

|                                                                                                                                                                                                       |                                                                                                                                                                                                                                                                                                                                                                                                                              |                                                                                                         |
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| <b>Form 5500</b><br><br>Department of the Treasury<br>Internal Revenue Service<br><br>Department of Labor<br>Employee Benefits Security<br>Administration<br><br>Pension Benefit Guaranty Corporation | <b>Annual Return/Report of Employee Benefit Plan</b><br><br>This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), and 6058(a) of the Internal Revenue Code (the Code).<br><br><p style="text-align: center;">▶ <b>Complete all entries in accordance with the instructions to the Form 5500.</b></p> | OMB Nos. 1210-0110<br>1210-0089<br><br><b>2010</b><br><br><b>This Form is Open to Public Inspection</b> |
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|                                                                                                          |                                                                                                                                                                                                                                                      |
|----------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Part I</b>                                                                                            | <b>Annual Report Identification Information</b>                                                                                                                                                                                                      |
| For calendar plan year 2010 or fiscal plan year beginning <u>01/01/2010</u> and ending <u>12/31/2010</u> |                                                                                                                                                                                                                                                      |
| <b>A</b> This return/report is for:                                                                      | <input type="checkbox"/> a multiemployer plan; <input type="checkbox"/> a multiple-employer plan; or<br><input checked="" type="checkbox"/> a single-employer plan; <input type="checkbox"/> a DFE (specify) ____                                    |
| <b>B</b> This return/report is:                                                                          | <input type="checkbox"/> the first return/report; <input type="checkbox"/> the final return/report;<br><input checked="" type="checkbox"/> an amended return/report; <input type="checkbox"/> a short plan year return/report (less than 12 months). |
| <b>C</b> If the plan is a collectively-bargained plan, check here. . . . .                               | <input type="checkbox"/>                                                                                                                                                                                                                             |
| <b>D</b> Check box if filing under:                                                                      | <input checked="" type="checkbox"/> Form 5558; <input type="checkbox"/> automatic extension; <input type="checkbox"/> the DFVC program;<br><input type="checkbox"/> special extension (enter description)                                            |

|                                                                                                                                                                                                                                                     |                                                                                                                                                                                                                                                                                                                                        |                                                                     |                                                             |                                                             |  |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------|-------------------------------------------------------------|-------------------------------------------------------------|--|
| <b>Part II</b>                                                                                                                                                                                                                                      | <b>Basic Plan Information</b> —enter all requested information                                                                                                                                                                                                                                                                         |                                                                     |                                                             |                                                             |  |
| <b>1a</b> Name of plan<br><u>SPERRY &amp; RICE MANUFACTURING COMPANY RETIREMENT PLAN</u>                                                                                                                                                            | <table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;"><b>1b</b> Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>001</u></td> </tr> <tr> <td colspan="2"><b>1c</b> Effective date of plan<br/><u>01/01/2004</u></td> </tr> </table>                        | <b>1b</b> Three-digit plan number (PN) ▶                            | <u>001</u>                                                  | <b>1c</b> Effective date of plan<br><u>01/01/2004</u>       |  |
| <b>1b</b> Three-digit plan number (PN) ▶                                                                                                                                                                                                            | <u>001</u>                                                                                                                                                                                                                                                                                                                             |                                                                     |                                                             |                                                             |  |
| <b>1c</b> Effective date of plan<br><u>01/01/2004</u>                                                                                                                                                                                               |                                                                                                                                                                                                                                                                                                                                        |                                                                     |                                                             |                                                             |  |
| <b>2a</b> Plan sponsor's name and address (employer, if for a single-employer plan)<br>(Address should include room or suite no.)<br><u>SPERRY &amp; RICE MANUFACTURING COMPANY, LLC.</u><br><br><u>9146 U.S. 52</u><br><u>BROOKVILLE, IN 47012</u> | <table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td><b>2b</b> Employer Identification Number (EIN)<br/><u>83-0384496</u></td> </tr> <tr> <td><b>2c</b> Sponsor's telephone number<br/><u>765-647-4141</u></td> </tr> <tr> <td><b>2d</b> Business code (see instructions)<br/><u>326100</u></td> </tr> </table> | <b>2b</b> Employer Identification Number (EIN)<br><u>83-0384496</u> | <b>2c</b> Sponsor's telephone number<br><u>765-647-4141</u> | <b>2d</b> Business code (see instructions)<br><u>326100</u> |  |
| <b>2b</b> Employer Identification Number (EIN)<br><u>83-0384496</u>                                                                                                                                                                                 |                                                                                                                                                                                                                                                                                                                                        |                                                                     |                                                             |                                                             |  |
| <b>2c</b> Sponsor's telephone number<br><u>765-647-4141</u>                                                                                                                                                                                         |                                                                                                                                                                                                                                                                                                                                        |                                                                     |                                                             |                                                             |  |
| <b>2d</b> Business code (see instructions)<br><u>326100</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.

|                  |                                                   |            |                                                              |
|------------------|---------------------------------------------------|------------|--------------------------------------------------------------|
| <b>SIGN HERE</b> | Filed with authorized/valid electronic signature. | 03/21/2012 | THOMAS SANDER                                                |
|                  | Signature of plan administrator                   | Date       | Enter name of individual signing as plan administrator       |
| <b>SIGN HERE</b> |                                                   |            |                                                              |
|                  | Signature of employer/plan sponsor                | Date       | Enter name of individual signing as employer or plan sponsor |
| <b>SIGN HERE</b> |                                                   |            |                                                              |
|                  | Signature of DFE                                  | Date       | Enter name of individual signing as DFE                      |

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

Form 5500 (2010)  
v.092307.1

|                                                                                                                                                                                  |                                                                                                               |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------|
| <b>3a</b> Plan administrator's name and address (if same as plan sponsor, enter "Same")<br>SPERRY & RICE MANUFACTURING COMPANY, LLC.<br><br>9146 U.S. 52<br>BROOKVILLE, IN 47012 | <b>3b</b> Administrator's EIN<br>83-0384496<br><br><b>3c</b> Administrator's telephone number<br>765-647-4141 |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------|

|                                                                                                                                                                                                                       |                                   |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------|
| <b>4</b> 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:<br><br><b>a</b> Sponsor's name | <b>4b</b> EIN<br><br><b>4c</b> PN |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------|

|                                                                         |          |     |
|-------------------------------------------------------------------------|----------|-----|
| <b>5</b> Total number of participants at the beginning of the plan year | <b>5</b> | 222 |
|-------------------------------------------------------------------------|----------|-----|

|                                                                                                                                                        |           |     |
|--------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|-----|
| <b>6</b> Number of participants as of the end of the plan year (welfare plans complete only lines <b>6a</b> , <b>6b</b> , <b>6c</b> , and <b>6d</b> ). |           |     |
| <b>a</b> Active participants.....                                                                                                                      | <b>6a</b> | 147 |
| <b>b</b> Retired or separated participants receiving benefits.....                                                                                     | <b>6b</b> | 0   |
| <b>c</b> Other retired or separated participants entitled to future benefits.....                                                                      | <b>6c</b> | 34  |
| <b>d</b> Subtotal. Add lines <b>6a</b> , <b>6b</b> , and <b>6c</b> .....                                                                               | <b>6d</b> | 181 |
| <b>e</b> Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....                                              | <b>6e</b> | 0   |
| <b>f</b> Total. Add lines <b>6d</b> and <b>6e</b> .....                                                                                                | <b>6f</b> | 181 |
| <b>g</b> Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....         | <b>6g</b> | 127 |
| <b>h</b> Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....             | <b>6h</b> | 3   |

|                                                                                                                                      |          |  |
|--------------------------------------------------------------------------------------------------------------------------------------|----------|--|
| <b>7</b> Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item) ..... | <b>7</b> |  |
|--------------------------------------------------------------------------------------------------------------------------------------|----------|--|

**8a** If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:  
 2E 2F 2G 2J 2K 3D

**b** If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristic Codes in the instructions:

|                                                                                                                                                                                                                                                                                                          |                                                                                                                                                                                                                                                                                                          |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>9a</b> Plan funding arrangement (check all that apply)<br>(1) <input checked="" type="checkbox"/> Insurance<br>(2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts<br>(3) <input checked="" type="checkbox"/> Trust<br>(4) <input type="checkbox"/> General assets of the sponsor | <b>9b</b> Plan benefit arrangement (check all that apply)<br>(1) <input checked="" type="checkbox"/> Insurance<br>(2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts<br>(3) <input checked="" type="checkbox"/> Trust<br>(4) <input type="checkbox"/> General assets of the sponsor |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

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

**a Pension Schedules**

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

**b General Schedules**

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

|                                                                                                                                                                                                               |                                                                                                                                                                                                                                                                                                                           |                                                                                           |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------|
| <b>SCHEDULE A</b><br><b>(Form 5500)</b><br>Department of the Treasury<br>Internal Revenue Service<br>Department of Labor<br>Employee Benefits Security Administration<br>Pension Benefit Guaranty Corporation | <b>Insurance Information</b><br><br>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).<br><br>▶ <b>File as an attachment to Form 5500.</b><br><br>▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2). | OMB No. 1210-0110<br><br><b>2010</b><br><br><b>This Form is Open to Public Inspection</b> |
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|                                                                                                             |                                         |     |
|-------------------------------------------------------------------------------------------------------------|-----------------------------------------|-----|
| For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010                  |                                         |     |
| <b>A</b> Name of plan<br>SPERRY & RICE MANUFACTURING COMPANY RETIREMENT PLAN                                | <b>B</b> Three-digit plan number (PN) ▶ | 001 |
| <b>C</b> Plan sponsor's name as shown on line 2a of Form 5500.<br>SPERRY & RICE MANUFACTURING COMPANY, LLC. |                                         |     |
| <b>D</b> Employer Identification Number (EIN)<br>83-0384496                                                 |                                         |     |

|               |                                                                                                                                                                                                                                                     |
|---------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Part I</b> | <b>Information Concerning Insurance Contract Coverage, Fees, and Commissions</b> Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A. |
|---------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

**1** Coverage Information:

(a) Name of insurance carrier  
JOHN HANCOCK LIFE INSURANCE COMPANY

| (b) EIN    | (c) NAIC code | (d) Contract or identification number | (e) Approximate number of persons covered at end of policy or contract year | Policy or contract year |            |
|------------|---------------|---------------------------------------|-----------------------------------------------------------------------------|-------------------------|------------|
|            |               |                                       |                                                                             | (f) From                | (g) To     |
| 01-2333346 | 65838         | 97174                                 | 126                                                                         | 01/01/2010              | 12/31/2010 |

**2** Insurance fee and commission information. Enter the total fees and total commissions paid. List in item 3 the agents, brokers, and other persons in descending order of the amount paid.

|                                      |                               |
|--------------------------------------|-------------------------------|
| (a) Total amount of commissions paid | (b) Total amount of fees paid |
| 16364                                | 7428                          |

**3** Persons receiving commissions and fees. (Complete as many entries as needed to report all persons).

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

PLANNING CORP OF AMERICA

| (b) Amount of sales and base commissions paid | Fees and other commissions paid |             | (e) Organization code |
|-----------------------------------------------|---------------------------------|-------------|-----------------------|
|                                               | (c) Amount                      | (d) Purpose |                       |
| 16364                                         |                                 |             | 3                     |

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

CREATIVE RETIREMENT SYSTEMS, INC. 5871 CHEVIOT RD, SUITE 6  
CINCINNATI, OH 45247

| (b) Amount of sales and base commissions paid | Fees and other commissions paid |                       | (e) Organization code |
|-----------------------------------------------|---------------------------------|-----------------------|-----------------------|
|                                               | (c) Amount                      | (d) Purpose           |                       |
|                                               | 7428                            | SALES/ ADMINISTRATION | 5                     |

---

**(a)** Name and address of the agent, broker, or other person to whom commissions or fees were paid

---

| <b>(b)</b> Amount of sales and base commissions paid | Fees and other commissions paid |                    | <b>(e)</b> Organization code |
|------------------------------------------------------|---------------------------------|--------------------|------------------------------|
|                                                      | <b>(c)</b> Amount               | <b>(d)</b> Purpose |                              |
|                                                      |                                 |                    |                              |

---

**(a)** Name and address of the agent, broker, or other person to whom commissions or fees were paid

---

| <b>(b)</b> Amount of sales and base commissions paid | Fees and other commissions paid |                    | <b>(e)</b> Organization code |
|------------------------------------------------------|---------------------------------|--------------------|------------------------------|
|                                                      | <b>(c)</b> Amount               | <b>(d)</b> Purpose |                              |
|                                                      |                                 |                    |                              |

---

**(a)** Name and address of the agent, broker, or other person to whom commissions or fees were paid

---

| <b>(b)</b> Amount of sales and base commissions paid | Fees and other commissions paid |                    | <b>(e)</b> Organization code |
|------------------------------------------------------|---------------------------------|--------------------|------------------------------|
|                                                      | <b>(c)</b> Amount               | <b>(d)</b> Purpose |                              |
|                                                      |                                 |                    |                              |

---

**(a)** Name and address of the agent, broker, or other person to whom commissions or fees were paid

---

| <b>(b)</b> Amount of sales and base commissions paid | Fees and other commissions paid |                    | <b>(e)</b> Organization code |
|------------------------------------------------------|---------------------------------|--------------------|------------------------------|
|                                                      | <b>(c)</b> Amount               | <b>(d)</b> Purpose |                              |
|                                                      |                                 |                    |                              |

---

**(a)** Name and address of the agent, broker, or other person to whom commissions or fees were paid

---

| <b>(b)</b> Amount of sales and base commissions paid | Fees and other commissions paid |                    | <b>(e)</b> Organization code |
|------------------------------------------------------|---------------------------------|--------------------|------------------------------|
|                                                      | <b>(c)</b> Amount               | <b>(d)</b> Purpose |                              |
|                                                      |                                 |                    |                              |

**Part II Investment and Annuity Contract Information**

Where individual contracts are provided, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

|                                                                                                        |          |         |
|--------------------------------------------------------------------------------------------------------|----------|---------|
| <b>4</b> Current value of plan's interest under this contract in the general account at year end ..... | <b>4</b> | 246     |
| <b>5</b> Current value of plan's interest under this contract in separate accounts at year end .....   | <b>5</b> | 1525258 |

**6** Contracts With Allocated Funds:**a** State the basis of premium rates ▶

|                                                                                                                                                                                                                |           |  |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|--|
| <b>b</b> Premiums paid to carrier .....                                                                                                                                                                        | <b>6b</b> |  |
| <b>c</b> Premiums due but unpaid at the end of the year .....                                                                                                                                                  | <b>6c</b> |  |
| <b>d</b> If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount. ....<br>Specify nature of costs ▶ | <b>6d</b> |  |

**e** Type of contract: (1) ☐ individual policies (2) ☒ group deferred annuity  
(3) ☐ other (specify) ▶

**f** If contract purchased, in whole or in part, to distribute benefits from a terminating plan check here ▶ ☐**7** Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)

**a** Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee  
(3) ☐ guaranteed investment (4) ☒ other ▶ **GROUP ANNUITY**

|                                                                                             |              |   |
|---------------------------------------------------------------------------------------------|--------------|---|
| <b>b</b> Balance at the end of the previous year .....                                      | <b>7b</b>    | 0 |
| <b>c</b> Additions: (1) Contributions deposited during the year .....                       | <b>7c(1)</b> | 0 |
| (2) Dividends and credits .....                                                             | <b>7c(2)</b> | 0 |
| (3) Interest credited during the year .....                                                 | <b>7c(3)</b> | 0 |
| (4) Transferred from separate account .....                                                 | <b>7c(4)</b> | 0 |
| (5) Other (specify below) .....                                                             | <b>7c(5)</b> |   |
| ▶                                                                                           |              |   |
| (6) Total additions .....                                                                   | <b>7c(6)</b> | 0 |
| <b>d</b> Total of balance and additions (add <b>b</b> and <b>c(6)</b> ) .....               | <b>7d</b>    | 0 |
| <b>e</b> Deductions:                                                                        |              |   |
| (1) Disbursed from fund to pay benefits or purchase annuities during year .....             | <b>7e(1)</b> | 0 |
| (2) Administration charge made by carrier .....                                             | <b>7e(2)</b> | 0 |
| (3) Transferred to separate account .....                                                   | <b>7e(3)</b> | 0 |
| (4) Other (specify below) .....                                                             | <b>7e(4)</b> |   |
| ▶                                                                                           |              |   |
| (5) Total deductions .....                                                                  | <b>7e(5)</b> | 0 |
| <b>f</b> Balance at the end of the current year (subtract <b>e(5)</b> from <b>d</b> ) ..... | <b>7f</b>    | 0 |

**Part III Welfare Benefit Contract Information**

If more than one contract covers the same group of employees of the same employer(s) or members of the same employee organization(s), the information may be combined for reporting purposes if such contracts are experience-rated as a unit. Where contracts cover individual employees, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

**8** Benefit and contract type (check all applicable boxes)

- a** ☐ Health (other than dental or vision)     
 **b** ☐ Dental     
 **c** ☐ Vision     
 **d** ☐ Life insurance  
**e** ☐ Temporary disability (accident and sickness)     
 **f** ☐ Long-term disability     
 **g** ☐ Supplemental unemployment     
 **h** ☐ Prescription drug  
**i** ☐ Stop loss (large deductible)     
 **j** ☐ HMO contract     
 **k** ☐ PPO contract     
 **l** ☐ Indemnity contract  
**m** ☐ Other (specify) ▶

**9** Experience-rated contracts:

|                                                                                                                                                   |                 |                 |   |
|---------------------------------------------------------------------------------------------------------------------------------------------------|-----------------|-----------------|---|
| <b>a</b> Premiums: (1) Amount received.....                                                                                                       | <b>9a(1)</b>    |                 |   |
| (2) Increase (decrease) in amount due but unpaid.....                                                                                             | <b>9a(2)</b>    |                 |   |
| (3) Increase (decrease) in unearned premium reserve.....                                                                                          | <b>9a(3)</b>    |                 |   |
| (4) Earned ((1) + (2) - (3)).....                                                                                                                 |                 | <b>9a(4)</b>    | 0 |
| <b>b</b> Benefit charges (1) Claims paid.....                                                                                                     | <b>9b(1)</b>    |                 |   |
| (2) Increase (decrease) in claim reserves.....                                                                                                    | <b>9b(2)</b>    |                 |   |
| (3) Incurred claims (add (1) and (2)).....                                                                                                        |                 | <b>9b(3)</b>    | 0 |
| (4) Claims charged.....                                                                                                                           |                 | <b>9b(4)</b>    |   |
| <b>c</b> Remainder of premium: (1) Retention charges (on an accrual basis) --                                                                     |                 |                 |   |
| (A) Commissions.....                                                                                                                              | <b>9c(1)(A)</b> |                 |   |
| (B) Administrative service or other fees.....                                                                                                     | <b>9c(1)(B)</b> |                 |   |
| (C) Other specific acquisition costs.....                                                                                                         | <b>9c(1)(C)</b> |                 |   |
| (D) Other expenses.....                                                                                                                           | <b>9c(1)(D)</b> |                 |   |
| (E) Taxes.....                                                                                                                                    | <b>9c(1)(E)</b> |                 |   |
| (F) Charges for risks or other contingencies.....                                                                                                 | <b>9c(1)(F)</b> |                 |   |
| (G) Other retention charges.....                                                                                                                  | <b>9c(1)(G)</b> |                 |   |
| (H) Total retention.....                                                                                                                          |                 | <b>9c(1)(H)</b> | 0 |
| (2) Dividends or retroactive rate refunds. (These amounts were <input type="checkbox"/> paid in cash, or <input type="checkbox"/> credited.)..... |                 | <b>9c(2)</b>    |   |
| <b>d</b> Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement.....                                |                 | <b>9d(1)</b>    |   |
| (2) Claim reserves.....                                                                                                                           |                 | <b>9d(2)</b>    |   |
| (3) Other reserves.....                                                                                                                           |                 | <b>9d(3)</b>    |   |
| <b>e</b> Dividends or retroactive rate refunds due. (Do not include amount entered in c(2).).....                                                 |                 | <b>9e</b>       |   |

**10** Nonexperience-rated contracts:

|                                                                                                                                                                                                                                 |            |  |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|--|
| <b>a</b> Total premiums or subscription charges paid to carrier.....                                                                                                                                                            | <b>10a</b> |  |
| <b>b</b> If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, item 2 above, report amount. .... | <b>10b</b> |  |

Specify nature of costs ▶

**Part IV Provision of Information**

**11** Did the insurance company fail to provide any information necessary to complete Schedule A? ..... ☒ Yes ☐ No

**12** If the answer to line 11 is "Yes," specify the information not provided. ▶

ADDRESS OF PLANNING CORP OF AMERICA, RECEIVED BROKER COMMISSIONS

|                                                                                                                                                                                   |                                                                                                                                                                                                                                   |                                                                                                     |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------|
| <div>SCHEDULE D<br/>(Form 5500)<br/><br/>Department of the Treasury<br/>Internal Revenue Service<br/><br/>Department of Labor<br/>Employee Benefits Security Administration</div> | <div>DFE/Participating Plan Information</div> <div>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</div> <div>► File as an attachment to Form 5500.</div> | <div>OMB No. 1210-0110</div> <div>2010</div> <div>This Form is Open to Public Inspection.</div>     |
| For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010                                                                                        |                                                                                                                                                                                                                                   |                                                                                                     |
| A Name of plan<br>SPERRY & RICE MANUFACTURING COMPANY RETIREMENT PLAN                                                                                                             |                                                                                                                                                                                                                                   | B Three-digit plan number (PN) ► 001                                                                |
| C Plan or DFE sponsor's name as shown on line 2a of Form 5500<br>SPERRY & RICE MANUFACTURING COMPANY, LLC.                                                                        |                                                                                                                                                                                                                                   | D Employer Identification Number (EIN)<br>83-0384496                                                |
| Part I                                                                                                                                                                            | Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)<br>(Complete as many entries as needed to report all interests in DFEs)                                                         |                                                                                                     |
| a Name of MTIA, CCT, PSA, or 103-12 IE: THE PREMIER TRUST FUND OF FMT                                                                                                             |                                                                                                                                                                                                                                   |                                                                                                     |
| b Name of sponsor of entity listed in (a): FIRST MERCANTILE TRUST COMPANY                                                                                                         |                                                                                                                                                                                                                                   |                                                                                                     |
| c EIN-PN 62-1549435-001                                                                                                                                                           | d Entity code C                                                                                                                                                                                                                   | e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0      |
| a Name of MTIA, CCT, PSA, or 103-12 IE: LIFESTYLE AGGRESSIVE FUND                                                                                                                 |                                                                                                                                                                                                                                   |                                                                                                     |
| b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE CO                                                                                                         |                                                                                                                                                                                                                                   |                                                                                                     |
| c EIN-PN 01-0233346-000                                                                                                                                                           | d Entity code P                                                                                                                                                                                                                   | e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 51759  |
| a Name of MTIA, CCT, PSA, or 103-12 IE: LIFESTYLE GROWTH                                                                                                                          |                                                                                                                                                                                                                                   |                                                                                                     |
| b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE CO                                                                                                         |                                                                                                                                                                                                                                   |                                                                                                     |
| c EIN-PN 01-0233346-000                                                                                                                                                           | d Entity code P                                                                                                                                                                                                                   | e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 198451 |
| a Name of MTIA, CCT, PSA, or 103-12 IE: LIFESTYLE BALANCED                                                                                                                        |                                                                                                                                                                                                                                   |                                                                                                     |
| b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE CO                                                                                                         |                                                                                                                                                                                                                                   |                                                                                                     |
| c EIN-PN 01-0233346-000                                                                                                                                                           | d Entity code P                                                                                                                                                                                                                   | e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 480797 |
| a Name of MTIA, CCT, PSA, or 103-12 IE: LIFESTYLE MODERATE                                                                                                                        |                                                                                                                                                                                                                                   |                                                                                                     |
| b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE CO                                                                                                         |                                                                                                                                                                                                                                   |                                                                                                     |
| c EIN-PN 01-0233346-000                                                                                                                                                           | d Entity code P                                                                                                                                                                                                                   | e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 221727 |
| a Name of MTIA, CCT, PSA, or 103-12 IE: LIFESTYLE CONSERVATIVE                                                                                                                    |                                                                                                                                                                                                                                   |                                                                                                     |
| b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE CO                                                                                                         |                                                                                                                                                                                                                                   |                                                                                                     |
| c EIN-PN 01-0233346-000                                                                                                                                                           | d Entity code P                                                                                                                                                                                                                   | e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 89172  |
| a Name of MTIA, CCT, PSA, or 103-12 IE: NATURAL RESOURCES FUND                                                                                                                    |                                                                                                                                                                                                                                   |                                                                                                     |
| b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE CO                                                                                                         |                                                                                                                                                                                                                                   |                                                                                                     |
| c EIN-PN 01-0233346-000                                                                                                                                                           | d Entity code P                                                                                                                                                                                                                   | e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1398   |
| For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.                                                                                   |                                                                                                                                                                                                                                   |                                                                                                     |

|                                                                                                  |                      |                   |                                                                                                                                                              |
|--------------------------------------------------------------------------------------------------|----------------------|-------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE: <a href="#">DFA EMERGING MARKETS FUND</a>         |                      |                   |                                                                                                                                                              |
| <b>b</b> Name of sponsor of entity listed in (a): <a href="#">JOHN HANCOCK LIFE INSURANCE CO</a> |                      |                   |                                                                                                                                                              |
| <b>c</b> EIN-PN <a href="#">01-0233346-000</a>                                                   | <b>d</b> Entity code | <a href="#">P</a> | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <span style="float: right;"><a href="#">27223</a></span> |

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|--------------------------------------------------------------------------------------------------|----------------------|-------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE: <a href="#">ROYCE OPPORTUNITY</a>                 |                      |                   |                                                                                                                                                             |
| <b>b</b> Name of sponsor of entity listed in (a): <a href="#">JOHN HANCOCK LIFE INSURANCE CO</a> |                      |                   |                                                                                                                                                             |
| <b>c</b> EIN-PN <a href="#">01-0233346-000</a>                                                   | <b>d</b> Entity code | <a href="#">P</a> | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <span style="float: right;"><a href="#">6559</a></span> |

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| <b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE: <a href="#">FIDELITY ADV LEFERAGED CO STK</a>     |                      |                   |                                                                                                                                                             |
| <b>b</b> Name of sponsor of entity listed in (a): <a href="#">JOHN HANCOCK LIFE INSURANCE CO</a> |                      |                   |                                                                                                                                                             |
| <b>c</b> EIN-PN <a href="#">01-0233346-000</a>                                                   | <b>d</b> Entity code | <a href="#">P</a> | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <span style="float: right;"><a href="#">6158</a></span> |

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| <b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE: <a href="#">KEELEY SMALL CAP VALUE</a>            |                      |                   |                                                                                                                                                              |
| <b>b</b> Name of sponsor of entity listed in (a): <a href="#">JOHN HANCOCK LIFE INSURANCE CO</a> |                      |                   |                                                                                                                                                              |
| <b>c</b> EIN-PN <a href="#">01-0233346-000</a>                                                   | <b>d</b> Entity code | <a href="#">P</a> | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <span style="float: right;"><a href="#">18385</a></span> |

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| <b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE: <a href="#">FRANKLIN SMALL-MID GROWTH</a>         |                      |                   |                                                                                                                                                             |
| <b>b</b> Name of sponsor of entity listed in (a): <a href="#">JOHN HANCOCK LIFE INSURANCE CO</a> |                      |                   |                                                                                                                                                             |
| <b>c</b> EIN-PN <a href="#">01-0233346-000</a>                                                   | <b>d</b> Entity code | <a href="#">P</a> | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <span style="float: right;"><a href="#">2692</a></span> |

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| <b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE: <a href="#">PRU JENNISON 20/20 FOCUS FUND</a>     |                      |                   |                                                                                                                                                              |
| <b>b</b> Name of sponsor of entity listed in (a): <a href="#">JOHN HANCOCK LIFE INSURANCE CO</a> |                      |                   |                                                                                                                                                              |
| <b>c</b> EIN-PN <a href="#">01-0233346-000</a>                                                   | <b>d</b> Entity code | <a href="#">P</a> | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <span style="float: right;"><a href="#">55900</a></span> |

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| <b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE: <a href="#">THORNBURG INTERNATIONAL VALUE</a>     |                      |                   |                                                                                                                                                              |
| <b>b</b> Name of sponsor of entity listed in (a): <a href="#">JOHN HANCOCK LIFE INSURANCE CO</a> |                      |                   |                                                                                                                                                              |
| <b>c</b> EIN-PN <a href="#">01-0233346-000</a>                                                   | <b>d</b> Entity code | <a href="#">P</a> | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <span style="float: right;"><a href="#">19241</a></span> |

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| <b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE: <a href="#">OPPENHEIMER GLOBAL</a>                |                      |                   |                                                                                                                                                             |
| <b>b</b> Name of sponsor of entity listed in (a): <a href="#">JOHN HANCOCK LIFE INSURANCE CO</a> |                      |                   |                                                                                                                                                             |
| <b>c</b> EIN-PN <a href="#">01-0233346-000</a>                                                   | <b>d</b> Entity code | <a href="#">P</a> | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <span style="float: right;"><a href="#">5252</a></span> |

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| <b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE: <a href="#">JPM MIDCAP VALUE FUND</a>             |                      |                   |                                                                                                                                                             |
| <b>b</b> Name of sponsor of entity listed in (a): <a href="#">JOHN HANCOCK LIFE INSURANCE CO</a> |                      |                   |                                                                                                                                                             |
| <b>c</b> EIN-PN <a href="#">01-0233346-000</a>                                                   | <b>d</b> Entity code | <a href="#">P</a> | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <span style="float: right;"><a href="#">4625</a></span> |

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| <b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE: <a href="#">FIDELITY ADV NEW INSIGHTS</a>         |                      |                   |                                                                                                                                                              |
| <b>b</b> Name of sponsor of entity listed in (a): <a href="#">JOHN HANCOCK LIFE INSURANCE CO</a> |                      |                   |                                                                                                                                                              |
| <b>c</b> EIN-PN <a href="#">01-0233346-000</a>                                                   | <b>d</b> Entity code | <a href="#">P</a> | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <span style="float: right;"><a href="#">30321</a></span> |

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|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------|
| <b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE: <span style="color: blue;">RIVERSOURCE EQUITY VALUE</span>          |                                                          |                                                                                                                                            |
| <b>b</b> Name of sponsor of entity listed in (a): <span style="color: blue;">JOHN HANCOCK LIFE INSURANCE CO</span> |                                                          |                                                                                                                                            |
| <b>c</b> EIN-PN <span style="color: blue;">01-0233346-000</span>                                                   | <b>d</b> Entity code <span style="color: blue;">P</span> | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <span style="color: blue;">6079</span> |

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|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------|
| <b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE: <span style="color: blue;">500 INDEX FUND</span>                    |                                                          |                                                                                                                                            |
| <b>b</b> Name of sponsor of entity listed in (a): <span style="color: blue;">JOHN HANCOCK LIFE INSURANCE CO</span> |                                                          |                                                                                                                                            |
| <b>c</b> EIN-PN <span style="color: blue;">01-0233346-000</span>                                                   | <b>d</b> Entity code <span style="color: blue;">P</span> | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <span style="color: blue;">5203</span> |

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|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------|
| <b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE: <span style="color: blue;">IVY ASSET STRATEGY FUND</span>           |                                                          |                                                                                                                                             |
| <b>b</b> Name of sponsor of entity listed in (a): <span style="color: blue;">JOHN HANCOCK LIFE INSURANCE CO</span> |                                                          |                                                                                                                                             |
| <b>c</b> EIN-PN <span style="color: blue;">01-0233346-000</span>                                                   | <b>d</b> Entity code <span style="color: blue;">P</span> | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <span style="color: blue;">26419</span> |

|                                                                                                                    |                                                          |                                                                                                                                              |
|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------|
| <b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE: <span style="color: blue;">BLACKROCK GLOBAL ALLOCATION</span>       |                                                          |                                                                                                                                              |
| <b>b</b> Name of sponsor of entity listed in (a): <span style="color: blue;">JOHN HANCOCK LIFE INSURANCE CO</span> |                                                          |                                                                                                                                              |
| <b>c</b> EIN-PN <span style="color: blue;">01-0233346-000</span>                                                   | <b>d</b> Entity code <span style="color: blue;">P</span> | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <span style="color: blue;">129433</span> |

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|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------|
| <b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE: <span style="color: blue;">US HIGH YIELD BOND FUND</span>           |                                                          |                                                                                                                                             |
| <b>b</b> Name of sponsor of entity listed in (a): <span style="color: blue;">JOHN HANCOCK LIFE INSURANCE CO</span> |                                                          |                                                                                                                                             |
| <b>c</b> EIN-PN <span style="color: blue;">01-0233346-000</span>                                                   | <b>d</b> Entity code <span style="color: blue;">P</span> | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <span style="color: blue;">12863</span> |

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|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------|
| <b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE: <span style="color: blue;">OPPENHEIMER INTL BOND</span>             |                                                          |                                                                                                                                            |
| <b>b</b> Name of sponsor of entity listed in (a): <span style="color: blue;">JOHN HANCOCK LIFE INSURANCE CO</span> |                                                          |                                                                                                                                            |
| <b>c</b> EIN-PN <span style="color: blue;">01-0233346-000</span>                                                   | <b>d</b> Entity code <span style="color: blue;">P</span> | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <span style="color: blue;">8176</span> |

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|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------|
| <b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE: <span style="color: blue;">PIMCO TOTAL RETURN</span>                |                                                          |                                                                                                                                            |
| <b>b</b> Name of sponsor of entity listed in (a): <span style="color: blue;">JOHN HANCOCK LIFE INSURANCE CO</span> |                                                          |                                                                                                                                            |
| <b>c</b> EIN-PN <span style="color: blue;">01-0233346-000</span>                                                   | <b>d</b> Entity code <span style="color: blue;">P</span> | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <span style="color: blue;">8387</span> |

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|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------|
| <b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE: <span style="color: blue;">JOHN HANCOCK STABLE VAL</span>           |                                                          |                                                                                                                                              |
| <b>b</b> Name of sponsor of entity listed in (a): <span style="color: blue;">JOHN HANCOCK LIFE INSURANCE CO</span> |                                                          |                                                                                                                                              |
| <b>c</b> EIN-PN <span style="color: blue;">01-0233346-000</span>                                                   | <b>d</b> Entity code <span style="color: blue;">P</span> | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <span style="color: blue;">101110</span> |

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|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------|
| <b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE: <span style="color: blue;">SELECT AA BALANCED</span>                |                                                          |                                                                                                                                            |
| <b>b</b> Name of sponsor of entity listed in (a): <span style="color: blue;">JOHN HANCOCK LIFE INSURANCE CO</span> |                                                          |                                                                                                                                            |
| <b>c</b> EIN-PN <span style="color: blue;">01-0233346-000</span>                                                   | <b>d</b> Entity code <span style="color: blue;">P</span> | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <span style="color: blue;">7928</span> |

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

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

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

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

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| <b>SCHEDULE H</b><br><b>(Form 5500)</b><br><br><small>Department of the Treasury<br/>Internal Revenue Service</small><br><br><small>Department of Labor<br/>Employee Benefits Security Administration</small><br><br><small>Pension Benefit Guaranty Corporation</small> | <b>Financial Information</b><br><br>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).<br><br><b>► File as an attachment to Form 5500.</b> | <small>OMB No. 1210-0110</small><br><br><b>2010</b><br><br><b>This Form is Open to Public Inspection</b> |
| For calendar plan year 2010 or fiscal plan year beginning <u>01/01/2010</u> and ending <u>12/31/2010</u>                                                                                                                                                                 |                                                                                                                                                                                                                                                                              |                                                                                                          |
| <b>A</b> Name of plan<br><u>SPERRY &amp; RICE MANUFACTURING COMPANY RETIREMENT PLAN</u>                                                                                                                                                                                  | <b>B</b> Three-digit plan number (PN) <span style="float: right;">►</span>                                                                                                                                                                                                   | <u>001</u>                                                                                               |
| <b>C</b> Plan sponsor's name as shown on line 2a of Form 5500<br><u>SPERRY &amp; RICE MANUFACTURING COMPANY, LLC.</u>                                                                                                                                                    | <b>D</b> Employer Identification Number (EIN)<br><br><u>83-0384496</u>                                                                                                                                                                                                       |                                                                                                          |

| Part I                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | Asset and Liability Statement                                                               |                 | (a) Beginning of Year | (b) End of Year |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------|-----------------|-----------------------|-----------------|
| <b>1</b> 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. <b>Round off amounts to the nearest dollar.</b> 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. |                                                                                             |                 |                       |                 |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | <b>Assets</b>                                                                               |                 |                       |                 |
| <b>a</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | Total noninterest-bearing cash .....                                                        | <b>1a</b>       |                       |                 |
| <b>b</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | Receivables (less allowance for doubtful accounts):                                         |                 |                       |                 |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | (1) Employer contributions .....                                                            | <b>1b(1)</b>    | 1001                  | 1330            |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | (2) Participant contributions .....                                                         | <b>1b(2)</b>    | 3894                  | 4347            |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | (3) Other .....                                                                             | <b>1b(3)</b>    |                       |                 |
| <b>c</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | General investments:                                                                        |                 |                       |                 |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | (1) Interest-bearing cash (include money market accounts & certificates of deposit) .....   | <b>1c(1)</b>    |                       |                 |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | (2) U.S. Government securities .....                                                        | <b>1c(2)</b>    |                       |                 |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | (3) Corporate debt instruments (other than employer securities):                            |                 |                       |                 |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | (A) Preferred .....                                                                         | <b>1c(3)(A)</b> |                       |                 |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | (B) All other .....                                                                         | <b>1c(3)(B)</b> |                       |                 |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | (4) Corporate stocks (other than employer securities):                                      |                 |                       |                 |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | (A) Preferred .....                                                                         | <b>1c(4)(A)</b> |                       |                 |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | (B) Common .....                                                                            | <b>1c(4)(B)</b> |                       |                 |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | (5) Partnership/joint venture interests .....                                               | <b>1c(5)</b>    |                       |                 |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | (6) Real estate (other than employer real property) .....                                   | <b>1c(6)</b>    |                       |                 |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | (7) Loans (other than to participants) .....                                                | <b>1c(7)</b>    |                       |                 |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | (8) Participant loans .....                                                                 | <b>1c(8)</b>    | 65676                 | 57046           |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | (9) Value of interest in common/collective trusts .....                                     | <b>1c(9)</b>    | 1525891               | 0               |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | (10) Value of interest in pooled separate accounts .....                                    | <b>1c(10)</b>   | 0                     | 1527182         |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | (11) Value of interest in master trust investment accounts .....                            | <b>1c(11)</b>   |                       |                 |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | (12) Value of interest in 103-12 investment entities .....                                  | <b>1c(12)</b>   |                       |                 |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | (13) Value of interest in registered investment companies (e.g., mutual funds) .....        | <b>1c(13)</b>   |                       |                 |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | (14) Value of funds held in insurance company general account (unallocated contracts) ..... | <b>1c(14)</b>   |                       | 246             |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | (15) Other .....                                                                            | <b>1c(15)</b>   |                       |                 |

**1d** Employer-related investments:

|                                                                      |              | (a) Beginning of Year | (b) End of Year |
|----------------------------------------------------------------------|--------------|-----------------------|-----------------|
| (1) Employer securities .....                                        | <b>1d(1)</b> |                       |                 |
| (2) Employer real property .....                                     | <b>1d(2)</b> |                       |                 |
| <b>e</b> Buildings and other property used in plan operation .....   | <b>1e</b>    |                       |                 |
| <b>f</b> Total assets (add all amounts in lines 1a through 1e) ..... | <b>1f</b>    | 1596462               | 1590151         |

**Liabilities**

|                                                                           |           |   |   |
|---------------------------------------------------------------------------|-----------|---|---|
| <b>g</b> Benefit claims payable .....                                     | <b>1g</b> |   |   |
| <b>h</b> Operating payables .....                                         | <b>1h</b> |   |   |
| <b>i</b> Acquisition indebtedness .....                                   | <b>1i</b> |   |   |
| <b>j</b> Other liabilities .....                                          | <b>1j</b> |   |   |
| <b>k</b> Total liabilities (add all amounts in lines 1g through 1j) ..... | <b>1k</b> | 0 | 0 |

**Net Assets**

|                                                           |           |         |         |
|-----------------------------------------------------------|-----------|---------|---------|
| <b>l</b> Net assets (subtract line 1k from line 1f) ..... | <b>1l</b> | 1596462 | 1590151 |
|-----------------------------------------------------------|-----------|---------|---------|

**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: <b>(A)</b> Employers .....                                        | <b>2a(1)(A)</b> | 30853      |           |
| <b>(B)</b> Participants .....                                                                              | <b>2a(1)(B)</b> | 119861     |           |
| <b>(C)</b> Others (including rollovers) .....                                                              | <b>2a(1)(C)</b> | 0          |           |
| (2) Noncash contributions .....                                                                            | <b>2a(2)</b>    |            |           |
| (3) Total contributions. Add lines <b>2a(1)(A)</b> , <b>(B)</b> , <b>(C)</b> , and line <b>2a(2)</b> ..... | <b>2a(3)</b>    |            | 150714    |

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

|                                                                                                      |                 |      |      |
|------------------------------------------------------------------------------------------------------|-----------------|------|------|
| <b>(A)</b> Interest-bearing cash (including money market accounts and certificates of deposit) ..... | <b>2b(1)(A)</b> |      |      |
| <b>(B)</b> U.S. Government securities .....                                                          | <b>2b(1)(B)</b> |      |      |
| <b>(C)</b> Corporate debt instruments .....                                                          | <b>2b(1)(C)</b> |      |      |
| <b>(D)</b> Loans (other than to participants) .....                                                  | <b>2b(1)(D)</b> |      |      |
| <b>(E)</b> Participant loans .....                                                                   | <b>2b(1)(E)</b> | 3461 |      |
| <b>(F)</b> Other .....                                                                               | <b>2b(1)(F)</b> |      |      |
| <b>(G)</b> Total interest. Add lines <b>2b(1)(A)</b> through <b>(F)</b> .....                        | <b>2b(1)(G)</b> |      | 3461 |

|                                                                                           |                 |  |   |
|-------------------------------------------------------------------------------------------|-----------------|--|---|
| (2) Dividends: <b>(A)</b> Preferred stock .....                                           | <b>2b(2)(A)</b> |  |   |
| <b>(B)</b> Common stock .....                                                             | <b>2b(2)(B)</b> |  |   |
| <b>(C)</b> Registered investment company shares (e.g. mutual funds) .....                 | <b>2b(2)(C)</b> |  |   |
| <b>(D)</b> Total dividends. Add lines <b>2b(2)(A)</b> , <b>(B)</b> , and <b>(C)</b> ..... | <b>2b(2)(D)</b> |  | 0 |

|                 |              |  |  |
|-----------------|--------------|--|--|
| (3) Rents ..... | <b>2b(3)</b> |  |  |
|-----------------|--------------|--|--|

|                                                                                           |                 |  |   |
|-------------------------------------------------------------------------------------------|-----------------|--|---|
| (4) Net gain (loss) on sale of assets: <b>(A)</b> Aggregate proceeds .....                | <b>2b(4)(A)</b> |  |   |
| <b>(B)</b> Aggregate carrying amount (see instructions) .....                             | <b>2b(4)(B)</b> |  |   |
| <b>(C)</b> Subtract line <b>2b(4)(B)</b> from line <b>2b(4)(A)</b> and enter result ..... | <b>2b(4)(C)</b> |  | 0 |

|                                                                                                   |                 | (a) Amount | (b) Total |
|---------------------------------------------------------------------------------------------------|-----------------|------------|-----------|
| <b>2b</b> (5) Unrealized appreciation (depreciation) of assets: (A) Real estate.....              | <b>2b(5)(A)</b> |            |           |
| (B) Other .....                                                                                   | <b>2b(5)(B)</b> |            |           |
| (C) Total unrealized appreciation of assets.<br>Add lines <b>2b(5)(A)</b> and <b>(B)</b> .....    | <b>2b(5)(C)</b> |            | 0         |
| (6) Net investment gain (loss) from common/collective trusts .....                                | <b>2b(6)</b>    |            |           |
| (7) Net investment gain (loss) from pooled separate accounts .....                                | <b>2b(7)</b>    |            |           |
| (8) Net investment gain (loss) from master trust investment accounts .....                        | <b>2b(8)</b>    |            |           |
| (9) Net investment gain (loss) from 103-12 investment entities .....                              | <b>2b(9)</b>    |            |           |
| (10) Net investment gain (loss) from registered investment<br>companies (e.g., mutual funds)..... | <b>2b(10)</b>   |            | 175132    |
| <b>c</b> Other income.....                                                                        | <b>2c</b>       |            | 4401      |
| <b>d</b> Total income. Add all <b>income</b> amounts in column (b) and enter total.....           | <b>2d</b>       |            | 333708    |

**Expenses**

|                                                                                            |              |        |        |
|--------------------------------------------------------------------------------------------|--------------|--------|--------|
| <b>e</b> Benefit payment and payments to provide benefits:                                 |              |        |        |
| (1) Directly to participants or beneficiaries, including direct rollovers .....            | <b>2e(1)</b> | 334220 |        |
| (2) To insurance carriers for the provision of benefits .....                              | <b>2e(2)</b> |        |        |
| (3) Other .....                                                                            | <b>2e(3)</b> |        |        |
| (4) Total benefit payments. Add lines <b>2e(1)</b> through <b>(3)</b> .....                | <b>2e(4)</b> |        | 334220 |
| <b>f</b> Corrective distributions (see instructions) .....                                 | <b>2f</b>    |        |        |
| <b>g</b> Certain deemed distributions of participant loans (see instructions).....         | <b>2g</b>    |        |        |
| <b>h</b> Interest expense.....                                                             | <b>2h</b>    |        |        |
| <b>i</b> Administrative expenses: (1) Professional fees .....                              | <b>2i(1)</b> |        |        |
| (2) Contract administrator fees .....                                                      | <b>2i(2)</b> |        |        |
| (3) Investment advisory and management fees .....                                          | <b>2i(3)</b> |        |        |
| (4) Other .....                                                                            | <b>2i(4)</b> | 5799   |        |
| (5) Total administrative expenses. Add lines <b>2i(1)</b> through <b>(4)</b> .....         | <b>2i(5)</b> |        | 5799   |
| <b>j</b> Total expenses. Add all <b>expense</b> amounts in column (b) and enter total..... | <b>2j</b>    |        | 340019 |

**Net Income and Reconciliation**

|                                                                               |              |  |       |
|-------------------------------------------------------------------------------|--------------|--|-------|
| <b>k</b> Net income (loss). Subtract line <b>2j</b> from line <b>2d</b> ..... | <b>2k</b>    |  | -6311 |
| <b>l</b> Transfers of assets:                                                 |              |  |       |
| (1) To this plan.....                                                         | <b>2l(1)</b> |  |       |
| (2) From this plan .....                                                      | <b>2l(2)</b> |  |       |

**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: KATZ, SAPPER, & MILLER

(2) EIN: 35-1090346

**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 |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|----|--------|
| <b>a</b> Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....                 |     | X  |        |
| <b>b</b> Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)..... |     | X  |        |
| <b>c</b> Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.) .....                                                                                                                            |     | X  |        |
| <b>d</b> Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.).....                                                                                                                  |     | X  |        |
| <b>e</b> Was this plan covered by a fidelity bond?.....                                                                                                                                                                                                                                                         | X   |    | 500000 |
| <b>f</b> Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty? .....                                                                                                                                                                         |     | X  |        |
| <b>g</b> Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser? .....                                                                                                                                      |     | X  |        |
| <b>h</b> Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser? .....                                                                                                                            |     | X  |        |
| <b>i</b> Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....                                                                                                                                                   | X   |    |        |
| <b>j</b> Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.).....                                                                                    |     | X  |        |
| <b>k</b> Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....                                                                                                                                              |     | X  |        |
| <b>l</b> Has the plan failed to provide any benefit when due under the plan? .....                                                                                                                                                                                                                              |     | X  |        |
| <b>m</b> If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....                                                                                                                                                                                     |     | X  |        |
| <b>n</b> 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) |
|--------------|-------------|
|              |             |
|              |             |
|              |             |
|              |             |

|                                                                                                                                                                                                                           |                                                                                                                                                                                                                                                                                            |                                                                                            |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------|
| <b>SCHEDULE R</b><br><b>(Form 5500)</b><br><br>Department of the Treasury<br>Internal Revenue Service<br><br>Department of Labor<br>Employee Benefits Security Administration<br><br>Pension Benefit Guaranty Corporation | <b>Retirement Plan Information</b><br><br>This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).<br><br>▶ <b>File as an attachment to Form 5500.</b> | OMB No. 1210-0110<br><br><b>2010</b><br><br><b>This Form is Open to Public Inspection.</b> |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------|

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

|                                                                                                                       |                                                                    |
|-----------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------|
| <b>A</b> Name of plan<br><u>SPERRY &amp; RICE MANUFACTURING COMPANY RETIREMENT PLAN</u>                               | <b>B</b> Three-digit plan number (PN) ▶<br><u>001</u>              |
| <b>C</b> Plan sponsor's name as shown on line 2a of Form 5500<br><u>SPERRY &amp; RICE MANUFACTURING COMPANY, LLC.</u> | <b>D</b> Employer Identification Number (EIN)<br><u>83-0384496</u> |

|               |                      |
|---------------|----------------------|
| <b>Part I</b> | <b>Distributions</b> |
|---------------|----------------------|

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

|                                                                                                                                                                                                                                                                    |          |          |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------|----------|
| <b>1</b> Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....                                                                                                                              | <b>1</b> | <u>0</u> |
| <b>2</b> Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits):<br><br>EIN(s): <u>62-1549435</u> |          |          |
| Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.                                                                                                                                                                                                   |          |          |
| <b>3</b> Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....                                                                                                                                    | <b>3</b> |          |

|                |                                                                                                                                                                              |
|----------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Part II</b> | <b>Funding Information</b> (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) |
|----------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

|                                                                                                                                                                                                                                                         |                                                                                                                         |                             |                              |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------|-----------------------------|------------------------------|
| <b>4</b> Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?.....                                                                                                                                     | <input type="checkbox"/> Yes                                                                                            | <input type="checkbox"/> No | <input type="checkbox"/> N/A |
| If the plan is a defined benefit plan, go to line 8.                                                                                                                                                                                                    |                                                                                                                         |                             |                              |
| <b>5</b> If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____                        | If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule. |                             |                              |
| <b>6 a</b> Enter the minimum required contribution for this plan year .....                                                                                                                                                                             | <b>6a</b>                                                                                                               |                             |                              |
| <b>b</b> Enter the amount contributed by the employer to the plan for this plan year .....                                                                                                                                                              | <b>6b</b>                                                                                                               |                             |                              |
| <b>c</b> 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).....                                                                                                         | <b>6c</b>                                                                                                               |                             |                              |
| If you completed line 6c, skip lines 8 and 9.                                                                                                                                                                                                           |                                                                                                                         |                             |                              |
| <b>7</b> Will the minimum funding amount reported on line 6c be met by the funding deadline? .....                                                                                                                                                      | <input type="checkbox"/> Yes                                                                                            | <input type="checkbox"/> No | <input type="checkbox"/> N/A |
| <b>8</b> 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?..... | <input type="checkbox"/> Yes                                                                                            | <input type="checkbox"/> No | <input type="checkbox"/> N/A |

|                 |                   |
|-----------------|-------------------|
| <b>Part III</b> | <b>Amendments</b> |
|-----------------|-------------------|

|                                                                                                                                                                                                                                |                                   |                                   |                               |                             |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------|-----------------------------------|-------------------------------|-----------------------------|
| <b>9</b> 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..... | <input type="checkbox"/> Increase | <input type="checkbox"/> Decrease | <input type="checkbox"/> Both | <input type="checkbox"/> No |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------|-----------------------------------|-------------------------------|-----------------------------|

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

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

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

Schedule R (Form 5500) 2010  
v.092308.1

**Part V Additional Information for Multiemployer Defined Benefit Pension Plans**

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

**a** Name of contributing employer

**b** EIN

**c** Dollar amount contributed by employer

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

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

(1) Contribution rate (in dollars and cents)

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

**a** Name of contributing employer

**b** EIN

**c** Dollar amount contributed by employer

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

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

(1) Contribution rate (in dollars and cents)

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

**a** Name of contributing employer

**b** EIN

**c** Dollar amount contributed by employer

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

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

(1) Contribution rate (in dollars and cents)

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

**a** Name of contributing employer

**b** EIN

**c** Dollar amount contributed by employer

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

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

(1) Contribution rate (in dollars and cents)

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

**a** Name of contributing employer

**b** EIN

**c** Dollar amount contributed by employer

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

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

(1) Contribution rate (in dollars and cents)

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

**a** Name of contributing employer

**b** EIN

**c** Dollar amount contributed by employer

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

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

(1) Contribution rate (in dollars and cents)

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

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

|                                                                          |            |  |
|--------------------------------------------------------------------------|------------|--|
| <b>a</b> The current year .....                                          | <b>14a</b> |  |
| <b>b</b> The plan year immediately preceding the current plan year ..... | <b>14b</b> |  |
| <b>c</b> The second preceding plan year .....                            | <b>14c</b> |  |

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

|                                                                                                       |            |  |
|-------------------------------------------------------------------------------------------------------|------------|--|
| <b>a</b> The corresponding number for the plan year immediately preceding the current plan year ..... | <b>15a</b> |  |
| <b>b</b> The corresponding number for the second preceding plan year .....                            | <b>15b</b> |  |

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

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

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

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

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

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

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

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

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

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

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

☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify): \_\_\_\_\_



**SPERRY & RICE MANUFACTURING COMPANY  
RETIREMENT PLAN**

FINANCIAL STATEMENTS  
AND  
INDEPENDENT AUDITORS' REPORT

December 31, 2010 and 2009

# **SPERRY & RICE MANUFACTURING COMPANY RETIREMENT PLAN**

## **CONTENTS**

|                                                                                          | <b>Page</b> |
|------------------------------------------------------------------------------------------|-------------|
| Independent Auditors' Report                                                             | 1           |
| Statements of Net Assets Available for Benefits – December 31, 2010 and 2009             | 2           |
| Statement of Changes in Net Assets Available for Benefits – Year Ended December 31, 2010 | 3           |
| Notes to Financial Statements                                                            | 4-10        |
| Schedule H, Item 4(i) – Schedule of Assets (Held at End of Year) – December 31, 2010     | 11          |

*Independent Auditors' Report*

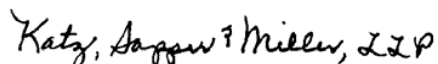
To the Plan Administrator  
Sperry & Rice Manufacturing Company Retirement Plan

We were engaged to audit the accompanying financial statements of Sperry & Rice Manufacturing Company Retirement Plan as of December 31, 2010 and 2009, and for the year ended December 31, 2010, and the supplemental schedule as of December 31, 2010, as listed in the accompanying table of contents. These financial statements and schedule are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the investment information summarized in Note 3, which was certified by John Hancock Life Insurance Company (U.S.A.), the custodian of the Plan since June 15, 2010, and First Mercantile Trust Company, the trustee of the Plan prior to June 15, 2010, except for comparing the investment information certified by the Custodian and Trustee with the related investment information included in the financial statements and supplemental schedule. We have been informed by the Plan Administrator that the Custodian and Trustee hold the Plan's investment assets and execute investment transactions. The Plan Administrator has obtained certifications from the Custodian and Trustee as of December 31, 2010 and 2009 and for the year ended December 31, 2010, that the investment information provided to the Plan Administrator by the Custodian and Trustee is complete and accurate.

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

As discussed in Note 10 to the financial statements, the Plan changed its method of reporting loans to participants in 2010, as required by the provisions of FASB ASC 962.



Indianapolis, Indiana  
March 19, 2012

# SPERRY & RICE MANUFACTURING COMPANY RETIREMENT PLAN

## STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

December 31, 2010 and 2009

|                                                                                                   | 2010                | Adjusted<br>2009    |
|---------------------------------------------------------------------------------------------------|---------------------|---------------------|
| <b>ASSETS</b>                                                                                     |                     |                     |
| Investments at fair value:                                                                        |                     |                     |
| Pooled separate accounts                                                                          | \$ 1,527,182        |                     |
| Collective trust funds                                                                            |                     | \$ 1,525,891        |
| Total Investments                                                                                 | <u>1,527,182</u>    | <u>1,525,891</u>    |
| Receivables:                                                                                      |                     |                     |
| Employer contributions                                                                            | 1,330               | 1,001               |
| Participant contributions                                                                         | 4,347               | 3,894               |
| Notes receivable from participants                                                                | <u>57,046</u>       | <u>65,676</u>       |
| Total Receivables                                                                                 | <u>62,723</u>       | <u>70,571</u>       |
| Cash, noninterest-bearing                                                                         | <u>246</u>          |                     |
| <b>NET ASSETS REFLECTING INVESTMENTS AT FAIR VALUE</b>                                            | 1,590,151           | 1,596,462           |
| Adjustment from fair value to contract value for fully<br>benefit-responsive investment contracts | <u>(1,924)</u>      | <u>3,046</u>        |
| <b>NET ASSETS AVAILABLE FOR BENEFITS</b>                                                          | <u>\$ 1,588,227</u> | <u>\$ 1,599,508</u> |

See accompanying notes.

**SPERRY & RICE MANUFACTURING COMPANY RETIREMENT PLAN**

**STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS**

**Year Ended December 31, 2010**

**ADDITIONS TO NET ASSETS ATTRIBUTED TO**

Investment Income:

Net appreciation in fair value of investments

\$ 170,162

Other income

4,401

Total Investment Income

174,563

Interest income on notes receivable from participants

3,461

Contributions:

Participant salary

119,861

Employer

30,853

Total Contributions

150,714

Total Additions

328,738

**DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO**

Benefits paid to participants

334,220

Administrative expenses

5,799

Total Deductions

340,019

**NET DECREASE**

(11,281)

**NET ASSETS AVAILABLE FOR BENEFITS**

Beginning of Year

1,599,508

End of Year

\$ 1,588,227

*See accompanying notes.*

## SPERRY & RICE MANUFACTURING COMPANY RETIREMENT PLAN

### NOTES TO FINANCIAL STATEMENTS December 31, 2010 and 2009

#### NOTE 1 – PLAN DESCRIPTION AND SIGNIFICANT ACCOUNTING POLICIES

The following description of Sperry & Rice Manufacturing Company Retirement Plan (the Plan) provides only general information. Plan participants should refer to the Plan Agreement for a more complete description of the Plan's provisions.

**General:** The Plan was organized effective January 1, 2004, as a defined contribution retirement savings plan covering substantially all employees of Sperry & Rice Manufacturing Company, LLC (the Employer) who have at least three months of service. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

**Basis of Accounting:** The financial statements of the Plan are prepared on the accrual basis of accounting.

**Estimates:** The preparation of financial statements in accordance with accounting principles generally accepted in the United States requires the Plan's management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, and the disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

**Contributions:** Each year, Plan participants may elect to contribute to the Plan up to 100% of their annual compensation, subject to the maximum annual amount permitted under the Internal Revenue Code (IRC). Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions. Participants may also make rollover contributions from amounts representing distributions from other qualified plans.

The Employer may elect to make discretionary matching and profit-sharing contributions to the Plan. In 2010, the Employer made matching contributions equal to 100% of the first 4% of base compensation that each union participant contributed to the Plan. No Employer profit-sharing contributions were made to the Plan in 2010.

Participants direct the investment of their contributions, as well as those made by the Employer, into various investment options offered by the Plan.

**Participant Accounts:** Each participant's account is credited with the participant's contributions and Employer matching contributions, as well as allocations of the Employer's profit-sharing contributions and Plan earnings. Participant accounts may also be charged with an allocation of certain administrative expenses of the Plan. Allocations are based on participant earnings or account balances, or specific participant transactions, as defined in the Plan Agreement. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

**Vesting and Forfeitures:** Participants are vested immediately in their contributions plus actual earnings thereon. Vesting in the Employer's contribution portion of their account is based on years of continuous service. A participant becomes 20% vested after two years of service, increasing by 20% per year with full vesting after 6 years of credited service.

At December 31, 2010 and 2009, forfeited nonvested accounts of terminated participants totaled \$246 and \$599, respectively. These accounts will be used to pay plan expenses or reduce future Employer contributions. In 2010, forfeited nonvested accounts of \$456 were used to pay Plan expenses.

## NOTE 1 – PLAN DESCRIPTION AND SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

**Notes Receivable from Participants:** Participants may borrow from their account a minimum of \$1,000 up to a maximum amount equal to the lesser of \$50,000 or 50% of their vested account balance. The terms of the notes range up to 5 years except notes issued to purchase a principal residence, for which the terms cannot exceed 10 years. The notes are secured by the balance in the participant's account and bear interest at rates which are commensurate with local prevailing rates as determined by the Plan Administrator. Principal and interest are paid ratably through regular payroll deductions.

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent notes are reclassified as distributions based upon the terms of the Plan Agreement.

**Payment of Benefits:** Upon termination of service due to death, disability, retirement, or certain other reasons, a participant may elect to receive a lump-sum cash distribution equal to the value of the participant's vested interest in his or her account. Hardship withdrawals, as defined in the Plan Agreement, are also permitted from a participant's account. Benefits are recorded by the Plan when paid.

**Investment Valuation and Income Recognition:** The Plan's investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 2 for discussion of fair value measurements.

Investment contracts held by a defined contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the plan. As discussed in Note 4, the Plan invests in a stable value pooled separate account fund at John Hancock Life Insurance Company (U.S.A.) and invested in the Fifth Third Stable Value Fund at December 31, 2009, both of which are fully benefit-responsive. The Plan's statements of net assets available for benefits present the fair value of the investments, as well as the adjustment of the investments from fair value to contract value. The Plan's statement of changes in net assets available for benefits is prepared on a contract value basis.

Purchases and sales of securities are recorded on a trade-date basis. Net appreciation includes the Plan's gains and losses on investments bought and sold as well as held during the year.

**Plan Expenses:** Administrative expenses for maintaining the Plan may be paid by the Employer or the Plan, at the Employer's discretion. Loan administration fees are charged directly to the participant's account and are included in administrative expenses.

**Plan Termination:** Although it has not expressed any intent to do so, the Employer has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, the participants will become 100% vested in their accounts. See Note 9.

**Tax Status:** The Plan has adopted a prototype plan document whose sponsor has received an opinion letter from the Internal Revenue Service (IRS) dated March 31, 2008, stating that the prototype plan document was designed in accordance with the applicable sections of the IRC. Although the Plan and the prototype plan document have been amended since receiving the opinion letter, the Plan Administrator believes that the Plan is designed, and is currently being operated, in compliance with the applicable requirements of the IRC. Therefore, the Plan Administrator believes that the Plan is qualified and the related trust is tax-exempt.

Accounting principles generally accepted in the United States require management to evaluate tax positions taken by the Plan and to recognize a tax liability if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS or other taxing authorities. The Plan Administrator has analyzed the tax positions taken by the Plan and has concluded that as of December 31, 2010, there are no uncertain positions taken, or expected to be taken, that would require recognition of a liability or disclosure in the financial statements.

## NOTE 1 – PLAN DESCRIPTION AND SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

The Plan is subject to routine audits by taxing authorities; however, there are currently no audits for any tax periods in process. The Plan Administrator believes the Plan is no longer subject to income tax examinations for years prior to 2007.

**Subsequent Events:** The Plan Administrator has evaluated the financial statements for subsequent events occurring through March 19, 2012, the date the financial statements were available to be issued.

## NOTE 2 – FAIR VALUE MEASUREMENTS

The Plan has categorized its assets and liabilities that are measured at fair value into a three-level fair value hierarchy. The hierarchy 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 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.

The three levels of the fair value hierarchy 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. In situations where there is little or no market activity for the asset or liability, the Plan makes estimates and assumptions related to the pricing of the asset or liability including assumptions regarding risk.

Following is a description of the valuation methodologies used by the Plan for investment assets that are measured at fair value on a recurring basis. There have been no changes in the methodologies used at December 31, 2010 and 2009.

**Collective Trust Funds:** Valued at the unit price of the fund reported by the sponsoring banks. Generally, the unit price is based on quoted market prices of the fund's underlying investments, less any accrual of fees and expenses borne by the fund, and divided by the number of units outstanding.

**Pooled Separate Accounts:** Valued at the unit price reported by the sponsoring insurance company. Generally, the unit price is based on quoted market prices of the underlying investments owned, less any accrual of fees and expenses borne by the account, and divided by the number of units outstanding.

**NOTE 2 – FAIR VALUE MEASUREMENTS (CONTINUED)**

The preceding methods 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's management 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 investments could result in a different fair value measurement at the reporting date.

Following is a summary, by major nature and risks class within each level of the fair value hierarchy, of the Plan's investment assets that are measured at fair value on a recurring basis as of December 31, 2010 and 2009:

| <b>2010</b>                     | <b>Level 2</b>     | <b>Total</b>       |
|---------------------------------|--------------------|--------------------|
| Pooled separate accounts:       |                    |                    |
| Conservative funds              | \$ 89,172          | \$ 89,172          |
| Moderate funds                  | 221,727            | 221,727            |
| Balanced funds                  | 480,797            | 480,797            |
| Bond funds                      | 37,354             | 37,354             |
| Growth funds                    | 238,649            | 238,649            |
| Growth and income funds         | 167,134            | 167,134            |
| Aggressive growth funds         | 189,315            | 189,315            |
| Stable value fund               | <u>103,034</u>     | <u>103,034</u>     |
| Total Investments at Fair Value | <u>\$1,527,182</u> | <u>\$1,527,182</u> |
| <b>2009</b>                     |                    |                    |
| Collective trust funds:         |                    |                    |
| Balanced funds                  | \$ 116,602         | \$ 116,602         |
| Small cap funds                 | 177,714            | 177,714            |
| Mid cap funds                   | 93,749             | 93,749             |
| Large cap funds                 | 331,457            | 331,457            |
| Bond funds                      | 174,956            | 174,956            |
| International funds             | 65,627             | 65,627             |
| Conservative funds              | 137,183            | 137,183            |
| Moderate funds                  | 192,677            | 192,677            |
| Aggressive growth funds         | 78,339             | 78,339             |
| Stable value fund               | <u>157,587</u>     | <u>157,587</u>     |
| Total Investments at Fair Value | <u>\$1,525,891</u> | <u>\$1,525,891</u> |

At December 31, 2010 and 2009, the Plan had no other assets and no liabilities that are measured at fair value on a recurring basis.

**NOTE 3 – UNAUDITED INVESTMENT INFORMATION CERTIFIED BY CUSTODIAN AND TRUSTEE**

The following is a summary of the Plan's unaudited investment information which has been certified as complete and accurate as of December 31, 2010 and 2009, and for the year ended December 31, 2010, by John Hancock Life Insurance Company (U.S.A.), the custodian of the Plan since June 15, 2010, and First Mercantile Trust Company, the trustee of the Plan prior to June 15, 2010, in accordance with Section 2520.103-5 of the Department of Labor Rules and Regulations for Reporting and Disclosure under ERISA:

|                                                           | <b>2010</b>        | <b>2009</b>        |
|-----------------------------------------------------------|--------------------|--------------------|
| Pooled Separate Accounts at                               |                    |                    |
| John Hancock Life Insurance Company (U.S.A.):             |                    |                    |
| Lifestyle Balanced                                        | \$ 480,797*        |                    |
| Lifestyle Moderate                                        | 221,727*           |                    |
| Lifestyle Growth                                          | 198,451*           |                    |
| BlackRock Global Allocation Fund                          | 129,433*           |                    |
| John Hancock Stable Value Fund (at contract value)        | 101,110*           |                    |
| Lifestyle Conservative                                    | 89,172*            |                    |
| Other pooled separate accounts                            | <u>304,568</u>     |                    |
| Collective Trust Funds at First Mercantile Trust Company: |                    |                    |
| Dodge & Cox Stock                                         |                    | \$ 261,636*        |
| Calvert Income A Fund                                     |                    | 174,956*           |
| Fifth Third Stable Value Fund (at contract value)         |                    | 160,633*           |
| Neuberger Berman Genesis Trust                            |                    | 150,875*           |
| Fifth Third Life Model Conservative Fund                  |                    | 137,183*           |
| Longleaf Partners Fund                                    |                    | 116,602*           |
| Meridian Growth Fund                                      |                    | 87,522*            |
| Other collective trust funds                              |                    | <u>439,530</u>     |
| Total Investments held by Custodian and Trustee           | <u>\$1,525,258</u> | <u>\$1,528,937</u> |

\* Represents 5% or more of the Plan's net assets available for benefits at the date indicated.

|                                                                                 | <b>2010</b>      |
|---------------------------------------------------------------------------------|------------------|
| Net appreciation in fair value of investments:                                  |                  |
| Fair value measured by methods other than by quoted prices in an active market: |                  |
| Pooled separate accounts                                                        | \$166,183        |
| Collective trust funds                                                          | <u>3,979</u>     |
|                                                                                 | <u>\$170,162</u> |

#### **NOTE 4 – INVESTMENT CONTRACTS**

The Plan has an investment in the John Hancock Stable Value Fund at December 31, 2010, and had an investment in the Fifth Third Stable Value Fund at December 31, 2009, both of which are benefit-responsive funds. As described in Note 1, because the investment contracts are fully benefit-responsive, contract value is the relevant measurement attribute for that portion of the net assets available for benefits attributable to the investment contract. Contract value, as reported to the Plan by John Hancock Life Insurance Company (U.S.A.) and First Mercantile Trust Company, represents contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value.

There are no reserves against contract value for credit risk of the contract issuer or otherwise. The average yield rate based on actual earnings of the funds was approximately 2.83% for 2010 and 3.52% for 2009, and the average interest rate credited to participants was approximately 3.40% for 2010 and 3.26% for 2009.

Certain events limit the ability of the Plan to transact at contract value with the issuer. Such events include the following: (1) amendments to the Plan documents (including complete or partial Plan termination or merger with another plan), (2) changes to the Plan's prohibition on competing investment options or deletion of equity wash provisions, (3) communications from the Plan's sponsor designed to induce participants to transfer from the fund, (4) bankruptcy of the Plan Sponsor or other Plan Sponsor events (for example, divestitures or spin-offs of a subsidiary) that cause a significant withdrawal from the Plan, or (5) the failure of the trust to qualify for exemption from federal income taxes or any required prohibited transaction exemption under ERISA. The Plan Administrator does not believe that any events which would limit the Plan's ability to transact at contract value with participants are probable of occurring.

#### **NOTE 5 – PLAN AMENDMENTS**

Effective May 1, 2010, the Employer adopted a new prototype plan document sponsored by DATAIR Employee Benefit Systems, Inc. During 2010, the Plan Agreement with DATAIR Employee Benefit Systems, Inc. was amended to comply with changes in the tax laws as required by the IRC. The amendments included provisions that are intended to comply with the Pension Protection Act of 2006, the Heroes Earnings Assistance and Relief Tax Act of 2008 (HEART) and the Worker, Retiree, and Employer Recovery Act of 2008 (WRERA).

#### **NOTE 6 – PARTY-IN-INTEREST TRANSACTIONS**

Party-in-interest transactions include those with fiduciaries or employees of the Plan, any person who provides services to the Plan, an employer whose employees are covered by the Plan, an employee organization whose members are covered by the Plan, a person who owns 50% or more of such an employer or employee association, or relatives of such persons.

Certain of the Plan's investments are managed by an affiliate of John Hancock Life Insurance Company (U.S.A.), the custodian of the Plan and First Mercantile Trust Company, the former trustee of the Plan, and therefore, transactions in these investments qualify as exempt party-in-interest transactions under ERISA. Administrative fees paid by the Plan to the Custodian and the former Trustee totaled \$5,799 in 2010.

The Employer provides certain accounting, administrative and investment management services to the Plan for which it receives no compensation.

Notes receivable from participants are permitted party-in-interest transactions.

## NOTE 7 – RISKS AND UNCERTAINTIES

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

## NOTE 8 – RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of net assets available for benefits per the financial statements to net assets per Form 5500 at December 31, 2010 and 2009:

|                                                                                               | 2010               | 2009               |
|-----------------------------------------------------------------------------------------------|--------------------|--------------------|
| Net assets available for benefits per the financial statements                                | \$1,588,227        | \$1,599,508        |
| Adjustment from contract value to fair value for fully benefit-responsive investment contract | <u>1,924</u>       | <u>(3,046)</u>     |
| Net Assets per Form 5500                                                                      | <u>\$1,590,151</u> | <u>\$1,596,462</u> |

The following is a reconciliation of net decrease per the financial statements to net loss per Form 5500 for the year ended December 31, 2010:

|                                                                                                          |                   |
|----------------------------------------------------------------------------------------------------------|-------------------|
| Net decrease per the financial statements                                                                | \$(11,281)        |
| Change in adjustment from contract value to fair value for fully benefit-responsive investment contracts | <u>4,970</u>      |
| Net loss per Form 5500                                                                                   | <u>\$ (6,311)</u> |

## NOTE 9 - PARTIAL PLAN TERMINATION

During the year ended December 31, 2010, the Employer involuntarily terminated approximately 24% of the Plan participants. Accordingly, participants affected by involuntary termination were made 100% vested in their account balances upon termination.

## NOTE 10 – ACCOUNTING CHANGE

In September 2010, the Financial Accounting Standards Board issued an amendment to the Accounting Standards Codification (ASC) 962, *Reporting Loans to Participants by Defined Contribution Pension Plans*, which requires that loans made to participants from their plan account balances be reported as notes receivable from participants, rather than as investments. Accordingly, the Plan adopted ASC 962 and has reclassified participant loans as notes receivable from participants as of December 31, 2010. This change had no effect on the net change in the Plan's net assets available for benefits for the year ended December 31, 2010. The statement of net assets available for benefits as of December 31, 2009, has been retroactively adjusted to reflect such loans as notes receivable from participants.

# SPERRY & RICE MANUFACTURING COMPANY RETIREMENT PLAN

EIN 83-0384496 PN 001

## SCHEDULE H, ITEM 4(i) - SCHEDULE OF ASSETS (HELD AT END OF YEAR) December 31, 2010

| (a) | (b) and (c)                                                                                                    | (d)  | (e)                        |
|-----|----------------------------------------------------------------------------------------------------------------|------|----------------------------|
|     | Identity of Issue / Description of Investment                                                                  | Cost | Current Value              |
| *   | <b>POOLED SEPARATE ACCOUNTS AT JOHN HANCOCK LIFE INSURANCE COMPANY (U.S.A.)</b>                                |      |                            |
|     | Lifestyle Aggressive                                                                                           | **   | \$ 51,759                  |
|     | Lifestyle Growth                                                                                               | **   | 198,451                    |
|     | Lifestyle Balanced                                                                                             | **   | 480,797                    |
|     | Lifestyle Moderate                                                                                             | **   | 221,727                    |
|     | Lifestyle Conservative                                                                                         | **   | 89,172                     |
|     | Natural Resource Fund                                                                                          | **   | 1,398                      |
|     | DFA Emerging Markets Value Fund                                                                                | **   | 27,223                     |
|     | Royce Opportunity Fund                                                                                         | **   | 6,559                      |
|     | Fidelity Leveraged Company Stock Fund                                                                          | **   | 6,158                      |
|     | Keeley Small Cap Value Fund                                                                                    | **   | 18,385                     |
|     | Franklin Small-Mid Cap                                                                                         | **   | 2,692                      |
|     | Prudential Jennison 20/20 Focus Fund                                                                           | **   | 55,900                     |
|     | Thornburg International Value Fund                                                                             | **   | 19,241                     |
|     | Oppenheimer Global Fund                                                                                        | **   | 5,252                      |
|     | JP Morgan Mid Cap Value Fund                                                                                   | **   | 4,625                      |
|     | Fidelity Advisor New Insights Fund                                                                             | **   | 30,321                     |
|     | RiverSource Equity Value Fund                                                                                  | **   | 6,079                      |
|     | 500 Index Fund                                                                                                 | **   | 5,203                      |
|     | Ivy Asset Strategy Fund                                                                                        | **   | 26,419                     |
|     | BlackRock Global Allocation Fund                                                                               | **   | 129,433                    |
|     | U.S. High Yield Bond Fund                                                                                      | **   | 12,863                     |
|     | Oppenheimer International Bond Fund                                                                            | **   | 8,176                      |
|     | PIMCO Total Return Fund                                                                                        | **   | 8,387                      |
|     | John Hancock Stable Value Fund                                                                                 | **   | 103,034                    |
|     | Select AA Balanced Fund                                                                                        | **   | 7,928                      |
|     | Total Pooled Separate Accounts                                                                                 |      | <u>1,527,182</u>           |
| *   | <b>NOTES RECEIVABLE FROM PARTICIPANTS</b> , bearing interest at 5.25-7.00% with maturities through August 2015 | 0    | <u>57,046</u>              |
|     | <b>TOTAL</b>                                                                                                   |      | <u><u>\$ 1,584,228</u></u> |

\* Party-in-interest, but not prohibited transactions.

\*\* Cost has been omitted for participant-directed investments.

# SPERRY & RICE MANUFACTURING COMPANY RETIREMENT PLAN

EIN 83-0384496 PN 001

## SCHEDULE H, ITEM 4(i) - SCHEDULE OF ASSETS (HELD AT END OF YEAR) December 31, 2010

| (a) | (b) and (c)                                                                                                    | (d)  | (e)                        |
|-----|----------------------------------------------------------------------------------------------------------------|------|----------------------------|
|     | Identity of Issue / Description of Investment                                                                  | Cost | Current Value              |
| *   | <b>POOLED SEPARATE ACCOUNTS AT JOHN HANCOCK LIFE INSURANCE COMPANY (U.S.A.)</b>                                |      |                            |
|     | Lifestyle Aggressive                                                                                           | **   | \$ 51,759                  |
|     | Lifestyle Growth                                                                                               | **   | 198,451                    |
|     | Lifestyle Balanced                                                                                             | **   | 480,797                    |
|     | Lifestyle Moderate                                                                                             | **   | 221,727                    |
|     | Lifestyle Conservative                                                                                         | **   | 89,172                     |
|     | Natural Resource Fund                                                                                          | **   | 1,398                      |
|     | DFA Emerging Markets Value Fund                                                                                | **   | 27,223                     |
|     | Royce Opportunity Fund                                                                                         | **   | 6,559                      |
|     | Fidelity Leveraged Company Stock Fund                                                                          | **   | 6,158                      |
|     | Keeley Small Cap Value Fund                                                                                    | **   | 18,385                     |
|     | Franklin Small-Mid Cap                                                                                         | **   | 2,692                      |
|     | Prudential Jennison 20/20 Focus Fund                                                                           | **   | 55,900                     |
|     | Thornburg International Value Fund                                                                             | **   | 19,241                     |
|     | Oppenheimer Global Fund                                                                                        | **   | 5,252                      |
|     | JP Morgan Mid Cap Value Fund                                                                                   | **   | 4,625                      |
|     | Fidelity Advisor New Insights Fund                                                                             | **   | 30,321                     |
|     | RiverSource Equity Value Fund                                                                                  | **   | 6,079                      |
|     | 500 Index Fund                                                                                                 | **   | 5,203                      |
|     | Ivy Asset Strategy Fund                                                                                        | **   | 26,419                     |
|     | BlackRock Global Allocation Fund                                                                               | **   | 129,433                    |
|     | U.S. High Yield Bond Fund                                                                                      | **   | 12,863                     |
|     | Oppenheimer International Bond Fund                                                                            | **   | 8,176                      |
|     | PIMCO Total Return Fund                                                                                        | **   | 8,387                      |
|     | John Hancock Stable Value Fund                                                                                 | **   | 103,034                    |
|     | Select AA Balanced Fund                                                                                        | **   | 7,928                      |
|     | Total Pooled Separate Accounts                                                                                 |      | <u>1,527,182</u>           |
| *   | <b>NOTES RECEIVABLE FROM PARTICIPANTS</b> , bearing interest at 5.25-7.00% with maturities through August 2015 | 0    | <u>57,046</u>              |
|     | <b>TOTAL</b>                                                                                                   |      | <u><u>\$ 1,584,228</u></u> |

\* Party-in-interest, but not prohibited transactions.

\*\* Cost has been omitted for participant-directed investments.