

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), and 6058(a) of the Internal Revenue Code (the Code). ► Complete all entries in accordance with the instructions to the Form 5500.	OMB Nos. 1210-0110 1210-0089 2010 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information		
For calendar plan year 2010 or fiscal plan year beginning <u>01/01/2010</u> and ending <u>12/31/2010</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>SGC ASSOCIATES' PENSION PLAN</u>	1b Three-digit plan number (PN) ►	<u>050</u>	
	1c Effective date of plan	<u>07/01/1972</u>	
2a Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.) <u>SAFELITE GROUP, INC.</u> <u>2400 FARMERS DRIVE</u> <u>COLUMBUS, OH 43235-2762</u>	2b Employer Identification Number (EIN) <u>31-1725961</u>	2c Sponsor's telephone number <u>614-210-9345</u>	2d Business code (see instructions) <u>339900</u>

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

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

SIGN HERE	<u>Filed with authorized/valid electronic signature.</u>	<u>10/17/2011</u>	<u>STEVEN MIGGO</u>
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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

Form 5500 (2010)
v.092307.1

3a Plan administrator's name and address (if same as plan sponsor, enter "Same") SAFELITE GROUP, INC. 2400 FARMERS DRIVE COLUMBUS, OH 43235-2762	3b Administrator's EIN 31-1725961 3c Administrator's telephone number 614-210-9345
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 BELRON US INC.	4b EIN 31-1725961 4c PN 050
5 Total number of participants at the beginning of the plan year	5 4110
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 379
b Retired or separated participants receiving benefits.....	6b 1163
c Other retired or separated participants entitled to future benefits.....	6c 3168
d Subtotal. Add lines 6a , 6b , and 6c	6d 4710
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e 94
f Total. Add lines 6d and 6e	6f 4804
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
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions: 1A 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
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 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 12/31/2010

▶ **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>SGC ASSOCIATES' PENSION PLAN</u>	B Three-digit plan number (PN) ▶ <u>050</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF <u>SAFELITE GROUP, INC.</u>	D Employer Identification Number (EIN) <u>31-1725961</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>01</u> Day <u>01</u> Year <u>2010</u>
2	Assets:
a	Market value 2a <u>53586974</u>
b	Actuarial value 2b <u>56638929</u>
3	Funding target/participant count breakdown
	(1) Number of participants (2) Funding Target
a	For retired participants and beneficiaries receiving payment 3a <u>1231</u> <u>36533716</u>
b	For terminated vested participants 3b <u>3222</u> <u>30026858</u>
c	For active participants:
(1)	Non-vested benefits 3c(1) <u>0</u>
(2)	Vested benefits 3c(2) <u>4200465</u>
(3)	Total active 3c(3) <u>381</u> <u>4200465</u>
d	Total 3d <u>4834</u> <u>70761039</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>6.65</u> %
6	Target normal cost 6 <u>500000</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>09/23/2011</u>
Signature of actuary <u>FREDERIK N. HEIDORN, A.S.A.</u>	Date <u>11-00375</u>
Type or print name of actuary <u>AON CONSULTING, INC.</u>	Most recent enrollment number <u>213-996-1732</u>
Firm name <u>707 WILSHIRE BLVD, SUITE 2500</u> <u>LOS ANGELES, CA 90017</u>	Telephone number (including area code)
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) 2010
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)	0	29
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).....	0	29
10	Interest on item 9 using prior year's actual return of <u>26.01</u> %		8
11	Prior year's excess contributions to be added to prefunding balance:		
a	Excess contributions (Item 38 from prior year)		810956
b	Interest on (a) using prior year's effective rate of <u>8.22</u> %		66661
c	Total available at beginning of current plan year to add to prefunding balance		877617
d	Portion of (c) to be added to prefunding balance.....		877617
12	Reduction in balances due to elections or deemed elections.....	0	877654
13	Balance at beginning of current year (item 9 + item 10 + item 11d – item 12).....	0	0

Part III Funding percentages			
14	Funding target attainment percentage.....	14	80.04 %
15	Adjusted funding target attainment percentage.....	15	80.04 %
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	80.76 %
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
04/20/2010	679582	0			
07/15/2010	678161	0			
11/01/2010	678161	0			
01/14/2011	678161	0			
09/14/2011	6065000	0			
			Totals ►	18(b)	8779065
			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	8033176

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	(4) 4th
0	0	0	0

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

21 Discount rate:				
a Segment rates:	1st segment: 5.03 %	2nd segment: 6.73 %	3rd segment: 6.82 %	☐ N/A, full yield curve used
b Applicable month (enter code)	21b			4
22 Weighted average retirement age	22			62
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	500000
32 Amortization installments:	Outstanding Balance	Installment
a Net shortfall amortization installment	14122110	2807250
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	3307250
	Carryover balance	Prefunding balance
35 Balances used to offset funding requirement	0	0
36 Additional cash requirement (item 34 minus item 35).....	36	3307250
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (Item 19c).....	37	8033176
38 Interest-adjusted excess contributions for current year (see instructions).....	38	4725926
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
		2010
		This Form is Open to Public Inspection.

For calendar plan year 2010 or fiscal plan year beginning **01/01/2010** and ending **12/31/2010**

A Name of plan SGC ASSOCIATES' PENSION PLAN	B Three-digit plan number (PN) ►	050
C Plan sponsor's name as shown on line 2a of Form 5500 SAFELITE GROUP, INC.	D Employer Identification Number (EIN) 31-1725961	

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	
SOUTHEASTERN ASSET MANAGEMENT INC	6410 POPLAR AVENUE, SUITE 900 MEMPHIS, TN 38119
(b) Enter name and EIN or address of person who provided you disclosure on eligible indirect compensation	
LOOMIS SAYLES & COMPANY	ONE FINANCIAL CENTER BOSTON, MA 02111
(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation	
NEWRIVER, INC.	200 BRICKSTONE SQUARE, 5TH FLOOR ANDOVER, MA 01810
(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)

AON CONSULTING INC.

13-9744321

(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?
11 50	ACTUARIAL	165895	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

JP MORGAN CHASE

13-4994650

(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?
19 50	CUSTODIAL	94976	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

COHEN & STEERS CAP MGMT, INC.

13-3353336

(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?
28 50 51 52	INVESTMENT MANAGEMENT	86644	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

MORGAN, KEEGAN AND COMPANY

64-0474907

(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?
28 50 51 52	INVESTMENT MANAGEMENT	60573	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

BAKER & HOSTETLER, LLP

34-0082025

(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?
29 50	LEGAL	52725	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

WESTFIELD CAPITAL MANAGEMENT

1 FINANCIAL CENTER #2303
BOSTON, MA 02111

(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?
28 51	INVESTMENT MANAGEMENT	39316	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

INTECH INVESTMENT MANAGEMENT LLC

01-0614895

(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?
28 50 51 52	INVESTMENT MANAGEMENT	18698	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

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

REA & ASSOCIATES, INC.

34-1310124

(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?
10 50	ACCOUNTING	10300	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

ATESSA BENEFITS, INC.

02-0429408

(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?
13 16	CONSULTING	8692	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
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(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide

Part III **Termination Information on Accountants and Enrolled Actuaries (see instructions)**
(complete as many entries as needed)

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN;
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN;
c Position:	
d Address:	e Telephone:

Explanation:

SCHEDULE D (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration		DFE/Participating Plan Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.		OMB No. 1210-0110 2010 This Form is Open to Public Inspection.	
For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010					
A Name of plan SGC ASSOCIATES' PENSION PLAN				B Three-digit plan number (PN) ▶ 050	
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 SAFELITE GROUP, INC.				D Employer Identification Number (EIN) 31-1725961	
Part I Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)					
a Name of MTIA, CCT, PSA, or 103-12 IE: INTECH INSTL LARGE CAP GROWTH FUND					
b Name of sponsor of entity listed in (a): SEI TRUST COMPANY					
c EIN-PN 56-6593356-013		d Entity code C		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
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 (	

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

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

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

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

SCHEDULE H (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110
		2010
		This Form is Open to Public Inspection

For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010		
A Name of plan SGC ASSOCIATES' PENSION PLAN	B Three-digit plan number (PN)	050
C Plan sponsor's name as shown on line 2a of Form 5500 SAFELITE GROUP, INC.	D Employer Identification Number (EIN) 31-1725961	

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)	2832608	6743161
(2) Participant contributions	1b(2)		
(3) Other.....	1b(3)	11292	27148
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	1341513	3413021
(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)	0	223564
(B) Common	1c(4)(B)	11846210	23315830
(5) Partnership/joint venture interests	1c(5)	4104912	3973332
(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)	10528384	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)	16809586	18993923
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)	6281309	8147175

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	53755814	64837154

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	53755814	64837154
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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)	8748096	
(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)		8748096

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

(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	451	
(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)		451

(2) Dividends: (A) Preferred stock	2b(2)(A)	8269	
(B) Common stock	2b(2)(B)	487981	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	820052	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		1316302

(3) Rents	2b(3)		
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(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	46191517	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	46369247	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		-177730

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate.....	2b(5)(A)		
(B) Other	2b(5)(B)	4066919	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		4066919
(6) Net investment gain (loss) from common/collective trusts	2b(6)		-608366
(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)		2403309
c Other income.....	2c		129383
d Total income. Add all income amounts in column (b) and enter total.....	2d		15878364

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	3930871	
(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)		3930871
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)	543998	
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	322155	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		866153
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		4797024

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		11081340
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: REA & ASSOCIATES, INC.

(2) EIN: 34-1310124

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		25000000
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 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 12/31/2010

A Name of plan <u>SGC ASSOCIATES' PENSION PLAN</u>	B Three-digit plan number (PN) ▶ <u>050</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>SAFELITE GROUP, INC.</u>	D Employer Identification Number (EIN) <u>31-1725961</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.....	<u>1</u>	<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>32-6243920</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.....	<u>3</u>	<u>2</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)
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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	<u>6a</u>		
b Enter the amount contributed by the employer to the plan for this plan year	<u>6b</u>		
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).....	<u>6c</u>		
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) 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: 53.0% Investment-Grade Debt: 21.0% High-Yield Debt: 0.0% Real Estate: 1.0% Other: 25.0%

- 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):

SGC ASSOCIATES' PENSION PLAN

***Financial Statements as of December 31,
2010 and 2009 and for the Year Ended
December 31, 2010 and Supplemental
Schedules as of and for the year ended
December 31, 2010***

SGC ASSOCIATES' PENSION PLAN

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NOTE: All other schedules required by Section 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted because they are not applicable.	



Rea & Associates, Inc.

ACCOUNTANTS AND BUSINESS CONSULTANTS

Focused on Your Future.

October 14, 2011

To the Plan Administrator of the
SCG Associates' Pension Plan

INDEPENDENT AUDITORS' REPORT

We have audited the accompanying statements of net assets available for benefits of SCG Associates' Pension Plan as of December 31, 2010 and 2009, and the related statement of changes in net assets available for benefits for the year ended December 31, 2010, and the supplemental schedules as of and for the year ended December 31, 2010. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the SCG Associates' Pension Plan as of December 31, 2010 and 2009, and the changes in net assets available for benefits for the year ended December 31, 2010, in conformity with accounting principles generally accepted in the United States of America.

Rea & Associates, Inc.
Dublin, Ohio

SGC ASSOCIATES' PENSION PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS AS OF DECEMBER 31, 2010 AND 2009

	2010	2009
ASSETS:		
Cash and cash equivalents	\$ 3,413,021	\$ 1,341,513
Investments - at fair value as determined by quoted market price:		
Common and preferred stocks	23,539,394	11,846,210
Mutual funds	18,993,923	16,809,586
Foreign equities	<u>8,147,175</u>	<u>6,281,309</u>
Total investments - at fair value as determined by quoted market price	50,680,492	34,937,105
Investments - at estimated fair value:		
Common trust funds	-	10,528,384
Limited partnerships	<u>3,973,332</u>	<u>4,104,912</u>
Total investments - at estimated fair value	<u>3,973,332</u>	<u>14,633,296</u>
Total investments	54,653,824	49,570,401
Contribution receivable	6,743,161	2,832,608
Accrued interest and dividend income	<u>27,148</u>	<u>11,292</u>
Total assets	<u>64,837,154</u>	<u>53,755,814</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u><u>\$ 64,837,154</u></u>	<u><u>\$ 53,755,814</u></u>

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

SGC ASSOCIATES' PENSION PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS FOR THE YEAR ENDED DECEMBER 31, 2010

	2010
ADDITIONS TO NET ASSETS ATTRIBUTED TO:	
Interest and dividend income	\$ 1,316,753
Contributions	8,748,096
Net appreciation in fair value of investments:	
Common and preferred stocks	2,991,488
Common trust and mutual funds	2,065,056
Foreign equities	<u>627,588</u>
Total net appreciation in fair value of investments	5,684,132
Other	<u>129,383</u>
Total additions	15,878,364
DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO:	
Benefits paid to participants	3,930,871
Administrative expenses	543,998
Insurance premiums	322,155
Taxes	<u>-</u>
Total deductions	<u>4,797,024</u>
INCREASE IN NET ASSETS	11,081,340
NET ASSETS AVAILABLE FOR BENEFITS:	
Beginning of year	<u>53,755,814</u>
End of year	<u><u>\$ 64,837,154</u></u>

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

SGC ASSOCIATES' PENSION PLAN

NOTES TO FINANCIAL STATEMENTS

AS OF DECEMBER 31, 2010 AND 2009 AND FOR THE YEAR ENDED DECEMBER 31, 2010

1. DESCRIPTION OF THE PLAN

The following brief description of the SGC Associates' Pension Plan, formerly known as the Lear Siegler Diversified Holdings Corp. Pension Plan, (the "Plan") is provided for general information purposes. Participants should refer to the Plan Document for more complete information.

General - The Plan sponsor, Safelite Group, Inc., formerly known as Belron US, is hereinafter referred to as the "Company". This plan was merged with the Safelite Glass Corp. Associates' Pension Plan as of January 1, 2003. Upon the merger, the Plan's name was changed from the Lear Siegler Diversified Holdings Corp. Pension Plan to SGC Associates' Pension Plan. The Company maintains the Plan for certain former employees of Lear Siegler and all persons regularly employed by the Company as of June 30, 1992 (excluding certain collective bargaining employees to whom the Plan has not been extended).

The Plan is a noncontributory defined benefit plan subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

The Plan covers all employees who were participating in the Lear Siegler Diversified Holdings Corp. Pension Plan on June 30, 1976, and all persons regularly employed by the Company as of June 30, 1992. The Plan covers all employees and employees of participating divisions, including part-time employees, except employees who were members of a collective bargaining unit.

The normal retirement age for Plan participants is 65. Participants may elect reduced pension benefits with payments commencing at age 55 provided the individual has five or more years of service.

The normal pension benefit is a monthly payment, which is based upon fixed dollar amounts or a percentage of average compensation times the years of credited service as stated in the Plan agreement. A joint and survivor option is available to Plan participants.

Death and Disability Benefits – The beneficiary of an active employee whose employment is terminated as a result of death is entitled to receive a benefit in the form of either (1) joint and survivor annuity payment or (2) a lump-sum payment which is equal to the greater of two times average pay or two times the participant's prior year's compensation, subject to certain limitations.

If, after completion of ten years of service, an active employee becomes totally disabled and the condition continues for a period of five months, the participant will receive annual disability benefits that are equal to their accrued retirement pension determined as of the date of disability. Payments of such benefits commence after a determination date of disability has been made by the plan administrator.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation - The accounts of the Plan are maintained by JPMorgan Chase Bank, N.A., (the "trustee") on the basis of cash receipts and disbursements, except for investments and related transactions, which are recorded on an accrual basis. The financial statements, contained herein, include all material adjustments to report the financial statements on the accrual basis of accounting.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

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 amount of assets, liabilities, and changes therein, disclosure of contingent assets and liabilities, 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 assets are held by the trustee. Trust assets are comprised solely of assets of the Plan. The trustee performs the custodial functions for the Plan. The trustee has no investment discretion over Plan assets, but is directed by the investment managers and the Plan's sponsor with respect to the investment of the Plan's assets. 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 includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Payment of Benefits - Benefit payments to participants are recorded when paid.

Party-in-Interest - Certain Plan investments are shares of cash equivalents and common stocks managed by affiliates of JPMorgan Chase Bank, N.A. Transactions in such investments are party-in-interest transactions.

Administrative Expenses - Certain investment expenses, accounting fees and other administrative fees are paid by the Plan. Other services are provided by the Company at no charge to the Plan.

Subsequent Events - Subsequent events have been evaluated through October 14, 2011, which is the date the financial statements were available to be issued.

3. FUNDING POLICY

The Company contributes amounts, as necessary on an actuarial basis, to provide the Plan with assets sufficient to meet the benefits to be paid to Plan participants. This is accomplished by funding the Plan's past service cost over periods of ten to thirty years. The Company contributed \$8,748,096 for the year ending December 31, 2010. Of that total, \$6,743,161 was paid within the first eight and one-half months of the year ending December 31, 2011. Based on IRS guidelines, payments made within eight and one-half months after the end of the year may be reclassified to the previous fiscal year of the Plan. As such, the contribution has been recorded on both the statement of net assets available for benefits as of December 31, 2010 and the statement of changes in net assets available for benefits for the year ended December 31, 2010. The Company met the minimum funding requirements of ERISA for the years ended December 31, 2010 and 2009.

4. PRESENT VALUE OF ACCUMULATED PLAN BENEFITS

Accumulated plan benefits are those estimated 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 and (b) beneficiaries of employees who have died.

The actuarial present value of accumulated plan benefits is determined by an independent actuary and is that amount that results from applying actuarial assumptions to adjust the accumulated plan benefits to reflect the time value of money (through discounts for interest) and the probability of payment (by means of decrements such as death, disability, withdrawal or retirement) between the valuation date and the expected date of payment.

The significant actuarial assumptions used in the valuations as of January 1, 2010 and 2009 were: (a) mortality rates according to the 2009 IRS Mandated Annuitant and Non-Annuitant Funding Tables for 2010 and the 2009 IRS Mandated Mortality Table for 2009, (b) normal retirement age of 65 for 2010 and 2009, and (c) investment return rates of 7.25% for 2010 and 6.75% for 2009, compounded annually.

The foregoing actuarial assumptions are based on the presumption that the Plan will continue. Were the Plan to terminate, different actuarial assumptions and other factors might be applicable in determining the actuarial present value of accumulated plan benefits.

4. PRESENT VALUE OF ACCUMULATED PLAN BENEFITS (continued)

The present value of accumulated plan benefits (all benefits are vested) has been determined as of January 1 by the Plan's actuary as follows:

	January 1, 2010	January 1, 2009
Present value of accumulated plan benefits (vested):		
Retired participants and beneficiaries	\$ 33,145,559	\$ 31,745,693
Vested terminations	29,348,279	25,797,623
Actives	<u>-</u>	<u>-</u>
Total present value of accumulated plan benefits (vested)	<u>\$ 62,493,838</u>	<u>\$ 57,543,316</u>

The following table is a reconciliation of the present value of accumulated plan benefits from January 1, 2009 to January 1, 2010:

Present value of accumulated plan benefits, January 1, 2009	\$ 57,543,316
Changes due to:	
Benefit payments	\$ (4,128,382)
Interest	4,438,330
Other - including benefits accumulated and actuarial gain or loss	<u>4,640,574</u>
Total Changes	<u>4,950,522</u>
Present value of accumulated plan benefits, January 1, 2010	<u>\$ 62,493,838</u>

5. INVESTMENTS

The Plan's investments, at fair value, which exceeded 5% of net assets available for benefits, are as follows as of December 31:

	2010	2009
Loomis Sayles Investment Fund	\$ 12,360,076	\$ 11,901,472
Dodge & Cox FDS	5,296,892	4,659,131
Prudential Finl. Inc.	4,518,145	3,635,316
Northern Lts FD TR	3,537,140	2,376,488 *
Intech Instl. Large Cap Growth Fund	- *	10,528,389

*This investment does not represent five percent or more of the Plan's net assets, but is included for comparison purposes only.

6. FAIR VALUE MEASUREMENTS

Accounting Standards establish a framework for measuring fair value by providing 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 inputs") and the lowest priority to unobservable inputs ("Level 3 inputs"). The three levels of the fair value hierarchy are described below:

- Level 1 - quoted in active markets for identical assets
- Level 2 - other significant inputs (including quoted prices of similar securities, interest rates, prepayments speeds, credit risk, etc.)
- Level 3 - significant unobservable inputs (which may include the Plan's own assumptions in determining fair value of investments).

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

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes to the methodologies used at December 31, 2009 and 2009.

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

Common collective trusts: Valued at unit price as determined by the custodian at year end.

Common stocks, preferred stocks and foreign equities: Valued at the closing price reported on the active market on which the individual securities are traded.

Limited partnerships: Value based on the proportional share of the partnerships' fair value as recorded in the partnerships' audited financial statements.

6. FAIR VALUE MEASUREMENTS (continued)

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2010:

Assets at Fair Value as of December 31, 2010

	Level 1	Level 2	Level 3	Total
Mutual funds:				
Bond fund	\$ 12,360,076	\$ -	\$ -	\$ 12,360,076
Value funds	6,633,847	-	-	6,633,847
Total mutual funds	18,993,923	-	-	18,993,923
Common & preferred stocks:				
Financials	\$ 7,108,789	-	-	7,108,789
Information Technology	3,559,491	-	-	3,559,491
Industrials	3,408,387	-	-	3,408,387
Consumer	2,959,898	-	-	2,959,898
Energy	2,227,150	-	-	2,227,150
Health Care	1,758,190	-	-	1,758,190
Consumer Staples	971,277	-	-	971,277
Utilities	736,086	-	-	736,086
Materials	393,122	-	-	393,122
Telecommunication Services	309,800	-	-	309,800
Other	107,205	-	-	107,205
Total common & preferred stocks	23,539,394	-	-	23,539,394
Foreign equities:				
Large Value Blend	5,296,892	-	-	5,296,892
Energy	946,915	-	-	946,915
Health Care	884,191	-	-	884,191
Financials	299,368	-	-	299,368
Materials	276,744	-	-	276,744
Information Technology	207,760	-	-	207,760
Telecommunications Services	175,228	-	-	175,228
Other	60,077	-	-	60,077
Total foreign equities	8,147,175	-	-	8,147,175
Limited partnerships:				
Blend fund	-	-	2,537,667	2,537,667
Index funds	-	-	1,435,665	1,435,665
Total limited partnerships	-	-	3,973,332	3,973,332
Total assets at fair value	\$ 50,680,492	\$ -	\$ 3,973,332	\$ 54,653,824

6. FAIR VALUE MEASUREMENTS (continued)

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2009:

Assets at Fair Value as of December 31, 2009

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual funds:				
Bond fund	\$ 11,901,472	\$ -	\$ -	\$ 11,901,472
Value funds	4,908,114	-	-	4,908,114
Total mutual funds	<u>16,809,586</u>	<u>-</u>	<u>-</u>	<u>16,809,586</u>
Common & preferred stocks:				
Financials	5,602,032	-	-	5,602,032
Energy	1,510,620	-	-	1,510,620
Industrials	1,116,968	-	-	1,116,968
Information Technology	985,295	-	-	985,295
Consumer	830,326	-	-	830,326
Health Care	776,961	-	-	776,961
Consumer Staples	428,627	-	-	428,627
Telecommunication Services	397,481	-	-	397,481
Utilities	197,901	-	-	197,901
Total common & preferred stocks	<u>11,846,210</u>	<u>-</u>	<u>-</u>	<u>11,846,210</u>
Common trust fund:				
Growth fund	-	-	10,528,384	10,528,384
Total common trust fund	<u>-</u>	<u>-</u>	<u>10,528,384</u>	<u>10,528,384</u>
Foreign equities:				
Large Value Blend	4,659,132	-	-	4,659,132
Energy	738,938	-	-	738,938
Financials	419,840	-	-	419,840
Health Care	257,407	-	-	257,407
Consumer	104,973	-	-	104,973
Telecommunications Services	51,073	-	-	51,073
Other	49,947	-	-	49,947
Total foreign equities	<u>6,281,309</u>	<u>-</u>	<u>-</u>	<u>6,281,309</u>
Limited partnerships:				
Blend fund	-	-	2,383,187	2,383,187
Index fund	-	-	1,721,725	1,721,725
Total limited partnerships	<u>-</u>	<u>-</u>	<u>4,104,912</u>	<u>4,104,912</u>
Total assets at fair value	<u>\$ 34,937,105</u>	<u>\$ -</u>	<u>\$ 14,633,296</u>	<u>\$ 49,570,401</u>

6. FAIR VALUE MEASUREMENTS (continued)

The table below is a reconciliation of the Plan's Level 3 assets for the year ended December 31, 2010:

	<u>Common trust funds</u>	<u>Limited partnerships</u>	<u>Total</u>
Balance as of December 31, 2009	\$ 10,528,384	\$ 4,104,912	\$ 14,633,296
Purchases, sales, issuances and settlements (net)	<u>(10,528,384)</u>	<u>(131,580)</u>	<u>(10,659,964)</u>
Balance as of December 31, 2010	<u>\$ -</u>	<u>\$ 3,973,332</u>	<u>\$ 3,973,332</u>

7. TAX STATUS

The Plan obtained its latest determination letter dated December 16, 2003, in which the Internal Revenue Service ("IRS") stated that the Plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code. Therefore, the Plan administrator believes that the Plan is qualified and the related trust is tax-exempt as of the financial statement date. Accordingly, no provision for income taxes has been included in the Plan's financial statements.

8. PLAN TERMINATION

Although it has not expressed any intention to do so, the Company has the right under the Plan, in certain circumstances, to discontinue its contributions at any time and to terminate the Plan subject to the provisions set forth in ERISA. In the event that the Plan is terminated, the net assets of the Plan will be allocated for payment of plan benefits to the participants in an order of priority determined in accordance with ERISA, applicable regulations thereunder and the Plan Document.

Certain benefits under the Plan are insured by the Pension Benefit Guaranty Corporation ("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, subject to a statutory ceiling on the amount of an individual's monthly benefit.

Whether all participants receive their benefits should the Plan be terminated at some future time will depend on the sufficiency, at that time, of the Plan's net assets to provide those benefits, the priority of those benefits to be paid, and the level and type of benefits guaranteed by the PBGC at that time. Some benefits may be fully or partially provided for by the then existing assets and the PBGC guaranty while other benefits may not be provided for at all.

9. 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 statement 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 the changes in these estimates and assumptions in the near term would be material to the financial statements.

SUPPLEMENTAL SCHEDULES

SGC ASSOCIATES' PENSION PLAN

FORM 5500, SCHEDULE H, PART IV, LINE 4I - SCHEDULE OF ASSETS (HELD AT END OF PLAN YEAR)
AS OF DECEMBER 31, 2010

EIN: 31-1725961
Plan Number: 050

(a)	(b)	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current Value
Identity of issue, borrower, lessor, or similar party				
• JP Morgan Liquid Assets		Money Market Fund	\$ 3,413,021	\$ 3,413,021
Total cash and cash equivalents			3,413,021	3,413,021
Common and preferred stocks:				
		76,957 shares	211,661	4,518,145
		31,300 shares	605,267	572,477
		17,500 shares	417,066	547,750
		1,620 shares	329,387	522,547
		12,300 shares	398,253	461,373
		12,600 shares	356,508	390,474
		4,530 shares	322,557	386,953
		650 shares	351,161	386,081
		8,700 shares	284,583	369,054
		12,200 shares	342,411	368,440
		7,350 shares	295,495	363,752
		5,800 shares	275,440	331,586
		7,850 shares	252,437	320,516
		4,300 shares	198,971	311,148
		3,170 shares	258,022	294,842
		14,000 shares	330,268	283,220
		3,550 shares	248,514	279,456
		20,900 shares	281,507	278,806
		4,600 shares	232,841	276,598
		4,100 shares	181,463	275,725
		3,800 shares	299,209	372,780
		3,100 shares	200,662	273,017
		5,000 shares	198,100	265,800
		2,850 shares	199,351	259,208
		3,900 shares	169,613	249,522
		5,400 shares	153,036	248,130
		1,340 shares	156,141	241,200
		3,700 shares	195,145	239,057
		6,000 shares	182,240	237,660
		4,200 shares	194,800	237,006
		4,000 shares	200,540	235,440
		6,500 shares	230,303	234,260
		48,435 shares	220,572	229,098
		4,700 shares	200,889	229,078
		10,000 shares	188,060	229,000
		7,500 shares	237,592	220,350
		3,400 shares	223,139	218,722
		5,000 shares	199,123	210,500
		6,550 shares	203,505	199,841
		5,700 shares	180,680	198,189
		9,400 shares	198,714	197,682
		1,620 shares	131,734	194,546
		3,000 shares	168,861	185,550
		1,100 shares	141,603	184,976
		2,830 shares	188,806	184,686
		5,100 shares	175,746	184,161
		3,500 shares	184,951	183,680
		5,050 shares	176,443	183,012
		3,800 shares	163,431	181,792
		2,600 shares	161,269	169,858
		7,700 shares	169,878	169,169
		1,130 shares	156,153	165,839
		2,600 shares	95,836	164,684
		9,400 shares	185,706	164,594
		5,800 shares	149,179	161,878
		8,300 shares	145,147	160,356
		2,900 shares	160,470	156,397
		2,000 shares	118,181	153,520
		1,264 shares	131,804	150,707
		1,900 shares	155,382	138,928

* Party in interest

(continued)

SGC ASSOCIATES' PENSION PLAN

FORM 5500, SCHEDULE H, PART IV, LINE 4I - SCHEDULE OF ASSETS (HELD AT END OF PLAN YEAR)
AS OF DECEMBER 31, 2010

EIN: 31-1725961
Plan Number: 050

(a)	(b)	(c)	(d)	(e)
Identity of issue, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par. or maturity value	Cost	Current Value	
Chevron Corp	4,100 shares	327,765	374,125	
Chubb Corp	2,300 shares	119,471	137,172	
Nextera Energy Inc	2,600 shares	168,653	135,174	
Ross Steros Inc	2,000 shares	91,352	126,500	
Costco Whsl Corp	1,700 shares	109,279	122,757	
Abbott Labs	2,500 shares	142,944	119,775	
Visa Inc	1,700 shares	126,293	119,646	
General Mtrs Co	3,205 shares	110,640	118,136	
Ecolab Inc	2,300 shares	106,537	115,966	
Concophillips	1,700 shares	98,749	115,770	
HCC Ins Hldgs Inc	3,800 shares	109,193	109,972	
Priceline.com Inc	270 shares	111,277	107,879	
American Express Co	2,500 shares	108,875	107,300	
Patterson COS Inc	3,500 shares	102,772	107,205	
Dell Inc	7,900 shares	108,943	107,045	
General Dynamics Corp	1,500 shares	126,682	106,440	
Nordstrom Inc	2,500 shares	97,165	105,950	
Philip Morris Intl Inc	1,800 shares	90,766	105,354	
Lockheed Martin Corp	1,500 shares	151,738	104,865	
Texas Instrs Inc	3,200 shares	77,852	104,000	
Franklin Res Inc	900 shares	91,954	100,089	
US Bankcorp Del	3,400 shares	92,663	91,698	
Venzon Communications	2,500 shares	81,813	89,450	
Medtronic Inc	2,300 shares	113,572	85,307	
Equity Residential PPTYS TR	1,600 shares	82,439	83,120	
Waste Mgmt Inc Del	2,200 shares	74,485	81,114	
Johnson Ctls Inc	2,100 shares	80,588	80,220	
United Parcel Svc Inc	1,100 shares	71,482	79,838	
Simon PPTY Group Inc New	800 shares	56,628	79,592	
Public Storage	600 shares	46,482	60,852	
Dow Chem Co	1,700 shares	53,234	58,038	
L-3 Communications Hldgs Inc	800 shares	73,158	56,392	
Caterpillar Inc	600 shares	55,491	56,196	
Iron Mtn Inc PA	2,200 shares	53,802	55,022	
Tim Hortons Inc	1,300 shares	53,047	53,599	
Norfolk Southn Corp	800 shares	42,228	50,256	
Newmont Mng Corp	400 shares	23,904	24,572	
CA Inc	8 shares	248	196	
Total common and preferred stocks		16,999,994	23,539,393	
Mutual funds:				
Loomis Sayles Invst TR	980,180 shares	11,709,847	12,360,076	
Northern Lts FD TR	178,014 shares	2,394,519	3,537,140	
Longleaf Partners FDS TR	116,769 shares	2,687,014	3,096,708	
Total mutual funds		16,791,379	18,993,923	
Foreign equities:				
Dodge & Cox FDS	148,331 shares	5,490,059	5,296,892	
Coviden Plc	7,800 shares	354,237	356,148	
Schlumberger Ltd	3,275 shares	261,230	273,463	
Weatherford Intl Ltd	11,700 shares	184,748	266,760	
Suncor Energy Group New	6,100 shares	189,359	233,569	
Manulife Finl Corp	13,100 shares	180,679	225,058	
Warner Chilcott Plc Ireland	9,500 shares	250,546	214,320	
Marvell Technology Group Ltd	11,200 shares	206,480	207,760	
Alcon Inc	1,250 shares	188,735	204,250	
Goldcorp Inc New	4,200 shares	182,454	193,116	

* Party in interest

(continued)

SGC ASSOCIATES' PENSION PLAN

FORM 5500, SCHEDULE H, PART IV, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF PLAN YEAR)
AS OF DECEMBER 31, 2010

EIN: 31-1725961
Plan Number: 050

(a)	(b)	(c)	(d)	(e)
Identity of issue, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par. or maturity value	Cost	Current Value	
Teva Pharmaceutical Inds Ltd	2,100 shares	95,670	109,473	
Vodafone Group Plc	4,000 shares	102,327	105,760	
Total S A	1,900 shares	136,819	101,612	
BHP Billiton Ltd	900 shares	76,647	83,628	
Toronto Dominion BK ONT NEW	1,000 shares	42,515	74,310	
Cnooc Ltd	300 shares	49,472	71,511	
China Mobile Ltd	1,400 shares	89,122	69,468	
Hennes & Mauritz AM H&M Stockholm	1,800 shares	45,557	60,077	
Total foreign equities		8,126,659	8,147,175	
Limited partnerships:				
Archstone Partners LLP	2,489,246 shares	1,319,301	2,537,667	
Meridian Horizon FD	1,432,679 shares	1,101,268	1,432,679	
Meridian Horizon FD LP RSBM	2,986 shares	2,986	2,986	
Total limited partnerships		2,423,556	3,973,332	
Total		\$ 47,754,610	\$ 58,066,845	

* Party in interest

SGC ASSOCIATES' PENSION PLAN

FORM 5500, SCHEDULE H, PART IV, LINE 4j - SCHEDULE OF REPORTABLE TRANSACTIONS
FOR THE YEAR ENDED DECEMBER 31, 2010

EIN: 31-1725961
Plan Number: 050

(a)	(b)	(c)	(d)	(g)	(h)	(i)
Party involved	Description of asset	Purchase price	Selling price	Cost of asset	Current value of asset on transaction date	Net gain (loss)
Type (i) - Single transaction in same security in excess of 5% of assets						
Intech	Institutional Large Cap Growth Fund	\$ -	\$ 9,873,709	\$ 7,214,407	\$ 9,873,709	\$ (2,659,302)
* JP Morgan	Liquid Assets Money Market Invest	\$ 9,868,238	\$ -	\$ 9,868,238	\$ 9,868,238	\$ -
* JP Morgan	Liquid Assets Money Market Invest	\$ -	\$ 9,868,238	\$ 9,868,238	\$ 9,868,238	\$ -
* JP Morgan	Liquid Assets Money Market Invest	\$ 9,868,238	\$ -	\$ 9,868,238	\$ 9,868,238	\$ -
* JP Morgan	Liquid Assets Money Market Invest	\$ -	\$ 9,756,655	\$ 9,756,655	\$ 9,756,655	\$ -
Type (iii) - Series of transactions in same security in excess of 5% of assets						
Intech	Institutional Large Cap Growth Fund	\$ -	\$ 9,886,935	\$ 7,227,633	\$ 9,886,935	\$ (2,659,302)
* JP Morgan	Liquid Assets Money Market Invest	\$ 34,690,987	\$ -	\$ 34,690,987	\$ 34,690,987	\$ -
* JP Morgan	Liquid Assets Money Market Invest	\$ -	\$ 32,039,912	\$ 32,039,912	\$ 32,039,912	\$ -

* Party in interest

There were no type (ii) or (iv) reportable transactions for the year ended December 31, 2010.
Columns (e) and (f) have been omitted because they are not applicable.

Plan Sponsor: Belron USA
Plan Name: SGC Associates' Pension Plan
EIN: 31-1725961
Plan Number: 050

**Schedule SB, line 26 - Schedule of Active Participant
Data**

	<u>Years of Service as of January 1, 2010</u>										
Age/ Service	Under 1	1-4	5-9	10-14	15-19	20-24	25-29	30-34	35-39	40+	Total
Under 25											0
25-29											0
30-34											0
35-39		14	1								15
40-44		37	28								65
45-49		39	51	16	1						107
50-54		27	23	23	15						88
55-59		15	17	10	12	6	1				61
60-64		13	5	8	4	2					32
65-69		5	3	1	1		1				11
70 & up			1			1					2
Total	0	150	129	58	33	9	2	0	0	0	381

Plan Sponsor: Belron USA
Plan Name: SGC Associates' Pension Plan
EIN: 31-1725961
Plan Number: 050

Schedule SB, Part V – Statement of Actuarial Assumptions/Methods

Actuarial Cost Method The Unit Credit Actuarial Cost Method is used to develop contribution requirements. Under this method, the accrued liability is the present value of the accrued benefit on the valuation date based on the compensation and service to the calculation date. The Normal Cost is the present value of benefit to be earned in the year.

The costs of the Plan are derived by making certain specific assumptions as to the rates of interest, mortality, turnover, and the like, which are assumed to hold for many years into the future. Since actual experience may differ somewhat from the assumptions, the costs determined by the valuation must be regarded as estimates of the true costs of the Plan. Under this method of valuation, any such differences which have occurred since the prior valuation date are reflected in the calculation of the experience gains and losses.

Plan Sponsor: Belron USA
Plan Name: SGC Associates' Pension Plan
EIN: 31-1725961
Plan Number: 050

Schedule SB, Part V – Statement of Actuarial Assumptions/Methods (cont.)

For Funding Requirements

<i>Mortality</i>	IRS Mandated Annuitant and Non-Annuitant Funding Tables for 2010.		
<i>Interest</i>	Funding Target:	First Segment	5.03%
	September 2009 Rates	Second Segment	6.73%
		Third Segment	6.82%
		Effective Interest Rate	6.65%

Once an alternative valuation interest month (other than January) has been chosen, the plan must continue to use that alternative valuation interest month in subsequent actuarial valuations. This can only be changed through filing for approval of a change in funding method.

Retirement Age

Age	Annual Rate %
55	5
56	5
57	5
58	5
59	5
60	5
61	5
62	20
63	12
64	12
65	75
66	100

Normal Form Life Annuity.

Expense Loading \$500,000 for administrative expenses.

Valuation of Assets Actuarial Value of Assets. Actuarial smoothing is a method which recognizes a portion of gains or losses from each of the two preceding Plan years. The resulting asset value is subject to a limit of 90%-110% around of the actual market value. The alternative is to use Market Value of Assets.

Assets are held in trust by J. P. Morgan.

SGC ASSOCIATES' PENSION PLAN

FORM 5500, SCHEDULE H, PART IV, LINE 4j - SCHEDULE OF REPORTABLE TRANSACTIONS
FOR THE YEAR ENDED DECEMBER 31, 2010

EIN: 31-1725961
Plan Number: 050

(a)	(b)	(c)	(d)	(g)	(h)	(i)
Party involved	Description of asset	Purchase price	Selling price	Cost of asset	Current value of asset on transaction date	Net gain (loss)
Type (i) - Single transaction in same security in excess of 5% of assets						
Intech	Institutional Large Cap Growth Fund	\$ -	\$ 9,873,709	\$ 7,214,407	\$ 9,873,709	\$ (2,659,302)
* JP Morgan	Liquid Assets Money Market Invest	\$ 9,868,238	\$ -	\$ 9,868,238	\$ 9,868,238	\$ -
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* JP Morgan	Liquid Assets Money Market Invest	\$ 9,868,238	\$ -	\$ 9,868,238	\$ 9,868,238	\$ -
* JP Morgan	Liquid Assets Money Market Invest	\$ -	\$ 9,756,655	\$ 9,756,655	\$ 9,756,655	\$ -
Type (iii) - Series of transactions in same security in excess of 5% of assets						
Intech	Institutional Large Cap Growth Fund	\$ -	\$ 9,886,935	\$ 7,227,633	\$ 9,886,935	\$ (2,659,302)
* JP Morgan	Liquid Assets Money Market Invest	\$ 34,690,987	\$ -	\$ 34,690,987	\$ 34,690,987	\$ -
* JP Morgan	Liquid Assets Money Market Invest	\$ -	\$ 32,039,912	\$ 32,039,912	\$ 32,039,912	\$ -

* Party in interest

There were no type (ii) or (iv) reportable transactions for the year ended December 31, 2010.
Columns (e) and (f) have been omitted because they are not applicable.

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. 1510-0110 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 12/31/2010

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 SGC Associates' Pension Plan	<table border="1" style="width:100%; border-collapse: collapse;"> <tr> <td style="width:60%;">B Three-digit plan number (PN)</td> <td style="width:40%; text-align: center;">050</td> </tr> <tr> <td colspan="2" style="height: 20px;"></td> </tr> <tr> <td colspan="2">D Employer Identification Number (EIN) 31-1725961</td> </tr> </table>	B Three-digit plan number (PN)	050			D Employer Identification Number (EIN) 31-1725961	
B Three-digit plan number (PN)	050						
D Employer Identification Number (EIN) 31-1725961							
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF BELRON USA							
<table border="0" style="width:100%;"> <tr> <td style="width:45%;"> E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B </td> <td style="width:55%;"> F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500 </td> </tr> </table>		E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500				
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>1</u> Day <u>1</u> Year <u>2010</u>			
2 Assets:			
a Market value.....	2a		53,586,974
b Actuarial value.....	2b		56,638,929
3 Funding target/participant count breakdown			
		(1) Number of participants	(2) Funding Target
a For retired participants and beneficiaries receiving payment.....	3a	1,231	36,533,716
b For terminated vested participants.....	3b	3,222	30,026,858
c For active participants:			
(1) Non-vested benefits.....	3c(1)		0
(2) Vested benefits.....	3c(2)		4,200,465
(3) Total active.....	3c(3)	381	4,200,465
d Total.....	3d	4,834	70,761,039
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		
b Target normal cost.....	6		500,000

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 Frederick N. Heidorn, A.S.A. Type or print name of actuary Aon Consulting, Inc. Firm name 707 Wilshire Blvd, Suite 2600 Los Angeles CA 90017 Address of the firm	09/23/2011 Date 11-00375 Most recent enrollment number (213) 996-1732 Telephone number (including area code)
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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 ☐

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)	0	29
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)	0	29
10	Interest on item 9 using prior year's actual return of <u>26.01</u> %		8
11	Prior year's excess contributions to be added to prefunding balance:		
a	Excess contributions (Item 38 from prior year)		810,956
b	Interest on (a) using prior year's effective rate of <u>8.22</u> %		66,661
c	Total available at beginning of current plan year to add to prefunding balance		877,617
d	Portion of (c) to be added to prefunding balance		877,617
12	Reduction in balances due to elections or deemed elections	0	877,654
13	Balance at beginning of current year (item 9 + item 10 + item 11d - item 12)	0	0

Part III Funding percentages			
14	Funding target attainment percentage	14	80.04 %
15	Adjusted funding target attainment percentage	15	80.04 %
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	80.76 %
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
04/20/2010	679,582				
07/15/2010	678,161				
11/01/2010	678,161				
01/14/2011	678,161				
09/14/2011	6,065,000				
Totals ▶			18(b)	8,779,065	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	8,033,176
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
		0

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

21 Discount rate:			
a Segment rates:	1st segment: 5.03 %	2nd segment: 6.73 %	3rd segment: 6.62 %
			☐ N/A, full yield curve used
b Applicable month (enter code).....			21b 4
22 Weighted average retirement age			22 62
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	500,000
32 Amortization installments:	Outstanding Balance	Installment
a Net shortfall amortization installment	14,122,110	2,807,250
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	3,307,250
	Carryover balance	Prefunding balance
35 Balances used to offset funding requirement	0	0
36 Additional cash requirement (item 34 minus item 35).....	36	3,307,250
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (item 19c).....	37	8,033,176
38 Interest-adjusted excess contributions for current year (see instructions)	38	4,725,926
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

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 4085 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), and 6058(a) of the Internal Revenue Code (the Code). ▶ Complete all entries in accordance with the instructions to the Form 5500.	OMB Nos. 1210-0110 1210-0089 2010 This Form is Open to Public Inspection
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Part I Annual Report Identification Information	
For calendar plan year 2010 or fiscal plan year beginning <u>01/01/2010</u> and ending <u>12/31/2010</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 SGC ASSOCIATES' PENSION PLAN 2a Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.) SAFELITE GROUP, INC. 2400 FARMERS DRIVE COLUMBUS OH 43235-2762	<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;">050</td> </tr> <tr> <td colspan="2">1c Effective date of plan 07/01/1972</td> </tr> <tr> <td colspan="2">2b Employer Identification Number (EIN) 31-1725961</td> </tr> <tr> <td colspan="2">2c Sponsor's telephone number 614-210-9345</td> </tr> <tr> <td colspan="2">2d Business code (see instructions) 339900</td> </tr> </table>	1b Three-digit plan number (PN) ▶	050	1c Effective date of plan 07/01/1972		2b Employer Identification Number (EIN) 31-1725961		2c Sponsor's telephone number 614-210-9345		2d Business code (see instructions) 339900	
1b Three-digit plan number (PN) ▶	050										
1c Effective date of plan 07/01/1972											
2b Employer Identification Number (EIN) 31-1725961											
2c Sponsor's telephone number 614-210-9345											
2d Business code (see instructions) 339900											

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

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

SIGN HERE		<u>10/17/11</u> Date	STEVEN MIGGO Enter name of individual signing as plan administrator
SIGN HERE		Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE		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") SAFELITE GROUP, INC. 2400 FARMERS DRIVE COLUMBUS OH 43235-2762	3b Administrator's EIN 31-1725961 3c Administrator's telephone number 614-210-9345
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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 BELRON US INC.	4b EIN 31-1725961 4c PN 050
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5 Total number of participants at the beginning of the plan year	5	4110
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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	379
b Retired or separated participants receiving benefits.....	6b	1163
c Other retired or separated participants entitled to future benefits.....	6c	3168
d Subtotal. Add lines 6a, 6b, and 6c.....	6d	4710
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	94
f Total. Add lines 6d and 6e.....	6f	4804
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:

1A 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)

Plan Sponsor: Belron USA
Plan Name: SGC Associates' Pension Plan
EIN: 31-1725961
Plan Number: 050

Schedule SB, Part V – Summary of Plan Provisions

The Lear Siegler Diversified Holding Corp. Pension Plan merged with the Safelite Pension Plan effective January 1, 2003.

Effective Date

Plan merger date is January 1, 2003. Effective July 1, 1995, there are no longer any active participants in the Lear Siegler Plan. Effective June 30, 1993, the Safelite Plan was frozen.

Plan Year

January 1 to December 31.

Participation

All remaining participants are either retirees in pay status, vested terminated participants entitled to immediate or deferred benefits, or Safelite actives.

Benefits

All accrued benefits have been determined and are frozen.

Kirkhart benefit - certain participants as of June 30, 1988 are entitled to an additional lump sum payment, \$613.93 as of January 1, 2010.

Normal Retirement Date

The first of the month coincident with or next following the participant's 65th birthday.

Early Retirement Pension

1. Early Retirement Date -- the first of the month coincident with or next following the attainment of age 55 and five years of service (ten years for former Safelite Plan).
2. Monthly amount -- the Accrued Benefit at Normal Retirement Date reduced actuarially for early commencement. Certain early retirement benefits are actuarially reduced in accordance with the provisions of predecessor plans.

Plan Sponsor: Belron USA
Plan Name: SGC Associates' Pension Plan
EIN: 31-1725961
Plan Number: 050

Schedule SB, Part V – Summary of Plan Provisions (cont.)

Late Retirement Pension

1. Eligibility requirements – retires subsequent to Normal Retirement Date.
2. Monthly amount -- the actuarial equivalent of the Normal Retirement Pension.

Disability Retirement Pension

1. Disability Retirement Date – Normal Retirement Date.
2. Monthly amount – Normal Retirement Benefit. Benefit Service continues during disability. Compensation remains constant from the start of disability. Former Safelite Plan participants are entitled to a lump sum payment.

Normal Form of Benefit

The normal form for an unmarried employee is a straight life annuity. The normal form for a married employee who does not elect otherwise is an actuarially equivalent 50% contingent annuity with the spouse as beneficiary.

Death Benefits

1. Before Retirement – 50% joint and survivor annuity actuarially reduced for early commencement. Not less than the 100% joint and survivor option based on the December 31, 1990 Accrued Benefit.
2. After Retirement – only if an option providing for such is elected, or not declined.

SGC ASSOCIATES' PENSION PLAN

FORM 5500, SCHEDULE H, PART IV, LINE 4I - SCHEDULE OF ASSETS (HELD AT END OF PLAN YEAR)
AS OF DECEMBER 31, 2010

EIN: 31-1725961
Plan Number: 050

(a)	(b)	(c)	(d)	(e)
Identity of issue, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par, or maturity value	Cost	Current Value	
Teva Pharmaceutical Inds Ltd	2,100 shares	95,870	109,473	
Vodafone Group Plc	4,000 shares	102,327	105,760	
Total S A	1,900 shares	136,819	101,612	
BHP Billiton Ltd	900 shares	76,647	83,626	
Toronto Dominion BK ONT NEW	1,000 shares	42,515	74,310	
Cnoco Ltd	300 shares	49,472	71,511	
China Mobile Ltd	1,400 shares	69,122	69,468	
Hermes & Mauritz AM H&M Stockholm	1,800 shares	45,557	60,077	
Total foreign equities		8,126,659	8,147,175	
Limited partnerships:				
Archstone Partners LLP	2,489,246 shares	1,319,301	2,537,667	
Meridian Horizon FD	1,432,679 shares	1,101,268	1,432,679	
Meridian Horizon FD LP RSBM	2,686 shares	2,986	2,986	
Total limited partnerships		2,423,556	3,973,332	
Total		\$ 47,754,610	\$ 58,066,845	

* Party in interest

Plan Sponsor: Belron USA
Plan Name: SGC Associates' Pension Plan
EIN: 31-1725961
Plan Number: 050

Schedule SB, line 32 - Schedule of Amortization Bases

Date Established	Period Remaining	Current Year Present Value Factor	Balance		Annual Payment
			Original	Remaining	
1/1/2008	5	4.543481	\$8,792,173	\$6,681,443	\$1,470,556
1/1/2009	6	5.265531	\$4,166,738	\$3,907,482	\$742,087
1/1/2010	7	5.942051	\$3,533,185	\$3,533,185	\$594,607
Total				\$14,122, 110	\$2,807,250

Plan Sponsor: Belron USA
Plan Name: SGC Associates' Pension Plan
EIN: 31-1725961
Plan Number: 050

Schedule SB, line 19 - Discounted Employer Contributions

Date of Contribution	Amount	Year Applied	Effective Rate of Interest	Interest Adjusted Contribution
04/20/2010	\$679,582	2010	6.65%/5.00%	\$666,223
07/15/2010	\$678,161	2010	6.65%	\$655,232
11/1/2010	\$678,161	2010	6.65%/5.00%	\$641,557
01/14/2011	\$678,161	2010	6.65%	\$634,419
09/14/2011	\$6,065,000	2010	6.65%	\$5,435,745
Total	\$8,779,065			\$8,033,176

Plan Sponsor: Belron USA
Plan Name: SGC Associates' Pension Plan
EIN: 31-1725961
Plan Number: 050

Schedule SB, Line 25 – Change in Method

1. Interest Rates for Plan Funding:

2009 Based on full field curve interest rates with a two-month look back.

2010 Based on 24-month average of 3-segment yield curve, effective for September 2009. These rates are 5.03%, 6.73% and 6.82%

Plan Sponsor: Belron USA
Plan Name: SGC Associates' Pension Plan
EIN: 31-1725961
Plan Number: 050

Schedule SB, line 22 – Description of Weighted Average Retirement Age

	(1)	(2)	(3)	(4)	(5)	(6)
	Retirement		Cumulative		Retirement	
Age	qx	px	px	= (1) * (3)	Age	= (4) *(5)
55	0.05	0.950000	1.000000	0.050000	55.0	2.750
56	0.05	0.950000	0.950000	0.047500	56.0	2.660
57	0.05	0.950000	0.902500	0.045125	57.0	2.572
58	0.05	0.950000	0.857375	0.042869	58.0	2.486
59	0.05	0.950000	0.814506	0.040725	59.0	2.403
60	0.05	0.950000	0.773781	0.038689	60.0	2.321
61	0.05	0.950000	0.735092	0.036755	61.0	2.242
62	0.20	0.800000	0.698337	0.139667	62.0	8.659
63	0.12	0.880000	0.558670	0.067040	63.0	4.224
64	0.12	0.880000	0.491629	0.058996	64.0	3.776
65	0.75	0.250000	0.432634	0.324475	65.0	21.091
66	1.00	0.000000	0.108158	0.108158	66.0	7.138
Totals:				1.00000		62.323
Total of Column (6) / Total of Column (4), Rounded to nearest age:						62.000