Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code).

▶ **Complete all entries in accordance with the instructions to the Form 5500.**

OMB Nos. 1210-0110
1210-0089

2011

This Form is Open to Public Inspection

Part I Annual Report Identification Information

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

A This return/report is for:
- [ ] a multiemployer plan;
- [ ] a multiple-employer plan; or
- [X] a single-employer plan;
- [ ] a DFE (specify) ____

B This return/report is:
- [ ] the first return/report;
- [ ] the final return/report;
- [ ] an amended return/report;
- [ ] a short plan year return/report (less than 12 months).

C If the plan is a collectively-bargained plan, check here. . . . . ▶ [ ]

D Check box if filing under:
- [X] Form 5558;
- [ ] automatic extension;
- [ ] the DFVC program;
- [ ] special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
G R BIRDWELL CONSTRUCTION LP 401K PROFIT SHARING PLAN

1b Three-digit plan number (PN) ▶ 002

1c Effective date of plan 04/01/1999

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

G R BIRDWELL CONSTRUCTION LP

P O BOX 690748
HOUSTON, TX 77269

9721 DERRINGTON
HOUSTON, TX 77064

2b Employer Identification Number (EIN)
74-1971206

2c Sponsor's telephone number
281-890-4981

2d Business code (see instructions)
237990

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.	09/27/2012	JOHN LYNCH
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	09/27/2012	JOHN LYNCH
	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")
G R BIRDWELL CONSTRUCTION LP

P O BOX 690748
HOUSTON, TX 77269

3b Administrator's EIN
74-1971206

3c Administrator's telephone number
281-890-4981

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**	160
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**	166
b	Retired or separated participants receiving benefits	**6b**	2
c	Other retired or separated participants entitled to future benefits	**6c**	22
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	190
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	190
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	104
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	1
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:
2E 2J 2K 3D

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

9a Plan funding arrangement (check all that apply)

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

9b Plan benefit arrangement (check all that apply)

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

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

a Pension Schedules

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

b General Schedules

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

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

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

A Name of plan
G R BIRDWELL CONSTRUCTION LP 401K PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
G R BIRDWELL CONSTRUCTION LP

D Employer Identification Number (EIN)
74-1971206

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

FIRST TEXAS ALLIANCE CORP.

74-1910566

(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)

GENWORTH FINANCIAL WEALTH MGMT, INC

86-0770473

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
19 27 28	N/A	71924	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 [ ]

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

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

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

2011

This Form is Open to Public Inspection

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

A Name of plan
G R BIRDWELL CONSTRUCTION LP 401K PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
G R BIRDWELL CONSTRUCTION LP

D Employer Identification Number (EIN)
74-1971206

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	0	0
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	100044	269587
(2) Participant contributions	1b(2)	4072	4531
(3) Other	1b(3)	48727	0
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	241898	61519
(2) U.S. Government securities	1c(2)	0	0
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	0	0
(B) All other	1c(3)(B)	0	0
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	0	0
(B) Common	1c(4)(B)	1618592	1874847
(5) Partnership/joint venture interests	1c(5)	0	0
(6) Real estate (other than employer real property)	1c(6)	0	0
(7) Loans (other than to participants)	1c(7)	0	0
(8) Participant loans	1c(8)	153292	325713
(9) Value of interest in common/collective trusts	1c(9)	0	0
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)	0	0
(12) Value of interest in 103-12 investment entities	1c(12)	0	0
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	1522629	1601598
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)	0	0

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(1) Employer securities	**1d(1)**	0	0
	(2) Employer real property	**1d(2)**	0	0
e	Buildings and other property used in plan operation	**1e**	0	0
f	Total assets (add all amounts in lines 1a through 1e)	**1f**	3689254	4137795
	Liabilities			
g	Benefit claims payable	**1g**	0	0
h	Operating payables	**1h**	0	0
i	Acquisition indebtedness	**1i**	0	0
j	Other liabilities	**1j**	0	0
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**	3689254	4137795

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)**	269587	
	(B) Participants	**2a(1)(B)**	311253	
	(C) Others (including rollovers)	**2a(1)(C)**	216833	
	(2) Noncash contributions	**2a(2)**	0	
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	**2a(3)**		797673
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	**2b(1)(A)**	0	
	(B) U.S. Government securities	**2b(1)(B)**	0	
	(C) Corporate debt instruments	**2b(1)(C)**	0	
	(D) Loans (other than to participants)	**2b(1)(D)**	0	
	(E) Participant loans	**2b(1)(E)**	16362	
	(F) Other	**2b(1)(F)**	0	
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	**2b(1)(G)**		16362
	(2) Dividends: **(A)** Preferred stock	**2b(2)(A)**	0	
	(B) Common stock	**2b(2)(B)**	33796	
	(C) Registered investment company shares (e.g. mutual funds)	**2b(2)(C)**	39094	
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	**2b(2)(D)**		72890
	(3) Rents	**2b(3)**		0
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	**2b(4)(A)**	1357974	
	(B) Aggregate carrying amount (see instructions)	**2b(4)(B)**	1222552	
	(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	**2b(4)(C)**		135422

		(a) Amount	(b) Total
2b **(5)** Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)	0	
(B) Other	2b(5)(B)	-207833	
(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		-207833
(6) Net investment gain (loss) from common/collective trusts	2b(6)		0
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		0
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		0
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		0
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		-165063
c Other income	2c		0
d Total income. Add all **income** amounts in column (b) and enter total	2d		649451
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	107790	
(2) To insurance carriers for the provision of benefits	2e(2)	0	
(3) Other	2e(3)	0	
(4) Total benefit payments. Add lines **2e(1)** through **(3)**	2e(4)		107790
f Corrective distributions (see instructions)	2f		14634
g Certain deemed distributions of participant loans (see instructions)	2g		3597
h Interest expense	2h		0
i Administrative expenses: **(1)** Professional fees	2i(1)	0	
(2) Contract administrator fees	2i(2)	2965	
(3) Investment advisory and management fees	2i(3)	71924	
(4) Other	2i(4)	0	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		74889
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		200910
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		448541
l Transfers of assets:			
(1) To this plan	2l(1)		0
(2) From this plan	2l(2)		0

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: GAINER DONNELLY & DESROCHES LLP **(2)** EIN: 76-0355510

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		238514
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		500000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty? **4f**		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser? **4g**		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser? **4h**		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.) **4i**	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.) **4j**	X		
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC? **4k**		X	
l	Has the plan failed to provide any benefit when due under the plan? **4l**		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.) **4m**		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3. **4n**			

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

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

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

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

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

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

OMB No. 1210-0110

2011

This Form is Open to Public Inspection.

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

A Name of plan
G R BIRDWELL CONSTRUCTION LP 401K PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
G R BIRDWELL CONSTRUCTION LP

D Employer Identification Number (EIN)
74-1971206

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): 58-1428634

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):

G.R. BIRDWELL CONSTRUCTION, L.P. 401(k) PROFIT SHARING PLAN AND TRUST

FINANCIAL STATEMENTS AND SUPPLEMENTAL SCHEDULES
DECEMBER 31, 2011 AND 2010

GAINERDONNELLY&DESROCHES

G.R. BIRDWELL CONSTRUCTION, L.P. 401(k) PROFIT SHARING PLAN AND TRUST

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INDEPENDENT AUDITOR'S REPORT

To the Participants and Plan Administrator
G.R. Birdwell Construction, L.P. 401(k) Profit Sharing Plan and Trust
Houston, Texas

We were engaged to audit the accompanying statements of net assets available for benefit – modified cash basis of G.R. Birdwell Construction, L.P. 401(k) Profit Sharing Plan and Trust (the "Plan") as of December 31, 2011 and 2010, and the related statement of changes in net assets available for benefits – modified cash basis for the year ended December 31, 2011, and the supplemental schedules of (1) Schedule H, line 4(a) – Schedule of Delinquent Participant Contributions, (2) Schedule H, line 4(i) – Schedule of Assets (Held At End of Year) and (3) Schedule H, Line 4(j) -- Schedule of Reportable Transactions as of or for the year ended December 31, 2011. These financial statements and supplemental schedules are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 9, which was certified by Genworth Financial Trust Company ("Genworth"), the Custodian of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedules. We have been informed by the Plan Administrator that Genworth holds the Plan's investment assets and executes investment transactions. The Plan Administrator has obtained a certification from Genworth as of December 31, 2011 and 2010 and for the year ended December 31, 2011, that the information provided to the Plan Administrator by Genworth is complete and accurate.

As described in Note 2 and as permitted under the Department of Labor Rules and Regulations, these financial statements and supplemental schedules were prepared on the modified cash basis of accounting, which is a comprehensive basis of accounting other than accounting principles generally accepted in the United States of America.

Because of the significance of the information in the Plan's financial statements and supplemental schedules that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and supplemental schedules taken as a whole. The supplemental schedules are presented for the purposes of additional analysis and are not a required part of the financial statements but are 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 schedules, other than that derived from the information certified by Genworth, 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.

Gainer, Donnelly & Desroches, LLP

September 21, 2012

G.R. BIRDWELL CONSTRUCTION, L.P. 401(k) PROFIT SHARING PLAN AND TRUST
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS - MODIFIED CASH BASIS
DECEMBER 31, 2011 AND 2010

	2011	2010
Investments, at Fair Value		
Money Market Funds	$ 61,519	$ 241,898
Corporate Stocks	1,874,847	1,618,592
Mutual Funds	1,601,598	1,522,629
Total Investments	3,537,964	3,383,119
Notes Receivable from Participants	325,713	153,292
Due From Recordkeeper	-	48,727
NET ASSETS AVAILABLE FOR BENEFITS	$ 3,863,677	$ 3,585,138

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

G.R. BIRDWELL CONSTRUCTION, L.P. 401(k) PROFIT SHARING PLAN AND TRUST
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS - MODIFIED CASH BASIS
FOR THE YEAR ENDED DECEMBER 31, 2011

CHANGES TO NET ASSETS AVAILABLE FOR BENEFITS ATTRIBUTED TO:		
Investment Activities:		
Net Depreciation in Fair Value of Investments	$	(237,474)
Dividends		72,890
Net Reductions From Investment Activities		(164,584)
Interest Income on Notes Receivable from Participants		16,362
Contributions:		
Employee		310,794
Employer		100,044
Rollover		216,833
Total Contributions		627,671
Benefits Paid to Participants		(126,021)
Administrative Expenses		(74,889)
CHANGE IN NET ASSETS AVAILABLE FOR BENEFITS		278,539
NET ASSETS AVAILABLE FOR BENEFITS, BEGINNING OF YEAR		3,585,138
NET ASSETS AVAILABLE FOR BENEFITS, END OF YEAR	$	3,863,677

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

NOTE 1 – PLAN DESCRIPTION

The following description of G.R. Birdwell Construction, L.P. 401(k) Profit Sharing Plan and Trust (the "Plan") is provided for general information purposes only. Participants should refer to the Plan Document more complete information. The Plan is sponsored by G.R. Birdwell Construction, L.P. (the "Partnership") for the benefit of its employees.

General

The Plan was adopted effective April 1, 1999, and was recently amended on April 1, 2011 to change the eligibility requirement for employer matching contributions. The Plan is a defined contribution plan covering substantially all employees of the Partnership. The purpose of the Plan is to provide employees with retirement benefits. The Plan is subject to the provisions of the Employee Retirement Income Act of 1974 ("ERISA"). Under the terms of the Plan, employees who have completed one year of service and have also attained the age of 18 are eligible to participate on the payroll period following the one year anniversary date. The Plan is a non-participant directed plan.

Contributions

Participants may elect to defer up to fifteen percent of compensation up to a maximum allowed by law for 2011 of $16,500. Additionally, participants who are at least 50 years of age by December 31, 2011 are permitted to make catch-up contributions up to $5,500 for 2011. Participants may also contribute amounts representing distributions from other qualified defined benefit or contribution plans.

The Partnership, at its discretion, may make discretionary matching contributions equal to a percentage of the participant's elective deferrals. For the year ended December 31, 2011, The Partnership made discretionary matching contributions totaling $100,044.

Additionally, the Partnership may make discretionary profit sharing contributions which are allocated to participants based on the relative compensation of all participants eligible to receive a discretionary profit sharing contribution. For the year ended December 31, 2011, no discretionary profit sharing contributions were made.

Participant Accounts

Separate accounts are maintained for each participant. Participant accounts are credited with participant contributions, rollover contributions, allocations of Partnership contributions and investment earnings and losses, and charged with withdrawals and administrative fees. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting

Contributions from participant compensation deferrals are fully vested at all times. Partnership discretionary matching and profit sharing contributions become 20% vested for each year of service beginning with the second year until 100% vested after six years of service. Participants are automatically vested in Partnership contributions upon death, disability or retirement.

NOTE 1 – PLAN DESCRIPTION – CONTINUED

Investment Options

Upon enrollment in the Plan, participant contributions are automatically invested into one of five portfolios as determined by the participant's age. Each portfolio contains the same type of assets, but allocation of the underlying assets differs based on market risk. The portfolios are comprised of various investments including common stocks, mutual funds, and money market funds. Although participants can request to change portfolios, participants are not allowed to direct their investments.

Notes Receivable from Participants

Participants may borrow from their vested accounts a minimum of $1,000 up to a maximum equal to the lesser of $50,000 or 50% of their vested account balance. Loan transactions are treated as a participant-directed investment. Loan terms range from one to five years or longer for the purchase of a primary residence. Loans are secured by the vested balance in the participant's account and bear interest at a rate commensurate with local prevailing rates as determined by the Plan Administrator. Participants can have only one outstanding loan at any time. Principal and interest are paid ratably through payroll deductions.

Payment of Benefits

Upon termination of service due to death, disability, retirement or for other reasons, a participant or their beneficiary will receive a lump-sum amount equal to the value of their vested account.

Withdrawals

Participants may make early withdrawals of all or a portion of their elective deferral contributions in their account under the hardship provision of the Plan. Participants may make unrestricted withdrawals of their vested accounts on or after age 59½.

Forfeitures

Forfeitures arise when participants terminate employment before being fully vested in Partnership discretionary matching and profit sharing contributions. Forfeitures may be used to pay administration fees or to reduce future Partnership discretionary matching and profit sharing contributions. At December 31, 2011 and 2010, forfeited non-vested accounts totaled $3,479 and $138,226, respectively. During 2011, the Plan used $137,646 in forfeitures to reduce the Partnership discretionary matching contributions made in 2011 for the 2010 plan year.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The accompanying financial statements of the Plan have been prepared on the modified cash basis of accounting; consequently, certain revenues and the related assets are recognized when received rather than when earned and certain expenses and related liabilities are recognized when paid rather than when incurred.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – CONTINUED

Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires Plan management to make estimates and assumptions that affect certain amounts reported in the financial statements and accompanying notes. Accordingly, actual results could differ from those estimates.

Investment Valuation and Income Recognition

Investments at year end are stated at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The net change in fair value of investments is reported in the statement of changes in net assets available for benefits in the period of the change.

Purchases and sales of securities are recorded on a trade-date basis. Expenses related to the purchase or sale of investments are added to cost or deducted from proceeds. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Notes Receivable from Participants

Participant loans are classified as notes receivable from participants and are segregated from plan investments and measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent participant loans are reclassified as distributions based upon the terms of the Plan document; thus, no allowance for doubtful accounts has been recorded as of December 31, 2011 and 2010.

Payment of Benefits

Benefit payments to participants are recorded when paid.

Subsequent Events

Plan management has evaluated subsequent events through the date the financial statements were available for issuance on September 21, 2012. No matters were identified affecting the financial statements or related disclosures.

NOTE 3 – FAIR VALUE MEASUREMENTS

The Plan measures and reports certain assets and liabilities at fair value and within a hierarchal disclosure framework which prioritizes and ranks the level of observable inputs used in measuring fair value. At each financial statements date, the Plan's Trustee performs an analysis of all assets and liabilities subject to fair value measurements.

NOTE 3 – FAIR VALUE MEASUREMENTS – CONTINUED

The three levels of the fair value hierarchy are described as follows:

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

Level 2 – Inputs, excluding those included in Level 1, are either observable prices for identical assets or liabilities in inactive markets, observable prices for similar assets and liabilities, or other inputs derived principally from, or corroborated by, observable market data at the measurement date.

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

The asset or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of 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.

The 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.

Investments in common stock are stated at fair value using quoted market prices on the last business day of the Plan year. Mutual funds are valued at the net asset value of shares held by the Plan at year-end. Money market funds are valued at amortized cost which approximates fair value.

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

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

	Quoted Market Prices Active Markets (Level 1)	Other Observable Inputs (Level 2)	Unobservable Inputs (Level 3)
Common Stocks:			
Basic Materials	$ 189,373	$ -	$ -
Communications	7,568	-	-
Conglomerates	70,527	-	-
Consumer Goods	303,914	-	-
Financial	192,759	-	-
Healthcare	178,082	-	-
Industrial Goods	198,356	-	-
Services	325,598	-	-
Technology	323,701	-	-
Utilities	84,969	-	-

NOTE 3 – FAIR VALUE MEASUREMENTS – CONTINUED

Plans assets at fair value as of December 31, 2011 – Continued:

	Quoted Market Prices Active Markets (Level 1)	Other Observable Inputs (Level 2)	Unobservable Inputs (Level 3)
Mutual Funds:			
Bond Funds	$ 47,069	$ -	$ -
Diversified Pacific/Asia	84,655	-	-
Equity Precious Metals	55,442	-	-
Foreign Small/Mid Cap	285,990	-	-
Large Cap Blend Funds	129,252	-	-
Large Cap Growth Funds	3,408	-	-
Large Cap Value Funds	190,371	-	-
Managed Futures	293,840	-	-
Mid Cap Blend Funds	333,237	-	-
Purchased Options Funds	41,096	-	-
Short Government	19,109	-	-
Small Cap Blend Funds	98,993	-	-
Ultra Short Bond	19,136	-	-
Money Market Funds	-	61,519	-
Total Assets at Fair Value	$ 3,476,445	$ 61,519	$ -

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

	Quoted Market Prices Active Markets (Level 1)	Other Observable Inputs (Level 2)	Unobservable Inputs (Level 3)
Common Stocks:			
Basic Materials	$ 155,162	$ -	$ -
Communications	27,973	-	-
Conglomerates	82,101	-	-
Consumer Goods	252,112	-	-
Financial	193,972	-	-
Healthcare	186,415	-	-
Industrial Goods	157,484	-	-
Services	206,689	-	-
Technology	284,417	-	-
Utilities	72,267	-	-
Mutual Funds:			
Bond Funds	219,399	-	-
Large Cap Blend Funds	15,459	-	-
Large Cap Growth Funds	2,565	-	-
Large Cap Value Funds	492,050	-	-
Mid Cap Blend Funds	603,963	-	-

NOTE 3 – FAIR VALUE MEASUREMENTS – CONTINUED

Plans assets at fair value as of December 31, 2010 – Continued:

	Quoted Market Prices Active Markets (Level 1)	Other Observable Inputs (Level 2)	Unobservable Inputs (Level 3)
Mutual Funds – Continued:			
Mid Cap Growth Funds	$ 116,871	$ -	$ -
Purchased Options Funds	11,892	-	-
Small Cap Blend Funds	60,430	-	-
Money Market Funds	-	241,898	-
Total Assets at Fair Value	$ 3,141,221	$ 241,898	$ -

NOTE 4 – ADMINISTRATION OF PLAN ASSETS

The Plan's assets are held by Genworth Financial Trust Company ("Custodian"). Additionally, administrative functions are performed by a third party administrator, Compensation Strategies Group, Ltd. ("Recordkeeper"). The Partnership absorbs a portion of all the Plan's administrative costs.

NOTE 5 – DELINQUENT PARTICIPANT CONTRIBUTIONS

Pursuant to the Department of Labor Reg. 2580.412-11, an employer is required to segregate participant contributions from its general assets as soon as practicable, but in no event later than the 15th business day following the end of the month in which amounts are contributed by participants or withheld from their wages. During the years ended December 31, 2009 and 2008, the Partnership failed to segregate employee contributions totaling $134,193 and $42,346, respectively, and loan repayments totaling $50,011 and $11,964, respectively, in a timely manner. As a result, for the years ended December 31, 2009 and 2008, the Partnership owed the Plan lost interest earnings of $964 and $80, respectively, on the employee contributions and loan repayments not remitted timely. In September 2011, the Plan Sponsor deposited into the Plan the lost earnings for 2009 and 2008 relating to these delinquent participant contributions.

NOTE 6 – DUE FROM RECORDKEEPER

During 2010, the Plan's Recordkeeper inadvertently distributed an amount in excess of a participant's vested balance to the participant. The excess distribution, including calculated lost earnings of $2,700, totaled $48,727 and was received by the Plan in 2011.

NOTE 7 – PARTIES-IN-INTEREST

The Plan has notes receivable from participants at December 31, 2011 and 2010. As a result, these notes and all transactions related to these notes qualify as parties-in-interest transactions. These transactions are exempt from being prohibited transactions by ERISA.

NOTE 7 – PARTIES-IN-INTEREST – CONTINUED

Certain Plan investments are managed by the Custodian and, therefore, these transactions qualify as parties-in-interest transactions. These transactions are exempt from being prohibited transactions by ERISA.

Fees paid by the Plan for general administrative, recordkeeping and investment advisory services performed by the Custodian and Recordkeeper totaled $74,889 for the year ended December 31, 2011.

NOTE 8 – FEDERAL INCOME TAX STATUS

The Plan is a Prototype Plan sponsored by Sungard Corbel, LLC ("Sungard"). The Internal Revenue Service has determined and informed Sungard by a letter dated March 31, 2008, that the Plan is designed in accordance with the applicable requirements of the Internal Revenue Code ("IRC"). The Prototype Plan has been amended since receiving the determination letter. The Plan itself had not received a determination letter from the IRS. However, the Plan Administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC.

NOTE 9 – INFORMATION CERTIFIED BY CUSTODIAN (UNAUDITED)

At December 31, 2011 and 2010, the Plan's investments were held by the Custodian. The following information included in the accompanying financial statements and supplemental schedules was obtained from data that was certified by the Custodian as complete and accurate in accordance with Section 2520.103-5 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

The fair values of investments representing 5% or more of the Plan's net assets at December 31, 2011 and 2010, as reported by the Custodian, are summarized as follows:

	2011	2010
BlackRock Liquidity FDS Tempcash Instl	$ *	$ 241,819
MainStay Epoch Global Equity Yield	*	328,354
MainStay Epoch Int'l Small Cap	*	182,023
Other Investments Representing Less than 5% of Plan Net Assets	3,537,964	2,630,923
	$ 3,537,964	$ 3,383,119

(*) Included in Other Investments Representing Less than 5% of Plan Net Assets for the year indicated.

During the year ended December 31, 2011, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) depreciated in value as follows:

Common Stocks	$ (72,410)
Mutual Funds	(165,064)
Net Depreciation in Fair Value of Investments	$ (237,474)

NOTE 10 – RISKS AND UNCERTAINTIES

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

NOTE 11 – PLAN TERMINATION

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

NOTE 12 – DIFFERENCES BETWEEN FINANCIAL STATEMENTS AND FORM 5500

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

	2011	2010
Net Assets Available for Benefits per Form 5500	$ 4,137,795	$ 3,689,254
Add: Investments	325,713	153,292
Less: Receivable – Notes Receivable from Participants	(325,713)	(153,292)
Less: Employee Contribution Receivable	(4,531)	(4,072)
Less: Employer Contribution Receivable	(269,587)	(100,044)
Net Assets Available for Benefits per Financial Statements	$ 3,863,677	$ 3,585,138

The following is a reconciliation of employee contributions per the financial statements to the Form 5500 for the year ended December 31, 2011:

Employee Contributions per Form 5500	$ 311,253
Less: 2011 Employee Contribution Receivable	(4,531)
Add: 2010 Employee Contribution Receivable	4,072
Employee Contributions per Financial Statements	$ 310,794

The following is a reconciliation of employer contributions per the financial statements to the Form 5500 for the year ended December 31, 2011:

Employer Contributions per Form 5500	$ 269,587
Less: 2011 Employer Contribution Receivable	(269,587)
Add: 2010 Employer Contribution Receivable	100,044
Employer Contributions per Financial Statements	$ 100,044

G.R. BIRDWELL CONSTRUCTION, L.P. 401(k) PROFIT SHARING PLAN AND TRUST
PLAN EIN - 74-1971206; PLAN NUMBER - 002
SCHEDULE H, LINE 4(a) - SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS
FOR THE YEAR ENDED DECEMBER 31, 2011

The following details nonexempt prohibited transactions for the year ended December 31, 2011, as required by Section 2510.3-102 of the Department of Labor's Rules for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Participant Contributions Transferred Late to Plan	Total that Constitute Nonexempt Prohibited Transactions			Total Fully Corrected Under VFCP and PTE 2002-51
Check here if Late Participant Loan ☒	Contributions Not Corrected *	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	
Plan Year 2009	$ -	$ 184,204	$ -	$ -
Plan Year 2008	$ -	$ 54,310	$ -	$ -

* Contributions have been submitted to the Custodian in their respective years, however, lost earnings on the delinquent contributions were not remitted until 2011.

See Independent Auditor's Report.

G.R. BIRDWELL CONSTRUCTION, L.P. 401(k) PROFIT SHARING PLAN AND TRUST
PLAN EIN - 74-1971206; PLAN NUMBER - 002
SCHEDULE H, LINE 4(i) - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
DECEMBER 31, 2011

The following details assets held for investment purposes at December 31, 2011, as required by Section 2520.103-11 of the Department of Labor's Rules for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

(a) Party in Interest	(b) Identy of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral Par or Maturity Value	(d) Cost	(e) Current Value
	MONEY MARKET FUNDS			
	BlackRock	BlackRock Liquidity TempFund	$ 67,162	$ 67,162
*	Genworth Financial	Cash Pending Settlement	(5,643)	(5,643)
			61,519	61,519
	MUTUAL FUNDS			
	Aberdeen Funds	Aberdeen Asia Bond Institutional	49,192	46,941
	American Century Investments	American Century Short-Term Govt Adv	19,240	19,107
	AQR	AQR Managed Futures Strategy N	76,212	73,202
	Delaware Investments	Delaware Pooled Glbl Real Estate Sec Org	198,761	188,341
	Federated	Federated Gov Ultrashort Duration	19,136	19,136
*	Genworth Financial	Genworth Financial Contra Fund	70,625	41,096
	GLG, Inc.	GLG International Small Cap	133,680	121,319
	Goldman Sachs	GS Local Emerging Markets Debt A	79	75
	iShares	iShares S&P 500 Growth Index	1,452	1,483
	iShares	iShares Russell 1000 Value	2,626	2,666
	iShares	iShares Russell 1000 Growth Index	3,406	3,410
	iShares	iShares Russell 2000 Index	964	959
	iShares	iShares Dow Jones EPAC Select Dividend	1,546	1,514
	iShares	iShares S&P Global Utilities	1,973	1,969
	iShares	iShares MSCI EAFE Value Index	7,285	6,661
	iShares	iShares MSCI EAFE Growth Index	2,223	1,924
	Lazard	Lazard US Global Listed Infrastrcture	147,827	144,897
	MainStay	MainStay Epoch Int'l Small Cap	143,669	163,157
	MainStay	MainStay Epoch Global Equity Yield	169,777	178,331
	Matthews Asia Funds	Matthews Asia Dividend Investor	90,619	84,655
	Natisix Funds	Natixis ASG Managed Futures Strategy A	103,738	98,872
	PIMCO	PIMCO Emerging Local Bond Adm	56	53
	Ramius	Ramius Trading Strat Managed Futures I	125,645	121,766
	Royce	Royce Micro-Cap Svc	115,628	98,034
	Rydex	Rydex S&P 500 H	67,609	69,905
	T. Rowe Price	T. Rowe Price High Yield Adv	57,156	56,681
	Van Eck	Market Vectors Gold Miners ETF	62,658	55,442
	Vanguard	Vanguard Short Term Treas-IV	2	2
			1,672,764	1,601,598
	CORPORATE STOCKS			
	ABB Ltd.	ABB Ltd.	8,443	7,438
	The AES Corporation	The AES Corporation	3,056	3,055
	Abbott Laboratories	Abbott Laboratories	29,447	31,939
	Acacia Research Corporation	Acacia Research Corporation	14,791	16,028
	Affiliated Managers Group, Inc.	Affiliated Managers Group, Inc.	9,540	10,171
	Agricultural Bk of China	Agricultural Bk of China	3,005	2,402
	Air Products & Chemicals, Inc.	Air Products & Chemicals, Inc.	11,446	12,608
	Albemarle Corporation	Albemarle Corporation	10,574	10,353
	Alexander & Baldwin, Inc.	Alexander & Baldwin, Inc.	9,799	10,001
	Allstate Corp.	Allstate Corp.	5,445	4,989
	Alstom SA	Alstom SA	15,942	8,514
	American Axle & Manuf. Hldgs., Inc.	American Axle & Manuf. Hldgs., Inc.	9,588	7,892
	American Electric Power Company, Inc.	American Electric Power Company, Inc.	5,575	6,527
	America's Car-Mart, Inc.	America's Car-Mart, Inc.	4,958	7,170
	Arkansas Best Corp.	Arkansas Best Corp.	9,985	7,823
	Asahi Glass Company Ltd.	Asahi Glass Company Ltd.	14,153	10,920
	Associated Banc-Corp.	Associated Banc-Corp.	5,085	4,345
	AXA ADR	AXA ADR	20,460	14,442
	BG Group PLC	BG Group PLC	6,062	6,955
	Balchem Corporation	Balchem Corporation	4,929	5,351

G.R. BIRDWELL CONSTRUCTION, L.P. 401(k) PROFIT SHARING PLAN AND TRUST
PLAN EIN - 74-1971206; PLAN NUMBER - 002
SCHEDULE H, LINE 4(i) - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
DECEMBER 31, 2011

(a) Party in Interest	(b) Identy of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral Par or Maturity Value	(d) Cost	(e) Current Value
	CORPORATE STOCKS - CONTINUED			
	Barclays PLC ADR	Barclays PLC ADR	$ 5,706	$ 3,605
	Baxter International, Inc.	Baxter International, Inc.	13,615	12,568
	BMW Group	BMW Group	9,626	7,936
	Bemis Company, Inc.	Bemis Company, Inc.	2,908	2,767
	BHP Billiton Ltd. ADR	BHP Billiton Ltd. ADR	7,355	7,204
	BlackRock, Inc.	BlackRock, Inc.	2,922	2,852
	BOC Hong Kong Hldgs. Ltd. ADR	BOC Hong Kong Hldgs. Ltd. ADR	2,980	2,264
	Boeing Co.	Boeing Co.	16,041	16,650
	British American Tobacco PLC	British American Tobacco PLC	7,293	9,298
	Capital One Financial Corp.	Capital One Financial Corp.	5,566	4,694
	Capstead Mortgage Corp.	Capstead Mortgage Corp.	4,499	4,329
	Cardtronics, Inc.	Cardtronics, Inc.	4,461	5,683
	Caterpillar, Inc.	Caterpillar, Inc.	13,016	11,234
	Central European Distribution Corp.	Central European Distribution Corp.	3,219	1,439
	Centrica PLC	Centrica PLC	2,208	1,942
	Cerner Corp.	Cerner Corp.	14,135	16,783
	Chesapeake Energy Corp.	Chesapeake Energy Corp.	12,887	11,412
	Chevron Corp.	Chevron Corp.	2,939	2,979
	City Telecom HK Ltd.	City Telecom HK Ltd.	2,929	2,123
	Coca-Cola Company	Coca-Cola Company	18,676	22,950
	Coinstar, Inc.	Coinstar, Inc.	3,858	4,473
	Comerica, Inc.	Comerica, Inc.	5,379	3,999
	Computer Sciences Corporation	Computer Sciences Corporation	9,369	5,001
	Constellation Energy Group, Inc.	Constellation Energy Group, Inc.	3,986	4,879
	Cooper Tire & Rubber Company	Cooper Tire & Rubber Company	3,562	2,270
	Corning, Inc.	Corning, Inc.	14,418	10,319
	Cubic Corporation	Cubic Corporation	3,923	3,313
	Danaher Corporation	Danaher Corporation	14,456	16,746
	Danieli & C. Officine Meccaniche	Danieli & C. Officine Meccaniche	2,804	1,853
	Deutsche Post AG ADR	Deutsche Post AG ADR	16,515	14,882
	Dime Community Bancshares, Inc.	Dime Community Bancshares, Inc.	4,067	3,730
	Discover Financial Services	Discover Financial Services	4,302	5,832
	EMC Corporation	EMC Corporation	9,906	10,641
	eBay, Inc.	eBay, Inc.	16,087	18,168
	Electronic Arts, Inc.	Electronic Arts, Inc.	22,878	23,484
	Emerson Electric Company	Emerson Electric Company	26,194	24,926
	Enel Societa Per Azioni ADR	Enel Societa Per Azioni ADR	3,757	2,608
	Entergy Corporation	Entergy Corporation	2,975	2,849
	Equinix, Inc.	Equinix, Inc.	23,373	26,972
	Exelon Corporation	Exelon Corporation	2,666	2,515
	Exelis, Inc.	Exelis, Inc.	2,444	3,195
	Experian PLC ADR	Experian PLC ADR	2,856	3,162
	Exxon Mobil Corporation	Exxon Mobil Corporation	16,490	17,206
	First Pacific Company Ltd. ADR	First Pacific Company Ltd. ADR	3,017	3,724
	Fulton Financial Corp.	Fulton Financial Corp.	5,597	5,219
	GEO Group, Inc.	GEO Group, Inc.	3,623	2,881
	General Dynamics Corp.	General Dynamics Corp.	11,937	11,356
	Gentex Corp.	Gentex Corp.	19,100	19,529
	GenOn Energy, Inc.	GenOn Energy, Inc.	1,116	806
	Gilead Sciences, Inc.	Gilead Sciences, Inc.	13,649	13,016
	BF Goodrich Company	BF Goodrich Company	21,192	30,059
	Goodrich Petroleum Corp.	Goodrich Petroleum Corp.	3,685	2,458
	CGI Group, Inc.	CGI Group, Inc.	11,388	15,608
	HMS Holdings Corp.	HMS Holdings Corp.	14,814	17,365
	Halliburton Co.	Halliburton Co.	11,076	12,941
	Hewlett-Packard Co.	Hewlett-Packard Co.	15,892	10,562
	Honda Motor Co. Ltd.	Honda Motor Co. Ltd.	7,074	6,202
	Iberdrola SA ADR	Iberdrola SA ADR	2,194	1,591

See Independent Auditor's Report.

G.R. BIRDWELL CONSTRUCTION, L.P. 401(k) PROFIT SHARING PLAN AND TRUST
PLAN EIN - 74-1971206; PLAN NUMBER - 002
SCHEDULE H, LINE 4(i) - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
DECEMBER 31, 2011

(a) Party in Interest	(b) Identy of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral Par or Maturity Value	(d) Cost	(e) Current Value
	CORPORATE STOCKS - CONTINUED			
	ITT Corp.	ITT Corp.	$ 17,240	$ 3,402
	IBM	IBM	26,434	35,305
	International Power ADR	International Power ADR	2,230	2,036
	Itochu Corp. ADR	Itochu Corp. ADR	15,057	16,616
	JPMorgan Chase & Co.	JPMorgan Chase & Co.	18,345	16,891
	JAKKS Pacific, Inc.	JAKKS Pacific, Inc.	8,990	7,873
	Jarden Corporation	Jarden Corporation	9,816	9,054
	Joy Global, Inc.	Joy Global, Inc.	25,493	20,692
	KeyCorp	KeyCorp	5,006	5,114
	Komatsu Ltd.	Komatsu Ltd.	6,602	6,732
	Koninklijke Philips Elec ADR	Koninklijke Philips Elec ADR	15,388	11,145
	Kraft Foods, Inc. Cl A	Kraft Foods, Inc. Cl A	19,421	24,247
	Kulicke & Soffa Industries, Inc.	Kulicke & Soffa Industries, Inc.	4,020	3,978
	Kuraray Co. Ltd.	Kuraray Co. Ltd.	3,031	3,335
	LVMH Moet Hennessy Louis Vuitton	LVMH Moet Hennessy Louis Vuitton	7,866	7,081
	Lafarge SA	Lafarge SA	16,962	9,756
	Liberty Interactive Corporation	Liberty Interactive Corporation	19,997	20,836
	Life Technologies Corporation	Life Technologies Corporation	19,444	15,720
	Lincoln National Corp.	Lincoln National Corp.	5,344	3,729
	Loews Corporation	Loews Corporation	15,073	15,211
	Lowe's Companies, Inc.	Lowe's Companies, Inc.	17,318	18,984
	MBIA, Inc.	MBIA, Inc.	5,298	6,305
	M/I Homes, Inc.	M/I Homes, Inc.	9,446	6,950
	McDonald's Corp.	McDonald's Corp.	32,529	43,844
	Medidata Solutions, Inc.	Medidata Solutions, Inc.	3,277	3,089
	MetLife, Inc.	MetLife, Inc.	5,402	4,022
	Microsoft Corporation	Microsoft Corporation	15,973	16,355
	Micromet, Inc.	Micromet, Inc.	3,764	5,083
	National Grid PLC	National Grid PLC	5,129	5,236
	Nektar Therapeutics	Nektar Therapeutics	3,572	2,305
	Nestle SA	Nestle SA	6,861	7,791
	Nextera Energy, Inc.	Nextera Energy, Inc.	4,639	5,297
	Novartis AG ADR	Novartis AG ADR	20,380	20,867
	Novo-Nordisk AS ADR	Novo-Nordisk AS ADR	5,644	7,146
	NV Energy, Inc.	NV Energy, Inc.	3,478	3,924
	Old Republic Int'l Corporation	Old Republic Int'l Corporation	5,397	4,292
	Oplink Communications, Inc.	Oplink Communications, Inc.	3,906	3,245
	Oracle System Corporation	Oracle System Corporation	13,350	14,980
	ORIX Corporation	ORIX Corporation	5,880	4,922
	PG&E Corp.	PG&E Corp.	5,996	5,894
	PPL Corporation	PPL Corporation	3,520	3,472
	Perrigo Company	Perrigo Company	15,920	19,460
	Philip Morris International, Inc.	Philip Morris International, Inc.	12,755	20,562
	Procter & Gamble Company	Procter & Gamble Company	27,773	29,819
	PrivateBancorp, Inc.	PrivateBancorp, Inc.	20,441	16,525
	Prosperity Bancshares, Inc.	Prosperity Bancshares, Inc.	22,117	22,273
	Regions Financial Corp.	Regions Financial Corp.	5,317	3,431
	Resolute Energy Corporation	Resolute Energy Corporation	3,762	2,419
	Rexam PLC ADR	Rexam PLC ADR	16,838	15,614
	Rightnow Technologies, Inc.	Rightnow Technologies, Inc.	4,182	5,555
	Rosetta Resources, Inc.	Rosetta Resources, Inc.	15,151	18,096
	Ross Stores, Inc.	Ross Stores, Inc.	19,635	25,904
	Rovi Corporation	Rovi Corporation	24,976	13,322
	Royal Dutch Petroleum	Royal Dutch Petroleum	2,924	2,997
	SXC Health Solutions Corp.	SXC Health Solutions Corp.	15,062	16,040
	Saipem SPA ADR	Saipem SPA ADR	5,984	6,503
	SAP AG	SAP AG	9,207	8,260
	Schlumberger Ltd.	Schlumberger Ltd.	12,584	10,110

See Independent Auditor's Report.

G.R. BIRDWELL CONSTRUCTION, L.P. 401(k) PROFIT SHARING PLAN AND TRUST
PLAN EIN - 74-1971206; PLAN NUMBER - 002
SCHEDULE H, LINE 4(i) - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
DECEMBER 31, 2011

(a) Party in Interest	(b) Identy of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral Par or Maturity Value	(d) Cost	(e) Current Value
	CORPORATE STOCKS - CONTINUED			
	Sempra Energy	Sempra Energy	$ 4,420	$ 4,675
	Siemens AG	Siemens AG	8,745	6,693
	Singapore Airlines Ltd.	Singapore Airlines Ltd.	16,625	12,495
	Solera Holdings, Inc.	Solera Holdings, Inc.	15,168	15,634
	Standard Pacific Corporation	Standard Pacific Corporation	9,401	8,456
	Superior Energy Services, Inc.	Superior Energy Services, Inc.	14,651	10,978
	Susquehanna Bancshares, Inc.	Susquehanna Bancshares, Inc.	5,458	5,388
	Syngenta AG ADR	Syngenta AG ADR	9,177	8,428
	TTM Technologies, Inc.	TTM Technologies, Inc.	3,871	2,707
	Taiwan Semiconductor Mfg. Co.	Taiwan Semiconductor Mfg. Co.	2,975	3,150
	Targacept, Inc.	Targacept, Inc.	2,694	802
	Target Corporation	Target Corporation	12,573	13,317
	Texas Roadhouse, Inc.	Texas Roadhouse, Inc.	18,477	17,254
	3M Company	3M Company	14,694	15,284
	Total SA	Total SA	15,271	14,566
	Tower Group, Inc.	Tower Group, Inc.	4,337	3,852
	Toyota Motor Corporation	Toyota Motor Corporation	16,305	13,689
	TreeHouse Foods, Inc.	TreeHouse Foods, Inc.	13,680	17,653
	Triumph Group, Inc.	Triumph Group, Inc.	31,603	39,980
	Tupperware Corporation	Tupperware Corporation	14,483	16,063
	Tutor Perini Corp.	Tutor Perini Corp.	3,388	2,172
	UGI Corporation	UGI Corporation	2,080	2,087
	UniFirst Corporation	UniFirst Corporation	3,895	4,085
	Unilever PLC ADR	Unilever PLC ADR	3,046	3,318
	United Technologies Corp.	United Technologies Corp.	26,843	27,263
	United Utilities Group PLC ADR	United Utilities Group PLC ADR	672	642
	VF Corporation	VF Corporation	3,204	4,064
	Vale SA ADS PFD	Vale SA ADS PFD	2,856	2,122
	Verint Systems, Inc.	Verint Systems, Inc.	3,907	3,305
	VISA, Inc.	VISA, Inc.	15,537	18,580
	Vivendi SA ADR	Vivendi SA ADR	15,404	13,348
	Vodafone Group Public Ltd., Co. ADR	Vodafone Group Public Ltd., Co. ADR	6,755	7,568
	WPP Group PLC	WPP Group PLC	2,870	2,507
	Washington Federal, Inc.	Washington Federal, Inc.	5,617	4,757
	Waters Corp.	Waters Corp.	11,392	15,402
	Wells Fargo & Company	Wells Fargo & Company	5,513	5,016
	Whirlpool Corp.	Whirlpool Corp.	9,683	6,026
	Williams Co., Inc.	Williams Co., Inc.	4,294	5,911
	Williams-Sonoma, Inc.	Williams-Sonoma, Inc.	18,231	18,441
	Xylem, Inc.	Xylem, Inc.	5,710	9,069
	Yahoo, Inc.	Yahoo, Inc.	18,162	20,114
	Yue Yuen Industrial ADR	Yue Yuen Industrial ADR	16,758	17,360
	Yum Brands, Inc.	Yum Brands, Inc.	19,502	19,414
	Assured Guaranty Ltd.	Assured Guaranty Ltd.	6,425	5,190
	Covidien PLC	Covidien PLC	18,718	17,734
	Maiden Holdings, Ltd.	Maiden Holdings, Ltd.	4,654	5,379
	TE Connectivity Ltd.	TE Connectivity Ltd.	12,813	18,178
	ASML Holding NV	ASML Holding NV	7,386	9,110
			1,883,952	1,874,847
*	Participant Loans	Loans to participants with interest rates ranging from 5.25% to 9.25%, collaterized by participants' account balances and maturing dates ranging from February 2012 through November 2016.	325,713	325,713
			$ 3,943,948	$ 3,863,677

* Party-in-Interest

See Independent Auditor's Report.

G.R. BIRDWELL CONSTRUCTION, L.P. 401(k) PROFIT SHARING PLAN AND TRUST
PLAN EIN - 74-1971206; PLAN NUMBER - 002
SCHEDULE H, LINE 4(j) - SCHEDULE OF REPORTABLE TRANSACTIONS
FOR THE YEAR ENDED DECEMBER 31, 2011

(a) Identity of party involved	(b) Description of asset	(c) Purchase price	(d) Selling price	(e) Lease rental	(f) Expense incurred with transaction	(g) Cost of asset	(h) Current value of asset on transaction date	(i) Net gain or (loss)
AQR	AQR Managed Futures Strategy N	$ 144,142	$ -	$ -	$ -	$ -	$ 144,142	$ -
AQR	AQR Managed Futures Strategy N		68,017	-	-	68,337	68,017	(320)
BlackRock	Blackrock Liquidity TempFund	2,360,187	-	-	-	-	2,360,187	-
BlackRock	Blackrock Liquidity TempFund	-	2,602,009	-	-	2,602,009	2,602,009	-
BlackRock	BlackRock Liquidity T-Fund Mgmt	458,066	-	-	-	-	458,066	-
BlackRock	BlackRock Liquidity T-Fund Mgmt	-	390,907	-	-	390,907	390,907	-
iShares	iShares FTSE NAREIT Mort Plus Cp Idx	123,187	-	-	-	-	123,187	-
iShares	iShares FTSE NAREIT Mort Plus Cp Idx		100,122	-	-	123,187	100,122	(23,065)
MainStay	MainStay Epoch Global Equity Yield	113,464	-	-	-	-	113,464	-
MainStay	MainStay Epoch Global Equity Yield	-	281,429	-	-	248,144	281,429	33,285
Van Eck	Market Vectors Gold Miners ETF	122,052	-	-	-	-	122,052	
Van Eck	Market Vectors Gold Miners ETF		59,948	-	-	59,414	59,948	534
Natixis	Natixis ASG Managed Futures Strategy A	184,803	-	-	-	-	184,803	-
Natixis	Natixis ASG Managed Futures Strategy A	-	85,175	-	-	83,825	85,175	1,350
Rydex Funds	Rydex Series Trust US Government	299,939	-	-	-	-	299,939	-
Rydex Funds	Rydex Series Trust US Government	-	299,939	-	-	299,939	299,939	-
		$ 3,805,840	$ 3,887,546	$ -	$ -	$ 3,875,762	$ 7,693,386	$ 11,784

See Independent Auditor's Report.

Form 5500	Annual Return/Report of Employee Benefit Plan	OMB Nos. 1210-0110 1210-0089
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	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.	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 ☒ a single-employer plan; ☐ a DFE (specify) ___

B This return/report is: ☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).

C If the plan is a collectively-bargained plan, check here. ▶ ☐

D Check box if filing under: ☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan G R Birdwell Construction LP 401k Profit Sharing Plan

1b Three-digit plan number (PN) ▶ 002

04/01/1999

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

G R Birdwell Construction LP

P O Box 690748

Houston TX 77269

9721 Derrington

Houston TX 77064

2b Employer Identification Number (EIN) 74-1971206

2c Sponsor's telephone number (281) 890-4981

2d Business code (see instructions) 237990

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	Signature of plan administrator	Date 9-25-2012	Enter name of individual signing as plan administrator John Lynch
SIGN HERE	Signature of employer/plan sponsor	Date 9-25-2012	Enter name of individual signing as employer or plan sponsor John Lynch
SIGN HERE	Signature of DFE	Date	Enter name of individual signing as DFE

G.R. BIRDWELL CONSTRUCTION, L.P. 401(k) PROFIT SHARING PLAN AND TRUST
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS - MODIFIED CASH BASIS
DECEMBER 31, 2011 AND 2010

	2011	2010
Investments, at Fair Value		
Money Market Funds	$ 61,519	$ 241,898
Corporate Stocks	1,874,847	1,618,592
Mutual Funds	1,601,598	1,522,629
Total Investments	3,537,964	3,383,119
Notes Receivable from Participants	325,713	153,292
Due From Recordkeeper	-	48,727
NET ASSETS AVAILABLE FOR BENEFITS	$ 3,863,677	$ 3,585,138

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

G.R. BIRDWELL CONSTRUCTION, L.P. 401(k) PROFIT SHARING PLAN AND TRUST
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS - MODIFIED CASH BASIS
FOR THE YEAR ENDED DECEMBER 31, 2011

CHANGES TO NET ASSETS AVAILABLE FOR BENEFITS ATTRIBUTED TO:		
Investment Activities:		
Net Depreciation in Fair Value of Investments	$	(237,474)
Dividends		72,890
Net Reductions From Investment Activities		(164,584)
Interest Income on Notes Receivable from Participants		16,362
Contributions:		
Employee		310,794
Employer		100,044
Rollover		216,833
Total Contributions		627,671
Benefits Paid to Participants		(126,021)
Administrative Expenses		(74,889)
CHANGE IN NET ASSETS AVAILABLE FOR BENEFITS		278,539
NET ASSETS AVAILABLE FOR BENEFITS, BEGINNING OF YEAR		3,585,138
NET ASSETS AVAILABLE FOR BENEFITS, END OF YEAR	$	3,863,677

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

G.R. BIRDWELL CONSTRUCTION, L.P. 401(K) PROFIT SHARING PLAN & TRUST
EIN 74-1971206, PLAN NO. 002
SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
DECEMBER 31, 2011

(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Decription of Investment, Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
	CASH AND EQUIVALENTS:			
	BlackRock	BlackRock Liquidity Treasury Fund Mgmt	67,162	67,162
	Federated	Federated Government Obligations Fund SS	0	0
	Rydex	Rydex Series Trust US Government	0	0
*	Genworth Financial	Cash Pending Settlement	(5,643)	(5,643)
		Total Cash and Equivalents	61,519	61,519
	EQUITIES:			
	ABB Ltd.	ABB Ltd.	8,443	7,438
	The AES Corporation	The AES Corporation	3,056	3,055
	Abbott Laboratories	Abbott Laboratories	29,447	31,939
	Acacia Research Corporation	Acacia Research Corporation	14,791	16,028
	Affiliated Managers Group, Inc.	Affiliated Managers Group, Inc.	9,540	10,171
	Agricultural Bk of China	Agricultural Bk of China	3,005	2,402
	Air Products & Chemicals, Inc.	Air Products & Chemicals, Inc.	11,446	12,608
	Albemarle Corporation	Albemarle Corporation	10,574	10,354
	Alexander & Baldwin, Inc.	Alexander & Baldwin, Inc.	9,799	10,001
	Allstate Corp.	Allstate Corp.	5,445	4,989
	Alstom SA	Alstom SA	15,942	8,514
	American Axle & Manuf. Hldgs., Inc.	American Axle & Manuf. Hldgs., Inc.	9,588	7,892
	American Electric Power Company, Inc.	American Electric Power Company, Inc.	5,575	6,527
	America's Car-Mart, Inc.	America's Car-Mart, Inc.	4,958	7,170
	Arkansas Best Corp.	Arkansas Best Corp.	9,985	7,824
	Asahi Glass Company Ltd.	Asahi Glass Company Ltd.	14,153	10,920
	Associated Banc-Corp.	Associated Banc-Corp.	5,085	4,345
	AXA ADR	AXA ADR	20,460	14,442
	BG Group PLC	BG Group PLC	6,062	6,955
	Balchem Corporation	Balchem Corporation	4,929	5,351
	Barclays PLC ADR	Barclays PLC ADR	5,706	3,605
	Baxter International, Inc.	Baxter International, Inc.	13,615	12,568
	BMW Group	BMW Group	9,626	7,936
	Bemis Company, Inc.	Bemis Company, Inc.	2,908	2,767
	BHP Billiton Ltd. ADR	BHP Billiton Ltd. ADR	7,355	7,204
	BlackRock, Inc.	BlackRock, Inc.	2,922	2,852
	BOC Hong Kong Hldgs. Ltd. ADR	BOC Hong Kong Hldgs. Ltd. ADR	2,980	2,264
	Boeing Co.	Boeing Co.	16,041	16,650
	British American Tobacco PLC	British American Tobacco PLC	7,293	9,298
	Capital One Financial Corp.	Capital One Financial Corp.	5,566	4,694
	Capstead Mortgage Corp.	Capstead Mortgage Corp.	4,499	4,329
	Cardtronics, Inc.	Cardtronics, Inc.	4,461	5,683
	Caterpillar, Inc.	Caterpillar, Inc.	13,016	11,234
	Central European Distribution Corp.	Central European Distribution Corp.	3,219	1,439
	Centrica PLC	Centrica PLC	2,208	1,942
	Cerner Corp.	Cerner Corp.	14,135	16,783
	Chesapeake Energy Corp.	Chesapeake Energy Corp.	12,887	11,412
	Chevron Corp.	Chevron Corp.	2,939	2,979
	City Telecom HK Ltd.	City Telecom HK Ltd.	2,929	2,123
	Coca-Cola Company	Coca-Cola Company	18,676	22,950

* Party in Interest

G.R. BIRDWELL CONSTRUCTION, L.P. 401(K) PROFIT SHARING PLAN & TRUST
EIN 74-1971206, PLAN NO. 002
SCHEDULE H, LINE 4 (i) - SCHEDULE OF ASSETS (HELD AT END OF YEAR) CONTINUED
DECEMBER 31, 2011

(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Decription of Investment, Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
	EQUITIES - CONTINUED:			
	Coinstar, Inc.	Coinstar, Inc.	3,858	4,473
	Comerica, Inc.	Comerica, Inc.	5,379	3,999
	Computer Sciences Corporation	Computer Sciences Corporation	9,369	5,001
	Constellation Energy Group, Inc.	Constellation Energy Group, Inc.	3,986	4,879
	Cooper Tire & Rubber Company	Cooper Tire & Rubber Company	3,562	2,270
	Corning, Inc.	Corning, Inc.	14,418	10,319
	Cubic Corporation	Cubic Corporation	3,923	3,313
	Danaher Corporation	Danaher Corporation	14,456	16,746
	Danieli & C. Officine Meccaniche	Danieli & C. Officine Meccaniche	2,804	1,853
	Deutsche Post AG ADR	Deutsche Post AG ADR	16,515	14,882
	Dime Community Bancshares, Inc.	Dime Community Bancshares, Inc.	4,067	3,730
	Discover Financial Services	Discover Financial Services	4,302	5,832
	EMC Corporation	EMC Corporation	9,906	10,641
	eBay, Inc.	eBay, Inc.	16,087	18,168
	Electronic Arts, Inc.	Electronic Arts, Inc.	22,878	23,484
	Emerson Electric Company	Emerson Electric Company	26,194	24,926
	Enel Societa Per Azioni ADR	Enel Societa Per Azioni ADR	3,757	2,608
	Entergy Corporation	Entergy Corporation	2,975	2,849
	Equinix, Inc.	Equinix, Inc.	23,373	26,972
	Exelon Corporation	Exelon Corporation	2,666	2,515
	Exelis, Inc.	Exelis, Inc.	2,444	3,195
	Experian PLC ADR	Experian PLC ADR	2,856	3,162
	Exxon Mobil Corporation	Exxon Mobil Corporation	16,490	17,206
	First Pacific Company Ltd. ADR	First Pacific Company Ltd. ADR	3,017	3,724
	Fulton Financial Corp.	Fulton Financial Corp.	5,597	5,219
	GEO Group, Inc.	GEO Group, Inc.	3,623	2,881
	General Dynamics Corp.	General Dynamics Corp.	11,937	11,356
	Gentex Corp.	Gentex Corp.	19,100	19,529
	GenOn Energy, Inc.	GenOn Energy, Inc.	1,116	806
	Gilead Sciences, Inc.	Gilead Sciences, Inc.	13,649	13,016
	BF Goodrich Company	BF Goodrich Company	21,192	30,059
	Goodrich Petroleum Corp.	Goodrich Petroleum Corp.	3,685	2,458
	CGI Group, Inc.	CGI Group, Inc.	11,388	15,608
	HMS Holdings Corp.	HMS Holdings Corp.	14,814	17,365
	Halliburton Co.	Halliburton Co.	11,076	12,941
	Hewlett-Packard Co.	Hewlett-Packard Co.	15,892	10,562
	Honda Motor Co. Ltd.	Honda Motor Co. Ltd.	7,074	6,202
	Iberdrola SA ADR	Iberdrola SA ADR	2,194	1,591
	ITT Corp.	ITT Corp.	17,240	3,402
	IBM	IBM	26,434	35,305
	International Power ADR	International Power ADR	2,230	2,036
	Itochu Corp. ADR	Itochu Corp. ADR	15,057	16,616
	JPMorgan Chase & Co.	JPMorgan Chase & Co.	18,345	16,891
	JAKKS Pacific, Inc.	JAKKS Pacific, Inc.	8,990	7,873
	Jarden Corporation	Jarden Corporation	9,816	9,054
	Joy Global, Inc.	Joy Global, Inc.	25,493	20,692
	KeyCorp	KeyCorp	5,006	5,114
	Komatsu Ltd.	Komatsu Ltd.	6,602	6,732

* Party in Interest

G.R. BIRDWELL CONSTRUCTION, L.P. 401(K) PROFIT SHARING PLAN & TRUST
EIN 74-1971206, PLAN NO. 002
SCHEDULE H, LINE 4 (i) - SCHEDULE OF ASSETS (HELD AT END OF YEAR) CONTINUED
DECEMBER 31, 2011

(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Decription of Investment, Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
	EQUITIES - CONTINUED:			
	Koninklijke Philips Elec ADR	Koninklijke Philips Elec ADR	15,389	11,145
	Kraft Foods, Inc. Cl A	Kraft Foods, Inc. Cl A	19,421	24,247
	Kulicke & Soffa Industries, Inc.	Kulicke & Soffa Industries, Inc.	4,020	3,978
	Kuraray Co. Ltd.	Kuraray Co. Ltd.	3,031	3,335
	LVMH Moet Hennessy Louis Vuitton	LVMH Moet Hennessy Louis Vuitton	7,866	7,081
	Lafarge SA	Lafarge SA	16,962	9,756
	Liberty Interactive Corporation	Liberty Interactive Corporation	19,997	20,836
	Life Technologies Corporation	Life Technologies Corporation	19,444	15,720
	Lincoln National Corp.	Lincoln National Corp.	5,345	3,729
	Loews Corporation	Loews Corporation	15,073	15,211
	Lowe's Companies, Inc.	Lowe's Companies, Inc.	17,318	18,984
	MBIA, Inc.	MBIA, Inc.	5,298	6,305
	M/I Homes, Inc.	M/I Homes, Inc.	9,446	6,950
	McDonald's Corp.	McDonald's Corp.	32,529	43,844
	Medidata Solutions, Inc.	Medidata Solutions, Inc.	3,277	3,089
	MetLife, Inc.	MetLife, Inc.	5,402	4,022
	Microsoft Corporation	Microsoft Corporation	15,973	16,355
	Micromet, Inc.	Micromet, Inc.	3,764	5,083
	National Grid PLC	National Grid PLC	5,129	5,236
	Nektar Therapeutics	Nektar Therapeutics	3,572	2,305
	Nestle SA	Nestle SA	6,861	7,791
	Nextera Energy, Inc.	Nextera Energy, Inc.	4,639	5,297
	Novartis AG ADR	Novartis AG ADR	20,380	20,867
	Novo-Nordisk AS ADR	Novo-Nordisk AS ADR	5,644	7,146
	NV Energy, Inc.	NV Energy, Inc.	3,478	3,924
	Old Republic Int'l Corporation	Old Republic Int'l Corporation	5,397	4,292
	Oplink Communications, Inc.	Oplink Communications, Inc.	3,906	3,245
	Oracle System Corporation	Oracle System Corporation	13,351	14,980
	ORIX Corporation	ORIX Corporation	5,880	4,922
	PG&E Corp.	PG&E Corp.	5,996	5,894
	PPL Corporation	PPL Corporation	3,520	3,472
	Perrigo Company	Perrigo Company	15,920	19,460
	Philip Morris International, Inc.	Philip Morris International, Inc.	12,755	20,562
	Procter & Gamble Company	Procter & Gamble Company	27,773	29,819
	PrivateBancorp, Inc.	PrivateBancorp, Inc.	20,441	16,525
	Prosperity Bancshares, Inc.	Prosperity Bancshares, Inc.	22,117	22,273
	Regions Financial Corp.	Regions Financial Corp.	5,317	3,431
	Resolute Energy Corporation	Resolute Energy Corporation	3,762	2,419
	Rexam PLC ADR	Rexam PLC ADR	16,838	15,614
	Rightnow Technologies, Inc.	Rightnow Technologies, Inc.	4,182	5,555
	Rosetta Resources, Inc.	Rosetta Resources, Inc.	15,151	18,096
	Ross Stores, Inc.	Ross Stores, Inc.	19,635	25,904
	Rovi Corporation	Rovi Corporation	24,976	13,322
	Royal Dutch Petroleum	Royal Dutch Petroleum	2,924	2,997
	SXC Health Solutions Corp.	SXC Health Solutions Corp.	15,062	16,040
	Saipem SPA ADR	Saipem SPA ADR	5,984	6,503
	SAP AG	SAP AG	9,207	8,260
	Schlumberger Ltd.	Schlumberger Ltd.	12,584	10,110

* Party in Interest

G.R. BIRDWELL CONSTRUCTION, L.P. 401(K) PROFIT SHARING PLAN & TRUST
EIN 74-1971206, PLAN NO. 002
SCHEDULE H, LINE 4 (i) - SCHEDULE OF ASSETS (HELD AT END OF YEAR) CONTINUED
DECEMBER 31, 2011

(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Decription of Investment, Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
	EQUITIES - CONTINUED:			
	Sempra Energy	Sempra Energy	4,420	4,675
	Siemens AG	Siemens AG	8,745	6,693
	Singapore Airlines Ltd.	Singapore Airlines Ltd.	16,626	12,495
	Solera Holdings, Inc.	Solera Holdings, Inc.	15,168	15,634
	Standard Pacific Corporation	Standard Pacific Corporation	9,401	8,456
	Superior Energy Services, Inc.	Superior Energy Services, Inc.	14,651	10,978
	Susquehanna Bancshares, Inc.	Susquehanna Bancshares, Inc.	5,458	5,388
	Syngenta AG ADR	Syngenta AG ADR	9,177	8,428
	TTM Technologies, Inc.	TTM Technologies, Inc.	3,871	2,707
	Taiwan Semiconductor Mfg. Co.	Taiwan Semiconductor Mfg. Co.	2,975	3,150
	Targacept, Inc.	Targacept, Inc.	2,694	802
	Target Corporation	Target Corporation	12,573	13,317
	Texas Roadhouse, Inc.	Texas Roadhouse, Inc.	18,477	17,254
	3M Company	3M Company	14,694	15,284
	Total SA	Total SA	15,271	14,566
	Tower Group, Inc.	Tower Group, Inc.	4,337	3,852
	Toyota Motor Corporation	Toyota Motor Corporation	16,305	13,689
	TreeHouse Foods, Inc.	TreeHouse Foods, Inc.	13,680	17,653
	Triumph Group, Inc.	Triumph Group, Inc.	31,603	39,980
	Tupperware Corporation	Tupperware Corporation	14,483	16,063
	Tutor Perini Corp.	Tutor Perini Corp.	3,388	2,172
	UGI Corporation	UGI Corporation	2,080	2,087
	UniFirst Corporation	UniFirst Corporation	3,895	4,085
	Unilever PLC ADR	Unilever PLC ADR	3,046	3,318
	United Technologies Corp.	United Technologies Corp.	26,843	27,263
	United Utilities Group PLC ADR	United Utilities Group PLC ADR	672	642
	VF Corporation	VF Corporation	3,204	4,064
	Vale SA ADS PFD	Vale SA ADS PFD	2,856	2,122
	Verint Systems, Inc.	Verint Systems, Inc.	3,907	3,305
	VISA, Inc.	VISA, Inc.	15,537	18,580
	Vivendi SA ADR	Vivendi SA ADR	15,404	13,348
	Vodafone Group Public Ltd., Co. ADR	Vodafone Group Public Ltd., Co. ADR	6,756	7,568
	WPP Group PLC	WPP Group PLC	2,870	2,507
	Washington Federal, Inc.	Washington Federal, Inc.	5,617	4,757
	Waters Corp.	Waters Corp.	11,392	15,402
	Wells Fargo & Company	Wells Fargo & Company	5,513	5,016
	Whirlpool Corp.	Whirlpool Corp.	9,683	6,026
	Williams Co., Inc.	Williams Co., Inc.	4,294	5,911
	Williams-Sonoma, Inc.	Williams-Sonoma, Inc.	18,231	18,442
	Xylem, Inc.	Xylem, Inc.	5,710	9,069
	Yahoo, Inc.	Yahoo, Inc.	18,162	20,114
	Yue Yuen Industrial ADR	Yue Yuen Industrial ADR	16,758	17,360
	Yum Brands, Inc.	Yum Brands, Inc.	19,502	19,414
	Assured Guaranty Ltd.	Assured Guaranty Ltd.	6,426	5,190
	Covidien PLC	Covidien PLC	18,718	17,734
	Maiden Holdings, Ltd.	Maiden Holdings, Ltd.	4,654	5,379
	TE Connectivity Ltd.	TE Connectivity Ltd.	12,813	18,178
	ASML Holding NV	ASML Holding NV	7,386	9,110
		Total Equities	1,883,952	1,874,847

G.R. BIRDWELL CONSTRUCTION, L.P. 401(K) PROFIT SHARING PLAN & TRUST
EIN 74-1971206, PLAN NO. 002
SCHEDULE H, LINE 4 (i) - SCHEDULE OF ASSETS (HELD AT END OF YEAR) CONTINUED
DECEMBER 31, 2011

(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Decription of Investment, Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
	EXCHANGE TRADED FUNDS			
	iShares	iShares S&P 500 Growth Index	1,452	1,483
	iShares	iShares Russell 1000 Value	2,626	2,666
	iShares	iShares Russell 1000 Growth Index	3,406	3,410
	iShares	iShares Russell 2000 Index	964	959
	iShares	iShares Dow Jones EPAC Select Dividend	1,546	1,514
	iShares	iShares S&P Global Utilities	1,973	1,969
	iShares	iShares MSCI EAFE Value Index	7,285	6,661
	iShares	iShares MSCI EAFE Growth Index	2,223	1,924
	Van Eck	Market Vectors Gold Miners ETF	62,638	55,442
		Total Exchange Traded Funds	84,112	76,029
	MUTUAL FUNDS:			
	AQR Capital Management	AQR Managed Futures Strategy N	76,212	73,202
	Aberdeen Funds	Aberdeen Asia Bond Institutional	49,192	46,941
	American Century Investments	American Century Short-Term Govt Adv	19,240	19,107
*	Genworth Financial	Genworth Financial Contra Fund	70,625	41,096
	Delaware Investments	Delaware Pooled Glbl Real Estate Sec Org	198,761	188,341
	Federated	Federated Gov Ultrashort Duration	19,136	19,136
	GLG, Inc.	GLG International Small Cap	133,680	121,319
	Goldman Sachs	GS Local Emerging Markets Debt A	79	75
	Ramius	Ramius Trading Strat Managed Futures I	125,645	121,766
	Lazard	Lazard US Global Listed Infrastrcture	147,827	144,897
	MainStay	MainStay Epoch Int'l Small Cap	143,669	163,157
	MainStay	MainStay Epoch Global Equity Yield	169,777	178,331
	Matthews Asia Funds	Matthews Asia Dividend Investor	90,619	84,655
	Natisix Funds	Natixis ASG Managed Futures Strategy A	103,738	98,872
	PIMCO	PIMCO Emerging Local Bond Adm	56	53
	T. Rowe Price	T. Rowe Price High Yield Adv	57,156	56,681
	Royce	Royce Micro-Cap Svc	115,628	98,034
	Rydex	Rydex S&P 500 H	67,609	69,905
	Vanguard	Vanguard Short Term Treas-IV	2	2
		Total Mutual Funds	1,588,651	1,525,569
	PARTICIPANT LOANS:			
*	Various Participants	Various Maturity Dates and Interest Rates Ranging from 5.25% to 9.25%	325,713	325,713
		Total Investments	$ 3,943,947	$ 3,863,676

* Party in Interest

G.R. BIRDWELL CONSTRUCTION, L.P. 401(K) PROFIT SHARING PLAN
EIN 74-1971206, PLAN NO. 002
SCHEDULE H, LINE 4 (j) - SCHEDULE OF REPORTABLE TRANSACTIONS
FOR THE YEAR ENDED DECEMBER 31, 2011

(a) Identity of Party Involved	(b) Description of asset	(c) Purchase Price	(d) Selling Price	(e) Lease Rental	(f) Expense incurred with Transactions	(g) Cost of Asset	(h) Current Value on Date of Transaction	(i) Net Gain(Loss)
BlackRock	Blackrock Liquidity TempFund	2,360,187					2,360,187	
BlackRock	Blackrock Liquidity TempFund		2,602,009			2,602,009	2,602,009	0
BlackRock	BlackRock Liquidity T-Fund Mgmt Total	458,066					458,066	
BlackRock	BlackRock Liquidity T-Fund Mgmt Total		390,907			390,907	390,907	0
MainStay	MainStay Epoch Global Equity Yield Total	113,463					113,463	
MainStay	MainStay Epoch Global Equity Yield Total		281,429			248,145	281,429	33,285
Natixis	Natixis ASG Managed Futures Strategy A Total	184,803					184,803	
Natixis	Natixis ASG Managed Futures Strategy A Total		85,175			83,825	85,175	1,350
Rydex Funds	Rydex Series Trust US Government	299,939				-	299,939	
Rydex Funds	Rydex Series Trust US Government		299,939			299,939	299,939	0
		3,416,459	3,659,459	0	0	3,624,824	7,075,918	34,635

G.R. BIRDWELL CONSTRUCTION, L.P. 401(k) PROFIT SHARING PLAN AND TRUST
PLAN EIN - 74-1971206; PLAN NUMBER - 002
SCHEDULE H, LINE 4(a) - SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS
FOR THE YEAR ENDED DECEMBER 31, 2011

The following details nonexempt prohibited transactions for the year ended December 31, 2011, as required by Section 2510.3-102 of the Department of Labor's Rules for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Participant Contributions Transferred Late to Plan	Total that Constitute Nonexempt Prohibited Transactions			Total Fully Corrected Under VFCP and PTE 2002-51
Check here if Late Participant Loan ☒	Contributions Not Corrected *	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	
Plan Year 2009	$ -	$ 184,204	$ -	$ -
Plan Year 2008	$ -	$ 54,310	$ -	$ -

* Contributions have been submitted to the Custodian in their respective years, however, lost earnings on the delinquent contributions were not remitted until 2011.

See Independent Auditor's Report.