Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code).

▶ **Complete all entries in accordance with the instructions to the Form 5500.**

OMB Nos. 1210-0110
1210-0089

2011

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

A This return/report is for:
- [ ] a multiemployer plan;
- [ ] a multiple-employer plan; or
- [X] a single-employer plan;
- [ ] a DFE (specify) ____

B This return/report is:
- [ ] the first return/report;
- [ ] the final return/report;
- [ ] an amended return/report;
- [ ] a short plan year return/report (less than 12 months).

C If the plan is a collectively-bargained plan, check here. . . . . ▶ [ ]

D Check box if filing under:
- [X] Form 5558;
- [ ] automatic extension;
- [ ] the DFVC program;
- [ ] special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
W.R. MEADOWS, INC. EMPLOYEES' PROFIT SHARING AND 401(K) PLAN AND TRUST

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 01/01/1962

2a Plan sponsor's name and address, including room or suite number (Employer, if for single-employer plan)

W.R. MEADOWS, INC.

300 INDUSTRIAL DRIVE
HAMPSHIRE, IL 60140

2b Employer Identification Number (EIN) 36-1460730

2c Sponsor's telephone number 847-214-2100

2d Business code (see instructions) 339900

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	07/20/2012	JERRY MURRIN
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	07/20/2012	JERRY MURRIN
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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

300 INDUSTRIAL DRIVE
HAMPSHIRE, IL 60140

3b Administrator's EIN
36-1460730

3c Administrator's telephone number
847-214-2100

4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:

a Sponsor's name

4b EIN

4c PN

5	Total number of participants at the beginning of the plan year	**5**	386
6	Number of participants as of the end of the plan year (welfare plans complete only lines **6a, 6b, 6c,** and **6d**).		
a	Active participants	**6a**	330
b	Retired or separated participants receiving benefits	**6b**	10
c	Other retired or separated participants entitled to future benefits	**6c**	45
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	385
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	1
f	Total. Add lines **6d** and **6e**	**6f**	386
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	386
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	0
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

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

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

9a Plan funding arrangement (check all that apply)

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

9b Plan benefit arrangement (check all that apply)

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

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

a Pension Schedules

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

SCHEDULE A (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Insurance Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).

▶ **File as an attachment to Form 5500.**

▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).

OMB No. 1210-0110

2011

This Form is Open to Public Inspection

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

A Name of plan
W.R. MEADOWS, INC. EMPLOYEES' PROFIT SHARING AND 401(K) PLAN AND TRUST

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
W.R. MEADOWS, INC.

D Employer Identification Number (EIN)
36-1460730

Part I Information Concerning Insurance Contract Coverage, Fees, and Commissions

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

SUN LIFE ASSURANCE CO. OF CANADA

(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
38-1082080	80802	003905	7	01/01/2011	12/31/2011

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
25	0

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

ID 200950

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
25	0		3

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

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

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

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

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

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

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

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

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

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

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

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** 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.

4	Current value of plan's interest under this contract in the general account at year end	**4**	
5	Current value of plan's interest under this contract in separate accounts at year end	**5**	

6 Contracts With Allocated Funds:

a State the basis of premium rates ▶

b	Premiums paid to carrier	**6b**	
c	Premiums due but unpaid at the end of the year	**6c**	
d	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.	**6d**	

Specify nature of costs ▶

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 ▶

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

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 organizations(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:				
a Premiums: (1) Amount received	**9a(1)**	4355		
(2) Increase (decrease) in amount due but unpaid	**9a(2)**			
(3) Increase (decrease) in unearned premium reserve	**9a(3)**			
(4) Earned (**(1)** + **(2)** - **(3)**)			**9a(4)**	4355
b Benefit charges (1) Claims paid	**9b(1)**			
(2) Increase (decrease) in claim reserves	**9b(2)**			
(3) Incurred claims (add **(1)** and **(2)**)			**9b(3)**	0
(4) Claims charged			**9b(4)**	
c Remainder of premium: (1) Retention charges (on an accrual basis) --				
(A) Commissions	**9c(1)(A)**			
(B) Administrative service or other fees	**9c(1)(B)**			
(C) Other specific acquisition costs	**9c(1)(C)**			
(D) Other expenses	**9c(1)(D)**			
(E) Taxes	**9c(1)(E)**			
(F) Charges for risks or other contingencies	**9c(1)(F)**			
(G) Other retention charges	**9c(1)(G)**			
(H) Total retention			**9c(1)(H)**	0
(2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.)			**9c(2)**	
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement			**9d(1)**	
(2) Claim reserves			**9d(2)**	
(3) Other reserves			**9d(3)**	
e Dividends or retroactive rate refunds due. (Do not include amount entered in **c(2)**.)			**9e**	
10 Nonexperience-rated contracts:				
a Total premiums or subscription charges paid to carrier			**10a**	
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.			**10b**	

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. ▶

SCHEDULE A (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Insurance Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).

▶ **File as an attachment to Form 5500.**

▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).

OMB No. 1210-0110

2011

This Form is Open to Public Inspection

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

A Name of plan
W.R. MEADOWS, INC. EMPLOYEES' PROFIT SHARING AND 401(K) PLAN AND TRUST

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
W.R. MEADOWS, INC.

D Employer Identification Number (EIN)
36-1460730

Part I **Information Concerning Insurance Contract Coverage, Fees, and Commissions** 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
NORTHWESTERN MUTUAL

(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
39-0509570	67091	33542	9	01/01/2011	12/31/2011

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
0	0

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

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

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

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

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

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

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

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

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

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

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

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

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

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** 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.

4	Current value of plan's interest under this contract in the general account at year end	4	
5	Current value of plan's interest under this contract in separate accounts at year end	5	

6 Contracts With Allocated Funds:

a State the basis of premium rates ▶ THE BASIS OF PREMIUM RATES CAN BE FOUND ON THE ACTURARIAL ASSUMPTION INSERT.

b	Premiums paid to carrier	6b	10644
c	Premiums due but unpaid at the end of the year	6c	
d	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.	6d	

Specify nature of costs ▶

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 ▶

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

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 organizations(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:				
a Premiums: (1) Amount received	**9a(1)**			
(2) Increase (decrease) in amount due but unpaid	**9a(2)**			
(3) Increase (decrease) in unearned premium reserve	**9a(3)**			
(4) Earned (**(1)** + **(2)** - **(3)**)			**9a(4)**	
b Benefit charges (1) Claims paid	**9b(1)**			
(2) Increase (decrease) in claim reserves	**9b(2)**			
(3) Incurred claims (add **(1)** and **(2)**)			**9b(3)**	
(4) Claims charged			**9b(4)**	
c Remainder of premium: (1) Retention charges (on an accrual basis) --				
(A) Commissions	**9c(1)(A)**			
(B) Administrative service or other fees	**9c(1)(B)**			
(C) Other specific acquisition costs	**9c(1)(C)**			
(D) Other expenses	**9c(1)(D)**			
(E) Taxes	**9c(1)(E)**			
(F) Charges for risks or other contingencies	**9c(1)(F)**			
(G) Other retention charges	**9c(1)(G)**			
(H) Total retention			**9c(1)(H)**	
(2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.)			**9c(2)**	
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement			**9d(1)**	
(2) Claim reserves			**9d(2)**	
(3) Other reserves			**9d(3)**	
e Dividends or retroactive rate refunds due. (Do not include amount entered in **c(2)**.)			**9e**	
10 Nonexperience-rated contracts:				
a Total premiums or subscription charges paid to carrier			**10a**	
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.			**10b**	

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. ▶

SCHEDULE C (Form 5500)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ **File as an attachment to Form 5500.**	**2011** **This Form is Open to Public Inspection.**

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

A Name of plan
W.R. MEADOWS, INC. EMPLOYEES' PROFIT SHARING AND 401(K) PLAN AND TRUST

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
W.R. MEADOWS, INC.

D Employer Identification Number (EIN)
36-1460730

Part I Service Provider Information (see instructions)

You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions).. . . . . [X] Yes [ ] No

b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

CAPITAL RESEARCH & MANAGEMENT CO.

95-1411037

(b) Enter name and EIN or address of person who provided you disclosure on eligible indirect compensation

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(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

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

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

NORTHWESTERN MUTUAL

39-0509570

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
23	INSURANCE PROVIDER	10644	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] No [ ]

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

SUN LIFE ASSURANCE CO. OF CANADA

38-1082080

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
23	INSURANCE PROVIDER	4354	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

CAPITAL RESEARCH & MANAGEMENT CO.

95-1411037

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
64 52 60 62 25 49 72 37	RECORDKEEPER	947	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] No [ ]

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

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

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

Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2011

This Form is Open to Public Inspection.

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

A Name of plan
W.R. MEADOWS, INC. EMPLOYEES' PROFIT SHARING AND 401(K) PLAN AND TRUST

B Three-digit plan number (PN) ▶ 001

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
W.R. MEADOWS, INC.

D Employer Identification Number (EIN)
36-1460730

Part I Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)

(Complete as many entries as needed to report all interests in DFEs)

a Name of MTIA, CCT, PSA, or 103-12 IE: INVESCO STABLE VALUE FUND

b Name of sponsor of entity listed in (a): INVESCO FUNDS

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103 12 IE at end of year (see instructions)
84-1142974-001	C	1964401

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

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

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

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

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2011

This Form is Open to Public Inspection

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

A Name of plan
W.R. MEADOWS, INC. EMPLOYEES' PROFIT SHARING AND 401(K) PLAN AND TRUST

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
W.R. MEADOWS, INC.

D Employer Identification Number (EIN)
36-1460730

Part I Asset and Liability Statement

1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	0	0
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	0	0
(2) Participant contributions	1b(2)	0	0
(3) Other	1b(3)	0	0
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	0	0
(2) U.S. Government securities	1c(2)	0	0
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	0	0
(B) All other	1c(3)(B)	0	0
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	0	0
(B) Common	1c(4)(B)	0	0
(5) Partnership/joint venture interests	1c(5)	0	0
(6) Real estate (other than employer real property)	1c(6)	0	0
(7) Loans (other than to participants)	1c(7)	0	0
(8) Participant loans	1c(8)	382933	422213
(9) Value of interest in common/collective trusts	1c(9)	1847648	1964401
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)	0	0
(12) Value of interest in 103-12 investment entities	1c(12)	0	0
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	9154253	9318394
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)	0	0

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(1) Employer securities	1d(1)	0	0
	(2) Employer real property	1d(2)	0	0
e	Buildings and other property used in plan operation	1e	0	0
f	Total assets (add all amounts in lines 1a through 1e)	1f	11384834	11705008
	Liabilities			
g	Benefit claims payable	1g	0	0
h	Operating payables	1h		
i	Acquisition indebtedness	1i	0	0
j	Other liabilities	1j	0	0
k	Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	11384834	11705008

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) Amount	(b) Total
a	**Contributions:**			
	(1) Received or receivable in cash from: **(A)** Employers	2a(1)(A)	564860	
	(B) Participants	2a(1)(B)	970724	
	(C) Others (including rollovers)	2a(1)(C)	23615	
	(2) Noncash contributions	2a(2)	0	
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		1559199
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	0	
	(B) U.S. Government securities	2b(1)(B)	0	
	(C) Corporate debt instruments	2b(1)(C)	0	
	(D) Loans (other than to participants)	2b(1)(D)	0	
	(E) Participant loans	2b(1)(E)	18295	
	(F) Other	2b(1)(F)	0	
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		18295
	(2) Dividends: **(A)** Preferred stock	2b(2)(A)	0	
	(B) Common stock	2b(2)(B)	0	
	(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	176431	
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		176431
	(3) Rents	2b(3)		0
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)	0	
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)	0	
	(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0

			(a) Amount	(b) Total
2b	(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)	0	
	(B) Other	2b(5)(B)	0	
	(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0
	(6) Net investment gain (loss) from common/collective trusts	2b(6)		24518
	(7) Net investment gain (loss) from pooled separate accounts	2b(7)		0
	(8) Net investment gain (loss) from master trust investment accounts	2b(8)		0
	(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		0
	(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		-382513
c	Other income	2c		0
d	Total income. Add all **income** amounts in column (b) and enter total	2d		1395930
	Expenses			
e	Benefit payment and payments to provide benefits:			
	(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	1037295	
	(2) To insurance carriers for the provision of benefits	2e(2)	0	
	(3) Other	2e(3)	0	
	(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		1037295
f	Corrective distributions (see instructions)	2f		0
g	Certain deemed distributions of participant loans (see instructions)	2g		22515
h	Interest expense	2h		0
i	Administrative expenses: (1) Professional fees	2i(1)	0	
	(2) Contract administrator fees	2i(2)	15946	
	(3) Investment advisory and management fees	2i(3)	0	
	(4) Other	2i(4)	0	
	(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		15946
j	Total expenses. Add all **expense** amounts in column (b) and enter total	2j		1075756
	Net Income and Reconciliation			
k	Net income (loss). Subtract line 2j from line 2d	2k		320174
l	Transfers of assets:			
	(1) To this plan	2l(1)		0
	(2) From this plan	2l(2)		0

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)** [X] Disclaimer **(4)** [ ] Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? [X] Yes [ ] No

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: PASQUESI SHEPPARD LLC **(2)** EIN: 36-4049282

d The opinion of an independent qualified public accountant is **not attached** because:

(1) [ ] This form is filed for a CCT, PSA, or MTIA. **(2)** [ ] It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete 4j and 4l. MTIAs also do not complete 4l.

During the plan year:

		Yes	No	Amount
a	Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	**4a**		X	
b	Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	**4b**		X	
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	**4c**		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	**4d**		X	
e	Was this plan covered by a fidelity bond?	**4e**	X		3000000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	**4f**		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	**4g**		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	**4h**		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	**4i**	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	**4j**		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	**4k**		X	
l	Has the plan failed to provide any benefit when due under the plan?	**4l**		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	**4m**		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	**4n**		X	

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

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

5b(1) Name of plan(s)	**5b(2)** EIN(s)	**5b(3)** PN(s)

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2011

This Form is Open to Public Inspection.

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

A Name of plan
W.R. MEADOWS, INC. EMPLOYEES' PROFIT SHARING AND 401(K) PLAN AND TRUST

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
W.R. MEADOWS, INC.

D Employer Identification Number (EIN)
36-1460730

Part I Distributions

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions **1** 0

2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits):

EIN(s): 20-3691658

Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.

3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year. **3**

Part II Funding Information (If the plan is not subject to the minimum funding requirements of section of 412 of the Internal Revenue Code or ERISA section 302, skip this Part)

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

If the plan is a defined benefit plan, go to line 8.

5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. **Date:** Month _____ Day _____ Year _____

If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.

6 **a** Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived) **6a**

b Enter the amount contributed by the employer to the plan for this plan year **6b**

c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount) **6c**

If you completed line 6c, skip lines 8 and 9.

7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

Part III Amendments

9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box. ..... ☐ **Increase** ☐ **Decrease** ☐ **Both** ☐ **No**

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

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? ..... ☐ **Yes** ☐ **No**

11 **a** Does the ESOP hold any preferred stock? ..... ☐ **Yes** ☐ **No**

b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.) ..... ☐ **Yes** ☐ **No**

12 Does the ESOP hold any stock that is not readily tradable on an established securities market? ..... ☐ **Yes** ☐ **No**

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

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

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

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

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

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

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

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

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

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

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

a Enter the percentage of plan assets held as:
Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

b Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

c What duration measure was used to calculate item 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):

PASQUESI
SHEPPARD LLC
ACCOUNTANTS AND CONSULTANTS

W.R. MEADOWS, INC.
EMPLOYEES' PROFIT SHARING AND 401(k) PLAN AND TRUST

FINANCIAL STATEMENTS
DECEMBER 31, 2011 AND 2010

TOGETHER WITH INDEPENDENT AUDITOR'S REPORT

FEIN 36-1460730 PLAN NUMBER 001

W.R. MEADOWS, INC.

EMPLOYEES' PROFIT SHARING AND 401(k) PLAN AND TRUST

FINANCIAL STATEMENTS AND NOTES

DECEMBER 31, 2011 AND 2010

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PASQUESI
SHEPPARD LLC
ACCOUNTANTS AND CONSULTANTS

INDEPENDENT AUDITOR'S REPORT

PLAN ADMINISTRATOR
W.R. MEADOWS, INC. EMPLOYEES' PROFIT SHARING AND 401(k) PLAN AND TRUST

We were engaged to audit the accompanying Statements of Net Assets Available for Plan Benefits of W.R. MEADOWS, INC. EMPLOYEES' PROFIT SHARING AND 401(k) PLAN AND TRUST as of December 31, 2011 and 2010, and the related Statements of Changes in Net Assets Available for Plan Benefits for the years ended December 31, 2011 and 2010, and the supplemental Schedule of Assets Held at End of Year as of December 31, 2011. These financial statements and supplemental schedule are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 6, which was certified by Capital Bank and Trust Company, the Trustee of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedule. We have been informed by the Plan Administrator that the Trustee holds the Plan's investment assets and executes investment transactions. The Plan Administrator has obtained a certification from the Trustee as of and for the years ended December 31, 2011 and 2010, respectively, that the information provided to the Plan Administrator by the 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 supplemental schedule is presented for purposes of additional analysis and is not a required part of the financial statements, but is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the Trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Pasquesi Sheppard LLC
Pasquesi Sheppard LLC

July 9, 2012

W.R. MEADOWS, INC.

EMPLOYEES' PROFIT SHARING AND 401(k) PLAN AND TRUST

STATEMENTS OF NET ASSETS AVAILABLE FOR PLAN BENEFITS

DECEMBER 31, 2011 AND 2010

	2011	2010
ASSETS:		
Investments, at fair value —		
Mutual funds	$ 9,318,394	$ 9,154,253
Common collective trust fund	1,964,401	1,847,648
Total investments	11,282,795	11,001,901
Notes receivable from participants	422,213	382,933
Net assets reflecting investments at fair value	11,705,008	11,384,834
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	(59,229)	(51,386)
Net assets available for benefits	$ 11,645,779	$ 11,333,448

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

W.R. MEADOWS, INC.

EMPLOYEES' PROFIT SHARING AND 401(k) PLAN AND TRUST

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR PLAN BENEFITS

FOR THE YEARS ENDED DECEMBER 31, 2011 AND 2010

	2011	2010
ADDITIONS TO NET ASSETS ATTRIBUTED TO:		
Contributions —		
Participants	$ 970,724	$ 924,367
Rollover/other contributions	23,615	17,508
Company	564,860	553,171
Total contributions	1,559,199	1,495,046
Investment income —		
Net (depreciation) appreciation in fair value of investments	(393,048)	797,753
Net realized gain on sales of investments	2,698	8,294
Interest and dividends	200,942	178,767
Total investment (loss) income	(189,408)	984,814
Interest on notes receivable from participants	18,295	16,461
Total additions to net assets	1,388,086	2,496,321
DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO:		
Benefits paid to participants	1,037,295	802,053
Deemed distributions	22,515	21,008
Premiums paid on life insurance policies	14,998	14,999
Loan and other fees	947	2,730
Total deductions from net assets	1,075,755	840,790
NET INCREASE	312,331	1,655,531
NET ASSETS AVAILABLE FOR PLAN BENEFITS:		
Beginning of the year	11,333,448	9,677,917
End of the year	$ 11,645,779	$ 11,333,448

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

(1) PLAN DESCRIPTION:

The following description of the W.R. Meadows, Inc. Employees' Profit Sharing and 401(k) Plan and Trust (the Plan) of W.R. Meadows, Inc. and its domestic subsidiaries, W.R. Meadows of Arizona, Inc., Huebert Fiberboard Inc., and Blue Ridge Fiberboard, Inc. (collectively referred to as the Company) provides only general information. Participants should refer to the Summary Plan Description or Plan Agreement for a more complete description of the Plan's provisions.

General –

The Plan was established and became effective December 31, 1962. The Plan is subject to the applicable provisions of the Employee Retirement Income Security Act of 1974 (ERISA). The Plan has been amended and restated from time to time since January 1, 1996 when the Plan was amended and restated to include, among other things, provisions allowing participant pre-tax salary deferrals, participant loans and participant self-directed investments. In addition, on January 1, 2007, the Plan was amended and restated primarily to permit hourly-paid and highly compensated employees to participate in the Plan. On January 1, 2010, the Plan was amended to include the Company's newly formed subsidiary, Blue Ridge Fiberboard, Inc.

Eligibility –

The Plan is a contributory defined contribution plan covering substantially all employees, as defined, of the Company. Full-time covered employees commence participation in the Plan and are permitted to make salary deferral contributions and become eligible to receive Company contributions on the entry date following completion of one year of service. The Plan's entry dates are the first day of each month. Participants employed at the end of the Plan year, who have completed at least one year of service, are eligible to receive an allocated portion of the Company's discretionary profit sharing contribution. A year of service, for purposes of eligibility, is credited for each twelve consecutive month period in which an employee completes at least 1,000 hours of service.

Plan Administration –

The Plan is administrated by the Company. The Board of Directors of the Company appointed Capital Bank and Trust Company, an affiliate of American Funds Distributors, Inc., as the Plan's Trustee.

Contributions –

Participants may elect to make voluntary, pre-tax contributions in an amount not less than one percent of their compensation, but not more than the maximum allowed under Internal Revenue Service (IRS) regulations.

At the end of each Plan year, the Company may, out of its current or accumulated profits, contribute to the Plan an amount authorized by the Board of Directors. Also, if an election is made prior to December 1 of the preceding Plan year, the Company will make "Safe-Harbor" contributions to each eligible employee's account in an amount equal to at least three percent of his or her compensation. The Company elected to make "Safe-Harbor" contributions for the 2011 and 2010 Plan years. Company contributions to the Plan were $564,860 and $553,171 in 2011 and 2010, respectively.

Participant Accounts –

Pre-tax, Company and rollover contributions are held in self-directed investment accounts in the name of each participant. Employer profit sharing contributions, if any, are allocated to participants based upon a formula using compensation.

Investment Options –

Participants may allocate their contributions (in multiplies of one percent) and those of the Company among multiple mutual funds and a common collective trust fund. Employees may change their contribution allocation between investment options for future contributions and transfer prior contributions and associated earnings between investment options subject to certain restrictions set forth in the Plan. The Plan currently offers twelve mutual funds and one common/collective trust as investment options for participants. The investments offered have been selected by the Plan Trustee based upon the provisions of the Plan.

Plan Earnings –

Plan earnings are credited to participants based upon the net earnings, gains, losses, and expenses attributable to each participant's self-directed investment account.

Vesting –

Participants are immediately vested in their pre-tax, Company and rollover contributions and the earnings thereon.

Life Insurance –

Prior to January 1, 1995, participants could, at their discretion, invest a portion of their account balance in individual life insurance policies. Under the Plan, the insured must be the participant and the policy be issued by a legal reserve life insurance company authorized to do business in the State of Illinois. These policies are not included in Plan assets because they are allocated to individual participants.

Effective January 1, 1995, the Plan prohibits the purchase of new policies. However, policies existing on January 1, 1995 will be continued until the participant either purchases the policy from the Plan or requests that the Trustee surrenders it for its cash value. If a policy is surrendered for its cash value, the proceeds received are credited to the participant's self-directed investment account.

Notes Receivable from Participants –

Participants may borrow, but not less than $1,000, from their self-directed investment accounts. The maximum aggregate of each participant's outstanding loans cannot exceed the lesser of $50,000 or 50 percent of the participant's vested account balance. No participant may have more than two loans outstanding at any time. Participant loans are secured by the balance in the participant's self-directed investment account and bear a fixed interest rate equal to the prime rate of interest (on the date of borrowing) plus one percent. Interest rates range from 4.25% to 9.25% on participant loans outstanding at December 31, 2011. Principal and interest is paid ratably through weekly payroll deductions in terms generally ranging from 52 to 780 weeks.

Payment of Benefits –

Upon retirement, death, disability, termination of service, or certain in-service distributions, a participant may elect to receive a lump-sum distribution equal to the participant's vested account balance or to receive the vested account balance in installments over a period of not more than the life expectancy of the participant.

Rollover Contributions –

With the Company's consent, an eligible employee may make one or more rollover contributions to the Plan if the employee demonstrates to the Company's satisfaction that the contribution qualifies as a rollover contribution in accordance with the Internal Revenue Code.

Administrative Expenses –

Certain expenses incurred in the administration of the Plan are paid directly by the Company.

Plan Termination –

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA.

(2) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES:

Basis of Accounting –

The Plan's financial statements are presented on the accrual basis of accounting in accordance with U.S. generally accepted accounting principles (GAAP). Benefit payment to participants are recorded upon distribution.

Use of Estimates –

The preparation of financial statements, in conformity with U.S. GAAP, requires management to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results may differ from those estimates.

Income Recognition and Investment Valuation –

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

The Plan's investments, other than the Invesco Stable Value Fund (the Fund), are stated at fair value based upon quoted market prices on the last day of the year. 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.

Under U.S. GAAP, 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. During 2011 and 2010, the Plan invested in fully benefit-responsive investment contracts through a common collective trust fund, the Fund. The Fund invests in guaranteed investment contracts (GICs) and synthetic GICs. The GICs and synthetic GICs are fully benefit-responsive investment contracts issued by banks, insurance companies and other issuers. As required by U.S. GAAP, an adjustment is made to reflect this investment at contract value, which represents cost plus accrued income less redemptions.

Notes Receivable from Participants –

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

Administrative Expenses –

The Plan pays all investment advisor fees. Fees for these services are based on the average market value of the assets invested in mutual funds and are netted against the earnings in each participant's self-directed investment account. In addition, certain loan and other fees are paid by participants. All remaining costs, charges and expenses incurred in the administration of the Plan are paid by the Company.

Subsequent Events –

The Company has evaluated subsequent events through July 9, 2012, the date which the financial statements were available to be issued. There were no subsequent events to report that would have a material impact on the Plan's financial statements.

(3) PARTY-IN-INTEREST TRANSACTIONS:

Certain portions of the Plan's investments are shares of collective and mutual funds managed by the Trustee. Therefore, these transactions qualify as party-in-interest.

(4) INVESTMENTS:

The fair market value of individual investments that represent five percent or more of the Plan's total net investments as of December 31, were as follows:

	2011	2010
Mutual funds —		
American Funds EuroPacific Growth Fund	$ 648,923	$ 761,533
American Funds Growth Fund of America	1,612,757	1,605,578
American Funds Capital World Growth and Income Fund	1,034,643	1,114,595
American Funds Investment Company of America	1,580,776	1,325,626
American Funds American Balanced Fund	1,264,396	1,348,924
Invesco Stable Value Fund	1,964,401	1,847,648
AIM Small Cap Growth Fund R	864,231	865,262
Columbia Mid Cap Value Fund	623,817	645,371

During 2011 and 2010, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) (depreciated) appreciated in fair value as follows:

	2011	2010
Mutual funds	$ (213,925)	$ 938,543
Common/collective trust fund	24,517	46,271
Total	$ (189,408)	$ 984,814

Risks and Uncertainties –

The Plan provides for investments in various investment securities, which in general, are exposed to various risks, such as interest rate, credit and overall market volatility risks. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the amounts reported in the Statements of Net Assets Available for Benefits and participant account balances.

(5) TAX STATUS:

The provisions of the Plan are based on the American Funds Distributors, Inc. Prototype Plan (the Prototype Plan). The Prototype Plan obtained its latest determination letter on March 31, 2008, in which the IRS stated that the Plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code. The Company executed an Adoption Agreement which included making certain elections available under the Prototype Plan. The Plan has been amended since receiving the determination letter. However, the Plan Administrator and the Plan's tax counsel believe that the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code. Therefore, they believe that the Plan was qualified and the related trust was tax-exempt as of December 31, 2011 and 2010.

U.S. GAAP requires Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that, more likely than not, would not be sustained upon examination by the IRS. The Plan Administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2011, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress.

(6) INFORMATION CERTIFIED BY TRUSTEE:

The December 31, 2011 and 2010 Statements of Net Assets Available for Benefits, the investment activities included on the Statements of Changes in Net Assets Available for Benefits for the years ended December 31, 2011 and 2010, and the accompanying notes to the financial statements were prepared in part or entirely from information certified by the Trustee in accordance with 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the ERISA. The information certified includes total investments of $11,705,008 and $11,384,834 at December 31, 2011 and 2010, respectively, and related (loss) income of $(163,270) and $1,023,815 for the years ended December 31, 2011 and 2010, respectively.

(7) INVESTMENT CONTRACT WITH INSURANCE COMPANY:

The Plan has a fully benefit-responsive investment contract with Invesco National Trust Company (Invesco). Invesco maintains the contributions in a general account, which is credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses. The contract is included in the financial statements at fair value and then adjusted to contract value as reported to the Plan by Invesco. Contract value 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. The contract has certain restrictions that impact the ability to collect the full contract value. Plan management believes that the occurrence of events that would cause the Plan to transact at less than contract value is not probable. Invesco may not terminate the contract at any amount less than contract value.

Invesco is contractually obligated to pay the principal and specified interest rate that is guaranteed to the Plan. The crediting interest rate is based on a formula agreed upon with the issuer, but may not be less than zero percent. Such interest rates are reviewed on a quarterly basis for resetting. The crediting rate of the contract will track current market yields on a trailing basis as follows.

	2011	2010
Average yields:		
Based on annualized earnings (1)	1.231%	2.049%
Based on interest rate credited to participants (2)	1.990%	3.261%

(1) Computed by dividing the actual earnings of the contract on the last day of the Plan year by the average fair value of the investments on the same date.

(2) Computed by dividing the actual earnings credited to participants on the last day of the Plan year by the average fair value of investments on the same date.

(8) RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500:

The following is a reconciliation of the net assets available for benefits and the changes in net assets available for benefits per the financial statements to the Form 5500 as of December 31:

	2011	2010
Net assets available for benefit per the financial statements	$ 11,645,779	$ 11,333,448
Adjustment from contract value to fair value for fully benefit-responsive investment contracts	59,229	51,386
Net assets available for benefits per the Form 5500	$ 11,705,008	$ 11,384,834

	2011	2010
Changes in net assets available for benefit per the financial statements:	$ 312,331	$ 1,655,531
Adjustment from contract value to fair value for fully benefit-responsive investment contracts at December 31, 2011	59,229	-
Adjustment from contract value to fair value for fully benefit-responsive investment contracts at December 31, 2010	(51,386)	51,386
Adjustment from contract value to fair value for fully benefit-responsive investment contracts at December 31, 2009	-	(28,847)
Net income per Form 5500	$ 320,174	$ 1,678,070

As fully described in Note 2, U.S. GAAP requires that fully benefit-responsive investment contracts be valued at the contract value on the Statements of Net Assets Available for Plan Benefits, whereas the Form 5500 requires all investments to be valued at fair value.

(9) FAIR VALUE MEASUREMENTS:

U.S. GAAP establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of fair value hierarchy are described below:

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

Level 2 – Inputs to the valuation methodology include:

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in inactive markets;

- Inputs other than quoted prices that are observable for the asset or liability;
- Inputs that are derived principally from, or corroborated by, observable market data by correlation or other means.

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

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

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

The following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2011 and 2010:

American Funds Mutual Funds: Valued at the net asset value of shares held by the Plan at year end.

Non-American Funds Mutual Funds: Valued at the net asset value of shares held by the Plan at year end.

Common/Collective Trust Fund: This fund consists of the Invesco Stable Value Fund (the Fund). Included in the Fund are short-term securities which are stated at amortized cost (which approximates market value) if maturity is 60 days or less at the time of purchase, or at market value if maturity is greater than 60 days. Investments in units of collective trusts are valued at the respective net asset values as reported by such trusts. Debt securities are valued on the basis of valuations provided by an independent pricing service approved by the Company. If valuations are not available from such pricing services, valuations are obtained from dealers making a market for such securities.

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

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

	2011			
Description of Investment	Fair Value	Level 1	Level 2	Level 3
Mutual funds —				
Small cap funds	$ 864,231	$ 864,231	$ -	$ -
Mid cap funds	623,817	623,817	-	-
Large cap funds	3,599,821	3,599,821	-	-
Foreign/global funds	1,683,566	1,683,566	-	-
Balanced funds	1,528,278	1,528,278	-	-
Bond funds	1,018,681	1,018,681	-	-
Total mutual funds	9,318,394	9,318,394	-	-
Common/collective trust	1,964,401	-	-	1,964,401
Total investments	$ 11,282,795	$ 9,318,394	$ -	$ 1,964,401

	2010			
Description of Investment	Fair Value	Level 1	Level 2	Level 3
Mutual funds —				
Small cap funds	$ 865,262	$ 865,262	$ -	$ -
Mid cap funds	645,371	645,371	-	-
Large cap funds	3,313,128	3,313,128	-	-
Foreign/global funds	1,876,129	1,876,129	-	-
Balanced funds	1,622,467	1,622,467	-	-
Bond funds	831,896	831,896	-	-
Total mutual funds	9,154,253	9,154,253	-	-
Common/collective trust	1,847,648	-	-	1,847,648
Total investments	$ 11,001,901	$ 9,154,253	$ -	$ 1,847,648

The following table presents a summary of changes in the fair value of the Plan's Level 3 assets for the year ended December 31, 2011:

	Common/ Collective Trust
Balance as of January 1, 2011	$ 1,847,648
Purchases and sales, net	92,236
Realized and unrealized gains	24,517
Balance as of December 31, 2011	$ 1,964,401

The following table presents a summary of changes in the fair value of the Plan's Level 3 assets for the year ended December 31, 2010:

	Common/ Collective Trust
Balance as of January 1, 2010:	$ 1,469,805
Purchases and sales, net	331,572
Realized and unrealized gains	46,271
Balance as of December 31, 2010	$ 1,847,648

The Invesco Stable Value Fund (the Common/Collective Trust) consists primarily of assets that, if purchased directly by the Plan, are more than 99 percent Level 1 type assets and less than one percent classified as Level 3 at December 31, 2011.

W.R. MEADOWS, INC.

EMPLOYEES' PROFIT SHARING AND 401(k) PLAN AND TRUST

SCHEDULE I

SCHEDULE H, PART IV, LINE 4i — SCHEDULE OF ASSETS HELD AT END OF YEAR

DECEMBER 31, 2011

FEIN 36-1460730 — Plan Number 001

(a) Party in Interest	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description of Investment including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
*	American Funds EuroPacific Growth Fund	Mutual Fund	$ 715,633	$ 648,923
*	American Funds Growth Fund of America Fund	Mutual Fund	1,457,851	1,612,757
	Invesco Stable Value Fund	Common/Collective Trust	1,964,401	1,964,401
	AIM Small Cap Growth Fund	Mutual Fund	850,731	864,231
*	American Funds Bond Fund of America	Mutual Fund	252,560	252,111
*	American Funds Capital World Growth and Income Fund	Mutual Fund	1,057,395	1,034,643
*	American Funds Investment Company of America	Mutual Fund	1,544,758	1,580,776
*	American Funds Income Fund of America	Mutual Fund	260,824	263,882
*	American Funds American Balanced Fund	Mutual Fund	1,144,312	1,264,396
*	American Funds U.S. Government Securities Fund	Mutual Fund	224,966	229,843
*	American Funds Fundamental Investor	Mutual Fund	384,845	406,289
	Columbia Mid Cap Value Fund	Mutual Fund	597,544	623,817
	PIMCO Real Return Fund	Mutual Fund	521,965	536,726
	Participant loans	Various maturities at rates between 4.25% and 9.25%	-	422,213
			$ 10,977,785	$ 11,705,008

The accompanying notes are an integral part of this schedule.

ASSETS HELD FOR INVESTMENT PURPOSES

W.R. Meadows, Inc. Employees' Profit Sharing and 401(k) Plan and Trust
01-JAN-11 to 31-DEC-11

INVESTMENT OPTION	MATURITY DATE	INTEREST RATE	COST OF ASSETS	CURRENT VALUE
1RERCX			715,633.24	648,923.16
1RGACX			1,457,851.16	1,612,756.88
1CMVRX			597,543.53	623,816.52
1GTSRX			850,731.18	864,231.28
1RWICX			1,057,395.35	1,034,642.63
1RFNCX			384,844.54	406,289.17
1RICCX			1,544,757.79	1,580,776.00
1RIDCX			260,823.64	263,881.67
1RLBCX			1,144,311.99	1,264,396.33
1RBFCX			252,560.66	252,111.04
1RGVCX			224,965.49	229,843.50
1PRRRX			521,965.26	536,726.10
1IVA105			1,964,400.89	1,964,400.87
			10,977,784.72	**11,282,795.15**
PARTICIPANT LOANS	VARIOUS	4.250-9.250	422,193.50	422,212.84
FORFEITURES			0.08	0.08

Attachment to Form 5500, Schedule H, Part 4, Item I
EIN # 361460730

LEGEND

INVESTMENT OPTION:

1RERCX	American Funds EuroPacific Growth Fd R3	1RGACX	American Funds Growth Fund of America R3
1CMVRX	Columbia Mid Cap Value Fund R	1GTSRX	INVESCO Small Cap Growth Fund - R
1RWICX	American Funds Capital World Gr & Inc R3	1RFNCX	American Funds Fundamental Investors R3
1RICCX	American Funds Invest Co of America R3	1RIDCX	American Funds Income Fund of America R3
1RLBCX	American Funds American Balanced Fund R3	1RBFCX	American Funds Bond Fund of America R3
1RGVCX	American Funds US Govt Securities Fd R3	1PRRRX	PIMCO Real Return Fund - R
1IVA105	INVESCO Stable Value Fund		

COST OF ASSETS: The original cost of the assets in each investment option as of the last day of the plan year
CURRENT VALUE: The value of all assets in each investment option as of the last day of the plan year

REC'D MAY 2 2 2012

Sun Life Financial®

Sun Life Assurance
Company of Canada
P.O. Box 9106
Wellesley Hills, MA 02481-9106
1-800-SUN-LIFE

30DEC2011

TR OF W R MEADOWS, INC. EMP PROFIT SHARING PLAN
C/O W.R. MEADOWS, INC.
P O BOX 338
HAMPSHIRE, IL 60140

RE: TR OF W R MEADOWS, INC. EMP PROFIT SHARING PLAN
PROFIT SHARING RETIREMENT PLAN
CONTRACT IDENTIFICATION NUMBER: 003905

Below please find the information necessary to complete Schedule A to either Form 5500 or Form 5500-C/R with respect to the above referenced contract. The contract information provided is for Jan. 01 2011 to Dec. 31 2011 plan year. Please refer to the instructions to Form 5500 or 5500-C/R for filing requirements and specific information on completing Schedule A. A blank copy of the 2011 Schedule A is enclosed for your convenience. To obtain Form 5500 or From 5500-C/R and instructions, call the Internal Revenue Service at 1-800-TAX-FORM. The forms are also available on the Internet at www.irs.ustreas.gov.

Part I

Item #	Data		
1 (a). . .	Sun Life Assurance Co. of Canada		
(b). . .	38-1082080		
(c). . .	80802		
(d). . .	003905		
(e). . .	7		
(f). . .	Jan. 01 2011		
(g). . .	Dec. 31 2011		
2 . . .	Commission	25.00	
(a). . .	ID:200950 Name:	Comm:	25.00
			.00
			.00
(e). . .	3		

Part III

7 (d). . . Life Insurance
9 (a). . . Premium 4354.78

Sun Life of Canada strongly advises that you consult with your pension administrator or tax advisor regarding completing and filing Schedule A.

If we can be of further assistance, please do not hesitate to contact us on our toll free number 800-862-6266, option 2, option 5.

Sincerely,

Sun Life Customer Service

SLPC 4312

Sun Life Assurance Company of Canada
is a member of the Sun Life Financial group of companies.
www.sunlife-usa.com

Northwestern Mutual®

REC'D JAN 2 0 2012

30100S20130005188
TR OF W R MEADOWS INC
ATTN JERRY MURRIN
PO BOX 338
HAMPSHIRE IL 60140

Insurance Premium and Commission Information for Schedule A Form 5500

RE: W R Meadows Inc
Plan 33542

The table below provides the information for completing Schedule A Form 5500 for the plan year ending December 31, 2011.

Schedule A - Part 1 Information Concerning Contract Coverage, Fees, and Commissions

Name of Insurance Carrier	Northwestern Mutual
EIN (Employee Identification Number)	39-0509570
NAIC Code	67091
Identification Number	33542

Schedule A - Part 2 Investment and Annuity Contract Information

The basis of premium rates can be found on the Actuarial Assumptions insert.

Total Premiums paid to the insurance carrier	$10,643.55
Automatic Premium Loan	$0.00
Contracts with Unallocated funds	N/A

Schedule A - Part 3 Welfare Benefit Contract Information

Benefit and contract type	N/A
Experience-rated contracts	N/A
Total Premiums paid to the insurance carrier	N/A
Automatic Premium Loan	N/A

This report was generated based on information provided by various sources that are considered reliable. The information in this report does not in any way alter or supersede the terms of any policy, contract, confirmation or statement received from The Northwestern Mutual Life Insurance Co., their subsidiaries and affiliates, or other organizations. This report does not constitute legal or tax advice upon which you may rely. Please consult with your own advisor for specific legal or tax advice.

cc: Laurie A Z Bitter (81839)

Prepared: 01/13/12

Northwestern Mutual®

720 East Wisconsin Avenue
Milwaukee, WI 53202

Actuarial Assumptions Used in Determining Insurance Contract Premiums

Interest, Mortality and Expense Factors Upon Which Current Contract Premiums Are Based

For contracts issued by Northwestern Mutual, Milwaukee, WI, on or after January 1, 2012, in connection with Employee Trust Plans. Assumptions for contracts issued prior to January 1, 2012 may differ.

GENERAL ACCOUNT CONTRACTS

Policy/Contract Plan	Net Premium Interest Rate	Net Premium Mortality Table
Retirement Annuity with Insurance	4%	None
Guaranteed Interest Funds in VAs	1%	None
Single Premium Retirement Annuity	1%	None
90 Life & 65 Life	4%	2001 CSO** Smoker and Non-Smoker
Single Premium Life	4%	2001 CSO** Smoker and Non-Smoker
CompLife	4%	2001 CSO** Smoker and Non-Smoker
Term 10 Term 80 Level Term 10 Level Term 20	4%	2001 CSO** Preferred Structure Smoker and Non-Smoker
Estate CompLife	4%	2001 CSO** Smoker and Non-Smoker
Survivorship CompLife	4%	2001 CSO** Smoker and Non-Smoker

SEPARATE ACCOUNT CONTRACTS

Policy/Contract Plan	Net Premium Interest Rate	Net Premium Mortality Table
Variable Annuity Accounts A & B	None	None
Group Pension Annuity	None	None

Gross Premium Loading Formulas

Annuities: Expense loadings vary by contract and may be "front-end" loads or "back-end" withdrawal charges. Some front-end loads grade down by amount. Some contracts may have asset based charges and/or annual contract fees. All expense charges for the Separate Account contracts are described in the Prospectuses for these accounts.

Life insurance other than term: The expense loading is a percentage of the net premium plus a per thousand charge plus a policy fee. These charges vary by plan, age, duration, and underwriting classification. All expense charges for the Separate Account contracts are described in the Prospectuses.

Term life insurance: Gross premiums are tables of Maximum Premiums and Scheduled Premiums. The tables vary by plan, age, duration, and underwriting classification. The tables have been filed with the state insurance departments.

** CSO - Commissioners Standard Ordinary Mortality Table.

Northwestern Mutual®
720 East Wisconsin Avenue
Milwaukee, WI 53202

Insurance Premium & Commission Information For Schedule A Form 5500

Questions and Answers

Who Should Use This Report?

Enclosed is information which the *Plan Administrator* may need to complete Schedule A (Form 5500) for Qualified Pension and Welfare Plans.

Qualified Plans which are funded with Northwestern Mutual insurance and/or annuity contracts must file Schedule A (Form 5500) - Insurance Information, as an attachment to their Return/Report of Employee Benefit Plan, IRS Form 5500 or Form 5500C/R.

Those Qualified Plans responsible for filing an Annual Return of One-Participant Pension Benefit Plan, IRS Form 5500-EZ, do **not** attach a Schedule A to the return and may therefore disregard this report.

> *Please note: Northwestern Mutual sends copies of the "Insurance Premium & Commission Information: for Schedule A (Form 5500)" directly to the Trustee, the Northwestern Mutual Financial Representative and Plan Administrator, as shown on our records. This information is not filed with the IRS or Department of Labor (DOL).*

If your Welfare Benefit Plan is covered by ERISA, you may be required to file a Form 5500. Welfare benefit plans provides benefits such as medicial, dental, life insurance, apprentice and training, scholarship funds, severance pay, and disability.

What Premiums and Commissions are included in This Report?

The most important items provided on this report are the Commissions Paid and the Total Premiums. As required by applicable regulations, the figures shown are based on Northwestern Mutual's ordinary business records for the plan year.

Since the reporting period is on a strict plan year basis, Northwestern Mutual's report for any given plan year will not include any premiums received or commissions credited either before the plan year begins or after the plan year ends.

> *Example: Plan year end = 12/31. Payment is mailed on 12/28/11, but is not received at Northwestern Mutual until 01/03/12. This payment and commission will not be reflected on the 2011 Schedule A, but instead will be included on the 2012 Schedule A.*

In addition, Northwestern Mutual Agents Financial Representatives receive commissions or servicing fees based on the amount and timing of premiums paid.

What are Commissions and Servicing Fees?

Commissions and Servicing Fees shown in Part 1 are compensation paid to a Financial Representative by Northwestern Mutual for premium paid on life insurance policies, disability policies, long term care policies and/or annuity contracts.

What to do if Northwestern Mutual's report figures do not agree with the trust/employer records?

There may be instances when Northwestern Mutual's report figures do not agree with the specific dollar amount of premium on the trust/employer's records. There are valid reasons why these figures may differ. In these cases, the plan administrator should complete Schedule A using the amount that it believes to be correct. Although Northwestern Mutual is required to provide the premium information on its records to the employer, it is the responsibility of the plan administrator to determine the proper amount of premium to be reported on Schedule A.

Who to contact with questions regarding Northwestern Mutual's figures:

For any questions related specifically to the information contained on this report, contact your Northwestern Mutual Financial Representative, or the Annuity Customer Service Center at 1-888-455-2232.