

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>PIERBURG INCORPORATED 401(K) PLAN</u>	1b Three-digit plan number (PN) ▶ <u>001</u> 1c Effective date of plan <u>10/01/1996</u>
2a Plan sponsor's name and address, including room or suite number (Employer, if for single-employer plan) <u>PIERBURG INCORPORATED</u> <u>5 SOUTHCHASE CT</u> <u>FOUNTAIN INN, SC 29644-9018</u>	2b Employer Identification Number (EIN) <u>57-1051355</u> 2c Sponsor's telephone number <u>864-688-1312</u> 2d Business code (see instructions) <u>336300</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>10/10/2012</u>	<u>RYAN E. SPENCER</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)
v.012611

3a Plan administrator's name and address (if same as plan sponsor, enter "Same") PIERBURG INCORPORATED 5 SOUTHCHASE CT FOUNTAIN INN, SC 29644-9018	3b Administrator's EIN 57-1051355 3c Administrator's telephone number 864-688-1312
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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	167
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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	145
b Retired or separated participants receiving benefits.....	6b	0
c Other retired or separated participants entitled to future benefits.....	6c	30
d Subtotal. Add lines 6a , 6b , and 6c	6d	175
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	0
f Total. Add lines 6d and 6e	6f	175
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	120
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	4

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 3D 3H

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

9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
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10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

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

b General Schedules

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

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 PIERBURG INCORPORATED 401(K) PLAN	B Three-digit plan number (PN) ►	001
C Plan sponsor's name as shown on line 2a of Form 5500 PIERBURG INCORPORATED	D Employer Identification Number (EIN) 57-1051355	

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

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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)

NATIONWIDE

ONE NATIONWIDE PLAZA
COLUMBUS, OH 43215

(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	RECORDKEEPER	29710	Yes ☒ No ☐	Yes ☒ No ☐	723	Yes ☒ No ☐

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

AMERIPRISE FINANCIAL SERVICES

50082 AMERIPRISE FINANCIAL CTR
MINNEAPOLIS, MN 55474

(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?
28	INVESTMENT MGMT	0	Yes ☒ No ☐	Yes ☒ No ☐	12880	Yes ☐ No ☒

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	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 <div style="font-size: 24pt; font-weight: bold;">2011</div> This Form is Open to Public Inspection
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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>PIEBURG INCORPORATED 401(K) 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>PIEBURG INCORPORATED</u>	D Employer Identification Number (EIN) <u>57-1051355</u>	

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	0	0
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	464	575
(2) Participant contributions	1b(2)	0	0
(3) Other.....	1b(3)	0	0
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	0	0
(2) U.S. Government securities.....	1c(2)	0	0
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	0	0
(B) All other.....	1c(3)(B)	0	0
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	0	0
(B) Common	1c(4)(B)	0	0
(5) Partnership/joint venture interests	1c(5)	0	0
(6) Real estate (other than employer real property)	1c(6)	0	0
(7) Loans (other than to participants)	1c(7)	0	0
(8) Participant loans	1c(8)	70934	59276
(9) Value of interest in common/collective trusts.....	1c(9)	0	0
(10) Value of interest in pooled separate accounts.....	1c(10)	2928347	3060501
(11) Value of interest in master trust investment accounts	1c(11)	0	0
(12) Value of interest in 103-12 investment entities	1c(12)	0	0
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	0	0
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)	0	0

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)	0	0
(2) Employer real property	1d(2)	0	0
e Buildings and other property used in plan operation	1e	0	0
f Total assets (add all amounts in lines 1a through 1e)	1f	2999745	3120352

Liabilities

g Benefit claims payable	1g	0	0
h Operating payables	1h	844	3466
i Acquisition indebtedness	1i	0	0
j Other liabilities	1j	16	0
k Total liabilities (add all amounts in lines 1g through 1j)	1k	860	3466

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	2998885	3116886
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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 Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	193972	
(B) Participants	2a(1)(B)	327840	
(C) Others (including rollovers)	2a(1)(C)	177064	
(2) Noncash contributions	2a(2)	0	698876
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		

b Earnings on investments:**(1) Interest:**

(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	0	
(B) U.S. Government securities	2b(1)(B)	0	
(C) Corporate debt instruments	2b(1)(C)	0	
(D) Loans (other than to participants)	2b(1)(D)	0	
(E) Participant loans	2b(1)(E)	2971	
(F) Other	2b(1)(F)	0	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		2971

(2) Dividends: (A) Preferred stock	2b(2)(A)	0	
(B) Common stock	2b(2)(B)	0	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	0	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		0

(3) Rents	2b(3)		0
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(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	0	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	0	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate.....	2b(5)(A)	0	
(B) Other	2b(5)(B)	0	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0
(6) Net investment gain (loss) from common/collective trusts	2b(6)		0
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		-37873
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		0
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		0
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		0
c Other income.....	2c		0
d Total income. Add all income amounts in column (b) and enter total.....	2d		663974

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	544606	
(2) To insurance carriers for the provision of benefits	2e(2)	0	
(3) Other	2e(3)	0	
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		544606
f Corrective distributions (see instructions)	2f		0
g Certain deemed distributions of participant loans (see instructions).....	2g		0
h Interest expense.....	2h		0
i Administrative expenses: (1) Professional fees	2i(1)	1367	
(2) Contract administrator fees	2i(2)	0	
(3) Investment advisory and management fees	2i(3)	0	
(4) Other	2i(4)	0	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		1367
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		545973

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		118001
l Transfers of assets:			
(1) To this plan.....	2l(1)		0
(2) From this plan	2l(2)		0

Part III Accountant's Opinion

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

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

(1) ☒ Unqualified **(2)** ☐ Qualified **(3)** ☐ 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: GRAHAM, SZUHY & CO., CPA'S

(2) EIN: 57-1108232

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	0
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.).....		X	0
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	0
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	0
e Was this plan covered by a fidelity bond?.....	X		1000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	0
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	0
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	0
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	0
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: 0

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

5b(1) Name of plan(s)

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

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>PIERBURG INCORPORATED 401(K) 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>PIERBURG INCORPORATED</u>	D Employer Identification Number (EIN) <u>57-1051355</u>

Part I	Distributions
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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>31-1592130</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	<u>0</u>

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
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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
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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.
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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	0
b The plan year immediately preceding the current plan year	14b	0
c The second preceding plan year	14c	0

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

a The corresponding number for the plan year immediately preceding the current plan year	15a	0
b The corresponding number for the second preceding plan year	15b	0

- 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	0
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	0

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

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

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

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

- a** Enter the percentage of plan assets held as:

Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

- b** Provide the average duration of the combined investment-grade and high-yield debt:

☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

- c** What duration measure was used to calculate item 19(b)?

☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):

Pierburg, Inc.
401(k) Plan

Audit of Financial Statements
For the year ended December 31, 2011

*Audit of
Pierburg, Inc. 401(k) Plan*

*Table of Contents
December 31, 2011*

	Page
Independent Auditor's Report	1-2
 Financial Statements:	
Statement of net assets available for benefits as of December 31, 2011 and 2010	3
Statement of changes in net assets available for benefits for the year ended December 31, 2011	4
Notes to the financial statements	5-10
 Supplemental Information:	
Schedule of assets (held at end of year), December 31, 2011	11-12

Independent Auditor's Report

To the Plan Administrator
Pierburg, Inc. 401(k) Plan

We were engaged to audit the accompanying statements of net assets available for benefits of Pierburg, Inc. 401(k) Plan as of December 31, 2011 and 2010, and the related statement of changes in net assets available for benefits for the year ended December 31, 2011, and the supplemental Schedule H, line 4i-Schedule of Assets (Held At End of Year). These financial statements and supplemental Schedule H are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note D, which was certified by Nationwide Financial, the trustee/custodian of the Plan, except for comparing the information with the related information included in the 2011 financial statements and the supplemental Schedule H. We have been informed by the plan administrator that the trustee/ custodian holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee/ custodian 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/custodian 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 these accompanying financial statements and supplementary Schedule H taken as a whole. The supplemental Schedule H 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 H, other than that derived from the information certified by the trustee/ custodian, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Graham, Szuhy & Co., CPAs

Graham, Szuhy & Co., CPAs
Lexington, South Carolina
August 30, 2012

Pierburg, Inc. 401(k) Plan

Statements of Net Assets Available for Benefits

December 31, 2011 and 2010

	<u>2011</u>	<u>2010</u>
Assets		
Investments (notes C and E)	\$ 3,060,501	\$ 2,927,425
Receivables:		
Employer contributions	575	464
Notes receivable from participants	<u>59,276</u>	<u>71,856</u>
Total receivables	<u>59,851</u>	<u>72,320</u>
Total assets	3,120,352	2,999,745
Liabilities		
Ineligible participants	-	844
Forfeitures	<u>3,466</u>	<u>16</u>
Total liabilities	<u>3,466</u>	<u>860</u>
Net assets available for benefits	<u><u>3,116,886</u></u>	<u><u>2,998,885</u></u>

See accompanying notes to the financial statements.

Pierburg, Inc. 401(k) Plan

Statement of Changes in Net Assets Available for Benefits

Year Ended December 31, 2011

Additions to net assets attributed to:

Investment Income:

Participant loan interest \$ 2,971

Contributions:

Participant \$ 327,840

Employer 193,972

Rollovers 177,064

698,876

Total Additions \$ 701,847

Deductions from net assets attributed to:

Benefits paid to participants \$ 544,606

Net depreciation in fair value
of investments (see note C) 37,873

Administration expenses 1,367

Total Deductions 583,846

Net increase \$ 118,001

Net assets available for benefits

Beginning of year 2,998,885

End of year \$ 3,116,886

See accompanying notes to the financial statements.

Note A: Description of Plan

The following description of the Pierburg, Inc. (Company) 401(k) Plan (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 all full-time employees of the Company who have completed one hour of service, are age 18 or older, and are not union employees or nonresident alien employees. It is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Contributions. Each year, participants may contribute any percentage of their eligible compensation, as defined in the Plan. Participants who have attained age 50 before the end of the plan year are eligible to make catch-up contributions. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans. Participants direct the investment of their contributions into various investment options offered by the Plan. The Plan currently offers various mutual funds as investment options for participants. The Company contributes 75 percent of the first 6% of base compensation that a participant contributes to the Plan. Company contributions are invested in the same investment options as directed by the participants for their deferrals. Contributions are subject to certain limitations.

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

Vesting. Participants are immediately vested in their contributions plus actual earnings thereon. Vesting in the Company's contribution portion of their accounts is based on years of continuous service. A participant is 100 percent vested after four years of credited service.

Notes Receivable From Participants. Participants may borrow from their accounts a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50 percent of their vested account balance. The loans are secured by the balance in the participant's account and bear interest at rates that range from 4.25 percent to 9.25 percent, which are commensurate with local prevailing rates as determined by the plan administrator. Principal and interest are paid ratably through payroll deductions.

Payment of Benefits. On termination of service due to death, disability, or retirement, a participant may elect to receive either a lump-sum amount equal to the value of the participant's vested interest in his or her account, or annual installments, or an annuity payable for his or her lifetime. For termination of service for other reasons, a participant may receive the value of the vested interest in his or her account as a lump-sum distribution.

Forfeited Accounts. Forfeitures of Company contributions will be used to reduce the Company contributions. Forfeitures of terminated non-vested account balances allocated to Company contributions at December 31, 2011 totaled \$1,685.

Note B: Summary of Significant Accounting Policies

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

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

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

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

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 recorded as distributions based upon the terms of the Plan document.

Administrative Expenses. Except for loan origination fees associated with notes receivable from participants, all administrative expenses of maintaining the Plan are paid by the Company.

Payments of Benefits. Benefits are recorded when paid.

Subsequent Events. The Plan has evaluated subsequent events through August 30, 2012, the date the financial statements were available to be issued.

Note C: Investments

The following presents investments that represent 5 percent or more of the Plan's net assets.

	<u>December 31,</u>	
	<u>2011</u>	<u>2010</u>
Principal Inv MdCap Blnd Inst	\$ 213,473	\$172,425
Vanguard Short termUS Trs IS	439,650	416,945
Vanguard Wlsly	185,597	169,252

During the plan year ending 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 \$37,873 as follows:

Mutual funds	\$ 37,873
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Note D: Information Prepared and Certified by Trustee

The following information included in the accompanying financial statements was obtained from data that has been prepared and certified to as complete and accurate by Nationwide Financial.

	<u>December 31,</u>	
	<u>2011</u>	<u>2010</u>
Pooled separate accounts	\$3,060,501	\$2,927,425
	<u>2011</u>	<u>2010</u>
Net realized and unrealized gain(loss) on mutual funds	\$(37,873)	\$276,186
Interest-guaranteed investment contracts	-	4,839

Note E: Fair Value Measurements: Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) 820, Fair Value Measurements and Disclosures, provides the framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy under FASB ASC 820 are described 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.
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- Level 2
- Inputs to the valuation methodology include
- quoted prices for similar assets or liabilities in active markets;
 - quoted prices for identical or similar assets or liabilities in inactive markets;
 - inputs other than quoted prices that are observable for the asset or liability;
 - inputs that are derived principally from or corroborated by observable market data by correlation or other means.

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

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

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

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

Mutual funds: Valued at the 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 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 fair value measurements at December 31, 2011 and 2010:

Fair Value Measurements at December 31, 2011

	<i>Quoted Prices in Active Markets for Identical Assets</i>	<i>Significant Other Observable Inputs</i>	<i>Significant Unobservable Inputs</i>	
	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual funds:				
Index funds	\$ 393,498	-	-	\$ 393,498
Balanced funds	562,229	-	-	562,229
Growth funds	1,235,362	-	-	1,235,362
Fixed income funds	<u>869,412</u>	<u>-</u>	<u>-</u>	<u>869,412</u>
Total mutual funds	<u>3,060,501</u>	<u>-</u>	<u>-</u>	<u>3,060,501</u>
Total assets at fair value	<u>\$3,060,501</u>	<u>-</u>	<u>-</u>	<u>\$3,060,501</u>

Fair Value Measurements at December 31, 2010

	<i>Quoted Prices in Active Markets for Identical Assets</i>	<i>Significant Other Observable Inputs</i>	<i>Significant Unobservable Inputs</i>	
	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Index funds	\$ 332,351	-	-	\$ 332,351
Balanced funds	465,607	-	-	465,607
Growth funds	1,204,934	-	-	1,204,934
Fixed income funds	<u>924,533</u>	<u>-</u>	<u>-</u>	<u>924,533</u>
Total mutual funds	<u>2,927,425</u>	<u>-</u>	<u>-</u>	<u>2,927,425</u>
Total assets at fair value	<u>\$2,927,425</u>	<u>-</u>	<u>-</u>	<u>\$2,927,425</u>

Note F: 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 company contribution portion of their account.

Note G: Tax Status

The Internal Revenue Service has determined and informed the company by a letter dated October 1, 1996, that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code (IRC). Although the plan has been amended since receiving the determination letter, the plan's administrator and the plan administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC and therefore believe that the Plan is qualified and the related trust is tax-exempt.

U.S. GAAP require plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the Internal Revenue Service. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The plan administrator believes it is no longer subject to income tax examinations for years prior to December 31, 2006.

Note H: Risks and Uncertainties

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

Note I: Commitments and Contingencies

The company determined that, on a controlled group basis, the plan did not pass the minimum coverage test under IRC Section 401(b) for the plan years ended December 31, 2004 and 2005. Additionally, employees were incorrectly allowed to defer on bonuses during the years ended December 31, 2002 and 2003 and fringe benefits were improperly excluded from plan compensation during all of the above mentioned years. The company is currently working with its ERISA attorney to correct these operational deficiencies and has elected to enter in the Voluntary Fiduciary Correction Program ("VFCP"). It is reasonably possible that the resulting corrective contribution due from the Company or distribution from plan assets would be material to the financial statements for the year ended December 31, 2011.

In addition to the above matters, the 2011 controlled group compliance testing has not been finalized. Though the plan met its compliance requirements individually, it is reasonably possible that the results of the 2011 group compliance testing will require a correcting contribution or distribution that would be material to the plan financial statements for the year ended December 31, 2011. The company is working to complete the group testing and intends on making any necessary contributions or distributions that may result.

Pierburg, Inc. 401(k) Plan

Schedule of Assets (Held at End of Year)

Schedule H, Line 4i

December 31, 2011

EIN 13-3472822 Plan 001

(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
				\$
	AmBen Bal Inst	Mutual Fund		14,800
	AmCent Intl Adl Bd Inst	Mutual Fund		60,952
	AmFds Am Hl Inc Tr R6	Mutual Fund		223
	AmFds Am Mut R6#	Mutual Fund		2,849
	AmFds Cap Wld Bd R6	Mutual Fund		15,196
	AmFds Cap Wld Gr Inc R6	Mutual Fund		16,393
	AmFds EuroPacific Gr R6	Mutual Fund		70,314
	AmFds Edmntl Inv R6	Mutual Fund		45,708
	AmFds Gr Fd Am R6#	Mutual Fund		3,816
	AmFds New Econ R6	Mutual Fund		99,577
	AmFds New Wld R6	Mutual Fund		62,893
	AmFds US Govt Sec R6	Mutual Fund		14,768
	BlkRK Basic Val Inst	Mutual Fund		76,579
	BlkRK SmCap Gr Eq Inst#	Mutual Fund		419
	DodgeCox Intl Ssk#	Mutual Fund		3,507
	DodgeCox Ssk	Mutual Fund		1,814
	Drey Inst Prfid MnyMkt Prm	Mutual Fund		3,466
	DW'S RREF RealEst Sec Inst	Mutual Fund		41,884
	Fed Govt UltraShrtDur Inst	Mutual Fund		14,655
	Fed Intmd Govt Corp Inst	Mutual Fund		7,442
	Fed Ttl Rtn Bd Inst	Mutual Fund		1,488
	FidAdv Real Est	Mutual Fund		912
	GdmnSec Shrt Dur Govt Inst	Mutual Fund		49,215
	Hansbgr Intl Gr Inst#	Mutual Fund		2,160
	Harbor Intl Inst	Mutual Fund		109,472
	Jns Bal I	Mutual Fund		18,819
	Jns Overseas I	Mutual Fund		98,672
	JPM Mdcap Val Inst	Mutual Fund		907
	JPM SmCap Val	Mutual Fund		554
	LeggMWstrAsInflndPlsBdInst#	Mutual Fund		1,737
	MFS Mass Inv Tr R4	Mutual Fund		84,535
	MFS Rsch R4	Mutual Fund		2,224
	MSIF Mdcap Gr	Mutual Fund		649
	PIMCO Real Rtn	Mutual Fund		281
	Prncpl Inv Cap App Inst#	Mutual Fund		825
	Prncpl Inv Eq Inc I Inst#	Mutual Fund		4,805
	Prncpl Inv Mdcap Blnd Inst	Mutual Fund		213,473
	Prncpl Mdcap Gr	Mutual Fund		862
	RdgWrth Intmd Bd I#	Mutual Fund		411
	RdgWrth Ttl Rtn Bd I	Mutual Fund		136,541
	TrowePr New Hrizns	Mutual Fund		456
	Vanguard Divd Gr	Mutual Fund		86,636
	Vanguard Grth Indx Fd IS	Mutual Fund		67,839
	Vanguard Hl Yld Corp Fd IS	Mutual Fund		45,196
	Vanguard Intl Value Fd IS	Mutual Fund		33,060

Schedule of Assets (Held at End of Year)

Schedule H, Line 4i
December 31, 2011

EIN 13-347282 Plan 001

(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
	Vanguard Inter-Term US Trs IS	Mutual Fund		52,768
	Vanguard Slt-Term US Trs IS	Mutual Fund		439,650
	Vanguard Sm Cap Indx Fd IS	Mutual Fund		14,441
	Vanguard SMCap Val Indx IS	Mutual Fund		41,852
	Vanguard SmCap Grth Indx IS	Mutual Fund		159,132
	Vanguard Trgt Rtrmt 2050	Mutual Fund		52,006
	Vanguard Ttl Bld Mkt Indx Sgnl	Mutual Fund		621
	Vanguard Wellington Fd IS	Mutual Fund		50,016
	Vngprd Trgt Rtrmt 2045	Mutual Fund		5,616
	Vngprd Windsor2 Fnd	Mutual Fund		6,870
	Vngprd Trgt Rtrmt 2025	Mutual Fund		9,639
	Vngprd Trgt Rtrmt 2020	Mutual Fund		10,358
	Vngprd MdCap Val Indx Inv	Mutual Fund		21,005
	Vngprd ST Invmt Grd Inv	Mutual Fund		25,927
	Vngprd Trgt Rtrmt 2015	Mutual Fund		44,427
	Vngprd Trgt Rtrmt 2040	Mutual Fund		49,626
	Vngprd Trgt Rtrmt 2035	Mutual Fund		54,321
	Vngprd Eqt Income Fd InvShr	Mutual Fund		58,486
	Vngprd Trgt Rtrmt 2030	Mutual Fund		67,004
	Vngprd MdCap Gr Indx Inv	Mutual Fund		89,229
	Vngprd Hlthcr Inv	Mutual Fund		102,925
	Vngprd Wellesley Inc Fd IS	Mutual Fund		185,598
*	Participant Loans	Interest rates of 4.25 - 9.25%, with maturity dates from 2009 - 2016		59,276
				<u>\$ 3,119,777</u>

Note: Column (a) * identified as a party-in-interest

Column (d) is blank as all investments are participant directed

PIERBURG INCORPORATED 401(K) PLAN
 EIN 57-1051355

2011 FORM 5500 - SCHEDULE H
 ATTACHMENT FOR QUESTION 4(i)
 SCHEDULE OF ASSETS HELD
 FOR INVESTMENT PURPOSES AT YEAR END

(B) IDENTITY	(C) DESCRIPTION	(E) CURRENT VALUE
AmBcn Bal Inst	Mutual Fund	14800
AmCent Infl Adj Bd Inst	Mutual Fund	60952
AmFds Hi Inc Tr R6	Mutual Fund	223
AmFds Am Mut R6#	Mutual Fund	2849
AmFds Cap Wld Bd R6	Mutual Fund	15196
AmFds Cap Wld Gr Inc R6	Mutual Fund	16393
AmFds EuroPacfc Gr R6	Mutual Fund	70314
AmFds Fdmntl Inv R6	Mutual Fund	45708
AmFds Gr Fd Am R6#	Mutual Fund	3816
AmFds New Econ R6	Mutual Fund	99577
AmFds New Wld R6	Mutual Fund	62893
AmFds US Govt Sec R6	Mutual Fund	14768
BlkRk Basic Val Inst	Mutual Fund	76579
BlkRk SmCap Gr Eq Inst#	Mutual Fund	419
DWS RREEF RealEst Sec Inst	Mutual Fund	41884
DodgeCox Intl Stk#	Mutual Fund	3507
DodgeCox Stk	Mutual Fund	1815
Drey Inst Prfrd MnyMkt Prm#	Mutual Fund	3466
Fed Govt UltraShrtDur Inst	Mutual Fund	14655
Fed Intmd Govt Corp Inst	Mutual Fund	7442
Fed Ttl Rtn Bd Inst#	Mutual Fund	1488
FidAdv RealEst I#	Mutual Fund	912
GdmnScs Shrt Dur Govt Inst	Mutual Fund	49215
Hansbrgr Intl Gr Inst#	Mutual Fund	2160
Harbor Intl Inst	Mutual Fund	109472
JPM SmCap Val Sel#	Mutual Fund	554
Jns MdCap Val Inst	Mutual Fund	907
Jns Bal I	Mutual Fund	18819
Jns Ovrseas I	Mutual Fund	98672
LeggMWstrAsInflndPlsBdInst#	Mutual Fund	1737
MFS Mass Inv Tr R4	Mutual Fund	84535
MFS Rsrch R4	Mutual Fund	2224
MSIF MdCap Gr I#	Mutual Fund	649
PIMCO Real Rtn Inst#	Mutual Fund	281

PIERBURG INCORPORATED 401(K) PLAN
EIN 57-1051355

2011 FORM 5500 - SCHEDULE H
ATTACHMENT FOR QUESTION 4(i)
SCHEDULE OF ASSETS HELD
FOR INVESTMENT PURPOSES AT YEAR END

(B) IDENTITY	(C) DESCRIPTION	(E) CURRENT VALUE
Prncpl Inv Cap App Inst#	Mutual Fund	825
Prncpl Inv Eq Inc I Inst#	Mutual Fund	4805
Prncpl MdCap Gr Inst#	Mutual Fund	862
Prncpl Inv MdCap Blnd Inst	Mutual Fund	213473
RdgWrth Intmd Bd I#	Mutual Fund	411
RdgWrth Ttl Rtn Bd I	Mutual Fund	136541
TRowePr New Hrizns#	Mutual Fund	456
Vanguard Grth Indx Fd IS	Mutual Fund	67839
Vanguard Hi Yld Corp Fd IS	Mutual Fund	45196
Vanguard Intl Value Fd IS	Mutual Fund	33060
Vanguard Intm-Trm USTrs IS	Mutual Fund	52768
Vanguard SMCap Val Indx IS	Mutual Fund	41852
Vanguard Sht-Trm USTrs IS	Mutual Fund	439650
Vanguard Sm Cap Indx Fd IS	Mutual Fund	14441
Vanguard SmCp Grth Indx IS	Mutual Fund	159132
Vanguard Wellington Fd IS	Mutual Fund	50016
Vngrd Divd Gr Inv	Mutual Fund	86636
Vngrd Eqt Income Fd InvShr	Mutual Fund	58486
Vngrd Hlthcr Inv	Mutual Fund	102925
Vngrd MdCap Gr Indx Inv	Mutual Fund	89229
Vngrd MdCap Val Indx Inv	Mutual Fund	21005
Vngrd ST Invmt Grd Inv	Mutual Fund	25927
Vngrd Trgt Rtrmt 2015	Mutual Fund	44427
Vngrd Trgt Rtrmt 2020	Mutual Fund	10358
Vngrd Trgt Rtrmt 2025	Mutual Fund	9639
Vngrd Trgt Rtrmt 2030	Mutual Fund	67004
Vngrd Trgt Rtrmt 2035	Mutual Fund	54321
Vngrd Trgt Rtrmt 2040	Mutual Fund	49626
Vngrd Trgt Rtrmt 2045	Mutual Fund	5616
Vngrd Trgt Rtrmt 2050	Mutual Fund	52006
Vngrd Ttl Bd Mkt Indx Sgnl#	Mutual Fund	621
Vngrd Wellesley Inc Fd IS	Mutual Fund	185597
Vngrd Windsor2 Fnd	Mutual Fund	6870

3a Plan administrator's name and address (if same as plan sponsor, enter "Same") Pierburg Incorporated 5 Southchase Ct Fountain Inn SC 296449018	3b Administrator's EIN 571051355
	3c Administrator's telephone number 8646881312

4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name	4b EIN	
	4c PN	
5 Total number of participants at the beginning of the plan year	5	167
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	145
b Retired or separated participants receiving benefits.....	6b	0
c Other retired or separated participants entitled to future benefits.....	6c	30
d Subtotal. Add lines 6a , 6b , and 6c	6d	175
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	0
f Total. Add lines 6d and 6e	6f	175
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	120
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	4
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7	

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

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

9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
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10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

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

b General Schedules

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