Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code).

▶ **Complete all entries in accordance with the instructions to the Form 5500.**

OMB Nos. 1210-0110
1210-0089

2011

This Form is Open to Public Inspection

Part I Annual Report Identification Information

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

A This return/report is for:
- [ ] a multiemployer plan;
- [ ] a multiple-employer plan; or
- [X] a single-employer plan;
- [ ] a DFE (specify) ____

B This return/report is:
- [ ] the first return/report;
- [ ] the final return/report;
- [ ] an amended return/report;
- [ ] a short plan year return/report (less than 12 months).

C If the plan is a collectively-bargained plan, check here. . . . . ▶ [ ]

D Check box if filing under:
- [X] Form 5558;
- [ ] automatic extension;
- [ ] the DFVC program;
- [ ] special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
ERIE MATERIALS, INC. PROFIT SHARING AND 401(K) PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 02/28/1976

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

ERIE MATERIALS, INC.

P.O. BOX 476
SYRACUSE, NY 13211

2b Employer Identification Number (EIN)
15-0528388

2c Sponsor's telephone number
315-455-5292

2d Business code (see instructions)
424990

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/10/2012	MICHAEL J. SHORNEY
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

3a Plan administrator's name and address (if same as plan sponsor, enter "Same")
ERIE MATERIALS, INC.

P.O. BOX 476
SYRACUSE, NY 13211

3b Administrator's EIN
15-0528388

3c Administrator's telephone number
315-455-5292

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**	368
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**	343
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	23
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	366
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	366
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	354
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	16
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 3D 2T

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

9a Plan funding arrangement (check all that apply)

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

9b Plan benefit arrangement (check all that apply)

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

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

a Pension Schedules

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

b General Schedules

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

SCHEDULE A (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Insurance Information

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

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

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

OMB No. 1210-0110

2011

This Form is Open to Public Inspection

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

A Name of plan
ERIE MATERIALS, INC. PROFIT SHARING AND 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
ERIE MATERIALS, INC.

D Employer Identification Number (EIN)
15-0528388

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

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

1 Coverage Information:

(a) Name of insurance carrier
PRUDENTIAL RETIREMENT INSURANCE AND ANNUITY COMPANY

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
06-1050034	93629	39930	366	01/01/2011	12/31/2011

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

(a) Total amount of commissions paid	(b) Total amount of fees paid
0	71742

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

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

M & T SECURITIES, INC.
285 DELAWARE AVENUE, SUITE 2000
BUFFALO, NY 14202-1885

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
	71742	SERVICES TO INSURER OR PLAN	4

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

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

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

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

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

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

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

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

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

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

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

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

Part II Investment and Annuity Contract Information

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

4	Current value of plan's interest under this contract in the general account at year end	4	6533487
5	Current value of plan's interest under this contract in separate accounts at year end	5	22259862

6 Contracts With Allocated Funds:

a State the basis of premium rates ▶

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

Specify nature of costs ▶

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

(3) ☐ other (specify) ▶

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

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

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

(3) ☐ guaranteed investment (4) ☒ other ▶ GUARANTEED GENERAL ACCOUNT CONTRACT

b	Balance at the end of the previous year			7b	5522540
c	Additions: (1) Contributions deposited during the year	7c(1)	488629		
	(2) Dividends and credits	7c(2)			
	(3) Interest credited during the year	7c(3)	168707		
	(4) Transferred from separate account	7c(4)	1142712		
	(5) Other (specify below)	7c(5)	35758		
	▶ LOAN REPAYMENTS MISCELLANEOUS IN				
	(6) Total additions			7c(6)	1835806
d	Total of balance and additions (add **b** and **c(6)**).			7d	7358346
e	Deductions:				
	(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	240675		
	(2) Administration charge made by carrier	7e(2)	593		
	(3) Transferred to separate account	7e(3)	500511		
	(4) Other (specify below)	7e(4)	83080		
	▶ LOAN INITIATIONS MISCELLANEOUS OUT FORFEITURES DEBITS				
	(5) Total deductions			7e(5)	824859
f	Balance at the end of the current year (subtract **e(5)** from **d**)			7f	6533487

Part III Welfare Benefit Contract Information

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

8 Benefit and contract type (check all applicable boxes)

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

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

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

m ☐ Other (specify) ▶

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

Specify nature of costs ▶

Part IV Provision of Information

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

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

SCHEDULE C (Form 5500)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	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.**	**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
ERIE MATERIALS, INC. PROFIT SHARING AND 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
ERIE MATERIALS, INC.

D Employer Identification Number (EIN)
15-0528388

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).. . . . . [X] 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

PRUDENTIAL RETIREMENT INSURANCE AND

06-1050034

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

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

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

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

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

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

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

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

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

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

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

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)

PRUDENTIAL RETIREMENT INSURANCE AND

06-1050034

(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?
13 15 37 50 64	NONE	4777	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] No [ ]

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

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

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
(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

(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

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 D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

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

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

OMB No. 1210-0110

2011

This Form is Open to Public Inspection.

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

A Name of plan
ERIE MATERIALS, INC. PROFIT SHARING AND 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
15-0528388

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

a Name of MTIA, CCT, PSA, or 103-12 IE: LARGE CAP GROW/JP MORGAN

b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103 12 IE at end of year (see instructions)
06-1050034-141	P	1510512

a Name of MTIA, CCT, PSA, or 103-12 IE: SMALL VALUE/OPUS CAPITAL

b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103 12 IE at end of year (see instructions)
06-1050034-541	P	357535

a Name of MTIA, CCT, PSA, or 103-12 IE: LGE CP VAL/LSV ASSET MGMT

b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103- 12 IE at end of year (see instructions)
06-1050034-318	P	1345177

a Name of MTIA, CCT, PSA, or 103-12 IE: CORE PLUS BOND/PIMCO

b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103- 12 IE at end of year (see instructions)
06-1050034-299	P	1316501

a Name of MTIA, CCT, PSA, or 103-12 IE: SM CAP GROWTH/BOSTONCO

b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103- 12 IE at end of year (see instructions)
06-1050034-319	P	189643

a Name of MTIA, CCT, PSA, or 103-12 IE: MID CAP GR/TIMESSQUARE FD

b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103- 12 IE at end of year (see instructions)
06-1050034-186	P	313874

a Name of MTIA, CCT, PSA, or 103-12 IE: MID CAP VALUE/CRM FUND

b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103- 12 IE at end of year (see instructions)
06-1050034-440	P	312315

a Name of MTIA, CCT, PSA, or 103-12 IE: RETIREMENT GOAL 2050 FUND

b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.

c EIN-PN 06-1050034-450	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1026657

a Name of MTIA, CCT, PSA, or 103-12 IE: RETIREMENT GOAL 2040 FUND

b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.

c EIN-PN 06-1050034-346	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 3505647

a Name of MTIA, CCT, PSA, or 103-12 IE: DRYDEN S & P 500 INDEX FUND

b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.

c EIN-PN 06-1050034-123	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1292056

a Name of MTIA, CCT, PSA, or 103-12 IE: INTERNATIONAL BLEND/AQR

b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.

c EIN-PN 06-1050034-125	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1114621

a Name of MTIA, CCT, PSA, or 103-12 IE: RETIREMENT GOAL INCOME FD

b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.

c EIN-PN 06-1050034-342	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 131424

a Name of MTIA, CCT, PSA, or 103-12 IE: RETIREMENT GOAL 2010 FUND

b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.

c EIN-PN 06-1050034-343	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1320254

a Name of MTIA, CCT, PSA, or 103-12 IE: RETIREMENT GOAL 2020 FUND

b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.

c EIN-PN 06-1050034-344	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 2765439

a Name of MTIA, CCT, PSA, or 103-12 IE: RETIREMENT GOAL 2030 FUND

b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.

c EIN-PN 06-1050034-345	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 5758207

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

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

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

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

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

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

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

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

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

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

2011

This Form is Open to Public Inspection

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

A Name of plan
ERIE MATERIALS, INC. PROFIT SHARING AND 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
ERIE MATERIALS, INC.

D Employer Identification Number (EIN)
15-0528388

Part I Asset and Liability Statement

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	1223508	1443809
(2) Participant contributions	1b(2)		
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	383158	470733
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)	21835422	22259862
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)		
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)	5522540	6533487
(15) Other	1c(15)		

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	28964628	30707891
Liabilities			
g Benefit claims payable	1g	34342	28243
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through1j)	1k	34342	28243
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	28930286	30679648

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)	1443809	
(B) Participants	2a(1)(B)	1018297	
(C) Others (including rollovers)	2a(1)(C)	52434	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		2514540
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	13780	
(F) Other	2b(1)(F)	168706	
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		182486
(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		0
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		-244868
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		2452158
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	634093	
(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)		634093
f Corrective distributions (see instructions)	2f		28243
g Certain deemed distributions of participant loans (see instructions)	2g		35410
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	5050	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		5050
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		702796
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		1749362
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: FIRLEY, MORAN, FREER & EASSA, PC (2) EIN: 16-1148763

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

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

Part IV Compliance Questions

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

During the plan year:

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

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year? If "Yes," enter the amount of any plan assets that reverted to the employer this year ☐ **Yes** ☒ **No** **Amount:**

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

5b(1) Name of plan(s)	**5b(2)** EIN(s)	**5b(3)** PN(s)

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).

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

OMB No. 1210-0110

2011

This Form is Open to Public Inspection.

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

A Name of plan
ERIE MATERIALS, INC. PROFIT SHARING AND 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
ERIE MATERIALS, INC.

D Employer Identification Number (EIN)
15-0528388

Part I Distributions

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions **1** 0

2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits):

EIN(s): 22-1211670

Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.

3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year. **3**

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

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

If the plan is a defined benefit plan, go to line 8.

5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. **Date:** Month _____ Day _____ Year _____

If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.

6 **a** Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived) **6a**

b Enter the amount contributed by the employer to the plan for this plan year **6b**

c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount) **6c**

If you completed line 6c, skip lines 8 and 9.

7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

Part III Amendments

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

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

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? ..... ☐ **Yes** ☐ **No**

11 **a** Does the ESOP hold any preferred stock? ..... ☐ **Yes** ☐ **No**

b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.) ..... ☐ **Yes** ☐ **No**

12 Does the ESOP hold any stock that is not readily tradable on an established securities market? ..... ☐ **Yes** ☐ **No**

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

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

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

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

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

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

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

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

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

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

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

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

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

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

Audited Financial Statements

ERIE MATERIALS, INC.
PROFIT SHARING & 401(k) PLAN

December 31, 2011

Audited Financial Statements

ERIE MATERIALS, INC. PROFIT SHARING & 401(k) PLAN

December 31, 2011

Independent Auditor's Report 1
Statements of Net Assets Available for Benefits 2
Statements of Changes in Net Assets Available for Benefits 3
Notes to Financial Statements 4
Schedule H, line 4i--Schedule of Assets (Held at End of Year) 12

Firley, Moran, Freer & Eassa, CPA, P.C.
5010 Campuswood Drive · East Syracuse, NY 13057
p: 315.472.7045 f: 315.472.7053 www.fmfecpa.com

INDEPENDENT AUDITOR'S REPORT

To the Plan Administrator
Erie Materials, Inc. Profit
Sharing & 401(k) Plan
Syracuse, New York

We were engaged to audit the accompanying statements of net assets available for benefits of Erie Materials, Inc. Profit Sharing & 401(k) Plan as of December 31, 2011 and 2010, and the related statements of changes in net assets available for benefits for the years then ended and the 2011 supplemental schedule of assets held at end of year. These financial statements and supplemental schedule are the responsibility of the Plan's management.

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

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and supplemental schedule taken as a whole. The supplemental schedule is presented for the purposes of additional analysis and is not a required part of the financial statements but is required by the DOL's Rules and Regulations for Reporting and Disclosure under ERISA. The form and content of the information included in the financial statements and the 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 DOL's Rules and Regulations for Reporting and Disclosure under ERISA.

Firley, Moran, Freer & Eassa, CPA, P.C.

East Syracuse, New York
September 18, 2012

An Independently Owned Member, McGladrey Alliance

McGladrey Alliance is a premier affiliation of independent accounting and consulting firms. McGladrey Alliance member firms maintain their name, autonomy and independence and are responsible for their own client fee arrangements, delivery of services and maintenance of client relationships.

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

ERIE MATERIALS, INC. PROFIT SHARING & 401(k) PLAN

	December 31, 2011	2010
ASSETS		
Investments, at fair value:		
Pooled separate accounts	$22,259,862	$21,835,422
General account	6,533,487	5,522,540
	28,793,349	27,357,962
Receivables:		
Employers' contributions	1,443,809	1,223,508
Notes from participants	470,733	383,158
	1,914,542	1,606,666
TOTAL ASSETS	30,707,891	28,964,628
LIABILITIES		
Corrective distributions	28,243	34,342
TOTAL LIABILITIES	28,243	34,342
NET ASSETS AVAILABLE FOR BENEFITS	$30,679,648	$28,930,286

See notes to financial statements.

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

ERIE MATERIALS, INC. PROFIT SHARING & 401(k) PLAN

	Year ended December 31, 2011	2010
ADDITIONS		
Additions to net assets attributed to:		
Investment income:		
Net appreciation in fair value of investments	$ -0-	$ 2,423,790
Interest and dividends	168,706	155,330
	168,706	2,579,120
Interest income--notes receivable from participants	13,780	13,659
Contributions:		
Employers' contributions	1,443,809	1,223,508
Employees' salary deferrals and rollovers	1,070,731	1,054,248
	2,514,540	2,277,756
TOTAL ADDITIONS	2,697,026	4,870,535
DEDUCTIONS		
Deductions from net assets attributed to:		
Net depreciation in fair value of investments	244,868	-0-
Benefits paid to participants	669,503	759,626
Corrective distributions	28,243	34,342
Fees	5,050	5,776
TOTAL DEDUCTIONS	947,664	799,744
NET INCREASE	1,749,362	4,070,791
NET ASSETS AVAILABLE FOR BENEFITS:		
Beginning of year	28,930,286	24,859,495
END OF YEAR	$30,679,648	$ 28,930,286

See notes to financial statements.

NOTES TO FINANCIAL STATEMENTS

ERIE MATERIALS, INC. PROFIT SHARING & 401(k) PLAN

December 31, 2011 and 2010

NOTE A--DESCRIPTION OF THE PLAN

The following description of the Erie Materials, Inc. Profit Sharing & 401(k) Plan (the "Plan") provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

General: The Plan is a defined contribution plan covering substantially all employees of Erie Materials, Inc., Erie Materials/Scranton, Inc. and The Matthews Corporation ("Companies" or "Plan Sponsors"). An employee is eligible to participate in the salary reduction feature of the Plan effective the date the applicable eligibility requirements are met. Employees are generally eligible to receive an allocation of the Plan Sponsors' discretionary contributions if they are employed on the last day of the Plan year. In both instances the employee must have attained the age of 18. The Plan is subject to the provisions of ERISA.

Contributions: Each year, participants may contribute up to 50% of compensation in regular deferrals and 100% of any bonuses paid. Contributions are subject to limitations determined by the Internal Revenue Code (IRC). Additionally, if a participant has or is projected to attain age 50 before the end of the calendar year, that participant may make "catch-up" contributions as determined by the IRC. Participants may also contribute amounts representing distributions from other qualified retirement plans. The Plan Sponsors, at the discretion of their board of directors, may contribute to the Plan a discretionary contribution for all eligible participants. The discretionary contributions made to the Plan were $1,443,809 and $1,223,508 for 2011 and 2010, respectively.

Participant Accounts: Each participant's account is credited with the participant's contribution and an allocation of (a) the Plan Sponsors' contribution and (b) Plan earnings. The discretionary Plan Sponsors' contributions are allocated based on participant's compensation. Plan earnings are allocated based on account balances. The retirement benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Upon enrollment in the Plan, a participant directs all contributions into investment options offered under a group annuity contract with Prudential Retirement Insurance and Annuity Company ("Prudential"). Participants may change their investment options at any time.

Vesting: Participants are immediately vested in their contributions plus actual earnings thereon. Vesting in the Plan Sponsors' discretionary contribution portion of their accounts plus actual earnings thereon is based on years of continuous service. A participant is 100% vested after six years of credited service.

NOTE A--DESCRIPTION OF THE PLAN--Continued

Receivables--Notes From Participants: Participants may borrow from their vested accounts a minimum of $1,000. The maximum amount of all loans outstanding cannot exceed the lesser of $50,000 reduced by the highest outstanding loan balance at any time in the preceding year or 50% of the vested account balance. The loans are secured by the balance in the participant's account and bear interest at the prime rate at the time of loan approval.

Payment of Benefits: On termination of service, a participant may elect to receive either a lump-sum amount equal to the value of his or her account or installment payments over a period of not more than a participant's assumed life expectancy.

Forfeited Accounts: Forfeitures are allocated to the participants' individual accounts in the same manner as the discretionary Plan Sponsors' contributions. There were $75,798 and $63,766 of forfeitures allocated in 2011 and 2010, respectively.

NOTE B--SIGNIFICANT ACCOUNTING POLICIES

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

Use of Estimates: The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the Plan Administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results may differ from those estimates.

Valuation of Investments and Income Recognition: 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. See Note D for discussion of fair value measurements.

Purchases and sales of investments 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) appreciation includes the Plan's gains and losses on investments bought and sold as well as held during the year.

NOTE B--SIGNIFICANT ACCOUNTING POLICIES--Continued

Payment of Benefits: Benefits are recorded when paid.

Events Occurring After Reporting Date: The Plan's management has evaluated events and transactions that occurred between December 31, 2011 and September 18, 2012, which is the date the financial statements were available to be issued, for possible disclosure and recognition in the financial statements. There were no such events or transactions identified by Plan management.

NOTE C--INFORMATION CERTIFIED BY TRUSTEE (UNAUDITED)

The Plan's investments are entirely participant directed and held by Prudential in pooled separate accounts and an insurance company fixed account. The following is a summary of the unaudited information regarding the Plan's investments as of and for the years ended December 31, 2011 and 2010, included in the Plan's financial statements and supplemental schedule, that were prepared by or derived from information certified by Prudential, the trustee of the Plan, in 2011 and 2010 and furnished to the Plan Administrator in accordance with 29 CFR 2520.103-8 of the DOL's Rules and Regulations for Reporting and Disclosure under ERISA. The Plan Administrator has obtained certifications from the trustee that such information is complete and accurate. Each investment representing 5% or more of the Plan's net assets is separately identified.

	December 31, 2011	December 31, 2010
Participant directed investments, at fair value:		
Pooled separate accounts:		
Retirement Goal 2040 Fund	$ 3,505,647	$ 3,182,350
Retirement Goal 2030 Fund	5,758,207	5,480,329
Retirement Goal 2020 Fund	2,765,439	3,026,284
Other	10,230,569	10,146,459
	22,259,862	21,835,422
General account	6,533,487	5,522,540
	$28,793,349	$27,357,962

NOTE D--FAIR VALUE OF FINANCIAL INSTRUMENTS

The Plan follows Financial Accounting Standards Board Accounting Standards Codification ("FASB ASC") Topic 820, "Fair Value Measurements and Disclosures", which requires fair value measurements of the Plan's assets and liabilities. Fair value is an estimate of the price the Plan would receive upon selling a financial instrument in a timely transaction to an independent buyer or the most advantageous market of the financial instrument. FASB ASC Topic 820 established a three tier hierarchy to maximize the use of observable market data and minimize the use of unobservable inputs and to establish classification of fair value measurements for disclosure purposes. Various inputs are used in determining the value of the financial instruments as noted below:

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

Level 2 Inputs to the valuation methodology include:

- Quoted prices for similar assets 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's 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.

NOTE D--FAIR VALUE OF FINANCIAL INSTRUMENTS--Continued

The following is a description of the valuation methodologies used for assets measured at fair value. The methodologies used at December 31, 2011 are similar to those used at December 31, 2010.

Pooled separate accounts: Investments in the pooled separate accounts are investments in registered investment companies and are reported at fair value based on the quoted market price of the fund which represents the net asset value of the shares (participation units) held at year end.

General account: Investments in the general account are valued at contract value, which approximates fair value.

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

The following table sets forth by Level, within the fair value hierarchy, the Plan's investments at fair value:

	Investments at Fair Value as of December 31, 2011			
	Level 1	Level 2	Level 3	Total
Pooled separate accounts	$22,259,862	$ -0-	$ -0-	$22,259,862
General account	-0-	-0-	6,533,487	6,533,487
Total investments at fair value	$22,259,862	$ -0-	$ 6,533,487	$28,793,349

	December 31, 2010			
	Level 1	Level 2	Level 3	Total
Pooled separate accounts	$21,835,422	$ -0-	$ -0-	$21,835,422
General account	-0-	-0-	5,522,540	5,522,540
Total investments at fair value	$21,835,422	$ -0-	$ 5,522,540	$27,357,962

NOTE D--FAIR VALUE OF FINANCIAL INSTRUMENTS--Continued

Level 3 Gains and Losses: The table below sets forth a summary of changes in the fair value of the Plan's Level 3 assets for the year ended December 31:

	2011	2010
Balance, beginning of year	$ 5,522,540	$ 4,910,341
Purchases	488,629	448,595
Issuances and settlements	(248,034)	(238,849)
Interest earned	171,057	157,629
Transfers, net	599,295	244,824
Balance, end of year	$ 6,533,487	$ 5,522,540

NOTE E--INVESTMENT CONTRACT WITH PRUDENTIAL RETIREMENT SERVICES

The Plan has a fully benefit-responsive group annuity investment contract with Prudential. The investments are presented in the financial statements at fair value which is equal to contract value. The values of the pooled separate accounts represent contributions made under the contract, plus earnings, less withdrawals and administrative expenses.

The general account is credited with contributions made under the contract, plus interest on such contributions, less withdrawals and administrative expenses charged by Prudential. The interest rate is set semi-annually on the first day of January and July. The rate will never be less than the 1.5% minimum interest rate for the lifetime of the contract.

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

	2011	2010
Average yields:		
Based on actual earnings	2.80%	3.05%
Based on interest rate credited to participants	2.80%	3.05%

NOTE F--PARTY-IN-INTEREST TRANSACTIONS

Prudential, trustee of the Plan, provides investment management services to the Plan. Accordingly, the investment services provided by Prudential and the related fees associated with the investment funds are considered to be exempt party-in-interest transactions.

The Plan has not considered the Companies contributions to the Plan or benefits paid by the Plan to participants to be party-in-interest transactions.

Fees for auditing and other administrative services are paid directly by the Plan Sponsors.

NOTE G--PLAN TERMINATION

Although it has not expressed any intent to do so, the Companies have the right under the Plan to discontinue their 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 account balances.

NOTE H--INCOME TAX STATUS

The Plan adopted a non-standardized form of a prototype plan sponsored by Prudential. The prototype plan has received a favorable determination letter dated March 31, 2008 from the Internal Revenue Service as to the prototype plan's qualified status. The Plan has been amended since receiving the determination letter, however, the Plan Administrator believes the Plan is currently designed and being operated in compliance with the applicable provisions of the IRC.

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan. Plan management evaluated the Plan's tax positions and concluded that the Plan had maintained its tax exempt status and had taken no uncertain tax positions that require adjustment to the financial statements. Therefore, no provision or liability for income taxes has been included in the financial statements. The Plan is subject to income tax examination for the years 2008 through 2011. The Plan's 2010 Form 5500 is currently under examination.

NOTE I--RISKS AND UNCERTAINTIES

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

SCHEDULE H, LINE 4i--SCHEDULE OF ASSETS (HELD AT END OF YEAR)

ERIE MATERIALS, INC. PROFIT SHARING & 401(k) PLAN

EIN: 15-0528388 PLAN NO.: 001

December 31, 2011

(a)	(b)Identity of Issue, Borrower, Lessor or Similar Party	(c)Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d)Cost	(e)Current Value
*	Small Cap Value/Opus Capital Fund	Prudential Retirement Insurance & Annuity Co. Pooled Separate Account		$ 357,535
*	Small Cap Growth/Granahan Fund	Prudential Retirement Insurance & Annuity Co. Pooled Separate Account		189,643
*	Retirement Goal Income Fund	Prudential Retirement Insurance & Annuity Co. Pooled Separate Account		131,424
*	Retirement Goal 2050 Fund	Prudential Retirement Insurance & Annuity Co. Pooled Separate Account		1,026,657
*	Retirement Goal 2040 Fund	Prudential Retirement Insurance & Annuity Co. Pooled Separate Account		3,505,647
*	Retirement Goal 2030 Fund	Prudential Retirement Insurance & Annuity Co. Pooled Separate Account		5,758,207
*	Retirement Goal 2020 Fund	Prudential Retirement Insurance & Annuity Co. Pooled Separate Account		2,765,439
*	Retirement Goal 2010 Fund	Prudential Retirement Insurance & Annuity Co. Pooled Separate Account		1,320,254
*	Mid Cap Value/CRM Fund	Prudential Retirement Insurance & Annuity Co. Pooled Separate Account		312,315
*	Mid Cap Growth/TimesSquare Fund	Prudential Retirement Insurance & Annuity Co. Pooled Separate Account		313,874
*	Large Cap Value/LSV Asset Management Fund	Prudential Retirement Insurance & Annuity Co. Pooled Separate Account		1,345,177
*	Large Cap Growth/Turner Investment Partners Fund	Prudential Retirement Insurance & Annuity Co. Pooled Separate Account		1,510,512
*	International Blend/AQR Fund	Prudential Retirement Insurance & Annuity Co. Pooled Separate Account		1,114,621
*	Dryden S&P 500 Index Fund	Prudential Retirement Insurance & Annuity Co. Pooled Separate Account		1,292,056
*	Core Plus Bond/PIMCO Fund	Prudential Retirement Insurance & Annuity Co. Pooled Separate Account		1,316,501
*	Guaranteed Income Fund	Prudential Retirement Insurance & Annuity Co. General Account		6,533,487
				$28,793,349
	Receivables--notes from participants	3.25% - 8.25%		$ 470,733

* Indicates party-in-interest

Audited Financial Statements

ERIE MATERIALS, INC.
PROFIT SHARING & 401(k) PLAN

December 31, 2011

Audited Financial Statements

ERIE MATERIALS, INC. PROFIT SHARING & 401(k) PLAN

December 31, 2011

Independent Auditor's Report 1
Statements of Net Assets Available for Benefits 2
Statements of Changes in Net Assets Available for Benefits 3
Notes to Financial Statements 4
Schedule H, line 4i--Schedule of Assets (Held at End of Year) 12

Firley, Moran, Freer & Eassa, CPA, P.C.
5010 Campuswood Drive · East Syracuse, NY 13057
p: 315.472.7045 f: 315.472.7053 www.fmfecpa.com

INDEPENDENT AUDITOR'S REPORT

To the Plan Administrator
Erie Materials, Inc. Profit
Sharing & 401(k) Plan
Syracuse, New York

We were engaged to audit the accompanying statements of net assets available for benefits of Erie Materials, Inc. Profit Sharing & 401(k) Plan as of December 31, 2011 and 2010, and the related statements of changes in net assets available for benefits for the years then ended and the 2011 supplemental schedule of assets held at end of year. These financial statements and supplemental schedule are the responsibility of the Plan's management.

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

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and supplemental schedule taken as a whole. The supplemental schedule is presented for the purposes of additional analysis and is not a required part of the financial statements but is required by the DOL's Rules and Regulations for Reporting and Disclosure under ERISA. The form and content of the information included in the financial statements and the 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 DOL's Rules and Regulations for Reporting and Disclosure under ERISA.

Firley, Moran, Freer & Eassa, CPA, P.C.

East Syracuse, New York
September 18, 2012

An Independently Owned Member, McGladrey Alliance

McGladrey Alliance is a premier affiliation of independent accounting and consulting firms. McGladrey Alliance member firms maintain their name, autonomy and independence and are responsible for their own client fee arrangements, delivery of services and maintenance of client relationships.

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

ERIE MATERIALS, INC. PROFIT SHARING & 401(k) PLAN

	December 31, 2011	2010
ASSETS		
Investments, at fair value:		
Pooled separate accounts	$22,259,862	$21,835,422
General account	6,533,487	5,522,540
	28,793,349	27,357,962
Receivables:		
Employers' contributions	1,443,809	1,223,508
Notes from participants	470,733	383,158
	1,914,542	1,606,666
TOTAL ASSETS	30,707,891	28,964,628
LIABILITIES		
Corrective distributions	28,243	34,342
TOTAL LIABILITIES	28,243	34,342
NET ASSETS AVAILABLE FOR BENEFITS	$30,679,648	$28,930,286

See notes to financial statements.

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

ERIE MATERIALS, INC. PROFIT SHARING & 401(k) PLAN

	Year ended December 31, 2011	2010
ADDITIONS		
Additions to net assets attributed to:		
Investment income:		
Net appreciation in fair value of investments	$ -0-	$ 2,423,790
Interest and dividends	168,706	155,330
	168,706	2,579,120
Interest income--notes receivable from participants	13,780	13,659
Contributions:		
Employers' contributions	1,443,809	1,223,508
Employees' salary deferrals and rollovers	1,070,731	1,054,248
	2,514,540	2,277,756
TOTAL ADDITIONS	2,697,026	4,870,535
DEDUCTIONS		
Deductions from net assets attributed to:		
Net depreciation in fair value of investments	244,868	-0-
Benefits paid to participants	669,503	759,626
Corrective distributions	28,243	34,342
Fees	5,050	5,776
TOTAL DEDUCTIONS	947,664	799,744
NET INCREASE	1,749,362	4,070,791
NET ASSETS AVAILABLE FOR BENEFITS:		
Beginning of year	28,930,286	24,859,495
END OF YEAR	$30,679,648	$ 28,930,286

See notes to financial statements.

NOTES TO FINANCIAL STATEMENTS

ERIE MATERIALS, INC. PROFIT SHARING & 401(k) PLAN

December 31, 2011 and 2010

NOTE A--DESCRIPTION OF THE PLAN

The following description of the Erie Materials, Inc. Profit Sharing & 401(k) Plan (the "Plan") provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

General: The Plan is a defined contribution plan covering substantially all employees of Erie Materials, Inc., Erie Materials/Scranton, Inc. and The Matthews Corporation ("Companies" or "Plan Sponsors"). An employee is eligible to participate in the salary reduction feature of the Plan effective the date the applicable eligibility requirements are met. Employees are generally eligible to receive an allocation of the Plan Sponsors' discretionary contributions if they are employed on the last day of the Plan year. In both instances the employee must have attained the age of 18. The Plan is subject to the provisions of ERISA.

Contributions: Each year, participants may contribute up to 50% of compensation in regular deferrals and 100% of any bonuses paid. Contributions are subject to limitations determined by the Internal Revenue Code (IRC). Additionally, if a participant has or is projected to attain age 50 before the end of the calendar year, that participant may make "catch-up" contributions as determined by the IRC. Participants may also contribute amounts representing distributions from other qualified retirement plans. The Plan Sponsors, at the discretion of their board of directors, may contribute to the Plan a discretionary contribution for all eligible participants. The discretionary contributions made to the Plan were $1,443,809 and $1,223,508 for 2011 and 2010, respectively.

Participant Accounts: Each participant's account is credited with the participant's contribution and an allocation of (a) the Plan Sponsors' contribution and (b) Plan earnings. The discretionary Plan Sponsors' contributions are allocated based on participant's compensation. Plan earnings are allocated based on account balances. The retirement benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Upon enrollment in the Plan, a participant directs all contributions into investment options offered under a group annuity contract with Prudential Retirement Insurance and Annuity Company ("Prudential"). Participants may change their investment options at any time.

Vesting: Participants are immediately vested in their contributions plus actual earnings thereon. Vesting in the Plan Sponsors' discretionary contribution portion of their accounts plus actual earnings thereon is based on years of continuous service. A participant is 100% vested after six years of credited service.

NOTE A--DESCRIPTION OF THE PLAN--Continued

Receivables--Notes From Participants: Participants may borrow from their vested accounts a minimum of $1,000. The maximum amount of all loans outstanding cannot exceed the lesser of $50,000 reduced by the highest outstanding loan balance at any time in the preceding year or 50% of the vested account balance. The loans are secured by the balance in the participant's account and bear interest at the prime rate at the time of loan approval.

Payment of Benefits: On termination of service, a participant may elect to receive either a lump-sum amount equal to the value of his or her account or installment payments over a period of not more than a participant's assumed life expectancy.

Forfeited Accounts: Forfeitures are allocated to the participants' individual accounts in the same manner as the discretionary Plan Sponsors' contributions. There were $75,798 and $63,766 of forfeitures allocated in 2011 and 2010, respectively.

NOTE B--SIGNIFICANT ACCOUNTING POLICIES

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

Use of Estimates: The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the Plan Administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results may differ from those estimates.

Valuation of Investments and Income Recognition: 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. See Note D for discussion of fair value measurements.

Purchases and sales of investments 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) appreciation includes the Plan's gains and losses on investments bought and sold as well as held during the year.

NOTE B--SIGNIFICANT ACCOUNTING POLICIES--Continued

Payment of Benefits: Benefits are recorded when paid.

Events Occurring After Reporting Date: The Plan's management has evaluated events and transactions that occurred between December 31, 2011 and September 18, 2012, which is the date the financial statements were available to be issued, for possible disclosure and recognition in the financial statements. There were no such events or transactions identified by Plan management.

NOTE C--INFORMATION CERTIFIED BY TRUSTEE (UNAUDITED)

The Plan's investments are entirely participant directed and held by Prudential in pooled separate accounts and an insurance company fixed account. The following is a summary of the unaudited information regarding the Plan's investments as of and for the years ended December 31, 2011 and 2010, included in the Plan's financial statements and supplemental schedule, that were prepared by or derived from information certified by Prudential, the trustee of the Plan, in 2011 and 2010 and furnished to the Plan Administrator in accordance with 29 CFR 2520.103-8 of the DOL's Rules and Regulations for Reporting and Disclosure under ERISA. The Plan Administrator has obtained certifications from the trustee that such information is complete and accurate. Each investment representing 5% or more of the Plan's net assets is separately identified.

	December 31, 2011	December 31, 2010
Participant directed investments, at fair value:		
Pooled separate accounts:		
Retirement Goal 2040 Fund	$ 3,505,647	$ 3,182,350
Retirement Goal 2030 Fund	5,758,207	5,480,329
Retirement Goal 2020 Fund	2,765,439	3,026,284
Other	10,230,569	10,146,459
	22,259,862	21,835,422
General account	6,533,487	5,522,540
	$28,793,349	$27,357,962

NOTE D--FAIR VALUE OF FINANCIAL INSTRUMENTS

The Plan follows Financial Accounting Standards Board Accounting Standards Codification ("FASB ASC") Topic 820, "Fair Value Measurements and Disclosures", which requires fair value measurements of the Plan's assets and liabilities. Fair value is an estimate of the price the Plan would receive upon selling a financial instrument in a timely transaction to an independent buyer or the most advantageous market of the financial instrument. FASB ASC Topic 820 established a three tier hierarchy to maximize the use of observable market data and minimize the use of unobservable inputs and to establish classification of fair value measurements for disclosure purposes. Various inputs are used in determining the value of the financial instruments as noted below:

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

Level 2 Inputs to the valuation methodology include:

- Quoted prices for similar assets 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's 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.

NOTE D--FAIR VALUE OF FINANCIAL INSTRUMENTS--Continued

The following is a description of the valuation methodologies used for assets measured at fair value. The methodologies used at December 31, 2011 are similar to those used at December 31, 2010.

Pooled separate accounts: Investments in the pooled separate accounts are investments in registered investment companies and are reported at fair value based on the quoted market price of the fund which represents the net asset value of the shares (participation units) held at year end.

General account: Investments in the general account are valued at contract value, which approximates fair value.

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

The following table sets forth by Level, within the fair value hierarchy, the Plan's investments at fair value:

	Investments at Fair Value as of December 31, 2011			
	Level 1	Level 2	Level 3	Total
Pooled separate accounts	$22,259,862	$ -0-	$ -0-	$22,259,862
General account	-0-	-0-	6,533,487	6,533,487
Total investments at fair value	$22,259,862	$ -0-	$ 6,533,487	$28,793,349

	December 31, 2010			
	Level 1	Level 2	Level 3	Total
Pooled separate accounts	$21,835,422	$ -0-	$ -0-	$21,835,422
General account	-0-	-0-	5,522,540	5,522,540
Total investments at fair value	$21,835,422	$ -0-	$ 5,522,540	$27,357,962

NOTE D--FAIR VALUE OF FINANCIAL INSTRUMENTS--Continued

Level 3 Gains and Losses: The table below sets forth a summary of changes in the fair value of the Plan's Level 3 assets for the year ended December 31:

	2011	2010
Balance, beginning of year	$ 5,522,540	$ 4,910,341
Purchases	488,629	448,595
Issuances and settlements	(248,034)	(238,849)
Interest earned	171,057	157,629
Transfers, net	599,295	244,824
Balance, end of year	$ 6,533,487	$ 5,522,540

NOTE E--INVESTMENT CONTRACT WITH PRUDENTIAL RETIREMENT SERVICES

The Plan has a fully benefit-responsive group annuity investment contract with Prudential. The investments are presented in the financial statements at fair value which is equal to contract value. The values of the pooled separate accounts represent contributions made under the contract, plus earnings, less withdrawals and administrative expenses.

The general account is credited with contributions made under the contract, plus interest on such contributions, less withdrawals and administrative expenses charged by Prudential. The interest rate is set semi-annually on the first day of January and July. The rate will never be less than the 1.5% minimum interest rate for the lifetime of the contract.

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

	2011	2010
Average yields:		
Based on actual earnings	2.80%	3.05%
Based on interest rate credited to participants	2.80%	3.05%

NOTE F--PARTY-IN-INTEREST TRANSACTIONS

Prudential, trustee of the Plan, provides investment management services to the Plan. Accordingly, the investment services provided by Prudential and the related fees associated with the investment funds are considered to be exempt party-in-interest transactions.

The Plan has not considered the Companies contributions to the Plan or benefits paid by the Plan to participants to be party-in-interest transactions.

Fees for auditing and other administrative services are paid directly by the Plan Sponsors.

NOTE G--PLAN TERMINATION

Although it has not expressed any intent to do so, the Companies have the right under the Plan to discontinue their 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 account balances.

NOTE H--INCOME TAX STATUS

The Plan adopted a non-standardized form of a prototype plan sponsored by Prudential. The prototype plan has received a favorable determination letter dated March 31, 2008 from the Internal Revenue Service as to the prototype plan's qualified status. The Plan has been amended since receiving the determination letter, however, the Plan Administrator believes the Plan is currently designed and being operated in compliance with the applicable provisions of the IRC.

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan. Plan management evaluated the Plan's tax positions and concluded that the Plan had maintained its tax exempt status and had taken no uncertain tax positions that require adjustment to the financial statements. Therefore, no provision or liability for income taxes has been included in the financial statements. The Plan is subject to income tax examination for the years 2008 through 2011. The Plan's 2010 Form 5500 is currently under examination.

NOTE I--RISKS AND UNCERTAINTIES

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

SCHEDULE H, LINE 4i--SCHEDULE OF ASSETS (HELD AT END OF YEAR)

ERIE MATERIALS, INC. PROFIT SHARING & 401(k) PLAN

EIN: 15-0528388 PLAN NO.: 001

December 31, 2011

(a)	(b)Identity of Issue, Borrower, Lessor or Similar Party	(c)Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d)Cost	(e)Current Value
*	Small Cap Value/Opus Capital Fund	Prudential Retirement Insurance & Annuity Co. Pooled Separate Account		$ 357,535
*	Small Cap Growth/Granahan Fund	Prudential Retirement Insurance & Annuity Co. Pooled Separate Account		189,643
*	Retirement Goal Income Fund	Prudential Retirement Insurance & Annuity Co. Pooled Separate Account		131,424
*	Retirement Goal 2050 Fund	Prudential Retirement Insurance & Annuity Co. Pooled Separate Account		1,026,657
*	Retirement Goal 2040 Fund	Prudential Retirement Insurance & Annuity Co. Pooled Separate Account		3,505,647
*	Retirement Goal 2030 Fund	Prudential Retirement Insurance & Annuity Co. Pooled Separate Account		5,758,207
*	Retirement Goal 2020 Fund	Prudential Retirement Insurance & Annuity Co. Pooled Separate Account		2,765,439
*	Retirement Goal 2010 Fund	Prudential Retirement Insurance & Annuity Co. Pooled Separate Account		1,320,254
*	Mid Cap Value/CRM Fund	Prudential Retirement Insurance & Annuity Co. Pooled Separate Account		312,315
*	Mid Cap Growth/TimesSquare Fund	Prudential Retirement Insurance & Annuity Co. Pooled Separate Account		313,874
*	Large Cap Value/LSV Asset Management Fund	Prudential Retirement Insurance & Annuity Co. Pooled Separate Account		1,345,177
*	Large Cap Growth/Turner Investment Partners Fund	Prudential Retirement Insurance & Annuity Co. Pooled Separate Account		1,510,512
*	International Blend/AQR Fund	Prudential Retirement Insurance & Annuity Co. Pooled Separate Account		1,114,621
*	Dryden S&P 500 Index Fund	Prudential Retirement Insurance & Annuity Co. Pooled Separate Account		1,292,056
*	Core Plus Bond/PIMCO Fund	Prudential Retirement Insurance & Annuity Co. Pooled Separate Account		1,316,501
*	Guaranteed Income Fund	Prudential Retirement Insurance & Annuity Co. General Account		6,533,487
				$28,793,349
	Receivables--notes from participants	3.25% - 8.25%		$ 470,733

* Indicates party-in-interest

Audited Financial Statements

ERIE MATERIALS, INC.
PROFIT SHARING & 401(k) PLAN

December 31, 2011

Audited Financial Statements

ERIE MATERIALS, INC. PROFIT SHARING & 401(k) PLAN

December 31, 2011

Independent Auditor's Report 1
Statements of Net Assets Available for Benefits 2
Statements of Changes in Net Assets Available for Benefits 3
Notes to Financial Statements 4
Schedule H, line 4i--Schedule of Assets (Held at End of Year) 12

Firley, Moran, Freer & Eassa, CPA, P.C.
5010 Campuswood Drive · East Syracuse, NY 13057
p: 315.472.7045 f: 315.472.7053 www.fmfecpa.com

INDEPENDENT AUDITOR'S REPORT

To the Plan Administrator
Erie Materials, Inc. Profit
Sharing & 401(k) Plan
Syracuse, New York

We were engaged to audit the accompanying statements of net assets available for benefits of Erie Materials, Inc. Profit Sharing & 401(k) Plan as of December 31, 2011 and 2010, and the related statements of changes in net assets available for benefits for the years then ended and the 2011 supplemental schedule of assets held at end of year. These financial statements and supplemental schedule are the responsibility of the Plan's management.

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

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and supplemental schedule taken as a whole. The supplemental schedule is presented for the purposes of additional analysis and is not a required part of the financial statements but is required by the DOL's Rules and Regulations for Reporting and Disclosure under ERISA. The form and content of the information included in the financial statements and the 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 DOL's Rules and Regulations for Reporting and Disclosure under ERISA.

Firley, Moran, Freer & Eassa, CPA, P.C.

East Syracuse, New York
September 18, 2012

An Independently Owned Member, McGladrey Alliance

McGladrey Alliance is a premier affiliation of independent accounting and consulting firms. McGladrey Alliance member firms maintain their name, autonomy and independence and are responsible for their own client fee arrangements, delivery of services and maintenance of client relationships.

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

ERIE MATERIALS, INC. PROFIT SHARING & 401(k) PLAN

	December 31, 2011	2010
ASSETS		
Investments, at fair value:		
Pooled separate accounts	$22,259,862	$21,835,422
General account	6,533,487	5,522,540
	28,793,349	27,357,962
Receivables:		
Employers' contributions	1,443,809	1,223,508
Notes from participants	470,733	383,158
	1,914,542	1,606,666
TOTAL ASSETS	30,707,891	28,964,628
LIABILITIES		
Corrective distributions	28,243	34,342
TOTAL LIABILITIES	28,243	34,342
NET ASSETS AVAILABLE FOR BENEFITS	$30,679,648	$28,930,286

See notes to financial statements.

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

ERIE MATERIALS, INC. PROFIT SHARING & 401(k) PLAN

	Year ended December 31, 2011	2010
ADDITIONS		
Additions to net assets attributed to:		
Investment income:		
Net appreciation in fair value of investments	$ -0-	$ 2,423,790
Interest and dividends	168,706	155,330
	168,706	2,579,120
Interest income--notes receivable from participants	13,780	13,659
Contributions:		
Employers' contributions	1,443,809	1,223,508
Employees' salary deferrals and rollovers	1,070,731	1,054,248
	2,514,540	2,277,756
TOTAL ADDITIONS	2,697,026	4,870,535
DEDUCTIONS		
Deductions from net assets attributed to:		
Net depreciation in fair value of investments	244,868	-0-
Benefits paid to participants	669,503	759,626
Corrective distributions	28,243	34,342
Fees	5,050	5,776
TOTAL DEDUCTIONS	947,664	799,744
NET INCREASE	1,749,362	4,070,791
NET ASSETS AVAILABLE FOR BENEFITS:		
Beginning of year	28,930,286	24,859,495
END OF YEAR	$30,679,648	$ 28,930,286

See notes to financial statements.

NOTES TO FINANCIAL STATEMENTS

ERIE MATERIALS, INC. PROFIT SHARING & 401(k) PLAN

December 31, 2011 and 2010

NOTE A--DESCRIPTION OF THE PLAN

The following description of the Erie Materials, Inc. Profit Sharing & 401(k) Plan (the "Plan") provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

General: The Plan is a defined contribution plan covering substantially all employees of Erie Materials, Inc., Erie Materials/Scranton, Inc. and The Matthews Corporation ("Companies" or "Plan Sponsors"). An employee is eligible to participate in the salary reduction feature of the Plan effective the date the applicable eligibility requirements are met. Employees are generally eligible to receive an allocation of the Plan Sponsors' discretionary contributions if they are employed on the last day of the Plan year. In both instances the employee must have attained the age of 18. The Plan is subject to the provisions of ERISA.

Contributions: Each year, participants may contribute up to 50% of compensation in regular deferrals and 100% of any bonuses paid. Contributions are subject to limitations determined by the Internal Revenue Code (IRC). Additionally, if a participant has or is projected to attain age 50 before the end of the calendar year, that participant may make "catch-up" contributions as determined by the IRC. Participants may also contribute amounts representing distributions from other qualified retirement plans. The Plan Sponsors, at the discretion of their board of directors, may contribute to the Plan a discretionary contribution for all eligible participants. The discretionary contributions made to the Plan were $1,443,809 and $1,223,508 for 2011 and 2010, respectively.

Participant Accounts: Each participant's account is credited with the participant's contribution and an allocation of (a) the Plan Sponsors' contribution and (b) Plan earnings. The discretionary Plan Sponsors' contributions are allocated based on participant's compensation. Plan earnings are allocated based on account balances. The retirement benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Upon enrollment in the Plan, a participant directs all contributions into investment options offered under a group annuity contract with Prudential Retirement Insurance and Annuity Company ("Prudential"). Participants may change their investment options at any time.

Vesting: Participants are immediately vested in their contributions plus actual earnings thereon. Vesting in the Plan Sponsors' discretionary contribution portion of their accounts plus actual earnings thereon is based on years of continuous service. A participant is 100% vested after six years of credited service.

NOTE A--DESCRIPTION OF THE PLAN--Continued

Receivables--Notes From Participants: Participants may borrow from their vested accounts a minimum of $1,000. The maximum amount of all loans outstanding cannot exceed the lesser of $50,000 reduced by the highest outstanding loan balance at any time in the preceding year or 50% of the vested account balance. The loans are secured by the balance in the participant's account and bear interest at the prime rate at the time of loan approval.

Payment of Benefits: On termination of service, a participant may elect to receive either a lump-sum amount equal to the value of his or her account or installment payments over a period of not more than a participant's assumed life expectancy.

Forfeited Accounts: Forfeitures are allocated to the participants' individual accounts in the same manner as the discretionary Plan Sponsors' contributions. There were $75,798 and $63,766 of forfeitures allocated in 2011 and 2010, respectively.

NOTE B--SIGNIFICANT ACCOUNTING POLICIES

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

Use of Estimates: The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the Plan Administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results may differ from those estimates.

Valuation of Investments and Income Recognition: 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. See Note D for discussion of fair value measurements.

Purchases and sales of investments 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) appreciation includes the Plan's gains and losses on investments bought and sold as well as held during the year.

NOTE B--SIGNIFICANT ACCOUNTING POLICIES--Continued

Payment of Benefits: Benefits are recorded when paid.

Events Occurring After Reporting Date: The Plan's management has evaluated events and transactions that occurred between December 31, 2011 and September 18, 2012, which is the date the financial statements were available to be issued, for possible disclosure and recognition in the financial statements. There were no such events or transactions identified by Plan management.

NOTE C--INFORMATION CERTIFIED BY TRUSTEE (UNAUDITED)

The Plan's investments are entirely participant directed and held by Prudential in pooled separate accounts and an insurance company fixed account. The following is a summary of the unaudited information regarding the Plan's investments as of and for the years ended December 31, 2011 and 2010, included in the Plan's financial statements and supplemental schedule, that were prepared by or derived from information certified by Prudential, the trustee of the Plan, in 2011 and 2010 and furnished to the Plan Administrator in accordance with 29 CFR 2520.103-8 of the DOL's Rules and Regulations for Reporting and Disclosure under ERISA. The Plan Administrator has obtained certifications from the trustee that such information is complete and accurate. Each investment representing 5% or more of the Plan's net assets is separately identified.

	December 31, 2011	December 31, 2010
Participant directed investments, at fair value:		
Pooled separate accounts:		
Retirement Goal 2040 Fund	$ 3,505,647	$ 3,182,350
Retirement Goal 2030 Fund	5,758,207	5,480,329
Retirement Goal 2020 Fund	2,765,439	3,026,284
Other	10,230,569	10,146,459
	22,259,862	21,835,422
General account	6,533,487	5,522,540
	$28,793,349	$27,357,962

NOTE D--FAIR VALUE OF FINANCIAL INSTRUMENTS

The Plan follows Financial Accounting Standards Board Accounting Standards Codification ("FASB ASC") Topic 820, "Fair Value Measurements and Disclosures", which requires fair value measurements of the Plan's assets and liabilities. Fair value is an estimate of the price the Plan would receive upon selling a financial instrument in a timely transaction to an independent buyer or the most advantageous market of the financial instrument. FASB ASC Topic 820 established a three tier hierarchy to maximize the use of observable market data and minimize the use of unobservable inputs and to establish classification of fair value measurements for disclosure purposes. Various inputs are used in determining the value of the financial instruments as noted below:

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

Level 2 Inputs to the valuation methodology include:

- Quoted prices for similar assets 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's 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.

NOTE D--FAIR VALUE OF FINANCIAL INSTRUMENTS--Continued

The following is a description of the valuation methodologies used for assets measured at fair value. The methodologies used at December 31, 2011 are similar to those used at December 31, 2010.

Pooled separate accounts: Investments in the pooled separate accounts are investments in registered investment companies and are reported at fair value based on the quoted market price of the fund which represents the net asset value of the shares (participation units) held at year end.

General account: Investments in the general account are valued at contract value, which approximates fair value.

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

The following table sets forth by Level, within the fair value hierarchy, the Plan's investments at fair value:

	Investments at Fair Value as of December 31, 2011			
	Level 1	Level 2	Level 3	Total
Pooled separate accounts	$22,259,862	$ -0-	$ -0-	$22,259,862
General account	-0-	-0-	6,533,487	6,533,487
Total investments at fair value	$22,259,862	$ -0-	$ 6,533,487	$28,793,349

	December 31, 2010			
	Level 1	Level 2	Level 3	Total
Pooled separate accounts	$21,835,422	$ -0-	$ -0-	$21,835,422
General account	-0-	-0-	5,522,540	5,522,540
Total investments at fair value	$21,835,422	$ -0-	$ 5,522,540	$27,357,962

NOTE D--FAIR VALUE OF FINANCIAL INSTRUMENTS--Continued

Level 3 Gains and Losses: The table below sets forth a summary of changes in the fair value of the Plan's Level 3 assets for the year ended December 31:

	2011	2010
Balance, beginning of year	$ 5,522,540	$ 4,910,341
Purchases	488,629	448,595
Issuances and settlements	(248,034)	(238,849)
Interest earned	171,057	157,629
Transfers, net	599,295	244,824
Balance, end of year	$ 6,533,487	$ 5,522,540

NOTE E--INVESTMENT CONTRACT WITH PRUDENTIAL RETIREMENT SERVICES

The Plan has a fully benefit-responsive group annuity investment contract with Prudential. The investments are presented in the financial statements at fair value which is equal to contract value. The values of the pooled separate accounts represent contributions made under the contract, plus earnings, less withdrawals and administrative expenses.

The general account is credited with contributions made under the contract, plus interest on such contributions, less withdrawals and administrative expenses charged by Prudential. The interest rate is set semi-annually on the first day of January and July. The rate will never be less than the 1.5% minimum interest rate for the lifetime of the contract.

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

	2011	2010
Average yields:		
Based on actual earnings	2.80%	3.05%
Based on interest rate credited to participants	2.80%	3.05%

NOTE F--PARTY-IN-INTEREST TRANSACTIONS

Prudential, trustee of the Plan, provides investment management services to the Plan. Accordingly, the investment services provided by Prudential and the related fees associated with the investment funds are considered to be exempt party-in-interest transactions.

The Plan has not considered the Companies contributions to the Plan or benefits paid by the Plan to participants to be party-in-interest transactions.

Fees for auditing and other administrative services are paid directly by the Plan Sponsors.

NOTE G--PLAN TERMINATION

Although it has not expressed any intent to do so, the Companies have the right under the Plan to discontinue their 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 account balances.

NOTE H--INCOME TAX STATUS

The Plan adopted a non-standardized form of a prototype plan sponsored by Prudential. The prototype plan has received a favorable determination letter dated March 31, 2008 from the Internal Revenue Service as to the prototype plan's qualified status. The Plan has been amended since receiving the determination letter, however, the Plan Administrator believes the Plan is currently designed and being operated in compliance with the applicable provisions of the IRC.

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan. Plan management evaluated the Plan's tax positions and concluded that the Plan had maintained its tax exempt status and had taken no uncertain tax positions that require adjustment to the financial statements. Therefore, no provision or liability for income taxes has been included in the financial statements. The Plan is subject to income tax examination for the years 2008 through 2011. The Plan's 2010 Form 5500 is currently under examination.

NOTE I--RISKS AND UNCERTAINTIES

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

SCHEDULE H, LINE 4i--SCHEDULE OF ASSETS (HELD AT END OF YEAR)

ERIE MATERIALS, INC. PROFIT SHARING & 401(k) PLAN

EIN: 15-0528388 PLAN NO.: 001

December 31, 2011

(a)	(b)Identity of Issue, Borrower, Lessor or Similar Party	(c)Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d)Cost	(e)Current Value
*	Small Cap Value/Opus Capital Fund	Prudential Retirement Insurance & Annuity Co. Pooled Separate Account		$ 357,535
*	Small Cap Growth/Granahan Fund	Prudential Retirement Insurance & Annuity Co. Pooled Separate Account		189,643
*	Retirement Goal Income Fund	Prudential Retirement Insurance & Annuity Co. Pooled Separate Account		131,424
*	Retirement Goal 2050 Fund	Prudential Retirement Insurance & Annuity Co. Pooled Separate Account		1,026,657
*	Retirement Goal 2040 Fund	Prudential Retirement Insurance & Annuity Co. Pooled Separate Account		3,505,647
*	Retirement Goal 2030 Fund	Prudential Retirement Insurance & Annuity Co. Pooled Separate Account		5,758,207
*	Retirement Goal 2020 Fund	Prudential Retirement Insurance & Annuity Co. Pooled Separate Account		2,765,439
*	Retirement Goal 2010 Fund	Prudential Retirement Insurance & Annuity Co. Pooled Separate Account		1,320,254
*	Mid Cap Value/CRM Fund	Prudential Retirement Insurance & Annuity Co. Pooled Separate Account		312,315
*	Mid Cap Growth/TimesSquare Fund	Prudential Retirement Insurance & Annuity Co. Pooled Separate Account		313,874
*	Large Cap Value/LSV Asset Management Fund	Prudential Retirement Insurance & Annuity Co. Pooled Separate Account		1,345,177
*	Large Cap Growth/Turner Investment Partners Fund	Prudential Retirement Insurance & Annuity Co. Pooled Separate Account		1,510,512
*	International Blend/AQR Fund	Prudential Retirement Insurance & Annuity Co. Pooled Separate Account		1,114,621
*	Dryden S&P 500 Index Fund	Prudential Retirement Insurance & Annuity Co. Pooled Separate Account		1,292,056
*	Core Plus Bond/PIMCO Fund	Prudential Retirement Insurance & Annuity Co. Pooled Separate Account		1,316,501
*	Guaranteed Income Fund	Prudential Retirement Insurance & Annuity Co. General Account		6,533,487
				$28,793,349
	Receivables--notes from participants	3.25% - 8.25%		$ 470,733

* Indicates party-in-interest