# 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 Identi					
For cale	ndar plan year 2011 or fiscal pla	an year beginning 01/01/2011	_	and ending 12/31/20	011	
A This	eturn/report is for:	a multiemployer plan;	a multipl	e-employer plan; or		
	•	a single-employer plan;	a DFE (s	specify)		
		<u> </u>				
D ==:-	and the second second second	the first return/report;	☐ the final	return/report;		
D Inis i	return/report is:	<b>=</b>	<u></u>	• •	40 (1)	
		an amended return/report;		lan year return/report (less tha	<u> </u>	
C If the	plan is a collectively-bargained	plan, check here			▶ ∐	
<b>D</b> Chec	k box if filing under:	X Form 5558;	automati	c extension;	the DFVC program;	
	•	special extension (enter des	cription)		_	
Part	I Basic Plan Informa	ation—enter all requested informa	ation			
	ne of plan	enter an requested informe	20011		<b>1b</b> Three-digit plan	001
	TIREMENT SAVINGS PLAN				number (PN) ▶	001
					1c Effective date of pla	an
					10/01/1990	
2a Plan	sponsor's name and address,	including room or suite number (Er	mployer, if for single	-employer plan)	<b>2b</b> Employer Identification	ation
					Number (EIN)	
KATAYA	MA AMERICAN COMPANY, II	NC.			61-1151139	
					<b>2c</b> Sponsor's telephone number	
					502-844-2420	)
	DLAND INDUSTRIAL DRIVE VILLE, KY 40065		LAND INDUSTRIAL /ILLE, KY 40065	DRIVE	2d Business code (see	
OHEED	71222, 771 10000	CHEEDIV	TLLL, ICT 40005		instructions)	
					336300	
Caution	A nonalty for the late or inco	omplete filing of this return/repor	rt will be accessed	unlace razeanabla cauca ic	ostablishod	
	· · · · ·	nalties set forth in the instructions,				dulos
		the electronic version of this return				
SIGN	Filed with authorized/valid elec	ronic signature.	10/08/2012	CLARK RHEA		
HERE						
	Signature of plan administr	ator	Date	Enter name of individual sig	ining as plan administrator	
O.O.						
SIGN HERE						
.,_,_	Signature of employer/plan	sponsor	Date	Enter name of individual sig	ning as employer or plan sp	onsor
SIGN						
HERE	Signature of DFE		Date	Enter name of individual sid	nning as DFF	
	orginature of Dr E		Date	Idino of individual sig	jimiy as Di L	

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

Form 5500 (2011) v.012611

Form 5500 (2011) Page **2** 

	Plan administrator's name and address (if same as plan sponsor, enter "Sam TAYAMA AMERICAN COMPANY, INC.	ne")				ministrator's EIN -1151139
	8901 MIDLAND INDUSTRIAL DRIVE SHELBYVILLE, KY 40065			3c Administrator's telephone number 502-844-2420		
4	If the name and/or EIN of the plan sponsor has changed since the last return the plan number from the last return/report:	n/report filed for	r this	plan, enter the name, EIN	and	4b EIN 4c PN
а	Sponsor's name					4C PN
5	Total number of participants at the beginning of the plan year				5	254
6	Number of participants as of the end of the plan year (welfare plans complete	e only lines 6a,	, 6b, 6	<b>6c,</b> and <b>6d</b> ).		1
а	Active participants				6a	232
b	Retired or separated participants receiving benefits				. 6b	0
С	Other retired or separated participants entitled to future benefits				6c	11
d	Subtotal. Add lines <b>6a</b> , <b>6b</b> , and <b>6c</b>				6d	243
е	Deceased participants whose beneficiaries are receiving or are entitled to re-	ceive benefits			6e	0
f	f Total. Add lines 6d and 6e					243
g	<b>g</b> Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)					219
h	Number of participants that terminated employment during the plan year with less than 100% vested				6h	3
7	Enter the total number of employers obligated to contribute to the plan (only	multiemployer	plans	s complete this item)	7	
8a b	If the plan provides pension benefits, enter the applicable pension feature con the plan provides welfare benefits, enter the applicable welfare feature continued by the plan provides welfare benefits, enter the applicable welfare feature continued by the plan provides welfare benefits, enter the applicable welfare feature continued by the plan provides welfare benefits, enter the applicable welfare feature continued by the plan provides welfare benefits, enter the applicable welfare feature continued by the plan provides welfare benefits, enter the applicable pension feature continued by the plan provides welfare benefits, enter the applicable welfare feature continued by the plan provides welfare benefits, enter the applicable welfare feature continued by the plan provides welfare benefits, enter the applicable welfare feature continued by the plan provides welfare benefits, enter the applicable welfare feature continued by the plan provides welfare benefits, enter the applicable welfare feature continued by the plan provides welfare benefits and the pl					
9a	Plan funding arrangement (check all that apply)  (1) Insurance	9b Plan ber	nefit a	arrangement (check all tha Insurance	at apply)	
	(2) Code section 412(e)(3) insurance contracts (3) Trust	(1) (2) (3)	X	Code section 412(e)(3) i Trust		e contracts
	(4) General assets of the sponsor	(4)	Ш	General assets of the sp		
10	Check all applicable boxes in 10a and 10b to indicate which schedules are a	attached, and, w	where	indicated, enter the numb	oer attac	hed. (See instructions)
а	Pension Schedules (1)	<ul><li>b Genera</li><li>(1)</li><li>(2)</li></ul>	I Sch	H (Financial Inform  I (Financial Inform	,	Small Plan)
	Purchase Plan Actuarial Information) - signed by the plan actuary	(3) (4) (5)	X	A (Insurance Information C (Service Provide D (DFE/Participation)	er Inform	
	(3) SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	(6)		G (Financial Trans	-	

# 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 KACI RETIREMENT SAVINGS PLAN	B Three-digit plan number (PN) ▶	001
C Plan sponsor's name as shown on line 2a of Form 5500 KATAYAMA AMERICAN COMPANY, INC.	D Employer Identification Number	er (EIN)
Part I Service Provider Information (see instructions)		
You must complete this Part, in accordance with the instructions, to report the info or more in total compensation (i.e., money or anything else of monetary value) in a plan during the plan year. If a person received <b>only</b> eligible indirect compensation answer line 1 but are not required to include that person when completing the rem	connection with services rendered to the plan of for which the plan received the required discl	or the person's position with the
Information on Persons Receiving Only Eligible Indirect Com     Check "Yes" or "No" to indicate whether you are excluding a person from the remaindirect compensation for which the plan received the required disclosures (see in	ainder of this Part because they received only	
<b>b</b> If you answered line 1a "Yes," enter the name and EIN or address of each perso received only eligible indirect compensation. Complete as many entries as neede		rvice providers who
(b) Enter name and EIN or address of person who provide	ed you disclosures on eligible indirect comper	nsation
FID.INV.INST.OPS.CO.		
04-2647786		
(b) Enter name and EIN or address of person who provide	led you disclosure on eligible indirect compens	sation
(b) Enter name and EIN or address of person who provid	ed you disclosures on eligible indirect compen	sation
(a) Internal and Internal address of person time provide	ou you ulosicoulos on onglolo mulicol compon	
(b) Enter name and EIN or address of person who provid	ed you disclosures on eligible indirect compen	sation

Page <b>3</b> -	1

2. Inform	ation on Other S	Service Providers	s Receiving Direct o	r Indirect Compensation	Except for those persons	for whom you
				ch person receiving, directly or ne plan or their position with the		
-		(	<b>a)</b> Enter name and EIN or	address (see instructions)		
FIDELITY I	NVESTMENTS INSTI	TUTIONAL		,		
04-2647786	6					
(b) Service Code(s)	(c) Relationship to employer, employer organization, or person known to be	(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	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required	(g) Enter total indirect compensation received by service provider excluding eligible indirect	(h) Did the service provider give you a formula instead of an amount or
	a party-in-interest		sponsor)	disclosures?	compensation for which you answered "Yes" to element (f). If none, enter -0	estimated amount?
64 65 37 60	RECORDKEEPER	10475	Yes X No	Yes 🛛 No 🗌	0	Yes X No
		(	(a) Enter name and EIN or	address (see instructions)		
AMERIPRIS	SE FINANCIAL SERV	ICES INC	707 2ND	AVE S POLIS, MN 55402		
				. 02.6, 1111 00.102		
(b) Service Code(s)	Relationship to employer, employer 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?	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?
61	ADVISOR	0	Yes X No	Yes 🛛 No 🗌	0	Yes X No
		(	(a) Enter name and EIN or	address (see instructions)		
(b) Service Code(s)	Relationship to employer, employer 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?	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

Page :	3 -	2
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answered	d "Yes" to line 1a above	e, complete as many	entries as needed to list ea	or Indirect Compensation ach person receiving, directly or the plan or their position with the	indirectly, \$5,000 or more in t	total compensation
		(	(a) Enter name and EIN or	address (see instructions)		
(b) Service Code(s)	Relationship to employer, employer 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?	Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0	
			Yes No	Yes No		Yes No
		(	(a) Enter name and EIN or	· address (see instructions)		
(b) Service Code(s)	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?	Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0	
			Yes No	Yes   No		Yes No
		(	(a) Enter name and EIN or	address (see instructions)		
(b) Service Code(s)	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	formula used to determine	t compensation, including any e the service provider's eligibility the indirect compensation.
AM CENT EQ INC A - AMERICAN CENTURY	0.25%	
44-0619208		
(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
(4) 5	(2) 2	
(d) Enter name and EIN (address) of source of indirect compensation	formula used to determine	t compensation, including any e the service provider's eligibility the indirect compensation.
DREYFUS S&P 500 INDX - DREYFUS TRAN	0.15%	
13-5673135		
(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	formula used to determine	t compensation, including any e the service provider's eligibility the indirect compensation.
EV DIV BUILDER A - BNY MELLON INV S P.O. BOX 9793 PROVIDENCE, RI 02940	0.25%	

## 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	formula used to determine	compensation, including any e the service provider's eligibility the indirect compensation.
IVK SMALL CAP VAL A - INVESCO CANAD	0.35%	
98-0557567		
(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	formula used to determine	compensation, including any e the service provider's eligibility the indirect compensation.
OPPHMR DEV MKTS A - P.O. BOX 5270 OPPENHEIMERFUND COLORADO, CO 80217	0.25%	
(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	formula used to determine	compensation, including any e the service provider's eligibility the indirect compensation.
PERKINS MID CP VAL S - JANUS SERVIC	0.25%	the manect compensation.
43-1804048		
		<del></del>

# 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	formula used to determine	compensation, including any e the service provider's eligibility the indirect compensation.
PIM TOTAL RETURN A - BOSTON FINANCI	0.25%	
04-2526037		
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
AMERIPRISE FINANCIAL SERVICES INC	61	0
(d) Enter name and EIN (address) of source of indirect compensation	formula used to determine	compensation, including any e the service provider's eligibility the indirect compensation.
OPPHMR DEV MKTS A - OPPENHEIMERFUND	\$5M+=0.25%	
13-2953455		
(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	formula used to determine	compensation, including any e the service provider's eligibility the indirect compensation.

Part II Service Providers Who Fail or Refuse to Provide Information					
4 Provide, to the extent possible, the following information for ear this Schedule.					
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide			
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(C) Describe the information that the service provider failed or refused to provide			
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(C) Describe the information that the service provider failed or refused to provide			
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(C) Describe the information that the service provider failed or refused to provide			
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(C) Describe the information that the service provider failed or refused to provide			
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide			

Page	6-
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Part III Termination Information on Accountants and Enrolled Actuaries (see instructions) (complete as many entries as needed)				
а	Name		b ein:	
С	Positio	n:		
d	Addres	es:	e Telephone:	
Ex	olanatio	1:		
а	Name:		b EIN:	
C	Positio			
d	Addres		<b>e</b> Telephone:	
Exp	olanatio	n:		
а	Name:		<b>b</b> EIN:	
С	Positio			
d	Addres		e Telephone:	
Ex	olanatio	n:		
а	Name:		b EIN:	
C	Positio			
d	Addres		e Telephone:	
Ex	olanatio	n:		
а	Name:		b EIN:	
C	Positio	n:		
d	Addres		<b>e</b> Telephone:	
Ex	planatio	1:		

# **SCHEDULE H** (Form 5500)

Department of the Treasury Internal Revenue Service

Employee Benefits Security Administration

## **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

Pension Benefit Guaranty Corporation				inspection	n	
For calendar plan year 2011 or fiscal plan year beginning 01/01/2011		and (	ending 12/31/2011			
A Name of plan			<b>B</b> Three-digit			
KACI RETIREMENT SAVINGS PLAN			plan number (PN	i) <b>•</b>	001	
C Plan sponsor's name as shown on line 2a of Form 5500			<b>D</b> Employer Identific	ation Number (F	EIN)	
KATAYAMA AMERICAN COMPANY, INC.			61-1151139			
			61-1151139			
Part I Asset and Liability Statement						
1 Current value of plan assets and liabilities at the beginning and end of the pthe value of the plan's interest in a commingled fund containing the assets lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurbenefit at a future date. Round off amounts to the nearest dollar. MTIAs and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e.	of more than one ance contract wh , CCTs, PSAs, ar	plan on a ich guarar nd 103-12	line-by-line basis unless itees, during this plan ye	s the value is repear, to pay a spe	portable on ecific dollar	
Assets		<b>(a)</b> B	eginning of Year	<b>(b)</b> End	(b) End of Year	
a Total noninterest-bearing cash	. 1a					
<b>b</b> Receivables (less allowance for doubtful accounts):						
(1) Employer contributions	. 1b(1)	2077		23		
(2) Participant contributions	1b(2)	4857		528		
(3) Other	_ 1b(3)					
<b>c</b> General investments:						
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		12619		7727	
(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	4 (0)		651285		716064	

1c(9)

1c(10)

1c(11)

1c(12)

1c(13)

1c(14)

1c(15)

(9) Value of interest in common/collective trusts.....

(10) Value of interest in pooled separate accounts......

(11) Value of interest in master trust investment accounts .....

(12) Value of interest in 103-12 investment entities ...... (13) Value of interest in registered investment companies (e.g., mutual

(15) Other.....

contracts).....

funds)..... (14) Value of funds held in insurance company general account (unallocated 5757272

5856861

1d	Employer-related investments:		(a) Beginning of Year	(b) End of Year
	(1) Employer securities	1d(1)		
	(2) Employer real property	1d(2)		
е	Buildings and other property used in plan operation	1e		
f	Total assets (add all amounts in lines 1a through 1e)	1f	6527699	6488691
	Liabilities			
g	Benefit claims payable	1g		
h	Operating payables	1h		
i	Acquisition indebtedness	1i		
j	Other liabilities	1j		
k	Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
	Net Assets			
I	Net assets (subtract line 1k from line 1f)	11	6527699	6488691

# 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)	101629	
(B) Participants	2a(1)(B)	241856	
(C) Others (including rollovers)	2a(1)(C)	14261	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A), (B), (C), and line 2a(2)	2a(3)		357746
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	1	
(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)	29429	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		29430
(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)	175709	
(D) Total dividends. Add lines 2b(2)(A), (B), and (C)	2b(2)(D)		175709
(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)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		

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Pan	$\Delta$	
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	_		(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)		-357765
С	Other income	2c		
d	Total income. Add all <b>income</b> amounts in column (b) and enter total	2d		205120
	Expenses			
е	Benefit payment and payments to provide benefits:			
	(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	206487	
	(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)		206487
_	Corrective distributions (see instructions)	2f		
	Certain deemed distributions of participant loans (see instructions)	2g		27165
_	Interest expense	2h		
	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)	10476	
	(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		10476
_	Total expenses. Add all <b>expense</b> amounts in column (b) and enter total	2j		244128
J	Net Income and Reconciliation			
l,		2k		-39008
	Net income (loss). Subtract line 2j from line 2d			3333
	<u> </u>	2l(1)		
	(1) To this plan	21(1)		
	(2) From this plan	21(2)		
Pa	rt III Accountant's Opinion			
	Complete lines 3a through 3c if the opinion of an independent qualified public acattached.	countant is	attached to this Form 5500. Com	plete line 3d if an opinion is not
a ⊺	The attached opinion of an independent qualified public accountant for this plan i	is (see instr	ructions):	
	(1) Unqualified (2) Qualified (3) Disclaimer (4)	Adverse		
b [	Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8	3 and/or 103	3-12(d)?	X Yes No
CE	Enter the name and EIN of the accountant (or accounting firm) below:			
	(1) Name: MOUNTJOY CHILTON MEDLEY		(2) EIN: 27-1235638	
d⊺	The opinion of an independent qualified public accountant is <b>not attached</b> becaund (1) This form is filed for a CCT, PSA, or MTIA. (2) It will be attached		ext Form 5500 pursuant to 29 CFF	R 2520.104-50.

Pa	art IV Compliance Questions					
4	CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete 4a, 4e, 103-12 IEs also do not complete 4j and 4l. MTIAs also do not complete 4l.	4f, 4g,	4h, 4k, 4	m, 4n, or 5.		
	During the plan year:		Yes	No	Amo	unt
а	Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	4a		X		
b	Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	4b		X		
С	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X		
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X		
е	Was this plan covered by a fidelity bond?	4e	X			500000
_	•	46				
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X		
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X		
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X		
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X			
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X		
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X		
ı	Has the plan failed to provide any benefit when due under the plan?	41		X		
m		4m		X		
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3	4n		X		
5a 5b	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  If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s) transferred. (See instructions.)	_	No No	Amoun		ities were
	5b(1) Name of plan(s)			<b>5b(2)</b> EIN(	s)	<b>5b(3)</b> 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.

	rension benefit dualanty Corporation					
For	calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and e	nding	12/31/20	011		
A N	Name of plan II RETIREMENT SAVINGS PLAN	pla	ee-digit an numbe N) I	r •	001	
	Plan sponsor's name as shown on line 2a of Form 5500 AYAMA AMERICAN COMPANY, INC.		ployer Ide 61-115113		ion Number (E	EIN)
Pa	art I Distributions					
All	references to distributions relate only to payments of benefits during the plan year.					
1	Total value of distributions paid in property other than in cash or the forms of property specified in the instructions		1			0
2	Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries duri payors who paid the greatest dollar amounts of benefits):	ing the yea	ar (if more	than t	wo, enter EIN	s of the two
	EIN(s): 04-6568107					
	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 year.	•	. 3			
Pa	<b>Funding Information</b> (If the plan is not subject to the minimum funding requirements of ERISA section 302, skip this Part)	of section	of 412 of	the Inte	rnal Revenue	Code or
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 6	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 of the waiver of the minimum required contribution for this plan year (include any prior year accumulated fundation).	mainder d	of this scl	y nedule.		
	deficiency not waived)					
	<b>b</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 o authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or administrator agree with the change?	plan		Yes	☐ No	□ N/A
Pa	art 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.	ase	Decre	ase	Both	☐ No
Pa	<b>ESOPs</b> (see instructions). If this is not a plan described under Section 409(a) or 4975( skip this Part.	e)(7) of th	e Internal	Reven	ue Code,	
10	Were unallocated employer securities or proceeds from the sale of unallocated securities used to repa	y any exe	empt loan	?	Ye	s No
11	a Does the ESOP hold any preferred stock?				Ye	s No
	<b>b</b> If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "lose instructions for definition of "back-to-back" loan.)				Ye	s No
12	Does the ESOP hold any stock that is not readily tradable on an established securities market?				□ Ye	s No

Pa	rt V	Additional Information for Multiemployer Defined Benefit Pension Plans					
13		ter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in blars). See instructions. Complete as many entries as needed to report all applicable employers.					
	а	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					
	е	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):					
	а	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					
	е	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):					
	а	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					
	е	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):					
	а	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					
	е	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):					
	а	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					
	е	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):					
	а	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					
	е	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):					

_		•
Н	ane	
•	~5~	-

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>b</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 ma employer contribution during the current plan year to:	ke an				
	a The corresponding number for the plan year immediately preceding the current plan year	15a				
	<b>b</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>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	16b				
17	If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, c supplemental information to be included as an attachment.		<del>_</del> _			
Р	art VI Additional Information for Single-Employer and Multiemployer Defined Benef	it Pens	ion Plans			
18	If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see in information to be included as an attachment	struction	ns regarding supplemental			
19	If the total number of participants is 1,000 or more, complete items (a) through (c)					
	Enter the percentage of plan assets held as: Stock:% Investment-Grade Debt:% High-Yield Debt:% Real Estate:% Other:%  Provide the average duration of the combined investment-grade and high-yield debt:  0-3 years 3-6 years 9-12 years 12-15 years 15-18 years 18-21 years 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):					

# KACI Retirement Savings Plan Financial Statements December 31, 2011 and 2010

# **KACI Retirement Savings Plan**

Table of Contents December 31, 2011 and 2010

Independent Auditor's Report	1
Financial Statements	
Statements of Net Assets Available for Benefits	2
Statement of Changes in Net Assets Available for Benefits	3
Notes to Financial Statements	4 - 9
Supplemental Schedule	
Schedule of Assets (Held at End of Year)	10



## **Independent Auditor's Report**

To the Plan Administrator KACI Retirement Savings Plan

We were engaged to audit the financial statements of the KACI Retirement Savings Plan (the "Plan") as of December 31, 2011 and 2010, and for the year ended December 31, 2011, and the supplemental schedule as of December 31, 2011, as listed in the accompanying table of contents. These financial statements and supplemental schedule are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information in Note C, which was certified by Fidelity Management Trust Company, the trustee of the Plan, except for comparing such 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 investment assets and executes investment transactions. The Plan administrator has obtained a certification from the trustee as of December 31, 2011 and 2010 and for the year ended December 31, 2011, that the information provided to the Plan administrator by the trustee is complete and accurate.

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

Louisville, Kentucky September 22, 2012

Munto Childen Midly LLP

# KACI Retirement Savings Plan Statements of Net Assets Available for Benefits December 31, 2011 and 2010

	2011	2010
Assets		
Investments, at fair value	\$ 5,764,999	\$ 5,869,480
Receivables:		
Participant contributions	5,289	4,857
Employer contributions	2,339	2,077
Notes receivable from participants	892,676	818,148
	900,304	825,082
Net Assets Available For Benefits	\$ 6,665,303	\$ 6,694,562

# KACI Retirement Savings Plan Statement of Changes in Net Assets Available for Benefits Year ended December 31, 2011

Additions to Net Assets Attributed to: Investment income:	
Interest and dividends	\$ 175,709
Interest income on notes receivable from participants	42,202
Contributions:	
Employer	101,629
Participant	241,856
Rollover	 14,261
	 357,746
Total additions	575,657
Deductions from Net Assets Attributed to:	
Net depreciation in fair value of investments	357,765
Benefits paid to participants	236,675
Administrative fees	10,476
Total deductions	 604,916
Net decrease	(29,259)
Net Assets Available for Benefits:	
Beginning of year	 6,694,562
End of year	\$ 6,665,303

# Note A – Description of Plan

The following description of the KACI Retirement Savings Plan (the "Plan") provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

- 1. <u>General</u>: The Plan is a defined contribution plan covering substantially all employees of Katayama American Company, Inc. and subsidiaries (the "Company") who have completed six months of service and are age eighteen or older. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"), as amended.
- 2. <u>Contributions</u>: Participants may elect to defer the maximum compensation permissible under the Internal Revenue Code ("IRC"), in the form of contributions to the Plan. The Company may make a discretionary matching contribution to each participant based on their elective deferrals which is limited to 2% of compensation. For the 2011 Plan year, the Company match was 100% of a participant's elective deferrals not exceeding 2% of compensation. In addition, the Company may elect to make a discretionary contribution for non-highly compensated employees, which is based on compensation. There was no discretionary contribution for the 2011 Plan year.
- 3. Participant Accounts: Individual accounts are maintained for each Plan participant. Each participant's account is credited with the participant's contribution and an allocation of the Company's matching and discretionary contributions, if any, and 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.
- 4. <u>Vesting</u>: Participants are immediately vested in their voluntary contributions plus actual earnings thereon. Vesting in the remainder of their accounts is based on years of continuous service as follows:

Years	Vested	
of Service	Percentage	
1	20%	
2	40	
3	60	
4	80	
5	100	

- 5. <u>Investments Options</u>: Upon enrollment in the Plan, participants may direct the investment of their accounts into various investment options offered by the Plan. They may change their investment options among those investments provided at quarterly entry dates during the Plan year.
- 6. Notes Receivable from Participants: Participants may borrow from their fund accounts a minimum of \$1,000 up to a maximum of \$50,000 or 50% of their vested account balance. Generally, the term of the loan may not exceed five years. However, if the loan is for the purchase of a participant's principal residence, the Plan administrator may permit a longer term. The loans are secured by the balance in the participant's account and bear interest at rates commensurate with local prevailing rates as determined by the Plan administrator. Principal and interest is repaid ratably through payroll deductions. For loans outstanding at December 31, 2011 the interest rates ranged from 4.25% to 10.94%.

KACI Retirement Savings Plan Notes to Financial Statements (Continued) December 31, 2011 and 2010

## Note A – Plan Description (Continued)

- 7. <u>Payment of Benefits</u>: Upon termination of service or attaining normal retirement age, a participant may elect to receive a lump sum amount equal to the value of the participant's vested interest in his or her account. In-service and hardship withdrawals are also allowed as defined in the Plan agreement.
- 8. <u>Forfeited Accounts</u>: The non-vested portion of former participants' accounts may be used to pay administrative expenses of the Plan or to reduce the amount of future employer contributions. Forfeited accounts totaled \$1,209 and \$682 at December 31, 2011 and 2010, respectively. During the Plan year ended December 31, 2011, forfeitures totaling \$2,516 were used to reduce the amount of employer matching contributions.

## Note B - Significant Accounting Policies

- 1. <u>Basis of Accounting</u>: The financial statements of the Plan are prepared on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America ("GAAP"). The Accounting Standards Codification ("ASC") as produced by the Financial Accounting Standards Board ("FASB") is the sole source of authoritative GAAP for nongovernmental entities.
- 2. <u>Use of Estimates</u>: The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, and the disclosure of contingent assets and liabilities. Actual results could differ from those estimates.
- 3. <u>Investment Valuation and Income Recognition</u>: The Plan's 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. 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 depreciation includes the Plan's gains and losses on investments bought and sold as well as held during the Plan year.
- 4. <u>Notes Receivable from Participants</u>: Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent participant loans are reclassified as distributions based upon the terms of the Plan agreement.
- 5. Payments of Benefits: Benefits are recorded when paid.
- 6. <u>Administrative Expenses</u>: Administrative expenses of the Plan are paid by the Company or Plan participants, as defined in the Plan agreement.
- 7. <u>Subsequent Events</u>: Subsequent events for the Plan have been considered through the date of the Independent Auditor's Report which represents the date the financial statements were available to be issued.

# Note C – Information Certified by the Plan's Trustee

The Plan administrator has elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, Fidelity Management Trust Company ("Fidelity"), the trustee of the Plan, has certified to the completeness and accuracy of all investments and notes receivable from participants information reflected on the accompanying Statements of Net Assets Available for Benefits as of December 31, 2011 and 2010, the Schedule of Assets (Held at End of Year) at December 31, 2011, and the related investment and interest income on notes receivable from participants information reflected in the Statement of Changes in Net Assets Available for Benefits for the year ended December 31, 2011.

#### Note D – Investments

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

	2011	2010
Mutual funds, at fair value:		
Fidelity Freedom 2035 A	\$ 1,148,634	\$ 1,187,164
Fidelity Freedom 2020 A	1,046,432	1,018,304
Fidelity Freedom 2030 A	962,880	1,165,083
Fidelity Freedom 2040 A	648,353	656,703
Fidelity Freedom 2025 A	515,210	521,946
Fidelity Freedom 2015 A	379,358	387,657
Fidelity Freedom 2010 A	364,824	355,493
Fdielity Freedom 2045 A	less than 5%	345,805

For the Plan year ended December 31, 2011, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) depreciated in value by \$357,765.

#### Note E - Fair Value Measurements

FASB 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 as follows:

- Level 1: Quoted market prices in active markets for identical assets or liabilities. An active market for the asset or liability is a market in which the transaction for the asset or liability occurs with sufficient frequency and volume to provide pricing information on an ongoing basis.
- Level 2: Observable market-based inputs or unobservable inputs that are corroborated by market data, such as quoted prices for similar assets or liabilities or model-derived valuations.
- Level 3: Unobservable inputs that are not corroborated by market data. These inputs reflect a company's own assumptions about the assumptions a market participant would use in pricing the asset or liability.

## Note E – 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.

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

Mutual Funds and Money Market Fund: Valued at the net asset value ("NAV") of shares held by the Plan at year end. The NAV is based on the value of the underlying investment assets owned by the fund, minus its liabilities, and then divided by the number of shares outstanding. The NAV is a quoted price in an active market.

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

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2011:

	Level 1	Le	evel 2	Le	evel 3	Total
Mutual funds:						
Mid/Large Cap	\$ 5,523,933	\$	-	\$	-	\$ 5,523,933
Fixed Income	154,147		-		-	154,147
International	24,230		-		-	24,230
Small Cap	54,962		-		-	54,962
Money market fund	7,727		-		-	7,727
Total investments at fair value	\$ 5,764,999	\$	_	\$	-	\$ 5,764,999

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

	Level 1	Le	evel 2	Le	evel 3	Total
Mutual funds:	,	,				
Mid/Large Cap	\$ 5,757,050	\$	-	\$	-	\$ 5,757,050
Fixed Income	36,546		-		-	36,546
International	33,881		-		-	33,881
Small Cap	29,384		- 1		1-	29,384
Money market fund	12,619					12,619
Total investments at fair value	\$ 5,869,480	\$	-	\$	_	\$ 5,869,480

KACI Retirement Savings Plan Notes to Financial Statements (Continued) December 31, 2011 and 2010

#### Note F - Related Party Transactions

Certain professional fees for the administration and audit of the Plan were paid by the Company and certain administrative services are provided by the Company at no cost to the Plan.

Certain Plan investments at December 31, 2011 and 2010 were invested in mutual funds managed by Fidelity. Fidelity is the trustee of the Plan, and, therefore, these transactions qualify as party-in-interest. In 2011, the Plan paid administrative fees of \$10,476 to Fidelity.

#### Note G – Income Tax Status

The Internal Revenue Service ruled on March 31, 2008 that the Volume Submitter Plan Document (the volume submitter plan of Fidelity Management & Research Company upon which the Plan is based) qualifies under Section 401(a) of the IRC and the related trust is, therefore, not subject to tax under present income tax law. The Plan is required to operate in conformity with the IRC to maintain its qualification. The Plan has been amended since receiving the opinion letter. However, the Plan administrator believes the Plan is being operated in compliance with the applicable requirements of the IRC and, therefore, believes that the Plan is qualified and the related trust is tax exempt.

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.

#### Note H - 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 100% vested in their accounts.

#### Note I – Reconciliation of Financial Statements to Form 5500

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

	2011	2010
Net assets available for benefits per Form 5500	\$ 6,488,691	\$ 6,527,699
•		
Deemed distributions of participant loans, including interest	176,612	166,863
Decined distributions of participant loans, merading interest	170,012	100,005
Net assets available for benefits per the financial statements	\$ 6,665,303	\$ 6,694,562
ivet assets available for benefits per the illiancial statements	\$ 0,000,000	ψ 0,07 <del>4</del> ,302

KACI Retirement Savings Plan Notes to Financial Statements (Continued) December 31, 2011 and 2010

# Note I – Reconciliation of Financial Statements to Form 5500 - (Continued)

The following is a reconciliation of net loss per the Form 5500 to net decrease per the financial statements for the Plan year ended December 31, 2011:

Net decrease per the financial statements	\$ (29,259)
Change in deemed distributions of participant loans, including interest	9,749
Net loss per the Form 5500	\$ (39,008)

#### Note J – Risks and Uncertainties

The Plan invests in various investment securities. Investment securities, in general, 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 such changes could materially affect participants' account balances and the amounts reported in the financial statements.



KACI Retirement Savings Plan Schedule of Assets (Held at End of Year) Form 5500, Schedule H, Part IV, Item 4(i)

EIN: 61-1151139

Plan No: 001

December 31, 2011

<u>(a)</u>	(b) Identity of Issue, Borrower Lessor of Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral		(e) Current Value
	Mutual Funds:			
		Dray for C & D 500 Inday	\$	1 125
	Dreyfus	Dreyfus S&P 500 Index	Ф	4,435
	American Century Pimco	Equity Income Total Return		8,158
				79,837
	Oppenheimer	Diversified Markets		18,649
	Invesco Van Kampen	Small Cap Value		13,963
	Eaton Vance	Dividend Builder		11,432
.1.	Perkins	Mid Cap Value		11,062
*	Fidelity	Stratified Income		52,872
*	Fidelity	Small Cap		40,999
*	Fidelity	Fidelity Freedom 2010 A		364,824
*	Fidelity	Fidelity Freedom 2020 A		1,046,432
*	Fidelity	Fidelity Freedom 2030 A		962,880
*	Fidelity	Fidelity Freedom 2040 A		648,353
*	Fidelity	New Insights		62,231
*	Fidelity	Fidelity Freedom 2005 A		21,438
*	Fidelity	Fidelity Freedom 2015 A		379,358
*	Fidelity	Fidelity Freedom 2025 A		515,210
*	Fidelity	Fidelity Freedom 2035 A		1,148,634
*	Fidelity	Mid Cap II		18,343
*	Fidelity	International Discovery		5,581
*	Fidelity	Fidelity Freedom 2045 A		314,456
*	Fidelity	Fidelity Freedom 2050 A		28,125
	Money Market Fund:			
*	Fidelity	Prime Fund		7,727
*	Notes receivable	Interest rates 4.25%-10.94%,		
	from participants	various maturities through 2021		892,676
			\$	6,657,675

<sup>\*</sup> denotes party-in-interest

Historical cost (column d) not required due to participant-directed Plan.

# KACI Retirement Savings Plan Financial Statements December 31, 2011 and 2010

# **KACI Retirement Savings Plan**

Table of Contents December 31, 2011 and 2010

Independent Auditor's Report	1
Financial Statements	
Statements of Net Assets Available for Benefits	2
Statement of Changes in Net Assets Available for Benefits	3
Notes to Financial Statements	4 - 9
Supplemental Schedule	
Schedule of Assets (Held at End of Year)	10



## **Independent Auditor's Report**

To the Plan Administrator KACI Retirement Savings Plan

We were engaged to audit the financial statements of the KACI Retirement Savings Plan (the "Plan") as of December 31, 2011 and 2010, and for the year ended December 31, 2011, and the supplemental schedule as of December 31, 2011, as listed in the accompanying table of contents. These financial statements and supplemental schedule are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information in Note C, which was certified by Fidelity Management Trust Company, the trustee of the Plan, except for comparing such 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 investment assets and executes investment transactions. The Plan administrator has obtained a certification from the trustee as of December 31, 2011 and 2010 and for the year ended December 31, 2011, that the information provided to the Plan administrator by the trustee is complete and accurate.

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

Louisville, Kentucky September 22, 2012

Munto Childen Midly LLP

# KACI Retirement Savings Plan Statements of Net Assets Available for Benefits December 31, 2011 and 2010

	2011	2010
Assets		
Investments, at fair value	\$ 5,764,999	\$ 5,869,480
Receivables:		
Participant contributions	5,289	4,857
Employer contributions	2,339	2,077
Notes receivable from participants	892,676	818,148
	900,304	825,082
Net Assets Available For Benefits	\$ 6,665,303	\$ 6,694,562

# KACI Retirement Savings Plan Statement of Changes in Net Assets Available for Benefits Year ended December 31, 2011

Additions to Net Assets Attributed to: Investment income:	
Interest and dividends	\$ 175,709
Interest income on notes receivable from participants	42,202
Contributions:	
Employer	101,629
Participant	241,856
Rollover	 14,261
	 357,746
Total additions	575,657
Deductions from Net Assets Attributed to:	
Net depreciation in fair value of investments	357,765
Benefits paid to participants	236,675
Administrative fees	10,476
Total deductions	604,916
Net decrease	(29,259)
Net Assets Available for Benefits:	
Beginning of year	6,694,562
End of year	\$ 6,665,303

# Note A – Description of Plan

The following description of the KACI Retirement Savings Plan (the "Plan") provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

- 1. <u>General</u>: The Plan is a defined contribution plan covering substantially all employees of Katayama American Company, Inc. and subsidiaries (the "Company") who have completed six months of service and are age eighteen or older. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"), as amended.
- 2. <u>Contributions</u>: Participants may elect to defer the maximum compensation permissible under the Internal Revenue Code ("IRC"), in the form of contributions to the Plan. The Company may make a discretionary matching contribution to each participant based on their elective deferrals which is limited to 2% of compensation. For the 2011 Plan year, the Company match was 100% of a participant's elective deferrals not exceeding 2% of compensation. In addition, the Company may elect to make a discretionary contribution for non-highly compensated employees, which is based on compensation. There was no discretionary contribution for the 2011 Plan year.
- 3. Participant Accounts: Individual accounts are maintained for each Plan participant. Each participant's account is credited with the participant's contribution and an allocation of the Company's matching and discretionary contributions, if any, and 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.
- 4. <u>Vesting</u>: Participants are immediately vested in their voluntary contributions plus actual earnings thereon. Vesting in the remainder of their accounts is based on years of continuous service as follows:

Years	Vested
of Service	Percentage
1	20%
2	40
3	60
4	80
5	100

- 5. <u>Investments Options</u>: Upon enrollment in the Plan, participants may direct the investment of their accounts into various investment options offered by the Plan. They may change their investment options among those investments provided at quarterly entry dates during the Plan year.
- 6. Notes Receivable from Participants: Participants may borrow from their fund accounts a minimum of \$1,000 up to a maximum of \$50,000 or 50% of their vested account balance. Generally, the term of the loan may not exceed five years. However, if the loan is for the purchase of a participant's principal residence, the Plan administrator may permit a longer term. The loans are secured by the balance in the participant's account and bear interest at rates commensurate with local prevailing rates as determined by the Plan administrator. Principal and interest is repaid ratably through payroll deductions. For loans outstanding at December 31, 2011 the interest rates ranged from 4.25% to 10.94%.

KACI Retirement Savings Plan Notes to Financial Statements (Continued) December 31, 2011 and 2010

## Note A – Plan Description (Continued)

- 7. <u>Payment of Benefits</u>: Upon termination of service or attaining normal retirement age, a participant may elect to receive a lump sum amount equal to the value of the participant's vested interest in his or her account. In-service and hardship withdrawals are also allowed as defined in the Plan agreement.
- 8. <u>Forfeited Accounts</u>: The non-vested portion of former participants' accounts may be used to pay administrative expenses of the Plan or to reduce the amount of future employer contributions. Forfeited accounts totaled \$1,209 and \$682 at December 31, 2011 and 2010, respectively. During the Plan year ended December 31, 2011, forfeitures totaling \$2,516 were used to reduce the amount of employer matching contributions.

## Note B - Significant Accounting Policies

- 1. <u>Basis of Accounting</u>: The financial statements of the Plan are prepared on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America ("GAAP"). The Accounting Standards Codification ("ASC") as produced by the Financial Accounting Standards Board ("FASB") is the sole source of authoritative GAAP for nongovernmental entities.
- 2. <u>Use of Estimates</u>: The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, and the disclosure of contingent assets and liabilities. Actual results could differ from those estimates.
- 3. <u>Investment Valuation and Income Recognition</u>: The Plan's 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. 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 depreciation includes the Plan's gains and losses on investments bought and sold as well as held during the Plan year.
- 4. <u>Notes Receivable from Participants</u>: Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent participant loans are reclassified as distributions based upon the terms of the Plan agreement.
- 5. Payments of Benefits: Benefits are recorded when paid.
- 6. <u>Administrative Expenses</u>: Administrative expenses of the Plan are paid by the Company or Plan participants, as defined in the Plan agreement.
- 7. <u>Subsequent Events</u>: Subsequent events for the Plan have been considered through the date of the Independent Auditor's Report which represents the date the financial statements were available to be issued.

# Note C – Information Certified by the Plan's Trustee

The Plan administrator has elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, Fidelity Management Trust Company ("Fidelity"), the trustee of the Plan, has certified to the completeness and accuracy of all investments and notes receivable from participants information reflected on the accompanying Statements of Net Assets Available for Benefits as of December 31, 2011 and 2010, the Schedule of Assets (Held at End of Year) at December 31, 2011, and the related investment and interest income on notes receivable from participants information reflected in the Statement of Changes in Net Assets Available for Benefits for the year ended December 31, 2011.

#### Note D – Investments

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

	2011	2010
Mutual funds, at fair value:		
Fidelity Freedom 2035 A	\$ 1,148,634	\$ 1,187,164
Fidelity Freedom 2020 A	1,046,432	1,018,304
Fidelity Freedom 2030 A	962,880	1,165,083
Fidelity Freedom 2040 A	648,353	656,703
Fidelity Freedom 2025 A	515,210	521,946
Fidelity Freedom 2015 A	379,358	387,657
Fidelity Freedom 2010 A	364,824	355,493
Fdielity Freedom 2045 A	less than 5%	345,805

For the Plan year ended December 31, 2011, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) depreciated in value by \$357,765.

#### Note E - Fair Value Measurements

FASB 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 as follows:

- Level 1: Quoted market prices in active markets for identical assets or liabilities. An active market for the asset or liability is a market in which the transaction for the asset or liability occurs with sufficient frequency and volume to provide pricing information on an ongoing basis.
- Level 2: Observable market-based inputs or unobservable inputs that are corroborated by market data, such as quoted prices for similar assets or liabilities or model-derived valuations.
- Level 3: Unobservable inputs that are not corroborated by market data. These inputs reflect a company's own assumptions about the assumptions a market participant would use in pricing the asset or liability.

## Note E – 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.

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

Mutual Funds and Money Market Fund: Valued at the net asset value ("NAV") of shares held by the Plan at year end. The NAV is based on the value of the underlying investment assets owned by the fund, minus its liabilities, and then divided by the number of shares outstanding. The NAV is a quoted price in an active market.

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

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2011:

	Level 1	Le	evel 2	Le	evel 3	Total
Mutual funds:						
Mid/Large Cap	\$ 5,523,933	\$	-	\$	-	\$ 5,523,933
Fixed Income	154,147		-		-	154,147
International	24,230		-		-	24,230
Small Cap	54,962		-		-	54,962
Money market fund	7,727		-		_	7,727
Total investments at fair value	\$ 5,764,999	\$	_	\$	_	\$ 5,764,999

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

	Level 1	Le	evel 2	Le	evel 3	Total
Mutual funds:	,	,				
Mid/Large Cap	\$ 5,757,050	\$	-	\$	-	\$ 5,757,050
Fixed Income	36,546		-		-	36,546
International	33,881		-		-	33,881
Small Cap	29,384		- 1		1-	29,384
Money market fund	12,619					12,619
Total investments at fair value	\$ 5,869,480	\$	-	\$	_	\$ 5,869,480

KACI Retirement Savings Plan Notes to Financial Statements (Continued) December 31, 2011 and 2010

#### Note F - Related Party Transactions

Certain professional fees for the administration and audit of the Plan were paid by the Company and certain administrative services are provided by the Company at no cost to the Plan.

Certain Plan investments at December 31, 2011 and 2010 were invested in mutual funds managed by Fidelity. Fidelity is the trustee of the Plan, and, therefore, these transactions qualify as party-in-interest. In 2011, the Plan paid administrative fees of \$10,476 to Fidelity.

#### Note G – Income Tax Status

The Internal Revenue Service ruled on March 31, 2008 that the Volume Submitter Plan Document (the volume submitter plan of Fidelity Management & Research Company upon which the Plan is based) qualifies under Section 401(a) of the IRC and the related trust is, therefore, not subject to tax under present income tax law. The Plan is required to operate in conformity with the IRC to maintain its qualification. The Plan has been amended since receiving the opinion letter. However, the Plan administrator believes the Plan is being operated in compliance with the applicable requirements of the IRC and, therefore, believes that the Plan is qualified and the related trust is tax exempt.

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.

#### Note H - 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 100% vested in their accounts.

#### Note I – Reconciliation of Financial Statements to Form 5500

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

	2011	2010
Net assets available for benefits per Form 5500	\$ 6,488,691	\$ 6,527,699
1		
Deemed distributions of participant loans, including interest	176,612	166,863
Decined distributions of participant loans, merading interest	170,012	100,003
Not assets available for honofits nor the financial statements	\$ 6,665,303	\$ 6,694,562
Net assets available for benefits per the financial statements	\$ 0,000,300	\$ 0,094,302

KACI Retirement Savings Plan Notes to Financial Statements (Continued) December 31, 2011 and 2010

# Note I – Reconciliation of Financial Statements to Form 5500 - (Continued)

The following is a reconciliation of net loss per the Form 5500 to net decrease per the financial statements for the Plan year ended December 31, 2011:

Net decrease per the financial statements	\$ (29,259)
Change in deemed distributions of participant loans, including interest	9,749
Net loss per the Form 5500	\$ (39,008)

#### Note J - Risks and Uncertainties

The Plan invests in various investment securities. Investment securities, in general, 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 such changes could materially affect participants' account balances and the amounts reported in the financial statements.



KACI Retirement Savings Plan Schedule of Assets (Held at End of Year) Form 5500, Schedule H, Part IV, Item 4(i)

EIN: 61-1151139

Plan No: 001

December 31, 2011

<u>(a)</u>	(c) Description of Investment  (b) Identity of Issue, Borrower  Lessor of Similar Party  (c) Description of Investment  Including Maturity Date,  Rate of Interest, Collateral		(e) Current Value	
	Mutual Funds:			
		Describes C & D 500 Indov	\$	1 125
	Dreyfus	Dreyfus S&P 500 Index	Ф	4,435
	American Century Pimco	Equity Income Total Return		8,158
				79,837
	Oppenheimer	Diversified Markets		18,649
	Invesco Van Kampen	Small Cap Value		13,963
	Eaton Vance	Dividend Builder		11,432
.1.	Perkins	Mid Cap Value		11,062
*	Fidelity	Stratified Income		52,872
*	Fidelity	Small Cap		40,999
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*	Fidelity	Fidelity Freedom 2030 A		962,880
*	Fidelity	Fidelity Freedom 2040 A		648,353
*	Fidelity	New Insights		62,231
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*	Fidelity	Fidelity Freedom 2015 A		379,358
*	Fidelity	Fidelity Freedom 2025 A		515,210
*	Fidelity	Fidelity Freedom 2035 A		1,148,634
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*	Fidelity	International Discovery		5,581
*	Fidelity	Fidelity Freedom 2045 A		314,456
*	Fidelity	Fidelity Freedom 2050 A		28,125
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*	Fidelity	Prime Fund		7,727
*	Notes receivable	Interest rates 4.25%-10.94%,		
	from participants	various maturities through 2021		892,676
			\$	6,657,675

<sup>\*</sup> denotes party-in-interest

Historical cost (column d) not required due to participant-directed Plan.