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
SUNRIDER INTERNATIONAL RETIREMENT SAVINGS PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 04/01/1993

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

SUNRIDER INTERNATIONAL

1625 ABALONE AVE.
TORRANCE, CA 90501

1625 ABALONE AVE.
TORRANCE, CA 90501

2b Employer Identification Number (EIN) 87-0333784

2c Sponsor's telephone number 310-781-3808

2d Business code (see instructions) 424210

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.	07/27/2012	DANIEL HESS
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

3a Plan administrator's name and address (if same as plan sponsor, enter "Same")
SUNRIDER INTERNATIONAL

1625 ABALONE AVE.
TORRANCE, CA 90501

3b Administrator's EIN
87-0333784

3c Administrator's telephone number
310-781-3808

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**	465
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**	390
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	79
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	469
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	6
f	Total. Add lines **6d** and **6e**	**6f**	475
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	369
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	6
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:
2F 2G 2J 2K 2R 2T 3D

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

9a Plan funding arrangement (check all that apply)

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

9b Plan benefit arrangement (check all that apply)

(1)		Insurance
(2)		Code section 412(e)(3) insurance contracts
(3)	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)		**A** (Insurance Information)
(4)	X	**C** (Service Provider Information)
(5)	X	**D** (DFE/Participating Plan Information)
(6)		**G** (Financial Transaction Schedules)

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
SUNRIDER INTERNATIONAL RETIREMENT SAVINGS PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
SUNRIDER INTERNATIONAL

D Employer Identification Number (EIN)
87-0333784

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

FID.INV.INST.OPS.CO.

04-2647786

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

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

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

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(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 37 65 71 60	RECORDKEEPER	10012	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] 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 [ ]

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(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.
ABF LG CAP VAL INV - STATE STREET B 04-1867445	0.40%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(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.
ARTISAN MID CAP VAL - STATE STREET 04-0025081	0.40%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(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.
COL MID CAP GRTH Z - COLUMBIA MGT I P.O. BOX 8081 BOSTON, MA 02266-8081	0.40%

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(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.
COL/ACORN INTL Z - COLUMBIA MGT INV	P.O. BOX 8081 BOSTON, MA 02266-8081	0.40%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(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.
INVS DEVLP MKTS INST - INVESCO CANA	P.O. BOX 4739 HOUSTON, TX 77210-4739	0.35%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(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.
MGRS/C MID CAP ADM - BNY MELLON INV	P.O. BOX 9793 PROVIDENCE, RI 02940	0.35%

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(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.
OAKMARK EQ & INC I - BOSTON FINANCI	P.O. BOX 8480 BOSTON, MA 02266	0.35%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(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.
PIMCO TOT RETURN ADM - BOSTON FINAN	330 W. 9TH STREET KANSAS CITY, MO 66160	0.26%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(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.
RS PARTNERS A - BOSTON FINANCIAL DA	330 W. 9TH STREET KANSAS CITY, MO 66160	0.55%

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(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.
VICTORY DIVERS STK A - CITI FUND SE 31-1249295	0.35%

(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
SUNRIDER INTERNATIONAL RETIREMENT SAVINGS PLAN

B Three-digit plan number (PN) ▶ 001

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
SUNRIDER INTERNATIONAL

D Employer Identification Number (EIN)
87-0333784

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: FID MGD INC PORT

b Name of sponsor of entity listed in (a): FIDELITY MANAGEMENT TRUST COMPANY

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)
04-3022712-024	C	7719983

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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
SUNRIDER INTERNATIONAL RETIREMENT SAVINGS PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
SUNRIDER INTERNATIONAL

D Employer Identification Number (EIN)
87-0333784

Part I Asset and Liability Statement

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	442590	581667
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)	1195672	920349
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	880150	930655
(9) Value of interest in common/collective trusts	1c(9)	6732452	7719983
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	16419599	15345331
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)	17100	5190

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(1) Employer securities	1d(1)		
	(2) Employer real property	1d(2)		
e	Buildings and other property used in plan operation	1e		
f	Total assets (add all amounts in lines 1a through 1e)	1f	25687563	25503175
	Liabilities			
g	Benefit claims payable	1g		
h	Operating payables	1h		
i	Acquisition indebtedness	1i		
j	Other liabilities	1j		
k	Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	25687563	25503175

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)	844701	
	(B) Participants	2a(1)(B)	1586245	
	(C) Others (including rollovers)	2a(1)(C)	29062	
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		2460008
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	66	
	(B) U.S. Government securities	2b(1)(B)		
	(C) Corporate debt instruments	2b(1)(C)		
	(D) Loans (other than to participants)	2b(1)(D)		
	(E) Participant loans	2b(1)(E)	32503	
	(F) Other	2b(1)(F)		
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		32569
	(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
	(B) Common stock	2b(2)(B)	15511	
	(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	470771	
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		486282
	(3) Rents	2b(3)		
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)	3474441	
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)	3459559	
	(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		14882

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)	-499822	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		-499822
(6) Net investment gain (loss) from common/collective trusts	2b(6)		227264
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		-789282
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		1931901
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	2085435	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		2085435
f Corrective distributions (see instructions)	2f		21050
g Certain deemed distributions of participant loans (see instructions)	2g		1824
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	7980	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		7980
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		2116289
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		-184388
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) [ ] Unqualified (2) [ ] Qualified (3) [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: FARBER HASS HURLEY LLP (2) EIN: 20-4207759

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		500000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	**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
SUNRIDER INTERNATIONAL RETIREMENT SAVINGS PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
SUNRIDER INTERNATIONAL

D Employer Identification Number (EIN)
87-0333784

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): 04-6568107

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):

SUNRIDER INTERNATIONAL
RETIREMENT SAVINGS PLAN

FINANCIAL STATEMENTS

DECEMBER 31, 2011 AND 2010

FARBER HASS HURLEY LLP
CERTIFIED PUBLIC ACCOUNTANTS

SUNRIDER INTERNATIONAL
RETIREMENT SAVINGS PLAN

FINANCIAL STATEMENTS

DECEMBER 31, 2011 AND 2010

SUNRIDER INTERNATIONAL RETIREMENT SAVINGS PLAN
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DECEMBER 31, 2011 and 2010

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Statements of net assets available for benefits – December 31, 2011 and 2010	2
Statement of changes in net assets available for benefits – Year ended December 31, 2011	3
Notes to financial statements	4 – 15
Supplemental schedule furnished pursuant to the DOL regulations under ERISA, Year ended December 31, 2011:	
Schedule H, part IV, line 4i – Schedule of assets (Held at End of year) – December 31, 2011	17

Farber Hass Hurley LLP

Certified Public Accountants

15600 Devonshire Street, Suite 210
Granada Hills, CA 91344
www.fhhcpas.com

Telephone: (818) 895-1943
Facsimile: (818) 895-1994

INDEPENDENT AUDITORS' REPORT

To the Administrative Committee of
Sunrider International Retirement Savings Plan

We were engaged to audit the accompanying statements of net assets available for benefits of the Sunrider International Retirement Savings Plan (the "Plan") as of December 31, 2011 and 2010, and the related statement of changes in net assets available for benefits for the year ended December 31, 2011, and the supplemental Schedule H, part IV, line 4i – Schedule of Assets (Held at year end) 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 C, which was certified by Fidelity Management Trust Company, 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 December 31, 2011 and 2010 and for the year ended December 31, 2011, 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 the 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.

Farber Hass Hurley LLP

Granada Hills, California
July 10, 2012

SUNRIDER INTERNATIONAL RETIREMENT SAVINGS PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2011 AND 2010

	2011	2010
ASSETS:		
Investments - at fair value	$ 23,990,853	$ 24,364,823
Cash	581,667	442,590
Notes receivable from participants	930,655	880,150
Total assets	25,503,175	25,687,563
LIABILITIES:		
Refundable excess contributions	21,833	21,050
Total liabilities	21,833	21,050
Net assets reflecting investments at fair value	25,481,342	25,666,513
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	(190,405)	(54,741)
Net assets available for benefits	$ 25,290,937	$ 25,611,772

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

SUNRIDER INTERNATIONAL RETIREMENT SAVINGS PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
YEAR ENDED DECEMBER 31, 2011

Additions to net assets attributable to:	
Contributions:	
Participant deferrals	$ 1,586,245
Employer contributions	844,701
Rollover contributions	29,062
Total contributions	2,460,008
Interest and dividend income	564,233
Interest income on notes receivable from participants	32,503
Total additions	3,056,744
Deductions to net assets attributable to:	
Benefits paid to participants	2,109,092
Net depreciation in fair value of investments	1,260,507
Administrative expenses	7,980
Total deductions	3,377,579
Net decrease	(320,835)
Net assets available for benefits:	
Beginning of year	25,611,772
End of year	$ 25,290,937

The accompanying notes are an integral part of this financial statement.

NOTE A. DESCRIPTION OF THE PLAN

The following description of the Sunrider International Retirement Savings Plan (the "Plan") provides only general information. More complete information may be found in the Plan document.

General
The Plan is a defined salary reduction plan. It is available to substantially all employees of Sunrider Corporation and its affiliate Sunrider Manufacturing, LP, (collectively, the "Company", "Sponsor", and "Employer") and provides for distribution of benefits upon retirement or death. The Plan is subject to the provisions of the Employee Retirement Income Security Act (ERISA).

All employees who have been employed by the Company for at least six months are eligible to participate in the Plan.

Contributions
The participant may make voluntary contributions to the Plan in accordance with Internal Revenue Code limitations.

Amounts contributed by the Company are discretionary. For the Plan year ended December 31, 2011, the Company matched each participants' contribution at the rate of 60 percent of total dollars contributed, not to exceed 15 percent of the participants' gross annual compensation. In addition, the Company matches, for first time participants, 100 percent of initial contributions up to $250.

At the option of the Company, additional Employer contributions can be made. No additional contributions were made for the Plan year ended December 31, 2011.

Investment Options
Upon enrollment in the Plan, a participant may direct employee and employer contributions as desired, in any of a variety of options held by Fidelity Management Trust Company, as chosen by the Employer, as well as self-directed investment accounts. Participants may change their investment options daily.

Participant Accounts
Each participant's account is credited with the participant's contribution, the Company's matching contributions, and an allocation of Plan's earnings, and charged with an allocation of administrative expenses. Allocations are based on participant's earnings or account balances, as defined. A participant is entitled to the benefit that can be provided from their vested account.

NOTE A. DESCRIPTION OF THE PLAN (Continued)

Vesting
Participants are vested in their contributions plus actual earnings thereon. The Company's contributions vest based on years of service. Participants are vested in Company contributions at 50 percent after two years of service, 75 percent after three years of service, and 100 percent after four years of service.

Notes Receivable from Participants
Credit worthy participants may borrow from their fund up to a maximum of $50,000 or 50 percent of their vested benefits. All Notes Receivable are secured by the balance in the participant's account and bear interest at rates commensurate with commercial lending institution rates as determined by the Plan administrator. Principle and interest is paid ratably through payroll deductions.

Payment of Benefits
At retirement, disability, or death, a participant automatically becomes 100% vested, and may elect to receive either a lump-sum amount equal to the value of the participant's account or periodic installments as defined by the Plan. For termination of services for other reasons, a participant may receive the value of the vested interest in his or her account as defined by the Plan.

Forfeitures
Forfeitures may be used to reduce future discretionary Company contributions. Forfeitures in the amount of $37,373 were applied to Company contributions during the year ended December 31, 2011. As of December 31, 2011, outstanding forfeitures available totaled $5,235 and are included in net assets available for benefits.

Other Expenses
The Plan pays administrative expenses such as administrative agent and accountant fees.

Most Plan investment options have management fees that reduce the overall return on investments. The net income and appreciation (depreciation) of the investments is reported net of these fees.

Subsequent Events
Plan management has evaluated subsequent events through July 10, 2012, the date the financial statements were available to be issued.

NOTE B. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation
The accompanying financial statements of the Plan have been prepared on the accrual basis of accounting, and present the net assets available for benefits and changes in those net assets.

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 defined-contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The statements of net assets available for benefits present the fair value of the investment contracts as well as the adjustment of the fully benefit-responsive investment contracts from fair value to contract value. The statement of changes in net assets available for benefits is prepared on a contract value basis.

Plan Administration
The Employer is the Plan sponsor and Plan administrator. The Plan administrator is responsible for carrying out the duties imposed under ERISA.

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

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

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

Payment of Benefits
Benefits are recorded when paid. Included in net assets available for plan benefits at December 31, 2011 are amounts which may become payable to participants who are not active participants of the Plan.

NOTE B. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

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 on the terms of the Plan document.

Concentration of Risk

The Plan investments are subject to market fluctuations and interest rate changes that may materially affect their fair value. Certain investment options could include contracts with insurance companies and other financial institutions. These contracts could impose a contract penalty on withdrawals or exchanges from the fund caused by extraordinary events.

The Plan invests, through mutual funds, in the securities of foreign companies, which involve special risks and considerations not typically associated with investing in U.S. companies. These risks include devaluation of currencies, less reliable information about issuers, different securities transaction clearance and settlement practices, and possible adverse political and economic developments.

NOTE C. INVESTMENTS

The Trustee, Fidelity Management Trust Company, has been granted discretionary authority to invest and reinvest the assets of the trust, subject to the investment discretion of the individual participants over the Employer contributions and participant contributions.

The following investments represent 5 percent or more of the Plan's assets at December 31, 2011 and 2010, respectively:

	2011	2010
Fidelity Managed Income Portfolio Fund	$ 7,719,983	$ 6,732,452
Oakmark Equity & Income	$ 2,385,856	$ 2,409,760
Spartan 500 Index Fund	$ 2,310,986	$ 2,329,269
Fidelity Capital & Income Fund	$ 1,537,415	$ 1,567,449
Fidelity International Discovery Fund	**	$ 1,556,411
Victory Diversified Stock	$ 1,339,941	$ 1,423,888

** Represents less than 5% of net assets

NOTE C. INVESTMENTS (Continued)

The Plan administrator has elected the method of compliance as permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under such election, the Plan administrator instructed the Plan's independent auditors not to perform any auditing procedures with respect to the information certified by Fidelity Management Trust Company, the Trustee of the Plan, as complete and accurate, except for comparing such information certified by the Trustee to information included in the Plan's financial statements and supplemental schedule.

Total investments, cash, and notes receivable from participants held and certified by Fidelity Management Trust Company, the Trustee, in the accompanying statements of net assets available for plan benefits were $25,503,175 and $25,687,563 as of December 31, 2011 and 2010, respectively. Net investment loss and interest on notes receivable from participants certified by Fidelity Management Trust Company was $663,771 for the year ended December 31, 2011.

During the year ended December 31, 2011, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated (depreciated) in value as follows:

Mutual funds	$ (789,282)
Common stock - Self-directed brokerage account	(499,822)
Common collective trust - Managed income portfolio	28,597
	$ (1,260,507)

NOTE D. FAIR VALUE MEASUREMENTS

Financial Accounting Standards Board (FASB) *Accounting Standards Codification* (ASC 820), *Fair Value Measurements and Disclosures*, provides the framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs 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 measurement) and the lowest priority to unobservable inputs (Level 3 measurement).

NOTE D. FAIR VALUE MEASUREMENTS (Continued)

The three levels of the fair value hierarchy under FASB ASC 820 are as follows:

Level 1	Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.
Level 2	Inputs to the valuation methodology include: • quoted prices for similar assets or liabilities in active markets; • quoted prices for identical or similar assets or liabilities in inactive markets; • inputs other than quoted prices that are observable for the asset or liability; • inputs that are derived principally from or corroborated by observable market data by correlation or other means. If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.
Level 3	Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

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

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

Self-directed brokerage accounts: The self-directed brokerage accounts consist primarily of Common stocks, which are valued at the closing price reported on the active market on which the individual securities are traded.

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

NOTE D. FAIR VALUE MEASUREMENTS (Continued)

Managed income portfolio: The Managed Income Portfolio Fund (the 'Fund") is a fully benefit-responsive investment contract. It is a commingled pool that seeks to preserve principal while earning a competitive level of income over time. To achieve its investment objective, the Fund invests in assets (typically fixed-income securities or bond funds and may include derivative instruments such as futures contracts and swap agreements) and cash equivalents represented by shares in money market funds.

Investments are valued as of 4:00 p.m. Eastern time on the last calendar day of the period. It is the policy of the Fund to use its best efforts to maintain a stable net asset value (NAV) of $1.00 per unit; although there is no guarantee that the Fund will be able to maintain this value. The Fund uses independent pricing services approved by the trustee of the Fund. When current market prices or quotations are not readily available or reliable, valuations may be determined in good faith in accordance with procedures adopted by the trustee of the Fund. Factors used in determining value may include market or security specific events, changes in interest rates and credit quality. The frequency with which these procedures are used cannot be predicted and they may be utilized to a significant extent. The value used for NAV calculation under these procedures may differ from published prices for the same securities.

Debt securities, including restricted securities are valued based on evaluated prices received from independent pricing services or from dealers who make markets in such securities. For corporate bonds and U.S. government and government agency obligations, pricing services utilize matrix pricing which considers yield or price of bonds of comparable quality, coupon, maturity and type as well as dealer-supplied prices.

For asset backed securities, collateralized mortgage obligations, commercial mortgage securities and U.S. government agency mortgage securities, pricing utilize matrix pricing which considers prepayment speed assumptions, attributes of the collateral, yield or price of bonds of comparable quality, coupon, maturity and types as well as dealer-supplied prices. When independent prices are unavailable or unreliable, debt securities may be valued utilizing pricing matrices which consider similar factors that would be used by independent pricing services.

NOTE D. FAIR VALUE MEASUREMENTS (Continued)

Investments in open-end investment companies are valued at their closing net asset value each business day. Registered investment companies are categorized as Level 1 in the hierarchy and non-registered investment companies are categorized as Level 2 in the hierarchy. If an unaffiliated investment company's NAV is unavailable, shares or units of that fund may be valued by another method that Fidelity Management Trust Company believes reflects fair value in accordance with its fair value pricing policies. Short-term securities with remaining maturities of sixty days or less for which quotations are not readily available are valued at amortized cost, which approximates value.

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

The common collective trust investment is presented at fair value in the statements of net assets available for benefits with a separate disclosure of the adjustment to contract value. The contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The interest rate history for the contract is as follows:

Contract value spot yield:	1.34%
Market value spot yield:	2.05%

Distributions from net investment income are declared daily and reinvested monthly.

NOTE D. FAIR VALUE MEASUREMENTS (Continued)

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2011:

	Level 1	Level 2	Level 3	Total
Self-directed investments:				
Common stock				
Investment	$ 181,465	$ -	$ -	$ 181,465
Energy and Resources	105,662	-	-	105,662
Science and Technology	320,972	-	-	320,972
Financial Institutions	223,119	-	-	223,119
Other	109,940	-	-	109,940
Total Common stock	$ 941,158	$ -	$ -	$ 941,158
Mutual funds				
Income fund	6,078,323	-	-	6,078,323
Growth fund	3,176,794	-	-	3,176,794
Index fund	2,311,497	-	-	2,311,497
Int'l fund	979,408	-	-	979,408
Target fund	1,575,561	-	-	1,575,561
Mid Cap fund	997,416	-	-	997,416
Large Cap fund	210,713	-	-	210,713
Total mutual funds	$15,329,712	-	-	$ 15,329,712
Managed income portfolio fund	-	7,719,983	-	7,719,983
Total assets at fair value	$16,270,870	$ 7,719,983	$ -	$ 23,990,853

NOTE D. FAIR VALUE MEASUREMENTS (Continued)

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

	Level 1	Level 2	Level 3	Total
Self-directed investments:				
Common stock				
Investment	$ 366,603	$ -	$ -	$ 366,603
Energy and Resources	129,601	-	-	129,601
Science and Technology	267,686	-	-	267,686
Financial Institutions	378,425	-	-	378,425
Other	72,020	-	-	72,020
Total Common stock	$ 1,214,335	$ -	$ -	$1,214,335
Mutual funds				
Income fund	5,821,174	-	-	5,821,174
Growth fund	4,059,967	-	-	4,059,967
Index fund	2,329,269	-	-	2,329,269
Int'l fund	1,701,013	-	-	1,701,013
Target fund	1,356,628	-	-	1,356,628
Mid Cap fund	942,420	-	-	942,420
Large Cap fund	207,565	-	-	207,565
Total mutual funds	$16,418,036	$ -	-	$ 16,418,036
Managed income portfolio fund	-	6,732,452	-	6,732,452
Total assets at fair value	$17,632,371	$ 6,732,452	$ -	$ 24,364,823

NOTE E. PARTY IN INTEREST TRANSACTIONS

During the year ended December 31, 2011, there were transactions involving participant loans and investment of Plan assets in investment funds maintained by the Plan's trustee or its affiliates. These transactions are considered parties-in-interest as defined in Section 3(14) of ERISA for which a statutory exemption exists.

NOTE F. PLAN TERMINATION

Although it has not expressed any intent to do so, the Company has the right under the Plan document to terminate the Plan at any time subject to the provisions of ERISA. In the event of Plan termination, participants become fully vested in their accounts.

NOTE G. INCOME TAX STATUS

The Employer adopted a volume submitter document, which received a favorable opinion letter from the Internal Revenue Service (IRS) on March 31, 2008, which stated that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code. Although the Plan has been amended since receiving the opinion letter, the Plan administrator believes that the Plan is currently being operated in compliance with the applicable requirements of the Internal Revenue Code. Therefore, no provision for income taxes has been included in the Plan's financial statements. Administration errors, if any, that are insignificant or operational in nature, are handled by the Plan administrator in accordance with applicable IRS correction policies.

Accounting principles generally accepted in the United States of America require 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 Internal Revenue Service. 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. The Plan administrator believes it is no longer subject to income tax examinations for years prior to December 31, 2008.

NOTE H. RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of net assets available for benefits per the financial statements at December 31, 2011 and 2010 to Form 5500:

	2011	2010
Net assets available for benefits per the financial statements	$ 25,290,937	$ 25,611,772
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	190,405	54,741
Refundable excess contribution	21,833	21,050
Net assets available for benefits per the 5500	$ 25,503,175	$ 25,687,563

NOTE H. RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500 (Continued)

The following is a reconciliation of net decrease per the financial statements for the year ended December 31, 2011 to Form 5500:

Net decrease per financial statements	$ (320,835)
Adjustment from fair value to contract value for fully benefit-responsive investment contracts for 2011	190,405
Refundable excess contribution for 2011	21,833
Adjustment from fair value to contract value for fully benefit-responsive investment contracts for 2010	(54,741)
Refundable excess contribution for 2010	(21,050)
Net decrease per Form 5500	$ (184,388)

NOTE I. SUBSEQUENT EVENTS

Effective January 2012, the Company amended the Plan to include employees of its newly formed affiliate, Sunrider Ohio Manufacturing, Inc., as of the date of this report there was only one employee of the new entity.

SCHEDULES FURNISHED PURSUANT
TO DOL REQUIREMENTS UNDER ERISA
FOR THE YEAR ENDED DECEMBER 31, 2011

SUNRIDER INTERNATIONAL RETIREMENT SAVINGS PLAN
Plan Number: 001 EIN: 87-0333784
Schedule H, part IV, line 4i - Schedule of Assets (Held at End of Year)
As of December 31, 2011

(a)	(b) Identity of issuer, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value	(d) Cost	(e) Current value
	ABF	Large Cap Value Inv	**	$ 210,713
	Artisan Fund	Artisan Mid Cap Value	**	718,480
	Bankers Trust Fund	Spartan Ext Market Index	**	511
	Bankers Trust Fund	Spartan 500 Index	**	2,310,986
	Columbia Management	Acorn International Z	**	2,537
	Columbia Management	Mid Cap Growth Z	**	278,936
*	Fidelity Investments	Brokeragelink (Self-directed)	**	941,158
*	Fidelity Investments	RS Partners A	**	744,326
*	Fidelity Investments	Invs Devlp Mkts Inst	**	1,507
*	Fidelity Investments	Contrafund	**	1,046,874
*	Fidelity Investments	Capital & Income	**	1,537,415
*	Fidelity Investments	Government Income	**	1,049,078
*	Fidelity Investments	International Discovery Fund	**	920,343
*	Fidelity Investments	Capital Appreciation Fund	**	359,403
*	Fidelity Investments	Freedom Income Fund	**	21,486
*	Fidelity Investments	Freedom 2000 Fund	**	1,067
*	Fidelity Investments	Freedom 2010 Fund	**	369,240
*	Fidelity Investments	Freedom 2020 Fund	**	347,003
*	Fidelity Investments	Freedom 2030 Fund	**	177,545
*	Fidelity Investments	Managed Income Portfolio	**	7,719,983
*	Fidelity Investments	Freedom 2040 Fund	**	110,925
*	Fidelity Investments	Freedom 2005 Fund	**	105
*	Fidelity Investments	Freedom 2015 Fund	**	267,122
*	Fidelity Investments	Freedom 2025 Fund	**	125,920
*	Fidelity Investments	Freedom 2035 Fund	**	34,021
*	Fidelity Investments	Freedom 2045 Fund	**	15,410
*	Fidelity Investments	Freedom 2050 Fund	**	127,203
	Oakmark Fund	Oakmark Equity & Income I	**	2,385,856
	Pimco	Pimco Total Return Adm	**	725,085
	Vanguard Funds	Total International Stock Index	**	56,528
	Vanguard Funds	Intermediate Bond Index Signal	**	25,978
	Vanguard Funds	Short-Term Bond Index Signal	**	11,713
	Vanguard Funds	Total Bond Market Signal	**	6,455
	Victory Fund	Victory Diversifed Stock	**	1,339,941
		Total Investments		23,990,853
*	Fidelity Investments	Brokeragelink (Self-directed) Cash	**	581,667
*	Participants Loans	3.25% to 8.25%	-0-	930,655
		Total Net Assets		$ 25,503,175

* Represents a party in interest (Trustee).

** Cost omitted for participant directed investments

SUNRIDER INTERNATIONAL
RETIREMENT SAVINGS PLAN

FINANCIAL STATEMENTS

DECEMBER 31, 2011 AND 2010

FARBER HASS HURLEY LLP
CERTIFIED PUBLIC ACCOUNTANTS

SUNRIDER INTERNATIONAL
RETIREMENT SAVINGS PLAN

FINANCIAL STATEMENTS

DECEMBER 31, 2011 AND 2010

SUNRIDER INTERNATIONAL RETIREMENT SAVINGS PLAN
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DECEMBER 31, 2011 and 2010

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Farber Hass Hurley LLP

Certified Public Accountants

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Granada Hills, CA 91344
www.fhhcpas.com

Telephone: (818) 895-1943
Facsimile: (818) 895-1994

INDEPENDENT AUDITORS' REPORT

To the Administrative Committee of
Sunrider International Retirement Savings Plan

We were engaged to audit the accompanying statements of net assets available for benefits of the Sunrider International Retirement Savings Plan (the "Plan") as of December 31, 2011 and 2010, and the related statement of changes in net assets available for benefits for the year ended December 31, 2011, and the supplemental Schedule H, part IV, line 4i – Schedule of Assets (Held at year end) 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 C, which was certified by Fidelity Management Trust Company, 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 December 31, 2011 and 2010 and for the year ended December 31, 2011, 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 the 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.

Farber Hass Hurley LLP

Granada Hills, California
July 10, 2012

SUNRIDER INTERNATIONAL RETIREMENT SAVINGS PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2011 AND 2010

	2011	2010
ASSETS:		
Investments - at fair value	$ 23,990,853	$ 24,364,823
Cash	581,667	442,590
Notes receivable from participants	930,655	880,150
Total assets	25,503,175	25,687,563
LIABILITIES:		
Refundable excess contributions	21,833	21,050
Total liabilities	21,833	21,050
Net assets reflecting investments at fair value	25,481,342	25,666,513
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	(190,405)	(54,741)
Net assets available for benefits	$ 25,290,937	$ 25,611,772

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

SUNRIDER INTERNATIONAL RETIREMENT SAVINGS PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
YEAR ENDED DECEMBER 31, 2011

Additions to net assets attributable to:	
Contributions:	
Participant deferrals	$ 1,586,245
Employer contributions	844,701
Rollover contributions	29,062
Total contributions	2,460,008
Interest and dividend income	564,233
Interest income on notes receivable from participants	32,503
Total additions	3,056,744
Deductions to net assets attributable to:	
Benefits paid to participants	2,109,092
Net depreciation in fair value of investments	1,260,507
Administrative expenses	7,980
Total deductions	3,377,579
Net decrease	(320,835)
Net assets available for benefits:	
Beginning of year	25,611,772
End of year	$ 25,290,937

The accompanying notes are an integral part of this financial statement.

NOTE A. DESCRIPTION OF THE PLAN

The following description of the Sunrider International Retirement Savings Plan (the "Plan") provides only general information. More complete information may be found in the Plan document.

General
The Plan is a defined salary reduction plan. It is available to substantially all employees of Sunrider Corporation and its affiliate Sunrider Manufacturing, LP, (collectively, the "Company", "Sponsor", and "Employer") and provides for distribution of benefits upon retirement or death. The Plan is subject to the provisions of the Employee Retirement Income Security Act (ERISA).

All employees who have been employed by the Company for at least six months are eligible to participate in the Plan.

Contributions
The participant may make voluntary contributions to the Plan in accordance with Internal Revenue Code limitations.

Amounts contributed by the Company are discretionary. For the Plan year ended December 31, 2011, the Company matched each participants' contribution at the rate of 60 percent of total dollars contributed, not to exceed 15 percent of the participants' gross annual compensation. In addition, the Company matches, for first time participants, 100 percent of initial contributions up to $250.

At the option of the Company, additional Employer contributions can be made. No additional contributions were made for the Plan year ended December 31, 2011.

Investment Options
Upon enrollment in the Plan, a participant may direct employee and employer contributions as desired, in any of a variety of options held by Fidelity Management Trust Company, as chosen by the Employer, as well as self-directed investment accounts. Participants may change their investment options daily.

Participant Accounts
Each participant's account is credited with the participant's contribution, the Company's matching contributions, and an allocation of Plan's earnings, and charged with an allocation of administrative expenses. Allocations are based on participant's earnings or account balances, as defined. A participant is entitled to the benefit that can be provided from their vested account.

NOTE A. DESCRIPTION OF THE PLAN (Continued)

Vesting
Participants are vested in their contributions plus actual earnings thereon. The Company's contributions vest based on years of service. Participants are vested in Company contributions at 50 percent after two years of service, 75 percent after three years of service, and 100 percent after four years of service.

Notes Receivable from Participants
Credit worthy participants may borrow from their fund up to a maximum of $50,000 or 50 percent of their vested benefits. All Notes Receivable are secured by the balance in the participant's account and bear interest at rates commensurate with commercial lending institution rates as determined by the Plan administrator. Principle and interest is paid ratably through payroll deductions.

Payment of Benefits
At retirement, disability, or death, a participant automatically becomes 100% vested, and may elect to receive either a lump-sum amount equal to the value of the participant's account or periodic installments as defined by the Plan. For termination of services for other reasons, a participant may receive the value of the vested interest in his or her account as defined by the Plan.

Forfeitures
Forfeitures may be used to reduce future discretionary Company contributions. Forfeitures in the amount of $37,373 were applied to Company contributions during the year ended December 31, 2011. As of December 31, 2011, outstanding forfeitures available totaled $5,235 and are included in net assets available for benefits.

Other Expenses
The Plan pays administrative expenses such as administrative agent and accountant fees.

Most Plan investment options have management fees that reduce the overall return on investments. The net income and appreciation (depreciation) of the investments is reported net of these fees.

Subsequent Events
Plan management has evaluated subsequent events through July 10, 2012, the date the financial statements were available to be issued.

NOTE B. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation
The accompanying financial statements of the Plan have been prepared on the accrual basis of accounting, and present the net assets available for benefits and changes in those net assets.

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 defined-contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The statements of net assets available for benefits present the fair value of the investment contracts as well as the adjustment of the fully benefit-responsive investment contracts from fair value to contract value. The statement of changes in net assets available for benefits is prepared on a contract value basis.

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The Employer is the Plan sponsor and Plan administrator. The Plan administrator is responsible for carrying out the duties imposed under ERISA.

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

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

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

Payment of Benefits
Benefits are recorded when paid. Included in net assets available for plan benefits at December 31, 2011 are amounts which may become payable to participants who are not active participants of the Plan.

NOTE B. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

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 on the terms of the Plan document.

Concentration of Risk

The Plan investments are subject to market fluctuations and interest rate changes that may materially affect their fair value. Certain investment options could include contracts with insurance companies and other financial institutions. These contracts could impose a contract penalty on withdrawals or exchanges from the fund caused by extraordinary events.

The Plan invests, through mutual funds, in the securities of foreign companies, which involve special risks and considerations not typically associated with investing in U.S. companies. These risks include devaluation of currencies, less reliable information about issuers, different securities transaction clearance and settlement practices, and possible adverse political and economic developments.

NOTE C. INVESTMENTS

The Trustee, Fidelity Management Trust Company, has been granted discretionary authority to invest and reinvest the assets of the trust, subject to the investment discretion of the individual participants over the Employer contributions and participant contributions.

The following investments represent 5 percent or more of the Plan's assets at December 31, 2011 and 2010, respectively:

	2011	2010
Fidelity Managed Income Portfolio Fund	$ 7,719,983	$ 6,732,452
Oakmark Equity & Income	$ 2,385,856	$ 2,409,760
Spartan 500 Index Fund	$ 2,310,986	$ 2,329,269
Fidelity Capital & Income Fund	$ 1,537,415	$ 1,567,449
Fidelity International Discovery Fund	**	$ 1,556,411
Victory Diversified Stock	$ 1,339,941	$ 1,423,888

** Represents less than 5% of net assets

NOTE C. INVESTMENTS (Continued)

The Plan administrator has elected the method of compliance as permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under such election, the Plan administrator instructed the Plan's independent auditors not to perform any auditing procedures with respect to the information certified by Fidelity Management Trust Company, the Trustee of the Plan, as complete and accurate, except for comparing such information certified by the Trustee to information included in the Plan's financial statements and supplemental schedule.

Total investments, cash, and notes receivable from participants held and certified by Fidelity Management Trust Company, the Trustee, in the accompanying statements of net assets available for plan benefits were $25,503,175 and $25,687,563 as of December 31, 2011 and 2010, respectively. Net investment loss and interest on notes receivable from participants certified by Fidelity Management Trust Company was $663,771 for the year ended December 31, 2011.

During the year ended December 31, 2011, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated (depreciated) in value as follows:

Mutual funds	$ (789,282)
Common stock - Self-directed brokerage account	(499,822)
Common collective trust - Managed income portfolio	28,597
	$ (1,260,507)

NOTE D. FAIR VALUE MEASUREMENTS

Financial Accounting Standards Board (FASB) *Accounting Standards Codification* (ASC 820), *Fair Value Measurements and Disclosures*, provides the framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs 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 measurement) and the lowest priority to unobservable inputs (Level 3 measurement).

NOTE D. FAIR VALUE MEASUREMENTS (Continued)

The three levels of the fair value hierarchy under FASB ASC 820 are as follows:

Level 1	Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.
Level 2	Inputs to the valuation methodology include: • quoted prices for similar assets or liabilities in active markets; • quoted prices for identical or similar assets or liabilities in inactive markets; • inputs other than quoted prices that are observable for the asset or liability; • inputs that are derived principally from or corroborated by observable market data by correlation or other means. If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.
Level 3	Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

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

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

Self-directed brokerage accounts: The self-directed brokerage accounts consist primarily of Common stocks, which are valued at the closing price reported on the active market on which the individual securities are traded.

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

NOTE D. FAIR VALUE MEASUREMENTS (Continued)

Managed income portfolio: The Managed Income Portfolio Fund (the 'Fund") is a fully benefit-responsive investment contract. It is a commingled pool that seeks to preserve principal while earning a competitive level of income over time. To achieve its investment objective, the Fund invests in assets (typically fixed-income securities or bond funds and may include derivative instruments such as futures contracts and swap agreements) and cash equivalents represented by shares in money market funds.

Investments are valued as of 4:00 p.m. Eastern time on the last calendar day of the period. It is the policy of the Fund to use its best efforts to maintain a stable net asset value (NAV) of $1.00 per unit; although there is no guarantee that the Fund will be able to maintain this value. The Fund uses independent pricing services approved by the trustee of the Fund. When current market prices or quotations are not readily available or reliable, valuations may be determined in good faith in accordance with procedures adopted by the trustee of the Fund. Factors used in determining value may include market or security specific events, changes in interest rates and credit quality. The frequency with which these procedures are used cannot be predicted and they may be utilized to a significant extent. The value used for NAV calculation under these procedures may differ from published prices for the same securities.

Debt securities, including restricted securities are valued based on evaluated prices received from independent pricing services or from dealers who make markets in such securities. For corporate bonds and U.S. government and government agency obligations, pricing services utilize matrix pricing which considers yield or price of bonds of comparable quality, coupon, maturity and type as well as dealer-supplied prices.

For asset backed securities, collateralized mortgage obligations, commercial mortgage securities and U.S. government agency mortgage securities, pricing utilize matrix pricing which considers prepayment speed assumptions, attributes of the collateral, yield or price of bonds of comparable quality, coupon, maturity and types as well as dealer-supplied prices. When independent prices are unavailable or unreliable, debt securities may be valued utilizing pricing matrices which consider similar factors that would be used by independent pricing services.

NOTE D. FAIR VALUE MEASUREMENTS (Continued)

Investments in open-end investment companies are valued at their closing net asset value each business day. Registered investment companies are categorized as Level 1 in the hierarchy and non-registered investment companies are categorized as Level 2 in the hierarchy. If an unaffiliated investment company's NAV is unavailable, shares or units of that fund may be valued by another method that Fidelity Management Trust Company believes reflects fair value in accordance with its fair value pricing policies. Short-term securities with remaining maturities of sixty days or less for which quotations are not readily available are valued at amortized cost, which approximates value.

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

The common collective trust investment is presented at fair value in the statements of net assets available for benefits with a separate disclosure of the adjustment to contract value. The contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The interest rate history for the contract is as follows:

Contract value spot yield:	1.34%
Market value spot yield:	2.05%

Distributions from net investment income are declared daily and reinvested monthly.

NOTE D. FAIR VALUE MEASUREMENTS (Continued)

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2011:

	Level 1	Level 2	Level 3	Total
Self-directed investments:				
Common stock				
Investment	$ 181,465	$ -	$ -	$ 181,465
Energy and Resources	105,662	-	-	105,662
Science and Technology	320,972	-	-	320,972
Financial Institutions	223,119	-	-	223,119
Other	109,940	-	-	109,940
Total Common stock	$ 941,158	$ -	$ -	$ 941,158
Mutual funds				
Income fund	6,078,323	-	-	6,078,323
Growth fund	3,176,794	-	-	3,176,794
Index fund	2,311,497	-	-	2,311,497
Int'l fund	979,408	-	-	979,408
Target fund	1,575,561	-	-	1,575,561
Mid Cap fund	997,416	-	-	997,416
Large Cap fund	210,713	-	-	210,713
Total mutual funds	$15,329,712	-	-	$ 15,329,712
Managed income portfolio fund	-	7,719,983	-	7,719,983
Total assets at fair value	$16,270,870	$ 7,719,983	$ -	$ 23,990,853

NOTE D. FAIR VALUE MEASUREMENTS (Continued)

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

	Level 1	Level 2	Level 3	Total
Self-directed investments:				
Common stock				
Investment	$ 366,603	$ -	$ -	$ 366,603
Energy and Resources	129,601	-	-	129,601
Science and Technology	267,686	-	-	267,686
Financial Institutions	378,425	-	-	378,425
Other	72,020	-	-	72,020
Total Common stock	$ 1,214,335	$ -	$ -	$1,214,335
Mutual funds				
Income fund	5,821,174	-	-	5,821,174
Growth fund	4,059,967	-	-	4,059,967
Index fund	2,329,269	-	-	2,329,269
Int'l fund	1,701,013	-	-	1,701,013
Target fund	1,356,628	-	-	1,356,628
Mid Cap fund	942,420	-	-	942,420
Large Cap fund	207,565	-	-	207,565
Total mutual funds	$16,418,036	$ -	-	$ 16,418,036
Managed income portfolio fund	-	6,732,452	-	6,732,452
Total assets at fair value	$17,632,371	$ 6,732,452	$ -	$ 24,364,823

NOTE E. PARTY IN INTEREST TRANSACTIONS

During the year ended December 31, 2011, there were transactions involving participant loans and investment of Plan assets in investment funds maintained by the Plan's trustee or its affiliates. These transactions are considered parties-in-interest as defined in Section 3(14) of ERISA for which a statutory exemption exists.

NOTE F. PLAN TERMINATION

Although it has not expressed any intent to do so, the Company has the right under the Plan document to terminate the Plan at any time subject to the provisions of ERISA. In the event of Plan termination, participants become fully vested in their accounts.

NOTE G. INCOME TAX STATUS

The Employer adopted a volume submitter document, which received a favorable opinion letter from the Internal Revenue Service (IRS) on March 31, 2008, which stated that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code. Although the Plan has been amended since receiving the opinion letter, the Plan administrator believes that the Plan is currently being operated in compliance with the applicable requirements of the Internal Revenue Code. Therefore, no provision for income taxes has been included in the Plan's financial statements. Administration errors, if any, that are insignificant or operational in nature, are handled by the Plan administrator in accordance with applicable IRS correction policies.

Accounting principles generally accepted in the United States of America require 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 Internal Revenue Service. 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. The Plan administrator believes it is no longer subject to income tax examinations for years prior to December 31, 2008.

NOTE H. RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of net assets available for benefits per the financial statements at December 31, 2011 and 2010 to Form 5500:

	2011	2010
Net assets available for benefits per the financial statements	$ 25,290,937	$ 25,611,772
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	190,405	54,741
Refundable excess contribution	21,833	21,050
Net assets available for benefits per the 5500	$ 25,503,175	$ 25,687,563

NOTE H. RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500 (Continued)

The following is a reconciliation of net decrease per the financial statements for the year ended December 31, 2011 to Form 5500:

Net decrease per financial statements	$ (320,835)
Adjustment from fair value to contract value for fully benefit-responsive investment contracts for 2011	190,405
Refundable excess contribution for 2011	21,833
Adjustment from fair value to contract value for fully benefit-responsive investment contracts for 2010	(54,741)
Refundable excess contribution for 2010	(21,050)
Net decrease per Form 5500	$ (184,388)

NOTE I. SUBSEQUENT EVENTS

Effective January 2012, the Company amended the Plan to include employees of its newly formed affiliate, Sunrider Ohio Manufacturing, Inc., as of the date of this report there was only one employee of the new entity.

SCHEDULES FURNISHED PURSUANT
TO DOL REQUIREMENTS UNDER ERISA
FOR THE YEAR ENDED DECEMBER 31, 2011

SUNRIDER INTERNATIONAL RETIREMENT SAVINGS PLAN
Plan Number: 001 EIN: 87-0333784
Schedule H, part IV, line 4i - Schedule of Assets (Held at End of Year)
As of December 31, 2011

(a)	(b) Identity of issuer, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value	(d) Cost	(e) Current value
	ABF	Large Cap Value Inv	**	$ 210,713
	Artisan Fund	Artisan Mid Cap Value	**	718,480
	Bankers Trust Fund	Spartan Ext Market Index	**	511
	Bankers Trust Fund	Spartan 500 Index	**	2,310,986
	Columbia Management	Acorn International Z	**	2,537
	Columbia Management	Mid Cap Growth Z	**	278,936
*	Fidelity Investments	Brokeragelink (Self-directed)	**	941,158
*	Fidelity Investments	RS Partners A	**	744,326
*	Fidelity Investments	Invs Devlp Mkts Inst	**	1,507
*	Fidelity Investments	Contrafund	**	1,046,874
*	Fidelity Investments	Capital & Income	**	1,537,415
*	Fidelity Investments	Government Income	**	1,049,078
*	Fidelity Investments	International Discovery Fund	**	920,343
*	Fidelity Investments	Capital Appreciation Fund	**	359,403
*	Fidelity Investments	Freedom Income Fund	**	21,486
*	Fidelity Investments	Freedom 2000 Fund	**	1,067
*	Fidelity Investments	Freedom 2010 Fund	**	369,240
*	Fidelity Investments	Freedom 2020 Fund	**	347,003
*	Fidelity Investments	Freedom 2030 Fund	**	177,545
*	Fidelity Investments	Managed Income Portfolio	**	7,719,983
*	Fidelity Investments	Freedom 2040 Fund	**	110,925
*	Fidelity Investments	Freedom 2005 Fund	**	105
*	Fidelity Investments	Freedom 2015 Fund	**	267,122
*	Fidelity Investments	Freedom 2025 Fund	**	125,920
*	Fidelity Investments	Freedom 2035 Fund	**	34,021
*	Fidelity Investments	Freedom 2045 Fund	**	15,410
*	Fidelity Investments	Freedom 2050 Fund	**	127,203
	Oakmark Fund	Oakmark Equity & Income I	**	2,385,856
	Pimco	Pimco Total Return Adm	**	725,085
	Vanguard Funds	Total International Stock Index	**	56,528
	Vanguard Funds	Intermediate Bond Index Signal	**	25,978
	Vanguard Funds	Short-Term Bond Index Signal	**	11,713
	Vanguard Funds	Total Bond Market Signal	**	6,455
	Victory Fund	Victory Diversifed Stock	**	1,339,941
		Total Investments		23,990,853
*	Fidelity Investments	Brokeragelink (Self-directed) Cash	**	581,667
*	Participants Loans	3.25% to 8.25%	-0-	930,655
		Total Net Assets		$ 25,503,175

* Represents a party in interest (Trustee).

** Cost omitted for participant directed investments