819

* Party-in-interest
** Cost is not required for participant directed investments

JBP Co., Inc. 401(k) Savings Plan

Independent Auditors' Report
and Financial Statements

December 31, 2011 and 2010

JBP Co., Inc. 401(k) Savings Plan

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MJ
McCONNELL & JONES LLP
CERTIFIED PUBLIC ACCOUNTANTS

Independent Auditors' Report

To The Participants and Plan Administrator of the
JBP Co., Inc. 401(k) Savings Plan:

We were engaged to audit the accompanying statements of net assets available for benefits of the JBP Co., Inc. 401(k) Savings Plan (the Plan) as of December 31, 2011 and 2010, and the related statement of changes in net assets available for benefits for the year ended December 31, 2011, and the related supplementary information, as listed in the accompanying table of contents. These financial statements and supplementary information are the responsibility of Plan management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 (ERISA), the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the investment information summarized in Note 3, which was certified by Prudential Retirement Insurance and Annuity Company and Prudential Bank and Trust, F.S.B., the custodians of the Plan, except for comparing such information with the related information included in the financial statements and supplementary information. We have been informed by the plan administrator that the custodians hold the Plan's investment assets and execute investment transactions. The plan administrator has obtained certifications from the custodians as of December 31, 2011 and 2010 and for the year ended December 31, 2011, that the information provided to the plan administrator by the custodians is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and supplementary information taken as a whole. The form and content of the information included in the financial statements and supplementary information, other than that derived from the investment information certified by the custodian, have been audited by us in accordance with auditing standards generally accepted in the United States and, in our opinion, are presented in compliance with the DOL Rules and Regulations for Reporting and Disclosure under ERISA.

McConnell & Jones LLP

Houston, Texas
August 14, 2012

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JBP Co., Inc. 401(k) Savings Plan
Statements of Net Assets Available for Benefits
December 31, 2011 and 2010

	2011	2010
Assets		
Investments, at fair value		
Plan interest in the JBP Co., Inc. Master Retirement Savings Trust	$ 62,938,243	$ 64,605,966
Receivables		
Notes receivable from participants	3,727,576	3,738,798
Net Assets Available for Benefits	$ 66,665,819	$ 68,344,764

JBP Co., Inc. 401(k) Savings Plan
Statement of Changes in Net Assets Available for Benefits
Year Ended December 31, 2011

Investment Income (Loss)		
Net investment loss from the JBP Co., Inc. Master Retirement Savings Trust	$	(439,035)
Other income		28,117
Net investment loss		(410,918)
Contributions		
Employer		362,136
Participants		3,738,782
Rollovers		486,791
Total contributions		4,587,709
Interest Income on Notes Receivable From Participants		170,765
Deductions		
Benefits paid directly to participants		5,987,782
Administrative expenses		38,719
Total deductions		6,026,501
Net Decrease		(1,678,945)
Net Assets Available for Benefits, Beginning of Year		68,344,764
Net Assets Available for Benefits, End of Year	$	66,665,819

Note 1: Description of the Plan

The following description of the JBP Co., Inc. 401(k) Savings Plan (the Plan) provides only general information. Participants should refer to the *Summary Plan Description* for a more complete description of the Plan's provisions, which is available from the plan administrator.

General

The Plan is a defined contribution plan covering all employees of J.B. Poindexter & Co., Inc. (the Company), other than collectively bargained employees (unless their coverage under the Plan has been specifically provided for in the collective bargaining agreements), who have at least ninety days of service. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Contributions

Each year, participants may contribute up to 100 percent of pretax annual compensation, as defined in the Plan. Participants who have attained age 50 before the end of the plan year are eligible to make catch-up contributions. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans. The Company contributes 50 percent of the first 6 percent for certain employer groups and 20 percent of the first 5 percent for other employer groups of base compensation that a participant contributes to the Plan. The Company may also make a discretionary contribution as determined each year by the Company. Participants direct the investment of all contributions into various investment options offered by the Plan. Contributions are subject to certain limitations.

Participant Accounts

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

Vesting

Participants are vested immediately in their contributions plus actual earnings thereon. Company contributions and earnings thereon vest at a rate of 20 percent per year of continuous service. A participant is 100 percent vested after five years of credited service.

Notes Receivable from Participants

Participants may borrow from their fund accounts up to a maximum of $50,000 or 50% of their vested account balance, whichever is less. The loans are secured by the balance in the participant's account and bear interest at rates commensurate with local prevailing rates as determined by the plan administrator.

Payment of Benefits

Upon separation of service due to death, disability, retirement or termination of employment, a participant may elect to receive a lump-sum amount equal to the value of the participant's vested interest in his or her account.

Forfeited Accounts

The non-vested balance in a participant's account is forfeited upon termination of service. Forfeitures may be used to pay Plan expenses or reduce future Company contributions. At December 31, 2011 and 2010, forfeited non-vested accounts totaled $24,287 and $141,390, respectively. During 2011, plan expenses were paid and Company contributions were reduced by $183,233 from forfeited non-vested accounts.

Plan Termination

Although it has not expressed an intention to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan, subject to the provisions of ERISA. In the event of plan termination, participants will become 100% vested in their accounts.

Note 2: Summary of Significant Accounting Policies

Basis of Accounting

The financial statements of the Plan are prepared on the accrual basis of accounting in conformity with accounting principles generally accepted in the United States of America (US GAAP).

Use of Estimates

The preparation of financial statements in conformity with US GAAP 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 at the date of the financial statements. Actual results could differ from those estimates.

Investment Valuation and Income Recognition

The Plan's interest in the JBP Co., Inc. Master Retirement Savings Trust (the Master Trust) is stated at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 5 for discussion of fair value measurements.

Investment contracts held by a defined-contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined-contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the plan. The statement of net assets available for benefits presents the fair value of the investment in the Master Trust as well as the adjustment of the fully benefit-responsive investment contracts from fair value to contract value. The statement of changes in net assets available for benefits is prepared on a contract value basis. Since the fair value of this contract also approximates its contract value, the table representing the value of investments for the

Master Trust does not require a separate adjustment for reporting the net assets on a contract value basis.

The Plan presents in the statement of changes in net assets available for benefits the Plan's interest in the Master Trust investment gain (loss) which consists of the Plan's pro rata interest in the realized gains or losses and the unrealized appreciation (depreciation) of the investments, and interest income of the Master Trust.

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. Net appreciation includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Notes Receivable from Participants

Notes receivable from participants represent participant loans that are recorded at their unpaid principal balance plus any accrued but unpaid interest. Interest income on notes receivable from participants is recorded when it is earned. No allowance for credit losses has been recorded as of December 31, 2011 and 2010. If a participant ceases to make loan repayments and the plan administrator deems the participant loan to be a distribution, the participant loan balance is reduced and a benefit payment is recorded.

Payment of Benefits

Benefits paid directly to participants are recorded when paid.

Plan Management's Review of Subsequent Events

In preparing the accompanying financial statements, Plan management has reviewed all known events that have occurred after December 31, 2011, and through August 14, 2012, for inclusion in the financial statements and footnotes.

New Accounting Pronouncements

In May 2011, the FASB issued Accounting Standards Update (ASU) 2011-04, "Fair Value Measurement (Topic 820): Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs." This ASU requires us, for Level 3 fair value measurements, to disclose quantitative information about unobservable inputs used, a description of the valuation processes used, and a qualitative discussion about the sensitivities of the measurements. The guidance is effective for interim and annual periods beginning after December 15, 2011. We do not expect the adoption of this ASU to have a material impact on the Plan's financial statements.

Note 3: Investments (Certified by Custodian)

The following table presents the Plan's investments. Investments that represent 5% or more of plan net assets in either year are separately identified.

	2011	2010
Guaranteed Income Fund	$ 29,307,595	$ 28,407,769
Lord Abbett Fundamental Equity A Fund	4,805,524	-
SA/Waddell & Reed Accumulated Strategy Fund	-	5,596,076
Artisan Partners Mid Cap Growth Fund	4,438,879	5,065,452
Fidelity Puritan Account Fund	3,953,665	3,859,296
JP Morgan (name changed from Turner Inv Partners) Large Cap Growth Fund	3,721,822	4,253,769
Thornburg (name changed from Artio) International Blend Fund	3,517,559	3,094,079
Core Plus Bond / Reams Fund	3,388,260	2,977,215
Other investments less than 5%	9,804,939	11,352,310
	$ 62,938,243	$ 64,605,966

During the year ended 2011, the Plan's interest in the Master Trust (including gains and losses on investments bought, sold and held during the year) depreciated in value by $439,035.

Note 4: Investment in Master Trust

The Plan participates in the JBP Co., Inc. Master Retirement Savings Trust, for which Prudential Retirement Insurance and Annuity Company and Prudential Bank and Trust, F.S.B. are the custodians. The Plan's interest in the net assets of the Master Trust was approximately 89.0% and 89.0% at December 31, 2011 and 2010, respectively. The purpose of the Master Trust is the collective investment of the assets of participating employee benefit plans of JBP Co., Inc. The assets of the Master Trust are allocated among participating plans by assigning to each plan those transactions (primarily contributions, benefit payments, and plan specific expenses) which can be specifically identified, and allocated among all plans, in proportion to the fair value of the assets assigned to each plan, the income and expenses resulting from the collective investment of the assets of the Master Trust.

The Plan offers a stable value investment option. In connection with this investment option, the Master Trust participates in an unallocated insurance contract with Prudential Retirement Insurance and Annuity Company (PRIAC) by investing in the PRIAC Guaranteed Income Fund. The principal investments underlying the guarantee are high-quality fixed income instruments mainly consisting of intermediate term bonds and commercial mortgages, within a general account. The PRIAC Guaranteed Income Fund is included in the Master Trust investments at contract value, which approximates fair value. PRIAC prospectively guaranteed the interest rates credited for the PRIAC Guaranteed Income Fund for six months. The guaranteed interest rate is determined by Prudential Financial, the parent company of PRIAC. Prudential Financial determines the guaranteed rate of interest based on its projected investment earnings, the current interest environment, its investment

expenses, and a profit and risk component for the six-month period. The interest rate averaged 2.80% and 3.05% for 2011 and 2010, respectively. The minimum crediting interest rate under the terms of the contract is 1.50%. The Plan's investment in the PRIAC Guaranteed Income Fund had an average net yield of 2.80% and 3.05% for the year ended December 31, 2011 and 2010, respectively. In the event that total distributions or transfers in the PRIAC Guaranteed Income Fund within a calendar year exceed pre-determined thresholds, the Plan's ability to transact with the PRIAC Guaranteed Income Fund (the Fund) would be restricted and could result in the Fund not being fully benefit-responsive. Such event would also limit the Plan's ability to transact at contract value with the Plan participants. The Plan Administrator, however, believes that the occurrence of such event is not probable.

The net assets available in the Master Trust consist of the following:

	2011		2010	
	Plan Interest	Amount	Plan Interest	Amount
Investments, at fair value				
Pooled separate accounts	93%	$ 29,893,842	91%	$ 38,193,719
Guaranteed income account	86%	33,919,692	86%	32,982,558
Mutual funds	84%	6,869,279	94%	1,380,122
Total investments		70,682,813		72,556,399
Cash, non-interest bearing		14		29
Net assets available for participating plans		$ 70,682,827		$ 72,556,428

Respective interests in the net assets of the Master Trust are as follows:

	2011	2010
JBP Co., Inc. 401(k) Savings Plan interest	$ 62,938,243	$ 64,605,966
Morgan Trailer Mfg. Co. Profit Sharing Plan interest	7,744,584	7,950,462
	$ 70,682,827	$ 72,556,428

The Master Trust's investments that represented 5% or more of net assets are as follows:

	2011	2010
Guaranteed Income Fund	$ 33,919,692	$ 32,982,558
Lord Abbett Fundamental Equity A Fund	5,818,023	-
SA/Waddell & Reed Accumulated Strategy Fund	-	6,672,722
Artisan Partners Mid Cap Growth Fund	4,805,569	5,462,107
Fidelity Puritan Account Fund	4,540,297	4,432,387
JP Morgan (name changed from Turner Inv Partners) Large Cap Growth Fund	3,908,766	4,484,559
Other investments less than 5%	17,690,480	18,522,095
	$ 70,682,827	$ 72,556,428

Changes in net assets of the Master Trust for the year ended December 31, 2011, was as follows:

Investment Income	
Interest and dividends	$ 947,825
Other income	28,116
Total additions	975,941
Deductions	
Net depreciation in fair value of investments:	
Pooled separate accounts	(658,663)
Mutual funds	(728,687)
Total deductions	(1,387,350)
Net Decrease before Transfers	(411,409)
Transfers In*	6,355,325
Transfers Out**	(7,817,517)
Net Decrease in Net Assets	(1,873,601)
Net Assets, Beginning of Year	72,556,428
Net Assets, End of Year	$ 70,682,827

* Includes contributions, rollovers and net participant loan activity.
** Includes benefit payment to participants.

Note 5: Fair Value Measurements

FASB Accounting Standards Codification (ASC) 820 *Fair Value Measurements and Disclosures,* (FASB ASC 820) 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 an active market for identical assets or liabilities (level 1 measurement) and the lowest priority to unobservable inputs (level 3 measurement). The three levels of the fair value hierarchy under FASB ASC 820 are described as follows:

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

Level 2
Inputs to the valuation methodology include quoted prices for similar assets and liabilities in active markets, and inputs that are observable for the asset or liability, either directly or indirectly, for the substantially the full term of the financial instrument.

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

A financial instrument's level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement.

Following is a description of the valuation methodologies used for Master Trust 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.

Pooled separate accounts: Valued at the fair market value of shares held by the plan at year end.

Guaranteed investment contracts: Valued at fair value by discounting the related cash flows based on current yields of similar instruments with comparable durations considering the credit-worthiness of the issuer.

The preceding methods described may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

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

	2011	2010
Level 1:		
Mutual funds:		
Growth funds	$ 501,185	$ 746,421
Blended funds	6,368,094	633,701
	6,869,279	1,380,122
Level 2:		
Pooled separate accounts:		
Blended funds (a)	1,216,741	8,065,321
Value funds (b)	11,445,417	12,423,211
Growth funds (c)	9,913,484	11,232,355
International funds (d)	3,716,151	3,293,418
Fixed income funds (e)	3,602,049	3,179,414
	29,893,842	38,193,719
Level 3:		
Guaranteed investment contract (f)	33,919,692	32,982,558
Total assets at fair value	$ 70,682,813	$ 72,556,399

(a) This category represents a separate account constructed to reflect the composition of the S&P 500® Index over the long term, while providing participants the ability to purchase and redeem units on an "as of" basis. At December 31, 2011 and 2010, there were no redemption restrictions on this fund.

(b) This category represents the following separate accounts:

i. A fund advised by Wellington Management Company, LLP following their Quality Value style. It seeks to provide long-term total returns in excess of the Russell 1000 Value Index by investing in high-quality, undervalued, large cap companies in out-of-favor industries with less downside risk than the overall market.

ii. A fund advised by Wellington Management Company, LLP following their Mid Cap Value style. It seeks to provide long-term total returns consistently above the Russell 2500 Value Index over complete market cycles.

iii. A fund advised by American Century Investment Management, Inc., managed pursuant to their small-cap value investment strategy, investing primarily in the common stock of U.S. small capitalization companies. It seeks to outperform the Russell 2000 Value Index over rolling 3 to 5 year periods by investing in a diversified portfolio of small capitalization stocks.

iv. A separate account that invests wholly in the Fidelity Puritan® Fund. It seeks to provide high income with preservation of capital, with the potential for growth of capital.

These accounts provide participants the ability to purchase and redeem units on an "as of" basis. At December 31, 2011 and 2010, there were no redemption restrictions on this fund.

(c) This category represents the following separate accounts:

i. A fund sub-advised by JPMorgan Investment Management. Its objective is to outperform the Russell 1000 Growth Index over a full market cycle while controlling risk. It seeks to do so by identifying companies that it believes can achieve significantly higher growth than market expectations over the next 3 to 5 years.

ii. A fund advised by Artisan Partners Limited Partnership and invests primarily in the common stocks of medium-sized companies. It seeks to achieve maximum long-term capital growth in excess of the Russell Midcap Growth and Russell Midcap Indexes, while managing portfolio risk.

iii. A fund advised by Columbus Circle Investors, following their Small Cap Growth strategy, seeking long-term capital appreciation.

These accounts provide participants the ability to purchase and redeem units on an "as of" basis. At December 31, 2011 and 2010, there were no redemption restrictions on this fund.

(d) This category represents a separate account that is sub-advised by Thornburg Investment Management, Inc., following their International Equity Strategy. It seeks to outperform the MSCI EAFE® Index over a full market cycle by investing primarily in non-US mid to large capitalization stocks, while providing participants the ability to purchase and redeem units on an "as of" basis. At December 31, 2011 and 2010, there were no redemption restrictions on this fund.

(e) This category represents a separate account actively managed by Reams Asset Management (RAM) pursuant to their Core Plus strategy, which utilizes all sectors of the fixed income market including high quality investment grade, below investment grade, and non-dollar securities. RAM seeks to outperform the Barclays Capital U.S. Aggregate Bond Index over a full market cycle, while providing participants the ability to purchase and redeem units on an "as of" basis. At December 31, 2011 and 2010, there were no redemption restrictions on this fund.

(f) The Guaranteed Income Fund (GIF) is a stable value fund designed to provide safety of principal, liquidity, and a competitive rate of return. Principal and accumulated interest are fully guaranteed by Prudential Retirement Insurance and Annuity Company (PRIAC). The GIF invests in a broadly diversified, fixed-income portfolio within PRIAC's general account. The portfolio is primarily invested in public bonds, commercial mortgages and private placement bonds. Generally, there are no restrictions on a participant's ability to redeem their investment in the fund at net asset value (NAV). See Note 4 for additional information related to the GIF.

The following table sets forth a summary of changes in the fair value of the Master Trust's level 3 assets for the year ended December 31, 2011.

	2011	2010
Guaranteed investment contracts:		
Balance, beginning of year	$ 32,982,558	$ 31,333,172
Purchases	3,604,977	-
Sales	(3,385,638)	-
Other issuances and settlements	717,795	-
Purchases, sales, issuances and settlements (net)	-	1,649,386
Balance, end of year	$ 33,919,692	$ 32,982,558

Gains and losses (realized and unrealized) included in changes in net assets for the period above are reported in net appreciation in fair value of investments in the Statement of Changes in Net Assets Available for Benefits.

Note 6: Party-In-Interest Transactions

Certain plan investments are managed by Prudential Retirement Insurance and Annuity Company and Prudential Bank and Trust, F.S.B., the custodians of the Plan. The Plan also holds notes receivable representing participant loans. Therefore, these transactions qualify as party-in-interest transactions allowable under ERISA regulations.

Note 7: Plan Tax Status

The Plan obtained its latest determination letter on September 21, 2011, in which the Internal Revenue Service stated that the Plan and related trust, as then designed, were in compliance with the applicable requirements of the Internal Revenue Code and therefore not subject to tax. The Plan has been amended since receiving the determination letter. However, the plan administrator believes that the Plan and related trust are currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code.

US GAAP requires the plan administrator to evaluate uncertain tax positions taken by the Plan. The financial statement effects of a tax position are recognized when the position is more likely than not, based on the technical merits, to be sustained upon examination by the IRS. 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. The Plan has recognized no interest or penalties related to uncertain tax positions. The Plan is subject to routine audits by taxing 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 2008.

Note 8: Risks and Uncertainties

The Plan invests in various investment securities that are exposed to various risks such as interest rates, market and credit risks. Market values of investments may decline for a number of reasons, including changes in prevailing market and interest rates, increases in defaults and credit rating downgrades. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in values of investment securities will occur in the near term and that some changes could materially affect participant account balances and the assets reported in the statement of net assets available for benefits.

Supplementary Information

JBP Co., Inc. 401(k) Savings Plan
EIN 76-0312814 PN 002
Schedule H, Line 4i – Schedule of Assets (Held at End of Year)
As of Ended December 31, 2011

(a)	(b) Identity of issue, borrower, lessor or similar party)	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value	(d) Cost**	(e) Current Value
*	Interest in the JBP Co., Inc. Master Retirement Savings Trust	Prudential guaranteed income, mutual funds and pooled separate accounts	$ -	$ 62,938,243
*	Participant loans	Loans with various maturity dates and interest rates	-	3,727,576
			$ -	$ 66,665,819

* Party-in-interest
** Cost is not required for participant directed investments