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;
- [X] 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
TEXAS PIPE & SUPPLY CO. LTD. 401(K) PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 01/01/1971

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

TEXAS PIPE & SUPPLY CO., LTD.

2330 HOLMES RD.
HOUSTON, TX 77051

2b Employer Identification Number (EIN) 74-0942240

2c Sponsor's telephone number 713-799-5724

2d Business code (see instructions) 423500

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.	10/09/2012	CARL LENZ
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/09/2012	CARL LENZ
	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")
TEXAS PIPE & SUPPLY CO., LTD.

2330 HOLMES RD.
HOUSTON, TX 77051

3b Administrator's EIN
74-0942240

3c Administrator's telephone number
713-799-5724

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**	289
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**	255
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	25
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	280
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	280
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	199
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	0
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:
2E 2F 2G 2J 2K 3H 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)	X	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)	X	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)	X	1	**A** (Insurance Information)
(4)	X		**C** (Service Provider Information)
(5)			**D** (DFE/Participating Plan Information)
(6)			**G** (Financial Transaction Schedules)

SCHEDULE A (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Insurance Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).

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

▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).

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
TEXAS PIPE & SUPPLY CO. LTD. 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
TEXAS PIPE & SUPPLY CO., LTD.

D Employer Identification Number (EIN)
74-0942240

Part I Information Concerning Insurance Contract Coverage, Fees, and Commissions

Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.

1 Coverage Information:

(a) Name of insurance carrier
GREAT WEST LIFE AND ANNUITY

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
84-0467907	68322	455980-01	56	01/01/2011	12/31/2011

2 Insurance fee and commission information. Enter the total fees and total commissions paid. List in item 3 the agents, brokers, and other persons in descending order of the amount paid.

(a) Total amount of commissions paid	(b) Total amount of fees paid
0	0

3 Persons receiving commissions and fees. (Complete as many entries as needed to report all persons).

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

Part II Investment and Annuity Contract Information

Where individual contracts are provided, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

4	Current value of plan's interest under this contract in the general account at year end	4	2842502
5	Current value of plan's interest under this contract in separate accounts at year end	5	0

6 Contracts With Allocated Funds:

a State the basis of premium rates ▶

b	Premiums paid to carrier	6b	
c	Premiums due but unpaid at the end of the year	6c	
d	If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount.	6d	

Specify nature of costs ▶

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity

(3) ☐ other (specify) ▶

f If contract purchased, in whole or in part, to distribute benefits from a terminating plan check here ▶ ☐

7 Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)

a Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee

(3) ☐ guaranteed investment (4) ☒ other ▶ GROUP ANNUITY CONTRACT

b	Balance at the end of the previous year			7b	1923324
c	Additions: (1) Contributions deposited during the year	7c(1)	153479		
	(2) Dividends and credits	7c(2)	0		
	(3) Interest credited during the year	7c(3)	47230		
	(4) Transferred from separate account	7c(4)	1481431		
	(5) Other (specify below)	7c(5)	25966		
	▶ LOAN PAYMENT(S), FORFEITURE(S)				
	(6) Total additions			7c(6)	1708106
d	Total of balance and additions (add **b** and **c(6)**).			7d	3631430
e	Deductions:				
	(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	237093		
	(2) Administration charge made by carrier	7e(2)	0		
	(3) Transferred to separate account	7e(3)	551835		
	(4) Other (specify below)	7e(4)	0		
	▶				
	(5) Total deductions			7e(5)	788928
f	Balance at the end of the current year (subtract **e(5)** from **d**)			7f	2842502

Part III Welfare Benefit Contract Information

If more than one contract covers the same group of employees of the same employer(s) or members of the same employee organizations(s), the information may be combined for reporting purposes if such contracts are experience-rated as a unit. Where contracts cover individual employees, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

8 Benefit and contract type (check all applicable boxes)

a ☐ Health (other than dental or vision) **b** ☐ Dental **c** ☐ Vision **d** ☐ Life insurance

e ☐ Temporary disability (accident and sickness) **f** ☐ Long-term disability **g** ☐ Supplemental unemployment **h** ☐ Prescription drug

i ☐ Stop loss (large deductible) **j** ☐ HMO contract **k** ☐ PPO contract **l** ☐ Indemnity contract

m ☐ Other (specify) ▶

9 Experience-rated contracts:				
a Premiums: (1) Amount received	**9a(1)**			
(2) Increase (decrease) in amount due but unpaid	**9a(2)**			
(3) Increase (decrease) in unearned premium reserve	**9a(3)**			
(4) Earned (**(1)** + **(2)** - **(3)**)			**9a(4)**	
b Benefit charges (1) Claims paid	**9b(1)**			
(2) Increase (decrease) in claim reserves	**9b(2)**			
(3) Incurred claims (add **(1)** and **(2)**)			**9b(3)**	
(4) Claims charged			**9b(4)**	
c Remainder of premium: (1) Retention charges (on an accrual basis) --				
(A) Commissions	**9c(1)(A)**			
(B) Administrative service or other fees	**9c(1)(B)**			
(C) Other specific acquisition costs	**9c(1)(C)**			
(D) Other expenses	**9c(1)(D)**			
(E) Taxes	**9c(1)(E)**			
(F) Charges for risks or other contingencies	**9c(1)(F)**			
(G) Other retention charges	**9c(1)(G)**			
(H) Total retention			**9c(1)(H)**	
(2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.)			**9c(2)**	
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement			**9d(1)**	
(2) Claim reserves			**9d(2)**	
(3) Other reserves			**9d(3)**	
e Dividends or retroactive rate refunds due. (Do not include amount entered in **c(2)**.)			**9e**	
10 Nonexperience-rated contracts:				
a Total premiums or subscription charges paid to carrier			**10a**	
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, item 2 above, report amount.			**10b**	

Specify nature of costs ▶

Part IV Provision of Information

11 Did the insurance company fail to provide any information necessary to complete Schedule A? ☐ Yes ☒ No

12 If the answer to line 11 is "Yes," specify the information not provided. ▶

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
TEXAS PIPE & SUPPLY CO. LTD. 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
TEXAS PIPE & SUPPLY CO., LTD.

D Employer Identification Number (EIN)
74-0942240

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

GREAT-WEST LIFE & ANNUITY COMPANY

8515 EAST ORCHARD ROAD
GREENWOOD VILLAGE, CO 80111

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
64	RECORDKEEPER	750	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] No [ ]

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

LPL FINANCIAL

650 N. SAM HOUSTON PKWY #400
HOUSTON, TX 77060

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
27	INVESTMENT ADVISOR	6752	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

LPL FINANCIAL CORPORATION

9785 TOWNE CENTRE DRIVE
SAN DIEGO, CA 92121

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
27	INVESTMENT ADVISOR	21459	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

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

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

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

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

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

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE 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
TEXAS PIPE & SUPPLY CO. LTD. 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
TEXAS PIPE & SUPPLY CO., LTD.

D Employer Identification Number (EIN)
74-0942240

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)	0	0
(2) Participant contributions	1b(2)	0	0
(3) Other	1b(3)	0	0
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	0	0
(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)	0	0
(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)	393835	477636
(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)	7079772	6914045
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)	1923324	2842502
(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	9396931	10234183
Liabilities			
g Benefit claims payable	1g	0	0
h Operating payables	1h		
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	9396931	10234183

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)	323908	
(B) Participants	2a(1)(B)	964689	
(C) Others (including rollovers)	2a(1)(C)	0	
(2) Noncash contributions	2a(2)	0	
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		1288597
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)	17603	
(F) Other	2b(1)(F)	47230	
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		64833
(2) Dividends: **(A)** Preferred stock	2b(2)(A)	0	
(B) Common stock	2b(2)(B)	0	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	527459	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		527459
(3) Rents	2b(3)		0
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)	0	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	0	
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0

			(a) Amount	(b) Total
2b	**(5)** Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)	0	
	(B) Other	2b(5)(B)	0	
	(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		0
	(6) Net investment gain (loss) from common/collective trusts	2b(6)		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)		-770501
c	Other income	2c		28211
d	Total income. Add all **income** amounts in column (b) and enter total	2d		1138599
	Expenses			
e	Benefit payment and payments to provide benefits:			
	(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	262927	
	(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)		262927
f	Corrective distributions (see instructions)	2f		0
g	Certain deemed distributions of participant loans (see instructions)	2g		9459
h	Interest expense	2h		0
i	Administrative expenses: **(1)** Professional fees	2i(1)	0	
	(2) Contract administrator fees	2i(2)	750	
	(3) Investment advisory and management fees	2i(3)	28211	
	(4) Other	2i(4)	0	
	(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		28961
j	Total expenses. Add all **expense** amounts in column (b) and enter total	2j		301347
	Net Income and Reconciliation			
k	Net income (loss). Subtract line **2j** from line **2d**	2k		837252
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)** ☒ Disclaimer **(4)** ☐ Adverse

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

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

(1) Name: HARPER AND PEARSON **(2)** EIN: 74-1695589

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

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

Part IV Compliance Questions

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

During the plan year:

		Yes	No	Amount
a	Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	**4a**		X	
b	Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	**4b**		X	
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	**4c**		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	**4d**		X	
e	Was this plan covered by a fidelity bond?	**4e**	X		700000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	**4f**		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	**4g**		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	**4h**		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	**4i**	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	**4j**		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	**4k**		X	
l	Has the plan failed to provide any benefit when due under the plan?	**4l**		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	**4m**		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	**4n**		X	

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year? ☐ **Yes** ☒ **No**

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

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

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

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

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

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

OMB No. 1210-0110

2011

This Form is Open to Public Inspection.

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

A Name of plan
TEXAS PIPE & SUPPLY CO. LTD. 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
TEXAS PIPE & SUPPLY CO., LTD.

D Employer Identification Number (EIN)
74-0942240

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): 84-1455663

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):

TEXAS PIPE & SUPPLY COMPANY, LTD.
AND SUBSIDIARY

CONSOLIDATED FINANCIAL STATEMENTS

DECEMBER 31, 2011 AND 2010

CONTENTS

	Page
Independent Auditor's Report	2
Consolidated Balance Sheets	3
Consolidated Statements of Income	4
Consolidated Statements of Changes in Partners' Capital	5
Consolidated Statements of Cash Flows	6
Notes to Consolidated Financial Statements	7-18

HARPER & PEARSON
COMPANY, P.C. CERTIFIED PUBLIC ACCOUNTANTS

INDEPENDENT AUDITOR'S REPORT

Board of Directors
Texas Pipe & Supply Company, Ltd.
Houston, Texas

We have audited the accompanying consolidated balance sheets of Texas Pipe & Supply Company, Ltd. and Subsidiary (the "Partnership") as of December 31, 2011 and 2010, and the related statements of income, changes in partners' capital and cash flows for the years then ended. These financial statements are the responsibility of the Partnership's management. Our responsibility is to express an opinion on these financial statements based on our audits.

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

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Texas Pipe & Supply Company, Ltd. and Subsidiary as of December 31, 2011 and 2010, and the results of their operations and their cash flows for the years then ended in conformity with generally accepted accounting principles in the United States.

Harper & Pearson Company, P.C.

Houston, Texas
April 26, 2012

One Riverway · Suite 1000 · Houston, Texas 77056-1973 · 713.622.2310 · 713.622.5613 fax
harperpearson.com

TEXAS PIPE & SUPPLY COMPANY, LTD. AND SUBSIDIARY
CONSOLIDATED BALANCE SHEETS
DECEMBER 31, 2011 AND 2010

ASSETS	2011	2010
CURRENT ASSETS		
Cash and cash equivalents	$ 1,166,318	$ 246,241
Accounts receivable, trade, net	53,238,187	34,732,544
Accounts receivable, related party	916,959	424,293
Inventory	147,814,805	98,064,277
Prepaid inventory	3,600,869	268,982
Prepaid expenses and other current assets	688,716	479,303
Refundable income taxes	2,008,122	797,259
Deferred income taxes	751,969	699,661
TOTAL CURRENT ASSETS	210,185,945	135,712,560
PROPERTY, PLANT AND EQUIPMENT, net	14,810,136	14,097,920
OTHER ASSETS		
Reserved cash and investments	3,450,946	3,490,936
Accounts receivable, officers	491,871	491,871
Note receivable, related party	300,000	300,000
Prepaid leases	162,921	204,885
Investment in affiliate	740,727	709,733
Deferred income taxes	17,615	118,186
Goodwill	4,327,560	4,327,560
	9,491,640	9,643,171
TOTAL ASSETS	$ 234,487,721	$ 159,453,651
LIABILITIES AND PARTNERS' CAPITAL		
CURRENT LIABILITIES		
Accounts payable	$ 42,882,098	$ 28,682,662
Accrued expenses	4,053,192	4,043,419
Note payable, current	8,000,000	8,000,000
Notes payable, related parties, current	4,033,332	1,083,333
TOTAL CURRENT LIABILITIES	58,968,622	41,809,414
LONG-TERM LIABILITIES		
Line of credit and note payable	49,765,000	32,603,000
Notes payable, related parties	28,047,904	32,875,467
Unfunded deferred compensation	4,616,514	4,480,489
TOTAL LONG-TERM LIABILITIES	82,429,418	69,958,956
COMMITMENTS AND CONTINGENCIES		
PARTNERS' CAPITAL	93,089,681	47,685,281
TOTAL LIABILITIES AND PARTNERS' CAPITAL	$ 234,487,721	$ 159,453,651

See accompanying notes.

TEXAS PIPE & SUPPLY COMPANY, LTD. AND SUBSIDIARY
CONSOLIDATED STATEMENTS OF INCOME
YEARS ENDED DECEMBER 31, 2011 AND 2010

	2011		2010	
	Amount	Percent	Amount	Percent
Gross Sales, net of sales discounts and allowances of $1,725,536 in 2011 and $1,069,887 in 2010	$ 502,778,777	100.00	$ 374,166,349	100.00
Cost of Goods Sold, net of purchase discounts and allowances of $2,176,571 in 2011 and $2,283,759 in 2010	377,318,998	75.05	267,769,121	71.56
GROSS PROFIT	125,459,779	24.95	106,397,228	28.44
OPERATING EXPENSES				
Pipe receiving, storage and delivery expenses	23,156,728	4.61	17,582,168	4.70
Sales and administrative	30,094,582	5.99	28,009,642	7.49
Depreciation	1,110,824	0.22	949,111	0.25
	54,362,134	10.81	46,540,921	12.44
OPERATING INCOME	71,097,645	14.14	59,856,307	16.00
OTHER INCOME (EXPENSE)				
Interest expense	(2,180,854)	(0.43)	(1,152,801)	(0.31)
Interest and dividend income	37,129	0.01	40,146	0.01
Equity in income of affiliate	38,157	0.01	31,225	0.01
Other, net	121,497	0.02	106,920	0.03
	(1,984,071)	(0.39)	(974,510)	(0.26)
INCOME BEFORE INCOME TAX EXPENSE	69,113,574	13.75	58,881,797	15.74
INCOME TAX EXPENSE	23,709,173	4.72	21,646,968	5.79
NET INCOME	$ 45,404,401	9.03	$ 37,234,829	9.95

See accompanying notes.

TEXAS PIPE & SUPPLY COMPANY, LTD. AND SUBSIDIARY
CONSOLIDATED STATEMENTS OF CHANGES IN PARTNERS' CAPITAL
YEARS ENDED DECEMBER 31, 2011 AND 2010

	General Partners			
	JRR Management, L.L.C.	MRR Management, L.L.C.	Limited Partners	Total Partners' Capital
Balance, December 31, 2009	$ 1,578,718	$ 1,578,718	$ 67,001,816	$ 70,159,252
Redemption of partnership interests	-	-	(59,708,800)	(59,708,800)
Net income	342,560	342,560	36,549,709	37,234,829
Balance, December 31, 2010	1,921,278	1,921,278	43,842,725	47,685,281
Net income	417,720	417,720	44,568,960	45,404,400
Balance, December 31, 2011	$ 2,338,998	$ 2,338,998	$ 88,411,685	$ 93,089,681

See accompanying notes.

TEXAS PIPE & SUPPLY COMPANY, LTD. AND SUBSIDIARY
CONSOLIDATED STATEMENTS OF CASH FLOWS
YEARS ENDED DECEMBER 31, 2011 AND 2010

	2011	2010
CASH FLOWS FROM OPERATING ACTIVITIES		
Net income	$ 45,404,401	$ 37,234,829
Adjustments to reconcile net income to net cash (used) provided by operating activities:		
Depreciation	1,110,824	949,111
Equity in income of affiliate	(30,994)	(31,225)
Deferred income taxes	48,263	641,344
Loss (gain) on the sale of property, plant and equipment	11,497	(13,500)
Deferred compensation expense	136,025	976,042
Changes in operating assets and liabilities:		
Accounts receivable, trade, net	(18,505,643)	2,006,087
Accounts receivable, related party	(492,666)	313,724
Inventory	(49,750,528)	(28,996,461)
Prepaid inventory	(3,331,887)	(268,982)
Prepaid expenses and other current assets	(209,413)	233,579
Refundable income taxes	(1,210,863)	(797,259)
Prepaid leases	41,964	(204,885)
Accounts payable	14,199,436	4,574,811
Accrued expenses	9,773	(5,272,421)
Income taxes payable	-	(803,667)
Total adjustments	(57,974,212)	(26,693,702)
Net cash (used) provided by operating activities	(12,569,811)	10,541,127
CASH FLOWS FROM INVESTING ACTIVITIES		
Increase in reserved cash and investments	39,990	(603,485)
Purchase of property, plant and equipment	(1,874,071)	(3,192,834)
Proceeds from the sale of property, plant and equipment	39,533	29,783
Payment for purchase of Energy Metals, Inc., net of cash acquired	-	(1,077,560)
Net cash used by investing activities	(1,794,548)	(4,844,096)
CASH FLOWS FROM FINANCING ACTIVITIES		
Borrowings on lines credit and notes payable	244,627,000	165,927,000
Repayments on lines of credit and notes payable	(227,465,000)	(140,324,000)
Repayment on notes payable, related parties	(1,877,564)	-
Payments for redemption of partnership interests	-	(40,000,000)
Net cash provided (used) by financing activities	15,284,436	(14,397,000)
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	920,077	(8,699,969)
CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR	246,241	8,946,210
CASH AND CASH EQUIVALENTS AT END OF YEAR	$ 1,166,318	$ 246,241
SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION:		
Interest paid	$ 1,915,467	$ 994,229
Income taxes paid	$ 22,732,975	$ 22,221,080

See accompanying notes.

NOTE A SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Nature of Operations - The consolidated financial statements include the accounts of Texas Pipe & Supply Company, Ltd. a Texas limited partnership and subsidiary (the Partnership). MRR Management, L.L.C., and JRR Management, L.L.C., each own approximately 1 percent as a general partnership interest, and the limited partners own an approximately 98 percent interest.

The Partnership distributes domestic and imported carbon and stainless steel line pipe ranging from 1/4" to 60" in diameter, flanges and fittings and a full range of value added services to customers predominantly in North America, as well as exports to Central and South America. Value added services include cutting, threading, grooving and coating. The Partnership is headquartered in Houston, Texas, and operates nine branches in Texas, Colorado, Louisiana, Alabama, Indiana, Florida, North Carolina, and New Jersey, which provide goods and services primarily to customers in the industrial and mechanical supply industry, the oil and gas gathering and transmission industry and the petrochemical industry.

In October 2010, the Partnership purchased 100% of Energy Metals, Inc. (EMI) for $5,750,000. As a part of the acquisition the former owners of EMI entered into employment contracts with the Partnership that included certain deferred payments under the purchase agreement. These deferred payments are included in notes payable, related parties as described in Note I. In conjunction with this purchase, certain costs were capitalized as goodwill amounting to $4,327,560. EMI distributes specialty stainless and nickel alloy pipe, fittings and flanges.

Estimates - The preparation of financial statements in conformity with accounting principles generally accepted in the United States (GAAP) requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Cash and Cash Equivalents - For purposes of the statements of cash flows, cash and cash equivalents consist of demand deposits and short-term money market accounts.

Reserved Cash and Investments - Cash and investments reserved for the deferred compensation plans consist of municipal bonds with maturities ranging from one to two years and money market funds. The Partnership accounts for these securities as "hold-to-maturity". The market value of the investments approximates cost.

Concentrations - Financial instruments, which subject the Partnership to concentrations of credit risk, consist principally of cash and cash equivalents and trade receivables. A majority of the cash and cash equivalents are maintained with major financial institutions in the United States. Deposits with these financial institutions may exceed the amount of federal deposit insurance provided on such deposits; however, these deposits typically may be redeemed upon demand and therefore, bear minimal risk. In monitoring this credit risk, the Partnership periodically evaluates the stability of the financial institutions. Generally, no collateral or other security is required to support trade receivables. At December 31, 2011 and 2010, the allowance for doubtful accounts amounted to $766,637 and $595,100, respectively.

NOTE A SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

When management determines that a receivable is uncollectible, the balance is removed from the receivables balance and is charged against the allowance. Subsequent recoveries of amounts previously written off are credited directly to earnings.

For the years ended December 31, 2011 and 2010, one state represented 70% and 65%, respectively, of total sales.

For the years ended December 31, 2011 and 2010, carbon sales and stainless sales represented 87% and 13% respectively for both years, of total sales.

For the years ended December 31, 2011 and 2010, two vendors represented 27% and one vendor represented 28%, respectively, of material purchases. In management's opinion, alternatives to these vendors are available.

Pricing and Valuation of Inventories - Inventory primarily consists of finished goods valued at the lower of cost (last-in, first-out (LIFO) method) or market. The Partnership tracks inventory stocks using a perpetual system in which records are maintained and updated continuously as items are purchased and sold.

The use of the LIFO method of determining the cost of inventories had the effect of decreasing reported inventories at December 31, 2011 and 2010 by $56,711,936 and $45,235,811, respectively. The effect on net income for the years then ended was a decrease in 2011 net income by $7,459,481 and a decrease in 2010 net income by $2,013,547, (net of income tax effects of $ 4,016,644 and $1,084,218, respectively) as compared to what net income would have been under the moving average method.

Property, Plant and Equipment - Property, plant and equipment is stated at cost. The Partnership calculates depreciation using straight-line and accelerated methods over the estimated useful lives of the assets. Expenditures for renewals or betterments are capitalized and expenditures for maintenance and repairs are charged against expenses as incurred.

Investment in Affiliate - The Partnership has a minority investment in a partnership affiliated through common ownership, American Tool and Machine Supply Co. ("ATM"), which is accounted for by the equity method. ATM is engaged in the business of leasing property and equipment. The Partnership recognizes its respective share of ATM's income as equity in income of affiliate in the statements of income.

Revenue Recognition - Revenue from the sale of the Partnership's products is recognized when ownership or title passes from the Partnership to the customer, usually upon delivery of the product to the shipping destination.

Shipping and Handling - All outbound shipping and handling costs billed to customers are classified as operating expenses in the accompanying statements of income and totaled $13,713,816 and $8,815,418 for the years ended December 31, 2011 and 2010, respectively.

NOTE A SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Income Taxes - The Partnership has elected to be taxed as a C corporation for federal income tax purposes. Deferred tax assets and liabilities are recognized for the tax effects of differences between the financial bases and the tax bases of assets and liabilities. A valuation allowance is established to reduce deferred tax assets if it is more likely than not that a deferred tax asset will not be realized. Income and losses of the Partnership are allocated to partners based on their respective ownership interest in the Partnership.

GAAP requires an entity to recognize the financial statement impact of a tax position when it is more likely than not that the position will be sustained upon examination. The Partnership believes that all significant tax positions utilized by the Partnership will more likely than not be sustained upon examination. As of December 31, 2011, the tax years that remain subject to examination by the major tax jurisdictions under the statute of limitations are from the year 2008 forward (with limited exceptions). Tax penalties and interest, if any, would be accrued as incurred and would be classified as tax expense in the consolidated statements of income.

Goodwill - Goodwill resulted from the purchase of the assets of EMI. Goodwill and other intangible assets with indeterminate lives are not amortized. These assets are tested for impairment annually or more frequently if events or changes in circumstances indicate that the asset might be impaired. The Partnership uses judgmental assumptions to identify potential impairment of its recorded goodwill, including comparing the estimated fair value of the underlying related operations to the carrying value of goodwill. This is accomplished using management's estimation of the related operations' future cash flows based upon budgets, historical transactions and long-term plans. The Partnership determined that goodwill, as shown in the consolidated balance sheets at December 31, 2011 and 2010, was not impaired.

Reclassifications - Certain amounts have been reclassified from prior year presentation to conform to the current year presentation. The reclassifications did not have any impact on partners' capital or net income.

NOTE B PROPERTY, PLANT AND EQUIPMENT

Property, plant and equipment consist of the following at December 31, 2011 and 2010:

	2011	2010
Land	$ 2,474,831	$ 2,068,102
Buildings and plant	9,150,060	9,045,359
Machinery and equipment	8,483,295	7,906,102
Transportation equipment	904,380	861,275
Furniture and office equipment	1,894,656	1,827,881
Leasehold improvements	5,198,140	4,999,896
Construction in progress	318,921	24,919
	28,424,283	26,733,534
Less accumulated depreciation and amortization	(13,614,147)	(12,635,614)
	$ 14,810,136	$ 14,097,920

NOTE C INVESTMENT IN AFFILIATE

The investment in affiliate relates to a 32.67 percent ownership of ATM. The Partnership's equity in ATM's net assets exceeded the adjusted cost of the investment by $335,363 at the end of 2011 and 2010. The Partnership recognized $30,994 and $31,225 of equity in earnings of affiliate for the years ended December 31, 2011 and 2010, respectively. The following is a summary of ATM's financial position at December 31, 2011 and 2010 and the results of its operations for the years then ended:

	Unaudited	
	2011	2010
Current assets	$ 441,450	$ 446,828
Property and other long-term assets, net	2,883,885	2,761,711
Total assets	3,325,335	3,208,539
Current liabilities	9,590	9,590
Total liabilities	9,590	9,590
Total Equity	$ 3,315,745	$ 3,198,949
Net Income	$ 116,796	$ 95,748

NOTE D ACCOUNTS RECEIVABLE, OFFICERS

The Partnership has entered into split-dollar life insurance arrangements with certain trusts of the partners of the Partnership. Under the terms of the agreements, the Partnership pays the premiums on the life insurance policies. The trusts are the named beneficiary of the policies and have made a collateral assignment of proceeds from the policies equal to the premiums paid by the Partnership. Upon the death of the insured, the Partnership is entitled to recover all premiums paid. The Partnership has recorded, in the accompanying balance sheets, a non-interest bearing receivable equal to the premiums paid to date on the policies. At December 31, 2011 and 2010, the premiums paid on these policies totaled $491,871.

NOTE E LINES OF CREDIT AND NOTE PAYABLE

	2011	2010
In July 2010, the Partnership entered into a loan agreement with JP Morgan Chase, N.A. for $40,000,000. The note bears interest at the prevailing prime rate minus 0.75%. At December 2010, the interest rate was 2.5%. The loan calls for quarterly principle payments of $2,000,000 plus accrued interest with the last payment due on July 23, 2015. The note requires compliance with certain financial covenants and is secured by the majority of the Partnership's assets.	$ 28,000,000	$ 36,000,000
In July 2010, the Partnership entered into a line of credit and letter of credit agreement with aggregate maximum commitments of $40,000,000 with JP Morgan Chase Bank, N.A. The line of credit bears interest at the prevailing prime rate minus 0.75%, at the Libor rate plus 2.25%, or as specified in the agreement depending upon whether the loan is a prime rate loan, Libor loan, or other loan under certain circumstances. At December 31, 2011, the Partnership had no open standby letters of credit and the interest rate was 2.5%. The agreement expires on July 23, 2013. Interest is payable monthly with principal due on the expiration date. The note requires compliance with certain financial covenants and is secured by the majority of the Partnership's assets.	29,765,000	4,603,000
	57,765,000	40,603,000
Less current portion	(8,000,000)	(8,000,000)
Long-term portion	$ 49,765,000	$ 32,603,000

NOTE E LINES OF CREDIT AND NOTES PAYABLE (CONTINUED)

Future annual principal payments at December 31, 2011 are as follows:

2012	$ 8,000,000
2013	35,765,000
2014	8,000,000
2015	6,000,000
	$ 57,765,000

NOTE F INCOME TAX

Federal income tax expense is comprised of the following at December 31, 2011 and 2010:

	2011	2010
Current	$ 23,660,910	$ 21,005,624
Deferred	48,263	641,344
	$ 23,709,173	$ 21,646,968

A reconciliation of income tax expense at the statutory rate to the Partnership's actual income tax expense is as follows for the years ended December 31, 2011 and 2010:

	2011	2010
Computed at the statutory rate (35 %)	$ 24,189,751	$ 20,585,021
Increase (decrease) resulting from:		
Nontaxable income from affiliate	(38,157)	(31,225)
Tax-exempt interest	(16,115)	(18,883)
Nondeductible meals and entertainment	114,474	120,591
Other (see below)	(540,780)	991,464
Income Tax Expense	$ 23,709,173	$ 21,646,968

The 2008 Federal income tax return for the Company was examined by the IRS during 2010. As a result of the examination, an adjustment was made that resulted in additional tax assessed of $659,859. The 2009 Federal income tax return was then amended resulting in a $387,970 refund. In 2011 other includes the tax benefit of certain tax credits.

NOTE F INCOME TAX (CONTINUED)

The components of deferred income taxes are as follows at December 31, 2011 and 2010:

	2011	2010
Deferred tax assets:		
Allowance for doubtful accounts	$ 268,323	$ 208,286
Inventory overhead costs capitalized for tax purposes	274,436	281,626
Non-deductible inventory writedown	134,391	129,805
Accrued compensated absences	345,934	394,430
Deferred compensation	1,703,280	1,568,171
Accrued liabilities and shareholder interest	112,798	240,605
	2,839,162	2,822,923
Deferred tax liabilities:		
Depreciation	(1,685,665)	(1,537,485)
Prepaid Insurance	(17,029)	(41,010)
Purchase Discounts	(366,884)	(426,581)
	(2,069,578)	(2,005,076)
Net deferred tax asset	$ 769,584	$ 817,847

The net deferred tax asset is presented on the balance sheets as follows at December 31, 2011 and 2010:

	2011	2010
Deferred tax asset, current	$ 751,969	$ 699,661
Deferred tax asset, long-term	17,615	118,186
Total deferred tax asset	$ 769,584	$ 817,847

A valuation allowance regarding the deferred tax asset is not considered necessary because management feels it is more likely than not that it will ultimately be realized based upon taxable earnings of the Partnership.

NOTE G EMPLOYEE BENEFIT PLANS

Defined Contribution Plan - The Partnership has a defined contribution profit sharing plan (the "Plan") covering substantially all employees which includes a 401(k) component and a profit sharing component. Eligible employees may contribute between 1 percent and 50 percent of their pretax earnings to the 401(k) plan. In 2011 and 2010, the Partnership matched 100 percent of the first 3 percent of pretax earnings contributed to the 401(k) plan and matched 50 percent of the next 2 percent of pretax earnings contributed to the 401(k) plan. The Partnership may contribute between -0- percent and 15 percent of a participant's compensation each year to the profit sharing component of the Plan. The Partnership's 401(k) matching contributions amounted to $325,531 and $310,867 during 2011 and 2010, respectively. The Partnership did not make any profit sharing contributions during 2011 and 2010.

Deferred Compensation Plans - Effective January 1, 1998, the Partnership entered into an unfunded deferred compensation agreement with certain key employees, and another agreement effective January 1, 2004. These deferred compensation agreements were frozen effective March 2006 and all participants were fully vested. At December 31, 2011 and 2010, the present value of the Partnership's deferred compensation obligation for this Plan was $724,684 and $1,289,368 respectively, of which none is current.

Effective January 1, 2006, the Partnership instituted a new deferred compensation plan for key employees. The plan is organized as a grantor trust with two employees acting as trustees. The Partnership will make contributions to the trust as set out in the deferred compensation agreements and a separate account on the books will be maintained for each beneficiary. As of December 31, 2011 and 2010, the present value of the Partnership's deferred compensation obligation for this Plan was $3,891,830 and $3,191,121, respectively, of which none is current. The discount rate used to compute the deferred compensation obligation is 2.75%. For the years ended December 31, 2011 and 2010, deferred compensation expense was $136,024 and $976,042, respectively.

At December 31, 2011 and 2010, management has reserved cash and investments totaling $3,450,946 and $3,490,936, respectively for the two plans described above.

NOTE H RELATED PARTY TRANSACTIONS AND BALANCES

Included in rent expense for 2011 and 2010, are amounts for facilities leased from companies controlled directly or indirectly by certain partners of the Partnership, which amounted to approximately $808,801 and $744,000 for the years ended 2011 and 2010, respectively. The leases are, generally, ten year non-cancellable leases.

The Partnership has a $300,000 note receivable from Simi, an affiliated entity, which leases its facilities to the Partnership. The terms of the agreement stipulate that interest only is to be paid monthly at 7.00% as it accrues and the principal will be due on or before September 15, 2016.

As of December 31, 2011 and 2010, the Partnership has $885,840 and $415,095, respectively, in non-interest bearing advances to Simi in accounts receivable, related party. This account is settled various times a year.

NOTE I NOTES PAYABLE, RELATED PARTIES

In December 2009, the partnership purchased a limited interest from certain partners and issued notes payable to these partners in the amount $11,000,000. The terms of the agreements stipulate that interest be paid annually or upon maturity at a rate of 2.75%. All notes are being amortized over five years. As of December 31, 2011, the principal outstanding on these notes was $10,205,769.

In July 2010, the partnership purchased a limited interest from certain partners and issued notes payable to these partners in the amount $19,708,800. The terms of the agreements stipulated that interest be paid annually or upon maturity at a rate of 2.75%. All notes will be amortized over seven years beginning in 2015. As of December 31, 2011, the total principal was outstanding on these notes.

In October 2010, the former owners of EMI entered into employment contracts with the Partnership that included certain deferred payments under the purchase agreement. Six equal deferred payments are due semi-annually beginning in 2010. Total deferred payments included in notes payable, related parties as of December 31, 2011 totaled $2,166,667.

Future annual principal payments for notes payable, related parties at December 31, 2011 are as follows:

2012	$ 4,033,332
2013	4,033,334
2014	2,950,000
2015	2,950,000
2016	2,950,000
Thereafter	15,164,570
	$ 32,081,236

NOTE J COMMITMENTS AND CONTINGENCIES

Operating Leases - The Partnership leases office and warehouse space and equipment under operating leases that expire at various times through 2014. Total rent expense for all operating leases for the years ended December 31, 2011 and 2010, amounted to approximately $1,151,000 and $1,099,000, respectively. Future minimum payments, by fiscal year and in the aggregate, relating to non-cancelable operating leases consist of the following at December 31, 2011:

2012	$ 930,170
2013	547,356
2014	349,467
	$ 1,826,993

NOTE J COMMITMENTS AND CONTINGENCIES (CONTINUED)

All of the remaining outstanding lease commitments above are with related parties.

General Litigation - The Partnership is subject to claims and lawsuits that arise primarily in the ordinary course of business. It is the opinion of management that the disposition or ultimate resolution of such claims and lawsuits will not have a material adverse effect on the financial position of the Partnership.

NOTE K FAIR VALUE DISCLOSURES

GAAP provides a framework for measuring fair value using a hierarchy that prioritizes the inputs to valuation techniques used to measure fair value based upon whether the inputs to those valuation techniques are observable or unobservable. This hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical financial instruments and the lowest priority to unobservable inputs. Valuation techniques maximize the use of observable inputs and minimize the use of unobservable inputs. The financial instrument's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. These inputs are summarized in the three broad levels listed below:

Level 1 - Unadjusted quoted prices for identical financial instruments in active markets that the partnership has the ability to access.

Level 2 - Other significant observable inputs (including quoted prices in active or inactive markets for similar financial instruments), or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the financial instruments.

Level 3 - Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the financial instruments. The fair value of Level 3 financial instruments is determined using pricing models, discounted cash flow methodologies, or similar techniques, as well as instruments for which the determination of fair value requires significant management judgment or estimation.

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

Money Market Funds - For these instruments, fair values are based upon the net asset value of shares held.

Municipal Bonds - For these instruments, fair values are based upon quotes from independent pricing vendors based on recent trading activity and other relevant information, including market interest rate curves, referenced credit spreads, and estimated prepayment rates, where applicable.

NOTE K FAIR VALUE DISCLOSURES (CONTINUED)

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 Partnership believes its valuation techniques are appropriate and consistent with other market participants, the use of different techniques or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The fair values of reserved cash and investments are categorized as follows at December 31, 2011 and 2010:

	2011			
	Level 1	Level 2	Level 3	Total
Money Market Funds	$ 13,314	$ -	$ -	$ 13,314
Municipal Bonds	-	3,437,632	-	3,437,632
Total Assets at Fair Value	$ 13,314	$ 3,437,632	$ -	$ 3,450,946

	2010			
	Level 1	Level 2	Level 3	Total
Money Market Funds	$ 35,645	$ -	$ -	$ 35,645
Municipal Bonds	-	3,455,291	-	3,455,291
Total Assets at Fair Value	$ 35,645	$ 3,455,291	$ -	$ 3,490,936

There were no significant transfers in and/or out of the fair value categories during 2011 and 2010.

NOTE L FAIR VALUE OF OTHER FINANCIAL INSTRUMENTS

The estimated fair value of financial instruments has been determined by management using available market information and appropriate valuation methodologies. However, considerable judgment is necessarily required in interpreting market data to develop the estimates of fair value. Accordingly, the estimates presented herein are not necessarily indicative of the amounts that could be realized in a current market exchange. The use of different market assumptions and/or estimation methodologies may have a material effect on the estimated fair value amounts. The following methods and assumptions were used to estimate the fair value of each class of financial instruments for which it is practicable to estimate that value.

NOTE L FAIR VALUE OF OTHER FINANCIAL INSTRUMENTS (CONTINUED)

Accounts receivable, note receivable, goodwill and notes payable - Management determined that the carrying amount of these financial instruments is not significantly different than their fair value, based upon the short-term nature of accounts receivable and the actual versus current market interest rates on notes receivable and payable.

NOTE M REDEMPTION OF PARTNERSHIP INTEREST

On December 31, 2009, the Partnership entered into a redemption agreement where the Partnership redeemed the 17% limited partnership interests of two limited partners. In exchange for each of their 8.5% interests, the Partnership paid $15,000,000 for a total of $30,000,000. The Partnership financed the purchase with cash in the amount of $19,000,000 and term loans with the limited partners in the amount of $11,000,000. (See Note I).

On July 20 2010, the Partnership entered into a redemption agreement where the Partnership redeemed the 31.76% limited partnership interests of two limited partners. In exchange for each of their 15.88% interests, the Partnership paid $29,854,400 for a total of $59,708,800. The Partnership financed the purchase with cash in the amount of $40,000,000 and term loans with the limited partners in the amount of $19,708,800. (See Note I).

NOTE N SUBSEQUENT EVENTS

The Company has evaluated subsequent events through April 26, 2012, the date the financial statements were available to be issued. Significant subsequent events are as follows:

In 2012, Texas Pipe constructed a new facility in North Carolina and is expected to start operations during July or August of 2012.

In addition, Texas Pipe refinanced $26,000,000 in debt with JP Morgan Chase, N.A. which reduced the interest on the outstanding debt based upon maintenance of certain financial ratios. All other terms of the debt remained unchanged.

ASSETS HELD FOR INVESTMENT PURPOSES

Texas Pipe & Supply Co., Ltd. 401(K) Plan
01-JAN-11 to 31-DEC-11

INVESTMENT OPTION	MATURITY DATE	INTEREST RATE	COST OF ASSETS	CURRENT VALUE
1JTTZX			18,967.06	19,197.90
1JSMZX			33,434.64	33,895.89
1SMTZX			4,730.59	4,736.92
1JTSZX			2,106.77	2,104.35
1PBAXCP			137,389.62	136,660.99
1PBAXMC			442,262.29	433,916.49
1PBAXMP			751,178.98	788,598.09
1PBAXMA			1,062,905.79	1,049,049.92
1PBAXAP			619,309.08	743,843.72
192AFEP			178,262.70	155,051.67
198AFNP			117,317.49	118,943.69
1BREAX			46,725.49	43,920.32
1DODFX			71,042.55	72,139.94
1IVIAX			6,410.37	6,581.12
1LZOEX			147,477.67	129,569.09
1PICRX			7,501.25	6,500.65
1SSGRX			386,386.68	400,242.73
1SHSAX			142,362.19	152,325.52
1RPFGX			1,907.28	1,874.92
1WSTAX			58,630.74	58,798.71
1MMUFX			52,200.77	55,371.57
1FARCX			206,726.64	259,855.51
1PRMTX			41,125.35	37,628.72
1ALMAX			251,888.44	273,254.40
1PSVIX			105,393.38	109,841.62
1LAGWX			69,338.27	72,414.10
1RHFRX			170,820.49	172,649.61
1BMCAX			147,267.69	145,690.25
1LVOAX			35,610.37	40,732.97
1RFNCX			121,149.30	120,344.90
1MLRRX			228,755.06	240,060.16
1MEIJX			93,307.56	103,615.24
1TRPBX			193,452.13	207,480.97
1FUSAX			17,862.58	18,300.14
1LBFAX			214,654.01	215,210.90
1NHIRX			218,548.47	230,837.86
1PTRAX			259,659.48	252,803.08
1PORT		1.800	2,726,006.34	2,842,502.02
			9,390,075.56	**9,756,546.65**
PARTICIPANT LOANS	VARIOUS	4.250-9.250	475,105.41	477,636.49
FORFEITURES			0.00	0.37

ASSETS HELD FOR INVESTMENT PURPOSES

Texas Pipe & Supply Co., Ltd. 401(K) Plan
01-JAN-11 to 31-DEC-11

INVESTMENT OPTION	MATURITY DATE	INTEREST RATE	COST OF ASSETS	CURRENT VALUE

LEGEND

INVESTMENT OPTION:

1JTTZX	JPMorgan SmartRetirement 2020 R2
1SMTZX	JPMorgan SmartRetirement 2040 R2
1PBAXCP	Maxim Con Profile II Portfolio Initial
1PBAXMP	Maxim Moderate Profile II Port Initial
1PBAXAP	Maxim Aggressive Profile II Port Initial
198AFNP	American Funds New Perspective - R3
1DODFX	Dodge & Cox International Stock Fund
1LZOEX	Lazard Emerging Markets Open
1SSGRX	BlackRock Energy & Resources Investor A
1RPFGX	Davis Financial Fund, Inc. Class A
1MMUFX	MFS Utilities A
1PRMTX	T. Rowe Price Media & Telecom Fund
1PSVIX	Allianz NFJ Small Cap Value Inst
1RHFRX	Royce Heritage R
1LVOAX	Lord Abbett Value Opportunities A
1MLRRX	MainStay Large Cap Growth R1
1TRPBX	T. Rowe Price Personal Strat Balanced
1LBFAX	Loomis Sayles Bond Fund Admin
1PTRAX	PIMCO Total Return Admin
1JSMZX	JPMorgan SmartRetirement 2030 R2
1JTSZX	JPMorgan SmartRetirement 2050 R2
1PBAXMC	Maxim Mod Con Profile II Port Initial
1PBAXMA	Maxim Mod Agg Profile II Port Initial
192AFEP	American Funds Europacific Growth - R3
1BREAX	BlackRock International Opp A
1IVIAX	Ivy International Core Equity A
1PICRX	Putnam International Capital Opp R
1SHSAX	BlackRock Health Sciences Fund Inv A
1WSTAX	Ivy Science & Technology A
1FARCX	Nuveen Real Estate Securities I
1ALMAX	Alger SMidCap Growth A
1LAGWX	Lord Abbett Developing Growth A
1BMCAX	BlackRock Mid-Cap Val Port Fund Inv A
1RFNCX	American Funds Fundamental Inv R3
1MEIJX	MFS Value R4
1FUSAX	Franklin U.S. Government Secs Adv
1NHIRX	Neuberger Berman High Inc Bond R3
1PORT	Key Guaranteed Portfolio Fund

COST OF ASSETS: The original cost of the assets in each investment option as of the last day of the plan year
CURRENT VALUE: The value of all assets in each investment option as of the last day of the plan year

TEXAS PIPE & SUPPLY CO., LTD.
401(K) PLAN

FINANCIAL STATEMENTS

DECEMBER 31, 2011 AND 2010

CONTENTS

	Page
Independent Auditor's Report	2
Statements of Net Assets Available for Plan Benefits	3
Statements of Changes in Net Assets Available for Plan Benefits	4
Notes to Financial Statements	5-11
Schedule of Assets (Held at End of Year)	12-14

HARPER & PEARSON
COMPANY, P.C. CERTIFIED PUBLIC ACCOUNTANTS

INDEPENDENT AUDITOR'S REPORT

To the Participants and Plan Administrator of
Texas Pipe & Supply Co., Ltd. 401(k) Plan
Houston, Texas

We were engaged to audit the accompanying statements of net assets available for plan benefits of the Texas Pipe & Supply Co., Ltd. 401(k) Plan (the Plan), formerly (Texas Pipe & Supply Co., Inc. 401(k) Plan) as of December 31, 2011 and 2010 and the related statements of changes in net assets available for plan benefits for the years then ended and the supplemental schedule of assets (held at end of year) as of December 31, 2011. These financial statements and supplemental schedule are the responsibility of the Plan's management.

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

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

Harper & Pearson Company, P. C.

Houston, Texas
September 27, 2012

One Riverway · Suite 1000 · Houston, Texas 77056-1973 · 713.622.2310 · 713.622.5613 fax
harperpearson.com

TEXAS PIPE & SUPPLY CO., LTD. 401(K) PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR PLAN BENEFITS
DECEMBER 31, 2011 AND 2010

	2011	2010
ASSETS		
Investments, at fair value		
Registered investment companies	$ 6,914,045	$ 7,079,772
Insurance contracts	2,842,502	1,923,324
Total Investments	9,756,547	9,003,096
Receivables		
Participant loans	477,636	393,835
TOTAL ASSETS	10,234,183	9,396,931
NET ASSETS AVAILABLE FOR PLAN BENEFITS	$ 10,234,183	$ 9,396,931

See accompanying notes.

TEXAS PIPE & SUPPLY CO., LTD. 401(K) PLAN
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR PLAN BENEFITS
FOR THE YEARS ENDED DECEMBER 31, 2011 AND 2010

	2011	2010
ADDITIONS ATTRIBUTED TO:		
INVESTMENT (LOSS) INCOME		
Net investment (loss) gain in registered investment companies	$ (770,501)	$ 630,721
Interest and dividend income	574,689	240,510
Other income	28,211	22,391
TOTAL INVESTMENT LOSS (INCOME)	(167,601)	893,622
Interest income from participant loans	17,603	15,375
CONTRIBUTIONS		
Employer matching, net of forfeitures	323,908	312,985
Employee	964,689	842,221
Employee rollovers	-	188,952
TOTAL CONTRIBUTIONS	1,288,597	1,344,158
TOTAL ADDITIONS	1,138,599	2,253,155
DEDUCTIONS ATTRIBUTED TO:		
Benefits paid to participants	(262,927)	(258,095)
Deemed distributions	(9,459)	(4,023)
Investment advisory and management fees	(28,211)	(22,391)
Administrative expenses	(750)	(550)
TOTAL DEDUCTIONS	(301,347)	(285,059)
NET INCREASE	837,252	1,968,096
NET ASSETS AVAILABLE FOR PLAN BENEFITS		
Beginning of year	9,396,931	7,428,835
End of year	$ 10,234,183	$ 9,396,931

See accompanying notes.

NOTE A BASIS OF PRESENTATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

General - The Texas Pipe & Supply Co., Ltd. 401(k) Plan (the Plan), (formerly Texas Pipe & Supply Co., Inc. 401(k) Plan), was adopted effective January 1, 1971 to establish a savings and investment plan for the exclusive benefit of the employees of Texas Pipe & Supply Co., Ltd. , SIMI, and Energy Metals, Inc. (the Company) and their beneficiaries. The Plan is a defined contribution plan and is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Basis of Presentation - The financial statements of the Plan are prepared on the accrual basis of accounting in accordance with generally accepted accounting principles in the United States (GAAP), which is acceptable under the Department of Labor Rules and Regulations. Interest and dividend income is recognized when earned. Purchases and sales of securities are recorded on a trade date basis.

Notes Receivable from Participants - GAAP requires that loans to participants be reported as a receivable from participants at the unpaid principal balance plus any accrued but unpaid interest.

Valuation of Investments - Investments are reported 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. In accordance with the policy of stating investments at fair value, net investment gain or loss is included in the carrying value of related investments in the statements of net assets available for plan benefits and the changes in the net investment gain or loss are reflected in the statements of changes in net assets available for plan benefits.

The Guaranteed Portfolio Fund is presented at contract value which approximates fair value on the statements of net assets available for plan benefits. Fully benefit-responsive investments are stated at contract value which is equal to the principal balance plus accrued interest. An investment contract is generally valued at contract value, rather than fair value, to the extent it is fully benefit-responsive. The fair value of fully benefit responsive investment contracts is calculated using a discounted cash flow model which considers recent bids as determined by recognized dealers, the discount rate and the duration of the underlying portfolio securities. At December 31, 2011 and 2010, contract value approximated fair value.

Benefit-Responsive Fund - The Guaranteed Portfolio Fund invests primarily in asset-backed contracts that are fully benefit-responsive. These asset-backed contracts have two components: (1) a portfolio of securities or underlying assets and (2) a wrap contract. Pursuant to the contract, the issuer of the contract (wrap provider) undertakes to repay the principal amount deposited plus accrued interest less expenses to fund participant-directed withdrawals, transfers and loans. The crediting rate of the asset-backed contract is a function of the relationship between the market value, yield and duration of the underlying assets versus the contract value. If the positive adjustment for the portion of net assets attributable to fully benefit-responsive investment contracts from fair value to contract value increases, the crediting rate at the next reset date will be negatively impacted and vice versa. Interest rate change is a key factor that can influence future crediting rates because it impacts the value, yield and duration of the underlying securities.

NOTE A BASIS OF PRESENTATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

The net weighted average yield earned, which can be different from the interest rate credited to participants, by the entire fund was 2.03% and 2.49% for the years ended December 31, 2011 and 2010, respectively. The net weighted interest rate credited to participants in the fund was 2.03% and 2.49% for the years ended December 31, 2011 and 2010, respectively.

All of the asset-backed contracts held by the Guaranteed Portfolio Fund are fully participating contracts. In a fully participating contract, the asset and liability risks may be transferred from the wrap provider to the stable value fund in the event of a termination or non-participant directed withdrawal, transfer or loan. The risk of this event happening is not probable. The wrap provider may terminate a fully benefit-responsive contract and settle at an amount different from the contract value if the wrap provider of the Guaranteed Portfolio Fund is unable to meet the terms of the contract.

Risks and Uncertainties - The Plan provides for several investment options which are exposed to various risks, such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities and the level of uncertainty related to changes in the value of investment securities, it is at least reasonably possible that changes in risks in the near term could materially affect participants' account balances and the amounts reported in the statements of net assets available for plan benefits and the statements of changes in net assets available for plan benefits.

Estimates - The preparation of financial statements in conformity with GAAP requires the Plan Administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Actual results could differ from those estimates.

Subsequent Events - The Plan has evaluated subsequent events through September 27, 2012, the date the financial statements were available to be issued. No subsequent events occurred, which require adjustment or disclosure to the financial statements, December 31, 2011.

NOTE B PLAN DESCRIPTION

The following description of the Plan provides only general information about the Plan. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

Participation - An employee is eligible to become a participant in the Plan after being credited with 1,000 hours of service and having attained the age of 21. Entry dates into the Plan are January 1, April 1, July 1, and October 1.

Contributions - Participants may elect to make contributions to the Plan in an annual amount ranging from 1% to 50% of their compensation. Contributions are made through authorized payroll deductions. These contributions by individual employees were limited to $16,500 in 2011. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions ($5,500 for 2011). This limitation is periodically adjusted to reflect cost-of-living increases.

NOTE B PLAN DESCRIPTION (CONTINUED)

For the 2011 plan year, the Company elected to contribute a safe harbor 401(k) matching contribution equal to 3% of each eligible employee's compensation, plus 50% of applicable contributions up to the next 2% of included compensation. Eligible employees were required to make a salary deferral contribution to receive the safe harbor 401(k) contribution. For each Plan year, the Company may also make an additional discretionary contribution, in an amount determined solely by the Directors of the Company. Such additional discretionary contributions, if any, are allocated pro rata based on compensation to all participants. There were no discretionary contributions during 2011.

Vesting - All participants are 100% vested in their contributions and company safe harbor contributions and related earnings. A participant is vested in any profit sharing and discretionary contributions and related earnings at 20% upon two years of service, 40% upon three years of service, 60% upon four years of service, 80% upon five years of service and 100% upon six years of service.

Forfeitures of account balances not fully vested will be applied to reduce matching contributions and administrative expenses. During 2011, employer contributions were reduced and administrative expenses were paid by a total of $2,324 from forfeited non-vested accounts.

Form of Benefits - Benefits are recorded when paid. The only form of benefits payable under this Plan is a lump sum distribution. If the amount payable is $5,000 or less, the participant may receive a lump sum distribution as soon as feasible following the date of termination. If the amount payable is greater than $5,000, the participant must give written consent before the distribution can be made.

During 2011, the Company established a Great-West Lifetime Advantage IRA solution in which each participant's account balance in the Plan subject to the automatic rollover provisions of the Internal Revenue Code section 401(a)(31)(B) can be distributed in a direct rollover from the plan to the IRA provider.

Participant Loans - Participants may borrow from their fund accounts a minimum of $1000 up to a maximum equal to the lesser of $50,000 or 50% of their vested account balance. Loan transactions are treated as a transfer between investment funds and participant loans receivable. The loans are secured by the balance in the participant's account and bear interest at a rate commensurate with prevailing rates. Interest rates on loans outstanding at December 31, 2011 range from 4.25% to 9.25%. Principal and interest is typically paid ratably through payroll deductions.

Investments - Each participant directs the investment of their account into any of the investment options designated by the Plan Administrator.

Each participant account is credited with the participant's contribution, the Company's contributions, and a pro rata share of the earnings and expenses of each fund in which the participant has invested.

Administration - The Company, as the Plan Administrator, may, at its discretion, pay the Plan's administrative expenses. Any Plan expenses not paid by the Company will be paid by the Plan. Substantially all Plan expenses were paid by the Company for 2011.

NOTE C INCOME TAX STATUS

The Internal Revenue Service informed the Plan Administrator, by letter dated September 26, 2006, that the Plan constitutes as a qualified trust under Section 401(b) of the Internal Revenue Code (Code) and is therefore exempt from federal income taxes. The Plan has been amended since receiving the determination letter. However, the Plan Administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the Code and therefore, believes that the Plan was qualified and the related trust was tax exempt as of the financial statement date.

The Plan believes that all significant tax positions utilized by the Plan will more likely than not be sustained upon examination. As of December 31, 2011, the tax years that remain subject to examination by the major tax jurisdictions under the statute of limitations are from the year 2008 forward (with limited exceptions). Tax penalties and interest, if any, would be accrued as incurred and would be classified as tax expense in the statement of changes in net assets available for plan benefits.

NOTE D PLAN TERMINATION

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

NOTE E INVESTMENTS AND CERTIFIED INFORMATION

The following investments at December 31, 2011 and 2010 are recorded at fair value as determined and certified by Orchard Trust Company, LLC, a division of Great West:

	2011	2010
Individual Investments Which Comprise 5% or More of Plan Net Assets		
Registered Investment Companies		
Maxim Moderately Aggressive Profile II Fund	$ 1,049,050	$ 1,228,692
Maxim Moderate Profile II Fund	788,598	911,525
Maxim Aggressive Profile II Fund	743,844	692,111
Blackrock Global Energy & Resources Fund	400,243	573,880
Insurance Contracts		
Key Guaranteed Portfolio Fund	2,842,502	1,923,324
Other Smaller Individual Investments		
Registered Investment Companies	3,932,310	3,673,564
	$ 9,756,547	$ 9,003,096

NOTE E INVESTMENTS AND CERTIFIED INFORMATION (CONTINUED)

2011 and 2010 income as certified by Orchard Trust Company, LLC, a division of Great West, is as follows:

	2011	2010
Net investment (loss) gain in registered investment companies	$ (770,501)	$ 630,721
Interest and dividend income	$ 574,689	$ 240,510
Other income	$ 28,211	$ 22,391
Interest income from participant loans	$ 17,603	$ 15,375

Orchard Trust Company, LLC, a division of Great West, has also certified the information contained in the supplemental schedule of assets (held at end of year).

The Plan's independent auditors did not perform auditing procedures with respect to this information, except for comparing such information to the related information included in the financial statements and supplemental schedule.

NOTE F FAIR VALUE DISCLOSURES

GAAP provides a framework for measuring fair value using a hierarchy that prioritizes the inputs to valuation techniques used to measure fair value based upon whether the inputs to those valuation techniques are observable or unobservable. This hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical financial instruments and the lowest priority to unobservable inputs. Valuation techniques maximize the use of observable inputs and minimize the use of unobservable inputs. The financial instrument's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. These inputs are summarized in the three broad levels listed below:

Level 1 – Unadjusted quoted prices for identical financial instruments in active markets that the Plan has the ability to access.

Level 2 – Other significant observable inputs (including quoted prices in active or inactive markets for similar financial instruments), or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the financial instruments.

Level 3 – Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the financial instruments. The fair value of Level 3 financial instruments is determined using pricing models, discounted cash flow methodologies, or similar techniques, as well as instruments for which the determination of fair value requires significant management judgment or estimation.

NOTE F FAIR VALUE DISCLOSURES (CONTINUED)

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

Investments in insurance contracts are valued based on the fair value of the underlying investments.

Registered investment companies are valued at the net asset value of shares held by the Plan at year end.

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

The fair values of investments are categorized as follows at December 31, 2011 and 2010:

	2011			
	Level 1	Level 2	Level 3	Total
Registered investment companies				
Value Funds	$ 421,020	$ -	$ -	$ 421,020
Growth Funds	1,949,010	-	-	1,949,010
Balanced Funds	4,042,074	-	-	4,042,074
Fixed Income Funds	501,941	-	-	501,941
Guaranteed portfolio fund	-	2,842,502	-	2,842,502
Total Investments at Fair Value	$ 6,914,045	$ 2,842,502	$ -	$ 9,756,547

	2010			
	Level 1	Level 2	Level 3	Total
Registered investment companies				
Value Funds	$ 562,298	$ -	$ -	$ 562,298
Growth Funds	1,824,255	-	-	1,824,255
Balanced Funds	4,417,043	-	-	4,417,043
Fixed Income Funds	276,176	-	-	276,176
Guaranteed portfolio fund	-	1,923,324	-	1,923,324
Total Investments at Fair Value	$ 7,079,772	$ 1,923,324	$ -	$ 9,003,096

At December 31, 2010, the Guaranteed Portfolio fund was classified as a Level 3 financial instrument. During 2011, it was determined that the Guaranteed Portfolio fund should be classified as Level 2. As a result, a reclassification has been reflected to conform to the 2011 presentation.

NOTE G PARTY-IN-INTEREST

The Plan invests in various funds offered by Great West. These investments are considered party-in-interest transactions because Orchard Trust Company, LLC (the trustee of the Plan) is a division of Great West. The Plan Administrator has approved of these investment options.

NOTE I PLAN AMENDMENTS

Effective April 1, 2011, the plan was amended to add Energy Metals, Inc. as a participating employer in the plan.

Effective April 1, 2011, the plan loan administration policy was amended to change the minimum loan amount that a participant may request from $500 to $1,000.

Effective September 15, 2011, the plan entered into a Lifetime Advantage IRA agreement with Great-West in which each participant's account balance in the Plan subject to the automatic rollover provisions of the Internal Revenue Code section 401(a)(31)(B) can be distributed in a direct rollover from the plan to the IRA provider.

Plan Number 001 EIN 74-0942240

(a)	(b) Identity of issue, borrower, lessor or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value	(d) Cost	(e) Current Value
*	(A)	115,863.512 Shares - Maxim Aggressive Profile II Fund	**	$ 743,844
*	(A)	16,665.972 Shares - Maxim Conservative Profile II Fund	**	136,661
*	(A)	148,380.486 Shares - Maxim Moderately Aggressive Profile II Fund	**	1,049,050
*	(A)	53,769.087 Shares - Maxim Moderately Conservative Profile I Fund	**	433,916
*	(A)	113,794.821 Shares - Maxim Moderate Profile II Fund	**	788,598
	(B)	4,491.648 Shares - American Funds Europacific Growth Fund	**	155,052
	(B)	3,407.274 Shares - American Funds Fundamental Investors Fund	**	120,345
	(B)	4,620.968 Shares - American Funds New Perspective Fund	**	118,944
	(C)	12,410.627 Shares - Blackrock Global Energy & Resources Fund	**	400,243
	(C)	5,348.509 Shares - Blackrock Health Sciences Fund	**	152,325
	(C)	1,560.224 Shares - Blackrock International Fund	**	43,920
	(C)	13,565.201 Shares - Blackrock Mid-Cap Value Portfolio Fund	**	145,690
	(D)	7,533.086 Shares - Lazard Emerging Markets Fund	**	129,569
	(E)	15,549.919 Shares - Loomis Sayles Bond Fund	**	215,211
	(F)	2,629.332 Shares - Franklin US Government Securities	**	18,300
	(G)	23,256.952 Shares - PIMCO Total Return Fund	**	252,803

Plan Number 001 EIN 74-0942240

(a)	(b) Identity of issue, borrower, lessor or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value	(d) Cost	(e) Current Value
	(G)	802.146 Shares - T. Rowe Price Media & Telecommunications Fund	**	37,629
	(G)	11,148.896 Shares - T. Rowe Price Personal Strategy Balanced Fund	**	207,481
	(H)	3,764.278 Shares - Allianz NJF Small Cap Value Fund	**	109,842
	(I)	18,084.342 Shares - Alger Small Mid Cap Growth Fund	**	273,254
	(J)	3,266.76 Shares - MFS Utilities Fund	**	55,372
	(J)	4,629.815 Shares - MFS Value Fund	**	103,615
	(K)	477.585 Shares - Ivy International Core Fund	**	6,581
	(K)	2,099.205 Shares - Ivy Science and Technology Fund	**	58,799
	(L)	242.743 Shares - Putnam International Capital Fund	**	6,501
	(M)	2,467.166 Shares - Dodge & Cox International Stock Fund	**	72,140
	(N)	71.128 Shares - Davis Financial Fund, Inc.	**	1,875
	(O)	1,321.26 Shares - JPMorgan SmartRetirement 2020	**	19,198
	(O)	2,419.407 Shares - JPMorgan SmartRetirement 2030	**	33,896
	(O)	341.769 Shares - JPMorgan SmartRetirement 2040	**	4,737
	(O)	159.661 Shares - JPMorgan SmartRetirement 2050	**	2,104
	(P)	3,685.196 Shares - Lord Abbett Developing Growth Fund	**	72,414
	(P)	2,695.761 Shares - Lord Abbett Value Opportunities Fund	**	40,733
	(Q)	34,294.307 Shares - MainStay Large Cap Growth Fund	**	240,060
	(R)	25,936.834 Shares - Neuberger Berman High Inc Bond	**	230,838

Plan Number 001 EIN 74-0942240

(a)	(b) Identity of issue, borrower, lessor or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value	(d) Cost	(e) Current Value
	(S)	13,698.233 Shares - Nuveen Real Estate Securities Fund	**	259,855
	(T)	17,474.656 Shares - Royce Heritage Fund	**	172,650
*	(A)	Key Guaranteed Portfolio Fund	**	2,842,502
	Participant Loans	Loans to participants at interest rates ranging from 4.25% to 9.25%, maturing through November 2015.	-	477,636
				$ 10,234,183

* Represents a party-in-interest
** Cost omitted for participant directed investments.
(A) All transactions were with Great West, parent company of Orchard Trust Company, LLC
(B) All transactions were with Capital Research Management Company
(C) All transactions were with BlackRock Advisors, LLC
(D) All transactions were with Pioneer Investment Management, Inc.
(E) All transactions were with Loomis Sayles & Co.
(F) All transactions were with Franklin Advisors, Inc.
(G) All transactions were with T.Rowe Price Associates, Inc.
(H) All transactions were with Allianz Global Investment Fund Management, LLC
(I) All transactions were with Fred Alger Management, Inc.
(J) All transactions were with Massachusetts Financial Services Company
(K) All transactions were with Ivy Investment Management Company
(L) All transactions were with Putnam Investment Management, LLC
(M) All transactions were with Dodge & Cox Funds
(N) All transactions were with Davis Financial Fund
(O) All transactions were with JPMorgan Trust
(P) All transactions were with Lord Abbett Funds
(Q) All transactions were with MainStay Funds
(R) All transactions were with Neuberger Berman Funds
(S) All transactions were with Nuveen Fund
(T) All transactions were with Royce Heritage Fund