

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), 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 2010 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2010 or fiscal plan year beginning <u>01/01/2010</u> and ending <u>05/07/2010</u>	
A This return/report is for:	<input type="checkbox"/> a multiemployer plan; <input checked="" type="checkbox"/> a single-employer plan; <input type="checkbox"/> a multiple-employer plan; or <input type="checkbox"/> a DFE (specify) ____
B This return/report is:	<input type="checkbox"/> the first return/report; <input type="checkbox"/> an amended return/report; <input checked="" type="checkbox"/> the final return/report; <input checked="" type="checkbox"/> a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	<input type="checkbox"/>
D Check box if filing under:	<input type="checkbox"/> Form 5558; <input type="checkbox"/> automatic extension; <input type="checkbox"/> special extension (enter description)

Part II	Basic Plan Information —enter all requested information
1a Name of plan <u>RETIREMENT SAVINGS PLAN FOR THE KNOWLES FAMILY OF COMPANIES</u>	1b Three-digit plan number (PN) ► <u>005</u> 1c Effective date of plan <u>07/01/1987</u>
2a Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.) <u>KNOWLES ELECTRONICS LLC</u> <u>1151 MAPLEWOOD DRIVE</u> <u>ITASCA, IL 60143</u>	2b Employer Identification Number (EIN) <u>36-4316363</u> 2c Sponsor's telephone number <u>630-250-5100</u> 2d Business code (see instructions) <u>335900</u>

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

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

SIGN HERE	<u>Filed with authorized/valid electronic signature.</u>	<u>12/14/2010</u>	<u>CONNIE GREVE</u>
	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

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

Form 5500 (2010)
v.092307.1

3a Plan administrator's name and address (if same as plan sponsor, enter "Same") KNOWLES ELECTRONICS LLC 1151 MAPLEWOOD DRIVE ITASCA, IL 60143	3b Administrator's EIN 36-4316363 3c Administrator's telephone number 630-250-5100
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4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name	4b EIN 4c PN
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5 Total number of participants at the beginning of the plan year	5	433
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6 Number of participants as of the end of the plan year (welfare plans complete only lines 6a , 6b , 6c , and 6d).		
a Active participants.....	6a	0
b Retired or separated participants receiving benefits.....	6b	0
c Other retired or separated participants entitled to future benefits.....	6c	0
d Subtotal. Add lines 6a , 6b , and 6c	6d	0
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	0
f Total. Add lines 6d and 6e	6f	0
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	0
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	0

7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7	
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8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:
 2J

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

9a Plan funding arrangement (check all that apply) (1) <input type="checkbox"/> Insurance (2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts (3) <input checked="" type="checkbox"/> Trust (4) <input type="checkbox"/> General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) <input type="checkbox"/> Insurance (2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts (3) <input checked="" type="checkbox"/> Trust (4) <input type="checkbox"/> General assets of the sponsor
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10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

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

b General Schedules

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

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
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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
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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)

RETIREMENT SAVINGS PLAN FOR THE KNOWLES FAMILY OF COMPANIES

a Plan name**b** Name of plan sponsor
KNOWLES ELECTRONICS LLC**c** EIN-PN 36-4316363-005**a** Plan name**b** Name of plan sponsor**c** EIN-PN**a** Plan name**b** Name of plan sponsor**c** EIN-PN**a** Plan name**b** Name of plan sponsor**c** EIN-PN**a** Plan name**b** Name of plan sponsor**c** EIN-PN**a** Plan name**b** Name of plan sponsor**c** EIN-PN**a** Plan name**b** Name of plan sponsor**c** EIN-PN**a** Plan name**b** Name of plan sponsor**c** EIN-PN**a** Plan name**b** Name of plan sponsor**c** EIN-PN**a** Plan name**b** Name of plan sponsor**c** EIN-PN**a** Plan name**b** Name of plan sponsor**c** EIN-PN**a** Plan name**b** Name of plan sponsor**c** EIN-PN

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 <div style="border: 1px solid black; padding: 5px; font-size: 1.2em; font-weight: bold;">2010</div> This Form is Open to Public Inspection
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For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 05/07/2010		
A Name of plan RETIREMENT SAVINGS PLAN FOR THE KNOWLES FAMILY OF COMPANIES	B Three-digit plan number (PN) ►	005
C Plan sponsor's name as shown on line 2a of Form 5500 KNOWLES ELECTRONICS LLC	D Employer Identification Number (EIN) 36-4316363	

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)	90	
(2) Participant contributions	1b(2)		
(3) Other.....	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities.....	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other.....	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	325880	0
(9) Value of interest in common/collective trusts.....	1c(9)	6073486	0
(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)	26837760	0
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(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	33237216	0

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 through 1j)	1k		

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	33237216	0
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Part II Income and Expense Statement

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

Income**a Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)		
(B) Participants	2a(1)(B)		
(C) Others (including rollovers)	2a(1)(C)	1017	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		1017

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)	7181	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		7181

(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)	135071	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		135071

(3) Rents	2b(3)		
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(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	0	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	0	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0

		(a) Amount	(b) Total
2b (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)		
(6) Net investment gain (loss) from common/collective trusts	2b(6)		22428
(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)		126850
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		292547

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	3330718	
(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)		3330718
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		
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)	531	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		531
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		3331249

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		-3038702
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		30198514

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: MILLER COOPER & COMPANY

(2) EIN: 36-2897372

d The opinion of an independent qualified public accountant is **not attached** because:

(1) ☐ This form is filed for a CCT, PSA, or MTIA. (2) ☐ It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

- 4** CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete 4j and 4l. MTIAs also do not complete 4l.

During the plan year:

	Yes	No	Amount
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.).....		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.).....		X	
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.).....		X	
e Was this plan covered by a fidelity bond?.....	X		20000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....		X	
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.).....		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....	X		
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....	X		
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	X		

- 5a** Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?
If yes, enter the amount of any plan assets that reverted to the employer this year ☐ Yes ☒ No Amount:

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

5b(1) Name of plan(s)	5b(2) EIN(s)	5b(3) PN(s)
DOVER RETIREMENT SAVINGS PLAN	53-0257888	030

**Retirement Savings Plan for
The Knowles Family of Companies**

**Financial Statements and
Independent Auditors' Report**

May 7, 2010 and December 31, 2009

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MILLER COOPER & Co., Ltd

ACCOUNTANTS AND CONSULTANTS

INDEPENDENT AUDITORS' REPORT

Administrative Committee
Retirement Savings Plan for The Knowles Family of Companies
Itasca, Illinois

We were engaged to audit the financial statements of the Retirement Savings Plan for The Knowles Family of Companies as of May 7, 2010 and December 31, 2009, and for the period January 1, 2010 through May 7, 2010, as listed in the accompanying table of contents. These financial statements and are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the United States Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the investments, investment transactions, and related earnings, which were certified by T. Rowe Price Trust Company, the trustee of the Plan, except for comparing the information with the related information included in the financial statements. We have been informed by the Plan Administrator that the trustee holds the Plan's investment assets and executes investment transactions. The Plan Administrator has obtained a certification from the trustee as of and for the period January 1, 2010 through May 7, 2010 and for the year ended December 31, 2009, that the information provided to the Plan Administrator by the trustee is complete and accurate.

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

As further discussed in Note F to the financial statements, the Board of Managers of Knowles Electronics, LLC, the Plan Sponsor, voted on December 27, 2009, to merge the Plan into the Dover Corporation Retirement Savings Plan. In accordance with accounting principles generally accepted in the United States of America, the Plan's 2010 and 2009 financial statements are presented on the liquidation basis rather than the ongoing basis.

MILLER, COOPER & CO., LTD.



Certified Public Accountants

Deerfield, Illinois
September 20, 2010

FINANCIAL STATEMENTS

**Retirement Savings Plan for
The Knowles Family of Companies**
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
May 7, 2010 and December 31, 2009

<u>ASSETS</u>	<u>May 7, 2010</u>	<u>December 31, 2009</u>
Investments, at fair value	\$ -	\$ 33,237,126
Employer contribution receivable	<u>-</u>	<u>90</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u>\$ -</u>	<u>\$ 33,237,216</u>

The accompanying notes are an integral part of these statements.

**Retirement Savings Plan for
The Knowles Family of Companies**
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
For the period January 1, 2010 through May 7, 2010

Additions to net assets attributed to:	
Net appreciation in value of investments	\$ 149,278
Interest and dividends	<u>142,252</u>
	<u>291,530</u>
Contributions	
Rollovers	<u>1,017</u>
Total additions	<u>292,547</u>
Deductions from net assets attributed to:	
Benefits paid to participants	3,330,718
Administrative expenses	531
Transfers of net assets to another qualified plan (Note F)	<u>30,198,514</u>
Total deductions	<u>33,529,763</u>
NET DECREASE	(33,237,216)
Net assets available for benefits, beginning of year	<u>33,237,216</u>
Net assets available for benefits, end of year	<u>\$ -</u>

The accompanying notes are an integral part of this statement.

**Retirement Savings Plan for
The Knowles Family of Companies**
NOTES TO FINANCIAL STATEMENTS
May 7, 2010 and December 31, 2009

NOTE A - DESCRIPTION OF THE PLAN

The following description of the Retirement Savings Plan for The Knowles Family of Companies (the Plan) provides only general information. Interested parties should refer to the plan document for a more complete description of the Plan's provisions.

1. General

The Plan was a defined contribution plan covering eligible employees of Knowles Electronics, LLC and its participating subsidiaries (the Company). Employees were eligible to participate upon completion of one hour of service with the Company. The Plan was subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). As discussed in Note F, the Plan's net assets were merged into another qualified plan on May 7, 2010.

2. Contributions

The Plan was funded by voluntary contributions of participants, non-discretionary matching contributions of the Company, and discretionary profit sharing contributions of the Company. Participants were able to roll over amounts representing distributions from other qualified employee benefit plans. The Company made no nondiscretionary matching contributions or discretionary profit sharing contributions to the Plan for the period January 1, 2010 through May 7, 2010.

3. Investment Options

Participants were allowed to direct their salary deferral contributions and the Company's contributions into a variety of investment funds made available and determined by the Plan Administrator. Participants were allowed to change their investment options at any time, subject to administrative restrictions or limitations imposed by the Plan custodian or by a particular fund.

4. Participant Accounts

Each participant's account was credited with the participant's contribution, an allocation of the Company's nondiscretionary matching and discretionary profit sharing contributions, and an allocation of plan earnings. The Company's nondiscretionary matching contribution was allocated based on a percentage of the participant's contribution. The Company's discretionary profit sharing contribution was allocated as of the last day of the plan year and was based on a ratio of each participant's compensation to total compensation for all participants.

**Retirement Savings Plan for
The Knowles Family of Companies**
NOTES TO FINANCIAL STATEMENTS
May 7, 2010 and December 31, 2009

NOTE A - DESCRIPTION OF PLAN (Continued)

4. Participant Accounts (Continued)

Plan earnings were allocated to participants' accounts in direct proportion to their respective account balances, based on the performance of participants' investment selections. The benefit to which a participant was entitled to was the benefit that can be provided from the participant's vested account balance.

5. Vesting

Participants were immediately fully vested in all contributions and the earnings thereon.

6. Payment of Benefits

On termination of service, a participant could elect to receive a single, lump-sum payment equal to the value of his or her vested account balance, a direct rollover distribution, or various annuity options (for those participants in the Plan prior to April 1, 1998). Hardship withdrawals, subject to certain limitations, were also permitted by the Plan.

7. Participant Loans

Participants were permitted to take loans from the Plan up to a maximum equal to the lesser of \$50,000 or 50% of their vested account balances. The loans were collateralized by the borrowers' respective vested account balances and bore interest at the effective prime interest rate at the inception of the loan (ranges from 5.25% to 10.25%). Principal and interest were paid through payroll deductions over a period not to exceed five years, unless for the purchase of a primary residence. Related interest income totaled \$7,181 for the period January 1, 2010 through May 7, 2010.

8. Administrative Expenses

Administrative expenses of the Plan were paid by the Company and the Plan. Administrative expenses paid by the Company approximated \$2,000 for the period January 1, 2010 through May 7, 2010.

**Retirement Savings Plan for
The Knowles Family of Companies**
NOTES TO FINANCIAL STATEMENTS
May 7, 2010 and December 31, 2009

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

1. Basis of Accounting

Associated with the Plan merger as further discussed in Note F, the Plan's financial statements are presented on the liquidation basis.

2. Fair Value Measurements

Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") 820, *Fair Value Measurements and Disclosures*, establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. 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 below:

Level 1 Inputs to the valuation methodology are unadjusted quoted market 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 the following:

- * 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 liability;
- * Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

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

Level 3 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.

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May 7, 2010 and December 31, 2009

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2. **Fair Value Measurements** (Continued)

The following is a description of the valuation methodologies used for the Plan's investments measured at fair value, which represents liquidation value due to the plan merger. There have been no changes in the methodologies used at May 7, 2010 and December 31, 2009.

Mutual funds: Valued at the net asset value (NAV) of shares held by the plan at year-end.

Common trust funds: Valued at fair value based on market value of underlying investments.

Participant loans: Valued at amortized cost, which approximates fair value.

The methods described above 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 investments at fair value as of December 31, 2009. Plan investments are disaggregated, as required by FASB ASC 820.

	Plan Investments at Fair Value as of December 31, 2009			
	Level 1	Level 2	Level 3	Total
Mutual funds - Bond	\$ 1,468,123	\$ -	\$ -	\$ 1,468,123
Mutual funds - Equity	25,369,637	-	-	25,369,637
Common trust funds	-	6,073,486	-	6,073,486
Participant loans	-	-	325,880	325,880
Investments, at fair value	<u>\$ 26,837,760</u>	<u>\$ 6,073,486</u>	<u>\$ 325,880</u>	<u>\$ 33,237,126</u>

**Retirement Savings Plan for
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NOTES TO FINANCIAL STATEMENTS
May 7, 2010 and December 31, 2009

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2. Fair Value Measurements (Continued)

The following table sets forth a summary of changes in the fair value of the Plan's level 3 investments for the period January 1, 2010 through May 7, 2010.

	<u>Participant Loans</u>
Balance, January 1, 2010	\$ 325,880
Repayments and transfers (net)	<u>(325,880)</u>
Balance, May 7, 2010	\$ <u><u>-</u></u>

3. Income Recognition

Purchases and sales of securities were recorded on a trade-date basis. Dividends were recorded on the ex-dividend date. Unrealized gains or losses from appreciation or depreciation of investments were recognized as increases or decreases in net assets available for benefits.

4. Use of Estimates

In preparing the Plan's financial statements, management is required to make estimates and assumptions that affect the reported amounts of net assets, the disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of changes in net assets during the reporting period. Actual results could differ from those estimates.

5. Payment of Benefits

Benefits were recorded when paid.

**Retirement Savings Plan for
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NOTE C - INVESTMENTS

All investment information, including investments held at May 7, 2010 and December 31, 2009, net appreciation in the fair value of investments, and interest and dividends for the period ended May 7, 2010, was obtained or derived from information supplied to the Plan Administrator and certified as complete and accurate by T. Rowe Price Trust Company, the trustee. Accordingly, as permitted by 29 CFR 2520.103-8 of the DOL's Rules and Regulations for Reporting and Disclosure under ERISA, the Plan Administrator instructed the Plan's independent auditors not to perform any auditing procedures with respect to the investment information certified by the trustee.

The following table presents the fair value of the investments in the Plan. Individual investments representing more than 5% of the Plan's net assets as of May 7, 2010 and December 31, 2009, are separately identified.

	<u>2010</u>	<u>2009</u>
T. Rowe Price Trust Company		
Mutual Funds		
Equity Income Fund	\$ -	\$ 6,394,211
Balanced Fund	-	4,367,588
Small-Cap Stock Fund	-	3,406,188
Euro-Pacific Growth Fund	-	4,083,602
U.S. Treasury Money Fund	-	1,564,443
Personal Strategy Growth Fund	-	1,908,539
Other mutual funds	-	5,113,189
Common Trust Funds		
Stable Value Fund	-	3,966,990
Equity Index 500 Fund	-	2,106,496
Participant Loans	<u>-</u>	<u>325,880</u>
	<u>\$ -</u>	<u>\$ 33,237,126</u>

During the period January 1, 2010 through May 7, 2010, the Plan's investments, including investments purchased, sold, and held during the year, appreciated in value as follows:

Mutual Funds	\$ 126,850
Common Trust Funds	<u>22,428</u>
	<u>\$ 149,278</u>

**Retirement Savings Plan for
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NOTE D - INCOME TAX STATUS

The Plan obtained its latest determination letter on July 11, 2003, in which the Internal Revenue Service stated that the Plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code. The Plan Administrator believes that the Plan was designed and operated in compliance with the applicable provisions of the Internal Revenue Code.

NOTE E - RELATED-PARTY TRANSACTIONS

Certain plan investments are held by T. Rowe Price Trust Company. T. Rowe Price Company is the trustee, as defined by the Plan; therefore, these transactions qualify as party-in-interest transactions. Administrative expenses paid to the related party totaled \$531 for the year ended December 31, 2009.

NOTE F - MERGER

Effective December 27, 2009, the Plan Sponsor adopted the Dover Corporation Retirement Savings Plan, and no participant payroll deferral contributions or employer matching contributions were allowed to be made to the Plan and no new participants were allowed into the Plan. On May 7, 2010, plan assets totaling \$30,198,514 were transferred to Wells Fargo Bank, the trustee of the Dover Corporation Retirement Savings Plan, which is a defined contribution plan sponsored by Dover Corporation, the Company's parent. Interested parties should refer to the related plan merger agreement and the plan document of the new plan.

NOTE G - SUBSEQUENT EVENTS

Plan management has evaluated subsequent events through September 20, 2010, the date that these financial statements were available to be issued. Plan management has determined that no events or transactions have occurred subsequent to the Statement of Net Assets Available for Benefits date, that require disclosure in the financial statements.