

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). ► Complete all entries in accordance with the instructions to the Form 5500.	OMB Nos. 1210-0110 1210-0089
		2011
		This Form is Open to Public Inspection

Part I	Annual Report Identification Information
For calendar plan year 2011 or fiscal plan year beginning <u>01/01/2011</u> and ending <u>12/31/2011</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☒
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information —enter all requested information
1a Name of plan <u>TOMKINS RETIREMENT & SAVINGS PLAN</u>	1b Three-digit plan number (PN) ► <u>015</u> 1c Effective date of plan <u>09/30/1986</u>
2a Plan sponsor's name and address, including room or suite number (Employer, if for single-employer plan) <u>TOMKINS INDUSTRIES, INC.</u> <u>1551 WEWATTA STREET 9N-C3</u> <u>DENVER, CO 80202</u>	2b Employer Identification Number (EIN) <u>31-0596713</u> 2c Sponsor's telephone number <u>303-744-5042</u> 2d Business code (see instructions) <u>339900</u>

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

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

SIGN HERE	<u>Filed with authorized/valid electronic signature.</u>	<u>08/16/2012</u>	<u>JOHN BARKER</u>
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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

Form 5500 (2011)
v.012611

3a Plan administrator's name and address (if same as plan sponsor, enter "Same") TOMKINS NORTH AMERICA RETIREMENT BOARD 1551 WEWATTA STREET 2S-A5 DENVER, CO 80202	3b Administrator's EIN 68-0592934 3c Administrator's telephone number 303-744-5042
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4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name	4b EIN 4c PN
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5 Total number of participants at the beginning of the plan year	5	8883
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6 Number of participants as of the end of the plan year (welfare plans complete only lines 6a , 6b , 6c , and 6d).		
a Active participants.....	6a	5739
b Retired or separated participants receiving benefits.....	6b	0
c Other retired or separated participants entitled to future benefits.....	6c	2047
d Subtotal. Add lines 6a , 6b , and 6c	6d	7786
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	0
f Total. Add lines 6d and 6e	6f	7786
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	6575
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	181

7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7	
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8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:

2E 2F 2G 2J 2K 3H 2T

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

9a Plan funding arrangement (check all that apply)	9b Plan benefit arrangement (check all that apply)
(1) ☐ Insurance	(1) ☐ Insurance
(2) ☐ Code section 412(e)(3) insurance contracts	(2) ☐ Code section 412(e)(3) insurance contracts
(3) ☒ Trust	(3) ☒ Trust
(4) ☐ General assets of the sponsor	(4) ☐ General assets of the sponsor

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

a Pension Schedules

- (1)** ☒ **R** (Retirement Plan Information)

(2) ☐ **MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary

(3) ☐ **SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

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

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		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 <u>TOMKINS RETIREMENT & SAVINGS PLAN</u>	B Three-digit plan number (PN) ▶ <u>015</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>TOMKINS INDUSTRIES, INC.</u>	D Employer Identification Number (EIN) <u>31-0596713</u>

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)..... ☒ 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
CHARLES SCHWAB & CO. INC. AND AFFIL

94-1737782

(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)

SCHWAB RETIREMENT PLAN SERVICES CO

74-2279754

(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?
13 15 50 64	NONE	419721	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

ANTON COLLINS MITCHELL, LLP

01-0724563

(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?
10 50	NONE	43580	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

BUCK CONSULTANTS, LLC

13-3954297

(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?
27 50	NONE	35187	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)

DAVIS, GRAHAM & STUBBS, LLP

84-0421951

(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?
29 50	NONE	17135	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

TAFT STETTINIUS & HOLLISTER LLP

31-0541755

(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?
29 50	NONE	10418	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

CHARLES SCHWAB & CO. INC.

94-1737782

(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?
33 59 62 71	NONE	0	Yes ☒ No ☐	Yes ☒ No ☐	0	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
CHARLES SCHWAB & CO., INC.	59	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.	
SEE ATTACHMENT 11-1111111	SEE ATTACHMENT	

(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:

<p style="text-align: center;">SCHEDULE D (Form 5500)</p> <p style="text-align: center; font-size: small;">Department of the Treasury Internal Revenue Service</p> <hr/> <p style="text-align: center; font-size: small;">Department of Labor Employee Benefits Security Administration</p>	<p style="text-align: center;">DFE/Participating Plan Information</p> <p style="text-align: center; font-size: small;">This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</p> <p style="text-align: center;">▶ File as an attachment to Form 5500.</p>	<p style="text-align: center; font-size: small;">OMB No. 1210-0110</p> <hr/> <p style="text-align: center; font-size: large;">2011</p> <hr/> <p style="text-align: center; font-size: small;">This Form is Open to Public Inspection.</p>
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For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

<p>A Name of plan TOMKINS RETIREMENT & SAVINGS PLAN</p>	<p>B Three-digit plan number (PN) ▶ 015</p>	
<p>C Plan or DFE sponsor's name as shown on line 2a of Form 5500 TOMKINS INDUSTRIES, INC.</p>	<p>D Employer Identification Number (EIN) 31-0596713</p>	

Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)
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<p>a Name of MTIA, CCT, PSA, or 103-12 IE: TOMKINS DC RETIREMENT SAVINGS MT</p>		
<p>b Name of sponsor of entity listed in (a): TOMKINS</p>		
<p>c EIN-PN 36-7045729-001</p>	<p>d Entity code M</p>	<p>e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 244529304</p>
<p>a Name of MTIA, CCT, PSA, or 103-12 IE:</p>		
<p>b Name of sponsor of entity listed in (a):</p>		
<p>c EIN-PN</p>	<p>d Entity code</p>	<p>e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)</p>
<p>a Name of MTIA, CCT, PSA, or 103-12 IE:</p>		
<p>b Name of sponsor of entity listed in (a):</p>		
<p>c EIN-PN</p>	<p>d Entity code</p>	<p>e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)</p>
<p>a Name of MTIA, CCT, PSA, or 103-12 IE:</p>		
<p>b Name of sponsor of entity listed in (a):</p>		
<p>c EIN-PN</p>	<p>d Entity code</p>	<p>e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)</p>
<p>a Name of MTIA, CCT, PSA, or 103-12 IE:</p>		
<p>b Name of sponsor of entity listed in (a):</p>		
<p>c EIN-PN</p>	<p>d Entity code</p>	<p>e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)</p>
<p>a Name of MTIA, CCT, PSA, or 103-12 IE:</p>		
<p>b Name of sponsor of entity listed in (a):</p>		
<p>c EIN-PN</p>	<p>d Entity code</p>	<p>e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)</p>

a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
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code**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)**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 <u>01/01/2011</u> and ending <u>12/31/2011</u>		
A Name of plan <u>TOMKINS RETIREMENT & SAVINGS PLAN</u>		B Three-digit plan number (PN) <u>015</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>TOMKINS INDUSTRIES, INC.</u>		D Employer Identification Number (EIN) <u>31-0596713</u>

Part I Asset and Liability Statement			
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.			
Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	3918314	3471104
(2) Participant contributions	1b(2)		
(3) Other.....	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities.....	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other.....	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	5032039	4404514
(9) Value of interest in common/collective trusts.....	1c(9)		
(10) Value of interest in pooled separate accounts.....	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)	264072625	244529304
(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)		
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	273022978	252404922

Liabilities

g Benefit claims payable	1g	417873	3045
h Operating payables	1h	121223	125414
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	539096	128459

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	272483882	252276463
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Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

Income**a Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	10357162	
(B) Participants	2a(1)(B)	7666778	
(C) Others (including rollovers)	2a(1)(C)	368053	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		18391993

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

(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	227901	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		227901

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

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

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate.....	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		1618094
(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)		
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		20237988

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	39919366	
(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)		39919366
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)	71133	
(2) Contract administrator fees	2i(2)	419721	
(3) Investment advisory and management fees	2i(3)	35187	
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		526041
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		40445407

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		-20207419
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

(1) ☒ Unqualified (2) ☐ Qualified (3) ☐ Disclaimer (4) ☐ Adverse

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

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

(1) Name: **ANTON COLLINS MITCHELL LLP**

(2) EIN: **01-0724563**

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.).....	☒	☐	14158052
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.).....	☐	☒	
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	☐	☒	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.).....	☐	☒	
e Was this plan covered by a fidelity bond?.....	☒	☐	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?	☐	☒	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	☐	☒	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	☐	☒	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....	☒	☐	
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.).....	☐	☒	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....	☐	☒	
l Has the plan failed to provide any benefit when due under the plan?	☐	☒	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....	☐	☒	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	☐	☐	

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

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

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

5b(1) Name of plan(s)

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

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

A Name of plan <u>TOMKINS RETIREMENT & SAVINGS PLAN</u>	B Three-digit plan number (PN) ▶ <u>015</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>TOMKINS INDUSTRIES, INC.</u>	D Employer Identification Number (EIN) <u>31-0596713</u>

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	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>42-1558009</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	

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

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

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

Schedule R (Form 5500) 2011
v.012611

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): _____

Tomkins Retirement & Savings Plan

Financial Statements and Supplemental Schedules

**As of December 31, 2011 and 2010
and for the Year Ended December 31, 2011**



Tomkins Retirement & Savings Plan

Financial Statements and Supplemental Schedules

**As of December 31, 2011 and 2010
and for the Year Ended December 31, 2011**

Tomkins Retirement & Savings Plan

Contents

Independent Auditors' Report	1
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Supplemental Schedules:	
Form 5500, Schedule H, Part IV, Line 4a – Schedule of Delinquent Participant Contributions for the Year Ended December 31, 2011	24
Form 5500, Schedule H, Part IV, Line 4i – Schedule of Assets (Held at End of Year) as of December 31, 2011	25
NOTE: All other schedules required by Section 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted because they are not applicable.	



Independent Auditors' Report

To the Plan Administrator of Tomkins Retirement & Savings Plan:

We have audited the accompanying statements of net assets available for benefits of Tomkins 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. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2011 and 2010, and the changes in net assets available for benefits for the year ended December 31, 2011, in conformity with accounting principles generally accepted in the United States of America.

Our audits were conducted for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedules of (1) assets (held at end of year) as of December 31, 2011 and (2) delinquent participant contributions for the year ended December 31, 2011 are presented for the purpose of additional analysis and are not a required part of the financial statements but are supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Such information is the responsibility of the Plan's management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audits of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the financial statements taken as a whole.

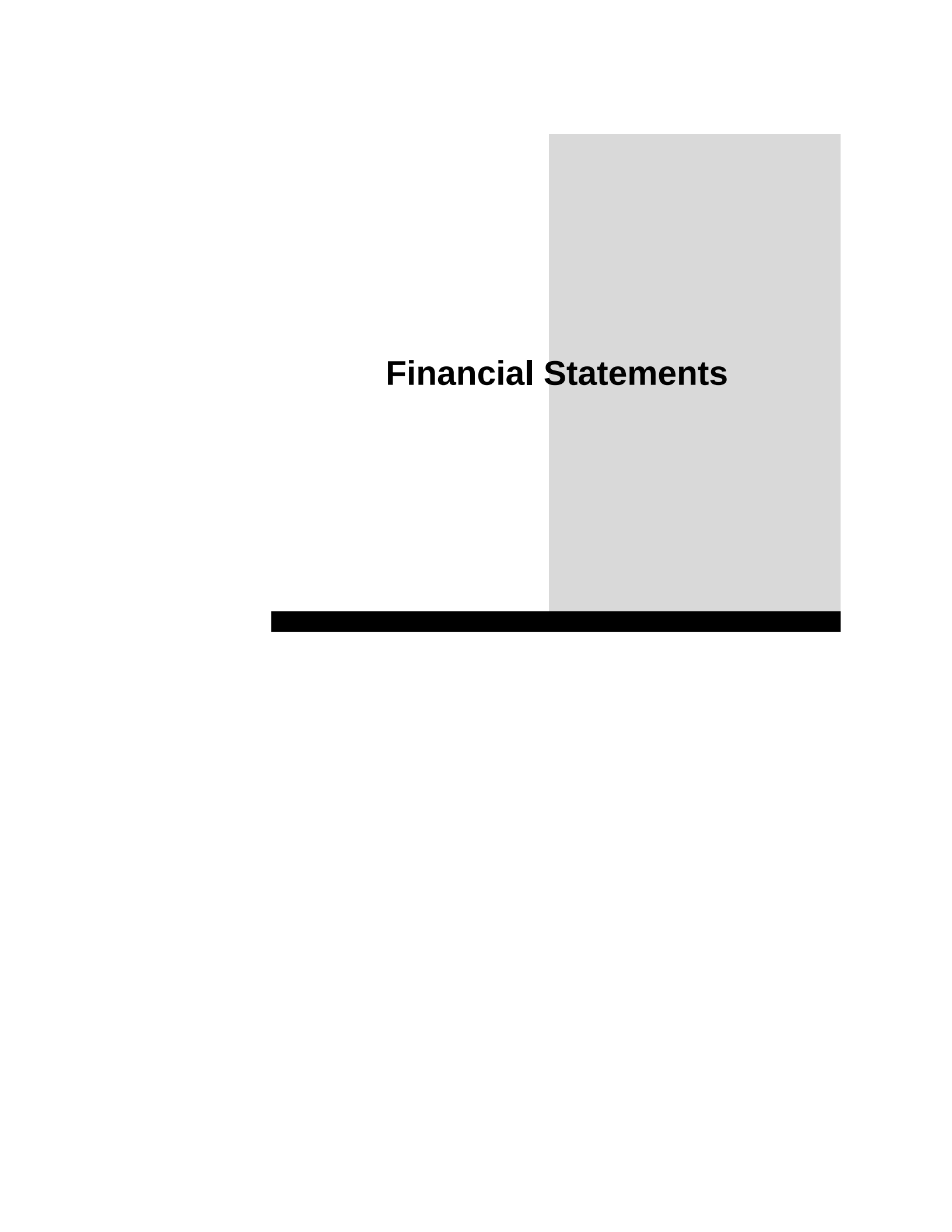
Anton Collins Mitchell LLP

Denver, Colorado
August 8, 2012

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303.830.1120 • Fax 303.830.8130





Financial Statements

Tomkins Retirement & Savings Plan

Statements of Net Assets Available for Benefits

<i>December 31,</i>	2011	2010
Assets:		
Investments, at fair value:		
Plan's interest in Tomkins Defined Contribution Master Retirement Savings Trust	\$ 244,529,304	\$ 264,072,625
Total investments, at fair value	244,529,304	264,072,625
Receivables:		
Employer contributions, net of forfeitures	3,471,104	3,918,314
Notes receivable from participants	4,404,514	5,032,039
Total receivables	7,875,618	8,950,353
Total assets	252,404,922	273,022,978
Liabilities:		
Accrued administrative expenses	(125,414)	(121,223)
Net assets available for benefits, at fair value	252,279,508	272,901,755
Adjustment from fair value to contract value for interest of the Stable Value Fund held in the Master Trust relating to fully benefit-responsive investment contracts	(3,088,315)	(2,318,481)
Net assets available for benefits	\$ 249,191,193	\$ 270,583,274

See accompanying notes to financial statements.

Tomkins Retirement & Savings Plan

Statement of Changes in Net Assets Available for Benefits

<i>Year Ended December 31,</i>	2011
Additions to (deductions from) net assets attributed to:	
Interest earned on notes receivable from participants	\$ 227,901
Investment income –	
Plan’s interest in Tomkins Defined Contribution Master Retirement Savings Trust net investment income	848,260
Net investment income and interest earned on notes receivable from participants	1,076,161
Contributions:	
Participant	7,666,778
Employer, net of forfeitures	10,357,162
Participant rollovers	368,053
Total contributions	18,391,993
Benefits paid to participants	(40,334,194)
Administrative expenses	(526,041)
Total deductions	(40,860,235)
Net decrease in net assets	(21,392,081)
Net assets available for benefits:	
Beginning of year	270,583,274
End of year	\$ 249,191,193

See accompanying notes to financial statements.

Tomkins Retirement & Savings Plan

Notes to Financial Statements

1. DESCRIPTION OF THE PLAN

The following description of Tomkins Retirement & Savings Plan (the “Plan”) is provided for general information purposes only. Participants should refer to the Plan Document for a more complete description of the Plan’s provisions.

General

The Plan, which was established effective September 30, 1986, is a defined contribution plan covering employees of Tomkins Industries, Inc., the Plan Sponsor, and certain of its subsidiaries (collectively the “Company” or “Tomkins”). The Plan has been amended and restated at various dates, most recently as of January 1, 2010. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended, (“ERISA”). Benefits under the Plan are not guaranteed by the Pension Benefit Guaranty Corporation.

On September 24, 2010, Tomkins Acquisitions Limited (formerly Pinafore Acquisitions Limited), acquired the entire issued ordinary share capital of Tomkins plc, the parent company of the Company. Tomkins plc was re-registered as a private company and its name was changed to Tomkins Limited. No changes have been made to the Plan as a result of the acquisition.

Trustee and Administration of the Plan

A single trust agreement, the Tomkins Defined Contribution Master Retirement Savings Trust (“Master Trust”) Agreement governs the assets of the U.S. plans of Tomkins, and their affiliates (collectively, the “Participating Plans”). The Plan’s notes receivable from participants are held outside the Master Trust.

The Tomkins North America Retirement Board (“Retirement Board”) administers the Plan. The Retirement Board has full power, authority and responsibility to control and manage the operations and administration of the Plan. Charles Schwab Trust Company (“Charles Schwab”) was appointed by the Retirement Board as trustee for certain qualified defined contribution plans for the Company. The Charles Schwab Retirement Plan Service Company serves as the recordkeeper of the Plan. The Northern Trust Company (“Northern Trust”) acts as a sub-custodian of the Stable Value fund.

Tomkins Retirement & Savings Plan

Notes to Financial Statements

1. DESCRIPTION OF THE PLAN (CONTINUED)

Eligibility

Employees are eligible to participate in the Plan immediately upon employment. Employees on special projects, contract employees, or leased employees are not eligible to participate in the Plan. Members of collective bargaining groups participate in accordance with the terms of their most recent collective bargaining agreement.

Contributions

Participants may elect to defer between 1% and 75% of their annual eligible compensation as pre-tax and after-tax contributions, subject to certain Internal Revenue Code ("IRC") limitations (\$16,500 for 2011). Participants who have attained or will attain the age of 50 by the last day of the plan year may elect to make catch-up contributions, as defined by the Plan, subject to IRC limitations (\$5,500 for 2011). Participants may increase or decrease their deferral percentages on the first day of any pay period.

The Company contributes a discretionary matching contribution of up to 25% of the first 6% of the participant's pre-tax contributions. The Company also contributes a 3% safe harbor basic contribution to all eligible participants. Participants must have one year of service to receive discretionary matching and safe harbor basic contributions.

The Company contributes a discretionary profit sharing contribution to all eligible participants who have met the one year service requirement and are employed on the last day of the plan year. These discretionary contributions are allocated in the ratio that a participant's annual total compensation bears to the compensation paid to all eligible participants for the plan year. The Company made a discretionary profit sharing contribution of \$ 3,058,065 for the Plan year ended December 31, 2011, which was subsequently funded with cash and the use of forfeitures in 2012.

Certain union locations have negotiated profit sharing contributions based on their collective bargaining agreements, subject to various vesting schedules. The Company made a profit sharing contribution of \$635,177 for the Plan year ended December 31, 2011, which was subsequently funded in 2012.

A true-up match contribution process is in place that reviews each participant's employer match quarterly to ensure that they received the maximum employer match based on annual compensation and employee pre-tax contributions.

Tomkins Retirement & Savings Plan

Notes to Financial Statements

1. DESCRIPTION OF THE PLAN (CONTINUED)

Rollover contributions transferred from other qualified retirement plans or Individual Retirement Accounts (“IRA”) are accepted as permitted by the Plan Document.

Participants’ Accounts

Individual accounts are maintained for each plan participant. Each participant’s account is credited with the participant’s contributions, the employer matching contributions, allocations of employer safe harbor basic and profit sharing contributions and plan earnings, and is charged with withdrawals, plan administrative expenses and an allocation of plan losses. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant’s vested portion of their account.

Vesting

Participants are always 100% vested in their own contributions, employer matching contributions and employer safe harbor basic contributions. Employer profit sharing contributions vest on a six year graded schedule. Union retirement contributions vest on a four year graded schedule. Participants are fully vested at age 65, disability (as defined) or death.

Unallocated Amounts

At December 31, 2011 and 2010, unallocated amounts held for the Plan totaled \$987,089 and \$1,093,216, respectively. These unallocated funds are comprised of forfeited non-vested accounts, monthly fees charged to participants pending payment of expenses incurred (the “fee account”), and accounts held for former employees who cannot be located. Forfeited non-vested accounts can be used to reduce future employer contributions or pay plan administrative expenses. During the year ended December 31, 2011, \$387,910 of forfeitures were used to reduce employer contributions. The majority of the Plan’s expenses are paid by Plan participants through the use of the fee account.

For the plan year ended December 31, 2011, employer contributions accrued at December 31, 2011 were offset by \$222,138 in forfeitures when the contributions were paid in 2012. For the plan year ended December 31, 2010, employer contributions accrued at December 31, 2010 were offset by \$375,000 in forfeitures when the contributions were paid in 2011.

Investment Options

Participants may direct their contributions into various investment options offered by the Plan as authorized by the Retirement Board, which may include U.S. equity funds, international equity funds, fixed income funds, balanced funds, stable value funds, and other funds. Participants may change

Tomkins Retirement & Savings Plan

Notes to Financial Statements

1. DESCRIPTION OF THE PLAN (CONTINUED)

their investment directions and allocations at any time. If a participant does not affirmatively elect an investment allocation, the Qualified Default Investment Alternative (QDIA”) will be selected for them.

Notes Receivable from Participants

Participants may borrow from their accounts a minimum of \$1,000 up to a maximum equal to the lesser of 50% of the participant’s pre-tax and direct rollover balances or \$50,000 reduced by the highest outstanding note balance over the past twelve months or the total of the participant’s pre-tax and rollover balances. Notes are secured by the participant’s account and bear interest at a rate of 1% above the lowest prime rate used by the trustee and are fixed for the term of the note. Principal and interest are paid ratably through payroll deductions unless the Plan member elects to accelerate payment in a lump sum payment by check. Effective January 1, 2010, the maximum number of outstanding notes are limited to one. Notes outstanding that exceed, in quantity, the number of new notes available will be repaid until they are paid in full under the original terms of the note.

Payment of Benefits

A participant’s vested interest in the Plan is payable upon termination of employment for any reason or upon death. Upon termination of service, the participant may elect to receive the distribution in a lump sum or to receive annual, semi-annual, quarterly or monthly installments over any period designated by the participant, not to exceed the life expectancy of the participant or their beneficiary, to roll over their account balance to another qualified plan or IRA, or to leave the account in the Plan up to age 70½, at which time one of the above distribution options must be selected if no longer employed.

If a participant dies before benefits have begun, the vested portion of the account is paid to the beneficiary in a lump sum. If the participant had elected distribution in installments, the remainder of the installments is paid to the beneficiary in a lump sum. If the participant dies before payment of the account begins, and if the beneficiary is the surviving spouse, the surviving spouse may elect to defer distribution until the participant would have reached the age of 70½. However, if the beneficiary is other than the surviving spouse, the beneficiary may defer distribution until five years following the anniversary of the participant’s death.

Terminated participants, whose account value does not exceed \$1,000, will receive a lump-sum payment as soon as administratively feasible. Terminated participants may elect to withdraw any portion of their accounts at any time after they terminate, provided the minimum amount requested is at least \$5,000; or the total account balance if at that time is less than \$5,000.

Tomkins Retirement & Savings Plan

Notes to Financial Statements

1. DESCRIPTION OF THE PLAN (CONTINUED)

An actively employed participant can begin drawing their employer matching contribution account along with their pre-tax, after-tax and rollover balances without penalty at age 59½. In service hardship distributions are allowed if certain criteria are met. A beneficiary may elect to rollover any eligible rollover distribution if it were made by a member, surviving spouse or alternate payee.

Administrative Expenses

The Plan may pay for investment management fees, investment review fees, record keeping fees, trustee fees, eligible legal expenses and audit expenses as provided by the Plan Document. A fee of \$50 is charged to the participant for initiation and processing of a participant loan. A fee is charged to the participant for external legal expense of review and qualification of a Domestic Relations Order. The Plan allows for a flat fee to be charged to each participant's account each month to cover certain plan administrative expenses. Expenses of \$526,041 were paid by the Plan for the year ended December 31, 2011. All costs not paid by the Plan are paid by the Company.

Plan Termination

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. Upon termination of the Plan, amounts credited to the individual participant's accounts would become 100% vested.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The accompanying financial statements have been prepared using the accrual basis of accounting.

Use of Estimates

The preparation of the financial statements in conformity with accounting principles generally accepted in the United States of America ("GAAP") requires management 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.

Tomkins Retirement & Savings Plan

Notes to Financial Statements

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Investment Valuation and Income Recognition

The investment in the Master Trust in the accompanying financial statements represents the Plan's share of the Master Trust's net assets, which are stated at fair value, as further described in Note 4 - *Fair Value Measurements and Disclosures*. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Plan's share of the income, net appreciation or depreciation in fair value of investments and expenses of the Master Trust represents the Plan's allocation of these items from the Master Trust.

The change in appreciation (depreciation) consists of both realized and unrealized gains and losses. Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded as earned daily.

In addition, as a result of the Master Trust's participation in certain Guaranteed Investment Contracts ("GICs") within the Stable Value Fund, common/collective trusts and registered investment companies, these investment funds may be invested from time to time in derivative financial instruments. These financial instruments are generally used to guarantee the fully benefit-responsive stable book value of the contracts. At December 31, 2011 and 2010, there was no exposure to derivative financial instruments in the Master Trust.

Stable Value Funds

Investment contracts held by a defined contribution plan are required to be reported at fair value. This applies even when the contracts are not held directly by the Plan but are underlying assets in master trust investments held by the Plan. However, contract value is the relevant measurement of net assets available for benefits in a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. As required, the Statements of Net Assets Available for Benefits presents the Plan's interest in the fair value of the fully benefit-responsive investment contracts held by the Master Trust with an adjustment to contract value. The Statement of Changes in Net Assets Available for Benefits is prepared on a contract value basis. Contract value represents contributions made, plus earnings, less participant withdrawals, losses and administrative expenses.

Tomkins Retirement & Savings Plan

Notes to Financial Statements

2. 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 notes are reclassified as distributions based upon the terms of the Plan Document.

Concentrations, Risks and Uncertainties

The Plan invests in various investment securities through the Master Trust. Investment securities are exposed to various risks such as interest rate, market and credit risks. Additionally, the value, liquidity and related income of the investment securities are sensitive to changes in economic conditions and may be adversely affected by shifts in the market's perception of the issuers and changes in interest rates. Due to the level of risk associated with certain investment securities and the level of uncertainty related to the changes in the value of investment securities, it is possible that changes in the value of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the Statements of Net Assets Available for Benefits. See Note 3 – *Investments in Master Trust* for a listing of investments at fair value, which individually are greater than 5% of net assets held by the Master Trust.

On May 21, 2010, the Company was notified by the Department of Labor ("DOL") that they were examining the Plan for the period from January 1, 2006 through December 31, 2010. On May 9, 2011, the Company received a formal closing letter from the DOL. Within the closing letter, the DOL informed the Company that they remitted participant contributions to the trust later than required by DOL Regulation 2510.3-102. See Note 8 – *Nonexempt Party-In-Interest Transactions* for further discussion. There were no other matters contained within the closing letter that would impact the financial statements, disclosures or supplemental schedules.

Payment of Benefits

Benefit payments to participants are recorded when paid. As of December 31, 2011 and 2010 there were \$3,045 and \$417,873 in pending distributions, respectively.

Contributions

Participant contributions and related employer contributions are recognized in the period during which the Company makes payroll deductions from the participant's compensation.

Tomkins Retirement & Savings Plan

Notes to Financial Statements

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Subsequent Events

The Plan Administrator has evaluated subsequent events through August 8, 2012, which is the date the financial statements were available to be issued. No events or transactions discovered during this evaluation require recognition or disclosure in the financial statements, other than the events noted in Note 9 – *Subsequent Events*.

3. INVESTMENTS IN MASTER TRUST (UNAUDITED)

The Plan's investments are held in the Master Trust, at Charles Schwab, and consist of an individual interest in the Master Trust established and administered by the Retirement Board. All investments are managed in accordance with the applicable fund prospectus by which the investment managers have been given the authority to make individual investment decisions that are consistent with the Tomkins Master Trust Statement of Investment Policy. The Plan's investment in the Master Trust is presented at fair value, which is determined based on the fair value of the underlying investments of the Master Trust. Each Plan's interest is represented by a record of proportionate dollar interest, as maintained by the recordkeeper and is based on investment direction by the participants. Use of the Master Trust permits the commingling of the trust assets of a number of plans administered by the Retirement Board for investment and administrative purposes. At December 31, 2011 and 2010, the Plan's interest in net assets of the Master Trust was approximately 34.2% and 34.0%, respectively.

Such interests are included in the accompanying Statements of Net Assets Available for Benefits. In compliance with the Department of Labor's reporting requirements, the net change in value from participation in the Master Trust is reported as a single line item in the accompanying Statement of Changes in Net Assets Available for Benefits.

Tomkins Retirement & Savings Plan

Notes to Financial Statements

3. INVESTMENTS IN MASTER TRUST (UNAUDITED) (CONTINUED)

The net assets at December 31, 2011 and 2010 of the Master Trust are summarized as follows:

<i>December 31,</i>	2011	2010
Investments, at fair value as further described below and in Note 4:		
Registered investment companies	\$ 444,764,559	\$ 510,606,743
Cash and cash equivalents	1,541,908	1,145,847
Stable value fund:		
Portfolios supporting Synthetic GICs ^(a)	254,440,677	256,818,824
Traditional GICs	1,084,668	1,568,550
Short-term investment fund	14,464,554	7,737,303
Wrapper contracts	402,807	752,229
Total investments at fair value	716,699,173	778,629,496
Receivables:		
Accrued interest receivable and other assets	248,090	367,447
Liabilities:		
Accrued liabilities and pending trades	(1,299,058)	(1,266,463)
Master Trust total net assets, at fair value	715,648,205	777,730,480
Adjustment from fair value to contract value for interest of the Stable Value Fund held in the Master Trust relating to fully benefit-responsive investment contracts	(10,342,941)	(7,805,024)
Master Trust total net assets, after contract value adjustment	\$ 705,305,264	\$ 769,925,456

(a) Guaranteed investment contracts

Tomkins Retirement & Savings Plan

Notes to Financial Statements

3. INVESTMENTS IN MASTER TRUST (UNAUDITED) (CONTINUED)

Net investment loss of the Master Trust for the period January 1, 2011 to December 31, 2011, is as follows:

Dividend and interest income	\$ 18,849,492
Net depreciation in value of registered investment company investments	(19,699,123)
Net investment loss of Master Trust	\$ (849,631)

See Note 7 – *Reconciliation of Financial Statements to Form 5500* for reconciliation of investment income (loss) from contract value to fair value for Form 5500 purposes.

Certain individual investments exceeded 5% of the Master Trust net assets as of December 31, 2011 and 2010 as follows:

	2011	2010
MFO ^(a) Pimco Total Return Institutional Fund	\$ 74,598,455	\$ 82,219,674
GIC Monumental Life Insurance Company Separate Account	71,455,136*	77,742,463*
GIC JP Morgan Chase Bank	70,712,921*	70,271,400*
GIC Natixis Financial Products, Inc.	67,840,658*	67,535,064*
MFO Vanguard Institutional Index Fund	66,647,361	74,908,919
MFO American Funds New Perspective Fund	59,986,120	75,138,392
MFO Dodge & Cox Balanced Fund	51,666,980	57,825,579
MFO Fundamental Investors Fund	48,193,988	52,433,067
Other less than 5%	194,203,645	211,850,898
Master Trust total net assets, after contract value adjustment	\$ 705,305,264	\$ 769,925,456

(a) *Mutual Fund Option (“MFO”)*

*The three Synthetic GIC Contracts noted above (after the contract value adjustment) all invest in the Deutsche Bank Pyramid Intermediate Fixed Income Fund. The total fair value of the collective investment in this fund as of December 31, 2011 and 2010 is \$181,753,331 and \$177,803,579, respectively.

The Stable Value Fund is invested in short-term investment funds, traditional GICs, and synthetic GICs, which are backed by fixed income assets. The weighted average yield based on the interest rate credited to the Stable Value Fund based on the interest rate credited to participants was 3.00% for the year ended December 31, 2011 and 3.26% for the year ended December 31, 2010. The weighted average yield of the Stable Value Fund based on the actual earnings of underlying assets in the Stable Value Fund was 2.00% for the year ended December 31, 2011 and 2.52% for the year ended December 31, 2010. There were no valuation reserves recorded to adjust contract amounts during the plan years. Crediting rate resets are applied to specific investment contracts, as

Tomkins Retirement & Savings Plan

Notes to Financial Statements

3. INVESTMENTS IN MASTER TRUST (UNAUDITED) (CONTINUED)

determined at the time of purchase and are generally reset quarterly. Crediting rates cannot be less than 0%. The reset values for security-backed investment rates are a function of contract value, market value, yield, and duration. General account investment rates are based on a pre-determined index rate of return plus a fixed-basis point spread.

Synthetic GICs, backed by underlying assets, provide for a guaranteed return on principal and accrue interest over a specified period of time (i.e., period of time before the crediting rate reset) through benefit-responsive wrapper contracts issued by a third party, assuming that the underlying assets meet the requirements of the GIC. The account is credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses.

Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value for plan permitted benefit payments. Certain events may limit the ability of the Plan to transact at contract value with the issuer. Such events include, but are not limited to, the following: (i) amendments to the plan documents (including complete or partial plan termination or merger with another plan); (ii) changes to the Plan's prohibition on competing investment options or deletion of equity wash provisions; (iii) bankruptcy of the plan sponsor or other plan sponsor events (e.g. divestitures or spin-offs of a subsidiary) which cause a significant withdrawal from the Plan; or (iv) the failure of the trust to qualify for exemption from federal income taxes or any required prohibited transaction exemption under ERISA. The plan administrator does not believe that the occurrence of any such event, which would limit the Plan's ability to transact at contract value with participants, is probable.

Tomkins Retirement & Savings Plan

Notes to Financial Statements

3. INVESTMENTS IN MASTER TRUST (UNAUDITED) (CONTINUED)

The investment contracts in the stable value fund held by the Master Trust at December 31, 2011 and 2010 are summarized as follows:

Issuer -	December 31,			
	2011		2010	
	Contract Value	Fair Value	Contract Value	Fair Value
Synthetic GICs:				
Monumental Life Insurance Co. (including wrap contract)	\$ 71,455,136	\$ 72,700,953	\$ 77,742,463	\$ 79,120,229
JP Morgan Chase Bank	70,712,921	74,642,336	70,271,400	73,170,660
Natixis Financial Products, Inc. (including wrap contract)	67,840,658	71,186,339	67,535,064	69,706,976
Monumental Life Insurance Co. (including wrap contract)	34,534,518	36,313,856	34,298,819	35,573,188
Traditional GICs -				
Jackson National Life Insurance Company	1,041,978	1,084,668	1,486,833	1,568,550
Short-term investment fund -				
Northern Trust STIF	14,464,554	14,464,554	7,737,303	7,737,303
Total stable value fund investments	\$ 260,049,765	\$ 270,392,706	\$ 259,071,882	\$ 266,876,906

4. FAIR VALUE MEASUREMENTS AND DISCLOSURES

The Financial Accounting Standards Board (“FASB”) Accounting Standards Codification (“ASC”) Topic 820, *Fair Value Measurements and Disclosures*, provides the framework for measuring fair value. The framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. This hierarchy consists of three broad levels. Level 1 inputs are the highest priority and consist of unadjusted quoted prices in active markets the Plan has the ability to access for identical assets and liabilities. Level 2 inputs are inputs other than quoted prices that are observable for the asset or liability, either directly or indirectly (quoted prices in active markets for similar assets and liabilities, quoted prices for identical or similar instruments in markets that are not active and model-derived valuations whose inputs are observable or whose significant value drivers are observable). Level 3 inputs are the lowest priority and are unobservable and significant to the fair value measurement of an asset or liability.

Tomkins Retirement & Savings Plan

Notes to Financial Statements

4. FAIR VALUE MEASUREMENTS AND DISCLOSURES (CONTINUED)

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

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

Registered investment companies

The Master Trust is invested in shares of various registered investment companies that are registered with the Securities and Exchange Commission. Prices of these funds are based on net asset value ("NAV") calculated by the funds and are publicly reported on national exchanges. Although the prices are listed on national exchanges, exiting the investment is generally only accomplished through redemption with the fund itself. Thus, redemption with the fund is the principal market in which the Plan could exit the investments. The funds redeem shares at the NAV with few restrictions and redemption with the funds is within an active market. The Plan measures fair value of these investments using the NAV provided by the fund managers to Charles Schwab. These investments are classified as Level 1 in the fair value hierarchy.

Cash and cash equivalents

Cash and cash equivalents represent funds on deposit in a Charles Schwab Trust account. The fair value is determined by obtaining the deposit balance from Charles Schwab. Cash and cash equivalents are classified as Level 1 in the fair value hierarchy.

Stable value fund

The Stable Value Fund with Deutsche Bank consists of several different types of investments held in a separate account for the Master Trust. The types of investments are short-term investments, traditional GICs, and synthetic GICs and the underlying portfolio of fixed income investments supporting the synthetic GICs.

Short-term investments: Short-term investments consist of 100% U.S. Treasury money market funds managed by Northern Trust and are valued at the NAV which is calculated at a unit price that is not quoted on an active market, and attempts to maintain a \$1 unit price. The unit price is based on the fair value of the underlying investments, which in general are traded on an active market with observable inputs. Northern Trust determines the unit value. It is classified as Level 1 in the fair value hierarchy.

Tomkins Retirement & Savings Plan

Notes to Financial Statements

4. FAIR VALUE MEASUREMENTS AND DISCLOSURES (CONTINUED)

Traditional and synthetic GICs: Traditional GICs are issued by insurance companies and are backed by the general account of the issuer. The Master Trust deposits a lump sum with the issuer and receives a guaranteed interest rate over the life of the contract with a repayment of principal at maturity. Interest is accrued on either a simple interest or fully compounded basis and paid either periodically or at the end of the contract term. The issuer guarantees that all qualified participant withdrawals will occur at contract value (principal plus accrued interest). GICs generally do not permit issuers to terminate the agreement prior to the scheduled maturity date. The fair value of the GICs is calculated by discounting the related cash flows based on current yields of similar instruments with comparable durations.

A synthetic GIC is similar to a traditional GIC but has unbundled the insurance and investment components. A synthetic GIC is an investment contract issued by an insurance company or bank, and is constructed by combining a stable value insurance wrapper and a fixed income portfolio owned by the Master Trust. These assets underlying the wrapper contracts are maintained separate from the contract issuer's general assets, usually by a third party custodian. The wrapper contracts are obligated to provide an interest rate not less than zero. These contracts typically provide that realized and unrealized gains and losses on the underlying assets are not reflected immediately in the assets of the Master Trust, but rather are amortized, usually over the time to maturity or the duration of the underlying investments, through adjustments to the future interest crediting rate. The issuer guarantees that all qualified participant withdrawals will occur at contract value. At December 31, 2011 and 2010, the synthetic GICs were comprised of intermediate fixed income funds; asset backed, mortgage backed, government securities (mainly U.S. backed); corporate bonds and cash and cash equivalents. The intermediate fixed income fund is valued at NAV, which is determined by the fund manager based on the fair value of the underlying investments. This fund generally stands ready to redeem at NAV on a daily basis. There are no unfunded commitments by the Company related to this fund and there are no significant restrictions on the ability to sell this investment. The asset backed, mortgage backed and government securities and corporate bonds are valued by Deutsche Bank generally with the assistance of a third-party pricing vendor utilizing evaluated pricing models that vary by asset class and incorporate available market data. Pricing models rely on observable standard market inputs such as benchmark yields, reported trades, broker/dealer quotes and matrix pricing. The fair value of synthetic GICs is determined using the market price of the underlying securities and the value of the investment contract ("wrapper"). The traditional and synthetic GICs are classified as Level 2 in the fair value hierarchy.

Tomkins Retirement & Savings Plan

Notes to Financial Statements

4. FAIR VALUE MEASUREMENTS AND DISCLOSURES (CONTINUED)

Wrapper contracts: There is no market in which the Master Trust could exit the wrapper contracts associated with the GICs. Additionally, reliable quotes are not available from issuers. Therefore, Deutsche Bank estimates the fair value of the wrapper contracts using a pricing matrix that incorporates unobservable inputs such as internal estimates of the average pricing used by issuers at December 31, 2011 and 2010 (based on a replacement cost methodology). The wrapper contracts are classified as Level 3 in the fair value hierarchy.

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

The following tables set forth by level, within the fair value hierarchy, the Master Trust's investments measured on a recurring basis:

<i>As of December 31, 2011</i>	Level 1	Level 2	Level 3	Total
Investments:				
Cash and cash equivalents	\$ 1,541,908	\$ -	\$ -	\$ 1,541,908
Registered investment companies:				
Fixed income funds	75,402,602	-	-	75,402,602
Balanced funds	51,897,234	-	-	51,897,234
U.S. equity funds	234,938,982	-	-	234,938,982
International equity funds	82,525,741	-	-	82,525,741
Stable value fund:				
Short-term investment fund	14,464,554	-	-	14,464,554
Traditional GICs – fixed income	-	1,084,668	-	1,084,668
Synthetic GICs –				
Intermediate fixed income funds	-	181,753,331	-	181,753,331
Asset backed securities	-	5,755,008	-	5,755,008
Cash equivalents	-	2,991,808	-	2,991,808
Mortgage backed securities	-	14,490,255	-	14,490,255
Government securities	-	31,903,754	-	31,903,754
Corporate bonds	-	17,546,521	-	17,546,521
Wrapper contracts	-	-	402,807	402,807
Total investments of the Master Trust	\$ 460,771,021	\$ 255,525,345	\$ 402,807	\$ 716,699,173

Tomkins Retirement & Savings Plan

Notes to Financial Statements

4. FAIR VALUE MEASUREMENTS AND DISCLOSURES (CONTINUED)

<i>As of December 31, 2010</i>	Level 1	Level 2	Level 3	Total
Investments:				
Cash and cash equivalents	\$ 1,145,847	\$ -	\$ -	\$ 1,145,847
Registered investment companies:				
Fixed income funds	82,939,775	-	-	82,939,775
Balanced funds	57,825,579	-	-	57,825,579
U.S. equity funds	267,815,857	-	-	267,815,857
International equity funds	102,025,532	-	-	102,025,532
Stable value fund:				
Short-term investment fund	7,737,303	-	-	7,737,303
Traditional GICs – fixed income	-	1,568,550	-	1,568,550
Synthetic GICs –				
Intermediate fixed income funds	-	177,803,579	-	177,803,579
Asset backed securities	-	4,975,125	-	4,975,125
Cash equivalents	-	2,109,646	-	2,109,646
Mortgage backed securities	-	19,401,907	-	19,401,907
Government securities	-	31,801,386	-	31,801,386
Corporate bonds	-	20,727,181	-	20,727,181
Wrapper contracts	-	-	752,229	752,229
Total investments of the Master Trust	\$ 519,489,893	\$ 258,387,374	\$ 752,229	\$ 778,629,496

The following table sets forth a summary of changes in the fair value of the Master Trust Level 3 investments for the year ended December 31, 2011:

	Stable Value Fund Wrapper Contracts
Beginning balance January 1, 2011	\$ 752,229
Interest earned	-
Realized losses	-
Unrealized losses, relating to investments still held as of the reporting date ¹	(349,422)
Purchases	-
Sales	-
Issuances	-
Settlements	-
Ending balance December 31, 2011	\$ 402,807

¹ Does not impact the Statement of Changes in Net Assets Available for Benefits due to the adjustment from fair value to contract value.

Tomkins Retirement & Savings Plan

Notes to Financial Statements

5. INCOME TAX STATUS

The Internal Revenue Service (“IRS”) has determined and informed the Company by a letter dated July 8, 2010 that the Plan was designed in accordance with applicable sections of the IRC. The Plan has been amended since receiving the determination letter; however, the plan administrator and Company management believe that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC. Therefore, they believe that the Plan was qualified and the related trust was tax-exempt as of the financial statement date, therefore no provision for income taxes has been included in the Plan’s financial statements.

GAAP requires plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no IRS audits for any tax periods in progress.

6. EXEMPT PARTY-IN-INTEREST TRANSACTIONS

Certain Master Trust investments are units of a short-term investment fund managed by Northern Trust. Northern Trust is the former trustee and current sub-custodian of the Stable Value Fund. Certain Master Trust investments are shares of a Schwab U.S. Treasury Money Fund. Charles Schwab is the trustee of the Plan. The Plan also pays certain expenses for audit, recordkeeping and investment management services from plan assets. These transactions qualify as party-in-interest transactions, which are exempt from the prohibited transaction rules.

Tomkins Retirement & Savings Plan

Notes to Financial Statements

7. RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of net assets available for benefits per the accompanying financial statements to Form 5500:

<i>December 31,</i>	2011	2010
Net assets available for benefits per the accompanying financial statements	\$ 249,191,193	\$ 270,583,274
Amounts allocated to withdrawing participants	(3,045)	(417,873)
Adjustment from contract value to fair value for fully benefit-responsive investment contracts (Note 2)	3,088,315	2,318,481
Net assets available for benefits per Form 5500 (unaudited)	\$ 252,276,463	\$ 272,483,882

The following is a reconciliation of the Plan's interest in the Master Trust net investment income per the accompanying financial statements for the year ended December 31, 2011 to Form 5500:

Plan's interest in the Tomkins Defined Contribution Master Retirement Savings Trust net investment income included in the accompanying financial statements	\$ 848,260
Net change in adjustment from contract value to fair value for fully benefit-responsive investment contracts	769,834
Plan's interest in the Tomkins Defined Contribution Master Retirement Savings Trust net investment income per the Form 5500 (unaudited)	\$ 1,618,094

The following is a reconciliation of benefits paid to participants per the accompanying financial statements for the year ended December 31, 2011 to the Form 5500:

Benefits paid to participants per the accompanying financial statements	\$ 40,334,194
Amounts allocated to withdrawing participants as of December 31, 2011	3,045
Amounts allocated to withdrawing participants as of December 31, 2010	(417,873)
Benefits paid to participants per Form 5500 (unaudited)	\$ 39,919,366

Benefits are recorded when paid in the accompanying financial statements as required by current authoritative guidance. The above reconciliation relates to participant benefit payments that were authorized and approved for payment prior to year-end but not paid as of year-end. These amounts are recorded as liabilities for Form 5500 purposes.

Tomkins Retirement & Savings Plan

Notes to Financial Statements

7. RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500 (CONTINUED)

Participant loans are reported as notes receivable from participants in the accompanying financial statements as required by current authoritative guidance; however, for Form 5500 purposes and reporting on the supplemental Schedule of Assets (Held at End of Year) they are shown as investments, as required.

8. NONEXEMPT PARTY-IN-INTEREST TRANSACTIONS

As discussed within Note 2 – *Summary of Significant Accounting Policies*, the DOL determined the Company failed to timely remit certain participant contributions to the trust from the period January 1, 2006 through December 31, 2010. On March 29, 2012, \$21,034 was deposited into the Plan representing lost earnings on delinquent Employee Contributions and Loan Repayments. For the year ended December 31, 2011, the Company remitted certain participant contributions to the trust later than required by DOL Regulation 2510.3-102. The Company will complete the Form 5330 filing with the IRS reporting the delinquent deposit of employee funds and the subsequent deposit of lost investment earnings. See accompanying Schedule of Delinquent Participant Contributions for the year ended December 31, 2011.

9. SUBSEQUENT EVENTS

Tomkins acquired Koch Filter Corporation (“Koch”), which sponsored the Koch Filter Corporation Employee 401(k) Retirement Plan (the “Koch Plan”). In conjunction with the acquisition, effective January 1, 2012, the Koch Plan was merged into the Plan through a direct trust-to-trust transfer. Approximately \$2,750,000 in assets were transferred from the Koch Plan into the Plan. Also effective January 1, 2012, the employees of Koch became eligible participants in the Plan and given prior service credit for their service with Koch.

Effective January 1, 2012, certain employees of Tomkins are now considered part of the Gates Industrial and Automotive segment of the business (“Affected Employees”); and the Affected Employees became covered by The Gates Matchmaker Plan (the “Matchmaker Plan”). Effective March 30, 2012, the Affected Employees accounts, including loans, were transferred into the Matchmaker Plan through a direct trust-to-trust transfer. Approximately \$8,200,000 in assets were transferred out of the Plan and into the Matchmaker Plan.

Tomkins Retirement & Savings Plan

Notes to Financial Statements

9. SUBSEQUENT EVENTS (CONTINUED)

Effective January 1, 2012, the Plan Document was amended and restated to: fully vest the Affected Employees in their account balances under the Plan effective December 31, 2011 to the extent such change is compliant with federal non-discrimination rules; permit the transfer of the Affected Employees' account balances, including any loans, out of the Plan and into the Matchmaker Plan; add a Roth contribution feature; eliminate the retirement contribution, effective after the 2011 Plan Year; maintain as the contribution formula for all non-collective bargaining employees only the 3% safe harbor basic contribution, effective January 1, 2012; change the matching contribution for all non-collective bargaining employees to a discretionary 100% match on the first 4% of pre-tax or Roth contributions, effective January 1, 2012; cause matching contributions made on account of periods after December 31, 2011 to be subject to a six-year vesting schedule; ensure that collective bargaining unit employees receive whatever their collective bargaining agreement provides and not the new benefits; reflect the merger of the Koch Plan into the Plan, effective upon receipt of assets; reflect Koch's adoption of the Plan as a participating employer, effective January 1, 2012.

Effective April 19, 2012, approximately \$71,000,000 of the Master Trust's investment in the Deutsche Bank Pyramid Intermediate Fixed Income Fund associated with the JP Morgan Chase Bank wrapper contract was liquidated. The proceeds of the sale were used to purchase units of Prudential's Core Conservative Intermediate Bond Fund, which will be covered by the new Prudential wrapper contract.

Effective June 30, 2012, the Plan Administrator established separate trust accounts for the Gates Matchmaker Plan and the Plan and directed Charles Schwab to transfer all mutual fund options into each respective plan's trust account. The division of assets was in accordance with the collective participant account balances of each plan as of June 30, 2012, as determined by Schwab Retirement Plan Services Company. Assets of the Stable Value Option remain collectively invested for both plans in the Master Trust.

Supplemental Schedules



Tomkins Retirement & Savings Plan

Form 5500, Schedule H, Part IV, Line 4a – Schedule of Delinquent Participant Contributions for the Year Ended December 31, 2011

EIN: 31-0596713
Plan Number: 015

	Participant Contributions Transferred Late to Plan	Contributions not Fully Corrected for Lost Earnings	Contributions Corrected Outside of VFCP (including lost earnings)	Contributions Pending Correction in VFCP	Total Fully Corrected Under VFCP and PTE 2002-S1	Total that Constitute Non-exempt Prohibited Transactions
* Tomkins and Subsidiary Companies						
2006 - 2010 Contributions	\$ 14,114,436	\$ -	\$ 14,135,470**	\$ -	\$ -	\$ 14,135,470
2011 Contributions	\$ 22,582	\$ 22,582	\$ -	\$ -	\$ -	\$ 22,582

* Represents a party-in-interest as defined by ERISA.

** Corrections for lost earnings completed on March 29, 2012

See accompanying independent auditors' report and notes to financial statements.

Tomkins Retirement & Savings Plan

Form 5500, Schedule H, Part IV, Line 4i, Schedule of Assets (Held at End of Year) as of December 31, 2011

EIN: 31-0596713
Plan Number: 015

Identity of Issue, Borrower, Lessor, or Similar Party	Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	Cost	Current Value
*Notes receivable from participants (loans)	Interest rates ranging from 4.25% to 9.25%; various maturity dates from 2012 to 2016.	\$ -	\$4,404,514

* Represents a party-in-interest as defined by ERISA.

Note: Master Trust investments are not required to be included in this schedule and, therefore, have been omitted, and cost is not required for participant-directed investments.

See accompanying independent auditors' report.

Tomkins Retirement & Savings Plan

Form 5500, Schedule H, Part IV, Line 4i, Schedule of Assets (Held at End of Year) as of December 31, 2011

EIN: 31-0596713
Plan Number: 015

Identity of Issue, Borrower, Lessor, or Similar Party	Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	Cost	Current Value
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Note: Master Trust investments are not required to be included in this schedule and, therefore, have been omitted,
and cost is not required for participant-directed investments.

See accompanying independent auditors' report.

Tomkins Retirement & Savings Plan

Form 5500, Schedule H, Part IV, Line 4a – Schedule of Delinquent Participant Contributions for the Year Ended December 31, 2011

EIN: 31-0596713
Plan Number: 015

	Participant Contributions Transferred Late to Plan	Contributions not Fully Corrected for Lost Earnings	Contributions Corrected Outside of VFCP (including lost earnings)	Contributions Pending Correction in VFCP	Total Fully Corrected Under VFCP and PTE 2002-S1	Total that Constitute Non-exempt Prohibited Transactions
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See accompanying independent auditors' report and notes to financial statements.

Tomkins Retirement & Savings Plan
Schedule C, Part 1, Line 3 -- Service Provider Indirect Compensation Information
EIN: 31-0596713 Plan Number: 015 December 31, 2011

Received by Charles Schwab & Co., Inc	94-1737782	
(d) Name of Source of Indirect Compensation	EIN	(e) Formula of Indirect Compensation
Allianz Funds	33-0457728	Rate of 0.02% of average daily balance of asset(s)
Dodge & Cox	94-1441976	Rate of 0.10% of average daily balance of asset(s)
Harbor Funds	34-1953393	Rate of 0.10% of average daily balance of asset(s)
Schwab US Treasury Money Func	Not Available	Rate of 0.25% of average daily balance of asset(s)