

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 2009 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information		
For calendar plan year 2009 or fiscal plan year beginning 06/01/2009 and ending 05/31/2010			
A This return/report is for:	☐ a multiemployer plan;	☐ a multiple-employer plan; or	
	☒ a single-employer plan;	☐ a DFE (specify) ____	
B This return/report is:	☐ the first return/report;	☐ the final return/report;	
	☐ an amended return/report;	☐ a short plan year return/report (less than 12 months).	
C If the plan is a collectively-bargained plan, check here.	☒		
D Check box if filing under:	☒ Form 5558;	☐ automatic extension;	☐ the DFVC program;
	☐ special extension (enter description)		

Part II	Basic Plan Information —enter all requested information		
1a Name of plan PENSION AGREEMENT BETWEEN GREGORY INDUSTRIES, INC. AND UNITED STEELWORKERS OF AMERICA, LOCAL 5868	1b Three-digit plan number (PN) ▶	002	
	1c Effective date of plan	04/01/1968	
2a Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.) GREGORY INDUSTRIES, INC. 4100 13TH STREET SW CANTON, OH 44710	2b Employer Identification Number (EIN)	34-0818723	
	2c Sponsor's telephone number	330-477-4800	
	2d Business code (see instructions)	332810	

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.	03/14/2011	JOSEPH WEAVER
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	03/14/2011	JOSEPH WEAVER
	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

3a Plan administrator's name and address (if same as plan sponsor, enter "Same") GREGORY INDUSTRIES, INC. 4100 13TH STREET SW CANTON, OH 44710	3b Administrator's EIN 34-0818723 3c Administrator's telephone number 330-477-4800
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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	138
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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	33
c Other retired or separated participants entitled to future benefits.....	6c	95
d Subtotal. Add lines 6a , 6b , and 6c	6d	128
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	6
f Total. Add lines 6d and 6e	6f	134
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	
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:
 1B 1G 1I

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

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)

SCHEDULE SB (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Single-Employer Defined Benefit Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500 or 5500-SF.	OMB No. 1210-0110 2009 This Form is Open to Public Inspection
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For calendar plan year 2009 or fiscal plan year beginning 06/01/2009 and ending 05/31/2010

▶ **Round off amounts to nearest dollar.**

▶ **Caution:** A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan <u>PENSION AGREEMENT BETWEEN GREGORY INDUSTRIES, INC. AND UNITED STEELWORKERS OF AMERICA, LOCAL 5868</u>	B Three-digit plan number (PN) ▶ <u>002</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF <u>GREGORY INDUSTRIES, INC.</u>	D Employer Identification Number (EIN) <u>34-0818723</u>
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	F Prior year plan size: ☐ 100 or fewer ☒ 101-500 ☐ More than 500

Part I	Basic Information
1	Enter the valuation date: Month <u>06</u> Day <u>01</u> Year <u>2009</u>
2	Assets:
a	Market value 2a <u>3347164</u>
b	Actuarial value 2b <u>3347164</u>
3	Funding target/participant count breakdown
	(1) Number of participants (2) Funding Target
a	For retired participants and beneficiaries receiving payment 3a <u>43</u> <u>2360894</u>
b	For terminated vested participants 3b <u>95</u> <u>1247300</u>
c	For active participants:
(1)	Non-vested benefits 3c(1) <u>0</u>
(2)	Vested benefits 3c(2) <u>0</u>
(3)	Total active 3c(3) <u>0</u>
d	Total 3d <u>138</u> <u>3608194</u>
4	If the plan is at-risk, check the box and complete items (a) and (b) ☐
a	Funding target disregarding prescribed at-risk assumptions 4a
b	Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been at-risk for fewer than five consecutive years and disregarding loading factor 4b
5	Effective interest rate 5 <u>6.61</u> %
6	Target normal cost 6 <u>0</u>

Statement by Enrolled Actuary

To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

SIGN HERE	<u>03/04/2011</u>
Signature of actuary	Date
<u>BENJAMIN Y. WANG</u>	<u>08-07085</u>
Type or print name of actuary	Most recent enrollment number
<u>CHARLES SCHWAB</u>	<u>330-908-4580</u>
Firm name	Telephone number (including area code)
<u>4150 KINROSS LAKES PARKWAY</u> <u>RICHFIELD, OH 44286</u>	
Address of the firm	

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions ☐

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

Schedule SB (Form 5500) 2009
v.092308.1

Part II Beginning of year carryover and prefunding balances		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (Item 13 from prior year)	1147736	0
8	Portion used to offset prior year's funding requirement (Item 35 from prior year)	0	0
9	Amount remaining (Item 7 minus item 8).....	1147736	0
10	Interest on item 9 using prior year's actual return of <u>-24.81</u> %	-284753	
11	Prior year's excess contributions to be added to prefunding balance:		
a	Excess contributions (Item 38 from prior year)		0
b	Interest on (a) using prior year's effective rate of _____ %		0
c	Total available at beginning of current plan year to add to prefunding balance		0
d	Portion of (c) to be added to prefunding balance.....		
12	Reduction in balances due to elections or deemed elections.....	402374	0
13	Balance at beginning of current year (item 9 + item 10 + item 11d – item 12).....	460609	0

Part III Funding percentages			
14	Funding target attainment percentage.....	14	80.00 %
15	Adjusted funding target attainment percentage.....	15	80.00 %
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement.....	16	100.70 %
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage.....	17	%

Part IV Contributions and liquidity shortfalls					
18 Contributions made to the plan for the plan year by employer(s) and employees:					
(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
08/06/2010	400000				
			Totals ►	18(b)	400000
				18(c)	0

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:		
a	Contributions allocated toward unpaid minimum required contribution from prior years.....	19a 0
b	Contributions made to avoid restrictions adjusted to valuation date	19b 0
c	Contributions allocated toward minimum required contribution for current year adjusted to valuation date.....	19c 370881
20 Quarterly contributions and liquidity shortfalls:		
a Did the plan have a "funding shortfall" for the prior year?		☒ Yes ☐ No
b If 20a is "Yes," were required quarterly installments for the current year made in a timely manner?		☒ Yes ☐ No
c If 20a is "Yes," see instructions and complete the following table as applicable:		
Liquidity shortfall as of end of Quarter of this plan year		
(1) 1st	(2) 2nd	(3) 3rd
0	0	0
		(4) 4th
		0

Part V Assumptions used to determine funding target and target normal cost

21 Discount rate:				
a Segment rates:	1st segment: 5.67 %	2nd segment: 6.63 %	3rd segment: 6.71 %	☐ N/A, full yield curve used
b Applicable month (enter code)				21b 0
22 Weighted average retirement age				22 65
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute				

Part VI Miscellaneous items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment.	☐ Yes ☒ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment.	☐ Yes ☒ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment.....	☐ Yes ☒ No
27 If the plan is eligible for (and is using) alternative funding rules, enter applicable code and see instructions regarding attachment.....	27

Part VII Reconciliation of unpaid minimum required contributions for prior years

28 Unpaid minimum required contribution for all prior years	28	0
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (item 19a).....	29	0
30 Remaining amount of unpaid minimum required contributions (item 28 minus item 29)	30	0

Part VIII Minimum required contribution for current year

31 Target normal cost, adjusted, if applicable (see instructions).....	31	0
32 Amortization installments:	Outstanding Balance	Installment
a Net shortfall amortization installment	505147	85658
b Waiver amortization installment	0	0
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33	
34 Total funding requirement before reflecting carryover/prefunding balances (item 31 + item 32a + item 32b – item 33).....	34	85658
	Carryover balance	Prefunding balance
35 Balances used to offset funding requirement	0	0
36 Additional cash requirement (item 34 minus item 35).....	36	85658
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (Item 19c).....	37	370881
38 Interest-adjusted excess contributions for current year (see instructions).....	38	285223
39 Unpaid minimum required contribution for current year (excess, if any, of item 36 over item 37).....	39	0
40 Unpaid minimum required contribution for all years	40	0

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
		2009
		This Form is Open to Public Inspection.
For calendar plan year 2009 or fiscal plan year beginning 06/01/2009 and ending 05/31/2010		
A Name of plan PENSION AGREEMENT BETWEEN GREGORY INDUSTRIES, INC. AND UNITED STEELWORKERS OF AMERICA, LOCAL 5868		B Three-digit plan number (PN) ▶ 002
C Plan sponsor's name as shown on line 2a of Form 5500 GREGORY INDUSTRIES, INC.		D Employer Identification Number (EIN) 34-0818723

Part I	Service Provider Information (see instructions)
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You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions)..... ☒ Yes ☐ No

b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
CHARLES SCHWAB TRUST COMPANY
42-1558009

(b) Enter name and EIN or address of person who provided you disclosure on eligible indirect compensation
CHARLES SCHWAB INVESTMENT MNGT INC.
94-3106735

(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)

(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 ☐

(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
CHARLES SCHWAB & CO, INC	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.	
SEE ATTACHMENT	SEE ATTACHMENT	

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

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

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
(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

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 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 2009 This Form is Open to Public Inspection
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For calendar plan year 2009 or fiscal plan year beginning 06/01/2009 and ending 05/31/2010		
A Name of plan PENSION AGREEMENT BETWEEN GREGORY INDUSTRIES, INC. AND UNITED STEELWORKERS OF AMERICA, LOCAL 5868	B Three-digit plan number (PN) ►	002
C Plan sponsor's name as shown on line 2a of Form 5500 GREGORY INDUSTRIES, INC.	D Employer Identification Number (EIN) 34-0818723	

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	580000	400000
(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)	452580	92437
(2) U.S. Government securities.....	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other.....	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)		
(9) Value of interest in common/collective trusts.....	1c(9)		
(10) Value of interest in pooled separate accounts.....	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	2322139	3495379
(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	3354719	3987816

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	0	0

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	3354719	3987816
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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)	400000	
(B) Participants	2a(1)(B)		
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		400000

b Earnings on investments:**(1) Interest:**

(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		0

(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	96478	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		96478

(3) Rents	2b(3)		
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(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

		(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)		0
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		330143
c Other income.....	2c		40892
d Total income. Add all income amounts in column (b) and enter total.....	2d		867513

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	234416	
(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)		234416
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)		
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		0
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		234416

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		633097
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) ☒ 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: BRUNER COX LLP

(2) EIN: 34-0641962

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		1000000
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.).....			
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			

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

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

5b(1) Name of plan(s)

5b(2) EIN(s)

5b(3) PN(s)

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

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 2009 This Form is Open to Public Inspection.
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For calendar plan year 2009 or fiscal plan year beginning 06/01/2009 and ending 05/31/2010

A Name of plan <u>PENSION AGREEMENT BETWEEN GREGORY INDUSTRIES, INC. AND UNITED STEELWORKERS OF AMERICA, LOCAL 5868</u>	B Three-digit plan number (PN) ▶ <u>002</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>GREGORY INDUSTRIES, INC.</u>	D Employer Identification Number (EIN) <u>34-0818723</u>

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>42-1558009</u> Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.	
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3 <u>0</u>

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

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?.....	☐ Yes	☒ No	☐ N/A
If the plan is a defined benefit plan, go to line 8.			
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____ If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.			
6 a Enter the minimum required contribution for this plan year	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 providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?.....	☐ Yes	☐ No	☒ N/A

Part III	Amendments
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9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box(es). If no, check the "No" box.....	☐ Increase	☐ Decrease	☐ Both	☒ No
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Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
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10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?.....	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.)	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

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

Schedule R (Form 5500) 2009
v.092308.1

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 items 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 items 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 items 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 items 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 items 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 items 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 item 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 items (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 item 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify): _____

Financial Statements and Supplemental Schedules

**Pension Agreement Between
Gregory Industries, Inc. and
United Steelworkers of America, Local 5868**

May 31, 2010 and 2009

BRUNER-COX LLP

Business Consultants & Certified Public Accountants

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INDEPENDENT AUDITORS' REPORT

To the Board of Directors
Pension Agreement Between Gregory Industries, Inc.
and United Steelworkers of America, Local 5868
Canton, Ohio

We were engaged to audit the accompanying statements of net assets available for benefits and accumulated Plan benefits of Pension Agreement Between Gregory Industries, Inc. and United Steelworkers of America, Local 5868 as of May 31, 2010 and 2009, and the related statements of changes in net assets available for benefits, and changes in accumulated Plan benefits for the years ended May 31, 2010 and 2009 and the supplemental schedules of (1) Schedule H, line 4i – Schedule of Assets (Held at End of Year), and (2) Schedule H, line 4j – Schedule of Reportable Transactions as of or for the year ended May 31, 2010. These financial statements and supplemental schedules are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 5, which was certified by The Charles Schwab Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedules. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of and for the years ended May 31, 2010 and 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 and supplemental schedules taken as a whole. The form and content of the information included in the financial statements and supplemental schedules, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Bruner • Cox, LLP

Canton, Ohio
March 9, 2011

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
PENSION AGREEMENT BETWEEN GREGORY INDUSTRIES, INC.
AND UNITED STEELWORKERS OF AMERICA, LOCAL 5868

May 31, 2010 and 2009

	2010	2009
ASSETS		
Investments at fair value		
Mutual funds	\$ 3,495,379	\$ 2,322,139
Cash equivalents	<u>92,437</u>	<u>452,580</u>
Total investments	3,587,816	2,774,719
Contribution receivable	<u>400,000</u>	<u>580,000</u>
Net assets available for benefits	<u>\$ 3,987,816</u>	<u>\$ 3,354,719</u>

The accompanying notes are an integral part of the financial statements.

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

PENSION AGREEMENT BETWEEN GREGORY INDUSTRIES, INC. AND UNITED STEELWORKERS OF AMERICA, LOCAL 5868

For the years ended May 31, 2010 and 2009

	2010	2009
ADDITIONS TO NET ASSETS		
Employer contributions	\$ 400,000	\$ 580,000
Investment income	96,478	52,307
Net appreciation (depreciation) in fair value of investments	330,143	(1,007,442)
Other income	40,892	-
Total additions to net assets	867,513	(375,135)
DEDUCTIONS FROM NET ASSETS		
Benefit payments	234,416	257,335
Total deductions from net assets	234,416	257,335
Increase (decrease) in net assets	633,097	(632,470)
NET ASSETS AVAILABLE FOR BENEFITS, BEGINNING OF YEAR	3,354,719	3,987,189
NET ASSETS AVAILABLE FOR BENEFITS, END OF YEAR	\$ 3,987,816	\$ 3,354,719

The accompanying notes are an integral part of the financial statements.

STATEMENTS OF ACCUMULATED PLAN BENEFITS

PENSION AGREEMENT BETWEEN GREGORY INDUSTRIES, INC.
AND UNITED STEELWORKERS OF AMERICA, LOCAL 5868

May 31, 2010 and 2009

	2010	2009
ACTUARIAL PRESENT VALUE OF ACCUMULATED PLAN BENEFITS		
Vested benefits		
Participants currently receiving payments	\$ 2,419,007	\$ 2,774,901
Other participants	<u>1,989,574</u>	<u>1,900,849</u>
	<u>\$ 4,408,581</u>	<u>\$ 4,675,750</u>

The accompanying notes are an integral part of the financial statements.

STATEMENTS OF CHANGES IN ACCUMULATED PLAN BENEFITS

**PENSION AGREEMENT BETWEEN GREGORY INDUSTRIES, INC.
AND UNITED STEELWORKERS OF AMERICA, LOCAL 5868**

For the years ended May 31, 2010 and 2009

	2010	2009
ACTUARIAL PRESENT VALUE OF ACCUMULATED PLAN BENEFITS, BEGINNING OF YEAR	\$ 4,675,750	\$ 3,672,950
Increase (decrease) during the year attributable to		
Changes in actuarial assumptions	10,509	1,129,906
Actuarial gain (loss)	(248,396)	(109,010)
Increase for interest due to the decrease in the discount period	205,134	239,239
Benefits paid	(234,416)	(257,335)
Actuarial present value of accumulated Plan benefits, end of year	\$ 4,408,581	\$ 4,675,750

The accompanying notes are an integral part of the financial statements.

NOTES TO FINANCIAL STATEMENTS

PENSION AGREEMENT BETWEEN GREGORY INDUSTRIES, INC. AND UNITED STEELWORKERS OF AMERICA, LOCAL 5868

Note 1. Description of the Plan

The following brief description of the Pension Agreement between Gregory Industries, Inc. and United Steelworkers of America, Local 5868 (the Plan) is provided for general information purposes only. Participants should refer to the Plan agreement for more complete information.

General

The Plan is a defined benefit pension plan designed to provide retirement benefits to former hourly employees of Gregory Industries, Inc. (the Sponsor) who are also members of Local 5868, United Steelworkers of America. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). See Note 9 for additional information.

Pension Benefits

Under the terms of an agreement with the Sponsor, participants are eligible for monthly benefit payments upon reaching age 65, or may receive early retirement pension benefits at any time after 30 years of continuous service have been attained. The Plan also provides for disability and death benefit payments, provided certain qualifications are met. See Note 9 for additional information.

If the Plan is terminated (see Note 4), all active participants are fully vested in their accrued benefit under the provisions of the Plan.

The monthly amount of retirement benefits is the sum of the following three factors:

1. \$23.00 to \$29.00 in increments annually based upon retirement dates from April 1, 2000 to April 1, 2005 multiplied by the participant's years of service to a maximum of 15 years.
2. \$22.00 to \$28.00 in increments annually based upon retirement dates from April 1, 2000 to April 1, 2005 multiplied by the participant's years of service in excess of 15 years, but not in excess of 30 years.
3. \$19.00 to \$25.00 in increments annually based upon retirement dates from April 1, 2000 to April 1, 2005 multiplied by the participant's years of service in excess of 30 years.

Death and Disability Benefits

If an active employee dies after ten years of service, a lifetime monthly benefit will be provided to the employee's beneficiary based upon the employee's age and years of service. Active employees who become totally and permanently disabled after completing 15 years of service with the employer receive disability benefits in the amount of the employee's accrued benefit until the employee reaches retirement age. Upon attaining retirement age, normal retirement benefits apply.

NOTES TO FINANCIAL STATEMENTS

PENSION AGREEMENT BETWEEN GREGORY INDUSTRIES, INC. AND UNITED STEELWORKERS OF AMERICA, LOCAL 5868

Note 2. Significant Accounting Policies

The significant accounting policies followed by the Plan are:

Basis of Accounting

The accompanying financial statements are prepared on the accrual basis of accounting.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of Plan assets available for benefits and the actuarial present value of accumulated plan benefits at the date of the financial statements. Actual results could differ from those estimates.

Investment Valuation and Income Recognition

The Plan's investments are reported at fair value. 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 6 for discussion of fair value measurements.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation (depreciation) includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Actuarial Present Value of Accumulated Plan Benefits

Accumulated Plan benefits are those future periodic payments, including lump-sum distributions that are attributable under the Plan's provisions to the service employees have rendered. Accumulated Plan benefits include benefits expected to be paid to:

- a. retired or terminated employees or their beneficiaries,
- b. beneficiaries of employees who have died, and
- c. present employees or their beneficiaries.

Benefits under the Plan are based on certain formulas determined by the Plan.

Benefits payable under all circumstances – retirement, death, disability, and termination of employment – are included, to the extent they are deemed attributable to employee service rendered to the valuation date. Benefits to be provided through annuity contracts are excluded from Plan assets and are also excluded from accumulated benefits.

NOTES TO FINANCIAL STATEMENTS

PENSION AGREEMENT BETWEEN GREGORY INDUSTRIES, INC. AND UNITED STEELWORKERS OF AMERICA, LOCAL 5868

Note 2. Significant Accounting Policies (Continued)

The actuarial present value of accumulated benefits is determined by the Plan's actuary, Schwab Corporate Services, and is the amount that results from applying actuarial assumptions to adjust the accumulated plan benefits to reflect the time value of money (through discounts of interest) and the probability of payment (by means of decrements such as for death, disability, withdrawal or retirement) between the valuation date and the expected date of payment. The significant assumptions underlying the actuarial computations as of May 31, 2010 and 2009 include:

- a. assumed retirement age of 65 for employees who have 30 years of service
- b. assumed rate of return on investments of 4.16% compounded annually
- c. assumed mortality, turnover, retirement, and disability rates based on statistical data and tables

The foregoing actuarial assumptions are based on the presumption that the Plan will continue. If the Plan was to terminate (see Note 4), different actuarial assumptions and other factors might be applicable in determining the actuarial present value of accumulated benefits.

Payment of Benefits

Benefit payments to participants are recorded upon distribution.

Administrative Expenses

Certain administrative functions are performed by officers or employees of the Company. No such officer or employee receives compensation from the plan administrator. The Company paid or assumed liabilities for substantially all administrative expenses of the Plan.

Recent Accounting Pronouncements

In June 2009, The Financial Accounting Standards Board (FASB) issued Statement of Financial Standards (SFAS) No. 168, *The FASB Accounting Standards Codification and the Hierarchy of Generally Accepted Accounting Principles*, a replacement of FASB Statement No. 162, (SFAS 168). SFAS 168 established the FASB Accounting Standards Codification (ASC) as the source of authoritative accounting principles recognized by the FASB to be applied to non governmental entities in the preparation of financial statements in conformity with accounting principles generally accepted in the United States of America (GAAP). SFAS 168 does not change GAAP and the adoption of SFAS 168 will not have a material impact on the Plan's financial statements.

In September 2009, FASB issued an amendment "Investment in Certain Entities That Calculate Net Asset Value per Share (or its Equivalent)" (ASU 2009-12), which provides guidance on how entities should estimate the fair value of certain alternative investments. The fair value of investments within the scope of this guidance can now be determined using net asset value (NAV) per share as a practical expedient, when the fair value is not readily determinable, unless it is probable the investment will be sold at something other than NAV. It also requires disclosure of certain attributes by major category of alternative investments, regardless of whether the practical expedient was used. See Note 6 for the impact of the adoption.

NOTES TO FINANCIAL STATEMENTS

PENSION AGREEMENT BETWEEN GREGORY INDUSTRIES, INC. AND UNITED STEELWORKERS OF AMERICA, LOCAL 5868

Note 2. Significant Accounting Policies (Continued)

Pending Accounting Pronouncements

In January 2010, FASB issued amendment “Fair Value Measurements and Disclosures – Improving Disclosures about Fair Value Measurements” (ASU 2010-06), which requires new disclosures and reasons for transfers of financial assets and liabilities between Levels 1 and 2. This amendment also clarifies that fair value measurement disclosures about inputs and valuation techniques are required for both Level 2 and Level 3 measurements. It further clarifies that the reconciliation of Level 3 measurements should separately present purchases, sales, issuances, and settlements instead of netting these changes.

With respect to matters other than Level 3 measurements, the amendment was effective and not yet adopted for periods beginning on or after December 15, 2009. The guidance related to Level 3 measurements is effective for periods beginning on or after December 15, 2010 and has not yet been adopted. We are currently evaluating the impact of the guidance related to Level 3 measurements on our disclosures.

Subsequent Events

Subsequent events have been evaluated through the date of the auditors' report, which is the date the financial statements were available to be issued.

Note 3. Obligation for Pension Benefits

The Sponsor has voluntarily agreed to make contributions to the Plan sufficient to meet the minimum funding requirements of Section 412 of the Internal Revenue Code.

The contributions of Gregory Industries, Inc. are designed to fund the Plan's current service costs on a current basis and to fund over 20 years commencing January 1, 1990 the frozen initial liability arising from qualifying service prior to establishment of the Plan. The Sponsor made contributions of \$400,000 and \$580,000 for the Plan years ended May 31, 2010 and 2009, respectively.

Note 4. Plan Termination

The Sponsor made contributions to the Plan in accordance with the minimum funding requirements established by the Internal Revenue Service that would ensure that Plan assets were sufficient to pay Plan participants' accrued benefits. Subsequent to year end in February 2011, the Sponsor's Board of Directors adopted a resolution to terminate the Plan effective May 1, 2011 (see Note 11). Under provisions of the Employee Retirement Income Security Act of 1974, if the Plan is terminated, the Sponsor may be obligated to make termination payments to the Plan and participants may be eligible for continuation of benefits under insurance provided by the Pension Benefit Guaranty Corporation ("PBGC").

NOTES TO FINANCIAL STATEMENTS

PENSION AGREEMENT BETWEEN GREGORY INDUSTRIES, INC. AND UNITED STEELWORKERS OF AMERICA, LOCAL 5868

Note 4. Plan Termination (Continued)

When the Plan terminates, the assets then remaining in the Plan, subject to provision for expenses of administration or liquidation, shall be allocated in the following priority: 1) equally among retirement benefits of individuals who began receiving benefits at least three years before termination; or who would have been eligible for retirement three years prior to termination; 2) among all other retirement benefits of individuals under the Plan guaranteed under the termination insurance provisions of the Employee Retirement Income Security Act of 1974, in accordance with the rulings of the PBGC; 3) among all other uninsured vested benefits under the Plan; and 4) among all other benefits under the Plan. Any assets remaining after the satisfaction of all liabilities will be paid to the employer.

Certain benefits under the Plan are insured by the PBGC if the Plan terminates. Generally, the PBGC guarantees most vested normal age retirement benefits, early retirement benefits, and certain disability and survivor's pensions. However, the PBGC does not guarantee all types of benefits under the Plan, and the amount of benefit protection is subject to certain limitations. Vested benefits under the Plan are guaranteed at the level in effect on the date of the Plan's termination. However, there is a statutory ceiling, which is adjusted periodically, on the amount of an individual's monthly benefit that the PBGC guarantees. For plan terminations occurring during 2010 that ceiling is \$4,500 per month. That ceiling applies to those pensioners who elect to receive their benefits in the form of a single-life annuity and are at least 65 years old at the time of retirement or plan termination (whichever comes later). For younger annuitants or for those who elect to receive their benefits in some form more valuable than a single-life annuity, the corresponding ceilings are actuarially adjusted downward.

Whether all participants receive their benefits when the Plan terminates will depend on the sufficiency, at that time, of the Plan's net assets to provide for accumulated benefit obligations and may also depend on the financial condition of the Plan sponsor and the level of benefits guaranteed by the PBGC.

Note 5. Investments

All investment information including investments held as of May 31, 2010 and 2009, investment income and net appreciation (depreciation) in fair value of investments for the years then ended, included in the Plan's financial statements and supplemental schedules, was prepared by or derived from information provided by Charles Schwab Trust Company, the trustee, and furnished to the plan administrator. The plan administrator has obtained certifications from the trustee that the information provided to the plan administrator by the trustee related to the investments is complete and accurate. 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.

NOTES TO FINANCIAL STATEMENTS

PENSION AGREEMENT BETWEEN GREGORY INDUSTRIES, INC. AND UNITED STEELWORKERS OF AMERICA, LOCAL 5868

Note 5. Investments (Continued)

The fair value of investments that represent 5% or more of the Plan's net assets as of May 31 are as follows:

	Fair value	
	2010	2009
Investments at fair value as determined by quoted market price		
Mutual Funds		
Growth Fund of America R4	\$ 264,601	\$ 376,227
ING GNMA Income Fund	1,150,445	458,870
JP Morgan Core Bond Fund	1,340,246	573,749
Sound Shore Fund	260,028	375,353
Investments at fair value as otherwise determined		
*Schwab Money Market Fund	-	452,580

*Party-in-interest to the Plan

During 2010 and 2009, the Plan's investments in mutual funds (including gains and losses on investments bought and sold, as well as held during the year) appreciated (depreciated) in value by \$330,143 and (\$1,007,442), respectively.

The Plan's investments had \$96,478 and \$52,307 of investment income from interest and dividends for the years ended May 31, 2010 and 2009, respectively.

Note 6. Fair Value Measurements

FASB 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 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 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

NOTES TO FINANCIAL STATEMENTS

PENSION AGREEMENT BETWEEN GREGORY INDUSTRIES, INC. AND UNITED STEELWORKERS OF AMERICA, LOCAL 5868

Note 6. Fair Value Measurements (Continued)

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

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 May 31, 2010 and 2009.

Mutual Funds: Valued at the net asset value (NAV) of shares held by the Plan at year end.

Cash Equivalents: Consists principally of a money market portfolio which is valued using amortized cost, which approximates fair value.

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

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

Assets at fair value as of May 31, 2010				
	Level 1	Level 2	Level 3	Total
Mutual funds				
Growth funds	\$ 433,053	\$ -	\$ -	\$ 433,053
Income funds	1,150,445	-	-	1,150,445
Bond funds	1,524,725	-	-	1,524,725
Large value funds	260,028	-	-	260,028
International funds	127,128	-	-	127,128
Cash equivalents	92,437	-	-	92,437
Total assets at fair value	\$3,587,816	\$ -	\$ -	\$3,587,816
Assets at fair value as of May 31, 2009				
	Level 1	Level 2	Level 3	Total
Mutual funds	\$2,322,139	\$ -	\$ -	\$2,322,139
Cash equivalents	452,580	-	-	452,580
Total assets at fair value	\$2,774,719	\$ -	\$ -	\$2,774,719

NOTES TO FINANCIAL STATEMENTS

PENSION AGREEMENT BETWEEN GREGORY INDUSTRIES, INC. AND UNITED STEELWORKERS OF AMERICA, LOCAL 5868

Note 7. Income Tax Status

The Internal Revenue Service has determined and informed the Sponsor by a letter dated July 9, 1996, that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code (IRC). The Plan has been amended since receiving the determination letter. However, the plan administrator and the Plan's tax counsel believe that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC.

The Financial Accounting Standards Board issued new guidance on accounting for uncertainty in income taxes. The Plan adopted this new guidance for the year ended April 30, 2010. Management evaluated the Plan's tax positions and concluded that the Plan had maintained its tax exempt status and had taken no uncertain tax positions that require adjustment to the financial statements. Therefore, no provision or liability for income taxes has been included in the financial statements.

Note 8. 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 the amounts reported in the statements of net assets available for benefits.

Plan contributions are made and the actuarial present value of accumulated plan benefits are reported based on certain assumptions pertaining to interest rates, inflation rates and employee demographics, all of which are subject to change. Due to uncertainties inherent in the estimations and assumptions process, it is at least reasonably possible that changes in these estimates and assumptions in the near term would be material to the financial statements.

Note 9. Sale of Division

In February 2005, the Sponsor sold its After-Fabrication Galvanizing division. This division employed members of United Steelworkers of America, Local 5868. On the date of the sale, all employees participating in the Plan became 100% vested in their benefits. The Sponsor will continue to fund the Plan as determined by the actuary. Benefits will not accrue to the participants of the Plan after the date of sale.

Note 10. Plan Amendment

Effective January 1, 2010, the Plan was amended to comply with provisions of the Post-EGTRRA in regard to rollovers by a non-spouse designated beneficiary.

NOTES TO FINANCIAL STATEMENTS

PENSION AGREEMENT BETWEEN GREGORY INDUSTRIES, INC. AND UNITED STEELWORKERS OF AMERICA, LOCAL 5868

Note 11. Subsequent Event

On February 24, 2011, the Sponsor's Board of Directors voted to terminate the Plan effective May 1, 2011. At May 31, 2010, the present value of accumulated plan benefits exceeded plan assets by approximately \$420,765. Final distributions and liquidation of plan assets is expected to commence in the months following the effective date of the termination of the Plan.

On February 24, 2011, a Notice of Interested Parties advising that an application was to be filed was distributed to Plan participants. The application for approval of the Plan's termination will be filed with the IRS subsequent to the effective Plan termination date. In addition, on February 24, 2011, a Notice of Plan Benefits was distributed to Plan participants. A Standard Termination Notice will be filed with the Pension Benefit Guaranty Corporation (PBGC) subsequent to the effective Plan termination date.

As a result of the resolution to terminate the Plan, each employee with an accrued benefit under the Plan has the following choices to have the present value of his accrued benefit: (a) used to purchase an annuity under the Contract or (b) distributed in a single cash payment either (i) directly to him or (ii) as a direct rollover by the Plan's trustee into a rollover Individual Retirement Account. No termination benefit payments were made through the date of the auditor's report as the termination is in the approval process.

SCHEDULE H, LINE 4i – SCHEDULE OF ASSETS (HELD AT END OF YEAR)

**PENSION AGREEMENT BETWEEN GREGORY INDUSTRIES, INC.
AND UNITED STEELWORKERS OF AMERICA, LOCAL 5868
EIN 34-0818723
PN 002**

May 31, 2010

<i>(a)</i>	<i>(b)</i> <i>Identity of issuer, borrower, lessor or similar party</i>	<i>(c)</i> <i>Description of investment including maturity date, rate of interest, collateral, and par or maturity value</i>	<i>(d)</i> <i>Cost</i>	<i>(e)</i> <i>Current value</i>
	Mutual Funds			
	American Beacon Small Cap Value Plan	Mutual Fund 5,997 units	\$ 111,970	\$ 99,613
	American Century Inflation ADJ Bond	Mutual Fund 15,647 units	174,102	184,479
	Artio Intl Equity Fund CL A	Mutual Fund 5,134 units	175,630	127,128
	Baron Small Cap Fund	Mutual Fund 3,433 units	74,296	68,839
	Growth Fund of America R4	Mutual Fund 10,130 units	285,849	264,601
	ING GNMA Income FD	Mutual Fund 129,701 units	1,131,135	1,150,445
	JP Morgan Core Bond Fund	Mutual Fund 118,083 units	1,299,591	1,340,246
	Sound Shore Fund	Mutual Fund 9,514 units	341,794	260,028
	Money Market Fund			
	* Schwab Value Advantage Select	Money Market Fund	92,437	92,437
			<u>\$ 3,686,804</u>	<u>\$ 3,587,816</u>

* Party-in-interest to the Plan

The above information has been certified by The Charles Schwab Trust Company, the trustee, as complete and accurate.

SCHEDULE H, LINE 4j – SCHEDULE OF REPORTABLE TRANSACTIONS

**PENSION AGREEMENT BETWEEN GREGORY INDUSTRIES, INC. AND UNITED STEELWORKERS OF AMERICA, LOCAL 5868
EIN 34-0818723
PN 002**

For the year ended May 31, 2010

<i>(a)</i> <i>Identity of</i> <i>party involved</i>	<i>(b)</i> <i>Description of asset</i>	<i>(c)</i> <i>Purchase</i> <i>price</i>	<i>(d)</i> <i>Selling</i> <i>price</i>	<i>(e)</i> <i>Lease</i> <i>rental</i>	<i>(f)</i> <i>Expense</i> <i>incurred</i> <i>with</i> <i>transaction</i>	<i>(g)</i> <i>Cost</i> <i>of asset</i>	<i>(h)</i> <i>Current value</i> <i>of asset on</i> <i>transaction</i> <i>date</i>	<i>(i)</i> <i>Net gain or</i> <i>(loss)</i>
Individual Transactions								
American Funds	Growth Fund of America R4	\$ 231,149	\$ 236,986	\$ -	\$ -	\$ 231,149	\$ 236,986	\$ 5,837
ING Funds	ING GNMA Income Fund	371,712	-	-	-	371,712	-	-
JP Morgan Funds	JP Morgan Core Bond Fund	404,303	-	-	-	404,303	-	-
Sound Shore Management, Inc.	Sound Shore Fund	274,378	233,868	-	-	274,378	233,868	(40,510)
*Charles Schwab Trust Company	Schwab Money Market Fund	290,000	290,000	-	-	290,000	290,000	-
	Schwab Money Market Fund	272,258	272,258	-	-	272,258	272,258	-
Series Transactions								
American Funds	Growth Fund of America R4	239,134	243,523	-	-	239,134	243,523	4,389
ING Funds	ING GNMA Income Fund	678,539	-	-	-	678,539	-	-
JP Morgan Funds	JP Morgan Core Bond Fund	737,450	-	-	-	737,450	-	-
Sound Shore Management, Inc.	Sound Shore Fund	288,279	243,410	-	-	288,279	243,410	(44,869)
*Charles Schwab Trust Company	Schwab Value Advantage Select	268,050	175,616	-	-	268,050	175,616	-
	Schwab Money Market Fund	369,797	824,008	-	-	824,008	824,008	-

*Party-in-interest to the Plan

This information has been certified by Charles Schwab Trust Company, the trustee, as complete and accurate.

**SCHEDULE SB
(Form 5500)**Department of the Treasury
Internal Revenue ServiceDepartment of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

**Single-Employer Defined Benefit Plan
Actuarial Information**

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500 or 5500-SF.**

OMB No. 1210-0110

2009**This Form is Open to Public
Inspection**

For calendar plan year 2009 or fiscal plan year beginning 06/01/2009 and ending 05/31/2010

▶ **Round off amounts to nearest dollar.**▶ **Caution:** A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.**A** Name of plan

Pens. Agreement Btw Greg. Industries, Inc. and Local 5868

B Three-digit

plan number (PN) ▶

002

C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF

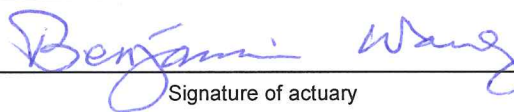
Gregory Industries, Inc.

D Employer Identification Number (EIN)

34-0818723

E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B**F** Prior year plan size: ☐ 100 or fewer ☒ 101-500 ☐ More than 500**Part I Basic Information****1** Enter the valuation date: Month 6 Day 1 Year 2009**2** Assets:**a** Market value..... **2a** 3,347,164**b** Actuarial value..... **2b** 3,347,164**3** Funding target/participant count breakdown**(1) Number of participants****(2) Funding Target****a** For retired participants and beneficiaries receiving payment..... **3a** 43 2,360,894**b** For terminated vested participants..... **3b** 95 1,247,300**c** For active participants:**(1)** Non-vested benefits..... **3c(1)** 0**(2)** Vested benefits..... **3c(2)** 0**(3)** Total active..... **3c(3)** 0**d** Total..... **3d** 138 3,608,194**4** If the plan is at-risk, check the box and complete items (a) and (b) ☐**a** Funding target disregarding prescribed at-risk assumptions..... **4a****b** Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been at-risk for fewer than five consecutive years and disregarding loading factor..... **4b****5** Effective interest rate..... **5** 6.61 %**6** Target normal cost..... **6** 0**Statement by Enrolled Actuary**

To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

**SIGN
HERE**

Signature of actuary

BENJAMIN Y. WANG

Type or print name of actuary

CHARLES SCHWAB

4150 KINROSS LAKES PARKWAY
Firm name

RICHFIELD

OH 44286

Address of the firm

03/04/2011

Date

08-07085

Most recent enrollment number

(330) 908-4580

Telephone number (including area code)

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions ☐

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

Schedule SB (Form 5500) 2009
v.092308.1

Part II		Beginning of year carryover and prefunding balances	
		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (Item 13 from prior year)	1,147,736	0
8	Portion used to offset prior year's funding requirement (Item 35 from prior year)	0	0
9	Amount remaining (Item 7 minus item 8)	1,147,736	0
10	Interest on item 9 using prior year's actual return of <u>(24.81)</u> %	(284,754)	
11	Prior year's excess contributions to be added to prefunding balance:		
a	Excess contributions (Item 38 from prior year)		0
b	Interest on (a) using prior year's effective rate of _____%		0
c	Total available at beginning of current plan year to add to prefunding balance		0
d	Portion of (c) to be added to prefunding balance		
12	Reduction in balances due to elections or deemed elections	402,374	0
13	Balance at beginning of current year (item 9 + item 10 + item 11d - item 12)	460,608	0

Part III		Funding percentages	
14	Funding target attainment percentage	14	80.00 %
15	Adjusted funding target attainment percentage	15	80.00 %
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	100.70 %
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV		Contributions and liquidity shortfalls			
18 Contributions made to the plan for the plan year by employer(s) and employees:					
(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
08/06/2010	400,000				
Totals ▶			18(b)	400,000	18(c) 0

19 Discounted employer contributions - see instructions for small plan with a valuation date after the beginning of the year:	
a Contributions allocated toward unpaid minimum required contribution from prior years	19a 0
b Contributions made to avoid restrictions adjusted to valuation date	19b 0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c 370,881
20 Quarterly contributions and liquidity shortfalls:	
a Did the plan have a "funding shortfall" for the prior year?	☒ Yes ☐ No
b If 20a is "Yes," were required quarterly installments for the current year made in a timely manner?	☒ Yes ☐ No
c If 20a is "Yes," see instructions and complete the following table as applicable:	
Liquidity shortfall as of end of Quarter of this plan year	
(1) 1st	(2) 2nd
0	0
(3) 3rd	(4) 4th
0	0

Part V Assumptions used to determine funding target and target normal cost

21 Discount rate:				
a Segment rates:	1st segment: 5.67 %	2nd segment: 6.63 %	3rd segment: 6.71 %	☐ N/A, full yield curve used
b Applicable month (enter code)				21b 0
22 Weighted average retirement age				22 65
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute				

Part VI Miscellaneous items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment.	☐ Yes ☒ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment.	☐ Yes ☒ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment.	☐ Yes ☒ No
27 If the plan is eligible for (and is using) alternative funding rules, enter applicable code and see instructions regarding attachment.	27

Part VII Reconciliation of unpaid minimum required contributions for prior years

28 Unpaid minimum required contribution for all prior years	28	0
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (item 19a)	29	0
30 Remaining amount of unpaid minimum required contributions (item 28 minus item 29)	30	0

Part VIII Minimum required contribution for current year

31 Target normal cost, adjusted, if applicable (see instructions)	31	0
32 Amortization installments:	Outstanding Balance	Installment
a Net shortfall amortization installment	505,147	85,658
b Waiver amortization installment	0	0
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33	
34 Total funding requirement before reflecting carryover/prefunding balances (item 31 + item 32a + item 32b - item 33)	34	85,658
	Carryover balance	Prefunding balance
35 Balances used to offset funding requirement	0	0
36 Additional cash requirement (item 34 minus item 35)	36	85,658
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (Item 19c)	37	370,881
38 Interest-adjusted excess contributions for current year (see instructions)	38	285,223
39 Unpaid minimum required contribution for current year (excess, if any, of item 36 over item 37)	39	0
40 Unpaid minimum required contribution for all years	40	0

**PENSION AGREEMENT BETWEEN GREGORY INDUSTRIES, INC. AND
UNITED STEELWORKERS OF AMERICA, LOCAL 5868
EIN/PN: 34-0818723 / 002**

**Attachment to 2009 Schedule SB, line 19 – Discounted Employer
Contributions**

Val Date	06/01/2009		
Effective Rate	6.61%		
Increased Rate for Late Quarterly Installment	N/A		
Actual Contribution Date	Actual Contribution Amount	Discounted Contribution Amount	Plan Year to Which the contribution is Applied
08/06/2010	\$ 400,000.00	\$ 370,881.00	2009
Total	\$ 400,000.00	\$ 370,881.00	

**PENSION AGREEMENT BETWEEN GREGORY INDUSTRIES, INC. AND
UNITED STEELWORKERS OF AMERICA, LOCAL 5868
EIN/PN: 34-0818723 / 002**

**Attachment to 2009 Schedule SB, line 22 - Description of Weighted
Average Retirement Age**

VALUATION AS OF 06/01/2009

(A) <u>Age</u>	(B) <u>Retirement Decrement</u>	(C) <u>Lx</u>	(D) <u>Number Retiring</u>	(E) <u>Weighting (A) times (D)</u>
55	0.0%	10,000	-	-
56	0.0%	10,000	-	-
57	0.0%	10,000	-	-
58	0.0%	10,000	-	-
59	0.0%	10,000	-	-
60	0.0%	10,000	-	-
61	0.0%	10,000	-	-
62	0.0%	10,000	-	-
63	0.10309%	10,000	10	649
64	0.0%	9,990	-	-
65	0.89691%	9,990	90	5,824
66	0.0%	9,900	-	-
67	0.0%	9,900	-	-
68	0.0%	9,900	-	-
69	0.0%	9,900	-	-
70	0.0%	9,900	-	-
Actives			100	6,473

Weighted Average Retirement Age =

65

**PENSION AGREEMENT BETWEEN GREGORY INDUSTRIES, INC. AND
UNITED STEELWORKERS OF AMERICA, LOCAL 5868
EIN/PN: 34-0818723 / 002**

**Attachment to 2009 Schedule SB, Line 23 – Statement of Actuarial
Assumptions/Methods**

**A summary of the actuarial methods, assumptions and participant data used in the
valuation is presented below:**

Funding Methods

Cost Method – The actuarial cost method used in this report for determining ERISA contributions is the unit credit method as defined by the Pension Protection Act of 2006. For SFAS 35, the actuarial cost method used in this report is the unit credit method as defined by SFAS 35.

Asset Method – Valuation assets are based on the fair value of market assets, including discounted contributions received after the end of the prior plan year but for the prior year, as defined by the Pension Protection Act of 2006, and as amended by the Worker, Retiree, and Employer Recovery Act (WRERA) of 2008.

Actuarial Assumptions

Interest Rate

For Funding: The assumed discount rates on benefits paid in the future are based on the June 2009 PPA Segments rates with Phase-In:

<u>Segment</u>	<u>Rate</u>	<u>Applicable to benefit payments made:</u>
1	5.67%	During first 5 years starting from the valuation date.
2	6.63%	During years 6-20 starting from the valuation date.
3	6.71%	During years 21 and beyond starting from the valuation date.

For FAS 35: 4.50% per year

Salary IncreasesN/A

Social Security Wage Base – N/A

Mortality for Active or Non-Disabled Inactives – the 2009 IRS Static Mortality Table.

Mortality for Disabled Inactives – Disability Mortality per RR 1996-7 for benefit commencements after 2004.

Withdrawal Rates – N/A.

Disability Rates – None assumed

**PENSION AGREEMENT BETWEEN GREGORY INDUSTRIES, INC. AND
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**Attachment to 2009 Schedule SB, Line 23 – Statement of Actuarial
Assumptions/Methods (continued)**

Retirement Rates – (1) There are no active participants in the plan.
(2) Expected rates for vested terminated participants vary by service:

<u>Age</u>	<u>SVC >= 30</u>	<u>SVC < 30</u>
<62	0%	0%
63	100%	0%
64	100%	0%
65+	100%	100%

Percent Married and Age of Spouse - For non retired participants, 85% of males and 50% of females are assumed to be married. The female spouse is assumed to be 3 years younger than the male spouse.

Expenses – None explicitly assumed.

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**Attachment to 2009 Schedule SB, line 24 - Change in Actuarial
Assumptions**

✓ As required by PPA and IRS regulations, the interest rates used to determine the Funding Target Liability were as follows:

June 1, 2009: IRS Segment Rates for June 2009 (5.67%, 6.63%, 6.71%);
June 1, 2008: IRS Segment Rates for June 2008 (5.72%, 6.02%, 6.19%);

The rate used for FAS 35 is changed to 4.50% from 6.75% to reflect the change in the expected long term rate of return on the plan assets.

The IRS 2009 Static Mortality Tables are used for funding for active and non-disabled inactive participants. Previously the IRS 2008 Mortality Tables were used.

All other actuarial assumptions remained unchanged from the prior valuation.

**PENSION AGREEMENT BETWEEN GREGORY INDUSTRIES, INC. AND
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**Attachment to 2009 Schedule SB, line 32 – Schedule of Amortization
Bases**

SCHEDULE OF SHORTFALL INSTALLMENTS

<u>Date Established</u>	<u>Annual Installment</u>	<u>Years Remaining</u>	<u>Balance Outstanding¹</u>
06/01/2003	N/A	1	N/A
06/01/2004	N/A	2	N/A
06/01/2005	N/A	3	N/A
06/01/2006	N/A	4	N/A
06/01/2007	N/A	5	N/A
06/01/2008	0	6	0
Sub Total	0		0
06/01/2009	85,658	7	505,147
Total	85,658		505,147

¹ The balance outstanding for each installment is based on the present value using the PPA segment rates (5.67% for installments to be made during the next 5 years and 6.63% for the installments to be made during the following 2 years.)

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Attachment to 2009 Schedule SB, Part V- Summary of Plan Provisions

A summary of the major plan provisions used in the valuation is presented below:

Plan Effective Date – April 1, 1968.

Eligible Employees – Eligible employees are employees covered by the labor agreement with the Union represented by Local No. 5868.

Participation Date – Entry is on hire date. All active participants were terminated on February 28, 2005; no new participants are included after that date.

Definitions:

Plan Year – A year beginning on June 1 and ending on the next May 31.

Year of Service – A Plan Year in which employee is credited with at least 1,000 hours of service. Because hours history is not available, the elapsed time method was used to calculate the accrued benefit.

Normal Retirement Date (NRD) – Age 65.

Eligibility for Benefits:

Normal Retirement Benefits – Age 65.

Early Retirement Benefits – At least 30 years of service.

Deferred Retirement Benefits – Five years of service for regular terminations of service. All active participants of the Plan as of February 28, 2005 were deemed to be 100% vested.

Disability Retirement Benefits – Termination due to total and permanent disability after at least 15 years of service.

Pre-Retirement Death Benefit – Death before retirement after either (i) reaching age 60, having completed 15 years of service, or (ii) reaching age 55, having completed 30 years of service.

Pre-Retirement Spouse's Benefit – Death before retirement and before eligible for Pre-Retirement Death Benefit.

Death Benefit – Death of retiree who retired from active employment.

**PENSION AGREEMENT BETWEEN GREGORY INDUSTRIES, INC. AND
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**Attachment to 2009 Schedule SB, Part V - Summary of Plan Provisions
(Continued)**

Monthly Benefits Paid Upon the Following Events:

Normal Retirement – \$29.00 per month per year of service up to 15 years, plus \$28.00 per month per year of service between 15 and 30 years, plus \$25.00 per month per year of service over 30 years.

Early Retirement – Reduced Normal Retirement Benefit beginning immediately or an unreduced benefit beginning at age 63.

Deferred Retirement – Normal Retirement Benefit payable at age 65 or reduced benefit after reaching age 60.

Disability Retirement – The greater of \$75 per month or the unreduced Normal Retirement Benefit.

Pre-Retirement Death Benefit - A pre-retirement death benefit is payable to the spouse of a participant who dies prior to commencement of retirement benefits after either (i) reaching age 60, having completed 15 years of service, or (ii) reaching age 55, having completed 30 years of service. The benefit payable to the spouse equals the amount that would have been paid to the spouse if the employee had retired immediately preceding death and had elected to have benefits payable under the 50% joint and survivor form of payment. Said benefit shall, however be reduced by 0.041667 percent for each full month between the date of the Participant's death and the date upon which the Participant would have attained age 60.

Pre-Retirement Spouse's Benefit - A pre-retirement death benefit is payable to the spouse of a participant who dies prior to commencement of retirement benefits and who does not qualify for the Pre-Retirement Death Benefit. The benefit payable to the spouse equals the amount that would have been payable to the spouse if the employee had terminated employment immediately preceding death and had elected to have benefits begin at the earliest possible retirement age under the 50% joint and survivor form of payment.

Death Benefit – A \$3,500 lump-sum death benefit is payable upon the death of retired participant who retires on or after April 1, 1992. For retirement prior to April 1, 1992, the amount is \$3,000.

Optional Forms of Payment – 50% Joint and Survivor (if married), or single life annuity. Actuarial equivalence is based on 6% interest and the Projected Annuity Mortality Table as specified in Appendix A of the plan document.

Maximum Benefits and Pay - All benefits and pay for any year may not exceed the maximum limitations for that year as defined in the Internal Revenue Code. The plan provides for increasing the dollar limits automatically as such changes become effective.

SCHEDULE H, LINE 4i – SCHEDULE OF ASSETS (HELD AT END OF YEAR)

**PENSION AGREEMENT BETWEEN GREGORY INDUSTRIES, INC.
AND UNITED STEELWORKERS OF AMERICA, LOCAL 5868
EIN 34-0818723
PN 002**

May 31, 2010

<i>(a)</i>	<i>(b)</i> <i>Identity of issuer, borrower, lessor or similar party</i>	<i>(c)</i> <i>Description of investment including maturity date, rate of interest, collateral, and par or maturity value</i>	<i>(d)</i> <i>Cost</i>	<i>(e)</i> <i>Current value</i>
	Mutual Funds			
	American Beacon Small Cap Value Plan	Mutual Fund 5,997 units	\$ 111,970	\$ 99,613
	American Century Inflation ADJ Bond	Mutual Fund 15,647 units	174,102	184,479
	Artio Intl Equity Fund CL A	Mutual Fund 5,134 units	175,630	127,128
	Baron Small Cap Fund	Mutual Fund 3,433 units	74,296	68,839
	Growth Fund of America R4	Mutual Fund 10,130 units	285,849	264,601
	ING GNMA Income FD	Mutual Fund 129,701 units	1,131,135	1,150,445
	JP Morgan Core Bond Fund	Mutual Fund 118,083 units	1,299,591	1,340,246
	Sound Shore Fund	Mutual Fund 9,514 units	341,794	260,028
	Money Market Fund			
	* Schwab Value Advantage Select	Money Market Fund	92,437	92,437
			<u>\$ 3,686,804</u>	<u>\$ 3,587,816</u>

* Party-in-interest to the Plan

The above information has been certified by The Charles Schwab Trust Company, the trustee, as complete and accurate.

SCHEDULE H, LINE 4j – SCHEDULE OF REPORTABLE TRANSACTIONS

**PENSION AGREEMENT BETWEEN GREGORY INDUSTRIES, INC. AND UNITED STEELWORKERS OF AMERICA, LOCAL 5868
EIN 34-0818723
PN 002**

For the year ended May 31, 2010

<i>(a)</i> <i>Identity of</i> <i>party involved</i>	<i>(b)</i> <i>Description of asset</i>	<i>(c)</i> <i>Purchase</i> <i>price</i>	<i>(d)</i> <i>Selling</i> <i>price</i>	<i>(e)</i> <i>Lease</i> <i>rental</i>	<i>(f)</i> <i>Expense</i> <i>incurred</i> <i>with</i> <i>transaction</i>	<i>(g)</i> <i>Cost</i> <i>of asset</i>	<i>(h)</i> <i>Current value</i> <i>of asset on</i> <i>transaction</i> <i>date</i>	<i>(i)</i> <i>Net gain or</i> <i>(loss)</i>
Individual Transactions								
American Funds	Growth Fund of America R4	\$ 231,149	\$ 236,986	\$ -	\$ -	\$ 231,149	\$ 236,986	\$ 5,837
ING Funds	ING GNMA Income Fund	371,712	-	-	-	371,712	-	-
JP Morgan Funds	JP Morgan Core Bond Fund	404,303	-	-	-	404,303	-	-
Sound Shore Management, Inc.	Sound Shore Fund	274,378	233,868	-	-	274,378	233,868	(40,510)
*Charles Schwab Trust Company	Schwab Money Market Fund	290,000	290,000	-	-	290,000	290,000	-
	Schwab Money Market Fund	272,258	272,258	-	-	272,258	272,258	-
Series Transactions								
American Funds	Growth Fund of America R4	239,134	243,523	-	-	239,134	243,523	4,389
ING Funds	ING GNMA Income Fund	678,539	-	-	-	678,539	-	-
JP Morgan Funds	JP Morgan Core Bond Fund	737,450	-	-	-	737,450	-	-
Sound Shore Management, Inc.	Sound Shore Fund	288,279	243,410	-	-	288,279	243,410	(44,869)
*Charles Schwab Trust Company	Schwab Value Advantage Select	268,050	175,616	-	-	268,050	175,616	-
	Schwab Money Market Fund	369,797	824,008	-	-	824,008	824,008	-

*Party-in-interest to the Plan

This information has been certified by Charles Schwab Trust Company, the trustee, as complete and accurate.

Pension Agreement Between Gregory Industries, Inc. and United Steelworkers of America, Local 5868

Schedule C, Line 3 -- Service Provider Indirect Compensation Information

EIN: 34-0818723 Plan Number: 002

May 31, 2010

Received by Charles Schwab & Co., Inc.

(d) Name of Source of Indirect Compensation	EIN	(e) Formula of Indirect Compensation
American Beacon	75-2401150	Rate of 0.40% of average daily balance of asset(s)
American Century Investments	44-6006315	Rate of 0.24% of average daily balance of asset(s)
American Funds	95-1411037	Rate of 0.35% of average daily balance of asset(s)
Artio Global	13-6174048	Rate of 0.40% of average daily balance of asset(s)
Baron Capital Group	13-3122938	Rate of 0.40% of average daily balance of asset(s)
ING Funds	95-4516049	Rate of 0.40% of average daily balance of asset(s)
JPMorgan	13-2624428	Rate of 0.40% of average daily balance of asset(s)
Schwab Funds	94-3106735	Rate of 0.15% of average daily balance of asset(s)
Sound Shore	06-1332926	Rate of 0.40% of average daily balance of asset(s)