Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

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

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

OMB Nos. 1210-0110
1210-0089

2011

This Form is Open to Public Inspection

Part I Annual Report Identification Information

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

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

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

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

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

Part II Basic Plan Information—enter all requested information

1a Name of plan
BENSON ENTERPRISES, INC. PROFIT SHARING AND 401(K) PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 01/01/1997

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

BENSON ENTERPRISES, INC.

7110 ALAMO DOWNS PARKWAY
SAN ANTONIO, TX 78238

2b Employer Identification Number (EIN) 74-2963795

2c Sponsor's telephone number 210-684-6610

2d Business code (see instructions) 441110

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	BARBARA PRICE
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

3a Plan administrator's name and address (if same as plan sponsor, enter "Same")
BENSON ENTERPRISES, INC.

7110 ALAMO DOWNS PARKWAY
SAN ANTONIO, TX 78238

3b Administrator's EIN
74-2963795

3c Administrator's telephone number
210-684-6610

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**	318
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**	303
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	55
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	358
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	1
f	Total. Add lines **6d** and **6e**	**6f**	359
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	233
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	6
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 2G 2J 2K 3D 2F 2T 3H

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

9a Plan funding arrangement (check all that apply)

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

9b Plan benefit arrangement (check all that apply)

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

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

a Pension Schedules

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

b General Schedules

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

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

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

A Name of plan
BENSON ENTERPRISES, INC. PROFIT SHARING AND 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
BENSON ENTERPRISES, INC.

D Employer Identification Number (EIN)
74-2963795

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

STANCORP FINANCIAL GROUP

93-1253576

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

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

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

STANCORP FINANCIAL GROUP

93-1253576

(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?
12 15 18 19 50 63 60 59	NONE	6910	Yes [X] No [ ]	Yes [ ] No [X]	10966	Yes [ ] No [X]

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

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

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
STANCORP FINANCIAL GROUP	19 60 63	1954

(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.
AMERICAN FUNDS GROUP 6455 IRVINE CENTER IRVINE, CA 92618	SUBTA AND 12-1BS

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
STANCORP FINANCIAL GROUP	19 60 63	2078

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
DAVIS FUND 2949 EAST ELVIRA ROAD, SUITE 101 TUCSON, AZ 85756	SUBTA AND 12-1BS

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
STANCORP FINANCIAL GROUP	19 60 63	1960

(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.
VAN KAMPEN INVESTMENTS 1 PARKVIEW PLAZA OAKBROOK TERRACE, IL 60181	SUBTA AND 12-1BS

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
STANCORP FINANCIAL GROUP	19 63	1372

(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.
MFS FAMILY OF FUND 500 BOYLSTON STREET BOSTON, MA 02116	12B1S

(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

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

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

2011

This Form is Open to Public Inspection

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

A Name of plan
BENSON ENTERPRISES, INC. PROFIT SHARING AND 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
BENSON ENTERPRISES, INC.

D Employer Identification Number (EIN)
74-2963795

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	104	
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	110885	120420
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	157939	145094
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	3434140	3610473
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	3703068	3875987
Liabilities			
g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	3703068	3875987

Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

Income		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: **(A)** Employers	2a(1)(A)		
(B) Participants	2a(1)(B)	466447	
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		466447
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	9	
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	7279	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		7288
(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		0
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(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)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		-80488
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		393247
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	203260	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		203260
f Corrective distributions (see instructions)	2f		10158
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)	6910	
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		6910
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		220328
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		172919
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) [ ] Unqualified (2) [ ] Qualified (3) [X] Disclaimer (4) [ ] Adverse

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

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

(1) Name: AKIN DOHERTY KLEIN & FEUGE (2) EIN: 74-2606559

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

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

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

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

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

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

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

OMB No. 1210-0110

2011

This Form is Open to Public Inspection.

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

A Name of plan
BENSON ENTERPRISES, INC. PROFIT SHARING AND 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
BENSON ENTERPRISES, INC.

D Employer Identification Number (EIN)
74-2963795

Part I Distributions

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions **1** 0

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

EIN(s): 58-1428634

Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.

3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year. **3**

Part II Funding Information (If the plan is not subject to the minimum funding requirements of section of 412 of the Internal Revenue Code or ERISA section 302, skip this Part)

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

If the plan is a defined benefit plan, go to line 8.

5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. **Date:** Month _____ Day _____ Year _____

If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.

6 **a** Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived) **6a**

b Enter the amount contributed by the employer to the plan for this plan year **6b**

c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount) **6c**

If you completed line 6c, skip lines 8 and 9.

7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

Part III Amendments

9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box. ..... ☐ **Increase** ☐ **Decrease** ☐ **Both** ☐ **No**

Part IV ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? ..... ☐ **Yes** ☐ **No**

11 **a** Does the ESOP hold any preferred stock? ..... ☐ **Yes** ☐ **No**

b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.) ..... ☐ **Yes** ☐ **No**

12 Does the ESOP hold any stock that is not readily tradable on an established securities market? ..... ☐ **Yes** ☐ **No**

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

14 Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a The current year	**14a**	
b The plan year immediately preceding the current plan year	**14b**	
c The second preceding plan year	**14c**	

15 Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year	**15a**	
b The corresponding number for the second preceding plan year	**15b**	

16 Information with respect to any employers who withdrew from the plan during the preceding plan year:

a Enter the number of employers who withdrew during the preceding plan year	**16a**	
b If item 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	**16b**	

17 If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

18 If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment ☐

19 If the total number of participants is 1,000 or more, complete items (a) through (c)

a Enter the percentage of plan assets held as:
Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

b Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

c What duration measure was used to calculate item 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):

ADKF

AKIN DOHERTY KLEIN & FEUGE, P.C.

Thomas A. Akin
David J. Doherty
Howard H. Klein, Jr.
Scott C. Kopecky
Joseph A. Hernandez
Susan M. Valdez

Member of AICPA and TSCPA

Registered with Public Company Accounting Oversight Board

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To the Plan Committee and Management
Benson Enterprises, Inc. Profit Sharing and 401(k) Plan
San Antonio, TX

This letter is intended to inform the Plan Committee and Plan Sponsor Management about significant matters related to the conduct of the annual audit for the year ended December 31, 2011, so you can appropriately discharge your oversight responsibility, and that we comply with our professional responsibilities. This letter provides comments concerning the internal control conditions we noted during our audit, as well as other required communication as required by our professional standards.

This report is intended solely for the information and use of the Plan Committee and Plan Sponsor Management and is not intended to be used by anyone other than the specified parties. We will be pleased to respond to any questions you have about this report.

We would like to take this opportunity to express our appreciation for the courtesy and assistance extended to us by your personnel during the course of our audit.

Akin, Doherty Klein & Feuge P.C.
Akin, Doherty, Klein & Feuge, P.C.
San Antonio, Texas
August 17, 2012

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Internal Control Related Matters
(Management Letter Items)

In planning and performing our audit of the Benefit Plan in accordance with U.S. generally accepted auditing standards, we consider your internal control over financial reporting (internal control) as a basis for designing our auditing procedures for the purpose of expressing our opinion on the financial statements, but not for the purpose of expressing an opinion on the effectiveness of the internal control. Accordingly, we do not express an opinion on the effectiveness of internal control.

Our consideration of internal control was for the limited purpose described in the preceding paragraph and was not designed to identify all deficiencies in internal control that might be deficiencies, significant deficiencies, or material weaknesses.

A deficiency in internal control exists when the design or operation of a control does not allow management or employees, in the normal course of performing their assigned functions, to prevent or detect and correct misstatements on a timely basis. A significant deficiency in internal control is a deficiency, or a combination of deficiencies, that is less severe than a material weakness, yet important enough to merit attention by those charged with governance. A material weakness in internal control is a deficiency, or combination of deficiencies, such that there is a reasonable possibility that a material misstatement of the entity's financial statements will not be prevented, or detected and corrected on a timely basis.

We did not identify any deficiencies in internal control that we consider to be significant deficiencies or material weaknesses, as defined above. Other internal control related matters noted by us and which we believe should be brought to your attention include the following matters:

Audit Adjustments: During the course of the audit process, we may recommend certain adjustments for a fair presentation of the financial statements. These audit adjustments, if applicable, have previously been discussed with you. We consider the recommendation of these audit adjustments by our firm a customary practice for entities this size.

Timely Remittances: Department of Labor (DOL) regulations require employee contributions and participant loan repayments withheld from the employees' wages by the employer be remitted to the Plan at the earliest date that the assets can be reasonably segregated from the employer assets. Failure to timely remit employee contributions and loan repayments violates the fiduciary responsibilities imposed by ERISA. The DOL does not have a bright line number of days; however, they have consistently taken the position the employee contribution and loan repayments should be remitted similar to the time that the employer pays the payroll taxes each month. Accordingly, *our strong recommendation is such remittances to the Plan are made on the same day the Company's payroll taxes are remitted.* We consider any departures from this timing as a control deficiency.

Financial Statement Preparation: We assisted in the preparation of financial statements and related footnotes. We consider the preparation of the financial statements and related footnotes by our firm a customary practice for entities of this size.

Other Matters: There were no other matters noted which we feel should be brought to your attention.

Required Communication to
Audit Committee / Board of Directors

Our Responsibility Under U. S. Generally Accepted Auditing Standards

Our responsibility, as prescribed by U.S. Professional Standards, is to plan and perform our audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit in accordance with U. S. Generally Accepted Auditing Standards does not provide absolute assurance or guarantee the accuracy of the financial statements and is subject to the inherent risk that errors, irregularities or illegal acts, if they exist, have not been detected. Such standards also require that we obtain a sufficient understanding of the internal control structure to plan the audit. However, such understanding is required for the purpose of determining our audit procedures and not to provide any assurance concerning such internal control structure. The audit of the financial statements does not relieve management or those charged with governance of their responsibilities.

Our Responsibility for Other Information in Documents Containing Audited Financial Statements

Pursuant to U.S. Professional Standards, the auditor's responsibility for other information in documents containing the audited financial statements does not extend beyond the financial information identified in the audit report, and the auditor is not required to perform procedures to corroborate such other information.

Management Judgments and Accounting Estimates

Accounting estimates, based upon Management's judgments, are an integral part of the financial statements. Those judgments are normally based on knowledge and experience about past and current events and assumptions about future events. Certain accounting estimates are particularly sensitive because of their significance to the financial statements and because of the possibility that future events affecting them may differ markedly from Management's current judgments.

Disagreements with Management

For purposes of this letter, U. S. Professional Standards define a disagreement with Management as a matter, whether or not resolved to our satisfaction, concerning a financial accounting, reporting, or auditing matter which could be significant to the financial statements or the audit report. We are pleased to report that no such disagreements arose during the course of our audit.

Report Issued on Financial Statement Audit

Our report issued on the financial statements was unqualified.

Internal Control Related Matters

We considered the internal control structure in order to gain a basic understanding of the internal control policies and procedures in order to design an effective and efficient audit approach, not for the purpose of providing assurance on the internal control structure. If applicable, any matters which we believe require your attention are included on page 2 of this report.

Accounting Principles

Management employed appropriate accounting principles as described in the audited financial statements and made all required disclosures in a clear and complete manner within the financial statements, as required following U. S. Generally Accepted Accounting Principles. The accounting principles under which the Company prepares its financial statements are reasonable, conservative and consistent, thereby enabling such statements to be of the highest quality.

We noted no transactions that were both significant and unusual, and of which, under U.S. Professional Standards, we are required to inform you, or transactions for which there is a lack of authoritative guidance or consensus.

Management Cooperation

The Management and employees have been most helpful and cooperative.

Management Consultations with Other Accountants

Management has advised it did not consult with other accountants regarding auditing and accounting matters.

Major Issues Discussed with Management

We discussed a variety of matters with Management, including the application of accounting principles and auditing standards. These discussions occurred in the normal course of our professional relationship and our responses were not a condition to our retention as your independent auditors.

Difficulties Encountered in Performing the Audit

We encountered no unusual difficulties in dealing with Management in performing our audit. We were given full access to accounting records, supporting documents and other information that we requested.

Independence

We are not aware of any relationships between our firm and you that, in our professional judgment, may reasonably be thought to bear on our independence since our last communication.

The following section provides our additional communications to those charged with Governance, as provided for under our U.S. Professional Standards:

Auditing Standard Statements	Audit Responses
SAS No. 54, *Illegal Acts by Clients*	We are not aware of any illegal acts which would require communication to the Board.
SAS No. 99, *Consideration of Fraud in a Financial Statement Audit*	We are not aware of any errors or material misstatements which would require communication to the Board and Management.
SAS No. 115, *Communicating Internal Control Related Matters Identified in an Audit*	We are not required to perform procedures to identify deficiencies in internal control or to express an opinion on the effectiveness of internal control. However, during the course of an audit, we may become aware of deficiencies while obtaining an understanding of internal control, assessing the risks of material misstatement of the financial statements due to error or fraud, performing further audit procedures to respond to assessed risk, communicating with Management or others (for example, internal auditors or governmental authorities), or otherwise. Our findings with respect to internal control, if any, are on page 2.
SAS No. 114, The Auditor's Communication with Those Charged with Governance	
• The auditors' responsibility	Our audit is designed to enable us to obtain reasonable, but not absolute, assurance that the financial statements are free of material misstatement.
• Significant accounting policies	The Board and Management have been informed of significant accounting policies.
• Management judgments and accounting estimates	We reviewed the significant estimates utilized in the preparation of the audited financial statements and found them to be in conformity with U. S. GAAP.
• Audit adjustments	All adjustments recommended by us during the course of the audit were made by Management, and are considered normal for the audit process. We have previously provided you a detail of such adjustments. Other adjustments, clearly immaterial to the financial statements, have been summarized and previously provided to Management.

BENSON ENTERPRISES, INC.
(dba INGRAM PARK AUTO CENTER)
PROFIT SHARING AND 401(k) PLAN

Audited Financial Statements

December 31, 2011

AKIN, DOHERTY, KLEIN & FEUGE, P.C.
Certified Public Accountants

BENSON ENTERPRISES, INC. PROFIT SHARING AND 401(k) PLAN
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REPORT OF INDEPENDENT AUDITORS

To The Plan Administrator
Benson Enterprises, Inc. (dba Ingram Park Auto Center)
Profit Sharing and 401(k) Plan

We were engaged to audit the financial statements of the Benson Enterprises, Inc. (dba Ingram Park Auto Center) Profit Sharing and 401(k) Plan as of December 31, 2011 and 2010, and for the years then ended, and the supplemental schedules as of December 31, 2011 as listed in the table of contents. These financial statements and schedules are the responsibility of the Plan's management.

As permitted by Section 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 Sponsor instructed us not to perform, and we did not perform, any auditing procedures with respect to the net assets held for investment, which were certified by Reliance Trust Company, the Custodian of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedule. We have been informed by the Plan Sponsor that the Custodian holds the Plan's investment assets and executes investment transactions. The Plan Sponsor has obtained a certification from the Custodian as of and for the years ended December 31, 2011 and 2010, that the information provided to the Plan Sponsor is complete and accurate.

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

Akin, Doherty, Klein & Feuge, P.C.
San Antonio, Texas
August 17, 2012

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BENSON ENTERPRISES, INC. PROFIT SHARING AND 401(k) PLAN
Statements of Net Assets Available for Benefits
December 31, 2011 and 2010

	2011	2010
ASSETS		
Cash	$ -	$ 104
Investments, at fair value	3,730,893	3,545,021
Receivables:		
Employer contributions	-	-
Employee contributions	6,302	6,722
Participants' notes receivable	145,094	157,939
Total Net Assets Available for Benefits	$ 3,882,289	$ 3,709,786

All of the investments were certified and held by Reliance Trust Company and were not examined by the independent auditors.

See notes to audited financial statements.

BENSON ENTERPRISES, INC. PROFIT SHARING AND 401(k) PLAN
Statements of Changes in Net Assets Available for Benefits
Years Ended December 31, 2011 and 2010

	2011	2010
Additions		
Investment income:		
Net appreciation (depreciation) in fair value of assets	$ (80,484)	$ 443,239
Earnings from registered investment companies	9	36
Interest	7,279	10,406
Contributions:		
Participants	466,027	454,202
Rollovers	-	-
Total additions	392,831	907,883
Deductions		
Benefits paid to participants	203,260	591,768
Corrective distributions	10,158	10,836
Administrative expenses	6,910	9,891
Total deductions	220,328	612,495
Net change	172,503	295,388
Net assets available for benefit at beginning of year	3,709,786	3,414,398
Net Assets Available for Benefits at End of Year	$ 3,882,289	$ 3,709,786

See notes to audited financial statements.

BENSON ENTERPRISES, INC. PROFIT SHARING AND 401(k) PLAN
Notes to Audited Financial Statements
December 31, 2011 and 2010

NOTE A - SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation: The accounting records of the Benson Enterprises, Inc. Profit Sharing and 401(k) Plan (the "Plan") are maintained on the accrual basis.

Recognition of Income: The basis of investments held by the Plan are adjusted annually to closing market value and unrealized gains and losses are recorded as part of this adjustment. Realized gains and losses on investments are computed using adjusted basis (beginning of year market value) on the first-in, first-out method. Security transaction expenses are considered in computing realized gains and losses on investments.

Investments: Investments in mutual funds are reported at quoted prices (net asset value) at year end. Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends on mutual fund are considered when the fair value is determined.

Payment of Benefits: Benefits are recorded when paid.

Subsequent Events: Subsequent events have been evaluated by management through the date of the report of the independent auditors. Material subsequent events, if any, are disclosed in a separate footnote to these financial statements.

New Accounting Pronouncements: Management is not aware of any new accounting pronouncements that have been released, and are not yet effective, which will have a significant impact to its financial position or results of operations in future periods.

Use of Estimates: The preparation of financial statements in conformity with U. S. generally accepted accounting principles requires estimates and assumptions that affect the reported amounts of net assets available for benefits and disclosure of contingent assets and liabilities at the date of financial statements and the reported amounts of changes in net assets available for benefits during the reporting period. Actual results could differ from those estimates.

Concentration of Credit Risks: Concentration of credit risk with respect to investments is reduced as a result of the diversity of the underlying investments.

NOTE B - DESCRIPTION OF PLAN

The following description of the Benson Enterprises, Inc. Profit Sharing and 401(k) Plan provides only general information. Participants should refer to the Plan Agreement for a more complete description of the Plan's provisions.

General: The Plan is a defined contribution plan subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA) and covers substantially all employees of the Plan Sponsors who are age twenty-one or older and have 6 months of service.

Companies of the Plan Sponsors with employees in the Plan include the following:

Benson Enterprises, Inc. (Parent / holding company)
Ingram Park Chrysler Jeep, Inc. (Ingram Park Auto Center, San Antonio)
Benson Nissan, Inc. (Ingram Park Auto Center, San Antonio)

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

Contributions: Participants may contribute up to 15% of pretax annual compensation, as defined in the Plan. Participants may also contribute amounts representing distributions from other qualified plans. Participants direct the investment of their contributions into various investment options offered by the Plan. The Plan Sponsor may elect to contribute a matching contribution, the amount of which is determined by the Board of Directors and allocated based on each participant's contributions. Participants also direct the investment of any matching contribution received.

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

Vesting: Participants are immediately vested in their contributions plus actual earnings thereon. Vesting in the Plan Sponsor's contribution portion of their accounts, plus actual earnings thereon is based on years of service following the Department of Labor's guidelines.

Participants' Notes Receivable: Participants may borrow from their fund accounts a minimum of $1,000 up to a maximum equal to the lesser of $50,000 or 50% of their vested account balance. Loan terms range from 1 to 5 years. The loans are secured by the balance in the participant's account and bear interest at a reasonable rate as determined by the Plan Administrator. Principal and interest is repaid no less frequently than quarterly by payroll deductions.

NOTE B - DESCRIPTION OF PLAN - continued

Payment of Benefits: On termination of service a participant may elect to receive either a lump-sum amount equal to the value of the participant's vested interest in his or her account, or installments over a period of time detailed in the Plan. The vested portion of terminated participants' accounts that had elected to withdraw from the Plan, but had not been paid, was $0 at December 31, 2011 and 2010.

Forfeited Accounts: Forfeited non-vested accounts totaled approximately $3,000 at December 31, 2011 and $35,000 at December 31, 2010. These accounts are used to pay the Plan's administrative expenses and to reduce employer contributions.

NOTE C – INVESTMENTS (Unaudited)

The fair value of individual investments that represent 5% or more of the Plan's net assets at December 31 are as follows:

	2011	2010
American Funds EuroPacific R4	$ 206,245	$ 209,410
American Funds Growth Fund R4	N/A	330,631
Davis New York Venture	N/A	230,965
Dodge & Cox Income	317,482	269,924
MFS Value	359,174	347,960
T. Rowe Price Growth Stock Advisors	232,432	231,389
Vanguard Index 500 Fund	412,385	371,050
Vanguard Short Term Federal	222,144	211,495
Van Kampen Growth & Income	268,054	253,474
Mainstay Large Cap Growth I	373,341	N/A
Mainstay Map Class I	225,691	N/A

N/A – Investment did not represent in excess of 5% of Plan net assets available for benefits at respective year end.

NOTE D - INCOME TAX STATUS

The Internal Revenue Service has ruled that the Plan qualifies under Section 401(k) of the Internal Revenue Code (IRC) and is, therefore, not subject to tax under present income tax law. The Plan has been amended since receiving the determination letter; however, the Plan administrator believes that the Plan is appropriately designed and is currently being operated in compliance with applicable requirements of the IRC.

Management is not aware of any tax positions that would have a significant impact on its financial position. Its federal tax returns for the last four years remain subject to examination.

NOTE E - FAIR VALUE MEASUREMENTS

U.S. generally accepted accounting principles (GAAP) has established a hierarchy for inputs used in measuring fair value that maximizes the use of observable inputs and minimizes the use of unobservable inputs by requiring that the most observable inputs be used when available. Observable inputs are inputs that market participants would use in pricing the asset or liability based on market data obtained from independent sources. Unobservable inputs are inputs that reflect assumptions of what market participants would use in pricing the asset or liability based on the best information available in the circumstances. The hierarchy is broken down into three levels based on the reliability of the inputs, as follows:

Level 1: Quoted prices are available in active markets for identical assets or liabilities;
Level 2: Quoted prices in active markets for similar assets and liabilities that are observable for the asset or liability; or
Level 3: Unobservable pricing inputs that are generally less observable from objective sources, such as discounted cash flow models or valuations.

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

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

Common Stocks, Corporate Bonds and U.S. Government Securities: Valued at the closing prices reported on the active market which the individual securities are traded.

Mutual Funds: Valued at the net asset value (NAV) of shares held by the Plan at year end.

Guaranteed Investment Contract: Valued at fair value by discounting the related cash flows based on current yields of similar instruments with comparable durations considering the credit-worthiness of the issuer.

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.

NOTE E - FAIR VALUE MEASUREMENTS - continued

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

	Fair Value Measurements Using			
	Level 1	**Level 2**	**Level 3**	**Total**
December 31, 2011				
Mutual funds:				
Short term	$ 120,420	$ -	$ -	$ 120,420
Equity funds	3,070,847	-	-	3,070,847
Fixed income funds	539,626	-	-	539,626
Total investments, at fair value	$ 3,730,893	$ -	$ -	$ 3,730,893
December 31, 2010				
Mutual funds:				
Short term	$ 110,882	$ -	$ -	$ 110,882
Equity funds	2,952,720	-	-	2, 952,720
Fixed income funds	481,419	-	-	481,419
Total investments, at fair value	$ 3,545,021	$ -	$ -	$ 3,545,021

NOTE F - TRANSACTIONS WITH PARTIES - IN - INTEREST

Certain administrative fees for 2011 and 2010 have been paid for by the Plan Sponsor and are not included in the Plan's statement of changes in net assets available for benefits.

NOTE G – SUBSEQUENT EVENTS

Effective April 1, 2012, the Plan's Third Party Administrator was changed from Standard Insurance Company to Ascensus and the Plan's Custodian was changed from Reliance Trust Company to Frontier Trust Company.

NOTE H – RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The audited financial statements are prepared on the accrual basis of accounting, whereas, the Form 5500 is prepared on the cash basis.

The following is a reconciliation of net assets available for benefits as of December 31:

	2011	2010
Net assets available for benefits per financial statements	$ 3,882,289	$ 3,709,786
Less participant contributions receivable	(6,302)	(6,722)
Other	-	4
Net assets available for benefits per Form 5500	$ 3,875,987	$ 3,703,068

The following is a reconciliation of contributions for the year:

	Employer	Participants
Year Ended December 31, 2011:		
Contributions per financial statements	$ -	$ 466,027
Less contributions receivable at December 31, 2011	-	(6,302)
Add contributions receivable at December 31, 2010	-	6,722
Contributions per Form 5500	$ -	$ 466,447
Year Ended December 31, 2010:		
Contributions per financial statements	$ -	$ 454,202
Less contributions receivable at December 31, 2010	-	(6,722)
Add contributions receivable at December 31, 2009	972	-
Other	(972)	973
Contributions per Form 5500	$ -	$ 448,453

BENSON ENTERPRISES, INC.
PROFIT SHARING AND 401(k) PLAN

Supplemental Schedules

December 31, 2011

BENSON ENTERPRISES, INC. PROFIT SHARING AND 401(k) PLAN
Schedule of Assets Held for Investment Purposes at End of Year
Form 5500, Schedule H, Part IV, 4i
EIN 74-2963795 Plan No. 001
December 31, 2011

(a)	(b) Identity of Issuer, Borrower, Lessor or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
N/A	Goldman Sachs ILA Money Market	Mutual Fund	**	$ 120,420
N/A	Vanguard Index 500	Mutual Fund	**	412,385
N/A	Vangaurd Balanced Index	Mutual Fund	**	156,471
N/A	Vangaurd Short Term Federal	Mutual Fund	**	222,144
N/A	Vangaurd Small Cap Index	Mutual Fund	**	36,758
N/A	Dodge & Cox Income Fund	Mutual Fund	**	317,482
N/A	Van Kampen Growth & Income	Mutual Fund	**	268,054
N/A	Mainstay Large Cap Growth I	Mutual Fund	**	373,341
N/A	Mainstay Map Class I	Mutual Fund	**	225,691
N/A	T. Rowe Price Growth Stock Advisors	Mutual Fund	**	232,432
N/A	Goldman Sachs Mid Cap	Mutual Fund	**	183,432
N/A	Columbia Acorn Z	Mutual Fund	**	128,972
N/A	Northern Small Cap Value	Mutual Fund	**	125,918
N/A	American Funds Europacific R4	Mutual Fund	**	206,245
N/A	Cohen & Steers Realty	Mutual Fund	**	48,437
N/A	Alger Small Cap Growth	Mutual Fund	**	123,410
N/A	MFS Value	Mutual Fund	**	359,174
N/A	MFS International Value A	Mutual Fund	**	190,127
	Total Investements per Statement of Net Assets Available for Benefits			3,730,893
*	Participants' notes receivable	(4.25% - 9.25%)	- 0 -	145,094
	Total Investments per Form 5500			$ 3,875,987

* *Party in interest.*
** *Cost data is not required since all transactions are participant directed.*

See report of independent auditors.

BENSON ENTERPRISES, INC. PROFIT SHARING AND 401(k) PLAN
Schedule of Reportable Transactions
Form 5500, Schedule H, Part IV, 4j
EIN 74-2963795 Plan No. 001
Year Ended December 31, 2011

(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)
Identity of Party Involved	Description of Assets	Purchase Price	Selling or Maturity Price	Lease Rental	Expenses Incurred with Transaction	Cost of Asset	Current Value on Transaction Date	Net Gain

There are no reportable transactions during the current year.

See report of independent auditors.

Form 5500	Annual Return/Report of Employee Benefit Plan	OMB Nos. 1210-0110 1210-0089
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). ▮ Complete all entries in accordance with the instructions to the Form 5500.	2011 This Form is Open to Public Inspection

Part I Annual Report Identification Information

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

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

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

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

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

Part II Basic Plan Information—enter all requested information

1a Name of plan Benson Enterprises, Inc.
Profit Sharing and 401(k) Plan

1b Three-digit plan number (PN) ▮ 001

1c Effective date of plan 01/01/1997

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

Benson Enterprises, Inc.

7110 Alamo Downs Parkway

San Antonio TX 78238

2b Employer Identification Number (EIN) 74-2963795

2c Sponsor's telephone number (210) 684-6610

2d Business code (see instructions) 441110

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	B Price	10-05-12	Barbara Price
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

3a Plan administrator's name and address (if same as plan sponsor, enter "Same") SAME	3b Administrator's EIN	
	3c Administrator's telephone number	
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	318
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	303
b Retired or separated participants receiving benefits	6b	0
c Other retired or separated participants entitled to future benefits	6c	55
d Subtotal. Add lines 6a, 6b, and 6c.	6d	358
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	6e	1
f Total. Add lines 6d and 6e	6f	359
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	6g	233
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	6h	6
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 2G 2J 2K 3D 2F 2T 3H

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

9a Plan funding arrangement (check all that apply)		9b Plan benefit arrangement (check all that apply)	
(1)	Insurance	(1)	Insurance
(2)	Code section 412(e)(3) insurance contracts	(2)	Code section 412(e)(3) insurance contracts
(3) [X]	Trust	(3) [X]	Trust
(4)	General assets of the sponsor	(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		b General Schedules	
(1) [X]	R (Retirement Plan Information)	(1) [X]	H (Financial Information)
(2)	MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary	(2)	I (Financial Information – Small Plan)
		(3) ___	A (Insurance Information)
		(4) [X]	C (Service Provider Information)
(3)	SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	(5)	D (DFE/Participating Plan Information)
		(6)	G (Financial Transaction Schedules)

Attachment to 2011 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name Benson Enterprises, Inc. Profit Sharing and 401(k) Plan **EIN:** 74-2963795
Plan Sponsor's Name Benson Enterprises, Inc. **PN:** 001

(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
	GOLDMAN SACHS FINSQPR OB AD	FINANCIAL SQUARE PRIME OBLIGATIONS	0	120,420
	VANGUARD SMALL CAP VALUE	MUTUAL FUNDS	0	36,758
	NORTHERN SMALL CAP VALUE	MUTUAL FUNDS	0	125,918
	Alger Small Cap Growth A	MUTUAL FUNDS	0	123,410
	AMERICAN FUNDS EUROPACIFIC R#4	MUTUAL FUNDS	0	206,245
	Mainstay Mapy Fund I	MUTUAL FUNDS	0	225,691
	Cohen & Steers Realty	MUTUAL FUNDS	0	48,437

Attachment to 2011 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name Benson Enterprises, Inc. Profit Sharing and 401(k) Plan **EIN:** 74-2963795
Plan Sponsor's Name Benson Enterprises, Inc. **PN:** 001

(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
	T ROWE PRICE GROWTH STOCK ADV	MUTUAL FUNDS	0	232,432
	VANGUARD BALANCED INDEX	MUTUAL FUNDS	0	156,471
	VANGUARD SHORT TERM FEDERAL	MUTUAL FUNDS	0	222,144
	VANGUARD 500 INDEX	MUTUAL FUNDS	0	412,385
	MFS VALUE A	MUTUAL FUNDS	0	359,174
	MFS INTERNATIONAL VALUE A	MUTUAL FUNDS	0	190,127
	Invesco Van Kampen Gr & Inc R	MUTUAL FUNDS	0	268,054

Attachment to 2011 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name Benson Enterprises, Inc. Profit Sharing and 401(k) Plan **EIN:** 74-2963795

Plan Sponsor's Name Benson Enterprises, Inc. **PN:** 001

(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
	Mainstay Large Cap Grwth Fund I	MUTUAL FUNDS	0	373,341
	COLUMBIA ACORN Z	MUTUAL FUNDS	0	128,971
	DODGE & COX INCOME	MUTUAL FUNDS	0	317,482
	GOLDMAN SACHS MD CP VAL A	MUTUAL FUNDS	0	183,432
*	LOAN	PARTICIPANT LOANS 4.25% - 9.25%	0	145,094