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
ATKINSON CANDY COMPANY 401(K) PROFIT SHARING PLAN

1b Three-digit plan number (PN) ▶ 002

1c Effective date of plan 06/01/2000

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

ATKINSON CANDY COMPANY

1608 W FRANK AVENUE
P .O. BOX 150220
LUFKIN, TX 75904

2b Employer Identification Number (EIN) 75-1075387

2c Sponsor's telephone number 936-639-2333

2d Business code (see instructions) 311300

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	ANITA MILAM
	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")
ATKINSON CANDY COMPANY

1608 W FRANK AVENUE
P .O. BOX 150220
LUFKIN, TX 75904

3b Administrator's EIN
75-1075387

3c Administrator's telephone number
936-639-2333

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**	189
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**	238
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	6
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	244
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	244
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	82
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	0
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

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

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

9a Plan funding arrangement (check all that apply)

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

9b Plan benefit arrangement (check all that apply)

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

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

a Pension Schedules

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

b General Schedules

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

SCHEDULE C (Form 5500)	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
ATKINSON CANDY COMPANY 401(K) PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
ATKINSON CANDY COMPANY

D Employer Identification Number (EIN)
75-1075387

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

HARBOR

04-2679462

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

PIMCO FUNDS

95-2632339

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

JP MORGAN

13-2624428

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

T ROWE PRICE

52-2264646

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

DREYFUS

13-5673135

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

AMERICAN FUNDS

95-1411037

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

GOLDMAN SACHS

13-5108880

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

LAZARD

20-4571006

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

THORNBURG

85-0301299

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

INVESCO VAN KAMPEN

36-2811402

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

ALGER

13-2665689

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

FEDERATED

25-1111467

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

LORD ABBETT

13-5620131

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

JANUS

43-1804048

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

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

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

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

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

WELLS FARGO BANK, N.A.

94-1347393

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 37 49 50 52 60 61 62 63 64	SERVICE PROVIDER	12949	Yes [X] No [ ]	Yes [X] No [ ]	5	Yes [ ] No [X]

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

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

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

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

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

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

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

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

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

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

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

OMB No. 1210-0110

2011

This Form is Open to Public Inspection.

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

A Name of plan
ATKINSON CANDY COMPANY 401(K) PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 002

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
ATKINSON CANDY COMPANY

D Employer Identification Number (EIN)
75-1075387

Part I **Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)**
(Complete as many entries as needed to report all interests in DFEs)

a Name of MTIA, CCT, PSA, or 103-12 IE: ENHANCED STOCK MARKET FUND

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

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103 12 IE at end of year (see instructions)
56-6288528-001	C	4131

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

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

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103 12 IE at end of year (see instructions)
56-6633539-001	C	66043

a Name of MTIA, CCT, PSA, or 103-12 IE: TOTAL RETURN BOND FUND G

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

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103- 12 IE at end of year (see instructions)
94-3222878-001	C	973

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

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

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103- 12 IE at end of year (see instructions)
41-6202499-001	C	644990

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

2011

This Form is Open to Public Inspection

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

A Name of plan
ATKINSON CANDY COMPANY 401(K) PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
ATKINSON CANDY COMPANY

D Employer Identification Number (EIN)
75-1075387

Part I Asset and Liability Statement

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	86846	103212
(9) Value of interest in common/collective trusts	1c(9)	580767	716137
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	973912	769804
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	1641525	1589153
Liabilities			
g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	1641525	1589153

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)	21881	
(B) Participants	2a(1)(B)	108306	
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		130187
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	4430	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		4430
(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	5565	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		5565
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0

		(a) Amount	(b) Total
2b **(5)** Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		0
(6) Net investment gain (loss) from common/collective trusts	2b(6)		15603
(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)		-87336
c Other income	2c		4212
d Total income. Add all **income** amounts in column (b) and enter total	2d		72661
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	107938	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines **2e(1)** through **(3)**	2e(4)		107938
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: **(1)** Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	17095	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		17095
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		125033
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		-52372
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: AXLEY & RODE **(2)** EIN: 75-0767305

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		400000
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
ATKINSON CANDY COMPANY 401(K) PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
ATKINSON CANDY COMPANY

D Employer Identification Number (EIN)
75-1075387

Part I Distributions

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

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

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

EIN(s): 56-1354495

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

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

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

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

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

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

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

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

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

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

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

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

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

Part III Amendments

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

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

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

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

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

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

ATKINSON CANDY COMPANY 401(k) PROFIT SHARING PLAN

FINANCIAL STATEMENTS WITH
INDEPENDENT AUDITORS' REPORT

December 31, 2011

AXLEY & RODE, LLP
CERTIFIED PUBLIC ACCOUNTANTS

C O N T E N T S

Independent Auditors' Report 3

Statements of Net Assets Available for Benefits 4

Statement of Changes in Net Assets Available for Benefits 5

Notes to the Financial Statements 6

Supplementary Information:

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AXLEY & RODE, LLP
CERTIFIED PUBLIC ACCOUNTANTS • SINCE 1949
CROCKETT - JASPER - LIVINGSTON - LUFKIN - NACOGDOCHES

INDEPENDENT AUDITORS' REPORT

Retirement Committee
Atkinson Candy Company
401(k) Profit Sharing Plan

We were engaged to audit the financial statements and supplemental schedule of Atkinson Candy Company 401(k) Profit Sharing Plan as of December 31, 2011 and 2010 and for the year ended December 31, 2011, as listed in the accompanying table of contents. These financial statements and schedule are the responsibility of the Plan's management.

As permitted by 29 CFT 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosures 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 I, which was certified by Wells Fargo Bank, N.A., the Trustee of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedule. We have been informed by the plan administrator that the Trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained 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 schedule taken as a whole. The supplement schedule is presented for purposes of additional analysis and is not a required part of the financial statements but is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Security Act of 1974. The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the trustee, have been audited by us in accordance with 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.

Axley + Rode LLP
CERTIFIED PUBLIC ACCOUNTANTS

Lufkin, Texas
October 1, 2012

ATKINSON CANDY COMPANY 401(k) PROFIT SHARING PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

	DECEMBER 31, 2011	DECEMBER 31, 2010
ASSETS		
Investments, at Fair Value:		
Registered Investment Companies (Mutual Funds)	$ 769 805	$ 973 912
Common Collective Trusts:		
Wells Fargo Stable Return Fund	644 990	517 505
Other Common Collective Trusts	71 147	63 262
TOTAL INVESTMENTS	1 485 942	1 554 679
Receivables:		
Employer's contributions	24 800	21 881
Participants' contributions	3 484	1 323
Participant loans	103 212	86 846
TOTAL RECEIVABLES	131 496	110 050
NET ASSETS AT FAIR VALUE	1 617 438	1 664 729
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	(16 121)	(11 118)
NET ASSETS AVAILABLE FOR BENEFITS	$ 1 601 317	$ 1 653 611

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

ATKINSON CANDY COMPANY 401(k) PROFIT SHARING PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
For the Year Ended December 31, 2011

Additions:		
Additions to Net Assets Attributed to:		
Net depreciation in fair value of investments	$	(71 923)
Adjustments for contract value of fully-benefit responsive investment contracts		(5 003)
Net investment loss		(76 926)
Dividends		5 565
Other investment income		4 420
Participant loan interest		4 430
Contributions:		
Participant		110 467
Employer		24 800
TOTAL ADDITIONS		72 756
Deductions:		
Deductions from Net Assets Attributed to:		
Benefits paid to participants/beneficiaries		107 955
Administrative expenses		17 095
TOTAL DEDUCTIONS		125 050
NET DECREASE		(52 294)
Assets Available for Benefits:		
Beginning of year		1 653 611
END OF YEAR	$	1 601 317

The accompanying notes are an integral part of this financial statement.

NOTE A - DESCRIPTION OF PLAN

The following description of Atkinson Candy Company (the "Company") 401(k) Profit Sharing Plan (the "Plan") provides only general information. For a more complete description of the Plan's provisions, refer to the Plan agreement.

1. General. The Plan is a defined contribution plan for all employees of the Company who have completed one year of service (minimum 1,000 hours of service), have reached the age twenty-one or older, and whose terms of employment are not governed by a collective bargaining agreement. It is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

2. Contributions and Forfeitures. Participants in the Plan may elect to contribute on a pre-tax basis the maximum amount of their compensation allowed under applicable law, as defined by the Plan. The Company may make matching contributions equal to a discretionary percentage, to be determined by the Company, of the participants' salary reductions. The Company's discretionary match during 2011 was 25% of the first 6% of the employee deferral. The Company may also make a discretionary profit sharing contributions. During 2011, no discretionary profit sharing contributions were made. Participants may direct the investment of both their pre-tax contributions and the Company's matching contribution into various investment options as described below. A forfeiture is a terminated participant's unvested account balance in the plan. The matching portion of the forfeitures will be used to reduce the Company's matching contribution or plan expenses in future periods. The activity in the forfeiture account was as follows for the years presented:

Balance December 31, 2009	$ -
Net investment earnings	18
Forfeitures	1 279
Balance December 31, 2010	1 297
Net investment earnings	17
Forfeitures	-
Balance December 31, 2011	$ 1 314

3. Participant Accounts. Each participant's account is credited with the participant's pre-tax contribution and rollovers, the Company's matching contribution, any allocation of discretionary contributions and forfeitures and the associated gains and losses and fees (income and expenses).

4. Vesting. Participants are immediately vested in their voluntary contributions plus actual gains and losses thereon. Vesting in the company contributions portion of their accounts plus gains and losses thereon is based on years of credited service. A participant is 100 percent vested after six years of credited service.

5. Payment of Benefits. On termination of service due to death, disability, retirement or other reasons, a participant will receive a lump-sum amount equal to the fair market value of the participant's vested interest in his or her account at the time of distribution. The participant may request a distribution at the time of termination, or he or she may elect to leave the account invested in the Plan until a later date if the distribution exceeds $1,000. Current plan rules require that the distributions to terminated participants must generally begin no later than the April first following the year in which the participant reaches age 70 ½.

6. Investment Options. Upon enrollment in the Plan, a participant may direct both their employee and employer contributions of the 401(k) deferral plan in any of the approved investment options. All of these options are invested in registered investment companies and common collective trusts.

   Participants may change their investment options daily.

NOTE A - DESCRIPTION OF PLAN - CONTINUED

7. Participant Loans. Participants may borrow from their vested account balances a minimum of $1,000 up to a maximum equal to the lesser of $50,000 or 50% of their vested account balance. Loan terms range from one to five years or longer for the purchase of a primary residence. The loans are secured by the remaining balance in the participants account and bear interest at a rate commensurate with local prevailing rates as determined by the Plan administrator. Principal and interest is generally paid ratably through payroll deductions.

8. Subsequent Events. Management has evaluated subsequent events through October 1, 2012, the date the financial statements were available to be issued.

NOTE B - SUMMARY OF ACCOUNTING POLICIES

Basis of Accounting

The financial statements of the Plan are prepared under the accrual method of accounting in all material respects.

Security Transactions and Related Investment Income

Security transactions are accounted for on the trade date (date the order to buy or sell is executed) and dividend income is recorded on the ex-dividend date. The settlement date of the purchase and sale transactions vary depending on the type of security. Interest income is recognized on the accrual basis. Any discount or premium on debt securities is accreted or amortized into interest income. Realized gains and losses from security transactions are calculated on a specific identification basis. Unrealized appreciation and depreciation of investments are reported on an identified cost basis. Interest earned on synthetic guaranteed investment contracts is recorded on an accrual basis in net investment income.

Payment of Benefits

Benefits are recorded upon distribution.

Investment Contracts

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

Estimates

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

NOTE C - FAIR VALUE MEASUREMENT

In accordance with current accounting standards, fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

NOTE C - FAIR VALUE MEASUREMENT - CONTINUED

The inputs used for valuing the Fund's investments are summarized in the three broad levels listed below:

- Level 1 - quoted prices in active markets for identical assets
- Level 2 - other significant observable inputs either directly or indirectly (including quoted prices for similar securities, interest rates, yield curves, credit risk, etc.)
- Level 3 - significant unobservable inputs (including Wells Fargo Bank, N.A.'s own assumption in determining the fair value of investments)

The following is a summary of the valuation as of December 31, 2011 and 2010 for the Funds based upon the three levels defined above:

	FAIR VALUE MEASUREMENTS AT REPORTING DATE USING			
DECEMBER 31, 2011	LEVEL 1 - QUOTED PRICES INVESTMENT SECURITIES	LEVEL 2 - OTHER SIGNIFICANT OBSERVABLE INPUTS INVESTMENT SECURITIES	LEVEL 3 - SIGNIFICANT UNOBSERVABLE INPUTS INVESTMENT SECURITIES	TOTAL INVESTMENT SECURITIES
Mutual Funds:				
Blended funds	$ 104 954	$ -	$ -	$ 104 954
Bond funds	34 804	-	-	34 804
Growth funds	315 009	-	-	315 009
Index funds	55 019	-	-	55 019
International funds	258 021	-	-	258 021
Real estate funds	186	-	-	186
Value funds	1 812	-	-	1 812
Common Collective Trusts:				
Wells Fargo Stable Return Fund G	-	644 990	-	644 990
Other Common Collective Trusts	71 147	-	-	71 147
	$ 840 952	$ 644 990	$ -	$ 1 485 942

	FAIR VALUE MEASUREMENTS AT REPORTING DATE USING			
DECEMBER 31, 2010	LEVEL 1 - QUOTED PRICES INVESTMENT SECURITIES	LEVEL 2 - OTHER SIGNIFICANT OBSERVABLE INPUTS INVESTMENT SECURITIES	LEVEL 3 - SIGNIFICANT UNOBSERVABLE INPUTS INVESTMENT SECURITIES	TOTAL INVESTMENT SECURITIES
Mutual Funds:				
Blended funds	$ 106 476	$ -	$ -	$ 106 476
Bond funds	1 261	-	-	1 261
Growth funds	422 310	-	-	422 310
Index funds	99 569	-	-	99 569
International funds	334 025	-	-	334 025
Real estate funds	479	-	-	479
Value funds	9 792	-	-	9 792
Common Collective Trusts:				
Wells Fargo Stable Return Fund G	-	517 505	-	517 505
Other Common Collective Trusts	63 262	-	-	63 262
	$ 1 037 174	$ 517 505	$ -	$ 1 554 679

NOTE D - INVESTMENT CONTRACTS

The Wells Fargo Stable Return Fund G (the Fund) principal objective is to protect principal while providing a higher rate of return than shorter maturity investments, such as money market funds or certificates of deposit. To achieve this, the Fund invests in instruments which are not expected to experience significant price fluctuation in most economic or interest rate environments. However, there is no assurance that this objective can be achieved.

The Fund primarily invests in investment contracts, including traditional guaranteed investment contracts (GICs) and security-backed contracts issued by insurance companies and other financial institutions. The Fund also invests in Synthetic Stable Value Fund, which has the same investment objective as the Fund, and Short Term Investment Fund G, which invests in highly liquid assets. The Fund uses these investments for daily liquidity needs.

GICs are backed by the general account of the contract issuer. The Fund deposits a lump sum with the issuer and receives a guaranteed interest rate for a specified period. Interest is accrued on either a simple or fully compounded basis, and is paid either periodically or at the end of the contract term. The issuer guarantees that all qualified participant withdrawals will be at contract value (principal plus accrued interest).

A security-backed contract is an investment contract (also known as a synthetic GIC or a separate account GIC) issued by an insurance company or other financial institution, backed by a portfolio of bonds. The bond portfolio is either owned directly by the Fund or owned by the contract issuer and segregated in a separate account for the benefit of the Fund. The portfolio underlying the contract is maintained separately from the contract issuer's general assets, usually by a third party custodian. The interest crediting rate of a security-backed contract is based on the contract value, and the fair value, duration, and yield to maturity of the underlying portfolio. These contracts typically allow for realized and unrealized gains and losses on the underlying assets to be amortized, usually over the duration of the underlying investments, through adjustments to the future interest crediting rate, rather than reflected immediately in the net assets of the Fund. The issuer guarantees that all qualified participant withdrawals will be at contract value. In the case of a full liquidation event, the issuer is responsible for covering any amount by which the contract value exceeds fair value of the underlying portfolio. No payments related to the security backed contracts were made during the year ended December 31, 2011.

The primary variables impacting future crediting rates of security-backed contracts include the current yield of the assets within the contract, duration of the assets covered by the contract and the existing difference between the fair value and the contract value of the assets within the contract.

Most GICs provide a fixed-rate of interest over the term to maturity of the contract, and therefore do not experience fluctuating crediting rates. As of December 31, 2011, the Fund also held one GIC that provides an adjustable rate of interest, which is based on the three month LIBOR.

The Fund utilizes external sub-advisors to manage the underlying portfolios of certain security-backed contracts. The fees paid to the sub-advisors are incorporated into the contract crediting rate calculation. The security-backed contracts are designed to reset their respective crediting rates on a quarterly basis. GIC crediting rates are not reset. Security-backed contracts cannot credit an interest rate that is less than zero percent.

The crediting rate of security-backed contracts will track current market yields on a trailing basis. The rate reset allows the contract value to converge with the fair value of the underlying portfolio over time, assuming the portfolio continues to earn the current yield for a period of time equal to the current portfolio duration.

To the extent that the underlying portfolio of a security-backed contract has unrealized and/or realized losses, a positive adjustment is made to the adjustment from fair value to contract value under contract value accounting. As a result, the future crediting rate may be lower over time than the then-current market rates. Similarly, if the underlying portfolio generates unrealized and/or realized gains, a negative adjustment is made to the adjustment from fair value to contract value, and the future crediting rate may be higher than the then-current market rates.

NOTE D - INVESTMENT CONTRACTS - CONTINUED

GICs generally do not permit issuers to terminate the agreement prior to the scheduled maturity date. Security-backed contracts generally are evergreen contracts that contain termination provisions, allowing the Fund or the contract issuer to terminate with notice, at any time at fair value, and providing for automatic termination of the contract if the contract value or the fair value of the underlying portfolio equals zero. The issuer is obligated to pay the excess contract value when the fair value of the underlying portfolio equals zero.

Security-backed contracts that permit the issuer to terminate at fair value generally provide that the Fund may elect to convert such termination to an amortization election as described below. In addition, if the Fund defaults in its obligations under the contract (including the issuer's determination that the agreement constitutes a nonexempt prohibited transaction as defined under ERISA), and such default is not corrected within the time permitted by the contract, then the contract may be terminated by the issuer and the Fund will receive the fair value as of the date of termination.

Generally, security-backed contracts permit the issuer or investment manager to elect at any time to convert the underlying portfolio to a declining duration strategy whereby the contract would terminate at a date which corresponds to the duration of the underlying portfolio on the date of the amortization election. After the effective date of an amortization election, the underlying portfolio must conform to the guidelines agreed upon by the contract issuer and the investment manager for the amortization election period. The guidelines are intended to result in the convergence of the contract value and the fair value of the underlying portfolio by the termination date.

GICs and security-backed contracts also generally provide for withdrawals associated with certain events which are not in the ordinary course of Fund operations. These withdrawals are paid with a market value adjustment applied to the withdrawal as defined in the investment contract. Each contract issuer specifies the events which may trigger a market value adjustment; however, such events may include all or a portion of the following: material amendments to the Fund's structure or administration; changes to the participating plans' competing investment options including the elimination of equity wash provisions; complete or partial termination of the Fund, including a merger with another fund; the failure of the Fund to qualify for exemption from federal income taxes or any required prohibited transaction exemption under ERISA; the redemption of all or a portion of the interests in the Fund held by a participating plan at the direction of the participating plan sponsor, including withdrawals due to the removal of a specifically identifiable group of employees from coverage under the participating plan (such as a group layoff or early retirement incentive program), the closing or sale of a subsidiary, employing unit, or affiliate, the bankruptcy or insolvency of a plan sponsor, the merger of the plan with another plan, or the plan sponsor's establishment of another tax qualified defined contribution plan; any change in law, regulation, ruling, administrative or judicial position, or accounting requirement, applicable to the Fund or participating plans; the delivery of any communication to plan participants designed to influence a participant not to invest in the Fund.

The yield earned by the fund at December 31, 2011 and 2010 was 1.56% and 2.38%, respectively. The yield earned by the Fund with an adjustment to reflect the actual interest rate credited to participants in the Fund at December 31, 2011 and 2010 was 2.33% and 2.90%, respectively.

NOTE E - PLAN TERMINATION

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

NOTE F - TAX STATUS

The plan is a prototype plan of the plan trustee at December 31, 2011 and has received a favorable determination letter from the Internal Revenue Service dated September 28, 2004, that the plan is designed in accordance with applicable sections of the internal revenue code. Employees are not taxed currently on contributions and related gains and losses until such amounts are withdrawn from the Plan and distributed.

NOTE G - ADMINISTRATION OF PLAN ASSETS

Certain administrative functions are performed by officers or employees of the Company. No such officer or employee receives compensation from the Plan. Certain administrative expenses are paid directly by the Company.

NOTE H - PARTY-IN-INTEREST

The Plan invests in common/collective trust funds managed by Wells Fargo, an affiliate of the Trustee. As such, transactions related to these investments qualify as party-in-interest transactions.

NOTE I - INFORMATION PREPARED AND CERTIFIED BY TRUSTEE

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

DECEMBER 31, 2011				
Investments:				
Wells Fargo Stable Return Fund, 13,160 shares	+	$	644 990	*
American Growth Fund, 6,809 shares			192 905	*
Wells Fargo Advantage Asset Allocation Fund, 8,650 shares	+		103 710	*
Wells Fargo Advantage Global Opportunity , 8,715 shares	+		256 559	*
Other investments			287 778	
		$	1 485 942	

DECEMBER 31, 2010				
Investments:				
Wells Fargo Stable Return Fund, 10,820 shares	+	$	517 505	*
American Growth Fund, 7,883 shares			236 336	*
Dreyfus Midcap Index Fund, 3,571 shares			99 569	*
Wells Fargo Advantage Asset Allocation Fund, 8,581 shares	+		103 485	*
Wells Fargo Advantage Global Opportunity , 9,243 shares	+		332 668	*
Other investments			265 116	
		$	1 554 679	

* Exceeds 5% of total assets
\+ Party-in-interest

	FOR THE YEAR ENDED DECEMBER 31, 2011
Net Appreciation (Depreciation) (Which Includes Both Realized and Unrealized Gains and Losses) in Fair Value of Investments is as Follows:	
Net depreciation in fair value of investments	$ (71 923)
Dividends	$ 5 565
Other investment income	$ 4 420

NOTE J - TERMINATED PARTICIPANT BALANCES

As of December 31, 2011 and 2010, the Plan held accounts of participants who have withdrawn from the Plan but who have not yet withdrawn their funds totaling approximately $20,365 and $66,710, respectively.

NOTE K - RISKS AND UNCERTAINTIES

The Plan contains various investment options. Such investments are exposed to various risks such as interest rate, market, and credit risks. Due to these risks, it is at least reasonably possible that changes in the values of plan investments will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statement of net assets available for benefits.

NOTE L - RECONCILIATION OF FINANCIAL STATEMENTS TO SCHEDULE H OF FORM 5500

The following is a reconciliation of amounts per the financial statements to Schedule H of Form 5500:

	DECEMBER 31, 2011
Net Assets Available for Benefits:	
Net assets available for benefits per the financial statements	$ 1 601 317
Contribution accrual	(28 284)
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	16 121
Rounding	(1)
NET ASSETS AVAILABLE FOR BENEFITS PER SCHEDULE H TO THE FORM 5500	$ 1 589 153
Contributions:	
Contributions per the financial statement	$ 135 267
Contribution accrual - 2011	(28 284)
Contribution accrual - 2010	23 204
CONTRIBUTIONS PER SCHEDULE H TO THE FORM 5500	$ 130 187
Net Investment Loss:	
Net investment loss per financial statements	$ (76 926)
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	5 003
Other income	207
Participant loan amounts forgiven	(17)
NET INVESTMENT LOSS PER SCHEDULE H TO THE FORM 5500	$ (71 733)
Other Income:	
Other income per financial statements	$ 4 420
Other income	(207)
Rounding	(1)
OTHER INCOME PER SCHEDULE H TO THE FORM 5500	$ 4 212
Benefit Payment and Payments to Provide Benefits:	
Benefits paid to participants per financial statements	$ 107 955
Participant loan amounts forgiven	(17)
TOTAL BENEFIT PAYMENTS PER SCHEDULE H TO THE FORM 5500	$ 107 938

SUPPLEMENTARY INFORMATION

SCHEDULE H PART IV, LINE4i
SCHEDULE OF ASSETS (HELD AT END OF YEAR)
ATKINSON CANDY COMPANY 401(k) PROFIT SHARING PLAN
December 31, 2010

EIN #75-1075387
PN #002

(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
*	Wells Fargo	Stable Return Fund	$ -	$ 644 990
*	Wells Fargo	Total Return Bond Fund	-	18 465
*	Wells Fargo	Equity Index	-	66 043
*	Wells Fargo	Enhanced Stock Market Fund	-	4 131
*	Wells Fargo	Adv. International BD-I	-	712
*	Wells Fargo	Adv. Strategic Large Cap Growth	-	432
*	Wells Fargo	Advantage Asset Allocation Fund	-	103 710
*	Wells Fargo	Advantage Global Opportunity Fund	-	256 559
*	Wells Fargo	Government Securities Fund	-	14 934
	Alger	Small Cap Growth	-	275
	Dreyfus	Premier Small Cap Equity	-	375
	Goldman Sachs	Large Value Fund	-	532
	Harbor	International Fund	-	427
	Janus	Overseas Fund	-	323
	JP Morgan	High Yield Fund	-	254
	Pimco	High Yeild Fund	-	85
	Pimco	Real Return Fund	-	649
	Pimco	Total Return Insttle	-	1 390
	T Rowe Price	Equity Income	-	442
	T Rowe Price	Real Estate	-	186
	T Rowe Price	Growth Fund	-	437
	American	Euro Pacific Growth	-	49 785
	American	Growth Fund	-	192 905
	Dreyfus	Mid Cap Index Fund	-	55 019
	Federated Kaufmann	Small Cap A	-	190
	Goldman Sachs	Mid Cap Value A	-	703
	Goldman Sachs	Small Cap Value A	-	135
	Invesco Van Kampen	Growth and Income A	-	37 644
	Lord Abbett	Small Cap Bld Cl A	-	1 244
	T Rowe Price	Retire 2020-R	-	1 263
	T Rowe Price	Retire 2030-R	-	67
	T Rowe Price	Retire 2040-R	-	15 660
	Thornburg	International Value Fund R-5	-	503
	Thornburg	Core Growth F/C R-3	-	15 473
	Participant Loans	Rate 4.25% to 8.50%	-	103 212
			$ -	$ 1 589 154

* Party-in-interest

** Column not applicable as this is an individual account plan that a participant or beneficiary directed with respect to assets allocated to his or her account.

See independent auditors' report.

ATKINSON CANDY COMPANY 401(k) PROFIT SHARING PLAN

FINANCIAL STATEMENTS WITH
INDEPENDENT AUDITORS' REPORT

December 31, 2011

AXLEY & RODE, LLP
CERTIFIED PUBLIC ACCOUNTANTS

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AXLEY & RODE, LLP
CERTIFIED PUBLIC ACCOUNTANTS • SINCE 1949
CROCKETT - JASPER - LIVINGSTON - LUFKIN - NACOGDOCHES

INDEPENDENT AUDITORS' REPORT

Retirement Committee
Atkinson Candy Company
401(k) Profit Sharing Plan

We were engaged to audit the financial statements and supplemental schedule of Atkinson Candy Company 401(k) Profit Sharing Plan as of December 31, 2011 and 2010 and for the year ended December 31, 2011, as listed in the accompanying table of contents. These financial statements and schedule are the responsibility of the Plan's management.

As permitted by 29 CFT 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosures 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 I, which was certified by Wells Fargo Bank, N.A., the Trustee of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedule. We have been informed by the plan administrator that the Trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained 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 schedule taken as a whole. The supplement schedule is presented for purposes of additional analysis and is not a required part of the financial statements but is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Security Act of 1974. The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the trustee, have been audited by us in accordance with 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.

Axley + Rode LLP
CERTIFIED PUBLIC ACCOUNTANTS

Lufkin, Texas
October 1, 2012

ATKINSON CANDY COMPANY 401(k) PROFIT SHARING PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

	DECEMBER 31, 2011	DECEMBER 31, 2010
ASSETS		
Investments, at Fair Value:		
Registered Investment Companies (Mutual Funds)	$ 769 805	$ 973 912
Common Collective Trusts:		
Wells Fargo Stable Return Fund	644 990	517 505
Other Common Collective Trusts	71 147	63 262
TOTAL INVESTMENTS	1 485 942	1 554 679
Receivables:		
Employer's contributions	24 800	21 881
Participants' contributions	3 484	1 323
Participant loans	103 212	86 846
TOTAL RECEIVABLES	131 496	110 050
NET ASSETS AT FAIR VALUE	1 617 438	1 664 729
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	(16 121)	(11 118)
NET ASSETS AVAILABLE FOR BENEFITS	$ 1 601 317	$ 1 653 611

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

ATKINSON CANDY COMPANY 401(k) PROFIT SHARING PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
For the Year Ended December 31, 2011

Additions:		
Additions to Net Assets Attributed to:		
Net depreciation in fair value of investments	$	(71 923)
Adjustments for contract value of fully-benefit responsive investment contracts		(5 003)
Net investment loss		(76 926)
Dividends		5 565
Other investment income		4 420
Participant loan interest		4 430
Contributions:		
Participant		110 467
Employer		24 800
TOTAL ADDITIONS		72 756
Deductions:		
Deductions from Net Assets Attributed to:		
Benefits paid to participants/beneficiaries		107 955
Administrative expenses		17 095
TOTAL DEDUCTIONS		125 050
NET DECREASE		(52 294)
Assets Available for Benefits:		
Beginning of year		1 653 611
END OF YEAR	$	1 601 317

The accompanying notes are an integral part of this financial statement.

NOTE A - DESCRIPTION OF PLAN

The following description of Atkinson Candy Company (the "Company") 401(k) Profit Sharing Plan (the "Plan") provides only general information. For a more complete description of the Plan's provisions, refer to the Plan agreement.

1. General. The Plan is a defined contribution plan for all employees of the Company who have completed one year of service (minimum 1,000 hours of service), have reached the age twenty-one or older, and whose terms of employment are not governed by a collective bargaining agreement. It is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

2. Contributions and Forfeitures. Participants in the Plan may elect to contribute on a pre-tax basis the maximum amount of their compensation allowed under applicable law, as defined by the Plan. The Company may make matching contributions equal to a discretionary percentage, to be determined by the Company, of the participants' salary reductions. The Company's discretionary match during 2011 was 25% of the first 6% of the employee deferral. The Company may also make a discretionary profit sharing contributions. During 2011, no discretionary profit sharing contributions were made. Participants may direct the investment of both their pre-tax contributions and the Company's matching contribution into various investment options as described below. A forfeiture is a terminated participant's unvested account balance in the plan. The matching portion of the forfeitures will be used to reduce the Company's matching contribution or plan expenses in future periods. The activity in the forfeiture account was as follows for the years presented:

Balance December 31, 2009	$ -
Net investment earnings	18
Forfeitures	1 279
Balance December 31, 2010	1 297
Net investment earnings	17
Forfeitures	-
Balance December 31, 2011	$ 1 314

3. Participant Accounts. Each participant's account is credited with the participant's pre-tax contribution and rollovers, the Company's matching contribution, any allocation of discretionary contributions and forfeitures and the associated gains and losses and fees (income and expenses).

4. Vesting. Participants are immediately vested in their voluntary contributions plus actual gains and losses thereon. Vesting in the company contributions portion of their accounts plus gains and losses thereon is based on years of credited service. A participant is 100 percent vested after six years of credited service.

5. Payment of Benefits. On termination of service due to death, disability, retirement or other reasons, a participant will receive a lump-sum amount equal to the fair market value of the participant's vested interest in his or her account at the time of distribution. The participant may request a distribution at the time of termination, or he or she may elect to leave the account invested in the Plan until a later date if the distribution exceeds $1,000. Current plan rules require that the distributions to terminated participants must generally begin no later than the April first following the year in which the participant reaches age 70 ½.

6. Investment Options. Upon enrollment in the Plan, a participant may direct both their employee and employer contributions of the 401(k) deferral plan in any of the approved investment options. All of these options are invested in registered investment companies and common collective trusts.

   Participants may change their investment options daily.

NOTE A - DESCRIPTION OF PLAN - CONTINUED

7. Participant Loans. Participants may borrow from their vested account balances a minimum of $1,000 up to a maximum equal to the lesser of $50,000 or 50% of their vested account balance. Loan terms range from one to five years or longer for the purchase of a primary residence. The loans are secured by the remaining balance in the participants account and bear interest at a rate commensurate with local prevailing rates as determined by the Plan administrator. Principal and interest is generally paid ratably through payroll deductions.

8. Subsequent Events. Management has evaluated subsequent events through October 1, 2012, the date the financial statements were available to be issued.

NOTE B - SUMMARY OF ACCOUNTING POLICIES

Basis of Accounting

The financial statements of the Plan are prepared under the accrual method of accounting in all material respects.

Security Transactions and Related Investment Income

Security transactions are accounted for on the trade date (date the order to buy or sell is executed) and dividend income is recorded on the ex-dividend date. The settlement date of the purchase and sale transactions vary depending on the type of security. Interest income is recognized on the accrual basis. Any discount or premium on debt securities is accreted or amortized into interest income. Realized gains and losses from security transactions are calculated on a specific identification basis. Unrealized appreciation and depreciation of investments are reported on an identified cost basis. Interest earned on synthetic guaranteed investment contracts is recorded on an accrual basis in net investment income.

Payment of Benefits

Benefits are recorded upon distribution.

Investment Contracts

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

Estimates

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

NOTE C - FAIR VALUE MEASUREMENT

In accordance with current accounting standards, fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

NOTE C - FAIR VALUE MEASUREMENT - CONTINUED

The inputs used for valuing the Fund's investments are summarized in the three broad levels listed below:

- Level 1 - quoted prices in active markets for identical assets
- Level 2 - other significant observable inputs either directly or indirectly (including quoted prices for similar securities, interest rates, yield curves, credit risk, etc.)
- Level 3 - significant unobservable inputs (including Wells Fargo Bank, N.A.'s own assumption in determining the fair value of investments)

The following is a summary of the valuation as of December 31, 2011 and 2010 for the Funds based upon the three levels defined above:

	FAIR VALUE MEASUREMENTS AT REPORTING DATE USING			
DECEMBER 31, 2011	LEVEL 1 - QUOTED PRICES INVESTMENT SECURITIES	LEVEL 2 - OTHER SIGNIFICANT OBSERVABLE INPUTS INVESTMENT SECURITIES	LEVEL 3 - SIGNIFICANT UNOBSERVABLE INPUTS INVESTMENT SECURITIES	TOTAL INVESTMENT SECURITIES
Mutual Funds:				
Blended funds	$ 104 954	$ -	$ -	$ 104 954
Bond funds	34 804	-	-	34 804
Growth funds	315 009	-	-	315 009
Index funds	55 019	-	-	55 019
International funds	258 021	-	-	258 021
Real estate funds	186	-	-	186
Value funds	1 812	-	-	1 812
Common Collective Trusts:				
Wells Fargo Stable Return Fund G	-	644 990	-	644 990
Other Common Collective Trusts	71 147	-	-	71 147
	$ 840 952	$ 644 990	$ -	$ 1 485 942

	FAIR VALUE MEASUREMENTS AT REPORTING DATE USING			
DECEMBER 31, 2010	LEVEL 1 - QUOTED PRICES INVESTMENT SECURITIES	LEVEL 2 - OTHER SIGNIFICANT OBSERVABLE INPUTS INVESTMENT SECURITIES	LEVEL 3 - SIGNIFICANT UNOBSERVABLE INPUTS INVESTMENT SECURITIES	TOTAL INVESTMENT SECURITIES
Mutual Funds:				
Blended funds	$ 106 476	$ -	$ -	$ 106 476
Bond funds	1 261	-	-	1 261
Growth funds	422 310	-	-	422 310
Index funds	99 569	-	-	99 569
International funds	334 025	-	-	334 025
Real estate funds	479	-	-	479
Value funds	9 792	-	-	9 792
Common Collective Trusts:				
Wells Fargo Stable Return Fund G	-	517 505	-	517 505
Other Common Collective Trusts	63 262	-	-	63 262
	$ 1 037 174	$ 517 505	$ -	$ 1 554 679

NOTE D - INVESTMENT CONTRACTS

The Wells Fargo Stable Return Fund G (the Fund) principal objective is to protect principal while providing a higher rate of return than shorter maturity investments, such as money market funds or certificates of deposit. To achieve this, the Fund invests in instruments which are not expected to experience significant price fluctuation in most economic or interest rate environments. However, there is no assurance that this objective can be achieved.

The Fund primarily invests in investment contracts, including traditional guaranteed investment contracts (GICs) and security-backed contracts issued by insurance companies and other financial institutions. The Fund also invests in Synthetic Stable Value Fund, which has the same investment objective as the Fund, and Short Term Investment Fund G, which invests in highly liquid assets. The Fund uses these investments for daily liquidity needs.

GICs are backed by the general account of the contract issuer. The Fund deposits a lump sum with the issuer and receives a guaranteed interest rate for a specified period. Interest is accrued on either a simple or fully compounded basis, and is paid either periodically or at the end of the contract term. The issuer guarantees that all qualified participant withdrawals will be at contract value (principal plus accrued interest).

A security-backed contract is an investment contract (also known as a synthetic GIC or a separate account GIC) issued by an insurance company or other financial institution, backed by a portfolio of bonds. The bond portfolio is either owned directly by the Fund or owned by the contract issuer and segregated in a separate account for the benefit of the Fund. The portfolio underlying the contract is maintained separately from the contract issuer's general assets, usually by a third party custodian. The interest crediting rate of a security-backed contract is based on the contract value, and the fair value, duration, and yield to maturity of the underlying portfolio. These contracts typically allow for realized and unrealized gains and losses on the underlying assets to be amortized, usually over the duration of the underlying investments, through adjustments to the future interest crediting rate, rather than reflected immediately in the net assets of the Fund. The issuer guarantees that all qualified participant withdrawals will be at contract value. In the case of a full liquidation event, the issuer is responsible for covering any amount by which the contract value exceeds fair value of the underlying portfolio. No payments related to the security backed contracts were made during the year ended December 31, 2011.

The primary variables impacting future crediting rates of security-backed contracts include the current yield of the assets within the contract, duration of the assets covered by the contract and the existing difference between the fair value and the contract value of the assets within the contract.

Most GICs provide a fixed-rate of interest over the term to maturity of the contract, and therefore do not experience fluctuating crediting rates. As of December 31, 2011, the Fund also held one GIC that provides an adjustable rate of interest, which is based on the three month LIBOR.

The Fund utilizes external sub-advisors to manage the underlying portfolios of certain security-backed contracts. The fees paid to the sub-advisors are incorporated into the contract crediting rate calculation. The security-backed contracts are designed to reset their respective crediting rates on a quarterly basis. GIC crediting rates are not reset. Security-backed contracts cannot credit an interest rate that is less than zero percent.

The crediting rate of security-backed contracts will track current market yields on a trailing basis. The rate reset allows the contract value to converge with the fair value of the underlying portfolio over time, assuming the portfolio continues to earn the current yield for a period of time equal to the current portfolio duration.

To the extent that the underlying portfolio of a security-backed contract has unrealized and/or realized losses, a positive adjustment is made to the adjustment from fair value to contract value under contract value accounting. As a result, the future crediting rate may be lower over time than the then-current market rates. Similarly, if the underlying portfolio generates unrealized and/or realized gains, a negative adjustment is made to the adjustment from fair value to contract value, and the future crediting rate may be higher than the then-current market rates.

NOTE D - INVESTMENT CONTRACTS - CONTINUED

GICs generally do not permit issuers to terminate the agreement prior to the scheduled maturity date. Security-backed contracts generally are evergreen contracts that contain termination provisions, allowing the Fund or the contract issuer to terminate with notice, at any time at fair value, and providing for automatic termination of the contract if the contract value or the fair value of the underlying portfolio equals zero. The issuer is obligated to pay the excess contract value when the fair value of the underlying portfolio equals zero.

Security-backed contracts that permit the issuer to terminate at fair value generally provide that the Fund may elect to convert such termination to an amortization election as described below. In addition, if the Fund defaults in its obligations under the contract (including the issuer's determination that the agreement constitutes a nonexempt prohibited transaction as defined under ERISA), and such default is not corrected within the time permitted by the contract, then the contract may be terminated by the issuer and the Fund will receive the fair value as of the date of termination.

Generally, security-backed contracts permit the issuer or investment manager to elect at any time to convert the underlying portfolio to a declining duration strategy whereby the contract would terminate at a date which corresponds to the duration of the underlying portfolio on the date of the amortization election. After the effective date of an amortization election, the underlying portfolio must conform to the guidelines agreed upon by the contract issuer and the investment manager for the amortization election period. The guidelines are intended to result in the convergence of the contract value and the fair value of the underlying portfolio by the termination date.

GICs and security-backed contracts also generally provide for withdrawals associated with certain events which are not in the ordinary course of Fund operations. These withdrawals are paid with a market value adjustment applied to the withdrawal as defined in the investment contract. Each contract issuer specifies the events which may trigger a market value adjustment; however, such events may include all or a portion of the following: material amendments to the Fund's structure or administration; changes to the participating plans' competing investment options including the elimination of equity wash provisions; complete or partial termination of the Fund, including a merger with another fund; the failure of the Fund to qualify for exemption from federal income taxes or any required prohibited transaction exemption under ERISA; the redemption of all or a portion of the interests in the Fund held by a participating plan at the direction of the participating plan sponsor, including withdrawals due to the removal of a specifically identifiable group of employees from coverage under the participating plan (such as a group layoff or early retirement incentive program), the closing or sale of a subsidiary, employing unit, or affiliate, the bankruptcy or insolvency of a plan sponsor, the merger of the plan with another plan, or the plan sponsor's establishment of another tax qualified defined contribution plan; any change in law, regulation, ruling, administrative or judicial position, or accounting requirement, applicable to the Fund or participating plans; the delivery of any communication to plan participants designed to influence a participant not to invest in the Fund.

The yield earned by the fund at December 31, 2011 and 2010 was 1.56% and 2.38%, respectively. The yield earned by the Fund with an adjustment to reflect the actual interest rate credited to participants in the Fund at December 31, 2011 and 2010 was 2.33% and 2.90%, respectively.

NOTE E - PLAN TERMINATION

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

NOTE F - TAX STATUS

The plan is a prototype plan of the plan trustee at December 31, 2011 and has received a favorable determination letter from the Internal Revenue Service dated September 28, 2004, that the plan is designed in accordance with applicable sections of the internal revenue code. Employees are not taxed currently on contributions and related gains and losses until such amounts are withdrawn from the Plan and distributed.

NOTE G - ADMINISTRATION OF PLAN ASSETS

Certain administrative functions are performed by officers or employees of the Company. No such officer or employee receives compensation from the Plan. Certain administrative expenses are paid directly by the Company.

NOTE H - PARTY-IN-INTEREST

The Plan invests in common/collective trust funds managed by Wells Fargo, an affiliate of the Trustee. As such, transactions related to these investments qualify as party-in-interest transactions.

NOTE I - INFORMATION PREPARED AND CERTIFIED BY TRUSTEE

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

DECEMBER 31, 2011				
Investments:				
Wells Fargo Stable Return Fund, 13,160 shares	+	$	644 990	*
American Growth Fund, 6,809 shares			192 905	*
Wells Fargo Advantage Asset Allocation Fund, 8,650 shares	+		103 710	*
Wells Fargo Advantage Global Opportunity , 8,715 shares	+		256 559	*
Other investments			287 778	
		$	1 485 942	

DECEMBER 31, 2010				
Investments:				
Wells Fargo Stable Return Fund, 10,820 shares	+	$	517 505	*
American Growth Fund, 7,883 shares			236 336	*
Dreyfus Midcap Index Fund, 3,571 shares			99 569	*
Wells Fargo Advantage Asset Allocation Fund, 8,581 shares	+		103 485	*
Wells Fargo Advantage Global Opportunity , 9,243 shares	+		332 668	*
Other investments			265 116	
		$	1 554 679	

* Exceeds 5% of total assets
\+ Party-in-interest

	FOR THE YEAR ENDED DECEMBER 31, 2011
Net Appreciation (Depreciation) (Which Includes Both Realized and Unrealized Gains and Losses) in Fair Value of Investments is as Follows:	
Net depreciation in fair value of investments	$ (71 923)
Dividends	$ 5 565
Other investment income	$ 4 420

NOTE J - TERMINATED PARTICIPANT BALANCES

As of December 31, 2011 and 2010, the Plan held accounts of participants who have withdrawn from the Plan but who have not yet withdrawn their funds totaling approximately $20,365 and $66,710, respectively.

NOTE K - RISKS AND UNCERTAINTIES

The Plan contains various investment options. Such investments are exposed to various risks such as interest rate, market, and credit risks. Due to these risks, it is at least reasonably possible that changes in the values of plan investments will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statement of net assets available for benefits.

NOTE L - RECONCILIATION OF FINANCIAL STATEMENTS TO SCHEDULE H OF FORM 5500

The following is a reconciliation of amounts per the financial statements to Schedule H of Form 5500:

	DECEMBER 31, 2011
Net Assets Available for Benefits:	
Net assets available for benefits per the financial statements	$ 1 601 317
Contribution accrual	(28 284)
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	16 121
Rounding	(1)
NET ASSETS AVAILABLE FOR BENEFITS PER SCHEDULE H TO THE FORM 5500	$ 1 589 153
Contributions:	
Contributions per the financial statement	$ 135 267
Contribution accrual - 2011	(28 284)
Contribution accrual - 2010	23 204
CONTRIBUTIONS PER SCHEDULE H TO THE FORM 5500	$ 130 187
Net Investment Loss:	
Net investment loss per financial statements	$ (76 926)
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	5 003
Other income	207
Participant loan amounts forgiven	(17)
NET INVESTMENT LOSS PER SCHEDULE H TO THE FORM 5500	$ (71 733)
Other Income:	
Other income per financial statements	$ 4 420
Other income	(207)
Rounding	(1)
OTHER INCOME PER SCHEDULE H TO THE FORM 5500	$ 4 212
Benefit Payment and Payments to Provide Benefits:	
Benefits paid to participants per financial statements	$ 107 955
Participant loan amounts forgiven	(17)
TOTAL BENEFIT PAYMENTS PER SCHEDULE H TO THE FORM 5500	$ 107 938

SUPPLEMENTARY INFORMATION

SCHEDULE H PART IV, LINE4i
SCHEDULE OF ASSETS (HELD AT END OF YEAR)
ATKINSON CANDY COMPANY 401(k) PROFIT SHARING PLAN
December 31, 2010

EIN #75-1075387
PN #002

(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
*	Wells Fargo	Stable Return Fund	$ -	$ 644 990
*	Wells Fargo	Total Return Bond Fund	-	18 465
*	Wells Fargo	Equity Index	-	66 043
*	Wells Fargo	Enhanced Stock Market Fund	-	4 131
*	Wells Fargo	Adv. International BD-I	-	712
*	Wells Fargo	Adv. Strategic Large Cap Growth	-	432
*	Wells Fargo	Advantage Asset Allocation Fund	-	103 710
*	Wells Fargo	Advantage Global Opportunity Fund	-	256 559
*	Wells Fargo	Government Securities Fund	-	14 934
	Alger	Small Cap Growth	-	275
	Dreyfus	Premier Small Cap Equity	-	375
	Goldman Sachs	Large Value Fund	-	532
	Harbor	International Fund	-	427
	Janus	Overseas Fund	-	323
	JP Morgan	High Yield Fund	-	254
	Pimco	High Yeild Fund	-	85
	Pimco	Real Return Fund	-	649
	Pimco	Total Return Insttle	-	1 390
	T Rowe Price	Equity Income	-	442
	T Rowe Price	Real Estate	-	186
	T Rowe Price	Growth Fund	-	437
	American	Euro Pacific Growth	-	49 785
	American	Growth Fund	-	192 905
	Dreyfus	Mid Cap Index Fund	-	55 019
	Federated Kaufmann	Small Cap A	-	190
	Goldman Sachs	Mid Cap Value A	-	703
	Goldman Sachs	Small Cap Value A	-	135
	Invesco Van Kampen	Growth and Income A	-	37 644
	Lord Abbett	Small Cap Bld Cl A	-	1 244
	T Rowe Price	Retire 2020-R	-	1 263
	T Rowe Price	Retire 2030-R	-	67
	T Rowe Price	Retire 2040-R	-	15 660
	Thornburg	International Value Fund R-5	-	503
	Thornburg	Core Growth F/C R-3	-	15 473
	Participant Loans	Rate 4.25% to 8.50%	-	103 212
			$ -	$ 1 589 154

* Party-in-interest

** Column not applicable as this is an individual account plan that a participant or beneficiary directed with respect to assets allocated to his or her account.

See independent auditors' report.

ATKINSON CANDY COMPANY 401(k) PROFIT SHARING PLAN

FINANCIAL STATEMENTS WITH
INDEPENDENT AUDITORS' REPORT

December 31, 2011

AXLEY & RODE, LLP
CERTIFIED PUBLIC ACCOUNTANTS

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Supplementary Information:

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AXLEY & RODE, LLP
CERTIFIED PUBLIC ACCOUNTANTS • SINCE 1949
CROCKETT - JASPER - LIVINGSTON - LUFKIN - NACOGDOCHES

INDEPENDENT AUDITORS' REPORT

Retirement Committee
Atkinson Candy Company
401(k) Profit Sharing Plan

We were engaged to audit the financial statements and supplemental schedule of Atkinson Candy Company 401(k) Profit Sharing Plan as of December 31, 2011 and 2010 and for the year ended December 31, 2011, as listed in the accompanying table of contents. These financial statements and schedule are the responsibility of the Plan's management.

As permitted by 29 CFT 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosures 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 I, which was certified by Wells Fargo Bank, N.A., the Trustee of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedule. We have been informed by the plan administrator that the Trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained 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 schedule taken as a whole. The supplement schedule is presented for purposes of additional analysis and is not a required part of the financial statements but is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Security Act of 1974. The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the trustee, have been audited by us in accordance with 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.

Axley + Rode LLP
CERTIFIED PUBLIC ACCOUNTANTS

Lufkin, Texas
October 1, 2012

ATKINSON CANDY COMPANY 401(k) PROFIT SHARING PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

	DECEMBER 31, 2011	DECEMBER 31, 2010
ASSETS		
Investments, at Fair Value:		
Registered Investment Companies (Mutual Funds)	$ 769 805	$ 973 912
Common Collective Trusts:		
Wells Fargo Stable Return Fund	644 990	517 505
Other Common Collective Trusts	71 147	63 262
TOTAL INVESTMENTS	1 485 942	1 554 679
Receivables:		
Employer's contributions	24 800	21 881
Participants' contributions	3 484	1 323
Participant loans	103 212	86 846
TOTAL RECEIVABLES	131 496	110 050
NET ASSETS AT FAIR VALUE	1 617 438	1 664 729
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	(16 121)	(11 118)
NET ASSETS AVAILABLE FOR BENEFITS	$ 1 601 317	$ 1 653 611

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

ATKINSON CANDY COMPANY 401(k) PROFIT SHARING PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
For the Year Ended December 31, 2011

Additions:		
Additions to Net Assets Attributed to:		
Net depreciation in fair value of investments	$	(71 923)
Adjustments for contract value of fully-benefit responsive investment contracts		(5 003)
Net investment loss		(76 926)
Dividends		5 565
Other investment income		4 420
Participant loan interest		4 430
Contributions:		
Participant		110 467
Employer		24 800
TOTAL ADDITIONS		72 756
Deductions:		
Deductions from Net Assets Attributed to:		
Benefits paid to participants/beneficiaries		107 955
Administrative expenses		17 095
TOTAL DEDUCTIONS		125 050
NET DECREASE		(52 294)
Assets Available for Benefits:		
Beginning of year		1 653 611
END OF YEAR	$	1 601 317

The accompanying notes are an integral part of this financial statement.

NOTE A - DESCRIPTION OF PLAN

The following description of Atkinson Candy Company (the "Company") 401(k) Profit Sharing Plan (the "Plan") provides only general information. For a more complete description of the Plan's provisions, refer to the Plan agreement.

1. General. The Plan is a defined contribution plan for all employees of the Company who have completed one year of service (minimum 1,000 hours of service), have reached the age twenty-one or older, and whose terms of employment are not governed by a collective bargaining agreement. It is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

2. Contributions and Forfeitures. Participants in the Plan may elect to contribute on a pre-tax basis the maximum amount of their compensation allowed under applicable law, as defined by the Plan. The Company may make matching contributions equal to a discretionary percentage, to be determined by the Company, of the participants' salary reductions. The Company's discretionary match during 2011 was 25% of the first 6% of the employee deferral. The Company may also make a discretionary profit sharing contributions. During 2011, no discretionary profit sharing contributions were made. Participants may direct the investment of both their pre-tax contributions and the Company's matching contribution into various investment options as described below. A forfeiture is a terminated participant's unvested account balance in the plan. The matching portion of the forfeitures will be used to reduce the Company's matching contribution or plan expenses in future periods. The activity in the forfeiture account was as follows for the years presented:

Balance December 31, 2009	$ -
Net investment earnings	18
Forfeitures	1 279
Balance December 31, 2010	1 297
Net investment earnings	17
Forfeitures	-
Balance December 31, 2011	$ 1 314

3. Participant Accounts. Each participant's account is credited with the participant's pre-tax contribution and rollovers, the Company's matching contribution, any allocation of discretionary contributions and forfeitures and the associated gains and losses and fees (income and expenses).

4. Vesting. Participants are immediately vested in their voluntary contributions plus actual gains and losses thereon. Vesting in the company contributions portion of their accounts plus gains and losses thereon is based on years of credited service. A participant is 100 percent vested after six years of credited service.

5. Payment of Benefits. On termination of service due to death, disability, retirement or other reasons, a participant will receive a lump-sum amount equal to the fair market value of the participant's vested interest in his or her account at the time of distribution. The participant may request a distribution at the time of termination, or he or she may elect to leave the account invested in the Plan until a later date if the distribution exceeds $1,000. Current plan rules require that the distributions to terminated participants must generally begin no later than the April first following the year in which the participant reaches age 70 ½.

6. Investment Options. Upon enrollment in the Plan, a participant may direct both their employee and employer contributions of the 401(k) deferral plan in any of the approved investment options. All of these options are invested in registered investment companies and common collective trusts.

   Participants may change their investment options daily.

NOTE A - DESCRIPTION OF PLAN - CONTINUED

7. Participant Loans. Participants may borrow from their vested account balances a minimum of $1,000 up to a maximum equal to the lesser of $50,000 or 50% of their vested account balance. Loan terms range from one to five years or longer for the purchase of a primary residence. The loans are secured by the remaining balance in the participants account and bear interest at a rate commensurate with local prevailing rates as determined by the Plan administrator. Principal and interest is generally paid ratably through payroll deductions.

8. Subsequent Events. Management has evaluated subsequent events through October 1, 2012, the date the financial statements were available to be issued.

NOTE B - SUMMARY OF ACCOUNTING POLICIES

Basis of Accounting

The financial statements of the Plan are prepared under the accrual method of accounting in all material respects.

Security Transactions and Related Investment Income

Security transactions are accounted for on the trade date (date the order to buy or sell is executed) and dividend income is recorded on the ex-dividend date. The settlement date of the purchase and sale transactions vary depending on the type of security. Interest income is recognized on the accrual basis. Any discount or premium on debt securities is accreted or amortized into interest income. Realized gains and losses from security transactions are calculated on a specific identification basis. Unrealized appreciation and depreciation of investments are reported on an identified cost basis. Interest earned on synthetic guaranteed investment contracts is recorded on an accrual basis in net investment income.

Payment of Benefits

Benefits are recorded upon distribution.

Investment Contracts

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

Estimates

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

NOTE C - FAIR VALUE MEASUREMENT

In accordance with current accounting standards, fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

NOTE C - FAIR VALUE MEASUREMENT - CONTINUED

The inputs used for valuing the Fund's investments are summarized in the three broad levels listed below:

- Level 1 - quoted prices in active markets for identical assets
- Level 2 - other significant observable inputs either directly or indirectly (including quoted prices for similar securities, interest rates, yield curves, credit risk, etc.)
- Level 3 - significant unobservable inputs (including Wells Fargo Bank, N.A.'s own assumption in determining the fair value of investments)

The following is a summary of the valuation as of December 31, 2011 and 2010 for the Funds based upon the three levels defined above:

	FAIR VALUE MEASUREMENTS AT REPORTING DATE USING			
DECEMBER 31, 2011	LEVEL 1 - QUOTED PRICES INVESTMENT SECURITIES	LEVEL 2 - OTHER SIGNIFICANT OBSERVABLE INPUTS INVESTMENT SECURITIES	LEVEL 3 - SIGNIFICANT UNOBSERVABLE INPUTS INVESTMENT SECURITIES	TOTAL INVESTMENT SECURITIES
Mutual Funds:				
Blended funds	$ 104 954	$ -	$ -	$ 104 954
Bond funds	34 804	-	-	34 804
Growth funds	315 009	-	-	315 009
Index funds	55 019	-	-	55 019
International funds	258 021	-	-	258 021
Real estate funds	186	-	-	186
Value funds	1 812	-	-	1 812
Common Collective Trusts:				
Wells Fargo Stable Return Fund G	-	644 990	-	644 990
Other Common Collective Trusts	71 147	-	-	71 147
	$ 840 952	$ 644 990	$ -	$ 1 485 942

	FAIR VALUE MEASUREMENTS AT REPORTING DATE USING			
DECEMBER 31, 2010	LEVEL 1 - QUOTED PRICES INVESTMENT SECURITIES	LEVEL 2 - OTHER SIGNIFICANT OBSERVABLE INPUTS INVESTMENT SECURITIES	LEVEL 3 - SIGNIFICANT UNOBSERVABLE INPUTS INVESTMENT SECURITIES	TOTAL INVESTMENT SECURITIES
Mutual Funds:				
Blended funds	$ 106 476	$ -	$ -	$ 106 476
Bond funds	1 261	-	-	1 261
Growth funds	422 310	-	-	422 310
Index funds	99 569	-	-	99 569
International funds	334 025	-	-	334 025
Real estate funds	479	-	-	479
Value funds	9 792	-	-	9 792
Common Collective Trusts:				
Wells Fargo Stable Return Fund G	-	517 505	-	517 505
Other Common Collective Trusts	63 262	-	-	63 262
	$ 1 037 174	$ 517 505	$ -	$ 1 554 679

NOTE D - INVESTMENT CONTRACTS

The Wells Fargo Stable Return Fund G (the Fund) principal objective is to protect principal while providing a higher rate of return than shorter maturity investments, such as money market funds or certificates of deposit. To achieve this, the Fund invests in instruments which are not expected to experience significant price fluctuation in most economic or interest rate environments. However, there is no assurance that this objective can be achieved.

The Fund primarily invests in investment contracts, including traditional guaranteed investment contracts (GICs) and security-backed contracts issued by insurance companies and other financial institutions. The Fund also invests in Synthetic Stable Value Fund, which has the same investment objective as the Fund, and Short Term Investment Fund G, which invests in highly liquid assets. The Fund uses these investments for daily liquidity needs.

GICs are backed by the general account of the contract issuer. The Fund deposits a lump sum with the issuer and receives a guaranteed interest rate for a specified period. Interest is accrued on either a simple or fully compounded basis, and is paid either periodically or at the end of the contract term. The issuer guarantees that all qualified participant withdrawals will be at contract value (principal plus accrued interest).

A security-backed contract is an investment contract (also known as a synthetic GIC or a separate account GIC) issued by an insurance company or other financial institution, backed by a portfolio of bonds. The bond portfolio is either owned directly by the Fund or owned by the contract issuer and segregated in a separate account for the benefit of the Fund. The portfolio underlying the contract is maintained separately from the contract issuer's general assets, usually by a third party custodian. The interest crediting rate of a security-backed contract is based on the contract value, and the fair value, duration, and yield to maturity of the underlying portfolio. These contracts typically allow for realized and unrealized gains and losses on the underlying assets to be amortized, usually over the duration of the underlying investments, through adjustments to the future interest crediting rate, rather than reflected immediately in the net assets of the Fund. The issuer guarantees that all qualified participant withdrawals will be at contract value. In the case of a full liquidation event, the issuer is responsible for covering any amount by which the contract value exceeds fair value of the underlying portfolio. No payments related to the security backed contracts were made during the year ended December 31, 2011.

The primary variables impacting future crediting rates of security-backed contracts include the current yield of the assets within the contract, duration of the assets covered by the contract and the existing difference between the fair value and the contract value of the assets within the contract.

Most GICs provide a fixed-rate of interest over the term to maturity of the contract, and therefore do not experience fluctuating crediting rates. As of December 31, 2011, the Fund also held one GIC that provides an adjustable rate of interest, which is based on the three month LIBOR.

The Fund utilizes external sub-advisors to manage the underlying portfolios of certain security-backed contracts. The fees paid to the sub-advisors are incorporated into the contract crediting rate calculation. The security-backed contracts are designed to reset their respective crediting rates on a quarterly basis. GIC crediting rates are not reset. Security-backed contracts cannot credit an interest rate that is less than zero percent.

The crediting rate of security-backed contracts will track current market yields on a trailing basis. The rate reset allows the contract value to converge with the fair value of the underlying portfolio over time, assuming the portfolio continues to earn the current yield for a period of time equal to the current portfolio duration.

To the extent that the underlying portfolio of a security-backed contract has unrealized and/or realized losses, a positive adjustment is made to the adjustment from fair value to contract value under contract value accounting. As a result, the future crediting rate may be lower over time than the then-current market rates. Similarly, if the underlying portfolio generates unrealized and/or realized gains, a negative adjustment is made to the adjustment from fair value to contract value, and the future crediting rate may be higher than the then-current market rates.

NOTE D - INVESTMENT CONTRACTS - CONTINUED

GICs generally do not permit issuers to terminate the agreement prior to the scheduled maturity date. Security-backed contracts generally are evergreen contracts that contain termination provisions, allowing the Fund or the contract issuer to terminate with notice, at any time at fair value, and providing for automatic termination of the contract if the contract value or the fair value of the underlying portfolio equals zero. The issuer is obligated to pay the excess contract value when the fair value of the underlying portfolio equals zero.

Security-backed contracts that permit the issuer to terminate at fair value generally provide that the Fund may elect to convert such termination to an amortization election as described below. In addition, if the Fund defaults in its obligations under the contract (including the issuer's determination that the agreement constitutes a nonexempt prohibited transaction as defined under ERISA), and such default is not corrected within the time permitted by the contract, then the contract may be terminated by the issuer and the Fund will receive the fair value as of the date of termination.

Generally, security-backed contracts permit the issuer or investment manager to elect at any time to convert the underlying portfolio to a declining duration strategy whereby the contract would terminate at a date which corresponds to the duration of the underlying portfolio on the date of the amortization election. After the effective date of an amortization election, the underlying portfolio must conform to the guidelines agreed upon by the contract issuer and the investment manager for the amortization election period. The guidelines are intended to result in the convergence of the contract value and the fair value of the underlying portfolio by the termination date.

GICs and security-backed contracts also generally provide for withdrawals associated with certain events which are not in the ordinary course of Fund operations. These withdrawals are paid with a market value adjustment applied to the withdrawal as defined in the investment contract. Each contract issuer specifies the events which may trigger a market value adjustment; however, such events may include all or a portion of the following: material amendments to the Fund's structure or administration; changes to the participating plans' competing investment options including the elimination of equity wash provisions; complete or partial termination of the Fund, including a merger with another fund; the failure of the Fund to qualify for exemption from federal income taxes or any required prohibited transaction exemption under ERISA; the redemption of all or a portion of the interests in the Fund held by a participating plan at the direction of the participating plan sponsor, including withdrawals due to the removal of a specifically identifiable group of employees from coverage under the participating plan (such as a group layoff or early retirement incentive program), the closing or sale of a subsidiary, employing unit, or affiliate, the bankruptcy or insolvency of a plan sponsor, the merger of the plan with another plan, or the plan sponsor's establishment of another tax qualified defined contribution plan; any change in law, regulation, ruling, administrative or judicial position, or accounting requirement, applicable to the Fund or participating plans; the delivery of any communication to plan participants designed to influence a participant not to invest in the Fund.

The yield earned by the fund at December 31, 2011 and 2010 was 1.56% and 2.38%, respectively. The yield earned by the Fund with an adjustment to reflect the actual interest rate credited to participants in the Fund at December 31, 2011 and 2010 was 2.33% and 2.90%, respectively.

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

NOTE F - TAX STATUS

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NOTE G - ADMINISTRATION OF PLAN ASSETS

Certain administrative functions are performed by officers or employees of the Company. No such officer or employee receives compensation from the Plan. Certain administrative expenses are paid directly by the Company.

NOTE H - PARTY-IN-INTEREST

The Plan invests in common/collective trust funds managed by Wells Fargo, an affiliate of the Trustee. As such, transactions related to these investments qualify as party-in-interest transactions.

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

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American Growth Fund, 6,809 shares			192 905	*
Wells Fargo Advantage Asset Allocation Fund, 8,650 shares	+		103 710	*
Wells Fargo Advantage Global Opportunity , 8,715 shares	+		256 559	*
Other investments			287 778	
		$	1 485 942	

DECEMBER 31, 2010				
Investments:				
Wells Fargo Stable Return Fund, 10,820 shares	+	$	517 505	*
American Growth Fund, 7,883 shares			236 336	*
Dreyfus Midcap Index Fund, 3,571 shares			99 569	*
Wells Fargo Advantage Asset Allocation Fund, 8,581 shares	+		103 485	*
Wells Fargo Advantage Global Opportunity , 9,243 shares	+		332 668	*
Other investments			265 116	
		$	1 554 679	

* Exceeds 5% of total assets
\+ Party-in-interest

	FOR THE YEAR ENDED DECEMBER 31, 2011
Net Appreciation (Depreciation) (Which Includes Both Realized and Unrealized Gains and Losses) in Fair Value of Investments is as Follows:	
Net depreciation in fair value of investments	$ (71 923)
Dividends	$ 5 565
Other investment income	$ 4 420

NOTE J - TERMINATED PARTICIPANT BALANCES

As of December 31, 2011 and 2010, the Plan held accounts of participants who have withdrawn from the Plan but who have not yet withdrawn their funds totaling approximately $20,365 and $66,710, respectively.

NOTE K - RISKS AND UNCERTAINTIES

The Plan contains various investment options. Such investments are exposed to various risks such as interest rate, market, and credit risks. Due to these risks, it is at least reasonably possible that changes in the values of plan investments will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statement of net assets available for benefits.

NOTE L - RECONCILIATION OF FINANCIAL STATEMENTS TO SCHEDULE H OF FORM 5500

The following is a reconciliation of amounts per the financial statements to Schedule H of Form 5500:

	DECEMBER 31, 2011
Net Assets Available for Benefits:	
Net assets available for benefits per the financial statements	$ 1 601 317
Contribution accrual	(28 284)
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	16 121
Rounding	(1)
NET ASSETS AVAILABLE FOR BENEFITS PER SCHEDULE H TO THE FORM 5500	$ 1 589 153
Contributions:	
Contributions per the financial statement	$ 135 267
Contribution accrual - 2011	(28 284)
Contribution accrual - 2010	23 204
CONTRIBUTIONS PER SCHEDULE H TO THE FORM 5500	$ 130 187
Net Investment Loss:	
Net investment loss per financial statements	$ (76 926)
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	5 003
Other income	207
Participant loan amounts forgiven	(17)
NET INVESTMENT LOSS PER SCHEDULE H TO THE FORM 5500	$ (71 733)
Other Income:	
Other income per financial statements	$ 4 420
Other income	(207)
Rounding	(1)
OTHER INCOME PER SCHEDULE H TO THE FORM 5500	$ 4 212
Benefit Payment and Payments to Provide Benefits:	
Benefits paid to participants per financial statements	$ 107 955
Participant loan amounts forgiven	(17)
TOTAL BENEFIT PAYMENTS PER SCHEDULE H TO THE FORM 5500	$ 107 938

SUPPLEMENTARY INFORMATION

SCHEDULE H PART IV, LINE4i
SCHEDULE OF ASSETS (HELD AT END OF YEAR)
ATKINSON CANDY COMPANY 401(k) PROFIT SHARING PLAN
December 31, 2010

EIN #75-1075387
PN #002

(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
*	Wells Fargo	Stable Return Fund	$ -	$ 644 990
*	Wells Fargo	Total Return Bond Fund	-	18 465
*	Wells Fargo	Equity Index	-	66 043
*	Wells Fargo	Enhanced Stock Market Fund	-	4 131
*	Wells Fargo	Adv. International BD-I	-	712
*	Wells Fargo	Adv. Strategic Large Cap Growth	-	432
*	Wells Fargo	Advantage Asset Allocation Fund	-	103 710
*	Wells Fargo	Advantage Global Opportunity Fund	-	256 559
*	Wells Fargo	Government Securities Fund	-	14 934
	Alger	Small Cap Growth	-	275
	Dreyfus	Premier Small Cap Equity	-	375
	Goldman Sachs	Large Value Fund	-	532
	Harbor	International Fund	-	427
	Janus	Overseas Fund	-	323
	JP Morgan	High Yield Fund	-	254
	Pimco	High Yeild Fund	-	85
	Pimco	Real Return Fund	-	649
	Pimco	Total Return Insttle	-	1 390
	T Rowe Price	Equity Income	-	442
	T Rowe Price	Real Estate	-	186
	T Rowe Price	Growth Fund	-	437
	American	Euro Pacific Growth	-	49 785
	American	Growth Fund	-	192 905
	Dreyfus	Mid Cap Index Fund	-	55 019
	Federated Kaufmann	Small Cap A	-	190
	Goldman Sachs	Mid Cap Value A	-	703
	Goldman Sachs	Small Cap Value A	-	135
	Invesco Van Kampen	Growth and Income A	-	37 644
	Lord Abbett	Small Cap Bld Cl A	-	1 244
	T Rowe Price	Retire 2020-R	-	1 263
	T Rowe Price	Retire 2030-R	-	67
	T Rowe Price	Retire 2040-R	-	15 660
	Thornburg	International Value Fund R-5	-	503
	Thornburg	Core Growth F/C R-3	-	15 473
	Participant Loans	Rate 4.25% to 8.50%	-	103 212
			$ -	$ 1 589 154

* Party-in-interest

** Column not applicable as this is an individual account plan that a participant or beneficiary directed with respect to assets allocated to his or her account.

See independent auditors' report.