

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

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

Part II	Basic Plan Information —enter all requested information
1a Name of plan <u>PROFILL HOLDINGS, LLC RETIREMENT PLAN</u>	1b Three-digit plan number (PN) ► <u>001</u> 1c Effective date of plan <u>05/22/2000</u>
2a Plan sponsor's name and address, including room or suite number (Employer, if for single-employer plan) <u>PROFILL HOLDINGS, LLC</u> <u>12080 MOSTELLAR CINCINNATI, OH 45241</u>	2b Employer Identification Number (EIN) <u>61-1413396</u> 2c Sponsor's telephone number <u>513-742-4000</u> 2d Business code (see instructions) <u>424300</u>

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

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

SIGN HERE	<u>Filed with authorized/valid electronic signature.</u>	<u>10/05/2012</u>	<u>HEATHER SCHWAB</u>
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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

Form 5500 (2011)
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3a Plan administrator's name and address (if same as plan sponsor, enter "Same") PROFILL HOLDINGS, LLC 12080 MOSTELLAR CINCINNATI, OH 45241	3b Administrator's EIN 61-1413396 3c Administrator's telephone number 513-742-4000
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4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name	4b EIN 4c PN
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5 Total number of participants at the beginning of the plan year	5	321
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6 Number of participants as of the end of the plan year (welfare plans complete only lines 6a , 6b , 6c , and 6d).		
a Active participants.....	6a	267
b Retired or separated participants receiving benefits.....	6b	0
c Other retired or separated participants entitled to future benefits.....	6c	102
d Subtotal. Add lines 6a , 6b , and 6c	6d	369
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	1
f Total. Add lines 6d and 6e	6f	370
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	276
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	20

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

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

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

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

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

a Pension Schedules

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

b General Schedules

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

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

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

A Name of plan PROFILL HOLDINGS, LLC RETIREMENT PLAN	B Three-digit plan number (PN) ▶ 001
C Plan sponsor's name as shown on line 2a of Form 5500 PROFILL HOLDINGS, LLC	D Employer Identification Number (EIN) 61-1413396

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
FID.INV.INST.OPS.CO.

04-2647786

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

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

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

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04-2647786

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
64 65 37 60	RECORDKEEPER	3675	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

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

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

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
ROYCE OPPORTUNITY S - BOSTON FINANC P.O. BOX 8480 BOSTON, MA 02266	0.45%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE H (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2011 This Form is Open to Public Inspection
For calendar plan year 2011 or fiscal plan year beginning <u>01/01/2011</u> and ending <u>12/31/2011</u>		
A Name of plan <u>PROFILL HOLDINGS, LLC RETIREMENT PLAN</u>	B Three-digit plan number (PN) ►	<u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>PROFILL HOLDINGS, LLC</u>	D Employer Identification Number (EIN) <u>61-1413396</u>	

Part I	Asset and Liability Statement		(a) Beginning of Year	(b) End of Year
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	Total noninterest-bearing cash	1a		
b	Receivables (less allowance for doubtful accounts):			
	(1) Employer contributions	1b(1)	2423	207739
	(2) Participant contributions	1b(2)		
	(3) Other	1b(3)		
c	General investments:			
	(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	178110	200157
	(2) U.S. Government securities	1c(2)		
	(3) Corporate debt instruments (other than employer securities):			
	(A) Preferred	1c(3)(A)		
	(B) All other	1c(3)(B)		
	(4) Corporate stocks (other than employer securities):			
	(A) Preferred	1c(4)(A)		
	(B) Common	1c(4)(B)		
	(5) Partnership/joint venture interests	1c(5)		
	(6) Real estate (other than employer real property)	1c(6)		
	(7) Loans (other than to participants)	1c(7)		
	(8) Participant loans	1c(8)	147696	173405
	(9) Value of interest in common/collective trusts	1c(9)		
	(10) Value of interest in pooled separate accounts	1c(10)		
	(11) Value of interest in master trust investment accounts	1c(11)		
	(12) Value of interest in 103-12 investment entities	1c(12)		
	(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	3178100	3359634
	(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
	(15) Other	1c(15)		

1d Employer-related investments:		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	3506329	3940935

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j	4770	8902
k Total liabilities (add all amounts in lines 1g through 1j)	1k	4770	8902

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	3501559	3932033
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Part II Income and Expense Statement

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

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	208071	
(B) Participants	2a(1)(B)	422396	
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		630467
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	18	
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	10120	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		10138
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	88143	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		88143
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate.....	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		-210208
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		518540

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	74228	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		74228
f Corrective distributions (see instructions)	2f		8902
g Certain deemed distributions of participant loans (see instructions).....	2g		1261
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	3675	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		3675
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		88066

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		430474
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: **BALESTRA, HARR & SCHERER** (2) EIN: **31-1413363**

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

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

Part IV Compliance Questions

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

During the plan year:

	Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....		X	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.).....		X	
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.).....		X	
e Was this plan covered by a fidelity bond?.....	X		400000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.).....		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.		X	

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

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

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

5b(1) Name of plan(s)

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

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2011 This Form is Open to Public Inspection.
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For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

A Name of plan <u>PROFILL HOLDINGS, LLC RETIREMENT PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>PROFILL HOLDINGS, LLC</u>	D Employer Identification Number (EIN) <u>61-1413396</u>

Part I	Distributions
---------------	----------------------

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>04-6568107</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	

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

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?.....	☐ Yes	☐ No	☐ N/A
If the plan is a defined benefit plan, go to line 8.			
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____	If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.		
6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived)	6a		
b Enter the amount contributed by the employer to the plan for this plan year	6b		
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount).....	6c		
If you completed line 6c, skip lines 8 and 9.			
7 Will the minimum funding amount reported on line 6c be met by the funding deadline?	☐ Yes	☐ No	☐ N/A
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?.....	☐ Yes	☐ No	☐ N/A

Part III	Amendments
-----------------	-------------------

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

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

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?.....	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.).....	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

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

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

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

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

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

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

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

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

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

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

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

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

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

**PROFILL HOLDINGS, LLC
RETIREMENT PLAN**

**FINANCIAL STATEMENTS
AND SUPPLEMENTAL SCHEDULE**

**DECEMBER 31, 2011 AND 2010 AND FOR THE
YEARS ENDED DECEMBER 31, 2011 AND 2010
with**

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Schedule H, line 4i - Schedule of Assets (Held at
End of Year) - December 31, 2011

SCHEDULE

1



Balestra, Harr & Scherer, CPAs, Inc.

To the Plan Administrator
Profill Holdings, LLC Retirement Plan

Independent Auditors' Report

We were engaged to audit the accompanying statement of net assets available for benefits of the Profill Holdings, LLC Retirement Plan (the "Plan") as of December 31, 2011 and 2010, and the related statement of changes in net assets available for benefits for the years then ended, and the supplemental schedule of Schedule H, line 4i - Schedule of Assets (Held at End of Year) as of December 31, 2011. These financial statements and supplemental schedule are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the United States Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the investment information summarized in Note 3, which was certified or provided by Fidelity Management Trust Company, the trustee of the Plan, except for comparing this information with the related information included in the financial statements and supplemental schedule. We have been informed by the Plan Administrator that the trustee holds the Plan's assets and executes transactions. The Plan Administrator has obtained certifications from the trustee regarding the completeness and accuracy of the information summarized in Note 3 that was provided to the Plan Administrator by the trustee as of and for the years ended December 31, 2011 and 2010.

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

October 4, 2012
Circleville, Ohio

Balestra, Harr & Scherer, CPAs

**PO Box 875 • 129 Pinckney Street • Circleville, OH 43113 • (740) 474-5210 • FAX (740) 474-7319
6300 B Proprietors Road • Worthington, OH 43085 • (614) 430-0590 • FAX (614) 448-4519**

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PROFILL HOLDINGS, LLC RETIREMENT PLAN

STATEMENT OF NET ASSETS AVAILABLE FOR BENEFITS

December 31, 2011 and 2010

ASSETS:		
INVESTMENTS , at fair value (see Note 3)	\$ 3,559,791	\$ 3,356,210
RECEIVABLES:		
Employer contributions	207,739	2,423
Notes receivable from participants	<u>173,405</u>	<u>147,696</u>
Total receivables	<u>381,144</u>	<u>150,119</u>
Total assets	3,940,935	3,506,329
LIABILITIES:		
Excess contributions payable (see Note 9)	<u>8,902</u>	<u>4,770</u>
Total liabilities	<u>8,902</u>	<u>4,770</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u><u>\$ 3,932,033</u></u>	<u><u>\$ 3,501,559</u></u>

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

PROFILL HOLDINGS, LLC RETIREMENT PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

For the Years Ended December 31, 2011 and 2010

ADDITIONS:

ADDITIONS TO NET ASSETS ATTRIBUTED TO:

Investment income:

Interest on cash investments	\$ 18	\$ 568
Dividends	88,143	54,362
Net appreciation in fair value of investments (see Note 3)	-	358,370
	<u>88,161</u>	<u>413,300</u>

Contributions:

Participant	422,396	386,670
Employer	208,071	196,910
Rollovers	-	44,132
	<u>630,467</u>	<u>627,712</u>

Interest income on notes receivable from participants

10,120	9,290
<u>10,120</u>	<u>9,290</u>

Total additions	728,748	1,050,302
-----------------	---------	-----------

DEDUCTIONS:

DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO:

Investment loss:

Net depreciation in fair value of investments (see Note 3)	210,208	-
Benefits paid to participants	74,228	145,499
Deemed distributions of loans	1,261	5,748
Corrective distributions	8,902	4,770
Administrative expenses	3,675	3,711
	<u>298,274</u>	<u>159,728</u>

Total deductions	298,274	159,728
	<u>298,274</u>	<u>159,728</u>

Net increase	430,474	890,574
--------------	---------	---------

NET ASSETS AVAILABLE FOR BENEFITS:

Beginning of year	<u>3,501,559</u>	<u>2,610,985</u>
End of year	<u>\$ 3,932,033</u>	<u>\$ 3,501,559</u>

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

PROFILL HOLDINGS, LLC RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS

December 31, 2011 and 2010

1. **DESCRIPTION OF PLAN**

The following description of the Profill Holdings, LLC (the Company) Retirement Plan (the Plan) provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General - The Plan is a defined contribution plan covering substantially all non-union employees of Profill Holdings, LLC and its wholly-owned subsidiaries (collectively, the Employer), who have completed three months of service and are at least 21 years of age. The Plan is subject to the provisions of the Employee Retirement Income Security Act (ERISA). Employees are automatically enrolled upon eligibility, and escalating default contribution rates and investment choices are applicable until changed or suspended by the employee.

The Plan Administrator controls and manages the operation and administration of the Plan. The Plan Administrator has all powers necessary to carry out the provisions of the Plan and to satisfy the requirements of any applicable law. Fidelity Management Trust Company (Fidelity) is the trustee. Fidelity Investment Institutional Operations Company (FIOIC) is the recordkeeper.

Contributions - Participants may elect to contribute a specific percentage or dollar amount of compensation, as defined in the Plan agreement, up to the total annual deferral limit set by law. Participants may also contribute amounts representing distributions from other qualified plans. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions, subject to certain limitations under the Internal Revenue Code (IRC).

The employer may make matching contributions equal to a percentage of each participant's elective contributions. The matching percentage (which may be zero) will be announced each Plan year by the employer. The matching percentages for 2011 and 2010 are presented below:

<u>Employee Contribution</u>	<u>Employer Match</u>
< 3%	75%
Between 3% and 5%	50%
> 5%	0%

Participant Accounts - Participant accounts are valued on a daily basis based on quoted market prices. Each participant's account is credited with the participant's contributions, the Company's matching contributions and allocations of net investment earnings. 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 vested immediately in their contributions, including rollovers, plus actual earnings thereon. Vesting in the employer matching contributions portion of their accounts, plus actual

PROFILL HOLDINGS, LLC RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS

December 31, 2011 and 2010

1. **DESCRIPTION OF PLAN** (Continued)

earnings thereon, occurs on a graduated basis with 100% vesting after four years of credited service as defined in the Plan. Earlier vesting may occur upon death or disability.

Investment Options - Upon enrollment in the Plan, participants may direct contributions among twenty-five investment choices offered by the Plan. Participants may change their investment options on any business day. There are no non-participant directed investments in the Plan. All investments are allocated based upon the participants' elections.

Notes Receivable From Participants - Participants may borrow from their fund accounts up to a maximum of \$50,000 or 50 percent of the vested account balance, whichever is less. Loan terms for repayment range up to five years, or up to ten years for the purchase of a principal residence. Loans to participants are secured by the balance in the participant's account and bear interest at a reasonable rate, as determined by the Plan Administrator based on prevailing interest rates for similar loans.

Payment of Benefits - The Plan provides for benefit payments as a single lump-sum payment for all participants. A participant's beneficiary will receive the distribution of the participant's account in the event of a participant's death. In-service distributions may be made when a participant attains normal retirement age.

Forfeited Accounts - Upon termination of employment, participants forfeit their non-vested balances. At December 31, 2011 and 2010, forfeited non-vested accounts totaled \$18,609 and \$14,569, respectively. These forfeited funds may be used to pay administrative expenses or reduce future employer matching contributions.

2. **SUMMARY OF ACCOUNTING POLICIES**

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

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

Investment Valuation - 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 10 for discussion of fair value measurements.

Purchases or 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.

PROFILL HOLDINGS, LLC RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS

December 31, 2011 and 2010

2. **SUMMARY OF ACCOUNTING POLICIES** (Continued)

Notes Receivable from Participants - Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent notes receivable from participants are reclassified as distributions based upon the terms of the Plan document.

Payment of Benefits - Benefits are recorded when paid.

Subsequent Events - Subsequent events have been evaluated through October 4, 2012, the date the financial statements were available to be issued.

3. **INFORMATION CERTIFIED BY THE PLAN'S TRUSTEE (UNAUDITED)**

The following is a summary of the unaudited information regarding the Plan as of December 31, 2011 and 2010, and for the years then ended, included in the Plan's financial statements and supplemental schedule that were prepared by the Plan's trustee, Fidelity. This information has been furnished to the Plan Administrator by the Plan trustee. The Plan Administrator has obtained certifications from the Plan trustee that such information is complete and accurate.

Assets certified by Fidelity are presented in the following table. Investments that represent 5 percent or more of the Plan's net assets are separately identified.

	December 31	
	<u>2011</u>	<u>2010</u>
Fidelity Contrafund, 9,762 and 9,331 shares, respectively	\$ 658,545	\$ 631,983
Fidelity International Discovery Fund, 5,957 shares	*	196,810
Fidelity Mid-Cap Stock Fund, 9,250 and 8,836 shares, respectively	246,595	254,924
Fidelity Retirement Money Market, 200,157 and 178,110 shares, respectively	200,157	178,110
Fidelity Freedom 2020 Fund, 13,751 shares	*	189,623
Fidelity Freedom 2025 Fund, 22,506 and 20,746 shares, respectively	243,288	238,994
Fidelity Freedom 2030 Fund, 18,739 and 16,195 shares, respectively	240,605	223,003
Fidelity Freedom 2035 Fund, 20,925 and 17,004 shares, respectively	220,758	195,041
Fidelity Freedom 2040 Fund, 29,077 and 22,854 shares, respectively	214,004	183,061
All other investment options	<u>1,535,839</u>	<u>1,064,661</u>
	<u>\$3,559,791</u>	<u>\$3,356,210</u>
* Investment did not represent 5 percent of net assets.		
Notes receivable from participants	<u>\$ 173,405</u>	<u>\$ 147,696</u>

PROFILL HOLDINGS, LLC RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS

December 31, 2011 and 2010

3. **INFORMATION CERTIFIED BY THE PLAN'S TRUSTEE (UNAUDITED)** (Continued)

	For the Years Ended December 31,	
	<u>2011</u>	<u>2010</u>
Net appreciation (depreciation) in fair value of mutual funds	(\$210,208)	\$358,370
Interest on cash investments	\$ 18	\$ 568
Dividends	\$ 88,143	\$ 54,362
Interest income on notes receivable from participants	\$ 10,120	\$ 9,290

4. **PARTY-IN-INTEREST TRANSACTIONS**

Certain Plan investments are shares of mutual funds managed by Fidelity, the servicing agent, or an affiliate of the servicing agent. Therefore, these transactions qualify as party-in-interest. Fees and commissions paid by the Plan to Fidelity for investment management and recordkeeping services amounted to \$3,675 and \$3,711 for the years ended December 31, 2011 and 2010, respectively.

5. **PLAN TERMINATION**

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants would become 100 percent vested in the employer contributions.

6. **TAX STATUS**

Effective August 18, 2009, the Plan adopted a standardized form of a prototype plan sponsored by FMR Corporation. The Internal Revenue Service has determined and informed FMR Corporation by a letter dated March 31, 2008, that the prototype plan and related trust adopted by the Company are designed in accordance with applicable sections of the Internal Revenue Code (IRC). The Plan has been amended since receiving the opinion letter. However, the Plan Administrator believes the Plan is designed and is being operated in compliance with the applicable provisions of the IRC. Therefore, no provision for income taxes has been included in the Plan's financial statements.

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 Department of Labor. The Plan is subject to routine audit by taxing

PROFILL HOLDINGS, LLC RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS

December 31, 2011 and 2010

6. **TAX STATUS** (Continued)

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.

7. **ADMINISTRATION OF PLAN ASSETS**

Certain administrative functions are performed by officers or employees of the Company. No such officer or employee receives compensation from the Plan. Fees and expenses incurred in the administration of the Plan, to the extent not paid by the Company, are charged to and paid from the Plan's assets.

8. **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.

9. **EXCESS CONTRIBUTIONS PAYABLE**

Refundable contributions of \$8,902 and \$4,770 at December 31, 2011 and 2010, respectively, have been accrued to certain active participants to return excess deferral contributions and earnings as required to satisfy the relevant nondiscrimination provisions of the Plan.

10. **FAIR VALUE MEASUREMENTS**

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

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

Level 2 - Inputs to the valuation methodology include:

PROFILL HOLDINGS, LLC RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS

December 31, 2011 and 2010

10. **FAIR VALUE MEASUREMENTS** (Continued)

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

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

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

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

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

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

The preceding method described may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair value. Furthermore, although the Plan believes its valuation method is 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 assets at fair value as of December 31, 2011 and 2010:

	Assets at Fair Value at December 31, 2011			
	Level 1	Level 2	Level 3	Total
Mutual funds:				
Money market fund	\$ 200,157	\$ -	\$ -	\$ 200,157
Domestic value	125,782	-	-	125,782
Domestic blend	424,307	-	-	424,307
Domestic growth	951,865	-	-	951,865
Bond	161,098	-	-	161,098
International	169,295	-	-	169,295
Lifestyle	<u>1,527,287</u>	<u>-</u>	<u>-</u>	<u>1,527,287</u>
	<u>\$3,559,791</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$3,559,791</u>

PROFILL HOLDINGS, LLC RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS

December 31, 2011 and 2010

10. **FAIR VALUE MEASUREMENTS** (Continued)

	Assets at Fair Value at December 31, 2010			
	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual funds:				
Money market fund	\$ 178,110	\$ -	\$ -	\$ 178,110
Domestic value	217,961	-	-	217,961
Domestic blend	440,100	-	-	440,100
Domestic growth	900,684	-	-	900,684
Bond	151,678	-	-	151,678
International	196,810	-	-	196,810
Lifestyle	<u>1,270,867</u>	<u>-</u>	<u>-</u>	<u>1,270,867</u>
	<u>\$3,356,210</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$3,356,210</u>

SUPPLEMENTAL SCHEDULE

PROFILL HOLDINGS, LLC RETIREMENT PLAN

EMPLOYER IDENTIFICATION NUMBER 61-1413396 PLAN NUMBER 001
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

December 31, 2011

(a)	(b) Identity of issue, borrower, lessor or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current value
	Royce Opportunity Fund	Mutual Fund	Participant Directed	\$ 66,840
*	Fidelity Contrafund	Mutual Fund	Participant Directed	658,545
*	Fidelity Value Fund	Mutual Fund	Participant Directed	24,388
*	Fidelity Leveraged Company Stock Fund	Mutual Fund	Participant Directed	97,024
*	Fidelity International Discovery Fund	Mutual Fund	Participant Directed	169,295
*	Fidelity Disciplined Equity Fund	Mutual Fund	Participant Directed	122,734
*	Fidelity Stock Selector Small Cap Fund	Mutual Fund	Participant Directed	46,725
*	Fidelity Mid-Cap Stock Fund	Mutual Fund	Participant Directed	246,595
*	Fidelity Small Cap Stock Fund	Mutual Fund	Participant Directed	55,525
*	Fidelity Freedom Income Fund	Mutual Fund	Participant Directed	149
*	Spartan 500 Index Fund	Mutual Fund	Participant Directed	149,024
*	Fidelity Large Cap Value Fund	Mutual Fund	Participant Directed	34,554
*	Fidelity Total Bond Fund	Mutual Fund	Participant Directed	161,098
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*	Fidelity Freedom 2020 Fund	Mutual Fund	Participant Directed	168,512
*	Fidelity Freedom 2025 Fund	Mutual Fund	Participant Directed	243,288
*	Fidelity Freedom 2030 Fund	Mutual Fund	Participant Directed	240,605
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*	Fidelity Freedom 2045 Fund	Mutual Fund	Participant Directed	99,116
*	Fidelity Freedom 2020 Fund	Mutual Fund	Participant Directed	117,833
*	Fidelity Retirement Money Market	Mutual Fund	Participant Directed	200,157
				3,559,791
*	Participant Loans	Interest rates of 6% with various maturity dates through April 2020	Participant Directed	173,405
				\$ 3,733,196

* Represents party-in-interest

**PROFILL HOLDINGS, LLC
RETIREMENT PLAN**

**FINANCIAL STATEMENTS
AND SUPPLEMENTAL SCHEDULE**

**DECEMBER 31, 2011 AND 2010 AND FOR THE
YEARS ENDED DECEMBER 31, 2011 AND 2010
with**

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Benefits for the Years Ended December 31, 2011
and 2010

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End of Year) - December 31, 2011

SCHEDULE

1



Balestra, Harr & Scherer, CPAs, Inc.

To the Plan Administrator
Profill Holdings, LLC Retirement Plan

Independent Auditors' Report

We were engaged to audit the accompanying statement of net assets available for benefits of the Profill Holdings, LLC Retirement Plan (the "Plan") as of December 31, 2011 and 2010, and the related statement of changes in net assets available for benefits for the years then ended, and the supplemental schedule of Schedule H, line 4i - Schedule of Assets (Held at End of Year) as of December 31, 2011. These financial statements and supplemental schedule are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the United States Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the investment information summarized in Note 3, which was certified or provided by Fidelity Management Trust Company, the trustee of the Plan, except for comparing this information with the related information included in the financial statements and supplemental schedule. We have been informed by the Plan Administrator that the trustee holds the Plan's assets and executes transactions. The Plan Administrator has obtained certifications from the trustee regarding the completeness and accuracy of the information summarized in Note 3 that was provided to the Plan Administrator by the trustee as of and for the years ended December 31, 2011 and 2010.

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

October 4, 2012
Circleville, Ohio

Balestra, Harr & Scherer, CPAs

**PO Box 875 • 129 Pinckney Street • Circleville, OH 43113 • (740) 474-5210 • FAX (740) 474-7319
6300 B Proprietors Road • Worthington, OH 43085 • (614) 430-0590 • FAX (614) 448-4519**

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PROFILL HOLDINGS, LLC RETIREMENT PLAN

STATEMENT OF NET ASSETS AVAILABLE FOR BENEFITS

December 31, 2011 and 2010

ASSETS:		
INVESTMENTS , at fair value (see Note 3)	\$ 3,559,791	\$ 3,356,210
RECEIVABLES:		
Employer contributions	207,739	2,423
Notes receivable from participants	<u>173,405</u>	<u>147,696</u>
Total receivables	<u>381,144</u>	<u>150,119</u>
Total assets	3,940,935	3,506,329
LIABILITIES:		
Excess contributions payable (see Note 9)	<u>8,902</u>	<u>4,770</u>
Total liabilities	<u>8,902</u>	<u>4,770</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u><u>\$ 3,932,033</u></u>	<u><u>\$ 3,501,559</u></u>

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

PROFILL HOLDINGS, LLC RETIREMENT PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

For the Years Ended December 31, 2011 and 2010

ADDITIONS:

ADDITIONS TO NET ASSETS ATTRIBUTED TO:

Investment income:

Interest on cash investments	\$ 18	\$ 568
Dividends	88,143	54,362
Net appreciation in fair value of investments (see Note 3)	-	358,370
	<u>88,161</u>	<u>413,300</u>

Contributions:

Participant	422,396	386,670
Employer	208,071	196,910
Rollovers	-	44,132
	<u>630,467</u>	<u>627,712</u>

Interest income on notes receivable from participants

10,120	9,290
<u>10,120</u>	<u>9,290</u>

Total additions	728,748	1,050,302
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DEDUCTIONS:

DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO:

Investment loss:

Net depreciation in fair value of investments (see Note 3)	210,208	-
Benefits paid to participants	74,228	145,499
Deemed distributions of loans	1,261	5,748
Corrective distributions	8,902	4,770
Administrative expenses	3,675	3,711
	<u>298,274</u>	<u>159,728</u>

Total deductions	298,274	159,728
	<u>298,274</u>	<u>159,728</u>

Net increase	430,474	890,574
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NET ASSETS AVAILABLE FOR BENEFITS:

Beginning of year	<u>3,501,559</u>	<u>2,610,985</u>
End of year	<u>\$ 3,932,033</u>	<u>\$ 3,501,559</u>

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

PROFILL HOLDINGS, LLC RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS

December 31, 2011 and 2010

1. **DESCRIPTION OF PLAN**

The following description of the Profill Holdings, LLC (the Company) Retirement Plan (the Plan) provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General - The Plan is a defined contribution plan covering substantially all non-union employees of Profill Holdings, LLC and its wholly-owned subsidiaries (collectively, the Employer), who have completed three months of service and are at least 21 years of age. The Plan is subject to the provisions of the Employee Retirement Income Security Act (ERISA). Employees are automatically enrolled upon eligibility, and escalating default contribution rates and investment choices are applicable until changed or suspended by the employee.

The Plan Administrator controls and manages the operation and administration of the Plan. The Plan Administrator has all powers necessary to carry out the provisions of the Plan and to satisfy the requirements of any applicable law. Fidelity Management Trust Company (Fidelity) is the trustee. Fidelity Investment Institutional Operations Company (FIIOC) is the recordkeeper.

Contributions - Participants may elect to contribute a specific percentage or dollar amount of compensation, as defined in the Plan agreement, up to the total annual deferral limit set by law. Participants may also contribute amounts representing distributions from other qualified plans. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions, subject to certain limitations under the Internal Revenue Code (IRC).

The employer may make matching contributions equal to a percentage of each participant's elective contributions. The matching percentage (which may be zero) will be announced each Plan year by the employer. The matching percentages for 2011 and 2010 are presented below:

<u>Employee Contribution</u>	<u>Employer Match</u>
< 3%	75%
Between 3% and 5%	50%
> 5%	0%

Participant Accounts - Participant accounts are valued on a daily basis based on quoted market prices. Each participant's account is credited with the participant's contributions, the Company's matching contributions and allocations of net investment earnings. 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 vested immediately in their contributions, including rollovers, plus actual earnings thereon. Vesting in the employer matching contributions portion of their accounts, plus actual

PROFILL HOLDINGS, LLC RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS

December 31, 2011 and 2010

1. **DESCRIPTION OF PLAN** (Continued)

earnings thereon, occurs on a graduated basis with 100% vesting after four years of credited service as defined in the Plan. Earlier vesting may occur upon death or disability.

Investment Options - Upon enrollment in the Plan, participants may direct contributions among twenty-five investment choices offered by the Plan. Participants may change their investment options on any business day. There are no non-participant directed investments in the Plan. All investments are allocated based upon the participants' elections.

Notes Receivable From Participants - Participants may borrow from their fund accounts up to a maximum of \$50,000 or 50 percent of the vested account balance, whichever is less. Loan terms for repayment range up to five years, or up to ten years for the purchase of a principal residence. Loans to participants are secured by the balance in the participant's account and bear interest at a reasonable rate, as determined by the Plan Administrator based on prevailing interest rates for similar loans.

Payment of Benefits - The Plan provides for benefit payments as a single lump-sum payment for all participants. A participant's beneficiary will receive the distribution of the participant's account in the event of a participant's death. In-service distributions may be made when a participant attains normal retirement age.

Forfeited Accounts - Upon termination of employment, participants forfeit their non-vested balances. At December 31, 2011 and 2010, forfeited non-vested accounts totaled \$18,609 and \$14,569, respectively. These forfeited funds may be used to pay administrative expenses or reduce future employer matching contributions.

2. **SUMMARY OF ACCOUNTING POLICIES**

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

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

Investment Valuation - 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 10 for discussion of fair value measurements.

Purchases or 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.

PROFILL HOLDINGS, LLC RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS

December 31, 2011 and 2010

2. **SUMMARY OF ACCOUNTING POLICIES** (Continued)

Notes Receivable from Participants - Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent notes receivable from participants are reclassified as distributions based upon the terms of the Plan document.

Payment of Benefits - Benefits are recorded when paid.

Subsequent Events - Subsequent events have been evaluated through October 4, 2012, the date the financial statements were available to be issued.

3. **INFORMATION CERTIFIED BY THE PLAN'S TRUSTEE (UNAUDITED)**

The following is a summary of the unaudited information regarding the Plan as of December 31, 2011 and 2010, and for the years then ended, included in the Plan's financial statements and supplemental schedule that were prepared by the Plan's trustee, Fidelity. This information has been furnished to the Plan Administrator by the Plan trustee. The Plan Administrator has obtained certifications from the Plan trustee that such information is complete and accurate.

Assets certified by Fidelity are presented in the following table. Investments that represent 5 percent or more of the Plan's net assets are separately identified.

	December 31	
	<u>2011</u>	<u>2010</u>
Fidelity Contrafund, 9,762 and 9,331 shares, respectively	\$ 658,545	\$ 631,983
Fidelity International Discovery Fund, 5,957 shares	*	196,810
Fidelity Mid-Cap Stock Fund, 9,250 and 8,836 shares, respectively	246,595	254,924
Fidelity Retirement Money Market, 200,157 and 178,110 shares, respectively	200,157	178,110
Fidelity Freedom 2020 Fund, 13,751 shares	*	189,623
Fidelity Freedom 2025 Fund, 22,506 and 20,746 shares, respectively	243,288	238,994
Fidelity Freedom 2030 Fund, 18,739 and 16,195 shares, respectively	240,605	223,003
Fidelity Freedom 2035 Fund, 20,925 and 17,004 shares, respectively	220,758	195,041
Fidelity Freedom 2040 Fund, 29,077 and 22,854 shares, respectively	214,004	183,061
All other investment options	<u>1,535,839</u>	<u>1,064,661</u>
	<u>\$3,559,791</u>	<u>\$3,356,210</u>
* Investment did not represent 5 percent of net assets.		
Notes receivable from participants	<u>\$ 173,405</u>	<u>\$ 147,696</u>

PROFILL HOLDINGS, LLC RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS

December 31, 2011 and 2010

3. **INFORMATION CERTIFIED BY THE PLAN'S TRUSTEE (UNAUDITED)** (Continued)

	For the Years Ended December 31,	
	<u>2011</u>	<u>2010</u>
Net appreciation (depreciation) in fair value of mutual funds	(\$210,208)	\$358,370
Interest on cash investments	\$ 18	\$ 568
Dividends	\$ 88,143	\$ 54,362
Interest income on notes receivable from participants	\$ 10,120	\$ 9,290

4. **PARTY-IN-INTEREST TRANSACTIONS**

Certain Plan investments are shares of mutual funds managed by Fidelity, the servicing agent, or an affiliate of the servicing agent. Therefore, these transactions qualify as party-in-interest. Fees and commissions paid by the Plan to Fidelity for investment management and recordkeeping services amounted to \$3,675 and \$3,711 for the years ended December 31, 2011 and 2010, respectively.

5. **PLAN TERMINATION**

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants would become 100 percent vested in the employer contributions.

6. **TAX STATUS**

Effective August 18, 2009, the Plan adopted a standardized form of a prototype plan sponsored by FMR Corporation. The Internal Revenue Service has determined and informed FMR Corporation by a letter dated March 31, 2008, that the prototype plan and related trust adopted by the Company are designed in accordance with applicable sections of the Internal Revenue Code (IRC). The Plan has been amended since receiving the opinion letter. However, the Plan Administrator believes the Plan is designed and is being operated in compliance with the applicable provisions of the IRC. Therefore, no provision for income taxes has been included in the Plan's financial statements.

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 Department of Labor. The Plan is subject to routine audit by taxing

PROFILL HOLDINGS, LLC RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS

December 31, 2011 and 2010

6. **TAX STATUS** (Continued)

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.

7. **ADMINISTRATION OF PLAN ASSETS**

Certain administrative functions are performed by officers or employees of the Company. No such officer or employee receives compensation from the Plan. Fees and expenses incurred in the administration of the Plan, to the extent not paid by the Company, are charged to and paid from the Plan's assets.

8. **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.

9. **EXCESS CONTRIBUTIONS PAYABLE**

Refundable contributions of \$8,902 and \$4,770 at December 31, 2011 and 2010, respectively, have been accrued to certain active participants to return excess deferral contributions and earnings as required to satisfy the relevant nondiscrimination provisions of the Plan.

10. **FAIR VALUE MEASUREMENTS**

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

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

Level 2 - Inputs to the valuation methodology include:

PROFILL HOLDINGS, LLC RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS

December 31, 2011 and 2010

10. **FAIR VALUE MEASUREMENTS** (Continued)

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

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

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

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

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

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

The preceding method described may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair value. Furthermore, although the Plan believes its valuation method is 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 assets at fair value as of December 31, 2011 and 2010:

	Assets at Fair Value at December 31, 2011			
	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual funds:				
Money market fund	\$ 200,157	\$ -	\$ -	\$ 200,157
Domestic value	125,782	-	-	125,782
Domestic blend	424,307	-	-	424,307
Domestic growth	951,865	-	-	951,865
Bond	161,098	-	-	161,098
International	169,295	-	-	169,295
Lifestyle	<u>1,527,287</u>	<u>-</u>	<u>-</u>	<u>1,527,287</u>
	<u>\$3,559,791</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$3,559,791</u>

PROFILL HOLDINGS, LLC RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS

December 31, 2011 and 2010

10. **FAIR VALUE MEASUREMENTS** (Continued)

	Assets at Fair Value at December 31, 2010			
	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual funds:				
Money market fund	\$ 178,110	\$ -	\$ -	\$ 178,110
Domestic value	217,961	-	-	217,961
Domestic blend	440,100	-	-	440,100
Domestic growth	900,684	-	-	900,684
Bond	151,678	-	-	151,678
International	196,810	-	-	196,810
Lifestyle	<u>1,270,867</u>	<u>-</u>	<u>-</u>	<u>1,270,867</u>
	<u>\$3,356,210</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$3,356,210</u>

SUPPLEMENTAL SCHEDULE

PROFILL HOLDINGS, LLC RETIREMENT PLAN

EMPLOYER IDENTIFICATION NUMBER 61-1413396 PLAN NUMBER 001
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

December 31, 2011

(a)	(b) Identity of issue, borrower, lessor or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current value
	Royce Opportunity Fund	Mutual Fund	Participant Directed	\$ 66,840
*	Fidelity Contrafund	Mutual Fund	Participant Directed	658,545
*	Fidelity Value Fund	Mutual Fund	Participant Directed	24,388
*	Fidelity Leveraged Company Stock Fund	Mutual Fund	Participant Directed	97,024
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*	Fidelity Retirement Money Market	Mutual Fund	Participant Directed	200,157
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*	Participant Loans	Interest rates of 6% with various maturity dates through April 2020	Participant Directed	173,405
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* Represents party-in-interest