

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), and 6058(a) of the Internal Revenue Code (the Code). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 <div style="text-align: center; font-size: 1.5em; font-weight: bold;">2010</div> 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>07/01/2010</u> and ending <u>06/30/2011</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>OAK STATE PRODUCTS, INC. 401K RETIREMENT PLAN</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>002</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>01/01/1986</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>002</u>	1c Effective date of plan <u>01/01/1986</u>	
1b Three-digit plan number (PN) ▶	<u>002</u>				
1c Effective date of plan <u>01/01/1986</u>					
2a Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.) <u>OAK STATE PRODUCTS, INC.</u> <u>P.O. BOX 549</u> <u>WENONA, IL 61377</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>36-2341822</u></td> </tr> <tr> <td>2c Sponsor's telephone number <u>815-853-4348</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>311800</u></td> </tr> </table>	2b Employer Identification Number (EIN) <u>36-2341822</u>	2c Sponsor's telephone number <u>815-853-4348</u>	2d Business code (see instructions) <u>311800</u>	
2b Employer Identification Number (EIN) <u>36-2341822</u>					
2c Sponsor's telephone number <u>815-853-4348</u>					
2d Business code (see instructions) <u>311800</u>					
<u>775 STATE ROUTE 251</u> <u>WENONA, IL 61377</u>					

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	01/31/2012	PATRICK G. DONNELLY
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	01/31/2012	PATRICK G. DONNELLY
	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") OAK STATE PRODUCTS, INC. P.O. BOX 549 WENONA, IL 61377	3b Administrator's EIN 36-2341822 3c Administrator's telephone number 815-853-4348
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4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name	4b EIN 4c PN
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5 Total number of participants at the beginning of the plan year	5	324
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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	304
b Retired or separated participants receiving benefits.....	6b	1
c Other retired or separated participants entitled to future benefits.....	6c	6
d Subtotal. Add lines 6a , 6b , and 6c	6d	311
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	0
f Total. Add lines 6d and 6e	6f	311
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	229
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:
 2E 2G 2J 2K 2T 3D 3F

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)	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	(1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor

10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

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

b General Schedules

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

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2010
		This Form is Open to Public Inspection.
For calendar plan year 2010 or fiscal plan year beginning 07/01/2010 and ending 06/30/2011		
A Name of plan OAK STATE PRODUCTS, INC. 401K RETIREMENT PLAN		B Three-digit plan number (PN) ▶ 002
C Plan sponsor's name as shown on line 2a of Form 5500 OAK STATE PRODUCTS, INC.		D Employer Identification Number (EIN) 36-2341822

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

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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)

ASSOCIATED TRUST COMPANY, N.A.

30-0219031

(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?
15 17 24 28 37 38 50 64 70	TRUSTEE	7308	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

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

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

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

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

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

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

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

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

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

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

Part II Service Providers Who Fail or Refuse to Provide Information

4 Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

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

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

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

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) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small>	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.
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For calendar plan year 2010 or fiscal plan year beginning 07/01/2010 and ending 06/30/2011

A Name of plan <u>OAK STATE PRODUCTS, INC. 401K RETIREMENT PLAN</u>	B Three-digit plan number (PN) ►	<u>002</u>
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>OAK STATE PRODUCTS, INC.</u>	D Employer Identification Number (EIN) <u>36-2341822</u>	

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)
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a Name of MTIA, CCT, PSA, or 103-12 IE: <u>ASSOCIATED BALANCED LIFESTAGE FUND</u>		
b Name of sponsor of entity listed in (a): <u>ASSOCIATED TRUST COMPANY, N.A.</u>		
c EIN-PN <u>39-6771933-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>1029585</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>ASSOC CONSERV GROWTH LIFESTAGE FUND</u>		
b Name of sponsor of entity listed in (a): <u>ASSOCIATED TRUST COMPANY, N.A.</u>		
c EIN-PN <u>39-6771935-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>532475</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>MONEY MARKET COMMON TRUST FUND</u>		
b Name of sponsor of entity listed in (a): <u>ASSOCIATED TRUST COMPANY, N.A.</u>		
c EIN-PN <u>52-7241044-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>303018</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>ASSOC INTERMEDIATE TERM BOND</u>		
b Name of sponsor of entity listed in (a): <u>ASSOCIATED TRUST COMPANY, N.A.</u>		
c EIN-PN <u>52-7241043-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>631537</u>
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
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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
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plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2010 This Form is Open to Public Inspection
For calendar plan year 2010 or fiscal plan year beginning 07/01/2010 and ending 06/30/2011		
A Name of plan OAK STATE PRODUCTS, INC. 401K RETIREMENT PLAN	B Three-digit plan number (PN) ►	002
C Plan sponsor's name as shown on line 2a of Form 5500 OAK STATE PRODUCTS, INC.	D Employer Identification Number (EIN) 36-2341822	

Part I	Asset and Liability Statement		(a) Beginning of Year	(b) End of Year
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	Total noninterest-bearing cash	1a		14929
b	Receivables (less allowance for doubtful accounts):			
	(1) Employer contributions	1b(1)		
	(2) Participant contributions	1b(2)		
	(3) Other	1b(3)		
c	General investments:			
	(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
	(2) U.S. Government securities	1c(2)		
	(3) Corporate debt instruments (other than employer securities):			
	(A) Preferred	1c(3)(A)		
	(B) All other	1c(3)(B)		
	(4) Corporate stocks (other than employer securities):			
	(A) Preferred	1c(4)(A)		
	(B) Common	1c(4)(B)		
	(5) Partnership/joint venture interests	1c(5)		
	(6) Real estate (other than employer real property)	1c(6)		
	(7) Loans (other than to participants)	1c(7)		
	(8) Participant loans	1c(8)	389532	438706
	(9) Value of interest in common/collective trusts	1c(9)	2231709	2496616
	(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)	5058160	6951109
	(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
	(15) Other	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	7679401	9901360

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	7679401	9901360
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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)	158471	
(B) Participants	2a(1)(B)	529792	
(C) Others (including rollovers)	2a(1)(C)	85164	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		773427

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

(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	21203	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		21203

(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	69982	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		69982

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

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate.....	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0
(6) Net investment gain (loss) from common/collective trusts	2b(6)		258158
(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)		1444132
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		2566902

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	337635	
(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)		337635
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)	7300	
(4) Other	2i(4)	8	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		7308
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		344943

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		2221959
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: MCGLADREY & PULLEN, LLP

(2) EIN: 42-0714325

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		500000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.).....		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			

- 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)

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 07/01/2010 and ending 06/30/2011

A Name of plan <u>OAK STATE PRODUCTS, INC. 401K RETIREMENT PLAN</u>	B Three-digit plan number (PN) ► <u>002</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>OAK STATE PRODUCTS, INC.</u>	D Employer Identification Number (EIN) <u>36-2341822</u>

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>30-0219031</u>	
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.	
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3

Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part)
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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	6a		
b Enter the amount contributed by the employer to the plan for this plan year	6b		
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount).....	6c		
If you completed line 6c, skip lines 8 and 9.			
7 Will the minimum funding amount reported on line 6c be met by the funding deadline?	☐ Yes	☐ No	☐ N/A
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?.....	☐ Yes	☐ No	☐ N/A

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

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

Schedule R (Form 5500) 2010
v.092308.1

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month Day Year

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents)

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month Day Year

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents)

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month Day Year

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents)

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month Day Year

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents)

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month Day Year

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents)

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month Day Year

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents)

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

- 14** Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a The current year	14a	
b The plan year immediately preceding the current plan year	14b	
c The second preceding plan year	14c	

- 15** Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year	15a	
b The corresponding number for the second preceding plan year	15b	

- 16** Information with respect to any employers who withdrew from the plan during the preceding plan year:

a Enter the number of employers who withdrew during the preceding plan year	16a	
b If item 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	16b	

- 17** If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

- 18** If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment ☐

- 19** If the total number of participants is 1,000 or more, complete items (a) through (c)

- a** Enter the percentage of plan assets held as:

Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

- b** Provide the average duration of the combined investment-grade and high-yield debt:

☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

- c** What duration measure was used to calculate item 19(b)?

☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify): _____

Oak State Products, Inc.

401(k) Retirement Plan

Financial Report
June 30, 2011

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Independent Auditor's Report

To the Board of Trustees
Oak State Products, Inc. 401(k) Retirement Plan
Wenona, Illinois

We were engaged to audit the accompanying statements of net assets available for benefits of the Oak State Products, Inc. 401(k) Retirement Plan (the Plan) as of June 30, 2011 and 2010, and the related statement of changes in net assets available for benefits for the year ended June 30, 2011, and the supplemental schedule of assets (held at end of year) as of June 30, 2011. These financial statements and supplemental schedule are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the United States Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Notes 3 and 4, which was certified or provided by Associated Trust Company, N.A., the custodian of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedule. We have been informed by the Plan Administrator that the custodian holds the Plan's assets and executes transactions. The Plan Administrator has obtained certifications from the custodian regarding the completeness and accuracy of the information summarized in Notes 3 and 4 that was provided to the Plan Administrator by the custodian as of and for the year ended June 30, 2011, and as of June 30, 2010.

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

As described in Note 2, the Plan adopted Financial Accounting Standards Board (FASB) Accounting Standards Update (ASU) 2010-25, *Plan Accounting—Defined Contribution Pension Plans (Topic 962): Reporting Loans to Participants by Defined Contribution Pension Plans*, as of June 30, 2011, which clarified how loans to participants should be classified and measured by defined contribution pension plans. This Update was retrospectively applied to June 30, 2010.

McGladrey & Pullen, LLP

Champaign, Illinois
December 13, 2011

Oak State Products, Inc. 401(k) Retirement Plan

**Statements of Net Assets Available for Benefits
June 30, 2011 and 2010**

	2011	2010
Assets		
Investments, at fair value:		
Shares of registered investment companies (mutual funds)	\$ 6,951,110	\$ 5,058,160
Common/collective trust funds	2,496,615	2,231,709
	9,447,725	7,289,869
Notes receivable from participants	438,706	389,532
Cash	14,929	-
Total assets	9,901,360	7,679,401
Liabilities	-	-
Net assets available for benefits	\$ 9,901,360	\$ 7,679,401

See Notes to Financial Statements.

Oak State Products, Inc. 401(k) Retirement Plan

**Statement of Changes in Net Assets Available for Benefits
Year Ended June 30, 2011**

Additions to net assets attributed to:	
Investment income:	
Net appreciation in fair value of investments	\$ 1,702,290
Dividends and interest	69,982
	<u>1,772,272</u>
 Interest income on notes from participants	 <u>21,203</u>
 Contributions:	
Participants	529,792
Employer	158,471
Rollover	85,164
	<u>773,427</u>
 Total additions	 <u><u>2,566,902</u></u>
 Deductions from net assets attributed to:	
Benefits paid to participants	337,635
Administrative and other expenses	7,308
Total deductions	<u>344,943</u>
 Net increase	 2,221,959
 Net assets available for benefits:	
Beginning of year	<u>7,679,401</u>
 End of year	 <u><u>\$ 9,901,360</u></u>

See Notes to Financial Statements.

Oak State Products, Inc. 401(k) Retirement Plan

Notes to Financial Statements

Note 1. Description of Plan

The following description of the Oak State Products, Inc. 401(k) Retirement Plan (Plan) provides only general information. Participants should refer to the plan agreement for a complete description of the Plan's provisions.

General: The Plan is a defined contribution plan covering substantially all employees of Oak State Products, Inc. (the Company) that have completed six months of service and are age eighteen or older. Employees who are members of a collective bargaining agreement between employee representatives and the Company or leased employees are not eligible to participate in the Plan. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Contributions: Participants may elect to reduce their salary and have that amount contributed to the Plan. The elective deferral amount may not be more than the lesser of: (a) 100 percent of their eligible compensation for the period, (b) the maximum dollar limit allowed under the requirements of the Internal Revenue Code, or (c) such lesser amounts as determined by the discrimination tests for the Plan. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans and these amounts are reflected as rollover contributions. The Company contributes 50 percent of the first 3 percent of eligible compensation that a participant contributes to the Plan, plus 20 percent of salary deferrals that exceed 3 percent of eligible compensation but do not exceed 8 percent of eligible compensation. Contributions are subject to certain limitations.

Participants direct the investment of their contributions into various options offered by the Plan. The Plan currently offers twenty-one investment options for participants.

Participant accounts: Each participant's account is credited with the participant's elective and, if applicable, rollover contributions, transfers to the Plan, and allocations of (a) the Company's contributions and (b) plan earnings or losses and charged with an allocation of applicable administrative expenses. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting: Participants are immediately vested in all contributions (elective, rollover and employer matching contributions) plus actual earnings thereon.

Notes receivable from participants: Participants may borrow from their fund accounts a minimum of \$1,000 up to a maximum of \$50,000 or 50 percent of their vested account balance, whichever is less. Loan terms include a maximum of 5 years, unless the loan is for the purchase of a primary residence. Loans are secured by the vested balance in the participant's account and bear interest at a rate as determined by the Plan Administrator, which is to be based on prevailing interest rates charged by persons in the business of lending money for loans which would be made under similar circumstances. Interest rates applicable to outstanding notes receivable as of June 30, 2011, ranged from 3.25% to 8.25%. Principal and interest are paid ratably through payroll deductions.

Payments of benefits: On termination of service due to death, disability, or retirement, a participant with a total value of vested accounts greater than \$5,000 may elect to delay distribution or elect to receive either a lump-sum amount equal to the value of the participant's vested interest in his or her account or annual installments over a period of years not longer than the participant's life expectancy or the joint and last survivor life expectancies of the designated beneficiary. Participants with vested account balances less than \$5,000 receive a lump-sum amount equal to the value of the participant's vested interest in his or her account.

Oak State Products, Inc. 401(k) Retirement Plan

Notes to Financial Statements

Note 2. Summary of Significant Accounting Policies

Basis of accounting: The financial statements of the Plan are prepared under the accrual method of accounting.

Use of estimates: The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of net assets available for benefits and changes therein. Actual results could differ from those estimates.

Investment valuation and income recognition: The Plan's investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The methods used to estimate the fair value of investments are described in Note 4.

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.

Notes receivable from participants: Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent loans are treated as distributions based upon the terms of the plan document.

Payment of benefits: Benefits are recorded when paid.

Administrative expenses: Certain administrative functions applicable to the Plan are performed by employees of the Company. No such employees receive compensation from the Plan. Certain other administrative expenses are also paid directly by the Company.

Recent accounting standard: In January 2010, the FASB issued an amendment to accounting guidance, *Fair Value Measurements and Disclosures – Improving Disclosures about Fair Value Measurements* (ASU 2010-06), which requires new disclosures and reasons for transfers of financial assets and liabilities between Levels 1 and 2. This amendment also clarifies that fair value measurement disclosures are required for each class of financial assets and liabilities, and disclosures about inputs and valuation techniques are required for both Level 2 and Level 3 measurements. It further clarifies that the reconciliation of Level 3 measurements should separately present purchases, sales, issuances, and settlements instead of netting those changes. With respect to matters other than Level 3 measurements, the amendment is effective for periods beginning on or after December 15, 2009. The adoption of this guidance related to Level 1 and Level 2 measurements during the plan year ended June 30, 2011 did not have a significant impact on the Plan's disclosures about fair value measurements. The guidance related to Level 3 measurements is effective for periods beginning on or after December 15, 2010 and had not been adopted as of June 30, 2011. The adoption of this guidance related to Level 3 measurements is not expected to have an impact on the Plan's disclosures about fair value measurements.

In May 2011, the FASB issued an amendment to accounting guidance, *Amendments to Achieve Common Fair Value Measurements and Disclosure Requirements in U.S. GAAP and IFRSs* (ASU 2011-04). ASU 2011-04 amended ASC 820, *Fair Value Measurements and Disclosures*, to converge the fair value measurement guidance in GAAP and International Financial Reporting Standards (IFRSs). Some of the amendments clarify the application of existing fair value measurement requirements, while other amendments change a particular principle in ASC 820. In addition, ASU 2011-04 requires additional fair value disclosures. The amendments are to be applied prospectively and are effective for annual periods beginning after December 15, 2011. Plan management is currently evaluating the effect that the provisions of ASU 2011-04 will have on the Plan's financial statements.

Oak State Products, Inc. 401(k) Retirement Plan

Notes to Financial Statements

Note 2. Summary of Significant Accounting Policies (Continued)

In September 2010, the FASB issued an amendment to accounting guidance, Plan Accounting—Defined Contribution Pension Plans (Topic 962): Reporting Loans to Participants by Defined Contribution Pension Plans (ASU 2010-25), which provides guidance on how loans to participants should be classified and measured by defined contribution pension plans. This amendment requires that participant loans be classified as notes receivable from participants, which are segregated from plan investments and measured at their unpaid principal balance plus any accrued but unpaid interest. This amendment was effective for periods ending after December 15, 2010, with early adoption permitted. This amendment requires retrospective application to all periods presented. This amendment was adopted for the year ended June 30, 2011, and retrospectively applied to June 30, 2010. Prior year amounts and disclosures have been revised to reflect the retrospective application of adopting this new amendment. The adoption resulted in a reclassification of participant loans totaling \$438,706 and \$389,532 from investments to notes receivable as of June 30, 2011 and 2010, respectively. There was no impact to the net assets as of June 30, 2011 and 2010, as a result of the adoption.

Note 3. Information Certified and Provided by Associated Trust Company, N.A.

The following is a summary of the Plan's asset information as of June 30, 2011 and 2010, and for the year ended June 30, 2011, included throughout the Plan's financial statements and supplemental schedule that was prepared by or derived from information provided by the custodian and furnished to the Plan Administrator. The Plan Administrator has obtained certifications from the custodian that the information provided to the Plan Administrator by the custodian related to the following assets is complete and accurate. Accordingly, as permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA, the Plan Administrator instructed the Plan's independent auditors not to perform any auditing procedures with respect to information in this note, Note 4, throughout the financial statements and the supplemental schedule related to the following assets.

Oak State Products, Inc. 401(k) Retirement Plan

Notes to Financial Statements

Note 3. Information Certified and Provided by Associated Trust Company, N.A. (Continued)

The following table presents the Plan's assets that were certified by the custodian as of June 30, 2011 and 2010. Single assets representing more than 5 percent of the Plan's net assets are separately identified.

	2011	2010
Investments, at fair value:		
Shares of registered investment companies (mutual funds):		
American Funds Growth Fund of America CL R-6	\$ 1,107,292	\$ 847,531
Vanguard 500 Index Fund Signal Shares	930,446	725,426
American Funds EuroPacific Growth Fund CL R-6	925,935	715,612
Wasatch Core Growth Fund	*	695,730
Fairholme Fund	*	495,597
Vanguard Mid-Capitalization Index Fund	827,192	434,834
Goldman Sachs Growth Opportunities I	576,800	*
Wasatch Small Cap Growth Fund	1,073,828	*
Other investments, individually less than 5%	1,509,617	1,143,430
	<u>6,951,110</u>	<u>5,058,160</u>
Common/collective trust funds:		
Associated Trust Company Balanced Lifestage Fund	1,029,585	831,078
Associated Trust Company Intermediate Term Bond Fund	631,537	677,424
Associated Trust Company Conservative Growth Lifestage Fund	532,475	*
Other investments, individually less than 5%	303,018	723,207
	<u>2,496,615</u>	<u>2,231,709</u>
Total investments at fair value	<u>\$ 9,447,725</u>	<u>\$ 7,289,869</u>
Notes receivable from participants, less than 5%	<u>\$ 438,706</u>	<u>\$ 389,532</u>

* Asset did not represent 5% or more of the Plan's net assets as of June 30th.

The custodian also certified to the completeness and accuracy of \$1,702,290 of net appreciation in fair value of investments, \$69,982 of interest and dividends on investments and \$21,203 of interest earned on notes receivable from participants for the year ended June 30, 2011.

Oak State Products, Inc. 401(k) Retirement Plan

Notes to Financial Statements

Note 4. Fair Value Measurements

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

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

Level 2: Inputs to the valuation methodology include:

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

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

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

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

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at June 30, 2011 and 2010.

Shares of registered investment companies (mutual funds): Valued at the net asset value (NAV) of shares held by the Plan at year-end.

Common/collective trust funds: The units of investment in the common/collective trust funds are stated at net asset value which is based on the aggregate fair value of the underlying assets of the trust in relation to the total number of units outstanding.

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

The Plan did not have any transfers of assets between Level 1 and Level 2 of the fair value hierarchy during the year ended June 30, 2011.

Oak State Products, Inc. 401(k) Retirement Plan

Notes to Financial Statements

Note 4. Fair Value Measurements (Continued)

The following table sets forth by level, within the fair value hierarchy, the Plan's investments at fair value as of June 30, 2011 and 2010:

	Level 1	Level 2	Level 3	Total
	2011			
Shares of registered investment companies (mutual funds):				
Growth funds	\$ 5,122,696	\$ -	\$ -	\$ 5,122,696
Index funds	1,757,638	-	-	1,757,638
Target date retirement funds	70,776	-	-	70,776
Common/collective trust funds	-	2,496,615	-	2,496,615
	<u>\$ 6,951,110</u>	<u>\$ 2,496,615</u>	<u>\$ -</u>	<u>\$ 9,447,725</u>
	2010			
Shares of registered investment companies (mutual funds):				
Growth funds	\$ 3,871,508	\$ -	\$ -	\$ 3,871,508
Index funds	1,160,260	-	-	1,160,260
Target date retirement funds	26,392	-	-	26,392
Common/collective trust funds	-	2,231,709	-	2,231,709
	<u>\$ 5,058,160</u>	<u>\$ 2,231,709</u>	<u>\$ -</u>	<u>\$ 7,289,869</u>

The following table sets forth additional disclosures of the Plan's investments whose fair value is estimated using net asset value per share as of June 30, 2011 and 2010:

Investments	2011 Fair Value	2010 Fair Value	Unfunded Commitment	Redemption Frequency	Redemption Notice Period
Common/collective trust funds:					
Balanced lifestage fund (a)	\$ 1,029,585	\$ 831,078	\$ -	Daily	One Day
Intermediate term bond fund (b)	631,537	677,424	-	Daily	One Day
Conservative growth lifestage fund (c)	532,475	382,890	-	Daily	One Day
Money market fund (d)	303,018	340,317	-	Daily	None
Total common/collective trust funds	<u>\$ 2,496,615</u>	<u>\$ 2,231,709</u>			

- (a) This common/collective trust fund is designed to put equal emphasis on the pursuit of capital growth through investments in stocks along with the stability and income generation provided by fixed income securities. Approximately one-half of the portfolio will primarily consist of investment grade, high quality bonds. It is expected that this segment of the portfolio will maintain a focus on a short-term to intermediate-term maturity profile. The remaining half of the portfolio will consist of a diversified mix of stocks with an emphasis on large company stocks but will include smaller allocations to mid and small company stocks as well as foreign stocks. The target asset allocation for this investment is 50% equities and 50% fixed income.

Oak State Products, Inc. 401(k) Retirement Plan

Notes to Financial Statements

Note 4. Fair Value Measurements (Continued)

- (b) This common/collective trust fund's objective is to generate returns that are greater than the Barclays Capital Government/Credit Bond Index while maintaining similar risk characteristics. This strategy focuses on diversification and primarily invests in U.S. treasury notes, U.S. government agencies, investment grade corporate bonds, and mortgage backed securities.
- (c) This common/collective trust fund is primarily designed to provide growth of capital but at a level of risk that is less than that of a portfolio fully invested in stocks. Approximately 20% of the portfolio will be allocated to fixed-income securities to pursue this lower risk profile. The majority of the portfolio will consist of a diversified portfolio of stocks emphasizing large company stocks but will also include small allocations to mid and small company stocks as well as foreign stocks. The remainder of the portfolio will primarily consist of investment grade, high quality bonds. It is expected that this segment of the portfolio will maintain a focus on a short to intermediate term maturity profile. The target allocation for this investment is 80% equities and 20% fixed income.
- (d) This common/collective trust fund is designed to provide safety of principal. This fund will be invested in short-term treasury bills and repurchase agreements.

During the plan year ended June 30, 2011, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value as follows:

Shares of registered investment companies (mutual funds)	\$ 1,444,132
Common/collective trust funds	258,158
	<u>\$ 1,702,290</u>

Note 5. Related-Party Transactions

The Plan invests in common/collective trust funds managed by the custodian and, therefore, these transactions qualify as party-in-interest transactions. Fees paid to the custodian are paid by the Company.

Note 6. Tax Status

The Plan has adopted a non-standardized form of a prototype plan sponsored by Associated Trust Company, N.A. The prototype plan has received an opinion letter from the Internal Revenue Service dated December 21, 2001, as to the prototype plan's qualified status. The prototype opinion letter has been relied upon by the Plan. The Plan has been amended since receiving the opinion letter. However, the Plan Administrator believes that the Plan is currently designed and is being operated in compliance with the applicable requirements of the Internal Revenue Code.

Management has evaluated the Plan's tax positions and concluded that the Plan has maintained its tax exempt status and has taken no uncertain tax positions that require adjustment to the financial statements. Therefore, no provision or liability for income taxes has been included in the financial statements. With few exceptions, the Plan is no longer subject to income tax examinations by the U.S. federal tax authorities for years before 2008.

Oak State Products, Inc. 401(k) Retirement Plan

Notes to Financial Statements

Note 7. Plan Termination

Although it has not expressed any intent to do so, the Company has the right to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. If the Plan is terminated, each participant's account balance will be distributed to the participant or named beneficiary.

Note 8. Risks and Uncertainties

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

Note 9. Reconciliation Between Financial Statements and the Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements to the Form 5500 at June 30, 2011 and 2010:

	2011	2010
Net assets available for benefits per the financial statements	\$ 9,901,360	\$ 7,679,401
Differences in:		
Receivables - notes receivable from participants	(438,706)	(389,532)
Investments	438,706	389,532
Net assets available for benefits per the Form 5500	<u>\$ 9,901,360</u>	<u>\$ 7,679,401</u>

Note 10. Subsequent Events

Effective on July 1, 2011, the Plan was amended to add a Roth after-tax contribution feature and to add an age 59.5 in-service withdrawal feature for elective deferrals only. In addition, the maximum limit for participant elective deferrals was changed from 100 percent of eligible compensation to 85 percent of eligible compensation.

The Plan Administrator has evaluated subsequent events for potential recognition and/or disclosure through December 13, 2011, which is the date the financial statements were available to be issued.

Oak State Products, Inc. 401(k) Retirement Plan

Form 5500, Schedule H, Part IV, Line 4i - Schedule of Assets (Held at End of Year)

June 30, 2011

(a)	(b) Identity of issuer, borrower, lessor or similar party	(c) Description of investment, including maturity date, rate of interest, collateral, par or maturity value	(d) Cost	(e) Current Value
Shares of registered investment companies				
(mutual funds):				
	American Funds	Growth Fund of America CL R-6 (34,722 shares)	N/A	\$ 1,107,292
	Vanguard	500 Index Fund Signal Shares (9,260 shares)	N/A	930,446
	American Funds	EuroPacific Growth Fund CL R-6 (21,384 shares)	N/A	925,935
	Wasatch	Small Cap Growth Fund (25,225 shares)	N/A	1,073,828
	Fairholme	Fund (11,571 shares)	N/A	372,949
	Vanguard	Mid-Capitalization Index Fund (26,310 shares)	N/A	827,192
	T. Rowe Price	Equity Income (17,146 shares)	N/A	421,629
	Goldman Sachs	Growth Opportunities I (22,718 shares)	N/A	576,800
	Royce Pennsylvania	Mutual Fund Investment (23,583 shares)	N/A	294,321
	Dodge & Cox	International Stock Fund (7,463 shares)	N/A	274,482
	T. Rowe Price	Retirement 2040 Fund (1,872 shares)	N/A	34,377
	T. Rowe Price	Retirement 2030 Fund (1,703 shares)	N/A	30,988
	T. Rowe Price	Retirement 2020 Fund (235 shares)	N/A	4,053
	T. Rowe Price	Retirement 2010 Fund (85 shares)	N/A	1,358
	FMI FDS Inc.	Focus Fund (2,298 shares)	N/A	75,460
				<u>6,951,110</u>
Common/collective trust fund:				
*	Associated Trust Company, N.A.	Balanced Lifestage Fund (55,651 shares)	N/A	1,029,585
*	Associated Trust Company, N.A.	Intermediate Term Bond Fund (16,934 shares)	N/A	631,537
*	Associated Trust Company, N.A.	Conservative Growth Lifestage Fund (27,121 shares)	N/A	532,475
*	Associated Trust Company, N.A.	Money Market Fund (205,906 shares)	N/A	303,018
				<u>2,496,615</u>
*	Participants	Notes receivable (interest rates ranging from 3.25% to 8.25%, maturity of 1 to 13 years)		<u>438,706</u>
				<u><u>\$ 9,886,431</u></u>

* Indicates a party-in-interest.

N/A Not-applicable, participant-directed plan

The above information has been certified by Associated Trust Company, N.A., the custodian of the Plan, as complete and accurate.

Oak State Products, Inc.

401(k) Retirement Plan

Financial Report
June 30, 2011

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Independent Auditor's Report

To the Board of Trustees
Oak State Products, Inc. 401(k) Retirement Plan
Wenona, Illinois

We were engaged to audit the accompanying statements of net assets available for benefits of the Oak State Products, Inc. 401(k) Retirement Plan (the Plan) as of June 30, 2011 and 2010, and the related statement of changes in net assets available for benefits for the year ended June 30, 2011, and the supplemental schedule of assets (held at end of year) as of June 30, 2011. These financial statements and supplemental schedule are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the United States Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Notes 3 and 4, which was certified or provided by Associated Trust Company, N.A., the custodian of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedule. We have been informed by the Plan Administrator that the custodian holds the Plan's assets and executes transactions. The Plan Administrator has obtained certifications from the custodian regarding the completeness and accuracy of the information summarized in Notes 3 and 4 that was provided to the Plan Administrator by the custodian as of and for the year ended June 30, 2011, and as of June 30, 2010.

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

As described in Note 2, the Plan adopted Financial Accounting Standards Board (FASB) Accounting Standards Update (ASU) 2010-25, *Plan Accounting—Defined Contribution Pension Plans (Topic 962): Reporting Loans to Participants by Defined Contribution Pension Plans*, as of June 30, 2011, which clarified how loans to participants should be classified and measured by defined contribution pension plans. This Update was retrospectively applied to June 30, 2010.

McGladrey & Pullen, LLP

Champaign, Illinois
December 13, 2011

Oak State Products, Inc. 401(k) Retirement Plan

**Statements of Net Assets Available for Benefits
June 30, 2011 and 2010**

	2011	2010
Assets		
Investments, at fair value:		
Shares of registered investment companies (mutual funds)	\$ 6,951,110	\$ 5,058,160
Common/collective trust funds	2,496,615	2,231,709
	9,447,725	7,289,869
Notes receivable from participants	438,706	389,532
Cash	14,929	-
Total assets	9,901,360	7,679,401
Liabilities	-	-
Net assets available for benefits	\$ 9,901,360	\$ 7,679,401

See Notes to Financial Statements.

Oak State Products, Inc. 401(k) Retirement Plan

**Statement of Changes in Net Assets Available for Benefits
Year Ended June 30, 2011**

Additions to net assets attributed to:	
Investment income:	
Net appreciation in fair value of investments	\$ 1,702,290
Dividends and interest	69,982
	<u>1,772,272</u>
 Interest income on notes from participants	 <u>21,203</u>
 Contributions:	
Participants	529,792
Employer	158,471
Rollover	85,164
	<u>773,427</u>
 Total additions	 <u><u>2,566,902</u></u>
 Deductions from net assets attributed to:	
Benefits paid to participants	337,635
Administrative and other expenses	7,308
Total deductions	<u>344,943</u>
 Net increase	 2,221,959
 Net assets available for benefits:	
Beginning of year	<u>7,679,401</u>
 End of year	 <u><u>\$ 9,901,360</u></u>

See Notes to Financial Statements.

Oak State Products, Inc. 401(k) Retirement Plan

Notes to Financial Statements

Note 1. Description of Plan

The following description of the Oak State Products, Inc. 401(k) Retirement Plan (Plan) provides only general information. Participants should refer to the plan agreement for a complete description of the Plan's provisions.

General: The Plan is a defined contribution plan covering substantially all employees of Oak State Products, Inc. (the Company) that have completed six months of service and are age eighteen or older. Employees who are members of a collective bargaining agreement between employee representatives and the Company or leased employees are not eligible to participate in the Plan. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Contributions: Participants may elect to reduce their salary and have that amount contributed to the Plan. The elective deferral amount may not be more than the lesser of: (a) 100 percent of their eligible compensation for the period, (b) the maximum dollar limit allowed under the requirements of the Internal Revenue Code, or (c) such lesser amounts as determined by the discrimination tests for the Plan. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans and these amounts are reflected as rollover contributions. The Company contributes 50 percent of the first 3 percent of eligible compensation that a participant contributes to the Plan, plus 20 percent of salary deferrals that exceed 3 percent of eligible compensation but do not exceed 8 percent of eligible compensation. Contributions are subject to certain limitations.

Participants direct the investment of their contributions into various options offered by the Plan. The Plan currently offers twenty-one investment options for participants.

Participant accounts: Each participant's account is credited with the participant's elective and, if applicable, rollover contributions, transfers to the Plan, and allocations of (a) the Company's contributions and (b) plan earnings or losses and charged with an allocation of applicable administrative expenses. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting: Participants are immediately vested in all contributions (elective, rollover and employer matching contributions) plus actual earnings thereon.

Notes receivable from participants: Participants may borrow from their fund accounts a minimum of \$1,000 up to a maximum of \$50,000 or 50 percent of their vested account balance, whichever is less. Loan terms include a maximum of 5 years, unless the loan is for the purchase of a primary residence. Loans are secured by the vested balance in the participant's account and bear interest at a rate as determined by the Plan Administrator, which is to be based on prevailing interest rates charged by persons in the business of lending money for loans which would be made under similar circumstances. Interest rates applicable to outstanding notes receivable as of June 30, 2011, ranged from 3.25% to 8.25%. Principal and interest are paid ratably through payroll deductions.

Payments of benefits: On termination of service due to death, disability, or retirement, a participant with a total value of vested accounts greater than \$5,000 may elect to delay distribution or elect to receive either a lump-sum amount equal to the value of the participant's vested interest in his or her account or annual installments over a period of years not longer than the participant's life expectancy or the joint and last survivor life expectancies of the designated beneficiary. Participants with vested account balances less than \$5,000 receive a lump-sum amount equal to the value of the participant's vested interest in his or her account.

Oak State Products, Inc. 401(k) Retirement Plan

Notes to Financial Statements

Note 2. Summary of Significant Accounting Policies

Basis of accounting: The financial statements of the Plan are prepared under the accrual method of accounting.

Use of estimates: The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of net assets available for benefits and changes therein. Actual results could differ from those estimates.

Investment valuation and income recognition: The Plan's investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The methods used to estimate the fair value of investments are described in Note 4.

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.

Notes receivable from participants: Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent loans are treated as distributions based upon the terms of the plan document.

Payment of benefits: Benefits are recorded when paid.

Administrative expenses: Certain administrative functions applicable to the Plan are performed by employees of the Company. No such employees receive compensation from the Plan. Certain other administrative expenses are also paid directly by the Company.

Recent accounting standard: In January 2010, the FASB issued an amendment to accounting guidance, *Fair Value Measurements and Disclosures – Improving Disclosures about Fair Value Measurements* (ASU 2010-06), which requires new disclosures and reasons for transfers of financial assets and liabilities between Levels 1 and 2. This amendment also clarifies that fair value measurement disclosures are required for each class of financial assets and liabilities, and disclosures about inputs and valuation techniques are required for both Level 2 and Level 3 measurements. It further clarifies that the reconciliation of Level 3 measurements should separately present purchases, sales, issuances, and settlements instead of netting those changes. With respect to matters other than Level 3 measurements, the amendment is effective for periods beginning on or after December 15, 2009. The adoption of this guidance related to Level 1 and Level 2 measurements during the plan year ended June 30, 2011 did not have a significant impact on the Plan's disclosures about fair value measurements. The guidance related to Level 3 measurements is effective for periods beginning on or after December 15, 2010 and had not been adopted as of June 30, 2011. The adoption of this guidance related to Level 3 measurements is not expected to have an impact on the Plan's disclosures about fair value measurements.

In May 2011, the FASB issued an amendment to accounting guidance, *Amendments to Achieve Common Fair Value Measurements and Disclosure Requirements in U.S. GAAP and IFRSs* (ASU 2011-04). ASU 2011-04 amended ASC 820, *Fair Value Measurements and Disclosures*, to converge the fair value measurement guidance in GAAP and International Financial Reporting Standards (IFRSs). Some of the amendments clarify the application of existing fair value measurement requirements, while other amendments change a particular principle in ASC 820. In addition, ASU 2011-04 requires additional fair value disclosures. The amendments are to be applied prospectively and are effective for annual periods beginning after December 15, 2011. Plan management is currently evaluating the effect that the provisions of ASU 2011-04 will have on the Plan's financial statements.

Oak State Products, Inc. 401(k) Retirement Plan

Notes to Financial Statements

Note 2. Summary of Significant Accounting Policies (Continued)

In September 2010, the FASB issued an amendment to accounting guidance, Plan Accounting—Defined Contribution Pension Plans (Topic 962): Reporting Loans to Participants by Defined Contribution Pension Plans (ASU 2010-25), which provides guidance on how loans to participants should be classified and measured by defined contribution pension plans. This amendment requires that participant loans be classified as notes receivable from participants, which are segregated from plan investments and measured at their unpaid principal balance plus any accrued but unpaid interest. This amendment was effective for periods ending after December 15, 2010, with early adoption permitted. This amendment requires retrospective application to all periods presented. This amendment was adopted for the year ended June 30, 2011, and retrospectively applied to June 30, 2010. Prior year amounts and disclosures have been revised to reflect the retrospective application of adopting this new amendment. The adoption resulted in a reclassification of participant loans totaling \$438,706 and \$389,532 from investments to notes receivable as of June 30, 2011 and 2010, respectively. There was no impact to the net assets as of June 30, 2011 and 2010, as a result of the adoption.

Note 3. Information Certified and Provided by Associated Trust Company, N.A.

The following is a summary of the Plan's asset information as of June 30, 2011 and 2010, and for the year ended June 30, 2011, included throughout the Plan's financial statements and supplemental schedule that was prepared by or derived from information provided by the custodian and furnished to the Plan Administrator. The Plan Administrator has obtained certifications from the custodian that the information provided to the Plan Administrator by the custodian related to the following assets is complete and accurate. Accordingly, as permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA, the Plan Administrator instructed the Plan's independent auditors not to perform any auditing procedures with respect to information in this note, Note 4, throughout the financial statements and the supplemental schedule related to the following assets.

Oak State Products, Inc. 401(k) Retirement Plan

Notes to Financial Statements

Note 3. Information Certified and Provided by Associated Trust Company, N.A. (Continued)

The following table presents the Plan's assets that were certified by the custodian as of June 30, 2011 and 2010. Single assets representing more than 5 percent of the Plan's net assets are separately identified.

	2011	2010
Investments, at fair value:		
Shares of registered investment companies (mutual funds):		
American Funds Growth Fund of America CL R-6	\$ 1,107,292	\$ 847,531
Vanguard 500 Index Fund Signal Shares	930,446	725,426
American Funds EuroPacific Growth Fund CL R-6	925,935	715,612
Wasatch Core Growth Fund	*	695,730
Fairholme Fund	*	495,597
Vanguard Mid-Capitalization Index Fund	827,192	434,834
Goldman Sachs Growth Opportunities I	576,800	*
Wasatch Small Cap Growth Fund	1,073,828	*
Other investments, individually less than 5%	1,509,617	1,143,430
	<u>6,951,110</u>	<u>5,058,160</u>
Common/collective trust funds:		
Associated Trust Company Balanced Lifestage Fund	1,029,585	831,078
Associated Trust Company Intermediate Term Bond Fund	631,537	677,424
Associated Trust Company Conservative Growth Lifestage Fund	532,475	*
Other investments, individually less than 5%	303,018	723,207
	<u>2,496,615</u>	<u>2,231,709</u>
Total investments at fair value	<u>\$ 9,447,725</u>	<u>\$ 7,289,869</u>
Notes receivable from participants, less than 5%	<u>\$ 438,706</u>	<u>\$ 389,532</u>

* Asset did not represent 5% or more of the Plan's net assets as of June 30th.

The custodian also certified to the completeness and accuracy of \$1,702,290 of net appreciation in fair value of investments, \$69,982 of interest and dividends on investments and \$21,203 of interest earned on notes receivable from participants for the year ended June 30, 2011.

Oak State Products, Inc. 401(k) Retirement Plan

Notes to Financial Statements

Note 4. Fair Value Measurements

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

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

Level 2: Inputs to the valuation methodology include:

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

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

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

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

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at June 30, 2011 and 2010.

Shares of registered investment companies (mutual funds): Valued at the net asset value (NAV) of shares held by the Plan at year-end.

Common/collective trust funds: The units of investment in the common/collective trust funds are stated at net asset value which is based on the aggregate fair value of the underlying assets of the trust in relation to the total number of units outstanding.

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

The Plan did not have any transfers of assets between Level 1 and Level 2 of the fair value hierarchy during the year ended June 30, 2011.

Oak State Products, Inc. 401(k) Retirement Plan

Notes to Financial Statements

Note 4. Fair Value Measurements (Continued)

The following table sets forth by level, within the fair value hierarchy, the Plan's investments at fair value as of June 30, 2011 and 2010:

	Level 1	Level 2	Level 3	Total
	2011			
Shares of registered investment companies (mutual funds):				
Growth funds	\$ 5,122,696	\$ -	\$ -	\$ 5,122,696
Index funds	1,757,638	-	-	1,757,638
Target date retirement funds	70,776	-	-	70,776
Common/collective trust funds	-	2,496,615	-	2,496,615
	<u>\$ 6,951,110</u>	<u>\$ 2,496,615</u>	<u>\$ -</u>	<u>\$ 9,447,725</u>
	2010			
Shares of registered investment companies (mutual funds):				
Growth funds	\$ 3,871,508	\$ -	\$ -	\$ 3,871,508
Index funds	1,160,260	-	-	1,160,260
Target date retirement funds	26,392	-	-	26,392
Common/collective trust funds	-	2,231,709	-	2,231,709
	<u>\$ 5,058,160</u>	<u>\$ 2,231,709</u>	<u>\$ -</u>	<u>\$ 7,289,869</u>

The following table sets forth additional disclosures of the Plan's investments whose fair value is estimated using net asset value per share as of June 30, 2011 and 2010:

Investments	2011 Fair Value	2010 Fair Value	Unfunded Commitment	Redemption Frequency	Redemption Notice Period
Common/collective trust funds:					
Balanced lifestage fund (a)	\$ 1,029,585	\$ 831,078	\$ -	Daily	One Day
Intermediate term bond fund (b)	631,537	677,424	-	Daily	One Day
Conservative growth lifestage fund (c)	532,475	382,890	-	Daily	One Day
Money market fund (d)	303,018	340,317	-	Daily	None
Total common/collective trust funds	<u>\$ 2,496,615</u>	<u>\$ 2,231,709</u>			

- (a) This common/collective trust fund is designed to put equal emphasis on the pursuit of capital growth through investments in stocks along with the stability and income generation provided by fixed income securities. Approximately one-half of the portfolio will primarily consist of investment grade, high quality bonds. It is expected that this segment of the portfolio will maintain a focus on a short-term to intermediate-term maturity profile. The remaining half of the portfolio will consist of a diversified mix of stocks with an emphasis on large company stocks but will include smaller allocations to mid and small company stocks as well as foreign stocks. The target asset allocation for this investment is 50% equities and 50% fixed income.

Oak State Products, Inc. 401(k) Retirement Plan

Notes to Financial Statements

Note 4. Fair Value Measurements (Continued)

- (b) This common/collective trust fund's objective is to generate returns that are greater than the Barclays Capital Government/Credit Bond Index while maintaining similar risk characteristics. This strategy focuses on diversification and primarily invests in U.S. treasury notes, U.S. government agencies, investment grade corporate bonds, and mortgage backed securities.
- (c) This common/collective trust fund is primarily designed to provide growth of capital but at a level of risk that is less than that of a portfolio fully invested in stocks. Approximately 20% of the portfolio will be allocated to fixed-income securities to pursue this lower risk profile. The majority of the portfolio will consist of a diversified portfolio of stocks emphasizing large company stocks but will also include small allocations to mid and small company stocks as well as foreign stocks. The remainder of the portfolio will primarily consist of investment grade, high quality bonds. It is expected that this segment of the portfolio will maintain a focus on a short to intermediate term maturity profile. The target allocation for this investment is 80% equities and 20% fixed income.
- (d) This common/collective trust fund is designed to provide safety of principal. This fund will be invested in short-term treasury bills and repurchase agreements.

During the plan year ended June 30, 2011, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value as follows:

Shares of registered investment companies (mutual funds)	\$ 1,444,132
Common/collective trust funds	258,158
	<u>\$ 1,702,290</u>

Note 5. Related-Party Transactions

The Plan invests in common/collective trust funds managed by the custodian and, therefore, these transactions qualify as party-in-interest transactions. Fees paid to the custodian are paid by the Company.

Note 6. Tax Status

The Plan has adopted a non-standardized form of a prototype plan sponsored by Associated Trust Company, N.A. The prototype plan has received an opinion letter from the Internal Revenue Service dated December 21, 2001, as to the prototype plan's qualified status. The prototype opinion letter has been relied upon by the Plan. The Plan has been amended since receiving the opinion letter. However, the Plan Administrator believes that the Plan is currently designed and is being operated in compliance with the applicable requirements of the Internal Revenue Code.

Management has evaluated the Plan's tax positions and concluded that the Plan has maintained its tax exempt status and has taken no uncertain tax positions that require adjustment to the financial statements. Therefore, no provision or liability for income taxes has been included in the financial statements. With few exceptions, the Plan is no longer subject to income tax examinations by the U.S. federal tax authorities for years before 2008.

Oak State Products, Inc. 401(k) Retirement Plan

Notes to Financial Statements

Note 7. Plan Termination

Although it has not expressed any intent to do so, the Company has the right to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. If the Plan is terminated, each participant's account balance will be distributed to the participant or named beneficiary.

Note 8. Risks and Uncertainties

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

Note 9. Reconciliation Between Financial Statements and the Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements to the Form 5500 at June 30, 2011 and 2010:

	2011	2010
Net assets available for benefits per the financial statements	\$ 9,901,360	\$ 7,679,401
Differences in:		
Receivables - notes receivable from participants	(438,706)	(389,532)
Investments	438,706	389,532
Net assets available for benefits per the Form 5500	<u>\$ 9,901,360</u>	<u>\$ 7,679,401</u>

Note 10. Subsequent Events

Effective on July 1, 2011, the Plan was amended to add a Roth after-tax contribution feature and to add an age 59.5 in-service withdrawal feature for elective deferrals only. In addition, the maximum limit for participant elective deferrals was changed from 100 percent of eligible compensation to 85 percent of eligible compensation.

The Plan Administrator has evaluated subsequent events for potential recognition and/or disclosure through December 13, 2011, which is the date the financial statements were available to be issued.

Oak State Products, Inc. 401(k) Retirement Plan

Form 5500, Schedule H, Part IV, Line 4i - Schedule of Assets (Held at End of Year)

June 30, 2011

(a)	(b) Identity of issuer, borrower, lessor or similar party	(c) Description of investment, including maturity date, rate of interest, collateral, par or maturity value	(d) Cost	(e) Current Value
Shares of registered investment companies				
(mutual funds):				
	American Funds	Growth Fund of America CL R-6 (34,722 shares)	N/A	\$ 1,107,292
	Vanguard	500 Index Fund Signal Shares (9,260 shares)	N/A	930,446
	American Funds	EuroPacific Growth Fund CL R-6 (21,384 shares)	N/A	925,935
	Wasatch	Small Cap Growth Fund (25,225 shares)	N/A	1,073,828
	Fairholme	Fund (11,571 shares)	N/A	372,949
	Vanguard	Mid-Capitalization Index Fund (26,310 shares)	N/A	827,192
	T. Rowe Price	Equity Income (17,146 shares)	N/A	421,629
	Goldman Sachs	Growth Opportunities I (22,718 shares)	N/A	576,800
	Royce Pennsylvania	Mutual Fund Investment (23,583 shares)	N/A	294,321
	Dodge & Cox	International Stock Fund (7,463 shares)	N/A	274,482
	T. Rowe Price	Retirement 2040 Fund (1,872 shares)	N/A	34,377
	T. Rowe Price	Retirement 2030 Fund (1,703 shares)	N/A	30,988
	T. Rowe Price	Retirement 2020 Fund (235 shares)	N/A	4,053
	T. Rowe Price	Retirement 2010 Fund (85 shares)	N/A	1,358
	FMI FDS Inc.	Focus Fund (2,298 shares)	N/A	75,460
				<u>6,951,110</u>
Common/collective trust fund:				
*	Associated Trust Company, N.A.	Balanced Lifestage Fund (55,651 shares)	N/A	1,029,585
*	Associated Trust Company, N.A.	Intermediate Term Bond Fund (16,934 shares)	N/A	631,537
*	Associated Trust Company, N.A.	Conservative Growth Lifestage Fund (27,121 shares)	N/A	532,475
*	Associated Trust Company, N.A.	Money Market Fund (205,906 shares)	N/A	303,018
				<u>2,496,615</u>
*	Participants	Notes receivable (interest rates ranging from 3.25% to 8.25%, maturity of 1 to 13 years)		<u>438,706</u>
				<u><u>\$ 9,886,431</u></u>

* Indicates a party-in-interest.

N/A Not-applicable, participant-directed plan

The above information has been certified by Associated Trust Company, N.A., the custodian of the Plan, as complete and accurate.

Attachment to Schedule H, Line 4i - Schedule of Assets Held at Year End

SCHEDULE A - ASSETS AND LIABILITIES
AS OF 06/30/11

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ACCOUNT NO. 93-H018-01-7

OAK STATE PRODUCTS INC
401K RETIREMENT PLAN

CUSIP NUMBER	FACE AMOUNT/ NO. SHARES	DESCRIPTION	TOTAL COST UNIT PRICE	TOTAL MARKET UNIT PRICE	% OF ACCT	EST ANN INCOME	YIELD TO MKT
CASH AND EQUIVALENTS							
	0	CASH	14,928.96 .000	14,928.96 .000	.15	0	0.00
TOTAL CASH AND EQUIVALENTS			----- 14,928.96	----- 14,928.96	----- .15	----- 0	----- 0.00
EQUITIES							
EQUITY COMMON TRUST FUNDS							
999999-34-5	55,650.641	BALANCED LIFESTAGE FUND	848,545.06 15.248	1,029,585.00 18.500	10.40	22,786	2.21
999999-37-8	27,120.939	CONSERVATIVE GROWTH LIFESTAGE FUND	443,358.91 16.347	532,475.44 19.633	5.38	8,707	1.64
TOTAL EQUITY COMMON TRUST FUNDS			----- 1,291,903.97	----- 1,562,060.44	----- 15.78	----- 31,493	----- 2.02
EQUITY MUTUAL FUNDS							
256206-10-3	7,462.809	DODGE AND COX FDS INTL STOCK FD	259,833.54 34.817	274,482.12 36.780	2.77	3,694	1.35
298706-82-1	21,384.184	AM FDS EUROPACIFIC GROWTH FD CL R6	814,221.96 38.076	925,935.17 43.300	9.35	15,097	1.63
302933-10-6	2,297.813	FMI FDS INC FOCUS FD	74,788.73 32.548	75,460.18 32.840	.76	0	0.00
304871-10-6	11,571.473	FAIRHOLME FUND	383,557.26 33.147	372,948.57 32.230	3.77	4,489	1.20
38142Y-40-1	22,717.600	GOLDMAN SACHS GROWTH OPPORT INSTL	499,028.98 21.967	576,799.86 25.390	5.83	0	0.00

SCHEDULE A - ASSETS AND LIABILITIES
AS OF 06/30/11

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ACCOUNT NO. 93-H018-01-7

OAK STATE PRODUCTS INC
401K RETIREMENT PLAN

CUSIP NUMBER	FACE AMOUNT/ NO. SHARES	DESCRIPTION	TOTAL COST UNIT PRICE	TOTAL MARKET UNIT PRICE	% OF ACCT	EST ANN INCOME	YIELD TO MKT
399874-81-7	34,722.217	AM FDS GROWTH FD OF AMERICA CL R6	922,620.50 26.571	1,107,291.50 31.890	11.18	12,152	1.10
74149P-10-1	84.638	T ROWE PRICE RETIREMENT 2010 FD	1,189.09 14.049	1,357.59 16.040	.01	29	2.18
74149P-20-0	234.811	T ROWE PRICE RETIREMENT 2020 FD	3,432.65 14.619	4,052.84 17.260	.04	68	1.68
74149P-30-9	1,702.613	T ROWE PRICE RETIREMENT 2030 FD	27,305.26 16.037	30,987.56 18.200	.31	408	1.32
74149P-40-8	1,872.408	T ROWE PRICE RETIREMENT 2040 FD	31,061.12 16.589	34,377.41 18.360	.35	411	1.20
779547-10-8	17,146.352	T ROWE PRICE EQUITY INCOME FD	409,063.51 23.857	421,628.80 24.590	4.26	7,544	1.79
780905-84-0	23,583.426	ROYCE FDS PENNSYLVANIA MUTUAL FD	253,285.58 10.740	294,321.16 12.480	2.97	1,273	0.43
922908-44-7	26,310.188	VANGUARD MID CAP INDEX SIGNAL	829,756.45 31.537	827,192.31 31.440	8.35	9,024	1.09
922908-49-6	9,260.015	VANGUARD 500 INDEX FUND SIGNAL	936,013.35 101.081	930,446.31 100.480	9.40	16,862	1.81
936772-10-2	25,224.995	WASATCH SMALL CAP GROWTH FD	1,005,649.28 39.867	1,073,828.04 42.570	10.85	0	0.00
		TOTAL EQUITY MUTUAL FUNDS	----- 6,450,807.26	----- 6,951,109.42	----- 70.20	----- 71,051	----- 1.02
		TOTAL EQUITIES	----- 7,742,711.23	----- 8,513,169.86	----- 85.98	----- 102,544	----- 1.20

SCHEDULE A - ASSETS AND LIABILITIES
AS OF 06/30/11

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ACCOUNT NO. 93-H018-01-7

OAK STATE PRODUCTS INC
401K RETIREMENT PLAN

CUSIP NUMBER	FACE AMOUNT/ NO. SHARES	DESCRIPTION	TOTAL COST UNIT PRICE	TOTAL MARKET UNIT PRICE	% OF ACCT	EST ANN INCOME	YIELD TO MKT
FIXED INCOME SECURITIES							
FIXED INCOME COMMON TRUST FUNDS							
999999-03-0	16,934.403	ASSOCIATED INTERMEDIATE TERM BOND FD	490,133.34 28.943	631,536.87 37.293	6.38	29,271	4.64
999999-19-6	205,906.302	MONEY MARKET FUND	291,980.46 1.418	303,018.42 1.471	3.06	0	0.00
TOTAL FIXED INCOME COMMON TRUST FUNDS			----- 782,113.80	----- 934,555.29	----- 9.44	----- 29,271	----- 3.13
TOTAL FIXED INCOME SECURITIES			----- 782,113.80	----- 934,555.29	----- 9.44	----- 29,271	----- 3.13
MISCELLANEOUS							
MS1029-78-9	438,706.020	MASTER LOAN	438,706.02 1.000	438,706.02 1.000	4.43	0	0.00
TOTAL MISCELLANEOUS			----- 438,706.02	----- 438,706.02	----- 4.43	----- 0	----- 0.00
TOTAL ASSETS PLUS ACCRUED INCOME			8,978,460.01	9,901,360.13			