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. . . . . ▶ [X]

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
TPC GROUP RETIREMENT SAVINGS PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 06/01/1985

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

TPC GROUP LLC

5151 SAN FELIPE
SUITE 800
HOUSTON, TX 77056

5151 SAN FELIPE
SUITE 800
HOUSTON, TX 77056

2b Employer Identification Number (EIN)
74-1778313

2c Sponsor's telephone number
713-475-5286

2d Business code (see instructions)
324110

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.	09/25/2012	RYAN BLACKLOCK
	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")
TPC GROUP LLC

5151 SAN FELIPE
SUITE 800
HOUSTON, TX 77056

3b Administrator's EIN
74-1778313

3c Administrator's telephone number
713-475-5286

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**	593
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**	547
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	104
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	651
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	1
f	Total. Add lines **6d** and **6e**	**6f**	652
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	611
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 2S 2T

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

9a Plan funding arrangement (check all that apply)

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

9b Plan benefit arrangement (check all that apply)

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

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

a Pension Schedules

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

b General Schedules

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

SCHEDULE C (Form 5500)	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
TPC GROUP RETIREMENT SAVINGS PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
TPC GROUP LLC

D Employer Identification Number (EIN)
74-1778313

Part I Service Provider Information (see instructions)

You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions).. . . . . [X] Yes [ ] No

b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

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

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

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

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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)

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(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?
64 37 65 60	RECORDKEEPER	14343	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] No [ ]

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

STRATEGIC ADVISORS, INC.

04-2654524

(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?
27	ADVISOR	7909	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
ALLNZ NFJ DIV VAL AD - BOSTON FINAN 330 W. 9TH STREET KANSAS CITY, MO 66160 52-2269240	0.35%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
COL/ACORN SELECT Z - COLUMBIA MGT I PO BOX 8081 BOSTON, MA 02266	0.40%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
DAVIS NY VENTURE A - BOSTON FINANCI 330 W. 9TH STREET KANSAS CITY, MO 66160	0.40%

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
FKLN GOLD&PRC MTL A - FRANKLIN TEMP 94-3167260	0.40%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
MANAGERS BOND FUND - PNC GLOBAL INV 4400 COMPUTER DRIVE WESTBOROUGH, MA 01581	0.40%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
PIMCO TOT RETURN ADM - BOSTON FINAN 330 W. 9TH STREET KANSAS CITY, MO 66160	0.26%

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
ROYCE VALUE PLUS SER - BOSTON FINAN P.O. BOX 8480 BOSTON, MA 02266	0.45%

(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

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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
TPC GROUP RETIREMENT SAVINGS PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
TPC GROUP LLC

D Employer Identification Number (EIN)
74-1778313

Part I Asset and Liability Statement

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	9790385	11579471
(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)	1826848	2102577
(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)	40898882	40057044
(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	52516115	53739092
Liabilities			
g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	52516115	53739092

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)	3285256	
(B) Participants	2a(1)(B)	4285181	
(C) Others (including rollovers)	2a(1)(C)	278435	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		7848872
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	39037	
(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)	108922	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		147959
(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)	981722	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		981722
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		-3188600
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		5789953
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	4521804	
(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)		4521804
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		22094
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)	7909	
(4) Other	2i(4)	15169	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		23078
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		4566976
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		1222977
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: MFR, PC (2) EIN: 76-0236814

d The opinion of an independent qualified public accountant is **not attached** because:

(1) [ ] This form is filed for a CCT, PSA, or MTIA. (2) [ ] It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete 4j and 4l. MTIAs also do not complete 4l.

During the plan year:

		Yes	No	Amount
a	Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.) **4a**		X	
b	Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.) **4b**		X	
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.) **4c**		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.) **4d**		X	
e	Was this plan covered by a fidelity bond? **4e**	X		5000000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty? **4f**		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser? **4g**		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser? **4h**		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.) **4i**	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.) **4j**		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC? **4k**		X	
l	Has the plan failed to provide any benefit when due under the plan? **4l**		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.) **4m**		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3. **4n**		X	

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
TPC GROUP RETIREMENT SAVINGS PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
TPC GROUP LLC

D Employer Identification Number (EIN)
74-1778313

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): 04-6568107

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):

TPC GROUP RETIREMENT SAVINGS PLAN

Financial Statements and
Supplemental Schedule

December 31, 2011 and 2010
(With Independent Auditors' Report Thereon)

TPC GROUP RETIREMENT SAVINGS PLAN

Table of Contents

	Page
Independent Auditors' Report	1
Financial Statements:	
Statements of Net Assets Available for Benefits - December 31, 2011 and 2010	2
Statement of Changes in Net Assets Available for Benefits - Year Ended December 31, 2011	3
Notes to Financial Statements	4
Supplemental Schedule - Schedule H, Line 4(i) - Schedule of Assets (Held at End of Year) - December 31, 2011	12

The following schedules required by the Department of Labor's Rules and Regulations are omitted because of the absence of conditions under which they are required:

Schedule G, Part I - Schedule of Loans or Fixed Income Obligations in Default or Classified as Uncollectible

Schedule G, Part II - Schedule of Leases in Default or Classified as Uncollectible

Schedule G, Part III - Nonexempt Transactions

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

Schedule H, Line 4(i) - Schedule of Assets (Acquired and Disposed of Within the Plan Year)

Schedule H, Line 4(j) - Schedule of Reportable Transactions

Accountants & Consultants

INDEPENDENT AUDITORS' REPORT

To the Participants and Plan Administrator of
TPC Group Retirement Savings Plan:

We were engaged to audit the financial statements and supplemental schedule of the TPC Group Retirement Savings 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 schedule are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in note 7, which was certified by Fidelity Management Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedule. We have been informed by the Plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained certifications from the trustee, as of December 31, 2011 and 2010, and for the year ended December 31, 2011, that the information provided to the Plan administrator by the trustee is complete and accurate.

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

MFR, P.C.

September 19, 2012

One Riverway, Suite 1200 Houston, TX 77056 USA • 713-622-1120 (tel) • 713-961-0625 (fax) • www.mfrpc.com
Member of the American Institute of Certified Public Accountants

TPC GROUP RETIREMENT SAVINGS PLAN

Statements of Net Assets Available for Benefits
December 31, 2011 and 2010

Assets	2011	2010
Investments, at fair value	$ 51,636,515	50,689,267
Receivables:		
Employer contributions receivable	344,735	271,152
Participant contributions receivable	88,740	
Notes receivable from participants	2,102,577	1,826,848
Total receivables	2,536,052	2,098,000
Assets and net assets available for benefits	$ 54,172,567	52,787,267

See accompanying notes to financial statements.

TPC GROUP RETIREMENT SAVINGS PLAN

Statement of Changes in Net Assets Available for Benefits
Year Ended December 31, 2011

Additions (reductions) to net assets:	
Employer contributions	$ 3,358,839
Participant contributions	4,373,921
Rollover contributions	278,435
Net depreciation in fair value of mutual funds	(3,188,599)
Investment income	1,020,758
Interest income on notes receivable from participants	108,922
Total additions to net assets, net	5,952,276
Deductions from net assets:	
Distributions to participants	4,521,804
Deemed distributions	22,094
Administrative fees	23,078
Total deductions from net assets	4,566,976
Net increase in net assets available for benefits	1,385,300
Net assets available for benefits:	
Beginning of year	52,787,267
End of year	$ 54,172,567

See accompanying notes to financial statements.

1. Description of the Plan

General

The Texas Petrochemicals Corporation Profit Sharing Plan and Trust was established in 1985 for substantially all employees of Texas Petrochemicals LP (formerly Texas Petrochemicals Corporation). Effective July 1, 2001, the Texas Petrochemicals Corporation Profit Sharing Plan and Trust changed its name to the Texas Petrochemicals LP Profit Sharing Plan. Effective November 1, 2004, the Texas Petrochemical LP Profit Sharing Plan changed its name to the Texas Petrochemicals LP Retirement Plan. Effective February 1, 2008, the Texas Petrochemical LP Profit Sharing Plan changed its name to Texas Petrochemicals Retirement Savings Plan. Effective January 24, 2010, the sponsor changed from Texas Petrochemicals LP to TPC Group LLC (Employer or Sponsor). Effective April 15, 2010, the Texas Petrochemicals Retirement Savings Plan changed its name to TPC Group Retirement Saving Plan (the Plan).

The capitalized words and phrases used in the following subsections of this note shall have the meanings as set forth in the Plan agreement as amended February 1, 2008, unless otherwise noted. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

More complete information regarding the Plan may be found in the Plan agreement. The Plan is a defined contribution plan and is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Eligibility

Eligible employee is defined as each employee other than (a) an employee whose terms and conditions of employment are governed by a memorandum or collective bargaining agreement unless such agreement provides for his coverage under the Plan, (b) a nonresident alien who receives no earned income from the Company that constitutes income from sources within the United States, (c) a leased employee, (d) an individual who is deemed to be an employee pursuant to Treasury regulations issued under section 414(o) of the Internal Revenue Code (Code), (e) an employee who has waived participation in the Plan through any means, including but not limited to an employee whose employment is governed by a written agreement with the Company that provides that the employee is not eligible to participate in the Plan, (f) any employee who is a cooperative education student, and (g) independent contractors. Eligible employees are able to begin participating in the Plan on the first day of the first month following their date of employment.

Contributions

Participants in the Plan may generally designate, as a before-tax payroll deduction, a percentage of their basic compensation of at least 1% but not more than 25%, to be deposited in individual participant accounts as basic contributions, subject to dollar limitations contained in section 401(g) of the Code. Effective February 1, 2008, an auto-enrollment feature was added whereby an Eligible Employee who is initially employed on or after February 1, 2008 shall automatically be enrolled with a deferral amount of 3% of Compensation as Before-Tax Contributions as described in the Plan agreement. Participants who are or will attain age 50 years old or older before the close of the Plan's year, are eligible to make a catch-up contribution in accordance with section 414(v) of the Code, with such catch-up contributions being subject to the Company's matching contribution. Rollover contributions, consisting of before-tax contributions and earnings, are also accepted by the Plan on behalf of participants from other plans qualified under Section 401(a) of the Code.

Continued

Each month, the Company will contribute Employer matching contributions. The Employer Matching Contribution for employees not represented by collective bargaining units is 100% of the first 5% of Before-Tax Contributions, not to exceed 5% of such participant's compensation, as defined in the Plan agreement, for that month. The Employer Matching Contribution for employees represented by a collective bargaining unit is 100% of the first 7% of Before-Tax Contributions. The Company used $59,166 and $63,933 in forfeitures and settlement account amounts, respectively, to fund Employer matching contributions for the year ended December 31, 2011.

In addition to the Employer matching contribution, the Company may contribute to the Plan, as Employer discretionary contributions, a percentage (if any) of each eligible participant's compensation during each quarter, as determined by the Compensation Committee of the Company. Employees represented by a collective bargaining unit are not eligible for Employer discretionary contributions. For the year ended December 31, 2011, the Company made discretionary contributions of $1,186,858.

Participant accounts

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

Vesting

A participant shall have a 100% vested interest in his voluntary contributions plus actual earnings thereon as well as amounts rolled over from other qualified plans. Each participant who performs an hour of service for the Employer on or after October 15, 2005 shall have a 100% vested interest in his entire account balance under the Plan. Each participant who is an employee as of the date a Change of Control (as defined in the Company's 2003 Employee Severance Plan) occurs shall have a 100% vested interest in his entire account balance under the Plan. If a participant has not performed an hour of service for the Employer on or after October 15, 2005 or if the Change of Control does not apply, vesting in the Company matching and discretionary contributions plus actual earnings is as follows:

Years of Service	Vested Percentage
1	20%
2	40%
3	60%
4	80%
5 or more	100%

Forfeitures

Forfeiture of part or all of the Company's contributions may occur if a participant terminated employment or withdraws contributions prior to the full vesting period. At December 31, 2011 and 2010, forfeited non-vested accounts totaled $13,534 and $72,641, respectively. Forfeited amounts may be applied to the payment of administrative expenses of the Plan or used to reduce Employer contributions, depending on the nature of the forfeiture. For the year ended December 31, 2011, forfeitures used to reduce Employer contributions totaled $59,166.

Continued

Benefit payments

Effective February 1, 2008, benefits are payable from participant account balances, subject to certain restrictions, upon termination of employment, retirement, reaching the age of 65, or by incurring a death, disability or financial hardship, as defined in the Plan agreement. Benefit payments are in the form of lump-sum payments. Prior to February 1, 2008, benefits were payable from participant account balances, upon reaching the age of $59^{1/2}$.

Notes receivable from participants

The Plan agreement provides for loans to participants. The loans are limited to the lesser of 50% of the individual participant's vested account or $50,000, and accrue interest generally at the prime rate at date of origination. The term of the loan may not exceed five years, with the exception of mortgage loans which may be ten years. Principal and interest is paid ratably through payroll deductions. At December 31, 2011 and 2010, interest rates ranged from 5.25% to 8.25%.

Administrative expenses

In accordance with the Plan agreement, administrative expenses incurred by the Plan may be paid from the Plan assets.

2. **Summary of Significant Accounting Policies**

Basis of accounting

The accompanying financial statements of the Plan have been prepared using the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America.

Recent accounting pronouncements

In May 2011, the Financial Accounting Standards Board (FASB) issued Accounting Standard Update (ASU) No. 2011-04, *Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRS.* The new standard results in a consistent definition of fair value and common requirements for measurement of and disclosure about fair value between accounting principles generally accepted in the United States of America and International Financial Reporting Standards. ASU No. 2011-04 is effective for annual periods beginning on or after December 15, 2011, with early adoption prohibited. Based on an initial evaluation, a material impact to the net assets available for benefits is not expected as a result of this change.

In January 2010, the FASB released ASU No. 2010-06 that requires new fair value measurement classification disclosures and clarifies existing disclosures. The ASU requires disclosures about transfers into and out of Levels 1 and 2 of the fair value hierarchy, and separate disclosures about purchases, sales, issuances and settlements relating to Level 3 measurements. It also clarifies the existing fair value disclosures regarding valuation techniques, inputs used in those valuation models and at what level of detail fair value disclosures should be provided. ASU No. 2010-06 was effective for interim and annual reporting periods beginning after December 15, 2009, except for the disaggregation of the Level 3 activity, which is effective for interim and annual periods beginning after December 15, 2010. The Plan's disclosures reflect the adoption of this ASU.

Continued

Investment valuation and income recognition

The Plan's investments consist of mutual funds which are stated at fair value.

Purchases and sales of securities are reflected on a trade date basis. Interest income is recorded on an accrual basis. The Plan presents in the statement of changes in net assets available for benefits, the net appreciation in the fair value of its mutual funds which consists of the realized gains or losses and the unrealized appreciation (depreciation) on those investments.

Notes receivable from participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent participant notes are reclassified as distributions based upon the terms of the Plan document.

Concentrations of risk

Financial instruments which potentially subject the Plan to concentration of credit risk consist primarily of the Plan's investment portfolio, the details of which are described in the financial statements. Such credit risk is considered by the Plan administrator to be limited due to the financial stability of the institution and diversity of investments. The Plan does not require collateral with respect to its investments. The Plan provides for investment in various investment options. Investment securities, in general, are exposed to various risks, such as interest rate, credit and overall market volatility 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 statements of net assets available for benefits.

Payment of benefits

Benefits are recorded when paid.

Use of estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of net assets available for benefits and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of changes in net assets available for benefits during the reporting period. Accordingly, actual results could differ from the estimates.

Date of management's review

Management has evaluated subsequent events through September 19, 2012, the date which the financial statements were available to be issued. Management has determined that no subsequent events require disclosure in these financial statements.

Continued

3. **Fair Value Measurements**

As required by the Fair Value Measurements and Disclosures Topic of the Financial Accounting Standards Board (FASB) Accounting Standard Codification (ASC) 820, the Plan utilizes observable market data when available, or models that utilize observable market data to estimate fair value. In addition to market information, the Plan incorporates transaction-specific details that, in management's judgment, market participants would utilize in a fair value measurement.

FASB ASC 820 defines fair value as 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 measure date (exit price). FASB ASC 820 characterizes inputs used in determining fair value using a hierarchy that prioritizes inputs depending on the degree to which they are observable. The three levels of fair value hierarchy are as follows:

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; and
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

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

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

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

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

Mutual funds: Investments in mutual funds are recorded at the underlying net asset value per unit, which approximates fair value based on the publicly quoted market price of these funds.

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 management believes the 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.

Continued

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

December 31, 2011	Total	Level 1	Level 2	Level 3
Mutual funds:				
Growth funds	$ 14,839,557	14,839,557		
Money market funds	11,579,471	11,579,471		
Bond funds	6,288,558	6,288,558		
International funds	4,485,126	4,485,126		
Blended funds	4,386,251	4,386,251		
Capital appreciation funds	4,014,870	4,014,870		
Value funds	3,541,102	3,541,102		
Index funds	2,501,580	2,501,580		
Total	$ 51,636,515	51,636,515	-	-

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

December 31, 2010	Total	Level 1	Level 2	Level 3
Mutual funds:				
Growth funds	$ 3,070,585	3,070,585		
Money market funds	9,790,385	9,790,385		
Bond funds	5,144,492	5,144,492		
International funds	5,571,784	5,571,784		
Blended funds	16,618,197	16,618,197		
Capital appreciation funds	4,777,146	4,777,146		
Value funds	3,611,133	3,611,133		
Index funds	2,105,545	2,105,545		
Total	$ 50,689,267	50,689,267	-	-

4. **Plan Termination**

Although it has not expressed any intent to do so, the Sponsor has the right under the Plan to discontinue contributions and to terminate the Plan at any time subject to the provisions of ERISA. In the event of Plan termination, the participants will become fully vested in their account balances.

5. **Tax Status**

The Plan as amended and restated effective February 1, 2008, received a determination letter from the Internal Revenue Service (IRS) dated April 7, 2011, stating that the amended and restated Plan remains qualified under the Code. The Plan has been amended since receiving the determination letter. However, the Plan administrator and the Plan's tax counsel believe that the Plan is currently designed and being operated in compliance with the applicable requirements of the Code. Therefore, they believe that the Plan was qualified and the related trust was tax-exempt as of the financial statement date.

Continued

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

6. **Party-in-Interest Transactions**

The Plan invests in shares of mutual fund accounts managed by Fidelity Investments, an affiliate company of the Plan's trustee. Therefore, these transactions qualify as party-in-interest transactions as defined by ERISA. Any transactions involving these investments are at fair market value, as outlined in note 2. Consequently, such transactions are permitted under the provisions of the Plan and are exempt from the prohibition of party-in-interest transactions under ERISA.

7. **Information Certified by Trustee (Unaudited)**

The Plan administrator has elected the method of annual reporting compliance 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. Accordingly, Fidelity Management Trust Company has certified that the following data included in the accompanying financial statements and supplemental schedule is complete and accurate.

- Investments and notes receivable from participants, as shown in the statements of net assets available for benefits and notes to the financial statements.
- Dividend, interest income, interest on notes receivable from participants, and net depreciation in fair value of mutual funds, as shown in the statement of changes in net assets available for benefits.
- All information included in the schedule of assets (held at end of year), as shown in the supplemental schedule.

8. **Investments**

The fair value of individual investments that represented 5% or more of the Plan's net assets available for benefits as of December 31 were as follows:

	2011	2010
Fidelity Retirement Money Market Fund	$ 11,579,471	9,790,385
Fidelity International Discovery Fund	4,485,126	5,571,784
Fidelity Freedom 2020 Fund	3,509,700	3,030,495
Managers Bond Fund	3,104,703	*
Fidelity Leveraged Company Stock Fund	*	3,215,719
Fidelity Capital Appreciation Fund	*	2,716,785

* Did not meet the 5% threshold at the end of the year.

Continued

During 2011, the Plan's investments, wholly consisting of mutual funds, (including gains and losses on investments bought and sold, as well as held during the year) depreciated in value by $3,188,599.

9. **Reconciliation of Financial Statements to the Form 5500**

The following is a reconciliation of net assets available for benefits per the financial statements at December 31 to the Form 5500:

	2011	2010
Net assets available for benefits per the financial statements	$ 54,172,567	52,787,267
Less: contributions receivable	(433,475)	(271,152)
Net assets available for benefits per the Form 5500	$ 53,739,092	52,516,115

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

Net increase in net assets available for benefits per the financial statements	$ 1,385,300
Current year contributions receivable	(433,475)
Prior year contributions receivable	271,152
Net increase in net assets available for benefits per the Form 5500	$ 1,222,977

Supplemental Schedule H, Line 4(i)
Plan Sponsor No. 74-1778313
Plan No. 001

TPC GROUP RETIREMENT SAVINGS PLAN

Schedule of Assets (Held at End of Year)
Year Ended December 31, 2011

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(e) Current Value
*	Fidelity Retirement Money Market Fund	Mutual Fund	$ 11,579,471
*	Fidelity International Discovery Fund	Mutual Fund	4,485,126
*	Fidelity Freedom 2020 Fund	Mutual Fund	3,509,700
	Managers Bond Fund	Mutual Fund	3,104,703
*	Fidelity Leveraged Company Stock Fund	Mutual Fund	2,565,668
*	Fidelity Capital Appreciation Fund	Mutual Fund	2,498,052
	Vanguard Total Bond Market Index Fund	Mutual Fund	2,307,692
	Allianz NFJ Dividend Value Fund	Mutual Fund	2,081,874
	Davis New York Venture Fund A	Mutual Fund	1,820,583
*	Fidelity Freedom 2025 Fund	Mutual Fund	1,745,304
*	Fidelity Balanced Fund	Mutual Fund	1,692,609
	Royce Value Plus Fund Service Class	Mutual Fund	1,617,517
*	Spartan 500 Index Fund	Mutual Fund	1,556,617
	Columbia Acorn Select Fund Class Z	Mutual Fund	1,516,818
*	Fidelity Value Fund	Mutual Fund	1,459,228
*	Fidelity Freedom 2015 Fund	Mutual Fund	1,423,519
*	Fidelity Freedom 2030 Fund	Mutual Fund	1,012,874
*	Fidelity Freedom 2040 Fund	Mutual Fund	992,253
*	Spartan Extended Market Index Fund	Mutual Fund	944,963
	Franklin Gold and Precious Metals Fund	Mutual Fund	931,644
	PIMCO Total Return Administrative Shares	Mutual Fund	876,163
*	Fidelity Freedom 2035 Fund	Mutual Fund	677,507
*	Fidelity Freedom 2010 Fund	Mutual Fund	508,158
*	Fidelity Freedom 2045 Fund	Mutual Fund	398,448
*	Fidelity Freedom Income Fund	Mutual Fund	132,172
*	Fidelity Freedom 2050 Fund	Mutual Fund	97,774
*	Fidelity Freedom 2000 Fund	Mutual Fund	95,316
*	Fidelity Freedom 2005 Fund	Mutual Fund	4,762
*	Notes receivable from participants	Loans to participants at annual interest rates ranging from 5.25% to 8.25%, maturity up to 10 years	2,102,577
			$ 53,739,092

* Party-in-interest

Note: This schedule was prepared from information certified by the trustee, Fidelity Management Trust Company.

Form **5558**
(Rev. June 2011)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File Certain Employee Plan Returns

▶ **For Privacy Act and Paperwork Reduction Act Notice, see instructions.**

OMB No. 1545-0212

File With IRS Only

Part I Identification

A Name of filer, plan administrator, or plan sponsor (see instructions)
TPC Group LLC

Number, street, and room or suite no. (If a P.O. box, see instructions)
5151 San Felipe

City or town, state, and ZIP code
Houston, TX 77056

B **Filer's identifying number (see instructions)**
Employer identification number (EIN)
74-1778313

Social security number (SSN) (see instructions)

C	Plan name	Plan number	Plan year ending- MM	DD	YYYY
1	TPC Group Retirement Savings Plan	001	12	31	2011
2					
3					

Part II Extension of Time To File Form 5500 series, and/or Form 8955-SSA

1 I request an extension of time until 10 / 15 / 2012 to file Form 5500 series (see instructions).
Note. A signature IS NOT required if you are requesting an extension to file Form 5500 series.

2 I request an extension of time until 10 / 15 / 2012 to file Form 8955-SSA (see instructions).
Note. A signature IS required if you are requesting an extension to file Form 8955-SSA

The application **is automatically approved** to the date shown on line 1 and/or line 2 (above) if: **(a)** the Form 5558 is filed on or before the normal due date of Form 5500 series, and/or Form 8955-SSA for which this extension is requested, and **(b)** the date on line 1 and/or line 2 (above) is not later than the 15th day of the third month after the normal due date.

Part III Extension of Time To File Form 5330 *(see instructions)*

3 I request an extension of time until / / to file Form 5330.
You may be approved for up to a 6 month extension to file Form 5330, after the normal due date of Form 5330.

a Enter the Code section(s) imposing the tax . . . . . ▶ **a**

b Enter the payment amount attached . . . . . ▶ **b**

c For excise taxes under section 4980 or 4980F of the Code, enter the reversion/amendment date . . . . . ▶ **c**

4 **State in detail why you need the extension:**

Under penalties of perjury, I declare that to the best of my knowledge and belief, the statements made on this form are true, correct, and complete, and that I am authorized to prepare this application.

Signature ▶ **Date** ▶ 07/06/2012

TPC GROUP RETIREMENT SAVINGS PLAN

Financial Statements and
Supplemental Schedule

December 31, 2011 and 2010
(With Independent Auditors' Report Thereon)

TPC GROUP RETIREMENT SAVINGS PLAN

Table of Contents

	Page
Independent Auditors' Report	1
Financial Statements:	
Statements of Net Assets Available for Benefits - December 31, 2011 and 2010	2
Statement of Changes in Net Assets Available for Benefits - Year Ended December 31, 2011	3
Notes to Financial Statements	4
Supplemental Schedule - Schedule H, Line 4(i) - Schedule of Assets (Held at End of Year) - December 31, 2011	12

The following schedules required by the Department of Labor's Rules and Regulations are omitted because of the absence of conditions under which they are required:

Schedule G, Part I - Schedule of Loans or Fixed Income Obligations in Default or Classified as Uncollectible

Schedule G, Part II - Schedule of Leases in Default or Classified as Uncollectible

Schedule G, Part III - Nonexempt Transactions

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

Schedule H, Line 4(i) - Schedule of Assets (Acquired and Disposed of Within the Plan Year)

Schedule H, Line 4(j) - Schedule of Reportable Transactions

Accountants & Consultants

INDEPENDENT AUDITORS' REPORT

To the Participants and Plan Administrator of
TPC Group Retirement Savings Plan:

We were engaged to audit the financial statements and supplemental schedule of the TPC Group Retirement Savings 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 schedule are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in note 7, which was certified by Fidelity Management Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedule. We have been informed by the Plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained certifications from the trustee, as of December 31, 2011 and 2010, and for the year ended December 31, 2011, that the information provided to the Plan administrator by the trustee is complete and accurate.

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

MFR, P.C.

September 19, 2012

One Riverway, Suite 1200 Houston, TX 77056 USA • 713-622-1120 (tel) • 713-961-0625 (fax) • www.mfrpc.com
Member of the American Institute of Certified Public Accountants

TPC GROUP RETIREMENT SAVINGS PLAN

Statements of Net Assets Available for Benefits
December 31, 2011 and 2010

Assets	2011	2010
Investments, at fair value	$ 51,636,515	50,689,267
Receivables:		
Employer contributions receivable	344,735	271,152
Participant contributions receivable	88,740	
Notes receivable from participants	2,102,577	1,826,848
Total receivables	2,536,052	2,098,000
Assets and net assets available for benefits	$ 54,172,567	52,787,267

See accompanying notes to financial statements.

TPC GROUP RETIREMENT SAVINGS PLAN

Statement of Changes in Net Assets Available for Benefits
Year Ended December 31, 2011

Additions (reductions) to net assets:	
Employer contributions	$ 3,358,839
Participant contributions	4,373,921
Rollover contributions	278,435
Net depreciation in fair value of mutual funds	(3,188,599)
Investment income	1,020,758
Interest income on notes receivable from participants	108,922
Total additions to net assets, net	5,952,276
Deductions from net assets:	
Distributions to participants	4,521,804
Deemed distributions	22,094
Administrative fees	23,078
Total deductions from net assets	4,566,976
Net increase in net assets available for benefits	1,385,300
Net assets available for benefits:	
Beginning of year	52,787,267
End of year	$ 54,172,567

See accompanying notes to financial statements.

1. Description of the Plan

General

The Texas Petrochemicals Corporation Profit Sharing Plan and Trust was established in 1985 for substantially all employees of Texas Petrochemicals LP (formerly Texas Petrochemicals Corporation). Effective July 1, 2001, the Texas Petrochemicals Corporation Profit Sharing Plan and Trust changed its name to the Texas Petrochemicals LP Profit Sharing Plan. Effective November 1, 2004, the Texas Petrochemical LP Profit Sharing Plan changed its name to the Texas Petrochemicals LP Retirement Plan. Effective February 1, 2008, the Texas Petrochemical LP Profit Sharing Plan changed its name to Texas Petrochemicals Retirement Savings Plan. Effective January 24, 2010, the sponsor changed from Texas Petrochemicals LP to TPC Group LLC (Employer or Sponsor). Effective April 15, 2010, the Texas Petrochemicals Retirement Savings Plan changed its name to TPC Group Retirement Saving Plan (the Plan).

The capitalized words and phrases used in the following subsections of this note shall have the meanings as set forth in the Plan agreement as amended February 1, 2008, unless otherwise noted. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

More complete information regarding the Plan may be found in the Plan agreement. The Plan is a defined contribution plan and is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Eligibility

Eligible employee is defined as each employee other than (a) an employee whose terms and conditions of employment are governed by a memorandum or collective bargaining agreement unless such agreement provides for his coverage under the Plan, (b) a nonresident alien who receives no earned income from the Company that constitutes income from sources within the United States, (c) a leased employee, (d) an individual who is deemed to be an employee pursuant to Treasury regulations issued under section 414(o) of the Internal Revenue Code (Code), (e) an employee who has waived participation in the Plan through any means, including but not limited to an employee whose employment is governed by a written agreement with the Company that provides that the employee is not eligible to participate in the Plan, (f) any employee who is a cooperative education student, and (g) independent contractors. Eligible employees are able to begin participating in the Plan on the first day of the first month following their date of employment.

Contributions

Participants in the Plan may generally designate, as a before-tax payroll deduction, a percentage of their basic compensation of at least 1% but not more than 25%, to be deposited in individual participant accounts as basic contributions, subject to dollar limitations contained in section 401(g) of the Code. Effective February 1, 2008, an auto-enrollment feature was added whereby an Eligible Employee who is initially employed on or after February 1, 2008 shall automatically be enrolled with a deferral amount of 3% of Compensation as Before-Tax Contributions as described in the Plan agreement. Participants who are or will attain age 50 years old or older before the close of the Plan's year, are eligible to make a catch-up contribution in accordance with section 414(v) of the Code, with such catch-up contributions being subject to the Company's matching contribution. Rollover contributions, consisting of before-tax contributions and earnings, are also accepted by the Plan on behalf of participants from other plans qualified under Section 401(a) of the Code.

Continued

Each month, the Company will contribute Employer matching contributions. The Employer Matching Contribution for employees not represented by collective bargaining units is 100% of the first 5% of Before-Tax Contributions, not to exceed 5% of such participant's compensation, as defined in the Plan agreement, for that month. The Employer Matching Contribution for employees represented by a collective bargaining unit is 100% of the first 7% of Before-Tax Contributions. The Company used $59,166 and $63,933 in forfeitures and settlement account amounts, respectively, to fund Employer matching contributions for the year ended December 31, 2011.

In addition to the Employer matching contribution, the Company may contribute to the Plan, as Employer discretionary contributions, a percentage (if any) of each eligible participant's compensation during each quarter, as determined by the Compensation Committee of the Company. Employees represented by a collective bargaining unit are not eligible for Employer discretionary contributions. For the year ended December 31, 2011, the Company made discretionary contributions of $1,186,858.

Participant accounts

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

Vesting

A participant shall have a 100% vested interest in his voluntary contributions plus actual earnings thereon as well as amounts rolled over from other qualified plans. Each participant who performs an hour of service for the Employer on or after October 15, 2005 shall have a 100% vested interest in his entire account balance under the Plan. Each participant who is an employee as of the date a Change of Control (as defined in the Company's 2003 Employee Severance Plan) occurs shall have a 100% vested interest in his entire account balance under the Plan. If a participant has not performed an hour of service for the Employer on or after October 15, 2005 or if the Change of Control does not apply, vesting in the Company matching and discretionary contributions plus actual earnings is as follows:

Years of Service	Vested Percentage
1	20%
2	40%
3	60%
4	80%
5 or more	100%

Forfeitures

Forfeiture of part or all of the Company's contributions may occur if a participant terminated employment or withdraws contributions prior to the full vesting period. At December 31, 2011 and 2010, forfeited non-vested accounts totaled $13,534 and $72,641, respectively. Forfeited amounts may be applied to the payment of administrative expenses of the Plan or used to reduce Employer contributions, depending on the nature of the forfeiture. For the year ended December 31, 2011, forfeitures used to reduce Employer contributions totaled $59,166.

Continued

Benefit payments

Effective February 1, 2008, benefits are payable from participant account balances, subject to certain restrictions, upon termination of employment, retirement, reaching the age of 65, or by incurring a death, disability or financial hardship, as defined in the Plan agreement. Benefit payments are in the form of lump-sum payments. Prior to February 1, 2008, benefits were payable from participant account balances, upon reaching the age of $59^{1/2}$.

Notes receivable from participants

The Plan agreement provides for loans to participants. The loans are limited to the lesser of 50% of the individual participant's vested account or $50,000, and accrue interest generally at the prime rate at date of origination. The term of the loan may not exceed five years, with the exception of mortgage loans which may be ten years. Principal and interest is paid ratably through payroll deductions. At December 31, 2011 and 2010, interest rates ranged from 5.25% to 8.25%.

Administrative expenses

In accordance with the Plan agreement, administrative expenses incurred by the Plan may be paid from the Plan assets.

2. **Summary of Significant Accounting Policies**

Basis of accounting

The accompanying financial statements of the Plan have been prepared using the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America.

Recent accounting pronouncements

In May 2011, the Financial Accounting Standards Board (FASB) issued Accounting Standard Update (ASU) No. 2011-04, *Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRS.* The new standard results in a consistent definition of fair value and common requirements for measurement of and disclosure about fair value between accounting principles generally accepted in the United States of America and International Financial Reporting Standards. ASU No. 2011-04 is effective for annual periods beginning on or after December 15, 2011, with early adoption prohibited. Based on an initial evaluation, a material impact to the net assets available for benefits is not expected as a result of this change.

In January 2010, the FASB released ASU No. 2010-06 that requires new fair value measurement classification disclosures and clarifies existing disclosures. The ASU requires disclosures about transfers into and out of Levels 1 and 2 of the fair value hierarchy, and separate disclosures about purchases, sales, issuances and settlements relating to Level 3 measurements. It also clarifies the existing fair value disclosures regarding valuation techniques, inputs used in those valuation models and at what level of detail fair value disclosures should be provided. ASU No. 2010-06 was effective for interim and annual reporting periods beginning after December 15, 2009, except for the disaggregation of the Level 3 activity, which is effective for interim and annual periods beginning after December 15, 2010. The Plan's disclosures reflect the adoption of this ASU.

Continued

Investment valuation and income recognition

The Plan's investments consist of mutual funds which are stated at fair value.

Purchases and sales of securities are reflected on a trade date basis. Interest income is recorded on an accrual basis. The Plan presents in the statement of changes in net assets available for benefits, the net appreciation in the fair value of its mutual funds which consists of the realized gains or losses and the unrealized appreciation (depreciation) on those investments.

Notes receivable from participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent participant notes are reclassified as distributions based upon the terms of the Plan document.

Concentrations of risk

Financial instruments which potentially subject the Plan to concentration of credit risk consist primarily of the Plan's investment portfolio, the details of which are described in the financial statements. Such credit risk is considered by the Plan administrator to be limited due to the financial stability of the institution and diversity of investments. The Plan does not require collateral with respect to its investments. The Plan provides for investment in various investment options. Investment securities, in general, are exposed to various risks, such as interest rate, credit and overall market volatility 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 statements of net assets available for benefits.

Payment of benefits

Benefits are recorded when paid.

Use of estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of net assets available for benefits and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of changes in net assets available for benefits during the reporting period. Accordingly, actual results could differ from the estimates.

Date of management's review

Management has evaluated subsequent events through September 19, 2012, the date which the financial statements were available to be issued. Management has determined that no subsequent events require disclosure in these financial statements.

Continued

3. **Fair Value Measurements**

As required by the Fair Value Measurements and Disclosures Topic of the Financial Accounting Standards Board (FASB) Accounting Standard Codification (ASC) 820, the Plan utilizes observable market data when available, or models that utilize observable market data to estimate fair value. In addition to market information, the Plan incorporates transaction-specific details that, in management's judgment, market participants would utilize in a fair value measurement.

FASB ASC 820 defines fair value as 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 measure date (exit price). FASB ASC 820 characterizes inputs used in determining fair value using a hierarchy that prioritizes inputs depending on the degree to which they are observable. The three levels of fair value hierarchy are as follows:

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; and
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

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

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

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

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

Mutual funds: Investments in mutual funds are recorded at the underlying net asset value per unit, which approximates fair value based on the publicly quoted market price of these funds.

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 management believes the 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.

Continued

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Growth funds	$ 14,839,557	14,839,557		
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The Plan as amended and restated effective February 1, 2008, received a determination letter from the Internal Revenue Service (IRS) dated April 7, 2011, stating that the amended and restated Plan remains qualified under the Code. The Plan has been amended since receiving the determination letter. However, the Plan administrator and the Plan's tax counsel believe that the Plan is currently designed and being operated in compliance with the applicable requirements of the Code. Therefore, they believe that the Plan was qualified and the related trust was tax-exempt as of the financial statement date.

Continued

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

6. **Party-in-Interest Transactions**

The Plan invests in shares of mutual fund accounts managed by Fidelity Investments, an affiliate company of the Plan's trustee. Therefore, these transactions qualify as party-in-interest transactions as defined by ERISA. Any transactions involving these investments are at fair market value, as outlined in note 2. Consequently, such transactions are permitted under the provisions of the Plan and are exempt from the prohibition of party-in-interest transactions under ERISA.

7. **Information Certified by Trustee (Unaudited)**

The Plan administrator has elected the method of annual reporting compliance 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. Accordingly, Fidelity Management Trust Company has certified that the following data included in the accompanying financial statements and supplemental schedule is complete and accurate.

- Investments and notes receivable from participants, as shown in the statements of net assets available for benefits and notes to the financial statements.
- Dividend, interest income, interest on notes receivable from participants, and net depreciation in fair value of mutual funds, as shown in the statement of changes in net assets available for benefits.
- All information included in the schedule of assets (held at end of year), as shown in the supplemental schedule.

8. **Investments**

The fair value of individual investments that represented 5% or more of the Plan's net assets available for benefits as of December 31 were as follows:

	2011	2010
Fidelity Retirement Money Market Fund	$ 11,579,471	9,790,385
Fidelity International Discovery Fund	4,485,126	5,571,784
Fidelity Freedom 2020 Fund	3,509,700	3,030,495
Managers Bond Fund	3,104,703	*
Fidelity Leveraged Company Stock Fund	*	3,215,719
Fidelity Capital Appreciation Fund	*	2,716,785

* Did not meet the 5% threshold at the end of the year.

Continued

During 2011, the Plan's investments, wholly consisting of mutual funds, (including gains and losses on investments bought and sold, as well as held during the year) depreciated in value by $3,188,599.

9. **Reconciliation of Financial Statements to the Form 5500**

The following is a reconciliation of net assets available for benefits per the financial statements at December 31 to the Form 5500:

	2011	2010
Net assets available for benefits per the financial statements	$ 54,172,567	52,787,267
Less: contributions receivable	(433,475)	(271,152)
Net assets available for benefits per the Form 5500	$ 53,739,092	52,516,115

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

Net increase in net assets available for benefits per the financial statements	$ 1,385,300
Current year contributions receivable	(433,475)
Prior year contributions receivable	271,152
Net increase in net assets available for benefits per the Form 5500	$ 1,222,977

Supplemental Schedule H, Line 4(i)
Plan Sponsor No. 74-1778313
Plan No. 001

TPC GROUP RETIREMENT SAVINGS PLAN

Schedule of Assets (Held at End of Year)
Year Ended December 31, 2011

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(e) Current Value
*	Fidelity Retirement Money Market Fund	Mutual Fund	$ 11,579,471
*	Fidelity International Discovery Fund	Mutual Fund	4,485,126
*	Fidelity Freedom 2020 Fund	Mutual Fund	3,509,700
	Managers Bond Fund	Mutual Fund	3,104,703
*	Fidelity Leveraged Company Stock Fund	Mutual Fund	2,565,668
*	Fidelity Capital Appreciation Fund	Mutual Fund	2,498,052
	Vanguard Total Bond Market Index Fund	Mutual Fund	2,307,692
	Allianz NFJ Dividend Value Fund	Mutual Fund	2,081,874
	Davis New York Venture Fund A	Mutual Fund	1,820,583
*	Fidelity Freedom 2025 Fund	Mutual Fund	1,745,304
*	Fidelity Balanced Fund	Mutual Fund	1,692,609
	Royce Value Plus Fund Service Class	Mutual Fund	1,617,517
*	Spartan 500 Index Fund	Mutual Fund	1,556,617
	Columbia Acorn Select Fund Class Z	Mutual Fund	1,516,818
*	Fidelity Value Fund	Mutual Fund	1,459,228
*	Fidelity Freedom 2015 Fund	Mutual Fund	1,423,519
*	Fidelity Freedom 2030 Fund	Mutual Fund	1,012,874
*	Fidelity Freedom 2040 Fund	Mutual Fund	992,253
*	Spartan Extended Market Index Fund	Mutual Fund	944,963
	Franklin Gold and Precious Metals Fund	Mutual Fund	931,644
	PIMCO Total Return Administrative Shares	Mutual Fund	876,163
*	Fidelity Freedom 2035 Fund	Mutual Fund	677,507
*	Fidelity Freedom 2010 Fund	Mutual Fund	508,158
*	Fidelity Freedom 2045 Fund	Mutual Fund	398,448
*	Fidelity Freedom Income Fund	Mutual Fund	132,172
*	Fidelity Freedom 2050 Fund	Mutual Fund	97,774
*	Fidelity Freedom 2000 Fund	Mutual Fund	95,316
*	Fidelity Freedom 2005 Fund	Mutual Fund	4,762
*	Notes receivable from participants	Loans to participants at annual interest rates ranging from 5.25% to 8.25%, maturity up to 10 years	2,102,577
			$ 53,739,092

* Party-in-interest

Note: This schedule was prepared from information certified by the trustee, Fidelity Management Trust Company.