

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 2012 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2012 or fiscal plan year beginning <u>01/01/2012</u> and ending <u>12/31/2012</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☐
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information —enter all requested information				
1a Name of plan <u>BESTWAY CONCRETE COMPANY 401(K) PLAN</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>001</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>07/01/1996</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>001</u>	1c Effective date of plan <u>07/01/1996</u>	
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1c Effective date of plan <u>07/01/1996</u>					
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>BESTWAY CONCRETE COMPANY</u> <u>301 CENTENNIAL DRIVE</u> <u>MILLIKEN, CO 80543</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>84-0858446</u></td> </tr> <tr> <td>2c Sponsor's telephone number <u>970-587-6922</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>327300</u></td> </tr> </table>	2b Employer Identification Number (EIN) <u>84-0858446</u>	2c Sponsor's telephone number <u>970-587-6922</u>	2d Business code (see instructions) <u>327300</u>	
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Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

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

SIGN HERE	Filed with authorized/valid electronic signature. Signature of plan administrator	10/09/2013 Date	JAN OETKEN Enter name of individual signing as plan administrator
SIGN HERE	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)			Preparer's telephone number (optional)

3a Plan administrator's name and address ☒ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address		3b Administrator's EIN 3c Administrator's telephone number <div style="background-color: #cccccc; height: 40px; width: 100%;"></div>																											
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name BESTWAY CONCRETE COMPANY		4b EIN 84-0858466 4c PN 001																											
5 Total number of participants at the beginning of the plan year		<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 10%; text-align: center;">5</td> <td style="width: 90%; text-align: right;">165</td> </tr> </table>	5	165																									
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6 Number of participants as of the end of the plan year (welfare plans complete only lines 6a , 6b , 6c , and 6d).		<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td colspan="2" style="background-color: #cccccc; height: 20px;"></td> </tr> <tr> <td style="width: 10%; text-align: center;">6a</td> <td style="width: 90%; text-align: right;">145</td> </tr> <tr> <td style="text-align: center;">6b</td> <td style="text-align: right;">0</td> </tr> <tr> <td style="text-align: center;">6c</td> <td style="text-align: right;">13</td> </tr> <tr> <td style="text-align: center;">6d</td> <td style="text-align: right;">158</td> </tr> <tr> <td style="text-align: center;">6e</td> <td style="text-align: right;">0</td> </tr> <tr> <td style="text-align: center;">6f</td> <td style="text-align: right;">158</td> </tr> <tr> <td style="text-align: center;">6g</td> <td style="text-align: right;">133</td> </tr> <tr> <td style="text-align: center;">6h</td> <td style="text-align: right;">4</td> </tr> </table>			6a	145	6b	0	6c	13	6d	158	6e	0	6f	158	6g	133	6h	4									
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7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)		<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 10%; text-align: center;">7</td> <td style="width: 90%;"></td> </tr> </table>	7																										
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8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2E 2F 2G 2J 2K 2T 3D																													
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:																													
9a Plan funding arrangement (check all that apply) <table style="width: 100%;"> <tr> <td style="width: 5%;">(1)</td> <td style="width: 5%;">☐</td> <td style="width: 90%;">Insurance</td> </tr> <tr> <td>(2)</td> <td>☐</td> <td>Code section 412(e)(3) insurance contracts</td> </tr> <tr> <td>(3)</td> <td>☒</td> <td>Trust</td> </tr> <tr> <td>(4)</td> <td>☐</td> <td>General assets of the sponsor</td> </tr> </table>	(1)	☐	Insurance	(2)	☐	Code section 412(e)(3) insurance contracts	(3)	☒	Trust	(4)	☐	General assets of the sponsor	9b Plan benefit arrangement (check all that apply) <table style="width: 100%;"> <tr> <td style="width: 5%;">(1)</td> <td style="width: 5%;">☐</td> <td style="width: 90%;">Insurance</td> </tr> <tr> <td>(2)</td> <td>☐</td> <td>Code section 412(e)(3) insurance contracts</td> </tr> <tr> <td>(3)</td> <td>☒</td> <td>Trust</td> </tr> <tr> <td>(4)</td> <td>☐</td> <td>General assets of the sponsor</td> </tr> </table>		(1)	☐	Insurance	(2)	☐	Code section 412(e)(3) insurance contracts	(3)	☒	Trust	(4)	☐	General assets of the sponsor			
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10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)																													
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SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2012
		This Form is Open to Public Inspection.

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan BESTWAY CONCRETE COMPANY 401(K) PLAN	B Three-digit plan number (PN) ▶	001
C Plan sponsor's name as shown on line 2a of Form 5500 BESTWAY CONCRETE COMPANY	D Employer Identification Number (EIN) 84-0858446	

Part I	Service Provider Information (see instructions)
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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
CAPITAL RESEARCH & MANAGEMENT CO.

95-1411037

(b) Enter name and EIN or address of person who provided you disclosure 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)

CAPITAL RESEARCH & MANAGEMENT CO.

95-1411037

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
64 52 60 62 25 49 72 37	RECORDKEEPER	1350	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

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

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

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

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

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

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

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

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

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			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

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

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

Part I Service Provider Information (continued)

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

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

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

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

Explanation:

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

Explanation:

a Name:	b EIN:
c Position:	
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Explanation:

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

Explanation:

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

Explanation:

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2012 This Form is Open to Public Inspection
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For calendar plan year 2012 or fiscal plan year beginning <u>01/01/2012</u> and ending <u>12/31/2012</u>		
A Name of plan <u>BESTWAY CONCRETE COMPANY 401(K) PLAN</u>	B Three-digit plan number (PN) ►	<u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>BESTWAY CONCRETE COMPANY</u>	D Employer Identification Number (EIN) <u>84-0858446</u>	

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	0	0
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	0	0
(2) Participant contributions	1b(2)	0	0
(3) Other.....	1b(3)	0	0
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	0	96223
(2) U.S. Government securities.....	1c(2)	0	0
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	0	0
(B) All other.....	1c(3)(B)	0	0
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	0	0
(B) Common	1c(4)(B)	0	0
(5) Partnership/joint venture interests	1c(5)	0	0
(6) Real estate (other than employer real property)	1c(6)	0	0
(7) Loans (other than to participants)	1c(7)	0	0
(8) Participant loans	1c(8)	310772	251756
(9) Value of interest in common/collective trusts.....	1c(9)	0	0
(10) Value of interest in pooled separate accounts.....	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)	0	0
(12) Value of interest in 103-12 investment entities	1c(12)	0	0
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	3908197	3841006
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)	0	0

1d Employer-related investments:		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)	0	0
(2) Employer real property	1d(2)	0	0
e Buildings and other property used in plan operation	1e	0	0
f Total assets (add all amounts in lines 1a through 1e)	1f	4218969	4188985

Liabilities

g Benefit claims payable	1g	0	0
h Operating payables	1h		
i Acquisition indebtedness	1i	0	0
j Other liabilities	1j	0	0
k Total liabilities (add all amounts in lines 1g through 1j)	1k	0	0

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	4218969	4188985
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Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	0	
(B) Participants	2a(1)(B)	218314	
(C) Others (including rollovers)	2a(1)(C)	65600	
(2) Noncash contributions	2a(2)	0	
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		283914
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	0	
(B) U.S. Government securities	2b(1)(B)	0	
(C) Corporate debt instruments	2b(1)(C)	0	
(D) Loans (other than to participants)	2b(1)(D)	0	
(E) Participant loans	2b(1)(E)	10219	
(F) Other	2b(1)(F)	0	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		10219
(2) Dividends: (A) Preferred stock	2b(2)(A)	0	
(B) Common stock	2b(2)(B)	0	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	108931	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		108931
(3) Rents	2b(3)		0
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	0	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	0	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)	0	
(B) Other	2b(5)(B)	0	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		0
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		0
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		0
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		0
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		412475
c Other income.....	2c		320
d Total income. Add all income amounts in column (b) and enter total.....	2d		815859

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	798219	
(2) To insurance carriers for the provision of benefits	2e(2)	0	
(3) Other	2e(3)	0	
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		798219
f Corrective distributions (see instructions)	2f		0
g Certain deemed distributions of participant loans (see instructions).....	2g		41887
h Interest expense.....	2h		0
i Administrative expenses: (1) Professional fees	2i(1)	0	
(2) Contract administrator fees	2i(2)	5737	
(3) Investment advisory and management fees	2i(3)	0	
(4) Other	2i(4)	0	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		5737
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		845843

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		-29984
l Transfers of assets:			
(1) To this plan.....	2l(1)		0
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)?

☒ Yes ☐ No

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

(1) Name: JDS PROFESSIONAL GROUP

(2) EIN: 20-8019714

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 lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 4l.

During the plan year:

a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....

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.).....

	Yes	No	Amount
4a		X	
4b		X	

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

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)

Part V Trust Information (optional)

6a Name of trust

6b Trust's EIN

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2012 This Form is Open to Public Inspection.
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For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan <u>BESTWAY CONCRETE COMPANY 401(K) PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>BESTWAY CONCRETE COMPANY</u>	D Employer Identification Number (EIN) <u>84-0858446</u>

Part I	Distributions
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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	<u>0</u>
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): <u>20-3691658</u> <u>45-0404698</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	

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

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?.....	☐ Yes	☐ No	☐ N/A
If the plan is a defined benefit plan, go to line 8.			
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____ If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.			
6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived)	6a		
b Enter the amount contributed by the employer to the plan for this plan year	6b		
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount).....	6c		
If you completed line 6c, skip lines 8 and 9.			
7 Will the minimum funding amount reported on line 6c be met by the funding deadline?	☐ Yes	☐ No	☐ N/A
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?.....	☐ Yes	☐ No	☐ N/A

Part III	Amendments
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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
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Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
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10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?.....	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.).....	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

(1) Contribution rate (in dollars and cents) _____

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

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

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

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

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

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

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

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

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

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

- 19** If the total number of participants is 1,000 or more, complete lines (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 line 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify): _____

**Bestway Concrete Company
401(k) Plan**

**Financial Statements and Independent
Auditor's Report**

December 31, 2012 and 2011

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Independent Auditor's Report

To the Board of Directors
Bestway Concrete Company 401(k) Plan
Milliken, Colorado

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Bestway Concrete Company 401(k) Plan, which comprise the statement of net assets available for benefits as of December 31, 2012 and the related statement of changes in net assets available for benefits for the year ended December 31, 2012, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Plan management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

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 Capital Bank and Trust Company, the trustee of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedules. We have been informed by the plan administrator that Capital Bank and Trust Company held the Plan's investment assets and executed investment transactions from February 17, 2012 to December 31, 2012, and that First National Bank held the Plan's investment assets and executed investment transactions as of December 31, 2011, and for the period January 1, 2012 to February 17, 2012. The plan administrator has obtained certifications from the trustees as of and for the years ended December 31, 2012 and 2011, that the information provided to the plan administrator by the custodian is complete and accurate.

Disclaimer of Opinion

Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient, appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Other Matter - 2011 Financial Statements

The financial statements of the Plan as of December 31, 2011 were audited by other auditors. 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 the other auditors not to perform, and they did not perform, any auditing procedures with respect to the information certified by Ascensus, as agent for First National Bank of Omaha, the Trustee of the Plan. Their report dated October 5, 2012, indicated that (a) because of the significance of the information that they did not audit, they were unable to, and did not, express an opinion on the financial statements taken as a whole and (b) the form and content of the information included in the financial statements other than that derived from the information certified by the Trustee, were 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.

Other Matter - Supplemental Schedules

We were engaged for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedules of assets held for investment purposes at end of year as of December 31 2012, which are the responsibility of management, are presented for the purpose of additional analysis and are not a required part of the financial statements but are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, it is inappropriate to and we do not express an opinion on the supplemental schedules referred to above.

Report on Form and Content in Compliance With DOL Rules and Regulations

The form and content of the information included in the financial statements and supplemental schedules, 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.



Fort Collins, Colorado

October 3, 2013

Bestway Concrete Company 401(k) Plan
Statements of Net Assets Available for Benefits
December 31, 2012 and 2011

	<u>2012</u>	<u>2011</u>
Assets		
Investments, at fair value		
Investment in mutual funds	\$ 3,841,006	\$ 3,781,120
Cash equivalents	<u>96,223</u>	<u>127,077</u>
Total investments	<u>3,937,229</u>	<u>3,908,197</u>
Receivables		
Notes receivable from participants	<u>251,756</u>	<u>279,228</u>
Total receivables	<u>251,756</u>	<u>279,228</u>
Total assets	<u>4,188,985</u>	<u>4,187,425</u>
Liabilities		
	<u>-</u>	<u>-</u>
Total liabilities	<u>-</u>	<u>-</u>
Net assets reflecting investments at fair value	<u>4,188,985</u>	<u>4,187,425</u>
Net assets available for benefits	<u>\$ 4,188,985</u>	<u>\$ 4,187,425</u>

See Accompanying Independent Auditor's Report and Notes to the Financial Statements.

Bestway Concrete Company 401(k) Plan
Statement of Changes in Net Assets Available for Benefits
For the Year Ended December 31, 2012

Decrease to net assets attributed to:

Investment income:

Net appreciation in fair value of investments	\$ 412,475
Dividend income	108,931
Other revenue	<u>320</u>

Total investment income	<u>521,726</u>
-------------------------	----------------

Contributions:

Participant contributions	218,314
Rollover contributions	<u>65,600</u>

Total contributions	<u>283,914</u>
---------------------	----------------

Other income:

Interest income from participant loans	<u>10,219</u>
--	---------------

Total other income	<u>10,219</u>
--------------------	---------------

Total additions	<u>815,859</u>
-----------------	----------------

Deductions from net assets attributed to:

Benefits paid to participants	808,562
Administrative fees	<u>5,737</u>

Total deductions	<u>814,299</u>
------------------	----------------

Net increase	1,560
--------------	-------

Net assets available for benefits:

Beginning of year	<u>4,187,425</u>
-------------------	------------------

End of year	<u>\$ 4,188,985</u>
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See Accompanying Independent Auditor's Report and Notes to the Financial Statements.

Bestway Concrete Company 401(k) Plan
Notes to the Financial Statements
December 31, 2012 and 2011

Note 1 - Summary of Significant Accounting Policies

The following description of the Bestway Concrete Company 401(k) Plan (the Plan) provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General - The Plan is a defined contribution plan covering all regular employees of the employer, Bestway Concrete Company, who are age nineteen or older and have one year of service. The Plan was established on July 1, 1996. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA) and has been amended to incorporate legislative change under the Economic Growth Tax Relief Reconciliation Act (EGTRAA).

Bestway Concrete Company (the Company) administers the Plan. Capital Bank and Trust Company (Capital) serves as trustee, manages Plan assets, and maintains the Plan's records.

Contributions - Participants may defer a percentage of their total compensation each year instead of receiving that amount in cash. Participants who have attained age 50 before the end of the plan year are eligible to make catch-up contributions. The amount of the deferral is limited to the maximum allowed by law. The Plan also allows rollover contributions from qualified plans. Participant contributions are withheld from the employees' payroll each pay period.

The Company may make discretionary matching contributions to the Plan. Whether or not these contributions will be made is determined on an annual basis. In years that those discretionary contributions are made, they will be made for all employees that participated in the Plan during that plan year. A discretionary matching contribution was not made for the Plan year ended December 31, 2012 or December 31, 2011. The Company may also make additional discretionary nonelective contributions to the Plan. In years that those discretionary contributions are made, they will be made for employees that are employed by the employer on the last day of the year, or have obtained at least 501 hours of service or been employed for 91 consecutive calendar days during the plan year. No additional discretionary non-elective contributions were made for the Plan for the year ended December 31, 2012 or December 31, 2011.

Participant Accounts - Each participant's account is credited with the participant's contribution and allocation of (a) the Plan sponsor's contribution and (b) Plan earnings, and charged with an allocation of administrative expenses. Allocations are based on participant earnings or account balances as defined in the Plan document. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Bestway Concrete Company 401(k) Plan
Notes to the Financial Statements
December 31, 2012 and 2011

Note 1 - Summary of Significant Accounting Policies (continued)

Vesting - Participants are immediately vested in their contributions into the Plan. Participant vesting with regards to employer contributions into the Plan is determined by years of service. The table below outlines the vesting schedule for employer contributions into the Plan that are made for the benefit of the participant.

Employer discretionary matching and non-elective contributions for participants will vest over time as follows:

<u>Years of Service</u>	<u>Vested Interest</u>
1 year of service	10 %
2 years of service	20 %
3 years of service	40 %
4 years of service	60 %
5 years of service	80 %
6 years of service	100 %

Notes Receivable From Participants - Participants may borrow from their fund accounts a minimum of \$1,000 up to a maximum of \$50,000 or 50 percent of their vested account balance, whichever is less. A participant may only have two loans outstanding at any given time. The loans are secured by the balance in the participant's account and bear interest rates determined by the Plan Sponsor. The interest rates on outstanding notes receivable from participants ranged from 3.25%-6.00%. Interest income on notes receivable from participants is recognized in the period it is earned. Installment payments including principal and interest on the loans are withheld from the participant payroll every pay period. Loans mature through December 17, 2017.

Notes receivable from participants are considered in default at the end of a calendar quarter following a calendar quarter for which there is any outstanding payment due (principal or interest). At this date, the entire outstanding principal and accrued interest shall be distributed or deemed distributed to the participant. For the year ended December 31, 2012, there were \$10,343 of deemed distributions that resulted from defaulted loans.

Bestway Concrete Company 401(k) Plan
Notes to the Financial Statements
December 31, 2012 and 2011

Note 1 - Summary of Significant Accounting Policies (continued)

Payment of Benefits - Upon death, disability, retirement, or termination of service, a participant can receive a lump-sum payment in the amount equal to the participant's vested account balance within a reasonable period of time after termination of employment. If a participant is required to receive a lifetime RMD, the participant may elect to receive installment payments to satisfy their RMD requirement in either monthly, quarterly, or annual installments. Participants cannot make withdrawals of their matching or nonelective contributions from their accounts prior to retirement or age 55, except in the event of disability, death, termination of employment or notice of hardship, without being subject to certain restrictions and penalties. In addition, Participants may not make withdrawals of their elective deferrals from their accounts prior to retirement or age 59 and a half, except in the event of disability, death, termination of employment or notice of hardship, without being subject to certain restrictions and penalties. Benefits are recorded when paid.

Forfeitures - According to the plan document, all forfeitures will first be used to pay administrative expenses and then allocated to participants based on the same allocation as would be used for employer non-elective contributions. The Internal Revenue Code does not authorize forfeiture suspense accounts to hold unallocated monies beyond the plan year in which they arise. Forfeitures in the amount of \$3,270 were used to pay administrative expenses during the year ended December 31, 2012. The balance in the forfeiture account was \$3,510 and \$18,584 for December 31, 2012 and 2011, respectively.

Administrative Expenses - According to the Plan document, it is anticipated that all settlor administrative expenses shall be paid by the Company. However, to the extent that the administrative expenses are not paid by the Company, such expenses shall be paid out of the Trust Fund upon the direction of the Administrator provided that such payments are consistent with ERISA. During the plan year 2012, administrative expenses were paid by the Trust fund in the amount of \$2,467. Capital administrative fees in the amount of \$3,270 were paid from the forfeiture account.

Plan Restatement - The Plan was restated in order to comply with all the applicable requirements as set forth by the Internal Revenue Code. The Plan has adopted an American Funds Distributors, Inc. Volume Submitter Defined Contribution Plan.

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

Bestway Concrete Company 401(k) Plan
Notes to the Financial Statements
December 31, 2012 and 2011

Note 1 - Summary of Significant Accounting Policies (continued)

Investment Valuation and Income Recognition - Investments are stated at fair value. Investments in mutual funds are reported at the last reported sales price at the end of the respective periods using quoted market prices. Participant loans are carried at cost, which approximates fair value.

The net realized and unrealized investment gains or losses (net appreciation or depreciation in fair value of investments) is reflected in the accompanying statement of changes in net assets available for benefits, and is determined as the difference between fair value at the beginning of the year (or date purchased if during the year) and selling price (if sold during the year) or year-end fair value. Purchases and sales of investments are recorded on a trade-date basis. Interest income is recognized on the accrual basis. Dividends are recognized on the ex-dividend date.

Use of Estimates - The preparation of financial statements in conformity with generally accepted accounting principles requires the plan administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Actual results could differ from those estimates.

Reclassification - Certain 2011 amounts have been reclassified to conform with the 2012 presentation.

Note 2 - Fair Value Measurements

The framework for measuring fair value provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1) and the lowest priority to unobservable inputs (level 3). The three levels of the fair value hierarchy under FASB ASC 820-10, *Fair Value Measurements* are described as follows:

Level 1 Fair Value Measurements - Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in an active market which the Plan has the ability to access at the measurement date.

Bestway Concrete Company 401(k) Plan
Notes to the Financial Statements
December 31, 2012 and 2011

Note 2 - Fair Value Measurements (continued)

Level 2 Fair Value Measurements - Inputs to the valuation methodology include:

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

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

Level 3 Fair Value Measurements - Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The asset or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

The following is a description of the valuation methodologies used for assets measured at fair value:

Mutual funds: Valued at the daily closing price as reported by the fund and are classified as Level 1 investments. Mutual funds held by the Plan are open-end mutual funds that are registered with the Securities and Exchange Commission. These funds are required to publish their daily net asset value (NAV) and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded.

There have been no changes in the methodologies used at December 31, 2012, and 2011.

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

Bestway Concrete Company 401(k) Plan
Notes to the Financial Statements
December 31, 2012 and 2011

Note 2 - Fair Value Measurements (continued)

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2012 and 2011:

		<u>Fair Value Measurements Using:</u>		
		Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
<u>December 31, 2012</u>	<u>Fair Value</u>			
Mutual funds:				
U.S. equity funds	\$ 267,435	\$ 267,435	\$ -	\$ -
International equity funds	170,407	170,407	-	-
Balanced/Asset allocation funds	81,186	81,186	-	-
Fixed income funds	346,297	346,297	-	-
Target retirement funds	2,975,681	2,975,681	-	-
Cash equivalents:				
Cash equivalents	<u>96,223</u>	<u>96,223</u>	<u>-</u>	<u>-</u>
Ending balance	<u>\$ 3,937,229</u>	<u>\$ 3,937,229</u>	<u>\$ -</u>	<u>\$ -</u>

		<u>Fair Value Measurements Using:</u>		
		Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
<u>December 31, 2011</u>	<u>Fair Value</u>			
Mutual funds:				
U.S. equity funds	\$ 293,858	\$ 293,858	\$ -	\$ -
International equity funds	167,526	167,526	-	-
Balanced/Asset allocation funds	61,173	61,173	-	-
Fixed income funds	380,413	380,413	-	-
Technology funds	84,006	84,006	-	-
Target retirement funds	2,794,144	2,794,144	-	-
Cash equivalents:				
Cash equivalents	<u>127,077</u>	<u>127,077</u>	<u>-</u>	<u>-</u>
Ending balance	<u>\$ 3,908,197</u>	<u>\$ 3,908,197</u>	<u>\$ -</u>	<u>\$ -</u>

Bestway Concrete Company 401(k) Plan
Notes to the Financial Statements
December 31, 2012 and 2011

Note 3 - Investments

Capital has certified in writing to the Plan administrator that the stated amounts for investments at fair value as of December 31, 2012 and the income earned on the investments for the year ended December 31, 2012, as reflected in the accompanying financial statements and supplemental schedule, are complete and accurate. Ascensus, as agent for First National Bank of Omaha, the Trustee of the Plan, has certified in writing to the Plan administrator that the stated amounts for investments at fair value as of December 31, 2011, as reflected in the accompanying financial statements and supplemental schedule, are complete and accurate.

The Plan administrator has elected the method of compliance as permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under such election, the Plan administrator instructed the Plan's auditors not to perform any auditing procedures with respect to the investment information certified by the trustee except for comparing the information contained therein to information included in the financial statements and supplemental schedule.

Investments are stated at fair value as determined by quoted market prices. During the year ended December 31, 2012, the Plan's investments (including investments bought, sold and held during the year) appreciated in value as follows:

Participant Directed:

Mutual Funds	\$ <u>412,475</u>
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Total gain	\$ <u><u>412,475</u></u>
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Bestway Concrete Company 401(k) Plan
Notes to the Financial Statements
December 31, 2012 and 2011

Note 3 - Investments (continued)

The following presents investments that represent five percent (*) or more of the Plan's net assets:

	<u>December 31, 2012</u>		<u>December 31, 2011</u>	
	Number of Shares or Principal Amount	Fair Value	Number of Shares or Principal Amount	Fair Value
Investments at fair value as determined by quoted market price				
American Funds 2025 Target Date Fund R3	109,316.356	\$ 1,072,394 *	-	\$ -
American Funds 2015 Target Date Fund R3	87,936.053	845,065 *	-	-
American Funds 2035 Target Date Fund R3	67,064.191	671,313 *	-	-
American Funds US Government Sec R3	16,800.482	238,735 *	-	-
American Funds 2045 Target Date Fund R3	22,487.994	226,679 *	-	-
Vanguard Target Retirement 2025 Fund	-	-	88,500.426	1,085,900 *
Vanguard Target Retirement 2015 Fund	-	-	69,047.744	849,287 *
Vanguard Target Retirement 2035 Fund	-	-	47,535.655	594,671 *
Total		<u>\$ 3,054,186</u>		<u>\$ 2,529,858</u>

Note 4 - Plan Termination

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. If the Plan is terminated for any reason, all participants become 100% vested, and the Plan administrator is to distribute each participant's interest to the participant or beneficiary.

Note 5 - Tax Status

The Plan has adopted a prototype plan from American Funds Distributors, Inc., "American Funds Distributors, Inc. Defined Contribution Prototype Plan and Trust". The prototype plan received its latest determination letter from the IRS on March 31, 2008 stating that the plan, as designed is in compliance with the applicable requirements of the Internal Revenue Code (IRC).

The Plan administrator has not received a determination letter for their specific plan. However, the Plan administrator and the Plan's tax counsel believe that the Plan is designed and is currently being operated in compliance with all applicable requirements of the Internal Revenue Code.

Bestway Concrete Company 401(k) Plan
Notes to the Financial Statements
December 31, 2012 and 2011

Note 6 - Reconciliation of Financial Statements to Schedule H of Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements at December 31, 2012 and December 31, 2011 to Schedule H of Form 5500:

	<u>2012</u>	<u>2011</u>
Net assets available for benefits per the financial statements	\$ 4,188,985	\$ 4,187,425
2011 Defaulted loans deemed taxable distributions	<u>-</u>	<u>31,544</u>
Net assets available for benefits per Schedule H of Form 5500	<u>\$ 4,188,985</u>	<u>\$ 4,218,969</u>

The following is a reconciliation of benefits paid to participants per the financial statements for the year ended December 31, 2012 to Schedule H of Form 5500:

Benefits paid to participants per the financial statements	\$ 808,562
2011 Defaulted loans deemed taxable distributions	<u>31,544</u>
Benefits paid directly to participants or beneficiaries per Schedule H of Form 5500	<u>\$ 840,106</u>
Benefits paid directly to participants or beneficiaries per Schedule H of Form 5500	\$ 798,219
Certain deemed distributions per Schedule H of Form 5500	<u>41,887</u>
Total benefits paid to participants per Schedule H of Form 5500	<u>\$ 840,106</u>

The following is a reconciliation of contributions received from the employer per the financial statements for the year ended December 31, 2012 to Schedule H of Form 5500:

Employer contributions per the financial statements	\$ <u>-</u>
Employer contributions per Schedule H of Form 5500	<u>\$ -</u>

Bestway Concrete Company 401(k) Plan
Notes to the Financial Statements
December 31, 2012 and 2011

Note 6 - Reconciliation of Financial Statements to Schedule H of Form 5500 (continued)

The following is a reconciliation of net investment gain (loss) from registered investment companies and unrealized depreciation of assets per the Schedule H of Form 5500 to the financial statements for the year ended December 31, 2012:

Net appreciation in fair value of investments per the financial statements	\$ <u>412,475</u>
Net investment gain from mutual funds per Schedule H of Form 5500	\$ <u>412,475</u>

Note 7 - Information Prepared and Certified by Trustee

The following information included in the accompanying financial statements and supplemental schedules was obtained from data that has been prepared and certified to as complete and accurate by the trustee.

	<u>2012</u>	<u>2011</u>
Investments, at fair value:		
Mutual funds	\$ 3,841,006	\$ 3,781,120
Cash equivalents	\$ 96,223	\$ 127,077
Receivables, at principal balance plus accrued interest:		
Notes receivable from participants	\$ 251,756	\$ 279,228

Note 8 - Party-In-Interest Transactions

Certain Plan investments are shares of mutual funds managed by the trustee, Capital. The transactions in these investments qualify as party-in-interest transactions. Fees incurred by the Plan for the investment management services are included in net appreciation in fair value of the investment, as they are paid through revenue sharing, rather than a direct payment. As described in Note 1, the Plan also made direct payments to the third party administrator totaling \$5,738, of which \$3,270 were from the Plan's forfeiture account. The Plan Sponsor pays directly any other fees related to the Plan's operations.

Bestway Concrete Company 401(k) Plan
Notes to the Financial Statements
December 31, 2012 and 2011

Note 9 - Risks and Uncertainties

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

Note 10 - Subsequent Events

The Company has evaluated all subsequent events through October 3, 2013, the date the financial statements were available to be issued.

Note 11 - Accounting for Uncertain Tax Positions

The Plan adopted FASB Interpretation No. 48 (FASB ASC 740-10-10), *Accounting for Uncertainty in Income Taxes* on January 1, 2009. ASC 740-10-10 is an interpretation of SFAS No. 109, *Accounting for Income Taxes*. ASC 740-10-10 prescribes recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken, or expected to be taken in a tax return. ASC 740-10-10 requires the affirmative evaluation that is more likely-than-not, based on the technical merits of a tax position, that an enterprise is entitled to economic benefits resulting from positions taken in income tax returns. If a tax position does not meet the more-likely-than not recognition threshold, the benefit of the position is not recognized in the financial statements. ASC 740-10-10 also requires companies to disclose additional quantitative and qualitative information in the financial statements about uncertain tax positions. The Company's adoption of ASC 740-10-10 on January 1, 2009, did not have a material impact on the financial statements.

The Plan's evaluation on December 31, 2012 revealed no tax positions that would have a material impact on the financial statements. The 2009 through 2011 tax years remain subject to examination by the Internal Revenue Service (IRS). As of the date of the financial statements, the IRS has not commenced any examinations. The Plan does not believe that any reasonably possible changes will occur within the next twelve months that will have a material impact on the financial statements.

Supplemental Information

Bestway Concrete Company 401(k) Plan
Schedule of Assets Held for Investment Purposes at End of Year
For the Year Ended December 31, 2012
Plan # 001
ID # 84-0858446

Schedule H, line 4i - Schedule of Assets (held at end of year)

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value	(e) Current value (\$)
*	American Funds	Cash Equivalent - American Funds Money Market Fund R3	96,223
*	American Funds	Mutual Fund - American Funds Europacific GR R3	41,031
*	American Funds	Mutual Fund - American Funds New Perspective R3	72,774
*	American Funds	Mutual Fund - American Funds Fundamental Invs R3	26,425
*	American Funds	Mutual Fund - American Funds 2010 Target Date Fund R3	57,210
*	American Funds	Mutual Fund - American Funds 2020 Target Date Fund R3	95,761
*	American Funds	Mutual Fund - American Funds 2030 Target Date Fund R3	3,930
*	American Funds	Mutual Fund - American Funds 2040 Target Date Fund R3	1,087
*	American Funds	Mutual Fund - American Funds 2050 Target Date Fund R3	1,089
*	American Funds	Mutual Fund - American Funds Growth Fund of Amer R3	117,194
*	American Funds	Mutual Fund - American Funds New World Fund R3	56,601
*	American Funds	Mutual Fund - American Funds Washington Mutual R3	23
*	American Funds	Mutual Fund - American Funds American Balanced R3	15,267
*	American Funds	Mutual Fund - American Funds US Government Sec R3	238,735
*	American Funds	Mutual Fund - American Funds 2015 Target Date Fund R3	845,065
*	American Funds	Mutual Fund - American Funds 2025 Target Date Fund R3	1,072,394
*	American Funds	Mutual Fund - American Funds 2035 Target Date Fund R3	671,313
*	American Funds	Mutual Fund - American Funds 2045 Target Date Fund R3	226,679
*	American Funds	Mutual Fund - American Funds Trgt Date Ret 2055 R3	1,154

See Accompanying Independent Auditor's Report and Notes to the Financial Statements.

Bestway Concrete Company 401(k) Plan
Schedule of Assets Held for Investment Purposes at End of Year
For the Year Ended December 31, 2012
Plan # 001
ID # 84-0858446

Schedule H, line 4i - Schedule of Assets (held at end of year)

(a)	(b) Identity of issue, borrow, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value	(e) Current value (\$)
	Davis Funds	Mutual Fund - Davis NY Venture R	59,574
	Lord Abbett	Mutual Fund - Lord Abbett Small-Cap Blend R3	1
	Franklin Templeton Investment Funds	Mutual Fund - Franklin Small Cap Value R	46,452
	Franklin Templeton Investment Funds	Mutual Fund - Franklin Income R	65,919
	Franklin Templeton Investment Funds	Mutual Fund - Templeton Global Bond Fund-R	273
	Franklin Templeton Investment Funds	Mutual Fund - Franklin Small-Mid Cap Growth R	11,605
	Janus	Mutual Fund - Perkins Mid Cap Value Fund R	2,652
	PIMCO	Mutual Fund - Pimco Total Return Fund - R	107,289
*	Participant Loans	Promissory Loans, maturing through December 2017, collateralized by participant accounts, with interest rates of 3.25%-6.00%	251,756

* - Party-in-interest

See Accompanying Independent Auditor's Report and Notes to the Financial Statements.

ASSETS HELD FOR INVESTMENT PURPOSES

GA

Bestway Concrete Company 401(k) Plan
17-FEB-12 to 31-DEC-12

21-JAN-13 16:38:59

INVESTMENT OPTION	MATURITY DATE	INTEREST RATE	COST OF ASSETS	CURRENT VALUE
IRERCX			39,024.59	41,030.85
IRGACX			109,074.63	117,193.65
IRNPCX			67,540.31	72,774.27
IRNWCX			53,773.25	56,601.45
INYVRX			60,308.61	59,573.91
IFSMRX			12,746.59	11,604.89
ILSSRX			0.93	0.99
IJDPRX1			2,619.10	2,652.37
IRFNCX			24,950.35	26,424.83
IRWMCX			23.04	22.63
IFVFRX			45,407.71	46,451.58
IRLBCX			14,669.57	15,266.55
IFISRX			63,829.80	65,919.28
IRGVCX			241,921.27	238,734.87
IPTRRX			106,219.43	107,289.48
ITP-GBR			272.25	272.55
IRACXX			96,223.44	96,223.44
IRCATX			56,429.25	57,209.74
IRCJTX			828,674.77	845,065.47
IRCCTX			93,243.45	95,761.03
IRCDTX			1,030,543.71	1,072,393.50
IRCETX			3,840.27	3,930.42
IRCFTX			642,990.16	671,312.52
IRCKTX			1,052.98	1,086.54
IRCHTX			217,017.35	226,678.98
IRCITX			1,050.81	1,089.03
IRCMTX			1,149.71	1,154.03
			3,814,597.33	3,933,718.85
PARTICIPANT LOANS	VARIOUS	3.250-9.250	251,814.22	251,756.01
FORFEITURES			3,573.65	3,509.95

ASSETS HELD FOR INVESTMENT PURPOSES

Bestway Concrete Company 401(k) Plan
17-FEB-12 to 31-DEC-12

21-JAN-13 16:38:59

INVESTMENT OPTION	MATURITY DATE	INTEREST RATE	COST OF ASSETS	CURRENT VALUE
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LEGEND

INVESTMENT OPTION:

IRERCX	American Funds EuroPacific Gr R3	IRGACX	American Funds Growth Fund of Amer R3
IRNPCX	American Funds New Perspective R3	IRNWCX	American Funds New World Fund R3
INYVRX	Davis NY Venture R	IFSMRX	Franklin Small-Mid Cap Growth R
ILSSRX	Lord Abbett Small-Cap Blend R3	IJDPRX1	Perkins Mid Cap Value Fund R
IRFNCX	American Funds Fundamental Invs R3	IRWMCX	American Funds Washington Mutual R3
1FVFRX	Franklin Small Cap Value R	IRLBCX	American Funds American Balanced R3
1FISRX	Franklin Income R	IRGVCX	American Funds US Government Sec R3
1PTRRX	PIMCO Total Return Fund - R	1TP-GBR	Templeton Global Bond Fund - R
IRACXX	American Funds Money Market Fund R3	IRCATX	American Funds 2010 Target Date Fund R3
1RCJTX	American Funds 2015 Target Date Fund R3	1RCCTX	American Funds 2020 Target Date Fund R3
1RCDTX	American Funds 2025 Target Date Fund R3	1RCETX	American Funds 2030 Target Date Fund R3
1RCFTX	American Funds 2035 Target Date Fund R3	1RCCTX	American Funds 2040 Target Date Fund R3
1RCHTX	American Funds 2045 Target Date Fund R3	1RCITX	American Funds 2050 Target Date Fund R3
1RCMTX	American Funds Trgt Date Ret 2055 R3		

COST OF ASSETS: The original cost of the assets in each investment option as of the last day of the plan year

CURRENT VALUE: The value of all assets in each investment option as of the last day of the plan year