

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), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). ► Complete all entries in accordance with the instructions to the Form 5500.	OMB Nos. 1210-0110 1210-0089
		2011
		This Form is Open to Public Inspection

Part I	Annual Report Identification Information
For calendar plan year 2011 or fiscal plan year beginning <u>01/01/2008</u> and ending <u>12/31/2008</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>ROCKNES INC 401K PROFIT SHARING PLAN & TRUST</u>	<table border="1"> <tr> <td>1b Three-digit plan number (PN) ►</td> <td><u>001</u></td> </tr> <tr> <td>1c Effective date of plan</td> <td><u>02/01/1995</u></td> </tr> </table>	1b Three-digit plan number (PN) ►	<u>001</u>	1c Effective date of plan	<u>02/01/1995</u>
1b Three-digit plan number (PN) ►	<u>001</u>				
1c Effective date of plan	<u>02/01/1995</u>				
2a Plan sponsor's name and address, including room or suite number (Employer, if for single-employer plan) <u>ROCKNES INC</u> <u>PO BOX 613</u> <u>KENT, OH 44240</u>	<table border="1"> <tr> <td>2b Employer Identification Number (EIN) <u>34-1718877</u></td> </tr> <tr> <td>2c Sponsor's telephone number <u>330-836-7551</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>722110</u></td> </tr> </table>	2b Employer Identification Number (EIN) <u>34-1718877</u>	2c Sponsor's telephone number <u>330-836-7551</u>	2d Business code (see instructions) <u>722110</u>	
2b Employer Identification Number (EIN) <u>34-1718877</u>					
2c Sponsor's telephone number <u>330-836-7551</u>					
2d Business code (see instructions) <u>722110</u>					

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

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

SIGN HERE	<u>Filed with authorized/valid electronic signature.</u>	<u>02/03/2012</u>	<u>RON GROSS</u>
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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

Form 5500 (2011)
v.012611

3a Plan administrator's name and address (if same as plan sponsor, enter "Same") SAME		3b Administrator's EIN	
		3c Administrator's telephone number	
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name		4b EIN 4c PN	
5 Total number of participants at the beginning of the plan year		5	240
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	113
b Retired or separated participants receiving benefits.....		6b	0
c Other retired or separated participants entitled to future benefits.....		6c	134
d Subtotal. Add lines 6a , 6b , and 6c		6d	247
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....		6e	0
f Total. Add lines 6d and 6e		6f	247
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....		6g	156
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....		6h	0
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)		7	
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions: 2E 2G 2J 2K 3E 3H			
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		(1) ☐ Insurance	
(2) ☐ Code section 412(e)(3) insurance contracts		(2) ☐ Code section 412(e)(3) insurance contracts	
(3) ☒ Trust		(3) ☒ Trust	
(4) ☐ General assets of the sponsor		(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		b General Schedules	
(1) ☐ R (Retirement Plan Information)		(1) ☒ H (Financial Information)	
(2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary		(2) ☐ I (Financial Information – Small Plan)	
(3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		(3) ☐ A (Insurance Information)	
		(4) ☐ C (Service Provider Information)	
		(5) ☐ D (DFE/Participating Plan Information)	
		(6) ☐ G (Financial Transaction Schedules)	

SCHEDULE H (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2011 This Form is Open to Public Inspection
For calendar plan year 2011 or fiscal plan year beginning <u>01/01/2008</u> and ending <u>12/31/2008</u>		
A Name of plan <u>ROCKNES INC 401K PROFIT SHARING PLAN & TRUST</u>	B Three-digit plan number (PN) ►	<u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>ROCKNES INC</u>	D Employer Identification Number (EIN) <u>34-1718877</u>	

Part I	Asset and Liability Statement			
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.				
Assets			(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash		1a		
b Receivables (less allowance for doubtful accounts):				
(1) Employer contributions		1b(1)	0	0
(2) Participant contributions		1b(2)	0	0
(3) Other.....		1b(3)	0	0
c General investments:				
(1) Interest-bearing cash (include money market accounts & certificates of deposit)		1c(1)	173803	225152
(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)	9122	3010
(9) Value of interest in common/collective trusts.....		1c(9)		0
(10) Value of interest in pooled separate accounts.....		1c(10)	0	0
(11) Value of interest in master trust investment accounts		1c(11)		0
(12) Value of interest in 103-12 investment entities		1c(12)		0
(13) Value of interest in registered investment companies (e.g., mutual funds).....		1c(13)	451468	290929
(14) Value of funds held in insurance company general account (unallocated contracts).....		1c(14)		
(15) Other		1c(15)	0	0

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	634393	519091

Liabilities

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

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	634393	519091
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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)	24954	
(B) Participants	2a(1)(B)	39395	
(C) Others (including rollovers)	2a(1)(C)	0	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		64349

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

(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	4657	
(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)	297	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		4954
(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)		
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		
(3) Rents	2b(3)		
(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)		

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate.....	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		
(6) Net investment gain (loss) from common/collective trusts	2b(6)		0
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		0
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		0
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		0
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		-159227
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		-89924

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	25258	
(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)		25258
f Corrective distributions (see instructions)	2f		0
g Certain deemed distributions of participant loans (see instructions).....	2g		0
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)	0	
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	120	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		120
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		25378

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		-115302
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: LEVIN SWEDLER AND COMPANY INC

(2) EIN: 34-1515013

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.).....	☒	☐	70090
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.).....	☐	☒	
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.)	☐	☒	
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.).....	☐	☒	
e Was this plan covered by a fidelity bond?.....	☒	☐	100000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	☐	☒	
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?	☐	☒	
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?	☐	☒	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....	☒	☐	
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.).....	☐	☒	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....	☐	☒	
l Has the plan failed to provide any benefit when due under the plan?	☐	☒	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....	☐	☒	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	☐	☐	

- 5a** Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?

If "Yes," enter the amount of any plan assets that reverted to the employer this year..... ☐ Yes ☒ No Amount:

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

5b(1) Name of plan(s)

5b(2) EIN(s)	5b(3) PN(s)

SCHEDULE H, LINE 3a

ROCKNE'S INC 401(K) PROFIT SHARING PLAN & TRUST

SPONSOR FEIN 34-1718877, PLAN NO. 001

**FINANCIAL STATEMENTS
AND SUPPLEMENTAL INFORMATION**

**As of December 31, 2008, 2007, 2006, 2005, 2004 and 2003, and
For the Years Ended December 31, 2008, 2007, 2006, 2005 and 2004**

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INDEPENDENT AUDITOR'S REPORT

To the Plan Administrator and Plan Participants of
Rockne's Inc 401(k) Profit Sharing Plan & Trust:

We have audited the accompanying statements of net assets available for benefits - modified cash basis of Rockne's Inc 401(k) Profit Sharing Plan & Trust as of December 31, 2008, 2007, 2006, 2005 and 2004, and the related statements of changes in net assets available for benefits - modified cash basis for the years then ended. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

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

As described in Note 2, the financial statements and supplemental schedules have been prepared on a modified cash basis of accounting, which is a comprehensive basis of accounting other than accounting principles generally accepted in the United States of America.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of Rockne's Inc 401(k) Profit Sharing Plan & Trust as of December 31, 2008, 2007, 2006, 2005 and 2004, and the changes in net assets available for benefits for the years then ended on the basis of accounting described in Note 2.

Our audits were conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental schedules on pages 11 through 16, together referred to as "supplemental information," are presented for the purpose of additional analysis and are not a required part of the basic financial statements, but are supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. This supplemental information is the responsibility of the Plan's management. The supplemental information has been subjected to the auditing procedures applied in the audits of the basic financial statements and, in our opinion, are fairly stated in all material respects in relation to the basic financial statements taken as a whole.

We have compiled the accompanying statement of net assets available for benefits - modified cash basis of Rockne's Inc 401(k) Profit Sharing Plan & Trust as of December 31, 2003, in accordance with Statements on Standards for Accounting and Review Services issued by the American Institute of Certified Public Accountants.

A compilation is limited to presenting in the form of financial statements information that is the representation of management. We have not audited or reviewed the accompanying statement of net assets available for benefits - modified cash basis and, accordingly, do not express an opinion or any other form of assurance on it.

Akron, Ohio
January 30, 2012

Rockne's Inc 401(k) Profit Sharing Plan & Trust
Statements of Net Assets Available for Benefits - Modified Cash Basis
December 31, 2008, 2007, 2006, 2005, 2004 and 2003

	<u>2008</u>	<u>2007</u>	<u>2006</u>	<u>2005</u>	<u>2004</u>	<u>(Compiled) 2003</u>
Assets:						
Investments, at fair value:						
Registered investment companies	\$516,081	\$625,271	\$528,396	\$487,917	\$431,312	\$443,109
Receivables:						
Notes receivable from participants	<u>3,010</u>	<u>9,122</u>	<u>10,687</u>	<u>10,683</u>	<u>6,871</u>	<u>5,749</u>
Net assets available for benefits	<u><u>\$519,091</u></u>	<u><u>\$634,393</u></u>	<u><u>\$539,083</u></u>	<u><u>\$498,600</u></u>	<u><u>\$438,183</u></u>	<u><u>\$448,858</u></u>

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

Rockne's Inc 401(k) Profit Sharing Plan & Trust
Statements of Changes in Net Assets Available for Benefits - Modified Cash Basis
For the Years Ended December 31, 2008, 2007, 2006, 2005 and 2004

	<u>2008</u>	<u>2007</u>	<u>2006</u>	<u>2005</u>	<u>2004</u>
Additions to net assets attributed to:					
Investment income:					
Net appreciation (depreciation) in fair value of investments	\$ (169,646)	\$ (8,796)	\$ 13,792	\$ 3,285	\$ 13,733
Interest and dividends	<u>15,076</u>	<u>42,474</u>	<u>33,446</u>	<u>19,258</u>	<u>10,155</u>
Total investment income (loss)	<u>(154,570)</u>	<u>33,678</u>	<u>47,238</u>	<u>22,543</u>	<u>23,888</u>
Interest income on notes receivable from participants	<u>297</u>	<u>394</u>	<u>482</u>	<u>392</u>	<u>443</u>
Contributions:					
Employer matching contributions	24,954	24,907	20,920	20,121	20,453
Participant elective deferrals	<u>39,395</u>	<u>37,277</u>	<u>33,534</u>	<u>35,864</u>	<u>33,834</u>
Total contributions	<u>64,349</u>	<u>62,184</u>	<u>54,454</u>	<u>55,985</u>	<u>54,287</u>
Total additions	<u>(89,924)</u>	<u>96,256</u>	<u>102,174</u>	<u>78,920</u>	<u>78,618</u>
Deductions from net assets attributed to:					
Benefits paid to participants	21,507	946	61,691	18,503	86,811
Deemed distributions	<u>3,871</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>2,482</u>
Total deductions	<u>25,378</u>	<u>946</u>	<u>61,691</u>	<u>18,503</u>	<u>89,293</u>
Net increase (decrease)	(115,302)	95,310	40,483	60,417	(10,675)
Net assets available for benefits:					
Beginning of year	<u>634,393</u>	<u>539,083</u>	<u>498,600</u>	<u>438,183</u>	<u>448,858</u>
End of year	<u><u>\$ 519,091</u></u>	<u><u>\$ 634,393</u></u>	<u><u>\$ 539,083</u></u>	<u><u>\$ 498,600</u></u>	<u><u>\$ 438,183</u></u>

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

Rockne's Inc 401(k) Profit Sharing Plan & Trust
Notes to Financial Statements
December 31, 2008, 2007, 2006, 2005, 2004 and 2003

1. DESCRIPTION OF PLAN

The following description of the Rockne's Inc 401(k) Profit Sharing Plan & Trust ("Plan") provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

General

Rockne's, Inc. established the Rockne's Inc 401(k) Profit Sharing Plan & Trust, effective February 1, 1995. The Plan operates in accordance with Section 401(k) of the Internal Revenue Code. The Plan is a defined contribution plan covering substantially all employees of Rockne's Inc. and subsidiaries ("Companies"). To be eligible, employees must attain the age of 21 and have completed one year of service, as defined in the Plan. The Plan allows employees to enter the Plan the first day of January or July following the date on which the employee completes the eligibility requirements. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA), as amended.

The Plan was restated and amended, effective November 3, 2004, to reflect current regulations and all previous plan amendments. Subsequent to that restatement, the Plan was amended to comply with all new legislative and regulatory requirements. The Plan was again restated and amended, effective January 1, 2008, to reflect current regulations and all previous plan amendments. The Plan was amended, effective January 1, 2009, to comply with the provisions of the Pension Protection Act of 2006 and other relevant legislation. The Plan was amended, effective January 1, 2010, to comply with the provisions of the Heroes Earnings and Assistance Relief Tax Act of 2008 and the Emergency Economic Stabilization Act of 2008. The restatements and amendments had no effect on plan net assets or participant benefits.

Contributions

Each year, participants may contribute up to 15% of pretax annual compensation, as defined in the Plan. Participants who have attained the age of 50 before the end of the Plan year are eligible to make catch-up contributions. The Companies make safe harbor matching contributions equal to 100% of a participant's deferrals up to 3% of their compensation and 50% of deferrals on the next 2% of compensation. Additional profit sharing amounts may be contributed at the discretion of the Companies. Participants may also contribute amounts representing distributions from other qualified defined benefit or contribution plans. Contributions are subject to limitations.

Participant Accounts

Each participant's account is credited with the participant's contribution and allocations of (a) the Companies' contribution and (b) Plan earnings, and charged with an allocation of 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.

Payment of Benefits

The vested portion of a participant's account becomes payable upon death, disability, retirement or termination of service for any other reason. Participants may choose to receive vested account balances either as a lump sum amount or in installments.

In-service distributions of vested balances may be made to a participant who has not separated from service provided the participant has attained age 59 ½. Involuntary distributions of amounts less than \$5,000 are permitted under the Plan, but such distributions greater than \$1,000 must be directly rolled over to an individual retirement account set up by the plan administrator for the benefit of the participant. In-service hardship withdrawals of participant balances are not permitted under the Plan.

Rockne's Inc 401(k) Profit Sharing Plan & Trust
Notes to Financial Statements
December 31, 2008, 2007, 2006, 2005, 2004 and 2003

Vesting

Participants are immediately vested in their voluntary contributions and the Companies' safe harbor matching contributions, plus actual earnings thereon. In the event of termination of employment for reasons other than normal retirement, death or disability, a participant shall have a vested right in the Companies' pre-2003 matching and profit sharing contributions based on the participant's years of service with the Companies. Participants vest 20% per calendar year of service after the first calendar year of service and are 100% vested after six years of service.

Forfeited Accounts

Forfeited nonvested accounts are to be allocated to the individual accounts of each qualifying participant in the ratio of each participant's compensation for the plan year to the total compensation of all participants for such plan year. At December 31, 2008, 2007, 2006, 2005 and 2004, there were \$-0-, \$11, \$10, \$10 and \$9, respectively, of forfeited nonvested accounts in the Plan. During the years ended December 31, 2008, 2007, 2006, 2005 and 2004, forfeited nonvested accounts totaling \$11, \$-0-, \$-0-, \$-0- and \$-0-, respectively, were allocated to qualifying participants.

Notes Receivable from Participants

Participants may borrow from their accounts a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 reduced by the highest outstanding balance of plan loans during the preceding one year period, or 50% of their vested account balance. Participants may only have one loan outstanding from the Plan at one time. Repayments must be amortized in level payments, not less frequently than quarterly, over a period not extending beyond five years from the date of the loan. A loan is not subject to the five-year repayment requirement if it is used to buy a principal residence. The loans are secured by the balance in the participant's account and bear interest rates that range from 6% to 8.5% at December 31, 2008, 5% to 9.25% at December 31, 2007, 5% to 8.5% at December 31, 2006, 5% to 6% at December 31, 2005, and 5% to 6% at December 31, 2004, which are commensurate with local prevailing rates as determined by the plan administrator.

Investment Options

Upon enrollment in the Plan, a participant may direct all contributions to any of the investment options available to them through Merrill Lynch Pierce, Fenner & Smith, Inc.

Administrative Expenses

Certain administrative functions are performed by officers or employees of the Companies. No such officer or employee received compensation from the Plan. Certain administrative expenses of the Plan, including legal and audit fees, have been paid by the Companies and are, therefore, not expenses of the Plan. The Plan pays fees related to the management of participating accounts.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Accounting Pronouncements

In September 2006, FASB Statement No. 157, *Fair Value Measurements*, was issued and is effective for fiscal years beginning after November 15, 2007. FASB Statement No. 157 defines fair value, establishes a framework for measuring fair value and expands disclosures about fair value measurements. The Companies adopted FASB Statement No. 157 as of January 1, 2008. See Note 4 for the impact that adopting FASB Statement No. 157 had on the Plan.

Rockne's Inc 401(k) Profit Sharing Plan & Trust
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In September 2010, the FASB issued ASU No. 2010-25, *Reporting Loans to Participants by Defined Contribution Pension Plans*. The ASU 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 rather than fair value. The ASU is effective for fiscal years ending after December 15, 2010, with early adoption permitted. The Plan retrospectively adopted the new pronouncement for all Plan years presented, reclassifying participant loans as noted. Adoption did not have a material effect on the Plan's net assets available for benefits or its changes in net assets available for benefits.

Basis of Accounting

The accompanying financial statements have been prepared on the modified cash basis of accounting, which is a comprehensive basis of accounting other than accounting principles generally accepted in the United States of America. Investments are reported at current values. All other transactions are reported on a cash basis.

Investment contracts held by a defined-contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined-contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the plan. The Plan did not hold any qualifying investment contracts for any of the periods presented.

Investment Valuation and Income Recognition

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 4 for a discussion of fair value measurements.

Purchases and sales of investment securities are recorded on a trade-date basis. Interest and dividend income are recorded on the cash basis. Dividends are recorded on the ex-dividend date. Net appreciation or depreciation 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 participant loans are reclassified as distributions based upon the terms of the Plan document.

Payment of Benefits

Benefits are recorded when paid.

Use of Estimates

The preparation of financial statements in conformity with the modified cash basis of accounting requires Plan management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Subsequent Events

The Plan has evaluated subsequent events through January 30, 2012, the date the financial statements were available to be issued.

Rockne's Inc 401(k) Profit Sharing Plan & Trust
Notes to Financial Statements
December 31, 2008, 2007, 2006, 2005, 2004 and 2003

3. INVESTMENTS

Investments held by the Plan as of December 31, 2008, 2007, 2006, 2005, 2004 and 2003, including separate identification of investments that represent 5% or more of the Plan's net assets, are summarized as follows:

	<u>2008</u>	<u>2007</u>	<u>2006</u>
BlackRock Basic Value Inv A	\$ 83,645	\$ 149,430	\$ **
BlackRock Basic Value Fund B	**	**	137,732
BlackRock Total Return Inv A	27,989	27,971	**
BlackRock Fundamental Growth Inv A	37,993	96,405	**
BlackRock Fundamental Growth Fund B	**	**	75,307
BlackRock Value Opportunities Inv A	31,626	46,694	**
BlackRock Value Opportunities Fund B	**	**	44,398
BlackRock Global Allocation Inv A	45,113	54,586	**
BlackRock Global Allocation Fund B	**	**	40,763
Merrill Lynch Ready Assets Trust	225,152	173,803	153,029
Merrill Lynch Basic Value Fund B	**	**	**
Merrill Lynch Bond Fund B	**	**	**
Merrill Lynch Fundamental Growth Fund B	**	**	**
Merrill Lynch Value Opportunities Fund B	**	**	**
Merrill Lynch Global Allocation Fund B	**	**	**
Other (less than 5%)	<u>64,563</u>	<u>76,382</u>	<u>77,167</u>
Total investments	<u>\$ 516,081</u>	<u>\$ 625,271</u>	<u>\$ 528,396</u>

	<u>2005</u>	<u>2004</u>	<u>(Compiled)</u> <u>2003</u>
BlackRock Basic Value Inv A	\$ **	\$ **	\$ **
BlackRock Basic Value Fund B	**	**	**
BlackRock Total Return Inv A	**	**	**
BlackRock Fundamental Growth Inv A	**	**	**
BlackRock Fundamental Growth Fund B	**	**	**
BlackRock Value Opportunities Inv A	**	**	**
BlackRock Value Opportunities Fund B	**	**	**
BlackRock Global Allocation Inv A	**	**	**
BlackRock Global Allocation Fund B	**	**	**
Merrill Lynch Ready Assets Trust	159,000	150,012	172,008
Merrill Lynch Basic Value Fund B	106,940	64,000	64,956
Merrill Lynch Bond Fund B	26,445	40,224	40,106
Merrill Lynch Fundamental Growth Fund B	74,657	69,975	67,325
Merrill Lynch Value Opportunities Fund B	36,141	30,313	37,851
Merrill Lynch Global Allocation Fund B	45,509	50,703	45,542
Other (less than 5%)	<u>39,225</u>	<u>26,085</u>	<u>15,321</u>
Total investments	<u>\$ 487,917</u>	<u>\$ 431,312</u>	<u>\$ 443,109</u>

** - investment did not exceed 5% for the respective year.

During the years ended December 31, 2008, 2007, 2006, 2005 and 2004, the Plan's investments (including investments bought, sold and held during the year) appreciated/(depreciated) in value by \$(169,646), \$(8,796), \$13,792, \$3,285 and \$13,733, respectively. All of the appreciation/(depreciation) for each of respective years was fully attributable to registered investment companies.

Rockne's Inc 401(k) Profit Sharing Plan & Trust
Notes to Financial Statements
December 31, 2008, 2007, 2006, 2005, 2004 and 2003

4. FAIR VALUE MEASUREMENTS

FASB Statement No. 157, *Fair Value Measurements*, establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy under FASB Statement No. 157 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 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 December 31, 2008 and prior periods.

Registered investment companies (e.g. mutual funds): Valued at the net asset value (NAV) of shares held by the Plan at year end.

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

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2008:

Assets at Fair Value as of December 31, 2008

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Totals</u>
Registered investment companies	\$ 516,081	\$ -	\$ -	\$ 516,081
Total assets at fair value	\$ 516,081	\$ -	\$ -	\$ 516,081

Rockne's Inc 401(k) Profit Sharing Plan & Trust
Notes to Financial Statements
December 31, 2008, 2007, 2006, 2005, 2004 and 2003

5. RISKS AND UNCERTAINTIES

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

6. PLAN TERMINATION

The Companies have the right under the Plan to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants will become 100% vested in their employer contributions. See the Subsequent Events note for further information regarding Plan termination.

7. RELATED PARTY TRANSACTIONS

Certain Plan investments as of December 31, 2008, 2007, 2006, 2005, 2004 and 2003 were shares of registered investment companies that were managed by an affiliate of Merrill Lynch Pierce, Fenner & Smith, the Plan's custodian. Therefore, these transactions qualify as party-in-interest transactions.

Notes receivable from participants totaling \$3,010, \$9,122, \$10,687, \$10,683, \$6,871 and \$5,749 as of December 31, 2008, 2007, 2006, 2005, 2004 and 2003, respectively, are considered party-in-interest transactions. Interest income pertaining to notes receivable from participants totaled \$297, \$394, \$482, \$392 and \$443 for the years ended December 31, 2008, 2007, 2006, 2005 and 2004.

8. TAX STATUS

The Plan has adopted a prototype plan document to which the Internal Revenue Service has issued an opinion letter dated March 31, 2008, in which the Internal Revenue Service stated that the prototype, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code. The prototype has been amended since issuance of the most recent opinion letter. The Plan has not requested an individual determination letter from the Internal Revenue Service. However, the plan administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code and intends to take corrective action for any identified deficiencies. Therefore, the plan administrator believes that the Plan is qualified and the related trust is tax-exempt.

9. NONEXEMPT PROHIBITED TRANSACTIONS

During the years ended December 31, 2008, 2007 and 2006, the Companies failed to remit, on certain occasions, participant contributions and loan repayments totaling \$70,090 as soon as administratively feasible after being withheld from participants, thus constituting nonexempt prohibited transactions between the Plan and the Companies. All of the identified delinquent contributions and loan repayments for 2008, 2007 and 2006 were deposited into the Plan by January 2009. The Plan is in the process of calculating lost earnings and correcting these nonexempt prohibited transactions. See the Subsequent Events note for further information regarding nonexempt prohibited transactions.

10. DELINQUENT FILER VOLUNTARY COMPLIANCE PROGRAM

The Plan is in the process of voluntarily filing delinquent Forms 5500 from plan years 2000 and 2002 through 2008 under the DOL's Delinquent Filer Voluntary Compliance Program (DFVCP).

Rockne's Inc 401(k) Profit Sharing Plan & Trust
Notes to Financial Statements
December 31, 2008, 2007, 2006, 2005, 2004 and 2003

11. SUBSEQUENT EVENTS

On certain occasions during 2009, 2010 and 2011, the Companies failed to remit participant contributions and loan repayments totaling \$84,584 as soon as administratively feasible after being withheld from participants, thus constituting additional nonexempt prohibited transactions between the Plan and the Companies. All of the identified delinquent contributions and loan repayments for 2009, 2010 and 2011 have been deposited into the Plan. The Plan is in the process of calculating lost earnings and correcting the nonexempt prohibited transactions from the years 2006 through 2011.

During 2010, the Plan made an erroneous distribution of \$9,574 to a party-in-interest in conjunction with a non-distributable event, thus constituting a nonexempt prohibited transaction between the Plan and the party-in-interest, specifically a transfer to, or use by or for the benefit of, a party-in-interest, of income or assets of the Plan. The ineligible distribution was repaid to the Plan by the party-in-interest in 2011.

The Plan received a Notice of Rejection dated March 23, 2011 from the U.S. Department of Labor ("DOL") informing the Plan that its 2009 Form 5500 annual report was rejected because a report of an Independent Qualified Public Accountant, along with audited financial statements and accompanying footnotes, was not attached to the filing, as required. The Plan subsequently received a Notice of Intent to Assess a Penalty dated June 13, 2011 from the DOL because the Plan had not satisfactorily responded to the DOL's request in the Notice of Rejection. The Plan subsequently filed an amended 2009 Form 5500 and received a Notice of Determination of Reasonable Cause dated September 26, 2011 from the DOL stating that the amended 2009 annual report was satisfactory. The DOL assessed a penalty, citing a failure to originally file an acceptable annual report, failure to timely correct the original filing and a failure to maintain adequate internal controls.

On January 1, 2012, the Board of Directors of Rockne's, Inc., the Plan Sponsor, approved a resolution to terminate the Plan, effective January 31, 2012. The Plan was formally amended January 27, 2012 to discontinue the safe-harbor matching provision, effective January 31, 2012. Final distributions will be determined based on all participants being 100% vested, and will be made as soon as possible after the termination date.

Rockne's Inc 401(k) Profit Sharing Plan & Trust
Schedule H, line 4i - Schedule of Assets (Held at End of Year)
Sponsor FEIN 34-1718877, Plan No. 001
December 31, 2008

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(e) Current Value
	BlackRock Basic Value Inv B	Registered Investment Company (31 shares)	\$ 547
	BlackRock Total Return Inv B	Registered Investment Company (6 shares)	61
*	Merrill Lynch Ready Assets Trust	Registered Investment Company (225,152 shares)	225,152
	BlackRock Large Cap Core Inv B	Registered Investment Company (79 shares)	608
	BlackRock Government Income Inv B1	Registered Investment Company (3 shares)	34
	BlackRock Basic Value Inv A	Registered Investment Company (4,657 shares)	83,645
	BlackRock International Inv A	Registered Investment Company (1,551 shares)	12,732
	BlackRock Total Return Inv A	Registered Investment Company (2,906 shares)	27,989
	BlackRock Fundamental Growth Inv A	Registered Investment Company (2,679 shares)	37,993
	BlackRock Large Cap Core Inv A	Registered Investment Company (1,353 shares)	11,177
	BlackRock Government Income Inv A	Registered Investment Company (1,521 shares)	16,408
	BlackRock Large Cap Value Inv A	Registered Investment Company (1,268 shares)	14,939
	BlackRock Small Cap Growth II Inv A	Registered Investment Company (968 shares)	8,057
	BlackRock Value Opportunities Inv A	Registered Investment Company (2,708 shares)	31,626
	BlackRock Global Allocation Inv A	Registered Investment Company (3,014 shares)	45,113
	Subtotal - Registered Investment Companies		516,081
*	Participant Loans	6.00% to 8.50% notes receivable; collateralized by participant accounts	3,010
	Total		\$ 519,091

* - represents a party-in-interest

The accompanying notes are an integral part of this schedule.

Rockne's Inc 401(k) Profit Sharing Plan & Trust
Schedule H, line 4i - Schedule of Assets (Held at End of Year)
Sponsor FEIN 34-1718877, Plan No. 001
December 31, 2007

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(e) Current Value
	BlackRock Basic Value Inv B	Registered Investment Company (31 shares)	\$ 903
	BlackRock Total Return Inv B	Registered Investment Company (6 shares)	70
*	Merrill Lynch Ready Assets Trust	Registered Investment Company (173,803 shares)	173,803
	BlackRock Large Cap Core Inv B	Registered Investment Company (79 shares)	981
	BlackRock Government Income Inv B1	Registered Investment Company (3 shares)	32
	BlackRock Basic Value Inv A	Registered Investment Company (5,040 shares)	149,430
	BlackRock International Inv A	Registered Investment Company (1,291 shares)	18,981
	BlackRock Total Return Inv A	Registered Investment Company (2,434 shares)	27,971
	BlackRock Fundamental Growth Inv A	Registered Investment Company (4,134 shares)	96,405
	BlackRock Large Cap Core Inv A	Registered Investment Company (1,054 shares)	13,920
	BlackRock Government Income Inv A	Registered Investment Company (1,300 shares)	13,871
	BlackRock Large Cap Value Inv A	Registered Investment Company (1,055 shares)	19,479
	BlackRock Small Cap Growth II Inv A	Registered Investment Company (577 shares)	8,145
	BlackRock Value Opportunities Inv A	Registered Investment Company (2,309 shares)	46,694
	BlackRock Global Allocation Inv A	Registered Investment Company (2,760 shares)	54,586
	Subtotal - Registered Investment Companies		625,271
*	Participant Loans	5.00% to 9.25% notes receivable; collateralized by participant accounts	9,122
	Total		\$ 634,393

* - represents a party-in-interest

The accompanying notes are an integral part of this schedule.

Rockne's Inc 401(k) Profit Sharing Plan & Trust
Schedule H, line 4i - Schedule of Assets (Held at End of Year)
Sponsor FEIN 34-1718877, Plan No. 001
December 31, 2006

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(e) Current Value
	BlackRock Basic Value Fund B	Registered Investment Company (4,225 shares)	\$ 137,732
	BlackRock Bond Fund B	Registered Investment Company (2,135 shares)	24,575
*	Merrill Lynch Ready Assets Trust	Registered Investment Company (153,029 shares)	153,029
	BlackRock International Fund B	Registered Investment Company (1,117 shares)	14,199
	BlackRock Fundamental Growth Fund B	Registered Investment Company (4,255 shares)	75,307
	BlackRock Large Cap Core Fund B	Registered Investment Company (468 shares)	6,230
	BlackRock Government Income Portfolio B1	Registered Investment Company (1,132 shares)	12,154
	BlackRock Large Cap Value Fund B	Registered Investment Company (848 shares)	15,254
	BlackRock Small Cap Growth Fund B	Registered Investment Company (345 shares)	4,755
	BlackRock Value Opportunities Fund B	Registered Investment Company (2,066 shares)	44,398
	BlackRock Global Allocation Fund B	Registered Investment Company (2,293 shares)	40,763
	Subtotal - Registered Investment Companies		528,396
*	Participant Loans	5.00% to 8.50% notes receivable; collateralized by participant accounts	10,687
	Total		\$ 539,083

* - represents a party-in-interest

The accompanying notes are an integral part of this schedule.

Rockne's Inc 401(k) Profit Sharing Plan & Trust
Schedule H, line 4i - Schedule of Assets (Held at End of Year)
Sponsor FEIN 34-1718877, Plan No. 001
December 31, 2005

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(e) Current Value
*	Merrill Lynch Basic Value Fund B	Registered Investment Company (3,519 shares)	\$ 106,940
*	Merrill Lynch Bond Fund B	Registered Investment Company (2,288 shares)	26,445
*	Merrill Lynch Ready Assets Trust	Registered Investment Company (159,000 shares)	159,000
*	Merrill Lynch International Fund B	Registered Investment Company (888 shares)	9,724
*	Merrill Lynch Fundamental Growth Fund B	Registered Investment Company (4,341 shares)	74,657
*	Merrill Lynch Large Cap Core Fund B	Registered Investment Company (342 shares)	4,262
*	Merrill Lynch U.S. Government Mortgage Fund B	Registered Investment Company (1,385 shares)	13,950
*	Merrill Lynch Large Cap Value Fund B	Registered Investment Company (526 shares)	8,513
*	Merrill Lynch Small Cap Growth Fund B	Registered Investment Company (201 shares)	2,776
*	Merrill Lynch Value Opportunities Fund B	Registered Investment Company (1,565 shares)	36,141
*	Merrill Lynch Global Allocation Fund B	Registered Investment Company (2,746 shares)	45,509
			Subtotal - Registered Investment Companies
			487,917
*	Participant Loans	5.00% to 6.00% notes receivable; collateralized by participant accounts	
			10,683
			Total
			\$ 498,600

* - represents a party-in-interest

The accompanying notes are an integral part of this schedule.

Rockne's Inc 401(k) Profit Sharing Plan & Trust
Schedule H, line 4i - Schedule of Assets (Held at End of Year)
Sponsor FEIN 34-1718877, Plan No. 001
December 31, 2004

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(e) Current Value
*	Merrill Lynch Basic Value Fund B	Registered Investment Company (2,054 shares)	\$ 64,000
*	Merrill Lynch Bond Fund B	Registered Investment Company (3,409 shares)	40,224
*	Merrill Lynch Ready Assets Trust	Registered Investment Company (150,012 shares)	150,012
*	Merrill Lynch International Fund B	Registered Investment Company (447 shares)	4,411
*	Merrill Lynch Fundamental Growth Fund B	Registered Investment Company (4,404 shares)	69,975
*	Merrill Lynch Large Cap Core Fund B	Registered Investment Company (94 shares)	1,100
*	Merrill Lynch U.S. Government Mortgage Fund B	Registered Investment Company (1,352 shares)	13,887
*	Merrill Lynch Large Cap Value Fund B	Registered Investment Company (370 shares)	5,475
*	Merrill Lynch Small Cap Growth Fund B	Registered Investment Company (98 shares)	1,212
*	Merrill Lynch Value Opportunities Fund B	Registered Investment Company (1,228 shares)	30,313
*	Merrill Lynch Global Allocation Fund B	Registered Investment Company (3,136 shares)	50,703
			<u>431,312</u>
			Subtotal - Registered Investment Companies
*	Participant Loans	5.00% to 6.00% notes receivable; collateralized by participant accounts	<u>6,871</u>
			<u>\$ 438,183</u>
			Total

* - represents a party-in-interest

The accompanying notes are an integral part of this schedule.

Rockne's Inc 401(k) Profit Sharing Plan & Trust
Schedule H, line 4a - Schedule of Delinquent Participant Contributions and Loan Repayments
Sponsor FEIN 31-1718877, Plan No. 001
December 31, 2008, 2007, 2006, 2005 and 2004

Month	Participant Contributions and Loan Repayments Transferred Late to Plan	Total that Constitute Nonexempt Prohibited Transactions			Total Fully Corrected Under VFCP and PTE 2002-51
		Not Corrected	Corrected Outside VFCP	Pending Correction in VFCP	
January, 2006	\$ 1,957	\$ 1,957	\$ -	\$ -	\$ -
February, 2006	1,967	1,967	-	-	-
March, 2006	983	983	-	-	-
May, 2006	497	497	-	-	-
January, 2007	669	669	-	-	-
February, 2007	1,222	1,222	-	-	-
March, 2007	652	652	-	-	-
April, 2007	3,258	3,258	-	-	-
May, 2007	263	263	-	-	-
June, 2007	1,000	1,000	-	-	-
July, 2007	2,106	2,106	-	-	-
August, 2007	2,454	2,454	-	-	-
September, 2007	3,292	3,292	-	-	-
October, 2007	1,726	1,726	-	-	-
November, 2007	3,410	3,410	-	-	-
December, 2007	2,593	2,593	-	-	-
January, 2008	3,261	3,261	-	-	-
February, 2008	3,614	3,614	-	-	-
March, 2008	2,774	2,774	-	-	-
April, 2008	3,757	3,757	-	-	-
May, 2008	4,702	4,702	-	-	-
June, 2008	3,668	3,668	-	-	-
July, 2008	4,282	4,282	-	-	-
August, 2008	3,362	3,362	-	-	-
September, 2008	1,778	1,778	-	-	-
October, 2008	4,312	4,312	-	-	-
November, 2008	3,212	3,212	-	-	-
December, 2008	3,319	3,319	-	-	-
Totals	<u>\$ 70,090</u>	<u>\$ 70,090</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>

The accompanying notes are an integral part of this schedule.

**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 sections 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.

Official Use Only

OMB No. 1210-0110

2008

This Form is Open to
Public Inspection.

For calendar year 2008 or fiscal plan year beginning _____ and ending _____

A Name of plan ROCKNES INC 401(K) PROFIT SHARING PLAN & TRUST	B Three-digit plan number 001
C Plan sponsor's name as shown on line 2a of Form 5500 ROCKNE'S INC	D Employer Identification Number 34-1718877

Part II Distributions

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

- 1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions. 1 \$
- 2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the plan year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits). 16-1470238
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 III Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part)

- 4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? ☐ Yes ☐ No ☒ N/A
If the plan is a defined benefit plan, go to line 7.
- 5 If a waiver of the minimum funding standard for a prior plan year is being amortized in this plan year, see instructions, and enter the date of the ruling letter granting the waiver 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.
- 6a 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 7 and 8 and complete line 9.
- 7 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

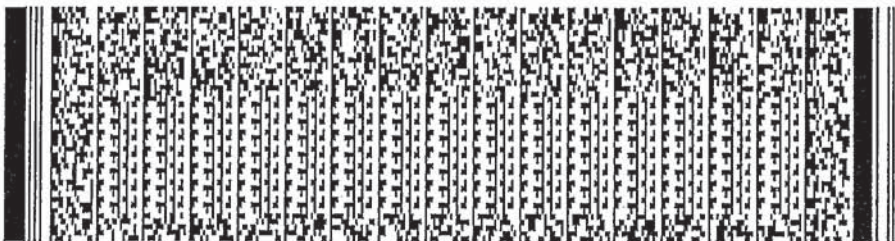
Part III Amendments

- 8 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. (See instructions.) ☐ Increase ☐ Decrease ☐ No

Part IV Coverage (See instructions.)

- 9 Check the box for the test this plan used to satisfy the coverage requirements ☐ ratio percentage test ☐ average benefit test

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500. v11.3 Schedule R (Form 5500) 2008



002976 - 280741 - 0049-0502 - ROCKNES INC

SCHEDULE H, LINE 3a

ROCKNE'S INC 401(K) PROFIT SHARING PLAN & TRUST

SPONSOR FEIN 34-1718877, PLAN NO. 001

**FINANCIAL STATEMENTS
AND SUPPLEMENTAL INFORMATION**

**As of December 31, 2008, 2007, 2006, 2005, 2004 and 2003, and
For the Years Ended December 31, 2008, 2007, 2006, 2005 and 2004**

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INDEPENDENT AUDITOR'S REPORT

To the Plan Administrator and Plan Participants of
Rockne's Inc 401(k) Profit Sharing Plan & Trust:

We have audited the accompanying statements of net assets available for benefits - modified cash basis of Rockne's Inc 401(k) Profit Sharing Plan & Trust as of December 31, 2008, 2007, 2006, 2005 and 2004, and the related statements of changes in net assets available for benefits - modified cash basis for the years then ended. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

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

As described in Note 2, the financial statements and supplemental schedules have been prepared on a modified cash basis of accounting, which is a comprehensive basis of accounting other than accounting principles generally accepted in the United States of America.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of Rockne's Inc 401(k) Profit Sharing Plan & Trust as of December 31, 2008, 2007, 2006, 2005 and 2004, and the changes in net assets available for benefits for the years then ended on the basis of accounting described in Note 2.

Our audits were conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental schedules on pages 11 through 16, together referred to as "supplemental information," are presented for the purpose of additional analysis and are not a required part of the basic financial statements, but are supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. This supplemental information is the responsibility of the Plan's management. The supplemental information has been subjected to the auditing procedures applied in the audits of the basic financial statements and, in our opinion, are fairly stated in all material respects in relation to the basic financial statements taken as a whole.

We have compiled the accompanying statement of net assets available for benefits - modified cash basis of Rockne's Inc 401(k) Profit Sharing Plan & Trust as of December 31, 2003, in accordance with Statements on Standards for Accounting and Review Services issued by the American Institute of Certified Public Accountants.

A compilation is limited to presenting in the form of financial statements information that is the representation of management. We have not audited or reviewed the accompanying statement of net assets available for benefits - modified cash basis and, accordingly, do not express an opinion or any other form of assurance on it.

Akron, Ohio
January 30, 2012

Rockne's Inc 401(k) Profit Sharing Plan & Trust
Statements of Net Assets Available for Benefits - Modified Cash Basis
December 31, 2008, 2007, 2006, 2005, 2004 and 2003

	<u>2008</u>	<u>2007</u>	<u>2006</u>	<u>2005</u>	<u>2004</u>	<u>(Compiled) 2003</u>
Assets:						
Investments, at fair value:						
Registered investment companies	\$516,081	\$625,271	\$528,396	\$487,917	\$431,312	\$443,109
Receivables:						
Notes receivable from participants	<u>3,010</u>	<u>9,122</u>	<u>10,687</u>	<u>10,683</u>	<u>6,871</u>	<u>5,749</u>
Net assets available for benefits	<u><u>\$519,091</u></u>	<u><u>\$634,393</u></u>	<u><u>\$539,083</u></u>	<u><u>\$498,600</u></u>	<u><u>\$438,183</u></u>	<u><u>\$448,858</u></u>

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

Rockne's Inc 401(k) Profit Sharing Plan & Trust
Statements of Changes in Net Assets Available for Benefits - Modified Cash Basis
For the Years Ended December 31, 2008, 2007, 2006, 2005 and 2004

	<u>2008</u>	<u>2007</u>	<u>2006</u>	<u>2005</u>	<u>2004</u>
Additions to net assets attributed to:					
Investment income:					
Net appreciation (depreciation) in fair value of investments	\$ (169,646)	\$ (8,796)	\$ 13,792	\$ 3,285	\$ 13,733
Interest and dividends	<u>15,076</u>	<u>42,474</u>	<u>33,446</u>	<u>19,258</u>	<u>10,155</u>
Total investment income (loss)	<u>(154,570)</u>	<u>33,678</u>	<u>47,238</u>	<u>22,543</u>	<u>23,888</u>
Interest income on notes receivable from participants	<u>297</u>	<u>394</u>	<u>482</u>	<u>392</u>	<u>443</u>
Contributions:					
Employer matching contributions	24,954	24,907	20,920	20,121	20,453
Participant elective deferrals	<u>39,395</u>	<u>37,277</u>	<u>33,534</u>	<u>35,864</u>	<u>33,834</u>
Total contributions	<u>64,349</u>	<u>62,184</u>	<u>54,454</u>	<u>55,985</u>	<u>54,287</u>
Total additions	<u>(89,924)</u>	<u>96,256</u>	<u>102,174</u>	<u>78,920</u>	<u>78,618</u>
Deductions from net assets attributed to:					
Benefits paid to participants	21,507	946	61,691	18,503	86,811
Deemed distributions	<u>3,871</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>2,482</u>
Total deductions	<u>25,378</u>	<u>946</u>	<u>61,691</u>	<u>18,503</u>	<u>89,293</u>
Net increase (decrease)	(115,302)	95,310	40,483	60,417	(10,675)
Net assets available for benefits:					
Beginning of year	<u>634,393</u>	<u>539,083</u>	<u>498,600</u>	<u>438,183</u>	<u>448,858</u>
End of year	<u><u>\$ 519,091</u></u>	<u><u>\$ 634,393</u></u>	<u><u>\$ 539,083</u></u>	<u><u>\$ 498,600</u></u>	<u><u>\$ 438,183</u></u>

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

Rockne's Inc 401(k) Profit Sharing Plan & Trust
Notes to Financial Statements
December 31, 2008, 2007, 2006, 2005, 2004 and 2003

1. DESCRIPTION OF PLAN

The following description of the Rockne's Inc 401(k) Profit Sharing Plan & Trust ("Plan") provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

General

Rockne's, Inc. established the Rockne's Inc 401(k) Profit Sharing Plan & Trust, effective February 1, 1995. The Plan operates in accordance with Section 401(k) of the Internal Revenue Code. The Plan is a defined contribution plan covering substantially all employees of Rockne's Inc. and subsidiaries ("Companies"). To be eligible, employees must attain the age of 21 and have completed one year of service, as defined in the Plan. The Plan allows employees to enter the Plan the first day of January or July following the date on which the employee completes the eligibility requirements. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA), as amended.

The Plan was restated and amended, effective November 3, 2004, to reflect current regulations and all previous plan amendments. Subsequent to that restatement, the Plan was amended to comply with all new legislative and regulatory requirements. The Plan was again restated and amended, effective January 1, 2008, to reflect current regulations and all previous plan amendments. The Plan was amended, effective January 1, 2009, to comply with the provisions of the Pension Protection Act of 2006 and other relevant legislation. The Plan was amended, effective January 1, 2010, to comply with the provisions of the Heroes Earnings and Assistance Relief Tax Act of 2008 and the Emergency Economic Stabilization Act of 2008. The restatements and amendments had no effect on plan net assets or participant benefits.

Contributions

Each year, participants may contribute up to 15% of pretax annual compensation, as defined in the Plan. Participants who have attained the age of 50 before the end of the Plan year are eligible to make catch-up contributions. The Companies make safe harbor matching contributions equal to 100% of a participant's deferrals up to 3% of their compensation and 50% of deferrals on the next 2% of compensation. Additional profit sharing amounts may be contributed at the discretion of the Companies. Participants may also contribute amounts representing distributions from other qualified defined benefit or contribution plans. Contributions are subject to limitations.

Participant Accounts

Each participant's account is credited with the participant's contribution and allocations of (a) the Companies' contribution and (b) Plan earnings, and charged with an allocation of 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.

Payment of Benefits

The vested portion of a participant's account becomes payable upon death, disability, retirement or termination of service for any other reason. Participants may choose to receive vested account balances either as a lump sum amount or in installments.

In-service distributions of vested balances may be made to a participant who has not separated from service provided the participant has attained age 59 ½. Involuntary distributions of amounts less than \$5,000 are permitted under the Plan, but such distributions greater than \$1,000 must be directly rolled over to an individual retirement account set up by the plan administrator for the benefit of the participant. In-service hardship withdrawals of participant balances are not permitted under the Plan.

Rockne's Inc 401(k) Profit Sharing Plan & Trust
Notes to Financial Statements
December 31, 2008, 2007, 2006, 2005, 2004 and 2003

Vesting

Participants are immediately vested in their voluntary contributions and the Companies' safe harbor matching contributions, plus actual earnings thereon. In the event of termination of employment for reasons other than normal retirement, death or disability, a participant shall have a vested right in the Companies' pre-2003 matching and profit sharing contributions based on the participant's years of service with the Companies. Participants vest 20% per calendar year of service after the first calendar year of service and are 100% vested after six years of service.

Forfeited Accounts

Forfeited nonvested accounts are to be allocated to the individual accounts of each qualifying participant in the ratio of each participant's compensation for the plan year to the total compensation of all participants for such plan year. At December 31, 2008, 2007, 2006, 2005 and 2004, there were \$-0-, \$11, \$10, \$10 and \$9, respectively, of forfeited nonvested accounts in the Plan. During the years ended December 31, 2008, 2007, 2006, 2005 and 2004, forfeited nonvested accounts totaling \$11, \$-0-, \$-0-, \$-0- and \$-0-, respectively, were allocated to qualifying participants.

Notes Receivable from Participants

Participants may borrow from their accounts a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 reduced by the highest outstanding balance of plan loans during the preceding one year period, or 50% of their vested account balance. Participants may only have one loan outstanding from the Plan at one time. Repayments must be amortized in level payments, not less frequently than quarterly, over a period not extending beyond five years from the date of the loan. A loan is not subject to the five-year repayment requirement if it is used to buy a principal residence. The loans are secured by the balance in the participant's account and bear interest rates that range from 6% to 8.5% at December 31, 2008, 5% to 9.25% at December 31, 2007, 5% to 8.5% at December 31, 2006, 5% to 6% at December 31, 2005, and 5% to 6% at December 31, 2004, which are commensurate with local prevailing rates as determined by the plan administrator.

Investment Options

Upon enrollment in the Plan, a participant may direct all contributions to any of the investment options available to them through Merrill Lynch Pierce, Fenner & Smith, Inc.

Administrative Expenses

Certain administrative functions are performed by officers or employees of the Companies. No such officer or employee received compensation from the Plan. Certain administrative expenses of the Plan, including legal and audit fees, have been paid by the Companies and are, therefore, not expenses of the Plan. The Plan pays fees related to the management of participating accounts.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Accounting Pronouncements

In September 2006, FASB Statement No. 157, *Fair Value Measurements*, was issued and is effective for fiscal years beginning after November 15, 2007. FASB Statement No. 157 defines fair value, establishes a framework for measuring fair value and expands disclosures about fair value measurements. The Companies adopted FASB Statement No. 157 as of January 1, 2008. See Note 4 for the impact that adopting FASB Statement No. 157 had on the Plan.

Rockne's Inc 401(k) Profit Sharing Plan & Trust
Notes to Financial Statements
December 31, 2008, 2007, 2006, 2005, 2004 and 2003

In September 2010, the FASB issued ASU No. 2010-25, *Reporting Loans to Participants by Defined Contribution Pension Plans*. The ASU 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 rather than fair value. The ASU is effective for fiscal years ending after December 15, 2010, with early adoption permitted. The Plan retrospectively adopted the new pronouncement for all Plan years presented, reclassifying participant loans as noted. Adoption did not have a material effect on the Plan's net assets available for benefits or its changes in net assets available for benefits.

Basis of Accounting

The accompanying financial statements have been prepared on the modified cash basis of accounting, which is a comprehensive basis of accounting other than accounting principles generally accepted in the United States of America. Investments are reported at current values. All other transactions are reported on a cash basis.

Investment contracts held by a defined-contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined-contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the plan. The Plan did not hold any qualifying investment contracts for any of the periods presented.

Investment Valuation and Income Recognition

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 4 for a discussion of fair value measurements.

Purchases and sales of investment securities are recorded on a trade-date basis. Interest and dividend income are recorded on the cash basis. Dividends are recorded on the ex-dividend date. Net appreciation or depreciation 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 participant loans are reclassified as distributions based upon the terms of the Plan document.

Payment of Benefits

Benefits are recorded when paid.

Use of Estimates

The preparation of financial statements in conformity with the modified cash basis of accounting requires Plan management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Subsequent Events

The Plan has evaluated subsequent events through January 30, 2012, the date the financial statements were available to be issued.

Rockne's Inc 401(k) Profit Sharing Plan & Trust
Notes to Financial Statements
December 31, 2008, 2007, 2006, 2005, 2004 and 2003

3. INVESTMENTS

Investments held by the Plan as of December 31, 2008, 2007, 2006, 2005, 2004 and 2003, including separate identification of investments that represent 5% or more of the Plan's net assets, are summarized as follows:

	<u>2008</u>	<u>2007</u>	<u>2006</u>
BlackRock Basic Value Inv A	\$ 83,645	\$ 149,430	\$ **
BlackRock Basic Value Fund B	**	**	137,732
BlackRock Total Return Inv A	27,989	27,971	**
BlackRock Fundamental Growth Inv A	37,993	96,405	**
BlackRock Fundamental Growth Fund B	**	**	75,307
BlackRock Value Opportunities Inv A	31,626	46,694	**
BlackRock Value Opportunities Fund B	**	**	44,398
BlackRock Global Allocation Inv A	45,113	54,586	**
BlackRock Global Allocation Fund B	**	**	40,763
Merrill Lynch Ready Assets Trust	225,152	173,803	153,029
Merrill Lynch Basic Value Fund B	**	**	**
Merrill Lynch Bond Fund B	**	**	**
Merrill Lynch Fundamental Growth Fund B	**	**	**
Merrill Lynch Value Opportunities Fund B	**	**	**
Merrill Lynch Global Allocation Fund B	**	**	**
Other (less than 5%)	<u>64,563</u>	<u>76,382</u>	<u>77,167</u>
Total investments	<u>\$ 516,081</u>	<u>\$ 625,271</u>	<u>\$ 528,396</u>

	<u>2005</u>	<u>2004</u>	<u>(Compiled)</u> <u>2003</u>
BlackRock Basic Value Inv A	\$ **	\$ **	\$ **
BlackRock Basic Value Fund B	**	**	**
BlackRock Total Return Inv A	**	**	**
BlackRock Fundamental Growth Inv A	**	**	**
BlackRock Fundamental Growth Fund B	**	**	**
BlackRock Value Opportunities Inv A	**	**	**
BlackRock Value Opportunities Fund B	**	**	**
BlackRock Global Allocation Inv A	**	**	**
BlackRock Global Allocation Fund B	**	**	**
Merrill Lynch Ready Assets Trust	159,000	150,012	172,008
Merrill Lynch Basic Value Fund B	106,940	64,000	64,956
Merrill Lynch Bond Fund B	26,445	40,224	40,106
Merrill Lynch Fundamental Growth Fund B	74,657	69,975	67,325
Merrill Lynch Value Opportunities Fund B	36,141	30,313	37,851
Merrill Lynch Global Allocation Fund B	45,509	50,703	45,542
Other (less than 5%)	<u>39,225</u>	<u>26,085</u>	<u>15,321</u>
Total investments	<u>\$ 487,917</u>	<u>\$ 431,312</u>	<u>\$ 443,109</u>

** - investment did not exceed 5% for the respective year.

During the years ended December 31, 2008, 2007, 2006, 2005 and 2004, the Plan's investments (including investments bought, sold and held during the year) appreciated/(depreciated) in value by \$(169,646), \$(8,796), \$13,792, \$3,285 and \$13,733, respectively. All of the appreciation/(depreciation) for each of respective years was fully attributable to registered investment companies.

Rockne's Inc 401(k) Profit Sharing Plan & Trust
Notes to Financial Statements
December 31, 2008, 2007, 2006, 2005, 2004 and 2003

4. FAIR VALUE MEASUREMENTS

FASB Statement No. 157, *Fair Value Measurements*, establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy under FASB Statement No. 157 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 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 December 31, 2008 and prior periods.

Registered investment companies (e.g. mutual funds): Valued at the net asset value (NAV) of shares held by the Plan at year end.

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

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2008:

Assets at Fair Value as of December 31, 2008

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Totals</u>
Registered investment companies	\$ 516,081	\$ -	\$ -	\$ 516,081
Total assets at fair value	\$ 516,081	\$ -	\$ -	\$ 516,081

Rockne's Inc 401(k) Profit Sharing Plan & Trust
Notes to Financial Statements
December 31, 2008, 2007, 2006, 2005, 2004 and 2003

5. RISKS AND UNCERTAINTIES

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

6. PLAN TERMINATION

The Companies have the right under the Plan to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants will become 100% vested in their employer contributions. See the Subsequent Events note for further information regarding Plan termination.

7. RELATED PARTY TRANSACTIONS

Certain Plan investments as of December 31, 2008, 2007, 2006, 2005, 2004 and 2003 were shares of registered investment companies that were managed by an affiliate of Merrill Lynch Pierce, Fenner & Smith, the Plan's custodian. Therefore, these transactions qualify as party-in-interest transactions.

Notes receivable from participants totaling \$3,010, \$9,122, \$10,687, \$10,683, \$6,871 and \$5,749 as of December 31, 2008, 2007, 2006, 2005, 2004 and 2003, respectively, are considered party-in-interest transactions. Interest income pertaining to notes receivable from participants totaled \$297, \$394, \$482, \$392 and \$443 for the years ended December 31, 2008, 2007, 2006, 2005 and 2004.

8. TAX STATUS

The Plan has adopted a prototype plan document to which the Internal Revenue Service has issued an opinion letter dated March 31, 2008, in which the Internal Revenue Service stated that the prototype, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code. The prototype has been amended since issuance of the most recent opinion letter. The Plan has not requested an individual determination letter from the Internal Revenue Service. However, the plan administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code and intends to take corrective action for any identified deficiencies. Therefore, the plan administrator believes that the Plan is qualified and the related trust is tax-exempt.

9. NONEXEMPT PROHIBITED TRANSACTIONS

During the years ended December 31, 2008, 2007 and 2006, the Companies failed to remit, on certain occasions, participant contributions and loan repayments totaling \$70,090 as soon as administratively feasible after being withheld from participants, thus constituting nonexempt prohibited transactions between the Plan and the Companies. All of the identified delinquent contributions and loan repayments for 2008, 2007 and 2006 were deposited into the Plan by January 2009. The Plan is in the process of calculating lost earnings and correcting these nonexempt prohibited transactions. See the Subsequent Events note for further information regarding nonexempt prohibited transactions.

10. DELINQUENT FILER VOLUNTARY COMPLIANCE PROGRAM

The Plan is in the process of voluntarily filing delinquent Forms 5500 from plan years 2000 and 2002 through 2008 under the DOL's Delinquent Filer Voluntary Compliance Program (DFVCP).

Rockne's Inc 401(k) Profit Sharing Plan & Trust
Notes to Financial Statements
December 31, 2008, 2007, 2006, 2005, 2004 and 2003

11. SUBSEQUENT EVENTS

On certain occasions during 2009, 2010 and 2011, the Companies failed to remit participant contributions and loan repayments totaling \$84,584 as soon as administratively feasible after being withheld from participants, thus constituting additional nonexempt prohibited transactions between the Plan and the Companies. All of the identified delinquent contributions and loan repayments for 2009, 2010 and 2011 have been deposited into the Plan. The Plan is in the process of calculating lost earnings and correcting the nonexempt prohibited transactions from the years 2006 through 2011.

During 2010, the Plan made an erroneous distribution of \$9,574 to a party-in-interest in conjunction with a non-distributable event, thus constituting a nonexempt prohibited transaction between the Plan and the party-in-interest, specifically a transfer to, or use by or for the benefit of, a party-in-interest, of income or assets of the Plan. The ineligible distribution was repaid to the Plan by the party-in-interest in 2011.

The Plan received a Notice of Rejection dated March 23, 2011 from the U.S. Department of Labor ("DOL") informing the Plan that its 2009 Form 5500 annual report was rejected because a report of an Independent Qualified Public Accountant, along with audited financial statements and accompanying footnotes, was not attached to the filing, as required. The Plan subsequently received a Notice of Intent to Assess a Penalty dated June 13, 2011 from the DOL because the Plan had not satisfactorily responded to the DOL's request in the Notice of Rejection. The Plan subsequently filed an amended 2009 Form 5500 and received a Notice of Determination of Reasonable Cause dated September 26, 2011 from the DOL stating that the amended 2009 annual report was satisfactory. The DOL assessed a penalty, citing a failure to originally file an acceptable annual report, failure to timely correct the original filing and a failure to maintain adequate internal controls.

On January 1, 2012, the Board of Directors of Rockne's, Inc., the Plan Sponsor, approved a resolution to terminate the Plan, effective January 31, 2012. The Plan was formally amended January 27, 2012 to discontinue the safe-harbor matching provision, effective January 31, 2012. Final distributions will be determined based on all participants being 100% vested, and will be made as soon as possible after the termination date.

Rockne's Inc 401(k) Profit Sharing Plan & Trust
Schedule H, line 4i - Schedule of Assets (Held at End of Year)
Sponsor FEIN 34-1718877, Plan No. 001
December 31, 2008

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(e) Current Value
	BlackRock Basic Value Inv B	Registered Investment Company (31 shares)	\$ 547
	BlackRock Total Return Inv B	Registered Investment Company (6 shares)	61
*	Merrill Lynch Ready Assets Trust	Registered Investment Company (225,152 shares)	225,152
	BlackRock Large Cap Core Inv B	Registered Investment Company (79 shares)	608
	BlackRock Government Income Inv B1	Registered Investment Company (3 shares)	34
	BlackRock Basic Value Inv A	Registered Investment Company (4,657 shares)	83,645
	BlackRock International Inv A	Registered Investment Company (1,551 shares)	12,732
	BlackRock Total Return Inv A	Registered Investment Company (2,906 shares)	27,989
	BlackRock Fundamental Growth Inv A	Registered Investment Company (2,679 shares)	37,993
	BlackRock Large Cap Core Inv A	Registered Investment Company (1,353 shares)	11,177
	BlackRock Government Income Inv A	Registered Investment Company (1,521 shares)	16,408
	BlackRock Large Cap Value Inv A	Registered Investment Company (1,268 shares)	14,939
	BlackRock Small Cap Growth II Inv A	Registered Investment Company (968 shares)	8,057
	BlackRock Value Opportunities Inv A	Registered Investment Company (2,708 shares)	31,626
	BlackRock Global Allocation Inv A	Registered Investment Company (3,014 shares)	45,113
	Subtotal - Registered Investment Companies		516,081
*	Participant Loans	6.00% to 8.50% notes receivable; collateralized by participant accounts	3,010
	Total		\$ 519,091

* - represents a party-in-interest

The accompanying notes are an integral part of this schedule.

Rockne's Inc 401(k) Profit Sharing Plan & Trust
Schedule H, line 4i - Schedule of Assets (Held at End of Year)
Sponsor FEIN 34-1718877, Plan No. 001
December 31, 2007

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(e) Current Value
	BlackRock Basic Value Inv B	Registered Investment Company (31 shares)	\$ 903
	BlackRock Total Return Inv B	Registered Investment Company (6 shares)	70
*	Merrill Lynch Ready Assets Trust	Registered Investment Company (173,803 shares)	173,803
	BlackRock Large Cap Core Inv B	Registered Investment Company (79 shares)	981
	BlackRock Government Income Inv B1	Registered Investment Company (3 shares)	32
	BlackRock Basic Value Inv A	Registered Investment Company (5,040 shares)	149,430
	BlackRock International Inv A	Registered Investment Company (1,291 shares)	18,981
	BlackRock Total Return Inv A	Registered Investment Company (2,434 shares)	27,971
	BlackRock Fundamental Growth Inv A	Registered Investment Company (4,134 shares)	96,405
	BlackRock Large Cap Core Inv A	Registered Investment Company (1,054 shares)	13,920
	BlackRock Government Income Inv A	Registered Investment Company (1,300 shares)	13,871
	BlackRock Large Cap Value Inv A	Registered Investment Company (1,055 shares)	19,479
	BlackRock Small Cap Growth II Inv A	Registered Investment Company (577 shares)	8,145
	BlackRock Value Opportunities Inv A	Registered Investment Company (2,309 shares)	46,694
	BlackRock Global Allocation Inv A	Registered Investment Company (2,760 shares)	54,586
	Subtotal - Registered Investment Companies		625,271
*	Participant Loans	5.00% to 9.25% notes receivable; collateralized by participant accounts	9,122
	Total		\$ 634,393

* - represents a party-in-interest

The accompanying notes are an integral part of this schedule.

Rockne's Inc 401(k) Profit Sharing Plan & Trust
Schedule H, line 4i - Schedule of Assets (Held at End of Year)
Sponsor FEIN 34-1718877, Plan No. 001
December 31, 2006

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(e) Current Value
	BlackRock Basic Value Fund B	Registered Investment Company (4,225 shares)	\$ 137,732
	BlackRock Bond Fund B	Registered Investment Company (2,135 shares)	24,575
*	Merrill Lynch Ready Assets Trust	Registered Investment Company (153,029 shares)	153,029
	BlackRock International Fund B	Registered Investment Company (1,117 shares)	14,199
	BlackRock Fundamental Growth Fund B	Registered Investment Company (4,255 shares)	75,307
	BlackRock Large Cap Core Fund B	Registered Investment Company (468 shares)	6,230
	BlackRock Government Income Portfolio B1	Registered Investment Company (1,132 shares)	12,154
	BlackRock Large Cap Value Fund B	Registered Investment Company (848 shares)	15,254
	BlackRock Small Cap Growth Fund B	Registered Investment Company (345 shares)	4,755
	BlackRock Value Opportunities Fund B	Registered Investment Company (2,066 shares)	44,398
	BlackRock Global Allocation Fund B	Registered Investment Company (2,293 shares)	40,763
	Subtotal - Registered Investment Companies		528,396
*	Participant Loans	5.00% to 8.50% notes receivable; collateralized by participant accounts	10,687
	Total		\$ 539,083

* - represents a party-in-interest

The accompanying notes are an integral part of this schedule.

Rockne's Inc 401(k) Profit Sharing Plan & Trust
Schedule H, line 4i - Schedule of Assets (Held at End of Year)
Sponsor FEIN 34-1718877, Plan No. 001
December 31, 2005

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(e) Current Value
*	Merrill Lynch Basic Value Fund B	Registered Investment Company (3,519 shares)	\$ 106,940
*	Merrill Lynch Bond Fund B	Registered Investment Company (2,288 shares)	26,445
*	Merrill Lynch Ready Assets Trust	Registered Investment Company (159,000 shares)	159,000
*	Merrill Lynch International Fund B	Registered Investment Company (888 shares)	9,724
*	Merrill Lynch Fundamental Growth Fund B	Registered Investment Company (4,341 shares)	74,657
*	Merrill Lynch Large Cap Core Fund B	Registered Investment Company (342 shares)	4,262
*	Merrill Lynch U.S. Government Mortgage Fund B	Registered Investment Company (1,385 shares)	13,950
*	Merrill Lynch Large Cap Value Fund B	Registered Investment Company (526 shares)	8,513
*	Merrill Lynch Small Cap Growth Fund B	Registered Investment Company (201 shares)	2,776
*	Merrill Lynch Value Opportunities Fund B	Registered Investment Company (1,565 shares)	36,141
*	Merrill Lynch Global Allocation Fund B	Registered Investment Company (2,746 shares)	45,509
			Subtotal - Registered Investment Companies 487,917
*	Participant Loans	5.00% to 6.00% notes receivable; collateralized by participant accounts	10,683
			Total \$ 498,600

* - represents a party-in-interest

The accompanying notes are an integral part of this schedule.

Rockne's Inc 401(k) Profit Sharing Plan & Trust
Schedule H, line 4i - Schedule of Assets (Held at End of Year)
Sponsor FEIN 34-1718877, Plan No. 001
December 31, 2004

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(e) Current Value
*	Merrill Lynch Basic Value Fund B	Registered Investment Company (2,054 shares)	\$ 64,000
*	Merrill Lynch Bond Fund B	Registered Investment Company (3,409 shares)	40,224
*	Merrill Lynch Ready Assets Trust	Registered Investment Company (150,012 shares)	150,012
*	Merrill Lynch International Fund B	Registered Investment Company (447 shares)	4,411
*	Merrill Lynch Fundamental Growth Fund B	Registered Investment Company (4,404 shares)	69,975
*	Merrill Lynch Large Cap Core Fund B	Registered Investment Company (94 shares)	1,100
*	Merrill Lynch U.S. Government Mortgage Fund B	Registered Investment Company (1,352 shares)	13,887
*	Merrill Lynch Large Cap Value Fund B	Registered Investment Company (370 shares)	5,475
*	Merrill Lynch Small Cap Growth Fund B	Registered Investment Company (98 shares)	1,212
*	Merrill Lynch Value Opportunities Fund B	Registered Investment Company (1,228 shares)	30,313
*	Merrill Lynch Global Allocation Fund B	Registered Investment Company (3,136 shares)	50,703
			<u>431,312</u>
			Subtotal - Registered Investment Companies
*	Participant Loans	5.00% to 6.00% notes receivable; collateralized by participant accounts	<u>6,871</u>
			<u>\$ 438,183</u>
			Total

* - represents a party-in-interest

The accompanying notes are an integral part of this schedule.

Rockne's Inc 401(k) Profit Sharing Plan & Trust
Schedule H, line 4a - Schedule of Delinquent Participant Contributions and Loan Repayments
Sponsor FEIN 31-1718877, Plan No. 001
December 31, 2008, 2007, 2006, 2005 and 2004

Month	Participant Contributions and Loan Repayments Transferred Late to Plan	Total that Constitute Nonexempt Prohibited Transactions			Total Fully Corrected Under VFCP and PTE 2002-51
		Not Corrected	Corrected Outside VFCP	Pending Correction in VFCP	
January, 2006	\$ 1,957	\$ 1,957	\$ -	\$ -	\$ -
February, 2006	1,967	1,967	-	-	-
March, 2006	983	983	-	-	-
May, 2006	497	497	-	-	-
January, 2007	669	669	-	-	-
February, 2007	1,222	1,222	-	-	-
March, 2007	652	652	-	-	-
April, 2007	3,258	3,258	-	-	-
May, 2007	263	263	-	-	-
June, 2007	1,000	1,000	-	-	-
July, 2007	2,106	2,106	-	-	-
August, 2007	2,454	2,454	-	-	-
September, 2007	3,292	3,292	-	-	-
October, 2007	1,726	1,726	-	-	-
November, 2007	3,410	3,410	-	-	-
December, 2007	2,593	2,593	-	-	-
January, 2008	3,261	3,261	-	-	-
February, 2008	3,614	3,614	-	-	-
March, 2008	2,774	2,774	-	-	-
April, 2008	3,757	3,757	-	-	-
May, 2008	4,702	4,702	-	-	-
June, 2008	3,668	3,668	-	-	-
July, 2008	4,282	4,282	-	-	-
August, 2008	3,362	3,362	-	-	-
September, 2008	1,778	1,778	-	-	-
October, 2008	4,312	4,312	-	-	-
November, 2008	3,212	3,212	-	-	-
December, 2008	3,319	3,319	-	-	-
Totals	<u>\$ 70,090</u>	<u>\$ 70,090</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>

The accompanying notes are an integral part of this schedule.

Form 5500Department of the Treasury
Internal Revenue ServiceDepartment 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), 6057(b), and 6058(a) of the Internal Revenue Code (the Code).

▶ **Complete all entries in accordance with
the instructions to the Form 5500.**OMB Nos. 1210-0110
1210-0089**2011****This Form is Open to Public
Inspection****Part I Annual Report Identification Information**For calendar plan year 2011 or fiscal plan year beginning 01/01/2008 and ending 12/31/2008

- 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 ROCKNES INC 401K PROFIT SHARING PLAN & TRUST	1b Three-digit plan number (PN) ▶ <u>001</u>
	1c Effective date of plan <u>02/01/1995</u>
2a Plan sponsor's name and address, including room or suite number (Employer, if for single-employer plan) ROCKNES INC PO BOX 613 KENT, OH 44240	2b Employer Identification Number (EIN) <u>34-1718877</u>
	2c Sponsor's telephone number <u>330-836-7551</u>
	2d Business code (see instructions) <u>722110</u>

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

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

SIGN HERE		<u>FEB. 2, 2012</u>	<u>IAN LILLEY</u>
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE		<u>FEB. 2, 2012</u>	<u>JOE SHANNON</u>
	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 (2011)
v.012611