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| <b>Form 5500</b><br><br>Department of the Treasury<br>Internal Revenue Service<br><br>Department of Labor<br>Employee Benefits Security<br>Administration<br><br>Pension Benefit Guaranty Corporation | <b>Annual Return/Report of Employee Benefit Plan</b><br><br>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).<br><br><b>► Complete all entries in accordance with the instructions to the Form 5500.</b> | OMB Nos. 1210-0110<br>1210-0089               |
|                                                                                                                                                                                                       |                                                                                                                                                                                                                                                                                                                                                                                                    | <b>2011</b>                                   |
|                                                                                                                                                                                                       |                                                                                                                                                                                                                                                                                                                                                                                                    | <b>This Form is Open to Public Inspection</b> |

|                                                                                                          |                                                                                                                                                                                                                                                      |
|----------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Part I</b>                                                                                            | <b>Annual Report Identification Information</b>                                                                                                                                                                                                      |
| For calendar plan year 2011 or fiscal plan year beginning <u>01/01/2011</u> and ending <u>12/31/2011</u> |                                                                                                                                                                                                                                                      |
| <b>A</b> This return/report is for:                                                                      | <input type="checkbox"/> a multiemployer plan; <input type="checkbox"/> a multiple-employer plan; or<br><input checked="" type="checkbox"/> a single-employer plan; <input type="checkbox"/> a DFE (specify) ____                                    |
| <b>B</b> This return/report is:                                                                          | <input type="checkbox"/> the first return/report; <input type="checkbox"/> the final return/report;<br><input checked="" type="checkbox"/> an amended return/report; <input type="checkbox"/> a short plan year return/report (less than 12 months). |
| <b>C</b> If the plan is a collectively-bargained plan, check here. . . . .                               | <input type="checkbox"/>                                                                                                                                                                                                                             |
| <b>D</b> Check box if filing under:                                                                      | <input checked="" type="checkbox"/> Form 5558; <input type="checkbox"/> automatic extension; <input type="checkbox"/> the DFVC program;<br><input type="checkbox"/> special extension (enter description)                                            |

|                                                                                                                                                                                                                                            |                                                                                                                                                                                                                                                                                        |                                                                     |                                                             |                                                             |                   |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------|-------------------------------------------------------------|-------------------------------------------------------------|-------------------|
| <b>Part II</b>                                                                                                                                                                                                                             | <b>Basic Plan Information</b> —enter all requested information                                                                                                                                                                                                                         |                                                                     |                                                             |                                                             |                   |
| <b>1a</b> Name of plan<br><u>THE JACOBS GROUP 401(K) PLAN II</u>                                                                                                                                                                           | <table border="1"> <tr> <td><b>1b</b> Three-digit plan number (PN) ►</td> <td><u>002</u></td> </tr> <tr> <td><b>1c</b> Effective date of plan</td> <td><u>10/01/1996</u></td> </tr> </table>                                                                                           | <b>1b</b> Three-digit plan number (PN) ►                            | <u>002</u>                                                  | <b>1c</b> Effective date of plan                            | <u>10/01/1996</u> |
| <b>1b</b> Three-digit plan number (PN) ►                                                                                                                                                                                                   | <u>002</u>                                                                                                                                                                                                                                                                             |                                                                     |                                                             |                                                             |                   |
| <b>1c</b> Effective date of plan                                                                                                                                                                                                           | <u>10/01/1996</u>                                                                                                                                                                                                                                                                      |                                                                     |                                                             |                                                             |                   |
| <b>2a</b> Plan sponsor's name and address, including room or suite number (Employer, if for single-employer plan)<br><br><u>JACOBS GROUP MANAGEMENT CO., INC.</u><br><br><u>25425 CENTER RIDGE ROAD</u><br><u>CLEVELAND, OH 44145-4122</u> | <table border="1"> <tr> <td><b>2b</b> Employer Identification Number (EIN)<br/><u>34-1587817</u></td> </tr> <tr> <td><b>2c</b> Sponsor's telephone number<br/><u>440-871-4800</u></td> </tr> <tr> <td><b>2d</b> Business code (see instructions)<br/><u>531110</u></td> </tr> </table> | <b>2b</b> Employer Identification Number (EIN)<br><u>34-1587817</u> | <b>2c</b> Sponsor's telephone number<br><u>440-871-4800</u> | <b>2d</b> Business code (see instructions)<br><u>531110</u> |                   |
| <b>2b</b> Employer Identification Number (EIN)<br><u>34-1587817</u>                                                                                                                                                                        |                                                                                                                                                                                                                                                                                        |                                                                     |                                                             |                                                             |                   |
| <b>2c</b> Sponsor's telephone number<br><u>440-871-4800</u>                                                                                                                                                                                |                                                                                                                                                                                                                                                                                        |                                                                     |                                                             |                                                             |                   |
| <b>2d</b> Business code (see instructions)<br><u>531110</u>                                                                                                                                                                                |                                                                                                                                                                                                                                                                                        |                                                                     |                                                             |                                                             |                   |

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

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

|                  |                                                          |                   |                                                              |
|------------------|----------------------------------------------------------|-------------------|--------------------------------------------------------------|
| <b>SIGN HERE</b> | <u>Filed with authorized/valid electronic signature.</u> | <u>06/28/2013</u> | <u>KRISTINE MCGIVNEY</u>                                     |
|                  | Signature of plan administrator                          | Date              | Enter name of individual signing as plan administrator       |
| <b>SIGN HERE</b> |                                                          |                   |                                                              |
|                  | Signature of employer/plan sponsor                       | Date              | Enter name of individual signing as employer or plan sponsor |
| <b>SIGN HERE</b> |                                                          |                   |                                                              |
|                  | Signature of DFE                                         | Date              | Enter name of individual signing as DFE                      |

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

Form 5500 (2011)  
v.012611

|                                                                                                                                                                                         |                                                                                                               |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------|
| <b>3a</b> Plan administrator's name and address (if same as plan sponsor, enter "Same")<br>JACOBS GROUP MANAGEMENT CO., INC.<br><br>25425 CENTER RIDGE ROAD<br>CLEVELAND, OH 44145-4122 | <b>3b</b> Administrator's EIN<br>34-1587817<br><br><b>3c</b> Administrator's telephone number<br>440-871-4800 |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------|

|                                                                                                                                                                                                                       |                                   |
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| <b>4</b> 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:<br><br><b>a</b> Sponsor's name | <b>4b</b> EIN<br><br><b>4c</b> PN |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------|

|                                                                         |          |     |
|-------------------------------------------------------------------------|----------|-----|
| <b>5</b> Total number of participants at the beginning of the plan year | <b>5</b> | 123 |
|-------------------------------------------------------------------------|----------|-----|

|                                                                                                                                                        |           |    |
|--------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|----|
| <b>6</b> Number of participants as of the end of the plan year (welfare plans complete only lines <b>6a</b> , <b>6b</b> , <b>6c</b> , and <b>6d</b> ). |           |    |
| <b>a</b> Active participants.....                                                                                                                      | <b>6a</b> | 60 |
| <b>b</b> Retired or separated participants receiving benefits.....                                                                                     | <b>6b</b> | 0  |
| <b>c</b> Other retired or separated participants entitled to future benefits.....                                                                      | <b>6c</b> | 7  |
| <b>d</b> Subtotal. Add lines <b>6a</b> , <b>6b</b> , and <b>6c</b> .....                                                                               | <b>6d</b> | 67 |
| <b>e</b> Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....                                              | <b>6e</b> | 0  |
| <b>f</b> Total. Add lines <b>6d</b> and <b>6e</b> .....                                                                                                | <b>6f</b> | 67 |
| <b>g</b> Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....         | <b>6g</b> | 49 |
| <b>h</b> Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....             | <b>6h</b> | 1  |

|                                                                                                                                      |          |  |
|--------------------------------------------------------------------------------------------------------------------------------------|----------|--|
| <b>7</b> Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item) ..... | <b>7</b> |  |
|--------------------------------------------------------------------------------------------------------------------------------------|----------|--|

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

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

|                                                                                                                                                                                                                                                                                               |                                                                                                                                                                                                                                                                                               |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>9a</b> Plan funding arrangement (check all that apply)<br>(1) <input type="checkbox"/> Insurance<br>(2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts<br>(3) <input checked="" type="checkbox"/> Trust<br>(4) <input type="checkbox"/> General assets of the sponsor | <b>9b</b> Plan benefit arrangement (check all that apply)<br>(1) <input type="checkbox"/> Insurance<br>(2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts<br>(3) <input checked="" type="checkbox"/> Trust<br>(4) <input type="checkbox"/> General assets of the sponsor |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

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

**a Pension Schedules**

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

**b General Schedules**

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

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

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

|                                                                                                           |                                                                    |
|-----------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------|
| <b>A</b> Name of plan<br><u>THE JACOBS GROUP 401(K) PLAN II</u>                                           | <b>B</b> Three-digit plan number (PN) ▶ <u>002</u>                 |
| <b>C</b> Plan sponsor's name as shown on line 2a of Form 5500<br><u>JACOBS GROUP MANAGEMENT CO., INC.</u> | <b>D</b> Employer Identification Number (EIN)<br><u>34-1587817</u> |

**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

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

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

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

PNC BANK, N.A.

25-1211909

| (b)<br>Service Code(s) | (c)<br>Relationship to employer, employee organization, or person known to be a party-in-interest | (d)<br>Enter direct compensation paid by the plan. If none, enter -0-. | (e)<br>Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | (f)<br>Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | (g)<br>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)<br>Did the service provider give you a formula instead of an amount or estimated amount? |
|------------------------|---------------------------------------------------------------------------------------------------|------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------|
| 25 59 60 63            | TRUSTEE                                                                                           | 0                                                                      | Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>                                  | Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>                                                            | 0                                                                                                                                                                               | Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>                          |

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

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

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

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

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

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

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

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

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

**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<br>(see instructions)                                                                                                                            | (c) Enter amount of indirect compensation |
|------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------|
| PNC BANK, N.A.                                                                     | 60 63                                                                                                                                                              | 0                                         |
|                                                                                    |                                                                                                                                                                    |                                           |
| (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. |                                           |
| AMERICAN FUNDS - AMERICAN BALANCED 333 SOUTH HOPE STREET<br>LOS ANGELES, CA 90071  | 10 BASIS POINTS ANNUALLY-60 50 BASIS POINTS ANNUALLY-63                                                                                                            |                                           |
|                                                                                    |                                                                                                                                                                    |                                           |
| (a) Enter service provider name as it appears on line 2                            | (b) Service Codes<br>(see instructions)                                                                                                                            | (c) Enter amount of indirect compensation |
| PNC BANK, N.A.                                                                     | 60 63                                                                                                                                                              | 0                                         |
|                                                                                    |                                                                                                                                                                    |                                           |
| (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. |                                           |
| AMERICAN FUNDS - EUROPACIFIC GROWTH 333 SOUTH HOPE STREET<br>LOS ANGELES, CA 90071 | 10 BASIS POINTS ANNUALLY-60 50 BASIS POINTS ANNUALLY-63                                                                                                            |                                           |
|                                                                                    |                                                                                                                                                                    |                                           |
| (a) Enter service provider name as it appears on line 2                            | (b) Service Codes<br>(see instructions)                                                                                                                            | (c) Enter amount of indirect compensation |
| PNC BANK, N.A.                                                                     | 60 63                                                                                                                                                              | 0                                         |
|                                                                                    |                                                                                                                                                                    |                                           |
| (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. |                                           |
| AMERICAN FUNDS - GROWTH FUND OF AME 333 SOUTH HOPE STREET<br>LOS ANGELES, CA 90071 | 10 BASIS POINTS ANNUALLY-60 50 BASIS POINTS ANNUALLY-63                                                                                                            |                                           |
|                                                                                    |                                                                                                                                                                    |                                           |

**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<br>(see instructions)                                                                                                                            | (c) Enter amount of indirect compensation |
|--------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------|
| PNC BANK, N.A.                                                                       | 60 63                                                                                                                                                              | 0                                         |
| (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. |                                           |
| AMERICAN FUNDS - WASHINGTON MUTUAL 333 SOUTH HOPE STREET<br>LOS ANGELES, CA 90071    | 10 BASIS POINTS ANNUALLY-60 50 BASIS POINTS ANNUALLY-63                                                                                                            |                                           |
| (a) Enter service provider name as it appears on line 2                              | (b) Service Codes<br>(see instructions)                                                                                                                            | (c) Enter amount of indirect compensation |
| PNC BANK, N.A.                                                                       | 60                                                                                                                                                                 | 0                                         |
| (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. |                                           |
| ARTISAN SMALL CAP FUND INV 875 E. WISCONSIN AVENUE, SUITE 800<br>MILWAUKEE, WI 53202 | 35 BASIS POINTS ANNUALLY-60                                                                                                                                        |                                           |
| (a) Enter service provider name as it appears on line 2                              | (b) Service Codes<br>(see instructions)                                                                                                                            | (c) Enter amount of indirect compensation |
| PNC BANK, N.A.                                                                       | 60 63                                                                                                                                                              | 0                                         |
| (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. |                                           |
| BLACKROCK U.S. GOVERNMENT BOND PORT 40 EAST 52ND STREET<br>NEW YORK, NY 10022        | 20 BASIS POINTS ANNUALLY-60 25 BASIS POINTS ANNUALLY-63                                                                                                            |                                           |

**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<br>(see instructions)           | (c) Enter amount of indirect compensation                                                                                                                          |
|---------------------------------------------------------------------|---------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| PNC BANK, N.A.                                                      | 59 60                                             | 0                                                                                                                                                                  |
| (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. |
| FEDERATED TOTAL RETURN BOND FUND<br>SS                              | FEDERATED INVESTORS TOWER<br>PITTSBURGH, PA 15222 | 25 BASIS POINTS ANNUALLY-59 5 BASIS POINTS<br>ANNUALLY-60                                                                                                          |
| <hr/>                                                               |                                                   |                                                                                                                                                                    |
| (a) Enter service provider name as it appears on line 2             | (b) Service Codes<br>(see instructions)           | (c) Enter amount of indirect compensation                                                                                                                          |
| PNC BANK, N.A.                                                      | 60 63                                             | 0                                                                                                                                                                  |
| (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. |
| FIDELITY ADVISORS STOCK SELECTOR MI                                 | 82 DEVONSHIRE ST.<br>BOSTON, MA 02109             | 10 BASIS POINTS ANNUALLY-60 50 BASIS POINTS<br>ANNUALLY-63                                                                                                         |
| <hr/>                                                               |                                                   |                                                                                                                                                                    |
| (a) Enter service provider name as it appears on line 2             | (b) Service Codes<br>(see instructions)           | (c) Enter amount of indirect compensation                                                                                                                          |
| PNC BANK, N.A.                                                      | 59 60 63                                          | 0                                                                                                                                                                  |
| (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. |
| GOLDMAN SACHS GROWTH<br>OPPORTUNITIES                               | 32 OLD SLIP<br>NEW YORK, NY 10005                 | 10 BASIS POINTS ANNUALLY-59 15 BASIS POINTS<br>ANNUALLY-60 25 BASIS POINTS ANNUALLY-63                                                                             |

**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<br>(see instructions)                                                                                                                            | (c) Enter amount of indirect compensation |
|--------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------|
| PNC BANK, N.A.                                                                       | 60 63                                                                                                                                                              | 0                                         |
|                                                                                      |                                                                                                                                                                    |                                           |
| (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. |                                           |
| HARBOR INTERNATIONAL FUND INV<br>111 S WACKER DRIVE, 34TH FLOOR<br>CHICAGO, IL 60606 | 18 BASIS POINTS ANNUALLY-60 25 BASIS POINTS ANNUALLY-63                                                                                                            |                                           |
|                                                                                      |                                                                                                                                                                    |                                           |
| (a) Enter service provider name as it appears on line 2                              | (b) Service Codes<br>(see instructions)                                                                                                                            | (c) Enter amount of indirect compensation |
| PNC BANK, N.A.                                                                       | 59 60 63                                                                                                                                                           | 0                                         |
|                                                                                      |                                                                                                                                                                    |                                           |
| (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. |                                           |
| INVESCO SMALL CAP GROWTH FUND A<br>1555 PEACHTREE STREET, N.E.<br>ATLANTA, GA 30309  | 5 BASIS POINTS ANNUALLY-59 25 BASIS POINTS ANNUALLY-60 25 BASIS POINTS ANNUALLY-63                                                                                 |                                           |
|                                                                                      |                                                                                                                                                                    |                                           |
| (a) Enter service provider name as it appears on line 2                              | (b) Service Codes<br>(see instructions)                                                                                                                            | (c) Enter amount of indirect compensation |
| PNC BANK, N.A.                                                                       | 60 63                                                                                                                                                              | 0                                         |
|                                                                                      |                                                                                                                                                                    |                                           |
| (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. |                                           |
| T. ROWE PRICE RETIREMENT 2010 FUND<br>100 EAST PRATT STREET<br>BALTIMORE, MD 21202   | 15 BASIS POINTS ANNUALLY-60 50 BASIS POINTS ANNUALLY-63                                                                                                            |                                           |

**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<br>(see instructions) | (c) Enter amount of indirect compensation                                                                                                                          |
|------------------------------------------------------------------------------------|-----------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| PNC BANK, N.A.                                                                     | 60 63                                   | 0                                                                                                                                                                  |
| (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. |
| T. ROWE PRICE RETIREMENT 2020 FUND    100 EAST PRATT STREET<br>BALTIMORE, MD 21202 |                                         | 15 BASIS POINTS ANNUALLY-60 50 BASIS POINTS ANNUALLY-63                                                                                                            |

  

| (a) Enter service provider name as it appears on line 2                            | (b) Service Codes<br>(see instructions) | (c) Enter amount of indirect compensation                                                                                                                          |
|------------------------------------------------------------------------------------|-----------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| PNC BANK, N.A.                                                                     | 60 63                                   | 0                                                                                                                                                                  |
| (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. |
| T. ROWE PRICE RETIREMENT 2030 FUND    100 EAST PRATT STREET<br>BALTIMORE, MD 21202 |                                         | 15 BASIS POINTS ANNUALLY-60 50 BASIS POINTS ANNUALLY-63                                                                                                            |

  

| (a) Enter service provider name as it appears on line 2                            | (b) Service Codes<br>(see instructions) | (c) Enter amount of indirect compensation                                                                                                                          |
|------------------------------------------------------------------------------------|-----------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| PNC BANK, N.A.                                                                     | 60 63                                   | 0                                                                                                                                                                  |
| (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. |
| T. ROWE PRICE RETIREMENT 2040 FUND    100 EAST PRATT STREET<br>BALTIMORE, MD 21202 |                                         | 15 BASIS POINTS ANNUALLY-60 50 BASIS POINTS ANNUALLY-63                                                                                                            |

**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<br>(see instructions) | (c) Enter amount of indirect compensation                                                                                                                          |
|----------------------------------------------------------------------------------|-----------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| PNC BANK, N.A.                                                                   | 60 63                                   | 0                                                                                                                                                                  |
| (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. |
| T. ROWE PRICE RETIREMENT INCOME FUN 100 EAST PRATT STREET<br>BALTIMORE, MD 21202 |                                         | 15 BASIS POINTS ANNUALLY-60 50 BASIS POINTS ANNUALLY-63                                                                                                            |
|                                                                                  |                                         |                                                                                                                                                                    |
| (a) Enter service provider name as it appears on line 2                          | (b) Service Codes<br>(see instructions) | (c) Enter amount of indirect compensation                                                                                                                          |
| PNC BANK, N.A.                                                                   | 60 63                                   | 0                                                                                                                                                                  |
| (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. |
| BLACKROCK MONEY MARKET FUND A 40 EAST 52ND STREET<br>NEW YORK, NY 10022          |                                         | 15 BASIS POINTS ANNUALLY-60 25 BASIS POINTS ANNUALLY-63                                                                                                            |
|                                                                                  |                                         |                                                                                                                                                                    |
| (a) Enter service provider name as it appears on line 2                          | (b) Service Codes<br>(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 |
|--------------------------------------------------------------------------|-------------------------------|-------------------------------------------------------------------------------------|
|                                                                          |                               |                                                                                     |
|                                                                          |                               |                                                                                     |
|                                                                          |                               |                                                                                     |
|                                                                          |                               |                                                                                     |
|                                                                          |                               |                                                                                     |
|                                                                          |                               |                                                                                     |
|                                                                          |                               |                                                                                     |
|                                                                          |                               |                                                                                     |
|                                                                          |                               |                                                                                     |
|                                                                          |                               |                                                                                     |
|                                                                          |                               |                                                                                     |

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

|                    |                     |
|--------------------|---------------------|
| <b>a</b> Name:     | <b>b</b> EIN:       |
| <b>c</b> Position: |                     |
| <b>d</b> Address:  | <b>e</b> Telephone: |
|                    |                     |

Explanation:

|                    |                     |
|--------------------|---------------------|
| <b>a</b> Name:     | <b>b</b> EIN:       |
| <b>c</b> Position: |                     |
| <b>d</b> Address:  | <b>e</b> Telephone: |
|                    |                     |

Explanation:

|                    |                     |
|--------------------|---------------------|
| <b>a</b> Name:     | <b>b</b> EIN:       |
| <b>c</b> Position: |                     |
| <b>d</b> Address:  | <b>e</b> Telephone: |
|                    |                     |

Explanation:

|                    |                     |
|--------------------|---------------------|
| <b>a</b> Name:     | <b>b</b> EIN:       |
| <b>c</b> Position: |                     |
| <b>d</b> Address:  | <b>e</b> Telephone: |
|                    |                     |

Explanation:

|                    |                     |
|--------------------|---------------------|
| <b>a</b> Name:     | <b>b</b> EIN:       |
| <b>c</b> Position: |                     |
| <b>d</b> Address:  | <b>e</b> Telephone: |
|                    |                     |

Explanation:

|                                                                                                                                                                                                                                                                          |                                                                                                                                                                                                                                                                              |                                                                                           |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------|
| <b>SCHEDULE H</b><br><b>(Form 5500)</b><br><br><small>Department of the Treasury<br/>Internal Revenue Service</small><br><br><small>Department of Labor<br/>Employee Benefits Security Administration</small><br><br><small>Pension Benefit Guaranty Corporation</small> | <b>Financial Information</b><br><br>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).<br><br><b>► File as an attachment to Form 5500.</b> | OMB No. 1210-0110<br><br><b>2011</b><br><br><b>This Form is Open to Public Inspection</b> |
| For calendar plan year 2011 or fiscal plan year beginning <u>01/01/2011</u> and ending <u>12/31/2011</u>                                                                                                                                                                 |                                                                                                                                                                                                                                                                              |                                                                                           |
| <b>A</b> Name of plan<br><u>THE JACOBS GROUP 401(K) PLAN II</u>                                                                                                                                                                                                          | <b>B</b> Three-digit plan number (PN) <span style="float: right;">►</span>                                                                                                                                                                                                   | <u>002</u>                                                                                |
| <b>C</b> Plan sponsor's name as shown on line 2a of Form 5500<br><u>JACOBS GROUP MANAGEMENT CO., INC.</u>                                                                                                                                                                | <b>D</b> Employer Identification Number (EIN)<br><br><u>34-1587817</u>                                                                                                                                                                                                       |                                                                                           |

|          | Part I Asset and Liability Statement                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |                 | (a) Beginning of Year | (b) End of Year |
|----------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------|-----------------------|-----------------|
| <b>1</b> | 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. <b>Round off amounts to the nearest dollar.</b> 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. |                 |                       |                 |
|          | <b>Assets</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |                 |                       |                 |
| <b>a</b> | Total noninterest-bearing cash .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | <b>1a</b>       |                       |                 |
| <b>b</b> | Receivables (less allowance for doubtful accounts):                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |                 |                       |                 |
|          | <b>(1)</b> Employer contributions .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | <b>1b(1)</b>    | 606                   | 2425            |
|          | <b>(2)</b> Participant contributions .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       | <b>1b(2)</b>    | 2233                  | 8303            |
|          | <b>(3)</b> Other.....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            | <b>1b(3)</b>    |                       | 46807           |
| <b>c</b> | General investments:                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |                 |                       |                 |
|          | <b>(1)</b> Interest-bearing cash (include money market accounts & certificates of deposit) .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 | <b>1c(1)</b>    | 121986                | 117400          |
|          | <b>(2)</b> U.S. Government securities.....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       | <b>1c(2)</b>    |                       |                 |
|          | <b>(3)</b> Corporate debt instruments (other than employer securities):                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |                 |                       |                 |
|          | <b>(A)</b> Preferred .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       | <b>1c(3)(A)</b> |                       |                 |
|          | <b>(B)</b> All other.....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        | <b>1c(3)(B)</b> |                       |                 |
|          | <b>(4)</b> Corporate stocks (other than employer securities):                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |                 |                       |                 |
|          | <b>(A)</b> Preferred .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       | <b>1c(4)(A)</b> |                       |                 |
|          | <b>(B)</b> Common .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | <b>1c(4)(B)</b> |                       |                 |
|          | <b>(5)</b> Partnership/joint venture interests .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | <b>1c(5)</b>    |                       |                 |
|          | <b>(6)</b> Real estate (other than employer real property) .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 | <b>1c(6)</b>    |                       |                 |
|          | <b>(7)</b> Loans (other than to participants) .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | <b>1c(7)</b>    |                       |                 |
|          | <b>(8)</b> Participant loans .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | <b>1c(8)</b>    |                       |                 |
|          | <b>(9)</b> Value of interest in common/collective trusts.....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | <b>1c(9)</b>    |                       |                 |
|          | <b>(10)</b> Value of interest in pooled separate accounts.....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | <b>1c(10)</b>   |                       |                 |
|          | <b>(11)</b> Value of interest in master trust investment accounts .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | <b>1c(11)</b>   |                       |                 |
|          | <b>(12)</b> Value of interest in 103-12 investment entities .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | <b>1c(12)</b>   |                       |                 |
|          | <b>(13)</b> Value of interest in registered investment companies (e.g., mutual funds).....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       | <b>1c(13)</b>   | 571534                | 657250          |
|          | <b>(14)</b> Value of funds held in insurance company general account (unallocated contracts).....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | <b>1c(14)</b>   |                       |                 |
|          | <b>(15)</b> Other .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | <b>1c(15)</b>   |                       |                 |

**1d** Employer-related investments:

|                                                                      |              | (a) Beginning of Year | (b) End of Year |
|----------------------------------------------------------------------|--------------|-----------------------|-----------------|
| (1) Employer securities .....                                        | <b>1d(1)</b> |                       |                 |
| (2) Employer real property .....                                     | <b>1d(2)</b> |                       |                 |
| <b>e</b> Buildings and other property used in plan operation .....   | <b>1e</b>    |                       |                 |
| <b>f</b> Total assets (add all amounts in lines 1a through 1e) ..... | <b>1f</b>    | 696359                | 832185          |

**Liabilities**

|                                                                           |           |      |      |
|---------------------------------------------------------------------------|-----------|------|------|
| <b>g</b> Benefit claims payable .....                                     | <b>1g</b> |      |      |
| <b>h</b> Operating payables .....                                         | <b>1h</b> |      |      |
| <b>i</b> Acquisition indebtedness .....                                   | <b>1i</b> |      |      |
| <b>j</b> Other liabilities .....                                          | <b>1j</b> | 5182 | 4750 |
| <b>k</b> Total liabilities (add all amounts in lines 1g through 1j) ..... | <b>1k</b> | 5182 | 4750 |

**Net Assets**

|                                                           |           |        |        |
|-----------------------------------------------------------|-----------|--------|--------|
| <b>l</b> Net assets (subtract line 1k from line 1f) ..... | <b>1l</b> | 691177 | 827435 |
|-----------------------------------------------------------|-----------|--------|--------|

**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 |
|------------------------------------------------------------------------------------------------------------|-----------------|------------|-----------|
| <b>a Contributions:</b>                                                                                    |                 |            |           |
| (1) Received or receivable in cash from: <b>(A)</b> Employers .....                                        | <b>2a(1)(A)</b> | 37781      |           |
| <b>(B)</b> Participants .....                                                                              | <b>2a(1)(B)</b> | 123799     |           |
| <b>(C)</b> Others (including rollovers) .....                                                              | <b>2a(1)(C)</b> |            |           |
| (2) Noncash contributions .....                                                                            | <b>2a(2)</b>    |            |           |
| (3) Total contributions. Add lines <b>2a(1)(A)</b> , <b>(B)</b> , <b>(C)</b> , and line <b>2a(2)</b> ..... | <b>2a(3)</b>    |            | 161580    |
| <b>b Earnings on investments:</b>                                                                          |                 |            |           |
| (1) Interest:                                                                                              |                 |            |           |
| <b>(A)</b> Interest-bearing cash (including money market accounts and certificates of deposit) .....       | <b>2b(1)(A)</b> |            |           |
| <b>(B)</b> U.S. Government securities .....                                                                | <b>2b(1)(B)</b> |            |           |
| <b>(C)</b> Corporate debt instruments .....                                                                | <b>2b(1)(C)</b> |            |           |
| <b>(D)</b> Loans (other than to participants) .....                                                        | <b>2b(1)(D)</b> |            |           |
| <b>(E)</b> Participant loans .....                                                                         | <b>2b(1)(E)</b> |            |           |
| <b>(F)</b> Other .....                                                                                     | <b>2b(1)(F)</b> |            |           |
| (G) Total interest. Add lines <b>2b(1)(A)</b> through <b>(F)</b> .....                                     | <b>2b(1)(G)</b> |            | 0         |
| (2) Dividends: <b>(A)</b> Preferred stock .....                                                            | <b>2b(2)(A)</b> |            |           |
| <b>(B)</b> Common stock .....                                                                              | <b>2b(2)(B)</b> |            |           |
| <b>(C)</b> Registered investment company shares (e.g. mutual funds) .....                                  | <b>2b(2)(C)</b> | 14336      |           |
| (D) Total dividends. Add lines <b>2b(2)(A)</b> , <b>(B)</b> , and <b>(C)</b> .....                         | <b>2b(2)(D)</b> |            | 14336     |
| (3) Rents .....                                                                                            | <b>2b(3)</b>    |            |           |
| (4) Net gain (loss) on sale of assets: <b>(A)</b> Aggregate proceeds .....                                 | <b>2b(4)(A)</b> | 83402      |           |
| <b>(B)</b> Aggregate carrying amount (see instructions) .....                                              | <b>2b(4)(B)</b> | 85855      |           |
| <b>(C)</b> Subtract line <b>2b(4)(B)</b> from line <b>2b(4)(A)</b> and enter result .....                  | <b>2b(4)(C)</b> |            | -2453     |

|                                                                                                   |                 | (a) Amount | (b) Total |
|---------------------------------------------------------------------------------------------------|-----------------|------------|-----------|
| <b>2b</b> (5) Unrealized appreciation (depreciation) of assets: (A) Real estate.....              | <b>2b(5)(A)</b> |            |           |
| (B) Other .....                                                                                   | <b>2b(5)(B)</b> |            |           |
| (C) Total unrealized appreciation of assets.<br>Add lines <b>2b(5)(A)</b> and <b>(B)</b> .....    | <b>2b(5)(C)</b> |            | 0         |
| (6) Net investment gain (loss) from common/collective trusts .....                                | <b>2b(6)</b>    |            |           |
| (7) Net investment gain (loss) from pooled separate accounts .....                                | <b>2b(7)</b>    |            |           |
| (8) Net investment gain (loss) from master trust investment accounts .....                        | <b>2b(8)</b>    |            |           |
| (9) Net investment gain (loss) from 103-12 investment entities .....                              | <b>2b(9)</b>    |            |           |
| (10) Net investment gain (loss) from registered investment<br>companies (e.g., mutual funds)..... | <b>2b(10)</b>   |            | -13645    |
| <b>c</b> Other income.....                                                                        | <b>2c</b>       |            |           |
| <b>d</b> Total income. Add all <b>income</b> amounts in column (b) and enter total.....           | <b>2d</b>       |            | 159818    |

**Expenses**

|                                                                                            |              |       |       |
|--------------------------------------------------------------------------------------------|--------------|-------|-------|
| <b>e</b> Benefit payment and payments to provide benefits:                                 |              |       |       |
| (1) Directly to participants or beneficiaries, including direct rollovers .....            | <b>2e(1)</b> | 47196 |       |
| (2) To insurance carriers for the provision of benefits .....                              | <b>2e(2)</b> |       |       |
| (3) Other .....                                                                            | <b>2e(3)</b> |       |       |
| (4) Total benefit payments. Add lines <b>2e(1)</b> through <b>(3)</b> .....                | <b>2e(4)</b> |       | 47196 |
| <b>f</b> Corrective distributions (see instructions) .....                                 | <b>2f</b>    |       |       |
| <b>g</b> Certain deemed distributions of participant loans (see instructions).....         | <b>2g</b>    |       |       |
| <b>h</b> Interest expense.....                                                             | <b>2h</b>    |       |       |
| <b>i</b> Administrative expenses: (1) Professional fees .....                              | <b>2i(1)</b> |       |       |
| (2) Contract administrator fees .....                                                      | <b>2i(2)</b> |       |       |
| (3) Investment advisory and management fees .....                                          | <b>2i(3)</b> |       |       |
| (4) Other .....                                                                            | <b>2i(4)</b> |       |       |
| (5) Total administrative expenses. Add lines <b>2i(1)</b> through <b>(4)</b> .....         | <b>2i(5)</b> |       | 0     |
| <b>j</b> Total expenses. Add all <b>expense</b> amounts in column (b) and enter total..... | <b>2j</b>    |       | 47196 |

**Net Income and Reconciliation**

|                                                                               |              |  |        |
|-------------------------------------------------------------------------------|--------------|--|--------|
| <b>k</b> Net income (loss). Subtract line <b>2j</b> from line <b>2d</b> ..... | <b>2k</b>    |  | 112622 |
| <b>l</b> Transfers of assets:                                                 |              |  |        |
| (1) To this plan.....                                                         | <b>2l(1)</b> |  | 23636  |
| (2) From this plan .....                                                      | <b>2l(2)</b> |  |        |

**Part III Accountant's Opinion**

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

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

(1) ☐ Unqualified (2) ☐ Qualified (3) ☒ Disclaimer (4) ☐ Adverse

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

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

(1) Name: DELOITTE & TOUCHE LLP

(2) EIN: 13-3891517

**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   |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|----|----------|
| <b>a</b> Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....                 |     | X  |          |
| <b>b</b> Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)..... |     | X  |          |
| <b>c</b> Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.) .....                                                                                                                            |     | X  |          |
| <b>d</b> Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.).....                                                                                                                  |     | X  |          |
| <b>e</b> Was this plan covered by a fidelity bond?.....                                                                                                                                                                                                                                                         | X   |    | 10000000 |
| <b>f</b> Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty? .....                                                                                                                                                                         |     | X  |          |
| <b>g</b> Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser? .....                                                                                                                                      |     | X  |          |
| <b>h</b> Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser? .....                                                                                                                            |     | X  |          |
| <b>i</b> Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....                                                                                                                                                   | X   |    |          |
| <b>j</b> Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.).....                                                                                    |     | X  |          |
| <b>k</b> Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....                                                                                                                                              |     | X  |          |
| <b>l</b> Has the plan failed to provide any benefit when due under the plan? .....                                                                                                                                                                                                                              |     | X  |          |
| <b>m</b> If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....                                                                                                                                                                                     | X   |    |          |
| <b>n</b> 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. ....                                                                                                                        | X   |    |          |

- 5a** Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?

If "Yes," enter the amount of any plan assets that reverted to the employer this year..... ☐ Yes ☒ No Amount:

- 5b** If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

**5b(1)** Name of plan(s)

| 5b(2) EIN(s) | 5b(3) PN(s) |
|--------------|-------------|
|              |             |
|              |             |
|              |             |
|              |             |
|              |             |

|                                                                                                                                                                                                                           |                                                                                                                                                                                                                                                                                            |                                                                                            |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------|
| <b>SCHEDULE R</b><br><b>(Form 5500)</b><br><br>Department of the Treasury<br>Internal Revenue Service<br><br>Department of Labor<br>Employee Benefits Security Administration<br><br>Pension Benefit Guaranty Corporation | <b>Retirement Plan Information</b><br><br>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).<br><br>▶ <b>File as an attachment to Form 5500.</b> | OMB No. 1210-0110<br><br><b>2011</b><br><br><b>This Form is Open to Public Inspection.</b> |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------|

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

**A** Name of plan  
THE JACOBS GROUP 401(K) PLAN II

**B** Three-digit plan number (PN) ▶ 002

**C** Plan sponsor's name as shown on line 2a of Form 5500  
JACOBS GROUP MANAGEMENT CO., INC.

**D** Employer Identification Number (EIN)  
34-1587817

|               |                      |
|---------------|----------------------|
| <b>Part I</b> | <b>Distributions</b> |
|---------------|----------------------|

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): 25-1211909

**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

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

**4** Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?..... ☐ Yes ☐ No ☐ N/A  
**If the plan is a defined benefit plan, go to line 8.**

**5** If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. **Date:** Month \_\_\_\_\_ Day \_\_\_\_\_ Year \_\_\_\_\_  
**If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.**

|                                                                                                                                                 |           |  |
|-------------------------------------------------------------------------------------------------------------------------------------------------|-----------|--|
| <b>6 a</b> Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived) .....  | <b>6a</b> |  |
| <b>b</b> Enter the amount contributed by the employer to the plan for this plan year .....                                                      | <b>6b</b> |  |
| <b>c</b> 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)..... | <b>6c</b> |  |

**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

|                 |                   |
|-----------------|-------------------|
| <b>Part III</b> | <b>Amendments</b> |
|-----------------|-------------------|

**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

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

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

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

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

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

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

**Schedule R (Form 5500) 2011**  
**v.012611**

**Part V Additional Information for Multiemployer Defined Benefit Pension Plans**

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

**a** Name of contributing employer

**b** EIN

**c** Dollar amount contributed by employer

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

**e** Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) \_\_\_\_\_

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): \_\_\_\_\_

**a** Name of contributing employer

**b** EIN

**c** Dollar amount contributed by employer

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

**e** Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) \_\_\_\_\_

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): \_\_\_\_\_

**a** Name of contributing employer

**b** EIN

**c** Dollar amount contributed by employer

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

**e** Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) \_\_\_\_\_

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): \_\_\_\_\_

**a** Name of contributing employer

**b** EIN

**c** Dollar amount contributed by employer

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

**e** Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) \_\_\_\_\_

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): \_\_\_\_\_

**a** Name of contributing employer

**b** EIN

**c** Dollar amount contributed by employer

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

**e** Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) \_\_\_\_\_

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): \_\_\_\_\_

**a** Name of contributing employer

**b** EIN

**c** Dollar amount contributed by employer

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

**e** Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) \_\_\_\_\_

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): \_\_\_\_\_

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

|                                                                          |            |  |
|--------------------------------------------------------------------------|------------|--|
| <b>a</b> The current year .....                                          | <b>14a</b> |  |
| <b>b</b> The plan year immediately preceding the current plan year ..... | <b>14b</b> |  |
| <b>c</b> The second preceding plan year .....                            | <b>14c</b> |  |

- 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:

|                                                                                                       |            |  |
|-------------------------------------------------------------------------------------------------------|------------|--|
| <b>a</b> The corresponding number for the plan year immediately preceding the current plan year ..... | <b>15a</b> |  |
| <b>b</b> The corresponding number for the second preceding plan year .....                            | <b>15b</b> |  |

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

|                                                                                                                                                                        |            |  |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|--|
| <b>a</b> Enter the number of employers who withdrew during the preceding plan year .....                                                                               | <b>16a</b> |  |
| <b>b</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 ..... | <b>16b</b> |  |

- 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): \_\_\_\_\_

# ***The Jacobs Group 401(k) Plan II***

*Employer ID No: 34-1587817  
Plan Number: 002*

*Financial Statements as of December 31, 2011 and  
2010 and for the Year Ended December 31, 2011,  
Supplemental Schedule as of December 31, 2011,  
and Independent Auditors' Report*

# THE JACOBS GROUP 401(k) PLAN II

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## INDEPENDENT AUDITORS' REPORT

To the Trustees of  
The Jacobs Group 401(k) Plan II  
Cleveland, Ohio

We were engaged to audit the financial statements and supplemental schedule of The Jacobs Group 401(k) Plan II (the "Plan") as of December 31, 2011 and 2010 and for the year ended December 31, 2011, listed in the Table of Contents. These financial statements and supplemental schedule are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 7, which was certified by PNC Bank, N.A., the trustee of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedule. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained certifications from the trustee that the information as of December 31, 2011 and 2010 and for the year ended December 31, 2011, provided to the plan administrator by the trustee is complete and accurate.

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

*Deloitte & Touche LLP*

October 3, 2012

## THE JACOBS GROUP 401(k) PLAN II

### STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS AS OF DECEMBER 31, 2011 AND 2010

---

|                                                | 2011              | 2010              |
|------------------------------------------------|-------------------|-------------------|
| ASSETS:                                        |                   |                   |
| Investments—at fair value                      | \$ 774,650        | \$ 693,520        |
| Receivables:                                   |                   |                   |
| Participant contributions                      | 8,303             | 2,233             |
| Employer contributions                         | 2,425             | 606               |
| Amount due from The Jacobs Group 401(k) Plan I | <u>46,807</u>     | <u>-</u>          |
| Total assets                                   | <u>832,185</u>    | <u>696,359</u>    |
| LIABILITIES:                                   |                   |                   |
| Other liabilities                              | <u>4,750</u>      | <u>5,182</u>      |
| NET ASSETS AVAILABLE FOR BENEFITS              | <u>\$ 827,435</u> | <u>\$ 691,177</u> |

See notes to financial statements.

## THE JACOBS GROUP 401(k) PLAN II

### STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS FOR THE YEAR ENDED DECEMBER 31, 2011

---

ADDITIONS:

Contributions:

Participants

\$ 123,799

Employer

37,781

Total contributions

161,580

Investment (loss) income:

Net depreciation in fair value of investments

(16,098)

Dividends

14,336

Net investment (loss)

(1,762)

Transfer from The Jacobs Group 401(k) Plan I

23,636

TOTAL ADDITIONS

183,454

BENEFITS PAID TO PARTICIPANTS

(47,196)

INCREASE IN NET ASSETS AVAILABLE FOR BENEFITS

136,258

NET ASSETS AVAILABLE FOR BENEFITS—Beginning of year

691,177

NET ASSETS AVAILABLE FOR BENEFITS—End of year

\$ 827,435

See notes to financial statements.

# THE JACOBS GROUP 401(k) PLAN II

## NOTES TO FINANCIAL STATEMENTS

AS OF DECEMBER 31, 2011 AND 2010 AND FOR THE YEAR ENDED DECEMBER 31, 2011

---

### 1. DESCRIPTION OF THE PLAN

The following description of The Jacobs Group 401(k) Plan II (the “Plan” or “Plan II”) is provided for general information purposes only. Participants should refer to the Plan document for a more complete description of the Plan’s provisions.

**General**—On October 1, 1996, The Richard E. Jacobs Group and affiliated entities (the “Company”) established the Plan, which is a defined contribution plan, for information booth associates, housekeepers, and non-supervisory food court associates of the Company and affiliated entities. Information booth associates, housekeepers, and non-supervisory food court associates of the Company who have attained age 21 and have accumulated one year of continuous service with the Company, except employees of Jacobs Hospitality LLC who are performing services at the Pier House and are highly compensated employees and those who are covered by a collective bargaining agreement that does not specifically provide for coverage under the Plan, are eligible to become participants in the Plan. Participants of the Plan who change service positions and become ineligible under this Plan are transferred to The Jacobs Group 401(k) Plan I. Similarly, participants of The Jacobs Group 401(k) Plan I who change service positions and become eligible under this Plan are transferred to this Plan. The Plan is administered by the Company, and PNC Bank, N.A. (the “Trustee”) serves as the Plan’s trustee. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (“ERISA”).

**Contributions**—The Plan provides for contributions by participants through payroll deductions and for matching contributions by the Company. Each participating employee elects to enter into a written wage reduction agreement with the employer, thereby contributing to his/her participant account a percentage of compensation, as defined, which is limited to no more than 50% of eligible earnings (subject to Internal Revenue Code (“IRC”) limitations). Those participants who meet the eligibility requirements may contribute additional amounts (e.g. age 50 catch-up), which are ineligible for a Company matching contribution. Participant contributions are made on a before-tax basis or after-tax basis (Roth 401(k)) based on the participant’s election. Participants may change their contribution percentage and/or their allocation of amounts held in their Plan account, or future contributions, among the various investment funds not more than once every calendar quarter. The Plan also includes an automatic enrollment feature for new employees that become eligible to participate in the Plan.

The Company provides a matching contribution each bi-weekly pay period. The Company contributes 37.5% of the first 8% of compensation, as defined, that a participant contributes to the Plan.

**Vesting and Benefits**—Each participant is immediately and fully vested in all participant and employer contributions, and earnings thereon. If a participant’s employment with the Company is terminated, the Plan permits benefits to be paid from the participant’s Plan account. Benefit payments are made in single-sum payments.

**Participant Accounts**—Individual accounts are maintained for each participant of the Plan. Each participant’s account is increased or decreased, as appropriate, with (a) the participant’s contribution, (b) the Company’s matching contribution, (c) net investment earnings or losses based on the participant’s account balance and related investment composition, and (d) any benefits paid. The benefit to which a participant is entitled is the benefit that can be provided from the participant’s vested account balance.

**Investments**—Participants direct the investment of all contributions into various investment options offered by the Plan. The Plan currently offers various mutual funds and a money market fund as investment options for participants. Income generated from the investment funds is reinvested in the respective funds.

**Participant Loans**—The Plan does not permit the purchase of life insurance contracts or the issuance of loans to participants.

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

**Basis of Accounting**—The accompanying financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (“GAAP”).

**Use of Estimates**—The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, and changes therein and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

**Risks and Uncertainties**—The Plan utilizes various investment instruments. Investment securities, in general, are exposed to various risks, such as interest rate, credit, and overall market volatility. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the amounts reported in the financial statements.

**Investment Valuation and Income Recognition**—The Plan’s investments are stated at fair value, which 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. Shares of mutual funds are valued at quoted market prices. Money market funds are stated at amortized cost, which approximates fair value. Purchases and sales of securities are recorded on a trade-date basis. Dividends are recorded on the ex-dividend date. Net appreciation (depreciation) includes the Plan’s gains and losses on investments bought and sold as well as held during the year.

Management fees and operating expenses charged to the Plan for investments in the mutual funds are deducted from income earned on a daily basis and are not separately reported. Consequently, management fees and operating expenses are reflected as a reduction of investment return for such investments.

**Expenses**—The expenses of administering the Plan are paid by the Company.

**Payment of Benefits**—Benefit payments to participants upon distribution. There were no participants, who have elected to withdraw from the Plan, but have not yet been paid at December 31, 2011.

**Transfers**—Along with the Plan, the Company also sponsors The Jacobs Group 401(k) Plan I for all employees of the Company that are not information booth associates, housekeepers, and non-supervisory food court associates, or are highly compensated employees of Jacobs Hospitality LLC performing services at the Pier House. If the highly compensated status of an employee changes, their plan eligibility would change on the first day of the plan year. For the year ended December 31, 2011, Plan transfers from The Jacobs Group 401(k) Plan I were \$23,636, representing the amount of 2010 contributions and investment earnings thereon pertaining to those participants of Plan I who were no longer deemed to be highly compensated and, therefore, became participants of Plan II rather than Plan I effective January 1, 2010. These transfers were a correction of an error and should have been recorded in the plan year ended December 31, 2010.

**Subsequent Events**—Subsequent events were evaluated through October 3, 2012, the date the financial statements were available to be issued.

**New Accounting Standards**—The accounting standard initially adopted in 2011 is described below:

*ASU No. 2010-06, Fair Value Measurements and Disclosures*—In January 2010, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) No. 2010-06, *Fair Value Measurements and Disclosures*, which amends ASC 820, *Fair Value Measurements and Disclosures*, adding a new disclosure requirement to provide information concerning purchases, sales, issuances, and settlements on a gross basis for Level 3 investments. This requirement is effective for fiscal years beginning after December 15, 2010. The adoption in 2011 did not materially affect the Plan's financial statements.

***New Accounting Standards Not Yet Effective***

*ASU No. 2011-04*—In May 2011, the FASB issued ASU No. 2011-04, *Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs*, which amends ASC 820. ASU 2011-04 also requires the categorization by level for items that are only required to be disclosed at fair value and information about transfers between Level 1 and Level 2. In addition, the ASU provides guidance on measuring the fair value of financial instruments managed within a portfolio and the application of premiums and discounts on fair value measurements. The ASU requires additional disclosure for Level 3 measurements regarding the sensitivity of fair value to changes in unobservable inputs and any interrelationships between those inputs. The new guidance is effective for reporting periods beginning after December 15, 2011. The adoption will not have a material effect on the statement of net assets available for benefits and statement of changes in net assets available for benefits. Plan management has not determined the impact on the footnote disclosures related to the financial statements.

### **3. FAIR VALUE MEASUREMENTS**

ASC 820, *Fair Value Measurements and Disclosures*, provides a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value, as follows: Level 1, which refers to securities valued using unadjusted quoted prices from active markets for identical assets; Level 2, which refers to securities not traded on an active market but for which observable market inputs are readily available; and Level 3, which refers to securities valued based on significant unobservable inputs. Assets are classified in their entirety based on the lowest level of input that is significant to the fair value measurement.

The Plan's policy is to recognize significant transfers between levels at the end of the reporting period.

The following tables set forth by level within the fair value hierarchy a summary of the Plan's investments measured at fair value on a recurring basis at December 31, 2011 and 2010.

|                           | <b>Active<br/>Markets<br/>for Identical<br/>Assets<br/>(Level 1)</b> | <b>Other<br/>Observable<br/>Inputs<br/>(Level 2)</b> | <b>Significant<br/>Unobservable<br/>Inputs<br/>(Level 3)</b> | <b>2011<br/>Total</b> |
|---------------------------|----------------------------------------------------------------------|------------------------------------------------------|--------------------------------------------------------------|-----------------------|
| <b>Mutual funds:</b>      |                                                                      |                                                      |                                                              |                       |
| Balanced funds            | \$ 255,557                                                           | \$ -                                                 | \$ -                                                         | \$ 255,557            |
| International stock funds | 53,484                                                               | -                                                    | -                                                            | 53,484                |
| US stock funds            | 245,690                                                              | -                                                    | -                                                            | 245,690               |
| Taxable bond funds        | <u>102,519</u>                                                       | <u>-</u>                                             | <u>-</u>                                                     | <u>102,519</u>        |
| Total mutual funds        | 657,250                                                              | -                                                    | -                                                            | 657,250               |
| <b>Money market fund</b>  | <u>-</u>                                                             | <u>117,400</u>                                       | <u>-</u>                                                     | <u>117,400</u>        |
| Total                     | <u>\$ 657,250</u>                                                    | <u>\$ 117,400</u>                                    | <u>\$ -</u>                                                  | <u>\$ 774,650</u>     |
|                           |                                                                      |                                                      |                                                              |                       |
|                           | <b>Active<br/>Markets<br/>for Identical<br/>Assets<br/>(Level 1)</b> | <b>Other<br/>Observable<br/>Inputs<br/>(Level 2)</b> | <b>Significant<br/>Unobservable<br/>Inputs<br/>(Level 3)</b> | <b>2010<br/>Total</b> |
| <b>Mutual funds:</b>      |                                                                      |                                                      |                                                              |                       |
| Balanced funds            | \$ 222,162                                                           | \$ -                                                 | \$ -                                                         | \$ 222,162            |
| International stock funds | 43,366                                                               | -                                                    | -                                                            | 43,366                |
| US stock funds            | 202,316                                                              | -                                                    | -                                                            | 202,316               |
| Taxable bond funds        | <u>103,690</u>                                                       | <u>-</u>                                             | <u>-</u>                                                     | <u>103,690</u>        |
| Total mutual funds        | 571,534                                                              | -                                                    | -                                                            | 571,534               |
| <b>Money market fund</b>  | <u>-</u>                                                             | <u>121,986</u>                                       | <u>-</u>                                                     | <u>121,986</u>        |
| Total                     | <u>\$ 571,534</u>                                                    | <u>\$ 121,986</u>                                    | <u>\$ -</u>                                                  | <u>\$ 693,520</u>     |

For the years ended December 31, 2011 and 2010, there were no transfers in or out of Levels 1, 2, or 3.

The money market fund invests in a broad range of short-term, U.S. dollar denominated money market instruments, including government, U.S. and foreign bank, commercial and other obligations. The Plan has no redemption notice periods or other redemption restrictions related to its investment in this money market fund.

#### 4. INVESTMENTS

The Plan's investments that represented 5% or more of the Plan's net assets available for benefits as of December 31, 2011 and 2010 are as follows:

|                                               | 2011       | 2010       |
|-----------------------------------------------|------------|------------|
| BlackRock Money Market Inv A Fund (1)         | \$ 117,400 | \$ 121,986 |
| Mutual Funds:                                 |            |            |
| American Balanced R3 Fund                     | 125,516    | 112,830    |
| Fidelity Advisor Spartan US Equity Index Fund | 85,292     | 74,038     |
| Federated Total Return Bond Fund              | 70,072     | 70,082     |
| T. Rowe 2020 Retirement Fund                  | 92,468     | 78,832     |
| American Growth Fund of America R3 Fund       | 65,875     | 58,565     |
| American Euro Pacific Gr R3 Fund              | 47,208     | 41,826     |

(1) Represents a party-in-interest to the Plan.

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

|                                                                    |                    |
|--------------------------------------------------------------------|--------------------|
| BlackRock Money Market Inv A Fund                                  | \$ -               |
| Mutual Funds:                                                      |                    |
| AIM Small Cap Growth Fund                                          | (1,622)            |
| American Balanced R3 Fund                                          | 1,803              |
| American EuroPacific Growth R3 Fund                                | (7,627)            |
| American Growth Fund of America R3 Fund                            | (4,380)            |
| American Washington Mutual Investments R3 Fund                     | 1,422              |
| Artisan Small Cap Growth Fund                                      | 347                |
| BlackRock Intermediate Government Bond Portfolio, Class A Fund (1) | 773                |
| Federated Total Return Bond Fund                                   | 765                |
| Fidelity Advisor Mid Cap Fund                                      | (2,370)            |
| Fidelity Advisor New Insight Fund                                  | -                  |
| Fidelity Advisor Spartan US Equity Index Fund                      | 98                 |
| Goldman Sachs Growth Opportunities Fund                            | 19                 |
| Harbor International Investor Fund                                 | (1,091)            |
| T. Rowe 2010 Retirement Fund                                       | (786)              |
| T. Rowe 2020 Retirement Fund                                       | (3,280)            |
| T. Rowe 2030 Retirement Fund                                       | (339)              |
| T. Rowe 2040 Retirement Fund                                       | 173                |
| T. Rowe Retirement Income Fund                                     | (3)                |
| Total net appreciation (depreciation) in fair value of investments | <u>\$ (16,098)</u> |

(1) Represents a party-in-interest to the Plan.

#### 5. PLAN TERMINATION

Although it has not expressed any intention 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 set forth in ERISA. In the event that the Plan is terminated, the Plan's assets will be distributed to the participants as permitted under federal law and the Plan document.

## **6. FEDERAL INCOME TAX STATUS**

The Plan uses a prototype plan document sponsored by PNC Bank N.A. PNC Bank received an opinion letter from the Internal Revenue Service ("IRS"), dated March 31, 2008, which states that the prototype document satisfies the applicable provisions of the IRC. The Plan itself has not received a determination letter from the IRS. However, the Plan's management believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC. Therefore, no provision for income tax has been included in the Plan's financial statements.

During the Plan year, the Plan had certain operational and administrative issues occur. In order to prevent the Plan from incurring a qualification defect, the Plan's sponsor will take the necessary corrective action in accordance with the acceptable correction methods of the Employee Plans Compliance Resolution System (EPCRS). The Plan Sponsor is in the process of taking necessary corrective steps. The Plan Sponsor believes the Plan has maintained its tax-exempt status. Therefore, no provision for income taxes has been included in the Plan's financial statements.

GAAP requires Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan 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 years prior to 2008.

## 7. INFORMATION CERTIFIED BY THE TRUSTEE

The following is a summary of the unaudited information regarding the Plan as of December 31, 2011 and 2010 and for the year ended December 31, 2011, included in the Plan's financial statements and supplemental schedule, that were prepared by or derived from information prepared by PNC Bank, N.A., the trustee of the Plan, and furnished to the Plan administrator. The Plan administrator has obtained certifications from the trustee that such information is complete and accurate:

| Included in Statements of Net Assets Available for Benefits:                                                           | December 31       |                   |
|------------------------------------------------------------------------------------------------------------------------|-------------------|-------------------|
|                                                                                                                        | 2011              | 2010              |
| Investments at fair value:                                                                                             |                   |                   |
| BlackRock Money Market Inv A Fund                                                                                      | \$ 117,400        | \$ 121,986        |
| Mutual Funds:                                                                                                          |                   |                   |
| AIM Small Cap Growth Fund                                                                                              | 37,195            | 27,729            |
| American Balanced R3 Fund                                                                                              | 125,516           | 112,830           |
| American EuroPacific Growth R3 Fund                                                                                    | 47,208            | 41,826            |
| American Growth Fund of America R3 Fund                                                                                | 65,875            | 58,565            |
| American Washington Mutual Investments R3 Fund                                                                         | 18,670            | 15,731            |
| Artisan Small Cap Growth Fund                                                                                          | 9,892             | 6,041             |
| BlackRock Intermediate Government Bond Portfolio, Class A Fund                                                         | 32,447            | 33,607            |
| Federated Total Return Bond Fund                                                                                       | 70,072            | 70,082            |
| Fidelity Advisor Mid Cap Fund                                                                                          | -                 | 20,213            |
| Goldman Sachs Growth Opportunity Fund                                                                                  | 28,766            | -                 |
| Fidelity Advisor Spartan US Equity Index Fund                                                                          | 85,292            | 74,038            |
| Fidelity Advisor New Insights Fund                                                                                     | -                 | -                 |
| Harbor International Investor Fund                                                                                     | 6,276             | 1,540             |
| T. Rowe 2010 Retirement Fund                                                                                           | 29,409            | 22,814            |
| T. Rowe 2020 Retirement Fund                                                                                           | 92,468            | 78,832            |
| T. Rowe 2030 Retirement Fund                                                                                           | 6,724             | 4,155             |
| T. Rowe 2040 Retirement Fund                                                                                           | 540               | 3,342             |
| T. Rowe Retirement Income Fund                                                                                         | 900               | 189               |
| Total investments                                                                                                      | <u>\$ 774,650</u> | <u>\$ 693,520</u> |
| <b>Included in Statement of Changes in Net Assets Available for Benefits<br/>For the Year Ended December 31, 2011:</b> |                   |                   |
| Net depreciation in fair value of investments                                                                          | \$ (16,098)       |                   |
| Dividend income                                                                                                        | \$ 14,336         |                   |

**Notes 3 and 4**—All investment balances and investment information, excluding the classification of investments in Note 3 by level.

**Supplemental Schedule**—All investment balances and information included in the supplemental schedule.

## **8. EXEMPT PARTY-IN-INTEREST TRANSACTIONS**

As of December 31, 2011 and 2010, the Plan had investments in the BlackRock Money Market Inv A Fund and the BlackRock Intermediate Government Bond Portfolio, Class A Fund. The administrator of these funds is BlackRock, Inc. (“BlackRock”), a subsidiary of PNC Bank N.A., the Plan’s trustee. Accordingly, the Plan’s transactions with these funds qualify as exempt party-in-interest transactions. BlackRock’s fees for administering the investment funds are offset against the overall rate of return generated by the funds for their various investors. The income from the funds recognized by the Plan during the year ended December 31, 2011 was \$1,895.

\* \* \* \* \*

## **SUPPLEMENTAL SCHEDULE**

# THE JACOBS GROUP 401(k) PLAN II

Employer ID No: 34-1587817

Plan No:002

## FORM 5500, SCH. H, PART IV, LINE 4i—SCHEDULE OF ASSETS (HELD AT END OF YEAR) AS OF DECEMBER 31, 2011

| (a) | (b)                                                         | (c)                                                     | (d)    | (e)               |
|-----|-------------------------------------------------------------|---------------------------------------------------------|--------|-------------------|
|     | Identity of Issuer,<br>Borrower,<br>Lessor or Similar Party | Description of Investment                               | Cost** | Current<br>Value  |
| *   | BlackRock Funds                                             | Money Market Inv A Fund                                 |        | \$ 117,400        |
|     | AIM Investments                                             | Small Cap Growth Fund                                   |        | 37,195            |
|     | American Funds                                              | American Balanced R3 Fund                               |        | 125,516           |
|     | American Funds                                              | EuroPacific Growth R3 Fund                              |        | 47,208            |
|     | American Funds                                              | Growth Fund of America R3 Fund                          |        | 65,875            |
|     | American Funds                                              | Washington Mutual Investments R3 Fund                   |        | 18,670            |
|     | Artisan Funds                                               | Small Cap Growth Fund                                   |        | 9,892             |
| *   | BlackRock Funds                                             | Intermediate Government Bond Portfolio,<br>Class A Fund |        | 32,447            |
|     | Federated Funds                                             | Total Return Bond Fund                                  |        | 70,072            |
|     | Fidelity Advisor Funds                                      | Mid Cap Fund                                            |        | -                 |
|     | Goldman Sachs                                               | Growth Opportunities Fund                               |        | 28,766            |
|     | Fidelity Advisor Funds                                      | Spartan US Equity Index Fund                            |        | 85,292            |
|     | Fidelity Advisor Funds                                      | New Insight Fund                                        |        | -                 |
|     | Harbor Funds                                                | Harbor International Investor Fund                      |        | 6,276             |
|     | T. Rowe Price                                               | 2010 Retirement Fund                                    |        | 29,409            |
|     | T. Rowe Price                                               | 2020 Retirement Fund                                    |        | 92,468            |
|     | T. Rowe Price                                               | 2030 Retirement Fund                                    |        | 6,724             |
|     | T. Rowe Price                                               | 2040 Retirement Fund                                    |        | 540               |
|     | T. Rowe Price                                               | Retirement Income Fund                                  |        | 900               |
|     |                                                             |                                                         |        | <u>\$ 774,650</u> |

\* Party-in-interest.

\*\* Cost information is not required for participant-directed investments and therefore is not included.

# ***The Jacobs Group 401(k) Plan II***

*Employer ID No: 34-1587817  
Plan Number: 002*

*Financial Statements as of December 31, 2011 and  
2010 and for the Year Ended December 31, 2011,  
Supplemental Schedule as of December 31, 2011,  
and Independent Auditors' Report*

# THE JACOBS GROUP 401(k) PLAN II

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## INDEPENDENT AUDITORS' REPORT

To the Trustees of  
The Jacobs Group 401(k) Plan II  
Cleveland, Ohio

We were engaged to audit the financial statements and supplemental schedule of The Jacobs Group 401(k) Plan II (the "Plan") as of December 31, 2011 and 2010 and for the year ended December 31, 2011, listed in the Table of Contents. These financial statements and supplemental schedule are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 7, which was certified by PNC Bank, N.A., the trustee of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedule. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained certifications from the trustee that the information as of December 31, 2011 and 2010 and for the year ended December 31, 2011, provided to the plan administrator by the trustee is complete and accurate.

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

*Deloitte & Touche LLP*

October 3, 2012

## THE JACOBS GROUP 401(k) PLAN II

### STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS AS OF DECEMBER 31, 2011 AND 2010

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|                                                | 2011              | 2010              |
|------------------------------------------------|-------------------|-------------------|
| ASSETS:                                        |                   |                   |
| Investments—at fair value                      | \$ 774,650        | \$ 693,520        |
| Receivables:                                   |                   |                   |
| Participant contributions                      | 8,303             | 2,233             |
| Employer contributions                         | 2,425             | 606               |
| Amount due from The Jacobs Group 401(k) Plan I | <u>46,807</u>     | <u>-</u>          |
| Total assets                                   | <u>832,185</u>    | <u>696,359</u>    |
| LIABILITIES:                                   |                   |                   |
| Other liabilities                              | <u>4,750</u>      | <u>5,182</u>      |
| NET ASSETS AVAILABLE FOR BENEFITS              | <u>\$ 827,435</u> | <u>\$ 691,177</u> |

See notes to financial statements.

## THE JACOBS GROUP 401(k) PLAN II

### STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS FOR THE YEAR ENDED DECEMBER 31, 2011

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ADDITIONS:

Contributions:

Participants

\$ 123,799

Employer

37,781

Total contributions

161,580

Investment (loss) income:

Net depreciation in fair value of investments

(16,098)

Dividends

14,336

Net investment (loss)

(1,762)

Transfer from The Jacobs Group 401(k) Plan I

23,636

TOTAL ADDITIONS

183,454

BENEFITS PAID TO PARTICIPANTS

(47,196)

INCREASE IN NET ASSETS AVAILABLE FOR BENEFITS

136,258

NET ASSETS AVAILABLE FOR BENEFITS—Beginning of year

691,177

NET ASSETS AVAILABLE FOR BENEFITS—End of year

\$ 827,435

See notes to financial statements.

# THE JACOBS GROUP 401(k) PLAN II

## NOTES TO FINANCIAL STATEMENTS

AS OF DECEMBER 31, 2011 AND 2010 AND FOR THE YEAR ENDED DECEMBER 31, 2011

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### 1. DESCRIPTION OF THE PLAN

The following description of The Jacobs Group 401(k) Plan II (the “Plan” or “Plan II”) is provided for general information purposes only. Participants should refer to the Plan document for a more complete description of the Plan’s provisions.

**General**—On October 1, 1996, The Richard E. Jacobs Group and affiliated entities (the “Company”) established the Plan, which is a defined contribution plan, for information booth associates, housekeepers, and non-supervisory food court associates of the Company and affiliated entities. Information booth associates, housekeepers, and non-supervisory food court associates of the Company who have attained age 21 and have accumulated one year of continuous service with the Company, except employees of Jacobs Hospitality LLC who are performing services at the Pier House and are highly compensated employees and those who are covered by a collective bargaining agreement that does not specifically provide for coverage under the Plan, are eligible to become participants in the Plan. Participants of the Plan who change service positions and become ineligible under this Plan are transferred to The Jacobs Group 401(k) Plan I. Similarly, participants of The Jacobs Group 401(k) Plan I who change service positions and become eligible under this Plan are transferred to this Plan. The Plan is administered by the Company, and PNC Bank, N.A. (the “Trustee”) serves as the Plan’s trustee. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (“ERISA”).

**Contributions**—The Plan provides for contributions by participants through payroll deductions and for matching contributions by the Company. Each participating employee elects to enter into a written wage reduction agreement with the employer, thereby contributing to his/her participant account a percentage of compensation, as defined, which is limited to no more than 50% of eligible earnings (subject to Internal Revenue Code (“IRC”) limitations). Those participants who meet the eligibility requirements may contribute additional amounts (e.g. age 50 catch-up), which are ineligible for a Company matching contribution. Participant contributions are made on a before-tax basis or after-tax basis (Roth 401(k)) based on the participant’s election. Participants may change their contribution percentage and/or their allocation of amounts held in their Plan account, or future contributions, among the various investment funds not more than once every calendar quarter. The Plan also includes an automatic enrollment feature for new employees that become eligible to participate in the Plan.

The Company provides a matching contribution each bi-weekly pay period. The Company contributes 37.5% of the first 8% of compensation, as defined, that a participant contributes to the Plan.

**Vesting and Benefits**—Each participant is immediately and fully vested in all participant and employer contributions, and earnings thereon. If a participant’s employment with the Company is terminated, the Plan permits benefits to be paid from the participant’s Plan account. Benefit payments are made in single-sum payments.

**Participant Accounts**—Individual accounts are maintained for each participant of the Plan. Each participant’s account is increased or decreased, as appropriate, with (a) the participant’s contribution, (b) the Company’s matching contribution, (c) net investment earnings or losses based on the participant’s account balance and related investment composition, and (d) any benefits paid. The benefit to which a participant is entitled is the benefit that can be provided from the participant’s vested account balance.

**Investments**—Participants direct the investment of all contributions into various investment options offered by the Plan. The Plan currently offers various mutual funds and a money market fund as investment options for participants. Income generated from the investment funds is reinvested in the respective funds.

**Participant Loans**—The Plan does not permit the purchase of life insurance contracts or the issuance of loans to participants.

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

**Basis of Accounting**—The accompanying financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (“GAAP”).

**Use of Estimates**—The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, and changes therein and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

**Risks and Uncertainties**—The Plan utilizes various investment instruments. Investment securities, in general, are exposed to various risks, such as interest rate, credit, and overall market volatility. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the amounts reported in the financial statements.

**Investment Valuation and Income Recognition**—The Plan’s investments are stated at fair value, which 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. Shares of mutual funds are valued at quoted market prices. Money market funds are stated at amortized cost, which approximates fair value. Purchases and sales of securities are recorded on a trade-date basis. Dividends are recorded on the ex-dividend date. Net appreciation (depreciation) includes the Plan’s gains and losses on investments bought and sold as well as held during the year.

Management fees and operating expenses charged to the Plan for investments in the mutual funds are deducted from income earned on a daily basis and are not separately reported. Consequently, management fees and operating expenses are reflected as a reduction of investment return for such investments.

**Expenses**—The expenses of administering the Plan are paid by the Company.

**Payment of Benefits**—Benefit payments to participants upon distribution. There were no participants, who have elected to withdraw from the Plan, but have not yet been paid at December 31, 2011.

**Transfers**—Along with the Plan, the Company also sponsors The Jacobs Group 401(k) Plan I for all employees of the Company that are not information booth associates, housekeepers, and non-supervisory food court associates, or are highly compensated employees of Jacobs Hospitality LLC performing services at the Pier House. If the highly compensated status of an employee changes, their plan eligibility would change on the first day of the plan year. For the year ended December 31, 2011, Plan transfers from The Jacobs Group 401(k) Plan I were \$23,636, representing the amount of 2010 contributions and investment earnings thereon pertaining to those participants of Plan I who were no longer deemed to be highly compensated and, therefore, became participants of Plan II rather than Plan I effective January 1, 2010. These transfers were a correction of an error and should have been recorded in the plan year ended December 31, 2010.

**Subsequent Events**—Subsequent events were evaluated through October 3, 2012, the date the financial statements were available to be issued.

**New Accounting Standards**—The accounting standard initially adopted in 2011 is described below:

*ASU No. 2010-06, Fair Value Measurements and Disclosures*—In January 2010, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) No. 2010-06, *Fair Value Measurements and Disclosures*, which amends ASC 820, *Fair Value Measurements and Disclosures*, adding a new disclosure requirement to provide information concerning purchases, sales, issuances, and settlements on a gross basis for Level 3 investments. This requirement is effective for fiscal years beginning after December 15, 2010. The adoption in 2011 did not materially affect the Plan's financial statements.

***New Accounting Standards Not Yet Effective***

*ASU No. 2011-04*—In May 2011, the FASB issued ASU No. 2011-04, *Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs*, which amends ASC 820. ASU 2011-04 also requires the categorization by level for items that are only required to be disclosed at fair value and information about transfers between Level 1 and Level 2. In addition, the ASU provides guidance on measuring the fair value of financial instruments managed within a portfolio and the application of premiums and discounts on fair value measurements. The ASU requires additional disclosure for Level 3 measurements regarding the sensitivity of fair value to changes in unobservable inputs and any interrelationships between those inputs. The new guidance is effective for reporting periods beginning after December 15, 2011. The adoption will not have a material effect on the statement of net assets available for benefits and statement of changes in net assets available for benefits. Plan management has not determined the impact on the footnote disclosures related to the financial statements.

### **3. FAIR VALUE MEASUREMENTS**

ASC 820, *Fair Value Measurements and Disclosures*, provides a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value, as follows: Level 1, which refers to securities valued using unadjusted quoted prices from active markets for identical assets; Level 2, which refers to securities not traded on an active market but for which observable market inputs are readily available; and Level 3, which refers to securities valued based on significant unobservable inputs. Assets are classified in their entirety based on the lowest level of input that is significant to the fair value measurement.

The Plan's policy is to recognize significant transfers between levels at the end of the reporting period.

The following tables set forth by level within the fair value hierarchy a summary of the Plan's investments measured at fair value on a recurring basis at December 31, 2011 and 2010.

|                           | <b>Active<br/>Markets<br/>for Identical<br/>Assets<br/>(Level 1)</b> | <b>Other<br/>Observable<br/>Inputs<br/>(Level 2)</b> | <b>Significant<br/>Unobservable<br/>Inputs<br/>(Level 3)</b> | <b>2011<br/>Total</b> |
|---------------------------|----------------------------------------------------------------------|------------------------------------------------------|--------------------------------------------------------------|-----------------------|
| <b>Mutual funds:</b>      |                                                                      |                                                      |                                                              |                       |
| Balanced funds            | \$ 255,557                                                           | \$ -                                                 | \$ -                                                         | \$ 255,557            |
| International stock funds | 53,484                                                               | -                                                    | -                                                            | 53,484                |
| US stock funds            | 245,690                                                              | -                                                    | -                                                            | 245,690               |
| Taxable bond funds        | <u>102,519</u>                                                       | <u>-</u>                                             | <u>-</u>                                                     | <u>102,519</u>        |
| Total mutual funds        | 657,250                                                              | -                                                    | -                                                            | 657,250               |
| <b>Money market fund</b>  | <u>-</u>                                                             | <u>117,400</u>                                       | <u>-</u>                                                     | <u>117,400</u>        |
| Total                     | <u>\$ 657,250</u>                                                    | <u>\$ 117,400</u>                                    | <u>\$ -</u>                                                  | <u>\$ 774,650</u>     |
|                           |                                                                      |                                                      |                                                              |                       |
|                           | <b>Active<br/>Markets<br/>for Identical<br/>Assets<br/>(Level 1)</b> | <b>Other<br/>Observable<br/>Inputs<br/>(Level 2)</b> | <b>Significant<br/>Unobservable<br/>Inputs<br/>(Level 3)</b> | <b>2010<br/>Total</b> |
| <b>Mutual funds:</b>      |                                                                      |                                                      |                                                              |                       |
| Balanced funds            | \$ 222,162                                                           | \$ -                                                 | \$ -                                                         | \$ 222,162            |
| International stock funds | 43,366                                                               | -                                                    | -                                                            | 43,366                |
| US stock funds            | 202,316                                                              | -                                                    | -                                                            | 202,316               |
| Taxable bond funds        | <u>103,690</u>                                                       | <u>-</u>                                             | <u>-</u>                                                     | <u>103,690</u>        |
| Total mutual funds        | 571,534                                                              | -                                                    | -                                                            | 571,534               |
| <b>Money market fund</b>  | <u>-</u>                                                             | <u>121,986</u>                                       | <u>-</u>                                                     | <u>121,986</u>        |
| Total                     | <u>\$ 571,534</u>                                                    | <u>\$ 121,986</u>                                    | <u>\$ -</u>                                                  | <u>\$ 693,520</u>     |

For the years ended December 31, 2011 and 2010, there were no transfers in or out of Levels 1, 2, or 3.

The money market fund invests in a broad range of short-term, U.S. dollar denominated money market instruments, including government, U.S. and foreign bank, commercial and other obligations. The Plan has no redemption notice periods or other redemption restrictions related to its investment in this money market fund.

#### 4. INVESTMENTS

The Plan's investments that represented 5% or more of the Plan's net assets available for benefits as of December 31, 2011 and 2010 are as follows:

|                                               | 2011       | 2010       |
|-----------------------------------------------|------------|------------|
| BlackRock Money Market Inv A Fund (1)         | \$ 117,400 | \$ 121,986 |
| Mutual Funds:                                 |            |            |
| American Balanced R3 Fund                     | 125,516    | 112,830    |
| Fidelity Advisor Spartan US Equity Index Fund | 85,292     | 74,038     |
| Federated Total Return Bond Fund              | 70,072     | 70,082     |
| T. Rowe 2020 Retirement Fund                  | 92,468     | 78,832     |
| American Growth Fund of America R3 Fund       | 65,875     | 58,565     |
| American Euro Pacific Gr R3 Fund              | 47,208     | 41,826     |

(1) Represents a party-in-interest to the Plan.

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

|                                                                    |                    |
|--------------------------------------------------------------------|--------------------|
| BlackRock Money Market Inv A Fund                                  | \$ -               |
| Mutual Funds:                                                      |                    |
| AIM Small Cap Growth Fund                                          | (1,622)            |
| American Balanced R3 Fund                                          | 1,803              |
| American EuroPacific Growth R3 Fund                                | (7,627)            |
| American Growth Fund of America R3 Fund                            | (4,380)            |
| American Washington Mutual Investments R3 Fund                     | 1,422              |
| Artisan Small Cap Growth Fund                                      | 347                |
| BlackRock Intermediate Government Bond Portfolio, Class A Fund (1) | 773                |
| Federated Total Return Bond Fund                                   | 765                |
| Fidelity Advisor Mid Cap Fund                                      | (2,370)            |
| Fidelity Advisor New Insight Fund                                  | -                  |
| Fidelity Advisor Spartan US Equity Index Fund                      | 98                 |
| Goldman Sachs Growth Opportunities Fund                            | 19                 |
| Harbor International Investor Fund                                 | (1,091)            |
| T. Rowe 2010 Retirement Fund                                       | (786)              |
| T. Rowe 2020 Retirement Fund                                       | (3,280)            |
| T. Rowe 2030 Retirement Fund                                       | (339)              |
| T. Rowe 2040 Retirement Fund                                       | 173                |
| T. Rowe Retirement Income Fund                                     | (3)                |
| Total net appreciation (depreciation) in fair value of investments | <u>\$ (16,098)</u> |

(1) Represents a party-in-interest to the Plan.

#### 5. PLAN TERMINATION

Although it has not expressed any intention 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 set forth in ERISA. In the event that the Plan is terminated, the Plan's assets will be distributed to the participants as permitted under federal law and the Plan document.

## **6. FEDERAL INCOME TAX STATUS**

The Plan uses a prototype plan document sponsored by PNC Bank N.A. PNC Bank received an opinion letter from the Internal Revenue Service ("IRS"), dated March 31, 2008, which states that the prototype document satisfies the applicable provisions of the IRC. The Plan itself has not received a determination letter from the IRS. However, the Plan's management believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC. Therefore, no provision for income tax has been included in the Plan's financial statements.

During the Plan year, the Plan had certain operational and administrative issues occur. In order to prevent the Plan from incurring a qualification defect, the Plan's sponsor will take the necessary corrective action in accordance with the acceptable correction methods of the Employee Plans Compliance Resolution System (EPCRS). The Plan Sponsor is in the process of taking necessary corrective steps. The Plan Sponsor believes the Plan has maintained its tax-exempt status. Therefore, no provision for income taxes has been included in the Plan's financial statements.

GAAP requires Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan 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 years prior to 2008.

## 7. INFORMATION CERTIFIED BY THE TRUSTEE

The following is a summary of the unaudited information regarding the Plan as of December 31, 2011 and 2010 and for the year ended December 31, 2011, included in the Plan's financial statements and supplemental schedule, that were prepared by or derived from information prepared by PNC Bank, N.A., the trustee of the Plan, and furnished to the Plan administrator. The Plan administrator has obtained certifications from the trustee that such information is complete and accurate:

| Included in Statements of Net Assets Available for Benefits:                                                       | December 31       |                   |
|--------------------------------------------------------------------------------------------------------------------|-------------------|-------------------|
|                                                                                                                    | 2011              | 2010              |
| Investments at fair value:                                                                                         |                   |                   |
| BlackRock Money Market Inv A Fund                                                                                  | \$ 117,400        | \$ 121,986        |
| Mutual Funds:                                                                                                      |                   |                   |
| AIM Small Cap Growth Fund                                                                                          | 37,195            | 27,729            |
| American Balanced R3 Fund                                                                                          | 125,516           | 112,830           |
| American EuroPacific Growth R3 Fund                                                                                | 47,208            | 41,826            |
| American Growth Fund of America R3 Fund                                                                            | 65,875            | 58,565            |
| American Washington Mutual Investments R3 Fund                                                                     | 18,670            | 15,731            |
| Artisan Small Cap Growth Fund                                                                                      | 9,892             | 6,041             |
| BlackRock Intermediate Government Bond Portfolio, Class A Fund                                                     | 32,447            | 33,607            |
| Federated Total Return Bond Fund                                                                                   | 70,072            | 70,082            |
| Fidelity Advisor Mid Cap Fund                                                                                      | -                 | 20,213            |
| Goldman Sachs Growth Opportunity Fund                                                                              | 28,766            | -                 |
| Fidelity Advisor Spartan US Equity Index Fund                                                                      | 85,292            | 74,038            |
| Fidelity Advisor New Insights Fund                                                                                 | -                 | -                 |
| Harbor International Investor Fund                                                                                 | 6,276             | 1,540             |
| T. Rowe 2010 Retirement Fund                                                                                       | 29,409            | 22,814            |
| T. Rowe 2020 Retirement Fund                                                                                       | 92,468            | 78,832            |
| T. Rowe 2030 Retirement Fund                                                                                       | 6,724             | 4,155             |
| T. Rowe 2040 Retirement Fund                                                                                       | 540               | 3,342             |
| T. Rowe Retirement Income Fund                                                                                     | 900               | 189               |
| Total investments                                                                                                  | <u>\$ 774,650</u> | <u>\$ 693,520</u> |
| <b>Included in Statement of Changes in Net Assets Available for Benefits For the Year Ended December 31, 2011:</b> |                   |                   |
| Net depreciation in fair value of investments                                                                      | \$ (16,098)       |                   |
| Dividend income                                                                                                    | \$ 14,336         |                   |

**Notes 3 and 4**—All investment balances and investment information, excluding the classification of investments in Note 3 by level.

**Supplemental Schedule**—All investment balances and information included in the supplemental schedule.

## **8. EXEMPT PARTY-IN-INTEREST TRANSACTIONS**

As of December 31, 2011 and 2010, the Plan had investments in the BlackRock Money Market Inv A Fund and the BlackRock Intermediate Government Bond Portfolio, Class A Fund. The administrator of these funds is BlackRock, Inc. (“BlackRock”), a subsidiary of PNC Bank N.A., the Plan’s trustee. Accordingly, the Plan’s transactions with these funds qualify as exempt party-in-interest transactions. BlackRock’s fees for administering the investment funds are offset against the overall rate of return generated by the funds for their various investors. The income from the funds recognized by the Plan during the year ended December 31, 2011 was \$1,895.

\* \* \* \* \*

## **SUPPLEMENTAL SCHEDULE**

**THE JACOBS GROUP 401(k) PLAN II**

Employer ID No: 34-1587817

Plan No:002

**FORM 5500, SCH. H, PART IV, LINE 4i—SCHEDULE OF ASSETS (HELD AT END OF YEAR)  
AS OF DECEMBER 31, 2011**

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| (a) | (b)<br>Identity of Issuer,<br>Borrower,<br>Lessor or Similar Party | (c)<br>Description of Investment                        | (d)<br>Cost** | (e)<br>Current<br>Value |
|-----|--------------------------------------------------------------------|---------------------------------------------------------|---------------|-------------------------|
| *   | BlackRock Funds                                                    | Money Market Inv A Fund                                 |               | \$ 117,400              |
|     | AIM Investments                                                    | Small Cap Growth Fund                                   |               | 37,195                  |
|     | American Funds                                                     | American Balanced R3 Fund                               |               | 125,516                 |
|     | American Funds                                                     | EuroPacific Growth R3 Fund                              |               | 47,208                  |
|     | American Funds                                                     | Growth Fund of America R3 Fund                          |               | 65,875                  |
|     | American Funds                                                     | Washington Mutual Investments R3 Fund                   |               | 18,670                  |
|     | Artisan Funds                                                      | Small Cap Growth Fund                                   |               | 9,892                   |
| *   | BlackRock Funds                                                    | Intermediate Government Bond Portfolio,<br>Class A Fund |               | 32,447                  |
|     | Federated Funds                                                    | Total Return Bond Fund                                  |               | 70,072                  |
|     | Fidelity Advisor Funds                                             | Mid Cap Fund                                            |               | -                       |
|     | Goldman Sachs                                                      | Growth Opportunities Fund                               |               | 28,766                  |
|     | Fidelity Advisor Funds                                             | Spartan US Equity Index Fund                            |               | 85,292                  |
|     | Fidelity Advisor Funds                                             | New Insight Fund                                        |               | -                       |
|     | Harbor Funds                                                       | Harbor International Investor Fund                      |               | 6,276                   |
|     | T. Rowe Price                                                      | 2010 Retirement Fund                                    |               | 29,409                  |
|     | T. Rowe Price                                                      | 2020 Retirement Fund                                    |               | 92,468                  |
|     | T. Rowe Price                                                      | 2030 Retirement Fund                                    |               | 6,724                   |
|     | T. Rowe Price                                                      | 2040 Retirement Fund                                    |               | 540                     |
|     | T. Rowe Price                                                      | Retirement Income Fund                                  |               | 900                     |
|     |                                                                    |                                                         |               | <u>\$ 774,650</u>       |

\* Party-in-interest.

\*\* Cost information is not required for participant-directed investments and therefore is not included.

# ***The Jacobs Group 401(k) Plan II***

*Employer ID No: 34-1587817  
Plan Number: 002*

*Financial Statements as of December 31, 2011 and  
2010 and for the Year Ended December 31, 2011,  
Supplemental Schedule as of December 31, 2011,  
and Independent Auditors' Report*

# THE JACOBS GROUP 401(k) PLAN II

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## INDEPENDENT AUDITORS' REPORT

To the Trustees of  
The Jacobs Group 401(k) Plan II  
Cleveland, Ohio

We were engaged to audit the financial statements and supplemental schedule of The Jacobs Group 401(k) Plan II (the "Plan") as of December 31, 2011 and 2010 and for the year ended December 31, 2011, listed in the Table of Contents. These financial statements and supplemental schedule are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 7, which was certified by PNC Bank, N.A., the trustee of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedule. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained certifications from the trustee that the information as of December 31, 2011 and 2010 and for the year ended December 31, 2011, provided to the plan administrator by the trustee is complete and accurate.

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

*Deloitte & Touche LLP*

October 3, 2012

## THE JACOBS GROUP 401(k) PLAN II

### STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS AS OF DECEMBER 31, 2011 AND 2010

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|                                                | 2011              | 2010              |
|------------------------------------------------|-------------------|-------------------|
| ASSETS:                                        |                   |                   |
| Investments—at fair value                      | \$ 774,650        | \$ 693,520        |
| Receivables:                                   |                   |                   |
| Participant contributions                      | 8,303             | 2,233             |
| Employer contributions                         | 2,425             | 606               |
| Amount due from The Jacobs Group 401(k) Plan I | <u>46,807</u>     | <u>-</u>          |
| Total assets                                   | <u>832,185</u>    | <u>696,359</u>    |
| LIABILITIES:                                   |                   |                   |
| Other liabilities                              | <u>4,750</u>      | <u>5,182</u>      |
| NET ASSETS AVAILABLE FOR BENEFITS              | <u>\$ 827,435</u> | <u>\$ 691,177</u> |

See notes to financial statements.

## THE JACOBS GROUP 401(k) PLAN II

### STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS FOR THE YEAR ENDED DECEMBER 31, 2011

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ADDITIONS:

Contributions:

Participants

\$ 123,799

Employer

37,781

Total contributions

161,580

Investment (loss) income:

Net depreciation in fair value of investments

(16,098)

Dividends

14,336

Net investment (loss)

(1,762)

Transfer from The Jacobs Group 401(k) Plan I

23,636

TOTAL ADDITIONS

183,454

BENEFITS PAID TO PARTICIPANTS

(47,196)

INCREASE IN NET ASSETS AVAILABLE FOR BENEFITS

136,258

NET ASSETS AVAILABLE FOR BENEFITS—Beginning of year

691,177

NET ASSETS AVAILABLE FOR BENEFITS—End of year

\$ 827,435

See notes to financial statements.

# THE JACOBS GROUP 401(k) PLAN II

## NOTES TO FINANCIAL STATEMENTS

AS OF DECEMBER 31, 2011 AND 2010 AND FOR THE YEAR ENDED DECEMBER 31, 2011

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### 1. DESCRIPTION OF THE PLAN

The following description of The Jacobs Group 401(k) Plan II (the “Plan” or “Plan II”) is provided for general information purposes only. Participants should refer to the Plan document for a more complete description of the Plan’s provisions.

**General**—On October 1, 1996, The Richard E. Jacobs Group and affiliated entities (the “Company”) established the Plan, which is a defined contribution plan, for information booth associates, housekeepers, and non-supervisory food court associates of the Company and affiliated entities. Information booth associates, housekeepers, and non-supervisory food court associates of the Company who have attained age 21 and have accumulated one year of continuous service with the Company, except employees of Jacobs Hospitality LLC who are performing services at the Pier House and are highly compensated employees and those who are covered by a collective bargaining agreement that does not specifically provide for coverage under the Plan, are eligible to become participants in the Plan. Participants of the Plan who change service positions and become ineligible under this Plan are transferred to The Jacobs Group 401(k) Plan I. Similarly, participants of The Jacobs Group 401(k) Plan I who change service positions and become eligible under this Plan are transferred to this Plan. The Plan is administered by the Company, and PNC Bank, N.A. (the “Trustee”) serves as the Plan’s trustee. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (“ERISA”).

**Contributions**—The Plan provides for contributions by participants through payroll deductions and for matching contributions by the Company. Each participating employee elects to enter into a written wage reduction agreement with the employer, thereby contributing to his/her participant account a percentage of compensation, as defined, which is limited to no more than 50% of eligible earnings (subject to Internal Revenue Code (“IRC”) limitations). Those participants who meet the eligibility requirements may contribute additional amounts (e.g. age 50 catch-up), which are ineligible for a Company matching contribution. Participant contributions are made on a before-tax basis or after-tax basis (Roth 401(k)) based on the participant’s election. Participants may change their contribution percentage and/or their allocation of amounts held in their Plan account, or future contributions, among the various investment funds not more than once every calendar quarter. The Plan also includes an automatic enrollment feature for new employees that become eligible to participate in the Plan.

The Company provides a matching contribution each bi-weekly pay period. The Company contributes 37.5% of the first 8% of compensation, as defined, that a participant contributes to the Plan.

**Vesting and Benefits**—Each participant is immediately and fully vested in all participant and employer contributions, and earnings thereon. If a participant’s employment with the Company is terminated, the Plan permits benefits to be paid from the participant’s Plan account. Benefit payments are made in single-sum payments.

**Participant Accounts**—Individual accounts are maintained for each participant of the Plan. Each participant’s account is increased or decreased, as appropriate, with (a) the participant’s contribution, (b) the Company’s matching contribution, (c) net investment earnings or losses based on the participant’s account balance and related investment composition, and (d) any benefits paid. The benefit to which a participant is entitled is the benefit that can be provided from the participant’s vested account balance.

**Investments**—Participants direct the investment of all contributions into various investment options offered by the Plan. The Plan currently offers various mutual funds and a money market fund as investment options for participants. Income generated from the investment funds is reinvested in the respective funds.

**Participant Loans**—The Plan does not permit the purchase of life insurance contracts or the issuance of loans to participants.

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

**Basis of Accounting**—The accompanying financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (“GAAP”).

**Use of Estimates**—The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, and changes therein and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

**Risks and Uncertainties**—The Plan utilizes various investment instruments. Investment securities, in general, are exposed to various risks, such as interest rate, credit, and overall market volatility. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the amounts reported in the financial statements.

**Investment Valuation and Income Recognition**—The Plan’s investments are stated at fair value, which 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. Shares of mutual funds are valued at quoted market prices. Money market funds are stated at amortized cost, which approximates fair value. Purchases and sales of securities are recorded on a trade-date basis. Dividends are recorded on the ex-dividend date. Net appreciation (depreciation) includes the Plan’s gains and losses on investments bought and sold as well as held during the year.

Management fees and operating expenses charged to the Plan for investments in the mutual funds are deducted from income earned on a daily basis and are not separately reported. Consequently, management fees and operating expenses are reflected as a reduction of investment return for such investments.

**Expenses**—The expenses of administering the Plan are paid by the Company.

**Payment of Benefits**—Benefit payments to participants upon distribution. There were no participants, who have elected to withdraw from the Plan, but have not yet been paid at December 31, 2011.

**Transfers**—Along with the Plan, the Company also sponsors The Jacobs Group 401(k) Plan I for all employees of the Company that are not information booth associates, housekeepers, and non-supervisory food court associates, or are highly compensated employees of Jacobs Hospitality LLC performing services at the Pier House. If the highly compensated status of an employee changes, their plan eligibility would change on the first day of the plan year. For the year ended December 31, 2011, Plan transfers from The Jacobs Group 401(k) Plan I were \$23,636, representing the amount of 2010 contributions and investment earnings thereon pertaining to those participants of Plan I who were no longer deemed to be highly compensated and, therefore, became participants of Plan II rather than Plan I effective January 1, 2010. These transfers were a correction of an error and should have been recorded in the plan year ended December 31, 2010.

**Subsequent Events**—Subsequent events were evaluated through October 3, 2012, the date the financial statements were available to be issued.

**New Accounting Standards**—The accounting standard initially adopted in 2011 is described below:

*ASU No. 2010-06, Fair Value Measurements and Disclosures*—In January 2010, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) No. 2010-06, *Fair Value Measurements and Disclosures*, which amends ASC 820, *Fair Value Measurements and Disclosures*, adding a new disclosure requirement to provide information concerning purchases, sales, issuances, and settlements on a gross basis for Level 3 investments. This requirement is effective for fiscal years beginning after December 15, 2010. The adoption in 2011 did not materially affect the Plan's financial statements.

***New Accounting Standards Not Yet Effective***

*ASU No. 2011-04*—In May 2011, the FASB issued ASU No. 2011-04, *Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs*, which amends ASC 820. ASU 2011-04 also requires the categorization by level for items that are only required to be disclosed at fair value and information about transfers between Level 1 and Level 2. In addition, the ASU provides guidance on measuring the fair value of financial instruments managed within a portfolio and the application of premiums and discounts on fair value measurements. The ASU requires additional disclosure for Level 3 measurements regarding the sensitivity of fair value to changes in unobservable inputs and any interrelationships between those inputs. The new guidance is effective for reporting periods beginning after December 15, 2011. The adoption will not have a material effect on the statement of net assets available for benefits and statement of changes in net assets available for benefits. Plan management has not determined the impact on the footnote disclosures related to the financial statements.

### **3. FAIR VALUE MEASUREMENTS**

ASC 820, *Fair Value Measurements and Disclosures*, provides a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value, as follows: Level 1, which refers to securities valued using unadjusted quoted prices from active markets for identical assets; Level 2, which refers to securities not traded on an active market but for which observable market inputs are readily available; and Level 3, which refers to securities valued based on significant unobservable inputs. Assets are classified in their entirety based on the lowest level of input that is significant to the fair value measurement.

The Plan's policy is to recognize significant transfers between levels at the end of the reporting period.

The following tables set forth by level within the fair value hierarchy a summary of the Plan's investments measured at fair value on a recurring basis at December 31, 2011 and 2010.

|                           | <b>Active<br/>Markets<br/>for Identical<br/>Assets<br/>(Level 1)</b> | <b>Other<br/>Observable<br/>Inputs<br/>(Level 2)</b> | <b>Significant<br/>Unobservable<br/>Inputs<br/>(Level 3)</b> | <b>2011<br/>Total</b> |
|---------------------------|----------------------------------------------------------------------|------------------------------------------------------|--------------------------------------------------------------|-----------------------|
| <b>Mutual funds:</b>      |                                                                      |                                                      |                                                              |                       |
| Balanced funds            | \$ 255,557                                                           | \$ -                                                 | \$ -                                                         | \$ 255,557            |
| International stock funds | 53,484                                                               | -                                                    | -                                                            | 53,484                |
| US stock funds            | 245,690                                                              | -                                                    | -                                                            | 245,690               |
| Taxable bond funds        | <u>102,519</u>                                                       | <u>-</u>                                             | <u>-</u>                                                     | <u>102,519</u>        |
| Total mutual funds        | 657,250                                                              | -                                                    | -                                                            | 657,250               |
| <b>Money market fund</b>  | <u>-</u>                                                             | <u>117,400</u>                                       | <u>-</u>                                                     | <u>117,400</u>        |
| Total                     | <u>\$ 657,250</u>                                                    | <u>\$ 117,400</u>                                    | <u>\$ -</u>                                                  | <u>\$ 774,650</u>     |
|                           |                                                                      |                                                      |                                                              |                       |
|                           | <b>Active<br/>Markets<br/>for Identical<br/>Assets<br/>(Level 1)</b> | <b>Other<br/>Observable<br/>Inputs<br/>(Level 2)</b> | <b>Significant<br/>Unobservable<br/>Inputs<br/>(Level 3)</b> | <b>2010<br/>Total</b> |
| <b>Mutual funds:</b>      |                                                                      |                                                      |                                                              |                       |
| Balanced funds            | \$ 222,162                                                           | \$ -                                                 | \$ -                                                         | \$ 222,162            |
| International stock funds | 43,366                                                               | -                                                    | -                                                            | 43,366                |
| US stock funds            | 202,316                                                              | -                                                    | -                                                            | 202,316               |
| Taxable bond funds        | <u>103,690</u>                                                       | <u>-</u>                                             | <u>-</u>                                                     | <u>103,690</u>        |
| Total mutual funds        | 571,534                                                              | -                                                    | -                                                            | 571,534               |
| <b>Money market fund</b>  | <u>-</u>                                                             | <u>121,986</u>                                       | <u>-</u>                                                     | <u>121,986</u>        |
| Total                     | <u>\$ 571,534</u>                                                    | <u>\$ 121,986</u>                                    | <u>\$ -</u>                                                  | <u>\$ 693,520</u>     |

For the years ended December 31, 2011 and 2010, there were no transfers in or out of Levels 1, 2, or 3.

The money market fund invests in a broad range of short-term, U.S. dollar denominated money market instruments, including government, U.S. and foreign bank, commercial and other obligations. The Plan has no redemption notice periods or other redemption restrictions related to its investment in this money market fund.

#### 4. INVESTMENTS

The Plan's investments that represented 5% or more of the Plan's net assets available for benefits as of December 31, 2011 and 2010 are as follows:

|                                               | 2011       | 2010       |
|-----------------------------------------------|------------|------------|
| BlackRock Money Market Inv A Fund (1)         | \$ 117,400 | \$ 121,986 |
| Mutual Funds:                                 |            |            |
| American Balanced R3 Fund                     | 125,516    | 112,830    |
| Fidelity Advisor Spartan US Equity Index Fund | 85,292     | 74,038     |
| Federated Total Return Bond Fund              | 70,072     | 70,082     |
| T. Rowe 2020 Retirement Fund                  | 92,468     | 78,832     |
| American Growth Fund of America R3 Fund       | 65,875     | 58,565     |
| American Euro Pacific Gr R3 Fund              | 47,208     | 41,826     |

(1) Represents a party-in-interest to the Plan.

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

|                                                                    |                    |
|--------------------------------------------------------------------|--------------------|
| BlackRock Money Market Inv A Fund                                  | \$ -               |
| Mutual Funds:                                                      |                    |
| AIM Small Cap Growth Fund                                          | (1,622)            |
| American Balanced R3 Fund                                          | 1,803              |
| American EuroPacific Growth R3 Fund                                | (7,627)            |
| American Growth Fund of America R3 Fund                            | (4,380)            |
| American Washington Mutual Investments R3 Fund                     | 1,422              |
| Artisan Small Cap Growth Fund                                      | 347                |
| BlackRock Intermediate Government Bond Portfolio, Class A Fund (1) | 773                |
| Federated Total Return Bond Fund                                   | 765                |
| Fidelity Advisor Mid Cap Fund                                      | (2,370)            |
| Fidelity Advisor New Insight Fund                                  | -                  |
| Fidelity Advisor Spartan US Equity Index Fund                      | 98                 |
| Goldman Sachs Growth Opportunities Fund                            | 19                 |
| Harbor International Investor Fund                                 | (1,091)            |
| T. Rowe 2010 Retirement Fund                                       | (786)              |
| T. Rowe 2020 Retirement Fund                                       | (3,280)            |
| T. Rowe 2030 Retirement Fund                                       | (339)              |
| T. Rowe 2040 Retirement Fund                                       | 173                |
| T. Rowe Retirement Income Fund                                     | (3)                |
| Total net appreciation (depreciation) in fair value of investments | <u>\$ (16,098)</u> |

(1) Represents a party-in-interest to the Plan.

#### 5. PLAN TERMINATION

Although it has not expressed any intention 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 set forth in ERISA. In the event that the Plan is terminated, the Plan's assets will be distributed to the participants as permitted under federal law and the Plan document.

## **6. FEDERAL INCOME TAX STATUS**

The Plan uses a prototype plan document sponsored by PNC Bank N.A. PNC Bank received an opinion letter from the Internal Revenue Service ("IRS"), dated March 31, 2008, which states that the prototype document satisfies the applicable provisions of the IRC. The Plan itself has not received a determination letter from the IRS. However, the Plan's management believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC. Therefore, no provision for income tax has been included in the Plan's financial statements.

During the Plan year, the Plan had certain operational and administrative issues occur. In order to prevent the Plan from incurring a qualification defect, the Plan's sponsor will take the necessary corrective action in accordance with the acceptable correction methods of the Employee Plans Compliance Resolution System (EPCRS). The Plan Sponsor is in the process of taking necessary corrective steps. The Plan Sponsor believes the Plan has maintained its tax-exempt status. Therefore, no provision for income taxes has been included in the Plan's financial statements.

GAAP requires Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan 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 years prior to 2008.

## 7. INFORMATION CERTIFIED BY THE TRUSTEE

The following is a summary of the unaudited information regarding the Plan as of December 31, 2011 and 2010 and for the year ended December 31, 2011, included in the Plan's financial statements and supplemental schedule, that were prepared by or derived from information prepared by PNC Bank, N.A., the trustee of the Plan, and furnished to the Plan administrator. The Plan administrator has obtained certifications from the trustee that such information is complete and accurate:

| Included in Statements of Net Assets Available for Benefits:                                                       | December 31       |                   |
|--------------------------------------------------------------------------------------------------------------------|-------------------|-------------------|
|                                                                                                                    | 2011              | 2010              |
| Investments at fair value:                                                                                         |                   |                   |
| BlackRock Money Market Inv A Fund                                                                                  | \$ 117,400        | \$ 121,986        |
| Mutual Funds:                                                                                                      |                   |                   |
| AIM Small Cap Growth Fund                                                                                          | 37,195            | 27,729            |
| American Balanced R3 Fund                                                                                          | 125,516           | 112,830           |
| American EuroPacific Growth R3 Fund                                                                                | 47,208            | 41,826            |
| American Growth Fund of America R3 Fund                                                                            | 65,875            | 58,565            |
| American Washington Mutual Investments R3 Fund                                                                     | 18,670            | 15,731            |
| Artisan Small Cap Growth Fund                                                                                      | 9,892             | 6,041             |
| BlackRock Intermediate Government Bond Portfolio, Class A Fund                                                     | 32,447            | 33,607            |
| Federated Total Return Bond Fund                                                                                   | 70,072            | 70,082            |
| Fidelity Advisor Mid Cap Fund                                                                                      | -                 | 20,213            |
| Goldman Sachs Growth Opportunity Fund                                                                              | 28,766            | -                 |
| Fidelity Advisor Spartan US Equity Index Fund                                                                      | 85,292            | 74,038            |
| Fidelity Advisor New Insights Fund                                                                                 | -                 | -                 |
| Harbor International Investor Fund                                                                                 | 6,276             | 1,540             |
| T. Rowe 2010 Retirement Fund                                                                                       | 29,409            | 22,814            |
| T. Rowe 2020 Retirement Fund                                                                                       | 92,468            | 78,832            |
| T. Rowe 2030 Retirement Fund                                                                                       | 6,724             | 4,155             |
| T. Rowe 2040 Retirement Fund                                                                                       | 540               | 3,342             |
| T. Rowe Retirement Income Fund                                                                                     | 900               | 189               |
| Total investments                                                                                                  | <u>\$ 774,650</u> | <u>\$ 693,520</u> |
| <b>Included in Statement of Changes in Net Assets Available for Benefits For the Year Ended December 31, 2011:</b> |                   |                   |
| Net depreciation in fair value of investments                                                                      | \$ (16,098)       |                   |
| Dividend income                                                                                                    | \$ 14,336         |                   |

**Notes 3 and 4**—All investment balances and investment information, excluding the classification of investments in Note 3 by level.

**Supplemental Schedule**—All investment balances and information included in the supplemental schedule.

## **8. EXEMPT PARTY-IN-INTEREST TRANSACTIONS**

As of December 31, 2011 and 2010, the Plan had investments in the BlackRock Money Market Inv A Fund and the BlackRock Intermediate Government Bond Portfolio, Class A Fund. The administrator of these funds is BlackRock, Inc. (“BlackRock”), a subsidiary of PNC Bank N.A., the Plan’s trustee. Accordingly, the Plan’s transactions with these funds qualify as exempt party-in-interest transactions. BlackRock’s fees for administering the investment funds are offset against the overall rate of return generated by the funds for their various investors. The income from the funds recognized by the Plan during the year ended December 31, 2011 was \$1,895.

\* \* \* \* \*

## **SUPPLEMENTAL SCHEDULE**

# THE JACOBS GROUP 401(k) PLAN II

Employer ID No: 34-1587817

Plan No:002

## FORM 5500, SCH. H, PART IV, LINE 4i—SCHEDULE OF ASSETS (HELD AT END OF YEAR) AS OF DECEMBER 31, 2011

| (a) | (b)                                                         | (c)                                                     | (d)    | (e)               |
|-----|-------------------------------------------------------------|---------------------------------------------------------|--------|-------------------|
|     | Identity of Issuer,<br>Borrower,<br>Lessor or Similar Party | Description of Investment                               | Cost** | Current<br>Value  |
| *   | BlackRock Funds                                             | Money Market Inv A Fund                                 |        | \$ 117,400        |
|     | AIM Investments                                             | Small Cap Growth Fund                                   |        | 37,195            |
|     | American Funds                                              | American Balanced R3 Fund                               |        | 125,516           |
|     | American Funds                                              | EuroPacific Growth R3 Fund                              |        | 47,208            |
|     | American Funds                                              | Growth Fund of America R3 Fund                          |        | 65,875            |
|     | American Funds                                              | Washington Mutual Investments R3 Fund                   |        | 18,670            |
|     | Artisan Funds                                               | Small Cap Growth Fund                                   |        | 9,892             |
| *   | BlackRock Funds                                             | Intermediate Government Bond Portfolio,<br>Class A Fund |        | 32,447            |
|     | Federated Funds                                             | Total Return Bond Fund                                  |        | 70,072            |
|     | Fidelity Advisor Funds                                      | Mid Cap Fund                                            |        | -                 |
|     | Goldman Sachs                                               | Growth Opportunities Fund                               |        | 28,766            |
|     | Fidelity Advisor Funds                                      | Spartan US Equity Index Fund                            |        | 85,292            |
|     | Fidelity Advisor Funds                                      | New Insight Fund                                        |        | -                 |
|     | Harbor Funds                                                | Harbor International Investor Fund                      |        | 6,276             |
|     | T. Rowe Price                                               | 2010 Retirement Fund                                    |        | 29,409            |
|     | T. Rowe Price                                               | 2020 Retirement Fund                                    |        | 92,468            |
|     | T. Rowe Price                                               | 2030 Retirement Fund                                    |        | 6,724             |
|     | T. Rowe Price                                               | 2040 Retirement Fund                                    |        | 540               |
|     | T. Rowe Price                                               | Retirement Income Fund                                  |        | 900               |
|     |                                                             |                                                         |        | <u>\$ 774,650</u> |

\* Party-in-interest.

\*\* Cost information is not required for participant-directed investments and therefore is not included.