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
R.E. SWEENEY COMPANY, INC. STOCK BONUS PROFIT SHARING PLAN & TRUST

1b Three-digit plan number (PN) ▶ 003

1c Effective date of plan 01/01/1977

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

R.E. SWEENEY COMPANY, INC.

3700 NOBLE AVENUE
FORT WORTH, TX 76111

2b Employer Identification Number (EIN) 75-1037451

2c Sponsor's telephone number 817-834-7191

2d Business code (see instructions) 423300

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.	10/12/2012	HAROLD LOONEY
	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")
R.E. SWEENEY COMPANY, INC.

3700 NOBLE AVENUE
FORT WORTH, TX 76111

3b Administrator's EIN
75-1037451

3c Administrator's telephone number
817-834-7191

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**	205
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**	29
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	193
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	1
f	Total. Add lines **6d** and **6e**	**6f**	194
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	182
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	3
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 2O

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

9a Plan funding arrangement (check all that apply)

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

9b Plan benefit arrangement (check all that apply)

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

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

a Pension Schedules

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

b General Schedules

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

SCHEDULE A (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Insurance Information

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

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

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

OMB No. 1210-0110

2011

This Form is Open to Public Inspection

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

A Name of plan
R.E. SWEENEY COMPANY, INC. STOCK BONUS PROFIT SHARING PLAN & TRUST

B Three-digit plan number (PN) ▶ 003

C Plan sponsor's name as shown on line 2a of Form 5500
R.E. SWEENEY COMPANY, INC.

D Employer Identification Number (EIN)
75-1037451

Part I **Information Concerning Insurance Contract Coverage, Fees, and Commissions** Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.

1 Coverage Information:

(a) Name of insurance carrier
REASSURE LIFE INSURANCE COMPANY

(b) EIN	**(c)** NAIC code	**(d)** Contract or identification number	**(e)** Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	**(g)** To
38-0779740	65765	04827	8	01/01/2011	12/31/2011

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

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

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

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

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

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

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

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

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

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

Part II Investment and Annuity Contract Information

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

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

6 Contracts With Allocated Funds:

a State the basis of premium rates ▶ RATES FILE WITH THE DEPARTMENT OF INSURANCE

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

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity (3) ☐ other (specify) ▶

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

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

a Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee (3) ☐ guaranteed investment (4) ☐ other ▶

b	Balance at the end of the previous year			7b	
c	Additions: (1) Contributions deposited during the year	7c(1)			
	(2) Dividends and credits	7c(2)			
	(3) Interest credited during the year	7c(3)			
	(4) Transferred from separate account	7c(4)			
	(5) Other (specify below) ▶	7c(5)			
	(6) Total additions			7c(6)	0
d	Total of balance and additions (add **b** and **c(6)**)			7d	0
e	Deductions:				
	(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)			
	(2) Administration charge made by carrier	7e(2)			
	(3) Transferred to separate account	7e(3)			
	(4) Other (specify below) ▶	7e(4)			
	(5) Total deductions			7e(5)	0
f	Balance at the end of the current year (subtract **e(5)** from **d**)			7f	0

Part III Welfare Benefit Contract Information

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

8 Benefit and contract type (check all applicable boxes)

a ☐ Health (other than dental or vision) **b** ☐ Dental **c** ☐ Vision **d** ☐ Life insurance
e ☐ Temporary disability (accident and sickness) **f** ☐ Long-term disability **g** ☐ Supplemental unemployment **h** ☐ Prescription drug
i ☐ Stop loss (large deductible) **j** ☐ HMO contract **k** ☐ PPO contract **l** ☐ Indemnity contract
m ☐ Other (specify) ▶

9 Experience-rated contracts:				
a Premiums: (1) Amount received	**9a(1)**			
(2) Increase (decrease) in amount due but unpaid	**9a(2)**			
(3) Increase (decrease) in unearned premium reserve	**9a(3)**			
(4) Earned (**(1)** + **(2)** - **(3)**)			**9a(4)**	0
b Benefit charges (1) Claims paid	**9b(1)**			
(2) Increase (decrease) in claim reserves	**9b(2)**			
(3) Incurred claims (add **(1)** and **(2)**)			**9b(3)**	0
(4) Claims charged			**9b(4)**	
c Remainder of premium: (1) Retention charges (on an accrual basis) --				
(A) Commissions	**9c(1)(A)**			
(B) Administrative service or other fees	**9c(1)(B)**			
(C) Other specific acquisition costs	**9c(1)(C)**			
(D) Other expenses	**9c(1)(D)**			
(E) Taxes	**9c(1)(E)**			
(F) Charges for risks or other contingencies	**9c(1)(F)**			
(G) Other retention charges	**9c(1)(G)**			
(H) Total retention			**9c(1)(H)**	0
(2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.)			**9c(2)**	
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement			**9d(1)**	
(2) Claim reserves			**9d(2)**	
(3) Other reserves			**9d(3)**	
e Dividends or retroactive rate refunds due. (Do not include amount entered in **c(2)**.)			**9e**	
10 Nonexperience-rated contracts:				
a Total premiums or subscription charges paid to carrier			**10a**	
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, item 2 above, report amount.			**10b**	

Specify nature of costs ▶

Part IV Provision of Information

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

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

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

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

A Name of plan
R.E. SWEENEY COMPANY, INC. STOCK BONUS PROFIT SHARING PLAN & TRUST

B Three-digit plan number (PN) ▶ 003

C Plan sponsor's name as shown on line 2a of Form 5500
R.E. SWEENEY COMPANY, INC.

D Employer Identification Number (EIN)
75-1037451

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

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

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

FROST NATIONAL BANK

4200 SOUTH HULEN #230
FORT WORTH, TX 76109

75-1584019

(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?
21 50	TRUSTEE	24798	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

WEAVER LLP

2821 WEST SEVENTH STREET
SUITE 700
FORT WORTH, TX 76107

75-0786316

(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?
10	CPA	12200	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

401K PLUS, INC

5850 I-20 WEST
SUITE 200
ARLINGTON, TX 76017

75-1793879

(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	TPA	7860	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

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

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

2011

This Form is Open to Public Inspection

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

A Name of plan
R.E. SWEENEY COMPANY, INC. STOCK BONUS PROFIT SHARING PLAN & TRUST

B Three-digit plan number (PN) ▶ 003

C Plan sponsor's name as shown on line 2a of Form 5500
R.E. SWEENEY COMPANY, INC.

D Employer Identification Number (EIN)
75-1037451

Part I Asset and Liability Statement

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	0	0
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	0	0
(2) Participant contributions	1b(2)	0	0
(3) Other	1b(3)	0	16892
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	179362	362717
(2) U.S. Government securities	1c(2)	621461	347794
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	0	0
(B) All other	1c(3)(B)	486657	984811
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	0	0
(B) Common	1c(4)(B)	1618280	1095877
(5) Partnership/joint venture interests	1c(5)	0	0
(6) Real estate (other than employer real property)	1c(6)	0	0
(7) Loans (other than to participants)	1c(7)	0	0
(8) Participant loans	1c(8)	0	0
(9) Value of interest in common/collective trusts	1c(9)	0	0
(10) Value of interest in pooled separate accounts	1c(10)	0	0
(11) Value of interest in master trust investment accounts	1c(11)	0	0
(12) Value of interest in 103-12 investment entities	1c(12)	0	0
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	1663248	984902
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)	0	0
(15) Other	1c(15)	657679	682655

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)	4433128	4392259
(2) Employer real property	1d(2)	0	0
e Buildings and other property used in plan operation	1e	0	0
f Total assets (add all amounts in lines 1a through 1e)	1f	9659815	8867907
Liabilities			
g Benefit claims payable	1g	0	0
h Operating payables	1h	0	0
i Acquisition indebtedness	1i	0	0
j Other liabilities	1j	0	0
k Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	9659815	8867907

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)	0	
(B) Participants	2a(1)(B)	0	
(C) Others (including rollovers)	2a(1)(C)	0	
(2) Noncash contributions	2a(2)	0	
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		0
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	0	
(B) U.S. Government securities	2b(1)(B)	19432	
(C) Corporate debt instruments	2b(1)(C)	21237	
(D) Loans (other than to participants)	2b(1)(D)	0	
(E) Participant loans	2b(1)(E)	0	
(F) Other	2b(1)(F)	16896	
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		57565
(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)	86851	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	0	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		86851
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)	1383945	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	1402019	
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		-18074

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)	-40869	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		-40869
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		-110704
c Other income	2c		24976
d Total income. Add all **income** amounts in column (b) and enter total	2d		-255
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	732857	
(2) To insurance carriers for the provision of benefits	2e(2)	0	
(3) Other	2e(3)	0	
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		732857
f Corrective distributions (see instructions)	2f		0
g Certain deemed distributions of participant loans (see instructions)	2g		0
h Interest expense	2h		0
i Administrative expenses: (1) Professional fees	2i(1)	27384	
(2) Contract administrator fees	2i(2)	24798	
(3) Investment advisory and management fees	2i(3)	813	
(4) Other	2i(4)	5801	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		58796
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		791653
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		-791908
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: WEAVER, LLP (2) EIN: 75-0786316

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? ☐ **Yes** ☒ **No**

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

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

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

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

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

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

OMB No. 1210-0110

2011

This Form is Open to Public Inspection.

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

A Name of plan
R.E. SWEENEY COMPANY, INC. STOCK BONUS PROFIT SHARING PLAN & TRUST

B Three-digit plan number (PN) ▶ 003

C Plan sponsor's name as shown on line 2a of Form 5500
R.E. SWEENEY COMPANY, INC.

D Employer Identification Number (EIN)
75-1037451

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): 75-1584019

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):

R.E. SWEENEY COMPANY, INC.
STOCK BONUS PROFIT SHARING PLAN AND TRUST

FINANCIAL REPORT

DECEMBER 31, 2011

C O N T E N T S

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INDEPENDENT AUDITOR'S REPORT

To the Trustees
R.E. Sweeney Company, Inc.
Stock Bonus Profit Sharing
Plan and Trust

We were engaged to audit the financial statements of R.E. Sweeney Company, Inc. Stock Bonus Profit Sharing Plan and Trust (the Plan) as of and for the years ended December 31, 2011 and 2010, and the supplemental schedules as of and for the year ended December 31, 2011, as listed in the accompanying table of contents. These financial statements and supplemental schedules are the responsibility of the Plan's management.

As permitted by 29 CFR Section 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 4, which was certified by Frost Bank, the trustee of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedules. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes 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 that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and supplemental schedules taken as a whole. The supplemental schedules are presented for the purpose of additional analysis and are not a required part of the financial statements but are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. The form and content of the information included in the financial statements and supplemental schedules, other than that derived from the information certified by 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 Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Weaver and Tidwell, L.L.P.

WEAVER AND TIDWELL, L.L.P.

Fort Worth, Texas
October 5, 2012

R.E. SWEENEY COMPANY, INC.
STOCK BONUS PROFIT SHARING PLAN AND TRUST
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2011 AND 2010

	2011	2010
ASSETS		
Investments held by bank, at fair value		
Cash and cash equivalents	$ 362,717	$ 179,362
Common stock of R.E. Sweeney Company, Inc.		
950 voting shares	45,268	46,636
94,050 non-voting shares	4,346,991	4,386,492
Capital stock	1,095,877	1,618,280
Government bonds	347,794	621,461
Corporate bonds	984,811	486,657
Mutual funds	984,902	1,663,248
Cash value of life insurance	682,655	657,679
Accrued income receivable	16,892	12,940
TOTAL ASSETS	8,867,907	9,672,755
TOTAL LIABILITIES	-	-
NET ASSETS AVAILABLE FOR BENEFITS	$ 8,867,907	$ 9,672,755

The Notes to Financial Statements are an integral part of these statements.

R.E. SWEENEY COMPANY, INC.
STOCK BONUS PROFIT SHARING PLAN AND TRUST
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
YEARS ENDED DECEMBER 31, 2011 AND 2010

	2011	2010
ADDITIONS		
Investment income (loss)		
Dividend and interest income	$ 133,435	$ 118,057
Net appreciation (depreciation) in fair value of investments	(144,671)	432,040
Total additions	(11,236)	550,097
DEDUCTIONS		
Benefits paid to participants	732,857	761,818
Administrative expenses	60,755	67,409
Total deductions	793,612	829,227
Net decrease in net assets available for benefits	(804,848)	(279,130)
NET ASSETS AVAILABLE FOR BENEFITS, beginning of year	9,672,755	9,951,885
NET ASSETS AVAILABLE FOR BENEFITS, end of year	$ 8,867,907	$ 9,672,755

The Notes to Financial Statements are an integral part of these statements.

R.E. SWEENEY COMPANY, INC.
STOCK BONUS PROFIT SHARING PLAN AND TRUST
NOTES TO FINANCIAL STATEMENTS

NOTE 1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

General

The R.E. Sweeney Company, Inc. Stock Bonus Profit Sharing Plan and Trust (the Plan) is a Tax Reform Act Stock Bonus Profit Sharing Plan and Trust sponsored by R.E. Sweeney Company, Inc. (the Company). The Plan is a defined contribution plan covering substantially all employees of the Company. It is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Basis of Accounting

The accompanying financial statements of the Plan are prepared using the accrual method of accounting.

Valuation of Investments

Common stock of the Company is stated at fair value based on the estimated market value as determined by an independent appraisal. All other investments are valued using quoted market prices or at fair values as otherwise determined by the custodian. Net appreciation (depreciation) includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Income Taxes

The Plan obtained its latest determination letter on October 31, 2007, in which the Internal Revenue Service stated that the Plan, after adoption of proposed amendments, was in compliance with the applicable requirements of the Internal Revenue Code.

The latest amendment does not affect net assets available for benefits. The Plan administrator and the Plan's tax counsel believe that the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code. Therefore, they believe that the Plan was qualified and the related trust was tax-exempt as of the financial statement date.

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the Internal Revenue Service. The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2011, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however; there are currently no audits for any tax periods in progress. The Plan's 2008 through 2010 tax years remain subject to income tax examinations.

R.E. SWEENEY COMPANY, INC.
STOCK BONUS PROFIT SHARING PLAN AND TRUST
NOTES TO FINANCIAL STATEMENTS

NOTE 1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – CONTINUED

Use of Estimates

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

NOTE 2. THE PLAN

The R.E. Sweeney Company, Inc. Stock Bonus Profit Sharing Plan and Trust was established January 1, 1977 for the exclusive benefit of eligible employees of R.E. Sweeney Company, Inc. and other associated companies who qualify for participation. Subsequently, the trust instrument has been revised for the purpose of complying with the provisions of changes in government regulations. The effective date of the trust's latest revision was January 1, 2009. The trust is administered by the trustee (consisting of one or more members) as selected and designated by the Board of Directors of R.E. Sweeney Company, Inc.

For each of its taxable periods, the employer shall contribute to the Plan (from its current or accumulated profits) an amount determined by its Board of Directors, provided, however, that the amount contributed shall not exceed the amount constituting an allowable deduction under Section 404(a)(3) of the Internal Revenue Code of 1986, as amended.

At each valuation date (December 31) the net income of the Plan is allocated to the participants in the ratio which the participant's interest in the Plan assets other than company stock, determined as of the beginning of the year, bears to the total interest of all participants. At the end of each year the employer contribution to the trust and forfeitures are prorated among all participants having completed at least 1,000 hours of service and who are employed by the Company on December 31, in the ratio which the total aggregate compensation of each such participant for the Plan year bears to the sum of the total aggregate compensation of all such participants for the Plan year. On December 31 all net assets available for benefits are allocated to participants as defined above. Each participant shall have a further vested interest in the proportionate share of employer contributions, net income and forfeitures as follows:

a. Upon completion of two years of service, the participant shall have a vested interest of 20%. This vested interest shall increase 20% for each additional year of service so that at the end of six years of service the participant shall be 100% vested.

b. In the event of the death or disability of a participant such amounts shall be fully vested.

NOTE 2. THE PLAN – CONTINUED

Under the terms of the Plan, participants must commence distribution of their account (as defined by the Plan) within sixty days after the close of the Plan year in which the latest occurs: (1) participant reaches normal retirement age; (2) participant terminates employment; or (3) the fifth anniversary of the year in which the participant commenced participation in the Plan. The participant may elect to receive benefits in cash or R.E. Sweeney Company, Inc. common stock.

Administrative expenses include investment management fees, plan administration fees and legal fees.

The amount of forfeitures allocated to the eligible plan participants was $9,666 and $16,115.

The Plan had no amounts allocated to persons who have elected to withdraw from the Plan but had not been paid as of December 31, 2011 and 2010.

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

NOTE 3. COMPANY CONTRIBUTIONS

The Company's directors have authorized no contributions to the Plan for 2011 and 2010.

NOTE 4. INFORMATION CERTIFIED BY TRUSTEE

Information regarding the investments held as of December 31, 2011 and 2010, and related investment income (loss) for the years then ended included in the financial statements and supplemental schedules was obtained from Frost Bank, the trustee of the Plan’s assets held in the collective trust, and certified by the trustee as being complete and accurate.

NOTE 4. INFORMATION CERTIFIED BY TRUSTEE – CONTINUED

The following table presents the fair value of investments certified by the trustee, Frost Bank, at December 31, 2011 and 2010:

	2011		2010	
	Number of Shares or Units	Fair Value	Number of Shares or Units	Fair Value
Government bonds	325,000	$ 347,794	1,075,000	$ 621,461
Capital stock	24,696	1,095,877	36,418	1,618,280
Corporate bonds	950,000	984,811	425,000	486,657
Mutual funds	84,671	984,902	123,427	1,663,248
Cash value of life insurance	9	682,655	9	657,679
Cash and accrued income receivable	N/A	379,609	N/A	192,302

Appreciation (depreciation) certified by the trustee for the years ended December 31, 2011 and 2010 consists of investments at fair value determined as follows:

	2011	2010
Quoted market price		
Capital stock	$ (18,274)	$ 171,285
Government bonds	12,990	(11,523)
Corporate bonds	3,254	(7,520)
Mutual funds	(126,748)	173,018
Cash value of life insurance	24,976	25,042
	$ (103,802)	$ 350,302

Interest and dividend income certified by the trustee for the years ended December 31, 2011 and 2010 was $133,435 and $118,057, respectively.

NOTE 5. INVESTMENTS REPRESENTING MORE THAN 5% OF PLAN'S NET ASSETS

The following table presents the fair value of the Plan's investments, all of which are non-participant – directed, that represent more than 5% of the Plan's net assets at December 31:

	2011	2010
Common stock of R. E. Sweeney Company, Inc.	$ 4,392,259	$ 4,433,128

NOTE 6. CONCENTRATION OF CREDIT RISK

The Plan maintains its cash in bank accounts which, at times, may exceed federally insured limits. The Plan has not experienced any losses in such accounts. The trustee believes the Plan is not exposed to any significant credit risk on cash and cash equivalents.

NOTE 7. CONCENTRATION OF ASSETS

The Plan's assets are highly concentrated in securities of R.E. Sweeney Company, Inc. This concentration increases the Plan's vulnerability to the risk of a near-term severe impact. In addition, the fair value of R.E. Sweeney Company, Inc. securities was determined by independent appraisal. It is reasonably possible that the estimated value of the securities could change in the near term.

NOTE 8. FAIR VALUE MEASUREMENTS

Generally accepted accounting principles provide 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 inputs) and the lowest priority to unobservable inputs (level 3 inputs). The three levels of the fair value hierarchy are described below:

Level 1 inputs: Unadjusted, quoted prices in active markets that are accessible at the measurement date for identical assets or liabilities.

Level 2 inputs: Inputs (other than quoted market prices included within level 1) that are either directly or indirectly observable for the asset or liability through correlation with market data at the measurement date and fair value is determined through the use of models or other valuation techniques. Market prices were indirectly observable through market data to the measurement date.

NOTE 8. FAIR VALUE MEASUREMENTS – CONTINUED

Level 3 inputs: Prices or valuations that require unobservable inputs that are both significant to the fair measurement and unobservable. Fair value for these investments are determined using valuation methodologies that consider a range of factors including but not limited to the nature of the investment, market conditions, current and projected operating performance and changes in operating characteristics of the investment.

A financial instrument's level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. The following is a description of the valuation methodologies used for instruments measured at fair value, including the general classification of such instruments pursuant to the valuation hierarchy. There have been no changes in the methodologies used at December 31, 2011 and 2010.

Cash and cash equivalents: Fair value of cash is measured at its carrying amount. Fair value of cash equivalents is measured at the closing price of the security reported on the major market on which the security is traded.

Common stock of R.E. Sweeney Company, Inc.: Valuation by independent appraisal at the reporting date, by a qualified expert.

Capital stock and mutual funds: Valued at the closing price reported on the active market on which the individual securities are traded.

Cash value of life insurance: Valued at cash surrender value, which approximates fair value.

Government and corporate bonds: Government bonds are generally valued using quoted prices of securities with similar characteristics. Corporate bonds are generally valued by using pricing models (such as discounted cash flows), quoted prices of securities with similar characteristics or broker quotes.

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

NOTE 8. FAIR VALUE MEASUREMENTS – CONTINUED

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

	Level 1	Level 2	Level 3	Total
Common stock of R.E. Sweeney Company, Inc.	$ -	$ -	$ 4,392,259	$ 4,392,259
Capital stock				
Energy	138,361	-	-	138,361
Technology	252,520	-	-	252,520
Financial	111,518	-	-	111,518
Food & beverage conglomerates	116,145	-	-	116,145
Medical	111,180	-	-	111,180
Other	366,153	-	-	366,153
Total capital stock	1,095,877	-	-	1,095,877
Government bonds	-	347,794	-	347,794
Corporate bonds	-	984,811	-	984,811
Mutual funds				
Real estate	92,919	-	-	92,919
Mid blend	213,834	-	-	213,834
Large blend	314,120	-	-	314,120
Mid-Cap growth	278,385	-	-	278,385
Large-Cap growth	85,644	-	-	85,644
Total mutual funds	984,902	-	-	984,902
Cash value of life insurance	-	-	682,655	682,655
Cash and cash equivalents	362,717	-	-	362,717
Total assets at fair value	$ 2,443,496	$ 1,332,605	$ 5,074,914	$ 8,851,015

NOTE 8. FAIR VALUE MEASUREMENTS – CONTINUED

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

	Level 1	Level 2	Level 3	Total
Common stock of R.E. Sweeney Company, Inc.	$ -	$ -	$ 4,433,128	$ 4,433,128
Capital stock				
Energy	197,680	-	-	197,680
Technology	272,826	-	-	272,826
Financial	242,769	-	-	242,769
Food & beverage conglomerates	193,265	-	-	193,265
Other	711,740	-	-	711,740
Total capital stock	1,618,280	-	-	1,618,280
Government bonds	-	621,461	-	621,461
Corporate bonds	-	486,657	-	486,657
Mutual funds				
Real estate	187,175	-	-	187,175
Mid blend	264,342	-	-	264,342
Large blend	428,371	-	-	428,371
Mid-Cap growth	648,514	-	-	648,514
Large-Cap growth	134,846	-	-	134,846
Total mutual funds	1,663,248	-	-	1,663,248
Cash value of life insurance	-	-	657,679	657,679
Cash and cash equivalents	179,362	-	-	179,362
Total assets at fair value	$ 3,460,890	$ 1,108,118	$ 5,090,807	$ 9,659,815

NOTE 8. FAIR VALUE MEASUREMENTS – CONTINUED

The following table sets forth a summary of changes in the fair value of the Plan's level 3 assets for the year ended December 31, 2011:

	Common Stock of R.E. Sweeney Company, Inc.	Cash Value of Life Insurance	Total
Balance, beginning of year	$ 4,433,128	$ 657,679	$ 5,090,807
Realized gains (losses)	-	-	-
Unrealized gains (losses) relating to instruments still held at the reporting date	(40,869)	24,976	(15,893)
Purchases, sales, issuances and settlements			
Purchases	-	-	-
Issuances	-	-	-
Sales	-	-	-
Settlements	-	-	-
Balance, end of year	$ 4,392,259	$ 682,655	$ 5,074,914

The following table sets forth a summary of changes in the fair value of the Plan's level 3 assets for the year ended December 31, 2010:

	Common Stock of R.E. Sweeney Company, Inc.	Cash Value of Life Insurance	Total
Balance, beginning of year	$ 4,351,390	$ 632,637	$ 4,984,027
Realized gains (losses)	-	-	-
Unrealized gains (losses) relating to instruments still held at the reporting date	81,738	25,042	106,780
Purchases, sales, issuances and settlements			
Purchases	-	-	-
Issuances	-	-	-
Sales	-	-	-
Settlements	-	-	-
Balance, end of year	$ 4,433,128	$ 657,679	$ 5,090,807

NOTE 9. PARTY-IN-INTEREST

Frost Bank is Trustee and record keeper of the Plan. Certain Plan investments in the mutual funds and the life insurance are managed by Frost Bank. R.E. Sweeney Company, Inc., the Plan Sponsor, absorbs certain costs of the Plan. These affiliated companies are considered parties-in-interest (as defined in ERISA) to the Plan.

NOTE 10. RECONCILIATION TO FORM 5500

The reconciliation of net assets available for benefits as of December 31, is as follows:

	2011	2010
Net assets available for benefits per financial statements	$ 8,867,907	$ 9,672,755
Adjustment to record accrued interest receivable not reported on Schedule H of Form 5500	-	(12,940)
Net assets available for benefits per Schedule H of Form 5500	$ 8,867,907	$ 9,659,815

The reconciliation of net decrease in net assets available for benefits for the years ended December 31, is as follows:

	2011	2010
Net decrease in net assets available for benefits per financial statements	$ (804,848)	$ (279,130)
Adjustment to record accrued interest receivable not reported on Schedule H of Form 5500	12,940	(12,940)
Net loss per Schedule H of Form 5500	$ (791,908)	$ (292,070)

NOTE 11. SUBSEQUENT EVENTS

The Plan evaluated all events or transactions that occurred after December 31, 2011 through October 5, 2012, the date these financial statements were available to be issued.

Subsequent to December 31, 2011, the Plan received a determination letter dated April 17, 2012, in which the Internal Revenue Service stated that the Plan was in compliance with the applicable requirements of the Internal Revenue Code.

SUPPLEMENTAL SCHEDULES

R.E. SWEENEY COMPANY, INC.
STOCK BONUS PROFIT SHARING PLAN AND TRUST
SCHEDULE H, LINE 4i – SCHEDULE OF ASSETS (HELD AT END OF YEAR)
EIN: 75-1037451 PLAN NUMBER 003
DECEMBER 31, 2011

(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
	Employer securities			
*	R. E. Sweeney Company, Inc.	950 shares of common stock, $10 par value	$ 22,800	$ 45,268
*	R. E. Sweeney Company, Inc.	94,050 nonvoting shares of common stock, $1 par value	2,257,200	4,346,991
	Total employer securities		$ 2,280,000	$ 4,392,259
	Government bonds			
	Federal Home Loan Mortgage	4.13%, maturing 12/21/2012 $50,000 maturity value	51,750	51,866
	Federal National Mortgage	4.22%, maturing 9/26/2013 $50,000 maturity value	49,540	53,310
	Build America Bonds	3.22%, maturing 8/15/2016 $100,000 maturity value	100,000	106,659
	Build America Bonds	3.90%, maturing 2/1/2016 $125,000 maturity value	132,400	135,959
	Total government bonds		$ 333,690	$ 347,794

R.E. SWEENEY COMPANY, INC.
STOCK BONUS PROFIT SHARING PLAN AND TRUST
SCHEDULE H, LINE 4i – SCHEDULE OF ASSETS (HELD AT END OF YEAR)
EIN: 75-1037451 PLAN NUMBER 003
DECEMBER 31, 2011
(CONTINUED)

(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
	Capital stock			
	Air Products & Chemicals Inc Com	74 shares	$ 3,666	$ 6,304
	Albemarle Corp Com	114 shares	4,851	5,872
	Allergan Inc Com	111 shares	7,538	9,739
	Amazon.Com Inc	29 shares	3,438	5,020
	American Express Co Com	132 shares	5,751	6,226
	American Water Works Company Incorporated Com	614 shares	13,772	19,562
	Ameriprise Financial Incorporated Com	157 shares	3,682	7,793
	Anadarko Petroleum Corp Com	154 shares	9,353	11,755
	Apple Inc Com	88 shares	15,168	35,640
	Aqua America Incorporated Com	920 shares	17,504	20,286
	ARM Holdings PLC Sponsored ADR	234 shares	6,558	6,475
	AT&T Incorporated Com	406 shares	10,766	12,277
	Baidu Incorporated Sponsored ADR	48 shares	5,221	5,591

R.E. SWEENEY COMPANY, INC.
STOCK BONUS PROFIT SHARING PLAN AND TRUST
SCHEDULE H, LINE 4i – SCHEDULE OF ASSETS (HELD AT END OF YEAR)
EIN: 75-1037451 PLAN NUMBER 003
DECEMBER 31, 2011
(CONTINUED)

(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
	Capital stock (cont.)			
	BB&T Corp Com	540 shares	14,074	13,592
	BCE Incorporated Com	356 shares	10,708	14,835
	BHP Billiton Limited Sponsored ADR	125 shares	11,441	8,829
	Blackrock Incorporated Com	42 shares	7,763	7,486
	Borgwarner Incorporated Com	105 shares	3,432	6,693
	Cameron International Corp Com	134 shares	6,601	6,591
	Cardinal Health Inc Com	240 shares	7,892	9,746
	Celgene Corp Com	205 shares	11,904	13,858
	Cenovus Energy Incorporated Com	209 shares	7,671	6,939
	Chevron Corp Com	192 shares	14,835	20,429
	Cinemark Holdings Incorporated Com	699 shares	13,621	12,925
	Cisco System Inc Com	837 shares	14,769	15,133
	Coca Cola Co Com	294 shares	14,428	20,571

R.E. SWEENEY COMPANY, INC.
STOCK BONUS PROFIT SHARING PLAN AND TRUST
SCHEDULE H, LINE 4i – SCHEDULE OF ASSETS (HELD AT END OF YEAR)
EIN: 75-1037451 PLAN NUMBER 003
DECEMBER 31, 2011
(CONTINUED)

(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
	Capital stock (cont.)			
	Cognizant Tech Solutions CL A	212 shares	5,809	13,634
	Costco Wholesale Corp New Com	147 shares	8,097	12,248
	Covidien PLC	241 shares	10,871	10,847
	Cummins Inc	132 shares	4,326	11,619
	Deere & Co Com	118 shares	5,406	9,127
	Directv Com Class A	249 shares	8,787	10,647
	Dollar General Corporation Com	207 shares	8,135	8,516
	E M C Corp Massachusetts Com	539 shares	6,574	11,610
	East West Bancorp Inc Com	364 shares	8,328	7,189
	Ecopetrol SA Sponsored ADR	187 shares	7,899	8,325
	Edwards Lifesciences Corp Com	124 shares	8,943	8,767
	Emerson Electric Co Com	416 shares	18,252	19,381
	EOG Resources Inc Com	76 shares	8,107	7,487
	Ericsson Tel Co ADR Class B	1,176 shares	13,210	11,913

R.E. SWEENEY COMPANY, INC.
STOCK BONUS PROFIT SHARING PLAN AND TRUST
SCHEDULE H, LINE 4i – SCHEDULE OF ASSETS (HELD AT END OF YEAR)
EIN: 75-1037451 PLAN NUMBER 003
DECEMBER 31, 2011
(CONTINUED)

(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
	Capital stock (cont.)			
	Exxon Mobil Corp Com	259 shares	19,821	21,953
	Fedex Corp Com	88 shares	7,940	7,349
	Fortinet Incorporated Com	466 shares	4,714	10,163
	Freeport-McMoran Copper & Gold Common	148 shares	7,692	5,445
	F5 Networks Inc Com	69 shares	7,366	7,322
	Google Incorporated Class A	35 shares	22,208	22,607
	Halliburton Co Com	170 shares	5,590	5,867
	Hewlett Packard Co Com	556 shares	14,597	14,323
	HoneyWell International Inc Com	102 shares	2,786	5,544
	Humana Inc Com	260 shares	21,017	22,779
	International Business Machines Corp Com	84 shares	11,684	15,446
	Invesco Limited	309 shares	6,343	6,208
	JP Morgan Chase & Co Com	505 shares	18,250	16,791
	Juniper Networks Inc Com	318 shares	6,742	6,490
	Kellogg Co Com	258 shares	13,703	13,047
	Kinross Gold Corp Com	384 shares	6,569	4,378

R.E. SWEENEY COMPANY, INC.
STOCK BONUS PROFIT SHARING PLAN AND TRUST
SCHEDULE H, LINE 4i – SCHEDULE OF ASSETS (HELD AT END OF YEAR)
EIN: 75-1037451 PLAN NUMBER 003
DECEMBER 31, 2011
(CONTINUED)

(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
	Capital stock (cont.)			
	Kraft Foods Inc Class A Com	482 shares	16,986	18,008
	LAM Research Corporation Com	153 shares	8,066	5,664
	Lincoln Electric Holdings Incorp Com	210 shares	7,769	8,215
	Mastercard Incorporated Class A Com	17 shares	2,952	6,338
	Maxim Integrated Products Inc Com	131 shares	1,867	3,411
	McDonald's Corp Com	218 shares	14,270	21,872
	Mead Johsnon Nutrition Company Com Class A	97 shares	6,555	6,667
	Medtronic Inc Com	342 shares	12,877	13,082
	Merck & Co Inc New Com	260 shares	10,002	9,802
	MetLife Inc Com	439 shares	16,687	13,688
	Netapp Incorporated Com	146 shares	8,023	5,295
	Nordstrom Incorporated Com	109 shares	3,914	5,418
	Norfolk Southern Corp Com	83 shares	5,596	6,047
	Novartis Ag ADR	231 shares	11,069	13,206
	O'Reilly Automotive Inc Com	120 shares	2,969	9,594
	Oracle Corporation	216 shares	4,605	5,540
	Paccar Inc Com	155 shares	8,265	5,808

R.E. SWEENEY COMPANY, INC.
STOCK BONUS PROFIT SHARING PLAN AND TRUST
SCHEDULE H, LINE 4i – SCHEDULE OF ASSETS (HELD AT END OF YEAR)
EIN: 75-1037451 PLAN NUMBER 003
DECEMBER 31, 2011
(CONTINUED)

(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
	Capital stock (cont.)			
	Peabody Energy Corp Com	131 shares	8,615	4,337
	Penn West Energy Trust Com	307 shares	7,856	6,079
	PepsiCo Inc Com	146 shares	11,363	9,687
	Philip Morris Int'l Inc Com	259 shares	11,044	20,326
	PNC Financial Services Group Com	233 shares	13,280	13,437
	Potash Corp Sask Inc Com	299 shares	15,242	12,343
	Praxair Inc Com	60 shares	4,623	6,414
	Priceline.com Incorporated Com	11 shares	890	5,145
	Qualcomm Inc Com	360 shares	17,772	19,692
	Rockwell Automation Inc Com	164 shares	7,937	12,033
	Rogers Communications Inc Class B	201 shares	7,580	7,741
	Salix Pharmaceuticals Limited Com	142 shares	4,674	6,795
	SAP AG Sponsored ADR	53 shares	2,731	2,806
	Schlumberger Limited Com	277 shares	10,887	18,922
	Seadrill Limited	358 shares	11,404	11,878
	Staples Inc Com	866 shares	12,812	12,029
	Starbucks Corp Com	215 shares	2,559	9,892

R.E. SWEENEY COMPANY, INC.
STOCK BONUS PROFIT SHARING PLAN AND TRUST
SCHEDULE H, LINE 4i – SCHEDULE OF ASSETS (HELD AT END OF YEAR)
EIN: 75-1037451 PLAN NUMBER 003
DECEMBER 31, 2011
(CONTINUED)

(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
	Capital stock (cont.)			
	Starwood Hotels & Resorts Worldwide Incorporated Com	149 shares	7,945	7,148
	Suncor Energy Incorporated	210 shares	7,817	6,054
	Teva Pharmaceutical Industries	159 shares	7,905	6,417
	Time Warner Cable Inc Com	334 shares	21,050	21,232
	Total S. A. Sponsored ADR	119 shares	7,186	6,082
	Ulta Salon & Fragrance Inc Com	127 shares	7,442	8,245
	Union Pacific Corp Com	153 shares	9,664	16,209
	United Technologies Corp Com	147 shares	11,017	10,744
	Visa Incorporated Class A Com	62 shares	5,081	6,295
	VMware Inc Com	62 shares	5,790	5,158
	Vodafone Group PLC Sponsored ADR	251 shares	9,108	7,036
	Yum! Brands Inc Com	184 shares	5,325	10,857
	Total capital stock		$ 945,244	$ 1,095,877

R.E. SWEENEY COMPANY, INC.
STOCK BONUS PROFIT SHARING PLAN AND TRUST
SCHEDULE H, LINE 4i – SCHEDULE OF ASSETS (HELD AT END OF YEAR)
EIN: 75-1037451 PLAN NUMBER 003
DECEMBER 31, 2011
(CONTINUED)

(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
	Corporate bonds			
	Analog Devices, Inc.	3.00%, maturing 4/15/2016 $100,000 maturity value	$ 101,545	$ 105,395
	Bear Stearns Company	5.35%, maturing 2/1/2012 $150,000 maturity value	150,744	150,513
	Coca Cola Company	3.65% maturing 3/15/2014 $100,000 maturity value	106,696	106,452
	Du Pont E I De Nemour & Company	3.25%, maturing 1/15/2015 $75,000 maturity value	75,594	79,983
	General Electic Capital Corporation	4.38%, maturing 9/21/2015 $100,000 maturity value	107,407	107,572
	Hewlett Packard Company	2.13%, maturing 9/13/2015 $100,000 maturity value	100,081	98,240
	Occidental Petroleum Corporation	1.75%, maturing 2/15/2017 $175,000 maturity value	177,615	177,249
	Oracle Corporation	3.75%, maturing 7/8/2014 $50,000 maturity value	52,290	53,774
	Thermo Fisher Scientific, Inc.	3.20%, maturing 3/1/2016 $100,000 maturity value	101,984	105,633
	Total corporate bonds		$ 973,956	$ 984,811

R.E. SWEENEY COMPANY, INC.
STOCK BONUS PROFIT SHARING PLAN AND TRUST
SCHEDULE H, LINE 4i – SCHEDULE OF ASSETS (HELD AT END OF YEAR)
EIN: 75-1037451 PLAN NUMBER 003
DECEMBER 31, 2011
(CONTINUED)

(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
	Mutual funds			
	Cohen & Steers Institutional Realty Fund	2,354 shares	$ 86,563	$ 92,919
*	Frost International Equity Fund Class I	29,839 shares	269,023	227,973
*	Frost Small Cap Equity Fund	24,911 shares	184,896	192,064
	Invesco Developing Markets Fund Institutional Class	3,004 shares	100,334	85,644
	Ivy Global Natural Resources Fund Class 1	4,962 shares	84,115	86,147
	T Rowe Price International Discovery Fund	2,314 shares	86,644	86,321
	Templeton Global Bond Fund	17,287 shares	239,358	213,834
	Total mutual funds		$ 1,050,933	$ 984,902
	Contracts with insurance companies			
*	Mass Mutual Conn Ins	Cash value of insurance policy	$ 411,393	$ 411,393
*	Reassure America Life Insurance Co	Cash value of insurance policy	271,262	271,262
	Total contracts with insurance companies		$ 682,655	$ 682,655
	Cash and cash equivalents			
	Federated Prime Obligations Short-Term Investments	362,717 Shares	$ 362,717	$ 362,717
	Total cash and cash equivalents		$ 362,717	$ 362,717
	Total		$ 6,629,195	$ 8,851,015

* Indicates a party-in-interest to the Plan

R.E. SWEENEY COMPANY, INC.
STOCK BONUS PROFIT SHARING PLAN AND TRUST
SCHEDULE H, LINE 4j – SCHEDULE OF REPORTABLE TRANSACTIONS
EIN: 75-1037451 PLAN NUMBER 003
YEAR ENDED DECEMBER 31, 2011

(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)
Identity of Party Involved	**Description of Asset (Including Interest Rate and Maturity in Case of a Loan)**	**Purchase Price**	**Selling Price**	**Lease Rental**	**Expense Incurred with Transaction**	**Cost of Asset**	**Current Value of Asset on Transaction Date**	**Net Gain (Loss)**
R. E. Sweeney Company, Inc.	Federated Prime Obligation Fund Institutional	$1,800,666	$ -	$ -	$ -	$ -	$ -	$ -
Stock Bonus Profit Sharing Plan and Trust	Federated Prime Obligation Fund Institutional	-	1,617,311	-	-	1,617,311	1,617,311	-

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
R.E. SWEENEY COMPANY, INC. STOCK BONUS PROFIT SHARING PLAN & TRUST

1b Three-digit plan number (PN) ▶ 003

1c Effective date of plan 01/01/1977

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

R.E. SWEENEY COMPANY, INC.

3700 NOBLE AVENUE

FORT WORTH TX 76111

2b Employer Identification Number (EIN) 75-1037451

2c Sponsor's telephone number 817-834-7191

2d Business code (see instructions) 423300

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	Harold Looney	10-10-12	HAROLD LOONEY
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Donald L Degroot	10/10/12	Donald L Degroot
	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")
R.E. SWEENEY COMPANY, INC.

3700 NOBLE AVENUE

FORT WORTH TX 76111

3b Administrator's EIN: 75-1037451

3c Administrator's telephone number: 817-834-7191

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**	205
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**	29
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	193
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	1
f	Total. Add lines **6d** and **6e**.	**6f**	194
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	182
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	3
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 20

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

9a Plan funding arrangement (check all that apply)

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

9b Plan benefit arrangement (check all that apply)

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

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

a Pension Schedules

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

b General Schedules

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

SCHEDULE A (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Insurance Information

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

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

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

OMB No. 1210-0110

2011

This Form is Open to Public Inspection

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

A Name of plan
R.E. SWEENEY COMPANY, INC. STOCK BONUS PROFIT SHARING PLAN & TRUST

B Three-digit plan number (PN) ▶ 003

C Plan sponsor's name as shown on line 2a of Form 5500
R.E. SWEENEY COMPANY, INC.

D Employer Identification Number (EIN)
75-1037451

Part I **Information Concerning Insurance Contract Coverage, Fees, and Commissions** Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.

1 Coverage Information:

(a) Name of insurance carrier
REASSURE LIFE INSURANCE COMPANY

(b) EIN	**(c)** NAIC code	**(d)** Contract or identification number	**(e)** Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	**(g)** To
38-0779740	65765	04827	8	01/01/2011	12/31/2011

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

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

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

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

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

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

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

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

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

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

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

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(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
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(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

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

Part II Investment and Annuity Contract Information

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

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

6 Contracts With Allocated Funds:

a State the basis of premium rates ▶ RATES FILE WITH THE DEPARTMENT OF INSURANCE

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

Specify nature of costs ▶

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

(3) ☐ other (specify) ▶

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

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

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

(3) ☐ guaranteed investment (4) ☐ other ▶

b	Balance at the end of the previous year			**7b**	
c	Additions: (1) Contributions deposited during the year	**7c(1)**			
	(2) Dividends and credits	**7c(2)**			
	(3) Interest credited during the year	**7c(3)**			
	(4) Transferred from separate account	**7c(4)**			
	(5) Other (specify below)	**7c(5)**			
	▶				
	(6) Total additions			**7c(6)**	0
d	Total of balance and additions (add **b** and **c(6)**).			**7d**	0
e	Deductions:				
	(1) Disbursed from fund to pay benefits or purchase annuities during year	**7e(1)**			
	(2) Administration charge made by carrier	**7e(2)**			
	(3) Transferred to separate account	**7e(3)**			
	(4) Other (specify below)	**7e(4)**			
	▶				
	(5) Total deductions			**7e(5)**	0
f	Balance at the end of the current year (subtract **e(5)** from **d**)			**7f**	0

Part III Welfare Benefit Contract Information

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

8 Benefit and contract type (check all applicable boxes)

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

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

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

m ☐ Other (specify) ▶

9 Experience-rated contracts:				
a Premiums: (1) Amount received	**9a(1)**			
(2) Increase (decrease) in amount due but unpaid	**9a(2)**			
(3) Increase (decrease) in unearned premium reserve	**9a(3)**			
(4) Earned (**(1)** + **(2)** - **(3)**)			**9a(4)**	0
b Benefit charges (1) Claims paid	**9b(1)**			
(2) Increase (decrease) in claim reserves	**9b(2)**			
(3) Incurred claims (add **(1)** and **(2)**)			**9b(3)**	0
(4) Claims charged			**9b(4)**	
c Remainder of premium: (1) Retention charges (on an accrual basis) --				
(A) Commissions	**9c(1)(A)**			
(B) Administrative service or other fees	**9c(1)(B)**			
(C) Other specific acquisition costs	**9c(1)(C)**			
(D) Other expenses	**9c(1)(D)**			
(E) Taxes	**9c(1)(E)**			
(F) Charges for risks or other contingencies	**9c(1)(F)**			
(G) Other retention charges	**9c(1)(G)**			
(H) Total retention			**9c(1)(H)**	0
(2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.)			**9c(2)**	
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement			**9d(1)**	
(2) Claim reserves			**9d(2)**	
(3) Other reserves			**9d(3)**	
e Dividends or retroactive rate refunds due. (Do not include amount entered in **c(2)**.)			**9e**	
10 Nonexperience-rated contracts:				
a Total premiums or subscription charges paid to carrier			**10a**	
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, item 2 above, report amount.			**10b**	

Specify nature of costs ▶

Part IV Provision of Information

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

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

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

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

A Name of plan	**B** Three-digit plan number (PN) ▶	
R.E. SWEENEY COMPANY, INC. STOCK BONUS PROFIT SHARING PLAN & TRUST		003
C Plan sponsor's name as shown on line 2a of Form 5500	**D** Employer Identification Number (EIN)	
R.E. SWEENEY COMPANY, INC.	75-1037451	

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

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

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

FROST NATIONAL BANK 75-1584019
4200 SOUTH HULEN #230

FORT WORTH TX 76109

(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?
21 50	TRUSTEE	24798	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

WEAVER LLP 75-0786316
2821 WEST SEVENTH STREET
SUITE 700
FORT WORTH TX 76107

(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?
10	CPA	12200	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

401K PLUS, INC 75-1793879
5850 I-20 WEST
SUITE 200
ARLINGTON TX 76017

(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	TPA	7860	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

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

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

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

(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

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

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

2011

This Form is Open to Public Inspection

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

A Name of plan
R.E. SWEENEY COMPANY, INC. STOCK BONUS PROFIT SHARING PLAN & TRUST

B Three-digit plan number (PN) ▶ 003

C Plan sponsor's name as shown on line 2a of Form 5500
R.E. SWEENEY COMPANY, INC.

D Employer Identification Number (EIN)
75-1037451

Part I Asset and Liability Statement

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	0	0
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	0	0
(2) Participant contributions	1b(2)	0	0
(3) Other	1b(3)	0	16892
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	179362	362717
(2) U.S. Government securities	1c(2)	621461	347794
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	0	0
(B) All other	1c(3)(B)	486657	984811
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	0	0
(B) Common	1c(4)(B)	1618280	1095877
(5) Partnership/joint venture interests	1c(5)	0	0
(6) Real estate (other than employer real property)	1c(6)	0	0
(7) Loans (other than to participants)	1c(7)	0	0
(8) Participant loans	1c(8)	0	0
(9) Value of interest in common/collective trusts	1c(9)	0	0
(10) Value of interest in pooled separate accounts	1c(10)	0	0
(11) Value of interest in master trust investment accounts	1c(11)	0	0
(12) Value of interest in 103-12 investment entities	1c(12)	0	0
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	1663248	984902
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)	0	0
(15) Other	1c(15)	657679	682655

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)	4433128	4392259
(2) Employer real property	1d(2)	0	0
e Buildings and other property used in plan operation	1e	0	0
f Total assets (add all amounts in lines 1a through 1e)	1f	9659815	8867907
Liabilities			
g Benefit claims payable	1g	0	0
h Operating payables	1h	0	0
i Acquisition indebtedness	1i	0	0
j Other liabilities	1j	0	0
k Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	9659815	8867907

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)	0	
(B) Participants	2a(1)(B)	0	
(C) Others (including rollovers)	2a(1)(C)	0	
(2) Noncash contributions	2a(2)	0	
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		0
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	0	
(B) U.S. Government securities	2b(1)(B)	19432	
(C) Corporate debt instruments	2b(1)(C)	21237	
(D) Loans (other than to participants)	2b(1)(D)	0	
(E) Participant loans	2b(1)(E)	0	
(F) Other	2b(1)(F)	16896	
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		57565
(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)	86851	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	0	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		86851
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)	1383945	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	1402019	
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		-18074

		(a) Amount	(b) Total
2b **(5)** Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
(B) Other	2b(5)(B)	-40869	
(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		-40869
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		-110704
c Other income	2c		24976
d Total income. Add all **income** amounts in column (b) and enter total	2d		-255
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	732857	
(2) To insurance carriers for the provision of benefits	2e(2)	0	
(3) Other	2e(3)	0	
(4) Total benefit payments. Add lines **2e(1)** through **(3)**	2e(4)		732857
f Corrective distributions (see instructions)	2f		0
g Certain deemed distributions of participant loans (see instructions)	2g		0
h Interest expense	2h		0
i Administrative expenses: **(1)** Professional fees	2i(1)	27384	
(2) Contract administrator fees	2i(2)	24798	
(3) Investment advisory and management fees	2i(3)	813	
(4) Other	2i(4)	5801	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		58796
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		791653
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		-791908
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)** ☒ Disclaimer **(4)** ☐ Adverse

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

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

(1) Name: WEAVER, LLP **(2)** EIN: 75-0786316

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? ☐ **Yes** ☒ **No**

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

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

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

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

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

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

OMB No. 1210-0110

2011

This Form is Open to Public Inspection.

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

A Name of plan
R.E. SWEENEY COMPANY, INC. STOCK BONUS PROFIT SHARING PLAN & TRUST

B Three-digit plan number (PN) ▶ 003

C Plan sponsor's name as shown on line 2a of Form 5500
R.E. SWEENEY COMPANY, INC.

D Employer Identification Number (EIN)
75-1037451

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): 75-1584019

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):

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

Application for Extension of Time To File Certain Employee Plan Returns

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

OMB No. 1545-0212

File With IRS Only

Part I Identification

A Name of filer, plan administrator, or plan sponsor (see instructions)
R.E. Sweeney Company, Inc.
Number, street, and room or suite no. (If a P.O. box, see instructions)
3700 Noble Avenue
City or town, state, and ZIP code
Fort Worth, TX 76111

B **Filer's identifying number (see instructions)**
Employer identification number (EIN)
75-1037451
Social security number (SSN) (see instructions)

C	**Plan name**	**Plan number**	**Plan year ending—**		
			MM	**DD**	**YYYY**
1	**R.E. Sweeney Company, Inc. Stock Bonus Profit Sharing Plan & Trust**	**003**	**12**	**31**	**2011**
2					
3					

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

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

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

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

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

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

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

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

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

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

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

Signature ► **Date ►**

R.E. SWEENEY COMPANY, INC.
STOCK BONUS PROFIT SHARING PLAN AND TRUST
SCHEDULE H, LINE 4j – SCHEDULE OF REPORTABLE TRANSACTIONS
EIN: 75-1037451 PLAN NUMBER 003
YEAR ENDED DECEMBER 31, 2011

(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)
Identity of Party Involved	**Description of Asset (Including Interest Rate and Maturity in Case of a Loan)**	**Purchase Price**	**Selling Price**	**Lease Rental**	**Expense Incurred with Transaction**	**Cost of Asset**	**Current Value of Asset on Transaction Date**	**Net Gain (Loss)**
R. E. Sweeney Company, Inc.	Federated Prime Obligation Fund Institutional	$1,800,666	$ -	$ -	$ -	$ -	$ -	$ -
Stock Bonus Profit Sharing Plan and Trust	Federated Prime Obligation Fund Institutional	-	1,617,311	-	-	1,617,311	1,617,311	-

R.E. SWEENEY COMPANY, INC.
STOCK BONUS PROFIT SHARING PLAN AND TRUST
SCHEDULE H, LINE 4i – SCHEDULE OF ASSETS (HELD AT END OF YEAR)
EIN: 75-1037451 PLAN NUMBER 003
DECEMBER 31, 2011

(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
	Employer securities			
*	R. E. Sweeney Company, Inc.	950 shares of common stock, $10 par value	$ 22,800	$ 45,268
*	R. E. Sweeney Company, Inc.	94,050 nonvoting shares of common stock, $1 par value	2,257,200	4,346,991
	Total employer securities		$ 2,280,000	$ 4,392,259
	Government bonds			
	Federal Home Loan Mortgage	4.13%, maturing 12/21/2012 $50,000 maturity value	51,750	51,866
	Federal National Mortgage	4.22%, maturing 9/26/2013 $50,000 maturity value	49,540	53,310
	Build America Bonds	3.22%, maturing 8/15/2016 $100,000 maturity value	100,000	106,659
	Build America Bonds	3.90%, maturing 2/1/2016 $125,000 maturity value	132,400	135,959
	Total government bonds		$ 333,690	$ 347,794

R.E. SWEENEY COMPANY, INC.
STOCK BONUS PROFIT SHARING PLAN AND TRUST
SCHEDULE H, LINE 4i – SCHEDULE OF ASSETS (HELD AT END OF YEAR)
EIN: 75-1037451 PLAN NUMBER 003
DECEMBER 31, 2011
(CONTINUED)

(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
	Capital stock			
	Air Products & Chemicals Inc Com	74 shares	$ 3,666	$ 6,304
	Albemarle Corp Com	114 shares	4,851	5,872
	Allergan Inc Com	111 shares	7,538	9,739
	Amazon.Com Inc	29 shares	3,438	5,020
	American Express Co Com	132 shares	5,751	6,226
	American Water Works Company Incorporated Com	614 shares	13,772	19,562
	Ameriprise Financial Incorporated Com	157 shares	3,682	7,793
	Anadarko Petroleum Corp Com	154 shares	9,353	11,755
	Apple Inc Com	88 shares	15,168	35,640
	Aqua America Incorporated Com	920 shares	17,504	20,286
	ARM Holdings PLC Sponsored ADR	234 shares	6,558	6,475
	AT&T Incorporated Com	406 shares	10,766	12,277
	Baidu Incorporated Sponsored ADR	48 shares	5,221	5,591

R.E. SWEENEY COMPANY, INC.
STOCK BONUS PROFIT SHARING PLAN AND TRUST
SCHEDULE H, LINE 4i – SCHEDULE OF ASSETS (HELD AT END OF YEAR)
EIN: 75-1037451 PLAN NUMBER 003
DECEMBER 31, 2011
(CONTINUED)

(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
	Capital stock (cont.)			
	BB&T Corp Com	540 shares	14,074	13,592
	BCE Incorporated Com	356 shares	10,708	14,835
	BHP Billiton Limited Sponsored ADR	125 shares	11,441	8,829
	Blackrock Incorporated Com	42 shares	7,763	7,486
	Borgwarner Incorporated Com	105 shares	3,432	6,693
	Cameron International Corp Com	134 shares	6,601	6,591
	Cardinal Health Inc Com	240 shares	7,892	9,746
	Celgene Corp Com	205 shares	11,904	13,858
	Cenovus Energy Incorporated Com	209 shares	7,671	6,939
	Chevron Corp Com	192 shares	14,835	20,429
	Cinemark Holdings Incorporated Com	699 shares	13,621	12,925
	Cisco System Inc Com	837 shares	14,769	15,133
	Coca Cola Co Com	294 shares	14,428	20,571

R.E. SWEENEY COMPANY, INC.
STOCK BONUS PROFIT SHARING PLAN AND TRUST
SCHEDULE H, LINE 4i – SCHEDULE OF ASSETS (HELD AT END OF YEAR)
EIN: 75-1037451 PLAN NUMBER 003
DECEMBER 31, 2011
(CONTINUED)

(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
	Capital stock (cont.)			
	Cognizant Tech Solutions CL A	212 shares	5,809	13,634
	Costco Wholesale Corp New Com	147 shares	8,097	12,248
	Covidien PLC	241 shares	10,871	10,847
	Cummins Inc	132 shares	4,326	11,619
	Deere & Co Com	118 shares	5,406	9,127
	Directv Com Class A	249 shares	8,787	10,647
	Dollar General Corporation Com	207 shares	8,135	8,516
	E M C Corp Massachusetts Com	539 shares	6,574	11,610
	East West Bancorp Inc Com	364 shares	8,328	7,189
	Ecopetrol SA Sponsored ADR	187 shares	7,899	8,325
	Edwards Lifesciences Corp Com	124 shares	8,943	8,767
	Emerson Electric Co Com	416 shares	18,252	19,381
	EOG Resources Inc Com	76 shares	8,107	7,487
	Ericsson Tel Co ADR Class B	1,176 shares	13,210	11,913

R.E. SWEENEY COMPANY, INC.
STOCK BONUS PROFIT SHARING PLAN AND TRUST
SCHEDULE H, LINE 4i – SCHEDULE OF ASSETS (HELD AT END OF YEAR)
EIN: 75-1037451 PLAN NUMBER 003
DECEMBER 31, 2011
(CONTINUED)

(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
	Capital stock (cont.)			
	Exxon Mobil Corp Com	259 shares	19,821	21,953
	Fedex Corp Com	88 shares	7,940	7,349
	Fortinet Incorporated Com	466 shares	4,714	10,163
	Freeport-McMoran Copper & Gold Common	148 shares	7,692	5,445
	F5 Networks Inc Com	69 shares	7,366	7,322
	Google Incorporated Class A	35 shares	22,208	22,607
	Halliburton Co Com	170 shares	5,590	5,867
	Hewlett Packard Co Com	556 shares	14,597	14,323
	HoneyWell International Inc Com	102 shares	2,786	5,544
	Humana Inc Com	260 shares	21,017	22,779
	International Business Machines Corp Com	84 shares	11,684	15,446
	Invesco Limited	309 shares	6,343	6,208
	JP Morgan Chase & Co Com	505 shares	18,250	16,791
	Juniper Networks Inc Com	318 shares	6,742	6,490
	Kellogg Co Com	258 shares	13,703	13,047
	Kinross Gold Corp Com	384 shares	6,569	4,378

R.E. SWEENEY COMPANY, INC.
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	Capital stock (cont.)			
	Kraft Foods Inc Class A Com	482 shares	16,986	18,008
	LAM Research Corporation Com	153 shares	8,066	5,664
	Lincoln Electric Holdings Incorp Com	210 shares	7,769	8,215
	Mastercard Incorporated Class A Com	17 shares	2,952	6,338
	Maxim Integrated Products Inc Com	131 shares	1,867	3,411
	McDonald's Corp Com	218 shares	14,270	21,872
	Mead Johsnon Nutrition Company Com Class A	97 shares	6,555	6,667
	Medtronic Inc Com	342 shares	12,877	13,082
	Merck & Co Inc New Com	260 shares	10,002	9,802
	MetLife Inc Com	439 shares	16,687	13,688
	Netapp Incorporated Com	146 shares	8,023	5,295
	Nordstrom Incorporated Com	109 shares	3,914	5,418
	Norfolk Southern Corp Com	83 shares	5,596	6,047
	Novartis Ag ADR	231 shares	11,069	13,206
	O'Reilly Automotive Inc Com	120 shares	2,969	9,594
	Oracle Corporation	216 shares	4,605	5,540
	Paccar Inc Com	155 shares	8,265	5,808

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	Capital stock (cont.)			
	Peabody Energy Corp Com	131 shares	8,615	4,337
	Penn West Energy Trust Com	307 shares	7,856	6,079
	PepsiCo Inc Com	146 shares	11,363	9,687
	Philip Morris Int'l Inc Com	259 shares	11,044	20,326
	PNC Financial Services Group Com	233 shares	13,280	13,437
	Potash Corp Sask Inc Com	299 shares	15,242	12,343
	Praxair Inc Com	60 shares	4,623	6,414
	Priceline.com Incorporated Com	11 shares	890	5,145
	Qualcomm Inc Com	360 shares	17,772	19,692
	Rockwell Automation Inc Com	164 shares	7,937	12,033
	Rogers Communications Inc Class B	201 shares	7,580	7,741
	Salix Pharmaceuticals Limited Com	142 shares	4,674	6,795
	SAP AG Sponsored ADR	53 shares	2,731	2,806
	Schlumberger Limited Com	277 shares	10,887	18,922
	Seadrill Limited	358 shares	11,404	11,878
	Staples Inc Com	866 shares	12,812	12,029
	Starbucks Corp Com	215 shares	2,559	9,892

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	Capital stock (cont.)			
	Starwood Hotels & Resorts Worldwide Incorporated Com	149 shares	7,945	7,148
	Suncor Energy Incorporated	210 shares	7,817	6,054
	Teva Pharmaceutical Industries	159 shares	7,905	6,417
	Time Warner Cable Inc Com	334 shares	21,050	21,232
	Total S. A. Sponsored ADR	119 shares	7,186	6,082
	Ulta Salon & Fragrance Inc Com	127 shares	7,442	8,245
	Union Pacific Corp Com	153 shares	9,664	16,209
	United Technologies Corp Com	147 shares	11,017	10,744
	Visa Incorporated Class A Com	62 shares	5,081	6,295
	VMware Inc Com	62 shares	5,790	5,158
	Vodafone Group PLC Sponsored ADR	251 shares	9,108	7,036
	Yum! Brands Inc Com	184 shares	5,325	10,857
	Total capital stock		$ 945,244	$ 1,095,877

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	Corporate bonds			
	Analog Devices, Inc.	3.00%, maturing 4/15/2016 $100,000 maturity value	$ 101,545	$ 105,395
	Bear Stearns Company	5.35%, maturing 2/1/2012 $150,000 maturity value	150,744	150,513
	Coca Cola Company	3.65% maturing 3/15/2014 $100,000 maturity value	106,696	106,452
	Du Pont E I De Nemour & Company	3.25%, maturing 1/15/2015 $75,000 maturity value	75,594	79,983
	General Electic Capital Corporation	4.38%, maturing 9/21/2015 $100,000 maturity value	107,407	107,572
	Hewlett Packard Company	2.13%, maturing 9/13/2015 $100,000 maturity value	100,081	98,240
	Occidental Petroleum Corporation	1.75%, maturing 2/15/2017 $175,000 maturity value	177,615	177,249
	Oracle Corporation	3.75%, maturing 7/8/2014 $50,000 maturity value	52,290	53,774
	Thermo Fisher Scientific, Inc.	3.20%, maturing 3/1/2016 $100,000 maturity value	101,984	105,633
	Total corporate bonds		$ 973,956	$ 984,811

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	Mutual funds			
	Cohen & Steers Institutional Realty Fund	2,354 shares	$ 86,563	$ 92,919
*	Frost International Equity Fund Class I	29,839 shares	269,023	227,973
*	Frost Small Cap Equity Fund	24,911 shares	184,896	192,064
	Invesco Developing Markets Fund Institutional Class	3,004 shares	100,334	85,644
	Ivy Global Natural Resources Fund Class 1	4,962 shares	84,115	86,147
	T Rowe Price International Discovery Fund	2,314 shares	86,644	86,321
	Templeton Global Bond Fund	17,287 shares	239,358	213,834
	Total mutual funds		$ 1,050,933	$ 984,902
	Contracts with insurance companies			
*	Mass Mutual Conn Ins	Cash value of insurance policy	$ 411,393	$ 411,393
*	Reassure America Life Insurance Co	Cash value of insurance policy	271,262	271,262
	Total contracts with insurance companies		$ 682,655	$ 682,655
	Cash and cash equivalents			
	Federated Prime Obligations Short-Term Investments	362,717 Shares	$ 362,717	$ 362,717
	Total cash and cash equivalents		$ 362,717	$ 362,717
	Total		$ 6,629,195	$ 8,851,015

* Indicates a party-in-interest to the Plan