Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

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

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

OMB Nos. 1210-0110
1210-0089

2011

This Form is Open to Public Inspection

Part I Annual Report Identification Information

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

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

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

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

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

Part II Basic Plan Information—enter all requested information

1a Name of plan
D. SHELLY GROUP, INC. 401(K) RETIREMENT SAVINGS PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 01/01/1996

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

D. SHELLY GROUP, INC.

9881 RESEARCH DRIVE
IRVINE, CA 92618

2b Employer Identification Number (EIN) 33-0840243

2c Sponsor's telephone number 949-387-8200

2d Business code (see instructions) 441110

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	08/20/2012	BENJAMIN NGUYEN
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

3a Plan administrator's name and address (if same as plan sponsor, enter "Same")
D. SHELLY GROUP, INC.

9881 RESEARCH DRIVE
IRVINE, CA 92618

3b Administrator's EIN
33-0840243

3c Administrator's telephone number
949-387-8200

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

a Sponsor's name

4b EIN

4c PN

5	Total number of participants at the beginning of the plan year	**5**	426
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**	347
b	Retired or separated participants receiving benefits	**6b**	3
c	Other retired or separated participants entitled to future benefits	**6c**	69
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	419
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	419
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	210
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	73
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

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

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

9a Plan funding arrangement (check all that apply)

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

9b Plan benefit arrangement (check all that apply)

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

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

a Pension Schedules

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

b General Schedules

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

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

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

A Name of plan
D. SHELLY GROUP, INC. 401(K) RETIREMENT SAVINGS PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
D. SHELLY GROUP, INC.

D Employer Identification Number (EIN)
33-0840243

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

CAPITAL RESEARCH & MANAGEMENT CO.

95-1411037

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

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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)

CAPITAL RESEARCH & MANAGEMENT CO.

95-1411037

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
64 52 60 62 25 49 72 37	RECORDKEEPER	856	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] No [ ]

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

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

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

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

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

2011

This Form is Open to Public Inspection

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

A Name of plan
D. SHELLY GROUP, INC. 401(K) RETIREMENT SAVINGS PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
D. SHELLY GROUP, INC.

D Employer Identification Number (EIN)
33-0840243

Part I Asset and Liability Statement

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	0	0
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	0	0
(2) Participant contributions	1b(2)	0	0
(3) Other	1b(3)	0	0
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	225634	196127
(2) U.S. Government securities	1c(2)	0	0
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	0	0
(B) All other	1c(3)(B)	0	0
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	0	0
(B) Common	1c(4)(B)	0	0
(5) Partnership/joint venture interests	1c(5)	0	0
(6) Real estate (other than employer real property)	1c(6)	0	0
(7) Loans (other than to participants)	1c(7)	0	0
(8) Participant loans	1c(8)	230353	279163
(9) Value of interest in common/collective trusts	1c(9)	0	0
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)	0	0
(12) Value of interest in 103-12 investment entities	1c(12)	0	0
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	5392679	5397179
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)	0	0

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)	0	0
(2) Employer real property	1d(2)	0	0
e Buildings and other property used in plan operation	1e	0	0
f Total assets (add all amounts in lines 1a through 1e)	1f	5848666	5872469
Liabilities			
g Benefit claims payable	1g	0	0
h Operating payables	1h		
i Acquisition indebtedness	1i	0	0
j Other liabilities	1j	0	0
k Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	5848666	5872469

Part II Income and Expense Statement

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

Income		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: **(A)** Employers	2a(1)(A)	108841	
(B) Participants	2a(1)(B)	597335	
(C) Others (including rollovers)	2a(1)(C)	0	
(2) Noncash contributions	2a(2)	0	
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		706176
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	0	
(B) U.S. Government securities	2b(1)(B)	0	
(C) Corporate debt instruments	2b(1)(C)	0	
(D) Loans (other than to participants)	2b(1)(D)	0	
(E) Participant loans	2b(1)(E)	9712	
(F) Other	2b(1)(F)	0	
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		9712
(2) Dividends: **(A)** Preferred stock	2b(2)(A)	0	
(B) Common stock	2b(2)(B)	0	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	99522	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		99522
(3) Rents	2b(3)		0
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)	0	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	0	
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)	0	
(B) Other	2b(5)(B)	0	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0
(6) Net investment gain (loss) from common/collective trusts	2b(6)		0
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		0
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		0
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		0
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		-465003
c Other income	2c		1126
d Total income. Add all **income** amounts in column (b) and enter total	2d		351533
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	265516	
(2) To insurance carriers for the provision of benefits	2e(2)	0	
(3) Other	2e(3)	0	
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		265516
f Corrective distributions (see instructions)	2f		34817
g Certain deemed distributions of participant loans (see instructions)	2g		26541
h Interest expense	2h		0
i Administrative expenses: (1) Professional fees	2i(1)	0	
(2) Contract administrator fees	2i(2)	856	
(3) Investment advisory and management fees	2i(3)	0	
(4) Other	2i(4)	0	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		856
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		327730
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		23803
l Transfers of assets:			
(1) To this plan	2l(1)		0
(2) From this plan	2l(2)		0

Part III Accountant's Opinion

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

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

(1) [ ] Unqualified (2) [ ] Qualified (3) [X] Disclaimer (4) [ ] Adverse

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

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

(1) Name: MICHAEL L. COX & ASSOCIATES (2) EIN: 33-0662679

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

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

Part IV Compliance Questions

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

During the plan year:

		Yes	No	Amount
a	Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.) **4a**		X	
b	Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.) **4b**		X	
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.) **4c**		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.) **4d**		X	
e	Was this plan covered by a fidelity bond? **4e**	X		1000000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty? **4f**		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser? **4g**		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser? **4h**		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.) **4i**	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.) **4j**		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC? **4k**		X	
l	Has the plan failed to provide any benefit when due under the plan? **4l**		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.) **4m**		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3. **4n**		X	

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

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

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

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

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

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

OMB No. 1210-0110

2011

This Form is Open to Public Inspection.

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

A Name of plan
D. SHELLY GROUP, INC. 401(K) RETIREMENT SAVINGS PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
D. SHELLY GROUP, INC.

D Employer Identification Number (EIN)
33-0840243

Part I Distributions

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

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

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

EIN(s): 20-3691658

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

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

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

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

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

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

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

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

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

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

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

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

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

Part III Amendments

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

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

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

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

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

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

D. SHELLY GROUP, INC.
401(k) RETIREMENT SAVINGS PLAN

FINANCIAL STATEMENTS AND SCHEDULES

DECEMBER 31, 2011 AND 2010

MLC

D. SHELLY GROUP, INC.
401(k) RETIREMENT SAVINGS PLAN

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10	SCHEDULE 1--SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES--DECEMBER 31, 2011

MLC

MICHAEL L. COX & ASSOCIATES
Certified Public Accountants

MLC

INDEPENDENT AUDITOR'S REPORT

To the Board of Directors
D. Shelly Group, Inc.
401(k) Retirement Savings Plan
Irvine, California

We were engaged to audit the financial statements and supplemental schedules of **D. Shelly Group, Inc. 401(k) Retirement Savings Plan** as of December 31, 2011 and 2010 and for the year ended December 31, 2011 as listed in the accompanying index. These financial statements and schedules are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note E, which was certified by ***Capital Bank and Trust Company,*** except for comparing such information with the related information included in the financial statements and supplemental schedules. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of and for the years ended December 31, 2011 and 2010, that the information provided to the plan administrator by the trustee is complete and accurate.

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

July 18, 2012
Montclair, California



5541 Arrow Hwy., Suite A Montclair, California 91763-6600 • TEL: 909-946-7207 • FAX: 909-946-7786
www.mlccpa.com

D. SHELLY GROUP, INC.
401(k) RETIREMENT SAVINGS PLAN
STATEMENT OF NET ASSETS AVAILABLE FOR BENEFITS

FOR THE YEARS ENDED DECEMBER 31, 2011 AND 2010

ASSETS	December 31, 2011	December 31, 2010
INVESTMENT AT FAIR VALUE:		
REGISTERED INVESTMENT COMPANIES:		
AMERICAN FUNDS		
Common Stock, Gov't. Bond & Money Market Accts	$ 5,397,179	$ 5,392,679
Interest-bearing cash	196,127	225,634
Total investments	5,593,306	5,618,313
RECEIVABLES:		
Employers' contributions	103,227	108,841
Participants' contributions	-0-	-0-
Notes receivable from participants	279,163	230,353
Subtotal	5,975,696	5,957,507
LIABILITIES	-0-	-0-
NET ASSETS AVAILABLE FOR BENEFITS	$ 5,975,696	$ 5,957,507

SEE ACCOMPANYING NOTES AND INDEPENDENT AUDITOR'S REPORT

MLC

D. SHELLY GROUP, INC.
401(k) RETIREMENT SAVINGS PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

FOR YEAR ENDED DECEMBER 31, 2011

ADDITIONS

Additions to net assets attributed to:

INVESTMENT INCOME:	
Net appreciation (depreciation) in fair value of investments (Note D)	$ (465,003)
Dividends	99,522
Other income	1,126
Total investment income	(364,355)
CONTRIBUTIONS:	
Participants'	597,335
Employer (net of forfeitures applied)	103,227
Rollover	-0-
Total contributions	700,562
Interest income from notes receivable from participants	9,712
TOTAL ADDITIONS	345,919

DEDUCTIONS

Deductions from net assets attributed to:

Benefits paid to participants	265,516
Corrective distributions	34,817
Distributed participant loans	26,541
Administrative fees	856
TOTAL DEDUCTIONS	327,730
NET INCREASE	18,189
NET ASSETS AVAILABLE FOR BENEFITS:	
BEGINNING OF YEAR	5,957,507
END OF YEAR	$ 5,975,696

SEE ACCOMPANYING NOTES AND INDEPENDENT AUDITOR'S REPORT

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D. SHELLY GROUP, INC.
401 (k) RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS AND SCHEDULE
DECEMBER 31, 2011 AND 2010

NOTE A - DESCRIPTION OF PLAN

The following description of the D. Shelly Group, Inc. 401(k) Retirement Savings Plan (the "Plan") provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

General

The D. Shelly Group, Inc. 401(k) Retirement Savings Plan (the "Plan") was established to provide retirement benefits for employees of D. Shelly Group, Inc. (the "Company" and its subsidiaries). Eligible employees become participants in the Plan following 90 days of continuous service and attainment of age 21, as defined in the Plan agreement. The Plan is subject to the requirements of the Employee Retirement Income Security Act of 1974 (the "ERISA").

Contributions

Each year, participants may contribute up to 100% of pretax annual compensation, as defined in the Plan and subject to certain limitations under the Internal Revenue Code (IRC). Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions. Participants may also contribute amounts representing distributions from other qualified defined benefit or contribution plans. Participants direct the investment of their contributions into various investment options offered by the Plan. The Company and its subsidiaries may make matching contributions at its discretion and subject to limitations.

Participant Accounts and Vesting

Each participant's account is credited with the participant's contributions, the employer's contributions, and an allocation of the Plan's earnings. Participants are immediately vested in their contributions plus actual earnings thereon. That portion of the participants' account attributable to employer contributions is fully vested after completion of 5 years of service. Participants' accounts become fully vested upon attainment of the normal retirement age of 65 or in the event of death of total disability. Amounts forfeited by terminating employees are used to offset employer contributions and administrative expenses.

Net assets available for benefits include the accounts of active participants, as well as certain separated, vested and retired participants. These participants share in the earnings of the investments.

Payment of Benefits

On termination of service due to death, disability, or retirement, a participant may elect to receive either a lump-sum amount equal to the value of the participant's vested interest in his or her account, or annuities that are offered by the Plan. For termination of service for other reasons, a participant may receive the value of the vested interest in his or her account as a lump-sum distribution.

MLC

D. SHELLY GROUP, INC.
401 (k) RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS AND SCHEDULE
DECEMBER 31, 2011 AND 2010

NOTE A - DESCRIPTION OF PLAN (Concluded)

Forfeited Accounts

At December 31, 2011 and 2010 forfeited accounts totaled $15,163 and $11,297, respectively. These accounts were used to reduce employer contributions, and are reflected in the employers' contribution receivable.

Notes Receivable from Participants

Participants may borrow a minimum of $1,000 up to a maximum equal to the lesser of $50,000 of 50% of their account balance. Participant notes are carried at fair value and are generally repaid through payroll reductions. Interest is earned on Loans at rates ranging from 4.25% to 8.75%.

NOTE B - SUMMARY OF ACCOUNTING

Basis of Accounting

The financial statements of the Plan are prepared under the accrual method of accounting.

Accounting Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of net assets available for benefits and changes therein. Actual results could differ from those estimates.

Investment Valuation and Income Recognition

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

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

Payment of Benefits

Benefits are recorded when paid.

Date of Management's Review

Subsequent events were evaluated through **July 18, 2012**, which is the date the financial statements were available to be issued.

Operating Expenses

All expenses of maintaining the Plan are paid by the Company.

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D. SHELLY GROUP, INC.
401 (k) RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS AND SCHEDULE
DECEMBER 31, 2011 AND 2010

NOTE C – FAIR VALUE MEASUREMENTS

The Plan's investments are reported at fair value in the accompanying statement of net assets available for benefits. The methods used to measure fair value may produce an amount 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.

		Fair Value Measurements Using:
		Quoted Prices in Active Markets for Identical Assets
December 31, 2011	Fair Value	(Level 1)
Mutual funds	$5,397,179	$5,397,179
Interest-bearing cash	196,127	196,127
Total	$5,593,306	$5,593,306
December 31, 2010		
Mutual funds	$5,392,679	$5,392,679
Interest-bearing cash	225,634	225,634
Total	$5,618,313	$5,618,313

The fair value measurement accounting literature establishes 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 consist of unadjusted quoted prices in active markets for identical assets and have the highest priority, and Level 3 inputs have the lowest priority. The Plan uses appropriate valuation techniques based on the available inputs to measure the fair value of its investments. When available, the Plan measures fair value using Level 1 inputs because they generally provide the most reliable evidence of fair value. Level 3 inputs were only used when Level 1 or Level 2 inputs were not available.

Level 1 Fair Value Measurements

The fair value of mutual funds and interest-bearing cash are based on quoted net asset values of the shares held by the Plan at year-end.

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D. SHELLY GROUP, INC.
401 (k) RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS AND SCHEDULE
DECEMBER 31, 2011 AND 2010

NOTE D - INVESTMENTS

The following table presents investments at December 31, 2011 and 2010. Investments that represent 5% or more of the Plan's net assets are separately identified.

	December 31, 2011	December 31, 2010
Investments at Fair Value as Determined by Quoted Market Price:		
American Funds EuroPacific Growth Fund	$ 475,329	$ 533,417
American Funds Growth Fund of America	$ 641,571	$ 655,240
American Funds SMALLCAP World Fund	$ 1,103,992	$ 1,302 385
American Funds Inv. Co. Amer.	$ 320,114	$ 325,787
American Funds U.S. Govt. Secur.	$ 434,090	$ 430,156
American Funds New World Fund	*	$ 281,359
American Funds Capital World Gr. and Inc.	$ 451,158	$ 470,467
Janus Balanced Fund	$ 565,779	$ 526,714
PIMCO Total return Fund	$ 396,820	$ 416,435

*Represents less than 5% of net assets.

For the year ended December 31, 2011, the Plan's investments (including investments bought, sold and held during the year) depreciated in value as follows:

Fair value as determined by quoted market prices:	
Mutual Funds	$ (465,003)
Net appreciaiton (depreciation) in fair value of investments	$ (465,003)

NOTE E - INFORMATION CERTIFIED BY TRUSTEE

The following information included in these financial statements was provided and certified as to completeness and accuracy by the Trustee, ***Capital Bank and Trust Company***, in accordance with section 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. No audit work was performed with respect to this information except for comparing such information with the related information included in the financial statements as of December 31, 2011 and 2010.

Investments in American Funds Registered Investment Companies in the statements of net assets available for 401(k) benefits and net investment income from American Funds Registered Investment Companies in the statement of changes in net assets available for 401(k) benefits.

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D. SHELLY GROUP, INC.
401 (k) RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS AND SCHEDULE
DECEMBER 31, 2011 AND 2010

NOTE F – RECONCILIATION OF FINANCIAL STATEMENTS TO SCHEDULE H OF FORM 5500

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

	2011	2010
Net assets available for benefits per the financial statements	$ 5,975,696	$ 5,957,507
Less: Employers' contribution receivable	(103,227)	(108,841)
Less: Employees' contribution receivable	(-0-)	(-0-)
Net assets available for benefits per Schedule H to Form 5500	$ 5,872,469	$ 5,848,666

The following is a reconciliation of the net increase of the statement of changes in net assets available for benefits for the year ended December 31, 2011 to the net income on Schedule H of Form 5500:

Net increase per the statement of changes in net assets available for benefits	$ 18,189
Add: 2010 employees' contribution receivable	-0-
Add: 2010 employers' contribution receivable	108,841
Less: Current year employees' contribution receivable	-0-
Less: Current year employers' contribution receivable	(103,227)
Net income per Schedule H of Form 5500	$ 23,803

The Form 5500 reports participants' contributions and other income on a cash basis method.

D. SHELLY GROUP, INC.
401 (k) RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS AND SCHEDULE
DECEMBER 31, 2011 AND 2010

NOTE G – 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. In the event of Plan termination, participants would become 100% vested in their employee contributions.

NOTE H – RISKS AND UNCERTAINTIES

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

NOTE I – TAX STATUS

The Company and its subsidiaries, as of July 1, 2006, formally adopted the American Funds Distributors, Inc. Prototype Plan. The Prototype Plan Sponsor has received a favorable Internal Revenue Service (IRS) letter that the Prototype Plan has been qualified under section 401 of the IRS Code.

NOTE J – ADMINISTRATIVE EXPENSES

The Company pays certain administrative fees and audit fees. The Company paid $15,950 for these administrative expenses on behalf of the Plan for the year ended December 31, 2011.

D. SHELLY GROUP, INC.
401(k) RETIREMENT SAVINGS PLAN
SUPPLEMENTAL SCHEDULE
SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES
DECEMBER 31, 2011

(a)	(b) Identity of Issuer	(c) Description of Investment		(d) Cost	(e) Fair Value
	American Funds	Mutual Fund	EuroPacific Growth Fund	$ 504,693	$ 475,330
	American Funds	Mutual Fund	Growth Fund of America	592,237	641,571
	American Funds	Mutual Fund	New Perspective Fund	70,253	72,263
	American Funds	Mutual Fund	New World Fund	282,822	269,572
	American Funds	Mutual Fund	SMALLCAP World	1,016,531	1,103,992
	American Funds	Mutual Fund	Hartford Midcap	17,973	15,070
	American Funds	Mutual Fund	Janus Triton Fund	41,954	39,737
	American Funds	Mutual Fund	Putnam Global Resources Fd	23,058	18,794
	American Funds	Mutual Fund	Cap World Gr & Inc	459,760	451,158
	American Funds	Mutual Fund	Inv Co of America	292,093	320,114
	American Funds	Mutual Fund	Oppenheimer Real Estate Fund	14,569	14,150
	American Funds	Mutual Fund	Capital Income Builder	4,045	4,140
	American Funds	Mutual Fund	Franklin Income Fund	111,013	108,613
	American Funds	Mutual Fund	Janus Balanced Fund	565,683	565,779
	American Funds	Mutual Fund	Capital World Bond Fd	3,254	3,160
	American Funds	Mutual Fund	High Income Trust	17,874	17,255
	American Funds	Mutual Fund	US Govt Secur Fd	430,074	434,090
	American Funds	Mutual Fund	PIMCO Total Return Fund	400,282	396,820
	American Funds	Mutual Fund	Money Market Fund	180,964	180,964
	American Funds	Mutual Fund	2010 Target Date Fund	71,941	74,688
	American Funds	Mutual Fund	2015 Target Date Fund	8,659	8,417
	American Funds	Mutual Fund	2020 Target Date Fund	25,872	26,417
	American Funds	Mutual Fund	2025 Target Date Fund	30,370	32,047
	American Funds	Mutual Fund	2030 Target Date Fund	34,483	36,249
	American Funds	Mutual Fund	2035 Target Date Fund	111,355	112,094
	American Funds	Mutual Fund	2040 Target Date Fund	48,803	48,647
	American Funds	Mutual Fund	2045 Target Date Fund	46,990	47,183
	American Funds	Mutual Fund	2050 Target Date Fund	37,695	38,253
	American Funds	Mutual Fund	2055 Target Date Fund	22,385	21,576
	Forfeitures	Forfeiture/Asset Holding Account		15,163	15,163
	Participant Loans	Loans to Participants with Interest Rates from 4.25% to 8.75%		-0-	279,163
				$5,482,848	$5,872,469

Party-in-interest

****Participant directed accounts***

SEE INDEPENDENT AUDITOR'S REPORT

MLC

ASSETS HELD FOR INVESTMENT PURPOSES

D. Shelly Group, Inc. 401(k) Retirement Savings Plan
01-JAN-11 to 31-DEC-11

INVESTMENT OPTION	MATURITY DATE	INTEREST RATE	COST OF ASSETS	CURRENT VALUE
1RERCX			504,692.69	475,329.45
1RGACX			592,237.12	641,570.86
1RNPCX			70,253.41	72,263.07
1RNWCX			282,821.85	269,571.48
1RSLCX			1,016,531.21	1,103,991.59
1HFMRX			17,973.07	15,069.60
1JGMRX1			41,954.15	39,736.99
1PGNRX			23,057.75	18,794.27
1RWICX			459,759.69	451,158.06
1RICCX			292,093.22	320,114.29
1ORENX			14,569.09	14,150.46
1RIRCX			4,045.09	4,139.79
1FISRX			111,012.99	108,613.31
1JDBRX1			565,682.75	565,778.97
1RCWCX			3,254.49	3,159.90
1RITCX			17,873.82	17,254.75
1RGVCX			430,074.37	434,089.82
1PTRRX			400,281.89	396,820.11
1RACXX			180,964.39	180,964.39
1RCATX			71,940.54	74,688.43
1RCJTX			8,658.73	8,416.95
1RCCTX			25,872.06	26,416.93
1RCDTX			30,369.80	32,047.23
1RCETX			34,482.96	36,248.72
1RCFTX			111,354.50	112,093.56
1RCKTX			48,803.01	48,647.14
1RCHTX			46,990.11	47,183.37
1RCITX			37,694.98	38,253.00
1RCMTX			22,385.39	21,576.21
			5,467,685.12	**5,578,142.70**
PARTICIPANT LOANS	VARIOUS	4.250-8.750	279,012.02	279,163.02
FORFEITURES			15,163.02	15,163.02

Attachment to Form 5500, Schedule H, Part 4, Item I
EIN # 330840243

ASSETS HELD FOR INVESTMENT PURPOSES

D. Shelly Group, Inc. 401(k) Retirement Savings Plan
01-JAN-11 to 31-DEC-11

INVESTMENT OPTION	MATURITY DATE	INTEREST RATE	COST OF ASSETS	CURRENT VALUE

LEGEND

INVESTMENT OPTION:

1RERCX	American Funds EuroPacific Growth Fd R3
1RNPCX	American Funds New Perspective Fund R3
1RSLCX	American Funds SMALLCAP World Fund R3
1JGMRX1	Janus Triton Fund R
1RWICX	American Funds Capital World Gr & Inc R3
1ORENX	Oppenheimer Real Estate Fund - N
1FISRX	Franklin Income Fund - R
1RCWCX	American Funds Capital World Bond Fd R3
1RGVCX	American Funds US Govt Securities Fd R3
1RACXX	American Funds Money Market Fund R3
1RCJTX	American Funds 2015 Target Date Fund R3
1RCDTX	American Funds 2025 Target Date Fund R3
1RCFTX	American Funds 2035 Target Date Fund R3
1RCHTX	American Funds 2045 Target Date Fund R3
1RCMTX	American Funds 2055 Target Date Fund R3
1RGACX	American Funds Growth Fund of America R3
1RNWCX	American Funds New World Fund R3
1HFMRX	Hartford Midcap R3
1PGNRX	Putnam Global Natural Resources Fund - R
1RICCX	American Funds Invest Co of America R3
1RIRCX	American Funds Capital Income Builder R3
1JDBRX1	Janus Balanced Fund R
1RITCX	American Funds High Income Trust R3
1PTRRX	PIMCO Total Return Fund - R
1RCATX	American Funds 2010 Target Date Fund R3
1RCCTX	American Funds 2020 Target Date Fund R3
1RCETX	American Funds 2030 Target Date Fund R3
1RCKTX	American Funds 2040 Target Date Fund R3
1RCITX	American Funds 2050 Target Date Fund R3

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