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
ADAMS GROUP, INC. 401(K) PROFIT SHARING PLAN

1b Three-digit plan number (PN) ▶ 003

1c Effective date of plan 01/01/1978

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

ADAMS GROUP, INC.

7301 JOHN GALT WAY
PO BOX 975
ARBUCKLE, CA 95912

2b Employer Identification Number (EIN)
94-2200898

2c Sponsor's telephone number
530-668-2070

2d Business code (see instructions)
424500

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	TONYA CANEVARI
	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")
ADAMS GROUP, INC.

7301 JOHN GALT WAY
PO BOX 975
ARBUCKLE, CA 95912

3b Administrator's EIN
94-2200898

3c Administrator's telephone number
530-668-2070

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**	155
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**	81
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	17
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	98
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	98
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	90
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	0
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

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

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

9a Plan funding arrangement (check all that apply)

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

9b Plan benefit arrangement (check all that apply)

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

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

a Pension Schedules

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

b General Schedules

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

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

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

A Name of plan
ADAMS GROUP, INC. 401(K) PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 003

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

D Employer Identification Number (EIN)
94-2200898

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

AMERICAN FUNDS

95-1411037

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

JANUS

43-1804048

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

LORD ABBETT

13-5620131

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

T. ROWE PRICE

52-2264646

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

PRINCIPAL FUNDS

42-1520346

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

MFS

04-2747644

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

WELLS FARGO ADVANTAGE

41-0449260

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

MAINSTAY

52-2206685

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

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

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

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

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

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

WELLS FARGO BANK, N. A.

94-1347381

(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 49 50 52 62 64	SERVICE PROVIDER	1220	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [ ] No [X]

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

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

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

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

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

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

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

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

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

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

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

OMB No. 1210-0110

2011

This Form is Open to Public Inspection.

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

A Name of plan
ADAMS GROUP, INC. 401(K) PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 003

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

D Employer Identification Number (EIN)
94-2200898

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

a Name of MTIA, CCT, PSA, or 103-12 IE: STABLE RETURN FUND N4

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

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103 12 IE at end of year (see instructions)
52-2251296-001	C	1000109

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

2011

This Form is Open to Public Inspection

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

A Name of plan
ADAMS GROUP, INC. 401(K) PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 003

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

D Employer Identification Number (EIN)
94-2200898

Part I Asset and Liability Statement

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)		
(9) Value of interest in common/collective trusts	1c(9)	1177120	1000109
(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)	4412126	4830525
(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	5589246	5830634
Liabilities			
g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	5589246	5830634

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)	524035	
(B) Participants	2a(1)(B)	249918	
(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)		773953
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)		
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		0
(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	34807	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		34807
(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)		20914
(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)		-259336
c Other income	2c		10315
d Total income. Add all **income** amounts in column (b) and enter total	2d		580653
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	327730	
(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)		327730
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	11535	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		11535
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		339265
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		241388
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: GIBSON & COMPANY INC. (2) EIN: 94-2743702

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
ADAMS GROUP, INC. 401(K) PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 003

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

D Employer Identification Number (EIN)
94-2200898

Part I Distributions

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

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

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

EIN(s): 56-1354495

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

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

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

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

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

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

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

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

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

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

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

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

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

Part III Amendments

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

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

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

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

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

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

ADAMS GROUP, INC. 401(K)
PROFIT SHARING PLAN

Financial Statements

December 31, 2011 and 2010

(With Independent Auditor's Report Thereon)

GIBSON & COMPANY, INC.
CERTIFIED PUBLIC ACCOUNTANT
4600 NORTHGATE BLVD., SUITE 115 • SACRAMENTO, CALIFORNIA 95834-1121
(916) 484-1252 FAX (916) 484-1123
WEBSITE WWW.GIBSONCOCPA.COM

INDEPENDENT AUDITOR'S REPORT

Plan Administrator
Adams Group, Inc. 401(k)
Profit Sharing Plan

We have audited the accompanying statements of net assets available for benefits of Adams Group, Inc. 401(k) Profit Sharing Plan as of December 31, 2011 and 2010, and the related statements of changes in net assets available for benefits for the years then ended. 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 audit provides 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 Adams Group, Inc. 401(k) Profit Sharing Plan as of December 31, 2011 and 2010, and the changes in net assets available for benefits for the years then ended in conformity with accounting principles generally accepted in the United States of America.

Our audits were performed for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental schedule of assets held at end of year for the years ended December 31, 2011 and 2010 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 Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. This supplemental schedule is the responsibility of the Plan's management. The supplemental schedule for the years ended December 31, 2011 and 2010 has been subjected to the auditing procedures applied in the audit of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

GIBSON & COMPANY, INC.
CERTIFIED PUBLIC ACCOUNTANT
Gibson + Company, Inc.
Certified Public Accountant

October 11, 2012
Sacramento, California

ADAMS GROUP, INC. 401(K)
PROFIT SHARING PLAN

Statements of Net Assets Available for Benefits

December 31, 2011 and 2010

	2011	2010
Assets:		
Investments:		
At fair value:		
Wells Fargo Stable Return Fund	$ 1,000,109	1,177,120
Shares of registered investment companies:		
MFS Value Fund	117,963	-0-
Mainstay Large Cap Growth	1,489,333	-0-
Principal Midcap Blend	230,174	-0-
New Perspective Fund	1,131,691	1,093,690
Growth Fund of America	-0-	1,728,128
Europacific Growth	371,195	356,235
Wells Fargo Adv. Total Return Bond Fund	352,540	307,758
Janus Balanced Fund	505,237	442,948
Lord Abbett Classic Stock	347,354	452,911
Victory Special Value	-0-	14,801
T. Rowe Price Small-Cap Stock Fund	260,937	15,655
Wells Fargo Advantage DJ Target 2050 Fund	6,221	-0-
Wells Fargo Advantage DJ Target 2040 Fund	11,566	-0-
Wells Fargo Advantage DJ Target 2030 Fund	6,170	-0-
Wells Fargo Advantage DJ Target Today Fund	145	-0-
Total Investments at Fair Value	5,830,635	5,589,246
Receivables:		
Employer contribution	188,293	391,786
Total Assets	6,018,928	5,981,032
Liabilities:		
Miscellaneous	-0-	-0-
Total Liabilities	-0-	-0-
Net Assets Available for Benefits	$ 6,018,928	5,981,032

See accompanying notes to the financial statements

ADAMS GROUP, INC. 401(K)
PROFIT SHARING PLAN

Statements of Changes in Net Assets Available for Benefits

December 31, 2011 and 2010

	2011	2010
Additions to Net Assets Attributed to:		
Investment income:		
Dividends	$ 34,807	66,979
Interest	-0-	2,165
Net investment gain (loss)	(238,422)	320,612
Other	10,315	-0-
Contributions:		
Employer	320,543	515,122
Participants	249,918	266,670
Total Additions	377,161	1,171,548
Deductions from Net Assets Attributed to:		
Benefits paid to participants	327,730	250,103
Administrative expense	11,535	120
Total Deductions	339,265	250,223
Net Increase (Decrease)	37,896	921,325
Net Assets Available for Benefits Beginning of Year	5,981,032	5,059,707
Net Assets Available for Benefits End of Year	$ 6,018,928	5,981,032

See accompanying notes to the financial statements

ADAMS GROUP, INC. 401(K)
PROFIT SHARING PLAN

Notes to Financial Statements

December 31, 2011 and 2010

(1) DESCRIPTION OF PLAN:

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

a. General
The Plan is a defined contribution plan covering all full-time employees of the Company who have one year of service, 1000 hours and are age twenty-one or older. It is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

b. Contributions
Each year, participants may contribute up to the maximum amount allowed by law of pretax annual compensation, as defined in the Plan. Participants may also contribute amounts representing distributions from other qualified defined benefit or contribution plans. The Company contributes a matching contribution as a Safe Harbor contribution. Additional amounts may be contributed at the option of the Company's board of directors. Contributions are subject to certain limitations.

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

d. Vesting
Participants are immediately vested in their contribution plus actual earnings thereon and the Company's Safe Harbor matching contribution. Vesting in the Company's discretionary contribution portion of their accounts plus actual earnings thereon is based on years of continuous service. A participant gradually vests in those accounts based on a schedule with percents increasing between 1-5 years of service. A participant is 100% vested after five years of credited service.

(1) DESCRIPTION OF PLAN: (Continued)

e. Investment Options
Upon enrollment in the Plan, participants may direct contributions into the investment funds selected and maintained by Wells Fargo Bank.

Participants may change their investment options daily.

f. Payment of Benefits
When a participant retires or terminates employment, benefits will automatically be paid in a lump sum amount equal to the vested value of their account balance. Benefits are recorded when paid.

g. Forfeited Accounts
At December 31, 2011 and 2010, forfeited nonvested accounts totaled $7,287 and $13,866 respectively. These accounts will be used to reduce employer contributions.

(2) SUMMARY OF ACCOUNTING POLICIES:

a. Basis of Accounting
The financial statements of the Plan are prepared on the accrual basis of accounting.

b. Estimates
The preparation of financial statements in conformity with generally accepted accounting principles requires the management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, and disclosures of contingent assets and liabilities. Actual results could differ from those estimates.

c. Investment Valuation and Income Recognition
Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See note 7 for discussion of fair value measurements.

Purchase and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net investment gain (loss) includes the plan's gains and losses on investments bought and sold as well as held during the year.

(2) SUMMARY OF ACCOUNTING POLICIES: (Continued)

d. Tax Status
The trust established under the Plan to hold the Plan's assets is qualified pursuant to the appropriate section of the Internal Revenue Code, and, accordingly, the trust's net investment income is exempt from income taxes. The Plan has obtained a favorable tax determination letter from the Internal Revenue Service and the Plan sponsor believes that the Plan continues to qualify and to operate as designed. The Plan's information returns (Form 5500) for the years ended December 31, 2008, 2009 and 2010 are subject to examination by federal taxing authorities generally for three years after they are filed.

e. Plan Expenses
Plan expenses are to be paid by the Sponsor, except to the extent paid by the plan.

f. Date of Management's Review
Management has evaluated subsequent events through October 11, 2012, the date on which the financial statements were available to be issued.

(3) PLAN TERMINATION:

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

(4) PLAN ADMINISTRATION:

The employer pays the salaries and related benefits of the bookkeepers who maintain the plan's records. The employer also contributes the office space where the business of the plan is conducted and where their records are kept. The employer also pays the administrative fees for the annual audit of the plan and paid the yearly processing and investment advisory fees charged by Pension Specialists, Inc.

(5) INVESTMENTS:

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

	2011	2010
New Perspective Fund	$ 1,131,691	1,093,690
Mainstay Large Cap Growth	1,489,333	-
Growth Fund of America	-	1,728,128
Europacific Growth	371,195	356,235
Wells Fargo Stable Return Fund	1,000,109	1,177,120
Wells Fargo Adv. Total Return Bond Fund	352,540	307,758
Janus Balanced Fund	505,237	442,948
Lord Abbett Classic Stock	347,354	452,911

(6) RISKS AND UNCERTAINTIES:

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

(7) FAIR VALUE MEASUREMENTS:

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

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

Level 2 Inputs to the valuation methodology include

- quoted prices for similar assets or liabilities in active markets;
- quoted prices for identical or similar assets or liabilities in inactive markets;
- inputs other than quoted prices that are observable for the asset or liability;
- inputs that are derived principally from or corroborated by observable market data by correlation or other means.

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

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

(7) FAIR VALUE MEASUREMENTS: (Continued)

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

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

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

Cash - Money Market Funds: Shares held by the plan are valued at year end based on the net unit value calculated by the fund.

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

(7) FAIR VALUE MEASUREMENTS: (Continued)

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

Assets at Fair Value as of December 31, 2011

	Level 1	Level 2	Level 3
Cash - Stable Return Fund	$ 1,000,109	-	-
Mutual Funds	4,830,526	-	-
Total Assets at Fair Value	$ 5,830,635	-	-

Assets at Fair Value as of December 31, 2010

	Level 1	Level 2	Level 3
Cash - Stable Return Fund	$ 1,177,120	-	-
Mutual Funds	4,412,126	-	-
Total Assets at Fair Value	$ 5,589,246	-	-

(8) RECONCILIATION OF FINANCIAL STATEMENTS TO SCHEDULE H OF FORM 5500:

The following is a reconciliation of net assets available for benefits per the financial statements to Schedule H of Form 5500:

	December 31, 2011	December 31, 2010
Net assets available for benefits per the financial statements	$ 6,018,928	5,981,032
Employer contribution receivable	(188,293)	(391,786)
Net assets available for benefits per Schedule H to the Form 5500	$ 5,830,635	5,589,246

The following is a reconciliation of employer and participant contributions per the financial statements for the years ended December 31, 2011 and 2010 to Schedule H of Form 5500:

	2011	2010
Employer contributions per the financial statements	$ 320,543	515,122
Less: Employer contribution receivable at December 31, 2011 and 2010	(188,293)	(391,786)
Plus: Employer contribution receivable at December 31, 2010 and 2009	391,786	-0-
Employer contributions per Schedule H of Form 5500	$ 524,036	123,336

ADAMS GROUP, INC. 401(K)
PROFIT SHARING PLAN

EIN 94-2200898

Plan Number 003

Schedule H, line 4i-Schedule of Assets (Held at End of Year)

	December 31, 2011		December 31, 2010	
c. Description of investment including maturity date, rate of interest, collateral, par or maturity value	d. Cost	e. Current Value	d. Cost	e. Current Value
MFS Value Fund	$ *	117,963	$ *	-0-
Mainstay Large Cap Growth	*	1,489,333	*	-0-
American Mutual Funds - New Perspective Fund	*	1,131,691	*	1,093,690
Principal Midcap Blend	*	230,174	*	-0-
American Mutual Funds - Europacific Growth Fund	*	371,195	*	356,235
American Mutual Funds - Growth Fund of America	*	-0-	*	1,728,128
Wells Fargo Stable Return Fund	*	1,000,109	*	1,177,120
Wells Fargo Adv. Total Return Bond Fund	*	352,540	*	307,758
Janus Balanced Fund	*	505,237	*	442,948
Lord Abbett Classic Stock	*	347,354	*	452,911
Victory Special Value	*	-0-	*	14,801
T. Rowe Price Small-Cap Stock Fund	*	260,937	*	15,655
Wells Fargo Advantage DJ Target 2050 Fund	*	6,221	*	-0-
Wells Fargo Advantage DJ Target 2040 Fund	*	11,566	*	-0-
Wells Fargo Advantage DJ Target 2030 Fund	*	6,170	*	-0-
Wells Fargo Advantage DJ Target Today Fund	*	145	*	-0-

*Information omitted per instructions

ADAMS GROUP, INC. 401(K)
PROFIT SHARING PLAN

Financial Statements

December 31, 2011 and 2010

(With Independent Auditor's Report Thereon)

GIBSON & COMPANY, INC.
CERTIFIED PUBLIC ACCOUNTANT
4600 NORTHGATE BLVD., SUITE 115 • SACRAMENTO, CALIFORNIA 95834-1121
(916) 484-1252 FAX (916) 484-1123
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INDEPENDENT AUDITOR'S REPORT

Plan Administrator
Adams Group, Inc. 401(k)
Profit Sharing Plan

We have audited the accompanying statements of net assets available for benefits of Adams Group, Inc. 401(k) Profit Sharing Plan as of December 31, 2011 and 2010, and the related statements of changes in net assets available for benefits for the years then ended. 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 audit provides 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 Adams Group, Inc. 401(k) Profit Sharing Plan as of December 31, 2011 and 2010, and the changes in net assets available for benefits for the years then ended in conformity with accounting principles generally accepted in the United States of America.

Our audits were performed for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental schedule of assets held at end of year for the years ended December 31, 2011 and 2010 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 Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. This supplemental schedule is the responsibility of the Plan's management. The supplemental schedule for the years ended December 31, 2011 and 2010 has been subjected to the auditing procedures applied in the audit of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

GIBSON & COMPANY, INC.
CERTIFIED PUBLIC ACCOUNTANT
Gibson + Company, Inc.
Certified Public Accountant

October 11, 2012
Sacramento, California

ADAMS GROUP, INC. 401(K)
PROFIT SHARING PLAN

Statements of Net Assets Available for Benefits

December 31, 2011 and 2010

	2011	2010
Assets:		
Investments:		
At fair value:		
Wells Fargo Stable Return Fund	$ 1,000,109	1,177,120
Shares of registered investment companies:		
MFS Value Fund	117,963	-0-
Mainstay Large Cap Growth	1,489,333	-0-
Principal Midcap Blend	230,174	-0-
New Perspective Fund	1,131,691	1,093,690
Growth Fund of America	-0-	1,728,128
Europacific Growth	371,195	356,235
Wells Fargo Adv. Total Return Bond Fund	352,540	307,758
Janus Balanced Fund	505,237	442,948
Lord Abbett Classic Stock	347,354	452,911
Victory Special Value	-0-	14,801
T. Rowe Price Small-Cap Stock Fund	260,937	15,655
Wells Fargo Advantage DJ Target 2050 Fund	6,221	-0-
Wells Fargo Advantage DJ Target 2040 Fund	11,566	-0-
Wells Fargo Advantage DJ Target 2030 Fund	6,170	-0-
Wells Fargo Advantage DJ Target Today Fund	145	-0-
Total Investments at Fair Value	5,830,635	5,589,246
Receivables:		
Employer contribution	188,293	391,786
Total Assets	6,018,928	5,981,032
Liabilities:		
Miscellaneous	-0-	-0-
Total Liabilities	-0-	-0-
Net Assets Available for Benefits	$ 6,018,928	5,981,032

See accompanying notes to the financial statements

ADAMS GROUP, INC. 401(K)
PROFIT SHARING PLAN

Statements of Changes in Net Assets Available for Benefits

December 31, 2011 and 2010

	2011	2010
Additions to Net Assets Attributed to:		
Investment income:		
Dividends	$ 34,807	66,979
Interest	-0-	2,165
Net investment gain (loss)	(238,422)	320,612
Other	10,315	-0-
Contributions:		
Employer	320,543	515,122
Participants	249,918	266,670
Total Additions	377,161	1,171,548
Deductions from Net Assets Attributed to:		
Benefits paid to participants	327,730	250,103
Administrative expense	11,535	120
Total Deductions	339,265	250,223
Net Increase (Decrease)	37,896	921,325
Net Assets Available for Benefits Beginning of Year	5,981,032	5,059,707
Net Assets Available for Benefits End of Year	$ 6,018,928	5,981,032

See accompanying notes to the financial statements

ADAMS GROUP, INC. 401(K)
PROFIT SHARING PLAN

Notes to Financial Statements

December 31, 2011 and 2010

(1) DESCRIPTION OF PLAN:

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

a. General
The Plan is a defined contribution plan covering all full-time employees of the Company who have one year of service, 1000 hours and are age twenty-one or older. It is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

b. Contributions
Each year, participants may contribute up to the maximum amount allowed by law of pretax annual compensation, as defined in the Plan. Participants may also contribute amounts representing distributions from other qualified defined benefit or contribution plans. The Company contributes a matching contribution as a Safe Harbor contribution. Additional amounts may be contributed at the option of the Company's board of directors. Contributions are subject to certain limitations.

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

d. Vesting
Participants are immediately vested in their contribution plus actual earnings thereon and the Company's Safe Harbor matching contribution. Vesting in the Company's discretionary contribution portion of their accounts plus actual earnings thereon is based on years of continuous service. A participant gradually vests in those accounts based on a schedule with percents increasing between 1-5 years of service. A participant is 100% vested after five years of credited service.

(1) DESCRIPTION OF PLAN: (Continued)

e. Investment Options
Upon enrollment in the Plan, participants may direct contributions into the investment funds selected and maintained by Wells Fargo Bank.

Participants may change their investment options daily.

f. Payment of Benefits
When a participant retires or terminates employment, benefits will automatically be paid in a lump sum amount equal to the vested value of their account balance. Benefits are recorded when paid.

g. Forfeited Accounts
At December 31, 2011 and 2010, forfeited nonvested accounts totaled $7,287 and $13,866 respectively. These accounts will be used to reduce employer contributions.

(2) SUMMARY OF ACCOUNTING POLICIES:

a. Basis of Accounting
The financial statements of the Plan are prepared on the accrual basis of accounting.

b. Estimates
The preparation of financial statements in conformity with generally accepted accounting principles requires the management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, and disclosures of contingent assets and liabilities. Actual results could differ from those estimates.

c. Investment Valuation and Income Recognition
Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See note 7 for discussion of fair value measurements.

Purchase and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net investment gain (loss) includes the plan's gains and losses on investments bought and sold as well as held during the year.

(2) SUMMARY OF ACCOUNTING POLICIES: (Continued)

d. Tax Status
The trust established under the Plan to hold the Plan's assets is qualified pursuant to the appropriate section of the Internal Revenue Code, and, accordingly, the trust's net investment income is exempt from income taxes. The Plan has obtained a favorable tax determination letter from the Internal Revenue Service and the Plan sponsor believes that the Plan continues to qualify and to operate as designed. The Plan's information returns (Form 5500) for the years ended December 31, 2008, 2009 and 2010 are subject to examination by federal taxing authorities generally for three years after they are filed.

e. Plan Expenses
Plan expenses are to be paid by the Sponsor, except to the extent paid by the plan.

f. Date of Management's Review
Management has evaluated subsequent events through October 11, 2012, the date on which the financial statements were available to be issued.

(3) PLAN TERMINATION:

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

(4) PLAN ADMINISTRATION:

The employer pays the salaries and related benefits of the bookkeepers who maintain the plan's records. The employer also contributes the office space where the business of the plan is conducted and where their records are kept. The employer also pays the administrative fees for the annual audit of the plan and paid the yearly processing and investment advisory fees charged by Pension Specialists, Inc.

(5) INVESTMENTS:

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

	2011	2010
New Perspective Fund	$ 1,131,691	1,093,690
Mainstay Large Cap Growth	1,489,333	-
Growth Fund of America	-	1,728,128
Europacific Growth	371,195	356,235
Wells Fargo Stable Return Fund	1,000,109	1,177,120
Wells Fargo Adv. Total Return Bond Fund	352,540	307,758
Janus Balanced Fund	505,237	442,948
Lord Abbett Classic Stock	347,354	452,911

(6) RISKS AND UNCERTAINTIES:

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

(7) FAIR VALUE MEASUREMENTS:

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

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

Level 2 Inputs to the valuation methodology include

- quoted prices for similar assets or liabilities in active markets;
- quoted prices for identical or similar assets or liabilities in inactive markets;
- inputs other than quoted prices that are observable for the asset or liability;
- inputs that are derived principally from or corroborated by observable market data by correlation or other means.

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

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

(7) FAIR VALUE MEASUREMENTS: (Continued)

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

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

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

Cash - Money Market Funds: Shares held by the plan are valued at year end based on the net unit value calculated by the fund.

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

(7) FAIR VALUE MEASUREMENTS: (Continued)

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

Assets at Fair Value as of December 31, 2011

	Level 1	Level 2	Level 3
Cash - Stable Return Fund	$ 1,000,109	-	-
Mutual Funds	4,830,526	-	-
Total Assets at Fair Value	$ 5,830,635	-	-

Assets at Fair Value as of December 31, 2010

	Level 1	Level 2	Level 3
Cash - Stable Return Fund	$ 1,177,120	-	-
Mutual Funds	4,412,126	-	-
Total Assets at Fair Value	$ 5,589,246	-	-

(8) RECONCILIATION OF FINANCIAL STATEMENTS TO SCHEDULE H OF FORM 5500:

The following is a reconciliation of net assets available for benefits per the financial statements to Schedule H of Form 5500:

	December 31, 2011	December 31, 2010
Net assets available for benefits per the financial statements	$ 6,018,928	5,981,032
Employer contribution receivable	(188,293)	(391,786)
Net assets available for benefits per Schedule H to the Form 5500	$ 5,830,635	5,589,246

The following is a reconciliation of employer and participant contributions per the financial statements for the years ended December 31, 2011 and 2010 to Schedule H of Form 5500:

	2011	2010
Employer contributions per the financial statements	$ 320,543	515,122
Less: Employer contribution receivable at December 31, 2011 and 2010	(188,293)	(391,786)
Plus: Employer contribution receivable at December 31, 2010 and 2009	391,786	-0-
Employer contributions per Schedule H of Form 5500	$ 524,036	123,336

ADAMS GROUP, INC. 401(K)
PROFIT SHARING PLAN

EIN 94-2200898

Plan Number 003

Schedule H, line 4i-Schedule of Assets (Held at End of Year)

	December 31, 2011		December 31, 2010	
c. Description of investment including maturity date, rate of interest, collateral, par or maturity value	d. Cost	e. Current Value	d. Cost	e. Current Value
MFS Value Fund	$ *	117,963	$ *	-0-
Mainstay Large Cap Growth	*	1,489,333	*	-0-
American Mutual Funds - New Perspective Fund	*	1,131,691	*	1,093,690
Principal Midcap Blend	*	230,174	*	-0-
American Mutual Funds - Europacific Growth Fund	*	371,195	*	356,235
American Mutual Funds - Growth Fund of America	*	-0-	*	1,728,128
Wells Fargo Stable Return Fund	*	1,000,109	*	1,177,120
Wells Fargo Adv. Total Return Bond Fund	*	352,540	*	307,758
Janus Balanced Fund	*	505,237	*	442,948
Lord Abbett Classic Stock	*	347,354	*	452,911
Victory Special Value	*	-0-	*	14,801
T. Rowe Price Small-Cap Stock Fund	*	260,937	*	15,655
Wells Fargo Advantage DJ Target 2050 Fund	*	6,221	*	-0-
Wells Fargo Advantage DJ Target 2040 Fund	*	11,566	*	-0-
Wells Fargo Advantage DJ Target 2030 Fund	*	6,170	*	-0-
Wells Fargo Advantage DJ Target Today Fund	*	145	*	-0-

*Information omitted per instructions

ADAMS GROUP, INC. 401(K)
PROFIT SHARING PLAN

Financial Statements

December 31, 2011 and 2010

(With Independent Auditor's Report Thereon)

GIBSON & COMPANY, INC.
CERTIFIED PUBLIC ACCOUNTANT
4600 NORTHGATE BLVD., SUITE 115 • SACRAMENTO, CALIFORNIA 95834-1121
(916) 484-1252 FAX (916) 484-1123
WEBSITE WWW.GIBSONCOCPA.COM

INDEPENDENT AUDITOR'S REPORT

Plan Administrator
Adams Group, Inc. 401(k)
Profit Sharing Plan

We have audited the accompanying statements of net assets available for benefits of Adams Group, Inc. 401(k) Profit Sharing Plan as of December 31, 2011 and 2010, and the related statements of changes in net assets available for benefits for the years then ended. 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 audit provides 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 Adams Group, Inc. 401(k) Profit Sharing Plan as of December 31, 2011 and 2010, and the changes in net assets available for benefits for the years then ended in conformity with accounting principles generally accepted in the United States of America.

Our audits were performed for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental schedule of assets held at end of year for the years ended December 31, 2011 and 2010 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 Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. This supplemental schedule is the responsibility of the Plan's management. The supplemental schedule for the years ended December 31, 2011 and 2010 has been subjected to the auditing procedures applied in the audit of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

GIBSON & COMPANY, INC.
CERTIFIED PUBLIC ACCOUNTANT
Gibson + Company, Inc.
Certified Public Accountant

October 11, 2012
Sacramento, California

ADAMS GROUP, INC. 401(K)
PROFIT SHARING PLAN

Statements of Net Assets Available for Benefits

December 31, 2011 and 2010

	2011	2010
Assets:		
Investments:		
At fair value:		
Wells Fargo Stable Return Fund	$ 1,000,109	1,177,120
Shares of registered investment companies:		
MFS Value Fund	117,963	-0-
Mainstay Large Cap Growth	1,489,333	-0-
Principal Midcap Blend	230,174	-0-
New Perspective Fund	1,131,691	1,093,690
Growth Fund of America	-0-	1,728,128
Europacific Growth	371,195	356,235
Wells Fargo Adv. Total Return Bond Fund	352,540	307,758
Janus Balanced Fund	505,237	442,948
Lord Abbett Classic Stock	347,354	452,911
Victory Special Value	-0-	14,801
T. Rowe Price Small-Cap Stock Fund	260,937	15,655
Wells Fargo Advantage DJ Target 2050 Fund	6,221	-0-
Wells Fargo Advantage DJ Target 2040 Fund	11,566	-0-
Wells Fargo Advantage DJ Target 2030 Fund	6,170	-0-
Wells Fargo Advantage DJ Target Today Fund	145	-0-
Total Investments at Fair Value	5,830,635	5,589,246
Receivables:		
Employer contribution	188,293	391,786
Total Assets	6,018,928	5,981,032
Liabilities:		
Miscellaneous	-0-	-0-
Total Liabilities	-0-	-0-
Net Assets Available for Benefits	$ 6,018,928	5,981,032

See accompanying notes to the financial statements

ADAMS GROUP, INC. 401(K)
PROFIT SHARING PLAN

Statements of Changes in Net Assets Available for Benefits

December 31, 2011 and 2010

	2011	2010
Additions to Net Assets Attributed to:		
Investment income:		
Dividends	$ 34,807	66,979
Interest	-0-	2,165
Net investment gain (loss)	(238,422)	320,612
Other	10,315	-0-
Contributions:		
Employer	320,543	515,122
Participants	249,918	266,670
Total Additions	377,161	1,171,548
Deductions from Net Assets Attributed to:		
Benefits paid to participants	327,730	250,103
Administrative expense	11,535	120
Total Deductions	339,265	250,223
Net Increase (Decrease)	37,896	921,325
Net Assets Available for Benefits Beginning of Year	5,981,032	5,059,707
Net Assets Available for Benefits End of Year	$ 6,018,928	5,981,032

See accompanying notes to the financial statements

ADAMS GROUP, INC. 401(K)
PROFIT SHARING PLAN

Notes to Financial Statements

December 31, 2011 and 2010

(1) DESCRIPTION OF PLAN:

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

a. General
The Plan is a defined contribution plan covering all full-time employees of the Company who have one year of service, 1000 hours and are age twenty-one or older. It is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

b. Contributions
Each year, participants may contribute up to the maximum amount allowed by law of pretax annual compensation, as defined in the Plan. Participants may also contribute amounts representing distributions from other qualified defined benefit or contribution plans. The Company contributes a matching contribution as a Safe Harbor contribution. Additional amounts may be contributed at the option of the Company's board of directors. Contributions are subject to certain limitations.

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

d. Vesting
Participants are immediately vested in their contribution plus actual earnings thereon and the Company's Safe Harbor matching contribution. Vesting in the Company's discretionary contribution portion of their accounts plus actual earnings thereon is based on years of continuous service. A participant gradually vests in those accounts based on a schedule with percents increasing between 1-5 years of service. A participant is 100% vested after five years of credited service.

(1) DESCRIPTION OF PLAN: (Continued)

e. Investment Options
Upon enrollment in the Plan, participants may direct contributions into the investment funds selected and maintained by Wells Fargo Bank.

Participants may change their investment options daily.

f. Payment of Benefits
When a participant retires or terminates employment, benefits will automatically be paid in a lump sum amount equal to the vested value of their account balance. Benefits are recorded when paid.

g. Forfeited Accounts
At December 31, 2011 and 2010, forfeited nonvested accounts totaled $7,287 and $13,866 respectively. These accounts will be used to reduce employer contributions.

(2) SUMMARY OF ACCOUNTING POLICIES:

a. Basis of Accounting
The financial statements of the Plan are prepared on the accrual basis of accounting.

b. Estimates
The preparation of financial statements in conformity with generally accepted accounting principles requires the management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, and disclosures of contingent assets and liabilities. Actual results could differ from those estimates.

c. Investment Valuation and Income Recognition
Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See note 7 for discussion of fair value measurements.

Purchase and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net investment gain (loss) includes the plan's gains and losses on investments bought and sold as well as held during the year.

(2) SUMMARY OF ACCOUNTING POLICIES: (Continued)

d. Tax Status
The trust established under the Plan to hold the Plan's assets is qualified pursuant to the appropriate section of the Internal Revenue Code, and, accordingly, the trust's net investment income is exempt from income taxes. The Plan has obtained a favorable tax determination letter from the Internal Revenue Service and the Plan sponsor believes that the Plan continues to qualify and to operate as designed. The Plan's information returns (Form 5500) for the years ended December 31, 2008, 2009 and 2010 are subject to examination by federal taxing authorities generally for three years after they are filed.

e. Plan Expenses
Plan expenses are to be paid by the Sponsor, except to the extent paid by the plan.

f. Date of Management's Review
Management has evaluated subsequent events through October 11, 2012, the date on which the financial statements were available to be issued.

(3) PLAN TERMINATION:

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

(4) PLAN ADMINISTRATION:

The employer pays the salaries and related benefits of the bookkeepers who maintain the plan's records. The employer also contributes the office space where the business of the plan is conducted and where their records are kept. The employer also pays the administrative fees for the annual audit of the plan and paid the yearly processing and investment advisory fees charged by Pension Specialists, Inc.

(5) INVESTMENTS:

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

	2011	2010
New Perspective Fund	$ 1,131,691	1,093,690
Mainstay Large Cap Growth	1,489,333	-
Growth Fund of America	-	1,728,128
Europacific Growth	371,195	356,235
Wells Fargo Stable Return Fund	1,000,109	1,177,120
Wells Fargo Adv. Total Return Bond Fund	352,540	307,758
Janus Balanced Fund	505,237	442,948
Lord Abbett Classic Stock	347,354	452,911

(6) RISKS AND UNCERTAINTIES:

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

(7) FAIR VALUE MEASUREMENTS:

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

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

Level 2 Inputs to the valuation methodology include

- quoted prices for similar assets or liabilities in active markets;
- quoted prices for identical or similar assets or liabilities in inactive markets;
- inputs other than quoted prices that are observable for the asset or liability;
- inputs that are derived principally from or corroborated by observable market data by correlation or other means.

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

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

(7) FAIR VALUE MEASUREMENTS: (Continued)

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

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

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

Cash - Money Market Funds: Shares held by the plan are valued at year end based on the net unit value calculated by the fund.

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

(7) FAIR VALUE MEASUREMENTS: (Continued)

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

Assets at Fair Value as of December 31, 2011

	Level 1	Level 2	Level 3
Cash - Stable Return Fund	$ 1,000,109	-	-
Mutual Funds	4,830,526	-	-
Total Assets at Fair Value	$ 5,830,635	-	-

Assets at Fair Value as of December 31, 2010

	Level 1	Level 2	Level 3
Cash - Stable Return Fund	$ 1,177,120	-	-
Mutual Funds	4,412,126	-	-
Total Assets at Fair Value	$ 5,589,246	-	-

(8) RECONCILIATION OF FINANCIAL STATEMENTS TO SCHEDULE H OF FORM 5500:

The following is a reconciliation of net assets available for benefits per the financial statements to Schedule H of Form 5500:

	December 31, 2011	December 31, 2010
Net assets available for benefits per the financial statements	$ 6,018,928	5,981,032
Employer contribution receivable	(188,293)	(391,786)
Net assets available for benefits per Schedule H to the Form 5500	$ 5,830,635	5,589,246

The following is a reconciliation of employer and participant contributions per the financial statements for the years ended December 31, 2011 and 2010 to Schedule H of Form 5500:

	2011	2010
Employer contributions per the financial statements	$ 320,543	515,122
Less: Employer contribution receivable at December 31, 2011 and 2010	(188,293)	(391,786)
Plus: Employer contribution receivable at December 31, 2010 and 2009	391,786	-0-
Employer contributions per Schedule H of Form 5500	$ 524,036	123,336

ADAMS GROUP, INC. 401(K)
PROFIT SHARING PLAN

EIN 94-2200898

Plan Number 003

Schedule H, line 4i-Schedule of Assets (Held at End of Year)

	December 31, 2011		December 31, 2010	
c. Description of investment including maturity date, rate of interest, collateral, par or maturity value	d. Cost	e. Current Value	d. Cost	e. Current Value
MFS Value Fund	$ *	117,963	$ *	-0-
Mainstay Large Cap Growth	*	1,489,333	*	-0-
American Mutual Funds - New Perspective Fund	*	1,131,691	*	1,093,690
Principal Midcap Blend	*	230,174	*	-0-
American Mutual Funds - Europacific Growth Fund	*	371,195	*	356,235
American Mutual Funds - Growth Fund of America	*	-0-	*	1,728,128
Wells Fargo Stable Return Fund	*	1,000,109	*	1,177,120
Wells Fargo Adv. Total Return Bond Fund	*	352,540	*	307,758
Janus Balanced Fund	*	505,237	*	442,948
Lord Abbett Classic Stock	*	347,354	*	452,911
Victory Special Value	*	-0-	*	14,801
T. Rowe Price Small-Cap Stock Fund	*	260,937	*	15,655
Wells Fargo Advantage DJ Target 2050 Fund	*	6,221	*	-0-
Wells Fargo Advantage DJ Target 2040 Fund	*	11,566	*	-0-
Wells Fargo Advantage DJ Target 2030 Fund	*	6,170	*	-0-
Wells Fargo Advantage DJ Target Today Fund	*	145	*	-0-

*Information omitted per instructions