Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

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

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

OMB Nos. 1210-0110
1210-0089

2012

This Form is Open to Public Inspection

Part I Annual Report Identification Information

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

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

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

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

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

Part II Basic Plan Information—enter all requested information

1a Name of plan
BROCK ENTERPRISES, INC. 401(K) BENEFIT PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 01/01/1995

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

BROCK ENTERPRISES, INC.

1670 EAST CARDINAL DR.
P.O. BOX 306
BEAUMONT, TX 77705

2b Employer Identification Number (EIN)
74-1266414

2c Sponsor's telephone number
409-833-6226

2d Business code (see instructions)
238900

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/09/2013	ROGER PETERSON
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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

BROCK ENTERPRISES, INC.

1670 EAST CARDINAL DR.
P.O. BOX 306
BEAUMONT, TX 77705

3b Administrator's EIN: 74-1266414

3c Administrator's telephone number: 409-833-6226

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

a Sponsor's name

4b EIN

4c PN

5	Total number of participants at the beginning of the plan year	**5**	10582
6	Number of participants as of the end of the plan year (welfare plans complete only lines **6a, 6b, 6c,** and **6d**).		
a	Active participants	**6a**	18938
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	454
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	19392
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	19392
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	2578
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	98
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

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

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)

(1)	X	Insurance
(2)		Code section 412(e)(3) insurance contracts
(3)	X	Trust
(4)		General assets of the sponsor

9b Plan benefit arrangement (check all that apply)

(1)	X	Insurance
(2)		Code section 412(e)(3) insurance contracts
(3)	X	Trust
(4)		General assets of the sponsor

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

a Pension Schedules

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

b General Schedules

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

SCHEDULE A (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Insurance Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).

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

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

OMB No. 1210-0110

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
BROCK ENTERPRISES, INC. 401(K) BENEFIT PLAN

B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
74-1266414

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

1 Coverage Information:

(a) Name of insurance carrier

PRUDENTIAL RETIREMENT INSURANCE & ANNUITY CO.

(b) EIN	**(c)** NAIC code	**(d)** Contract or identification number	**(e)** Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	**(g)** To
06-1050034	93629	041182	19392	01/01/2012	12/31/2012

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

(a) Total amount of commissions paid	**(b)** Total amount of fees paid
0	29576

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

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

JHW FINANCIAL & INSURANCE SERVICES
4340 REDWOOD HIGHWAY
SUITE A23
SAN RAFAEL, CA 94903

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	
	29576	SERVICES TO INSURER OR PLAN	3

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

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

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

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

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

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

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

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

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

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

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

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

Part II Investment and Annuity Contract Information

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

4	Current value of plan's interest under this contract in the general account at year end	4	11960981
5	Current value of plan's interest under this contract in separate accounts at year end	5	8327176

6 Contracts With Allocated Funds:

a State the basis of premium rates ▶

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

Specify nature of costs ▶

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity

(3) ☐ other (specify) ▶

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

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

a Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee

(3) ☐ guaranteed investment (4) ☒ other ▶ GUARANTEED GENERAL ACCOUNT CONTRACT

b	Balance at the end of the previous year			7b	11914472
c	Additions: (1) Contributions deposited during the year	7c(1)	1148529		
	(2) Dividends and credits	7c(2)			
	(3) Interest credited during the year	7c(3)	249527		
	(4) Transferred from separate account	7c(4)	184764		
	(5) Other (specify below)	7c(5)	421092		
	▶ LOAN REPAYS TRANS IN MISC IN FORF CREDITS				
	(6) Total additions			7c(6)	2003912
d	Total of balance and additions (add lines **7b** and **7c(6)**).			7d	13918384
e	Deductions:				
	(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	1757245		
	(2) Administration charge made by carrier	7e(2)			
	(3) Transferred to separate account	7e(3)	16954		
	(4) Other (specify below)	7e(4)	183204		
	▶ TRANS OUT MISC OUT FORF DEBITS				
	(5) Total deductions			7e(5)	1957403
f	Balance at the end of the current year (subtract line **7e(5)** from line **7d**)			7f	11960981

Part III Welfare Benefit Contract Information

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

8 Benefit and contract type (check all applicable boxes)

a ☐ Health (other than dental or vision) **b** ☐ Dental **c** ☐ Vision **d** ☐ Life insurance

e ☐ Temporary disability (accident and sickness) **f** ☐ Long-term disability **g** ☐ Supplemental unemployment **h** ☐ Prescription drug

i ☐ Stop loss (large deductible) **j** ☐ HMO contract **k** ☐ PPO contract **l** ☐ Indemnity contract

m ☐ Other (specify) ▶

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

Specify nature of costs ▶

Part IV Provision of Information

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

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

SCHEDULE C (Form 5500)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	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.**	**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
BROCK ENTERPRISES, INC. 401(K) BENEFIT PLAN

B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
74-1266414

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).. . . . . [X] 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

PRUDENTIAL RETIREMENT INSURANCE AND

06-1050034

(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)

FINANCIAL TELESIS INC

68-0279977

(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?
33 71	NONE	0	Yes [X] No [ ]	Yes [ ] No [X]	35549	Yes [ ] No [X]

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

PRUDENTIAL RETIREMENT INSURANCE AND

06-1050034

(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?
13 15 50 64	NONE	69879	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] No [ ]

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
PRUDENTIAL RETIREMENT INSURANCE AND	15 64	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.
PRUDENTIAL RETIREMENT INSURANCE AND 06-1050034	90.000 BPS AND $0.00 PER PARTICIPANT INVESTED IN THE FUND FROM 1/1/2012 TO 12/31/2012 GUARANTEED INCOME FUND

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FINANCIAL TELESIS INC	33 71	35549

(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.
FINANCIAL TELESIS INC. 68-0279977	COMMISSIONS PAID TO TELESIS BY PRUDENTIAL INVESTMENT MANAGEM SERVICES

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

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

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

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan 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
BROCK ENTERPRISES, INC. 401(K) BENEFIT PLAN

B Three-digit plan number (PN) ▶ 001

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
BROCK ENTERPRISES, INC.

D Employer Identification Number (EIN)
74-1266414

Part I **Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)**
(Complete as many entries as needed to report all interests in DFEs)

a Name of MTIA, CCT, PSA, or 103-12 IE: CORE PLUS BOND/PIMCO

b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
06-1050034-299	P	2936350

a Name of MTIA, CCT, PSA, or 103-12 IE: MID GROWTH WESTFIELD CAP

b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
06-1050034-560	P	1320406

a Name of MTIA, CCT, PSA, or 103-12 IE: SMALL CAP BLEND/WHV FUND

b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
06-1050034-254	P	205886

a Name of MTIA, CCT, PSA, or 103-12 IE: SA/OAK EQ & INC STRAT

b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
06-1050034-307	P	1013458

a Name of MTIA, CCT, PSA, or 103-12 IE: DRYDEN S & P 500 INDEX FUND

b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
06-1050034-123	P	1707594

a Name of MTIA, CCT, PSA, or 103-12 IE: LARGE CAP BLEND/VICTORY

b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
06-1050034-177	P	1143482

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

Part II Information on Participating Plans (to be completed by DFEs)

(Complete as many entries as needed to report all participating plans)

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

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
BROCK ENTERPRISES, INC. 401(K) BENEFIT PLAN

B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
74-1266414

Part I Asset and Liability Statement

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	45469	0
(2) Participant contributions	1b(2)	4682	0
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	192334	117131
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)	7248025	8327176
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	21966627	24680587
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)	11914472	11960981
(15) Other	1c(15)		

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	41371609	45085875
Liabilities			
g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j	421827	489433
k Total liabilities (add all amounts in lines 1g through1j)	1k	421827	489433
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	40949782	44596442

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)	512442	
(B) Participants	2a(1)(B)	3825470	
(C) Others (including rollovers)	2a(1)(C)	189357	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		4527269
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	13307	
(F) Other	2b(1)(F)	249524	
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		262831
(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	312842	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		312842
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(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)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		988247
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		3151441
c Other income	2c		20591
d Total income. Add all **income** amounts in column (b) and enter total	2d		9263221
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	5132646	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines **2e(1)** through **(3)**	2e(4)		5132646
f Corrective distributions (see instructions)	2f		411728
g Certain deemed distributions of participant loans (see instructions)	2g		637
h Interest expense	2h		
i Administrative expenses: **(1)** Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	71550	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		71550
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		5616561
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		3646660
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: WHITLEY PENN LLP **(2)** EIN: 75-2393478

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:

		Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	4a		X	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	4b		X	

			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.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		3000000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n			

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

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

A Name of plan
BROCK ENTERPRISES, INC. 401(K) BENEFIT PLAN

B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
74-1266414

Part I Distributions

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

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

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

EIN(s): 22-1211670

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

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

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

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

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

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

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

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

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

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

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

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

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

Part III Amendments

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

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

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

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

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

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

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

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

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

BROCK ENTERPRISES, INC.
401(k) BENEFIT PLAN

FINANCIAL STATEMENTS
AND SUPPLEMENTAL SCHEDULE

Years Ended December 31, 2012 and 2011
with Report of Independent Auditors

BROCK ENTERPRISES, INC.
401(k) BENEFIT PLAN

FINANCIAL STATEMENTS
AND SUPPLEMENTAL SCHEDULE

Years Ended December 31, 2012 and 2011

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NOTE: All other schedules required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted since they are either not applicable or the information required therein has been included in the financial statements or notes thereto.

whitleypenn

Fort Worth Office
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Suite 400
Fort Worth, Texas 76102
817.259.9100 Main

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REPORT OF INDEPENDENT AUDITORS

To the Plan Administrator and the Investment Committee of the
Brock Enterprises, Inc. 401(k) Benefit Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the Brock Enterprises, Inc. 401(k) Benefit Plan, which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statements of changes in net assets available for benefits for the years then ended, 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 investment information, which was certified by Prudential Bank & Trust Company, F.S.B., the trustee, except for comparing the 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 a certification from the trustee as of and for the years ended December 31, 2012 and 2011, that the information provided to the plan administrator by the trustee 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

We were engaged for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedule of Form 5500, Schedule H, Line 4i – Schedule of Assets (Held at End of Year), which is the responsibility of Plan management, is presented for the purpose 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. 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 schedule 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 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.



Fort Worth, Texas
September 5, 2013

BROCK ENTERPRISES, INC. 401(k) BENEFIT PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

	December 31, 2012	December 31, 2011
Assets		
Investments, at fair value:		
Shares of registered investment companies:		
Mutual funds	$ 24,680,587	$ 21,966,627
Insurance company general account	11,960,981	11,914,472
Pooled separate accounts	8,327,176	7,248,025
Total investments at fair value	44,968,744	41,129,124
Receivables:		
Participant contributions	-	4,682
Employer contributions	-	45,469
Notes receivable from participants	117,131	192,334
Total receivables	117,131	242,485
Total assets	45,085,875	41,371,609
Liabilities		
Excess contributions payable	489,433	421,827
Net assets available for benefits	$ 44,596,442	$ 40,949,782

See accompanying notes to financial statements.

BROCK ENTERPRISES, INC. 401(k) BENEFIT PLAN

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

	Year Ended December 31, 2012	2011
Additions to Net Assets		
Investment income (loss):		
Net realized and unrealized gains (losses) on investments	$ 4,139,688	$ (1,566,252)
Interest and dividends	582,957	582,826
Total investment income (loss)	4,722,645	(983,426)
Contributions:		
Participant	3,825,470	4,035,320
Employer	512,442	200,095
Rollover	189,357	234,183
Total contributions	4,527,269	4,469,598
Interest on notes receivables from participants	13,307	21,572
Total additions to net assets	9,263,221	3,507,744
Deductions from Net Assets		
Benefits paid to participants	5,545,011	5,794,068
Administrative expenses	71,550	97,682
Total deductions from net assets	5,616,561	5,891,750
Net increase (decrease) in net assets available for benefits	3,646,660	(2,384,006)
Net assets available for benefits at beginning of year	40,949,782	43,333,788
Net assets available for benefits at end of year	$ 44,596,442	$ 40,949,782

See accompanying notes to financial statements.

BROCK ENTERPRISES, INC. 401(k) BENEFIT PLAN

NOTES TO FINANCIAL STATEMENTS

December 31, 2012 and 2011

A. Description of the Plan

General

The following brief description of the Brock Enterprises, Inc. 401(k) Benefit Plan (the "Plan") is provided for general information purposes only. The Plan is sponsored by Brock Enterprises, Inc. (the "Company"). Participants should refer to the Plan Document for more complete information. The Company's corporate offices are located in Beaumont, Texas.

The Plan was effective January 1, 1995, restated effective July 1, 2011 and April 1, 2012 and is a defined contribution plan available to all employees of the Company as well as related employers, who have adopted the provisions of the Plan, who have completed one year of service and at least 1,000 hours of service. Effective April 1, 2012, the Plan was amended to allow participants to enter the Plan sixty days after the first day of employment. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

The purpose of the Plan is to encourage the Company's employees to save and invest, systematically, a portion of their current compensation so that they and their families may have a source of additional income upon their retirement, or in the event of death.

Contributions

Participants may contribute up to 100% of pre-tax annual compensation, as defined by the Plan. Contributions to the Plan are subject to limitations on annual additions and other limitations imposed by the Internal Revenue Code (the "Code") as defined in the Plan Document. Eligible participants may make a rollover contribution to the Plan.

Participants who are eligible to make salary deferral contributions under the Plan and who have attained age 50 before the close of the year may make catch-up contributions in accordance with, and subject to the limitations imposed by the Code.

The Company may make discretionary matching contributions to the Plan as determined annually by its management. Participants must be: (1) employed on the last day of the year, and complete 1,000 hours of service during the year; or, (2) have died, retired or suffered disability during such year to be eligible to receive discretionary matching contributions. During 2011, the Company made discretionary matching contributions equal to 25% up to 3% of participant contributions. Effective April 1, 2012, the Company matching contributions are no longer discretionary and are based on a participant's compensation as an elective deferral. For the period from April 1, 2012 through December 31, 2012, the Company made matching contributions at a rate of 25% up to 4% of participant contributions.

A. Description of the Plan – continued

Participant Accounts

Each participant's account is credited with the participant's contributions and allocations of the Company's contribution and Plan earnings. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's account.

Vesting

Participants are immediately vested in their voluntary contributions plus actual earnings thereon. Vesting in the Company contribution portion of accounts, plus actual earnings thereon is as follows:

Years of Service	Vested Percentage
Less than 2 years	0%
2 years	25%
3 years	50%
4 years	75%
5 years	100%

In the event of disability, early retirement, or death, the participant will become fully vested.

Notes Receivable from Participants

Prior to January 1, 2009, participants were permitted to borrow from their accounts a minimum of $500 up to a maximum amount equal to the lesser of $50,000 or 50% of their account balance. Loan terms range up to five years or longer for the purchase of a primary residence. Any loan not repaid within the loan term will be considered in default and will become a taxable distribution to the participant. The loans are secured by the balance in the participant's account and bear interest at a rate commensurate with local prevailing rates as determined by the Company. As of December 31, 2012, interest rates range from 4.00% to 9.25% and the loans mature on dates ranging from 2013 to 2038. Principal and interest is paid ratably through payroll deductions. Beginning January 1, 2009 the Plan no longer permits loans.

Benefit Payments

Participants withdrawing during the year for reasons of service or disability, retirement, death, or termination are entitled to their vested account balance. Benefits are distributed in the form of rollovers or lump sum payments. If withdrawing participants are not entitled to their entire account balance, the amounts not received are forfeited.

A. Description of the Plan – continued

Benefit Payments – continued

A participant may receive a hardship distribution from salary reduction contributions if the distribution is: (1) on account of uninsured medical expenses incurred by the participant, their spouse or dependents; (2) to purchase (excluding mortgage payments) a principal residence of the participant; (3) for the payment of post-secondary tuition expenses; (4) needed to prevent eviction of the participant from their principal residence or foreclosure upon the mortgage of the participant's principal residence; (5) burial or funeral expenses for the participant's deceased parent, spouse, children, primary beneficiary, or dependents; or (6) casualty losses to the participant's principal residence.

Forfeitures

Forfeited balances of terminated participants' non-vested accounts are used to offset Plan expenses, offset employer matching contributions, and offset non-elective contributions for the year. Participants forfeited approximately $115,000 and $168,000, respectively, of non-vested account balances during the years ended December 31, 2012 and 2011. In 2012 and 2011, the plan expenses were reduced by forfeited balances of approximately $52,000 and $75,000, respectively. The Company used approximately $46,000 and $322,000 in forfeitures to reduce Company contributions during the years ended December 31, 2012 and 2011, respectively. Unallocated forfeitures as of December 31, 2012 and 2011 were approximately $42,000 and $25,000, respectively.

Investment Options

Upon enrollment in the Plan, a participant may direct their salary deferrals and any matching contributions in 1% increments into any of the Plan's investment options.

Plan Expenses

Employees of the Company perform certain administrative functions with no compensation from the Plan. In accordance with the Plan provisions, the Company pays costs relating to asset charges at the Company's discretion. Administrative expenses that are paid by the Plan are reflected in the accompanying financial statements.

B. Summary of Significant Accounting Policies

Basis of Accounting

The financial statements of the Plan are presented on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America ("GAAP").

B. Summary of Significant Accounting Policies – continued

Use of Estimates

The preparation of the financial statements in conformity with GAAP requires the Plan Administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results may differ from these estimates.

Contributions

Contributions from the Company and participants are accrued as they become obligations of the Company, as determined by the Plan's Administrator, and in the period in which they are deducted, in accordance with salary deferral agreements.

Investment Valuation and Income

The investments of the Plan are stated at fair value as of the end of the year and are subject to market or credit risks customarily associated with equity investments. Fair value measurements are determined in accordance with Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") Topic No. 820, *Fair Value Measurement*, which defines fair value, establishes a framework for measuring fair value, and expands disclosures about assets and liabilities measured at fair value. See Note D for information related to the Plan's valuation methodologies under FASB ASC Topic No. 820.

Investment gains and losses are accounted for using the average cost basis of the securities sold. The net realized and unrealized gains and losses on investments include realized gains and losses on sales of investments during the year and unrealized increases or decreases in the market value of investments held at year end. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

Notes Receivable from Participants

Notes receivable from participants are recorded at the unpaid principal balance.

Fully Benefit-Responsive Investment Contracts

The insurance company general account is a guaranteed income account based on insurance contracts and is credited with Plan contributions and earnings on the underlying investments, and charged for Plan withdrawals and administrative expenses charged by Prudential Retirement Insurance and Annuity Company ("Prudential"). The Plan's general account is fully benefit-responsive. For this reason the Statement of Net Assets Available for Benefits normally includes an adjustment to the general account from fair value to contract value. However, the adjustment for 2012 and 2011 was zero, as the contract value equals the fair value.

B. Summary of Significant Accounting Policies – continued

Fully Benefit-Responsive Investment Contracts – continued

The average yield earned by the underlying investments and the actual interest credited to the participants in 2012 and 2011 was 2.05% and 2.55%, respectively. The crediting interest rate is determined semi-annually by Prudential and the minimum crediting rate under the contract is 1.50%. Principal and interest in the general account are guaranteed against loss by Prudential. Circumstances that would limit a participant's ability to transact with the fund are not considered probable of occurring. Under no circumstances are the participant accounts in the general account settled at amounts other than contract value.

Payment of Benefits

Benefits are recorded when paid.

C. Investments

Investments that represent 5% or more of net assets available for benefits at December 31 are as follows:

	2012
Prudential Guaranteed Income Fund	$ 11,960,981
American Funds Growth Fund of America	4,399,762
Prudential Core Plus Bond	2,936,350
T. Rowe Price Retirement 2025	2,737,988
T. Rowe Price Retirement 2035	2,594,255
American Funds Capital World Growth Fund	2,423,926
Eaton Vance Large Cap Value Fund	2,255,985

	2011
Prudential Guaranteed Income Fund	$ 11,914,472
American Funds Growth Fund of America	3,869,944
Prudential Core Plus Bond	2,524,371
T. Rowe Price Retirement 2025	2,333,653
Eaton Vance Large Cap Value Fund	2,266,624
T. Rowe Price Retirement 2035	2,226,406
American Funds Capital World Growth Fund	2,137,612

C. Investments – continued

The Plan's net realized and unrealized gains (losses) on investments were comprised of the following as of December 31:

	2012	2011
Mutual funds	$ 3,151,441	$ (1,381,749)
Pooled separate accounts	988,247	(184,503)
Net realized and unrealized gains (losses) on investments	$ 4,139,688	$ (1,566,252)

D. Fair Value Measurements

FASB ASC Topic No. 820 defines fair value as 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 and establishes a three-tier hierarchy that is used to identify assets and liabilities measured at fair value. The hierarchy focuses on the inputs used to measure fair value and requires that the lowest level input be used. The three levels defined in FASB ASC Topic No. 820 are as follows:

- Level 1 — observable inputs that are based upon quoted market prices for identical assets or liabilities within active markets.

- Level 2 — observable inputs other than Level 1 that are based upon quoted market prices for similar assets or liabilities, based upon quoted prices within inactive markets, or inputs other than quoted market prices that are observable through market data for substantially the full term of the asset or liability.

- Level 3 — inputs that are unobservable for the particular asset or liability due to little or no market activity and are significant to the fair value of the asset or liability. These inputs reflect assumptions that market participants would use when valuing the particular asset or liability.

FASB ASC Topic No. 820 requires that the financial statements describe the methodologies used to measure the fair value of assets and liabilities. Management has described below the methodology used to measure each major category of investments. There have been no changes in the methodologies used at December 31, 2012 and 2011.

- Mutual funds are measured using quoted market prices available on an active market and classified within Level 1 of the valuation hierarchy.

D. Fair Value Measurements – continued

- Pooled separate accounts are valued using the accumulation of numerous mutual funds and other investments whose values are determined by quoted markets, which approximates fair value and are classified within Level 2 of the valuation hierarchy.

- The insurance company general account is valued using reports provided by the Plan's third party trustee, audited financial statements of the fund, and transaction prices before and after the end of the year and is classified within Level 2 of the valuation hierarchy.

The following table details the Plan's investments at fair value by level, within the fair value hierarchy, as of December 31, 2012 and 2011. The Plan has no investments classified within Level 3 of the valuation hierarchy.

	December 31, 2012		
	Level 1	Level 2	Total
Mutual funds:			
Large value	$ 2,255,985	$ -	$ 2,255,985
Large blend	4,171,591	-	4,171,591
Large growth	13,358,840	-	13,358,840
Medium value	1,531,839	-	1,531,839
Medium growth	807,180	-	807,180
Small value	409,999	-	409,999
Small growth	1,463,408	-	1,463,408
Intermediate government fund	681,745	-	681,745
Insurance company general account	-	11,960,981	11,960,981
Pooled separate accounts:			
Large blend	-	2,851,076	2,851,076
Balanced	-	1,013,458	1,013,458
Fixed income	-	2,936,350	2,936,350
Medium growth	-	1,320,406	1,320,406
Small value	-	205,886	205,886
Total investments at fair value	$ 24,680,587	$ 20,288,157	$ 44,968,744

D. Fair Value Measurements – continued

	December 31, 2011		
	Level 1	Level 2	Total
Mutual funds:			
Large value	$ 2,266,624	$ -	$ 2,266,624
Large blend	3,566,766	-	3,566,766
Large growth	11,532,294	-	11,532,294
Medium value	1,367,389	-	1,367,389
Medium growth	667,935	-	667,935
Small value	403,122	-	403,122
Small growth	1,337,869	-	1,337,869
Intermediate government fund	824,628	-	824,628
Insurance company general account	-	11,914,472	11,914,472
Pooled separate accounts:			
Large blend	-	2,478,917	2,478,917
Balanced	-	863,818	863,818
Fixed income	-	2,524,371	2,524,371
Medium growth	-	1,179,430	1,179,430
Small value	-	201,489	201,489
Total investments at fair value	$ 21,966,627	$ 19,162,497	$ 41,129,124

E. Information Certified by the Trustee

The Plan Administrator elected the method of compliance 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 limited auditing procedures with respect to the investment information certified by the trustee, Prudential Bank and Trust Company, F.S.B., which included total investments as of December 31, 2012 and 2011, the total investment income for the years ended December 31, 2012 and 2011, and all information included in the supplemental schedule H, line 4i – schedule of assets (held at end of year).

F. Tax Status

The Plan has adopted the Prudential Retirement Prototype Plan, which has received a favorable opinion letter dated March 31, 2008. This opinion letter states that the form of the prototype plan is acceptable under Section 401 of the Code. The Company may rely on this letter with respect to the qualification of the Plan under Code Section 401(a) with certain limitations. The Plan has been amended since receiving the opinion letter. However, the Plan Sponsor believes that the Plan is being operated in compliance with the applicable requirements of the Code and, therefore, believes that the Plan was qualified and the related trust was tax-exempt as of the financial statement date. 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 Internal Revenue Service. The plan administrator has analyzed the tax positions taken by the Plan and has concluded that as of December 31, 2012, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan Administrator believes the Plan is no longer subject to income tax examination for years prior to 2009.

G. Excess Contributions Payable

The Code attempts to ensure that the tax advantages of the Plan are shared proportionally by employees at all levels of income. The amounts accrued as excess contributions payable as of December 31, 2012 and 2011 represent contributions exceeding the allowed limits for certain participants which are refunded to them subsequent to the end of the Plan year.

H. Parties-in-Interest Transactions

Party-in-interest transactions include those with fiduciaries or employees of the Plan, any person who provides services to the Plan, an employer whose employees are covered by the Plan, an employee organization whose members are covered by the Plan, a person who owns 50% or more of such an employer or employee organization, or relatives of such persons.

The Plan invested in shares of pooled separate accounts and an insurance company general account managed by Prudential Bank and Trust Company, F.S.B. Prudential Bank and Trust Company, F.S.B. acts as trustee for only those investments as defined by the Plan. Transactions in such investments qualify as party-in-interest transactions, which are exempt from the prohibited transaction rules.

I. Plan Termination

Although it has not expressed any intention to do so, the Company has the right under the Plan to terminate the Plan subject to the provisions set forth in ERISA. In the event the Plan terminates, all amounts credited to participant's accounts will become 100% vested.

J. Subsequent Events

In preparing the accompanying financial statements, management of the Plan has evaluated all subsequent events and transactions for potential recognition or disclosure through September 5, 2013, the date the financial statements were available for issuance.

SUPPLEMENTAL SCHEDULE

BROCK ENTERPRISES, INC. 401(k) BENEFIT PLAN

FORM 5500, SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

December 31, 2012

EIN: 74-1266414
Plan #: 001

(a)	(b) Identity of issuer, borrower, lessor or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current Value
*	Prudential Retirement	Guaranteed Income Fund	**	$ 11,960,981
	American Funds	Growth Fund of America	**	4,399,762
*	Prudential Retirement	Core Plus Bond	**	2,936,350
	T. Rowe Price	T. Rowe Price Retirement 2025	**	2,737,988
	T. Rowe Price	T. Rowe Price Retirement 2035	**	2,594,255
	American Funds	Capital World Growth Fund	**	2,423,926
	Eaton Vance Funds	Large Cap Value Fund	**	2,255,985
*	Prudential Retirement	Dryden S&P 500 Index Fund	**	1,707,594
	T. Rowe Price	T. Rowe Price Retirement 2045	**	1,599,132
	Columbia	Columbia Mid Cap Value A Fund	**	1,531,839
	Wells Fargo Advantage	Wells Fargo Advantage Emerging Growth	**	1,463,408
*	Prudential Retirement	Mid Growth Westfield Cap Fund	**	1,320,406
*	Prudential Retirement	Large Cap Blend/Victory Fund	**	1,143,482
	T. Rowe Price	T. Rowe Price Retirement 2015	**	1,033,489
	American Funds	American Funds EuroPacific	**	1,017,522
*	Prudential Retirement	SA/Oak Equity and Income Strategy Fund	**	1,013,458
	Columbia	Columbia Acorn International Fund	**	807,180
	American Funds	American Fund US Government	**	681,745
	T. Rowe Price	T. Rowe Price Funds	**	561,423
	Allianz Funds	Allianz NFJ Small Cap Value Fund	**	409,999
	T. Rowe Price	T. Rowe Price Retirement 2020	**	389,691
	T. Rowe Price	T. Rowe Price Retirement 2040	**	323,608
	T. Rowe Price	T. Rowe Price Retirement 2030	**	296,882
*	Prudential Retirement	Small Cap Blend Fund	**	205,886
	T. Rowe Price	T. Rowe Price Retirement 2010	**	152,753
*	Participant loans	Interest rates ranging from 4.00% to 9.25% with various due dates	-0-	117,131
				$45,085,875

* A party-in interest as defined by ERISA

** Cost omitted for participant directed investments

BROCK ENTERPRISES, INC.
401(k) BENEFIT PLAN

FINANCIAL STATEMENTS
AND SUPPLEMENTAL SCHEDULE

Years Ended December 31, 2012 and 2011
with Report of Independent Auditors

BROCK ENTERPRISES, INC.
401(k) BENEFIT PLAN

FINANCIAL STATEMENTS
AND SUPPLEMENTAL SCHEDULE

Years Ended December 31, 2012 and 2011

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NOTE: All other schedules required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted since they are either not applicable or the information required therein has been included in the financial statements or notes thereto.

whitleypenn

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REPORT OF INDEPENDENT AUDITORS

To the Plan Administrator and the Investment Committee of the
Brock Enterprises, Inc. 401(k) Benefit Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the Brock Enterprises, Inc. 401(k) Benefit Plan, which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statements of changes in net assets available for benefits for the years then ended, 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 investment information, which was certified by Prudential Bank & Trust Company, F.S.B., the trustee, except for comparing the 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 a certification from the trustee as of and for the years ended December 31, 2012 and 2011, that the information provided to the plan administrator by the trustee 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

We were engaged for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedule of Form 5500, Schedule H, Line 4i – Schedule of Assets (Held at End of Year), which is the responsibility of Plan management, is presented for the purpose 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. 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 schedule 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 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.



Fort Worth, Texas
September 5, 2013

BROCK ENTERPRISES, INC. 401(k) BENEFIT PLAN

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	December 31, 2012	December 31, 2011
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Employer contributions	-	45,469
Notes receivable from participants	117,131	192,334
Total receivables	117,131	242,485
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Excess contributions payable	489,433	421,827
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	Year Ended December 31, 2012	2011
Additions to Net Assets		
Investment income (loss):		
Net realized and unrealized gains (losses) on investments	$ 4,139,688	$ (1,566,252)
Interest and dividends	582,957	582,826
Total investment income (loss)	4,722,645	(983,426)
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Employer	512,442	200,095
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Total additions to net assets	9,263,221	3,507,744
Deductions from Net Assets		
Benefits paid to participants	5,545,011	5,794,068
Administrative expenses	71,550	97,682
Total deductions from net assets	5,616,561	5,891,750
Net increase (decrease) in net assets available for benefits	3,646,660	(2,384,006)
Net assets available for benefits at beginning of year	40,949,782	43,333,788
Net assets available for benefits at end of year	$ 44,596,442	$ 40,949,782

See accompanying notes to financial statements.

BROCK ENTERPRISES, INC. 401(k) BENEFIT PLAN

NOTES TO FINANCIAL STATEMENTS

December 31, 2012 and 2011

A. Description of the Plan

General

The following brief description of the Brock Enterprises, Inc. 401(k) Benefit Plan (the "Plan") is provided for general information purposes only. The Plan is sponsored by Brock Enterprises, Inc. (the "Company"). Participants should refer to the Plan Document for more complete information. The Company's corporate offices are located in Beaumont, Texas.

The Plan was effective January 1, 1995, restated effective July 1, 2011 and April 1, 2012 and is a defined contribution plan available to all employees of the Company as well as related employers, who have adopted the provisions of the Plan, who have completed one year of service and at least 1,000 hours of service. Effective April 1, 2012, the Plan was amended to allow participants to enter the Plan sixty days after the first day of employment. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

The purpose of the Plan is to encourage the Company's employees to save and invest, systematically, a portion of their current compensation so that they and their families may have a source of additional income upon their retirement, or in the event of death.

Contributions

Participants may contribute up to 100% of pre-tax annual compensation, as defined by the Plan. Contributions to the Plan are subject to limitations on annual additions and other limitations imposed by the Internal Revenue Code (the "Code") as defined in the Plan Document. Eligible participants may make a rollover contribution to the Plan.

Participants who are eligible to make salary deferral contributions under the Plan and who have attained age 50 before the close of the year may make catch-up contributions in accordance with, and subject to the limitations imposed by the Code.

The Company may make discretionary matching contributions to the Plan as determined annually by its management. Participants must be: (1) employed on the last day of the year, and complete 1,000 hours of service during the year; or, (2) have died, retired or suffered disability during such year to be eligible to receive discretionary matching contributions. During 2011, the Company made discretionary matching contributions equal to 25% up to 3% of participant contributions. Effective April 1, 2012, the Company matching contributions are no longer discretionary and are based on a participant's compensation as an elective deferral. For the period from April 1, 2012 through December 31, 2012, the Company made matching contributions at a rate of 25% up to 4% of participant contributions.

A. Description of the Plan – continued

Participant Accounts

Each participant's account is credited with the participant's contributions and allocations of the Company's contribution and Plan earnings. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's account.

Vesting

Participants are immediately vested in their voluntary contributions plus actual earnings thereon. Vesting in the Company contribution portion of accounts, plus actual earnings thereon is as follows:

Years of Service	Vested Percentage
Less than 2 years	0%
2 years	25%
3 years	50%
4 years	75%
5 years	100%

In the event of disability, early retirement, or death, the participant will become fully vested.

Notes Receivable from Participants

Prior to January 1, 2009, participants were permitted to borrow from their accounts a minimum of $500 up to a maximum amount equal to the lesser of $50,000 or 50% of their account balance. Loan terms range up to five years or longer for the purchase of a primary residence. Any loan not repaid within the loan term will be considered in default and will become a taxable distribution to the participant. The loans are secured by the balance in the participant's account and bear interest at a rate commensurate with local prevailing rates as determined by the Company. As of December 31, 2012, interest rates range from 4.00% to 9.25% and the loans mature on dates ranging from 2013 to 2038. Principal and interest is paid ratably through payroll deductions. Beginning January 1, 2009 the Plan no longer permits loans.

Benefit Payments

Participants withdrawing during the year for reasons of service or disability, retirement, death, or termination are entitled to their vested account balance. Benefits are distributed in the form of rollovers or lump sum payments. If withdrawing participants are not entitled to their entire account balance, the amounts not received are forfeited.

A. Description of the Plan – continued

Benefit Payments – continued

A participant may receive a hardship distribution from salary reduction contributions if the distribution is: (1) on account of uninsured medical expenses incurred by the participant, their spouse or dependents; (2) to purchase (excluding mortgage payments) a principal residence of the participant; (3) for the payment of post-secondary tuition expenses; (4) needed to prevent eviction of the participant from their principal residence or foreclosure upon the mortgage of the participant's principal residence; (5) burial or funeral expenses for the participant's deceased parent, spouse, children, primary beneficiary, or dependents; or (6) casualty losses to the participant's principal residence.

Forfeitures

Forfeited balances of terminated participants' non-vested accounts are used to offset Plan expenses, offset employer matching contributions, and offset non-elective contributions for the year. Participants forfeited approximately $115,000 and $168,000, respectively, of non-vested account balances during the years ended December 31, 2012 and 2011. In 2012 and 2011, the plan expenses were reduced by forfeited balances of approximately $52,000 and $75,000, respectively. The Company used approximately $46,000 and $322,000 in forfeitures to reduce Company contributions during the years ended December 31, 2012 and 2011, respectively. Unallocated forfeitures as of December 31, 2012 and 2011 were approximately $42,000 and $25,000, respectively.

Investment Options

Upon enrollment in the Plan, a participant may direct their salary deferrals and any matching contributions in 1% increments into any of the Plan's investment options.

Plan Expenses

Employees of the Company perform certain administrative functions with no compensation from the Plan. In accordance with the Plan provisions, the Company pays costs relating to asset charges at the Company's discretion. Administrative expenses that are paid by the Plan are reflected in the accompanying financial statements.

B. Summary of Significant Accounting Policies

Basis of Accounting

The financial statements of the Plan are presented on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America ("GAAP").

B. Summary of Significant Accounting Policies – continued

Use of Estimates

The preparation of the financial statements in conformity with GAAP requires the Plan Administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results may differ from these estimates.

Contributions

Contributions from the Company and participants are accrued as they become obligations of the Company, as determined by the Plan's Administrator, and in the period in which they are deducted, in accordance with salary deferral agreements.

Investment Valuation and Income

The investments of the Plan are stated at fair value as of the end of the year and are subject to market or credit risks customarily associated with equity investments. Fair value measurements are determined in accordance with Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") Topic No. 820, *Fair Value Measurement*, which defines fair value, establishes a framework for measuring fair value, and expands disclosures about assets and liabilities measured at fair value. See Note D for information related to the Plan's valuation methodologies under FASB ASC Topic No. 820.

Investment gains and losses are accounted for using the average cost basis of the securities sold. The net realized and unrealized gains and losses on investments include realized gains and losses on sales of investments during the year and unrealized increases or decreases in the market value of investments held at year end. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

Notes Receivable from Participants

Notes receivable from participants are recorded at the unpaid principal balance.

Fully Benefit-Responsive Investment Contracts

The insurance company general account is a guaranteed income account based on insurance contracts and is credited with Plan contributions and earnings on the underlying investments, and charged for Plan withdrawals and administrative expenses charged by Prudential Retirement Insurance and Annuity Company ("Prudential"). The Plan's general account is fully benefit-responsive. For this reason the Statement of Net Assets Available for Benefits normally includes an adjustment to the general account from fair value to contract value. However, the adjustment for 2012 and 2011 was zero, as the contract value equals the fair value.

B. Summary of Significant Accounting Policies – continued

Fully Benefit-Responsive Investment Contracts – continued

The average yield earned by the underlying investments and the actual interest credited to the participants in 2012 and 2011 was 2.05% and 2.55%, respectively. The crediting interest rate is determined semi-annually by Prudential and the minimum crediting rate under the contract is 1.50%. Principal and interest in the general account are guaranteed against loss by Prudential. Circumstances that would limit a participant's ability to transact with the fund are not considered probable of occurring. Under no circumstances are the participant accounts in the general account settled at amounts other than contract value.

Payment of Benefits

Benefits are recorded when paid.

C. Investments

Investments that represent 5% or more of net assets available for benefits at December 31 are as follows:

	2012
Prudential Guaranteed Income Fund	$ 11,960,981
American Funds Growth Fund of America	4,399,762
Prudential Core Plus Bond	2,936,350
T. Rowe Price Retirement 2025	2,737,988
T. Rowe Price Retirement 2035	2,594,255
American Funds Capital World Growth Fund	2,423,926
Eaton Vance Large Cap Value Fund	2,255,985

	2011
Prudential Guaranteed Income Fund	$ 11,914,472
American Funds Growth Fund of America	3,869,944
Prudential Core Plus Bond	2,524,371
T. Rowe Price Retirement 2025	2,333,653
Eaton Vance Large Cap Value Fund	2,266,624
T. Rowe Price Retirement 2035	2,226,406
American Funds Capital World Growth Fund	2,137,612

C. Investments – continued

The Plan's net realized and unrealized gains (losses) on investments were comprised of the following as of December 31:

	2012	2011
Mutual funds	$ 3,151,441	$ (1,381,749)
Pooled separate accounts	988,247	(184,503)
Net realized and unrealized gains (losses) on investments	$ 4,139,688	$ (1,566,252)

D. Fair Value Measurements

FASB ASC Topic No. 820 defines fair value as 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 and establishes a three-tier hierarchy that is used to identify assets and liabilities measured at fair value. The hierarchy focuses on the inputs used to measure fair value and requires that the lowest level input be used. The three levels defined in FASB ASC Topic No. 820 are as follows:

- Level 1 — observable inputs that are based upon quoted market prices for identical assets or liabilities within active markets.

- Level 2 — observable inputs other than Level 1 that are based upon quoted market prices for similar assets or liabilities, based upon quoted prices within inactive markets, or inputs other than quoted market prices that are observable through market data for substantially the full term of the asset or liability.

- Level 3 — inputs that are unobservable for the particular asset or liability due to little or no market activity and are significant to the fair value of the asset or liability. These inputs reflect assumptions that market participants would use when valuing the particular asset or liability.

FASB ASC Topic No. 820 requires that the financial statements describe the methodologies used to measure the fair value of assets and liabilities. Management has described below the methodology used to measure each major category of investments. There have been no changes in the methodologies used at December 31, 2012 and 2011.

- Mutual funds are measured using quoted market prices available on an active market and classified within Level 1 of the valuation hierarchy.

D. Fair Value Measurements – continued

- Pooled separate accounts are valued using the accumulation of numerous mutual funds and other investments whose values are determined by quoted markets, which approximates fair value and are classified within Level 2 of the valuation hierarchy.

- The insurance company general account is valued using reports provided by the Plan's third party trustee, audited financial statements of the fund, and transaction prices before and after the end of the year and is classified within Level 2 of the valuation hierarchy.

The following table details the Plan's investments at fair value by level, within the fair value hierarchy, as of December 31, 2012 and 2011. The Plan has no investments classified within Level 3 of the valuation hierarchy.

	December 31, 2012		
	Level 1	Level 2	Total
Mutual funds:			
Large value	$ 2,255,985	$ -	$ 2,255,985
Large blend	4,171,591	-	4,171,591
Large growth	13,358,840	-	13,358,840
Medium value	1,531,839	-	1,531,839
Medium growth	807,180	-	807,180
Small value	409,999	-	409,999
Small growth	1,463,408	-	1,463,408
Intermediate government fund	681,745	-	681,745
Insurance company general account	-	11,960,981	11,960,981
Pooled separate accounts:			
Large blend	-	2,851,076	2,851,076
Balanced	-	1,013,458	1,013,458
Fixed income	-	2,936,350	2,936,350
Medium growth	-	1,320,406	1,320,406
Small value	-	205,886	205,886
Total investments at fair value	$ 24,680,587	$ 20,288,157	$ 44,968,744

D. Fair Value Measurements – continued

	December 31, 2011		
	Level 1	Level 2	Total
Mutual funds:			
Large value	$ 2,266,624	$ -	$ 2,266,624
Large blend	3,566,766	-	3,566,766
Large growth	11,532,294	-	11,532,294
Medium value	1,367,389	-	1,367,389
Medium growth	667,935	-	667,935
Small value	403,122	-	403,122
Small growth	1,337,869	-	1,337,869
Intermediate government fund	824,628	-	824,628
Insurance company general account	-	11,914,472	11,914,472
Pooled separate accounts:			
Large blend	-	2,478,917	2,478,917
Balanced	-	863,818	863,818
Fixed income	-	2,524,371	2,524,371
Medium growth	-	1,179,430	1,179,430
Small value	-	201,489	201,489
Total investments at fair value	$ 21,966,627	$ 19,162,497	$ 41,129,124

E. Information Certified by the Trustee

The Plan Administrator elected the method of compliance 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 limited auditing procedures with respect to the investment information certified by the trustee, Prudential Bank and Trust Company, F.S.B., which included total investments as of December 31, 2012 and 2011, the total investment income for the years ended December 31, 2012 and 2011, and all information included in the supplemental schedule H, line 4i – schedule of assets (held at end of year).

F. Tax Status

The Plan has adopted the Prudential Retirement Prototype Plan, which has received a favorable opinion letter dated March 31, 2008. This opinion letter states that the form of the prototype plan is acceptable under Section 401 of the Code. The Company may rely on this letter with respect to the qualification of the Plan under Code Section 401(a) with certain limitations. The Plan has been amended since receiving the opinion letter. However, the Plan Sponsor believes that the Plan is being operated in compliance with the applicable requirements of the Code and, therefore, believes that the Plan was qualified and the related trust was tax-exempt as of the financial statement date. 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 Internal Revenue Service. The plan administrator has analyzed the tax positions taken by the Plan and has concluded that as of December 31, 2012, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan Administrator believes the Plan is no longer subject to income tax examination for years prior to 2009.

G. Excess Contributions Payable

The Code attempts to ensure that the tax advantages of the Plan are shared proportionally by employees at all levels of income. The amounts accrued as excess contributions payable as of December 31, 2012 and 2011 represent contributions exceeding the allowed limits for certain participants which are refunded to them subsequent to the end of the Plan year.

H. Parties-in-Interest Transactions

Party-in-interest transactions include those with fiduciaries or employees of the Plan, any person who provides services to the Plan, an employer whose employees are covered by the Plan, an employee organization whose members are covered by the Plan, a person who owns 50% or more of such an employer or employee organization, or relatives of such persons.

The Plan invested in shares of pooled separate accounts and an insurance company general account managed by Prudential Bank and Trust Company, F.S.B. Prudential Bank and Trust Company, F.S.B. acts as trustee for only those investments as defined by the Plan. Transactions in such investments qualify as party-in-interest transactions, which are exempt from the prohibited transaction rules.

I. Plan Termination

Although it has not expressed any intention to do so, the Company has the right under the Plan to terminate the Plan subject to the provisions set forth in ERISA. In the event the Plan terminates, all amounts credited to participant's accounts will become 100% vested.

J. Subsequent Events

In preparing the accompanying financial statements, management of the Plan has evaluated all subsequent events and transactions for potential recognition or disclosure through September 5, 2013, the date the financial statements were available for issuance.

SUPPLEMENTAL SCHEDULE

BROCK ENTERPRISES, INC. 401(k) BENEFIT PLAN

FORM 5500, SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

December 31, 2012

EIN: 74-1266414
Plan #: 001

(a)	(b) Identity of issuer, borrower, lessor or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current Value
*	Prudential Retirement	Guaranteed Income Fund	**	$ 11,960,981
	American Funds	Growth Fund of America	**	4,399,762
*	Prudential Retirement	Core Plus Bond	**	2,936,350
	T. Rowe Price	T. Rowe Price Retirement 2025	**	2,737,988
	T. Rowe Price	T. Rowe Price Retirement 2035	**	2,594,255
	American Funds	Capital World Growth Fund	**	2,423,926
	Eaton Vance Funds	Large Cap Value Fund	**	2,255,985
*	Prudential Retirement	Dryden S&P 500 Index Fund	**	1,707,594
	T. Rowe Price	T. Rowe Price Retirement 2045	**	1,599,132
	Columbia	Columbia Mid Cap Value A Fund	**	1,531,839
	Wells Fargo Advantage	Wells Fargo Advantage Emerging Growth	**	1,463,408
*	Prudential Retirement	Mid Growth Westfield Cap Fund	**	1,320,406
*	Prudential Retirement	Large Cap Blend/Victory Fund	**	1,143,482
	T. Rowe Price	T. Rowe Price Retirement 2015	**	1,033,489
	American Funds	American Funds EuroPacific	**	1,017,522
*	Prudential Retirement	SA/Oak Equity and Income Strategy Fund	**	1,013,458
	Columbia	Columbia Acorn International Fund	**	807,180
	American Funds	American Fund US Government	**	681,745
	T. Rowe Price	T. Rowe Price Funds	**	561,423
	Allianz Funds	Allianz NFJ Small Cap Value Fund	**	409,999
	T. Rowe Price	T. Rowe Price Retirement 2020	**	389,691
	T. Rowe Price	T. Rowe Price Retirement 2040	**	323,608
	T. Rowe Price	T. Rowe Price Retirement 2030	**	296,882
*	Prudential Retirement	Small Cap Blend Fund	**	205,886
	T. Rowe Price	T. Rowe Price Retirement 2010	**	152,753
*	Participant loans	Interest rates ranging from 4.00% to 9.25% with various due dates	-0-	117,131
				$45,085,875

* A party-in interest as defined by ERISA

** Cost omitted for participant directed investments

BROCK ENTERPRISES, INC.
401(k) BENEFIT PLAN

FINANCIAL STATEMENTS
AND SUPPLEMENTAL SCHEDULE

Years Ended December 31, 2012 and 2011
with Report of Independent Auditors

BROCK ENTERPRISES, INC.
401(k) BENEFIT PLAN

FINANCIAL STATEMENTS
AND SUPPLEMENTAL SCHEDULE

Years Ended December 31, 2012 and 2011

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NOTE: All other schedules required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted since they are either not applicable or the information required therein has been included in the financial statements or notes thereto.

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REPORT OF INDEPENDENT AUDITORS

To the Plan Administrator and the Investment Committee of the
Brock Enterprises, Inc. 401(k) Benefit Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the Brock Enterprises, Inc. 401(k) Benefit Plan, which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statements of changes in net assets available for benefits for the years then ended, 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 investment information, which was certified by Prudential Bank & Trust Company, F.S.B., the trustee, except for comparing the 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 a certification from the trustee as of and for the years ended December 31, 2012 and 2011, that the information provided to the plan administrator by the trustee 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

We were engaged for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedule of Form 5500, Schedule H, Line 4i – Schedule of Assets (Held at End of Year), which is the responsibility of Plan management, is presented for the purpose 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. 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 schedule 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 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.



Fort Worth, Texas
September 5, 2013

BROCK ENTERPRISES, INC. 401(k) BENEFIT PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

	December 31, 2012	December 31, 2011
Assets		
Investments, at fair value:		
Shares of registered investment companies:		
Mutual funds	$ 24,680,587	$ 21,966,627
Insurance company general account	11,960,981	11,914,472
Pooled separate accounts	8,327,176	7,248,025
Total investments at fair value	44,968,744	41,129,124
Receivables:		
Participant contributions	-	4,682
Employer contributions	-	45,469
Notes receivable from participants	117,131	192,334
Total receivables	117,131	242,485
Total assets	45,085,875	41,371,609
Liabilities		
Excess contributions payable	489,433	421,827
Net assets available for benefits	$ 44,596,442	$ 40,949,782

See accompanying notes to financial statements.

BROCK ENTERPRISES, INC. 401(k) BENEFIT PLAN

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

	Year Ended December 31, 2012	2011
Additions to Net Assets		
Investment income (loss):		
Net realized and unrealized gains (losses) on investments	$ 4,139,688	$ (1,566,252)
Interest and dividends	582,957	582,826
Total investment income (loss)	4,722,645	(983,426)
Contributions:		
Participant	3,825,470	4,035,320
Employer	512,442	200,095
Rollover	189,357	234,183
Total contributions	4,527,269	4,469,598
Interest on notes receivables from participants	13,307	21,572
Total additions to net assets	9,263,221	3,507,744
Deductions from Net Assets		
Benefits paid to participants	5,545,011	5,794,068
Administrative expenses	71,550	97,682
Total deductions from net assets	5,616,561	5,891,750
Net increase (decrease) in net assets available for benefits	3,646,660	(2,384,006)
Net assets available for benefits at beginning of year	40,949,782	43,333,788
Net assets available for benefits at end of year	$ 44,596,442	$ 40,949,782

See accompanying notes to financial statements.

BROCK ENTERPRISES, INC. 401(k) BENEFIT PLAN

NOTES TO FINANCIAL STATEMENTS

December 31, 2012 and 2011

A. Description of the Plan

General

The following brief description of the Brock Enterprises, Inc. 401(k) Benefit Plan (the "Plan") is provided for general information purposes only. The Plan is sponsored by Brock Enterprises, Inc. (the "Company"). Participants should refer to the Plan Document for more complete information. The Company's corporate offices are located in Beaumont, Texas.

The Plan was effective January 1, 1995, restated effective July 1, 2011 and April 1, 2012 and is a defined contribution plan available to all employees of the Company as well as related employers, who have adopted the provisions of the Plan, who have completed one year of service and at least 1,000 hours of service. Effective April 1, 2012, the Plan was amended to allow participants to enter the Plan sixty days after the first day of employment. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

The purpose of the Plan is to encourage the Company's employees to save and invest, systematically, a portion of their current compensation so that they and their families may have a source of additional income upon their retirement, or in the event of death.

Contributions

Participants may contribute up to 100% of pre-tax annual compensation, as defined by the Plan. Contributions to the Plan are subject to limitations on annual additions and other limitations imposed by the Internal Revenue Code (the "Code") as defined in the Plan Document. Eligible participants may make a rollover contribution to the Plan.

Participants who are eligible to make salary deferral contributions under the Plan and who have attained age 50 before the close of the year may make catch-up contributions in accordance with, and subject to the limitations imposed by the Code.

The Company may make discretionary matching contributions to the Plan as determined annually by its management. Participants must be: (1) employed on the last day of the year, and complete 1,000 hours of service during the year; or, (2) have died, retired or suffered disability during such year to be eligible to receive discretionary matching contributions. During 2011, the Company made discretionary matching contributions equal to 25% up to 3% of participant contributions. Effective April 1, 2012, the Company matching contributions are no longer discretionary and are based on a participant's compensation as an elective deferral. For the period from April 1, 2012 through December 31, 2012, the Company made matching contributions at a rate of 25% up to 4% of participant contributions.

A. Description of the Plan – continued

Participant Accounts

Each participant's account is credited with the participant's contributions and allocations of the Company's contribution and Plan earnings. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's account.

Vesting

Participants are immediately vested in their voluntary contributions plus actual earnings thereon. Vesting in the Company contribution portion of accounts, plus actual earnings thereon is as follows:

Years of Service	Vested Percentage
Less than 2 years	0%
2 years	25%
3 years	50%
4 years	75%
5 years	100%

In the event of disability, early retirement, or death, the participant will become fully vested.

Notes Receivable from Participants

Prior to January 1, 2009, participants were permitted to borrow from their accounts a minimum of $500 up to a maximum amount equal to the lesser of $50,000 or 50% of their account balance. Loan terms range up to five years or longer for the purchase of a primary residence. Any loan not repaid within the loan term will be considered in default and will become a taxable distribution to the participant. The loans are secured by the balance in the participant's account and bear interest at a rate commensurate with local prevailing rates as determined by the Company. As of December 31, 2012, interest rates range from 4.00% to 9.25% and the loans mature on dates ranging from 2013 to 2038. Principal and interest is paid ratably through payroll deductions. Beginning January 1, 2009 the Plan no longer permits loans.

Benefit Payments

Participants withdrawing during the year for reasons of service or disability, retirement, death, or termination are entitled to their vested account balance. Benefits are distributed in the form of rollovers or lump sum payments. If withdrawing participants are not entitled to their entire account balance, the amounts not received are forfeited.

A. Description of the Plan – continued

Benefit Payments – continued

A participant may receive a hardship distribution from salary reduction contributions if the distribution is: (1) on account of uninsured medical expenses incurred by the participant, their spouse or dependents; (2) to purchase (excluding mortgage payments) a principal residence of the participant; (3) for the payment of post-secondary tuition expenses; (4) needed to prevent eviction of the participant from their principal residence or foreclosure upon the mortgage of the participant's principal residence; (5) burial or funeral expenses for the participant's deceased parent, spouse, children, primary beneficiary, or dependents; or (6) casualty losses to the participant's principal residence.

Forfeitures

Forfeited balances of terminated participants' non-vested accounts are used to offset Plan expenses, offset employer matching contributions, and offset non-elective contributions for the year. Participants forfeited approximately $115,000 and $168,000, respectively, of non-vested account balances during the years ended December 31, 2012 and 2011. In 2012 and 2011, the plan expenses were reduced by forfeited balances of approximately $52,000 and $75,000, respectively. The Company used approximately $46,000 and $322,000 in forfeitures to reduce Company contributions during the years ended December 31, 2012 and 2011, respectively. Unallocated forfeitures as of December 31, 2012 and 2011 were approximately $42,000 and $25,000, respectively.

Investment Options

Upon enrollment in the Plan, a participant may direct their salary deferrals and any matching contributions in 1% increments into any of the Plan's investment options.

Plan Expenses

Employees of the Company perform certain administrative functions with no compensation from the Plan. In accordance with the Plan provisions, the Company pays costs relating to asset charges at the Company's discretion. Administrative expenses that are paid by the Plan are reflected in the accompanying financial statements.

B. Summary of Significant Accounting Policies

Basis of Accounting

The financial statements of the Plan are presented on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America ("GAAP").

B. Summary of Significant Accounting Policies – continued

Use of Estimates

The preparation of the financial statements in conformity with GAAP requires the Plan Administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results may differ from these estimates.

Contributions

Contributions from the Company and participants are accrued as they become obligations of the Company, as determined by the Plan's Administrator, and in the period in which they are deducted, in accordance with salary deferral agreements.

Investment Valuation and Income

The investments of the Plan are stated at fair value as of the end of the year and are subject to market or credit risks customarily associated with equity investments. Fair value measurements are determined in accordance with Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") Topic No. 820, *Fair Value Measurement*, which defines fair value, establishes a framework for measuring fair value, and expands disclosures about assets and liabilities measured at fair value. See Note D for information related to the Plan's valuation methodologies under FASB ASC Topic No. 820.

Investment gains and losses are accounted for using the average cost basis of the securities sold. The net realized and unrealized gains and losses on investments include realized gains and losses on sales of investments during the year and unrealized increases or decreases in the market value of investments held at year end. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

Notes Receivable from Participants

Notes receivable from participants are recorded at the unpaid principal balance.

Fully Benefit-Responsive Investment Contracts

The insurance company general account is a guaranteed income account based on insurance contracts and is credited with Plan contributions and earnings on the underlying investments, and charged for Plan withdrawals and administrative expenses charged by Prudential Retirement Insurance and Annuity Company ("Prudential"). The Plan's general account is fully benefit-responsive. For this reason the Statement of Net Assets Available for Benefits normally includes an adjustment to the general account from fair value to contract value. However, the adjustment for 2012 and 2011 was zero, as the contract value equals the fair value.

B. Summary of Significant Accounting Policies – continued

Fully Benefit-Responsive Investment Contracts – continued

The average yield earned by the underlying investments and the actual interest credited to the participants in 2012 and 2011 was 2.05% and 2.55%, respectively. The crediting interest rate is determined semi-annually by Prudential and the minimum crediting rate under the contract is 1.50%. Principal and interest in the general account are guaranteed against loss by Prudential. Circumstances that would limit a participant's ability to transact with the fund are not considered probable of occurring. Under no circumstances are the participant accounts in the general account settled at amounts other than contract value.

Payment of Benefits

Benefits are recorded when paid.

C. Investments

Investments that represent 5% or more of net assets available for benefits at December 31 are as follows:

	2012
Prudential Guaranteed Income Fund	$ 11,960,981
American Funds Growth Fund of America	4,399,762
Prudential Core Plus Bond	2,936,350
T. Rowe Price Retirement 2025	2,737,988
T. Rowe Price Retirement 2035	2,594,255
American Funds Capital World Growth Fund	2,423,926
Eaton Vance Large Cap Value Fund	2,255,985

	2011
Prudential Guaranteed Income Fund	$ 11,914,472
American Funds Growth Fund of America	3,869,944
Prudential Core Plus Bond	2,524,371
T. Rowe Price Retirement 2025	2,333,653
Eaton Vance Large Cap Value Fund	2,266,624
T. Rowe Price Retirement 2035	2,226,406
American Funds Capital World Growth Fund	2,137,612

C. Investments – continued

The Plan's net realized and unrealized gains (losses) on investments were comprised of the following as of December 31:

	2012	2011
Mutual funds	$ 3,151,441	$ (1,381,749)
Pooled separate accounts	988,247	(184,503)
Net realized and unrealized gains (losses) on investments	$ 4,139,688	$ (1,566,252)

D. Fair Value Measurements

FASB ASC Topic No. 820 defines fair value as 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 and establishes a three-tier hierarchy that is used to identify assets and liabilities measured at fair value. The hierarchy focuses on the inputs used to measure fair value and requires that the lowest level input be used. The three levels defined in FASB ASC Topic No. 820 are as follows:

- Level 1 — observable inputs that are based upon quoted market prices for identical assets or liabilities within active markets.

- Level 2 — observable inputs other than Level 1 that are based upon quoted market prices for similar assets or liabilities, based upon quoted prices within inactive markets, or inputs other than quoted market prices that are observable through market data for substantially the full term of the asset or liability.

- Level 3 — inputs that are unobservable for the particular asset or liability due to little or no market activity and are significant to the fair value of the asset or liability. These inputs reflect assumptions that market participants would use when valuing the particular asset or liability.

FASB ASC Topic No. 820 requires that the financial statements describe the methodologies used to measure the fair value of assets and liabilities. Management has described below the methodology used to measure each major category of investments. There have been no changes in the methodologies used at December 31, 2012 and 2011.

- Mutual funds are measured using quoted market prices available on an active market and classified within Level 1 of the valuation hierarchy.

D. Fair Value Measurements – continued

- Pooled separate accounts are valued using the accumulation of numerous mutual funds and other investments whose values are determined by quoted markets, which approximates fair value and are classified within Level 2 of the valuation hierarchy.

- The insurance company general account is valued using reports provided by the Plan's third party trustee, audited financial statements of the fund, and transaction prices before and after the end of the year and is classified within Level 2 of the valuation hierarchy.

The following table details the Plan's investments at fair value by level, within the fair value hierarchy, as of December 31, 2012 and 2011. The Plan has no investments classified within Level 3 of the valuation hierarchy.

	December 31, 2012		
	Level 1	Level 2	Total
Mutual funds:			
Large value	$ 2,255,985	$ -	$ 2,255,985
Large blend	4,171,591	-	4,171,591
Large growth	13,358,840	-	13,358,840
Medium value	1,531,839	-	1,531,839
Medium growth	807,180	-	807,180
Small value	409,999	-	409,999
Small growth	1,463,408	-	1,463,408
Intermediate government fund	681,745	-	681,745
Insurance company general account	-	11,960,981	11,960,981
Pooled separate accounts:			
Large blend	-	2,851,076	2,851,076
Balanced	-	1,013,458	1,013,458
Fixed income	-	2,936,350	2,936,350
Medium growth	-	1,320,406	1,320,406
Small value	-	205,886	205,886
Total investments at fair value	$ 24,680,587	$ 20,288,157	$ 44,968,744

D. Fair Value Measurements – continued

	December 31, 2011		
	Level 1	Level 2	Total
Mutual funds:			
Large value	$ 2,266,624	$ -	$ 2,266,624
Large blend	3,566,766	-	3,566,766
Large growth	11,532,294	-	11,532,294
Medium value	1,367,389	-	1,367,389
Medium growth	667,935	-	667,935
Small value	403,122	-	403,122
Small growth	1,337,869	-	1,337,869
Intermediate government fund	824,628	-	824,628
Insurance company general account	-	11,914,472	11,914,472
Pooled separate accounts:			
Large blend	-	2,478,917	2,478,917
Balanced	-	863,818	863,818
Fixed income	-	2,524,371	2,524,371
Medium growth	-	1,179,430	1,179,430
Small value	-	201,489	201,489
Total investments at fair value	$ 21,966,627	$ 19,162,497	$ 41,129,124

E. Information Certified by the Trustee

The Plan Administrator elected the method of compliance 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 limited auditing procedures with respect to the investment information certified by the trustee, Prudential Bank and Trust Company, F.S.B., which included total investments as of December 31, 2012 and 2011, the total investment income for the years ended December 31, 2012 and 2011, and all information included in the supplemental schedule H, line 4i – schedule of assets (held at end of year).

F. Tax Status

The Plan has adopted the Prudential Retirement Prototype Plan, which has received a favorable opinion letter dated March 31, 2008. This opinion letter states that the form of the prototype plan is acceptable under Section 401 of the Code. The Company may rely on this letter with respect to the qualification of the Plan under Code Section 401(a) with certain limitations. The Plan has been amended since receiving the opinion letter. However, the Plan Sponsor believes that the Plan is being operated in compliance with the applicable requirements of the Code and, therefore, believes that the Plan was qualified and the related trust was tax-exempt as of the financial statement date. 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 Internal Revenue Service. The plan administrator has analyzed the tax positions taken by the Plan and has concluded that as of December 31, 2012, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan Administrator believes the Plan is no longer subject to income tax examination for years prior to 2009.

G. Excess Contributions Payable

The Code attempts to ensure that the tax advantages of the Plan are shared proportionally by employees at all levels of income. The amounts accrued as excess contributions payable as of December 31, 2012 and 2011 represent contributions exceeding the allowed limits for certain participants which are refunded to them subsequent to the end of the Plan year.

H. Parties-in-Interest Transactions

Party-in-interest transactions include those with fiduciaries or employees of the Plan, any person who provides services to the Plan, an employer whose employees are covered by the Plan, an employee organization whose members are covered by the Plan, a person who owns 50% or more of such an employer or employee organization, or relatives of such persons.

The Plan invested in shares of pooled separate accounts and an insurance company general account managed by Prudential Bank and Trust Company, F.S.B. Prudential Bank and Trust Company, F.S.B. acts as trustee for only those investments as defined by the Plan. Transactions in such investments qualify as party-in-interest transactions, which are exempt from the prohibited transaction rules.

I. Plan Termination

Although it has not expressed any intention to do so, the Company has the right under the Plan to terminate the Plan subject to the provisions set forth in ERISA. In the event the Plan terminates, all amounts credited to participant's accounts will become 100% vested.

J. Subsequent Events

In preparing the accompanying financial statements, management of the Plan has evaluated all subsequent events and transactions for potential recognition or disclosure through September 5, 2013, the date the financial statements were available for issuance.

SUPPLEMENTAL SCHEDULE

BROCK ENTERPRISES, INC. 401(k) BENEFIT PLAN

FORM 5500, SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

December 31, 2012

EIN: 74-1266414
Plan #: 001

(a)	(b) Identity of issuer, borrower, lessor or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current Value
*	Prudential Retirement	Guaranteed Income Fund	**	$ 11,960,981
	American Funds	Growth Fund of America	**	4,399,762
*	Prudential Retirement	Core Plus Bond	**	2,936,350
	T. Rowe Price	T. Rowe Price Retirement 2025	**	2,737,988
	T. Rowe Price	T. Rowe Price Retirement 2035	**	2,594,255
	American Funds	Capital World Growth Fund	**	2,423,926
	Eaton Vance Funds	Large Cap Value Fund	**	2,255,985
*	Prudential Retirement	Dryden S&P 500 Index Fund	**	1,707,594
	T. Rowe Price	T. Rowe Price Retirement 2045	**	1,599,132
	Columbia	Columbia Mid Cap Value A Fund	**	1,531,839
	Wells Fargo Advantage	Wells Fargo Advantage Emerging Growth	**	1,463,408
*	Prudential Retirement	Mid Growth Westfield Cap Fund	**	1,320,406
*	Prudential Retirement	Large Cap Blend/Victory Fund	**	1,143,482
	T. Rowe Price	T. Rowe Price Retirement 2015	**	1,033,489
	American Funds	American Funds EuroPacific	**	1,017,522
*	Prudential Retirement	SA/Oak Equity and Income Strategy Fund	**	1,013,458
	Columbia	Columbia Acorn International Fund	**	807,180
	American Funds	American Fund US Government	**	681,745
	T. Rowe Price	T. Rowe Price Funds	**	561,423
	Allianz Funds	Allianz NFJ Small Cap Value Fund	**	409,999
	T. Rowe Price	T. Rowe Price Retirement 2020	**	389,691
	T. Rowe Price	T. Rowe Price Retirement 2040	**	323,608
	T. Rowe Price	T. Rowe Price Retirement 2030	**	296,882
*	Prudential Retirement	Small Cap Blend Fund	**	205,886
	T. Rowe Price	T. Rowe Price Retirement 2010	**	152,753
*	Participant loans	Interest rates ranging from 4.00% to 9.25% with various due dates	-0-	117,131
				$45,085,875

* A party-in interest as defined by ERISA

** Cost omitted for participant directed investments