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;
- [X] 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
JBI, LLC 401(K) PLAN

1b Three-digit plan number (PN) ▶ 003

1c Effective date of plan 01/01/1998

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

JBI, LLC

2650 E EL PRESIDIO AVENUE
LONG BEACH, CA 90810

2b Employer Identification Number (EIN)
14-1862443

2c Sponsor's telephone number
310-537-8200

2d Business code (see instructions)
337000

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.	10/14/2013	JEAN REEVES
	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**	318
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**	221
b Retired or separated participants receiving benefits	**6b**	0
c Other retired or separated participants entitled to future benefits	**6c**	121
d Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	342
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f Total. Add lines **6d** and **6e**	**6f**	342
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	292
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	2
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 2F 2G 2J 2T 3D

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

9a Plan funding arrangement (check all that apply)

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

SCHEDULE C (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Service Provider Information

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

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

OMB No. 1210-0110

2012

This Form is Open to Public Inspection.

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

A Name of plan
JBI, LLC 401(K) PLAN

B Three-digit plan number (PN) ▶ 003

C Plan sponsor's name as shown on line 2a of Form 5500
JBI, LLC

D Employer Identification Number (EIN)
14-1862443

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

ALLIANCEBERNSTEIN L.P.

13-4064930

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

ALLIANZ GLOBAL INVESTORS DISTRIBUTO

1345 AVENUE OF THE AMERICAS
NEW YORK, NY 10105

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

AMERICAN CENTURY INVESTMENT SERVICE

44-0640487

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

ARIEL DISTRIBUTORS, LLC

20-5784407

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

DWS INVESTMENTS DISTRIBUTOR, INC.

36-3976708

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

FEDERATED SECURITIES CORP.

5800 CORPORATE DRIVE
2ND FLOOR
PITTSBURGH, PA 15237

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

JANUS DISTRIBUTORS, LLC

151 DETROIT STREET
DENVER, CO 80206

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

LORD ABBETT DISTRIBUTOR, LLC

90 HUDSON STREET
JERSEY CITY, NJ 07032

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

MFS FUND DISTRIBUTORS, INC.

04-2747644

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

OPPENHEIMER FUNDS INC.

13-2527171

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

T. ROWE PRICE

100 EAST PRATT STREET
BALTIMORE, MD 21202

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

THORNBURG SECURITIES CORPORATION

2300 NORTH RIDGETOP RD.
SANTA FE, NM 87506

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

WELLS FARGO FUNDS DISTRIBUTOR, LLC

525 MARKET STREET
12TH FLOOR
SAN FRANCISO, CA 94105

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

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

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

ADP

22-1467904

(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?
37 50 15 64	RECORD KEEPER	1155	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [ ] No [X]

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

STATE STREET CORPORATION

04-1867445

(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?
21 99	DIRECTED TRUSTEE/CUSTODIA	0	Yes [X] No [ ]	Yes [X] No [ ]	500	Yes [ ] No [X]

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

ADP BROKER-DEALER

22-3319984

(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?
60 59 63 49 99	RECORD KEEPER	0	Yes [X] No [ ]	Yes [ ] No [X]	0	Yes [X] 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
ADP BROKER-DEALER	63 60 59	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.
ALLIANCEBERNSTEIN L.P. 13-4064930	ANNUAL RATE 0.00250 OF AVERAGE DAILY ASSETS ANNUAL RATE 0.00250 OF AVERAGE DAILY ASSETS

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
ADP BROKER-DEALER	63 60 59	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.
ALLIANZ GLOBAL INVESTORS DISTRIBUTO 1345 AVENUE OF THE AMERICAS NEW YORK, NY 10105	ANNUAL RATE 0.00250 OF AVERAGE DAILY ASSETS ANNUAL RATE 0.00200 OF AVERAGE DAILY ASSETS

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
ADP BROKER-DEALER	63 60 59	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
AMERICAN CENTURY INVESTMENT SERVICE 44-0640487	ANNUAL RATE 0.00250 OF AVERAGE DAILY ASSETS ANNUAL RATE 0.00350 OF AVERAGE DAILY ASSETS ANNUAL RATE 0.00250 OF AVERAGE DAILY ASSETS ANNUAL RATE 0.00350 OF AVERAGE DAILY ASSETS ANNUAL RATE 0.00250 OF AVERAGE DAILY ASSETS

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
ADP BROKER-DEALER	63 60 59	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.
ARIEL DISTRIBUTORS, LLC 20-5784407	ANNUAL RATE 0.00250 OF AVERAGE DAILY ASSETS ANNUAL RATE 0.00100 OF AVERAGE DAILY ASSETS

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
ADP BROKER-DEALER	60 59	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.
DWS INVESTMENTS DISTRIBUTOR, INC. 36-3976708	ANNUAL RATE 0.00350 OF AVERAGE DAILY ASSETS ANNUAL RATE 0.00350 OF AVERAGE DAILY ASSETS

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
ADP BROKER-DEALER	63 60 59	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
FEDERATED SECURITIES CORP. 5800 CORPORATE DRIVE 2ND FLOOR PITTSBURGH, PA 15237	ANNUAL RATE 0.00250 OF AVERAGE DAILY ASSETS

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
ADP BROKER-DEALER	63 60 59	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.
JANUS DISTRIBUTORS, LLC 151 DETROIT STREET DENVER, CO 80206	ANNUAL RATE 0.00250 OF AVERAGE DAILY ASSETS ANNUAL RATE 0.00250 OF AVERAGE DAILY ASSETS

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
ADP BROKER-DEALER	63 60 59	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.
LORD ABBETT DISTRIBUTOR, LLC 90 HUDSON STREET JERSEY CITY, NJ 07032	ANNUAL RATE 0.00450 OF AVERAGE DAILY ASSETS ANNUAL RATE 0.00150 OF AVERAGE DAILY ASSETS

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
ADP BROKER-DEALER	63 60 59	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.
MFS FUND DISTRIBUTORS, INC. 04-2747644	ANNUAL RATE 0.00250 OF AVERAGE DAILY ASSETS ANNUAL RATE 0.00150 OF AVERAGE DAILY ASSETS

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
ADP BROKER-DEALER	63 60 59	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.
OPPENHEIMER FUNDS INC. 13-2527171	ANNUAL RATE 0.00250 OF AVERAGE DAILY ASSETS

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
ADP BROKER-DEALER	99	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.
STATE STREET CORPORATION 04-1867445	ANNUAL RATE 0.00670 OF AVERAGE DAILY ASSETS ANNUAL RATE 0.00059 OF AVERAGE DAILY ASSETS ANNUAL RATE 0.00670 OF AVERAGE DAILY ASSETS

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
ADP BROKER-DEALER	63 60 59	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
T. ROWE PRICE 100 EAST PRATT STREET BALTIMORE, MD 21202	ANNUAL RATE 0.00250 OF AVERAGE DAILY ASSETS ANNUAL RATE 0.00150 OF AVERAGE DAILY ASSETS

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
ADP BROKER-DEALER	63 60 59	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.
THORNBURG SECURITIES CORPORATION 2300 NORTH RIDGETOP RD. SANTA FE, NM 87506	ANNUAL RATE 0.00250 OF AVERAGE DAILY ASSETS

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
ADP BROKER-DEALER	60 59	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.
WELLS FARGO FUNDS DISTRIBUTOR, LLC 525 MARKET STREET 12TH FLOOR SAN FRANCISO, CA 94105	ANNUAL RATE 0.00550 OF AVERAGE DAILY ASSETS

(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
JBI, LLC 401(K) PLAN

B Three-digit plan number (PN) ▶ 003

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
JBI, LLC

D Employer Identification Number (EIN)
14-1862443

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: SSGA CASH SERIES U.S. GOVT

b Name of sponsor of entity listed in (a): STATE STREET BANK AND TRUST CO

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)
04-0025081-000	C	0

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

b Name of sponsor of entity listed in (a): STATE STREET BANK AND TRUST CO

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)
04-0025081-065	C	0

a Name of MTIA, CCT, PSA, or 103-12 IE: SSGA CASH SERIES US GOVT L

b Name of sponsor of entity listed in (a): STATE STREET BANK & TRUST CO

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)
90-0337987-000	C	1747746

a Name of MTIA, CCT, PSA, or 103-12 IE: SSGA S & P 500 IDX IX

b Name of sponsor of entity listed in (a): STATE STREET BANK & TRUST CO

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)
90-0337987-344	C	185407

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)

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

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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
JBI, LLC 401(K) PLAN

B Three-digit plan number (PN) ▶ 003

C Plan sponsor's name as shown on line 2a of Form 5500
JBI, LLC

D Employer Identification Number (EIN)
14-1862443

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)	1858994	1747746
(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)	81339	80277
(9) Value of interest in common/collective trusts	1c(9)	152020	185407
(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)	1966778	2213737
(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)		
	(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	4059131	4227167
	Liabilities			
g	Benefit claims payable	1g		
h	Operating payables	1h		
i	Acquisition indebtedness	1i		
j	Other liabilities	1j		
k	Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	4059131	4227167

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)		
	(B) Participants	2a(1)(B)	217992	
	(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)		217992
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)	3327	
	(F) Other	2b(1)(F)		
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		3327
	(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)	77369	
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		77369
	(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)		23335
(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)		250565
c Other income	2c		196
d Total income. Add all **income** amounts in column (b) and enter total	2d		572784
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	402749	
(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)		402749
f Corrective distributions (see instructions)	2f		97
g Certain deemed distributions of participant loans (see instructions)	2g		747
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)	1155	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		1155
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		404748
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		168036
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: WHITE NELSON DIEHL EVAN LLP **(2)** EIN: 33-0686301

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		406000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n			

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

If "Yes," enter the amount of any plan assets that reverted to the employer this year **Amount:**

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

5b(1) Name of plan(s)	**5b(2)** EIN(s)	**5b(3)** PN(s)

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
JBI, LLC 401(K) PLAN

B Three-digit plan number (PN) ▶ 003

C Plan sponsor's name as shown on line 2a of Form 5500
JBI, LLC

D Employer Identification Number (EIN)
14-1862443

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): 57-1198022

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):

JBI, LLC 401(k) PLAN

FINANCIAL STATEMENTS AND SUPPLEMENTAL INFORMATION

YEAR ENDED DECEMBER 31, 2012

WITH INDEPENDENT AUDITORS' REPORT

JBI, LLC 401(k) PLAN
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Supplemental Information (Included Pursuant To Department Of Labor's Rules And Regulations):

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INDEPENDENT AUDITORS' REPORT

To the Administrative Committee of
JBI, LLC 401(k) Plan
Long Beach, California

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of JBI, LLC 401(k) Plan ("the Plan"), which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statement of changes in net assets available for benefits for the year ended December 31 2012, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting our audits 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 ("ERISA"), the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note D, which was certified by State Street Bank and Trust Company ("State Street"), the custodian of the Plan, 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 State Street held the Plan's investment assets and executed investment transactions. The plan administrator has obtained a certification from the custodian as of and for the years ended December 31, 2012 and 2011, that the information provided to the plan administrator by the custodian is complete and accurate.

2875 Michelle Drive, Suite 300, Irvine, CA 92606 • Tel: 714.978.1300 • Fax: 714.978.7893

Offices located in Orange and San Diego Counties

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, 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 (DOL) 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 custodian, 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 ERISA.

White Nelson Diehl Evans LLP

Irvine, California
October 1, 2013

JBI, LLC 401(k) PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2012 AND 2011

ASSETS

	2012	2011
Investments, At Fair Value:		
Common/Collective Trusts:		
State Street Global Advisors Government Money Fund	$ 1,747,746	$ 1,858,994
State Street Global Advisors S&P 500 Index	185,407	152,020
Registered Investment Company Accounts	2,213,738	1,966,779
Total Investments, At Fair Value	4,146,891	3,977,793
Receivables:		
Notes Receivable From Participants	80,277	81,339
Participant Contributions Receivable	-	1,134
Total Receivables	80,277	82,473
Total Assets	4,227,168	4,060,266

LIABILITIES

Excess Contributions Payable	19,463	-
Total Liabilities	19,463	-
Net Assets Available For Benefits	$ 4,207,705	$ 4,060,266

The accompanying notes are an integral part of these financial statements

JBI, LLC 401(k) PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
YEAR ENDED DECEMBER 31, 2012

Additions To Net Assets Attributed To:		
Contributions:		
Participant Contributions	$	216,857
Earnings On Investments:		
Interest And Dividend Income On Investments		77,369
Other Income		196
Net Realized And Unrealized Gains On Common Collective Trusts		23,335
Net Realized And Unrealized Gains On Registered Investment Company Accounts		250,565
Total Earnings On Investments		351,465
Interest Income From Notes Receivable From Participants		3,327
Total Additions To Net Assets Available For Benefits		571,649
Deductions From Net Assets Attributed To:		
Benefits Paid To Participants		402,749
Deemed Distributions		747
Corrective Distributions		19,560
Administrative Expenses		1,154
Total Deductions From Net Assets Available For Benefits		424,210
Increase In Net Assets Available For Benefits		147,439
Net Assets Available For Benefits, December 31, 2011		4,060,266
Net Assets Available For Benefits, December 31, 2012	$	4,207,705

The accompanying notes are an integral part of these financial statements

JBI, LLC 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2012

NOTE A: **Description Of The Plan** - The following description of the JBI, LLC 401(k) Plan (the "Plan") provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

(1) General - The Plan is a defined contribution plan which was adopted by JBI, LLC (the "Company") effective January 1, 1998, and is subject to the requirements of the Employee Retirement Income Security Act of 1974 ("ERISA") and the Internal Revenue Code of 1986, as amended. The purpose of the Plan is to provide retirement benefits for substantially all employees who have completed at least three months of service and are age 20 or older.

(2) Contributions - Participants may elect to contribute up to 70 percent of their annual compensation not to exceed the maximum deferral limitation, as defined in the Internal Revenue Code. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions. Participants may also contribute amounts representing distributions from other qualified defined benefit or contribution plans. Participants direct the investment of their contributions into various investment options offered by the Plan. The Company may make contributions at the discretion of the Board of Directors, provided that the participant was an eligible employee on the last day of the Plan year. For the years ended December 31, 2012 and 2011, the Company did not make any contributions to the Plan.

(3) Participant Accounts - Each participant's account is credited with the participant's contribution and allocations of (a) the Company's discretionary contribution and, (b) Plan earnings, and charged with an allocation of administrative expenses. 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 vested account.

(4) Vesting - Participants are immediately vested in their contributions plus actual earnings thereon. Vesting in the Company's discretionary contribution portion of their account plus actual earnings thereon is based on years of continuous service. A participant is vested at the rate of 20 percent each year after two years of service and is considered to be 100 percent vested after six years of credited service.

NOTE A: **Description Of The Plan -** (Continued)

(5) Notes Receivable From Participants - Participants may borrow against their account balance within Plan guidelines. Note terms are at the discretion of the borrower but generally cannot exceed five years. The note amount must be a minimum of $500, but cannot exceed the lesser of (a) one-half of the participant's non-forfeitable interest under the Plan, or (b) $50,000. Interest is charged on the outstanding balance at rates determined by the plan administrator based on the prevailing interest rates. Principal and interest is paid ratably through payroll deductions. The notes are secured by the vested balance in the participant's account, and a participant can have a maximum of one outstanding loan at any time.

(6) Benefit Payments - Upon termination of service due to death, disability, retirement, or for other reasons where vested value is more than $5,000, a participant may elect to receive either a lump-sum distribution equal to the vested portion of his or her account or an annuity over the life of the participant or designated beneficiary, as defined in the Plan document. For termination of service where the vested value is no more than $5,000, a participant will receive the value of the vested interest in his or her account as a lump-sum distribution. Additionally, under certain circumstances of financial hardship or upon attaining the age of 59 ½, the participant is allowed to withdraw certain funds from the Plan.

(7) Forfeitures - Upon termination of a participant, the non-vested portion of the employer's contributions are forfeited and are allocated to the remaining participants. As of December 31, 2012 and 2011, forfeited non-allocated accounts totaled $1,223 and $1,173, respectively. For the year ended December 31, 2012, no forfeited amounts were allocated to participants.

(8) Administrative Expenses - Certain administrative functions are performed by officers or employees of the Company. No such officer or employee received compensation from the Plan. Investment fees are paid for by the Plan, but the majority of administrative expenses incurred by the Plan are absorbed by the Company. Certain administrative expenses such as benefit payment requests and loan set up are charged directly to the participant requesting them and reduce the net amount received by the participant.

Investment management fees and operating expenses charged to the Plan for investments in the various funds are deducted from income earned on a daily basis and are reflected as a component of net appreciation (depreciation) in fair values of investments.

NOTE B: **Summary Of Significant Accounting Policies -** The following are the significant accounting policies of the Plan:

(1) Basis Of Accounting And Financial Statement Presentation - The accompanying financial statements of the Plan have been prepared under the accrual method of accounting and in conformity with accounting principles generally accepted in the United States of America ("U.S. GAAP").

(2) Investment Valuation And Income Recognition - The Plan's investments are stated at fair value at December 31, 2012 and 2011. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note J for discussion of fair value measurements.

The Plan's interests in the common/collective trusts are based on the fair value of the trust's underlying investments as based on information reported by the investment advisor using the audited financial statements of the trusts at year end.

Net realized and unrealized appreciation (depreciation) is recorded in the accompanying statement of changes in net assets available for benefits as net realized and unrealized gains (losses) on investments.

Purchases and sales of investments are recorded on a trade date basis. Dividends are recorded on the ex-dividend date. Capital gains and/or losses are reported the day after the trade rate.

Brokerage fees are added to the acquisition costs of assets purchased and subtracted from the proceeds of assets sold.

(3) Notes Receivable From Participants - Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent participant loans are reclassified as distributions based upon terms of the Plan document.

(4) Payment Of Benefits - Benefits are recorded when paid.

(5) Use Of Estimates - The process of preparing financial statements in conformity with accounting principles generally accepted in the United States of America requires the use of estimates and assumptions regarding certain types of assets, liabilities, revenues and gains, and expenses and losses. Such estimates primarily relate to unsettled transactions and events as of the date of the financial statements. Accordingly, upon settlement, actual results may differ from estimated amounts.

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

The Plan holds approximately half of its assets at one institution. In the event of this institution's failure, the Plan could be subject to losses in its common/collective trusts which could fail to the extent of the dollars invested in the funds.

NOTE D: **Information Prepared And Certified By State Street Bank And Trust** - The following information included in the accompanying financial statements and supplemental schedule was obtained from data that has been prepared and certified to as complete and accurate by the custodian:

	December 31, 2012	December 31, 2011
Investments At Fair Value:		
Common/Collective Trusts	$ 1,933,153	$ 2,011,014
Registered Investment Company Accounts	$ 2,213,738	$ 1,966,779
Notes Receivable From Participants	$ 80,277	$ 81,339

State Street Bank and Trust certified the completeness and accuracy of $77,369 interest and dividend income on investments, $250,565 of net appreciation in fair value of investments on registered investment company accounts, $23,335 of net appreciation in fair value of common collective trusts, and $3,327 of interest income related to notes receivable from participants, for the year ended December 31, 2012.

NOTE E: **Investments** - The following table presents investments that represent 5 percent or more of the Plan's net assets:

	2012	2011
Common/Collective Trusts:		
Government Money Fund	$ 1,747,746	$ 1,858,994
Registered Investment Company Accounts:		
Janus Adviser Forty	215,564	Under 5%
T. Rowe Price Small Cap Stock	595,894	544,975
Ariel Growth Fund	351,092	250,748

NOTE F: **Plan Termination -** Although it has not expressed any intent to do so, the Company has the right under the Plan to terminate the Plan, subject to the provisions of ERISA. In the event of Plan termination, all participants would become fully vested in their accounts.

NOTE G: **Withdrawn Participants -** At December 31, 2012, there were no amounts allocated to accounts of persons who have elected to withdraw from the Plan, but have not been paid.

NOTE H: **Tax Status -** The Plan is based on the Prototype Non-Standardized 401(k) Profit Sharing Plan with Automatic Data Processing, Inc., which received a determination letter from the Internal Revenue Service ("IRS") dated March 31, 2008, stating that the Prototype Plan was designed in accordance with the provisions of the Internal Revenue Code ("IRC"). The Plan has been amended since receiving the determination letter; however, the plan administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC. The related trust, therefore, is not subject to tax under present income tax law.

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2012, there were no uncertain positions taken or expected to be taken that would require recognition of a liability or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The plan administrator believes it is no longer subject to income tax examinations for years prior to 2009.

NOTE I: **Party-In-Interest -** Investments in common collective trusts are managed by State Street Global Advisers. State Street Global Advisers is an affiliate of the custodian, State Street Bank and Trust Company, and, therefore, these investments are party-in-interest transactions. Notes receivable from participants represent loans to employees, and therefore, also qualify as party-in-interest transactions.

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

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

Level 2: Inputs to the valuation methodology include:

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

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

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

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

NOTE J: **Fair Value Measurements -** (Continued)

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2012 and 2011.

Registered Investment Company Accounts: The value of mutual funds is determined by fair market value for each fund and is based upon quotations obtained from national securities exchanges and over-the-counter associations for the underlying investments in the funds.

Common/Collective Trusts: Consists of investment contracts and is valued based on information reported by the investment advisor using the audited financial statements of the common/collective trust at year end. The net asset value is based on the value of the underlying assets owned by the fund, minus its liabilities, and then divided by the number of shares outstanding.

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

The following table sets forth by level, within the fair value hierarchy, the Plan's assets, measured on a recurring basis, at fair value as of December 31, 2012:

	Level 1	Level 2	Level 3	Total
Registered Investment Company Accounts:				
Large Cap Growth	$ 716,732	$ -	$ -	$ 716,732
Large Cap Blend	325,703	-	-	325,703
Foreign Large Cap Blend	16,961	-	-	16,961
Mid Cap Growth	146,890	-	-	146,890
Mid Cap Blend	383,017	-	-	383,017
Small Cap Growth	624,435	-	-	624,435
Common/Collective Trusts:				
Large Cap Blend	-	185,407	-	185,407
Money Market Fund	-	1,747,746	-	1,747,746
Total Assets At Fair Value	$ 2,213,738	$1,933,153	$ -	$4,146,891

NOTE J: **Fair Value Measurements** - (Continued)

The following table sets forth by level, within the fair value hierarchy, the Plan's assets, measured on a recurring basis, at fair value as of December 31, 2011:

	Level 1	Level 2	Level 3	Total
Registered Investment Company Accounts:				
Large Cap Growth	$ 618,227	$ -	$ -	$ 618,227
Large Cap Blend	340,384	-	-	340,384
Foreign Large Cap Blend	27,875	-	-	27,875
Mid Cap Growth	135,627	-	-	135,627
Mid Cap Blend	275,322	-	-	275,322
Small Cap Growth	569,344	-	-	569,344
Common/Collective Trusts:				
Large Cap Blend	-	152,020	-	152,020
Money Market Fund	-	1,858,994	-	1,858,994
Total Assets At Fair Value	$ 1,966,779	$2,011,014	$ -	$3,977,793

NOTE K: **Net Asset Value Per Share (NAV)** - The following table for December 31, 2012 and 2011 sets forth a summary of the Plan's investments whose fair value is estimated using NAV, or its equivalent (see Note J for fair value amounts at December 31, 2012 and 2011):

	Unfunded Commitment	Redemption Frequency	Other Redemption Restrictions	Redemption Notice Period
Common Collective Trusts:				
Large Cap Blend (a)	None	Daily	None	None
Money Market (b)	None	Daily	None	None

(a) *Large Capitalization Blend* - Depending on the proximity to their target date, these funds will seek to achieve the following objectives to varying degrees: growth, income, and conservation of capital. The funds will increasingly emphasize income and conservation of capital by investing a greater portion of its assets in bond, equity income and balanced funds as it approaches and passes their target dates, this way, the funds seek to balance total return and stability over time.

(b) *Money Market* - This investment seeks to obtain maximum current income consistent with income preservation of principal and liquidity. Under normal market conditions, the fund invests in high quality, U.S. Dollar denominated money market instruments.

NOTE L: **Differences On Form 5500 -** The financial statements have been prepared on the accrual basis as required by accounting principles generally accepted in the United States of America. However, for the years ended December 31, 2012 and 2011, the Form 5500 to be filed with the Internal Revenue Service has been prepared on the cash basis.

The following is a reconciliation of net assets available for benefits per the financial statements to the Form 5500:

	2012	2011
Net Assets Available For Benefits Per The Financial Statements	$ 4,207,705	$ 4,060,266
Less: Prior Year Participant Contributions Receivable	-	(1,134)
Add: Current Year Excess Contributions Payable	19,463	-
Net Assets Available For Benefits Per The Form 5500	$ 4,227,168	$ 4,059,132

The following is a reconciliation of the increase in net assets available for benefits per the financial statements to the Form 5500:

	2012
Increase In Net Assets Available For Benefits Per The Financial Statements	$ 147,439
Add: Prior Year Participant Contributions Receivable	1,134
Add: Current Year Excess Contributions Payable	19,463
Increase In Net Assets Available For Benefits Per The Form 5500	$ 168,036

NOTE M: **Subsequent Events –** On June 3, 2013, the Plan transferred all of its assets from State Street Bank and Trust Company to Fidelity Management Trust Company ("Fidelity"). Fidelity assumed the responsibilities as trustee and record keeper as of that date.

The Plan has evaluated other subsequent events through October 1, 2013, the date the financial statements were available to be issued.

SUPPLEMENTAL INFORMATION

JBI, LLC 401(k) PLAN
SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
DECEMBER 31, 2012

Form 5500, Schedule H, Line 4i
Plan Name: JBI, LLC. 401(k) Plan Plan: 003
Employer I.D.: #14-1862443

(a)	(b) Identity Of Issue, Borrower, Lessor, Or Similar Party	(c) Description Of Investment Including Maturity Date, Rate Of Interest, Collateral, Par Or Maturity Value	(d) Cost	(e) Current Value
	Common Collective Trusts:			
*	State Street Bank & Trust	Government Money Market	$ **	$ 1,747,746
*	State Street Bank & Trust	S&P 500 Index	**	185,407
	Registered Investment Company Accounts:			
	Amercent	Heritage Fund	**	94,652
	AllianceBern	Global Thematic Growth Fund	**	78,342
	American Century	AC Strategy Allocated Aggressive	**	97,344
	American Century	AC Strategy Allocated Moderate	**	60,939
	American Century	AC Strategy Allocated Conservative	**	34,848
	MFS	MFS Growth Fund	**	1,930
	Ariel	Growth Fund	**	351,092
	DWS	International Select Equity	**	16,961
	DWS	Small Cap Growth Fund	**	28,541
	Federated	Cap Appreciation	**	9,115
	Janus	Adviser Forty	**	215,564
	Janus	Adviser Balanced	**	90,346
	LordAbbet	Mid Cap Value	**	31,925
	Oppenheimer	Global	**	196,295
	Pimco	Total Return	**	130,706
	T. Rowe Price	Small Cap Stock	**	595,894
	Thornburg	Value	**	90,095
	Wells Fargo	Advantage Opportunity	**	52,238
	AllianceBern	Equity Income	**	36,911
*	Participant Loans	4.25% To 9.25%	-	80,277
		Grand Total	$ -	$ 4,227,168

* = Party In Interest
** = Cost information not available as permitted for participant directed accounts

Schedule C, Line 2(h) Formula Description

For those service providers listed on Line 2 for which Line 2(h) has been checked "yes":

For a description of indirect compensation received by service providers listed on Line 2 that was disclosed as a formula, please see Line 3(e). Please note: If indirect compensation disclosed as a formula was received by a service provider from more than one source, there will be multiple Lines 3(e) for that service provider.

JBI, LLC 401(k) PLAN

FINANCIAL STATEMENTS AND SUPPLEMENTAL INFORMATION

YEAR ENDED DECEMBER 31, 2012

WITH INDEPENDENT AUDITORS' REPORT

JBI, LLC 401(k) PLAN
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DECEMBER 31, 2012

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Statement Of Changes In Net Assets Available For Benefits 4

Notes To Financial Statements 5

Supplemental Information (Included Pursuant To Department Of Labor's Rules And Regulations):

Schedule H, Line 4i - Schedule Of Assets (Held At End Of Year) 14

INDEPENDENT AUDITORS' REPORT

To the Administrative Committee of
JBI, LLC 401(k) Plan
Long Beach, California

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of JBI, LLC 401(k) Plan ("the Plan"), which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statement of changes in net assets available for benefits for the year ended December 31 2012, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting our audits 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 ("ERISA"), the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note D, which was certified by State Street Bank and Trust Company ("State Street"), the custodian of the Plan, 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 State Street held the Plan's investment assets and executed investment transactions. The plan administrator has obtained a certification from the custodian as of and for the years ended December 31, 2012 and 2011, that the information provided to the plan administrator by the custodian is complete and accurate.

2875 Michelle Drive, Suite 300, Irvine, CA 92606 • Tel: 714.978.1300 • Fax: 714.978.7893

Offices located in Orange and San Diego Counties

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.

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We were engaged for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedule, 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 (DOL) 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.

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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 custodian, 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 ERISA.

White Nelson Diehl Evans LLP

Irvine, California
October 1, 2013

JBI, LLC 401(k) PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2012 AND 2011

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DECEMBER 31, 2012

NOTE A: **Description Of The Plan** - The following description of the JBI, LLC 401(k) Plan (the "Plan") provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

(1) General - The Plan is a defined contribution plan which was adopted by JBI, LLC (the "Company") effective January 1, 1998, and is subject to the requirements of the Employee Retirement Income Security Act of 1974 ("ERISA") and the Internal Revenue Code of 1986, as amended. The purpose of the Plan is to provide retirement benefits for substantially all employees who have completed at least three months of service and are age 20 or older.

(2) Contributions - Participants may elect to contribute up to 70 percent of their annual compensation not to exceed the maximum deferral limitation, as defined in the Internal Revenue Code. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions. Participants may also contribute amounts representing distributions from other qualified defined benefit or contribution plans. Participants direct the investment of their contributions into various investment options offered by the Plan. The Company may make contributions at the discretion of the Board of Directors, provided that the participant was an eligible employee on the last day of the Plan year. For the years ended December 31, 2012 and 2011, the Company did not make any contributions to the Plan.

(3) Participant Accounts - Each participant's account is credited with the participant's contribution and allocations of (a) the Company's discretionary contribution and, (b) Plan earnings, and charged with an allocation of administrative expenses. 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 vested account.

(4) Vesting - Participants are immediately vested in their contributions plus actual earnings thereon. Vesting in the Company's discretionary contribution portion of their account plus actual earnings thereon is based on years of continuous service. A participant is vested at the rate of 20 percent each year after two years of service and is considered to be 100 percent vested after six years of credited service.

NOTE A: **Description Of The Plan -** (Continued)

(5) Notes Receivable From Participants - Participants may borrow against their account balance within Plan guidelines. Note terms are at the discretion of the borrower but generally cannot exceed five years. The note amount must be a minimum of $500, but cannot exceed the lesser of (a) one-half of the participant's non-forfeitable interest under the Plan, or (b) $50,000. Interest is charged on the outstanding balance at rates determined by the plan administrator based on the prevailing interest rates. Principal and interest is paid ratably through payroll deductions. The notes are secured by the vested balance in the participant's account, and a participant can have a maximum of one outstanding loan at any time.

(6) Benefit Payments - Upon termination of service due to death, disability, retirement, or for other reasons where vested value is more than $5,000, a participant may elect to receive either a lump-sum distribution equal to the vested portion of his or her account or an annuity over the life of the participant or designated beneficiary, as defined in the Plan document. For termination of service where the vested value is no more than $5,000, a participant will receive the value of the vested interest in his or her account as a lump-sum distribution. Additionally, under certain circumstances of financial hardship or upon attaining the age of 59 ½, the participant is allowed to withdraw certain funds from the Plan.

(7) Forfeitures - Upon termination of a participant, the non-vested portion of the employer's contributions are forfeited and are allocated to the remaining participants. As of December 31, 2012 and 2011, forfeited non-allocated accounts totaled $1,223 and $1,173, respectively. For the year ended December 31, 2012, no forfeited amounts were allocated to participants.

(8) Administrative Expenses - Certain administrative functions are performed by officers or employees of the Company. No such officer or employee received compensation from the Plan. Investment fees are paid for by the Plan, but the majority of administrative expenses incurred by the Plan are absorbed by the Company. Certain administrative expenses such as benefit payment requests and loan set up are charged directly to the participant requesting them and reduce the net amount received by the participant.

Investment management fees and operating expenses charged to the Plan for investments in the various funds are deducted from income earned on a daily basis and are reflected as a component of net appreciation (depreciation) in fair values of investments.

NOTE B: **Summary Of Significant Accounting Policies -** The following are the significant accounting policies of the Plan:

(1) Basis Of Accounting And Financial Statement Presentation - The accompanying financial statements of the Plan have been prepared under the accrual method of accounting and in conformity with accounting principles generally accepted in the United States of America ("U.S. GAAP").

(2) Investment Valuation And Income Recognition - The Plan's investments are stated at fair value at December 31, 2012 and 2011. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note J for discussion of fair value measurements.

The Plan's interests in the common/collective trusts are based on the fair value of the trust's underlying investments as based on information reported by the investment advisor using the audited financial statements of the trusts at year end.

Net realized and unrealized appreciation (depreciation) is recorded in the accompanying statement of changes in net assets available for benefits as net realized and unrealized gains (losses) on investments.

Purchases and sales of investments are recorded on a trade date basis. Dividends are recorded on the ex-dividend date. Capital gains and/or losses are reported the day after the trade rate.

Brokerage fees are added to the acquisition costs of assets purchased and subtracted from the proceeds of assets sold.

(3) Notes Receivable From Participants - Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent participant loans are reclassified as distributions based upon terms of the Plan document.

(4) Payment Of Benefits - Benefits are recorded when paid.

(5) Use Of Estimates - The process of preparing financial statements in conformity with accounting principles generally accepted in the United States of America requires the use of estimates and assumptions regarding certain types of assets, liabilities, revenues and gains, and expenses and losses. Such estimates primarily relate to unsettled transactions and events as of the date of the financial statements. Accordingly, upon settlement, actual results may differ from estimated amounts.

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

The Plan holds approximately half of its assets at one institution. In the event of this institution's failure, the Plan could be subject to losses in its common/collective trusts which could fail to the extent of the dollars invested in the funds.

NOTE D: **Information Prepared And Certified By State Street Bank And Trust** - The following information included in the accompanying financial statements and supplemental schedule was obtained from data that has been prepared and certified to as complete and accurate by the custodian:

	December 31, 2012	December 31, 2011
Investments At Fair Value:		
Common/Collective Trusts	$ 1,933,153	$ 2,011,014
Registered Investment Company Accounts	$ 2,213,738	$ 1,966,779
Notes Receivable From Participants	$ 80,277	$ 81,339

State Street Bank and Trust certified the completeness and accuracy of $77,369 interest and dividend income on investments, $250,565 of net appreciation in fair value of investments on registered investment company accounts, $23,335 of net appreciation in fair value of common collective trusts, and $3,327 of interest income related to notes receivable from participants, for the year ended December 31, 2012.

NOTE E: **Investments** - The following table presents investments that represent 5 percent or more of the Plan's net assets:

	2012	2011
Common/Collective Trusts:		
Government Money Fund	$ 1,747,746	$ 1,858,994
Registered Investment Company Accounts:		
Janus Adviser Forty	215,564	Under 5%
T. Rowe Price Small Cap Stock	595,894	544,975
Ariel Growth Fund	351,092	250,748

NOTE F: **Plan Termination -** Although it has not expressed any intent to do so, the Company has the right under the Plan to terminate the Plan, subject to the provisions of ERISA. In the event of Plan termination, all participants would become fully vested in their accounts.

NOTE G: **Withdrawn Participants -** At December 31, 2012, there were no amounts allocated to accounts of persons who have elected to withdraw from the Plan, but have not been paid.

NOTE H: **Tax Status -** The Plan is based on the Prototype Non-Standardized 401(k) Profit Sharing Plan with Automatic Data Processing, Inc., which received a determination letter from the Internal Revenue Service ("IRS") dated March 31, 2008, stating that the Prototype Plan was designed in accordance with the provisions of the Internal Revenue Code ("IRC"). The Plan has been amended since receiving the determination letter; however, the plan administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC. The related trust, therefore, is not subject to tax under present income tax law.

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2012, there were no uncertain positions taken or expected to be taken that would require recognition of a liability or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The plan administrator believes it is no longer subject to income tax examinations for years prior to 2009.

NOTE I: **Party-In-Interest -** Investments in common collective trusts are managed by State Street Global Advisers. State Street Global Advisers is an affiliate of the custodian, State Street Bank and Trust Company, and, therefore, these investments are party-in-interest transactions. Notes receivable from participants represent loans to employees, and therefore, also qualify as party-in-interest transactions.

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

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

Level 2: Inputs to the valuation methodology include:

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

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

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

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

NOTE J: **Fair Value Measurements -** (Continued)

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2012 and 2011.

Registered Investment Company Accounts: The value of mutual funds is determined by fair market value for each fund and is based upon quotations obtained from national securities exchanges and over-the-counter associations for the underlying investments in the funds.

Common/Collective Trusts: Consists of investment contracts and is valued based on information reported by the investment advisor using the audited financial statements of the common/collective trust at year end. The net asset value is based on the value of the underlying assets owned by the fund, minus its liabilities, and then divided by the number of shares outstanding.

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

The following table sets forth by level, within the fair value hierarchy, the Plan's assets, measured on a recurring basis, at fair value as of December 31, 2012:

	Level 1	Level 2	Level 3	Total
Registered Investment Company Accounts:				
Large Cap Growth	$ 716,732	$ -	$ -	$ 716,732
Large Cap Blend	325,703	-	-	325,703
Foreign Large Cap Blend	16,961	-	-	16,961
Mid Cap Growth	146,890	-	-	146,890
Mid Cap Blend	383,017	-	-	383,017
Small Cap Growth	624,435	-	-	624,435
Common/Collective Trusts:				
Large Cap Blend	-	185,407	-	185,407
Money Market Fund	-	1,747,746	-	1,747,746
Total Assets At Fair Value	$ 2,213,738	$1,933,153	$ -	$4,146,891

NOTE J: **Fair Value Measurements** - (Continued)

The following table sets forth by level, within the fair value hierarchy, the Plan's assets, measured on a recurring basis, at fair value as of December 31, 2011:

	Level 1	Level 2	Level 3	Total
Registered Investment Company Accounts:				
Large Cap Growth	$ 618,227	$ -	$ -	$ 618,227
Large Cap Blend	340,384	-	-	340,384
Foreign Large Cap Blend	27,875	-	-	27,875
Mid Cap Growth	135,627	-	-	135,627
Mid Cap Blend	275,322	-	-	275,322
Small Cap Growth	569,344	-	-	569,344
Common/Collective Trusts:				
Large Cap Blend	-	152,020	-	152,020
Money Market Fund	-	1,858,994	-	1,858,994
Total Assets At Fair Value	$ 1,966,779	$2,011,014	$ -	$3,977,793

NOTE K: **Net Asset Value Per Share (NAV)** - The following table for December 31, 2012 and 2011 sets forth a summary of the Plan's investments whose fair value is estimated using NAV, or its equivalent (see Note J for fair value amounts at December 31, 2012 and 2011):

	Unfunded Commitment	Redemption Frequency	Other Redemption Restrictions	Redemption Notice Period
Common Collective Trusts:				
Large Cap Blend (a)	None	Daily	None	None
Money Market (b)	None	Daily	None	None

(a) *Large Capitalization Blend* - Depending on the proximity to their target date, these funds will seek to achieve the following objectives to varying degrees: growth, income, and conservation of capital. The funds will increasingly emphasize income and conservation of capital by investing a greater portion of its assets in bond, equity income and balanced funds as it approaches and passes their target dates, this way, the funds seek to balance total return and stability over time.

(b) *Money Market* - This investment seeks to obtain maximum current income consistent with income preservation of principal and liquidity. Under normal market conditions, the fund invests in high quality, U.S. Dollar denominated money market instruments.

NOTE L: **Differences On Form 5500 -** The financial statements have been prepared on the accrual basis as required by accounting principles generally accepted in the United States of America. However, for the years ended December 31, 2012 and 2011, the Form 5500 to be filed with the Internal Revenue Service has been prepared on the cash basis.

The following is a reconciliation of net assets available for benefits per the financial statements to the Form 5500:

	2012	2011
Net Assets Available For Benefits Per The Financial Statements	$ 4,207,705	$ 4,060,266
Less: Prior Year Participant Contributions Receivable	-	(1,134)
Add: Current Year Excess Contributions Payable	19,463	-
Net Assets Available For Benefits Per The Form 5500	$ 4,227,168	$ 4,059,132

The following is a reconciliation of the increase in net assets available for benefits per the financial statements to the Form 5500:

	2012
Increase In Net Assets Available For Benefits Per The Financial Statements	$ 147,439
Add: Prior Year Participant Contributions Receivable	1,134
Add: Current Year Excess Contributions Payable	19,463
Increase In Net Assets Available For Benefits Per The Form 5500	$ 168,036

NOTE M: **Subsequent Events –** On June 3, 2013, the Plan transferred all of its assets from State Street Bank and Trust Company to Fidelity Management Trust Company ("Fidelity"). Fidelity assumed the responsibilities as trustee and record keeper as of that date.

The Plan has evaluated other subsequent events through October 1, 2013, the date the financial statements were available to be issued.

SUPPLEMENTAL INFORMATION

JBI, LLC 401(k) PLAN
SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
DECEMBER 31, 2012

Form 5500, Schedule H, Line 4i
Plan Name: JBI, LLC. 401(k) Plan Plan: 003
Employer I.D.: #14-1862443

(a)	(b) Identity Of Issue, Borrower, Lessor, Or Similar Party	(c) Description Of Investment Including Maturity Date, Rate Of Interest, Collateral, Par Or Maturity Value	(d) Cost	(e) Current Value
	Common Collective Trusts:			
*	State Street Bank & Trust	Government Money Market	$ **	$ 1,747,746
*	State Street Bank & Trust	S&P 500 Index	**	185,407
	Registered Investment Company Accounts:			
	Amercent	Heritage Fund	**	94,652
	AllianceBern	Global Thematic Growth Fund	**	78,342
	American Century	AC Strategy Allocated Aggressive	**	97,344
	American Century	AC Strategy Allocated Moderate	**	60,939
	American Century	AC Strategy Allocated Conservative	**	34,848
	MFS	MFS Growth Fund	**	1,930
	Ariel	Growth Fund	**	351,092
	DWS	International Select Equity	**	16,961
	DWS	Small Cap Growth Fund	**	28,541
	Federated	Cap Appreciation	**	9,115
	Janus	Adviser Forty	**	215,564
	Janus	Adviser Balanced	**	90,346
	LordAbbet	Mid Cap Value	**	31,925
	Oppenheimer	Global	**	196,295
	Pimco	Total Return	**	130,706
	T. Rowe Price	Small Cap Stock	**	595,894
	Thornburg	Value	**	90,095
	Wells Fargo	Advantage Opportunity	**	52,238
	AllianceBern	Equity Income	**	36,911
*	Participant Loans	4.25% To 9.25%	-	80,277
		Grand Total	$ -	$ 4,227,168

* = Party In Interest
** = Cost information not available as permitted for participant directed accounts

JBI, LLC 401(k) PLAN

FINANCIAL STATEMENTS AND SUPPLEMENTAL INFORMATION

YEAR ENDED DECEMBER 31, 2012

WITH INDEPENDENT AUDITORS' REPORT

JBI, LLC 401(k) PLAN
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Supplemental Information (Included Pursuant To Department Of Labor's Rules And Regulations):

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INDEPENDENT AUDITORS' REPORT

To the Administrative Committee of
JBI, LLC 401(k) Plan
Long Beach, California

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of JBI, LLC 401(k) Plan ("the Plan"), which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statement of changes in net assets available for benefits for the year ended December 31 2012, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting our audits 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 ("ERISA"), the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note D, which was certified by State Street Bank and Trust Company ("State Street"), the custodian of the Plan, 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 State Street held the Plan's investment assets and executed investment transactions. The plan administrator has obtained a certification from the custodian as of and for the years ended December 31, 2012 and 2011, that the information provided to the plan administrator by the custodian is complete and accurate.

2875 Michelle Drive, Suite 300, Irvine, CA 92606 • Tel: 714.978.1300 • Fax: 714.978.7893

Offices located in Orange and San Diego Counties

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, 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 (DOL) 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 custodian, 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 ERISA.

White Nelson Diehl Evans LLP

Irvine, California
October 1, 2013

JBI, LLC 401(k) PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2012 AND 2011

ASSETS

	2012	2011
Investments, At Fair Value:		
Common/Collective Trusts:		
State Street Global Advisors Government Money Fund	$ 1,747,746	$ 1,858,994
State Street Global Advisors S&P 500 Index	185,407	152,020
Registered Investment Company Accounts	2,213,738	1,966,779
Total Investments, At Fair Value	4,146,891	3,977,793
Receivables:		
Notes Receivable From Participants	80,277	81,339
Participant Contributions Receivable	-	1,134
Total Receivables	80,277	82,473
Total Assets	4,227,168	4,060,266

LIABILITIES

Excess Contributions Payable	19,463	-
Total Liabilities	19,463	-
Net Assets Available For Benefits	$ 4,207,705	$ 4,060,266

The accompanying notes are an integral part of these financial statements

JBI, LLC 401(k) PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
YEAR ENDED DECEMBER 31, 2012

Additions To Net Assets Attributed To:		
Contributions:		
Participant Contributions	$	216,857
Earnings On Investments:		
Interest And Dividend Income On Investments		77,369
Other Income		196
Net Realized And Unrealized Gains On Common Collective Trusts		23,335
Net Realized And Unrealized Gains On Registered Investment Company Accounts		250,565
Total Earnings On Investments		351,465
Interest Income From Notes Receivable From Participants		3,327
Total Additions To Net Assets Available For Benefits		571,649
Deductions From Net Assets Attributed To:		
Benefits Paid To Participants		402,749
Deemed Distributions		747
Corrective Distributions		19,560
Administrative Expenses		1,154
Total Deductions From Net Assets Available For Benefits		424,210
Increase In Net Assets Available For Benefits		147,439
Net Assets Available For Benefits, December 31, 2011		4,060,266
Net Assets Available For Benefits, December 31, 2012	$	4,207,705

The accompanying notes are an integral part of these financial statements

JBI, LLC 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2012

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Registered Investment Company Accounts	$ 2,213,738	$ 1,966,779
Notes Receivable From Participants	$ 80,277	$ 81,339

State Street Bank and Trust certified the completeness and accuracy of $77,369 interest and dividend income on investments, $250,565 of net appreciation in fair value of investments on registered investment company accounts, $23,335 of net appreciation in fair value of common collective trusts, and $3,327 of interest income related to notes receivable from participants, for the year ended December 31, 2012.

NOTE E: **Investments** - The following table presents investments that represent 5 percent or more of the Plan's net assets:

	2012	2011
Common/Collective Trusts:		
Government Money Fund	$ 1,747,746	$ 1,858,994
Registered Investment Company Accounts:		
Janus Adviser Forty	215,564	Under 5%
T. Rowe Price Small Cap Stock	595,894	544,975
Ariel Growth Fund	351,092	250,748

NOTE F: **Plan Termination -** Although it has not expressed any intent to do so, the Company has the right under the Plan to terminate the Plan, subject to the provisions of ERISA. In the event of Plan termination, all participants would become fully vested in their accounts.

NOTE G: **Withdrawn Participants -** At December 31, 2012, there were no amounts allocated to accounts of persons who have elected to withdraw from the Plan, but have not been paid.

NOTE H: **Tax Status -** The Plan is based on the Prototype Non-Standardized 401(k) Profit Sharing Plan with Automatic Data Processing, Inc., which received a determination letter from the Internal Revenue Service ("IRS") dated March 31, 2008, stating that the Prototype Plan was designed in accordance with the provisions of the Internal Revenue Code ("IRC"). The Plan has been amended since receiving the determination letter; however, the plan administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC. The related trust, therefore, is not subject to tax under present income tax law.

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2012, there were no uncertain positions taken or expected to be taken that would require recognition of a liability or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The plan administrator believes it is no longer subject to income tax examinations for years prior to 2009.

NOTE I: **Party-In-Interest -** Investments in common collective trusts are managed by State Street Global Advisers. State Street Global Advisers is an affiliate of the custodian, State Street Bank and Trust Company, and, therefore, these investments are party-in-interest transactions. Notes receivable from participants represent loans to employees, and therefore, also qualify as party-in-interest transactions.

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

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

Level 2: Inputs to the valuation methodology include:

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

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

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

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

NOTE J: **Fair Value Measurements -** (Continued)

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2012 and 2011.

Registered Investment Company Accounts: The value of mutual funds is determined by fair market value for each fund and is based upon quotations obtained from national securities exchanges and over-the-counter associations for the underlying investments in the funds.

Common/Collective Trusts: Consists of investment contracts and is valued based on information reported by the investment advisor using the audited financial statements of the common/collective trust at year end. The net asset value is based on the value of the underlying assets owned by the fund, minus its liabilities, and then divided by the number of shares outstanding.

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

The following table sets forth by level, within the fair value hierarchy, the Plan's assets, measured on a recurring basis, at fair value as of December 31, 2012:

	Level 1	Level 2	Level 3	Total
Registered Investment Company Accounts:				
Large Cap Growth	$ 716,732	$ -	$ -	$ 716,732
Large Cap Blend	325,703	-	-	325,703
Foreign Large Cap Blend	16,961	-	-	16,961
Mid Cap Growth	146,890	-	-	146,890
Mid Cap Blend	383,017	-	-	383,017
Small Cap Growth	624,435	-	-	624,435
Common/Collective Trusts:				
Large Cap Blend	-	185,407	-	185,407
Money Market Fund	-	1,747,746	-	1,747,746
Total Assets At Fair Value	$ 2,213,738	$1,933,153	$ -	$4,146,891

NOTE J: **Fair Value Measurements** - (Continued)

The following table sets forth by level, within the fair value hierarchy, the Plan's assets, measured on a recurring basis, at fair value as of December 31, 2011:

	Level 1	Level 2	Level 3	Total
Registered Investment Company Accounts:				
Large Cap Growth	$ 618,227	$ -	$ -	$ 618,227
Large Cap Blend	340,384	-	-	340,384
Foreign Large Cap Blend	27,875	-	-	27,875
Mid Cap Growth	135,627	-	-	135,627
Mid Cap Blend	275,322	-	-	275,322
Small Cap Growth	569,344	-	-	569,344
Common/Collective Trusts:				
Large Cap Blend	-	152,020	-	152,020
Money Market Fund	-	1,858,994	-	1,858,994
Total Assets At Fair Value	$ 1,966,779	$2,011,014	$ -	$3,977,793

NOTE K: **Net Asset Value Per Share (NAV)** - The following table for December 31, 2012 and 2011 sets forth a summary of the Plan's investments whose fair value is estimated using NAV, or its equivalent (see Note J for fair value amounts at December 31, 2012 and 2011):

	Unfunded Commitment	Redemption Frequency	Other Redemption Restrictions	Redemption Notice Period
Common Collective Trusts:				
Large Cap Blend (a)	None	Daily	None	None
Money Market (b)	None	Daily	None	None

(a) *Large Capitalization Blend* - Depending on the proximity to their target date, these funds will seek to achieve the following objectives to varying degrees: growth, income, and conservation of capital. The funds will increasingly emphasize income and conservation of capital by investing a greater portion of its assets in bond, equity income and balanced funds as it approaches and passes their target dates, this way, the funds seek to balance total return and stability over time.

(b) *Money Market* - This investment seeks to obtain maximum current income consistent with income preservation of principal and liquidity. Under normal market conditions, the fund invests in high quality, U.S. Dollar denominated money market instruments.

NOTE L: **Differences On Form 5500 -** The financial statements have been prepared on the accrual basis as required by accounting principles generally accepted in the United States of America. However, for the years ended December 31, 2012 and 2011, the Form 5500 to be filed with the Internal Revenue Service has been prepared on the cash basis.

The following is a reconciliation of net assets available for benefits per the financial statements to the Form 5500:

	2012	2011
Net Assets Available For Benefits Per The Financial Statements	$ 4,207,705	$ 4,060,266
Less: Prior Year Participant Contributions Receivable	-	(1,134)
Add: Current Year Excess Contributions Payable	19,463	-
Net Assets Available For Benefits Per The Form 5500	$ 4,227,168	$ 4,059,132

The following is a reconciliation of the increase in net assets available for benefits per the financial statements to the Form 5500:

	2012
Increase In Net Assets Available For Benefits Per The Financial Statements	$ 147,439
Add: Prior Year Participant Contributions Receivable	1,134
Add: Current Year Excess Contributions Payable	19,463
Increase In Net Assets Available For Benefits Per The Form 5500	$ 168,036

NOTE M: **Subsequent Events –** On June 3, 2013, the Plan transferred all of its assets from State Street Bank and Trust Company to Fidelity Management Trust Company ("Fidelity"). Fidelity assumed the responsibilities as trustee and record keeper as of that date.

The Plan has evaluated other subsequent events through October 1, 2013, the date the financial statements were available to be issued.

SUPPLEMENTAL INFORMATION

JBI, LLC 401(k) PLAN
SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
DECEMBER 31, 2012

Form 5500, Schedule H, Line 4i
Plan Name: JBI, LLC. 401(k) Plan Plan: 003
Employer I.D.: #14-1862443

(a)	(b) Identity Of Issue, Borrower, Lessor, Or Similar Party	(c) Description Of Investment Including Maturity Date, Rate Of Interest, Collateral, Par Or Maturity Value	(d) Cost	(e) Current Value
	Common Collective Trusts:			
*	State Street Bank & Trust	Government Money Market	$ **	$ 1,747,746
*	State Street Bank & Trust	S&P 500 Index	**	185,407
	Registered Investment Company Accounts:			
	Amercent	Heritage Fund	**	94,652
	AllianceBern	Global Thematic Growth Fund	**	78,342
	American Century	AC Strategy Allocated Aggressive	**	97,344
	American Century	AC Strategy Allocated Moderate	**	60,939
	American Century	AC Strategy Allocated Conservative	**	34,848
	MFS	MFS Growth Fund	**	1,930
	Ariel	Growth Fund	**	351,092
	DWS	International Select Equity	**	16,961
	DWS	Small Cap Growth Fund	**	28,541
	Federated	Cap Appreciation	**	9,115
	Janus	Adviser Forty	**	215,564
	Janus	Adviser Balanced	**	90,346
	LordAbbet	Mid Cap Value	**	31,925
	Oppenheimer	Global	**	196,295
	Pimco	Total Return	**	130,706
	T. Rowe Price	Small Cap Stock	**	595,894
	Thornburg	Value	**	90,095
	Wells Fargo	Advantage Opportunity	**	52,238
	AllianceBern	Equity Income	**	36,911
*	Participant Loans	4.25% To 9.25%	-	80,277
		Grand Total	$ -	$ 4,227,168

* = Party In Interest
** = Cost information not available as permitted for participant directed accounts

JBI, LLC 401(k) PLAN

FINANCIAL STATEMENTS AND SUPPLEMENTAL INFORMATION

YEAR ENDED DECEMBER 31, 2012

WITH INDEPENDENT AUDITORS' REPORT

JBI, LLC 401(k) PLAN
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Notes To Financial Statements 5

Supplemental Information (Included Pursuant To Department Of Labor's Rules And Regulations):

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INDEPENDENT AUDITORS' REPORT

To the Administrative Committee of
JBI, LLC 401(k) Plan
Long Beach, California

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of JBI, LLC 401(k) Plan ("the Plan"), which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statement of changes in net assets available for benefits for the year ended December 31 2012, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting our audits 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 ("ERISA"), the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note D, which was certified by State Street Bank and Trust Company ("State Street"), the custodian of the Plan, 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 State Street held the Plan's investment assets and executed investment transactions. The plan administrator has obtained a certification from the custodian as of and for the years ended December 31, 2012 and 2011, that the information provided to the plan administrator by the custodian is complete and accurate.

2875 Michelle Drive, Suite 300, Irvine, CA 92606 • Tel: 714.978.1300 • Fax: 714.978.7893

Offices located in Orange and San Diego Counties

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, 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 (DOL) 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 custodian, 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 ERISA.

White Nelson Diehl Evans LLP

Irvine, California
October 1, 2013

JBI, LLC 401(k) PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2012 AND 2011

ASSETS

	2012	2011
Investments, At Fair Value:		
Common/Collective Trusts:		
State Street Global Advisors Government Money Fund	$ 1,747,746	$ 1,858,994
State Street Global Advisors S&P 500 Index	185,407	152,020
Registered Investment Company Accounts	2,213,738	1,966,779
Total Investments, At Fair Value	4,146,891	3,977,793
Receivables:		
Notes Receivable From Participants	80,277	81,339
Participant Contributions Receivable	-	1,134
Total Receivables	80,277	82,473
Total Assets	4,227,168	4,060,266

LIABILITIES

Excess Contributions Payable	19,463	-
Total Liabilities	19,463	-
Net Assets Available For Benefits	$ 4,207,705	$ 4,060,266

The accompanying notes are an integral part of these financial statements

JBI, LLC 401(k) PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
YEAR ENDED DECEMBER 31, 2012

Additions To Net Assets Attributed To:		
Contributions:		
Participant Contributions	$	216,857
Earnings On Investments:		
Interest And Dividend Income On Investments		77,369
Other Income		196
Net Realized And Unrealized Gains On Common Collective Trusts		23,335
Net Realized And Unrealized Gains On Registered Investment Company Accounts		250,565
Total Earnings On Investments		351,465
Interest Income From Notes Receivable From Participants		3,327
Total Additions To Net Assets Available For Benefits		571,649
Deductions From Net Assets Attributed To:		
Benefits Paid To Participants		402,749
Deemed Distributions		747
Corrective Distributions		19,560
Administrative Expenses		1,154
Total Deductions From Net Assets Available For Benefits		424,210
Increase In Net Assets Available For Benefits		147,439
Net Assets Available For Benefits, December 31, 2011		4,060,266
Net Assets Available For Benefits, December 31, 2012	$	4,207,705

The accompanying notes are an integral part of these financial statements

JBI, LLC 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2012

NOTE A: **Description Of The Plan** - The following description of the JBI, LLC 401(k) Plan (the "Plan") provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

(1) General - The Plan is a defined contribution plan which was adopted by JBI, LLC (the "Company") effective January 1, 1998, and is subject to the requirements of the Employee Retirement Income Security Act of 1974 ("ERISA") and the Internal Revenue Code of 1986, as amended. The purpose of the Plan is to provide retirement benefits for substantially all employees who have completed at least three months of service and are age 20 or older.

(2) Contributions - Participants may elect to contribute up to 70 percent of their annual compensation not to exceed the maximum deferral limitation, as defined in the Internal Revenue Code. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions. Participants may also contribute amounts representing distributions from other qualified defined benefit or contribution plans. Participants direct the investment of their contributions into various investment options offered by the Plan. The Company may make contributions at the discretion of the Board of Directors, provided that the participant was an eligible employee on the last day of the Plan year. For the years ended December 31, 2012 and 2011, the Company did not make any contributions to the Plan.

(3) Participant Accounts - Each participant's account is credited with the participant's contribution and allocations of (a) the Company's discretionary contribution and, (b) Plan earnings, and charged with an allocation of administrative expenses. 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 vested account.

(4) Vesting - Participants are immediately vested in their contributions plus actual earnings thereon. Vesting in the Company's discretionary contribution portion of their account plus actual earnings thereon is based on years of continuous service. A participant is vested at the rate of 20 percent each year after two years of service and is considered to be 100 percent vested after six years of credited service.

NOTE A: **Description Of The Plan -** (Continued)

(5) Notes Receivable From Participants - Participants may borrow against their account balance within Plan guidelines. Note terms are at the discretion of the borrower but generally cannot exceed five years. The note amount must be a minimum of $500, but cannot exceed the lesser of (a) one-half of the participant's non-forfeitable interest under the Plan, or (b) $50,000. Interest is charged on the outstanding balance at rates determined by the plan administrator based on the prevailing interest rates. Principal and interest is paid ratably through payroll deductions. The notes are secured by the vested balance in the participant's account, and a participant can have a maximum of one outstanding loan at any time.

(6) Benefit Payments - Upon termination of service due to death, disability, retirement, or for other reasons where vested value is more than $5,000, a participant may elect to receive either a lump-sum distribution equal to the vested portion of his or her account or an annuity over the life of the participant or designated beneficiary, as defined in the Plan document. For termination of service where the vested value is no more than $5,000, a participant will receive the value of the vested interest in his or her account as a lump-sum distribution. Additionally, under certain circumstances of financial hardship or upon attaining the age of 59 ½, the participant is allowed to withdraw certain funds from the Plan.

(7) Forfeitures - Upon termination of a participant, the non-vested portion of the employer's contributions are forfeited and are allocated to the remaining participants. As of December 31, 2012 and 2011, forfeited non-allocated accounts totaled $1,223 and $1,173, respectively. For the year ended December 31, 2012, no forfeited amounts were allocated to participants.

(8) Administrative Expenses - Certain administrative functions are performed by officers or employees of the Company. No such officer or employee received compensation from the Plan. Investment fees are paid for by the Plan, but the majority of administrative expenses incurred by the Plan are absorbed by the Company. Certain administrative expenses such as benefit payment requests and loan set up are charged directly to the participant requesting them and reduce the net amount received by the participant.

Investment management fees and operating expenses charged to the Plan for investments in the various funds are deducted from income earned on a daily basis and are reflected as a component of net appreciation (depreciation) in fair values of investments.

NOTE B: **Summary Of Significant Accounting Policies -** The following are the significant accounting policies of the Plan:

(1) Basis Of Accounting And Financial Statement Presentation - The accompanying financial statements of the Plan have been prepared under the accrual method of accounting and in conformity with accounting principles generally accepted in the United States of America ("U.S. GAAP").

(2) Investment Valuation And Income Recognition - The Plan's investments are stated at fair value at December 31, 2012 and 2011. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note J for discussion of fair value measurements.

The Plan's interests in the common/collective trusts are based on the fair value of the trust's underlying investments as based on information reported by the investment advisor using the audited financial statements of the trusts at year end.

Net realized and unrealized appreciation (depreciation) is recorded in the accompanying statement of changes in net assets available for benefits as net realized and unrealized gains (losses) on investments.

Purchases and sales of investments are recorded on a trade date basis. Dividends are recorded on the ex-dividend date. Capital gains and/or losses are reported the day after the trade rate.

Brokerage fees are added to the acquisition costs of assets purchased and subtracted from the proceeds of assets sold.

(3) Notes Receivable From Participants - Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent participant loans are reclassified as distributions based upon terms of the Plan document.

(4) Payment Of Benefits - Benefits are recorded when paid.

(5) Use Of Estimates - The process of preparing financial statements in conformity with accounting principles generally accepted in the United States of America requires the use of estimates and assumptions regarding certain types of assets, liabilities, revenues and gains, and expenses and losses. Such estimates primarily relate to unsettled transactions and events as of the date of the financial statements. Accordingly, upon settlement, actual results may differ from estimated amounts.

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

The Plan holds approximately half of its assets at one institution. In the event of this institution's failure, the Plan could be subject to losses in its common/collective trusts which could fail to the extent of the dollars invested in the funds.

NOTE D: **Information Prepared And Certified By State Street Bank And Trust** - The following information included in the accompanying financial statements and supplemental schedule was obtained from data that has been prepared and certified to as complete and accurate by the custodian:

	December 31, 2012	December 31, 2011
Investments At Fair Value:		
Common/Collective Trusts	$ 1,933,153	$ 2,011,014
Registered Investment Company Accounts	$ 2,213,738	$ 1,966,779
Notes Receivable From Participants	$ 80,277	$ 81,339

State Street Bank and Trust certified the completeness and accuracy of $77,369 interest and dividend income on investments, $250,565 of net appreciation in fair value of investments on registered investment company accounts, $23,335 of net appreciation in fair value of common collective trusts, and $3,327 of interest income related to notes receivable from participants, for the year ended December 31, 2012.

NOTE E: **Investments** - The following table presents investments that represent 5 percent or more of the Plan's net assets:

	2012	2011
Common/Collective Trusts:		
Government Money Fund	$ 1,747,746	$ 1,858,994
Registered Investment Company Accounts:		
Janus Adviser Forty	215,564	Under 5%
T. Rowe Price Small Cap Stock	595,894	544,975
Ariel Growth Fund	351,092	250,748

NOTE F: **Plan Termination -** Although it has not expressed any intent to do so, the Company has the right under the Plan to terminate the Plan, subject to the provisions of ERISA. In the event of Plan termination, all participants would become fully vested in their accounts.

NOTE G: **Withdrawn Participants -** At December 31, 2012, there were no amounts allocated to accounts of persons who have elected to withdraw from the Plan, but have not been paid.

NOTE H: **Tax Status -** The Plan is based on the Prototype Non-Standardized 401(k) Profit Sharing Plan with Automatic Data Processing, Inc., which received a determination letter from the Internal Revenue Service ("IRS") dated March 31, 2008, stating that the Prototype Plan was designed in accordance with the provisions of the Internal Revenue Code ("IRC"). The Plan has been amended since receiving the determination letter; however, the plan administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC. The related trust, therefore, is not subject to tax under present income tax law.

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2012, there were no uncertain positions taken or expected to be taken that would require recognition of a liability or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The plan administrator believes it is no longer subject to income tax examinations for years prior to 2009.

NOTE I: **Party-In-Interest -** Investments in common collective trusts are managed by State Street Global Advisers. State Street Global Advisers is an affiliate of the custodian, State Street Bank and Trust Company, and, therefore, these investments are party-in-interest transactions. Notes receivable from participants represent loans to employees, and therefore, also qualify as party-in-interest transactions.

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

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

Level 2: Inputs to the valuation methodology include:

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

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

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

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

NOTE J: **Fair Value Measurements -** (Continued)

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2012 and 2011.

Registered Investment Company Accounts: The value of mutual funds is determined by fair market value for each fund and is based upon quotations obtained from national securities exchanges and over-the-counter associations for the underlying investments in the funds.

Common/Collective Trusts: Consists of investment contracts and is valued based on information reported by the investment advisor using the audited financial statements of the common/collective trust at year end. The net asset value is based on the value of the underlying assets owned by the fund, minus its liabilities, and then divided by the number of shares outstanding.

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

The following table sets forth by level, within the fair value hierarchy, the Plan's assets, measured on a recurring basis, at fair value as of December 31, 2012:

	Level 1	Level 2	Level 3	Total
Registered Investment Company Accounts:				
Large Cap Growth	$ 716,732	$ -	$ -	$ 716,732
Large Cap Blend	325,703	-	-	325,703
Foreign Large Cap Blend	16,961	-	-	16,961
Mid Cap Growth	146,890	-	-	146,890
Mid Cap Blend	383,017	-	-	383,017
Small Cap Growth	624,435	-	-	624,435
Common/Collective Trusts:				
Large Cap Blend	-	185,407	-	185,407
Money Market Fund	-	1,747,746	-	1,747,746
Total Assets At Fair Value	$ 2,213,738	$1,933,153	$ -	$4,146,891

NOTE J: **Fair Value Measurements** - (Continued)

The following table sets forth by level, within the fair value hierarchy, the Plan's assets, measured on a recurring basis, at fair value as of December 31, 2011:

	Level 1	Level 2	Level 3	Total
Registered Investment Company Accounts:				
Large Cap Growth	$ 618,227	$ -	$ -	$ 618,227
Large Cap Blend	340,384	-	-	340,384
Foreign Large Cap Blend	27,875	-	-	27,875
Mid Cap Growth	135,627	-	-	135,627
Mid Cap Blend	275,322	-	-	275,322
Small Cap Growth	569,344	-	-	569,344
Common/Collective Trusts:				
Large Cap Blend	-	152,020	-	152,020
Money Market Fund	-	1,858,994	-	1,858,994
Total Assets At Fair Value	$ 1,966,779	$2,011,014	$ -	$3,977,793

NOTE K: **Net Asset Value Per Share (NAV)** - The following table for December 31, 2012 and 2011 sets forth a summary of the Plan's investments whose fair value is estimated using NAV, or its equivalent (see Note J for fair value amounts at December 31, 2012 and 2011):

	Unfunded Commitment	Redemption Frequency	Other Redemption Restrictions	Redemption Notice Period
Common Collective Trusts:				
Large Cap Blend (a)	None	Daily	None	None
Money Market (b)	None	Daily	None	None

(a) *Large Capitalization Blend* - Depending on the proximity to their target date, these funds will seek to achieve the following objectives to varying degrees: growth, income, and conservation of capital. The funds will increasingly emphasize income and conservation of capital by investing a greater portion of its assets in bond, equity income and balanced funds as it approaches and passes their target dates, this way, the funds seek to balance total return and stability over time.

(b) *Money Market* - This investment seeks to obtain maximum current income consistent with income preservation of principal and liquidity. Under normal market conditions, the fund invests in high quality, U.S. Dollar denominated money market instruments.

NOTE L: **Differences On Form 5500 -** The financial statements have been prepared on the accrual basis as required by accounting principles generally accepted in the United States of America. However, for the years ended December 31, 2012 and 2011, the Form 5500 to be filed with the Internal Revenue Service has been prepared on the cash basis.

The following is a reconciliation of net assets available for benefits per the financial statements to the Form 5500:

	2012	2011
Net Assets Available For Benefits Per The Financial Statements	$ 4,207,705	$ 4,060,266
Less: Prior Year Participant Contributions Receivable	-	(1,134)
Add: Current Year Excess Contributions Payable	19,463	-
Net Assets Available For Benefits Per The Form 5500	$ 4,227,168	$ 4,059,132

The following is a reconciliation of the increase in net assets available for benefits per the financial statements to the Form 5500:

	2012
Increase In Net Assets Available For Benefits Per The Financial Statements	$ 147,439
Add: Prior Year Participant Contributions Receivable	1,134
Add: Current Year Excess Contributions Payable	19,463
Increase In Net Assets Available For Benefits Per The Form 5500	$ 168,036

NOTE M: **Subsequent Events –** On June 3, 2013, the Plan transferred all of its assets from State Street Bank and Trust Company to Fidelity Management Trust Company ("Fidelity"). Fidelity assumed the responsibilities as trustee and record keeper as of that date.

The Plan has evaluated other subsequent events through October 1, 2013, the date the financial statements were available to be issued.

SUPPLEMENTAL INFORMATION

JBI, LLC 401(k) PLAN
SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
DECEMBER 31, 2012

Form 5500, Schedule H, Line 4i
Plan Name: JBI, LLC. 401(k) Plan Plan: 003
Employer I.D.: #14-1862443

(a)	(b) Identity Of Issue, Borrower, Lessor, Or Similar Party	(c) Description Of Investment Including Maturity Date, Rate Of Interest, Collateral, Par Or Maturity Value	(d) Cost	(e) Current Value
	Common Collective Trusts:			
*	State Street Bank & Trust	Government Money Market	$ **	$ 1,747,746
*	State Street Bank & Trust	S&P 500 Index	**	185,407
	Registered Investment Company Accounts:			
	Amercent	Heritage Fund	**	94,652
	AllianceBern	Global Thematic Growth Fund	**	78,342
	American Century	AC Strategy Allocated Aggressive	**	97,344
	American Century	AC Strategy Allocated Moderate	**	60,939
	American Century	AC Strategy Allocated Conservative	**	34,848
	MFS	MFS Growth Fund	**	1,930
	Ariel	Growth Fund	**	351,092
	DWS	International Select Equity	**	16,961
	DWS	Small Cap Growth Fund	**	28,541
	Federated	Cap Appreciation	**	9,115
	Janus	Adviser Forty	**	215,564
	Janus	Adviser Balanced	**	90,346
	LordAbbet	Mid Cap Value	**	31,925
	Oppenheimer	Global	**	196,295
	Pimco	Total Return	**	130,706
	T. Rowe Price	Small Cap Stock	**	595,894
	Thornburg	Value	**	90,095
	Wells Fargo	Advantage Opportunity	**	52,238
	AllianceBern	Equity Income	**	36,911
*	Participant Loans	4.25% To 9.25%	-	80,277
		Grand Total	$ -	$ 4,227,168

* = Party In Interest
** = Cost information not available as permitted for participant directed accounts

Attachment to 2012 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name JBI, LLC 401(K) PLAN **EIN:** 14-1862443
Plan Sponsor's Name JBI, LLC **PN:** 003

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
	DWS DIVERSIFIED INT EQ S	REGISTERED INVESTMENT COMPANY		16,961
	ARIEL FUND	REGISTERED INVESTMENT COMPANY		351,092
	LORD ABBETT MID CAP STOCK P	REGISTERED INVESTMENT COMPANY		31,925
	AC STRAT ALLOC AGG FUND - ADV	REGISTERED INVESTMENT COMPANY		97,344
	AC STRAT ALLOC MOD FUND - ADV	REGISTERED INVESTMENT COMPANY		60,939
	AMERCENT HERITAGE FUND - A	REGISTERED INVESTMENT COMPANY		94,652
	AC STRAT ALLOC CONS FUND - ADV	REGISTERED INVESTMENT COMPANY		34,848

Attachment to 2012 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name JBI, LLC 401(K) PLAN **EIN:** 14-1862443
Plan Sponsor's Name JBI, LLC **PN:** 003

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
	FEDERATED CAP APPRECIATION - A	REGISTERED INVESTMENT COMPANY		9,115
	T. ROWE PRICE SM-CAP STOCK-ADV	REGISTERED INVESTMENT COMPANY		595,894
	OPPENHEIMER GLOBAL FUND - A	REGISTERED INVESTMENT COMPANY		196,295
	MFS GROWTH FD - A	REGISTERED INVESTMENT COMPANY		1,930
	WELLS FARGO ADV OPP FD - A	REGISTERED INVESTMENT COMPANY		52,238
	ALLIANCEBER GLO THEM GR FD -A	REGISTERED INVESTMENT COMPANY		78,342
	PIMCO TOTAL RETURN FUND - A	REGISTERED INVESTMENT COMPANY		130,706

Attachment to 2012 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name JBI, LLC 401(K) PLAN **EIN:** 14-1862443
Plan Sponsor's Name JBI, LLC **PN:** 003

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
	THORNBURG VALUE FUND - A	REGISTERED INVESTMENT COMPANY		90,095
	JANUS FORTY FUND - S	REGISTERED INVESTMENT COMPANY		215,564
	JANUS BALANCED FUND - S	REGISTERED INVESTMENT COMPANY		90,346
	AB EQUITY INCOME A	REGISTERED INVESTMENT COMPANY		36,911
	DWS SMALL CAP GROWTH FUND-S	REGISTERED INVESTMENT COMPANY		28,541
	PARTICIPANT LOANS	INTEREST RATES (4.25% TO 9.25%)		80,277
	SSGA CASH SERIES US GOVT L	COMMON/COLLECTIVE TRUST		1,747,746

Attachment to 2012 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name JBI, LLC 401(K) PLAN **EIN:** 14-1862443
Plan Sponsor's Name JBI, LLC **PN:** 003

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
	SSGA S & P 500 IDX IX	COMMON/COLLECTIVE TRUST		185,407