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
PETROLEUM WHOLESALE L.P. 401(K) PROFIT SHARING PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 04/01/1981

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

PETROLEUM WHOLESALE, L.P.

8550 TECHNOLOGY FOREST PLACE
THE WOODLANDS, TX 77381

2b Employer Identification Number (EIN)
73-0956836

2c Sponsor's telephone number
281-681-1000

2d Business code (see instructions)
424700

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.	10/15/2012	RYAN EDONE
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/15/2012	RYAN EDONE
	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")
PETROLEUM WHOLESALE, L.P.

8550 TECHNOLOGY FOREST PLACE
THE WOODLANDS, TX 77381

3b Administrator's EIN
73-0956836

3c Administrator's telephone number
281-681-1000

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**	475
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**	260
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	552
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	812
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	4
f	Total. Add lines **6d** and **6e**	**6f**	816
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	805
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	56
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 2J 2G 3D 2S 2T

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)		**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
PETROLEUM WHOLESALE L.P. 401(K) PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
PETROLEUM WHOLESALE, L.P.

D Employer Identification Number (EIN)
73-0956836

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

ARTISAN

39-1811840

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

DREYFUS

13-5673135

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

JANUS

43-1804048

(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

PIMCO FUNDS

95-2632339

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

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

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

WELLS FARGO BANK, N.A.

94-1347393

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 21 49 50 52 60 62 63 64	SERVICE PROVIDER	21146	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [ ] No [X]

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

WEAVER TIDWELL, LLP

75-0786316

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
50	SERVICE PROVIDER	17000	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

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

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

2011

This Form is Open to Public Inspection

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

A Name of plan
PETROLEUM WHOLESALE L.P. 401(K) PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
PETROLEUM WHOLESALE, L.P.

D Employer Identification Number (EIN)
73-0956836

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	5691	5691
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	400000	250000
(2) Participant contributions	1b(2)	11926	11160
(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)	166036	187015
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	5880540	5524001
(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	6464193	5977867
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	6464193	5977867

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)		
(B) Participants	2a(1)(B)	382541	
(C) Others (including rollovers)	2a(1)(C)	5173	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		387714
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)	8123	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		8123
(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)	41583	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		41583
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		-93391
c Other income	2c		11831
d Total income. Add all **income** amounts in column (b) and enter total	2d		355860
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	792208	
(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)		792208
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)	49978	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		49978
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		842186
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		-486326
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) [ ] Unqualified (2) [ ] Qualified (3) [X] Disclaimer (4) [ ] Adverse

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

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

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

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

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

Part IV Compliance Questions

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

During the plan year:

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

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year? 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
PETROLEUM WHOLESALE L.P. 401(K) PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
PETROLEUM WHOLESALE, L.P.

D Employer Identification Number (EIN)
73-0956836

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):

PETROLEUM WHOLESALE, L.P.
401(K) PROFIT SHARING PLAN

FINANCIAL REPORT

DECEMBER 31, 2011

C O N T E N T S

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FINANCIAL STATEMENTS

Statements of Net Assets Available for Benefits 2

Statement of Changes in Net Assets Available for Benefits 3

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SUPPLEMENTAL SCHEDULE

Schedule H, Line 4i – Schedule of Assets Held for Investment Purposes at End of Year 13

All other schedules required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 are omitted, as they are not applicable or required.

weaver

INDEPENDENT AUDITOR'S REPORT

To the Trustees of
Petroleum Wholesale, L.P. 401(k) Profit Sharing Plan
The Woodlands, Texas

We were engaged to audit the accompanying statements of net assets available for benefits of Petroleum Wholesale, L.P. 401(k) Profit Sharing Plan (the Plan) as of December 31, 2011 and 2010, the statement of changes in net assets available for benefits for the year ended December 31, 2011, and the supplemental schedule of assets held for investment purposes as of December 31, 2011, as listed in the accompanying table of contents. These financial statements and supplemental schedule are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to information summarized in Note 4, which was certified by Wells Fargo Bank, N.A., the Trustee of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedule. We have been informed by the Plan administrator that the Trustee holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained certifications from the Trustee as of December 31, 2011 and 2010 and for the year ended December 31, 2011, that the information provided to the Plan administrator by the Trustee is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to, and do not express an opinion on the accompanying financial statements and supplemental schedule taken as a whole. The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the Trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Weaver and Tidwell, L.L.P.

WEAVER AND TIDWELL, L.L.P.

Houston, Texas
October 15, 2012

PETROLEUM WHOLESALE, L.P. 401(K) PROFIT SHARING PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2011 AND 2010

	2011	2010
ASSETS		
Cash	$ 5,691	$ 5,691
Investments, at fair value		
Mutual funds	5,524,001	5,880,540
Receivables		
Employer contributions	250,000	400,000
Participant contributions	11,160	11,926
Notes receivable from participants	187,015	166,036
Total receivables	448,175	577,962
TOTAL ASSETS	5,977,867	6,464,193
TOTAL LIABILITIES	-	-
NET ASSETS AVAILABLE FOR BENEFITS	$ 5,977,867	$ 6,464,193

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

PETROLEUM WHOLESALE, L.P. 401(K) PROFIT SHARING PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
YEAR ENDED DECEMBER 31, 2011

ADDITIONS		
Additions to net assets attributable to		
Interest income on participant loans	$	8,123
Contributions		
Participants		382,541
Rollovers		5,173
Total contributions		387,714
Total additions		395,837
DEDUCTIONS		
Deductions from net assets attributable to		
Net depreciation in fair value of investments		39,976
Benefits paid to participants		792,209
Administrative expenses		49,978
Total deductions		882,163
Net decrease		(486,326)
NET ASSETS AVAILABLE FOR BENEFITS, beginning of year		6,464,193
NET ASSETS AVAILABLE FOR BENEFITS, end of year	$	5,977,867

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

PETROLEUM WHOLESALE, L.P. 401(K) PROFIT SHARING PLAN
NOTES TO FINANCIAL STATEMENTS

NOTE 1. DESCRIPTION OF THE PLAN

Petroleum Wholesale, L.P. 401(k) Profit Sharing Plan (the Plan) is a defined contribution plan that covers substantially all employees of Petroleum Wholesale, L.P. and Sunmart Inc. (collectively referred to as the Company or the Employer), subject to certain restrictions for participant eligibility as defined in the Plan agreement, primarily upon completing 1,000 hours of service within the first twelve months of employment. The participants should refer to the Plan document for a more comprehensive description of the Plan's provisions.

General

The Petroleum Wholesale, Inc. Integrated Profit Sharing Plan was initially adopted on April 1, 1981. On April 1, 2000, the name of the Plan became Petroleum Wholesale, L.P. 401(k) Profit Sharing Plan. Effective April 1, 2005, the Plan was amended to change the Plan year-end from March 31 to December 31. Effective April 13, 2007, the Plan was amended in relation to automatic deferral provisions whereby the Employer will withhold two percent from the participant's compensation unless the participant elects a lesser percentage (including zero) under his or her salary reduction agreement. Effective January 1, 2009, the Plan's definition of compensation was amended so that the Plan Administrator will determine the allocation of Employer contributions (excluding deferral contributions) by taking into account the employee's compensation only for the portion of the Plan year in which the employee actually is a participant. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended (ERISA).

The Plan consists of mutual funds under contract with Wells Fargo Bank, N.A. (the Trustee). Participants may direct the investment of their interest in the Plan. Participants may change their investment options at any time via a telephone service or the internet, once enrolled. If a participant chooses not to direct investments, the Trustee is responsible for investing the participant's account in a prudent manner.

Wells Fargo Bank, N.A. has served as trustee since July 2000 for the Plan and has provided certification statements as of December 31, 2011 and 2010, and for the year ended December 31, 2011 as to the completeness and accuracy of the information provided to the Plan's sponsor. Accordingly, the Plan has elected to instruct the auditors not to perform any auditing procedures with respect to the information prepared and certified by the Trustee, pursuant to 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. This limited scope exemption applies only to the Plan's investment assets, income and related transactions, and the supplemental schedule of assets held for investment purposes at end of year.

NOTE 1. DESCRIPTION OF THE PLAN – CONTINUED

Contributions

Each year, participants may contribute up to 100 percent of pretax annual compensation, as defined in the Plan and shall not exceed, during any taxable year of the participant, the deferral limitations specified in Internal Revenue Code (IRC) Section 402(g). The deferral limitation is $16,500 for 2011 and 2010.

The Economic Growth and Tax Relief Reconciliation Act of 2001 includes a "catch up" provision for employee benefit plans. This provision became effective as of January 1, 2002, and allows employees who are 50 years old or older and who contributed the maximum amount allowed by law to their account to contribute an additional $5,500 for 2011 and 2010.

The Employer may make discretionary contributions as determined by the Company's Board of Directors and shall not exceed the maximum amount deductible by the Employer for federal income tax purposes. The Employer made no discretionary contribution for the 2011 and 2010 Plan years.

Participant Accounts

A Plan participant's account is credited with the participant's contribution and allocations of (a) the Employer's discretionary contribution, if any, (b) Plan earnings, and (c) forfeitures of terminated participants' nonvested accounts, and charged with an allocation of administrative expenses. Allocations are based on participant compensation or account balances, as defined.

Vesting

Participants are immediately vested in their contributions plus actual earnings thereon. Vesting in the Employer's discretionary contribution portion of participant accounts is based on years of service. A participant vests ratably beginning at two years of service and is 100 percent vested after six years of service. A participant is 100 percent vested upon death or disability.

Participant Loans

Participants are permitted to borrow from their fund accounts a minimum of $1,000 up to a maximum equal to the lesser of $50,000 or 50 percent of his or her vested account balance. Participant loans are secured by the balance in the participant's account and bear interest at rates that range from 4.25 percent to 8.75 percent, which are commensurate with local prevailing rates as determined by the Plan administrator. Loan terms range from 1 to 10 years unless the purpose of the loan is for the purchase or construction of a participant's principal residence, where repayment terms may be extended, not to exceed 15 years. Principal and interest are paid ratably through payroll deductions. Each payment, including interest, is credited to the participant's account.

NOTE 1. DESCRIPTION OF THE PLAN – CONTINUED

Payment of Benefits

On termination of service due to death, disability, retirement, or any other reason, a participant, or beneficiary in case of death, may elect to receive the distribution in a lump sum payment or, for required minimum distributions only, in installments.

Forfeitures

Nonvested benefits of terminated employees are forfeited. Forfeitures are added to the Employer's discretionary contribution. At December 31, 2011 and 2010, forfeited nonvested accounts totaled $7,299 and $26,212, respectively. Forfeitures totaling $26,212 and $66,389 were applied to participant accounts for the years ended December 31, 2011 and 2010.

NOTE 2. SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

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

Use of Estimates

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

Investment Valuation and Income Recognition

The Plan's investments are stated at fair value. Quoted market prices are used to value investments. Shares of mutual funds are valued at the net asset value of shares held by the Plan at year end. Participant loans are valued at their outstanding balances, which approximate fair value.

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

NOTE 2. SIGNIFICANT ACCOUNTING POLICIES – CONTINUED

Risks and Uncertainty

The Plan invests in various investment securities. Such investments are exposed to various risks such as interest rate, market and credit risks. Due to the level of risk associated with certain investments, 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 Statements of Net Assets Available for Benefits.

Payment of Benefits

Benefits are recorded when paid.

Participant Loans

Participant loans represent notes receivable from participants and are measured at their unpaid principal balance plus any accrued but unpaid interest. Interest income on participant loans is recorded when earned. Delinquent participant loans are reclassified as distributions based upon the terms of the Plan document.

Administrative Expenses

Administrative expenses for the Plan are paid by the Plan, unless otherwise elected to be paid by the Employer.

NOTE 3. NEW ACCOUNTING PRONOUNCEMENTS

In May 2011, the FASB issued Accounting Standards Update (ASU) 2011-04, *Fair Value Measurements (Topic 820): Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs.* The objective of this update is to improve the comparability of fair value measurements presented and disclosed in financial statements prepared in accordance with GAAP and International Financial Reporting Standards (IFRSs), by changing the wording used to describe many of the requirements in GAAP for measuring fair value and disclosing information about fair value measurements. The amendments include those that clarify FASB's intent about the application of existing fair value measurement and disclosure requirements and those that change a particular principle or requirement for measuring fair value or for disclosing information about fair value measurements. This ASU, which is to be applied prospectively, is effective for annual periods beginning after December 15, 2011 for non-public entities. Non-public entities may early implement during interim periods beginning after December 15, 2011. Plan management is currently evaluating the effect that the provisions of ASU 2011-04 will have on the Plan's financial statements.

NOTE 4. INFORMATION CERTIFIED BY THE TRUSTEE – UNAUDITED

The Plan administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, the Trustee has certified that the following data included in the accompanying financial statements and supplemental schedule of assets held for investment purposes at end of year is complete and accurate:

	As of December 31, 2011	2010
Investments, at fair value		
Mutual funds	$ 5,524,001	$ 5,880,540
Receivables		
Notes receivable from participants	187,015	166,036
Total	$ 5,711,016	$ 6,046,576

For the year ended December 31, 2011:

	Year ended December 31, 2011
Investment income (loss):	
Net depreciation in fair value of investments	$ (39,976)
Interest income on participant loans	8,123
Total investment loss	$ (31,853)

The Plan's independent accountants did not perform auditing procedures with respect to this information, except for comparing such information to the related information included in the financial statements and supplemental schedule of assets held for investment purposes at end of year.

NOTE 5. INVESTMENTS

The following presents investments that represent five percent or more of the Plan's net assets available for benefits as of December 31, 2011:

Wells Fargo Advantage Cash Investment Money Market (I) Fund	$ 2,992,241
Wells Fargo Advantage Index (Admin) Fund	590,989
Wells Fargo Advantage Dow Jones Target 2020 (Admin) Fund	518,158
	4,101,388
Total of individual investments representing less than five percent of the Plan's net assets available for benefits	1,422,613
	$ 5,524,001

The following presents investments that represent five percent or more of the Plan's net assets available for benefits as of December 31, 2010:

Wells Fargo Advantage Cash Investment Money Market (I) Fund	$ 2,448,339
Wells Fargo Advantage Index (Admin) Fund	921,767
Wells Fargo Advantage Dow Jones Target 2020 (Admin) Fund	444,590
	3,814,696
Total of individual investments representing less than five percent of the Plan's net assets available for benefits	2,065,844
	$ 5,880,540

During the year ended December 31, 2011, the Plan's investments (including gains and losses on investments bought, sold and held during the year) depreciated in value as determined by quoted market prices as follows:

Mutual funds	$ (39,976)

NOTE 6. FAIR VALUE MEASUREMENTS

FASB Accounting Standard Codification (ASC) No. 820, *Fair Value Measurements and Disclosures,* provides the framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy under FASB ASC 820 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 unobservable 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.

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. There have been no changes in the methodologies used at December 31, 2011 and 2010.

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

NOTE 6. FAIR VALUE MEASUREMENTS – CONTINUED

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

The following table presents by level, within the fair value hierarchy, the Plan's investments measured at fair value on a recurring basis, as of December 31, 2011:

	Level 1	Level 2	Level 3	Total
Plan assets				
Mutual funds:				
Balanced funds	$ 2,060,135	$ -	$ -	$ 2,060,135
Growth funds	296,322	-	-	296,322
Fixed income funds	175,303	-	-	175,303
Stable value funds	2,992,241	-	-	2,992,241
Total assets at fair value	$ 5,524,001	$ -	$ -	$ 5,524,001

The following table presents by level, within the fair value hierarchy, the Plan's investments measured at fair value on a recurring basis, as of December 31, 2010:

	Level 1	Level 2	Level 3	Total
Plan assets				
Mutual funds:				
Balanced funds	$ 2,722,198	$ -	$ -	$ 2,722,198
Growth funds	427,575	-	-	427,575
Fixed income funds	282,428	-	-	282,428
Stable value funds	2,448,339	-	-	2,448,339
Total assets at fair value	$ 5,880,540	$ -	$ -	$ 5,880,540

NOTE 7. INCOME TAX STATUS

The Employer has adopted and followed the terms of a prototype plan, as submitted to the Internal Revenue Service (IRS). The Employer has relied on the favorable opinion letter issued by the IRS on March 31, 2008 regarding the acceptability of the prototype plan under section 401 of the IRC as not subject to tax under present income tax laws. Although the prototype plan and the Plan have been amended since receiving the opinion letter, the Plan administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC. Therefore, no provision for income taxes has been included in the Plan's financial statements.

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

NOTE 8. PLAN TERMINATION

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

NOTE 9. PARTY-IN-INTEREST

Certain Plan investments are shares of mutual funds managed by Wells Fargo Bank, N.A., the Trustee of the Plan. Wells Fargo Trust Operations and Wells Fargo Retirement Plan Solutions perform trustee and record-keeping services for the Plan and, therefore, these transactions qualify as party-in-interest transactions.

NOTE 10. SUBSEQUENT EVENTS

The Plan evaluated all events or transactions that occurred after December 31, 2011 and through October 15, 2012, the date the financial statements were available to be issued. The Plan had no material recognizable subsequent events.

SUPPLEMENTAL SCHEDULE

PETROLEUM WHOLESALE, L.P. 401(K) PROFIT SHARING PLAN
SCHEDULE H, LINE 4i – SCHEDULE OF ASSETS HELD
FOR INVESTMENT PURPOSES AT END OF YEAR
EMPLOYER IDENTIFICATION NUMBER: 73-0956836 – PLAN NUMBER: 001
DECEMBER 31, 2011

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment, including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current Value
*	Wells Fargo	Advantage Cash Investment Money Market (Inst) Fund	**	$ 2,992,241
*	Wells Fargo	Advantage Index (Admin) Fund	**	590,989
*	Wells Fargo	Advantage Dow Jones Target 2020 (Admin) Fund	**	518,158
*	Wells Fargo	Advantage Dow Jones Target 2030 (Admin) Fund	**	244,985
	Artisan	Mid Cap (INV) Fund	**	203,368
*	Wells Fargo	Advantage Dow Jones Target 2040 (Admin) Fund	**	194,033
	American Funds	EuroPacific Growth (R4) Fund	**	134,506
	MFS	Value (R3) Fund	**	98,202
	Dreyfus	Intermediate Term Income (A) Fund	**	94,839
	Janus	Forty (S) Fund	**	92,954
*	Wells Fargo	Advantage Small Cap Value (INV) Fund	**	89,113
*	Wells Fargo	Advantage Dow Jones Target 2010 (Admin) Fund	**	81,499
	Pimco	Total Return (Admin) Fund	**	80,464
*	Wells Fargo	Advantage Dow Jones Target 2050 (Admin) Fund	**	76,426
*	Wells Fargo	Advantage Dow Jones Target Today (Admin) Fund	**	32,224
*	Participant Loans	Loans to participants, with repayment terms of 1 to 10 years and interest rates from 4.25% to 8.75%	-	187,015
				$ 5,711,016

The information shown on this schedule has been summarized from the information provided by the Trustee which the Trustee has certified as being complete and accurate.

*Party-in-interest
**Cost information is not applicable for participant directed investments.

See Independent Auditor's Report.

PETROLEUM WHOLESALE, L.P.
401(K) PROFIT SHARING PLAN

FINANCIAL REPORT

DECEMBER 31, 2011

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SUPPLEMENTAL SCHEDULE

Schedule H, Line 4i – Schedule of Assets Held for Investment Purposes at End of Year 13

All other schedules required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 are omitted, as they are not applicable or required.

weaver

INDEPENDENT AUDITOR'S REPORT

To the Trustees of
Petroleum Wholesale, L.P. 401(k) Profit Sharing Plan
The Woodlands, Texas

We were engaged to audit the accompanying statements of net assets available for benefits of Petroleum Wholesale, L.P. 401(k) Profit Sharing Plan (the Plan) as of December 31, 2011 and 2010, the statement of changes in net assets available for benefits for the year ended December 31, 2011, and the supplemental schedule of assets held for investment purposes as of December 31, 2011, as listed in the accompanying table of contents. These financial statements and supplemental schedule are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to information summarized in Note 4, which was certified by Wells Fargo Bank, N.A., the Trustee of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedule. We have been informed by the Plan administrator that the Trustee holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained certifications from the Trustee as of December 31, 2011 and 2010 and for the year ended December 31, 2011, that the information provided to the Plan administrator by the Trustee is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to, and do not express an opinion on the accompanying financial statements and supplemental schedule taken as a whole. The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the Trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Weaver and Tidwell, L.L.P.

WEAVER AND TIDWELL, L.L.P.

Houston, Texas
October 15, 2012

PETROLEUM WHOLESALE, L.P. 401(K) PROFIT SHARING PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2011 AND 2010

	2011	2010
ASSETS		
Cash	$ 5,691	$ 5,691
Investments, at fair value		
Mutual funds	5,524,001	5,880,540
Receivables		
Employer contributions	250,000	400,000
Participant contributions	11,160	11,926
Notes receivable from participants	187,015	166,036
Total receivables	448,175	577,962
TOTAL ASSETS	5,977,867	6,464,193
TOTAL LIABILITIES	-	-
NET ASSETS AVAILABLE FOR BENEFITS	$ 5,977,867	$ 6,464,193

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

PETROLEUM WHOLESALE, L.P. 401(K) PROFIT SHARING PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
YEAR ENDED DECEMBER 31, 2011

ADDITIONS		
Additions to net assets attributable to		
Interest income on participant loans	$	8,123
Contributions		
Participants		382,541
Rollovers		5,173
Total contributions		387,714
Total additions		395,837
DEDUCTIONS		
Deductions from net assets attributable to		
Net depreciation in fair value of investments		39,976
Benefits paid to participants		792,209
Administrative expenses		49,978
Total deductions		882,163
Net decrease		(486,326)
NET ASSETS AVAILABLE FOR BENEFITS, beginning of year		6,464,193
NET ASSETS AVAILABLE FOR BENEFITS, end of year	$	5,977,867

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

PETROLEUM WHOLESALE, L.P. 401(K) PROFIT SHARING PLAN
NOTES TO FINANCIAL STATEMENTS

NOTE 1. DESCRIPTION OF THE PLAN

Petroleum Wholesale, L.P. 401(k) Profit Sharing Plan (the Plan) is a defined contribution plan that covers substantially all employees of Petroleum Wholesale, L.P. and Sunmart Inc. (collectively referred to as the Company or the Employer), subject to certain restrictions for participant eligibility as defined in the Plan agreement, primarily upon completing 1,000 hours of service within the first twelve months of employment. The participants should refer to the Plan document for a more comprehensive description of the Plan's provisions.

General

The Petroleum Wholesale, Inc. Integrated Profit Sharing Plan was initially adopted on April 1, 1981. On April 1, 2000, the name of the Plan became Petroleum Wholesale, L.P. 401(k) Profit Sharing Plan. Effective April 1, 2005, the Plan was amended to change the Plan year-end from March 31 to December 31. Effective April 13, 2007, the Plan was amended in relation to automatic deferral provisions whereby the Employer will withhold two percent from the participant's compensation unless the participant elects a lesser percentage (including zero) under his or her salary reduction agreement. Effective January 1, 2009, the Plan's definition of compensation was amended so that the Plan Administrator will determine the allocation of Employer contributions (excluding deferral contributions) by taking into account the employee's compensation only for the portion of the Plan year in which the employee actually is a participant. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended (ERISA).

The Plan consists of mutual funds under contract with Wells Fargo Bank, N.A. (the Trustee). Participants may direct the investment of their interest in the Plan. Participants may change their investment options at any time via a telephone service or the internet, once enrolled. If a participant chooses not to direct investments, the Trustee is responsible for investing the participant's account in a prudent manner.

Wells Fargo Bank, N.A. has served as trustee since July 2000 for the Plan and has provided certification statements as of December 31, 2011 and 2010, and for the year ended December 31, 2011 as to the completeness and accuracy of the information provided to the Plan's sponsor. Accordingly, the Plan has elected to instruct the auditors not to perform any auditing procedures with respect to the information prepared and certified by the Trustee, pursuant to 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. This limited scope exemption applies only to the Plan's investment assets, income and related transactions, and the supplemental schedule of assets held for investment purposes at end of year.

NOTE 1. DESCRIPTION OF THE PLAN – CONTINUED

Contributions

Each year, participants may contribute up to 100 percent of pretax annual compensation, as defined in the Plan and shall not exceed, during any taxable year of the participant, the deferral limitations specified in Internal Revenue Code (IRC) Section 402(g). The deferral limitation is $16,500 for 2011 and 2010.

The Economic Growth and Tax Relief Reconciliation Act of 2001 includes a "catch up" provision for employee benefit plans. This provision became effective as of January 1, 2002, and allows employees who are 50 years old or older and who contributed the maximum amount allowed by law to their account to contribute an additional $5,500 for 2011 and 2010.

The Employer may make discretionary contributions as determined by the Company's Board of Directors and shall not exceed the maximum amount deductible by the Employer for federal income tax purposes. The Employer made no discretionary contribution for the 2011 and 2010 Plan years.

Participant Accounts

A Plan participant's account is credited with the participant's contribution and allocations of (a) the Employer's discretionary contribution, if any, (b) Plan earnings, and (c) forfeitures of terminated participants' nonvested accounts, and charged with an allocation of administrative expenses. Allocations are based on participant compensation or account balances, as defined.

Vesting

Participants are immediately vested in their contributions plus actual earnings thereon. Vesting in the Employer's discretionary contribution portion of participant accounts is based on years of service. A participant vests ratably beginning at two years of service and is 100 percent vested after six years of service. A participant is 100 percent vested upon death or disability.

Participant Loans

Participants are permitted to borrow from their fund accounts a minimum of $1,000 up to a maximum equal to the lesser of $50,000 or 50 percent of his or her vested account balance. Participant loans are secured by the balance in the participant's account and bear interest at rates that range from 4.25 percent to 8.75 percent, which are commensurate with local prevailing rates as determined by the Plan administrator. Loan terms range from 1 to 10 years unless the purpose of the loan is for the purchase or construction of a participant's principal residence, where repayment terms may be extended, not to exceed 15 years. Principal and interest are paid ratably through payroll deductions. Each payment, including interest, is credited to the participant's account.

NOTE 1. DESCRIPTION OF THE PLAN – CONTINUED

Payment of Benefits

On termination of service due to death, disability, retirement, or any other reason, a participant, or beneficiary in case of death, may elect to receive the distribution in a lump sum payment or, for required minimum distributions only, in installments.

Forfeitures

Nonvested benefits of terminated employees are forfeited. Forfeitures are added to the Employer's discretionary contribution. At December 31, 2011 and 2010, forfeited nonvested accounts totaled $7,299 and $26,212, respectively. Forfeitures totaling $26,212 and $66,389 were applied to participant accounts for the years ended December 31, 2011 and 2010.

NOTE 2. SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

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

Use of Estimates

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

Investment Valuation and Income Recognition

The Plan's investments are stated at fair value. Quoted market prices are used to value investments. Shares of mutual funds are valued at the net asset value of shares held by the Plan at year end. Participant loans are valued at their outstanding balances, which approximate fair value.

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

NOTE 2. SIGNIFICANT ACCOUNTING POLICIES – CONTINUED

Risks and Uncertainty

The Plan invests in various investment securities. Such investments are exposed to various risks such as interest rate, market and credit risks. Due to the level of risk associated with certain investments, 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 Statements of Net Assets Available for Benefits.

Payment of Benefits

Benefits are recorded when paid.

Participant Loans

Participant loans represent notes receivable from participants and are measured at their unpaid principal balance plus any accrued but unpaid interest. Interest income on participant loans is recorded when earned. Delinquent participant loans are reclassified as distributions based upon the terms of the Plan document.

Administrative Expenses

Administrative expenses for the Plan are paid by the Plan, unless otherwise elected to be paid by the Employer.

NOTE 3. NEW ACCOUNTING PRONOUNCEMENTS

In May 2011, the FASB issued Accounting Standards Update (ASU) 2011-04, *Fair Value Measurements (Topic 820): Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs.* The objective of this update is to improve the comparability of fair value measurements presented and disclosed in financial statements prepared in accordance with GAAP and International Financial Reporting Standards (IFRSs), by changing the wording used to describe many of the requirements in GAAP for measuring fair value and disclosing information about fair value measurements. The amendments include those that clarify FASB's intent about the application of existing fair value measurement and disclosure requirements and those that change a particular principle or requirement for measuring fair value or for disclosing information about fair value measurements. This ASU, which is to be applied prospectively, is effective for annual periods beginning after December 15, 2011 for non-public entities. Non-public entities may early implement during interim periods beginning after December 15, 2011. Plan management is currently evaluating the effect that the provisions of ASU 2011-04 will have on the Plan's financial statements.

NOTE 4. INFORMATION CERTIFIED BY THE TRUSTEE – UNAUDITED

The Plan administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, the Trustee has certified that the following data included in the accompanying financial statements and supplemental schedule of assets held for investment purposes at end of year is complete and accurate:

	As of December 31, 2011	2010
Investments, at fair value		
Mutual funds	$ 5,524,001	$ 5,880,540
Receivables		
Notes receivable from participants	187,015	166,036
Total	$ 5,711,016	$ 6,046,576

For the year ended December 31, 2011:

	Year ended December 31, 2011
Investment income (loss):	
Net depreciation in fair value of investments	$ (39,976)
Interest income on participant loans	8,123
Total investment loss	$ (31,853)

The Plan's independent accountants did not perform auditing procedures with respect to this information, except for comparing such information to the related information included in the financial statements and supplemental schedule of assets held for investment purposes at end of year.

NOTE 5. INVESTMENTS

The following presents investments that represent five percent or more of the Plan's net assets available for benefits as of December 31, 2011:

Wells Fargo Advantage Cash Investment Money Market (I) Fund	$ 2,992,241
Wells Fargo Advantage Index (Admin) Fund	590,989
Wells Fargo Advantage Dow Jones Target 2020 (Admin) Fund	518,158
	4,101,388
Total of individual investments representing less than five percent of the Plan's net assets available for benefits	1,422,613
	$ 5,524,001

The following presents investments that represent five percent or more of the Plan's net assets available for benefits as of December 31, 2010:

Wells Fargo Advantage Cash Investment Money Market (I) Fund	$ 2,448,339
Wells Fargo Advantage Index (Admin) Fund	921,767
Wells Fargo Advantage Dow Jones Target 2020 (Admin) Fund	444,590
	3,814,696
Total of individual investments representing less than five percent of the Plan's net assets available for benefits	2,065,844
	$ 5,880,540

During the year ended December 31, 2011, the Plan's investments (including gains and losses on investments bought, sold and held during the year) depreciated in value as determined by quoted market prices as follows:

Mutual funds	$ (39,976)

NOTE 6. FAIR VALUE MEASUREMENTS

FASB Accounting Standard Codification (ASC) No. 820, *Fair Value Measurements and Disclosures,* provides the framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy under FASB ASC 820 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 unobservable 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.

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. There have been no changes in the methodologies used at December 31, 2011 and 2010.

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

NOTE 6. FAIR VALUE MEASUREMENTS – CONTINUED

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

The following table presents by level, within the fair value hierarchy, the Plan's investments measured at fair value on a recurring basis, as of December 31, 2011:

	Level 1	Level 2	Level 3	Total
Plan assets				
Mutual funds:				
Balanced funds	$ 2,060,135	$ -	$ -	$ 2,060,135
Growth funds	296,322	-	-	296,322
Fixed income funds	175,303	-	-	175,303
Stable value funds	2,992,241	-	-	2,992,241
Total assets at fair value	$ 5,524,001	$ -	$ -	$ 5,524,001

The following table presents by level, within the fair value hierarchy, the Plan's investments measured at fair value on a recurring basis, as of December 31, 2010:

	Level 1	Level 2	Level 3	Total
Plan assets				
Mutual funds:				
Balanced funds	$ 2,722,198	$ -	$ -	$ 2,722,198
Growth funds	427,575	-	-	427,575
Fixed income funds	282,428	-	-	282,428
Stable value funds	2,448,339	-	-	2,448,339
Total assets at fair value	$ 5,880,540	$ -	$ -	$ 5,880,540

NOTE 7. INCOME TAX STATUS

The Employer has adopted and followed the terms of a prototype plan, as submitted to the Internal Revenue Service (IRS). The Employer has relied on the favorable opinion letter issued by the IRS on March 31, 2008 regarding the acceptability of the prototype plan under section 401 of the IRC as not subject to tax under present income tax laws. Although the prototype plan and the Plan have been amended since receiving the opinion letter, the Plan administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC. Therefore, no provision for income taxes has been included in the Plan's financial statements.

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

NOTE 8. PLAN TERMINATION

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

NOTE 9. PARTY-IN-INTEREST

Certain Plan investments are shares of mutual funds managed by Wells Fargo Bank, N.A., the Trustee of the Plan. Wells Fargo Trust Operations and Wells Fargo Retirement Plan Solutions perform trustee and record-keeping services for the Plan and, therefore, these transactions qualify as party-in-interest transactions.

NOTE 10. SUBSEQUENT EVENTS

The Plan evaluated all events or transactions that occurred after December 31, 2011 and through October 15, 2012, the date the financial statements were available to be issued. The Plan had no material recognizable subsequent events.

SUPPLEMENTAL SCHEDULE

PETROLEUM WHOLESALE, L.P. 401(K) PROFIT SHARING PLAN
SCHEDULE H, LINE 4i – SCHEDULE OF ASSETS HELD
FOR INVESTMENT PURPOSES AT END OF YEAR
EMPLOYER IDENTIFICATION NUMBER: 73-0956836 – PLAN NUMBER: 001
DECEMBER 31, 2011

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment, including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current Value
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*	Wells Fargo	Advantage Index (Admin) Fund	**	590,989
*	Wells Fargo	Advantage Dow Jones Target 2020 (Admin) Fund	**	518,158
*	Wells Fargo	Advantage Dow Jones Target 2030 (Admin) Fund	**	244,985
	Artisan	Mid Cap (INV) Fund	**	203,368
*	Wells Fargo	Advantage Dow Jones Target 2040 (Admin) Fund	**	194,033
	American Funds	EuroPacific Growth (R4) Fund	**	134,506
	MFS	Value (R3) Fund	**	98,202
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	Janus	Forty (S) Fund	**	92,954
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*	Wells Fargo	Advantage Dow Jones Target 2010 (Admin) Fund	**	81,499
	Pimco	Total Return (Admin) Fund	**	80,464
*	Wells Fargo	Advantage Dow Jones Target 2050 (Admin) Fund	**	76,426
*	Wells Fargo	Advantage Dow Jones Target Today (Admin) Fund	**	32,224
*	Participant Loans	Loans to participants, with repayment terms of 1 to 10 years and interest rates from 4.25% to 8.75%	-	187,015
				$ 5,711,016

The information shown on this schedule has been summarized from the information provided by the Trustee which the Trustee has certified as being complete and accurate.

*Party-in-interest
**Cost information is not applicable for participant directed investments.

See Independent Auditor's Report.

PETROLEUM WHOLESALE, L.P.
401(K) PROFIT SHARING PLAN

FINANCIAL REPORT

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SUPPLEMENTAL SCHEDULE

Schedule H, Line 4i – Schedule of Assets Held for Investment Purposes at End of Year 13

All other schedules required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 are omitted, as they are not applicable or required.

weaver

INDEPENDENT AUDITOR'S REPORT

To the Trustees of
Petroleum Wholesale, L.P. 401(k) Profit Sharing Plan
The Woodlands, Texas

We were engaged to audit the accompanying statements of net assets available for benefits of Petroleum Wholesale, L.P. 401(k) Profit Sharing Plan (the Plan) as of December 31, 2011 and 2010, the statement of changes in net assets available for benefits for the year ended December 31, 2011, and the supplemental schedule of assets held for investment purposes as of December 31, 2011, as listed in the accompanying table of contents. These financial statements and supplemental schedule are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to information summarized in Note 4, which was certified by Wells Fargo Bank, N.A., the Trustee of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedule. We have been informed by the Plan administrator that the Trustee holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained certifications from the Trustee as of December 31, 2011 and 2010 and for the year ended December 31, 2011, that the information provided to the Plan administrator by the Trustee is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to, and do not express an opinion on the accompanying financial statements and supplemental schedule taken as a whole. The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the Trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Weaver and Tidwell, L.L.P.

WEAVER AND TIDWELL, L.L.P.

Houston, Texas
October 15, 2012

PETROLEUM WHOLESALE, L.P. 401(K) PROFIT SHARING PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2011 AND 2010

	2011	2010
ASSETS		
Cash	$ 5,691	$ 5,691
Investments, at fair value		
Mutual funds	5,524,001	5,880,540
Receivables		
Employer contributions	250,000	400,000
Participant contributions	11,160	11,926
Notes receivable from participants	187,015	166,036
Total receivables	448,175	577,962
TOTAL ASSETS	5,977,867	6,464,193
TOTAL LIABILITIES	-	-
NET ASSETS AVAILABLE FOR BENEFITS	$ 5,977,867	$ 6,464,193

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

PETROLEUM WHOLESALE, L.P. 401(K) PROFIT SHARING PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
YEAR ENDED DECEMBER 31, 2011

ADDITIONS		
Additions to net assets attributable to		
Interest income on participant loans	$	8,123
Contributions		
Participants		382,541
Rollovers		5,173
Total contributions		387,714
Total additions		395,837
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Benefits paid to participants		792,209
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NET ASSETS AVAILABLE FOR BENEFITS, beginning of year		6,464,193
NET ASSETS AVAILABLE FOR BENEFITS, end of year	$	5,977,867

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

PETROLEUM WHOLESALE, L.P. 401(K) PROFIT SHARING PLAN
NOTES TO FINANCIAL STATEMENTS

NOTE 1. DESCRIPTION OF THE PLAN

Petroleum Wholesale, L.P. 401(k) Profit Sharing Plan (the Plan) is a defined contribution plan that covers substantially all employees of Petroleum Wholesale, L.P. and Sunmart Inc. (collectively referred to as the Company or the Employer), subject to certain restrictions for participant eligibility as defined in the Plan agreement, primarily upon completing 1,000 hours of service within the first twelve months of employment. The participants should refer to the Plan document for a more comprehensive description of the Plan's provisions.

General

The Petroleum Wholesale, Inc. Integrated Profit Sharing Plan was initially adopted on April 1, 1981. On April 1, 2000, the name of the Plan became Petroleum Wholesale, L.P. 401(k) Profit Sharing Plan. Effective April 1, 2005, the Plan was amended to change the Plan year-end from March 31 to December 31. Effective April 13, 2007, the Plan was amended in relation to automatic deferral provisions whereby the Employer will withhold two percent from the participant's compensation unless the participant elects a lesser percentage (including zero) under his or her salary reduction agreement. Effective January 1, 2009, the Plan's definition of compensation was amended so that the Plan Administrator will determine the allocation of Employer contributions (excluding deferral contributions) by taking into account the employee's compensation only for the portion of the Plan year in which the employee actually is a participant. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended (ERISA).

The Plan consists of mutual funds under contract with Wells Fargo Bank, N.A. (the Trustee). Participants may direct the investment of their interest in the Plan. Participants may change their investment options at any time via a telephone service or the internet, once enrolled. If a participant chooses not to direct investments, the Trustee is responsible for investing the participant's account in a prudent manner.

Wells Fargo Bank, N.A. has served as trustee since July 2000 for the Plan and has provided certification statements as of December 31, 2011 and 2010, and for the year ended December 31, 2011 as to the completeness and accuracy of the information provided to the Plan's sponsor. Accordingly, the Plan has elected to instruct the auditors not to perform any auditing procedures with respect to the information prepared and certified by the Trustee, pursuant to 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. This limited scope exemption applies only to the Plan's investment assets, income and related transactions, and the supplemental schedule of assets held for investment purposes at end of year.

NOTE 1. DESCRIPTION OF THE PLAN – CONTINUED

Contributions

Each year, participants may contribute up to 100 percent of pretax annual compensation, as defined in the Plan and shall not exceed, during any taxable year of the participant, the deferral limitations specified in Internal Revenue Code (IRC) Section 402(g). The deferral limitation is $16,500 for 2011 and 2010.

The Economic Growth and Tax Relief Reconciliation Act of 2001 includes a "catch up" provision for employee benefit plans. This provision became effective as of January 1, 2002, and allows employees who are 50 years old or older and who contributed the maximum amount allowed by law to their account to contribute an additional $5,500 for 2011 and 2010.

The Employer may make discretionary contributions as determined by the Company's Board of Directors and shall not exceed the maximum amount deductible by the Employer for federal income tax purposes. The Employer made no discretionary contribution for the 2011 and 2010 Plan years.

Participant Accounts

A Plan participant's account is credited with the participant's contribution and allocations of (a) the Employer's discretionary contribution, if any, (b) Plan earnings, and (c) forfeitures of terminated participants' nonvested accounts, and charged with an allocation of administrative expenses. Allocations are based on participant compensation or account balances, as defined.

Vesting

Participants are immediately vested in their contributions plus actual earnings thereon. Vesting in the Employer's discretionary contribution portion of participant accounts is based on years of service. A participant vests ratably beginning at two years of service and is 100 percent vested after six years of service. A participant is 100 percent vested upon death or disability.

Participant Loans

Participants are permitted to borrow from their fund accounts a minimum of $1,000 up to a maximum equal to the lesser of $50,000 or 50 percent of his or her vested account balance. Participant loans are secured by the balance in the participant's account and bear interest at rates that range from 4.25 percent to 8.75 percent, which are commensurate with local prevailing rates as determined by the Plan administrator. Loan terms range from 1 to 10 years unless the purpose of the loan is for the purchase or construction of a participant's principal residence, where repayment terms may be extended, not to exceed 15 years. Principal and interest are paid ratably through payroll deductions. Each payment, including interest, is credited to the participant's account.

NOTE 1. DESCRIPTION OF THE PLAN – CONTINUED

Payment of Benefits

On termination of service due to death, disability, retirement, or any other reason, a participant, or beneficiary in case of death, may elect to receive the distribution in a lump sum payment or, for required minimum distributions only, in installments.

Forfeitures

Nonvested benefits of terminated employees are forfeited. Forfeitures are added to the Employer's discretionary contribution. At December 31, 2011 and 2010, forfeited nonvested accounts totaled $7,299 and $26,212, respectively. Forfeitures totaling $26,212 and $66,389 were applied to participant accounts for the years ended December 31, 2011 and 2010.

NOTE 2. SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

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

Use of Estimates

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

Investment Valuation and Income Recognition

The Plan's investments are stated at fair value. Quoted market prices are used to value investments. Shares of mutual funds are valued at the net asset value of shares held by the Plan at year end. Participant loans are valued at their outstanding balances, which approximate fair value.

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

NOTE 2. SIGNIFICANT ACCOUNTING POLICIES – CONTINUED

Risks and Uncertainty

The Plan invests in various investment securities. Such investments are exposed to various risks such as interest rate, market and credit risks. Due to the level of risk associated with certain investments, 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 Statements of Net Assets Available for Benefits.

Payment of Benefits

Benefits are recorded when paid.

Participant Loans

Participant loans represent notes receivable from participants and are measured at their unpaid principal balance plus any accrued but unpaid interest. Interest income on participant loans is recorded when earned. Delinquent participant loans are reclassified as distributions based upon the terms of the Plan document.

Administrative Expenses

Administrative expenses for the Plan are paid by the Plan, unless otherwise elected to be paid by the Employer.

NOTE 3. NEW ACCOUNTING PRONOUNCEMENTS

In May 2011, the FASB issued Accounting Standards Update (ASU) 2011-04, *Fair Value Measurements (Topic 820): Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs.* The objective of this update is to improve the comparability of fair value measurements presented and disclosed in financial statements prepared in accordance with GAAP and International Financial Reporting Standards (IFRSs), by changing the wording used to describe many of the requirements in GAAP for measuring fair value and disclosing information about fair value measurements. The amendments include those that clarify FASB's intent about the application of existing fair value measurement and disclosure requirements and those that change a particular principle or requirement for measuring fair value or for disclosing information about fair value measurements. This ASU, which is to be applied prospectively, is effective for annual periods beginning after December 15, 2011 for non-public entities. Non-public entities may early implement during interim periods beginning after December 15, 2011. Plan management is currently evaluating the effect that the provisions of ASU 2011-04 will have on the Plan's financial statements.

NOTE 4. INFORMATION CERTIFIED BY THE TRUSTEE – UNAUDITED

The Plan administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, the Trustee has certified that the following data included in the accompanying financial statements and supplemental schedule of assets held for investment purposes at end of year is complete and accurate:

	As of December 31, 2011	2010
Investments, at fair value		
Mutual funds	$ 5,524,001	$ 5,880,540
Receivables		
Notes receivable from participants	187,015	166,036
Total	$ 5,711,016	$ 6,046,576

For the year ended December 31, 2011:

	Year ended December 31, 2011
Investment income (loss):	
Net depreciation in fair value of investments	$ (39,976)
Interest income on participant loans	8,123
Total investment loss	$ (31,853)

The Plan's independent accountants did not perform auditing procedures with respect to this information, except for comparing such information to the related information included in the financial statements and supplemental schedule of assets held for investment purposes at end of year.

NOTE 5. INVESTMENTS

The following presents investments that represent five percent or more of the Plan's net assets available for benefits as of December 31, 2011:

Wells Fargo Advantage Cash Investment Money Market (I) Fund	$ 2,992,241
Wells Fargo Advantage Index (Admin) Fund	590,989
Wells Fargo Advantage Dow Jones Target 2020 (Admin) Fund	518,158
	4,101,388
Total of individual investments representing less than five percent of the Plan's net assets available for benefits	1,422,613
	$ 5,524,001

The following presents investments that represent five percent or more of the Plan's net assets available for benefits as of December 31, 2010:

Wells Fargo Advantage Cash Investment Money Market (I) Fund	$ 2,448,339
Wells Fargo Advantage Index (Admin) Fund	921,767
Wells Fargo Advantage Dow Jones Target 2020 (Admin) Fund	444,590
	3,814,696
Total of individual investments representing less than five percent of the Plan's net assets available for benefits	2,065,844
	$ 5,880,540

During the year ended December 31, 2011, the Plan's investments (including gains and losses on investments bought, sold and held during the year) depreciated in value as determined by quoted market prices as follows:

Mutual funds	$ (39,976)

NOTE 6. FAIR VALUE MEASUREMENTS

FASB Accounting Standard Codification (ASC) No. 820, *Fair Value Measurements and Disclosures,* provides the framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy under FASB ASC 820 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 unobservable 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.

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. There have been no changes in the methodologies used at December 31, 2011 and 2010.

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

NOTE 6. FAIR VALUE MEASUREMENTS – CONTINUED

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

The following table presents by level, within the fair value hierarchy, the Plan's investments measured at fair value on a recurring basis, as of December 31, 2011:

	Level 1	Level 2	Level 3	Total
Plan assets				
Mutual funds:				
Balanced funds	$ 2,060,135	$ -	$ -	$ 2,060,135
Growth funds	296,322	-	-	296,322
Fixed income funds	175,303	-	-	175,303
Stable value funds	2,992,241	-	-	2,992,241
Total assets at fair value	$ 5,524,001	$ -	$ -	$ 5,524,001

The following table presents by level, within the fair value hierarchy, the Plan's investments measured at fair value on a recurring basis, as of December 31, 2010:

	Level 1	Level 2	Level 3	Total
Plan assets				
Mutual funds:				
Balanced funds	$ 2,722,198	$ -	$ -	$ 2,722,198
Growth funds	427,575	-	-	427,575
Fixed income funds	282,428	-	-	282,428
Stable value funds	2,448,339	-	-	2,448,339
Total assets at fair value	$ 5,880,540	$ -	$ -	$ 5,880,540

NOTE 7. INCOME TAX STATUS

The Employer has adopted and followed the terms of a prototype plan, as submitted to the Internal Revenue Service (IRS). The Employer has relied on the favorable opinion letter issued by the IRS on March 31, 2008 regarding the acceptability of the prototype plan under section 401 of the IRC as not subject to tax under present income tax laws. Although the prototype plan and the Plan have been amended since receiving the opinion letter, the Plan administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC. Therefore, no provision for income taxes has been included in the Plan's financial statements.

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

NOTE 8. PLAN TERMINATION

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

NOTE 9. PARTY-IN-INTEREST

Certain Plan investments are shares of mutual funds managed by Wells Fargo Bank, N.A., the Trustee of the Plan. Wells Fargo Trust Operations and Wells Fargo Retirement Plan Solutions perform trustee and record-keeping services for the Plan and, therefore, these transactions qualify as party-in-interest transactions.

NOTE 10. SUBSEQUENT EVENTS

The Plan evaluated all events or transactions that occurred after December 31, 2011 and through October 15, 2012, the date the financial statements were available to be issued. The Plan had no material recognizable subsequent events.

SUPPLEMENTAL SCHEDULE

PETROLEUM WHOLESALE, L.P. 401(K) PROFIT SHARING PLAN
SCHEDULE H, LINE 4i – SCHEDULE OF ASSETS HELD
FOR INVESTMENT PURPOSES AT END OF YEAR
EMPLOYER IDENTIFICATION NUMBER: 73-0956836 – PLAN NUMBER: 001
DECEMBER 31, 2011

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment, including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current Value
*	Wells Fargo	Advantage Cash Investment Money Market (Inst) Fund	**	$ 2,992,241
*	Wells Fargo	Advantage Index (Admin) Fund	**	590,989
*	Wells Fargo	Advantage Dow Jones Target 2020 (Admin) Fund	**	518,158
*	Wells Fargo	Advantage Dow Jones Target 2030 (Admin) Fund	**	244,985
	Artisan	Mid Cap (INV) Fund	**	203,368
*	Wells Fargo	Advantage Dow Jones Target 2040 (Admin) Fund	**	194,033
	American Funds	EuroPacific Growth (R4) Fund	**	134,506
	MFS	Value (R3) Fund	**	98,202
	Dreyfus	Intermediate Term Income (A) Fund	**	94,839
	Janus	Forty (S) Fund	**	92,954
*	Wells Fargo	Advantage Small Cap Value (INV) Fund	**	89,113
*	Wells Fargo	Advantage Dow Jones Target 2010 (Admin) Fund	**	81,499
	Pimco	Total Return (Admin) Fund	**	80,464
*	Wells Fargo	Advantage Dow Jones Target 2050 (Admin) Fund	**	76,426
*	Wells Fargo	Advantage Dow Jones Target Today (Admin) Fund	**	32,224
*	Participant Loans	Loans to participants, with repayment terms of 1 to 10 years and interest rates from 4.25% to 8.75%	-	187,015
				$ 5,711,016

The information shown on this schedule has been summarized from the information provided by the Trustee which the Trustee has certified as being complete and accurate.

*Party-in-interest
**Cost information is not applicable for participant directed investments.

See Independent Auditor's Report.