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| <b>Form 5500</b><br><br>Department of the Treasury<br>Internal Revenue Service<br><br>Department of Labor<br>Employee Benefits Security<br>Administration<br><br>Pension Benefit Guaranty Corporation | <b>Annual Return/Report of Employee Benefit Plan</b><br><br>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).<br><br><b>► Complete all entries in accordance with the instructions to the Form 5500.</b> | OMB Nos. 1210-0110<br>1210-0089               |
|                                                                                                                                                                                                       |                                                                                                                                                                                                                                                                                                                                                                                                    | <b>2011</b>                                   |
|                                                                                                                                                                                                       |                                                                                                                                                                                                                                                                                                                                                                                                    | <b>This Form is Open to Public Inspection</b> |

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

|                                                                                                                                                                                                                       |                                                                                                                                                                                                   |
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| <b>Part II</b>                                                                                                                                                                                                        | <b>Basic Plan Information</b> —enter all requested information                                                                                                                                    |
| <b>1a</b> Name of plan<br><u>NEEDHAM ELECTRIC SUPPLY EMPLOYEES 401K PROFIT SHARING RETIREMENT PLAN</u>                                                                                                                | <b>1b</b> Three-digit plan number (PN) ► <u>002</u><br><b>1c</b> Effective date of plan <u>01/01/1995</u>                                                                                         |
| <b>2a</b> Plan sponsor's name and address, including room or suite number (Employer, if for single-employer plan)<br><br><u>NEEDHAM ELECTRIC SUPPLY CORP.</u><br><br><u>5 SHAWMUT ROAD</u><br><u>CANTON, MA 02021</u> | <b>2b</b> Employer Identification Number (EIN)<br><u>04-2275354</u><br><b>2c</b> Sponsor's telephone number<br><u>781-828-4875</u><br><b>2d</b> Business code (see instructions)<br><u>423600</u> |

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

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

|                  |                                                          |                   |                                                              |
|------------------|----------------------------------------------------------|-------------------|--------------------------------------------------------------|
| <b>SIGN HERE</b> | <u>Filed with authorized/valid electronic signature.</u> | <u>10/04/2012</u> | <u>JILL DONNELLY</u>                                         |
|                  | <b>Signature of plan administrator</b>                   | Date              | Enter name of individual signing as plan administrator       |
| <b>SIGN HERE</b> |                                                          |                   |                                                              |
|                  | <b>Signature of employer/plan sponsor</b>                | Date              | Enter name of individual signing as employer or plan sponsor |
| <b>SIGN HERE</b> |                                                          |                   |                                                              |
|                  | <b>Signature of DFE</b>                                  | Date              | Enter name of individual signing as DFE                      |

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

Form 5500 (2011)  
v.012611

|                                                                                                                                                                    |                                                                                                               |
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| <b>3a</b> Plan administrator's name and address (if same as plan sponsor, enter "Same")<br>NEEDHAM ELECTRIC SUPPLY CORP.<br><br>5 SHAWMUT ROAD<br>CANTON, MA 02021 | <b>3b</b> Administrator's EIN<br>04-2275354<br><br><b>3c</b> Administrator's telephone number<br>781-828-4875 |
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| <b>4</b> 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:<br><br><b>a</b> Sponsor's name | <b>4b</b> EIN<br><br><b>4c</b> PN |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------|

|                                                                         |          |     |
|-------------------------------------------------------------------------|----------|-----|
| <b>5</b> Total number of participants at the beginning of the plan year | <b>5</b> | 168 |
|-------------------------------------------------------------------------|----------|-----|

|                                                                                                                                                        |           |     |
|--------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|-----|
| <b>6</b> Number of participants as of the end of the plan year (welfare plans complete only lines <b>6a</b> , <b>6b</b> , <b>6c</b> , and <b>6d</b> ). |           |     |
| <b>a</b> Active participants.....                                                                                                                      | <b>6a</b> | 137 |
| <b>b</b> Retired or separated participants receiving benefits.....                                                                                     | <b>6b</b> | 1   |
| <b>c</b> Other retired or separated participants entitled to future benefits.....                                                                      | <b>6c</b> | 40  |
| <b>d</b> Subtotal. Add lines <b>6a</b> , <b>6b</b> , and <b>6c</b> .....                                                                               | <b>6d</b> | 178 |
| <b>e</b> Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....                                              | <b>6e</b> | 0   |
| <b>f</b> Total. Add lines <b>6d</b> and <b>6e</b> .....                                                                                                | <b>6f</b> | 178 |
| <b>g</b> Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....         | <b>6g</b> | 170 |
| <b>h</b> Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....             | <b>6h</b> | 34  |

|                                                                                                                                      |          |  |
|--------------------------------------------------------------------------------------------------------------------------------------|----------|--|
| <b>7</b> Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item) ..... | <b>7</b> |  |
|--------------------------------------------------------------------------------------------------------------------------------------|----------|--|

**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 2J 2K 2S 2T 3D

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

|                                                                                                                                                                                                                                                                                               |                                                                                                                                                                                                                                                                                               |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>9a</b> Plan funding arrangement (check all that apply)<br>(1) <input type="checkbox"/> Insurance<br>(2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts<br>(3) <input checked="" type="checkbox"/> Trust<br>(4) <input type="checkbox"/> General assets of the sponsor | <b>9b</b> Plan benefit arrangement (check all that apply)<br>(1) <input type="checkbox"/> Insurance<br>(2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts<br>(3) <input checked="" type="checkbox"/> Trust<br>(4) <input type="checkbox"/> General assets of the sponsor |
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**10** Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

**a Pension Schedules**

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

**b General Schedules**

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

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

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

|                                                                                                       |                                                                    |
|-------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------|
| <b>A</b> Name of plan<br><u>NEEDHAM ELECTRIC SUPPLY EMPLOYEES 401K PROFIT SHARING RETIREMENT PLAN</u> | <b>B</b> Three-digit plan number (PN) ▶ <u>002</u>                 |
| <b>C</b> Plan sponsor's name as shown on line 2a of Form 5500<br><u>NEEDHAM ELECTRIC SUPPLY CORP.</u> | <b>D</b> Employer Identification Number (EIN)<br><u>04-2275354</u> |

**Part I Service Provider Information (see instructions)**

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

**1 Information on Persons Receiving Only Eligible Indirect Compensation**

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

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

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

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

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

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**(b)** Enter name and EIN or address of person who provided you disclosures 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)

COMMONWEALTH FINANCIAL NETWORK

29 SAWYER ROAD  
WALTHAM, MA 02453

04-2675571

| (b)<br>Service Code(s) | (c)<br>Relationship to employer, employee organization, or person known to be a party-in-interest | (d)<br>Enter direct compensation paid by the plan. If none, enter -0-. | (e)<br>Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | (f)<br>Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | (g)<br>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)<br>Did the service provider give you a formula instead of an amount or estimated amount? |
|------------------------|---------------------------------------------------------------------------------------------------|------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------|
| 27                     | BROKER DEALER                                                                                     | 0                                                                      | Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>                                  | Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>                                                            | 12326                                                                                                                                                                           | Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>                          |

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

HARTFORD RETIREMENT SERVICES, LLC

200 HOPMEADOW STREET  
SIMSBURY, CT 06089

26-1589907

| (b)<br>Service Code(s)                    | (c)<br>Relationship to employer, employee organization, or person known to be a party-in-interest | (d)<br>Enter direct compensation paid by the plan. If none, enter -0-. | (e)<br>Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | (f)<br>Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | (g)<br>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)<br>Did the service provider give you a formula instead of an amount or estimated amount? |
|-------------------------------------------|---------------------------------------------------------------------------------------------------|------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------|
| 15 37 38 49<br>59 60 62 63<br>64 65 72 99 | RECORDKEEPER                                                                                      | 488                                                                    | Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>                                  | Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>                                                            | 32635                                                                                                                                                                           | Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>                          |

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

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

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

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

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

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

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

**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<br>(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<br>(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<br>(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 |
|--------------------------------------------------------------------------|-------------------------------|-------------------------------------------------------------------------------------|
|                                                                          |                               |                                                                                     |
|                                                                          |                               |                                                                                     |
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|                                                                          |                               |                                                                                     |
|                                                                          |                               |                                                                                     |

**Part III** **Termination Information on Accountants and Enrolled Actuaries (see instructions)**  
(complete as many entries as needed)

|                    |                     |
|--------------------|---------------------|
| <b>a</b> Name:     | <b>b</b> EIN:       |
| <b>c</b> Position: |                     |
| <b>d</b> Address:  | <b>e</b> Telephone: |
|                    |                     |

Explanation:

|                    |                     |
|--------------------|---------------------|
| <b>a</b> Name:     | <b>b</b> EIN:       |
| <b>c</b> Position: |                     |
| <b>d</b> Address:  | <b>e</b> Telephone: |
|                    |                     |

Explanation:

|                    |                     |
|--------------------|---------------------|
| <b>a</b> Name:     | <b>b</b> EIN:       |
| <b>c</b> Position: |                     |
| <b>d</b> Address:  | <b>e</b> Telephone: |
|                    |                     |

Explanation:

|                    |                     |
|--------------------|---------------------|
| <b>a</b> Name:     | <b>b</b> EIN:       |
| <b>c</b> Position: |                     |
| <b>d</b> Address:  | <b>e</b> Telephone: |
|                    |                     |

Explanation:

|                    |                     |
|--------------------|---------------------|
| <b>a</b> Name:     | <b>b</b> EIN:       |
| <b>c</b> Position: |                     |
| <b>d</b> Address:  | <b>e</b> Telephone: |
|                    |                     |

Explanation:

|                                                                                                                                                                                                               |                                                                                                                                                                                                                              |                                                                                                                                                                 |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>SCHEDULE D</b><br><b>(Form 5500)</b><br><br><small>Department of the Treasury<br/>Internal Revenue Service</small><br><br><small>Department of Labor<br/>Employee Benefits Security Administration</small> | <b>DFE/Participating Plan Information</b><br><br>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).<br><br><b>► File as an attachment to Form 5500.</b> | OMB No. 1210-0110<br><br><div style="text-align: center; font-size: 1.2em; font-weight: bold;">2011</div><br><br><b>This Form is Open to Public Inspection.</b> |
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For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

|                                                                                                                                         |                                                                                               |                                       |
|-----------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|---------------------------------------|
| <b>A</b> Name of plan<br><span style="color: blue;">NEEDHAM ELECTRIC SUPPLY EMPLOYEES 401K PROFIT SHARING RETIREMENT PLAN</span>        | <b>B</b> Three-digit plan number (PN) <span style="float: right;">►</span>                    | <span style="color: blue;">002</span> |
|                                                                                                                                         |                                                                                               |                                       |
| <b>C</b> Plan or DFE sponsor's name as shown on line 2a of Form 5500<br><span style="color: blue;">NEEDHAM ELECTRIC SUPPLY CORP.</span> | <b>D</b> Employer Identification Number (EIN)<br><span style="color: blue;">04-2275354</span> |                                       |

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

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

**b** Name of sponsor of entity listed in (a): SEI TRUST COMPANY

|                                                                  |                                                          |                                                                                                                                                       |
|------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>c</b> EIN-PN <span style="color: blue;">23-2852249-002</span> | <b>d</b> Entity code <span style="color: blue;">C</span> | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <span style="float: right; color: blue;">0</span> |
|------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------|

**a** Name of MTIA, CCT, PSA, or 103-12 IE: STABLE VALUE TRUST

**b** Name of sponsor of entity listed in (a): INVESCO NATIONAL TRUST CO.

|                                                                  |                                                          |                                                                                                                                                            |
|------------------------------------------------------------------|----------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>c</b> EIN-PN <span style="color: blue;">84-1142974-001</span> | <b>d</b> Entity code <span style="color: blue;">C</span> | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <span style="float: right; color: blue;">338840</span> |
|------------------------------------------------------------------|----------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------|

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

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

|                 |                      |                                                                                                     |
|-----------------|----------------------|-----------------------------------------------------------------------------------------------------|
| <b>c</b> EIN-PN | <b>d</b> Entity code | <b>e</b> 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):

|                 |                      |                                                                                                     |
|-----------------|----------------------|-----------------------------------------------------------------------------------------------------|
| <b>c</b> EIN-PN | <b>d</b> Entity code | <b>e</b> 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):

|                 |                      |                                                                                                     |
|-----------------|----------------------|-----------------------------------------------------------------------------------------------------|
| <b>c</b> EIN-PN | <b>d</b> Entity code | <b>e</b> 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):

|                 |                      |                                                                                                     |
|-----------------|----------------------|-----------------------------------------------------------------------------------------------------|
| <b>c</b> EIN-PN | <b>d</b> Entity code | <b>e</b> 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):

|                 |                      |                                                                                                     |
|-----------------|----------------------|-----------------------------------------------------------------------------------------------------|
| <b>c</b> EIN-PN | <b>d</b> Entity code | <b>e</b> 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  
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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

|                                                                                                                                                                                                                                                                          |                                                                                                                                                                                                                                                                              |                                                                                                                                                                                   |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>SCHEDULE H</b><br><b>(Form 5500)</b><br><br><small>Department of the Treasury<br/>Internal Revenue Service</small><br><br><small>Department of Labor<br/>Employee Benefits Security Administration</small><br><br><small>Pension Benefit Guaranty Corporation</small> | <b>Financial Information</b><br><br>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).<br><br><b>► File as an attachment to Form 5500.</b> | OMB No. 1210-0110<br><br><div style="border: 1px solid black; padding: 5px; font-size: 1.2em; font-weight: bold;">2011</div><br><br><b>This Form is Open to Public Inspection</b> |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

|                                                                                                          |                                                                        |            |
|----------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------|------------|
| For calendar plan year 2011 or fiscal plan year beginning <u>01/01/2011</u> and ending <u>12/31/2011</u> |                                                                        |            |
| <b>A</b> Name of plan<br><u>NEEDHAM ELECTRIC SUPPLY EMPLOYEES 401K PROFIT SHARING RETIREMENT PLAN</u>    | <b>B</b> Three-digit plan number (PN) ►                                | <u>002</u> |
|                                                                                                          |                                                                        |            |
| <b>C</b> Plan sponsor's name as shown on line 2a of Form 5500<br><u>NEEDHAM ELECTRIC SUPPLY CORP.</u>    | <b>D</b> Employer Identification Number (EIN)<br><br><u>04-2275354</u> |            |

|               |                                      |
|---------------|--------------------------------------|
| <b>Part I</b> | <b>Asset and Liability Statement</b> |
|---------------|--------------------------------------|

**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 |
|---------------------------------------------------------------------------------------------------|-----------------|-----------------------|-----------------|
| <b>a</b> Total noninterest-bearing cash .....                                                     | <b>1a</b>       | 0                     | 0               |
| <b>b</b> Receivables (less allowance for doubtful accounts):                                      |                 |                       |                 |
| <b>(1)</b> Employer contributions .....                                                           | <b>1b(1)</b>    | 121886                | 152163          |
| <b>(2)</b> Participant contributions .....                                                        | <b>1b(2)</b>    | 11424                 | 0               |
| <b>(3)</b> Other.....                                                                             | <b>1b(3)</b>    | 0                     | 0               |
| <b>c</b> General investments:                                                                     |                 |                       |                 |
| <b>(1)</b> Interest-bearing cash (include money market accounts & certificates of deposit) .....  | <b>1c(1)</b>    | 0                     | 0               |
| <b>(2)</b> U.S. Government securities.....                                                        | <b>1c(2)</b>    | 0                     | 0               |
| <b>(3)</b> Corporate debt instruments (other than employer securities):                           |                 |                       |                 |
| <b>(A)</b> Preferred .....                                                                        | <b>1c(3)(A)</b> | 0                     | 0               |
| <b>(B)</b> All other.....                                                                         | <b>1c(3)(B)</b> | 0                     | 0               |
| <b>(4)</b> Corporate stocks (other than employer securities):                                     |                 |                       |                 |
| <b>(A)</b> Preferred .....                                                                        | <b>1c(4)(A)</b> | 0                     | 0               |
| <b>(B)</b> Common .....                                                                           | <b>1c(4)(B)</b> | 0                     | 0               |
| <b>(5)</b> Partnership/joint venture interests .....                                              | <b>1c(5)</b>    | 0                     | 0               |
| <b>(6)</b> Real estate (other than employer real property) .....                                  | <b>1c(6)</b>    | 0                     | 0               |
| <b>(7)</b> Loans (other than to participants) .....                                               | <b>1c(7)</b>    | 0                     | 0               |
| <b>(8)</b> Participant loans .....                                                                | <b>1c(8)</b>    | 128848                | 76861           |
| <b>(9)</b> Value of interest in common/collective trusts.....                                     | <b>1c(9)</b>    | 346513                | 338840          |
| <b>(10)</b> Value of interest in pooled separate accounts.....                                    | <b>1c(10)</b>   |                       |                 |
| <b>(11)</b> Value of interest in master trust investment accounts .....                           | <b>1c(11)</b>   | 0                     | 0               |
| <b>(12)</b> Value of interest in 103-12 investment entities .....                                 | <b>1c(12)</b>   | 0                     | 0               |
| <b>(13)</b> Value of interest in registered investment companies (e.g., mutual funds).....        | <b>1c(13)</b>   | 4455938               | 4659732         |
| <b>(14)</b> Value of funds held in insurance company general account (unallocated contracts)..... | <b>1c(14)</b>   |                       |                 |
| <b>(15)</b> Other .....                                                                           | <b>1c(15)</b>   | 0                     | 0               |

**1d** Employer-related investments:

|                                                                      |              | (a) Beginning of Year | (b) End of Year |
|----------------------------------------------------------------------|--------------|-----------------------|-----------------|
| (1) Employer securities .....                                        | <b>1d(1)</b> | 0                     | 0               |
| (2) Employer real property .....                                     | <b>1d(2)</b> | 0                     | 0               |
| <b>e</b> Buildings and other property used in plan operation .....   | <b>1e</b>    | 0                     | 0               |
| <b>f</b> Total assets (add all amounts in lines 1a through 1e) ..... | <b>1f</b>    | 5064609               | 5227596         |

**Liabilities**

|                                                                           |           |   |   |
|---------------------------------------------------------------------------|-----------|---|---|
| <b>g</b> Benefit claims payable .....                                     | <b>1g</b> | 0 | 0 |
| <b>h</b> Operating payables .....                                         | <b>1h</b> | 0 | 0 |
| <b>i</b> Acquisition indebtedness .....                                   | <b>1i</b> | 0 | 0 |
| <b>j</b> Other liabilities .....                                          | <b>1j</b> | 0 | 0 |
| <b>k</b> Total liabilities (add all amounts in lines 1g through 1j) ..... | <b>1k</b> | 0 | 0 |

**Net Assets**

|                                                           |           |         |         |
|-----------------------------------------------------------|-----------|---------|---------|
| <b>l</b> Net assets (subtract line 1k from line 1f) ..... | <b>1l</b> | 5064609 | 5227596 |
|-----------------------------------------------------------|-----------|---------|---------|

**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 |
|------------------------------------------------------------------------------------------------------------|-----------------|------------|-----------|
| <b>a Contributions:</b>                                                                                    |                 |            |           |
| (1) Received or receivable in cash from: <b>(A)</b> Employers .....                                        | <b>2a(1)(A)</b> | 152163     |           |
| <b>(B)</b> Participants .....                                                                              | <b>2a(1)(B)</b> | 366486     |           |
| <b>(C)</b> Others (including rollovers) .....                                                              | <b>2a(1)(C)</b> | 40380      |           |
| (2) Noncash contributions .....                                                                            | <b>2a(2)</b>    | 0          | 559029    |
| (3) Total contributions. Add lines <b>2a(1)(A)</b> , <b>(B)</b> , <b>(C)</b> , and line <b>2a(2)</b> ..... | <b>2a(3)</b>    |            |           |
| <b>b Earnings on investments:</b>                                                                          |                 |            |           |
| (1) Interest:                                                                                              |                 |            |           |
| <b>(A)</b> Interest-bearing cash (including money market accounts and certificates of deposit) .....       | <b>2b(1)(A)</b> | 0          |           |
| <b>(B)</b> U.S. Government securities .....                                                                | <b>2b(1)(B)</b> | 0          |           |
| <b>(C)</b> Corporate debt instruments .....                                                                | <b>2b(1)(C)</b> | 0          |           |
| <b>(D)</b> Loans (other than to participants) .....                                                        | <b>2b(1)(D)</b> | 0          |           |
| <b>(E)</b> Participant loans .....                                                                         | <b>2b(1)(E)</b> | 5110       |           |
| <b>(F)</b> Other .....                                                                                     | <b>2b(1)(F)</b> | 0          |           |
| (G) Total interest. Add lines <b>2b(1)(A)</b> through <b>(F)</b> .....                                     | <b>2b(1)(G)</b> |            | 5110      |
| (2) Dividends: <b>(A)</b> Preferred stock .....                                                            | <b>2b(2)(A)</b> | 0          |           |
| <b>(B)</b> Common stock .....                                                                              | <b>2b(2)(B)</b> | 0          |           |
| <b>(C)</b> Registered investment company shares (e.g. mutual funds) .....                                  | <b>2b(2)(C)</b> | 125824     |           |
| (D) Total dividends. Add lines <b>2b(2)(A)</b> , <b>(B)</b> , and <b>(C)</b> .....                         | <b>2b(2)(D)</b> |            | 125824    |
| (3) Rents .....                                                                                            | <b>2b(3)</b>    |            | 0         |
| (4) Net gain (loss) on sale of assets: <b>(A)</b> Aggregate proceeds .....                                 | <b>2b(4)(A)</b> | 0          |           |
| <b>(B)</b> Aggregate carrying amount (see instructions) .....                                              | <b>2b(4)(B)</b> | 0          |           |
| <b>(C)</b> Subtract line <b>2b(4)(B)</b> from line <b>2b(4)(A)</b> and enter result .....                  | <b>2b(4)(C)</b> |            | 0         |

|                                                                                                   |                 | (a) Amount | (b) Total |
|---------------------------------------------------------------------------------------------------|-----------------|------------|-----------|
| <b>2b</b> (5) Unrealized appreciation (depreciation) of assets: (A) Real estate.....              | <b>2b(5)(A)</b> | 0          |           |
| (B) Other .....                                                                                   | <b>2b(5)(B)</b> | 0          |           |
| (C) Total unrealized appreciation of assets.<br>Add lines <b>2b(5)(A)</b> and <b>(B)</b> .....    | <b>2b(5)(C)</b> |            | 0         |
| (6) Net investment gain (loss) from common/collective trusts .....                                | <b>2b(6)</b>    |            | 1144      |
| (7) Net investment gain (loss) from pooled separate accounts .....                                | <b>2b(7)</b>    |            | 0         |
| (8) Net investment gain (loss) from master trust investment accounts .....                        | <b>2b(8)</b>    |            | 0         |
| (9) Net investment gain (loss) from 103-12 investment entities .....                              | <b>2b(9)</b>    |            | 0         |
| (10) Net investment gain (loss) from registered investment<br>companies (e.g., mutual funds)..... | <b>2b(10)</b>   |            | -314493   |
| <b>c</b> Other income.....                                                                        | <b>2c</b>       |            | 0         |
| <b>d</b> Total income. Add all <b>income</b> amounts in column (b) and enter total.....           | <b>2d</b>       |            | 376614    |

**Expenses**

|                                                                                            |              |        |        |
|--------------------------------------------------------------------------------------------|--------------|--------|--------|
| <b>e</b> Benefit payment and payments to provide benefits:                                 |              |        |        |
| (1) Directly to participants or beneficiaries, including direct rollovers .....            | <b>2e(1)</b> | 213139 |        |
| (2) To insurance carriers for the provision of benefits .....                              | <b>2e(2)</b> | 0      |        |
| (3) Other .....                                                                            | <b>2e(3)</b> | 0      |        |
| (4) Total benefit payments. Add lines <b>2e(1)</b> through <b>(3)</b> .....                | <b>2e(4)</b> |        | 213139 |
| <b>f</b> Corrective distributions (see instructions) .....                                 | <b>2f</b>    |        | 0      |
| <b>g</b> Certain deemed distributions of participant loans (see instructions).....         | <b>2g</b>    |        | 0      |
| <b>h</b> Interest expense.....                                                             | <b>2h</b>    |        | 0      |
| <b>i</b> Administrative expenses: (1) Professional fees .....                              | <b>2i(1)</b> | 0      |        |
| (2) Contract administrator fees .....                                                      | <b>2i(2)</b> | 0      |        |
| (3) Investment advisory and management fees .....                                          | <b>2i(3)</b> | 488    |        |
| (4) Other .....                                                                            | <b>2i(4)</b> | 0      |        |
| (5) Total administrative expenses. Add lines <b>2i(1)</b> through <b>(4)</b> .....         | <b>2i(5)</b> |        | 488    |
| <b>j</b> Total expenses. Add all <b>expense</b> amounts in column (b) and enter total..... | <b>2j</b>    |        | 213627 |

**Net Income and Reconciliation**

|                                                                               |              |  |        |
|-------------------------------------------------------------------------------|--------------|--|--------|
| <b>k</b> Net income (loss). Subtract line <b>2j</b> from line <b>2d</b> ..... | <b>2k</b>    |  | 162987 |
| <b>l</b> Transfers of assets:                                                 |              |  |        |
| (1) To this plan.....                                                         | <b>2l(1)</b> |  | 0      |
| (2) From this plan .....                                                      | <b>2l(2)</b> |  | 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) ☒ Disclaimer (4) ☐ Adverse

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

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

(1) Name: KIRKLAND ALBRECHT & FREDERICKSON, LLC

(2) EIN: 04-3121055

**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 |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|----|--------|
| <b>a</b> 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.).....                 |     | X  | 0      |
| <b>b</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.)..... |     | X  | 0      |
| <b>c</b> 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.) .....                                                                                                                            |     | X  | 0      |
| <b>d</b> 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.).....                                                                                                                  |     | X  | 0      |
| <b>e</b> Was this plan covered by a fidelity bond?.....                                                                                                                                                                                                                                                         | X   |    | 500000 |
| <b>f</b> Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty? .....                                                                                                                                                                         |     | X  | 0      |
| <b>g</b> 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? .....                                                                                                                                      |     | X  | 0      |
| <b>h</b> 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? .....                                                                                                                            |     | X  | 0      |
| <b>i</b> Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....                                                                                                                                                   | X   |    |        |
| <b>j</b> 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.).....                                                                                    |     | X  |        |
| <b>k</b> Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....                                                                                                                                              |     | X  |        |
| <b>l</b> Has the plan failed to provide any benefit when due under the plan? .....                                                                                                                                                                                                                              |     | X  | 0      |
| <b>m</b> If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....                                                                                                                                                                                     |     | X  |        |
| <b>n</b> 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. ....                                                                                                                        |     | 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: 0

- 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) |
|--------------|-------------|
|              |             |
|              |             |
|              |             |
|              |             |
|              |             |

|                                                                                                                                                                                                                           |                                                                                                                                                                                                                                                                                            |                                                                                            |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------|
| <b>SCHEDULE R</b><br><b>(Form 5500)</b><br><br>Department of the Treasury<br>Internal Revenue Service<br><br>Department of Labor<br>Employee Benefits Security Administration<br><br>Pension Benefit Guaranty Corporation | <b>Retirement Plan Information</b><br><br>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).<br><br>▶ <b>File as an attachment to Form 5500.</b> | OMB No. 1210-0110<br><br><b>2011</b><br><br><b>This Form is Open to Public Inspection.</b> |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------|

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

|                                                                                                       |                                                                    |
|-------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------|
| <b>A</b> Name of plan<br><u>NEEDHAM ELECTRIC SUPPLY EMPLOYEES 401K PROFIT SHARING RETIREMENT PLAN</u> | <b>B</b> Three-digit plan number (PN) ▶<br><u>002</u>              |
| <b>C</b> Plan sponsor's name as shown on line 2a of Form 5500<br><u>NEEDHAM ELECTRIC SUPPLY CORP.</u> | <b>D</b> Employer Identification Number (EIN)<br><u>04-2275354</u> |

|               |                      |
|---------------|----------------------|
| <b>Part I</b> | <b>Distributions</b> |
|---------------|----------------------|

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

|                                                                                                                                                                                                                                                                    |          |          |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------|----------|
| <b>1</b> Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....                                                                                                                              | <b>1</b> | <u>0</u> |
| <b>2</b> 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):<br><br>EIN(s): <u>03-3253929</u> |          |          |
| Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.                                                                                                                                                                                                   |          |          |
| <b>3</b> Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....                                                                                                                                    | <b>3</b> | <u>0</u> |

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

|                                                                                                                                                                                                                                                                                                                                                             |                              |                             |                              |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------|-----------------------------|------------------------------|
| <b>4</b> Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?.....                                                                                                                                                                                                                                         | <input type="checkbox"/> Yes | <input type="checkbox"/> No | <input type="checkbox"/> N/A |
| If the plan is a defined benefit plan, go to line 8.                                                                                                                                                                                                                                                                                                        |                              |                             |                              |
| <b>5</b> 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 _____<br>If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule. |                              |                             |                              |
| <b>6 a</b> Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived) .....                                                                                                                                                                                                              | <b>6a</b>                    |                             |                              |
| <b>b</b> Enter the amount contributed by the employer to the plan for this plan year .....                                                                                                                                                                                                                                                                  | <b>6b</b>                    |                             |                              |
| <b>c</b> 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).....                                                                                                                                                                                                             | <b>6c</b>                    |                             |                              |
| If you completed line 6c, skip lines 8 and 9.                                                                                                                                                                                                                                                                                                               |                              |                             |                              |
| <b>7</b> Will the minimum funding amount reported on line 6c be met by the funding deadline? .....                                                                                                                                                                                                                                                          | <input type="checkbox"/> Yes | <input type="checkbox"/> No | <input type="checkbox"/> N/A |
| <b>8</b> 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?.....                                                                                  | <input type="checkbox"/> Yes | <input type="checkbox"/> No | <input type="checkbox"/> N/A |

|                 |                   |
|-----------------|-------------------|
| <b>Part III</b> | <b>Amendments</b> |
|-----------------|-------------------|

|                                                                                                                                                                                                                            |                                   |                                   |                               |                                        |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------|-----------------------------------|-------------------------------|----------------------------------------|
| <b>9</b> 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..... | <input type="checkbox"/> Increase | <input type="checkbox"/> Decrease | <input type="checkbox"/> Both | <input checked="" type="checkbox"/> No |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------|-----------------------------------|-------------------------------|----------------------------------------|

|                |                                                                                                                                                   |
|----------------|---------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Part IV</b> | <b>ESOPs</b> (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. |
|----------------|---------------------------------------------------------------------------------------------------------------------------------------------------|

|                                                                                                                                                                                             |                              |                             |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------|-----------------------------|
| <b>10</b> Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?.....                                                      | <input type="checkbox"/> Yes | <input type="checkbox"/> No |
| <b>11 a</b> Does the ESOP hold any preferred stock? .....                                                                                                                                   | <input type="checkbox"/> Yes | <input type="checkbox"/> No |
| <b>b</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.)..... | <input type="checkbox"/> Yes | <input type="checkbox"/> No |
| <b>12</b> Does the ESOP hold any stock that is not readily tradable on an established securities market? .....                                                                              | <input type="checkbox"/> Yes | <input type="checkbox"/> 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:

|                                                                          |            |   |
|--------------------------------------------------------------------------|------------|---|
| <b>a</b> The current year .....                                          | <b>14a</b> | 0 |
| <b>b</b> The plan year immediately preceding the current plan year ..... | <b>14b</b> | 0 |
| <b>c</b> The second preceding plan year .....                            | <b>14c</b> | 0 |

- 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:

|                                                                                                       |            |   |
|-------------------------------------------------------------------------------------------------------|------------|---|
| <b>a</b> The corresponding number for the plan year immediately preceding the current plan year ..... | <b>15a</b> | 0 |
| <b>b</b> The corresponding number for the second preceding plan year .....                            | <b>15b</b> | 0 |

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

|                                                                                                                                                                        |            |   |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|---|
| <b>a</b> Enter the number of employers who withdrew during the preceding plan year .....                                                                               | <b>16a</b> | 0 |
| <b>b</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 ..... | <b>16b</b> | 0 |

- 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):

***Leominster Credit Union  
401(k) Profit Sharing Plan***

*Financial Statements as of and for the Years  
Ended December 31, 2011 and 2010 and  
Supplemental Schedule and Independent  
Auditors' Report*

# LEOMINSTER CREDIT UNION 401(k) PROFIT SHARING PLAN

## TABLE OF CONTENTS

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|                                                                                        | <b>Page</b> |
|----------------------------------------------------------------------------------------|-------------|
| INDEPENDENT AUDITORS' REPORT                                                           | 1           |
| FINANCIAL STATEMENTS AS OF DECEMBER 31, 2011 AND 2010 AND<br>FOR THE YEARS THEN ENDED: |             |
| Statements of Net Assets Available for Benefits                                        | 2           |
| Statements of Changes in Net Assets Available for Benefits                             | 3           |
| Notes to Financial Statements                                                          | 4-9         |
| SUPPLEMENTAL SCHEDULE AS OF DECEMBER 31, 2011:                                         |             |
| Schedule H, line 4i – Schedule of Assets (Held at End of Year)                         | 10          |

Schedules required under the Employee Retirement Income Security Act of 1974, other than the schedule listed above, are omitted because of the absence of the conditions under which such schedules are required.

**STOWE & DEGON LLC**  
CERTIFIED PUBLIC ACCOUNTANTS AND CONSULTANTS

**INDEPENDENT AUDITORS' REPORT**

Plan Administrator  
Leominster Credit Union  
401(k) Profit Sharing Plan  
Leominster, Massachusetts

We have audited the accompanying statements of net assets available for benefits of Leominster Credit Union 401(k) Profit Sharing Plan (the "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. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

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

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

*Stowe & Degon LLC*

July 11, 2012

## LEOMINSTER CREDIT UNION 401(k) PROFIT SHARING PLAN

### STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS DECEMBER 31, 2011 AND 2010

|                                                                                                | 2011                | 2010                |
|------------------------------------------------------------------------------------------------|---------------------|---------------------|
| ASSETS                                                                                         |                     |                     |
| Investments at fair value:                                                                     |                     |                     |
| Mutual funds                                                                                   | \$ 5,963,577        | \$ 5,533,194        |
| Common/collective trusts                                                                       | <u>572,637</u>      | <u>859,945</u>      |
| Total investments                                                                              | 6,536,214           | 6,393,139           |
| Receivables:                                                                                   |                     |                     |
| Employer contribution                                                                          | <u>-</u>            | <u>9,639</u>        |
| Total assets                                                                                   | <u>6,536,214</u>    | <u>6,402,778</u>    |
| LIABILITIES - Employer contribution overpayment                                                | <u>12</u>           | <u>-</u>            |
| NET ASSETS REFLECTING ALL INVESTMENTS AT FAIR VALUE                                            | <u>6,536,202</u>    | <u>6,402,778</u>    |
| Adjustment from fair value to contract value for fully benefit-responsive investment contracts | <u>935</u>          | <u>20,800</u>       |
| NET ASSETS AVAILABLE FOR BENEFITS                                                              | <u>\$ 6,537,137</u> | <u>\$ 6,423,578</u> |

See notes to financial statements.

# LEOMINSTER CREDIT UNION 401(k) PROFIT SHARING PLAN

## STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS YEARS ENDED DECEMBER 31, 2011 AND 2010

|                                                              | 2011                | 2010                |
|--------------------------------------------------------------|---------------------|---------------------|
| CHANGE IN NET ASSETS ATTRIBUTED TO:                          |                     |                     |
| Investment income (loss):                                    |                     |                     |
| Dividend income                                              | \$ 171,531          | \$ 122,372          |
| Net (depreciation) appreciation in fair value of investments | <u>(490,270)</u>    | <u>507,437</u>      |
| Investment income (loss)                                     | <u>(318,739)</u>    | <u>629,809</u>      |
| Contributions:                                               |                     |                     |
| Participants                                                 | 566,163             | 368,965             |
| Employer                                                     | <u>435,966</u>      | <u>401,124</u>      |
| Total contributions                                          | <u>1,002,129</u>    | <u>770,089</u>      |
| Deductions:                                                  |                     |                     |
| Distributions to participants                                | <u>569,831</u>      | <u>154,210</u>      |
| Net increase                                                 | 113,559             | 1,245,688           |
| NET ASSETS AVAILABLE FOR PLAN BENEFITS:                      |                     |                     |
| Beginning of year                                            | <u>6,423,578</u>    | <u>5,177,890</u>    |
| End of year                                                  | <u>\$ 6,537,137</u> | <u>\$ 6,423,578</u> |

See notes to financial statements.

# LEOMINSTER CREDIT UNION 401(k) PROFIT SHARING PLAN

## NOTES TO FINANCIAL STATEMENTS

YEARS ENDED DECEMBER 31, 2011 and 2010

---

### 1. DESCRIPTION OF THE PLAN

The following brief description of the Leominster Credit Union 401(k) Profit Sharing Plan (the "Plan") is provided for general information purposes only. Participants should refer to the plan document for a more complete description of the Plan's provisions.

**General** – Effective January 1, 1997, Leominster Credit Union (the "Company") established the Plan. The Plan is a defined contribution plan for the benefit of the employees of the Company and their beneficiaries, enabling participants to save and invest in accordance with the terms of the Plan. The Plan was established under provisions of Sections 401(a) and 401(k) of the Internal Revenue Code (the "IRC") and is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"). Participants in the Plan can elect to participate in a tax-deferred savings program offered under the Plan whereby contributions are made through salary reductions.

**Eligibility** – All employees are eligible to join the Plan on January 1st, April 1st, July 1st or October 1st following their date of employment and the attainment of age 21 for employee elective and safe harbor contributions and following the completion of one year of service and the attainment of age 21 for employer match and profit sharing contributions.

**Contributions** – The Plan provides for elective employee contributions, employer-matching contributions and safe harbor contributions. Each year, participants may contribute 75% of pretax or after-tax 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 contribution. Participants may also contribute amounts representing distributions from other qualified plans. Participants direct the investment of their and Company contributions into various investment options offered by the Plan. The Company will match 100% of up to 5% of participant compensation deferred into the plan. In addition, the Company will make a 3% profit sharing contribution to qualify as a Safe Harbor Plan. Contributions are subject to certain limitations.

**Participants' Accounts** – Each participant's account is credited with the participant's contribution and allocations of (a) the Company's contribution and (b) plan earnings, and charged with an allocation of administrative expenses. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

**Vesting** – Participants are immediately vested in their voluntary contributions and the Company safe harbor contributions made during the plan year. All Company match contributions are subject to the following vesting schedule:

| <u>Years of Service</u> | <u>Percent Vested</u> |
|-------------------------|-----------------------|
| 1                       | 10%                   |
| 2                       | 20%                   |
| 3                       | 40%                   |
| 4                       | 60%                   |
| 5                       | 80%                   |
| 6                       | 100%                  |

## 1. DESCRIPTION OF THE PLAN (CONTINUED)

*Notes Receivable from Participants* – Participant loans are not permitted.

*Forfeitures* – Forfeitures occurring during the Plan year are used to reduce the Company's contribution for that Plan year. At December 31, 2011 and 2010, there were no forfeited non-vested accounts. Forfeitures used in 2011 and 2010 to reduce employer contributions amounted to \$6,756 and \$11,095, respectively.

*Distributions* – Upon termination of employment, a participant is entitled to a distribution following the close of the quarter in which the employee terminated employment.

*Hardship Distributions* – Participants are entitled to receive a hardship distribution for payment of medical, funeral and post secondary tuition costs, purchase of a primary residence, certain expenses related to the rehabilitation of a principal residence, and costs to prevent eviction from or foreclosure of a principal residence.

*Administrator* – The Company is the administrator of the Plan and is responsible for the overall management of the Plan.

## 2. SIGNIFICANT ACCOUNTING POLICIES

*Basis of Accounting* – The financial statements of the Plan are prepared on the accrual basis of accounting.

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.

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

*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 6 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 (depreciation) includes the plan's gains and losses on investments bought and sold as well as held during the year.

*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.

## 2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

**Distributions** – Distributions to participants are recorded when paid.

**Plan Expenses** – The Company may elect to pay certain expenses of the plan. Expenses not paid by the Company are expensed as incurred. Plan expenses incurred in 2011 and 2010 were paid by the Company.

**Subsequent Events** – The plan has evaluated subsequent events through July 11, 2012, the date the financial statements were available to be issued.

## 3. TAX STATUS OF THE PLAN

On March 31, 2008, the Internal Revenue Service (IRS) stated that the prototype adopted by the Plan, as then designed, qualifies under the Internal Revenue Code (IRC) Section 401(a). The Plan has not received a determination specific to the Plan itself; however, the plan administrator and the plan's tax counsel believe that the Plan was designed and was being operated in compliance with the appropriate requirements of the IRC.

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the Internal Revenue Service. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan administrator believes it is no longer subject to income tax examinations for years prior to 2008.

## 4. INVESTMENTS

Individual investments of the Plan that represent 5% or more of plan net assets at December 31, 2011 and 2010 were as follows:

|                                             | 2011       | 2010       |
|---------------------------------------------|------------|------------|
| MFS Moderate Allocation Fund                | \$ 925,667 | \$ 964,612 |
| American Funds Growth Fund                  | 933,078    | 884,937    |
| Fixed Fund (Common/Collective Trust)        | 572,637    | 859,945    |
| Alliance Bernstein International Value Fund | 439,651    | 762,564    |
| Alliance Bernstein Small-Mid Cap Value Fund | 539,168    | 641,513    |
| Franklin Strategic Income Fund              | 547,148    | 458,895    |
| MFS Government Securities Fund              | 330,214    | *          |
| MFS Aggressive Growth Allocation            | 390,798    | *          |

\* Represents less than 5% of net assets available for benefit at December 31, 2010.

## 5. COMMON/COLLECTIVE TRUSTS

SEI Trust Company established a trust on November 16, 1995, known as the MFS Fixed Fund (the “Trust”). SEI Trust Company is the Trustee of the Trust. Effective January 1, 2008, the Trust’s name changed to the Fixed Fund. The trustee has retained the services of Dwight Asset Management Company and MFS Institutional Advisors, Inc. to assist in the management of the Trust. The Trustee has also retained the services of Hartford Financial Services or one of its subsidiaries to act as marketing agent for the Trust.

Participants of the Plan may elect to invest in the Fixed Fund for Employee Benefit Plans, a common trust fund which includes fully benefit responsive investment contract in its investment holdings. The contract is included in the statements of net assets available for benefits 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 adjustment from fair value to contract value for the investment contract is based on the contract value as reported to the Plan by SEI Trust Company. Contract value represents contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value. The Statement of Changes in Net Assets Available for Benefits is prepared on a contract value basis.

The fair value of the investment contract at December 31, 2011 and 2010 was \$572,637 and \$859,945, respectively. The average yield and the average crediting interest rate were 1.7% and 1.2%, respectively for 2011. The average yield and the average crediting interest rate were 2.3% and 1.5%, respectively for 2010. The crediting interest rate is based on a formula agreed upon with the issuer.

Certain events, such as the premature termination of the contract by the Plan or the termination of the Plan, would limit the Plan’s ability to transact at contract value with SEI Trust Company. The plan administrator believes the occurrence of such events that would also limit the Plan’s ability to transact at contract value with Plan participants is not probable.

## 6. FAIR VALUE MEASUREMENTS

Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) 820, *Fair Value Measurements and Disclosures*, provides the framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs 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 under FASB ASC 820 are described below:

- Level 1: Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.
- Level 2: Inputs to the valuation methodology include quoted prices for similar assets and liabilities in active markets, quoted prices for identical or similar assets and liabilities in inactive markets, inputs other than quoted prices that are observable for the asset or liability, and 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.

## 6. FAIR VALUE MEASUREMENTS (CONTINUED)

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

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.

*Mutual funds* – valued at the quoted net asset value of shares held by the Plan at year end.

*Common/collective trusts* – valued at the net asset value calculated by the fund manager based on the underlying investments (see note 5).

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while 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 table sets forth, by level, within the fair value hierarchy, the Plan's fair value measurements at December 31, 2011:

|                            | <u>Level 1</u>      | <u>Level 2</u>    | <u>Level 3</u> | <u>Total</u>        |
|----------------------------|---------------------|-------------------|----------------|---------------------|
| Mutual funds:              |                     |                   |                |                     |
| Growth funds               | \$ 1,562,340        | \$ -              | \$ -           | \$ 1,562,340        |
| Fixed income funds         | 547,148             | -                 | -              | 547,148             |
| Value funds                | 728,655             | -                 | -              | 728,655             |
| Government funds           | 330,214             | -                 | -              | 330,214             |
| International funds        | 461,441             | -                 | -              | 461,441             |
| Allocation funds           | 1,149,906           | -                 | -              | 1,149,906           |
| Equity funds               | 492,860             | -                 | -              | 492,860             |
| Blended funds              | 500,614             | -                 | -              | 500,614             |
| Bond funds                 | 190,399             | -                 | -              | 190,399             |
| Total mutual funds         | <u>5,963,577</u>    | <u>-</u>          | <u>-</u>       | <u>5,963,577</u>    |
| Common/collective trusts   | <u>-</u>            | <u>572,637</u>    | <u>-</u>       | <u>572,637</u>      |
| Total assets at fair value | <u>\$ 5,963,577</u> | <u>\$ 572,637</u> | <u>\$ -</u>    | <u>\$ 6,536,214</u> |

## 6. FAIR VALUE MEASUREMENTS (CONTINUED)

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

|                            | <u>Level 1</u>      | <u>Level 2</u>    | <u>Level 3</u> | <u>Total</u>        |
|----------------------------|---------------------|-------------------|----------------|---------------------|
| Mutual funds:              |                     |                   |                |                     |
| Growth funds               | \$ 1,291,797        | \$ -              | \$ -           | \$ 1,291,797        |
| Fixed income funds         | 458,895             | -                 | -              | 458,895             |
| Value funds                | 761,638             | -                 | -              | 761,638             |
| Government funds           | 275,042             | -                 | -              | 275,042             |
| International funds        | 762,564             | -                 | -              | 762,564             |
| Allocation funds           | 1,113,057           | -                 | -              | 1,113,057           |
| Equity funds               | 405,023             | -                 | -              | 405,023             |
| Blended funds              | 385,917             | -                 | -              | 385,917             |
| Bond funds                 | 79,261              | -                 | -              | 79,261              |
| Total mutual funds         | <u>5,533,194</u>    | <u>-</u>          | <u>-</u>       | <u>5,533,194</u>    |
| Common/collective trusts   | <u>-</u>            | <u>859,945</u>    | <u>-</u>       | <u>859,945</u>      |
| Total assets at fair value | <u>\$ 5,533,194</u> | <u>\$ 859,945</u> | <u>\$ -</u>    | <u>\$ 6,393,139</u> |

## 7. RELATED PARTY TRANSACTIONS

Certain plan investments are shares of mutual funds managed by Hartford Retirement Services, LLC. Hartford Retirement Services, LLC is the custodian as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions. Fees paid by the plan for the investment management services are included in net appreciation (depreciation) in fair value of investments.

## 8. 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 will become fully vested in the company contribution portion of their accounts.

## 9. VESTED BENEFITS OF TERMINATED PARTICIPANTS

Vested benefits of terminated participants, but not yet paid, amounted to \$964,361 and \$1,006,726 at December 31, 2011 and 2010, respectively.

\* \* \* \* \*

**LEOMINSTER CREDIT UNION 401(k) PROFIT SHARING PLAN**  
**(PLAN NUMBER 002)**  
**EIN: 04-2348884**

**SCHEDULE H, line 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)**  
**DECEMBER 31, 2011**

| (a) | (b) Identity of Issue, Borrower,<br>Lessor or Similar Party | (c) Description of Investment, Including<br>Maturity Date, Interest Rate,<br>Collateral, Par or Maturity Value | (d) Cost ** | (e) Current<br>Value |
|-----|-------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------|-------------|----------------------|
| *   | Hartford Retirement Services LLC                            | Fixed Fund (Common Collective Trust)                                                                           |             | \$ 573,572           |
| *   | Hartford Retirement Services LLC                            | Dreyfus Small Cap Value Fund                                                                                   |             | 31,623               |
| *   | Hartford Retirement Services LLC                            | Dreyfus International Stock Index Fund                                                                         |             | 21,790               |
| *   | Hartford Retirement Services LLC                            | Alliance Bernstein International Value Fund                                                                    |             | 439,651              |
| *   | Hartford Retirement Services LLC                            | Alliance Bernstein Small-Mid Cap Value Fund                                                                    |             | 539,168              |
| *   | Hartford Retirement Services LLC                            | American Funds Growth Fund                                                                                     |             | 933,078              |
| *   | Hartford Retirement Services LLC                            | American Funds Cap World Growth and Income                                                                     |             | 298,468              |
| *   | Hartford Retirement Services LLC                            | American Funds SMALLCAP World Fund                                                                             |             | 171,780              |
| *   | Hartford Retirement Services LLC                            | Delaware Small Cap Value Fund                                                                                  |             | 63,822               |
| *   | Hartford Retirement Services LLC                            | Eaton Vance Large Cap Value Fund                                                                               |             | 94,042               |
| *   | Hartford Retirement Services LLC                            | Franklin Strategic Income Fund                                                                                 |             | 547,148              |
| *   | Hartford Retirement Services LLC                            | MFS Conservative Allocation Fund                                                                               |             | 231,328              |
| *   | Hartford Retirement Services LLC                            | MFS Government Securities Fund                                                                                 |             | 330,214              |
| *   | Hartford Retirement Services LLC                            | Lord Abbett Small Cap Blend Fund                                                                               |             | 224,239              |
| *   | Hartford Retirement Services LLC                            | MFS Moderate Allocation Fund                                                                                   |             | 925,667              |
| *   | Hartford Retirement Services LLC                            | MFS Growth Allocation Fund                                                                                     |             | 269,286              |
| *   | Hartford Retirement Services LLC                            | MFS Aggressive Growth Allocation Fund                                                                          |             | 390,798              |
| *   | Hartford Retirement Services LLC                            | Franklin Gold and Precious Metals Fund                                                                         |             | 146,919              |
| *   | Hartford Retirement Services LLC                            | BlackRock S&P 500 Index Fund                                                                                   |             | 22,612               |
| *   | Hartford Retirement Services LLC                            | PIMCO Total Return Fund                                                                                        |             | 119,533              |
| *   | Hartford Retirement Services LLC                            | Templeton Global Bond Fund                                                                                     |             | 70,866               |
| *   | Hartford Retirement Services LLC                            | Prudent Jennison Natural Resources Fund                                                                        |             | 91,545               |
|     |                                                             |                                                                                                                |             | <u>\$ 6,537,149</u>  |

\* Party-in-interest.

\*\* Cost information is not required for participant-directed investments and therefore is not included.

***Leominster Credit Union  
401(k) Profit Sharing Plan***

*Financial Statements as of and for the Years  
Ended December 31, 2011 and 2010 and  
Supplemental Schedule and Independent  
Auditors' Report*

# LEOMINSTER CREDIT UNION 401(k) PROFIT SHARING PLAN

## TABLE OF CONTENTS

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|                                                                                        | <b>Page</b> |
|----------------------------------------------------------------------------------------|-------------|
| INDEPENDENT AUDITORS' REPORT                                                           | 1           |
| FINANCIAL STATEMENTS AS OF DECEMBER 31, 2011 AND 2010 AND<br>FOR THE YEARS THEN ENDED: |             |
| Statements of Net Assets Available for Benefits                                        | 2           |
| Statements of Changes in Net Assets Available for Benefits                             | 3           |
| Notes to Financial Statements                                                          | 4-9         |
| SUPPLEMENTAL SCHEDULE AS OF DECEMBER 31, 2011:                                         |             |
| Schedule H, line 4i – Schedule of Assets (Held at End of Year)                         | 10          |

Schedules required under the Employee Retirement Income Security Act of 1974, other than the schedule listed above, are omitted because of the absence of the conditions under which such schedules are required.

**STOWE & DEGON LLC**  
CERTIFIED PUBLIC ACCOUNTANTS AND CONSULTANTS

**INDEPENDENT AUDITORS' REPORT**

Plan Administrator  
Leominster Credit Union  
401(k) Profit Sharing Plan  
Leominster, Massachusetts

We have audited the accompanying statements of net assets available for benefits of Leominster Credit Union 401(k) Profit Sharing Plan (the "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. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

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

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

*Stowe & Degon LLC*

July 11, 2012

## LEOMINSTER CREDIT UNION 401(k) PROFIT SHARING PLAN

### STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS DECEMBER 31, 2011 AND 2010

|                                                                                                | 2011                | 2010                |
|------------------------------------------------------------------------------------------------|---------------------|---------------------|
| ASSETS                                                                                         |                     |                     |
| Investments at fair value:                                                                     |                     |                     |
| Mutual funds                                                                                   | \$ 5,963,577        | \$ 5,533,194        |
| Common/collective trusts                                                                       | <u>572,637</u>      | <u>859,945</u>      |
| Total investments                                                                              | 6,536,214           | 6,393,139           |
| Receivables:                                                                                   |                     |                     |
| Employer contribution                                                                          | <u>-</u>            | <u>9,639</u>        |
| Total assets                                                                                   | <u>6,536,214</u>    | <u>6,402,778</u>    |
| LIABILITIES - Employer contribution overpayment                                                | <u>12</u>           | <u>-</u>            |
| NET ASSETS REFLECTING ALL INVESTMENTS AT FAIR VALUE                                            | <u>6,536,202</u>    | <u>6,402,778</u>    |
| Adjustment from fair value to contract value for fully benefit-responsive investment contracts | <u>935</u>          | <u>20,800</u>       |
| NET ASSETS AVAILABLE FOR BENEFITS                                                              | <u>\$ 6,537,137</u> | <u>\$ 6,423,578</u> |

See notes to financial statements.

# LEOMINSTER CREDIT UNION 401(k) PROFIT SHARING PLAN

## STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS YEARS ENDED DECEMBER 31, 2011 AND 2010

|                                                              | 2011                | 2010                |
|--------------------------------------------------------------|---------------------|---------------------|
| CHANGE IN NET ASSETS ATTRIBUTED TO:                          |                     |                     |
| Investment income (loss):                                    |                     |                     |
| Dividend income                                              | \$ 171,531          | \$ 122,372          |
| Net (depreciation) appreciation in fair value of investments | <u>(490,270)</u>    | <u>507,437</u>      |
| Investment income (loss)                                     | <u>(318,739)</u>    | <u>629,809</u>      |
| Contributions:                                               |                     |                     |
| Participants                                                 | 566,163             | 368,965             |
| Employer                                                     | <u>435,966</u>      | <u>401,124</u>      |
| Total contributions                                          | <u>1,002,129</u>    | <u>770,089</u>      |
| Deductions:                                                  |                     |                     |
| Distributions to participants                                | <u>569,831</u>      | <u>154,210</u>      |
| Net increase                                                 | 113,559             | 1,245,688           |
| NET ASSETS AVAILABLE FOR PLAN BENEFITS:                      |                     |                     |
| Beginning of year                                            | <u>6,423,578</u>    | <u>5,177,890</u>    |
| End of year                                                  | <u>\$ 6,537,137</u> | <u>\$ 6,423,578</u> |

See notes to financial statements.

# LEOMINSTER CREDIT UNION 401(k) PROFIT SHARING PLAN

## NOTES TO FINANCIAL STATEMENTS

YEARS ENDED DECEMBER 31, 2011 and 2010

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### 1. DESCRIPTION OF THE PLAN

The following brief description of the Leominster Credit Union 401(k) Profit Sharing Plan (the "Plan") is provided for general information purposes only. Participants should refer to the plan document for a more complete description of the Plan's provisions.

**General** – Effective January 1, 1997, Leominster Credit Union (the "Company") established the Plan. The Plan is a defined contribution plan for the benefit of the employees of the Company and their beneficiaries, enabling participants to save and invest in accordance with the terms of the Plan. The Plan was established under provisions of Sections 401(a) and 401(k) of the Internal Revenue Code (the "IRC") and is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"). Participants in the Plan can elect to participate in a tax-deferred savings program offered under the Plan whereby contributions are made through salary reductions.

**Eligibility** – All employees are eligible to join the Plan on January 1st, April 1st, July 1st or October 1st following their date of employment and the attainment of age 21 for employee elective and safe harbor contributions and following the completion of one year of service and the attainment of age 21 for employer match and profit sharing contributions.

**Contributions** – The Plan provides for elective employee contributions, employer-matching contributions and safe harbor contributions. Each year, participants may contribute 75% of pretax or after-tax 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 contribution. Participants may also contribute amounts representing distributions from other qualified plans. Participants direct the investment of their and Company contributions into various investment options offered by the Plan. The Company will match 100% of up to 5% of participant compensation deferred into the plan. In addition, the Company will make a 3% profit sharing contribution to qualify as a Safe Harbor Plan. Contributions are subject to certain limitations.

**Participants' Accounts** – Each participant's account is credited with the participant's contribution and allocations of (a) the Company's contribution and (b) plan earnings, and charged with an allocation of administrative expenses. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

**Vesting** – Participants are immediately vested in their voluntary contributions and the Company safe harbor contributions made during the plan year. All Company match contributions are subject to the following vesting schedule:

| <u>Years of Service</u> | <u>Percent Vested</u> |
|-------------------------|-----------------------|
| 1                       | 10%                   |
| 2                       | 20%                   |
| 3                       | 40%                   |
| 4                       | 60%                   |
| 5                       | 80%                   |
| 6                       | 100%                  |

## 1. DESCRIPTION OF THE PLAN (CONTINUED)

**Notes Receivable from Participants** – Participant loans are not permitted.

**Forfeitures** – Forfeitures occurring during the Plan year are used to reduce the Company's contribution for that Plan year. At December 31, 2011 and 2010, there were no forfeited non-vested accounts. Forfeitures used in 2011 and 2010 to reduce employer contributions amounted to \$6,756 and \$11,095, respectively.

**Distributions** – Upon termination of employment, a participant is entitled to a distribution following the close of the quarter in which the employee terminated employment.

**Hardship Distributions** – Participants are entitled to receive a hardship distribution for payment of medical, funeral and post secondary tuition costs, purchase of a primary residence, certain expenses related to the rehabilitation of a principal residence, and costs to prevent eviction from or foreclosure of a principal residence.

**Administrator** – The Company is the administrator of the Plan and is responsible for the overall management of the Plan.

## 2. SIGNIFICANT ACCOUNTING POLICIES

**Basis of Accounting** – The financial statements of the Plan are prepared on the accrual basis of accounting.

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.

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

**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 6 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 (depreciation) includes the plan's gains and losses on investments bought and sold as well as held during the year.

**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.

## 2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

**Distributions** – Distributions to participants are recorded when paid.

**Plan Expenses** – The Company may elect to pay certain expenses of the plan. Expenses not paid by the Company are expensed as incurred. Plan expenses incurred in 2011 and 2010 were paid by the Company.

**Subsequent Events** – The plan has evaluated subsequent events through July 11, 2012, the date the financial statements were available to be issued.

## 3. TAX STATUS OF THE PLAN

On March 31, 2008, the Internal Revenue Service (IRS) stated that the prototype adopted by the Plan, as then designed, qualifies under the Internal Revenue Code (IRC) Section 401(a). The Plan has not received a determination specific to the Plan itself; however, the plan administrator and the plan's tax counsel believe that the Plan was designed and was being operated in compliance with the appropriate requirements of the IRC.

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the Internal Revenue Service. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan administrator believes it is no longer subject to income tax examinations for years prior to 2008.

## 4. INVESTMENTS

Individual investments of the Plan that represent 5% or more of plan net assets at December 31, 2011 and 2010 were as follows:

|                                             | 2011       | 2010       |
|---------------------------------------------|------------|------------|
| MFS Moderate Allocation Fund                | \$ 925,667 | \$ 964,612 |
| American Funds Growth Fund                  | 933,078    | 884,937    |
| Fixed Fund (Common/Collective Trust)        | 572,637    | 859,945    |
| Alliance Bernstein International Value Fund | 439,651    | 762,564    |
| Alliance Bernstein Small-Mid Cap Value Fund | 539,168    | 641,513    |
| Franklin Strategic Income Fund              | 547,148    | 458,895    |
| MFS Government Securities Fund              | 330,214    | *          |
| MFS Aggressive Growth Allocation            | 390,798    | *          |

\* Represents less than 5% of net assets available for benefit at December 31, 2010.

## 5. COMMON/COLLECTIVE TRUSTS

SEI Trust Company established a trust on November 16, 1995, known as the MFS Fixed Fund (the “Trust”). SEI Trust Company is the Trustee of the Trust. Effective January 1, 2008, the Trust’s name changed to the Fixed Fund. The trustee has retained the services of Dwight Asset Management Company and MFS Institutional Advisors, Inc. to assist in the management of the Trust. The Trustee has also retained the services of Hartford Financial Services or one of its subsidiaries to act as marketing agent for the Trust.

Participants of the Plan may elect to invest in the Fixed Fund for Employee Benefit Plans, a common trust fund which includes fully benefit responsive investment contract in its investment holdings. The contract is included in the statements of net assets available for benefits 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 adjustment from fair value to contract value for the investment contract is based on the contract value as reported to the Plan by SEI Trust Company. Contract value represents contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value. The Statement of Changes in Net Assets Available for Benefits is prepared on a contract value basis.

The fair value of the investment contract at December 31, 2011 and 2010 was \$572,637 and \$859,945, respectively. The average yield and the average crediting interest rate were 1.7% and 1.2%, respectively for 2011. The average yield and the average crediting interest rate were 2.3% and 1.5%, respectively for 2010. The crediting interest rate is based on a formula agreed upon with the issuer.

Certain events, such as the premature termination of the contract by the Plan or the termination of the Plan, would limit the Plan’s ability to transact at contract value with SEI Trust Company. The plan administrator believes the occurrence of such events that would also limit the Plan’s ability to transact at contract value with Plan participants is not probable.

## 6. FAIR VALUE MEASUREMENTS

Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) 820, *Fair Value Measurements and Disclosures*, provides the framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs 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 under FASB ASC 820 are described below:

- Level 1: Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.
- Level 2: Inputs to the valuation methodology include quoted prices for similar assets and liabilities in active markets, quoted prices for identical or similar assets and liabilities in inactive markets, inputs other than quoted prices that are observable for the asset or liability, and 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.

## 6. FAIR VALUE MEASUREMENTS (CONTINUED)

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

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.

*Mutual funds* – valued at the quoted net asset value of shares held by the Plan at year end.

*Common/collective trusts* – valued at the net asset value calculated by the fund manager based on the underlying investments (see note 5).

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while 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 table sets forth, by level, within the fair value hierarchy, the Plan's fair value measurements at December 31, 2011:

|                            | <u>Level 1</u>      | <u>Level 2</u>    | <u>Level 3</u> | <u>Total</u>        |
|----------------------------|---------------------|-------------------|----------------|---------------------|
| Mutual funds:              |                     |                   |                |                     |
| Growth funds               | \$ 1,562,340        | \$ -              | \$ -           | \$ 1,562,340        |
| Fixed income funds         | 547,148             | -                 | -              | 547,148             |
| Value funds                | 728,655             | -                 | -              | 728,655             |
| Government funds           | 330,214             | -                 | -              | 330,214             |
| International funds        | 461,441             | -                 | -              | 461,441             |
| Allocation funds           | 1,149,906           | -                 | -              | 1,149,906           |
| Equity funds               | 492,860             | -                 | -              | 492,860             |
| Blended funds              | 500,614             | -                 | -              | 500,614             |
| Bond funds                 | 190,399             | -                 | -              | 190,399             |
| Total mutual funds         | <u>5,963,577</u>    | <u>-</u>          | <u>-</u>       | <u>5,963,577</u>    |
| Common/collective trusts   | <u>-</u>            | <u>572,637</u>    | <u>-</u>       | <u>572,637</u>      |
| Total assets at fair value | <u>\$ 5,963,577</u> | <u>\$ 572,637</u> | <u>\$ -</u>    | <u>\$ 6,536,214</u> |

## 6. FAIR VALUE MEASUREMENTS (CONTINUED)

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

|                            | <u>Level 1</u>      | <u>Level 2</u>    | <u>Level 3</u> | <u>Total</u>        |
|----------------------------|---------------------|-------------------|----------------|---------------------|
| Mutual funds:              |                     |                   |                |                     |
| Growth funds               | \$ 1,291,797        | \$ -              | \$ -           | \$ 1,291,797        |
| Fixed income funds         | 458,895             | -                 | -              | 458,895             |
| Value funds                | 761,638             | -                 | -              | 761,638             |
| Government funds           | 275,042             | -                 | -              | 275,042             |
| International funds        | 762,564             | -                 | -              | 762,564             |
| Allocation funds           | 1,113,057           | -                 | -              | 1,113,057           |
| Equity funds               | 405,023             | -                 | -              | 405,023             |
| Blended funds              | 385,917             | -                 | -              | 385,917             |
| Bond funds                 | 79,261              | -                 | -              | 79,261              |
| Total mutual funds         | <u>5,533,194</u>    | <u>-</u>          | <u>-</u>       | <u>5,533,194</u>    |
| Common/collective trusts   | <u>-</u>            | <u>859,945</u>    | <u>-</u>       | <u>859,945</u>      |
| Total assets at fair value | <u>\$ 5,533,194</u> | <u>\$ 859,945</u> | <u>\$ -</u>    | <u>\$ 6,393,139</u> |

## 7. RELATED PARTY TRANSACTIONS

Certain plan investments are shares of mutual funds managed by Hartford Retirement Services, LLC. Hartford Retirement Services, LLC is the custodian as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions. Fees paid by the plan for the investment management services are included in net appreciation (depreciation) in fair value of investments.

## 8. 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 will become fully vested in the company contribution portion of their accounts.

## 9. VESTED BENEFITS OF TERMINATED PARTICIPANTS

Vested benefits of terminated participants, but not yet paid, amounted to \$964,361 and \$1,006,726 at December 31, 2011 and 2010, respectively.

\* \* \* \* \*

**LEOMINSTER CREDIT UNION 401(k) PROFIT SHARING PLAN**  
**(PLAN NUMBER 002)**  
**EIN: 04-2348884**

**SCHEDULE H, line 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)**  
**DECEMBER 31, 2011**

| (a) | (b) Identity of Issue, Borrower,<br>Lessor or Similar Party | (c) Description of Investment, Including<br>Maturity Date, Interest Rate,<br>Collateral, Par or Maturity Value | (d) Cost ** | (e) Current<br>Value |
|-----|-------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------|-------------|----------------------|
| *   | Hartford Retirement Services LLC                            | Fixed Fund (Common Collective Trust)                                                                           |             | \$ 573,572           |
| *   | Hartford Retirement Services LLC                            | Dreyfus Small Cap Value Fund                                                                                   |             | 31,623               |
| *   | Hartford Retirement Services LLC                            | Dreyfus International Stock Index Fund                                                                         |             | 21,790               |
| *   | Hartford Retirement Services LLC                            | Alliance Bernstein International Value Fund                                                                    |             | 439,651              |
| *   | Hartford Retirement Services LLC                            | Alliance Bernstein Small-Mid Cap Value Fund                                                                    |             | 539,168              |
| *   | Hartford Retirement Services LLC                            | American Funds Growth Fund                                                                                     |             | 933,078              |
| *   | Hartford Retirement Services LLC                            | American Funds Cap World Growth and Income                                                                     |             | 298,468              |
| *   | Hartford Retirement Services LLC                            | American Funds SMALLCAP World Fund                                                                             |             | 171,780              |
| *   | Hartford Retirement Services LLC                            | Delaware Small Cap Value Fund                                                                                  |             | 63,822               |
| *   | Hartford Retirement Services LLC                            | Eaton Vance Large Cap Value Fund                                                                               |             | 94,042               |
| *   | Hartford Retirement Services LLC                            | Franklin Strategic Income Fund                                                                                 |             | 547,148              |
| *   | Hartford Retirement Services LLC                            | MFS Conservative Allocation Fund                                                                               |             | 231,328              |
| *   | Hartford Retirement Services LLC                            | MFS Government Securities Fund                                                                                 |             | 330,214              |
| *   | Hartford Retirement Services LLC                            | Lord Abbett Small Cap Blend Fund                                                                               |             | 224,239              |
| *   | Hartford Retirement Services LLC                            | MFS Moderate Allocation Fund                                                                                   |             | 925,667              |
| *   | Hartford Retirement Services LLC                            | MFS Growth Allocation Fund                                                                                     |             | 269,286              |
| *   | Hartford Retirement Services LLC                            | MFS Aggressive Growth Allocation Fund                                                                          |             | 390,798              |
| *   | Hartford Retirement Services LLC                            | Franklin Gold and Precious Metals Fund                                                                         |             | 146,919              |
| *   | Hartford Retirement Services LLC                            | BlackRock S&P 500 Index Fund                                                                                   |             | 22,612               |
| *   | Hartford Retirement Services LLC                            | PIMCO Total Return Fund                                                                                        |             | 119,533              |
| *   | Hartford Retirement Services LLC                            | Templeton Global Bond Fund                                                                                     |             | 70,866               |
| *   | Hartford Retirement Services LLC                            | Prudent Jennison Natural Resources Fund                                                                        |             | 91,545               |
|     |                                                             |                                                                                                                |             | <u>\$ 6,537,149</u>  |

\* Party-in-interest.

\*\* Cost information is not required for participant-directed investments and therefore is not included.

**Form 5500**Department of the Treasury  
Internal Revenue ServiceDepartment 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), 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 1/1/2011 and ending 12/31/2011

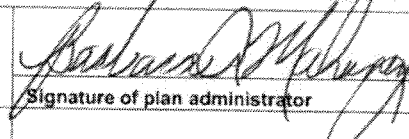
- A** This return/report is for: ☐ a multiemployer plan; ☐ a multiple-employer plan; or  
☒ a single-employer plan; ☐ a DFE (specify) \_\_\_\_\_
- B** This return/report is: ☐ the first return/report; ☐ the final return/report;  
☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
- C** If the plan is a collectively-bargained plan, check here: ☐
- D** Check box if filing under: ☐ Form 5558; ☐ automatic extension; ☐ the DFVC program;  
☐ special extension (enter description) \_\_\_\_\_

**Part II Basic Plan Information—enter all requested information**

|                                                                                                                                                                                                                |                                                             |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------|
| <b>1a</b> Name of plan<br>Leominster Credit Union 401k Profit Sharing Plan                                                                                                                                     | <b>1b</b> Three-digit plan number (PN) ▶ 002                |
| <b>2a</b> Plan sponsor's name and address (employer, if for a single-employer plan)<br>(Address should include room or suite no.)<br>Leominster Credit Union<br><br>20 Adams Street<br><br>Leominster MA 01453 | <b>1c</b> Effective date of plan<br>1/1/1997                |
|                                                                                                                                                                                                                | <b>2b</b> Employer Identification Number (EIN)<br>042348884 |
|                                                                                                                                                                                                                | <b>2c</b> Sponsor's telephone number<br>9785378021          |
|                                                                                                                                                                                                                | <b>2d</b> Business code (see instructions)<br>522130        |

**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.

|                  |                                                                                     |         |                                                              |
|------------------|-------------------------------------------------------------------------------------|---------|--------------------------------------------------------------|
| <b>SIGN HERE</b> |  | 7.26.12 | Barbara A. Mahoney                                           |
|                  | Signature of plan administrator                                                     | Date    | Enter name of individual signing as plan administrator       |
| <b>SIGN HERE</b> |                                                                                     |         |                                                              |
|                  | Signature of employer/plan sponsor                                                  | Date    | Enter name of individual signing as employer or plan sponsor |
| <b>SIGN HERE</b> |                                                                                     |         |                                                              |
|                  | Signature of DFE                                                                    | Date    | Enter name of individual signing as DFE                      |

|                                                                                                                                                                      |                                                                                     |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------|
| <b>3a</b> Plan administrator's name and address (if same as plan sponsor, enter "Same")<br>Leominster Credit Union<br><br>20 Adams Street<br><br>Leominster MA 01453 | <b>3b</b> Administrator's EIN<br>042348884                                          |
|                                                                                                                                                                      | <b>3c</b> Administrator's telephone number<br>9785378021                            |
|                                                                                                                                                                      |  |

|                                                                                                                                                                                                                       |               |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------|
| <b>4</b> 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:<br><br><b>a</b> Sponsor's name | <b>4b</b> EIN |
|                                                                                                                                                                                                                       | <b>4c</b> PN  |
| <b>5</b> Total number of participants at the beginning of the plan year                                                                                                                                               | <b>5</b> 156  |
| <b>6</b> Number of participants as of the end of the plan year (welfare plans complete only lines <b>6a</b> , <b>6b</b> , <b>6c</b> , and <b>6d</b> ).                                                                |               |
| <b>a</b> Active participants.....                                                                                                                                                                                     | <b>6a</b> 131 |
| <b>b</b> Retired or separated participants receiving benefits.....                                                                                                                                                    | <b>6b</b> 0   |
| <b>c</b> Other retired or separated participants entitled to future benefits.....                                                                                                                                     | <b>6c</b> 22  |
| <b>d</b> Subtotal. Add lines <b>6a</b> , <b>6b</b> , and <b>6c</b> .....                                                                                                                                              | <b>6d</b> 153 |
| <b>e</b> Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....                                                                                                             | <b>6e</b> 0   |
| <b>f</b> Total. Add lines <b>6d</b> and <b>6e</b> .....                                                                                                                                                               | <b>6f</b> 153 |
| <b>g</b> Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....                                                                        | <b>6g</b> 153 |
| <b>h</b> Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....                                                                            | <b>6h</b> 10  |
| <b>7</b> Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item) .....                                                                                  | <b>7</b>      |

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

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

|                                                                                                                                                                                                                                                                                               |                                                                                                                                                                                                                                                                                               |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>9a</b> Plan funding arrangement (check all that apply)<br>(1) <input type="checkbox"/> Insurance<br>(2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts<br>(3) <input checked="" type="checkbox"/> Trust<br>(4) <input type="checkbox"/> General assets of the sponsor | <b>9b</b> Plan benefit arrangement (check all that apply)<br>(1) <input type="checkbox"/> Insurance<br>(2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts<br>(3) <input checked="" type="checkbox"/> Trust<br>(4) <input type="checkbox"/> General assets of the sponsor |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

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

**a Pension Schedules**

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

**b General Schedules**

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