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
BECK OIL COMPANY OF ILLINOIS EMPLOYEE STOCK OWNERSHIP PLAN

1b Three-digit plan number (PN) ▶ 003

1c Effective date of plan 04/01/2010

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

BECK OIL COMPANY OF ILLINOIS

850 EAST THOMPSON STREET
PRINCETON, IL 61356

2b Employer Identification Number (EIN) 36-2555792

2c Sponsor's telephone number 815-875-6451

2d Business code (see instructions) 447100

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.	10/11/2013	ROCHELLE BECKER
	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 [X] Same as Plan Sponsor Name [ ] Same as Plan Sponsor Address	**3b** Administrator's EIN	
	3c Administrator's telephone number	
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:	**4b** EIN	
a Sponsor's name	**4c** PN	
5 Total number of participants at the beginning of the plan year	**5**	132
6 Number of participants as of the end of the plan year (welfare plans complete only lines **6a, 6b, 6c,** and **6d**).		
a Active participants	**6a**	122
b Retired or separated participants receiving benefits	**6b**	0
c Other retired or separated participants entitled to future benefits	**6c**	16
d Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	138
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	1
f Total. Add lines **6d** and **6e**	**6f**	139
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	136
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	11
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:
2I 2P 2Q

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

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
BECK OIL COMPANY OF ILLINOIS EMPLOYEE STOCK OWNERSHIP PLAN

B Three-digit plan number (PN) ▶ 003

C Plan sponsor's name as shown on line 2a of Form 5500
BECK OIL COMPANY OF ILLINOIS

D Employer Identification Number (EIN)
36-2555792

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)		
(2) Participant contributions	1b(2)		
(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)		
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)		
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)	1268160	1690519
(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	1268160	1690519
Liabilities			
g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i	365180	319532
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through1j)	1k	365180	319532
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	902980	1370987

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)	67683	
(B) Participants	2a(1)(B)		
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		67683
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)		
(F) Other	2b(1)(F)		
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		0
(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		0
(3) Rents	2b(3)		
(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)	422359	
(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		422359

		(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)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		490042
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	3472	
(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)		3472
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		18563
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)		
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		0
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		22035
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		468007
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: HOGAN - HANSEN, PC **(2)** EIN: 42-0991212

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		500000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	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
BECK OIL COMPANY OF ILLINOIS EMPLOYEE STOCK OWNERSHIP PLAN

B Three-digit plan number (PN) ▶ 003

C Plan sponsor's name as shown on line 2a of Form 5500
BECK OIL COMPANY OF ILLINOIS

D Employer Identification Number (EIN)
36-2555792

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): 20-1171923

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):

BECK OIL COMPANY OF ILLINOIS
EMPLOYEE STOCK OWNERSHIP PLAN

PRINCETON, ILLINOIS

EIN 36-2555792
PLAN #003

DECEMBER 31, 2012

HOGAN • HANSEN
A Professional Corporation
Certified Public Accountants and Consultants

Independent Auditor's Report

Plan Administrator
Beck Oil Company of Illinois
Employee Stock Ownership Plan
Princeton, Illinois

Report on the Financial Statements
We have audited the accompanying financial statements of the Beck Oil Company of Illinois Employee Stock Ownership Plan, which comprise the statements of net assets available for plan benefits - cash basis as of December 31, 2012 and 2011, the related statements of changes in net assets available for plan benefits - cash basis for the years then ended, the related notes to the financial statements and the supplemental schedule presented on page 12 as of and for the year ended December 31, 2012.

Management's Responsibility for the Financial Statements
Plan management is responsible for the preparation and fair presentation of these financial statements in accordance with the cash basis of accounting as described in Note 2; this includes determining that the cash basis of accounting is an acceptable basis for the preparation of the financial statements in the circumstances. Management is also responsible for 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 our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Plan's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion
In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for plan benefits - cash basis of the Beck Oil Company of Illinois Employee Stock Ownership Plan as of December 31, 2012 and 2011, and the changes in its net assets available for plan benefits - cash basis for the years then ended, in accordance with the cash basis of accounting described in Note 2.

Basis of Accounting
We draw attention to Note 2 to the financial statements, which describes the basis of accounting. The financial statements are prepared on the cash basis of accounting, which is a basis of accounting other than accounting principles generally accepted in the United States of America. Our opinion is not modified with respect to this matter.

Report on Supplementary Information
Our audits were conducted for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedule is presented for the purpose of additional analysis and is not a required part of the financial statements, but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Such information is the responsibility of the Plan's management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the financial statements as a whole.

HOGAN - HANSEN

Waterloo, Iowa
September 27, 2013

Statements of Net Assets Available for Plan Benefits - Cash Basis

As of December 31, 2012 and 2011

	2012			2011		
	Allocated	Unallocated	Total	Allocated	Unallocated	Total
Assets						
Investments at Estimated Fair Value						
Beck Oil Company of Illinois common stock	$ 555,930	$ 1,134,589	$ 1,690,519	$ 274,834	$ 993,326	$ 1,268,160
Liabilities						
Note payable - Beck Oil Company of Illinois	—	319,532	319,532	—	365,180	365,180
Net Assets Available for Plan Benefits - Cash Basis	**$ 555,930**	**$ 815,057**	**$ 1,370,987**	**$ 274,834**	**$ 628,146**	**$ 902,980**

See accompanying notes to the financial statements.

Statements of Changes in Net Assets Available for Plan Benefits - Cash Basis

Years Ended December 31, 2012 and 2011

	2012			2011		
	Allocated	Unallocated	Total	Allocated	Unallocated	Total
Additions to Net Assets Attributed to						
Net appreciation in fair value of investments	$ 91,533	$ 330,826	$ 422,359	$ 6,855	$ 61,256	$ 68,111
Employer cash contribution	3,472	64,211	67,683	—	66,474	66,474
Allocation of common stock of Plan Sponsor at estimated fair value (2012 - 4,041 shares; 2011 - 4,183 shares)	189,563	—	189,563	147,200	—	147,200
Total Additions	**284,568**	**395,037**	**679,605**	**154,055**	**127,730**	**281,785**
Deductions From Net Assets Attributed to						
Interest expense	—	18,563	18,563	—	20,827	20,827
Benefits paid to participants	3,472	—	3,472	—	—	—
Allocation of common stock of Plan Sponsor at estimated fair value (2012 - 4,041 shares; 2011 - 4,183 shares)	—	189,563	189,563	—	147,200	147,200
Total Deductions	**3,472**	**208,126**	**211,598**	**—**	**168,027**	**168,027**
Increase in Net Assets Available for Plan Benefits - Cash Basis	**281,096**	**186,911**	**468,007**	**154,055**	**(40,297)**	**113,758**
Net Assets Available for Plan Benefits - Cash Basis						
Beginning of Year	274,834	628,146	902,980	120,779	668,443	789,222
End of Year	**$ 555,930**	**$ 815,057**	**$ 1,370,987**	**$ 274,834**	**$ 628,146**	**$ 902,980**

See accompanying notes to the financial statements.

(1) Description of Plan

The following description of the Beck Oil Company of Illinois Employee Stock Ownership Plan (Plan) provides only general information. Participants should refer to the Plan Document for a more complete description of the Plan's provisions.

General
Beck Oil Company of Illinois (Plan Sponsor or Company) established the Beck Oil Company of Illinois Employee Stock Ownership Plan effective April 1, 2010. The Plan operates as a leveraged employee stock ownership plan (ESOP) and is designed to comply with Section 4975(e) of the Internal Revenue Code of 1986 and the regulations thereunder and is subject to the applicable provisions of the Employee Retirement Income Security Act of 1974, as amended (ERISA). The Plan is administered by Beck Oil Company of Illinois but its duties may be delegated to the ESOP Committee.

The IRS has not yet issued a determination letter, however the Plan Administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code. Therefore, the Plan Administrator believes that the Plan was qualified and the related trust was tax exempt as of the financial statement date. Accordingly, no provision for income taxes has been included in the Plan's financial statements.

Management annually makes an appropriate evaluation of any uncertain income tax positions based upon current statutes in completing these financial statements and the notes to the financial statements. As of December 31, 2012, management believes that there were no uncertain income tax positions for which a material change in the unrecognized effect would be reasonably possible within the next 12 months. The open years for audit of the Plan's Form 5500 are 2011 and 2012.

On June 25, 2010, the Plan purchased 36,037.50 shares of the Company's common stock in exchange for a note payable to the Company with terms as described in Note 4. Those shares are held in a trust established under the Plan and are not allocated to the accounts of individual participants while the note payable is outstanding. As the note payable is repaid, an appropriate percentage of the shares is allocated to the eligible participants' accounts in accordance with the Plan Document. Accordingly, the financial statements of the Plan present separately the assets and liabilities and changes therein pertaining to:

1. The accounts of participants with rights to allocated shares of stock (allocated) and

2. Shares of stock not yet allocated to participants (unallocated).

Company stock owned by the Plan is voted by the Trustee, in accordance with instructions from the ESOP Committee except with respect to votes related to mergers, consolidations, liquidations and certain other matters affecting the Company's future existence. For those votes, the participants are entitled to exercise voting rights attributable to the shares allocated to their accounts. Any unallocated shares and any allocated shares for which a participant fails to vote are voted by the Trustee.

(1) Description of Plan

Eligibility

Employees are eligible to participate in the Plan on the first January 1 or July 1 after reaching age 21 and completing 1,000 hours of service. Employees who met both of these requirements on April 1, 2010 became eligible to participate on that date. Eligible employees will share in the allocation of Company contributions and forfeitures provided the employee works a minimum of 1,000 hours during the plan year and is still employed at the end of the plan year, unless termination is due to death, disability or retirement. Leased employees, employees covered by a collective bargaining agreement, nonresident aliens and independent contractors are not eligible to participate in the Plan.

Contributions

Company contributions are made at the discretion of the Company's Board of Directors in the form of cash or shares of the Company stock; however, the Company must contribute at least as much as is necessary to repay the scheduled payments on the note payable to the Company. The Plan does not allow for participant contributions or rollover contributions.

Participant Accounts

The Plan is a defined contribution plan under which a separate individual account is established for each participant. Each participant's account is credited with an allocation of Company contributions, Plan earnings, forfeitures of terminated participants' nonvested accounts and shares of the Company's common stock released by the Trustee from the unallocated account. Allocation of the Company contributions, forfeitures and cash dividends paid on financed shares in the loan suspense account not used to repay the loan, as well as released shares of the Company's common stock is based on participant compensation.

Dividends paid on Company stock which has been allocated to participants is generally allocated based on the number of shares in the participants' accounts.

Vesting

Vesting is subject to the following schedule:

Years of Service	Vested Percentage
Less than 2	0%
2	20
3	40
4	60
5	80
6 or more	100

Participants become 100% vested upon retirement or because of death or disability. The nonvested portion of participants' accounts is held in a suspense account and reallocated as a forfeiture among the other participants when the terminated participant first incurs a one-year break in service or the last day of the plan year in which the participant receives a distribution of his account.

(1) Description of Plan

As of December 31, 2012 and 2011, there were no unallocated forfeited nonvested accounts.

As of December 31, 2012 and 2011, the vested account balances of persons who had elected to withdraw from the Plan but had not yet been paid totaled $13,394 and $3,328, respectively.

Payment of Benefits
If due to death, benefits will commence as soon as administratively feasible. If due to disability or retirement, benefits begin to be paid as soon as administratively feasible, unless the participant elects a later date, but no later than one year after the end of the plan year of disability or retirement. For terminations other than those due to death, disability or retirement, benefits begin to be paid in the year following a five-year break in service. Benefits are paid according to the following schedule:

Account value greater than $500,000 - In equal annual installments over five years, plus one year for each $100,000 (or fraction thereof) by which the value of the account exceeds $500,000.

Account value greater than $5,000 and less than $500,000 - In equal annual installments over five years.

Account value greater than $1,000 and less than $5,000 - In one lump sum or as a direct rollover.

Account value less than $1,000 - In one lump sum, as soon as practicable following a one-year break in service.

Diversification
Diversification is offered to participants close to retirement so that they may have the opportunity to move part of the value of their investment in Company stock into investments which are more diversified. Participants who are at least age 55 with at least ten years of participation in the Plan may elect to diversify a portion of their account. Diversification is offered to each eligible participant over a six-year period. In each of the first five years, a participant may diversify up to 25% of the number of shares allocated to his or her account. In the sixth year, the percentage changes to 50%. Participants who elect to diversify receive a cash distribution.

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

Right of First Refusal
If benefits are paid to participants in the form of Company stock and the stock is not immediately repurchased by the Company or the Plan and the participant wishes to sell or transfer the stock, it must first be offered to the Company and then to the Plan. The offer to the Company must be at fair value, as determined by an independent appraiser.

(2) Summary of Significant Accounting Policies and Other Matters

Basis of Accounting

The financial statements of the Plan are prepared using the cash basis of accounting, which is a comprehensive basis of accounting other than accounting principles generally accepted in the United States of America. Under this basis, employer contributions and investment income are recognized when received rather than when earned, and expenses and other deductions are recognized when paid rather than when incurred. Consequently, accrued contributions, investment income receivable and accrued expenses as of December 31, 2012 and 2011 are not included in the financial statements.

Use of Estimates

The Plan Trustee uses estimates and assumptions in preparing financial statements. Those estimates and assumptions affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities and the reported changes in net assets available for plan benefits - cash basis. The Plan Trustee's most significant estimate is the fair value of its investment in the common stock of the Plan Sponsor. This estimate is based upon an independent business valuation provided by a member of the American Society of Appraisers (ASA). In light of the various assumptions inherent in the valuation process and changes in economic conditions, it is at least reasonably possible that the Plan Administrator's estimate will change in the near term.

Concentrations

The Plan's investments subject the Plan to concentrations in that the Plan Sponsor's common stock represents all of the Plan's assets. Following customary practices, the Plan did not hold any collateral for this investment. The maximum potential credit loss to the Plan is equal to the total investments as shown on the accompanying statements of net assets available for benefits - cash basis.

The Plan Sponsor owns and operates 15 convenience stores in Illinois and Iowa, all of which are known as Beck's Convenience Stores. Approximately 61% of the Plan Sponsor's revenue was from the sale of fuel.

Valuation of Investments

The investment in shares of the Plan Sponsor's common stock under the Plan is stated at its estimated fair value as determined by an annual independent appraisal. This investment is exposed to various risks such as interest rate, market and credit risks. Due to the level of risk associated with this investment, it is at least reasonably possible that changes in its value may occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statements of net assets available for plan benefits - cash basis. Unrealized appreciation or depreciation in the fair value of the Company's common stock has been reflected in the accompanying financial statements.

Purchases and sale of securities are recorded on a trade-date basis. Realized gains and losses from securities transactions are reported on the historical cost method. Dividends are recorded on the date received.

Payment of Benefits

Benefits are recorded when paid.

Subsequent Events

Management has evaluated subsequent events through September 27, 2013, the date which the financial statements were available to be issued.

(3) Investments

On June 25, 2010, the Plan purchased 36,037.50 shares of the common stock of the Plan Sponsor from one stockholder for a total of $456,475, using the proceeds of a loan from the Plan Sponsor with terms as described in Note 4. During 2010 when the Plan was created, an independent appraisal of the Plan Sponsor's common stock was completed. The stockholder who sold the stock to the Plan chose to sell the stock at a price significantly below the estimated fair value as determined by the independent appraisal. The year-end value was based upon the results of an independent appraisal of the Plan Sponsor's common stock.

	2012	2011
Investments at Estimated Fair Value		
Number of Shares	36,037.50	36,037.50
Cost	$ 456,475	$ 456,475
Market Value	$ 1,690,519	$ 1,268,160

Participants do not direct the investment of their individual accounts.

During the periods ended December 31, 2012 and 2011, the Plan's investments (including investments bought, sold and held during the year) appreciated in value as follows:

	2012	2011
Investments at Estimated Fair Value		
Beck Oil Company of Illinois Common Stock	$ 422,359	$ 68,111

The Accounting Standards Codification establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. This hierarchy consists of three broad levels: Level 1 inputs consist of unadjusted quoted prices in active markets for identical assets and have the highest priority, Level 2 inputs are based on quoted prices in markets that are not active or for which all significant inputs are observable, either directly or indirectly, and Level 3 inputs have the lowest priority. The Plan uses appropriate valuation techniques based on the available inputs to measure the fair value of its investments. The Plan measures fair value using Level 3 inputs when Level 1 or Level 2 inputs are not available.

Level 3 Fair Value Measurements

Beck Oil Company of Illinois common stock is not actively traded and significant other observable inputs are not available. The fair value of Beck Oil Company of Illinois common stock is based on an independent annual appraisal which, for the December 31, 2011 valuation, relied primarily upon the average of the capitalization of cash flows method and a discounted cash flow method. For the December 31, 2012 valuation, the appraiser relied solely upon a discounted cash flow method because of the Company's substantial increase in profitability and its planned changes in capital projects. The effect of this change was to increase the appraised value of the common stock approximately 7% ($110,000) over the value that would have resulted using the 2011 appraisal approach.

(3) Investments

Among other factors, the appraiser took into account historical and projected cash flow and net income. Plan management has concluded that a market participant would also recognize a discount for lack of marketability.

The valuation process involves Plan management's selection of an independent appraiser. Plan management accumulates the data for the appraiser from the reviewed financial statements of the Company. The appraiser prepares a preliminary report which Plan management, along with the Plan's trustee, reviews in detail, discusses and approves.

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

The following table provides further details of the Level 3 fair value measurements.

Fair Value Measurements Using Significant Unobservable Inputs (Level 3)

	Beck Oil Company of Illinois Common Stock
January 1, 2011	$ 1,200,049
Total gains or losses (realized or unrealized) included in changes in net assets available for benefits - cash basis	68,111
Purchases, sales, issuances and settlements	—
Transfers in and/or out of Level 3	—
December 31, 2011	$ 1,268,160
Total gains or losses (realized or unrealized) included in changes in net assets available for benefits - cash basis	422,359
Purchases, sales, issuances and settlements	—
Transfers in and/or out of Level 3	—
December 31, 2012	**$ 1,690,519**

Gains and losses (realized and unrealized) included in changes in net assets available for benefits for the years ended December 31, 2012 and 2011 are reported in net appreciation in fair value of investments.

(4) LESOP Provisions

During 2010, the Plan Sponsor loaned the Plan $456,475 in exchange for a note payable. The proceeds were used to purchase the Plan Sponsor's common stock. The note calls for ten annual principal payments of $45,648 due each December 31, plus interest at 5% per year. The debt is secured by the unallocated shares of the common stock of the Plan Sponsor. During 2012 and 2011, 4,041 and 4,183 shares, respectively, were released from the pledge and allocated to individual participants' accounts.

As of December 31, 2012, annual maturities of this debt were as follows:

Year Ending December 31,	
2013	$ 45,648
2014	45,648
2015	45,648
2016	45,648
2017	45,648
Later years	91,292
	$ 319,532

The shares purchased represent an unallocated investment of the Plan until the note is repaid. As the principal on the note is repaid, an appropriate percentage of the shares will be allocated to the eligible participants' accounts in accordance with the Plan Document.

(5) Related Party and Party-in-Interest Transactions

In addition to the transactions described in Notes 3 and 4, the Plan Sponsor provides participant data services to the Plan at no charge. The Plan Sponsor has also paid certain accounting, auditing, administrative, legal and plan design fees on behalf of the Plan which totaled approximately $43,000 and $40,000 for the years ended December 31, 2012 and 2011, respectively.

The Plan repaid $45,648 of principal during each of the years 2012 and 2011 and $18,563 and $20,827 of interest on its debt to the Plan Sponsor during those respective years.

The Plan Sponsor's two stockholders are employed by the Plan Sponsor, serve on its Board of Directors and participate in the Plan. The other three members of the Plan Sponsor's Board of Directors are also employees and participate in the Plan.

(6) Plan Termination

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of plan termination, participants will become 100% vested in their accounts.

Supplementary Information

Beck Oil Company of Illinois Employee Stock Ownership Plan
Princeton, Iowa

EIN 36-2555792 Plan #003

Schedule Supporting 2012 Form 5500, Annual Return/Report of Employee Benefit Plan

Schedule H, Part IV, Line 4i - Schedule of Assets Held for Investment Purposes at End of Year - December 31, 2012

(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Date	(d) Cost	(e) Current Value
*	Beck Oil Company of Illinois (Plan Sponsor)	36,037.50 shares of common stock, $1 par value, subject to put option and Plan Sponsor first right of refusal	$ 456,475	$ 1,690,519

Beck Oil Company of Illinois Employee Stock Ownership Plan
Princeton, Iowa

EIN 36-2555792 Plan #003

Schedule Supporting 2012 Form 5500, Annual Return/Report of Employee Benefit Plan

Schedule H, Part IV, Line 4i - Schedule of Assets Held for Investment Purposes at End of Year - December 31, 2012

(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Date	(d) Cost	(e) Current Value
*	Beck Oil Company of Illinois (Plan Sponsor)	36,037.50 shares of common stock, $1 par value, subject to put option and Plan Sponsor first right of refusal	$ 456,475	$ 1,690,519