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), 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

2010

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2010 or fiscal plan year beginning 11/01/2010 and ending 10/31/2011

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:
- [ ] Form 5558;
- [ ] automatic extension;
- [X] the DFVC program;
- [ ] special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
CACTUS FEEDERS, INC. EMPLOYEE STOCK OWNERSHIP PLAN

1b Three-digit plan number (PN) ▶ 002

1c Effective date of plan 11/01/1989

2a Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.)
CACTUS FEEDERS, INC.

2209 WEST 7TH STREET
AMARILLO, TX 79106

2b Employer Identification Number (EIN) 75-1086468

2c Sponsor's telephone number 806-373-2333

2d Business code (see instructions) 112111

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.	10/19/2012	BRIAN WURPTS
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

3a Plan administrator's name and address (if same as plan sponsor, enter "Same")
CACTUS FEEDERS, INC.

2209 WEST 7TH STREET
AMARILLO, TX 79106

3b Administrator's EIN
75-1086468

3c Administrator's telephone number
806-373-2333

4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:

a Sponsor's name

4b EIN

4c PN

5	Total number of participants at the beginning of the plan year	**5**	784
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**	466
b	Retired or separated participants receiving benefits	**6b**	111
c	Other retired or separated participants entitled to future benefits	**6c**	217
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	794
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	1
f	Total. Add lines **6d** and **6e**	**6f**	795
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	763
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	30
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:
2P 2I 3I

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)		**C** (Service Provider Information)
(5)		**D** (DFE/Participating Plan Information)
(6)		**G** (Financial Transaction Schedules)

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

2010

This Form is Open to Public Inspection

For calendar plan year 2010 or fiscal plan year beginning 11/01/2010 and ending 10/31/2011

A Name of plan
CACTUS FEEDERS, INC. EMPLOYEE STOCK OWNERSHIP PLAN

B Three-digit plan number (PN) ▶ 002

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

D Employer Identification Number (EIN)
75-1086468

Part I Asset and Liability Statement

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other	1b(3)		337495
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	2879047	11333603
(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)	5284879	4433152
(5) Partnership/joint venture interests	1c(5)	8425706	8024007
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)		
(9) Value of interest in common/collective trusts	1c(9)		
(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)		
(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)	53366067	108081408
	(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	69955699	132209665
	Liabilities			
g	Benefit claims payable	1g		
h	Operating payables	1h		
i	Acquisition indebtedness	1i		98761453
j	Other liabilities	1j		475000
k	Total liabilities (add all amounts in lines 1g through1j)	1k	0	99236453
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	69955699	32973212

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)	4349833	
	(B) Participants	2a(1)(B)		
	(C) Others (including rollovers)	2a(1)(C)		
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		4349833
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	7826	
	(B) U.S. Government securities	2b(1)(B)		
	(C) Corporate debt instruments	2b(1)(C)		
	(D) Loans (other than to participants)	2b(1)(D)		
	(E) Participant loans	2b(1)(E)		
	(F) Other	2b(1)(F)	46662	
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		54488
	(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
	(B) Common stock	2b(2)(B)	8865713	
	(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		8865713
	(3) Rents	2b(3)		
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)	337495	
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)	270216	
	(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		67279

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)	-39764025	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		-39764025
(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)		
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		-26426712
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	7053679	
(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)		7053679
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		3027096
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)	475000	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		475000
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		10555775
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		-36982487
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: WILSON, HAAG, AND CO. P.C. (2) EIN: 75-2333913

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		1000000
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			
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

2010

This Form is Open to Public Inspection.

For calendar plan year 2010 or fiscal plan year beginning 11/01/2010 and ending 10/31/2011

A Name of plan
CACTUS FEEDERS, INC. EMPLOYEE STOCK OWNERSHIP PLAN

B Three-digit plan number (PN) ▶ 002

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

D Employer Identification Number (EIN)
75-1086468

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**

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

EIN(s): 75-1086468

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 **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 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(es). 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):

---

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):

CACTUS FEEDERS, INC. EMPLOYEE STOCK OWNERSHIP PLAN AND TRUST

Financial Statements

October 31, 2011 and 2010

(with independent auditor's report thereon)

WH&C

Wilson, Haag & Co., P.C.

Certified Public Accountants

418 S. Polk • P.O. Box 590, Amarillo, Texas 79105

(806) 372-3331 • FAX (806) 372-3355

Independent Auditor's Report

The Trustee and Administrative Committee
Cactus Feeders, Inc. Employee
Stock Ownership Plan and Trust:

We have audited the accompanying statements of net assets available for plan benefits of Cactus Feeders, Inc. Employee Stock Ownership Plan and Trust as of October 31, 2011 and 2010, and the related statement of changes in net assets available for plan benefits for the year ended October 31, 2011. These financial statements are the responsibility of the administrative committee. Our responsibility is to express an opinion on these financial statements based on our audits.

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

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for plan benefits of Cactus Feeders, Inc. Employee Stock Ownership Plan and Trust as of October 31, 2011 and 2010, and the changes in net assets available for plan benefits for the year ended October 31, 2011, in conformity with accounting principles generally accepted in the United States of America.

Our audits were conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental Schedule of Assets Held for Investment (Schedule 1) is presented for the purpose of additional analysis and is not a required part of the basic financial statements but is supplemental information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. The supplemental schedule has been subjected to the auditing procedures applied in the audits of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

Wilson, Haag + Co., P.C.

October 19, 2012

CACTUS FEEDERS, INC. EMPLOYEE STOCK OWNERSHIP PLAN AND TRUST

Statements of Net Assets Available for Plan Benefits

October 31, 2011 and 2010

Assets	**2011**	**2010**
Interest-bearing cash account	$ 11,333,603	2,879,047
Proceeds due from sale of Pablo Pawnee, LLC investment	337,495	-
Investments at estimated fair value (note 3):		
Cactus Feeders, Inc. common stock	108,081,408	53,366,067
Spike Box Land & Cattle Company, Inc. common stock	4,433,152	5,284,879
Pablo Energy II, LLC membership units	52,845	8,110,856
Pablo Energy Texas, LLC membership units	7,971,162	-
Pablo Pawnee, LLC membership units	-	314,850
	$ 132,209,665	69,955,699
Liabilities and Net Assets		
Liabilities:		
Notes payable to Cactus Feeders, Inc. (note 4)	98,761,453	-
Income taxes payable (note 5)	475,000	-
	99,236,453	-
Net assets (deficiency in net assets) available for plan benefits:		
Allocated	55,088,865	69,955,699
Unallocated	(22,115,653)	-
	32,973,212	69,955,699
	$ 132,209,665	69,955,699

See accompanying notes to financial statements.

CACTUS FEEDERS, INC. EMPLOYEE STOCK OWNERSHIP PLAN AND TRUST

Statement of Changes in Net Assets Available for Plan Benefits

For the year ended October 31, 2011

	Allocated	Unallocated	Total
Net unrealized appreciation (depreciation) in estimated fair value of investments:			
Cactus Feeders, Inc. common stock	$ (18,753,633)	(21,790,000)	(40,543,633)
Spike Box Land & Cattle Company, Inc. common stock	77,525	-	77,525
Pablo Energy II, LLC membership units	117,014	-	117,014
Pablo Energy Texas, LLC membership units	585,069	-	585,069
	(17,974,025)	(21,790,000)	(39,764,025)
Realized gain on sale of Pablo Pawnee, LLC investment	67,279	-	67,279
Interest income	54,488	-	54,488
Dividend income	8,865,713	-	8,865,713
Allocation of 7,500 shares of Cactus Feeders, Inc. common stock to participants, at estimated fair value	1,564,200	(1,564,200)	-
Employer contributions (note 6)	84,190	4,265,643	4,349,833
Interest expense (note 4)	-	(3,027,096)	(3,027,096)
Income tax expense (note 5)	(475,000)	-	(475,000)
Distributions to participants	(7,053,679)	-	(7,053,679)
Decrease in net assets available for plan benefits	(14,866,834)	(22,115,653)	(36,982,487)
Net assets available for plan benefits at beginning of year	69,955,699	-	69,955,699
Net assets (deficiency of net assets) available for plan benefits at end of year	$ 55,088,865	(22,115,653)	32,973,212

See accompanying notes to financial statements.

CACTUS FEEDERS, INC. EMPLOYEE STOCK OWNERSHIP PLAN AND TRUST

Notes to Financial Statements

October 31, 2011 and 2010

(1) Summary of Significant Accounting Policies

Basis of Presentation

The accompanying financial statements of Cactus Feeders, Inc. Employee Stock Ownership Plan and Trust (the Plan) have been prepared utilizing the accrual basis of accounting.

Fair Value of Investments

FASB ASC 820 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 observable for the asset or liability; and 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. There have been no changes in the methodologies used by the Plan at October 31, 2011 and 2010.

The common stock of Cactus Feeders, Inc. (Cactus) and Spike Box Land & Cattle Company, Inc. (Spike Box), and the membership units of Pablo Energy II, LLC (Pablo), Pablo Energy Texas LLC (Texas) and Pablo Pawnee, LLC (Pawnee) are stated at estimated fair values as determined by annual independent valuations.

Continued

CACTUS FEEDERS, INC. EMPLOYEE STOCK OWNERSHIP PLAN AND TRUST

Notes to Financial Statements, Continued

(1) Summary of Significant Accounting Policies, Continued

Fair Value of Investments, Continued

These valuations are based upon a combination of the market and income valuation techniques consistent with prior years. The evaluations took into account historical and projected cash flow and net income, return on assets, return on equity, market comparables and estimated fair value of entity assets and liabilities.

All valuations of plan investments fall within level 3 of the fair value hierarchy as described above and may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

Pervasiveness 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 disclosures 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.

Subsequent Events

The Trustees have reviewed events occurring subsequent to October 31, 2011 through October 19, 2012 for potential impact on the accompanying financial statements and disclosures herein.

(2) Description of the Plan

General

Cactus Feeders, Inc. established the Plan effective November 1, 1988. The Plan operates as a leveraged employee stock ownership plan (ESOP), and is designed to comply with regulations of the Internal Revenue Code and applicable provisions of the Employee Retirement Income Security Act of 1974. The Plan is administered and assets are managed by appointed trustees.

Continued

CACTUS FEEDERS, INC. EMPLOYEE STOCK OWNERSHIP PLAN AND TRUST

Notes to Financial Statements, Continued

(2) Description of the Plan, Continued

General, Continued

The Plan purchased Cactus common stock shares using the proceeds of borrowings and holds the stock in a trust established under the Plan. The borrowings are to be repaid over a period of years by employer contributions to the trust fund. As the Plan makes each payment of principal or interest, a calculated percentage of stock is allocated to eligible participants' accounts in accordance with applicable terms of the Plan.

Borrowings are collateralized by unallocated shares of Cactus stock with the lender having no rights against shares once they were allocated to participants under the Plan. Accordingly, the accompanying financial statements present separately the changes in net assets pertaining to:

(a) the accounts of participants with rights in allocated stock (Allocated) and
(b) stock not yet allocated to participants (Unallocated).

Each participant is entitled to exercise voting rights attributable to the allocated shares in the participant's account. Unallocated shares are voted by the Plan trustees.

Employees of Cactus and its participating subsidiaries are generally eligible to participate in the Plan after meeting minimum age (18 years) and service (1,000 hours) requirements.

Contributions of Participating Companies

The trust agreement provides for annual contributions to the Plan to be made at the discretion of the Board of Directors of Cactus.

Distributions

The trust agreement provides for benefits to be payable to participants or their beneficiaries in the event of (1) participant's retirement, (2) participant's death, (3) participant's total disability or (4) termination of employment under all other circumstances. At October 31, 2011, allocated net assets available for plan benefits totalling $15,840,583 are attributable to former participants and will be paid under terms of the Plan.

Vesting

Vesting begins after two years of service and participants become 100% vested after six years of service. Participants also become 100% vested upon (1) normal retirement, reaching the age of sixty, (2) death or (3) total and permanent disability.

Continued

CACTUS FEEDERS, INC. EMPLOYEE STOCK OWNERSHIP PLAN AND TRUST

Notes to Financial Statements, Continued

(2) Description of the Plan, Continued

Termination of the Plan

The trust agreement provides that the Plan may be terminated at any time by resolution of the Company. The Plan shall also be terminated in the event of a complete discontinuance of contributions. Upon termination of the Plan, each participant becomes fully vested and the balance of the amounts allocated to each participant shall be distributed to participants or their beneficiaries.

(3) Investments

A summary of the Plan's investments at October 31, 2011 and 2010 follows:

	2011			2010		
	Allocated	Unallocated	Total	Allocated	Unallocated	Total
Cactus Feeders, Inc. common stock:						
Number of shares	150,729	367,500	518,229	157,369	-	157,369
Cost	$ 6,398,565	98,000,000	104,398,565	6,955,848	-	6,955,848
Estimated fair value	$ 31,435,608	76,645,800	108,081,408	53,366,067	-	53,366,067
Spike Box Land & Cattle Company, Inc. common stock:						
Number of shares	24,788	-	24,788	30,088	-	30,088
Cost	$ 602,271	-	602,271	730,956	-	730,956
Estimated fair value	$ 4,433,152	-	4,433,152	5,284,879	-	5,284,879
Pablo Energy II, LLC membership units:						
Number of units	27,682	-	27,682	30,762	-	30,762
Cost	$ 333	-	333	396,124	-	396,124
Estimated fair value	$ 52,845	-	52,845	8,110,856	-	8,110,856

Continued

CACTUS FEEDERS, INC. EMPLOYEE STOCK OWNERSHIP PLAN AND TRUST

Notes to Financial Statements, Continued

(3) Investments, Continued

	2011			2010		
	Allocated	Unallocated	Total	Allocated	Unallocated	Total
Pablo Energy Texas, LLC membership units (spun-off by Pablo Energy II, LLC):						
Number of units	27,682	-	27,682	-	-	-
Cost	$ 356,136	-	356,136	-	-	-
Estimated fair value	$ 7,971,162	-	7,971,162	-	-	-
Pablo Pawnee, LLC membership percentage:						
Percentage ownership	-	-	-	7.83%	-	7.83%
Cost	$ -	-	-	280,193	-	280,193
Estimated fair value	$ -	-	-	314,850	-	314,850

(4) Liabilities

The Plan previously purchased 400,000 shares of Cactus common stock during 1990 with $16,000,000 proceeds of borrowings from Cactus and purchased 19,886 shares during 2000 with $1,992,975 proceeds of borrowings from Cactus. The variable-interest rate notes evidencing the borrowings were fully repaid during 2010.

During 2011 the Plan purchased 375,000 shares of Cactus common stock with $100,000,000 proceeds of borrowings from Cactus. The 3.53% note evidencing these borrowings is secured by the unallocated common stock and is due in annual installments of $4,265,643 including interest through 2060. Interest incurred on such notes aggregated $3,027,096 during 2011. Principal amounts due on this note for the five years subsequent to October 31, 2011 are; $779,363 in 2012; $806,875 in 2013; $835,358 in 2014; $864,846 in 2015; and $895,375 in 2016.

Continued

(5) Income Taxes

The Plan has received a determination letter from the Internal Revenue Service (IRS) stating that the Plan qualifies for tax-exempt status under the Internal Revenue Code. The Plan has been amended since receiving the determination letter; however, the plan administrator and the plan's tax counsel believe the plan is currently designed and operated in compliance with applicable requirements of the Internal Revenue Code.

The Plan is subject to income taxes on "Unrelated Business Taxable Income (UBTI) generated by certain activities of investees other than Cactus. Such tax on UBTI for 2011 aggregated $475,000.

(6) Plan Amendment

During 2010, Cactus Feeders, Inc. on behalf of the Plan, received permission from the IRS to amend the plan retroactively to provide certain additional benefits to participants. The cost of these retroactive benefits, provided by Cactus Feeders, Inc. through additional contributions to the Plan, aggregated $84,190 during 2011. Approximately $109,500 of these benefits were yet to be provided at October 31, 2011.

(7) Price Protection Policy

In conjunction with the 2011 purchase of Cactus stock (see note 4), a "price protection policy" was adopted by Cactus. The policy is to be effected outside of the Plan between Cactus and the Plan participants. Cactus common stock which was allocated by the Plan to participants prior to the 2011 purchase will be "price protected" to a certain defined minimum value until October 31, 2017. This policy has no effect on the Plan and has been given no accounting treatment in the accompanying financial statements.

ADDITIONAL INFORMATION

SCHEDULE 1

CACTUS FEEDERS, INC. EMPLOYEE STOCK OWNERSHIP PLAN AND TRUST

Schedule of Assets Held for Investment

October 31, 2011

(a - party in interest)	(b – issuer)	(c – description)	(d – cost)	(e – current value)
	INTEREST-BEARING CASH:			
	Federated Prime Management Obligation Fund	Interest-bearing cash account	$ 11,333,603	$ 11,333,603
	CORPORATE STOCK:			
*	Spike Box Land & Cattle Company, Inc.	24,788 Shares of Spike Box Land & Cattle Company, Inc. Common Stock	602,271	4,433,152
	PARTNERSHIP/JOINT VENTURE INTERESTS:			
*	Pablo Energy II, LLC	27,682 Membership Units of Pablo Energy II, LLC	333	52,845
*	Pablo Energy Texas, LLC	27,682 Membership Units of Pablo Energy Texas, LLC	356,136	7,971,162
			356,469	8,024,007
	EMPLOYER SECURITIES:			
*	Cactus Feeders, Inc.	518,229 Shares of Cactus Feeders, Inc. Common Stock	104,398,565	108,081,408
			$ 116,690,908	$ 131,872,170

SCHEDULE 1

CACTUS FEEDERS, INC. EMPLOYEE STOCK OWNERSHIP PLAN AND TRUST

Schedule of Assets Held for Investment

October 31, 2011

(a - party in interest)	(b – issuer)	(c – description)	(d – cost)	(e – current value)
	INTEREST-BEARING CASH:			
	Federated Prime Management Obligation Fund	Interest-bearing cash account	$ 11,333,603	$ 11,333,603
	CORPORATE STOCK:			
*	Spike Box Land & Cattle Company, Inc.	24,788 Shares of Spike Box Land & Cattle Company, Inc. Common Stock	602,271	4,433,152
	PARTNERSHIP/JOINT VENTURE INTERESTS:			
*	Pablo Energy II, LLC	27,682 Membership Units of Pablo Energy II, LLC	333	52,845
*	Pablo Energy Texas, LLC	27,682 Membership Units of Pablo Energy Texas, LLC	356,136	7,971,162
			356,469	8,024,007
	EMPLOYER SECURITIES:			
*	Cactus Feeders, Inc.	518,229 Shares of Cactus Feeders, Inc. Common Stock	104,398,565	108,081,408
			$ 116,690,908	$ 131,872,170