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
GEMPERLE BROTHERS PROFIT SHARING PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 12/29/1969

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

GEMPERLE BROTHERS

10218 LANDER AVENUE
TURLOCK, CA 95380-9627

2b Employer Identification Number (EIN) 94-1441610

2c Sponsor's telephone number 209-667-2651

2d Business code (see instructions) 112300

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	BARRY MARCUS
	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")
GEMPERLE BROTHERS

10218 LANDER AVENUE
TURLOCK, CA 95380-9627

3b Administrator's EIN
94-1441610

3c Administrator's telephone number
209-667-2651

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**	254
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**	182
b	Retired or separated participants receiving benefits	**6b**	4
c	Other retired or separated participants entitled to future benefits	**6c**	78
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	264
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	2
f	Total. Add lines **6d** and **6e**	**6f**	266
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	264
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	2
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:
2E 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)		0	**A** (Insurance Information)
(4)	X		**C** (Service Provider Information)
(5)			**D** (DFE/Participating Plan Information)
(6)	X		**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
GEMPERLE BROTHERS PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
GEMPERLE BROTHERS

D Employer Identification Number (EIN)
94-1441610

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

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(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)

AMERICAN INVESTORS COMPANY

2682 BISHOP DRIVE STREET 123
P.O. BOX 1307
SAN RAMON, CA 94583

94-2201424

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
27 28	INVESTMENT ADVISOR	42335	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

FOX & FOX BENEFIT CONSULTANTS

7082 N. MAPLE AVE. #104
FRESNO, CA 93720

77-0228429

(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 17	TPA	8760	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

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

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 G (Form 5500)

Department of Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Financial Transaction Schedules

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
GEMPERLE BROTHERS PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
GEMPERLE BROTHERS

D Employer Identification Number (EIN)
94-1441610

Part I **Schedule of Loans or Fixed Income Obligations in Default or Classified as Uncollectible**

Complete as many entries as needed to report all loans or fixed income obligations in default or classified as uncollectible. Check box (a) if obligor is known to be a party in interest. Attach Overdue Loan Explanation for each loan listed. See Instructions.

(a)	(b) Identity and address of obligor	(c) Detailed description of loan including dates of making and maturity, interest rate, the type and value of collateral, any renegotiation of the loan and the terms of the renegotiation, and other material items
☐		

	Amount received during reporting year			Amount overdue	
(d) Original amount of loan	(e) Principal	(f) Interest	(g) Unpaid balance at end of year	(h) Principal	(i) Interest
0					

(a)	(b) Identity and address of obligor	(c) Detailed description of loan including dates of making and maturity, interest rate, the type and value of collateral, any renegotiation of the loan and the terms of the renegotiation, and other material items
☐		

	Amount received during reporting year			Amount overdue	
(d) Original amount of loan	(e) Principal	(f) Interest	(g) Unpaid balance at end of year	(h) Principal	(i) Interest

(a)	(b) Identity and address of obligor	(c) Detailed description of loan including dates of making and maturity, interest rate, the type and value of collateral, any renegotiation of the loan and the terms of the renegotiation, and other material items
☐		

	Amount received during reporting year			Amount overdue	
(d) Original amount of loan	(e) Principal	(f) Interest	(g) Unpaid balance at end of year	(h) Principal	(i) Interest

(a)	(b) Identity and address of obligor	(c) Detailed description of loan including dates of making and maturity, interest rate, the type and value of collateral, any renegotiation of the loan and the terms of the renegotiation, and other material items

	Amount received during reporting year			Amount overdue	
(d) Original amount of loan	(e) Principal	(f) Interest	(g) Unpaid balance at end of year	(h) Principal	(i) Interest

(a)	(b) Identity and address of obligor	(c) Detailed description of loan including dates of making and maturity, interest rate, the type and value of collateral, any renegotiation of the loan and the terms of the renegotiation, and other material items

	Amount received during reporting year			Amount overdue	
(d) Original amount of loan	(e) Principal	(f) Interest	(g) Unpaid balance at end of year	(h) Principal	(i) Interest

(a)	(b) Identity and address of obligor	(c) Detailed description of loan including dates of making and maturity, interest rate, the type and value of collateral, any renegotiation of the loan and the terms of the renegotiation, and other material items

	Amount received during reporting year			Amount overdue	
(d) Original amount of loan	(e) Principal	(f) Interest	(g) Unpaid balance at end of year	(h) Principal	(i) Interest

(a)	(b) Identity and address of obligor	(c) Detailed description of loan including dates of making and maturity, interest rate, the type and value of collateral, any renegotiation of the loan and the terms of the renegotiation, and other material items

	Amount received during reporting year			Amount overdue	
(d) Original amount of loan	(e) Principal	(f) Interest	(g) Unpaid balance at end of year	(h) Principal	(i) Interest

(a)	(b) Identity and address of obligor	(c) Detailed description of loan including dates of making and maturity, interest rate, the type and value of collateral, any renegotiation of the loan and the terms of the renegotiation, and other material items

	Amount received during reporting year			Amount overdue	
(d) Original amount of loan	(e) Principal	(f) Interest	(g) Unpaid balance at end of year	(h) Principal	(i) Interest

Part II Schedule of Leases in Default or Classified as Uncollectible

Complete as many entries as needed to report all leases in default or classified as uncollectible. Check box (a) if lessor or lessee is known to be a party in interest. Attach Overdue Lease Explanation for each lease listed. (See instructions)

(a)	(b) Identity of lessor/lessee	(c) Relationship to plan, employer, employee organization, or other party-in-interest	(d) Terms and description (type of property, location and date it was purchased, terms regarding rent, taxes, insurance, repairs, expenses, renewal options, date property was leased)
☐			

(e) Original cost	(f) Current value at time of lease	(g) Gross rental receipts during the plan year	(h) Expenses paid during the plan year	(i) Net receipts	(j) Amount in arrears
0	0				

(a)	(b) Identity of lessor/lessee	(c) Relationship to plan, employer, employee organization, or other party-in-interest	(d) Terms and description (type of property, location and date it was purchased, terms regarding rent, taxes, insurance, repairs, expenses, renewal options, date property was leased)
☐			

(e) Original cost	(f) Current value at time of lease	(g) Gross rental receipts during the plan year	(h) Expenses paid during the plan year	(i) Net receipts	(j) Amount in arrears

(a)	(b) Identity of lessor/lessee	(c) Relationship to plan, employer, employee organization, or other party-in-interest	(d) Terms and description (type of property, location and date it was purchased, terms regarding rent, taxes, insurance, repairs, expenses, renewal options, date property was leased)
☐			

(e) Original cost	(f) Current value at time of lease	(g) Gross rental receipts during the plan year	(h) Expenses paid during the plan year	(i) Net receipts	(j) Amount in arrears

(a)	(b) Identity of lessor/lessee	(c) Relationship to plan, employer, employee organization, or other party-in-interest	(d) Terms and description (type of property, location and date it was purchased, terms regarding rent, taxes, insurance, repairs, expenses, renewal options, date property was leased)
☐			

(e) Original cost	(f) Current value at time of lease	(g) Gross rental receipts during the plan year	(h) Expenses paid during the plan year	(i) Net receipts	(j) Amount in arrears

(a)	(b) Identity of lessor/lessee	(c) Relationship to plan, employer, employee organization, or other party-in-interest	(d) Terms and description (type of property, location and date it was purchased, terms regarding rent, taxes, insurance, repairs, expenses, renewal options, date property was leased)
☐			

(e) Original cost	(f) Current value at time of lease	(g) Gross rental receipts during the plan year	(h) Expenses paid during the plan year	(i) Net receipts	(j) Amount in arrears

(a)	(b) Identity of lessor/lessee	(c) Relationship to plan, employer, employee organization, or other party-in-interest	(d) Terms and description (type of property, location and date it was purchased, terms regarding rent, taxes, insurance, repairs, expenses, renewal options, date property was leased)
☐			

(e) Original cost	(f) Current value at time of lease	(g) Gross rental receipts during the plan year	(h) Expenses paid during the plan year	(i) Net receipts	(j) Amount in arrears

Part III Nonexempt Transactions

Complete as many entries as needed to report all nonexempt transactions. **Caution:** If a nonexempt prohibited transaction occurred with respect to a disqualified person, file Form 5330 with the IRS to pay the excise tax on the transaction.

(a) Identity of party involved	(b) Relationship to plan, employer, or other party-in-interest	(c) Description of transaction including maturity date, rate of interest, collateral, par or maturity value	(d) Purchase price
			0

(e) Selling price	(f) Lease rental	(g) Transaction expenses	(h) Cost of asset	(i) Current value of asset	(j) Net gain (or loss) on each transaction
0	0				

(a) Identity of party involved	(b) Relationship to plan, employer, or other party-in-interest	(c) Description of transaction including maturity date, rate of interest, collateral, par or maturity value	(d) Purchase price

(e) Selling price	(f) Lease rental	(g) Transaction expenses	(h) Cost of asset	(i) Current value of asset	(j) Net gain (or loss) on each transaction

(a) Identity of party involved	(b) Relationship to plan, employer, or other party-in-interest	(c) Description of transaction including maturity date, rate of interest, collateral, par or maturity value	(d) Purchase price

(e) Selling price	(f) Lease rental	(g) Transaction expenses	(h) Cost of asset	(i) Current value of asset	(j) Net gain (or loss) on each transaction

(a) Identity of party involved	(b) Relationship to plan, employer, or other party-in-interest	(c) Description of transaction including maturity date, rate of interest, collateral, par or maturity value	(d) Purchase price

(e) Selling price	(f) Lease rental	(g) Transaction expenses	(h) Cost of asset	(i) Current value of asset	(j) Net gain (or loss) on each transaction

(a) Identity of party involved	(b) Relationship to plan, employer, or other party-in-interest	(c) Description of transaction including maturity date, rate of interest, collateral, par or maturity value	(d) Purchase price

(e) Selling price	(f) Lease rental	(g) Transaction expenses	(h) Cost of asset	(i) Current value of asset	(j) Net gain (or loss) on each transaction

(a) Identity of party involved	(b) Relationship to plan, employer, or other party-in-interest	(c) Description of transaction including maturity date, rate of interest, collateral, par or maturity value	(d) Purchase price

(e) Selling price	(f) Lease rental	(g) Transaction expenses	(h) Cost of asset	(i) Current value of asset	(j) Net gain (or loss) on each transaction

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
GEMPERLE BROTHERS PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
GEMPERLE BROTHERS

D Employer Identification Number (EIN)
94-1441610

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)	648319	670328
(2) Participant contributions	1b(2)		
(3) Other	1b(3)	25272	32820
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	337127	1378355
(2) U.S. Government securities	1c(2)	310181	322488
(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)	91939	140936
(B) Common	1c(4)(B)	5273340	4519200
(5) Partnership/joint venture interests	1c(5)	280038	295628
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)	2843537	2676415
(8) Participant loans	1c(8)		
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	1701667	2244432
(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	11511420	12280602
Liabilities			
g Benefit claims payable	1g		
h Operating payables	1h	13297	17656
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through1j)	1k	13297	17656
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	11498123	12262946

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)	670328	
(B) Participants	2a(1)(B)		
(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)		670328
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	183967	
(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)		
(F) Other	2b(1)(F)		
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		183967
(2) Dividends: **(A)** Preferred stock	2b(2)(A)	193853	
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		193853
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		-22187
c Other income	2c		43829
d Total income. Add all **income** amounts in column (b) and enter total	2d		1069790
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	248755	
(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)		248755
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)	8760	
(3) Investment advisory and management fees	2i(3)	42335	
(4) Other	2i(4)	5117	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		56212
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		304967
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		764823
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) [X] Unqualified (2) [ ] Qualified (3) [ ] Disclaimer (4) [ ] Adverse

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

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

(1) Name: ATHERTON & ASSOCIATES (2) EIN: 94-1239084

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

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

Part IV Compliance Questions

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

During the plan year:

		Yes	No	Amount
a	Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	4a		X	
b	Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	4b		X	
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		500000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n			

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

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

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

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

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

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

OMB No. 1210-0110

2011

This Form is Open to Public Inspection.

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

A Name of plan
GEMPERLE BROTHERS PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
GEMPERLE BROTHERS

D Employer Identification Number (EIN)
94-1441610

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): _____ _____

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):

GEMPERLE BROTHERS
PROFIT SHARING PLAN

FINANCIAL STATEMENTS

YEAR ENDED DECEMBER 31, 2011



ATHERTON
& ASSOCIATES, LLP
CERTIFIED PUBLIC ACCOUNTANTS

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INDEPENDENT AUDITOR'S REPORT

October 9, 2012

Board of Trustees
Gemperle Brothers Profit Sharing Plan
Turlock, California

We have audited the accompanying statements of net assets available for benefits of Gemperle Brothers Profit Sharing Plan as of December 31, 2011 and 2010, and the related statement of changes in net assets available for benefits for the year ended December 31, 2011. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

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

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of Gemperle Brothers Profit Sharing Plan as of December 31, 2011 and 2010, and the changes in net assets available for benefits for the year ended December 31, 2011, in conformity with accounting principles generally accepted in the United States of America.

Our audits were conducted for the purpose of forming an opinion on the basic financial statements as a whole. The supplemental schedule of Schedule H, Line 4i – Schedule of Assets Held at End of Year as of December 31, 2011, is presented for the purpose of additional analysis and is not a required part of the basic financial statements, but is supplementary information required by the United States Department of Labor Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Such information is the responsibility of the Plan's management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audits of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the financial statements as a whole.

Atherton & Associates, LLP

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GEMPERLE BROTHERS PROFIT SHARING PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2011 AND 2010

	2011	2010
ASSETS		
Investments, at fair value		
Money market funds	$ 1,345,178	$ 333,760
Corporate stocks, common	3,690,341	4,522,738
Corporate stocks, preferred	140,936	144,053
U.S. Government securities	322,488	310,181
Mutual funds	2,244,432	1,701,667
Exchange traded funds	828,859	698,488
Partnership interests	295,628	280,038
Notes receivable	2,676,415	2,843,537
Total investments	11,544,277	10,834,462
Receivables		
Employers' contributions	670,328	648,319
Interest receivable	32,820	25,272
Total receivables	703,148	673,591
Cash	33,177	3,367
Total assets	12,280,602	11,511,420
LIABILITIES, accrued expenses	17,656	13,297
NET ASSETS AVAILABLE FOR BENEFITS	$ 12,262,946	$ 11,498,123

GEMPERLE BROTHERS PROFIT SHARING PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
YEAR ENDED DECEMBER 31, 2011

ADDITIONS TO NET ASSETS ATTRIBUTED TO:	
Investment income:	
Interest	$ 183,967
Dividends	193,853
Other investment income	43,829
Total investment income	421,649
Employers' contributions	670,328
Total additions	1,091,977
DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO:	
Net depreciation in fair value of investments	22,187
Benefits paid to participants	248,755
Administrative expenses	56,212
Total deductions	327,154
Net increase in net assets	764,823
NET ASSETS AVAILABLE FOR BENEFITS:	
Beginning of year	11,498,123
End of year	$ 12,262,946

Note 1 Description of the Plan

The following description of the Gemperle Brothers Profit Sharing Plan (Plan) provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General The Plan is a defined contribution plan covering all full-time employees of Gemperle Brothers and Gemperle Egg Packing, Inc. (the Company) who have completed one year of service. It is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). The Plan is non-participant directed.

Contributions Each year the Company contributes a percentage of qualified employee earnings. Contributions are at management's discretion. The Plan does not allow participant contributions.

Participant Accounts Each participant's account is credited with an allocation of (a) the Company's contributions, (b) Plan earnings, and charged with an allocation of administrative expenses, and (c) forfeitures of terminated participants' nonvested accounts. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account balance.

Notes Receivable from Participants The Plan does not allow for participant loans.

Payment of Benefits On termination of service due to death, disability, or retirement, a participant may elect to receive an amount equal to the value of the participant's vested interest in his or her account in either a lump-sum amount or in installments.

Vesting A participant's vesting in the Company contributions portion of their account plus earnings thereon is based on years of continuous service. A participant becomes 100 percent vested after six years of credited service.

Forfeited Accounts At December 31, 2011, there were no forfeited nonvested accounts which had not been allocated to eligible participants.

Administrative Expenses Certain administrative functions are performed by officers or employees of the Company. No such officer or employee receives compensation from the Plan. While the Company does pay some administrative expenses of the Plan directly, the majority of the administrative expenses are paid by the Plan.

Note 2 Summary of Accounting Policies

Basis of Accounting The Plan maintains its financial statements and accounting records on the accrual basis of accounting.

Investment Valuations and Income Recognition The Plan's investments are stated at fair value. Purchases and sales of securities are recorded on a trade-date basis. Dividends and interest income earned in brokerage accounts are recorded when paid. Interest income earned on all other income producing assets is recorded on the accrual basis. Net appreciation includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Payment of Benefits The Plan records benefits when paid. Total vested benefits due to terminated and retired participants but not paid was $1,701,381 as of December 31, 2011.

Note 2 Summary of Accounting Policies (Continued)

Reclassifications Certain reclassifications have been made to the 2010 financial statements to conform with the 2011 financial statements presentation. Such reclassifications had no effect on the change in net assets as previously reported.

Accounting for Uncertainty in Income Taxes The Financial Accounting Standards Board issued new guidance on accounting for uncertainty in income taxes. Management evaluated the Plan's tax positions and concluded that the Plan had maintained its tax exempt status and had taken no uncertain tax positions that require adjustment to the financial statements. Therefore, no provision or liability for income taxes has been included in the financial statements. With few exceptions, the Plan is no longer subject to income tax examinations by the U.S. federal, state, or local tax authorities for years before 2008.

Use of Estimates The preparation of the financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of net assets available for benefits and changes therein. Accordingly, actual results could differ from those estimates.

Subsequent Events In preparing these financial statements, the Company has evaluated events and transactions for potential recognition or disclosure through October 9, 2012, the date the financial statements were available to be issued.

Note 3 Concentration of Credit Risk

The Plan maintains its cash and money market funds balances at various institutions, which at times may exceed federally insured limits. The uninsured cash and money market funds amounts at December 31, 2011 was $597,678.

The Federal Deposits Insurance Corporation (FDIC) insures the money market funds held in the Plan's TD Ameritrade account for a maximum of $500,000. Securities held in the Plan's TD Ameritrade account are insured by the Securities Investor Protection Corporation for a maximum of $500,000. In addition, TD Ameritrade provides supplementary protection through other insurance companies, which is for securities only.

Note 4 Investments

No investments represented 5% or more of the Plan's net assets at December 31, 2010. Investments that represent 5% or more of the Plan's net assets at December 31, 2011 are as follows:

Money Market - TD Ameritrade	$1,070,178

Note 4 Investments (Continued)

During 2011, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated (depreciated) in value as follows:

Corporate stocks	$ (2,160)
U.S. government securities	13,232
Mutual funds	(33,259)
Partnership interests	-
Net depreciation in fair value of investments	$ (22,187)

Note 5 Plan Termination

Although it has not expressed any interest 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% vested in their accounts. Any unallocated assets of the Plan shall be allocated to participant accounts and distributed in such a manner as the Company may determine.

Note 6 Income Tax Status

The Plan obtained its latest determination letter on August 30, 2001, in which the Internal Revenue Service stated that the Plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code. The Plan has been amended since receiving the determination letter. However, the Plan administrator and the Plan's tax counsel believe that the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code. Therefore, they believe that the Plan was qualified and the related trust was tax-exempt as of the financial statement date.

Note 7 Transactions with Party-In-Interest

Gemperle Brothers (Plan sponsor and trustee), Gemperle Egg Packing Inc. (Plan sponsor and trustee), Fox and Fox (Plan's third party administrator), and American Investor's Company (Plan's investment advisor) are parties-in-interest according to Section 3(14) of ERISA. The Plan paid significant fees to the following parties-in-interest for the year ended December 31, 2011:

Fox and Fox	$ 8,760
American Investor's Company	42,335

Note 8 Risk and Uncertainties

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

Note 9 Fair Value Measurements

The Financial Accounting Standards Board (FASB) established a framework for measuring fair value. The framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy are described below:

Level 1 Represents financial assets whose fair value is determined based upon observable unadjusted quoted market prices for identical financial assets in active markets that the Plan has the ability to access.

Level 2 Represents financial assets whose fair value is determined based upon quoted market prices for similar assets in active markets; quoted market prices for identical assets in inactive markets; inputs other than quoted market prices that are observable for the assets such as interest rates or yield curves, or other inputs derived principally from or corroborated from other observable market information.

Level 3 Represents financial assets whose fair value is determined based upon inputs that are unobservable, including the Plan's own determinations of the assumptions that a market participant would use in pricing the asset.

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

Money market funds and mutual funds Valued at the net asset value ("NAV") of shares held by the plan at year end.

Common stocks, preferred stocks, ETFs and U.S. government securities Valued at the closing price reported on the active market on which the individual securities are traded.

Partnership interests Valued by comparing the discounted fair market value of the property to the book value of the underlying assets.

Notes receivable Valued at amortized cost, which approximates fair value.

Note 9 Fair Value Measurements (Continued)

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

	December 31, 2011			
	Level 1	Level 2	Level 3	Total
Money market funds	$ 1,345,178	$ -	$ -	$ 1,345,178
Corporate stocks, common				
Large core	948,294	-	-	948,294
Large value	1,050,266	-	-	1,050,266
Large growth	590,378	-	-	590,378
Mid core	472,681	-	-	472,681
Mid value	205,473	-	-	205,473
Mid growth	118,065	-	-	118,065
Small core	9,592	-	-	9,592
Small value	164,376	-	-	164,376
Long-term bond	83,376	-	-	83,376
Multi-sector bond	47,840	-	-	47,840
Corporate stock, preferred				
Large growth	48,621	-	-	48,621
Mid growth	12,148	-	-	12,148
Mid value	49,090	-	-	49,090
Small value	31,077	-	-	31,077
U.S. government securities	322,488	-	-	322,488
Mutual funds				
Small value	511,794	-	-	511,794
Short-term bonds	1,732,638	-	-	1,732,638
Exchange traded funds				
Large blend	20,039	-	-	20,039
Government bonds	291,000	-	-	291,000
Precious metals	517,820	-	-	517,820
Partnership interests	-	-	295,628	295,628
Notes receivable	-	-	2,676,415	2,676,415
Total assets at fair value	$8,572,234	$ -	$2,972,043	$11,544,277

	December 31, 2010			
	Level 1	Level 2	Level 3	Total
Money market funds	$ 333,760	$ -	$ -	$ 333,760
Corporate stocks, common				
Large core	893,047	-	-	893,047
Large value	1,835,760	-	-	1,835,760
Large growth	654,454	-	-	654,454
Mid core	502,808	-	-	502,808
Mid value	197,224	-	-	197,224
Mid growth	120,987	-	-	120,987
Small value	183,230	-	-	183,230

Note 9 Fair Value Measurements (Continued)

	December 31, 2010			
	Level 1	Level 2	Level 3	Total
Corporate stock, common (continued)				
Small growth	$ 872	$ -	$ -	$ 872
Long-term bond	81,456	-	-	81,456
Multi-sector bond	52,900	-	-	52,900
Corporate stock, preferred				
Large growth	30,758	-	-	30,758
Large value	25,951			25,951
Mid growth	12,181	-	-	12,181
Mid value	49,000	-	-	49,000
Small value	26,163	-	-	26,163
U.S. government securities	310,181	-	-	310,181
Mutual funds				
Small value	495,385	-	-	495,385
Short-term bonds	1,206,282	-	-	1,206,282
Exchange traded funds				
Government bonds	225,888	-	-	225,888
Precious metals	472,600	-	-	472,600
Partnership interests	-	-	280,038	280,038
Notes receivable	-	-	2,843,537	2,843,537
Total assets at fair value	$7,710,887	$ -	$3,123,575	$10,834,462

Level 3 gains and losses

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

	Partnership Interests	Notes Receivable
Balance, beginning of year	$ 280,038	$ 2,843,537
Total gains/losses for the period (realized and unrealized) that are included in earnings	35,598	-
Purchases/contributions	-	547,463
Sales/distributions	(20,008)	(714,585)
Balance, end of year	$ 295,628	$ 2,676,415

Note 10 Contingencies

The Plan is currently under an examination with the Internal Revenue Service for plan years ending December 31, 2009 through 2011. Any assessments will be paid by the Plan Sponsor and will not be paid from plan assets. As of issuance of these financial statements, no resolution has been determined to the outcome of the examination.

SUPPLEMENTAL SCHEDULE - FORM 5500 PURPOSES

(a)	(b) Identity of issuer, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current Value
	Money Market Funds			
	TD Ameritrade	Units Money market	$ 1,070,178	$ 1,070,178
	Bank of America	Units Money market	275,000	275,000
			$ 1,345,178	$ 1,345,178
	TD Ameritrade - Corporate Stocks - Common			
	Abbott Laboratories	1,400 Shares	$ 44,178	$ 78,722
	Alcoa Inc	1,000 Shares	29,899	8,650
	Alliance Resource Partners LP	1,000 Shares	27,480	75,580
	American Water Works Co Inc	1,100 Shares	24,947	35,046
	AmerisourceBergen Corp	1,300 Shares	20,604	48,347
	Annaly Capital Management Inc	3,000 Shares	48,384	47,880
	Aqua America Inc	1,450 Shares	25,080	31,973
	Baxter International Inc	650 Shares	19,717	32,162
	Baytex Energy Trust	1,250 Shares	24,785	69,863
	Berkshire Hathaway Inc	1,000 Shares	58,070	76,300
	Boeing Company	300 Shares	10,014	22,005
	BP P L C Sponsored ADR	715 Shares	32,334	30,559
	Bristol Myers Squibb Co.	1,500 Shares	56,599	52,860
	Cameron International Corp	1,740 Shares	19,590	85,591
	Cardinal Health Inc	300 Shares	13,919	12,183
	CareFusion Corporation	150 Shares	5,515	3,811
	Caterpillar Inc	1,300 Shares	23,432	117,780
	ChevronTexaco Corp	1,000 Shares	32,257	106,400
	Cimarex Energy	750 Shares	20,415	46,425
	Cisco Systems	2,500 Shares	45,910	45,200
	Colgate-Palmolive Company	400 Shares	23,047	36,956
	Comcast Corp, Class A	1,400 Shares	34,181	33,194
	Consolidated Water Co Ltd	1,950 Shares	24,866	16,731
	Covidien Ltd	700 Shares	30,707	31,507
	Devon Energy Corp	730 Shares	19,765	45,260
	Diamond Offshore Drilling Inc	1,250 Shares	25,705	69,075
	Dominion Resources Inc	500 Shares	14,335	26,540

(a)	(b) Identity of issuer, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current Value
	TD Ameritrade - Corporate Stocks - Common (Continued)			
	Edison International	600 Shares	$ 15,987	$ 24,840
	Energy Tranfer Partners, LP	475 Shares	25,129	21,779
	Ensco International Inc	725 Shares	19,895	34,017
	Enterprise Products Partners LP	775 Shares	25,089	35,944
	Exelon Corp	400 Shares	16,406	17,348
	Exxon Mobil	1,480 Shares	58,615	125,445
	Frontier Comminications Corp	3,500 Shares	20,344	18,025
	General Electric Co	4,220 Shares	127,380	75,580
	Gilead Sciences Inc	1,400 Shares	25,774	57,302
	Great Plains Energy Inc.	85 Shares	13,581	1,851
	Halliburton Co	1,800 Shares	12,480	62,118
	Hess Corporation	525 Shares	9,732	29,820
	Hewlett-Packard Co	6,000 Shares	258,792	154,560
	Hospira Inc.	140 Shares	2,749	4,252
	Intel Corp	1,800 Shares	27,550	43,650
	Johnson & Johnson	1,520 Shares	59,943	99,681
	JP Morgan Chase & Co	3,000 Shares	104,800	99,750
	Kinder Morgan Energy Partners LP	1,000 Shares	45,179	84,950
	Laboratory Corp of America	600 Shares	24,439	51,582
	Magellan Midstream Partners LP	800 Shares	12,555	55,104
	Medcohealth Solutions	1,000 Shares	16,433	55,900
	Medtronic Inc	400 Shares	19,275	15,300
	Merck & Co Inc	1,211 Shares	30,117	45,655
	Microsoft Corporation	1,000 Shares	16,859	25,960
	Molycorp Inc	400 Shares	15,114	9,592
	Nestle S A	750 Shares	19,890	43,282
	Novartis AG ADR	1,000 Shares	41,106	57,170
	Occidental Petroleum Corp	900 Shares	9,874	84,330
	Oceaneering International Inc	800 Shares	27,370	36,904
	OGE Energy Corp	1,500 Shares	32,955	85,065
	Oracle Corp	1,000 Shares	15,580	25,650
	Patterson-UTI Energy Inc	1,250 Shares	19,951	24,975
	Pengrowth Energy Trust	1,300 Shares	23,644	13,689

(a)	(b) Identity of issuer, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current Value
	TD Ameritrade - Corporate Stocks - Common (Continued)			
	Penn West Energy Trust	800 Shares	$ 24,876	$ 15,840
	Petroleo Brasileiro SA Petrobras	1,000 Shares	29,736	24,850
	Pfizier Inc	2,100 Shares	48,530	45,444
	Pharmerica Corp	54 Shares	615	820
	Pimco Corporate Opportunity Fund	4,800 Shares	74,559	83,376
	Pimco Income Strategy Fund	4,600 Shares	49,226	47,840
	Qualcomm Inc	500 Shares	18,330	27,350
	Royal Dutch Petroleum Co	400 Shares	16,171	29,236
	San Juan Basin Royalty Trust	625 Shares	5,000	14,225
	Schlumberger LTD	750 Shares	14,700	51,232
	Source Capital Inc	450 Shares	15,442	21,146
	Stryker Corp	600 Shares	26,596	29,826
	Sunoco Inc	350 Shares	27,884	14,357
	TE Connectivity Ltd	800 Shares	31,203	24,648
	TEVA Pharmaceutical	1,000 Shares	28,934	40,360
	Texas Instruments Inc	1,000 Shares	30,132	29,110
	Tidewater Inc	650 Shares	19,366	32,045
	Transocean Inc	594 Shares	13,524	22,804
	Tyco Intl LTD New	200 Shares	11,218	9,342
	United Natural Foods Inc	1,500 Shares	43,269	60,015
	US Bancorp (Del)	1,000 Shares	13,709	27,050
	Varian Medical Systems Inc	475 Shares	25,313	31,886
	Wal Mart Stores Inc	1,100 Shares	31,909	65,736
	Windstream Corp	2,500 Shares	25,510	29,350
	Zimmer Holdings Inc	75 Shares	-	4,007
			2,576,074	3,689,565
	Charles Schwab - Corporate Stocks - Common			
	Home Fed Corporation	40 Shares	-	776
			$ 2,576,074	$ 3,690,341

(a)	(b) Identity of issuer, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current Value
	TD Ameritrade - Corporate Stocks - Preferred			
	AES Tr III 6.75% TR Pfd Conv Secs	1,000 Shares	$ 50,470	$ 49,090
	Comcast Corp, PFD	1,900 Shares	49,006	48,621
	El Paso Energy Capital Trust	675 Shares	25,322	31,077
	Source Capital Inc. PFD	350 Shares	11,002	12,148
			$ 135,800	$ 140,936
	TD Ameritrade - U.S. Government Securities			
	GNMA Pass-Thru X, 7.00%	50 2029 - 7.000%	551	667
	US Treasury N/B, 2.25%	100 2015 - 2.250%	99,812	105,633
	US Treasury N/B, 2.625%	200 2016 - 2.625%	197,260	216,188
			$ 297,623	$ 322,488
	TD Ameritrade - Exchange Traded Funds			
	iShares Barclays 20+ Year	2,400 ETF	$ 254,280	$ 291,000
	iShares COMEX Gold Trust	34,000 ETF	247,588	517,820
	Market Vectors Agribusiness	425 ETF	24,162	20,039
			$ 526,030	$ 828,859
	TD Ameritrade - Mutual Funds			
	Forward FDS - Accessor Select Income	23,263 Shares	$ 554,926	$ 511,794
	Highmark FDS Short Term Bond	46,212 Shares	465,992	463,043
	JP Morgan FD SVCS SHT Dura	46,280 Shares	507,943	506,730
	Marshall Funds Short Term Income	54,506 Shares	509,130	506,903
	PIMCO Low Duration II FD	25,622 Shares	254,473	255,962
			$ 2,292,464	$ 2,244,432

(a)	(b) Identity of issuer, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current Value
	Partnership Interests			
	Golden State Properties		$ 53,625	$ 168,168
	Peabody Self Storage		99,249	127,460
			$ 152,874	$ 295,628
	Notes Receivable			
	John C. Williams	2/1/12; 6.00%; secured by deed of trust	$ 447,917	$ 447,917
	Golden State Properties	06/05/18; 6.50%; secured by deed of trust	164,418	164,418
	Canal Street Partnership	6/12/18; 6.00%; secured by deed of trust	53,065	53,065
	352 E. Olive Ave., LLC	11/1/17; 7.25%; secured by deed of trust	238,918	238,918
	John Grover	8/27/12; 6.50%; secured by deed of trust	175,000	175,000
	William Endsley	Past Due; 6.00%; secured by deed of trust	107,000	107,000
	Darryl Crow, CCIM	01/17/12; 7.00%; secured by deed of trust	29,475	29,475
	Three To One Investment Group	8/1/12; 7.00%; secured by deed of trust	86,582	86,582
	Darryl Crow, CCIM	1/2/13; 5.00%; secured by deed of trust	44,661	44,661
	Robert and Joelle Triebsch	9/13/15; 5.00%; secured by deed of trust	177,690	177,690
	Sybas, LLC	12/29/14; 5.00%; secured by deed of trust	547,463	547,463
	Peabody Self-Storage	5/1/15; 7.00%; secured by deed of trust	20,921	20,921
	Skeels Farms LTD.	1/26/16; 7.00%; secured by deed of trust	156,860	156,860

(a)	(b) Identity of issuer, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current Value
	Notes Receivable (Continued)			
	Skeels Farms	Past due; 7.00%; secured by deed of trust	$ 258,462	$ 258,462
	Palm Street Partnership	08/01/16; 5.00%; secured by deed of trust	167,983	167,983
			$ 2,676,415	$ 2,676,415
	Cash			
	Bank of America	General checking	$ 33,177	$ 33,177

(a)	(b) Identity of issuer, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.		(d) Cost	(e) Current Value
	Money Market Funds				
	TD Ameritrade	Units	Money market	$ 1,070,178	$ 1,070,178
	Bank of America	Units	Money market	275,000	275,000
				$ 1,345,178	$ 1,345,178
	TD Ameritrade - Corporate Stocks - Common				
	Abbott Laboratories	1,400	Shares	$ 44,178	$ 78,722
	Alcoa Inc	1,000	Shares	29,899	8,650
	Alliance Resource Partners LP	1,000	Shares	27,480	75,580
	American Water Works Co Inc	1,100	Shares	24,947	35,046
	AmerisourceBergen Corp	1,300	Shares	20,604	48,347
	Annaly Capital Management Inc	3,000	Shares	48,384	47,880
	Aqua America Inc	1,450	Shares	25,080	31,973
	Baxter International Inc	650	Shares	19,717	32,162
	Baytex Energy Trust	1,250	Shares	24,785	69,863
	Berkshire Hathaway Inc	1,000	Shares	58,070	76,300
	Boeing Company	300	Shares	10,014	22,005
	BP P L C Sponsored ADR	715	Shares	32,334	30,559
	Bristol Myers Squibb Co.	1,500	Shares	56,599	52,860
	Cameron International Corp	1,740	Shares	19,590	85,591
	Cardinal Health Inc	300	Shares	13,919	12,183
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	Caterpillar Inc	1,300	Shares	23,432	117,780
	ChevronTexaco Corp	1,000	Shares	32,257	106,400
	Cimarex Energy	750	Shares	20,415	46,425
	Cisco Systems	2,500	Shares	45,910	45,200
	Colgate-Palmolive Company	400	Shares	23,047	36,956
	Comcast Corp, Class A	1,400	Shares	34,181	33,194
	Consolidated Water Co Ltd	1,950	Shares	24,866	16,731
	Covidien Ltd	700	Shares	30,707	31,507
	Devon Energy Corp	730	Shares	19,765	45,260
	Diamond Offshore Drilling Inc	1,250	Shares	25,705	69,075
	Dominion Resources Inc	500	Shares	14,335	26,540

(a)	(b) Identity of issuer, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current Value
	TD Ameritrade - Corporate Stocks - Common (Continued)			
	Edison International	600 Shares	$ 15,987	$ 24,840
	Energy Tranfer Partners, LP	475 Shares	25,129	21,779
	Ensco International Inc	725 Shares	19,895	34,017
	Enterprise Products Partners LP	775 Shares	25,089	35,944
	Exelon Corp	400 Shares	16,406	17,348
	Exxon Mobil	1,480 Shares	58,615	125,445
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	General Electric Co	4,220 Shares	127,380	75,580
	Gilead Sciences Inc	1,400 Shares	25,774	57,302
	Great Plains Energy Inc.	85 Shares	13,581	1,851
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	Hess Corporation	525 Shares	9,732	29,820
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	Magellan Midstream Partners LP	800 Shares	12,555	55,104
	Medcohealth Solutions	1,000 Shares	16,433	55,900
	Medtronic Inc	400 Shares	19,275	15,300
	Merck & Co Inc	1,211 Shares	30,117	45,655
	Microsoft Corporation	1,000 Shares	16,859	25,960
	Molycorp Inc	400 Shares	15,114	9,592
	Nestle S A	750 Shares	19,890	43,282
	Novartis AG ADR	1,000 Shares	41,106	57,170
	Occidental Petroleum Corp	900 Shares	9,874	84,330
	Oceaneering International Inc	800 Shares	27,370	36,904
	OGE Energy Corp	1,500 Shares	32,955	85,065
	Oracle Corp	1,000 Shares	15,580	25,650
	Patterson-UTI Energy Inc	1,250 Shares	19,951	24,975
	Pengrowth Energy Trust	1,300 Shares	23,644	13,689

(a)	(b) Identity of issuer, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current Value
	TD Ameritrade - Corporate Stocks - Common (Continued)			
	Penn West Energy Trust	800 Shares	$ 24,876	$ 15,840
	Petroleo Brasileiro SA Petrobras	1,000 Shares	29,736	24,850
	Pfizier Inc	2,100 Shares	48,530	45,444
	Pharmerica Corp	54 Shares	615	820
	Pimco Corporate Opportunity Fund	4,800 Shares	74,559	83,376
	Pimco Income Strategy Fund	4,600 Shares	49,226	47,840
	Qualcomm Inc	500 Shares	18,330	27,350
	Royal Dutch Petroleum Co	400 Shares	16,171	29,236
	San Juan Basin Royalty Trust	625 Shares	5,000	14,225
	Schlumberger LTD	750 Shares	14,700	51,232
	Source Capital Inc	450 Shares	15,442	21,146
	Stryker Corp	600 Shares	26,596	29,826
	Sunoco Inc	350 Shares	27,884	14,357
	TE Connectivity Ltd	800 Shares	31,203	24,648
	TEVA Pharmaceutical	1,000 Shares	28,934	40,360
	Texas Instruments Inc	1,000 Shares	30,132	29,110
	Tidewater Inc	650 Shares	19,366	32,045
	Transocean Inc	594 Shares	13,524	22,804
	Tyco Intl LTD New	200 Shares	11,218	9,342
	United Natural Foods Inc	1,500 Shares	43,269	60,015
	US Bancorp (Del)	1,000 Shares	13,709	27,050
	Varian Medical Systems Inc	475 Shares	25,313	31,886
	Wal Mart Stores Inc	1,100 Shares	31,909	65,736
	Windstream Corp	2,500 Shares	25,510	29,350
	Zimmer Holdings Inc	75 Shares	-	4,007
			2,576,074	3,689,565
	Charles Schwab - Corporate Stocks - Common			
	Home Fed Corporation	40 Shares	-	776
			$ 2,576,074	$ 3,690,341

(a)	(b) Identity of issuer, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current Value
	TD Ameritrade - Corporate Stocks - Preferred			
	AES Tr III 6.75% TR Pfd Conv Secs	1,000 Shares	$ 50,470	$ 49,090
	Comcast Corp, PFD	1,900 Shares	49,006	48,621
	El Paso Energy Capital Trust	675 Shares	25,322	31,077
	Source Capital Inc. PFD	350 Shares	11,002	12,148
			$ 135,800	$ 140,936
	TD Ameritrade - U.S. Government Securities			
	GNMA Pass-Thru X, 7.00%	50 2029 - 7.000%	551	667
	US Treasury N/B, 2.25%	100 2015 - 2.250%	99,812	105,633
	US Treasury N/B, 2.625%	200 2016 - 2.625%	197,260	216,188
			$ 297,623	$ 322,488
	TD Ameritrade - Exchange Traded Funds			
	iShares Barclays 20+ Year	2,400 ETF	$ 254,280	$ 291,000
	iShares COMEX Gold Trust	34,000 ETF	247,588	517,820
	Market Vectors Agribusiness	425 ETF	24,162	20,039
			$ 526,030	$ 828,859
	TD Ameritrade - Mutual Funds			
	Forward FDS - Accessor Select Income	23,263 Shares	$ 554,926	$ 511,794
	Highmark FDS Short Term Bond	46,212 Shares	465,992	463,043
	JP Morgan FD SVCS SHT Dura	46,280 Shares	507,943	506,730
	Marshall Funds Short Term Income	54,506 Shares	509,130	506,903
	PIMCO Low Duration II FD	25,622 Shares	254,473	255,962
			$ 2,292,464	$ 2,244,432

(a)	(b) Identity of issuer, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current Value
	Partnership Interests			
	Golden State Properties		$ 53,625	$ 168,168
	Peabody Self Storage		99,249	127,460
			$ 152,874	$ 295,628
	Notes Receivable			
	John C. Williams	2/1/12; 6.00%; secured by deed of trust	$ 447,917	$ 447,917
	Golden State Properties	06/05/18; 6.50%; secured by deed of trust	164,418	164,418
	Canal Street Partnership	6/12/18; 6.00%; secured by deed of trust	53,065	53,065
	352 E. Olive Ave., LLC	11/1/17; 7.25%; secured by deed of trust	238,918	238,918
	John Grover	8/27/12; 6.50%; secured by deed of trust	175,000	175,000
	William Endsley	Past Due; 6.00%; secured by deed of trust	107,000	107,000
	Darryl Crow, CCIM	01/17/12; 7.00%; secured by deed of trust	29,475	29,475
	Three To One Investment Group	8/1/12; 7.00%; secured by deed of trust	86,582	86,582
	Darryl Crow, CCIM	1/2/13; 5.00%; secured by deed of trust	44,661	44,661
	Robert and Joelle Triebsch	9/13/15; 5.00%; secured by deed of trust	177,690	177,690
	Sybas, LLC	12/29/14; 5.00%; secured by deed of trust	547,463	547,463
	Peabody Self-Storage	5/1/15; 7.00%; secured by deed of trust	20,921	20,921
	Skeels Farms LTD.	1/26/16; 7.00%; secured by deed of trust	156,860	156,860

(a)	(b) Identity of issuer, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current Value
	Notes Receivable (Continued)			
	Skeels Farms	Past due; 7.00%; secured by deed of trust	$ 258,462	$ 258,462
	Palm Street Partnership	08/01/16; 5.00%; secured by deed of trust	167,983	167,983
			$ 2,676,415	$ 2,676,415
	Cash			
	Bank of America	General checking	$ 33,177	$ 33,177

GEMPERLE BROTHERS
PROFIT SHARING PLAN

FINANCIAL STATEMENTS

YEAR ENDED DECEMBER 31, 2011



ATHERTON
& ASSOCIATES, LLP
CERTIFIED PUBLIC ACCOUNTANTS

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INDEPENDENT AUDITOR'S REPORT

October 9, 2012

Board of Trustees
Gemperle Brothers Profit Sharing Plan
Turlock, California

We have audited the accompanying statements of net assets available for benefits of Gemperle Brothers Profit Sharing Plan as of December 31, 2011 and 2010, and the related statement of changes in net assets available for benefits for the year ended December 31, 2011. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

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

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of Gemperle Brothers Profit Sharing Plan as of December 31, 2011 and 2010, and the changes in net assets available for benefits for the year ended December 31, 2011, in conformity with accounting principles generally accepted in the United States of America.

Our audits were conducted for the purpose of forming an opinion on the basic financial statements as a whole. The supplemental schedule of Schedule H, Line 4i – Schedule of Assets Held at End of Year as of December 31, 2011, is presented for the purpose of additional analysis and is not a required part of the basic financial statements, but is supplementary information required by the United States Department of Labor Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Such information is the responsibility of the Plan's management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audits of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the financial statements as a whole.

Atherton & Associates, LLP

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GEMPERLE BROTHERS PROFIT SHARING PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2011 AND 2010

	2011	2010
ASSETS		
Investments, at fair value		
Money market funds	$ 1,345,178	$ 333,760
Corporate stocks, common	3,690,341	4,522,738
Corporate stocks, preferred	140,936	144,053
U.S. Government securities	322,488	310,181
Mutual funds	2,244,432	1,701,667
Exchange traded funds	828,859	698,488
Partnership interests	295,628	280,038
Notes receivable	2,676,415	2,843,537
Total investments	11,544,277	10,834,462
Receivables		
Employers' contributions	670,328	648,319
Interest receivable	32,820	25,272
Total receivables	703,148	673,591
Cash	33,177	3,367
Total assets	12,280,602	11,511,420
LIABILITIES, accrued expenses	17,656	13,297
NET ASSETS AVAILABLE FOR BENEFITS	$ 12,262,946	$ 11,498,123

GEMPERLE BROTHERS PROFIT SHARING PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
YEAR ENDED DECEMBER 31, 2011

ADDITIONS TO NET ASSETS ATTRIBUTED TO:	
Investment income:	
Interest	$ 183,967
Dividends	193,853
Other investment income	43,829
Total investment income	421,649
Employers' contributions	670,328
Total additions	1,091,977
DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO:	
Net depreciation in fair value of investments	22,187
Benefits paid to participants	248,755
Administrative expenses	56,212
Total deductions	327,154
Net increase in net assets	764,823
NET ASSETS AVAILABLE FOR BENEFITS:	
Beginning of year	11,498,123
End of year	$ 12,262,946

Note 1 Description of the Plan

The following description of the Gemperle Brothers Profit Sharing Plan (Plan) provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General The Plan is a defined contribution plan covering all full-time employees of Gemperle Brothers and Gemperle Egg Packing, Inc. (the Company) who have completed one year of service. It is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). The Plan is non-participant directed.

Contributions Each year the Company contributes a percentage of qualified employee earnings. Contributions are at management's discretion. The Plan does not allow participant contributions.

Participant Accounts Each participant's account is credited with an allocation of (a) the Company's contributions, (b) Plan earnings, and charged with an allocation of administrative expenses, and (c) forfeitures of terminated participants' nonvested accounts. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account balance.

Notes Receivable from Participants The Plan does not allow for participant loans.

Payment of Benefits On termination of service due to death, disability, or retirement, a participant may elect to receive an amount equal to the value of the participant's vested interest in his or her account in either a lump-sum amount or in installments.

Vesting A participant's vesting in the Company contributions portion of their account plus earnings thereon is based on years of continuous service. A participant becomes 100 percent vested after six years of credited service.

Forfeited Accounts At December 31, 2011, there were no forfeited nonvested accounts which had not been allocated to eligible participants.

Administrative Expenses Certain administrative functions are performed by officers or employees of the Company. No such officer or employee receives compensation from the Plan. While the Company does pay some administrative expenses of the Plan directly, the majority of the administrative expenses are paid by the Plan.

Note 2 Summary of Accounting Policies

Basis of Accounting The Plan maintains its financial statements and accounting records on the accrual basis of accounting.

Investment Valuations and Income Recognition The Plan's investments are stated at fair value. Purchases and sales of securities are recorded on a trade-date basis. Dividends and interest income earned in brokerage accounts are recorded when paid. Interest income earned on all other income producing assets is recorded on the accrual basis. Net appreciation includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Payment of Benefits The Plan records benefits when paid. Total vested benefits due to terminated and retired participants but not paid was $1,701,381 as of December 31, 2011.

Note 2 Summary of Accounting Policies (Continued)

Reclassifications Certain reclassifications have been made to the 2010 financial statements to conform with the 2011 financial statements presentation. Such reclassifications had no effect on the change in net assets as previously reported.

Accounting for Uncertainty in Income Taxes The Financial Accounting Standards Board issued new guidance on accounting for uncertainty in income taxes. Management evaluated the Plan's tax positions and concluded that the Plan had maintained its tax exempt status and had taken no uncertain tax positions that require adjustment to the financial statements. Therefore, no provision or liability for income taxes has been included in the financial statements. With few exceptions, the Plan is no longer subject to income tax examinations by the U.S. federal, state, or local tax authorities for years before 2008.

Use of Estimates The preparation of the financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of net assets available for benefits and changes therein. Accordingly, actual results could differ from those estimates.

Subsequent Events In preparing these financial statements, the Company has evaluated events and transactions for potential recognition or disclosure through October 9, 2012, the date the financial statements were available to be issued.

Note 3 Concentration of Credit Risk

The Plan maintains its cash and money market funds balances at various institutions, which at times may exceed federally insured limits. The uninsured cash and money market funds amounts at December 31, 2011 was $597,678.

The Federal Deposits Insurance Corporation (FDIC) insures the money market funds held in the Plan's TD Ameritrade account for a maximum of $500,000. Securities held in the Plan's TD Ameritrade account are insured by the Securities Investor Protection Corporation for a maximum of $500,000. In addition, TD Ameritrade provides supplementary protection through other insurance companies, which is for securities only.

Note 4 Investments

No investments represented 5% or more of the Plan's net assets at December 31, 2010. Investments that represent 5% or more of the Plan's net assets at December 31, 2011 are as follows:

Money Market - TD Ameritrade	$1,070,178

Note 4 Investments (Continued)

During 2011, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated (depreciated) in value as follows:

Corporate stocks	$ (2,160)
U.S. government securities	13,232
Mutual funds	(33,259)
Partnership interests	-
Net depreciation in fair value of investments	$ (22,187)

Note 5 Plan Termination

Although it has not expressed any interest 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% vested in their accounts. Any unallocated assets of the Plan shall be allocated to participant accounts and distributed in such a manner as the Company may determine.

Note 6 Income Tax Status

The Plan obtained its latest determination letter on August 30, 2001, in which the Internal Revenue Service stated that the Plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code. The Plan has been amended since receiving the determination letter. However, the Plan administrator and the Plan's tax counsel believe that the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code. Therefore, they believe that the Plan was qualified and the related trust was tax-exempt as of the financial statement date.

Note 7 Transactions with Party-In-Interest

Gemperle Brothers (Plan sponsor and trustee), Gemperle Egg Packing Inc. (Plan sponsor and trustee), Fox and Fox (Plan's third party administrator), and American Investor's Company (Plan's investment advisor) are parties-in-interest according to Section 3(14) of ERISA. The Plan paid significant fees to the following parties-in-interest for the year ended December 31, 2011:

Fox and Fox	$ 8,760
American Investor's Company	42,335

Note 8 Risk and Uncertainties

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

Note 9 Fair Value Measurements

The Financial Accounting Standards Board (FASB) established a framework for measuring fair value. The framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy are described below:

Level 1 Represents financial assets whose fair value is determined based upon observable unadjusted quoted market prices for identical financial assets in active markets that the Plan has the ability to access.

Level 2 Represents financial assets whose fair value is determined based upon quoted market prices for similar assets in active markets; quoted market prices for identical assets in inactive markets; inputs other than quoted market prices that are observable for the assets such as interest rates or yield curves, or other inputs derived principally from or corroborated from other observable market information.

Level 3 Represents financial assets whose fair value is determined based upon inputs that are unobservable, including the Plan's own determinations of the assumptions that a market participant would use in pricing the asset.

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

Money market funds and mutual funds Valued at the net asset value ("NAV") of shares held by the plan at year end.

Common stocks, preferred stocks, ETFs and U.S. government securities Valued at the closing price reported on the active market on which the individual securities are traded.

Partnership interests Valued by comparing the discounted fair market value of the property to the book value of the underlying assets.

Notes receivable Valued at amortized cost, which approximates fair value.

Note 9 Fair Value Measurements (Continued)

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

	December 31, 2011			
	Level 1	Level 2	Level 3	Total
Money market funds	$ 1,345,178	$ -	$ -	$ 1,345,178
Corporate stocks, common				
Large core	948,294	-	-	948,294
Large value	1,050,266	-	-	1,050,266
Large growth	590,378	-	-	590,378
Mid core	472,681	-	-	472,681
Mid value	205,473	-	-	205,473
Mid growth	118,065	-	-	118,065
Small core	9,592	-	-	9,592
Small value	164,376	-	-	164,376
Long-term bond	83,376	-	-	83,376
Multi-sector bond	47,840	-	-	47,840
Corporate stock, preferred				
Large growth	48,621	-	-	48,621
Mid growth	12,148	-	-	12,148
Mid value	49,090	-	-	49,090
Small value	31,077	-	-	31,077
U.S. government securities	322,488	-	-	322,488
Mutual funds				
Small value	511,794	-	-	511,794
Short-term bonds	1,732,638	-	-	1,732,638
Exchange traded funds				
Large blend	20,039	-	-	20,039
Government bonds	291,000	-	-	291,000
Precious metals	517,820	-	-	517,820
Partnership interests	-	-	295,628	295,628
Notes receivable	-	-	2,676,415	2,676,415
Total assets at fair value	$8,572,234	$ -	$2,972,043	$11,544,277

	December 31, 2010			
	Level 1	Level 2	Level 3	Total
Money market funds	$ 333,760	$ -	$ -	$ 333,760
Corporate stocks, common				
Large core	893,047	-	-	893,047
Large value	1,835,760	-	-	1,835,760
Large growth	654,454	-	-	654,454
Mid core	502,808	-	-	502,808
Mid value	197,224	-	-	197,224
Mid growth	120,987	-	-	120,987
Small value	183,230	-	-	183,230

Note 9 Fair Value Measurements (Continued)

	December 31, 2010			
	Level 1	Level 2	Level 3	Total
Corporate stock, common (continued)				
Small growth	$ 872	$ -	$ -	$ 872
Long-term bond	81,456	-	-	81,456
Multi-sector bond	52,900	-	-	52,900
Corporate stock, preferred				
Large growth	30,758	-	-	30,758
Large value	25,951			25,951
Mid growth	12,181	-	-	12,181
Mid value	49,000	-	-	49,000
Small value	26,163	-	-	26,163
U.S. government securities	310,181	-	-	310,181
Mutual funds				
Small value	495,385	-	-	495,385
Short-term bonds	1,206,282	-	-	1,206,282
Exchange traded funds				
Government bonds	225,888	-	-	225,888
Precious metals	472,600	-	-	472,600
Partnership interests	-	-	280,038	280,038
Notes receivable	-	-	2,843,537	2,843,537
Total assets at fair value	$7,710,887	$ -	$3,123,575	$10,834,462

Level 3 gains and losses

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

	Partnership Interests	Notes Receivable
Balance, beginning of year	$ 280,038	$ 2,843,537
Total gains/losses for the period (realized and unrealized) that are included in earnings	35,598	-
Purchases/contributions	-	547,463
Sales/distributions	(20,008)	(714,585)
Balance, end of year	$ 295,628	$ 2,676,415

Note 10 Contingencies

The Plan is currently under an examination with the Internal Revenue Service for plan years ending December 31, 2009 through 2011. Any assessments will be paid by the Plan Sponsor and will not be paid from plan assets. As of issuance of these financial statements, no resolution has been determined to the outcome of the examination.

SUPPLEMENTAL SCHEDULE - FORM 5500 PURPOSES

(a)	(b) Identity of issuer, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current Value
	Money Market Funds			
	TD Ameritrade	Units Money market	$ 1,070,178	$ 1,070,178
	Bank of America	Units Money market	275,000	275,000
			$ 1,345,178	$ 1,345,178
	TD Ameritrade - Corporate Stocks - Common			
	Abbott Laboratories	1,400 Shares	$ 44,178	$ 78,722
	Alcoa Inc	1,000 Shares	29,899	8,650
	Alliance Resource Partners LP	1,000 Shares	27,480	75,580
	American Water Works Co Inc	1,100 Shares	24,947	35,046
	AmerisourceBergen Corp	1,300 Shares	20,604	48,347
	Annaly Capital Management Inc	3,000 Shares	48,384	47,880
	Aqua America Inc	1,450 Shares	25,080	31,973
	Baxter International Inc	650 Shares	19,717	32,162
	Baytex Energy Trust	1,250 Shares	24,785	69,863
	Berkshire Hathaway Inc	1,000 Shares	58,070	76,300
	Boeing Company	300 Shares	10,014	22,005
	BP P L C Sponsored ADR	715 Shares	32,334	30,559
	Bristol Myers Squibb Co.	1,500 Shares	56,599	52,860
	Cameron International Corp	1,740 Shares	19,590	85,591
	Cardinal Health Inc	300 Shares	13,919	12,183
	CareFusion Corporation	150 Shares	5,515	3,811
	Caterpillar Inc	1,300 Shares	23,432	117,780
	ChevronTexaco Corp	1,000 Shares	32,257	106,400
	Cimarex Energy	750 Shares	20,415	46,425
	Cisco Systems	2,500 Shares	45,910	45,200
	Colgate-Palmolive Company	400 Shares	23,047	36,956
	Comcast Corp, Class A	1,400 Shares	34,181	33,194
	Consolidated Water Co Ltd	1,950 Shares	24,866	16,731
	Covidien Ltd	700 Shares	30,707	31,507
	Devon Energy Corp	730 Shares	19,765	45,260
	Diamond Offshore Drilling Inc	1,250 Shares	25,705	69,075
	Dominion Resources Inc	500 Shares	14,335	26,540

(a)	(b) Identity of issuer, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current Value
	TD Ameritrade - Corporate Stocks - Common (Continued)			
	Edison International	600 Shares	$ 15,987	$ 24,840
	Energy Tranfer Partners, LP	475 Shares	25,129	21,779
	Ensco International Inc	725 Shares	19,895	34,017
	Enterprise Products Partners LP	775 Shares	25,089	35,944
	Exelon Corp	400 Shares	16,406	17,348
	Exxon Mobil	1,480 Shares	58,615	125,445
	Frontier Comminications Corp	3,500 Shares	20,344	18,025
	General Electric Co	4,220 Shares	127,380	75,580
	Gilead Sciences Inc	1,400 Shares	25,774	57,302
	Great Plains Energy Inc.	85 Shares	13,581	1,851
	Halliburton Co	1,800 Shares	12,480	62,118
	Hess Corporation	525 Shares	9,732	29,820
	Hewlett-Packard Co	6,000 Shares	258,792	154,560
	Hospira Inc.	140 Shares	2,749	4,252
	Intel Corp	1,800 Shares	27,550	43,650
	Johnson & Johnson	1,520 Shares	59,943	99,681
	JP Morgan Chase & Co	3,000 Shares	104,800	99,750
	Kinder Morgan Energy Partners LP	1,000 Shares	45,179	84,950
	Laboratory Corp of America	600 Shares	24,439	51,582
	Magellan Midstream Partners LP	800 Shares	12,555	55,104
	Medcohealth Solutions	1,000 Shares	16,433	55,900
	Medtronic Inc	400 Shares	19,275	15,300
	Merck & Co Inc	1,211 Shares	30,117	45,655
	Microsoft Corporation	1,000 Shares	16,859	25,960
	Molycorp Inc	400 Shares	15,114	9,592
	Nestle S A	750 Shares	19,890	43,282
	Novartis AG ADR	1,000 Shares	41,106	57,170
	Occidental Petroleum Corp	900 Shares	9,874	84,330
	Oceaneering International Inc	800 Shares	27,370	36,904
	OGE Energy Corp	1,500 Shares	32,955	85,065
	Oracle Corp	1,000 Shares	15,580	25,650
	Patterson-UTI Energy Inc	1,250 Shares	19,951	24,975
	Pengrowth Energy Trust	1,300 Shares	23,644	13,689

(a)	(b) Identity of issuer, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current Value
	TD Ameritrade - Corporate Stocks - Common (Continued)			
	Penn West Energy Trust	800 Shares	$ 24,876	$ 15,840
	Petroleo Brasileiro SA Petrobras	1,000 Shares	29,736	24,850
	Pfizier Inc	2,100 Shares	48,530	45,444
	Pharmerica Corp	54 Shares	615	820
	Pimco Corporate Opportunity Fund	4,800 Shares	74,559	83,376
	Pimco Income Strategy Fund	4,600 Shares	49,226	47,840
	Qualcomm Inc	500 Shares	18,330	27,350
	Royal Dutch Petroleum Co	400 Shares	16,171	29,236
	San Juan Basin Royalty Trust	625 Shares	5,000	14,225
	Schlumberger LTD	750 Shares	14,700	51,232
	Source Capital Inc	450 Shares	15,442	21,146
	Stryker Corp	600 Shares	26,596	29,826
	Sunoco Inc	350 Shares	27,884	14,357
	TE Connectivity Ltd	800 Shares	31,203	24,648
	TEVA Pharmaceutical	1,000 Shares	28,934	40,360
	Texas Instruments Inc	1,000 Shares	30,132	29,110
	Tidewater Inc	650 Shares	19,366	32,045
	Transocean Inc	594 Shares	13,524	22,804
	Tyco Intl LTD New	200 Shares	11,218	9,342
	United Natural Foods Inc	1,500 Shares	43,269	60,015
	US Bancorp (Del)	1,000 Shares	13,709	27,050
	Varian Medical Systems Inc	475 Shares	25,313	31,886
	Wal Mart Stores Inc	1,100 Shares	31,909	65,736
	Windstream Corp	2,500 Shares	25,510	29,350
	Zimmer Holdings Inc	75 Shares	-	4,007
			2,576,074	3,689,565
	Charles Schwab - Corporate Stocks - Common			
	Home Fed Corporation	40 Shares	-	776
			$ 2,576,074	$ 3,690,341

(a)	(b) Identity of issuer, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current Value
	TD Ameritrade - Corporate Stocks - Preferred			
	AES Tr III 6.75% TR Pfd Conv Secs	1,000 Shares	$ 50,470	$ 49,090
	Comcast Corp, PFD	1,900 Shares	49,006	48,621
	El Paso Energy Capital Trust	675 Shares	25,322	31,077
	Source Capital Inc. PFD	350 Shares	11,002	12,148
			$ 135,800	$ 140,936
	TD Ameritrade - U.S. Government Securities			
	GNMA Pass-Thru X, 7.00%	50 2029 - 7.000%	551	667
	US Treasury N/B, 2.25%	100 2015 - 2.250%	99,812	105,633
	US Treasury N/B, 2.625%	200 2016 - 2.625%	197,260	216,188
			$ 297,623	$ 322,488
	TD Ameritrade - Exchange Traded Funds			
	iShares Barclays 20+ Year	2,400 ETF	$ 254,280	$ 291,000
	iShares COMEX Gold Trust	34,000 ETF	247,588	517,820
	Market Vectors Agribusiness	425 ETF	24,162	20,039
			$ 526,030	$ 828,859
	TD Ameritrade - Mutual Funds			
	Forward FDS - Accessor Select Income	23,263 Shares	$ 554,926	$ 511,794
	Highmark FDS Short Term Bond	46,212 Shares	465,992	463,043
	JP Morgan FD SVCS SHT Dura	46,280 Shares	507,943	506,730
	Marshall Funds Short Term Income	54,506 Shares	509,130	506,903
	PIMCO Low Duration II FD	25,622 Shares	254,473	255,962
			$ 2,292,464	$ 2,244,432

(a)	(b) Identity of issuer, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current Value
	Partnership Interests			
	Golden State Properties		$ 53,625	$ 168,168
	Peabody Self Storage		99,249	127,460
			$ 152,874	$ 295,628
	Notes Receivable			
	John C. Williams	2/1/12; 6.00%; secured by deed of trust	$ 447,917	$ 447,917
	Golden State Properties	06/05/18; 6.50%; secured by deed of trust	164,418	164,418
	Canal Street Partnership	6/12/18; 6.00%; secured by deed of trust	53,065	53,065
	352 E. Olive Ave., LLC	11/1/17; 7.25%; secured by deed of trust	238,918	238,918
	John Grover	8/27/12; 6.50%; secured by deed of trust	175,000	175,000
	William Endsley	Past Due; 6.00%; secured by deed of trust	107,000	107,000
	Darryl Crow, CCIM	01/17/12; 7.00%; secured by deed of trust	29,475	29,475
	Three To One Investment Group	8/1/12; 7.00%; secured by deed of trust	86,582	86,582
	Darryl Crow, CCIM	1/2/13; 5.00%; secured by deed of trust	44,661	44,661
	Robert and Joelle Triebsch	9/13/15; 5.00%; secured by deed of trust	177,690	177,690
	Sybas, LLC	12/29/14; 5.00%; secured by deed of trust	547,463	547,463
	Peabody Self-Storage	5/1/15; 7.00%; secured by deed of trust	20,921	20,921
	Skeels Farms LTD.	1/26/16; 7.00%; secured by deed of trust	156,860	156,860

(a)	(b) Identity of issuer, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current Value
	Notes Receivable (Continued)			
	Skeels Farms	Past due; 7.00%; secured by deed of trust	$ 258,462	$ 258,462
	Palm Street Partnership	08/01/16; 5.00%; secured by deed of trust	167,983	167,983
			$ 2,676,415	$ 2,676,415
	Cash			
	Bank of America	General checking	$ 33,177	$ 33,177