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
K & G PETROLEUM, LLC 401(K) PROFIT SHARING PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 01/01/2008

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

K & G PETROLEUM, LLC

10459 PARK MEADOWS DR.
SUITE 101
LITTLETON, CO 80124

2b Employer Identification Number (EIN) 36-4513700

2c Sponsor's telephone number 303-792-9467

2d Business code (see instructions) 447100

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.	09/19/2012	BOB CLAAR
	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")
K & G PETROLEUM, LLC

10459 PARK MEADOWS DR.
SUITE 101
LITTLETON, CO 80124

3b Administrator's EIN
36-4513700

3c Administrator's telephone number
303-792-9467

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**	466
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**	362
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	4
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	366
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	366
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	42
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	0
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:
2E 2F 2G 2J 2K 3D 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)		0	**A** (Insurance Information)
(4)			**C** (Service Provider Information)
(5)			**D** (DFE/Participating Plan Information)
(6)			**G** (Financial Transaction Schedules)

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
K & G PETROLEUM, LLC 401(K) PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
K & G PETROLEUM, LLC

D Employer Identification Number (EIN)
36-4513700

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)		1213
(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)		
(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)	216025	255201
(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	216025	256414
Liabilities			
g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j	0	50
k Total liabilities (add all amounts in lines 1g through1j)	1k	0	50
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	216025	256364

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)	73439	
(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)		73439
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)		
(F) Other	2b(1)(F)		
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		0
(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)	10872	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		10872
(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)	-16027	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		-16027
(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		68284
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	19628	
(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)		19628
f Corrective distributions (see instructions)	2f		4012
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)	1275	
(2) Contract administrator fees	2i(2)	3030	
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		4305
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		27945
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		40339
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: COMISKEY & COMPANY, PC (2) EIN: 84-0936730

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		8291
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		50000
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
K & G PETROLEUM, LLC 401(K) PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
K & G PETROLEUM, LLC

D Employer Identification Number (EIN)
36-4513700

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): 31-4156830

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):

K & G Petroleum, LLC 401(k) Profit Sharing Plan

Financial Statements

December 31, 2011

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Comiskey & Company Professional Corporation

INDEPENDENT AUDITORS' REPORT

To the Plan Administrator
K & G Petroleum, LLC 401(k) Profit Sharing Plan

We were engaged to audit the financial statements of K & G Petroleum, LLC 401(k) Profit Sharing Plan ("the Plan") as of December 31, 2011 and 2010 and for the year ended December 31, 2011 as listed in the accompanying table of contents. These financial statements and supplemental schedules are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in the Note 6 to the financial statements, which was certified by Nationwide Financial Services, Inc., custodian of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedules. We have been informed by the Plan administrator that the custodian holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained a certification from the custodian as of and for the years ended December 31, 2011 and 2010 that the information provided to the Plan administrator by the custodian is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and supplemental schedules taken as a whole. The form and content of the information included in the financial statements and supplemental schedules, other than that derived from information certified by the custodian, has been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Denver, Colorado
July 2, 2012

Comiskey & Company
PROFESSIONAL CORPORATION

K G Petroleum, LLC 401(k) Profit Sharing Plan
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
December 31, 2011 and 2010

	2011	2010
Assets		
Investments at fair value		
Participant - directed investments	$ 255,201	$ 216,025
Total investments at fair value	255,201	216,025
Receivables		
Participants' contributions receivable	1,213	-
Total assets	256,414	216,025
Liabilities		
Excess contributions payable	50	4,012
Total liabilities	50	4,012
Net assets available for plan benefits	$ 256,364	$ 212,013

The accompanying notes are an integral part of the financial statements.

K G Petroleum, LLC 401(k) Profit Sharing Plan
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
For the year ended December 31, 2011

Additions to net assets	
Contributions	
Participants'	$ 73,439
Total contributions	73,439
Investment income	
Net realized and unrealized gains on investments	(16,027)
Other earnings	10,872
Total additions to net assets	68,284
Deductions from net assets	
Distributions to participants	19,628
Administrative expenses	3,030
Other expenses	1,275
Total deductions from net assets	23,933
Increase in net assets available for plan benefits	44,351
Net assets available for plan benefits, beginning of year	212,013
Net assets available for plan benefits, end of year	$ 256,364

The accompanying notes are an integral part of the financial statements.

1. Plan Description

The following description of the K & G Petroleum, LLC 401(k) Profit Sharing Plan ("the Plan") is provided for general information purposes only. The Plan covers all eligible employees of K & G Petroleum, LLC, K & G Stores, Inc., and PCF SaleCo, LLC. The Plan is a single-employer plan under control of K & G Petroleum, LLC, based on common ownership. More complete information regarding the Plan's provisions may be found in the Plan document.

General

The Plan is a defined contribution plan established by K & G Petroleum, LLC ("the Company") under the provisions of Section 401(a) of the Internal Revenue Code ("IRC"), which includes a qualified deferred arrangement as described in Section 401(k) of the IRC, for the benefit of eligible employees of the Company. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

The Plan, which was adopted January 1, 2008, was most recently amended effective August 20, 2010 to change the trustees, and effective December 29, 2010 to adopt recent law changes.

Administration

The Plan is administered by the Company. The Plan trustees are Baljit Nanda, Preet Puri and Bob Claar, who have been appointed by the management of the Company.

Participation

An employee is eligible to participate in the Plan upon reaching age twenty-one and completing one year of service (defined as 1,000 hours of service).

Plan entry dates are the first day of the first and seventh month of the Plan year after meeting the eligibility requirements.

Contributions

Eligible employees can contribute an amount up to 100% of compensation as defined by the Plan, limited by the requirements of the IRC. The employer matching contribution for each Plan Year will be a percentage the employer determines in its discretion and will be made on behalf of participants who make elective deferrals to the Plan. The employer will determine the maximum percentage or dollar limitation for matching contributions for each Plan Year. There was no employer matching contribution for the year ended December 31, 2011.

The Plan also allows catch-up contributions for participants over the age of 50 based on IRC limitations ($5,500 for 2011).

During 2011, excess deferral contributions totaling $50 were received from participants. That amount, with unrealized losses of $0, was included in the Plan's statement of net assets available for benefits as excess contributions payable at December 31, 2011 of $50.

Vesting

Participants are fully vested in their contributions and the earnings thereon. Vesting for employer contributions are as follows:

Years of Service	Vesting
1	20 %
2	40 %
3	60 %
4	80 %
5	100 %

1. Plan Description (continued)

Forfeitures

Non-vested Company contributions are forfeited upon a break in service. Forfeitures of non-vested Company contributions are used to offset administrative expenses of the Plan, and to reduce future matching contributions.

Payments of Benefits

Upon termination of service, a participant may elect to receive an amount equal to the value of the participant's vested interest in their account. The form of payment is a lump-sum distribution made to the participant, his or her estate, or rolled to an acceptable retirement plan pursuant to the elections and restrictions identified in the Plan.

If a participant's employment is terminated for reasons other than death, disability, or retirement, the participant forfeits any unvested contributions of the Company and related earnings on the contributions.

Participant Accounts

Each participant's account is credited with the participant's contributions, the Company's contribution, and the allocations of Plan earnings, and is charged with administrative expenses that relate to the investment holding company.

Participant Loans

The Plan does not allow participant loans.

Investment Options

Participant's direct contributions are allocated to specific investment funds as elected by the participant. Participants may change their investment elections at their own discretion. Presently there are 28 investment elections available to the participants.

2. Summary of Significant Accounting Policies

Limitations on Contributions

The total of elective contributions in any year may not exceed the dollar limit set by the Internal Revenue Service ("IRS"). The IRS limit may change from year to year. For 2011, the limit was $16,500. Individuals who will be at least age 50 by the end of the tax year may make an additional contribution of $5,500.

Basis of Accounting

The accompanying financial statements are prepared on the accrual basis of accounting. Contributions receivable include the amounts due, as of the financial statement date, to the Plan from the participants and employer.

Income Recognition

Interest income is recognized as recorded by the Custodian. Dividend income is recorded on the ex-dividend date.

Investment Valuation

Investments of the Plan are stated at fair value. Securities traded in public markets are valued at their quoted market prices. Purchases and sales of securities are reflected on a trade-date basis. The difference between cost and market value from one period to the next is recognized as net increase (decrease) in fair value of investments in the accompanying statement of changes in net assets available for benefits.

2. Summary of Significant Accounting Policies (continued)

Administrative Expenses

Each participant's account may be charged with an allocation of administrative expenses. In addition, the Plan's sponsor incurs certain plan administration costs, including audit fees that are not reimbursed by the Plan. Total administrative expenses were $4,305 for the year ended December 31, 2011.

Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues, expenses, gains, losses, and other changes in the net assets during the reporting period. Actual results may differ from these estimates.

Fair Value Measurements

The Plan has adopted the latest pronouncements on fair value measurements as of January 1, 2008, which among other things requires enhanced disclosures about investments, that are measured and reported at fair value, and establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under FASB ASC Topic 820, *Fair Value Measurements and Disclosures*, are described below:

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

Level 2 - Inputs to the valuation methodology include:

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

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

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

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

Following is a description of the valuation methodologies used for assets measured at fair value.

Mutual funds: Valued at the closing price reported on the active market on which the individual securities are traded.

2. Summary of Significant Accounting Policies (continued)

Fair Value Measurements (continued)

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

In general, investments are exposed to various risks, such as interest rate, credit and overall market volatility risk. Due to the level of risk associated with certain investments, it is reasonably possible that changes in the values of the investments will occur in the near term and that such changes could materially affect the investment balances and the amounts reported in the balance sheets.

3. Investments

Nationwide Financial Services, Inc., Custodian of the Plan, held the Plan's investments and executed transactions therein with respect to the individually directed participant's elective contributions.

The fair market values of individual assets that represent 5% or more of the Plan's net assets as of December 31, 2011 and 2010 are as follows:

	2011	2010
Nationwide Destination 2020 R2	$ 91,570	$ 77,533
Nationwide Destination 2025 R2	17,106	11,999
Nationwide Destination 2030 R2	-	12,463
Nationwide Destination 2040 R2	14,982	12,700
Nationwide Money Market Fund Prime	57,618	43,927

During 2011, the Plan's mutual funds (including gains and losses on investments bought and sold, as well as held during the year) depreciated in value by $16,027.

The following tables present the Plan's fair value hierarchy for those assets measured at fair value on a recurring basis as of December 31, 2011 and 2010:

December 31, 2011	Total	Level 1	Level 2	Level 3
Investments:				
Money Market	$ 57,618	$ -	$ 57,618	$ -
Mutual Funds	197,583	197,583	-	-
Total	$ 255,201	$ 197,583	$ 57,618	$ -

December 31, 2010	Total	Level 1	Level 2	Level 3
Investments:				
Money Market	$ 43,927	$ -	$ 43,927	$ -
Mutual Funds	172,098	172,098	-	-
Total	$ 216,025	$ 172,098	$ 43,927	$ -

4. Plan Termination

Although it has not expressed any intent to do so, the Company has the right under the Plan to terminate the Plan subject to the provisions of ERISA. Upon termination, participants may elect to receive a lump-sum amount equal to the vested value of his or her account. Terminated employees' contributions, as well as vested employer contributions, are available for distribution as soon as is administratively possible after the receipt of the distribution request.

5. Tax Status

The Plan is a part of a Defined Contribution Prototype Plan of CBIZ Benefits & Insurance Services of MD. The Plan has not obtained a separate determination letter; however, the Plan administrator is not aware of any course of action or series of events which might adversely affect the Plan's qualified status.

No provision for income taxes has been included in the Plan's financial statements. Interest and penalties are included in income tax expense for the year ended December 31, 2011, there were no interest or penalties related to income tax positions. Management does not believe there are material uncertainties related to unrecognized tax benefits that would require disclosures in the financial statements. The Company is no longer subject to examination by federal tax authorities for the year prior to 2008 and by state tax authorities for years prior to 2007.

6. Information Prepared and Certified by Custodian

Pursuant to 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA, certain information herein has not been audited by the Plan's independent accountants but has been certified as complete and accurate by the Custodian including:

Investments as shown in the statement of net assets available for benefits as of December 31, 2011 and 2010.

Investment income as shown in the statement of changes in net assets available for benefits for the year ended December 31, 2011.

Net appreciation in fair value of investments for the year ended December 31, 2011.

Information included in the schedule of assets held for investment purposes as of December 31, 2011.

7. Risks and Uncertainties

The Plan provides for various investment options in mutual funds. Investments, in general, are exposed to various risks, such as interest rate, credit, and overall market volatility risk. Due to the level of risk associated with certain investments, it is reasonably possible that changes in the values of investments 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.

8. Delinquent Participant Contributions

During 2011 the Company failed to timely remit certain employee contributions to the Plan in the amount of $8,181. As of the date of these financial statements, no lost earnings on these untimely deposits have been remitted to the Plan. All late remittances have been included in the accompanying Supplemental Schedule of Delinquent Participant Contributions.

9. Reconciliation of Financial Statements to Schedule H of Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements at December 31, 2011 and 2010 to Schedule H of Form 5500:

As of and for the year ended December 31:	2011	2010
Net assets available for Plan benefits per the financial statements	$ 256,364	$ 212,013
Amounts payable at the end of the year recorded on the financial statements	-	4,012
Net assets available for benefits per Schedule H to the Form 5500	$ 256,364	$ 216,025

The following is a reconciliation of the increase in net assets available for Plan benefits for the year ended December 31, 2011 per the financial statements to net income per Schedule H of Form 5500:

Increase in net assets available for plan benefits per the financial statements for the year ended December 31, 2011	$ 44,351
Difference in the recording of end of year accounts payable	(4,012)
Net income per Schedule H of Form 5500:	$ 40,339

10. Subsequent Events

The Plan has evaluated subsequent events for the period from December 31, 2011, the date of these financial statements, through July 2, 2012. There were no events or transactions occurring during this subsequent event reporting period that require recognition or disclosure in the financial statements. With respect to this disclosure, the Plan has not evaluated subsequent events occurring after July 2, 2012.

K G Petroleum, LLC 401(k) Profit Sharing Plan
SCHEDULE H LINE 4A - SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS
EIN: 36-4513700
Attachment to Form 5500
Plan No. 001
December 31, 2011

	Participant Contributions Transferred Late to Plan	Total that Constitute Nonexempt Prohibited Transactions			Total Fully Corrected Under VFCP and PTE 2002-51
		Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction In VFCP	
2011	$ 8,181	$ -	$ 8,181	$ -	$ -
2010	$ -	$ -	$ -	$ -	$ -
2009	$ 110	$ 110	$ -	$ -	$ -

The accompanying notes are an integral part of the financial statements.

Schedule H/I, Line 4a
Schedule of Late Participant Contributions

Name of Plan:

► K & G Petroleum, LLC 401(k) Profit Sharing Plan

Employer Identification No.: ► 36-4513700

Plan year (beginning/ending):► 01/01/2011-12/31/2011 Plan number:► 1

(a) Late Contributions	**(b)** Late Contributions not Corrected	**(c)** Correction outside VFCP	**(d)** Correction using VFCP	Pending Correction in VFCP	**(f)** Total Corrected
8291	8291	0	0	0	0

K G Petroleum, LLC 401(k) Profit Sharing Plan
SCHEDULE H, LINE 4I - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
EIN: 36-4513700
Plan No. 001
December 31, 2011

(a)	(b) Identity of Issuer, 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
	Alger Capital Appreciation Instl I	Pooled Separate Account	(1)	$ 12,436
	Invesco Mid Cap Core Equity A	Pooled Separate Account	(1)	1,559
	Columbia Mid Cap Value Opportunity A	Pooled Separate Account	(1)	1,228
	American Funds Growth Fund of America R3	Pooled Separate Account	(1)	4,208
	BlackRock GNMA Inv A	Pooled Separate Account	(1)	706
	WFA Disciplined U.S. Core Fund	Pooled Separate Account	(1)	2,432
	Fidelity Advisor Services I, FID	Pooled Separate Account	(1)	57
	BlackRock EQ Dividend A	Pooled Separate Account	(1)	4,554
	MFS Value A	Pooled Separate Account	(1)	322
	MFS International Diversification A	Pooled Separate Account	(1)	4,529
*	Nationwide Destination 2010 R2	Pooled Separate Account	(1)	9,132
*	Nationwide Destination 2020 R2	Pooled Separate Account	(1)	91,570
*	Nationwide Destination 2025 R2	Pooled Separate Account	(1)	17,106
*	Nationwide Destination 2030 R2	Pooled Separate Account	(1)	7,958
*	Nationwide Destination 2035 R2	Pooled Separate Account	(1)	8,700
*	Nationwide Destination 2040 R2	Pooled Separate Account	(1)	14,982
*	Nationwide Destination 2045 R2	Pooled Separate Account	(1)	3,990
*	Nationwide Money Market Fund Prime	Pooled Separate Account	(1)	57,618
	PIMCO Total Return A	Pooled Separate Account	(1)	969
	Prudential Jennison Mid Cap Growth A	Pooled Separate Account	(1)	340
	Pioneer Global High Yield A	Pooled Separate Account	(1)	2,577
	Oppenheimer Global A	Pooled Separate Account	(1)	1,458
	Oppenheimer International Bond A	Pooled Separate Account	(1)	1,596
	Oppenheimer Main Street Small & Mid Cap A	Pooled Separate Account	(1)	332
	Allianz NFJ Small Cap Value A	Pooled Separate Account	(1)	4,842
	Total			$ 255,201

(1) The cost of participant-directed investments is not required to be disclosed
* Indicates party-in-interest