Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code).

▶ **Complete all entries in accordance with the instructions to the Form 5500.**

OMB Nos. 1210-0110
1210-0089

2011

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2011 or fiscal plan year beginning 07/01/2011 and ending 06/30/2012

A This return/report is for:
- [ ] a multiemployer plan;
- [ ] a multiple-employer plan; or
- [X] a single-employer plan;
- [ ] a DFE (specify) ____

B This return/report is:
- [ ] the first return/report;
- [ ] the final return/report;
- [ ] an amended return/report;
- [ ] a short plan year return/report (less than 12 months).

C If the plan is a collectively-bargained plan, check here. . . . . ▶ [ ]

D Check box if filing under:
- [X] Form 5558;
- [ ] automatic extension;
- [ ] the DFVC program;
- [ ] special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
CLIFFORD FUEL CO., INC. EMPLOYEES' 401(K) SAVINGS & PROFIT SHARING PLAN

1b Three-digit plan number (PN) ▶ 005

1c Effective date of plan 07/01/1987

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

CLIFFORD FUEL COMPANY, INC.

P.O. BOX 378
UTICA, NY 13503-0378

2b Employer Identification Number (EIN) 15-0620960

2c Sponsor's telephone number 315-797-2240

2d Business code (see instructions) 424700

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature.	01/28/2013	MICHAEL ABRAHAM
	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")
CLIFFORD FUEL COMPANY, INC.

P.O. BOX 378
UTICA, NY 13503-0378

3b Administrator's EIN
15-0620960

3c Administrator's telephone number
315-797-2240

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**	180
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**	122
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	12
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	134
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	1
f	Total. Add lines **6d** and **6e**	**6f**	135
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	97
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	13
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:
2A 2E 3H

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

9a Plan funding arrangement (check all that apply)

(1)	X	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)	X	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)	X	1	**A** (Insurance Information)
(4)	X		**C** (Service Provider Information)
(5)			**D** (DFE/Participating Plan Information)
(6)			**G** (Financial Transaction Schedules)

SCHEDULE A (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Insurance 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.**

▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).

OMB No. 1210-0110

2011

This Form is Open to Public Inspection

For calendar plan year 2011 or fiscal plan year beginning 07/01/2011 and ending 06/30/2012

A Name of plan
CLIFFORD FUEL CO., INC. EMPLOYEES' 401(K) SAVINGS & PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 005

C Plan sponsor's name as shown on line 2a of Form 5500
CLIFFORD FUEL COMPANY, INC.

D Employer Identification Number (EIN)
15-0620960

Part I **Information Concerning Insurance Contract Coverage, Fees, and Commissions** Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.

1 Coverage Information:

(a) Name of insurance carrier
COLUMBIAN MUTUAL LIFE INSURANCE COMPANY

(b) EIN	**(c)** NAIC code	**(d)** Contract or identification number	**(e)** Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	**(g)** To
11-2034846	66443	C001001587	1	07/01/2011	06/30/2012

2 Insurance fee and commission information. Enter the total fees and total commissions paid. List in item 3 the agents, brokers, and other persons in descending order of the amount paid.

(a) Total amount of commissions paid	**(b)** Total amount of fees paid

3 Persons receiving commissions and fees. (Complete as many entries as needed to report all persons).

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

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	(c) Amount	**(d)** Purpose	

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(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

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	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

Part II Investment and Annuity Contract Information

Where individual contracts are provided, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

4	Current value of plan's interest under this contract in the general account at year end	4	
5	Current value of plan's interest under this contract in separate accounts at year end	5	

6 Contracts With Allocated Funds:

a State the basis of premium rates ▶ FLEX PREMIUM-ADJUSTABLE LIFE

b	Premiums paid to carrier	6b	287
c	Premiums due but unpaid at the end of the year	6c	
d	If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount. Specify nature of costs ▶	6d	

e Type of contract: (1) [X] individual policies (2) [ ] group deferred annuity (3) [ ] other (specify) ▶

f If contract purchased, in whole or in part, to distribute benefits from a terminating plan check here ▶ [ ]

7 Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)

a Type of contract: (1) [ ] deposit administration (2) [ ] immediate participation guarantee (3) [ ] guaranteed investment (4) [ ] other ▶

b	Balance at the end of the previous year			7b	0
c	Additions: (1) Contributions deposited during the year	7c(1)			
	(2) Dividends and credits	7c(2)			
	(3) Interest credited during the year	7c(3)			
	(4) Transferred from separate account	7c(4)			
	(5) Other (specify below) ▶	7c(5)			
	(6) Total additions			7c(6)	0
d	Total of balance and additions (add **b** and **c(6)**)			7d	0
e	Deductions:				
	(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)			
	(2) Administration charge made by carrier	7e(2)			
	(3) Transferred to separate account	7e(3)			
	(4) Other (specify below) ▶	7e(4)			
	(5) Total deductions			7e(5)	0
f	Balance at the end of the current year (subtract **e(5)** from **d**)			7f	0

Part III Welfare Benefit Contract Information

If more than one contract covers the same group of employees of the same employer(s) or members of the same employee organizations(s), the information may be combined for reporting purposes if such contracts are experience-rated as a unit. Where contracts cover individual employees, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

8 Benefit and contract type (check all applicable boxes)

a ☐ Health (other than dental or vision) **b** ☐ Dental **c** ☐ Vision **d** ☐ Life insurance
e ☐ Temporary disability (accident and sickness) **f** ☐ Long-term disability **g** ☐ Supplemental unemployment **h** ☐ Prescription drug
i ☐ Stop loss (large deductible) **j** ☐ HMO contract **k** ☐ PPO contract **l** ☐ Indemnity contract
m ☐ Other (specify) ▶

9 Experience-rated contracts:				
a Premiums: (1) Amount received	**9a(1)**			
(2) Increase (decrease) in amount due but unpaid	**9a(2)**			
(3) Increase (decrease) in unearned premium reserve	**9a(3)**			
(4) Earned (**(1)** + **(2)** - **(3)**)			**9a(4)**	0
b Benefit charges (1) Claims paid	**9b(1)**			
(2) Increase (decrease) in claim reserves	**9b(2)**			
(3) Incurred claims (add **(1)** and **(2)**)			**9b(3)**	0
(4) Claims charged			**9b(4)**	
c Remainder of premium: (1) Retention charges (on an accrual basis) --				
(A) Commissions	**9c(1)(A)**			
(B) Administrative service or other fees	**9c(1)(B)**			
(C) Other specific acquisition costs	**9c(1)(C)**			
(D) Other expenses	**9c(1)(D)**			
(E) Taxes	**9c(1)(E)**			
(F) Charges for risks or other contingencies	**9c(1)(F)**			
(G) Other retention charges	**9c(1)(G)**			
(H) Total retention			**9c(1)(H)**	0
(2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.)			**9c(2)**	
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement			**9d(1)**	
(2) Claim reserves			**9d(2)**	
(3) Other reserves			**9d(3)**	
e Dividends or retroactive rate refunds due. (Do not include amount entered in **c(2)**.)			**9e**	
10 Nonexperience-rated contracts:				
a Total premiums or subscription charges paid to carrier			**10a**	
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, item 2 above, report amount.			**10b**	

Specify nature of costs ▶

Part IV Provision of Information

11 Did the insurance company fail to provide any information necessary to complete Schedule A? ☐ Yes ☒ No

12 If the answer to line 11 is "Yes," specify the information not provided. ▶

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 07/01/2011 and ending 06/30/2012

A Name of plan
CLIFFORD FUEL CO., INC. EMPLOYEES' 401(K) SAVINGS & PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 005

C Plan sponsor's name as shown on line 2a of Form 5500
CLIFFORD FUEL COMPANY, INC.

D Employer Identification Number (EIN)
15-0620960

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

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

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

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

MORGANSTANLEYSMITHBARNEY

106 BUSINESS PARK DRIVE
UTICA, NY 13502

26-4310632

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
50 49 27 63 72	NONE	27625	Yes [X] No [ ]	Yes [ ] No [X]	0	Yes [ ] No [X]

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

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

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

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

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

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

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

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

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

2011

This Form is Open to Public Inspection

For calendar plan year 2011 or fiscal plan year beginning 07/01/2011 and ending 06/30/2012

A Name of plan
CLIFFORD FUEL CO., INC. EMPLOYEES' 401(K) SAVINGS & PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 005

C Plan sponsor's name as shown on line 2a of Form 5500
CLIFFORD FUEL COMPANY, INC.

D Employer Identification Number (EIN)
15-0620960

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	7672	4570
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	236175	204874
(2) Participant contributions	1b(2)		
(3) Other	1b(3)	13358	9677
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	376036	554633
(2) U.S. Government securities	1c(2)	699846	662615
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)	538526	550402
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)	909397	861505
(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)	1158396	946917
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)	0	0

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	3939406	3795193
Liabilities			
g Benefit claims payable	1g	1261	0
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j	0	0
k Total liabilities (add all amounts in lines 1g through1j)	1k	1261	0
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	3938145	3795193

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)	203402	
(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)		203402
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	1687	
(B) U.S. Government securities	2b(1)(B)	19343	
(C) Corporate debt instruments	2b(1)(C)	21811	
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)	225	
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		43066
(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)	9442	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	37113	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		46555
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)	6200	
(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)		6200

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)	-99125	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		-99125
(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		200098
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	315763	
(2) To insurance carriers for the provision of benefits	2e(2)	287	
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		316050
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)	27000	
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		27000
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		343050
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		-142952
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: TESTONE, MARSHALL & DISCENZA (2) EIN: 16-1076996

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		400000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n			

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year? ☐ **Yes** ☒ **No**

If "Yes," enter the amount of any plan assets that reverted to the employer this year **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 07/01/2011 and ending 06/30/2012

A Name of plan
CLIFFORD FUEL CO., INC. EMPLOYEES' 401(K) SAVINGS & PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 005

C Plan sponsor's name as shown on line 2a of Form 5500
CLIFFORD FUEL COMPANY, INC.

D Employer Identification Number (EIN)
15-0620960

Part I Distributions

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

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

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

EIN(s): 16-1065416

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

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

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

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

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

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

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

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

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

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

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

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

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

Part III Amendments

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

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

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

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

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

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

FINANCIAL STATEMENTS

CLIFFORD FUEL CO., INC.
EMPLOYEES' 401(K) SAVINGS
AND PROFIT SHARING PLAN

JUNE 30, 2012 AND 2011

CLIFFORD FUEL CO., INC.
EMPLOYEES' 401(K) SAVINGS AND PROFIT SHARING PLAN

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TESTONE
MARSHALL
DISCENZA
CPAS

HELPING OUR CLIENTS' VISIONS ADD UP

INDEPENDENT AUDITOR'S REPORT

To the Plan Administrator of
Clifford Fuel Co., Inc.
Employees' 401(k) Savings and Profit Sharing Plan
Utica, New York

We have audited the accompanying statements of net assets available for benefits of Clifford Fuel Co., Inc. Employees' 401(k) Savings and Profit Sharing Plan as of June 30, 2012 and 2011, and the related statement of changes in net assets available for benefits for the year ended June 30, 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 audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of Clifford Fuel Co., Inc. Employees' 401(k) Savings and Profit Sharing Plan as of June 30, 2012 and 2011, and the changes in its net assets available for benefits for the year ended June 30, 2012 in conformity with accounting principles generally accepted in the United States of America.

Our audit was conducted for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedule included in schedule H, line 4i - schedule of assets (held at end of year) as of June 30, 2012 is presented for the purpose of additional analysis and is not a required part of the financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. 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 supplemental 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.

Bestone, Marshall & DiScenza

January 14, 2013
Syracuse, New York

CLIFFORD FUEL CO., INC.
EMPLOYEES' 401(K) SAVINGS AND PROFIT SHARING PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
JUNE 30, 2012 AND 2011

	2012	2011
INVESTMENTS, AT FAIR VALUE:		
Mutual funds	$ 946,917	$ 1,158,396
Common stocks	861,505	909,397
Corporate bonds	550,402	538,526
Government and agency obligations	662,615	699,846
Total investments, at fair value	3,021,439	3,306,165
RECEIVABLES:		
Company contributions	204,874	236,175
Accrued interest and dividends	9,677	11,270
Other	-	2,088
Total receivables	214,551	249,533
CASH	559,203	383,708
TOTAL ASSETS	3,795,193	3,939,406
LIABILITIES / Other	-	1,261
NET ASSETS AVAILABLE FOR BENEFITS	$ 3,795,193	$ 3,938,145

See Accompanying Notes and Independent Auditor's Report

CLIFFORD FUEL CO., INC.
EMPLOYEES' 401(K) SAVINGS AND PROFIT SHARING PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
FOR THE YEAR ENDED JUNE 30, 2012

ADDITIONS TO NET ASSETS ATTRIBUTED TO:	
Investment income (loss):	
Interest and dividend income	$ 89,621
Net depreciation in fair value of investments	(92,925)
	(3,304)
Investment expenses	(27,000)
Total investment loss - net	(30,304)
Company contributions	203,402
Total additions	173,098
DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO:	
Benefits paid to participants	315,763
Benefits paid to insurance carrier	287
Total deductions	316,050
NET DECREASE	(142,952)
NET ASSETS AVAILABLE FOR BENEFITS - JULY 1, 2011	3,938,145
NET ASSETS AVAILABLE FOR BENEFITS - JUNE 30, 2012	$ 3,795,193

See Accompanying Notes and Independent Auditor's Report

1. DESCRIPTION OF PLAN

The following description of the Clifford Fuel Co., Inc. ("Company") Employees' 401(k) Saving and Profit Sharing Plan ("Plan") provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General

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

Contributions

Each year, the Company may make a discretionary contribution which is not conditioned on profits. The discretionary contribution is allocated based on each participant's compensation and based on a classification group. In order to receive an allocation of a discretionary contribution, participants must have completed a minimum of 1,000 hours of service during the Plan year and be employed on the last day of the Plan year. Contributions are subject to certain limitations. Discretionary contributions totaled $203,402 for the year ended June 30, 2012.

Participant Accounts

Each participant's account is credited with an allocation of the Company's discretionary contribution and Plan earnings, including investment expenses. Allocations are based on participant compensation 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.

Vesting

Vesting in the Company's discretionary contribution portion of their accounts plus earnings thereon is based on years of continuous service. A participant is fully vested after six years of credited service.

Payment of Benefits

On termination of service due to death, disability or retirement, a participant may elect to receive an amount equal to the value of the participant's vested interest in his or her account in either a lump sum amount, or in monthly, quarterly, or annual cash installments over a period to be determined by the participant or his beneficiary. The period over which such a payment is to be made shall not extend beyond the participant's life expectancy or the life expectancy of the participant and his designated beneficiary. Options for a life annuity or a joint life and last survivor annuity are also available. For termination of service due to other reasons, a participant may receive the value of the vested interest in his or her account as an automatic rollover IRA unless the participant elects otherwise.

(Continued)

1. DESCRIPTION OF PLAN (CONT'D)

Payment of Benefits (cont'd)

Hardship withdrawals are permitted by the Plan for the purchase of a principal residence, tuition and related expenses for post-secondary education, medical expenses not covered by insurance, to prevent eviction from or foreclosure on a principal residence, for certain burial or funeral expenses, and for the repair to a principal residence resulting from a casualty. Participants may withdraw rollover contributions and fully vested employer contributions plus their respective earnings subject to certain limitations.

Forfeited Accounts

Forfeited accounts are used to reduce the employer contributions. The Company used $46,211 in forfeited funds to reduce the Company contribution for the Plan year ending June 30, 2012. There was no forfeited non-vested account balance as of June 30, 2012. Forfeited non-vested account balance was $280 at June 30, 2011.

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 accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect certain reported amounts of assets, liabilities, and changes therein, and disclosures of contingent assets and liabilities. Actual results could differ from these estimates.

Payment of Benefits

Benefits are recorded when paid.

(Continued)

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

Investment Valuation and Income Recognition

The Plan's investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

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

Allocated Contract

The plan has a contract with an insurance company for an individual life insurance policy on a key employee. The insurance benefits are fully guaranteed by the insurance company. Therefore, the allocated contract and related benefit obligation are excluded from the Plan's financial statements. Insurance premiums paid by the plan for the year ended June 30, 2012 were $287.

Subsequent Event

Subsequent events have been evaluated through January 14, 2013, the date the financial statements were available to be issued.

3. INVESTMENTS

There are no investments that represent 5% or more of the Plan's net assets and require separate identification at June 30, 2012.

During 2012, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated (depreciated) in value by $(92,925) as follows:

Mutual funds	$ 533
Common stocks	(103,026)
Corporate bonds	3,541
Government and agency obligations	6,027
Net depreciation in fair value of investments	$ (92,925)

(Continued)

4. FAIR VALUE MEASUREMENTS

Financial Accounting Standards Board (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:

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

Level 2: Inputs to the valuation methodology include:

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

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

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

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.

The following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at June 30, 2012 and 2011.

- *Common stock, corporate bonds and government and agency obligations:* valued at the closing price reported in the active market where the assets are traded.
- *Mutual funds:* valued at the net asset value of shares held by the Plan at year end.

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

(Continued)

4. FAIR VALUE MEASUREMENTS (CONT'D)

The following tables set forth by level, within the fair value hierarchy, the Plan's fair value measurement at June 30, 2012 and 2011.

	Fair value measurement at June 30, 2012:			
	Level 1	Level 2	Level 3	Total
Mutual funds:				
Large cap funds	$ 123,801	$ -	$ -	$ 123,801
Mid cap funds	69,248	-	-	69,248
Small cap funds	120,572	-	-	120,572
Bond funds	364,757	-	-	364,757
International funds	268,539	-	-	268,539
Total mutual funds	946,917	-	-	946,917
Common stocks:				
Consumer cyclical	112,809	-	-	112,809
Consumer defensive	45,588	-	-	45,588
Energy	66,654	-	-	66,654
Financial	97,648	-	-	97,648
Healthcare	101,905	-	-	101,905
Industrial	37,696	-	-	37,696
Information technology	162,341	-	-	162,341
Materials	29,294	-	-	29,294
Telecommunications services	11,263	-	-	11,263
Index funds	196,307	-	-	196,307
Total common stocks	861,505	-	-	861,505
Corporate bonds:				
Long-term	193,301	-	-	193,301
Short-term	357,101	-	-	357,101
Total corporate bonds	550,402	-	-	550,402
Government and agency obligations:				
Long-term	107,286	-	-	107,286
Short-term	555,329	-	-	555,329
Total government and agency obligations	662,615	-	-	662,615
Total assets, at fair value	$ 3,021,439	$ -	$ -	$ 3,021,439

(Continued)

4. FAIR VALUE MEASUREMENTS (CONT'D)

Fair value measurement at June 30, 2011:

	Level 1	Level 2	Level 3	Total
Mutual funds:				
Large cap funds	$ 435,661	$ -	$ -	$ 435,661
Mid cap funds	161,715	-	-	161,715
Small cap funds	54,628	-	-	54,628
Bond funds	315,388	-	-	315,388
Index funds	191,004	-	-	191,004
Total mutual funds	1,158,396	-	-	1,158,396
Common stocks:				
Consumer cyclical	106,973	-	-	106,973
Consumer defensive	79,164	-	-	79,164
Energy	117,958	-	-	117,958
Financial	138,306	-	-	138,306
Healthcare	121,109	-	-	121,109
Industrial	49,875	-	-	49,875
Information technology	220,305	-	-	220,305
Materials	42,626	-	-	42,626
Telecommunications services	28,829	-	-	28,829
Utilities	4,252	-	-	4,252
Total common stocks	909,397	-	-	909,397
Corporate bonds:				
Long-term	168,192	-	-	168,192
Short-term	370,334	-	-	370,334
Total corporate bonds	538,526	-	-	538,526
Government and agency obligations:				
Long-term	176,596	-	-	176,596
Short-term	523,250	-	-	523,250
Total government and agency obligations	699,846	-	-	699,846
Total assets, at fair value	$ 3,306,165	$ -	$ -	$ 3,306,165

5. RELATED PARTY TRANSACTIONS

Certain Plan investments are managed by Morgan Stanley Smith Barney ("MSSB"), who acts as the custodian and investment advisor of the Plan; therefore, transactions qualify as party-in-interest transactions. Fees paid to MSSB by the Plan for investment management services amounted to $27,000 for the year ended June 30, 2012.

(Continued)

6. RISKS AND UNCERTAINTIES

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

7. INCOME TAX STATUS

The Internal Revenue Service has determined and informed the Company by a letter dated March 16, 2010 that the Plan is in accordance with applicable sections of the Internal Revenue Code ("IRC"). Although the Plan has been amended since receiving the determination letter, the Plan administrator and the Plan's tax counsel believe that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC.

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the Internal Revenue Service. The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of June 30, 2012, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan administrator believes it is no longer subject to income tax examinations for Plan years prior to June 30, 2009.

8. PLAN TERMINATION

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

(Concluded)

CLIFFORD FUEL CO., INC.
EMPLOYEES' 401(K) SAVINGS AND PROFIT SHARING PLAN
EIN #15-0620960
PLAN #005, FORM 5500
SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
JUNE 30, 2012

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current value
*	Morgan Stanley Smith Barney - Mutual Fund	3,767 SHS AMERICAN CAP WORLD BOND F1	$ 74,007	$ 78,279
*	Morgan Stanley Smith Barney - Mutual Fund	2,303 SHS AMERICAN EUROPACIFIC GRW F1	77,300	84,808
*	Morgan Stanley Smith Barney - Mutual Fund	2,089 SHS BARON SMALL CAP INSTL	41,422	52,602
*	Morgan Stanley Smith Barney - Mutual Fund	4,290 SHS BLACKROCK GLOBAL ALLOCATION	82,927	81,070
*	Morgan Stanley Smith Barney - Mutual Fund	579 SHS BLACKROCK INTL OPPORT INST	18,684	17,583
*	Morgan Stanley Smith Barney - Mutual Fund	5,326 SHS FRANKLIN UTILITIES ADVISOR	60,008	74,831
*	Morgan Stanley Smith Barney - Mutual Fund	2,708 SHS ING DIVERSIFIED INTL I	33,716	22,637
*	Morgan Stanley Smith Barney - Mutual Fund	2,662 SHS JP MORGAN MID CAP VALUE	57,553	69,248
*	Morgan Stanley Smith Barney - Mutual Fund	1,741 SHS LEGG MASON CLEARBRIDGE APPR I	25,000	26,271
*	Morgan Stanley Smith Barney - Mutual Fund	5,555 SHS LOOMIS SAYLES STRATEGIC INC Y	80,984	82,439
*	Morgan Stanley Smith Barney - Mutual Fund	7,705 SHS LORD ABBETT BOND DEB F	56,594	60,330
*	Morgan Stanley Smith Barney - Mutual Fund	992 SHS MFS INTERNATIONAL NEW DISC	21,134	21,862
*	Morgan Stanley Smith Barney - Mutual Fund	940 SHS OPPENHEIMER DEVELOPING MKTS Y	24,693	29,446
*	Morgan Stanley Smith Barney - Mutual Fund	3,576 SHS ROYCE PREMIER INV	50,077	67,970
*	Morgan Stanley Smith Barney - Mutual Fund	11,881 SHS TEMPLETON FOREIGN FUND ADV	104,701	69,503
*	Morgan Stanley Smith Barney - Mutual Fund	8,892 SHS WESTERN ASSET CORE BD I	97,862	108,038
*	Morgan Stanley Smith Barney - Common Stk	146 SHS ABBOTT LABORATORIES	8,049	9,413
*	Morgan Stanley Smith Barney - Common Stk	90 SHS AGILENT TECHNOLOGIES	4,018	3,532
*	Morgan Stanley Smith Barney - Common Stk	50 SHS AMAZON COM INC	9,748	11,417
*	Morgan Stanley Smith Barney - Common Stk	154 SHS AMER INTL GP INC NEW	4,821	4,942
*	Morgan Stanley Smith Barney - Common Stk	148 SHS AMERICAN EXPRESS CO	6,714	8,615
*	Morgan Stanley Smith Barney - Common Stk	208 SHS AMERICAN TOWER REIT COM	8,816	14,541
*	Morgan Stanley Smith Barney - Common Stk	98 SHS AMPHENOL CORP NEW CL A	4,951	5,382
*	Morgan Stanley Smith Barney - Common Stk	242 SHS ANGLOGOLD ASHANTI LIMITED	8,706	8,310
*	Morgan Stanley Smith Barney - Common Stk	146 SHS AON PLC SHS CL-A	7,166	6,830
*	Morgan Stanley Smith Barney - Common Stk	106 SHS APACHE CORP	7,389	9,316
*	Morgan Stanley Smith Barney - Common Stk	54 SHS APPLE INC	9,985	31,536
*	Morgan Stanley Smith Barney - Common Stk	172 SHS AVON PRODUCTS INC	4,895	2,788
*	Morgan Stanley Smith Barney - Common Stk	136 SHS BARRICK GOLD CORP	2,702	5,110
*	Morgan Stanley Smith Barney - Common Stk	194 SHS BEST BUY CO	4,238	4,066
*	Morgan Stanley Smith Barney - Common Stk	20 SHS C R BARD INC NJ	1,983	2,149
*	Morgan Stanley Smith Barney - Common Stk	579 SHS CA INCORPORATED	14,470	15,685
*	Morgan Stanley Smith Barney - Common Stk	285 SHS CANADIAN NATURAL RESOURCES LTD	9,472	7,652
*	Morgan Stanley Smith Barney - Common Stk	25 SHS CATERPILLAR INC	2,759	2,123
*	Morgan Stanley Smith Barney - Common Stk	321 SHS CBRE GROUP INC	6,377	5,252
*	Morgan Stanley Smith Barney - Common Stk	43 SHS CELGENE CORP	2,598	2,759
*	Morgan Stanley Smith Barney - Common Stk	476 SHS CISCO SYS INC	8,128	8,173
*	Morgan Stanley Smith Barney - Common Stk	281 SHS CITIGROUP INC NEW	10,204	7,702
*	Morgan Stanley Smith Barney - Common Stk	25 SHS CME GROUP INC	6,737	6,703
*	Morgan Stanley Smith Barney - Common Stk	538 SHS CONS DISCRET SEL SECT SPDR FD	20,555	23,554
*	Morgan Stanley Smith Barney - Common Stk	115 SHS COSTCO WHOLESALE CORP NEW	6,210	10,925
*	Morgan Stanley Smith Barney - Common Stk	192 SHS CROWN CASTLE INTL	6,784	11,263

(Continued)

CLIFFORD FUEL CO., INC.
EMPLOYEES' 401(K) SAVINGS AND PROFIT SHARING PLAN
EIN #15-0620960
PLAN #005, FORM 5500
SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
JUNE 30, 2012

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current value
*	Morgan Stanley Smith Barney - Common Stk	142 SHS CVS CAREMARK CORP	4,456	6,636
*	Morgan Stanley Smith Barney - Common Stk	114 SHS DANAHER CORPORATION	4,682	5,937
*	Morgan Stanley Smith Barney - Common Stk	48 SHS DEVON ENERGY CORP NEW	3,794	2,784
*	Morgan Stanley Smith Barney - Common Stk	62 SHS DIAGEO PLC SPON ADR NEW	5,780	6,390
*	Morgan Stanley Smith Barney - Common Stk	42 SHS DISCOVERY COMMUNICATIONS SER A	1,617	2,268
*	Morgan Stanley Smith Barney - Common Stk	52 SHS ECOLAB INC	2,214	3,564
*	Morgan Stanley Smith Barney - Common Stk	119 SHS EMC CORP MASS	2,780	3,050
*	Morgan Stanley Smith Barney - Common Stk	38 SHS EQUINIX INC NEW	3,392	6,675
*	Morgan Stanley Smith Barney - Common Stk	79 SHS FACEBOOK INC CL-A	2,418	2,456
*	Morgan Stanley Smith Barney - Common Stk	27 SHS FAMILY DOLLAR STORES	1,802	1,795
*	Morgan Stanley Smith Barney - Common Stk	295 SHS GENERAL MTRS CO	9,044	5,817
*	Morgan Stanley Smith Barney - Common Stk	118 SHS GILEAD SCIENCE	4,926	6,051
*	Morgan Stanley Smith Barney - Common Stk	64 SHS GOLDMAN SACHS GRP INC	9,261	6,135
*	Morgan Stanley Smith Barney - Common Stk	27 SHS GOOGLE INC-CL A	14,905	15,662
*	Morgan Stanley Smith Barney - Common Stk	315 SHS HALLIBURTON CO	8,577	8,943
*	Morgan Stanley Smith Barney - Common Stk	445 SHS HARTFORD FIN SERS GRP INC	18,304	7,845
*	Morgan Stanley Smith Barney - Common Stk	619 SHS HEALTH CARE SEL SECT SPDR FD	22,266	23,525
*	Morgan Stanley Smith Barney - Common Stk	314 SHS HEWLETT PACKARD	7,645	6,315
*	Morgan Stanley Smith Barney - Common Stk	123 SHS HONEYWELL INTERNATIONAL INC	7,288	6,868
*	Morgan Stanley Smith Barney - Common Stk	107 SHS INGERSOLL-RAND PLC SHS	3,191	4,513
*	Morgan Stanley Smith Barney - Common Stk	22 SHS INTERCONTINENTAL EXCHANGE, INC	2,780	2,992
*	Morgan Stanley Smith Barney - Common Stk	296 SHS ISHARES COHEN&STEERS RL MJR FD	22,213	23,277
*	Morgan Stanley Smith Barney - Common Stk	318 SHS ISHARES DJ US RL EST INDEX	18,832	20,331
*	Morgan Stanley Smith Barney - Common Stk	273 SHS ISHARES S&P 500 GRWTH INDEX	20,398	20,068
*	Morgan Stanley Smith Barney - Common Stk	277 SHS ISHARES SMALL CAP 600 GROWTH	22,271	22,362
*	Morgan Stanley Smith Barney - Common Stk	391 SHS ISHARES TRUST DJ SELECT	20,471	21,970
*	Morgan Stanley Smith Barney - Common Stk	28 SHS JOHNSON & JOHNSON	1,872	1,892
*	Morgan Stanley Smith Barney - Common Stk	141 SHS JPMORGAN CHASE & CO	5,772	5,038
*	Morgan Stanley Smith Barney - Common Stk	108 SHS LINCOLN NTL CORP IND	2,905	2,362
*	Morgan Stanley Smith Barney - Common Stk	178 SHS LOEWS CORPORATION	5,668	7,282
*	Morgan Stanley Smith Barney - Common Stk	258 SHS LOWES COMPANIES INC	5,883	7,338
*	Morgan Stanley Smith Barney - Common Stk	151 SHS MARRIOTT INTL INC NEW CL A	4,224	5,919
*	Morgan Stanley Smith Barney - Common Stk	15 SHS MASTERCARD INC CL A	3,467	6,452
*	Morgan Stanley Smith Barney - Common Stk	25 SHS MC DONALDS CORP	1,578	2,213
*	Morgan Stanley Smith Barney - Common Stk	122 SHS MERCK & CO INC NEW COM	3,552	5,094
*	Morgan Stanley Smith Barney - Common Stk	267 SHS METLIFE INCORPORATED	8,626	8,237
*	Morgan Stanley Smith Barney - Common Stk	643 SHS MICROSOFT CORP	16,914	19,669
*	Morgan Stanley Smith Barney - Common Stk	27 SHS NATIONAL OILWELL VARCO INC	1,834	1,740
*	Morgan Stanley Smith Barney - Common Stk	172 SHS NETAPP INC COM	8,033	5,473
*	Morgan Stanley Smith Barney - Common Stk	81 SHS NIKE INC B	5,874	7,110
*	Morgan Stanley Smith Barney - Common Stk	68 SHS NOBLE ENERGY INC	3,923	5,768
*	Morgan Stanley Smith Barney - Common Stk	92 SHS NORTHERN TRUST CORP	4,297	4,234

(Continued)

CLIFFORD FUEL CO., INC.
EMPLOYEES' 401(K) SAVINGS AND PROFIT SHARING PLAN
EIN #15-0620960
PLAN #005, FORM 5500
SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
JUNE 30, 2012

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current value
*	Morgan Stanley Smith Barney - Common Stk	146 SHS NRG ENERGY INC	6,179	2,535
*	Morgan Stanley Smith Barney - Common Stk	74 SHS OCCIDENTAL PETROLEUM CORP DE	6,248	6,347
*	Morgan Stanley Smith Barney - Common Stk	263 SHS ORACLE CORP	5,277	7,811
*	Morgan Stanley Smith Barney - Common Stk	104 SHS PACCAR INC	3,687	4,076
*	Morgan Stanley Smith Barney - Common Stk	102 SHS PEPSICO INC NC	6,332	7,207
*	Morgan Stanley Smith Barney - Common Stk	545 SHS PFIZER INC	9,390	12,535
*	Morgan Stanley Smith Barney - Common Stk	105 SHS PHILIP MORRIS INTL INC	6,150	9,162
*	Morgan Stanley Smith Barney - Common Stk	133 SHS PITNEY BOWES INC	5,039	1,991
*	Morgan Stanley Smith Barney - Common Stk	82 SHS PRAXAIR INC	6,449	8,916
*	Morgan Stanley Smith Barney - Common Stk	5 SHS PRICELINE.COM INC NEW	2,675	3,323
*	Morgan Stanley Smith Barney - Common Stk	86 SHS PROCTER & GAMBLE	5,067	5,267
*	Morgan Stanley Smith Barney - Common Stk	62 SHS PVH CORPORATION	3,924	4,823
*	Morgan Stanley Smith Barney - Common Stk	274 SHS QUALCOMM INC	12,181	15,256
*	Morgan Stanley Smith Barney - Common Stk	79 SHS RAYTHEON CO (NEW)	3,007	4,471
*	Morgan Stanley Smith Barney - Common Stk	50 SHS ROCKWELL AUTOMATION INC	3,521	3,303
*	Morgan Stanley Smith Barney - Common Stk	31 SHS SALESFORCE.COM,INC.	3,559	4,286
*	Morgan Stanley Smith Barney - Common Stk	326 SHS SANOFI ADR	11,731	12,316
*	Morgan Stanley Smith Barney - Common Stk	190 SHS SCHLUMBERGER LTD	12,113	12,333
*	Morgan Stanley Smith Barney - Common Stk	37 SHS SHIRE PLC ADR	3,215	3,196
*	Morgan Stanley Smith Barney - Common Stk	324 SHS SPDR DJ WILSHIRE REIT ETF	22,655	23,616
*	Morgan Stanley Smith Barney - Common Stk	150 SHS ST JUDE MEDICAL INC	6,081	5,987
*	Morgan Stanley Smith Barney - Common Stk	47 SHS T ROWE PRICE GROUP INC	2,423	2,959
*	Morgan Stanley Smith Barney - Common Stk	806 SHS TALISMAN ENERGY INC	13,198	9,237
*	Morgan Stanley Smith Barney - Common Stk	771 SHS TECHNOLOGY SEL SEC SPDR FD	22,429	22,147
*	Morgan Stanley Smith Barney - Common Stk	276 SHS TEVA PHARMACEUTICALS ADR	12,563	10,885
*	Morgan Stanley Smith Barney - Common Stk	62 SHS THE MOSAIC CO (HLDG CO) NEW	3,406	3,395
*	Morgan Stanley Smith Barney - Common Stk	179 SHS TIME WARNER INC NEW	5,655	6,892
*	Morgan Stanley Smith Barney - Common Stk	37 SHS UNION PACIFIC CORP	1,193	4,414
*	Morgan Stanley Smith Barney - Common Stk	370 SHS UNUMPROVIDENT CORP	8,177	7,078
*	Morgan Stanley Smith Barney - Common Stk	222 SHS URBAN OUTFITTERS INC	6,016	6,125
*	Morgan Stanley Smith Barney - Common Stk	46 SHS VERTEX PHARMACEUTICALS	1,947	2,572
*	Morgan Stanley Smith Barney - Common Stk	324 SHS VIACOM INC NEW CLASS B	12,804	15,234
*	Morgan Stanley Smith Barney - Common Stk	260 SHS WELLS FARGO & CO NEW	7,895	8,694
*	Morgan Stanley Smith Barney - Common Stk	434 SHS WISDOM TREE TOT DIV	22,848	22,742
*	Morgan Stanley Smith Barney - Common Stk	252 SHS XILINX INC	7,145	8,460
*	Morgan Stanley Smith Barney - Common Stk	33 SHS YUM BRANDS INC	1,752	2,126
*	Morgan Stanley Smith Barney - Corp Bonds	20,000 ABBOTT LABORATORIES 11/30/2017 5.6'	19,985	24,181
*	Morgan Stanley Smith Barney - Corp Bonds	40,000 AMERICAN EXPRESS CR 6/12/2015 1.75%	40,224	40,454
*	Morgan Stanley Smith Barney - Corp Bonds	40,000 CATERPILLAR INC 5/27/2021 3.9%	44,509	44,542
*	Morgan Stanley Smith Barney - Corp Bonds	25,000 COCA-COLA CO 3/15/2019 4.875%	25,110	29,689
*	Morgan Stanley Smith Barney - Corp Bonds	12,000 CONOCOPHILLIPS 1/15/2015 4.6%	12,774	13,138
*	Morgan Stanley Smith Barney - Corp Bonds	40,000 JOHN DEERE CAP CORP 3/15/2017 1.4%	40,164	40,107

(Continued)

CLIFFORD FUEL CO., INC.
EMPLOYEES' 401(K) SAVINGS AND PROFIT SHARING PLAN
EIN #15-0620960
PLAN #005, FORM 5500
SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
JUNE 30, 2012

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current value
*	Morgan Stanley Smith Barney - Corp Bonds	30,000 GENERAL ELEC CAP CORP 1/9/2017 2.9%	30,491	30,987
*	Morgan Stanley Smith Barney - Corp Bonds	40,000 IBM CORP 11/29/2012 4.75%	40,014	40,739
*	Morgan Stanley Smith Barney - Corp Bonds	30,000 JP MORGAN CHASE & CO 1/20/2015 3.7%	31,118	31,292
*	Morgan Stanley Smith Barney - Corp Bonds	25,000 MCDONALD'S CORP 3/1/2018 5.35%	26,180	30,018
*	Morgan Stanley Smith Barney - Corp Bonds	40,000 NATIONAL RURAL UTIL 3/1/2014 4.75%	36,011	42,650
*	Morgan Stanley Smith Barney - Corp Bonds	45,000 PEPSICO INC 2/15/2013 4.65%	45,176	46,156
*	Morgan Stanley Smith Barney - Corp Bonds	25,000 SYSCO CORPORATION 2/12/2018 5.25%	25,211	29,840
*	Morgan Stanley Smith Barney - Corp Bonds	40,000 US BANCORP 5/15/2014 4.2%	40,028	42,572
*	Morgan Stanley Smith Barney - Corp Bonds	30,000 WELLS FARGO CO 12/11/2017 5.625%	33,059	35,032
*	Morgan Stanley Smith Barney - Corp Bonds	25,000 WESTERN UNION CO 10/1/2016 5.93%	26,720	29,005
*	Morgan Stanley Smith Barney - Govt Obligtn	42,000 FED HOME LN MTG CORP 7/15/2012 5.12	42,014	42,077
*	Morgan Stanley Smith Barney - Govt Obligtn	55,000 FED HOME LN MTG CORP 7/15/2013 4.5%	53,800	57,426
*	Morgan Stanley Smith Barney - Govt Obligtn	50,000 FED NATL MTG ASSN 10/15/2014 4.625%	48,387	54,794
*	Morgan Stanley Smith Barney - Govt Obligtn	85,000 US TREASURY NOTE 11/15/2012 4%	81,494	86,205
*	Morgan Stanley Smith Barney - Govt Obligtn	3,000 US TREASURY NOTE 2/15/2016 4.5%	3,092	3,427
*	Morgan Stanley Smith Barney - Govt Obligtn	58,000 US TREASURY NOTE 5/15/2017 4.5%	59,492	68,422
*	Morgan Stanley Smith Barney - Govt Obligtn	18,000 US TREASURY NOTE 9/30/2013 3.125%	19,121	18,636
*	Morgan Stanley Smith Barney - Govt Obligtn	6,000 US TREASURY NOTE 5/15/2019 3.125%	5,741	6,819
*	Morgan Stanley Smith Barney - Govt Obligtn	76,000 US TREASURY NOTE 5/31/2014 2.25%	78,171	78,767
*	Morgan Stanley Smith Barney - Govt Obligtn	20,000 US TREASURY NOTE 2/15/2020 3.625%	22,410	23,527
*	Morgan Stanley Smith Barney - Govt Obligtn	24,000 US TREASURY NOTE 4/30/2015 2.5%	25,416	25,404
*	Morgan Stanley Smith Barney - Govt Obligtn	119,000 US TREASURY NOTE 5/15/2013 1.375%	119,817	120,171
*	Morgan Stanley Smith Barney - Govt Obligtn	70,000 US TREASURY NOTE 11/15/2020 2.625%	65,395	76,940
*	Morgan Stanley Smith Barney - MMF	MS LIQUID ASSET FUND	547,883	547,883
	Bank of America	CASH	11,320	11,320
			$ 3,399,124	$ 3,580,642

* - indicates a party-in-interest to the Plan

See Accompanying Notes and Independent Auditor's Report

CLIFFORD FUEL CO., INC.
EMPLOYEES' 401(K) SAVINGS AND PROFIT SHARING PLAN
EIN #15-0620960
PLAN #005, FORM 5500
SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
JUNE 30, 2012

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current value
*	Morgan Stanley Smith Barney - Mutual Fund	3,767 SHS AMERICAN CAP WORLD BOND F1	$ 74,007	$ 78,279
*	Morgan Stanley Smith Barney - Mutual Fund	2,303 SHS AMERICAN EUROPACIFIC GRW F1	77,300	84,808
*	Morgan Stanley Smith Barney - Mutual Fund	2,089 SHS BARON SMALL CAP INSTL	41,422	52,602
*	Morgan Stanley Smith Barney - Mutual Fund	4,290 SHS BLACKROCK GLOBAL ALLOCATION	82,927	81,070
*	Morgan Stanley Smith Barney - Mutual Fund	579 SHS BLACKROCK INTL OPPORT INST	18,684	17,583
*	Morgan Stanley Smith Barney - Mutual Fund	5,326 SHS FRANKLIN UTILITIES ADVISOR	60,008	74,831
*	Morgan Stanley Smith Barney - Mutual Fund	2,708 SHS ING DIVERSIFIED INTL I	33,716	22,637
*	Morgan Stanley Smith Barney - Mutual Fund	2,662 SHS JP MORGAN MID CAP VALUE	57,553	69,248
*	Morgan Stanley Smith Barney - Mutual Fund	1,741 SHS LEGG MASON CLEARBRIDGE APPR I	25,000	26,271
*	Morgan Stanley Smith Barney - Mutual Fund	5,555 SHS LOOMIS SAYLES STRATEGIC INC Y	80,984	82,439
*	Morgan Stanley Smith Barney - Mutual Fund	7,705 SHS LORD ABBETT BOND DEB F	56,594	60,330
*	Morgan Stanley Smith Barney - Mutual Fund	992 SHS MFS INTERNATIONAL NEW DISC	21,134	21,862
*	Morgan Stanley Smith Barney - Mutual Fund	940 SHS OPPENHEIMER DEVELOPING MKTS Y	24,693	29,446
*	Morgan Stanley Smith Barney - Mutual Fund	3,576 SHS ROYCE PREMIER INV	50,077	67,970
*	Morgan Stanley Smith Barney - Mutual Fund	11,881 SHS TEMPLETON FOREIGN FUND ADV	104,701	69,503
*	Morgan Stanley Smith Barney - Mutual Fund	8,892 SHS WESTERN ASSET CORE BD I	97,862	108,038
*	Morgan Stanley Smith Barney - Common Stk	146 SHS ABBOTT LABORATORIES	8,049	9,413
*	Morgan Stanley Smith Barney - Common Stk	90 SHS AGILENT TECHNOLOGIES	4,018	3,532
*	Morgan Stanley Smith Barney - Common Stk	50 SHS AMAZON COM INC	9,748	11,417
*	Morgan Stanley Smith Barney - Common Stk	154 SHS AMER INTL GP INC NEW	4,821	4,942
*	Morgan Stanley Smith Barney - Common Stk	148 SHS AMERICAN EXPRESS CO	6,714	8,615
*	Morgan Stanley Smith Barney - Common Stk	208 SHS AMERICAN TOWER REIT COM	8,816	14,541
*	Morgan Stanley Smith Barney - Common Stk	98 SHS AMPHENOL CORP NEW CL A	4,951	5,382
*	Morgan Stanley Smith Barney - Common Stk	242 SHS ANGLOGOLD ASHANTI LIMITED	8,706	8,310
*	Morgan Stanley Smith Barney - Common Stk	146 SHS AON PLC SHS CL-A	7,166	6,830
*	Morgan Stanley Smith Barney - Common Stk	106 SHS APACHE CORP	7,389	9,316
*	Morgan Stanley Smith Barney - Common Stk	54 SHS APPLE INC	9,985	31,536
*	Morgan Stanley Smith Barney - Common Stk	172 SHS AVON PRODUCTS INC	4,895	2,788
*	Morgan Stanley Smith Barney - Common Stk	136 SHS BARRICK GOLD CORP	2,702	5,110
*	Morgan Stanley Smith Barney - Common Stk	194 SHS BEST BUY CO	4,238	4,066
*	Morgan Stanley Smith Barney - Common Stk	20 SHS C R BARD INC NJ	1,983	2,149
*	Morgan Stanley Smith Barney - Common Stk	579 SHS CA INCORPORATED	14,470	15,685
*	Morgan Stanley Smith Barney - Common Stk	285 SHS CANADIAN NATURAL RESOURCES LTD	9,472	7,652
*	Morgan Stanley Smith Barney - Common Stk	25 SHS CATERPILLAR INC	2,759	2,123
*	Morgan Stanley Smith Barney - Common Stk	321 SHS CBRE GROUP INC	6,377	5,252
*	Morgan Stanley Smith Barney - Common Stk	43 SHS CELGENE CORP	2,598	2,759
*	Morgan Stanley Smith Barney - Common Stk	476 SHS CISCO SYS INC	8,128	8,173
*	Morgan Stanley Smith Barney - Common Stk	281 SHS CITIGROUP INC NEW	10,204	7,702
*	Morgan Stanley Smith Barney - Common Stk	25 SHS CME GROUP INC	6,737	6,703
*	Morgan Stanley Smith Barney - Common Stk	538 SHS CONS DISCRET SEL SECT SPDR FD	20,555	23,554
*	Morgan Stanley Smith Barney - Common Stk	115 SHS COSTCO WHOLESALE CORP NEW	6,210	10,925
*	Morgan Stanley Smith Barney - Common Stk	192 SHS CROWN CASTLE INTL	6,784	11,263

(Continued)

CLIFFORD FUEL CO., INC.
EMPLOYEES' 401(K) SAVINGS AND PROFIT SHARING PLAN
EIN #15-0620960
PLAN #005, FORM 5500
SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
JUNE 30, 2012

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current value
*	Morgan Stanley Smith Barney - Common Stk	142 SHS CVS CAREMARK CORP	4,456	6,636
*	Morgan Stanley Smith Barney - Common Stk	114 SHS DANAHER CORPORATION	4,682	5,937
*	Morgan Stanley Smith Barney - Common Stk	48 SHS DEVON ENERGY CORP NEW	3,794	2,784
*	Morgan Stanley Smith Barney - Common Stk	62 SHS DIAGEO PLC SPON ADR NEW	5,780	6,390
*	Morgan Stanley Smith Barney - Common Stk	42 SHS DISCOVERY COMMUNICATIONS SER A	1,617	2,268
*	Morgan Stanley Smith Barney - Common Stk	52 SHS ECOLAB INC	2,214	3,564
*	Morgan Stanley Smith Barney - Common Stk	119 SHS EMC CORP MASS	2,780	3,050
*	Morgan Stanley Smith Barney - Common Stk	38 SHS EQUINIX INC NEW	3,392	6,675
*	Morgan Stanley Smith Barney - Common Stk	79 SHS FACEBOOK INC CL-A	2,418	2,456
*	Morgan Stanley Smith Barney - Common Stk	27 SHS FAMILY DOLLAR STORES	1,802	1,795
*	Morgan Stanley Smith Barney - Common Stk	295 SHS GENERAL MTRS CO	9,044	5,817
*	Morgan Stanley Smith Barney - Common Stk	118 SHS GILEAD SCIENCE	4,926	6,051
*	Morgan Stanley Smith Barney - Common Stk	64 SHS GOLDMAN SACHS GRP INC	9,261	6,135
*	Morgan Stanley Smith Barney - Common Stk	27 SHS GOOGLE INC-CL A	14,905	15,662
*	Morgan Stanley Smith Barney - Common Stk	315 SHS HALLIBURTON CO	8,577	8,943
*	Morgan Stanley Smith Barney - Common Stk	445 SHS HARTFORD FIN SERS GRP INC	18,304	7,845
*	Morgan Stanley Smith Barney - Common Stk	619 SHS HEALTH CARE SEL SECT SPDR FD	22,266	23,525
*	Morgan Stanley Smith Barney - Common Stk	314 SHS HEWLETT PACKARD	7,645	6,315
*	Morgan Stanley Smith Barney - Common Stk	123 SHS HONEYWELL INTERNATIONAL INC	7,288	6,868
*	Morgan Stanley Smith Barney - Common Stk	107 SHS INGERSOLL-RAND PLC SHS	3,191	4,513
*	Morgan Stanley Smith Barney - Common Stk	22 SHS INTERCONTINENTAL EXCHANGE, INC	2,780	2,992
*	Morgan Stanley Smith Barney - Common Stk	296 SHS ISHARES COHEN&STEERS RL MJR FD	22,213	23,277
*	Morgan Stanley Smith Barney - Common Stk	318 SHS ISHARES DJ US RL EST INDEX	18,832	20,331
*	Morgan Stanley Smith Barney - Common Stk	273 SHS ISHARES S&P 500 GRWTH INDEX	20,398	20,068
*	Morgan Stanley Smith Barney - Common Stk	277 SHS ISHARES SMALL CAP 600 GROWTH	22,271	22,362
*	Morgan Stanley Smith Barney - Common Stk	391 SHS ISHARES TRUST DJ SELECT	20,471	21,970
*	Morgan Stanley Smith Barney - Common Stk	28 SHS JOHNSON & JOHNSON	1,872	1,892
*	Morgan Stanley Smith Barney - Common Stk	141 SHS JPMORGAN CHASE & CO	5,772	5,038
*	Morgan Stanley Smith Barney - Common Stk	108 SHS LINCOLN NTL CORP IND	2,905	2,362
*	Morgan Stanley Smith Barney - Common Stk	178 SHS LOEWS CORPORATION	5,668	7,282
*	Morgan Stanley Smith Barney - Common Stk	258 SHS LOWES COMPANIES INC	5,883	7,338
*	Morgan Stanley Smith Barney - Common Stk	151 SHS MARRIOTT INTL INC NEW CL A	4,224	5,919
*	Morgan Stanley Smith Barney - Common Stk	15 SHS MASTERCARD INC CL A	3,467	6,452
*	Morgan Stanley Smith Barney - Common Stk	25 SHS MC DONALDS CORP	1,578	2,213
*	Morgan Stanley Smith Barney - Common Stk	122 SHS MERCK & CO INC NEW COM	3,552	5,094
*	Morgan Stanley Smith Barney - Common Stk	267 SHS METLIFE INCORPORATED	8,626	8,237
*	Morgan Stanley Smith Barney - Common Stk	643 SHS MICROSOFT CORP	16,914	19,669
*	Morgan Stanley Smith Barney - Common Stk	27 SHS NATIONAL OILWELL VARCO INC	1,834	1,740
*	Morgan Stanley Smith Barney - Common Stk	172 SHS NETAPP INC COM	8,033	5,473
*	Morgan Stanley Smith Barney - Common Stk	81 SHS NIKE INC B	5,874	7,110
*	Morgan Stanley Smith Barney - Common Stk	68 SHS NOBLE ENERGY INC	3,923	5,768
*	Morgan Stanley Smith Barney - Common Stk	92 SHS NORTHERN TRUST CORP	4,297	4,234

(Continued)

CLIFFORD FUEL CO., INC.
EMPLOYEES' 401(K) SAVINGS AND PROFIT SHARING PLAN
EIN #15-0620960
PLAN #005, FORM 5500
SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
JUNE 30, 2012

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current value
*	Morgan Stanley Smith Barney - Common Stk	146 SHS NRG ENERGY INC	6,179	2,535
*	Morgan Stanley Smith Barney - Common Stk	74 SHS OCCIDENTAL PETROLEUM CORP DE	6,248	6,347
*	Morgan Stanley Smith Barney - Common Stk	263 SHS ORACLE CORP	5,277	7,811
*	Morgan Stanley Smith Barney - Common Stk	104 SHS PACCAR INC	3,687	4,076
*	Morgan Stanley Smith Barney - Common Stk	102 SHS PEPSICO INC NC	6,332	7,207
*	Morgan Stanley Smith Barney - Common Stk	545 SHS PFIZER INC	9,390	12,535
*	Morgan Stanley Smith Barney - Common Stk	105 SHS PHILIP MORRIS INTL INC	6,150	9,162
*	Morgan Stanley Smith Barney - Common Stk	133 SHS PITNEY BOWES INC	5,039	1,991
*	Morgan Stanley Smith Barney - Common Stk	82 SHS PRAXAIR INC	6,449	8,916
*	Morgan Stanley Smith Barney - Common Stk	5 SHS PRICELINE.COM INC NEW	2,675	3,323
*	Morgan Stanley Smith Barney - Common Stk	86 SHS PROCTER & GAMBLE	5,067	5,267
*	Morgan Stanley Smith Barney - Common Stk	62 SHS PVH CORPORATION	3,924	4,823
*	Morgan Stanley Smith Barney - Common Stk	274 SHS QUALCOMM INC	12,181	15,256
*	Morgan Stanley Smith Barney - Common Stk	79 SHS RAYTHEON CO (NEW)	3,007	4,471
*	Morgan Stanley Smith Barney - Common Stk	50 SHS ROCKWELL AUTOMATION INC	3,521	3,303
*	Morgan Stanley Smith Barney - Common Stk	31 SHS SALESFORCE.COM,INC.	3,559	4,286
*	Morgan Stanley Smith Barney - Common Stk	326 SHS SANOFI ADR	11,731	12,316
*	Morgan Stanley Smith Barney - Common Stk	190 SHS SCHLUMBERGER LTD	12,113	12,333
*	Morgan Stanley Smith Barney - Common Stk	37 SHS SHIRE PLC ADR	3,215	3,196
*	Morgan Stanley Smith Barney - Common Stk	324 SHS SPDR DJ WILSHIRE REIT ETF	22,655	23,616
*	Morgan Stanley Smith Barney - Common Stk	150 SHS ST JUDE MEDICAL INC	6,081	5,987
*	Morgan Stanley Smith Barney - Common Stk	47 SHS T ROWE PRICE GROUP INC	2,423	2,959
*	Morgan Stanley Smith Barney - Common Stk	806 SHS TALISMAN ENERGY INC	13,198	9,237
*	Morgan Stanley Smith Barney - Common Stk	771 SHS TECHNOLOGY SEL SEC SPDR FD	22,429	22,147
*	Morgan Stanley Smith Barney - Common Stk	276 SHS TEVA PHARMACEUTICALS ADR	12,563	10,885
*	Morgan Stanley Smith Barney - Common Stk	62 SHS THE MOSAIC CO (HLDG CO) NEW	3,406	3,395
*	Morgan Stanley Smith Barney - Common Stk	179 SHS TIME WARNER INC NEW	5,655	6,892
*	Morgan Stanley Smith Barney - Common Stk	37 SHS UNION PACIFIC CORP	1,193	4,414
*	Morgan Stanley Smith Barney - Common Stk	370 SHS UNUMPROVIDENT CORP	8,177	7,078
*	Morgan Stanley Smith Barney - Common Stk	222 SHS URBAN OUTFITTERS INC	6,016	6,125
*	Morgan Stanley Smith Barney - Common Stk	46 SHS VERTEX PHARMACEUTICALS	1,947	2,572
*	Morgan Stanley Smith Barney - Common Stk	324 SHS VIACOM INC NEW CLASS B	12,804	15,234
*	Morgan Stanley Smith Barney - Common Stk	260 SHS WELLS FARGO & CO NEW	7,895	8,694
*	Morgan Stanley Smith Barney - Common Stk	434 SHS WISDOM TREE TOT DIV	22,848	22,742
*	Morgan Stanley Smith Barney - Common Stk	252 SHS XILINX INC	7,145	8,460
*	Morgan Stanley Smith Barney - Common Stk	33 SHS YUM BRANDS INC	1,752	2,126
*	Morgan Stanley Smith Barney - Corp Bonds	20,000 ABBOTT LABORATORIES 11/30/2017 5.6'	19,985	24,181
*	Morgan Stanley Smith Barney - Corp Bonds	40,000 AMERICAN EXPRESS CR 6/12/2015 1.75%	40,224	40,454
*	Morgan Stanley Smith Barney - Corp Bonds	40,000 CATERPILLAR INC 5/27/2021 3.9%	44,509	44,542
*	Morgan Stanley Smith Barney - Corp Bonds	25,000 COCA-COLA CO 3/15/2019 4.875%	25,110	29,689
*	Morgan Stanley Smith Barney - Corp Bonds	12,000 CONOCOPHILLIPS 1/15/2015 4.6%	12,774	13,138
*	Morgan Stanley Smith Barney - Corp Bonds	40,000 JOHN DEERE CAP CORP 3/15/2017 1.4%	40,164	40,107

(Continued)

CLIFFORD FUEL CO., INC.
EMPLOYEES' 401(K) SAVINGS AND PROFIT SHARING PLAN
EIN #15-0620960
PLAN #005, FORM 5500
SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
JUNE 30, 2012

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current value
*	Morgan Stanley Smith Barney - Corp Bonds	30,000 GENERAL ELEC CAP CORP 1/9/2017 2.9%	30,491	30,987
*	Morgan Stanley Smith Barney - Corp Bonds	40,000 IBM CORP 11/29/2012 4.75%	40,014	40,739
*	Morgan Stanley Smith Barney - Corp Bonds	30,000 JP MORGAN CHASE & CO 1/20/2015 3.7%	31,118	31,292
*	Morgan Stanley Smith Barney - Corp Bonds	25,000 MCDONALD'S CORP 3/1/2018 5.35%	26,180	30,018
*	Morgan Stanley Smith Barney - Corp Bonds	40,000 NATIONAL RURAL UTIL 3/1/2014 4.75%	36,011	42,650
*	Morgan Stanley Smith Barney - Corp Bonds	45,000 PEPSICO INC 2/15/2013 4.65%	45,176	46,156
*	Morgan Stanley Smith Barney - Corp Bonds	25,000 SYSCO CORPORATION 2/12/2018 5.25%	25,211	29,840
*	Morgan Stanley Smith Barney - Corp Bonds	40,000 US BANCORP 5/15/2014 4.2%	40,028	42,572
*	Morgan Stanley Smith Barney - Corp Bonds	30,000 WELLS FARGO CO 12/11/2017 5.625%	33,059	35,032
*	Morgan Stanley Smith Barney - Corp Bonds	25,000 WESTERN UNION CO 10/1/2016 5.93%	26,720	29,005
*	Morgan Stanley Smith Barney - Govt Obligtn	42,000 FED HOME LN MTG CORP 7/15/2012 5.12	42,014	42,077
*	Morgan Stanley Smith Barney - Govt Obligtn	55,000 FED HOME LN MTG CORP 7/15/2013 4.5%	53,800	57,426
*	Morgan Stanley Smith Barney - Govt Obligtn	50,000 FED NATL MTG ASSN 10/15/2014 4.625%	48,387	54,794
*	Morgan Stanley Smith Barney - Govt Obligtn	85,000 US TREASURY NOTE 11/15/2012 4%	81,494	86,205
*	Morgan Stanley Smith Barney - Govt Obligtn	3,000 US TREASURY NOTE 2/15/2016 4.5%	3,092	3,427
*	Morgan Stanley Smith Barney - Govt Obligtn	58,000 US TREASURY NOTE 5/15/2017 4.5%	59,492	68,422
*	Morgan Stanley Smith Barney - Govt Obligtn	18,000 US TREASURY NOTE 9/30/2013 3.125%	19,121	18,636
*	Morgan Stanley Smith Barney - Govt Obligtn	6,000 US TREASURY NOTE 5/15/2019 3.125%	5,741	6,819
*	Morgan Stanley Smith Barney - Govt Obligtn	76,000 US TREASURY NOTE 5/31/2014 2.25%	78,171	78,767
*	Morgan Stanley Smith Barney - Govt Obligtn	20,000 US TREASURY NOTE 2/15/2020 3.625%	22,410	23,527
*	Morgan Stanley Smith Barney - Govt Obligtn	24,000 US TREASURY NOTE 4/30/2015 2.5%	25,416	25,404
*	Morgan Stanley Smith Barney - Govt Obligtn	119,000 US TREASURY NOTE 5/15/2013 1.375%	119,817	120,171
*	Morgan Stanley Smith Barney - Govt Obligtn	70,000 US TREASURY NOTE 11/15/2020 2.625%	65,395	76,940
*	Morgan Stanley Smith Barney - MMF	MS LIQUID ASSET FUND	547,883	547,883
	Bank of America	CASH	11,320	11,320
			$ 3,399,124	$ 3,580,642

* - indicates a party-in-interest to the Plan

See Accompanying Notes and Independent Auditor's Report