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
CONNELL RESOURCES, INC. 401(K) PROFIT SHARING PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 09/01/1993

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

CONNELL RESOURCES, INC.

7785 HIGHLAND MEADOWS PARKWAY
SUITE 100
FORT COLLINS, CO 80528
FORT COLLINS, CO 80528

2b Employer Identification Number (EIN) 84-0588541

2c Sponsor's telephone number 970-223-3151

2d Business code (see instructions) 237310

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.	10/11/2012	SHERI WELCH
	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")
CONNELL RESOURCES, INC.

7785 HIGHLAND MEADOWS PARKWAY
FORT COLLINS, CO 80528

3b Administrator's EIN
84-0588541

3c Administrator's telephone number
970-223-3151

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**	202
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**	164
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	51
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	215
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	215
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	170
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	5
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 2T 3D

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

9a Plan funding arrangement (check all that apply)

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

9b Plan benefit arrangement (check all that apply)

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

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

a Pension Schedules

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

b General Schedules

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

SCHEDULE C (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Service Provider 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.**

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
CONNELL RESOURCES, INC. 401(K) PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
84-0588541

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

INVESCO VAN KAMPEN

58-2287224

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

FIDELITY INVESTMENTS

06-1194217

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

GOLDMAN SACHS

13-5108880

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

JANUS

43-1804048

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

AMERICAN FUNDS

95-1411037

(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)

WELLS FARGO BANK, N.A.

94-1347393

(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?
15 37 49 50 52 60 62 63 64	SERVICE PROVIDER	1169	Yes [X] No [ ]	Yes [X] No [ ]	0	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
(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 D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan 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.**

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
CONNELL RESOURCES, INC. 401(K) PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
CONNELL RESOURCES, INC.

D Employer Identification Number (EIN)
84-0588541

Part I Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)

(Complete as many entries as needed to report all interests in DFEs)

a Name of MTIA, CCT, PSA, or 103-12 IE: WELLS FARGO STABLE RETURN FUND N6

b Name of sponsor of entity listed in (a): WELLS FARGO BANK, N.A.

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103 12 IE at end of year (see instructions)
52-2251407-001	C	748370

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103 12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103- 12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103- 12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103- 12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103- 12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103- 12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

Part II Information on Participating Plans (to be completed by DFEs)

(Complete as many entries as needed to report all participating plans)

a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN

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
CONNELL RESOURCES, INC. 401(K) PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
84-0588541

Part I Asset and Liability Statement

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	1379	1726
(2) Participant contributions	1b(2)	8550	10514
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	303283	245817
(9) Value of interest in common/collective trusts	1c(9)	883626	748370
(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)	6080199	5765874
(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	7277037	6772301
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	7277037	6772301

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)	55256	
(B) Participants	2a(1)(B)	341074	
(C) Others (including rollovers)	2a(1)(C)	8376	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		404706
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	10904	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		10904
(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)	62724	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		62724
(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)		14129
(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)		-225265
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		267198
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	717831	
(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)		717831
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		52932
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	1171	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		1171
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		771934
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		-504736
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: MARTIN VEJVODA & ASSOCIATES (2) EIN: 84-1038838

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			

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
CONNELL RESOURCES, INC. 401(K) PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
84-0588541

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): 56-1354495

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):

CONNELL RESOURCES, INC.
401(k) PROFIT SHARING PLAN

FINANCIAL STATEMENTS

DECEMBER 31, 2011

CONTENTS

Independent Auditors' Report

Financial Statements

Statements of Net Assets Available for Plan Benefits

Statements of Changes in Net Assets Available for Plan Benefits

Notes to Financial Statements

Supplemental Information

Schedule of Assets Held for Investment Purposes

MARTIN, VEJVODA AND ASSOCIATES
INCORPORATED
Certified Public Accountants
3443 SOUTH GALENA STREET • SUITE 200
DENVER, COLORADO 80231

(303) 338-9277 FAX: (303) 338-9281

INDEPENDENT AUDITORS' REPORT

To the Administrative Committee of
Connell Resources, Inc. 401(k) Profit Sharing Plan

We were engaged to audit the accompanying statements of net assets available for plan benefits for the Connell Resources, Inc. 401(k) Profit Sharing 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 as listed in the accompanying index as of and for the year ended 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 (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 (ERISA), the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 6, which was certified by Wells Fargo Institutional Group, the Trustee, except for comparing such information with the related information included in the 2011 and 2010 financial statements and supplemental schedule. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executed investment transactions. The Plan administrator has obtained a certification 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 in the Plan's 2011 and 2010 financial statements and supplemental schedule, that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and the supplemental schedule taken as a whole as of or for the years ended December 31, 2011 and 2010. 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 auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the DOL's Rules and Regulations for Reporting and Disclosure under ERISA.

Martin, Vejvoda and Associates

October 1, 2012
Denver, Colorado

CONNELL RESOURCES, INC.
401(k) PROFIT SHARING PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR PLAN BENEFITS
DECEMBER 31, 2011 AND 2010

	2011	2010
RECEIVABLES		
Contributions		
Employer	$ 1,726	$ 1,379
Employee	10,514	8,550
Notes Receivable from Participants	245,817	303,283
Total Receivables	258,057	313,212
INVESTMENTS - At Fair Value		
Common and Collective Trust	767,549	903,077
Mutual Funds	5,765,874	6,080,199
Total Investments, at Fair Value	6,533,423	6,983,276
Net Assets Reflecting Investments, at Fair Value	6,791,480	7,296,488
Adjustment from Fair Value to Contract Value for Fully Benefit-Responsive Investment Contracts	(19,179)	(19,451)
TOTAL ASSETS AVAILABLE FOR PLAN BENEFITS	$6,772,301	$7,277,037

See accompanying notes to financial statements.

CONNELL RESOURCES, INC.
401(k) PROFIT SHARING PLAN

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR PLAN BENEFITS
FOR THE YEARS ENDED DECEMBER 31, 2011 AND 2010

	2011	2010
ADDITIONS TO NET ASSETS		
Investment Income		
Participant Loan Interest	$ 10,904	$ 11,460
Dividends	62,724	165,489
Net Appreciation (Depreciation) in Fair Value of Investments	(211,136)	680,955
Total Investment Income (Loss) (Net)	(137,508)	857,904
Contributions		
Employer	55,256	54,967
Employee	341,074	326,546
Rollover	8,376	3,778
Total Contributions	404,706	385,291
TOTAL ADDITIONS	267,198	1,243,195
DEDUCTIONS FROM NET ASSETS		
Benefits Paid to Participants	770,763	416,441
Administrative Expenses	1,171	1,739
TOTAL DEDUCTIONS	771,934	418,180
NET INCREASE (DECREASE) IN ASSETS	(504,736)	825,015
NET ASSETS AVAILABLE FOR PLAN BENEFITS		
BEGINNING OF YEAR	7,277,037	6,452,022
END OF YEAR	$6,772,301	$7,277,037

See accompanying notes to financial statements.

CONNELL RESOURCES, INC.
401(k) PROFIT SHARING PLAN

NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2011

1 Description of Plan

The following description of the Connell Resources, Inc. (Company) 401(k) Profit Sharing Plan (Plan) provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

A. General. The Plan is a defined contribution plan covering all employees of the Company who have one year of service in which 1,000 or more hours of service were provided and are eighteen or older, except those employees covered under a collective bargaining agreement. It is subject to the provisions of the ERISA. The Plan is a qualified trust under IRS Code Section 401(a).

B. Contributions. Each year, participants may contribute up to the maximum amount allowed under the Internal Revenue Code of pre-tax annual compensation, as defined by the Plan. Participants direct the investment of their contributions into various investment options offered by the Plan. The Plan currently offers several mutual funds and a common and collective trust as investment options for participants. The Company contributes 25% of the first 6% of base compensation that a participant contributes to the Plan. Each year, the Company, at its option, makes a discretionary contribution which is allocated to each participant. Additional profit sharing amounts may be contributed at the option of the Company's board of directors.

C. Participant Accounts. Each participant's account is credited with an allocation of: a) the Company's contribution; and b) Plan earnings. Allocations are based on participant's earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's account.

D. Vesting. Participants are immediately vested in their contributions plus actual earnings thereon. Vesting in the Company's contribution portion of their accounts and earnings thereon is based on the number of years of continuous service with at least 1,000 hours of service per plan year. A participant is 100% vested after five years of credited service.

E. Payment of Benefits. On termination of service, a participant may elect to receive: a) a lump sum; b) payment in installments over a fixed period, not to exceed the lesser of the participant's life expectancy, the joint life expectancy of the participant and his/her spouse, or ten years; or, c) rollover.

F. Notes Receivable from Participants. Participants may borrow from their fund accounts up to a maximum $50,000 or 50% of their vested account balance, whichever is less. The loans are secured by the balance in the participant's account and are charged a reasonable rate of interest as determined by the Plan administrator. Principal and interest is paid ratably through monthly payroll deductions.

G. Forfeited Accounts. These accounts will be used to reduce future employer contributions.

1 Description of Plan (Continued)

G. Forfeited Accounts (Continued). For the years ended December 31, 2011 and 2010, employer contributions were reduced by $10,595 and $3,529, respectively, from forfeited non-vested accounts.

2 Summary of Significant Accounting Policies

A. Investment Valuation and Income Recognition. 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. See Note 8 for discussion of fair value measurements.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation includes the Plan's gains and losses on investments bought and sold, as well as held during the year.

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

C. Basis of Accounting. These financial statements are prepared using the accrual method of accounting.

Investment contracts held by a defined-contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined-contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The Statement of Net Assets Available for Benefits presents the fair value of the investment contracts, as well as the adjustment of the fully benefit-responsive investment contracts from fair value to contract value. The Statement of Changes in Net Assets Available for Benefits is prepared on a contract value basis.

D. Benefits are recorded when paid.

E. Administrative Expenses. Except for loan origination fees associated with notes receivable from participants, all administrative expenses of maintaining the Plan are paid by the Company.

F. Notes Receivable from Participants. Notes receivable from participants are measured at their unpaid principal balance, plus any accrued but unpaid interest. Delinquent participant loans are reclassified as distributions based on the terms of the Plan documents.

3 Investments

The following presents investments that represent 5% or more of the Plan's net assets:

	2011	2010
Wells Fargo Collective Stable Return Fund, Contract Value	$ 748,369	$ 883,626
Wells Fargo Advantage Conservative Allocation Fund	$ -	$ 497,227
Wells Fargo Advantage Growth Balanced Fund	$ -	$ 462,863
Invesco Van Kampen Comstock Fund	$ 837,302	$ -
Wells Fargo Advantage Diversified Equity Fund	$ -	$ 1,635,791
Wells Fargo Advantage Small Cap Opportunities Fund	$ 1,122,340	$ 1,272,406
Janus Overseas	$ -	$ 371,166
Wells Fargo Advantage Disciplined Value Fund	$ -	$ 690,377
Wells Fargo Advantage Dow Jones Target 2010 Fund	$ 565,324	$ -
Wells Fargo Advantage Dow Jones Target 2020 Fund	$ 978,191	$ -
Wells Fargo Advantage Dow Jones Target 2030 Fund	$ 653,473	$ -
Wells Fargo Advantage Dow Jones Target 2040 Fund	$ 489,658	$ -

4 Related-Party Transactions

Certain plan investments are shares of mutual funds managed by Wells Fargo Investments. Wells Fargo Investments is the trustee as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions. Fees paid by the Plan for the investment management services are included in net appreciation in fair value of investments.

5 Plan Termination

Although the Company has not expressed any intent to do so, the Company has the right, under the Plan, to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants will become 100% vested in their accounts. The Plan is not covered under the Pension Benefit Guarantee Corporation (PBGC) termination insurance program.

6 Tax Status

The trust established under the Plan to hold the Plan's assets is qualified pursuant to the appropriate section of the Internal Revenue Code (IRC) and, accordingly, the trust's net investment income is exempt from income taxes. The Plan has obtained a favorable tax determination letter from the Internal Revenue Service. The Plan has been amended since receiving the determination letter; however, the Plan sponsor believes the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC and therefore believe that the Plan is qualified and the related trust is tax-exempt.

6 Tax Status (Continued)

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

7 Information Prepared and Certified by the Trustee (Unaudited)

At December 31, 2011 and 2010, the Plan's investments were held by Wells Fargo Institutional Group (Trustee). The financial information that is included in the financial statements is based on information certified by the Trustee as complete and accurate in accordance with Section 2025.103-8 of the DOL's Rules and Regulations for Reporting and Disclosure under ERISA.

The following information included in the accompanying financial statements and supplemental schedule was obtained from data that has been prepared and certified to as complete and accurate by the Trustee:

	2011	2010
Common/ Collective Trust, at Contract Value	$ 748,370	$ 883,626
Registered Investment Companies, at Fair Value	$ 5,765,874	$ 6,080,199
Investment Gains	$ (148,412)	$ 846,444

8 Risks and Uncertainties

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

9 Fair Value Measurements

FASB ASC 820-10-50, *Fair Value Measurements*, establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 Measurements) and the lowest priority to unobservable inputs (Level 3 Measurements). The three levels of the fair value hierarchy under FASB ASC 820-10-50 are described as follows:

9 Fair Value Measurements (Continued)

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

Level 2: Inputs to the valuation methodology include -
- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in inactive markets;
- Inputs other than quoted prices that are observable for the asset or liability; and,
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

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

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

The asset or liability's fair value measurement within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement.

Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

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

Mutual Funds: Valued at Net Asset Value (NAV) of shares held by the Plan at year end.

Common/Collective Trust: The common/collective trust is 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 would result in a different fair value measurement at the reporting date.

The following tables set forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2011 and 2010:

9 Fair Value Measurements (Continued)

	Assets at Fair Value as of December 31, 2011			
	Level 1	Level 2	Level 3	Total
Mutual Funds	$ 5,765,874	$ -	$ -	$ 5,765,874
Common/Collective Trust	-	-	767,549	767,549
	$ 5,765,874	$ -	$ 767,549	$ 6,533,423

	Assets at Fair Value as of December 31, 2010			
	Level 1	Level 2	Level 3	Total
Mutual Funds	$ 6,080,199	$ -	$ -	$ 6,080,199
Common/Collective Trust	-	-	903,077	903,077
	$ 6,080,199	$ -	$ 903,077	$ 6,983,276

The following tables set forth a summary of changes in the fair value of the Plan's Level 3 assets for the years ended December 31, 2011 and 2010:

Level 3 Assets for the Year Ended December 31, 2011	
Balance, Beginning of Year	$ 903,077
Realized Gain	14,129
Purchases, Sales, Issuances, and Settlements (Net)	(149,657)
Balance, End of Year	$ 767,549
Unrealized Gain	$ (272)

Level 3 Assets for the Year Ended December 31, 2010	
Balance, Beginning of Year	$ 1,138,573
Realized Gain	24,774
Purchases, Sales, Issuances, and Settlements (Net)	(260,270)
Balance, End of Year	$ 903,077
Unrealized Gain	$ 17,178

10 Subsequent Events.

Subsequent events have been evaluated through October 1, 2012, the date the financial statements were available to be issued.

REQUIRED SUPPLEMENTAL INFORMATION

CONNELL RESOURCES, INC.
401(k) PROFIT SHARING PLAN

SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES
FOR THE YEAR ENDED DECEMBER 31, 2011

EIN: 84-0571619

(a)	(b)	(c)	(d)	(e)
	Identity	Description of Investment	Cost	Current Value
*	Wells Fargo Collective Stable Return (N6), at Contract Value	Common/Collective Fund	n/a	$ 748,370
*	Wells Fargo Adv Total Return Bond - Adm	Registered Investment Co.	n/a	87,441
*	Wells Fargo Adv Equity Income - Adm	Registered Investment Co.	n/a	19,787
	Van Kampen Comstock	Registered Investment Co.	n/a	837,302
*	Wells Fargo Adv Large Co Growth - Adm	Registered Investment Co.	n/a	114,037
	Goldman Sachs Mid Cap Value	Registered Investment Co.	n/a	204,024
*	Wells Fargo Adv Discovery - Adm	Registered Investment Co.	n/a	170,011
*	Wells Fargo Adv Small Cap Opp - Adm	Registered Investment Co.	n/a	1,122,340
	Invesco Small Cap Growth	Registered Investment Co.	n/a	146,178
	American Europacific Growth	Registered Investment Co.	n/a	69,178
	Janus Overseas (S)	Registered Investment Co.	n/a	212,528
*	Wells Fargo Adv Dow Jones Tgt Today	Registered Investment Co.	n/a	67,680
*	Wells Fargo Adv Dow Jones Tgt 2010	Registered Investment Co.	n/a	565,324
*	Wells Fargo Adv Dow Jones Tgt 2020	Registered Investment Co.	n/a	978,191
*	Wells Fargo Adv Dow Jones Tgt 2030	Registered Investment Co.	n/a	653,473
*	Wells Fargo Adv Dow Jones Tgt 2040	Registered Investment Co.	n/a	489,658
*	Wells Fargo Adv Dow Jones Tgt 2050	Registered Investment Co.	n/a	28,722
	Notes Receivable from Participants	Various with Interest Rates Ranging from 4.25% to 9.25%		245,817
				$ 6,760,061

*Denotes a party-in-interest to the Plan.

See accompanying notes to financial statements.

CONNELL RESOURCES, INC.
401(k) PROFIT SHARING PLAN

FINANCIAL STATEMENTS

DECEMBER 31, 2011

CONTENTS

Independent Auditors' Report

Financial Statements

Statements of Net Assets Available for Plan Benefits

Statements of Changes in Net Assets Available for Plan Benefits

Notes to Financial Statements

Supplemental Information

Schedule of Assets Held for Investment Purposes

MARTIN, VEJVODA AND ASSOCIATES
INCORPORATED
Certified Public Accountants
3443 SOUTH GALENA STREET • SUITE 200
DENVER, COLORADO 80231

(303) 338-9277 FAX: (303) 338-9281

INDEPENDENT AUDITORS' REPORT

To the Administrative Committee of
Connell Resources, Inc. 401(k) Profit Sharing Plan

We were engaged to audit the accompanying statements of net assets available for plan benefits for the Connell Resources, Inc. 401(k) Profit Sharing 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 as listed in the accompanying index as of and for the year ended 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 (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 (ERISA), the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 6, which was certified by Wells Fargo Institutional Group, the Trustee, except for comparing such information with the related information included in the 2011 and 2010 financial statements and supplemental schedule. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executed investment transactions. The Plan administrator has obtained a certification 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 in the Plan's 2011 and 2010 financial statements and supplemental schedule, that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and the supplemental schedule taken as a whole as of or for the years ended December 31, 2011 and 2010. 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 auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the DOL's Rules and Regulations for Reporting and Disclosure under ERISA.

Martin, Vejvoda and Associates

October 1, 2012
Denver, Colorado

CONNELL RESOURCES, INC.
401(k) PROFIT SHARING PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR PLAN BENEFITS
DECEMBER 31, 2011 AND 2010

	2011	2010
RECEIVABLES		
Contributions		
Employer	$ 1,726	$ 1,379
Employee	10,514	8,550
Notes Receivable from Participants	245,817	303,283
Total Receivables	258,057	313,212
INVESTMENTS - At Fair Value		
Common and Collective Trust	767,549	903,077
Mutual Funds	5,765,874	6,080,199
Total Investments, at Fair Value	6,533,423	6,983,276
Net Assets Reflecting Investments, at Fair Value	6,791,480	7,296,488
Adjustment from Fair Value to Contract Value for Fully Benefit-Responsive Investment Contracts	(19,179)	(19,451)
TOTAL ASSETS AVAILABLE FOR PLAN BENEFITS	$6,772,301	$7,277,037

See accompanying notes to financial statements.

CONNELL RESOURCES, INC.
401(k) PROFIT SHARING PLAN

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR PLAN BENEFITS
FOR THE YEARS ENDED DECEMBER 31, 2011 AND 2010

	2011	2010
ADDITIONS TO NET ASSETS		
Investment Income		
Participant Loan Interest	$ 10,904	$ 11,460
Dividends	62,724	165,489
Net Appreciation (Depreciation) in Fair Value of Investments	(211,136)	680,955
Total Investment Income (Loss) (Net)	(137,508)	857,904
Contributions		
Employer	55,256	54,967
Employee	341,074	326,546
Rollover	8,376	3,778
Total Contributions	404,706	385,291
TOTAL ADDITIONS	267,198	1,243,195
DEDUCTIONS FROM NET ASSETS		
Benefits Paid to Participants	770,763	416,441
Administrative Expenses	1,171	1,739
TOTAL DEDUCTIONS	771,934	418,180
NET INCREASE (DECREASE) IN ASSETS	(504,736)	825,015
NET ASSETS AVAILABLE FOR PLAN BENEFITS		
BEGINNING OF YEAR	7,277,037	6,452,022
END OF YEAR	$6,772,301	$7,277,037

See accompanying notes to financial statements.

CONNELL RESOURCES, INC.
401(k) PROFIT SHARING PLAN

NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2011

1 Description of Plan

The following description of the Connell Resources, Inc. (Company) 401(k) Profit Sharing Plan (Plan) provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

A. General. The Plan is a defined contribution plan covering all employees of the Company who have one year of service in which 1,000 or more hours of service were provided and are eighteen or older, except those employees covered under a collective bargaining agreement. It is subject to the provisions of the ERISA. The Plan is a qualified trust under IRS Code Section 401(a).

B. Contributions. Each year, participants may contribute up to the maximum amount allowed under the Internal Revenue Code of pre-tax annual compensation, as defined by the Plan. Participants direct the investment of their contributions into various investment options offered by the Plan. The Plan currently offers several mutual funds and a common and collective trust as investment options for participants. The Company contributes 25% of the first 6% of base compensation that a participant contributes to the Plan. Each year, the Company, at its option, makes a discretionary contribution which is allocated to each participant. Additional profit sharing amounts may be contributed at the option of the Company's board of directors.

C. Participant Accounts. Each participant's account is credited with an allocation of: a) the Company's contribution; and b) Plan earnings. Allocations are based on participant's earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's account.

D. Vesting. Participants are immediately vested in their contributions plus actual earnings thereon. Vesting in the Company's contribution portion of their accounts and earnings thereon is based on the number of years of continuous service with at least 1,000 hours of service per plan year. A participant is 100% vested after five years of credited service.

E. Payment of Benefits. On termination of service, a participant may elect to receive: a) a lump sum; b) payment in installments over a fixed period, not to exceed the lesser of the participant's life expectancy, the joint life expectancy of the participant and his/her spouse, or ten years; or, c) rollover.

F. Notes Receivable from Participants. Participants may borrow from their fund accounts up to a maximum $50,000 or 50% of their vested account balance, whichever is less. The loans are secured by the balance in the participant's account and are charged a reasonable rate of interest as determined by the Plan administrator. Principal and interest is paid ratably through monthly payroll deductions.

G. Forfeited Accounts. These accounts will be used to reduce future employer contributions.

1 Description of Plan (Continued)

G. Forfeited Accounts (Continued). For the years ended December 31, 2011 and 2010, employer contributions were reduced by $10,595 and $3,529, respectively, from forfeited non-vested accounts.

2 Summary of Significant Accounting Policies

A. Investment Valuation and Income Recognition. 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. See Note 8 for discussion of fair value measurements.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation includes the Plan's gains and losses on investments bought and sold, as well as held during the year.

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

C. Basis of Accounting. These financial statements are prepared using the accrual method of accounting.

Investment contracts held by a defined-contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined-contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The Statement of Net Assets Available for Benefits presents the fair value of the investment contracts, as well as the adjustment of the fully benefit-responsive investment contracts from fair value to contract value. The Statement of Changes in Net Assets Available for Benefits is prepared on a contract value basis.

D. Benefits are recorded when paid.

E. Administrative Expenses. Except for loan origination fees associated with notes receivable from participants, all administrative expenses of maintaining the Plan are paid by the Company.

F. Notes Receivable from Participants. Notes receivable from participants are measured at their unpaid principal balance, plus any accrued but unpaid interest. Delinquent participant loans are reclassified as distributions based on the terms of the Plan documents.

3 Investments

The following presents investments that represent 5% or more of the Plan's net assets:

	2011	2010
Wells Fargo Collective Stable Return Fund, Contract Value	$ 748,369	$ 883,626
Wells Fargo Advantage Conservative Allocation Fund	$ -	$ 497,227
Wells Fargo Advantage Growth Balanced Fund	$ -	$ 462,863
Invesco Van Kampen Comstock Fund	$ 837,302	$ -
Wells Fargo Advantage Diversified Equity Fund	$ -	$ 1,635,791
Wells Fargo Advantage Small Cap Opportunities Fund	$ 1,122,340	$ 1,272,406
Janus Overseas	$ -	$ 371,166
Wells Fargo Advantage Disciplined Value Fund	$ -	$ 690,377
Wells Fargo Advantage Dow Jones Target 2010 Fund	$ 565,324	$ -
Wells Fargo Advantage Dow Jones Target 2020 Fund	$ 978,191	$ -
Wells Fargo Advantage Dow Jones Target 2030 Fund	$ 653,473	$ -
Wells Fargo Advantage Dow Jones Target 2040 Fund	$ 489,658	$ -

4 Related-Party Transactions

Certain plan investments are shares of mutual funds managed by Wells Fargo Investments. Wells Fargo Investments is the trustee as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions. Fees paid by the Plan for the investment management services are included in net appreciation in fair value of investments.

5 Plan Termination

Although the Company has not expressed any intent to do so, the Company has the right, under the Plan, to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants will become 100% vested in their accounts. The Plan is not covered under the Pension Benefit Guarantee Corporation (PBGC) termination insurance program.

6 Tax Status

The trust established under the Plan to hold the Plan's assets is qualified pursuant to the appropriate section of the Internal Revenue Code (IRC) and, accordingly, the trust's net investment income is exempt from income taxes. The Plan has obtained a favorable tax determination letter from the Internal Revenue Service. The Plan has been amended since receiving the determination letter; however, the Plan sponsor believes the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC and therefore believe that the Plan is qualified and the related trust is tax-exempt.

6 Tax Status (Continued)

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

7 Information Prepared and Certified by the Trustee (Unaudited)

At December 31, 2011 and 2010, the Plan's investments were held by Wells Fargo Institutional Group (Trustee). The financial information that is included in the financial statements is based on information certified by the Trustee as complete and accurate in accordance with Section 2025.103-8 of the DOL's Rules and Regulations for Reporting and Disclosure under ERISA.

The following information included in the accompanying financial statements and supplemental schedule was obtained from data that has been prepared and certified to as complete and accurate by the Trustee:

	2011	2010
Common/ Collective Trust, at Contract Value	$ 748,370	$ 883,626
Registered Investment Companies, at Fair Value	$ 5,765,874	$ 6,080,199
Investment Gains	$ (148,412)	$ 846,444

8 Risks and Uncertainties

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

9 Fair Value Measurements

FASB ASC 820-10-50, *Fair Value Measurements*, establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 Measurements) and the lowest priority to unobservable inputs (Level 3 Measurements). The three levels of the fair value hierarchy under FASB ASC 820-10-50 are described as follows:

9 Fair Value Measurements (Continued)

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

Level 2: Inputs to the valuation methodology include -
- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in inactive markets;
- Inputs other than quoted prices that are observable for the asset or liability; and,
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

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

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

The asset or liability's fair value measurement within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement.

Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

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

Mutual Funds: Valued at Net Asset Value (NAV) of shares held by the Plan at year end.

Common/Collective Trust: The common/collective trust is 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 would result in a different fair value measurement at the reporting date.

The following tables set forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2011 and 2010:

9 Fair Value Measurements (Continued)

	Assets at Fair Value as of December 31, 2011			
	Level 1	Level 2	Level 3	Total
Mutual Funds	$ 5,765,874	$ -	$ -	$ 5,765,874
Common/Collective Trust	-	-	767,549	767,549
	$ 5,765,874	$ -	$ 767,549	$ 6,533,423

	Assets at Fair Value as of December 31, 2010			
	Level 1	Level 2	Level 3	Total
Mutual Funds	$ 6,080,199	$ -	$ -	$ 6,080,199
Common/Collective Trust	-	-	903,077	903,077
	$ 6,080,199	$ -	$ 903,077	$ 6,983,276

The following tables set forth a summary of changes in the fair value of the Plan's Level 3 assets for the years ended December 31, 2011 and 2010:

Level 3 Assets for the Year Ended December 31, 2011	
Balance, Beginning of Year	$ 903,077
Realized Gain	14,129
Purchases, Sales, Issuances, and Settlements (Net)	(149,657)
Balance, End of Year	$ 767,549
Unrealized Gain	$ (272)

Level 3 Assets for the Year Ended December 31, 2010	
Balance, Beginning of Year	$ 1,138,573
Realized Gain	24,774
Purchases, Sales, Issuances, and Settlements (Net)	(260,270)
Balance, End of Year	$ 903,077
Unrealized Gain	$ 17,178

10 Subsequent Events.

Subsequent events have been evaluated through October 1, 2012, the date the financial statements were available to be issued.

REQUIRED SUPPLEMENTAL INFORMATION

CONNELL RESOURCES, INC.
401(k) PROFIT SHARING PLAN

SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES
FOR THE YEAR ENDED DECEMBER 31, 2011

EIN: 84-0571619

(a)	(b)	(c)	(d)	(e)
	Identity	Description of Investment	Cost	Current Value
*	Wells Fargo Collective Stable Return (N6), at Contract Value	Common/Collective Fund	n/a	$ 748,370
*	Wells Fargo Adv Total Return Bond - Adm	Registered Investment Co.	n/a	87,441
*	Wells Fargo Adv Equity Income - Adm	Registered Investment Co.	n/a	19,787
	Van Kampen Comstock	Registered Investment Co.	n/a	837,302
*	Wells Fargo Adv Large Co Growth - Adm	Registered Investment Co.	n/a	114,037
	Goldman Sachs Mid Cap Value	Registered Investment Co.	n/a	204,024
*	Wells Fargo Adv Discovery - Adm	Registered Investment Co.	n/a	170,011
*	Wells Fargo Adv Small Cap Opp - Adm	Registered Investment Co.	n/a	1,122,340
	Invesco Small Cap Growth	Registered Investment Co.	n/a	146,178
	American Europacific Growth	Registered Investment Co.	n/a	69,178
	Janus Overseas (S)	Registered Investment Co.	n/a	212,528
*	Wells Fargo Adv Dow Jones Tgt Today	Registered Investment Co.	n/a	67,680
*	Wells Fargo Adv Dow Jones Tgt 2010	Registered Investment Co.	n/a	565,324
*	Wells Fargo Adv Dow Jones Tgt 2020	Registered Investment Co.	n/a	978,191
*	Wells Fargo Adv Dow Jones Tgt 2030	Registered Investment Co.	n/a	653,473
*	Wells Fargo Adv Dow Jones Tgt 2040	Registered Investment Co.	n/a	489,658
*	Wells Fargo Adv Dow Jones Tgt 2050	Registered Investment Co.	n/a	28,722
	Notes Receivable from Participants	Various with Interest Rates Ranging from 4.25% to 9.25%		245,817
				$ 6,760,061

*Denotes a party-in-interest to the Plan.

See accompanying notes to financial statements.

CONNELL RESOURCES, INC.
401(k) PROFIT SHARING PLAN

FINANCIAL STATEMENTS

DECEMBER 31, 2011

CONTENTS

Independent Auditors' Report

Financial Statements

Statements of Net Assets Available for Plan Benefits

Statements of Changes in Net Assets Available for Plan Benefits

Notes to Financial Statements

Supplemental Information

Schedule of Assets Held for Investment Purposes

MARTIN, VEJVODA AND ASSOCIATES
INCORPORATED
Certified Public Accountants
3443 SOUTH GALENA STREET • SUITE 200
DENVER, COLORADO 80231

(303) 338-9277 FAX: (303) 338-9281

INDEPENDENT AUDITORS' REPORT

To the Administrative Committee of
Connell Resources, Inc. 401(k) Profit Sharing Plan

We were engaged to audit the accompanying statements of net assets available for plan benefits for the Connell Resources, Inc. 401(k) Profit Sharing 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 as listed in the accompanying index as of and for the year ended 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 (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 (ERISA), the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 6, which was certified by Wells Fargo Institutional Group, the Trustee, except for comparing such information with the related information included in the 2011 and 2010 financial statements and supplemental schedule. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executed investment transactions. The Plan administrator has obtained a certification 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 in the Plan's 2011 and 2010 financial statements and supplemental schedule, that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and the supplemental schedule taken as a whole as of or for the years ended December 31, 2011 and 2010. 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 auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the DOL's Rules and Regulations for Reporting and Disclosure under ERISA.

Martin, Vejvoda and Associates

October 1, 2012
Denver, Colorado

CONNELL RESOURCES, INC.
401(k) PROFIT SHARING PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR PLAN BENEFITS
DECEMBER 31, 2011 AND 2010

	2011	2010
RECEIVABLES		
Contributions		
Employer	$ 1,726	$ 1,379
Employee	10,514	8,550
Notes Receivable from Participants	245,817	303,283
Total Receivables	258,057	313,212
INVESTMENTS - At Fair Value		
Common and Collective Trust	767,549	903,077
Mutual Funds	5,765,874	6,080,199
Total Investments, at Fair Value	6,533,423	6,983,276
Net Assets Reflecting Investments, at Fair Value	6,791,480	7,296,488
Adjustment from Fair Value to Contract Value for Fully Benefit-Responsive Investment Contracts	(19,179)	(19,451)
TOTAL ASSETS AVAILABLE FOR PLAN BENEFITS	$6,772,301	$7,277,037

See accompanying notes to financial statements.

CONNELL RESOURCES, INC.
401(k) PROFIT SHARING PLAN

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR PLAN BENEFITS
FOR THE YEARS ENDED DECEMBER 31, 2011 AND 2010

	2011	2010
ADDITIONS TO NET ASSETS		
Investment Income		
Participant Loan Interest	$ 10,904	$ 11,460
Dividends	62,724	165,489
Net Appreciation (Depreciation) in Fair Value of Investments	(211,136)	680,955
Total Investment Income (Loss) (Net)	(137,508)	857,904
Contributions		
Employer	55,256	54,967
Employee	341,074	326,546
Rollover	8,376	3,778
Total Contributions	404,706	385,291
TOTAL ADDITIONS	267,198	1,243,195
DEDUCTIONS FROM NET ASSETS		
Benefits Paid to Participants	770,763	416,441
Administrative Expenses	1,171	1,739
TOTAL DEDUCTIONS	771,934	418,180
NET INCREASE (DECREASE) IN ASSETS	(504,736)	825,015
NET ASSETS AVAILABLE FOR PLAN BENEFITS		
BEGINNING OF YEAR	7,277,037	6,452,022
END OF YEAR	$6,772,301	$7,277,037

See accompanying notes to financial statements.

CONNELL RESOURCES, INC.
401(k) PROFIT SHARING PLAN

NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2011

1 Description of Plan

The following description of the Connell Resources, Inc. (Company) 401(k) Profit Sharing Plan (Plan) provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

A. General. The Plan is a defined contribution plan covering all employees of the Company who have one year of service in which 1,000 or more hours of service were provided and are eighteen or older, except those employees covered under a collective bargaining agreement. It is subject to the provisions of the ERISA. The Plan is a qualified trust under IRS Code Section 401(a).

B. Contributions. Each year, participants may contribute up to the maximum amount allowed under the Internal Revenue Code of pre-tax annual compensation, as defined by the Plan. Participants direct the investment of their contributions into various investment options offered by the Plan. The Plan currently offers several mutual funds and a common and collective trust as investment options for participants. The Company contributes 25% of the first 6% of base compensation that a participant contributes to the Plan. Each year, the Company, at its option, makes a discretionary contribution which is allocated to each participant. Additional profit sharing amounts may be contributed at the option of the Company's board of directors.

C. Participant Accounts. Each participant's account is credited with an allocation of: a) the Company's contribution; and b) Plan earnings. Allocations are based on participant's earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's account.

D. Vesting. Participants are immediately vested in their contributions plus actual earnings thereon. Vesting in the Company's contribution portion of their accounts and earnings thereon is based on the number of years of continuous service with at least 1,000 hours of service per plan year. A participant is 100% vested after five years of credited service.

E. Payment of Benefits. On termination of service, a participant may elect to receive: a) a lump sum; b) payment in installments over a fixed period, not to exceed the lesser of the participant's life expectancy, the joint life expectancy of the participant and his/her spouse, or ten years; or, c) rollover.

F. Notes Receivable from Participants. Participants may borrow from their fund accounts up to a maximum $50,000 or 50% of their vested account balance, whichever is less. The loans are secured by the balance in the participant's account and are charged a reasonable rate of interest as determined by the Plan administrator. Principal and interest is paid ratably through monthly payroll deductions.

G. Forfeited Accounts. These accounts will be used to reduce future employer contributions.

1 Description of Plan (Continued)

G. Forfeited Accounts (Continued). For the years ended December 31, 2011 and 2010, employer contributions were reduced by $10,595 and $3,529, respectively, from forfeited non-vested accounts.

2 Summary of Significant Accounting Policies

A. Investment Valuation and Income Recognition. 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. See Note 8 for discussion of fair value measurements.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation includes the Plan's gains and losses on investments bought and sold, as well as held during the year.

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

C. Basis of Accounting. These financial statements are prepared using the accrual method of accounting.

Investment contracts held by a defined-contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined-contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The Statement of Net Assets Available for Benefits presents the fair value of the investment contracts, as well as the adjustment of the fully benefit-responsive investment contracts from fair value to contract value. The Statement of Changes in Net Assets Available for Benefits is prepared on a contract value basis.

D. Benefits are recorded when paid.

E. Administrative Expenses. Except for loan origination fees associated with notes receivable from participants, all administrative expenses of maintaining the Plan are paid by the Company.

F. Notes Receivable from Participants. Notes receivable from participants are measured at their unpaid principal balance, plus any accrued but unpaid interest. Delinquent participant loans are reclassified as distributions based on the terms of the Plan documents.

3 Investments

The following presents investments that represent 5% or more of the Plan's net assets:

	2011	2010
Wells Fargo Collective Stable Return Fund, Contract Value	$ 748,369	$ 883,626
Wells Fargo Advantage Conservative Allocation Fund	$ -	$ 497,227
Wells Fargo Advantage Growth Balanced Fund	$ -	$ 462,863
Invesco Van Kampen Comstock Fund	$ 837,302	$ -
Wells Fargo Advantage Diversified Equity Fund	$ -	$ 1,635,791
Wells Fargo Advantage Small Cap Opportunities Fund	$ 1,122,340	$ 1,272,406
Janus Overseas	$ -	$ 371,166
Wells Fargo Advantage Disciplined Value Fund	$ -	$ 690,377
Wells Fargo Advantage Dow Jones Target 2010 Fund	$ 565,324	$ -
Wells Fargo Advantage Dow Jones Target 2020 Fund	$ 978,191	$ -
Wells Fargo Advantage Dow Jones Target 2030 Fund	$ 653,473	$ -
Wells Fargo Advantage Dow Jones Target 2040 Fund	$ 489,658	$ -

4 Related-Party Transactions

Certain plan investments are shares of mutual funds managed by Wells Fargo Investments. Wells Fargo Investments is the trustee as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions. Fees paid by the Plan for the investment management services are included in net appreciation in fair value of investments.

5 Plan Termination

Although the Company has not expressed any intent to do so, the Company has the right, under the Plan, to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants will become 100% vested in their accounts. The Plan is not covered under the Pension Benefit Guarantee Corporation (PBGC) termination insurance program.

6 Tax Status

The trust established under the Plan to hold the Plan's assets is qualified pursuant to the appropriate section of the Internal Revenue Code (IRC) and, accordingly, the trust's net investment income is exempt from income taxes. The Plan has obtained a favorable tax determination letter from the Internal Revenue Service. The Plan has been amended since receiving the determination letter; however, the Plan sponsor believes the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC and therefore believe that the Plan is qualified and the related trust is tax-exempt.

6 Tax Status (Continued)

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

7 Information Prepared and Certified by the Trustee (Unaudited)

At December 31, 2011 and 2010, the Plan's investments were held by Wells Fargo Institutional Group (Trustee). The financial information that is included in the financial statements is based on information certified by the Trustee as complete and accurate in accordance with Section 2025.103-8 of the DOL's Rules and Regulations for Reporting and Disclosure under ERISA.

The following information included in the accompanying financial statements and supplemental schedule was obtained from data that has been prepared and certified to as complete and accurate by the Trustee:

	2011	2010
Common/ Collective Trust, at Contract Value	$ 748,370	$ 883,626
Registered Investment Companies, at Fair Value	$ 5,765,874	$ 6,080,199
Investment Gains	$ (148,412)	$ 846,444

8 Risks and Uncertainties

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

9 Fair Value Measurements

FASB ASC 820-10-50, *Fair Value Measurements*, establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 Measurements) and the lowest priority to unobservable inputs (Level 3 Measurements). The three levels of the fair value hierarchy under FASB ASC 820-10-50 are described as follows:

9 Fair Value Measurements (Continued)

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

Level 2: Inputs to the valuation methodology include -
- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in inactive markets;
- Inputs other than quoted prices that are observable for the asset or liability; and,
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

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

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

The asset or liability's fair value measurement within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement.

Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

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

Mutual Funds: Valued at Net Asset Value (NAV) of shares held by the Plan at year end.

Common/Collective Trust: The common/collective trust is 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 would result in a different fair value measurement at the reporting date.

The following tables set forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2011 and 2010:

9 Fair Value Measurements (Continued)

	Assets at Fair Value as of December 31, 2011			
	Level 1	Level 2	Level 3	Total
Mutual Funds	$ 5,765,874	$ -	$ -	$ 5,765,874
Common/Collective Trust	-	-	767,549	767,549
	$ 5,765,874	$ -	$ 767,549	$ 6,533,423

	Assets at Fair Value as of December 31, 2010			
	Level 1	Level 2	Level 3	Total
Mutual Funds	$ 6,080,199	$ -	$ -	$ 6,080,199
Common/Collective Trust	-	-	903,077	903,077
	$ 6,080,199	$ -	$ 903,077	$ 6,983,276

The following tables set forth a summary of changes in the fair value of the Plan's Level 3 assets for the years ended December 31, 2011 and 2010:

Level 3 Assets for the Year Ended December 31, 2011	
Balance, Beginning of Year	$ 903,077
Realized Gain	14,129
Purchases, Sales, Issuances, and Settlements (Net)	(149,657)
Balance, End of Year	$ 767,549
Unrealized Gain	$ (272)

Level 3 Assets for the Year Ended December 31, 2010	
Balance, Beginning of Year	$ 1,138,573
Realized Gain	24,774
Purchases, Sales, Issuances, and Settlements (Net)	(260,270)
Balance, End of Year	$ 903,077
Unrealized Gain	$ 17,178

10 Subsequent Events.

Subsequent events have been evaluated through October 1, 2012, the date the financial statements were available to be issued.

REQUIRED SUPPLEMENTAL INFORMATION

CONNELL RESOURCES, INC.
401(k) PROFIT SHARING PLAN

SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES
FOR THE YEAR ENDED DECEMBER 31, 2011

EIN: 84-0571619

(a)	(b)	(c)	(d)	(e)
	Identity	Description of Investment	Cost	Current Value
*	Wells Fargo Collective Stable Return (N6), at Contract Value	Common/Collective Fund	n/a	$ 748,370
*	Wells Fargo Adv Total Return Bond - Adm	Registered Investment Co.	n/a	87,441
*	Wells Fargo Adv Equity Income - Adm	Registered Investment Co.	n/a	19,787
	Van Kampen Comstock	Registered Investment Co.	n/a	837,302
*	Wells Fargo Adv Large Co Growth - Adm	Registered Investment Co.	n/a	114,037
	Goldman Sachs Mid Cap Value	Registered Investment Co.	n/a	204,024
*	Wells Fargo Adv Discovery - Adm	Registered Investment Co.	n/a	170,011
*	Wells Fargo Adv Small Cap Opp - Adm	Registered Investment Co.	n/a	1,122,340
	Invesco Small Cap Growth	Registered Investment Co.	n/a	146,178
	American Europacific Growth	Registered Investment Co.	n/a	69,178
	Janus Overseas (S)	Registered Investment Co.	n/a	212,528
*	Wells Fargo Adv Dow Jones Tgt Today	Registered Investment Co.	n/a	67,680
*	Wells Fargo Adv Dow Jones Tgt 2010	Registered Investment Co.	n/a	565,324
*	Wells Fargo Adv Dow Jones Tgt 2020	Registered Investment Co.	n/a	978,191
*	Wells Fargo Adv Dow Jones Tgt 2030	Registered Investment Co.	n/a	653,473
*	Wells Fargo Adv Dow Jones Tgt 2040	Registered Investment Co.	n/a	489,658
*	Wells Fargo Adv Dow Jones Tgt 2050	Registered Investment Co.	n/a	28,722
	Notes Receivable from Participants	Various with Interest Rates Ranging from 4.25% to 9.25%		245,817
				$ 6,760,061

*Denotes a party-in-interest to the Plan.

See accompanying notes to financial statements.