

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). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 <div style="text-align: center; font-size: 1.5em; font-weight: bold;">2011</div> This Form is Open to Public Inspection
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Part I	Annual Report Identification Information		
For calendar plan year 2011 or fiscal plan year beginning <u>04/01/2011</u> and ending <u>03/31/2012</u>			
A This return/report is for:	☐ a multiemployer plan;	☐ a multiple-employer plan; or	
	☒ 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;	☐ the DFVC program;
	☐ special extension (enter description)		

Part II	Basic Plan Information —enter all requested information		
1a Name of plan <u>THE KLEINFELDER GROUP, INC. EMPLOYEE STOCK OWNERSHIP PLAN</u>	1b Three-digit plan number (PN) ▶	<div style="border: 1px solid black; padding: 2px;">001</div>	
	1c Effective date of plan <u>03/31/1989</u>		
2a Plan sponsor's name and address, including room or suite number (Employer, if for single-employer plan) <u>THE KLEINFELDER GROUP, INC.</u> <u>5015 SHOREHAM PLACE</u> <u>SAN DIEGO, CA 92122-5993</u>	2b Employer Identification Number (EIN) <u>68-0053138</u>	2c Sponsor's telephone number <u>858-320-2000</u>	
	2d Business code (see instructions) <u>541330</u>		

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.	<u>12/17/2012</u>	<u>JOSEPH ALDERN</u>
	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

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.

Form 5500 (2011)
v.012611

3a Plan administrator's name and address (if same as plan sponsor, enter "Same") THE KLEINFELDER GROUP, INC. 5015 SHOREHAM PLACE SAN DIEGO, CA 92122-5993	3b Administrator's EIN 68-0053138 3c Administrator's telephone number 858-320-2000
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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
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5 Total number of participants at the beginning of the plan year	5	2064
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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	1441
b Retired or separated participants receiving benefits.....	6b	187
c Other retired or separated participants entitled to future benefits.....	6c	300
d Subtotal. Add lines 6a , 6b , and 6c	6d	1928
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	5
f Total. Add lines 6d and 6e	6f	1933
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	1926
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	110

7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7	
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8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:

21 20

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)	9b Plan benefit arrangement (check all that apply)
(1) ☐ Insurance	(1) ☐ Insurance
(2) ☐ Code section 412(e)(3) insurance contracts	(2) ☐ Code section 412(e)(3) insurance contracts
(3) ☒ Trust	(3) ☒ Trust
(4) ☐ General assets of the sponsor	(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)** ☒ **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)** ☒ **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 C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2011
		This Form is Open to Public Inspection.

For calendar plan year 2011 or fiscal plan year beginning **04/01/2011** and ending **03/31/2012**

A Name of plan THE KLEINFELDER GROUP, INC. EMPLOYEE STOCK OWNERSHIP PLAN	B Three-digit plan number (PN) ▶ 001
C Plan sponsor's name as shown on line 2a of Form 5500 THE KLEINFELDER GROUP, INC.	D Employer Identification Number (EIN) 68-0053138

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

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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)

CROWE HORWATH LLP

35-0921680

(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?
64	NONE	62728	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☒

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

FMV OPINIONS

33-0458254

(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?
34	NONE	10000	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☒

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

MOSS-ADAMS LLP

91-0189318

(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?
10	NONE	15000	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)

UNION BANK

94-0304228

(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?
21	NONE	40474	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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(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide

Part III **Termination Information on Accountants and Enrolled Actuaries (see instructions)**
(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	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 <div style="border: 1px solid black; padding: 5px; font-size: 1.2em; font-weight: bold;">2011</div> This Form is Open to Public Inspection
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For calendar plan year 2011 or fiscal plan year beginning <u>04/01/2011</u> and ending <u>03/31/2012</u>		
A Name of plan <u>THE KLEINFELDER GROUP, INC. EMPLOYEE STOCK OWNERSHIP PLAN</u>	B Three-digit plan number (PN) ►	<div style="border: 1px solid black; padding: 2px;">001</div>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>THE KLEINFELDER GROUP, INC.</u>	D Employer Identification Number (EIN) <u>68-0053138</u>	

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)	220169	1450000
(2) Participant contributions	1b(2)		
(3) Other.....	1b(3)	3408	83
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	3028897	2639781
(2) U.S. Government securities.....	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other.....	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)		
(9) Value of interest in common/collective trusts.....	1c(9)		
(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)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)	44267665	40129364
(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	47520139	44219228

Liabilities

g Benefit claims payable	1g	2037	2037
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	2037	2037

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	47518102	44217191
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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 Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	1450000	
(B) Participants	2a(1)(B)		
(C) Others (including rollovers)	2a(1)(C)	83	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		1450083

b Earnings on investments:**(1) Interest:**

(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	1170	
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		1170

(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)		
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		0

(3) Rents	2b(3)		
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(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)	667638	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		667638
(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		2118891

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	5541426	
(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)		5541426
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)	128202	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		128202
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		5669628

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		-3550737
l Transfers of assets:			
(1) To this plan.....	2l(1)		249826
(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) ☐ 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 ☒ No

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

(1) Name: MOSS-ADAMS LLP

(2) EIN: 91-0189318

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.).....		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.).....		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.)		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.).....		X	
e Was this plan covered by a fidelity bond?.....	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?		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?		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?		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.).....	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.).....	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?.....		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....		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 04/01/2011 and ending 03/31/2012

A Name of plan THE KLEINFELDER GROUP, INC. EMPLOYEE STOCK OWNERSHIP PLAN	B Three-digit plan number (PN) ▶ 001
C Plan sponsor's name as shown on line 2a of Form 5500 THE KLEINFELDER GROUP, INC.	D Employer Identification Number (EIN) 68-0053138

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): _____ 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 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

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.

Schedule R (Form 5500) 2011
v.012611

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

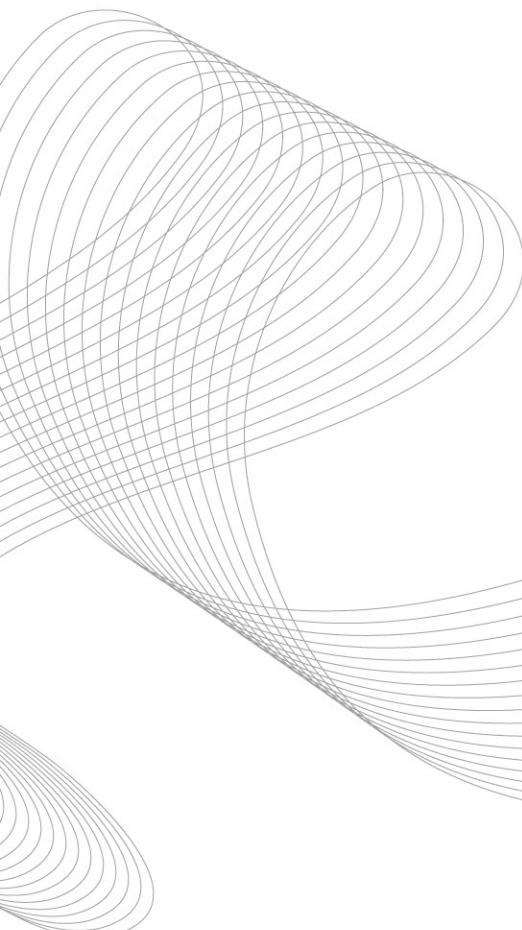
- 18** If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding 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): _____



**Report of Independent Auditors and Financial
Statements with Supplemental Schedules for**

**The Kleinfelder Group, Inc.
Employee Stock Ownership Plan**

March 31, 2012 and 2011

MOSS ADAMS_{LLP}

Certified Public Accountants | Business Consultants

Acumen. Agility. Answers.

C O N T E N T S

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REPORT OF INDEPENDENT AUDITORS

To the Trustees
The Kleinfelder Group, Inc.
Employee Stock Ownership Plan

We have audited the accompanying statements of net assets available for benefits of The Kleinfelder Group, Inc. Employee Stock Ownership Plan (the "Plan") as of March 31, 2012 and 2011, and the related statement of changes in net assets available for benefits for the year ended March 31, 2012. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for expressing an opinion on the effectiveness of the Plan's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan as of March 31, 2012 and 2011, and the changes in its net assets available for benefits for the year ended March 31, 2012, 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 financial statements taken as a whole. The supplemental Schedule H, Line 4(i) - Schedule of Assets (Held at End of Year) and Schedule H, Line 4(j) - Schedule of Reportable Transactions are presented for the purpose of additional analysis and are not a required part of the financial statements, but are supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, as amended. Such information is the responsibility of the Plan's management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audits of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the financial statements taken as a whole.

Moss Adams LLP

San Diego, California
October 29, 2012

**THE KLEINFELDER GROUP, INC.
EMPLOYEE STOCK OWNERSHIP PLAN**

**STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
MARCH 31, 2012 AND 2011**

	2012	2011
ASSETS		
Non-participant directed investments		
The Kleinfelder Group, Inc. common stock	\$ 40,129,364	\$ 44,267,665
Money market funds	<u>2,639,781</u>	<u>3,028,897</u>
Total investments	<u>42,769,145</u>	<u>47,296,562</u>
Employer contributions	1,450,000	220,169
Other assets	<u>83</u>	<u>3,408</u>
Total assets	<u>44,219,228</u>	<u>47,520,139</u>
LIABILITIES		
Other	<u>2,037</u>	<u>2,037</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u><u>\$ 44,217,191</u></u>	<u><u>\$ 47,518,102</u></u>

THE KLEINFELDER GROUP, INC.
EMPLOYEE STOCK OWNERSHIP PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
YEAR ENDED MARCH 31, 2012

ADDITIONS TO NET ASSETS ATTRIBUTED TO:

Investment return:	
Net appreciation in fair value of investments, common stock	\$ 667,638
Interest and dividends	1,170
	<u>668,808</u>
 Employer contributions - cash	 1,450,000
KSOP contributions	249,826
Other income	83
	<u>1,699,909</u>
Total additions	<u>2,368,717</u>

DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO:

Benefits paid to participants	5,541,426
Administrative expenses	128,202
Total deductions	<u>5,669,628</u>

CHANGE IN NET ASSETS AVAILABLE FOR BENEFITS (3,300,911)

NET ASSETS AVAILABLE FOR BENEFITS

Beginning of year	<u>47,518,102</u>
End of year	<u><u>\$ 44,217,191</u></u>

THE KLEINFELDER GROUP, INC. EMPLOYEE STOCK OWNERSHIP PLAN

NOTES TO FINANCIAL STATEMENTS

Note 1 – Description of the Plan

The following description of The Kleinfelder Group, Inc. Employee Stock Ownership Plan (the “Plan”) provides only general information. Participants should refer to the Plan Agreement, as amended, for a more complete description of Plan provisions.

General: The Plan is a defined contribution retirement plan covering substantially all employees of The Kleinfelder Group, Inc. (the “Company”) and is subject to provisions of the Employee Retirement Income Security Act of 1974, as amended (“ERISA”). The Company is the Plan’s sponsor and serves as plan administrator. The Plan is established under the terms of a trust agreement between The Kleinfelder Group, Inc. (a California Corporation) and Union Bank, N.A. (the “Trustee”). The Trustee is given the authority to invest and manage all monies held in the Plan as directed by the Plan’s Administrative Committee (the “Committee”), which is appointed by the Company’s Board of Directors (the “Board”).

Eligibility: Employees of the Company are eligible to participate in the Plan on April 1st or October 1st following the completion of 1,000 hours of service.

Amendment for KSOP Transfers: Effective April 1, 2007, the Plan was amended to adopt a KSOP Addendum. The KSOP Addendum allows each participant who is also a participant in the Company’s 401(k) plan to be eligible to make an election on each election date, as defined, to transfer funds immediately following the transfer date, as defined, from their 401(k) account to their KSOP account or from their KSOP account back to the 401(k) plan. KSOP assets will be invested primarily (or exclusively) in company common stock upon participant election. Transfers from the 401(k) account may not include any employer contributions and/or earnings. All KSOP transfers must be a minimum of \$150 and are not to exceed 15 percent of the combined balance of 401(k) employee deferrals and the KSOP account. Participants are 100 percent vested in their KSOP account balance, as they derive from employee deferrals.

Contributions: Company contributions to the Plan are based on an annual determination made by the Board, not to exceed the amount deductible for federal tax purposes allowed by Section 404(a) of the Internal Revenue Code (“IRC”). Participants must complete at least 1,000 hours of service during the plan year and be employed as of the last day of the plan year to be eligible to receive contributions. A participant is also eligible to share in the allocation of contributions in the plan year of retirement, death, or disability. Contributions are allocated to participants in the same proportion as a participant’s eligible compensation bears to the total of all participants’ eligible compensation. The plan sponsor made profit-sharing contributions of approximately \$1,450,000 for the year ended March 31, 2012. Contributions are subject to regulatory limits.

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

THE KLEINFELDER GROUP, INC.

EMPLOYEE STOCK OWNERSHIP PLAN

NOTES TO FINANCIAL STATEMENTS

Note 1 – Description of the Plan (Continued)

Vesting: Participants' accounts will become 100 percent vested and non-forfeitable under the following circumstances:

- The participant has completed at least six years of credited service;
- The participant dies or becomes totally and permanently disabled while employed; or
- The participant retires, at which time the sum of the participant's age and years of service equals or exceeds 70, provided that the participant has then attained at least age 50, and further provided that normal retirement age shall be no later than the time the participant has attained age 65.

If a participant's employment terminates prior to normal retirement or for a reason other than as a result of the participant's death or disability, the vested share of the account will depend on the number of years of credited service as follows:

<u>Years of Credited Services</u>	<u>Percent of Account Vested</u>
Less than two years	0%
Two years	20%
Three years	40%
Four years	60%
Five years	80%
Six years or more	100%

For the purpose of determining the vested share, credited service is the number of plan years in which the participant is credited with at least 1,000 hours of service, including service prior to commencement of the Plan. Any portion of the final balance in a participant's account which is not vested will become a forfeiture as of the allocation date of the plan year in which the participant incurs a one-year break in service. Forfeited balances are allocated between the remaining plan participants.

Payment of Benefits: Upon termination of service due to death, disability, or retirement, a participant may elect to receive a lump-sum amount equal to the value of the participant's account balance. For termination of service for other reasons, a participant may receive the value of the vested interest in his or her account in three annual installments. No distributions will be made in the form of company common stock.

In determining the value of a participant's vested interest in his or her account, the shares of company common stock held therein are valued at the fair value as of the March 31 coinciding with or preceding the date of distribution. If a participant's employment terminates as a result of retirement (at normal retirement age), disability, or death, distribution will occur following the end of the plan year in which such retirement, disability, or death occurs.

THE KLEINFELDER GROUP, INC.

EMPLOYEE STOCK OWNERSHIP PLAN

NOTES TO FINANCIAL STATEMENTS

Note 1 – Description of the Plan (Continued)

Forfeitures: Forfeitures are the non-vested portion of a participant's account that is lost upon termination of employment. As of March 31, 2012 and 2011, there were no unallocated forfeited amounts. During the year ended March 31, 2012, 11,170 shares of stock were allocated to participants from forfeited non-vested accounts.

Voting Rights: Generally, the Committee will direct the Trustee on how to vote the shares. Participants who are active employees will decide how their shares of company common stock will be voted for the election of the Board. In certain matters presented to company shareholders for a vote, such as a liquidation or merger of the Company, current and terminated Plan participants may also have the right to decide how their shares of company common stock will be voted.

Put Option: Under federal income tax regulations, the employer stock that is held by the Plan and its participants and is not readily tradable on an established market, or is subject to trading limitations, includes a put option. The put option is a right to demand that the Company buy any shares of its stock distributed to participants for which there is no market. The put price is representative of the fair market value of the stock. The Company can pay for the purchase with interest over a period of five years. The purpose of the put option is to ensure that the participant has the ability to ultimately obtain cash.

Diversification: Once a participant has attained age 55 and completed at least six years of participation, as defined, in the Plan, they will be eligible to elect to diversify up to 25 percent of their company common stock. If the participant elects to diversify, the Company will decide to either (1) distribute in cash or company common stock (as decided by the Company) the portion that the participant elects to diversify; or (2) transfer cash directly to the 401(k) plan. If the diversified portion is distributed to the participant in cash or company common stock, they can request that the funds be a direct rollover to an Individual Retirement Account or another qualified retirement plan that accepts rollover contributions. Any installment payments of a participant's vested ESOP benefit will count towards satisfying their diversification election.

Note 2 – Summary of 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 generally accepted accounting principles in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, as well as disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

THE KLEINFELDER GROUP, INC.

EMPLOYEE STOCK OWNERSHIP PLAN

NOTES TO FINANCIAL STATEMENTS

Note 2 – Summary of Significant Accounting Policies (Continued)

Recent Accounting Pronouncements: In May 2011, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update (“ASU”) No. 2011-04, *Fair Value Measurement (Topic 820) - Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRS*. ASU No. 2011-04 requires disclosure of valuation techniques for Level 2 and Level 3 measurements, and for Level 3 measurements requires disclosure of valuation processes used by the reporting entity and quantitative information about significant unobservable inputs. ASU No. 2011-04 removes the requirement for nonpublic companies to disclose information about transfers between Level 1 and Level 2 of the fair value hierarchy. The new guidance is effective for reporting periods beginning after December 15, 2011. Plan management does not expect the adoption of ASU No. 2011-04 to have a material effect on the statements of net assets available for benefits or the statement of changes in net assets available for benefits.

Investments: Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability (i.e., the “exit price”) in an orderly transaction between market participants at the measurement date. See Note 4 for discussion of fair value measurements.

Income Recognition: Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. The net depreciation in fair value of investments consists of both the realized gains or losses and unrealized appreciation and depreciation of those investments.

Payment of Benefits: Benefits are recorded when paid.

Expenses: Certain administrative expenses are paid by the Company. Other expenses are paid by the Plan.

Subsequent Events: Subsequent events are events or transactions that occur after the statements of net assets available for benefits date, but before the financial statements are issued or are available to be issued. The Plan recognizes in the financial statements the effects of all subsequent events that provide additional evidence about conditions that existed at the date of the statements of net assets available for benefits, including the estimates inherent in the process of preparing the financial statements. The Plan’s financial statements do not recognize subsequent events that provide evidence about conditions that did not exist at the date of the statements of net assets available for benefits, but arose after the statements of net assets available for benefits date and before the financial statements are issued or are available to be issued.

The Plan has evaluated subsequent events through October 29, 2012, which is the date the financial statements were available to be issued.

THE KLEINFELDER GROUP, INC. EMPLOYEE STOCK OWNERSHIP PLAN

NOTES TO FINANCIAL STATEMENTS

Note 3 – Investments

Investments representing 5 percent or more of net assets available for benefits consist of the following as of March 31:

	<u>2012</u>	<u>2011</u>
The Kleinfelder Group, Inc. common stock	\$ 40,129,364	\$ 44,267,665
Vanguard money market fund	2,447,685	2,707,813

Note 4 – Fair Value Measurement

FASB Accounting Standards Codification (“ASC”) 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:

Basis of Fair Value Measurement

- Level 1:** Inputs to the valuation methodology that are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access;
- Level 2:** Quoted prices in markets that are not considered to be active or financial instruments without quoted market prices, but for which all significant inputs are observable, either directly or indirectly; and
- Level 3:** Inputs to the valuation methodology that 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.

Privately held common stock (The Kleinfelder Group, Inc. common stock): The investment in company common stock is stated at fair value, as determined by an independent valuation. Inputs to the valuation include current and historical earnings, and price-earnings multiples based on market data.

Registered investment companies (Money market funds): Valued at the net asset value (“NAV”) of shares held by the Plan at year end using prices quoted by the relevant pricing agent.

THE KLEINFELDER GROUP, INC.

EMPLOYEE STOCK OWNERSHIP PLAN

NOTES TO FINANCIAL STATEMENTS

Note 4 – Fair Value Measurement (Continued)

The following tables disclose by level the fair value hierarchy of the Plan's assets at fair value as of March 31, 2012 and 2011:

Investment Assets at Fair Value as of March 31, 2012				
	Level 1	Level 2	Level 3	Total
Privately held common stock:				
The Kleinfelder Group, Inc.				
common stock	\$ -	\$ -	\$ 40,129,364	\$ 40,129,364
Registered investments companies:				
Money market funds	2,639,781	-	-	2,639,781
Total assets at fair value	\$ 2,639,781	\$ -	\$ 40,129,364	\$ 42,769,145
Investment Assets at Fair Value as of March 31, 2011				
	Level 1	Level 2	Level 3	Total
Privately held common stock:				
The Kleinfelder Group, Inc.				
common stock	\$ -	\$ -	\$ 44,267,665	\$ 44,267,665
Registered investments companies:				
Money market funds	3,028,897	-	-	3,028,897
Total assets at fair value	\$ 3,028,897	\$ -	\$ 44,267,665	\$ 47,296,562

The following table discloses the summary of changes in the fair value of the Plan's Level 3 investment assets:

Balance, beginning of year	\$ 44,267,665
Unrealized gains for the period relating to assets still held at the reporting date	667,638
Redemption/payouts	(4,805,939)
Balance, end of year	<u>\$ 40,129,364</u>

Shares of company common stock held by the Plan and the related valuation per share and fair value are as follows:

	Shares Held	Cost	Fair Market Value
March 31, 2012	1,420,508	\$ 11,377,469	\$ 40,129,364
March 31, 2011	1,593,508	\$ 12,763,101	\$ 44,267,665

THE KLEINFELDER GROUP, INC.

EMPLOYEE STOCK OWNERSHIP PLAN

NOTES TO FINANCIAL STATEMENTS

Note 5 – Tax Status

The Internal Revenue Service has determined and informed the Company by a letter dated August 12, 2005 that the Plan and related trust are designed in accordance with applicable sections of the IRC. Although the Plan has been amended since receiving the determination letter, the plan administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC.

In accordance with guidance on accounting for uncertainty in income taxes (ASC 740-10), management evaluated the Plan's tax positions and does not believe the Plan has any uncertain tax positions that require disclosure or adjustment to the financial statements.

Note 6 – Risks and Uncertainties

The Plan invests in various investment securities, primarily mutual funds and common stock of the Company. Investment securities are exposed to various risks such as interest rate, market volatility, and credit risks. It is reasonably possible, given the level of risk associated with investment securities, that changes in the near-term could materially affect a participant's account balance and the amounts reported in the financial statements.

Note 7 – Party-in-Interest Transactions

Trustee: During the year ended March 31, 2012, the Plan incurred trustee fees of approximately \$40,000 for the services provided.

Contract with Administrator: The Plan has an agreement with Crowe Horwath, LLP to provide administrative services to the Plan. The Plan pays a base fee plus additional fees for services performed. During the year ended March 31, 2012, the Plan incurred administrative expenses of approximately \$63,000 for the services provided.

Accounting Services: The Plan engages Moss Adams LLP to provide accounting services at agreed-upon hourly rates. Total professional fees paid during the year ended March 31, 2012 were approximately \$15,000.

Valuation Services: The company common stock is valued on an annual basis. The Plan engaged FMV Opinions, Inc. to provide these services for the year ended March 31, 2012. Fees paid by the Plan for the valuation services were approximately \$10,000 for the year ended March 31, 2012.

Note 8 – Plan Termination

Although it has not expressed any intention to do so, the Company has the right to terminate the Plan and discontinue its contributions at any time. If the Plan is terminated, amounts allocated to a participant's account become fully vested.

**SUPPLEMENTAL SCHEDULES
REQUIRED BY THE DEPARTMENT OF LABOR**

THE KLEINFELDER GROUP, INC.
EMPLOYEE STOCK OWNERSHIP PLAN

EIN: 68-0053138

PLAN #: 001

SCHEDULE H, LINE 4(i) – SCHEDULE OF ASSETS (HELD AT END OF YEAR)

YEAR ENDED MARCH 31, 2012

(a)	(b)	(c)	(d)	(e)
Identity of Issuer, Borrower, Lessor, or Similar Party	Description of Investment, including Maturity Date, Rate of Interest, Collateral, Par Value, or Maturity Value	Cost	Current Value	
Company common stock				
* The Kleinfelder Group, Inc.	1,420,508 shares	\$ 11,377,469	\$ 40,129,364	
* Highmark (Union Bank, N.A.)	Money Market Fund	192,096	192,096	
Vanguard	Money Market Fund	2,447,685	2,447,685	
		\$ 14,017,250	\$ 42,769,145	

* Indicates party-in-interest.

THE KLEINFELDER GROUP, INC.

EMPLOYEE STOCK OWNERSHIP PLAN

EIN: 68-0053138

PLAN #: 001

SCHEDULE H, LINE 4(j) – SCHEDULE OF REPORTABLE TRANSACTIONS YEAR ENDED MARCH 31, 2012

(a)	(b)	(c)	(d)	(g)	(h)	(i)
Identity of Party Involved	Description of Assets	Purchase Price	Selling Price	Cost	Value on Transaction Date	Net Gain or (Loss)
Highmark Diversified Money Market Fund	12 shares at \$1.00 per share	\$ 12	\$ -	\$ 12	\$ 12	\$ -
Highmark Diversified Money Market Fund	10,000 shares at \$1.00 per share	-	10,000	10,000	10,000	-
Highmark Diversified Money Market Fund	9,041 shares at \$1.00 per share	-	9,041	9,041	9,041	-
Highmark Diversified Money Market Fund	6 shares at \$1.00 per share	6	-	6	6	-
Highmark Diversified Money Market Fund	9,495 shares at \$1.00 per share	9,495	-	9,495	9,495	-
Highmark Diversified Money Market Fund	9,495 shares at \$1.00 per share	-	9,495	9,495	9,495	-
Highmark Diversified Money Market Fund	3,408 shares at \$1.00 per share	3,408	-	3,408	3,408	-
Highmark Diversified Money Market Fund	15,265 shares at \$1.00 per share	15,265	-	15,265	15,265	-
Highmark Diversified Money Market Fund	15,265 shares at \$1.00 per share	-	15,265	15,265	15,265	-
Highmark Diversified Money Market Fund	5 shares at \$1.00 per share	5	-	5	5	-
Highmark Diversified Money Market Fund	8,150 shares at \$1.00 per share	8,150	-	8,150	8,150	-
Highmark Diversified Money Market Fund	8,150 shares at \$1.00 per share	-	8,150	8,150	8,150	-
Highmark Diversified Money Market Fund	5 shares at \$1.00 per share	5	-	5	5	-
Highmark Diversified Money Market Fund	10,000 shares at \$1.00 per share	10,000	-	10,000	10,000	-
Highmark Diversified Money Market Fund	10,000 shares at \$1.00 per share	-	10,000	10,000	10,000	-
Highmark Diversified Money Market Fund	10,003 shares at \$1.00 per share	-	10,003	10,003	10,003	-
Highmark Diversified Money Market Fund	8,882 shares at \$1.00 per share	-	8,882	8,882	8,882	-
Highmark Diversified Money Market Fund	5 shares at \$1.00 per share	5	-	5	5	-
Highmark Diversified Money Market Fund	5 shares at \$1.00 per share	5	-	5	5	-
Highmark Diversified Money Market Fund	24,666 shares at \$1.00 per share	24,666	-	24,666	24,666	-
Highmark Diversified Money Market Fund	30,000 shares at \$1.00 per share	-	30,000	30,000	30,000	-
Highmark Diversified Money Market Fund	84,065 shares at \$1.00 per share	84,065	-	84,065	84,065	-
Highmark Diversified Money Market Fund	84,065 shares at \$1.00 per share	-	84,065	84,065	84,065	-
Highmark Diversified Money Market Fund	5 shares at \$1.00 per share	5	-	5	5	-
Highmark Diversified Money Market Fund	28,652 shares at \$1.00 per share	28,652	-	28,652	28,652	-
Highmark Diversified Money Market Fund	28,652 shares at \$1.00 per share	-	28,652	28,652	28,652	-
Highmark Diversified Money Market Fund	10,151 shares at \$1.00 per share	-	10,151	10,151	10,151	-
Highmark Diversified Money Market Fund	5 shares at \$1.00 per share	5	-	5	5	-
Highmark Diversified Money Market Fund	220,169 shares at \$1.00 per share	220,169	-	220,169	220,169	-
Highmark Diversified Money Market Fund	9,793 shares at \$1.00 per share	-	9,793	9,793	9,793	-
Highmark Diversified Money Market Fund	11,000 shares at \$1.00 per share	-	11,000	11,000	11,000	-
Highmark Diversified Money Market Fund	4,805,940 shares at \$1.00 per share	4,805,940	-	4,805,940	4,805,940	-
Highmark Diversified Money Market Fund	9 shares at \$1.00 per share	9	-	9	9	-
Highmark Diversified Money Market Fund	565,144 shares at \$1.00 per share	565,144	-	565,144	565,144	-
Highmark Diversified Money Market Fund	3,690,114 shares at \$1.00 per share	-	3,690,114	3,690,114	3,690,114	-
Highmark Diversified Money Market Fund	720,551 shares at \$1.00 per share	-	720,551	720,551	720,551	-
Highmark Diversified Money Market Fund	1,179,528 shares at \$1.00 per share	-	1,179,528	1,179,528	1,179,528	-
Highmark Diversified Money Market Fund	43,268 shares at \$1.00 per share	-	43,268	43,268	43,268	-
Highmark Diversified Money Market Fund	103,811 shares at \$1.00 per share	103,811	-	103,811	103,811	-
Highmark Diversified Money Market Fund	103,811 shares at \$1.00 per share	-	103,811	103,811	103,811	-
Highmark Diversified Money Market Fund	16 shares at \$1.00 per share	16	-	16	16	-
Highmark Diversified Money Market Fund	157,187 shares at \$1.00 per share	157,187	-	157,187	157,187	-
Highmark Diversified Money Market Fund	157,187 shares at \$1.00 per share	-	157,187	157,187	157,187	-
Highmark Diversified Money Market Fund	12,279 shares at \$1.00 per share	-	12,279	12,279	12,279	-
Highmark Diversified Money Market Fund	4 shares at \$1.00 per share	4	-	4	4	-
Highmark Diversified Money Market Fund	1,500 shares at \$1.00 per share	-	1,500	1,500	1,500	-
Highmark Diversified Money Market Fund	3 shares at \$1.00 per share	3	-	3	3	-
Highmark Diversified Money Market Fund	2,285 shares at \$1.00 per share	-	2,285	2,285	2,285	-
		<u>\$ 6,036,032</u>	<u>\$ 6,165,020</u>	<u>\$ 12,201,052</u>	<u>\$ 12,201,052</u>	<u>\$ -</u>
The Kleinfelder Group, Inc.	173,000 shares at \$28.25 per share	\$ -	\$ 4,887,250	\$ 5,541,426	\$ 4,887,250	\$ -

THE KLEINFELDER GROUP, INC.
EMPLOYEE STOCK OWNERSHIP PLAN

EIN: 68-0053138

PLAN #: 001

SCHEDULE H, LINE 4(i) – SCHEDULE OF ASSETS (HELD AT END OF YEAR)

YEAR ENDED MARCH 31, 2012

(a)	(b)	(c)	(d)	(e)
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* The Kleinfelder Group, Inc.	1,420,508 shares	\$ 11,377,469	\$ 40,129,364	
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Vanguard	Money Market Fund	2,447,685	2,447,685	
		\$ 14,017,250	\$ 42,769,145	

* Indicates party-in-interest.

THE KLEINFELDER GROUP, INC.

EMPLOYEE STOCK OWNERSHIP PLAN

EIN: 68-0053138

PLAN #: 001

SCHEDULE H, LINE 4(j) – SCHEDULE OF REPORTABLE TRANSACTIONS YEAR ENDED MARCH 31, 2012

(a)	(b)	(c)	(d)	(g)	(h)	(i)
Identity of Party Involved	Description of Assets	Purchase Price	Selling Price	Cost	Value on Transaction Date	Net Gain or (Loss)
Highmark Diversified Money Market Fund	12 shares at \$1.00 per share	\$ 12	\$ -	\$ 12	\$ 12	\$ -
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Highmark Diversified Money Market Fund	6 shares at \$1.00 per share	6	-	6	6	-
Highmark Diversified Money Market Fund	9,495 shares at \$1.00 per share	9,495	-	9,495	9,495	-
Highmark Diversified Money Market Fund	9,495 shares at \$1.00 per share	-	9,495	9,495	9,495	-
Highmark Diversified Money Market Fund	3,408 shares at \$1.00 per share	3,408	-	3,408	3,408	-
Highmark Diversified Money Market Fund	15,265 shares at \$1.00 per share	15,265	-	15,265	15,265	-
Highmark Diversified Money Market Fund	15,265 shares at \$1.00 per share	-	15,265	15,265	15,265	-
Highmark Diversified Money Market Fund	5 shares at \$1.00 per share	5	-	5	5	-
Highmark Diversified Money Market Fund	8,150 shares at \$1.00 per share	8,150	-	8,150	8,150	-
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Highmark Diversified Money Market Fund	10,000 shares at \$1.00 per share	-	10,000	10,000	10,000	-
Highmark Diversified Money Market Fund	10,003 shares at \$1.00 per share	-	10,003	10,003	10,003	-
Highmark Diversified Money Market Fund	8,882 shares at \$1.00 per share	-	8,882	8,882	8,882	-
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Highmark Diversified Money Market Fund	5 shares at \$1.00 per share	5	-	5	5	-
Highmark Diversified Money Market Fund	24,666 shares at \$1.00 per share	24,666	-	24,666	24,666	-
Highmark Diversified Money Market Fund	30,000 shares at \$1.00 per share	-	30,000	30,000	30,000	-
Highmark Diversified Money Market Fund	84,065 shares at \$1.00 per share	84,065	-	84,065	84,065	-
Highmark Diversified Money Market Fund	84,065 shares at \$1.00 per share	-	84,065	84,065	84,065	-
Highmark Diversified Money Market Fund	5 shares at \$1.00 per share	5	-	5	5	-
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Highmark Diversified Money Market Fund	28,652 shares at \$1.00 per share	-	28,652	28,652	28,652	-
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Highmark Diversified Money Market Fund	9,793 shares at \$1.00 per share	-	9,793	9,793	9,793	-
Highmark Diversified Money Market Fund	11,000 shares at \$1.00 per share	-	11,000	11,000	11,000	-
Highmark Diversified Money Market Fund	4,805,940 shares at \$1.00 per share	4,805,940	-	4,805,940	4,805,940	-
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Highmark Diversified Money Market Fund	3,690,114 shares at \$1.00 per share	-	3,690,114	3,690,114	3,690,114	-
Highmark Diversified Money Market Fund	720,551 shares at \$1.00 per share	-	720,551	720,551	720,551	-
Highmark Diversified Money Market Fund	1,179,528 shares at \$1.00 per share	-	1,179,528	1,179,528	1,179,528	-
Highmark Diversified Money Market Fund	43,268 shares at \$1.00 per share	-	43,268	43,268	43,268	-
Highmark Diversified Money Market Fund	103,811 shares at \$1.00 per share	103,811	-	103,811	103,811	-
Highmark Diversified Money Market Fund	103,811 shares at \$1.00 per share	-	103,811	103,811	103,811	-
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Highmark Diversified Money Market Fund	157,187 shares at \$1.00 per share	-	157,187	157,187	157,187	-
Highmark Diversified Money Market Fund	12,279 shares at \$1.00 per share	-	12,279	12,279	12,279	-
Highmark Diversified Money Market Fund	4 shares at \$1.00 per share	4	-	4	4	-
Highmark Diversified Money Market Fund	1,500 shares at \$1.00 per share	-	1,500	1,500	1,500	-
Highmark Diversified Money Market Fund	3 shares at \$1.00 per share	3	-	3	3	-
Highmark Diversified Money Market Fund	2,285 shares at \$1.00 per share	-	2,285	2,285	2,285	-
		<u>\$ 6,036,032</u>	<u>\$ 6,165,020</u>	<u>\$ 12,201,052</u>	<u>\$ 12,201,052</u>	<u>\$ -</u>
The Kleinfelder Group, Inc.	173,000 shares at \$28.25 per share	\$ -	\$ 4,887,250	\$ 5,541,426	\$ 4,887,250	\$ -

Application for Extension of Time To File Certain Employee Plan Returns

OMB No. 1545-0212

► For Privacy Act and Paperwork Reduction Act Notice, see instructions.
► Information about Form 5558 and its instructions is at www.irs.gov/form5558

File With IRS Only

Part I Identification

A <div> <div>Name of filer, plan administrator, or plan sponsor (see instructions)</div> <div>The Kleinfelder Group, Inc.</div> <div>Number, street, and room or suite no. (If a P.O. box, see instructions)</div> <div>5015 Shoreham Place</div> <div>City or town, state, and ZIP code</div> <div>San Diego CA 92122-5993</div> </div>	B Filer's identifying number (see instructions) <div>Employer identification number (EIN) (9 digits XX-XXXXXXX)</div> <div>68-0053138</div> <div>Social security number (SSN) (9 digits XXX-XX-XXXX)</div>					
C <div> <div>Plan name</div> <div>The Kleinfelder Group, Inc. Employee Stock Ownership Plan</div> </div>	Plan number			Plan year ending –		
				MM	DD	YYYY
	0	0	1	3	31	2012

Part II Extension of Time To File Form 5500 Series, and/or Form 8955-SSA

- 1** ☐ Check this box if you are requesting an extension of time on line 2 to file the first Form 5500 series return/report for the plan listed in Part 1, C above.
- 2** I request an extension of time until 1 / 15 / 2013 to file Form 5500 series (see instructions).
Note. A signature IS NOT required if you are requesting an extension to file Form 5500 series.
- 3** I request an extension of time until 1 / 15 / 2013 to file Form 8955-SSA (see instructions).
Note. A signature IS NOT required if you are requesting an extension to file Form 8955-SSA.

The application is **automatically approved** to the date shown on line 2 and/or line 3 (above) if: **(a)** the Form 5558 is filed on or before the normal due date of Form 5500 series, and/or Form 8955-SSA for which this extension is requested, and **(b)** the date on line 2 and/or line 3 (above) is not later than the 15th day of the third month after the normal due date.

Part III Extension of Time To File Form 5330 (see instructions)

- 4** I request an extension of time until ____/____/____ to file Form 5330.
You may be approved for up to a 6 month extension to file Form 5330, after the normal due date of Form 5330.

a	Enter the Code section(s) imposing the tax ▶	a	
b	Enter the payment amount attached ▶	b	
c	For excise taxes under section 4980 or 4980F of the Code, enter the reversion/amendment date . . . ▶	c	

5 State in detail why you need the extension:

[illegible]

Under penalties of perjury, I declare that to the best of my knowledge and belief, the statements made on this form are true, correct, and complete, and that I am authorized to prepare this application.

Signature ►

Date ►