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
CAL-STATE AUTO PARTS, INC. PROFIT SHARING PLAN AND TRUST

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 01/01/1977

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

CAL-STATE AUTO PARTS, INC.

1361 N. RED GUM STREET
ANAHEIM, CA 92806-1318

2b Employer Identification Number (EIN) 95-2741714

2c Sponsor's telephone number 714-630-5954

2d Business code (see instructions) 423100

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.	09/12/2012	RICHARD DEBLASI
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	09/12/2012	RICHARD DEBLASI
	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")
CAL-STATE AUTO PARTS, INC.

1361 N. RED GUM STREET
ANAHEIM, CA 92806-1318

3b Administrator's EIN
95-2741714

3c Administrator's telephone number
714-630-5954

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**	347
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**	234
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	67
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	301
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	301
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	232
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	2
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 3D

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

9a Plan funding arrangement (check all that apply)

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

9b Plan benefit arrangement (check all that apply)

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

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

a Pension Schedules

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

b General Schedules

(1)	X	**H** (Financial Information)
(2)		**I** (Financial Information – Small Plan)
(3)		**A** (Insurance Information)
(4)	X	**C** (Service Provider Information)
(5)		**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
CAL-STATE AUTO PARTS, INC. PROFIT SHARING PLAN AND TRUST

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
CAL-STATE AUTO PARTS, INC.

D Employer Identification Number (EIN)
95-2741714

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).. . . . . ☐ 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

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

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

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

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

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

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

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

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

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

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

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

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

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

WACHOVIA

ONE NORTH JEFFERSON
ST. LOUIS, MO 63103

23-2384840

(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?
28	INVESTMENT MGR.		Yes [ ] No [X]	Yes [ ] No [ ]	22910	Yes [ ] No [X]

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

JONATHON REUBEN, CPA

23440 HAWTHORNE BLVD., SUITE 200
TORRANCE, CA 90505

95-4062593

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
10	ACCOUNTANT, AUDITOR		Yes [ ] No [X]	Yes [ ] No [ ]	16665	Yes [ ] No [X]

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

PLAN ADMINISTRATION & DESIGN, INC.

6500 WILSHIRE BLVD., SUITE 1260
LOS ANGELES, CA 90048

95-3718031

(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	TPA		Yes [ ] No [X]	Yes [ ] No [ ]	8542	Yes [ ] No [X]

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

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

(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 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
CAL-STATE AUTO PARTS, INC. PROFIT SHARING PLAN AND TRUST

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
CAL-STATE AUTO PARTS, INC.

D Employer Identification Number (EIN)
95-2741714

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	34604	97915
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other	1b(3)	1511	5291
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	95274	0
(2) U.S. Government securities	1c(2)	29744	22444
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)	325896	59576
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		229588
(B) Common	1c(4)(B)	962336	954280
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)	440000	442379
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)		
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)		
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)	683011	667292

		(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	2572376	2478765
Liabilities			
g Benefit claims payable	1g	5060	9348
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through1j)	1k	5060	9348
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	2567316	2469417

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)		
(B) Participants	2a(1)(B)		
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	44547	
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)	63941	
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)		
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		108488
(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)		
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)	461114	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	487271	
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		-26157

			(a) Amount	(b) Total
2b	**(5)** Unrealized appreciation (depreciation) of assets: **(A)** Real estate	**2b(5)(A)**		
	(B) Other	**2b(5)(B)**	-102166	
	(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	**2b(5)(C)**		-102166
	(6) Net investment gain (loss) from common/collective trusts	**2b(6)**		
	(7) Net investment gain (loss) from pooled separate accounts	**2b(7)**		
	(8) Net investment gain (loss) from master trust investment accounts	**2b(8)**		
	(9) Net investment gain (loss) from 103-12 investment entities	**2b(9)**		
	(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	**2b(10)**		
c	Other income	**2c**		
d	Total income. Add all **income** amounts in column (b) and enter total	**2d**		-19835
	Expenses			
e	Benefit payment and payments to provide benefits:			
	(1) Directly to participants or beneficiaries, including direct rollovers	**2e(1)**	28366	
	(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)**		28366
f	Corrective distributions (see instructions)	**2f**		
g	Certain deemed distributions of participant loans (see instructions)	**2g**		
h	Interest expense	**2h**		
i	Administrative expenses: **(1)** Professional fees	**2i(1)**	16665	
	(2) Contract administrator fees	**2i(2)**	8542	
	(3) Investment advisory and management fees	**2i(3)**	22910	
	(4) Other	**2i(4)**	1581	
	(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	**2i(5)**		49698
j	Total expenses. Add all **expense** amounts in column (b) and enter total	**2j**		78064
	Net Income and Reconciliation			
k	Net income (loss). Subtract line **2j** from line **2d**	**2k**		-97899
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) [X] Unqualified **(2)** [ ] Qualified **(3)** [ ] Disclaimer **(4)** [ ] Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? [ ] Yes [X] No

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: JP REUBEN, CPA, ACC **(2)** EIN: 95-4062593

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		385000
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? ☐ **Yes** ☒ **No**

If "Yes," enter the amount of any plan assets that reverted to the employer this year **Amount:**

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

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

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

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

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

OMB No. 1210-0110

2011

This Form is Open to Public Inspection.

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

A Name of plan
CAL-STATE AUTO PARTS, INC. PROFIT SHARING PLAN AND TRUST

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
CAL-STATE AUTO PARTS, INC.

D Employer Identification Number (EIN)
95-2741714

Part I Distributions

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

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

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

EIN(s): 33-0579939

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):

CAL-STATE AUTO PARTS, INC.
PROFIT SHARING PLAN
FINANCIAL STATEMENTS
DECEMBER 31, 2011 AND 2010

TABLE OF CONTENTS

	Page
Independent auditors' report	1
Statements of net assets available for benefits as of December 31, 2011 and 2010	2
Statement of changes in net assets available for benefits for the year ended December 31, 2011	3
Notes to financial statements	4
Supplemental information required on IRS Form 5500	
Form 5500 Schedule H, Line 4i Schedule of assets (held at end of year) at December 31, 2011	11

JONATHON P. REUBEN, CPA
An Accountancy Corporation

23430 Hawthorne Blvd., Suite 290 • Torrance, CA 90505
(310) 378-3609 • Fax (310) 378-3709

INDEPENDENT AUDITORS' REPORT

To the Trustee of the Cal-State Auto Parts, Inc.
Profit Sharing Plan

We have audited the accompanying statements of net assets available for benefits of Cal-State Auto Parts, Inc. Profit Sharing 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. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of Cal-State Auto Parts, Inc. Profit Sharing Plan as of December 31, 2011 and 2010, and the changes in net assets available for benefits for the year ended December 31, 2011, in conformity with accounting principles generally accepted in the United States of America.

Our audits were conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental schedule of assets (held at end of year) for the year ended December 31, 2011 are presented for the purpose of additional analysis and are not a required part of the basic financial statements but are supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Such information is the responsibility of the Plan's management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the financial statements as a whole.

Jonathon P. Reuben, CPA
An Accountancy Corporation
August 6, 2012

CAL-STATE AUTO PARTS, INC. PROFIT SHARING PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

	December 31, 2011	2010
ASSETS		
Investments:		
At fair value, determined by quoted market prices in active markets:		
Mutual funds and other registered investment companies		
Vanguard Emerging Markets ETF	$ 124,068	$ 162,493
SPDR S&P 500 Trust ETF	114,707	104,971
Mutual funds and other registered investment companies - other	404,487	430,756
Government securities	22,444	29,744
Corporate bonds	66,203	67,315
Preferred stock		
Bank of America	229,588	243,372
Common stocks		
Exelon Corporation	142,279	126,915
Other common stocks	829,404	835,421
Cash held in money market accounts	66,813	95,274
At fair value, otherwise determined:		
Notes receivable, secured by deeds of trust		
Cabello & Paez (secured by commercial property in Encinitas, California)	141,597	137,106
Crain-Varady Properties, LLC (secured by residential properties in Lancaster, California)	300,782	302,894
	2,442,372	2,536,261
Receivables	5,291	1,511
Cash	31,102	34,604
TOTAL ASSETS	$ 2,478,765	$ 2,572,376
LIABILITIES		
Payroll taxes payable	9,334	5,060
TOTAL LIABILITIES	9,334	5,060
NET ASSETS AVAILABLE FOR BENEFITS	$ 2,469,431	$ 2,567,316

See accompanying notes.

CAL-STATE AUTO PARTS, INC. PROFIT SHARING PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
YEAR ENDED DECEMBER 31, 2011

ADDITIONS TO NET ASSETS ATTRIBUTED TO:	
Investment income:	
Net change in fair value of investments	(128,323)
Interest	44,547
Dividends	63,941
	(19,835)
Less investment expenses	(24,466)
TOTAL DEDUCTIONS	(44,301)
DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO	
Benefits paid to participants	(28,352)
Administrative expenses	(25,232)
TOTAL DEDUCTIONS	(53,584)
NET DECREASE	(97,885)
NET ASSETS AVAILABLE FOR BENEFITS	
BEGINNING OF YEAR	2,567,316
END OF YEAR	$ 2,469,431

See accompanying notes.

Note A - Description of Plan

The following description of the Cal-State Auto Parts, Inc. Profit-Sharing Plan provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General. The Plan is a defined contribution plan covering all full-time employees of the Company who have one year of service and are age twenty-one or older. It is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Contributions. The Company's contributions to the Plan are discretionary at the option of the Company's board of directors subject to certain limitations. There were no contributions authorized for the year ended December 31, 2011.

Participant Accounts. Each participant's account is credited with an allocation of (a) the Company's contribution, (b) the Plan's earnings, and (c) forfeitures of terminated participants' nonvested accounts and (d) charged with an allocation of administrative expenses. Allocations are based upon the participant's compensation. The benefit to which a participant is entitled to is the benefit that can be provided from the participant's vested account.

Forfeitures on terminated participants' non-vested accounts totaled $1,167 in 2011. Such forfeitures will be used to pay Plan expenses.

Vesting. Plan participants' vesting in the Company contributions is based on the number of years of continuous service. A participant is 100% vested after six years of credited service.

Payment of Benefits. On termination of service due to death, disability or retirement, a participant may elect to receive an amount equal to the value of the participant's vested interest in his or her account in either a lump-sum amount, or in annual installments. For termination of service due to other reasons, a participant may receive the value of the vested interest in his or her account as a lump-sum distribution or in an annuity when the participant has reached his or her 65th birthday.

Note B - Summary of Significant Accounting Policies

Date of Management's Review

Subsequent events were evaluated through August 5, 2012, which is the date the financial statements were available to be issued.

Basis of Accounting

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

Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires the Plan administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results may differ from those estimates.

Investment Valuation and Income Recognition

The Plan's investments are 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 C for discussion of fair value measurements.

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

All of the Plan's investments are non-participant directed.

Payment of Benefits

Benefits are recorded when paid.

Note C – Fair Value Measurements

The Plan's investments are reported at fair value in the accompanying statement of net assets available for benefits.

ASC 820-10-50, *Fair Value Measurements*, establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. This hierarchy consists of three broad levels: Level 1 inputs consist of unadjusted quoted prices in active markets for identical assets and have the highest priority, Level 2 inputs consist of observable inputs other than quoted prices for identical assets, and Level 3 inputs have the lowest priority. The Plan uses appropriate valuation techniques based on the available inputs to measure the fair value of its investments.

When available, the Plan measures fair value using Level 1 inputs because they generally provide the most reliable evidence of fair value. Level 3 inputs were used only when Level 1 or Level 2 inputs were not available.

Level 1 Fair Value Measurements

The fair values of mutual funds, other registered investments, government securities, corporate bonds, preferred stock, and common stocks are based on quoted market prices, when available.

The fair value of cash in money market accounts is equal to the total balances in the money market accounts.

Level 2 Fair Value Measurements

The Plan had no assets that were valued using Level 2 inputs.

Level 3 Fair Value Measurements

The notes receivable are not actively traded and significant other observable inputs are not available. Thus, the fair value of the notes receivable is determined by discounting the related cash flows based on current yields of similar instruments with comparable durations.

The following tables set forth, by level within the fair value hierarchy, the Plan's investments at fair value at December 31, 2011 and 2010:

		Fair Value Measurement at Reporting Date Using:		
	Fair Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
December 31, 2011				
Mutual funds and other registered investments	$ 643,262	$ 643,262	$ -	$ -
Government securities	22,444	22,444	-	-
Corporate bonds	66,203	66,203	-	-
Preferred stock	229,588	229,588	-	-

Common stocks	971,683	971,683	-	-
Notes receivable, secured by deed of trust	442,379	-	-	442,379
Cash held in money market accounts	66,813	66,813	-	-
	$ 2,442,372	$ 1,999,993	$ -	$ 442,379

		Fair Value Measurement at Reporting Date Using:		
	Fair Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
December 31, 2010				
Mutual funds and other registered investments	$ 698,220	$ 698,220	$ -	$ -
Government securities	29,744	29,744	-	-
Corporate bonds	67,315	67,315	-	-
Preferred stock	243,372	243,372	-	-
Common stocks	962,336	962,336	-	-
Notes receivable, secured by deed of trust	440,000	-	-	440,000
Cash held in money market accounts	95,274	95,274	-	-
	$ 2,536,261	$ 2,096,161	$ -	$ 440,000

The following tables reconcile the beginning and ending balances of fair value measurements using significant unobservable inputs (Level 3) for the notes receivable (secured by deeds of trust) for the year ended December 31, 2011:

Beginning balance	$ 440,000
Purchases – earned interest	40,108
Settlements –interest payments received	(37,729)
Ending balance	$ 442,379

All investment gains and losses (realized and unrealized) for the year ended December 31, 2011 are reported in net appreciation in fair value of investments.

There were no realized or unrealized gains/(losses) relating to fair value measurements using Level 3 inputs for the year ended December 31, 2011.

Note D – Investments

The fair values of investments that represent 5% or more of the Plan's net assets are separately identified in the accompanying statement of net assets available for benefits. All of the Plan's investments are non-participant directed.

During 2011, the Plan's investments (including investments bought, sold, and held during the year) depreciated in value by ($128,323) as follows:

Mutual funds and other registered investment companies	$ (57,573)
Government securities	2,083
Corporate bonds	(130)
Preferred stock	(32,592)
Common stocks	(40,111)
Net depreciation in fair value of investments	$ (128,323)

All of the changes in fair value of the above investments were measured by quoted prices in active markets.

Note E – Notes Receivable Secured by Deed of Trust

As of December 31, 2011 and 2010, the Plan had notes receivable with fair values totaling $442,379 and $440,000, respectively. At December 31, 2011, the notes were secured by deeds of trust on five residential properties located in Lancaster, California and one commercial property in Encinitas, California. The notes are assessed interest at an annual rate of 8.5% on the five notes secured by residential properties, and 10.09% on the one note secured by the commercial property. These notes are paid in monthly installments totaling $2,935.

The five notes secured by residential properties mature on August 1, 2014. The remaining principal and accrued interest on the 8.5% notes becomes fully due and payable on August 1, 2014. The five notes were repaid in full in February 2012. The proceeds received on the repayments including accrued interest totaled $304,643. The fair value of these notes totaled $300,782 at December 31, 2011.

The remaining principal and accrued interest on the 10.09% note secured by the commercial property was fully due and payable on February 22, 2012. The parties agreed to an extension of this note until June 22, 2012, with monthly payments of $1,500 payable each month. The note and all accrued interest were fully paid on June 27, 2012.

Note F – Administrative Expenses

Administrative expenses for 2011 that were paid by Plan included the following:

Accounting and auditing fees	$ 16,665
Plan administration fees	8,542
Bank charges	25
	$ 25,232

Note G - Plan Termination

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

Note H - Tax Status

The Internal Revenue Service has determined and informed the company by letter dated October 10, 2002, that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code (IRC). The Plan has been amended since receiving the determination letter. The Plan Administrator believes the Plan is currently designed and being operated in compliance with the applicable requirements of ERISA and applicable Internal Revenue laws and regulations.

Note I – Risks and Uncertainties

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statement of net assets available for benefits.

In addition, the Plan has invested in loans secured by deeds of trusts. These types of investments are subject to various risks including the depreciation in value of the collateralized property, the inability of the borrower to continue meeting its monthly payment obligations, and the risk that the borrower will pay off the balance due upon maturity of the loans. Due to the level of risk associated with the loans, it is at least

reasonably possible that the value of some or all of the loans could be diminished and could materially affect participants' account balances and the amounts reported in the statement of net assets available for benefits.

CAL-STATE AUTO PARTS, INC. PROFIT SHARING PLAN
EIN: 95-2741714; Plan No. 001
SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
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
Mutual funds and other registered investment companies				
	Powershares S&P ETF Smallcap Consumer Disc	470 Units Common Stock	$ 13,165	$ 12,737
	Powershares S&P Info Tech Portfolio	463 Units Common Stock	13,609	12,979
	Vanguard Total Bond ETF	205 Units Common Stock	17,074	17,126
	Powershares S&P Smallcap Utilies Portfolio	591 Units Common Stock	16,735	18,173
	Ishares TR S&P Midcap 400	217 Units Common Stock	19,898	19,011
	Powershares S&P ETF Smallcap Healthcare	652 Units Common Stock	18,439	20,558
	Vanguard Reit Etf	417 Units Common Stock	23,089	24,186
	Powershares S&P Smallcap Financials Portfolio	897 Units Common Stock	24,354	24,259
	Powershares DB Commodity	1,257 Units Common Stock	34,439	33,738
	Ishares MSCI Eafe Index	1,241 Units Common Stock	72,251	61,467
	Ishares TR S&P Smallcap 600	966 Units Common Stock	66,287	65,978
	Vanguard Europe ETF Pacific / MSCI EAFE (VEA)	2,517 Units Common Stock	92,752	77,096
	SPDR S&P 500 Trust ETF	914 Units Common Stock	109,288	114,707
	Vanguard MSCI Emrg Mkts ETF (VWO)	3,247 Units Common Stock	153,664	124,068
	Ishares Iboxx Inv Grade Corp Bond Fund	611 Units Common Stock	6,615	6,939
	Poweshares S&P Smallcap Industrials Portfolio	374 Units Common Stock	10,962	10,240
			$ 692,621	$ 643,262
Government securities				
	US Treasury Notes	$ 19,000 treasury notes, interest rate 4.25% mature 11/15/19	$ 20,931	$ 22,444
Corporate bonds				
	BellSouth Corp Global Bonds Callable	$ 6,000 corporate bonds, interest rate 5.2%, mature 9/15/16	$ 6,638	$ 6,627
	Blackrock Inc Sr Unsec	$ 10,000 corporate bonds, interest rate 3.5%, mature 12/10/14	10,324	10,678
	Citigroup senior notes	$ 10,000 corporate bonds, interest rate 5.375% mature 8/9/22	10,422	10,344
	Fortune Brands Inc Sr Unsec	$ 9,000 corporate bonds, interest rate 6.375%, mature 6/15/14	9,711	9,835
	Goldman Sachs Gp Inc Senior Notes	$ 9,000 corporate bonds, interest rate of 6.15%, mature 4/1/18	9,915	9,329
	Kraft Foods Inc Sr Unsecured Notes	$ 10,000 corporate bonds, interest rate of 4.125%, mature 2/9/18	10,481	10,834
	Rio Tinto Fin USA Ltd Notes	$ 8,000 corporate bonds, interest rate of 5.875%, mature 7/15/15	8,876	8,556
			$ 66,367	$ 66,203
Preferred stock				
	BofA Non-cumulative Perpetual Preferred Series H	10,394 shares of 8.2% preferred stock, callable on 5/1/13	262,180	229,588
			$ 262,180	$ 229,588
Common stocks				
	3M Company	105 shares of common stock	$ 9,061	$ 8,582
	Ace Limited	130 shares of common stock	8,092	9,116
	Anheuser Busch Inbev Sa/Nv Spon Adr	304 shares of common stock	17,409	18,541
	Apple Computer Inc	39 shares of common stock	12,580	15,795
	Assa Abloy AB Adr	950 shares of common stock	13,407	11,837
	AT&T Inc	620 shares of common stock	18,216	18,749
	Atlantia S.P.A ADRs	808 shares of common stock	8,162	6,391
	AXA ADRs	226 shares of common stock	3,978	2,906
	Bayer AG ADRs	72 shares of common stock	4,482	4,594
	Bayerische Motoren Werke AG ADRs	467 shares of common stock	13,304	10,382
	BG Group PLC	91 shares of common stock	9,352	9,737
	BHP Billiton Ltd Spon Adr	178 shares of common stock	16,519	12,572
	BNP Paribas Adr	328 shares of common stock	10,215	6,445
	British Amern TOB PLC	177 shares of common stock	13,752	16,794
	British Sky Broadcast Group Plc ADRs	81 shares of common stock	3,702	3,668
	Canon Inc ADR	209 shares of common stock	10,743	9,204
	Chevron Corp	170 shares of common stock	15,512	18,088
	Church & Dwight Inc	259 shares of common stock	8,938	11,852
	Cisco Sys Inc	300 shares of common stock	6,069	5,424
	CMS Energy Corp	595 shares of common stock	11,666	13,138
	Cullen Frost Bankers Inc.	99 shares of common stock	6,051	5,238
	Cypress Semiconductors Corp.	485 shares of common stock	9,169	8,192
	Daito Trust Construct adr	492 shares of common stock	6,009	10,480
	Danone Sponsored ADR	511 shares of common stock	6,463	6,459
	Dicks Sporting Goods Inc	455 shares of common stock	17,062	16,780
	Donaldson Company Inc	178 shares of common stock	10,374	12,118
	Ensco, Plc	140 shares of common stock	7,651	6,569

See accompanying notes.

CAL-STATE AUTO PARTS, INC. PROFIT SHARING PLAN
EIN: 95-2741714; Plan No. 001
SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
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
	Common stocks (continued)			
	Exelon Corporation	3,280 shares of common stock	133,599	142,279
	Express Scripts Inc CL A	125 shares of common stock	6,756	5,586
	Exxon Mobil Corp	172 shares of common stock	12,577	14,579
	Fanuc Ltd - Unsp Adr	481 shares of common stock	12,356	12,169
	Freeport-McMorgan Copper & Gold, Inc., CL B	276 shares of common stock	13,709	10,154
	GEA Group AG ADRs	75 shares of common stock	2,324	2,109
	Glaxosmithkline PLC	385 shares of common stock	15,100	17,568
	Graco Inc Com	133 shares of common stock	5,247	5,438
	Honda Motor Ltd	264 shares of common stock	10,380	8,065
	Hubbell Inc., CL B	136 shares of common stock	9,344	9,093
	Informa PLC	670 shares of common stock	8,902	7,477
	ING Groep NV	934 shares of common stock	9,014	6,697
	Intel Corp	441 shares of common stock	9,274	10,694
	International Paper Co	356 shares of common stock	9,718	10,538
	JP Morgan Chase & Co	215 shares of common stock	9,120	7,149
	JS Group Corp. - Uspon ADRs	151 shares of common stock	7,043	5,738
	Julius Baer Group, LTD	584 shares of common stock	4,829	4,526
	KBR, Inc	299 shares of common stock	9,584	8,333
	Laboratory Corp Amer Hldgs	84 shares of common stock	7,385	7,221
	LAM Research Corp.	154 shares of common stock	8,258	5,701
	LVMH Moet Hennessy Louis Vuitton	272 shares of common stock	9,136	7,643
	Masimo Corp.	227 shares of common stock	5,355	4,241
	Merck KGAA	201 shares of common stock	6,489	6,679
	Met Life	136 shares of common stock	6,044	4,240
	Mitsubishi Estate Ltd Adr	380 shares of common stock	6,974	5,658
	Mohawk Inds Inc	115 shares of common stock	6,527	6,883
	Novartis AG ADR	300 shares of common stock	17,637	17,151
	Oneok Inc New	76 shares of common stock	4,216	6,588
	Oracle Corp.	307 shares of common stock	9,977	7,875
	Parker-Hannifin Corp.	92 shares of common stock	7,185	7,015
	Pepsico Incorporated	172 shares of common stock	11,237	11,412
	Petrofac, LTD. ADRs	584 shares of common stock	7,121	6,535
	Potash corp of saskatch	127 shares of common stock	6,632	5,243
	Procter & Gamble Co	187 shares of common stock	12,030	12,475
	Prudential PLC	478 shares of common stock	9,683	9,436
	Rexam PLC ADRs	327 shares of common stock	9,608	8,911
	Rogers Communications Cl	136 shares of common stock	4,707	5,237
	Royal Dutch Shell PLC ADR	171 shares of common stock	11,424	12,498
	Ryanair Hldgs, Plc	293 shares of common stock	7,994	8,163
	Sampo OYJ-A Shs	515 shares of common stock	6,887	6,350
	Sanofi-Aventis ADR	505 shares of common stock	16,276	18,453
	SAP Ag-Spon Adr	300 shares of common stock	15,280	15,885
	Siemens AG ADRs	53 shares of common stock	7,050	5,067
	Skyworks Solutions Inc	290 shares of common stock	8,303	4,704
	Spdr Barclays Capital High Yield Bond	625 shares of common stock	24,649	24,031
	Sumitomo Mitsui Finl Group Inc ADR	1,502 shares of common stock	10,516	8,276
	Swedbank AB ADRs	499 shares of common stock	8,826	6,412
	Target Corp	125 shares of common stock	7,516	6,403
	Technip SA Adr	275 shares of common stock	6,111	6,490
	Telstra corp LTD	904 shares of common stock	13,312	15,413
	Tiffany & Co	172 shares of common stock	11,328	11,397
	Total S.A. Spons ADR	178 shares of common stock	9,481	9,098
	Tullow Oil Plc Unspon	522 shares of common stock	5,142	5,609
	Unilever PLC Spon	447 shares of common stock	13,872	14,983
	United Health Group	127 shares of common stock	5,925	6,436
	United Technologies Corp	119 shares of common stock	9,368	8,698
	Valeo ADRs	293 shares of common stock	8,125	5,796
	Verizon Communications	296 shares of common stock	10,591	11,876
	Vodaphone Group PLC SP ADR	204 shares of common stock	5,404	5,718
	Whiting Petroleum Corp	144 shares of common stock	8,437	6,723
	WM Morisson Adr	318 shares of common stock	6,602	7,998
	Wolseley Plc Jersey ADRs	1,246 shares of common stock	3,515	4,050
	Xstrata PLC adr	3,776 shares of common stock	16,367	11,177
	Yahoo Japan Corp	940 shares of common stock	12,020	9,992
			$ 993,336	$ 971,683

See accompanying notes.

CAL-STATE AUTO PARTS, INC. PROFIT SHARING PLAN
EIN: 95-2741714; Plan No. 001
SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
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
	Funds held in money market accounts			
	Ford Credit	Money market account, interest rate of 1.05%	$ 12,022	$ 12,022
	Wells Fargo Advisors, LLC	Money market accounts, interest rate of 0.02%	54,791	54,791
			$ 66,813	$ 66,813
	Notes receivable, secured by deeds of trust			
	Cabello & Paez	Note receivable of $140,627, secured by 1st trust deed on commercial property in Encinitas, CA, interest rate of 7.0%, payable in monthly installments of interest only, matures 2/22/2012	$ 141,597	$ 141,597
	Crain-Varady Properties, LLC	Note receivable of $52,500, secured by 1st trust deed on commercial property in Lancaster, CA, interest rate of 8.5%, payable in monthly installments of interest only, matures 8/1/2014	52,884	52,884
	Crain-Varady Properties, LLC	Note receivable of $56,250, secured by 1st trust deed on commercial property in Lancaster, CA, interest rate of 8.5%, payable in monthly installments of interest only, matures 8/1/2014	56,661	56,661
	Crain-Varady Properties, LLC	Note receivable of $58,600, secured by 1st trust deed on commercial property in Lancaster, CA, interest rate of 8.5%, payable in monthly installments of interest only, matures 8/1/2014	59,028	59,028
	Crain-Varady Properties, LLC	Note receivable of $60,000, secured by 1st trust deed on commercial property in Lancaster, CA, interest rate of 8.5%, payable in monthly installments of interest only, matures 8/1/2014	60,438	60,438
	Crain-Varady Properties, LLC	Note receivable of $71,250, secured by 1st trust deed on commercial property in Lancaster, CA, interest rate of 8.5%, payable in monthly installments of interest only, matures 8/1/2014	71,771	71,771
			$ 442,379	$ 442,379

See accompanying notes.

CAL-STATE AUTO PARTS, INC. PROFIT SHARING PLAN
EIN: 95-2741714; Plan No. 001
SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
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
	Mutual funds and other registered investment companies			
	Powershares S&P ETF Smallcap Consumer Disc	470 Units Common Stock	$ 13,165	$ 12,737
	Powershares S&P Info Tech Portfolio	463 Units Common Stock	13,609	12,979
	Vanguard Total Bond ETF	205 Units Common Stock	17,074	17,126
	Powershares S&P Smallcap Utilies Portfolio	591 Units Common Stock	16,735	18,173
	Ishares TR S&P Midcap 400	217 Units Common Stock	19,898	19,011
	Powershares S&P ETF Smallcap Healthcare	652 Units Common Stock	18,439	20,558
	Vanguard Reit Etf	417 Units Common Stock	23,089	24,186
	Powershares S&P Smallcap Financials Portfolio	897 Units Common Stock	24,354	24,259
	Powershares DB Commodity	1,257 Units Common Stock	34,439	33,738
	Ishares MSCI Eafe Index	1,241 Units Common Stock	72,251	61,467
	Ishares TR S&P Smallcap 600	966 Units Common Stock	66,287	65,978
	Vanguard Europe ETF Pacific / MSCI EAFE (VEA)	2,517 Units Common Stock	92,752	77,096
	SPDR S&P 500 Trust ETF	914 Units Common Stock	109,288	114,707
	Vanguard MSCI Emrg Mkts ETF (VWO)	3,247 Units Common Stock	153,664	124,068
	Ishares Iboxx Inv Grade Corp Bond Fund	611 Units Common Stock	6,615	6,939
	Poweshares S&P Smallcap Industrials Portfolio	374 Units Common Stock	10,962	10,240
			$ 692,621	$ 643,262
	Government securities			
	US Treasury Notes	$ 19,000 treasury notes, interest rate 4.25% mature 11/15/19	$ 20,931	$ 22,444
	Corporate bonds			
	BellSouth Corp Global Bonds Callable	$ 6,000 corporate bonds, interest rate 5.2%, mature 9/15/16	$ 6,638	$ 6,627
	Blackrock Inc Sr Unsec	$ 10,000 corporate bonds, interest rate 3.5%, mature 12/10/14	10,324	10,678
	Citigroup senior notes	$ 10,000 corporate bonds, interest rate 5.375% mature 8/9/22	10,422	10,344
	Fortune Brands Inc Sr Unsec	$ 9,000 corporate bonds, interest rate 6.375%, mature 6/15/14	9,711	9,835
	Goldman Sachs Gp Inc Senior Notes	$ 9,000 corporate bonds, interest rate of 6.15%, mature 4/1/18	9,915	9,329
	Kraft Foods Inc Sr Unsecured Notes	$ 10,000 corporate bonds, interest rate of 4.125%, mature 2/9/18	10,481	10,834
	Rio Tinto Fin USA Ltd Notes	$ 8,000 corporate bonds, interest rate of 5.875%, mature 7/15/15	8,876	8,556
			$ 66,367	$ 66,203
	Preferred stock			
	BofA Non-cumulative Perpetual Preferred Series H	10,394 shares of 8.2% preferred stock, callable on 5/1/13	262,180	229,588
			$ 262,180	$ 229,588
	Common stocks			
	3M Company	105 shares of common stock	$ 9,061	$ 8,582
	Ace Limited	130 shares of common stock	8,092	9,116
	Anheuser Busch Inbev Sa/Nv Spon Adr	304 shares of common stock	17,409	18,541
	Apple Computer Inc	39 shares of common stock	12,580	15,795
	Assa Abloy AB Adr	950 shares of common stock	13,407	11,837
	AT&T Inc	620 shares of common stock	18,216	18,749
	Atlantia S.P.A ADRs	808 shares of common stock	8,162	6,391
	AXA ADRs	226 shares of common stock	3,978	2,906
	Bayer AG ADRs	72 shares of common stock	4,482	4,594
	Bayerische Motoren Werke AG ADRs	467 shares of common stock	13,304	10,382
	BG Group PLC	91 shares of common stock	9,352	9,737
	BHP Billiton Ltd Spon Adr	178 shares of common stock	16,519	12,572
	BNP Paribas Adr	328 shares of common stock	10,215	6,445
	British Amern TOB PLC	177 shares of common stock	13,752	16,794
	British Sky Broadcast Group Plc ADRs	81 shares of common stock	3,702	3,668
	Canon Inc ADR	209 shares of common stock	10,743	9,204
	Chevron Corp	170 shares of common stock	15,512	18,088
	Church & Dwight Inc	259 shares of common stock	8,938	11,852
	Cisco Sys Inc	300 shares of common stock	6,069	5,424
	CMS Energy Corp	595 shares of common stock	11,666	13,138
	Cullen Frost Bankers Inc.	99 shares of common stock	6,051	5,238
	Cypress Semiconductors Corp.	485 shares of common stock	9,169	8,192
	Daito Trust Construct adr	492 shares of common stock	6,009	10,480
	Danone Sponsored ADR	511 shares of common stock	6,463	6,459
	Dicks Sporting Goods Inc	455 shares of common stock	17,062	16,780
	Donaldson Company Inc	178 shares of common stock	10,374	12,118
	Ensco, Plc	140 shares of common stock	7,651	6,569

See accompanying notes.

CAL-STATE AUTO PARTS, INC. PROFIT SHARING PLAN
EIN: 95-2741714; Plan No. 001
SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
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
Common stocks (continued)				
	Exelon Corporation	3,280 shares of common stock	133,599	142,279
	Express Scripts Inc CL A	125 shares of common stock	6,756	5,586
	Exxon Mobil Corp	172 shares of common stock	12,577	14,579
	Fanuc Ltd - Unsp Adr	481 shares of common stock	12,356	12,169
	Freeport-McMoran Copper & Gold, Inc., Cl. B	276 shares of common stock	13,709	10,154
	GEA Group AG ADRs	75 shares of common stock	2,324	2,109
	Glaxosmithkline PLC	385 shares of common stock	15,100	17,568
	Graco Inc Com	133 shares of common stock	5,247	5,438
	Honda Motor Ltd	264 shares of common stock	10,380	8,065
	Hubbell Inc., CL B	136 shares of common stock	9,344	9,093
	Informa PLC	670 shares of common stock	8,902	7,477
	ING Groep NV	934 shares of common stock	9,014	6,697
	Intel Corp	441 shares of common stock	9,274	10,694
	International Paper Co	356 shares of common stock	9,718	10,538
	JP Morgan Chase & Co	215 shares of common stock	9,120	7,149
	JS Group Corp. - Uspon ADRs	151 shares of common stock	7,043	5,738
	Julius Baer Group, LTD	584 shares of common stock	4,829	4,526
	KBR, Inc	299 shares of common stock	9,584	8,333
	Laboratory Corp Amer Hldgs	84 shares of common stock	7,385	7,221
	LAM Research Corp.	154 shares of common stock	8,258	5,701
	LVMH Moet Hennessy Louis Vuitton	272 shares of common stock	9,136	7,643
	Masimo Corp.	227 shares of common stock	5,355	4,241
	Merck KGAA	201 shares of common stock	6,489	6,679
	Met Life	136 shares of common stock	6,044	4,240
	Mitsubishi Estate Ltd Adr	380 shares of common stock	6,974	5,658
	Mohawk Inds Inc	115 shares of common stock	6,527	6,883
	Novartis AG ADR	300 shares of common stock	17,637	17,151
	Oneok Inc New	76 shares of common stock	4,216	6,588
	Oracle Corp.	307 shares of common stock	9,977	7,875
	Parker-Hannifin Corp.	92 shares of common stock	7,185	7,015
	Pepsico Incorporated	172 shares of common stock	11,237	11,412
	Petrofac, LTD. ADRs	584 shares of common stock	7,121	6,535
	Potash corp of saskatch	127 shares of common stock	6,632	5,243
	Procter & Gamble Co	187 shares of common stock	12,030	12,475
	Prudential PLC	478 shares of common stock	9,683	9,436
	Rexam PLC ADRs	327 shares of common stock	9,608	8,911
	Rogers Communications Cl	136 shares of common stock	4,707	5,237
	Royal Dutch Shell PLC ADR	171 shares of common stock	11,424	12,498
	Ryanair Hldgs, Plc	293 shares of common stock	7,994	8,163
	Sampo OYJ-A Shs	515 shares of common stock	6,887	6,350
	Sanofi-Aventis ADR	505 shares of common stock	16,276	18,453
	SAP Ag-Spon Adr	300 shares of common stock	15,280	15,885
	Siemens AG ADRs	53 shares of common stock	7,050	5,067
	Skyworks Solutions Inc	290 shares of common stock	8,303	4,704
	Spdr Barclays Capital High Yield Bond	625 shares of common stock	24,649	24,031
	Sumitomo Mitsui Finl Group Inc ADR	1,502 shares of common stock	10,516	8,276
	Swedbank AB ADRs	499 shares of common stock	8,826	6,412
	Target Corp	125 shares of common stock	7,516	6,403
	Technip SA Adr	275 shares of common stock	6,111	6,490
	Telstra corp LTD	904 shares of common stock	13,312	15,413
	Tiffany & Co	172 shares of common stock	11,328	11,397
	Total S.A. Spons ADR	178 shares of common stock	9,481	9,098
	Tullow Oil Plc Unspon	522 shares of common stock	5,142	5,609
	Unilever PLC Spon	447 shares of common stock	13,872	14,983
	United Health Group	127 shares of common stock	5,925	6,436
	United Technologies Corp	119 shares of common stock	9,368	8,698
	Valeo ADRs	293 shares of common stock	8,125	5,796
	Verizon Communications	296 shares of common stock	10,591	11,876
	Vodaphone Group PLC SP ADR	204 shares of common stock	5,404	5,718
	Whiting Petroleum Corp	144 shares of common stock	8,437	6,723
	WM Morisson Adr	318 shares of common stock	6,602	7,998
	Wolseley Plc Jersey ADRs	1,246 shares of common stock	3,515	4,050
	Xstrata PLC adr	3,776 shares of common stock	16,367	11,177
	Yahoo Japan Corp	940 shares of common stock	12,020	9,992
			$ 993,336	$ 971,683

See accompanying notes.

CAL-STATE AUTO PARTS, INC. PROFIT SHARING PLAN
EIN: 95-2741714; Plan No. 001
SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
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
	Funds held in money market accounts			
	Ford Credit	Money market account, interest rate of 1.05%	$ 12,022	$ 12,022
	Wells Fargo Advisors, LLC	Money market accounts, interest rate of 0.02%	54,791	54,791
			$ 66,813	$ 66,813
	Notes receivable, secured by deeds of trust			
	Cabello & Paez	Note receivable of $140,627, secured by 1st trust deed on commercial property in Encinitas, CA, interest rate of 7.0%, payable in monthly installments of interest only, matures 2/22/2012	$ 141,597	$ 141,597
	Crain-Varady Properties, LLC	Note receivable of $52,500, secured by 1st trust deed on commercial property in Lancaster, CA, interest rate of 8.5%, payable in monthly installments of interest only, matures 8/1/2014	52,884	52,884
	Crain-Varady Properties, LLC	Note receivable of $56,250, secured by 1st trust deed on commercial property in Lancaster, CA, interest rate of 8.5%, payable in monthly installments of interest only, matures 8/1/2014	56,661	56,661
	Crain-Varady Properties, LLC	Note receivable of $58,600, secured by 1st trust deed on commercial property in Lancaster, CA, interest rate of 8.5%, payable in monthly installments of interest only, matures 8/1/2014	59,028	59,028
	Crain-Varady Properties, LLC	Note receivable of $60,000, secured by 1st trust deed on commercial property in Lancaster, CA, interest rate of 8.5%, payable in monthly installments of interest only, matures 8/1/2014	60,438	60,438
	Crain-Varady Properties, LLC	Note receivable of $71,250, secured by 1st trust deed on commercial property in Lancaster, CA, interest rate of 8.5%, payable in monthly installments of interest only, matures 8/1/2014	71,771	71,771
			$ 442,379	$ 442,379

See accompanying notes.