

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). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 2010 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2010 or fiscal plan year beginning <u>01/01/2010</u> and ending <u>11/30/2010</u>	
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 <u>CLP PROFIT SHARING AND SAVINGS PLAN</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>001</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>03/27/1987</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>001</u>	1c Effective date of plan <u>03/27/1987</u>	
1b Three-digit plan number (PN) ▶	<u>001</u>				
1c Effective date of plan <u>03/27/1987</u>					
2a Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.) <u>CONNELL LIMITED PARTNERSHIP</u> <u>ONE INTERNATIONAL PLACE 31ST FLOOR</u> <u>BOSTON, MA 02110</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>04-2953203</u></td> </tr> <tr> <td>2c Sponsor's telephone number <u>617-737-2700</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>332900</u></td> </tr> </table>	2b Employer Identification Number (EIN) <u>04-2953203</u>	2c Sponsor's telephone number <u>617-737-2700</u>	2d Business code (see instructions) <u>332900</u>	
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2c Sponsor's telephone number <u>617-737-2700</u>					
2d Business code (see instructions) <u>332900</u>					

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	09/12/2011	CATHERINE R. GALLAGHER
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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

Form 5500 (2010)
v.092307.1

3a Plan administrator's name and address (if same as plan sponsor, enter "Same")

CONNELL LIMITED PARTNERSHIP

ONE INTERNATIONAL PLACE 31ST FLOOR
BOSTON, MA 02110**3b** Administrator's EIN

04-2953203

3c Administrator's telephone number

617-737-2700

4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:**a** Sponsor's name**4b** EIN**4c** PN**5** Total number of participants at the beginning of the plan year**5**

660

6 Number of participants as of the end of the plan year (welfare plans complete only lines **6a**, **6b**, **6c**, and **6d**).**a** Active participants.....**6a**

0

b Retired or separated participants receiving benefits.....**6b**

0

c Other retired or separated participants entitled to future benefits.....**6c**

0

d Subtotal. Add lines **6a**, **6b**, and **6c**.....**6d**

0

e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....**6e**

0

f Total. Add lines **6d** and **6e**.....**6f**

0

g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....**6g**

0

h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....**6h**

0

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

2E 2F 2G 2J 2K 3H 2T

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

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 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
		2010
		This Form is Open to Public Inspection.
For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 11/30/2010		
A Name of plan CLP PROFIT SHARING AND SAVINGS PLAN		B Three-digit plan number (PN) ▶ 001
C Plan sponsor's name as shown on line 2a of Form 5500 CONNELL LIMITED PARTNERSHIP		D Employer Identification Number (EIN) 04-2953203

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
SEI INVESTMENTS MANAGEMENT CORP
04-2452803

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

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

(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

(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.

(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: <div style="border: 1px solid black; height: 40px; margin-top: 5px;"></div>

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone: <div style="border: 1px solid black; height: 40px; margin-top: 5px;"></div>

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone: <div style="border: 1px solid black; height: 40px; margin-top: 5px;"></div>

Explanation:

a Name:	b EIN;
c Position:	
d Address:	e Telephone: <div style="border: 1px solid black; height: 40px; margin-top: 5px;"></div>

Explanation:

a Name:	b EIN;
c Position:	
d Address:	e Telephone: <div style="border: 1px solid black; height: 40px; margin-top: 5px;"></div>

Explanation:

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

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

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

a Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
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plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2010 This Form is Open to Public Inspection
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For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 11/30/2010		
A Name of plan CLP PROFIT SHARING AND SAVINGS PLAN	B Three-digit plan number (PN) ►	001
C Plan sponsor's name as shown on line 2a of Form 5500 CONNELL LIMITED PARTNERSHIP	D Employer Identification Number (EIN) 04-2953203	

Part I Asset and Liability Statement			
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.			
Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	1629	
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	669021	
(2) Participant contributions	1b(2)		
(3) Other.....	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities.....	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other.....	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	703278	0
(9) Value of interest in common/collective trusts.....	1c(9)	6247514	0
(10) Value of interest in pooled separate accounts.....	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	19057238	0
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	26678680	0

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	0	0

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	26678680	0
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Part II Income and Expense Statement

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

Income**a Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	10253	
(B) Participants	2a(1)(B)	171246	
(C) Others (including rollovers)	2a(1)(C)	37601	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		219100

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)	3497	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		3497

(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)	171185	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		171185

(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)		22874
(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)		1112342
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		1528998

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	9211438	
(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)		9211438
f Corrective distributions (see instructions)	2f		3862
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		9215300

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		-7686302
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		18992378

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: **MAYER HOFFMAN MCCANN PC**

(2) EIN: **43-1947695**

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		5000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....		X	
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.).....		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....	X		
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....	X		
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	X		

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

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

5b(1) Name of plan(s)	5b(2) EIN(s)	5b(3) PN(s)
DAYTON PROGRESS/PCS EMPLOYEE RETIREMENT PLAN	31-0533428	001
SPX CORPORATION RETIREMENT SAVINGS AND STOCK OWNERSHIP PLAN	38-1016240	005

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 2010 This Form is Open to Public Inspection.
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For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 11/30/2010

A Name of plan <u>CLP PROFIT SHARING AND SAVINGS PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>CONNELL LIMITED PARTNERSHIP</u>	D Employer Identification Number (EIN) <u>04-2953203</u>

Part I	Distributions
---------------	----------------------

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	<u>0</u>
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>56-1354495</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	

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
-----------------	-------------------

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
--	-----------------------------------	-----------------------------------	-------------------------------	-----------------------------

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

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?.....	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.)	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

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

Schedule R (Form 5500) 2010
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): _____



Mayer Hoffman McCann P.C.
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An Independent CPA Firm

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Independent Auditors' Report

The Plan Administrator
CLP Profit Sharing and Savings Plan
Boston, Massachusetts

We were engaged to audit the accompanying statements of net assets available for benefits of the CLP Profit Sharing and Savings Plan (the "Plan") as of November 30, 2010 and December 31, 2009, and the related statement of changes in net assets available for benefits for the period January 1, 2010 through November 30, 2010. These financial statements 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 3, which was certified by Wells Fargo Bank, N.A., as sub-custodian for SEI Private Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the Plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained a certification from the sub-custodian as of November 30, 2010 and December 31, 2009 and for the period January 1, 2010 through November 30, 2010, that the information provided to the Plan administrator by the sub-custodian is complete and accurate.

As further described in Note 1 to the financial statements, effective November 30, 2010, the trustees of the Plan and the Dayton Progress/PCS Employee Retirement Plan approved the merger of the CLP Profit Sharing and Savings Plan into the Dayton Progress/PCS Employee Retirement Plan.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements taken as a whole. The form and content of the information included in the financial statements, other than that derived from the information certified by the sub-custodian, have been audited by us in accordance with U.S. generally accepted auditing standards 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.

Mayer Hoffman McCann P.C.

Boston, Massachusetts
September 12, 2011

Financial Statements
CLP Profit Sharing and Savings Plan

November 30, 2010 and December 31, 2009



Mayer Hoffman McCann P.C.
Tofias New England Division
An Independent CPA Firm

CLP PROFIT SHARING AND SAVINGS PLAN

Financial Statements

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Mayer Hoffman McCann P.C.

Boston, Massachusetts
September 12, 2011

CLP PROFIT SHARING AND SAVINGS PLAN

Statements of Net Assets Available for Benefits

	<i>November 30, 2010</i>	<i>December 31, 2009</i>
Assets		
Investments, at fair value:		
Mutual funds	\$ -	\$ 19,057,238
Common/collective trust	-	5,958,235
	<hr/>	<hr/>
Total investments	-	25,015,473
	<hr/>	<hr/>
Cash	-	1,629
	<hr/>	<hr/>
Receivables:		
Employer profit sharing contributions	-	669,021
Notes receivable from participants	-	703,278
	<hr/>	<hr/>
Total receivables	-	1,372,299
	<hr/>	<hr/>
Net assets available for benefits at fair value	-	26,389,401
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	-	289,279
	<hr/>	<hr/>
Net assets available for benefits	\$ -	\$ 26,678,680
	<hr/> <hr/>	<hr/> <hr/>

CLP PROFIT SHARING AND SAVINGS PLAN

Statement of Changes in Net Assets Available for Benefits

Period January 1, 2010 through November 30, 2010

Additions to net assets attributed to:

Investment income:

Net appreciation in fair value of mutual funds	\$ 1,112,342
Interest and dividends	171,185
Net appreciation in fair value of common/collective trust	<u>22,874</u>

1,306,401

Interest income on notes receivable from participants	<u>3,497</u>
---	--------------

Contributions:

Participant deferrals	171,246
Participant rollovers	37,601
Employer profit sharing contributions	<u>10,253</u>

219,100

Total additions to net assets **1,528,998**

Deductions from net assets attributed to:

Benefits paid to participants	<u>9,215,300</u>
-------------------------------	------------------

Total deductions from net assets **9,215,300**

Net decrease in net assets available for benefits before transfer **(7,686,302)**

Transfer out to the SPX Retirement Savings and Stock Ownership Plan	622,931
Transfer out to the Dayton Progress/PCS Employee Retirement Plan	<u>18,369,447</u>

Net decrease in net assets available for benefits **(26,678,680)**

Net assets available for benefits, beginning of period	<u>26,678,680</u>
--	-------------------

Net assets available for benefits, end of period **\$ -**

CLP PROFIT SHARING AND SAVINGS PLAN

Notes to Financial Statements

Note 1 - Description of the Plan

The following description of the CLP Profit Sharing and Savings Plan (the “Plan”) provides only general information, therefore, certain exceptions may exist within the Plan. Participants should refer to the Plan agreement for a more complete description of the Plan’s provisions.

General

Effective November 30, 2010, the trustees of the Plan and the Dayton Progress/PCS Employee Retirement Plan approved the merger of the CLP Profit Sharing and Savings Plan into the Dayton Progress/PCS Employee Retirement Plan and, accordingly, the Plan transferred the assets into the Dayton Progress/PCS Employee Retirement Plan on November 30, 2010.

The Plan was a defined contribution profit sharing plan with a cash deferred arrangement which covered eligible employees of Connell Limited Partnership (“CLP”), Danly IEM, LLC and Yuba Heat Transfer, LLC (collectively referred to as the “Employer”). The Plan covered certain hourly-paid and salaried employees of the Employer, as defined, who were not covered under a collective bargaining agreement, as of the date of hire. The Plan was subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). All investments were participant-directed.

Effective December 7, 2009, Yuba Heat Transfer, LLC was no longer considered an Employer within this Plan due to CLP’s sale of its assets.

Participant Contributions

On the first day of the first pay period beginning on or after one hour of service (90 days of service prior to April 1, 2007), participants were automatically enrolled for a 2% deferral of pre-tax compensation, as defined, unless another percentage was elected, subject to certain limitations. Participants who had reached the age of 50 before the end of the Plan year were eligible to make catch-up contributions. Participants were also able to contribute amounts representing distributions from other qualified plans (“Participant Rollovers”).

Employer Contributions

The Employer, at its sole discretion, determined the amount of matching and Employer profit sharing contributions it contributed to the Plan, subject to limitations imposed by the Internal Revenue Code.

Matching Contributions

Subject to certain limitations, the Employer contributed, as a matching contribution, 50% of the first 2% of a participant’s compensation contributed. Such matching contribution did not exceed 1% of the compensation for each participant. The matching contribution was suspended as of December 31, 2009.

CLP PROFIT SHARING AND SAVINGS PLAN

Notes to Financial Statements

Note 1 - Description of the Plan (Continued)

Employer Contributions (Continued)

Profit Sharing Contributions

Employer profit sharing contributions were determined on a division-by-division basis. Allocation of any Employer profit sharing contribution was based on each participant's compensation multiplied by the respective division's profit sharing contribution percentage. A participant must have completed one year of service (defined as a twelve-month period with a minimum of 1,000 hours of service) to be eligible to participate in the profit sharing contribution and be actively employed as of the last day of the Plan year unless separated due to death, total and permanent disability or attainment of normal retirement age. Employer contributions during the period ended November 30, 2010 amounted to \$10,253.

Participant Accounts

Each participant's account was credited with the Participant's contribution and an allocation of (a) the Employer's contributions, (b) the Plan's investment earnings, (c) charged with an allocation of investment fees and (d) charged with direct administrative expenses. Allocations of earnings, fees and expenses were based on participant earnings or account balances, as defined. The benefit to which a participant was entitled was the benefit that could be provided from the Participant's vested account.

Vesting

Participant Contributions

Participants were immediately vested in their voluntary contributions plus actual earnings thereon.

Employer Contributions

Participants were immediately vested in the Employer's matching contribution and the "Qualified Non-Elective Contribution Account". Vesting in the Employer's profit sharing contribution account plus actual earnings thereon was based on years of continuous service. A year of service is defined as a twelve-month period with a minimum of 1,000 hours of service. A participant begins vesting after one year of service and is 100% vested after five years of service. Effective December 7, 2009, Yuba Heat Transfer, LLC was no longer considered an Employer within this Plan due to CLP's sale of its assets, and the employees within the division became 100% vested.

CLP PROFIT SHARING AND SAVINGS PLAN

Notes to Financial Statements

Note 1 - Description of the Plan (Continued)

Forfeitures

Forfeitures were first used to restore the account balance for any participant who resumed employment with the Employer after any portion of the amount previously contributed to his or her Employer contribution account had been forfeited. A participant's account was to be restored to its value, including earnings, gains and losses as of the date of forfeiture. The remaining forfeitures were to be applied to Plan expenses and then, if any still remained, allocated in the same manner as the Employer contributions for such Plan year. At November 30, 2010 and December 31, 2009, unused forfeited account balances totaled \$0 and \$21,173, respectively. During 2010, \$3,050 in forfeitures were used prior to the transfer to make those invested in the common/collective trust whole as a result of early termination of the contract and the amount was included in the transfer.

Payments of Benefits

Upon termination of service or upon the attainment of normal retirement age, a participant was able to elect to receive either a lump-sum cash out or a direct rollover, equal to the value of the Participant's vested account balance. Upon death or disability, a participant became fully vested in his or her account balances. In addition, if a participant's account was less than \$1,000 and a distribution election had not been made, the Plan's administrator distributed the benefit to the Participant in the form of a lump-sum payment. The Plan also allowed for hardship withdrawals from a participant's deferral account, less earnings credited after July 1, 1989, plus the vested portion of the Employer's contribution account. Participants must have obtained all loans available under the Plan before being eligible for a hardship withdrawal. All deferral contributions were suspended for a period of six months after the receipt of the hardship withdrawal.

Notes Receivable from Participants

Participants were able to borrow a minimum of \$500 up to a maximum equal to the lesser of \$50,000 or 50% of their vested account balance. Participants were allowed to have two loans outstanding at a time. Loan terms generally ranged from one to five years (up to 10 years for the purchase of a primary residence). The loans were secured by the vested balance in a participant's account and bear interest at a rate commensurate with local prevailing rates charged for similar loans as determined by the Plan administrator. Principal and interest were repaid ratably through payroll deductions.

Plan Transfers

When participants of the CLP Profit Sharing and Savings Plan became members of a recognized union that provided for participation in the CLP Hourly Union Savings Plan, or vice versa, the Participants' account balances were transferred to or from the appropriate plan. There were no transfers during 2010 for union participants.

On December 7, 2009, substantially all of the assets of Yuba Heat Transfer, LLC were sold to SPX Heat Transfer, LLC. All active employees as of the date of the transaction were vested fully even if the participant did not have 5 years of service. On February 5, 2010, SPX and Connell Limited Partnership facilitated a group transfer to the SPX Corporation Retirement Savings and Stock Ownership Plan for those participants with outstanding loan balances. All other participants who were eligible for a distribution or rollover of their accounts had to initiate any activity related to his or her account.

CLP PROFIT SHARING AND SAVINGS PLAN

Notes to Financial Statements

Note 1 - Description of the Plan (Continued)

Plan Administration

The Employer was the Plan administrator and has the authority to appoint person(s) or entities to carry out the operations of the Plan.

Administrative Expenses

Administrative, audit, trustee, recordkeeping and certain consulting and fund manager fees associated with the Plan were paid from Plan assets in 2009 and in 2010 audit and legal fees were paid by the Plan sponsor while other costs were paid from Plan assets. In 2009, a portion of legal fees associated with the Plan were paid from Plan assets in accordance with applicable Department of Labor guidelines.

Note 2 - Summary of Significant Accounting Policies

Investments, Investment Valuation and Income

Investments were reported at fair value, and purchases and sales of securities are recorded on the trade date. 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. Interest income was recorded on the accrual basis. Dividend income was recorded on the ex-dividend date. Investment management fees are offset against investment income. Net appreciation includes the Plan's gains and losses on investments bought and sold as well as unrealized gains and losses on assets held during the year.

The Plan followed financial accounting standards relative to fair value measurements, which, among other matters, requires enhanced disclosures about investments that are measured and reported at fair value. The standard establishes a hierarchical disclosure framework which prioritizes and ranks the level of market price observability used in measuring investments at fair value under U.S. generally accepted accounting principles. Market price observability is affected by a number of factors, including the type of investment and the characteristics specific to the investment. Investments with readily available active quoted prices or for which fair value can be measured from actively quoted prices generally will have a higher degree of market price observability and a lesser degree of judgment used in measuring fair value.

Unit Values

Individual participant accounts for the common/collective trusts were maintained on a unit value basis. Participants did not have beneficial ownership in their specific underlying securities or other assets in the funds, but had an interest therein represented by units valued daily. The funds earned dividends and interest which were automatically reinvested in additional units. Generally, contributions to and withdrawals from each fund were converted to units by dividing the amounts of such transactions by the unit values as last determined, and the participants' accounts were charged or credited with the number of units properly attributable to each participant.

CLP PROFIT SHARING AND SAVINGS PLAN

Notes to Financial Statements

Note 2 - Summary of Significant Accounting Policies (Continued)

Benefits Paid

Benefit payments were recorded when paid.

Use of Estimates

The preparation of financial statements in conformity with U.S. generally accepted accounting principles required Plan management to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results could have varied from the estimates that were used.

Subsequent Events

The Employer has evaluated subsequent events through September 12, 2011, the date that the financial statements were available to be issued. No significant matters were identified for disclosure during this evaluation.

New Accounting Pronouncements

The following new accounting pronouncements were adopted during the period ended November 30, 2010:

Fair Value Disclosures

In January 2010, the FASB issued guidance which expanded the required disclosures about fair value measurements. In particular, this guidance requires (i) separate disclosure of the amounts of significant transfers in and out of Level I and Level II fair value measurements along with the reasons for such transfers, (ii) information about purchases, sales, issuances and settlements to be presented separately in the reconciliation for Level III fair value measurements, (iii) fair value measurement disclosures for each class of assets and liabilities and (iv) disclosures about the valuation techniques and inputs used to measure fair value for both recurring and nonrecurring fair value measurements for fair value measurements that fall in either Level II or Level III. This guidance is effective for annual reporting periods beginning after December 15, 2009 except for (ii) above which is effective for fiscal years beginning after December 15, 2010. Net assets available for benefits and changes in net assets available for benefits of the Plan were not affected by the adoption of the new guidance.

Notes Receivable from Participants

In September 2010, the FASB issued guidance clarifying the classification and measurement of participant loans by defined contribution pension plans. Participant loans are required to be classified as notes receivable from participants (rather than investments) and measured at their unpaid principal balance, plus any accrued but unpaid interest. The guidance, which must be applied retrospectively, is effective for fiscal years after December 15, 2010 with early adoption permitted. The Plan adopted this guidance in its November 30, 2010 financial statements; however, there were no outstanding participant loans in 2010.

CLP PROFIT SHARING AND SAVINGS PLAN

Notes to Financial Statements

Note 2 - Summary of Significant Accounting Policies (Continued)

Notes Receivable from Participants

Notes receivable from participants were measured at their unpaid principal balance plus accrued but unpaid interest. Delinquent participant loans were reclassified as distributions based upon the terms of the Plan document.

Note 3 - Investments

Plan investments were held in mutual fund and common/collective trust accounts by the Plan's trustee, SEI Private Trust Company (SEI). The fair values of investments and all investment transactions, including interest and dividends, and net appreciation (depreciation) in fair values, are reported to the Plan and certified as complete and accurate by Wells Fargo, N.A., as sub-custodian for SEI. Participants in the Plan may direct contributions to any of twelve investment options.

The following investments represented 5% or more of the value of Plan net assets available for benefits at December 31, 2009:

SEI Stable Asset Fund	\$ 5,958,235
SEI Large Cap Value Fund	4,146,497
SEI Growth Strategy Fund	4,227,110
SEI Aggressive Strategy Fund	2,516,147
SEI Small Cap Growth Fund	1,446,119
SEI S&P 500 Index Fund	1,436,108

As described in financial accounting standards relative to reporting of fully benefit-responsive investment contracts held by certain investment companies, investment contracts held by a defined contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. As required by the standards, the Statements of Net Assets Available for Benefits presents the fair value of the investment contracts as well as the adjustment of the fully benefit-responsive investment contracts from fair value to contract value. The Statement of Changes in Net Assets Available for Benefits is prepared on a contract value basis. Since the investment assets of this Plan have been transferred on November 30, 2010, there is no adjustment reflected in these financial statements for 2010.

CLP PROFIT SHARING AND SAVINGS PLAN

Notes to Financial Statements

Note 4 - Fair Value Measurements

Investments measured and reported at fair value were classified and disclosed in one of the following categories:

Level I – were quoted prices in active markets for identical investments that the Plan has the ability to access at the measurement or reporting date. The type of investments generally included in this category includes listed equities and mutual funds.

Level II – were inputs (other than quoted prices in active markets included within Level I), which are either directly or indirectly observable as of the reporting date, and fair value is determined through the use of models or other valuation methodologies. Investments which are generally included in this category include corporate bonds, less liquid and restricted equity securities, and certain over-the-counter derivatives.

Level III – were unobservable inputs for the investment and includes situations where there is little, if any, market activity for the investment. Unobservable inputs are those that reflect the Plan's own assumptions about the determination of fair value and require significant management judgment or estimation. Investments which are generally included in this category may include private equity funds, hedge funds, partnerships and limited liability companies.

In certain cases, the inputs used to measure fair value may fall into different levels of the fair value hierarchy. In such cases, an investment's level within the fair value hierarchy was based on the lowest level of input that is significant to the fair value measurement. The Plan's assessment of the significance of a particular input to the fair value measurement in its entirety requires judgment and considers factors specific to the investment.

Following is a description of the valuation methodologies used for assets measured at fair value.

Mutual Funds

Valued at quoted market prices which represents the net asset value (NAV) of shares held by the Plan at year end.

Common/Collective Trust Fund

Valued at estimated fair value as determined by the issuer of the common/collective trust fund based on fair market value of the underlying investments.

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

CLP PROFIT SHARING AND SAVINGS PLAN

Notes to Financial Statements

Note 4 - Fair Value Measurement (Continued)

Based on the fair value hierarchy levels, the investments held by the Plan as of December 31, 2009 were as follows:

Description	Fair Value Measurements as of December 31, 2009			
	Level I	Level II	Level III	Total
Mutual funds:				
Large cap domestic equity funds	\$ 5,281,844	\$ -	\$ -	\$ 5,281,844
Small cap domestic equity funds	2,648,599	-	-	2,648,599
Foreign investment funds	616,703	-	-	616,703
Aggressive strategy funds	2,516,147	-	-	2,516,147
Growth strategy funds	4,227,110	-	-	4,227,110
Other domestic equity funds	3,766,835	-	-	3,766,835
Common/collective trusts	-	5,958,235	-	5,958,235
Total	\$ 19,057,238	\$ 5,958,235	\$ -	\$ 25,015,473

Note 5 - Plan Merger

The trustees of the Plan and the Dayton Progress/PCS Employee Retirement Plan approved the merger of the CLP Hourly Union Savings Plan into the Dayton Progress/PCS Employee Retirement Plan, effective November 30, 2010. As a result, effective November 30, 2010, participant accounts were transferred from the Plan to the Dayton Progress/PCS Employee Retirement Plan and participants of this Plan became participants of the Dayton Progress/PCS Employee Retirement Plan.

Note 6 - Risks and Uncertainties

The Plan invested in various investment securities. Investment securities are exposed to 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 the investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the Statements of Net Assets Available for Benefits.

Note 7 - Exempt Party-In-Interest Transactions

Plan investments include shares of mutual funds and units of a common/collective trust account that were managed by an affiliate of SEI Private Trust Company, the Plan's trustee. Therefore, these transactions qualified as party-in-interest transactions. Notes receivable from participants also qualified as exempt party-in-interest transactions, as defined by ERISA.

CLP PROFIT SHARING AND SAVINGS PLAN

Notes to Financial Statements

Note 8 - Tax Status

The Plan obtained its latest determination letter on January 28, 2010, in which the Internal Revenue Service stated that the Plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code. The Plan has been amended since receiving the opinion letter. The Plan administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code and that, therefore, the Plan continues to qualify under Section 401(a) and the related trust continues to be tax-exempt. Therefore, no provision for income taxes has been included in the Plan's financial statements.

U.S. generally accepted accounting principles require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain tax position that more likely than not would not be sustained upon examination by the Internal Revenue Service. The Plan administrator has analyzed the tax position taken by the Plan, and has concluded that as of November 30, 2010, there are no uncertain tax positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan administrator believes it is no longer subject to income tax examinations for years prior to 2007.

Note 9 - Reclassifications

Certain investments in the prior year financial statements have been reclassified for comparative purposes to conform to the presentation in the current year financial statements. There has been no impact on the previously reported net assets available for benefits or the current year changes in net assets.