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
SUPERIOR LUBRICANTS CO., INC. 401(K) PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 01/01/1984

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

SUPERIOR LUBRICANTS CO., INC.

32 WARD ROAD
NORTH TANAWANDA, NY 14120

2b Employer Identification Number (EIN) 16-1247254

2c Sponsor's telephone number 716-693-8412

2d Business code (see instructions) 324190

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.	10/03/2012	SONIA ALAIMO
	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")
SUPERIOR LUBRICANTS CO., INC.

32 WARD ROAD
NORTH TANAWANDA, NY 14120

3b Administrator's EIN
16-1247254

3c Administrator's telephone number
716-693-8412

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**	122
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**	108
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	18
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	126
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	126
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	126
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	12
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 3D 3H

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

9a Plan funding arrangement (check all that apply)

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

9b Plan benefit arrangement (check all that apply)

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

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

a Pension Schedules

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

b General Schedules

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

SCHEDULE A (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Insurance Information

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

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

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

OMB No. 1210-0110

2011

This Form is Open to Public Inspection

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

A Name of plan
SUPERIOR LUBRICANTS CO., INC. 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
SUPERIOR LUBRICANTS CO., INC.

D Employer Identification Number (EIN)
16-1247254

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

Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.

1 Coverage Information:

(a) Name of insurance carrier
THE UNION CENTRAL LIFE INSURANCE CO.

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
31-0472910	80837	353751	126	01/01/2011	12/31/2011

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

(a) Total amount of commissions paid	(b) Total amount of fees paid
7958	0

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

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

FIRST ALLIED SECURITIES INC
655 W BROADWAY FL 12
SAN DIEGO, CA 92101-8590

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
7958			3

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

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

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

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

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

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

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

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

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

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

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

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

Part II Investment and Annuity Contract Information

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

4	Current value of plan's interest under this contract in the general account at year end	4	
5	Current value of plan's interest under this contract in separate accounts at year end	5	278329

6 Contracts With Allocated Funds:

a State the basis of premium rates ▶

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

Specify nature of costs ▶

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity

(3) ☐ other (specify) ▶

f If contract purchased, in whole or in part, to distribute benefits from a terminating plan check here ▶ ☐

7 Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)

a Type of contract: (1) ☒ deposit administration (2) ☐ immediate participation guarantee

(3) ☐ guaranteed investment (4) ☐ other ▶

b	Balance at the end of the previous year			7b	251361
c	Additions: (1) Contributions deposited during the year	7c(1)	17071		
	(2) Dividends and credits	7c(2)			
	(3) Interest credited during the year	7c(3)	9495		
	(4) Transferred from separate account	7c(4)	34183		
	(5) Other (specify below)	7c(5)	1206		
	▶ LOAN PAYMENT				
	(6) Total additions			7c(6)	61955
d	Total of balance and additions (add **b** and **c(6)**)			7d	313316
e	Deductions:				
	(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	71330		
	(2) Administration charge made by carrier	7e(2)	13		
	(3) Transferred to separate account	7e(3)	4		
	(4) Other (specify below)	7e(4)	13		
	▶ LOAN ISSUED				
	(5) Total deductions			7e(5)	71360
f	Balance at the end of the current year (subtract **e(5)** from **d**)			7f	241956

Part III Welfare Benefit Contract Information

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

8 Benefit and contract type (check all applicable boxes)

a ☐ Health (other than dental or vision) **b** ☐ Dental **c** ☐ Vision **d** ☐ Life insurance

e ☐ Temporary disability (accident and sickness) **f** ☐ Long-term disability **g** ☐ Supplemental unemployment **h** ☐ Prescription drug

i ☐ Stop loss (large deductible) **j** ☐ HMO contract **k** ☐ PPO contract **l** ☐ Indemnity contract

m ☐ Other (specify) ▶

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

Specify nature of costs ▶

Part IV Provision of Information

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

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

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

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

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

OMB No. 1210-0110

2011

This Form is Open to Public Inspection.

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

A Name of plan
SUPERIOR LUBRICANTS CO., INC. 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
SUPERIOR LUBRICANTS CO., INC.

D Employer Identification Number (EIN)
16-1247254

Part I **Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)**
(Complete as many entries as needed to report all interests in DFEs)

a Name of MTIA, CCT, PSA, or 103-12 IE: AMERITAS LIFE INS CORP SEP ACCT G

b Name of sponsor of entity listed in (a): AMERITAS LIFE INSURANCE CORP

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)
47-0098400-003	P	2878329

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

2011

This Form is Open to Public Inspection

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

A Name of plan
SUPERIOR LUBRICANTS CO., INC. 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
SUPERIOR LUBRICANTS CO., INC.

D Employer Identification Number (EIN)
16-1247254

Part I Asset and Liability Statement

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(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)	291921	368658
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)	2883224	2878329
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)		
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)	251362	241956
(15) Other	1c(15)	182002	197950

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	3608509	3686893
Liabilities			
g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	3608509	3686893

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)	137725	
(B) Participants	2a(1)(B)	285558	
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		423283
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)	14214	
(F) Other	2b(1)(F)	-17323	
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		-3109
(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)		
(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)		-26735
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		393439
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	313190	
(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)		313190
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)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)	1865	
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		1865
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		315055
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		78384
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: FREED MAXICK CPAS P.C. (2) EIN: 45-4051133

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

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

Part IV Compliance Questions

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

During the plan year:

		Yes	No	Amount
a	Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	4a		X	
b	Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	4b		X	
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		500000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n			

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
SUPERIOR LUBRICANTS CO., INC. 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
SUPERIOR LUBRICANTS CO., INC.

D Employer Identification Number (EIN)
16-1247254

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): 47-0098400

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):

AUDITED
FINANCIAL STATEMENTS

SUPERIOR LUBRICANTS CO., INC. 401(K) PLAN

DECEMBER 31, 2011

SUPERIOR LUBRICANTS CO., INC. 401(K) PLAN

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FreedMaxick CPAs, P.C.

INDEPENDENT AUDITOR'S REPORT

To the Trustees of the
Superior Lubricants Co., Inc. 401(k) Plan

We were engaged to audit the accompanying statements of net assets available for benefits of Superior Lubricants Co., Inc. 401(k) Plan as of December 31, 2011 and 2010, and the related statements of changes in net assets available for benefits for the years then ended and the supplemental schedule of Schedule of Assets Held (At Year End) as of December 31, 2011. These financial statements and supplemental schedule are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the United States Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 6, which was certified by the Union Central Life Insurance Company, a UNIFI company (UNIFI), the custodian, except for comparing this information with the related information included in the financial statements and supplemental schedules. We have been informed by the Plan administrator that the custodian holds the Plan's assets and executes transactions. As disclosed in Note 6, the Plan Administrator has obtained a certification from the custodian regarding the completeness and accuracy of the information provided to the Plan Administrator by the custodian as of and for the year ended December 31, 2011 and 2010.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and supplemental schedule taken as a whole. The supplemental schedule is presented for purposes of additional analysis and is not a required part of the financial statements but is required by the Department of Labor's Rules and Regulations for Reporting Disclosure under the Employee Retirement Income Security Act of 1974. The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the custodian, 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 United States Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Freed Maxick CPAs, P.C.

(Formerly known as Freed Maxick & Battaglia, CPAs, PC)
Buffalo, New York
October 2, 2012

SUPERIOR LUBRICANTS CO., INC. 401(K) PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
December 31,

ASSETS	2011	2010
Investments, at fair value:		
Pooled separate accounts	**$ 2,878,329**	$ 2,883,224
Investment contract with insurance company	**244,061**	253,769
Self directed brokerage account	**197,950**	182,002
	3,320,340	3,318,995
Receivables:		
Notes receivable from participants	**368,658**	291,921
Employer contributions	**40,804**	40,000
Participant contributions	**1,742**	-
	411,204	331,921
Net assets available for benefits at fair value	**3,731,544**	3,650,916
Adjustment from fair value to contract value for fully benefit-responsive investment contract	**(2,105)**	(2,407)
Net assets available for benefits	**$ 3,729,439**	$ 3,648,509

See accompanying notes.

SUPERIOR LUBRICANTS CO., INC. 401(K) PLAN

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
For the Years Ended December 31,

	2011	2010
Sources of net assets:		
Participant contributions	$ **287,300**	$ 343,730
Employer contributions	**138,529**	141,293
Interest income	**513**	987
Interest income on notes receivable from participants	**14,214**	11,992
Net appreciation in fair value of investments	**-**	327,320
Total sources of net assets	**440,556**	825,322
Applications of net assets:		
Benefits paid to participants	**313,190**	100,238
Net depreciation in fair value of investments	**44,571**	-
Administrative expenses	**1,865**	1,707
Total applications of net assets	**359,626**	101,945
Increase in net assets	**80,930**	723,377
Net assets available for benefits:		
Beginning of year	**3,648,509**	2,925,132
End of year	$ **3,729,439**	$ 3,648,509

See accompanying notes.

NOTE 1. DESCRIPTION OF THE PLAN

The following description of the Superior Lubricants Co., Inc. 401(k) Plan (the Plan) provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General: The Plan is a defined contribution plan with salary reduction features as permitted under Section 401(k) of the Internal Revenue Code and is sponsored by Superior Lubricants, Co., Inc. (the Company). The Plan is funded by participant and employer contributions and covers substantially all employees of the Company and Innovative Fluids, LLC, an affiliate through common ownership, who have completed at least 6 months of continuous service and who are age 20 1/2 or older. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

The Plan is administered by Superior Lubricants Co., Inc. The Plan trustee, record keeper and custodian of assets is Union Central Retirement Plans, a division of Union Central Life Insurance Company, ultimately a subsidiary of UNIFI.

Effective January 1, 2010, the Plan was amended to allow for self-directed brokerage accounts.

Effective August 19, 2011, the Plan was amended to allow in service distributions to participants when they are age 54 and have six years of vested service.

Effective April 1, 2012, the Plan was amended to allow service with a predecessor employer, MOC Great Lakes, to be automatically counted for eligibility, vesting and for purposes of applying allocations where applicable.

Contributions: Each year, participants may contribute up to 100% of pretax annual compensation, as defined in the Plan. 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 defined contribution plans.

The Company, at its discretion, shall determine the amount of the employer matching contribution. For the year ended December 31, 2011 and 2010, the Company matched 50 percent of the participant contribution up to a maximum of 6 percent of compensation. The employer matching contribution amounted to $98,529 for the year ended December 31, 2011 ($101,293 - 2010).

The Company may make discretionary profit-sharing contributions to the Plan. A participant may receive a discretionary profit-sharing contribution if they are employed on the last of the Plan year. The employer profit sharing contribution amounted to $40,000 for the years ended December 31, 2011 and 2010.

Participants direct the investment of their contributions, matching contributions, profit-sharing contributions and qualified non-elective contributions into various investment options offered by the Plan. Participants may change their investment allocation on a daily basis.

Participant Accounts: Each participant's account is credited with the participant's contributions and allocations of (a) the Company's contribution and (b) Plan earnings, and (c) charged with an allocation of administrative expenses. Allocations are based on participant earnings or account balances, as defined. Discretionary profit sharing contributions are allocated based upon participant compensation as a ratio of total compensation. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting: Participants are vested immediately in their contributions plus actual earnings thereon. Participants are 20% vested in employer matching contributions and employer discretionary profit-sharing contributions after one year of service, as defined, with a 20% annual increase in each of the next five years. In the event of either death or disability, or if the participant reaches age 65, the participant will become fully vested in their account.

NOTE 1. DESCRIPTION OF THE PLAN (CONTINUED)

Notes Receivable From Participants: Participants may borrow from their fund accounts a minimum of $1,000 up to a maximum amount which is the lesser of $50,000 or 50% of their vested account balance. Notes receivable shall not exceed five years, except for the purchase of a primary residence. The loans are secured by the participant's account and bear interest at the prevailing commercial rates as determined by the Plan administrator. Principal and interest is paid ratably through payroll deductions.

Forfeitures: Amounts forfeited by participants are available to offset the Company's matching contribution. During the year ended December 31, 2011, there were $8,635 of forfeitures used to reduce employer contributions and $2,250 of forfeitures used to reduce administrative expenses. There were no forfeitures used to reduce employer contributions or administrative expenses during the year ended December 31, 2010. The forfeiture reserve balance amounted to $2,740 for the year ended December 31, 2011 ($7,093 - 2010).

Withdrawals and Distributions: Unless a participant elects otherwise, distributions will be made as soon as practical after a participant's normal retirement date or actual retirement date occurs. The normal retirement date is the date upon which a participant reaches age 65. The normal form of distributions is a lump sum payment.

Participants may receive their accumulated vested benefits held by the Plan's custodian upon termination of employment or elect to keep their vested balance in the Plan until the earlier of normal retirement age, reaching age 59 ½, death, or disability. Participants are eligible for in-service withdrawals in the event of hardship, as defined, and once a participant reaches the age of 54 with 6 years of vesting service, they are eligible to withdrawal matching and employer contributions. If the participant elects to keep their vested interest in the Plan, the participant's account will continue to receive its share of earnings and losses.

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 percent vested in their employer contributions.

NOTE 2. SUMMARY OF ACCOUNTING POLICIES

Basis of Accounting: The Plan prepares its financial statements on the accrual basis of accounting and presents the fair value of net assets available for benefits and changes in those net assets in conformity with accounting principles generally accepted in the United States of America.

Investment contracts held by a defined-contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the plan. The Statement of Net Assets Available for Benefits presents the fair value of the investment contracts as well as the adjustment of the fully benefit-responsive investment contracts from fair value to contract value. The Statement of Changes in Net Assets Available for Benefits is prepared on a contract value basis.

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 4 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 on investments includes the Plan's gains and losses on investments bought and sold as well as held during the year.

NOTE 2. SUMMARY OF ACCOUNTING POLICIES (CONTINUED)

Notes Receivable from Participants: Participants may borrow against their vested account balance subject to the provisions specified in the Plan agreement. Notes receivable from participants are valued at their unpaid principal balance plus any accrued but unpaid interest at December 31, 2011 and 2010. Delinquent participant loans are reclassified as distributions based upon the terms of the plan document.

Use of Estimates: The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the Plan administrator to make estimates and assumptions that affect the reported amounts of net assets at the date of the financial statements and the reported amounts of changes in net assets during the reporting period. Actual results could differ from those estimates.

Recently Issued Accounting Pronouncements: In January 2010, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (Update) 2010-06, "Improving Disclosures About Fair Value Measurements." Topic 820 of the Accounting Standards Codification (ASC) requires new disclosures about transfers into and out of Levels 1 and 2 of the fair value hierarchy and separate disclosures about purchases, sales, issuances and settlements relating to Level 3 measurements. It also clarifies existing fair value disclosures about the level of disaggregation and about inputs and valuation techniques used to measure fair value. The new disclosures and clarifications of existing disclosures are effective for interim and annual reporting periods beginning after December 15, 2009, except for the disclosures about purchases, sales, issuances and settlements in the roll forward of activity in Level 3 fair value measurements. Those disclosures are effective for periods beginning after December 15, 2010. Disclosures required under Updated 2010-06 are included in the notes to the Plan's financial statements for the years ended December 31, 2011 and 2010. Other than requiring additional disclosures, the adoption of this new guidance did not have a material impact on the Plan's financial statements.

In May 2011, the FASB issued ASU 2011-04, *Amendments to Achieve Common Fair Value Measurements and Disclosure Requirements in U.S. GAAP and IFRSs, (ASU 2011-04)*. ASU 2011-04 amended ASC 820 *Fair Value Measurements*. This update changes certain fair value measurement principles and enhances the disclosures requirements particularly for Level 3 fair value measurements. The amendments are to be applied prospectively and are effective for annual periods beginning after December 15, 2011. We are currently evaluating the impact this update will have on the Plan's financial statements.

Payment of Benefits: Benefits are recorded when paid.

Administrative Expenses: Plan fees and expenses, including fees and expenses connected with the costs of providing administrative services by external service providers, are paid either by the Plan or the Plan sponsor.

Subsequent Event: These financial statements have not been updated for subsequent events occurring after October 2, 2012 which is the date these financial statements were available to be issued.

NOTE 3. INVESTMENTS

The following table presents individual investments that represent 5% or more of the Plan's net assets available for benefits as of December 31, 2011 and 2010:

	2011	2010
PIMCO Total Return, Administrative Class	$ **578,202**	$ 535,244
Calvert Short Term Government, Class I	$ **450,355**	$ 458,018
T. Rowe Blue Chip Growth, Advisor Class	$ **277,114**	$ 277,334
Guaranteed Investment Account (A)	$ **244,061**	$ 253,769
Thornburg International Value Fund, R4	$ **230,391**	$ 245,536
American Century Value, Investor Class	$ **214,432**	$ 210,997

(A) The contract value of the fund at December 31, 2011 amounted to $241,956 ($251,362 – 2010).

NOTE 3. INVESTMENTS (CONTINUED)

During the years ended December 31, 2011 and 2010, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) (depreciated) appreciated in value as follows:

	2011	2010
Pooled separate accounts	$ (29,528)	$ 302,217
Self directed brokerage account	(24,538)	16,309
Investment contract with insurance company	9,495	8,794
	$ (44,571)	$ 327,320

NOTE 4. FAIR VALUE MEASUREMENTS

Financial Accounting Standard Board (FASB) *Accounting Standards Codification* (ASC) 820: *Fair Value Measurements and Disclosures*, establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy are described as follows:

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

Level 2: Inputs to the valuation methodology include:

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in inactive markets;
- Inputs other than quoted prices that are observable for the asset or liability;
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

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

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

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

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

Shares of pooled separate accounts: Pooled separate accounts are valued at the net asset value (NAV) of the shares held by the plan at year end. These funds are considered open-end mutual funds, meaning that the fund is ready to redeem its shares at any time and offers its shares for sale to the public, either through retail outlets or through institutional investors continuously. For institutional funds, NAV's are received daily from fund managers, and the managers stand ready to transact at these quoted amounts. The insurance company custodian transacts in these funds on a daily basis as part of the separate account trading activity. The calculation of the NAV for funds composed of other funds (e.g., retirement target date funds) is essentially the same as the calculation of the NAV for any other fund: the total market value of assets across all underlying funds less any liabilities is divided by the outstanding shares. This resulting NAV is published and/or the fund managers are ready to transact at the quoted prices. These investments are classified as a level 2 investment.

NOTE 4. FAIR VALUE MEASUREMENTS (CONTINUED)

Investment contract with insurance company: The fair value for the unallocated insurance contracts is determined as the present value of future guaranteed account values and participant benefit withdrawals, assuming an annual benefit withdrawal rate of 9%. Benefit withdrawals are assumed to occur on the contract anniversary date. Present values are derived by discounting future guaranteed account values and benefit withdrawals by the appropriate market interest rates. Market interest rates are deemed to be the same rates to be credited to new issues of the same contract with like guarantees issued as of the date of the fair value determination. The market interest rates used have interest guarantee periods that match the guarantee periods remaining as of the valuation date for the contract. Interest rate guarantees of the deposit account are backed by assets of the custodian (Union Central Life Insurance Company). Credited rates are set based on yields earned on new purchases of fixed income securities for the general account. Credited rates are guaranteed for the duration of the guaranteed period elected by the plan sponsor and do not vary with the subsequent performance of assets of the general account that back these guarantees. Due to the nature of these contracts, specific underlying assets are not assigned and there is no market (quoted prices or observable inputs) and as such the valuation includes significant inputs based on assumptions about market participant assumptions. Investment contract with insurance company is classified as a level 3 investment.

Money market: Valued at cost plus accrued interest. Money market is classified as a level 1 investment.

Common stocks: Stated at fair value as measured by quoted market prices in an active market on which the individual securities are traded. Common stocks are classified as a level 1 investment.

Self directed brokerage investment contract with insurance company: The fair value of the variable annuity investment contract is determined by the insurance company (Jackson National Life Insurance Company) holding the contract. The contract invests in various mutual fund investments which are directed by the contract holder and are valued as part of the underlying allocated portfolio. The fair market value of the underlying portfolio is valued based upon the total value of the contract holder's share of units held in the investments which are actively traded and can be valued daily. The contract also has withdrawal limitations and surrender charges which are included in the fair value to provide an aggregate fair value for the investment. The investment does not have observable inputs and therefore is presented as a level 3 investment.

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 Plan's assets at fair value as of December 31, 2011 and 2010:

NOTE 4. FAIR VALUE MEASUREMENTS (CONTINUED)

	Assets at Fair Value as of December 31, 2011			
	Level 1	Level 2	Level 3	Total
Pooled separate accounts:				
Bond / Fixed Income	$ -	$ 1,210,826	$ -	$ 1,210,826
Balanced / Blend Funds	-	553,158	-	553,158
International / Global Funds	-	353,724	-	353,724
Growth Funds	-	353,027	-	353,027
Value Funds	-	214,432	-	214,432
Lifestyle Funds	-	94,474	-	94,474
Real Estate / Natural Resources Funds	-	44,522	-	44,522
Money Market Funds	-	40,365	-	40,365
High Yield / Multi-sector	-	13,801	-	13,801
	-	2,878,329	-	2,878,329
Investment contract with insurance company	-	-	244,061	244,061
Self directed brokerage account:				
Money market	104,036	-	-	104,036
Common stock:				
Consumer goods	19,637	-	-	19,637
Agricultural	6,192		-	6,192
Basic materials	2,896	-	-	2,896
Investment contract with insurance company	-	-	65,189	65,189
	132,761	-	65,189	197,950
Total assets at fair value	$ 132,761	$ 2,878,329	$ 309,250	$ 3,320,340

	Assets at Fair Value as of December 31, 2010			
	Level 1	Level 2	Level 3	Total
Pooled separate accounts:				
Bond / Fixed Income	$ -	$ 1,166,240	$ -	$ 1,166,240
Balanced / Blend Funds	-	571,332	-	571,332
International / Global Funds	-	380,324	-	380,324
Growth Funds	-	368,477	-	368,477
Value Funds	-	210,997	-	210,997
Lifestyle Funds	-	80,737	-	80,737
Money Market Funds	-	60,750	-	60,750
Real Estate / Natural Resources Funds	-	43,391	-	43,391
High Yield / Multi-sector	-	976	-	976
	-	2,883,224	-	2,883,224
Investment contract with insurance company	-	-	253,769	253,769
Self directed brokerage account:				
Money market	19,276	-	-	19,276
Common stock:				
Consumer goods	38,365	-	-	38,365
Basic materials	31,780	-	-	31,780
Technology	11,127	-	-	11,127
Financial	8,484	-	-	8,484
Investment contract with insurance company	-	-	72,970	72,970
	109,032	-	72,970	182,002
Total assets at fair value	$ 109,032	$ 2,883,224	$ 326,739	$ 3,318,995

NOTE 4. FAIR VALUE MEASUREMENTS (CONTINUED)

Level 3 Gains and Losses

The following table sets forth a summary of changes in the fair value of the plan's level 3 assets for the years ended December 31, 2011 and 2010:

	Investment Contract With Insurance Company	Self Directed Brokerage Investment With Insurance Company
Investment contract balance, January 1, 2010	$ 224,237	$ -
Purchases, sales, issuances, and settlements (net)	29,532	72,970
Investment contract balance, December 31, 2010	253,769	72,970
Purchases	52,455	
Sales	(71,356)	
Realized/Unrealized gain (loss)	9,193	(7,781)
Investment contract balance, December 31, 2011	$ 244,061	$ 65,189

NOTE 5. INVESTMENT CONTRACT WITH INSURANCE COMPANY

The Plan has a benefit-responsive investment contract with UNIFI. UNIFI maintains the contributions in a Guaranteed Investment Account. The account is credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses. UNIFI is contractually obligated to repay the principal and a specified interest rate that is guaranteed to the Plan.

As described in Note 2, because the guaranteed investment contract is fully benefit-responsive, contract value is the relevant measurement attribute for that portion of the net assets available for benefits attributable to the guaranteed investment contract. The guaranteed investment contract is presented on the face of the statement of net assets available for benefits at fair value with an adjustment to contract value in arriving at net assets available for benefits. Contract value, as reported to the Plan by UNIFI, represents contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value.

UNIFI will add interest daily to all amounts held in the Guaranteed Investment Account. For each calendar year, UNIFI will set a minimum guaranteed annual interest rate which will apply to amounts held in the Guaranteed Investment Account during the calendar year. This one-year minimum guaranteed interest rate will be established prior to each calendar year and will be made available to the Plan in advance of the calendar year. UNIFI, in its discretion, may credit interest at a rate greater than this one-year rate. UNIFI will make available to the Contract Holder the rate currently being credited to amounts held in the Guaranteed Investment Account.

There are no reserves against contract value for credit risk of the contract issuer or otherwise. The fair value of the investment contract at December 31, 2011 was $244,061 ($253,769 – 2010). The crediting interest rate is based on the weighted average of all new and renewal rates of the contract for each calendar quarter. These rates are guaranteed for the entire duration of the guaranteed period and do not vary with the subsequent performance of assets of the Union Central general account which back these guarantees, but it may not be less than 1.5 percent. Such interest rates are reviewed on a quarterly basis for resetting.

NOTE 5. INVESTMENT CONTRACT WITH INSURANCE COMPANY (CONTINUED)

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

The guaranteed investment contract does not permit the insurance company to terminate the agreement prior to the scheduled maturity date.

The average yield on investment for this contract is as follows:

	2011	2010
Average yields:		
Based on actual earnings	**3.89%**	3.25%
Based on interest rate credited to participants	**2.23%**	2.58%

NOTE 6. FINANCIAL CERTIFICATION

The following financial information relating to the Plan's assets at December 31, 2011 and 2010, as well as earnings and transactions for the year then ended, has been derived from information provided by Union Central Life Insurance Company and has been certified by them as complete and accurate. The incorporation of this financial information in the accompanying financial statements is based solely on the certification and has not been audited by independent accountants.

	2011	2010
Investments, at fair market value:		
Pooled separate accounts	**$ 2,878,329**	$ 2,883,224
Investment contract with insurance company	**$ 244,061**	$ 253,769
Investments, at contract value:		
Investment contract with insurance company	**$ 241,956**	$ 251,362
Notes receivable from participants	**$ 368,658**	$ 291,921
Transactions for the year ended:		
Net (depreciation) appreciation in fair value of investments	**$ (20,033)**	$ 311,011
Interest income	**$ 14,214**	$ 12,211

NOTE 7. PARTY-IN-INTEREST TRANSACTIONS

Certain Plan investments are managed by UNIFI, the plan custodian, and therefore these transactions qualify as party-in-interest transactions. Administrative expenses for recordkeeping services amounted to $1,837 for the year ended December 31, 2011 ($1,632 - 2010). Interest income earned from notes receivable from participants amounted to $14,214 for the year ended December 31, 2011 ($11,992 - 2010). There was no investment income earned from UNIFI held assets for the year ended December 31, 2011 ($3,286 - 2010).

NOTE 8. TAX STATUS

Effective July 27, 2009, the Plan adopted a prototype non-standardized profit sharing plan sponsored by Ameritas Life Insurance Corporation. The prototype non-standardized profit sharing plan has received an opinion letter dated May 11, 2009 from the Internal Revenue Service as to the prototype non-standardized profit sharing plan's qualified status. The prototype non-standardized profit sharing plan opinion letter has been relied upon by this Plan. The Plan Administrator believes the Plan is designed and is being operated in compliance with the applicable provisions of the Internal Revenue Code.

Accounting principles generally accepted in the United States of America require management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken uncertain tax positions that more likely than not would not be sustained upon examination by the IRS. The Administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2011, there are no uncertain tax positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by the IRS; however, there are currently no audits for any tax periods in process. The Administrator believes it is no longer subject to income tax examinations for years prior to 2008.

NOTE 9. 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 statements of net assets available for benefits.

NOTE 10. RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

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

	2011	2010
Net assets available for benefits per the financial statements	$ 3,729,439	$ 3,648,509
Employer contributions receivable	(40,804)	(40,000)
Participant contributions receivable	(1,742)	-
Differences in:		
Investments	368,658	291,921
Notes receivable from participants	(368,658)	(291,921)
Net assets available for benefits per the Form 5500	$ 3,686,893	$ 3,608,509

The following is a reconciliation of net increase per the financial statements to the Form 5500 as of December 31, 2011 and 2010:

	2011	2010
Total increase in net assets per the financial statements	$ 80,930	$ 723,377
Prior year employer contributions receivable	40,000	44,396
Prior year participant contributions receivable	-	10,326
Current year employer contributions receivable	(40,804)	(40,000)
Current year participant contributions receivable	(1,742)	-
Total net increase per the Form 5500	$ 78,384	$ 738,009

SUPERIOR LUBRICANTS CO., INC. 401(K) PLAN

SCHEDULE OF ASSETS HELD (AT YEAR END)
December 31, 2011

Party-in-interest (a)	(b) Identity of issuer, borrower, lessor, or similar party	(c) Description of investment	(d) Fair Market Value
	Pooled separate accounts, at fair market value:		
	PIMCO	PIMCO Total Return, Administrative Class - 78	$ 578,202
	Calvert Investments	Calvert Government, Class I - DR	450,355
	T. Rowe Price	T. Rowe Blue Chip Growth, Advisor Class - C9	277,114
	Thornburg Investments	Thornburg International Value Fund, R4 - CQ	230,391
	American Century	American Century Value, Investor Class - B2	214,432
	Neubuerger Berman	Neuberger Berman Guardian, Trust Class - CE	181,370
	Franklin Templeton Investments	FTVIPT Templeton Global Bond Securities, Class 2 - C6	125,454
	T. Rowe Price	T. Rowe Capital Appreciation, Advisor Class - CA	122,007
	Morgan Stanley	MSIF Emerging Markets Portfolio, Class P - CS	95,324
	Calvert Investments	Calvert VP S&P MidCap 400 Index - C2	83,695
	Neubuerger Berman	Neuberger Berman Genesis, Investor Class - AE	67,416
	American Century	American Century Midcap Value, Investor Class - B1	65,182
	The Royce Funds	Royce Total Return, Service Class - BO	56,382
	Wasatch Funds	Wasatch Small Cap Growth - AS	43,651
	Calvert Investments	Calvert Cash Reserves Institutional Prime Fund - CV	40,365
	Morgan Stanley	Morgan Stanley IF US Real Estate, Class P - BI	37,592
	Ibbotson Associates	Ibbotson Balanced ETF Asset Allocation, Class II - DT	33,629
	T. Rowe Price	T. Rowe Price Mid Cap Growth, Advisor Class - AP	32,262
	Ibbotson Associates	Ibbotson Growth ETF Asset Allocation, Class II - DU	31,257
	Fiduciary Management	FMI Common Stock - 81	29,633
	Ibbotson Associates	Ibbotson Income and Growth ETF Asset Allocation, Class II - DV	18,956
	Third Avenue Funds	Third Avenue International Value, Institutional Class - C4	14,706
	Columbia Management	Columbia VP Seligman Global Technology Fund, Class 2 - DZ	13,064
	T. Rowe Price	T. Rowe Price Retirement Income, Advisor Class - 89	10,532
	Calvert Investments	Calvert VP EAFE International Index - BT	8,501
	Calvert Investments	Calvert VP Natural Resources - CL	6,930
	Third Avenue Funds	Third Avenue Value, Institutional Class - C5	4,802
	Fidelity	Fidelity VIP Contrafund, Service Class 2 - CF	3,855
	Fidelity	Fidelity Advisor Strategic Income, Class A - BB	737
	Calvert Investments	Calvert VP Barclays Capital Aggregate Bond Index - BW	433
	Ibbotson Associates	Ibbotson Conservative Growth ETF Asset Allocation, Class II - DX	100
	Total shares of pooled separate accounts		2,878,329
	Investment contract with insurance company:		
*	Union Central Retirement Plans	Guaranteed Investment Account	244,061
	Self directed brokerage account:		
	Various	Money market, common stock, investment contract with insurance company	197,950
	Notes receivable from participants:		
*	Superior Lubricants, Co., Inc. 401(k) Plan	Participant loans receivable (interest rates of 3.25% to 8.30%)	368,658
			$ 3,688,998

* The above named institution is a party-in-interest

The above information has been certified as complete and accurate by Union Central Life Insurance Company.

Plan Name: Superior Lubricants Co., Inc. 401(k) Plan
PLAN # 001
EIN: 16-1247254

Schedule H, Part IV, Item 4i - Schedule of Assets Held for Investment Purpose
Plan Year End: DECEMBER 31, 2011
The following is a list of assets by the Plan as of DECEMBER 31, 2011

Identity of Issue / Description of Asset	# Units	Cost	Current Value *(Cash Basis)*	Price
Ameritas Life Insurance Corp. Separate Account G EIN: 47-0098400-003	2,878,329 units	N/A	2,878,329	1.00000
Loans to participants with Interest Rates of 3.25% to 8.30%		N/A	368,658	
Total Assets Value as of Plan Year End		N/A	3,246,987	