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
RETIREMENT PLAN OF THALES ATM, INC.

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 01/01/1988

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

THALES ATM, INC.

23501 W. 84TH STREET
SHAWNEE, KS 66227

2b Employer Identification Number (EIN)
43-1785962

2c Sponsor's telephone number
913-422-2600

2d Business code (see instructions)
335900

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.	10/11/2012	DIANA M. CABASSI
	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")
THALES ATM, INC.

23501 W. 84TH STREET
SHAWNEE, KS 66227

3b Administrator's EIN
43-1785962

3c Administrator's telephone number
913-422-2600

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**	467
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**	49
b	Retired or separated participants receiving benefits	**6b**	108
c	Other retired or separated participants entitled to future benefits	**6c**	275
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	432
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	22
f	Total. Add lines **6d** and **6e**	**6f**	454
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	0
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:
1A 1I 1G

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

9a Plan funding arrangement (check all that apply)

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

9b Plan benefit arrangement (check all that apply)

(1)		Insurance
(2)		Code section 412(e)(3) insurance contracts
(3)	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)	X	**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)		**A** (Insurance Information)
(4)	X	**C** (Service Provider Information)
(5)	X	**D** (DFE/Participating Plan Information)
(6)		**G** (Financial Transaction Schedules)

SCHEDULE SB (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Single-Employer Defined Benefit Plan Actuarial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500 or 5500-SF.**

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

▶ **Round off amounts to nearest dollar.**

▶ **Caution:** A penalty of $1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan
RETIREMENT PLAN OF THALES ATM, INC.

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF
THALES ATM, INC.

D Employer Identification Number (EIN)
43-1785962

E Type of plan: [X] Single [ ] Multiple-A [ ] Multiple-B

F Prior year plan size: [ ] 100 or fewer [X] 101-500 [ ] More than 500

Part I Basic Information

1 Enter the valuation date: Month 01 Day 01 Year 2011

2 Assets:

a	Market value	**2a**	12307129
b	Actuarial value	**2b**	11353227

3 Funding target/participant count breakdown:

			(1) Number of participants	**(2)** Funding Target
a	For retired participants and beneficiaries receiving payment	**3a**	133	3799506
b	For terminated vested participants	**3b**	284	7841749
c	For active participants:			
	(1) Non-vested benefits	**3c(1)**		196049
	(2) Vested benefits	**3c(2)**		2354229
	(3) Total active	**3c(3)**	50	2550278
d	Total	**3d**	467	14191533

4 If the plan is in at-risk status, check the box and complete lines (a) and (b) [ ]

a	Funding target disregarding prescribed at-risk assumptions	**4a**	
b	Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor	**4b**	

5	Effective interest rate	**5**	6.34 %
6	Target normal cost	**6**	115000

Statement by Enrolled Actuary

To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

SIGN HERE

Signature of actuary

10/05/2012
Date

DARLENE T. BUXTON
Type or print name of actuary

11-06222
Most recent enrollment number

PRIAC
Firm name

860-534-2303
Telephone number (including area code)

P.O. BOX 2975
HARTFORD, CT 06104-2975
Address of the firm

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions [ ]

Part II Beginning of year carryover and prefunding balances

		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	0	707359
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)		
9	Amount remaining (line 7 minus line 8)	0	707359
10	Interest on line 9 using prior year's actual return of 12.51%		88491
11	Prior year's excess contributions to be added to prefunding balance:		
a	Present value of excess contributions (line 38 from prior year)		266693
b	Interest on (a) using prior year's effective rate of 6.72% except as otherwise provided (see instructions)		17922
c	Total available at beginning of current plan year to add to prefunding balance		284615
d	Portion of (c) to be added to prefunding balance		0
12	Other reductions in balances due to elections or deemed elections	0	795850
13	Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	0	0

Part III Funding percentages

14	Funding target attainment percentage	14	80.00 %
15	Adjusted funding target attainment percentage	15	80.00 %
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	80.00 %
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and liquidity shortfalls

18 Contributions made to the plan for the plan year by employer(s) and employees:

(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
04/15/2011	162395				
07/20/2011	162395				
10/14/2011	162395				
01/13/2012	162395				
09/15/2012	350000				
			Totals ► 18(b)	999580	18(c) 0

19	Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:		
a	Contributions allocated toward unpaid minimum required contributions from prior years.	19a	0
b	Contributions made to avoid restrictions adjusted to valuation date	19b	0
c	Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	938892

20 Quarterly contributions and liquidity shortfalls:

a Did the plan have a "funding shortfall" for the prior year? [X] Yes [ ] No

b If 20a is "Yes," were required quarterly installments for the current year made in a timely manner? [X] Yes [ ] No

c If 20a is "Yes," see instructions and complete the following table as applicable:

Liquidity shortfall as of end of quarter of this plan year

(1) 1st	(2) 2nd	(3) 3rd	(4) 4th
0	0	0	0

Part V Assumptions used to determine funding target and target normal cost

21 Discount rate:

a Segment rates:

1st segment:	2nd segment:	3rd segment:	
3.78%	6.31%	6.57 %	☐ N/A, full yield curve used

b Applicable month (enter code)	**21b**	4
22 Weighted average retirement age	**22**	62

23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute

Part VI Miscellaneous items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment.	☒ Yes	☐ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment.	☐ Yes	☒ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment.	☒ Yes	☐ No

27 If the plan is eligible for (and is using) alternative funding rules, enter applicable code and see instructions regarding attachment	**27**	

Part VII Reconciliation of unpaid minimum required contributions for prior years

28 Unpaid minimum required contributions for all prior years	**28**	0
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a)	**29**	0
30 Remaining amount of unpaid minimum required contributions (line 28 minus line 29)	**30**	0

Part VIII Minimum required contribution for current year

31 Target normal cost and excess assets (see instructions):

a Target normal cost (line 6)	**31a**	115000
b Excess assets, if applicable, but not greater than 31a	**31b**	0

32 Amortization installments:

	Outstanding Balance	Installment
a Net shortfall amortization installment	2838306	638793
b Waiver amortization installment	0	0

33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	**33**	
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)	**34**	753793

	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement			0

36 Additional cash requirement (line 34 minus line 35)	**36**	753793
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	**37**	938892

38 Present value of excess contributions for current year (see instructions)

a Total (excess, if any, of line 37 over line 36)	**38a**	185099
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	**38b**	0
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	**39**	0
40 Unpaid minimum required contributions for all years	**40**	0

Part IX Pension funding relief under Pension Relief Act of 2010 (see instructions)

41 If a shortfall amortization base is being amortized pursuant to an alternative amortization schedule:

a Schedule elected ☐ 2 plus 7 years ☐ 15 years

b Eligible plan year(s) for which the election in line 41a was made ☐ 2008 ☐ 2009 ☐ 2010 ☐ 2011

42 Amount of acceleration adjustment	**42**	
43 Excess installment acceleration amount to be carried over to future plan years	**43**	

SCHEDULE C (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Service Provider Information

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

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

OMB No. 1210-0110

2011

This Form is Open to Public Inspection.

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

A Name of plan
RETIREMENT PLAN OF THALES ATM, INC.

B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
43-1785962

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 INS & ANNUITY

06-1050034

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

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

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

PRUDENTIAL RETIREMENT INS & ANNUITY

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	NONE	44128	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] No [ ]

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

HARTLAND AND COMPANY

34-1597728

(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?
16	NONE	18433	Yes [ ] No [X]	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
RETIREMENT PLAN OF THALES ATM, INC.

B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
43-1785962

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: THALES MASTER TRUST

b Name of sponsor of entity listed in (a): THALES USA, INC.

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)
06-0938363-002	M	11686819

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of 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
RETIREMENT PLAN OF THALES ATM, INC.

B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
43-1785962

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)	0	512395
(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)		
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)	11756317	11686819
(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)		
(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	11756317	12199214
Liabilities			
g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	11756317	12199214

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)	1570147	
(B) Participants	2a(1)(B)		
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		1570147
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)		
(F) Other	2b(1)(F)		
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		0
(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)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		-172684
(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		1397463
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	859618	
(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)		859618
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
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)	94948	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		94948
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		954566
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		442897
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: PICKETT, CHANEY & MCMULLEN LLP (2) EIN: 48-1246310

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		5000000
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**			
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
RETIREMENT PLAN OF THALES ATM, INC.

B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
43-1785962

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** 9

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):

Pickett, Chaney & McMullen LLP
Certified Public Accountants

9401 W. 87th Street, Suite 200, Overland Park, Kansas 66212
913.438.5077 fax 913.438.5078

INDEPENDENT AUDITORS' REPORT

To the Retirement Plan Committee and Participants of the
Retirement Plan of Thales ATM, Inc.
Shawnee, Kansas

We were engaged to audit the accompanying financial statements of the Retirement Plan of Thales ATM, Inc. as of December 31, 2011 and 2010, and for the year ended December 31, 2011, as listed in the accompanying index. These financial statements are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 6, which was certified by Prudential Retirement Insurance and Annuity Company and Prudential Bank & Trust, FSB, the custodians of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the custodians hold the Plan's investment assets and execute investment transactions. The plan administrator has obtained certifications from the custodians as of December 31, 2011 and 2010, and for the year ended December 31, 2011 that the information provided to the plan administrator by the custodians is complete and accurate.

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

As described in Note 1 to the financial statements, on December 1, 2001, the Board of Directors approved an amendment to freeze the accrual of benefits of the Retirement Plan of Thales ATM, Inc. as of December 31, 2001.

Pickett, Chaney & McMullen LLP

October 5, 2012

Retirement Plan of Thales ATM, Inc.
EIN/PN: 43-1785962/001; Plan Year: 01/01/2011
Schedule SB, line 22 - Description of Weighted Average Retirement Age

Age	Probability	Number Retiring	Number Remaining	Result
55	3.00%	0.030000	0.970000	1.650000
56	3.00%	0.029100	0.940900	1.629600
57	3.00%	0.028227	0.912673	1.608939
58	3.00%	0.027380	0.885293	1.588051
59	3.00%	0.026559	0.858734	1.566968
60	10.00%	0.085873	0.772861	5.152404
61	5.00%	0.038643	0.734218	2.357225
62	25.00%	0.183554	0.550663	11.380373
63	15.00%	0.082599	0.468064	5.203767
64	15.00%	0.070210	0.397854	4.493412
65	100.00%	0.397854	0.000000	25.860520
				62.491259

Actuarial Cost Method

Actuarial Cost Method

Costs have been computed in accordance with the Unit Credit Actuarial Cost Method and reflect the actuarial assumptions described in "Plan Assumptions" of this report as provided under the applicable regulations of the Pension Protection Act of 2006.

Target Normal Cost

The Target Normal Cost is the present value of benefits expected to accrue during the plan year for all Participants plus an estimate of the expenses to be paid from the plan assets during the plan year.

Target Liability and Funding Shortfall

As of January 1, 2008, a Target Liability is established which represents the present value of accrued benefits. This Target Liability is offset by adjusted assets, and the remainder (i.e. Funding Shortfall), if any, is amortized over seven years.

Subsequent changes in the Funding Shortfall due to asset experience, liability experience, plan amendments, and/or actuarial assumption changes will be amortized over a seven year period from their valuation dates.

Discount Rate

The plan sponsor has elected to use the Yield Curve approach for discount rate purposes, with an applicable month that is 3 months prior to the valuation date.

The plan sponsor elected not to phase in the new interest rate basis. Refer to the plan assumptions section (Appendix E) for additional detail.

II. ASSET VALUATION METHOD

Assets have been valued in accordance with generally accepted procedures as described below.

All funds invested are valued in the following manner:

Definitions

i(t)	assumed growth rate, set equal to the lesser of the expected return on assets or the applicable 3rd segment rate for Plan Year t.
C(t)	sum of contributions and other additions to the fund from all sources other than investment transactions in Plan Year t
W(t)	sum of all withdrawals and other decreases to the fund from all sources other than investment transactions in Plan Year t
AV(t)	Actuarial Value of Assets as of Plan Year t
MV(t)	Market Value of Assets as of Plan Year t
EV(t)	Expected Value of Assets as of Plan Year t
G/L(t)	Gain or Loss for Plan Year t

Actuarial Cost Method

Method

A description of the method used to determine the current year's Actuarial Value of Assets {AV(t)} is below.

For the preceding 2 years, G/L(t) is determined as follows:

$$EV(t) = MV(t-1) * (1 + i(t-1)) + [C(t-1) - W(t-1)] * (1 + i(t-1) * m)$$

Where m represents a proportionate yield consistent with the portion of the year for which C and W are invested

$$G/L(t-1) = EV(t) – MV(t)$$

For the current year, AV(t) is determined as follows:

$$AV(t) = MV(t) + 2/3 * G/L(t-1) + 1/3 * G/L(t-2)$$

Corridor Limits

The Actuarial Value of Assets may not be less than 90% or more than 110% of the current market value of plan assets as of the applicable valuation date [as required by IRC Section 430(g)(3)(B)(iii)]

Please note, as highlighted above, the assumed asset growth rate for each year is limited to the applicable 3rd segment rate by law. As a result, if the plan's expected rate of return is greater than this applicable rate, this method is expected to produce an actuarial value of assets that can be expected to be slightly less than the market value of assets, on average.

Actuarial Assumptions

Assumptions have been chosen to anticipate the long range experience of the Plan. Consistency among assumptions is important as each interacts with the others; equally important is the recognition of inflationary trends in the economy.

As the Enrolled Actuary for the Plan, I will certify to the reasonableness of these assumptions, in aggregate, as required by ERISA.

The actuarial assumptions used to compute Plan costs are:

Mortality:

Male: The IRS 2011 Applicable Mortality Table.

Female: The IRS 2011 Applicable Mortality Table.

Termination:

The probabilities that participants at the ages indicated will terminate are:

Age	Male	Female
20	13.0%	13.0%
25	10.5%	10.5%
30	8.0%	8.0%
35	6.0%	6.0%
40	4.0%	4.0%
45	2.0%	2.0%
50 +	0.0%	0.0%

Retirement Age:

Annual rates are shown below:

Age	Rate of Retirement
55	3.0%
56	3.0%
57	3.0%
58	3.0%
59	3.0%
60	10.0%
61	5.0%
62	25.0%
63	15.0%
64	15.0%
65	100%

Investment Return:

Funding:
Non-transitional segment rates with a 4-month look-back:
September 2010 rates (3.78%, 6.31%, 6.57%)

Accounting:
7.75% per annum, compounded annually, net of investment and contract fees.

Actuarial Assumptions

Survivor's Benefit:	It is assumed that husbands are three years older than wives and that 80% of the male participants and 80% of the female participants who are or will become eligible for coverage under the Survivor's Benefit will be survived by an eligible survivor.	
Estimated Expenses:	$115,000	
Disability:	None	
Salary Scale:	Not applicable	
Social Security:	Primary Insurance Amount	Not applicable
	Covered Compensation	Not applicable

Plan Provisions

Earnings

Earnings include elective contributions made by Company that are not included in income under Code Section 125, 402(e)(3), 402(h) or 403(b), deferred compensation within Code Section 457(b) and employee allowances, fringe benefit (cash and non-cash), moving expenses, deferred compensation and welfare benefits.

Final Earnings

Average Rate of Earnings during highest consecutive three Plan Years during last five consecutive Plan Years Employee was a Participant. A Rate of Annual Salary based on less than 1,900 Benefit Hours is multiplied by a fraction, the numerator of which is 12 and denominator of which is the month of Benefit Service which the Rate of Annual Salary is based.

Service

On or after January 1, 1988, one year of Vesting Service for each Plan Year in which an Employee is credited with 1,000 or more Vesting Hours. With respect to service accrued prior to January 1, 1988, Employee retains the Vesting Service accrued as of December 31, 1987 under the terms of the Predecessor Plan.

Credited Service

Benefit Hours credited in any Plan Year

From	To	Months
0000	0079	00
0080	0239	01
0240	0399	02
0400	0559	03
0560	0719	04
0720	0879	05
0880	1040	06
1041	1213	07
1214	1386	08
1387	1560	09
1561	1733	10
1734	1906	11
1907 +		12

Form of Annuity

Life Annuity with automatic Joint and Survivor 50% continuation for married Participants.

Normal Retirement Date

First day of the month coinciding with or next following attainment of age 65.

Social Security

Covered Compensation

Average of the Social Security taxable wage bases in effect for each calendar year during the 35 year period ending with the last day of the calendar year in which the participant attains his Social Security Retirement Age.

Participation Eligibility

Any Employee currently being credited with Benefit Hours.

Benefit Formula

Effective December 31, 2001 all benefits in the plan are frozen.

	The benefit of a participant at normal retirement is equal to (A) plus (B): (A) Accrued benefit at December 31, 1995 (December 31, 2000) for hourly paid employees), net of Predecessor Plan accrued benefit. (B) For each year of service after January 1, 1996 (January 1, 2001 for hourly paid employees), 1.7% of Earnings up to the Average Social Security Wage Base, plus 2.0% of Earnings in excess of the Average Social Security Wage Base provided, however, that if Benefit Service accrued as of December 31, 1995 (December 31, 2000 for hourly paid employees) plus the number of Plan Years in which the participant accrues a benefit on or after January 1, 1996, (January 1, 2001 for hourly paid employees), equals or exceeds 35, the accrued benefit for each plan year shall equal 2% of Earnings.
Early Eligibility	First day of the month coinciding with or next following age 55 with ten year of Vesting Service
Early Benefit Amount	(A) For Participants who retire early from an active status: Accrued Benefit reduced by the lesser of (a) 1/12 of 2.5% for each calendar month benefits begin prior to Normal Retirement Date, or 2.5% for each point less than 85 where the number of points is equal to the sum of the Participant's age (computed to nearer 1/12 of a year) and 1/12th of his Months of Benefit Service as of the date employment terminates. (B) For terminated vested participants who retire early: Accrued benefit actuarially adjusted for early payment.
Vesting Schedule	Five or more years equals 100%
Vested Benefit	Benefit accrued to date of termination, adjusted by appropriate vesting percentage.
Preretirement Spouse Benefit	(A) Eligibility Eligible for early retirement and married one full year prior to death Benefit Formula 50% of the pension benefit accrued to date of death, reduced by appropriate early retirement and join and survivor factors. (B) Eligibility Eligible for vesting, but not eligible for early retirement and married one full year prior to death Benefit Formula 50% of the pension benefit accrued to date of death, payment deferred to early retirement date of the deceased Participant and reduced by appropriate early retirement and join and survivor factors.

Section I Summary of Valuation Results (continued)

Changes Since Last Year's Valuation

Changes in Pension Plan Provisions

There were no changes in the pension plan provisions recognized with this actuarial valuation.

New Legislation

There were no legislative changes recognized with this actuarial valuation.

Changes in Actuarial Assumptions

The 2011 interest rates and mortality reflect the following:

Interest Rates: September 2010 Segment Rates: 3.78%, 6.31%, 6.57%
Mortality Table: IRS 2011 Applicable Mortality Table

Per IRS guidance, target normal cost must include administrative expenses to be paid from plan assets. Expenses are assumed to be $115,000 for the 2010 Plan Year.

The mortality assumption for Accounting Codification Standards 960 purposes has been updated to the IRS 2011 Applicable Mortality Table.

Changes in Actuarial Cost Method

There were no changes to the actuarial cost method recognized with this actuarial valuation.

Benefit Restrictions and "At Risk" Status

There are no benefit restrictions associated with the current plan year.

The plan is not considered "At Risk" for the current plan year.

Distribution of Active Participants by Age and Service

Number of Active Employees as of January 1, 2011 – Distribution by Age and Service

Attained Age	Years of Credited Service										
	Under 1	1-4	5-9	10-14	15-19	20-24	25-29	30-34	35-39	40 +	Total
Under 25											
25-29											
30-34				1							1
35-39			1	2							3
40-44			1			1					2
45-49			1	2		4	1				8
50-54			2	1	4	2	1	8			18
55-59			1		1	2	1	8			13
60-64						1	1	2	1		5
65-69											
70 +											
Total			6	6	5	10	4	18	1		50

Prudential

Section IV Minimum Contribution Amortization

The prior year amortization values and the development of the amortization for the 2011 plan year are shown below.

I. Prior Year Amortization Amounts

Plan Year	Installment	PV Factor	Present Value
2010	102,737	5.385217	553,261
2009	48,238	4.648804	224,249
2008	394,606	3.786719	1,494,262
2007	0	1.000000	0
2006	0	1.000000	0
2005	0	1.000000	0
	$545,581		**$ 2,271,772**

II. Current Year Amortization

Exemption from Current Year Amortization		No
1.	Funding Shortfall to be amortized	$2,838,306
2.	Present Value of Prior Year Amortization Installments	2,271,772
3.	Current Year Amortization Base (1 - 2)	566,534
4.	Shortfall Amortization Factor	6.077908
5.	Current Year Amortization Installment (3 divided by 4)	93,212
6.	Sum of Prior Year Amortization Installments	545,581
7.	Net Shortfall Amortization Charge (5 + 6)	$638,793

Prudential

SCHEDULE SB (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Single-Employer Defined Benefit Plan Actuarial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500 or 5500-SF.**

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

▶ **Round off amounts to nearest dollar.**

▶ **Caution:** A penalty of $1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan

RETIREMENT PLAN OF THALES ATM, INC.

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF

THALES ATM, INC.

D Employer Identification Number (EIN)

43-1785962

E Type of plan: [X] Single [ ] Multiple-A [ ] Multiple-B

F Prior year plan size: [ ] 100 or fewer [X] 101-500 [ ] More than 500

Part I Basic Information

1 Enter the valuation date: Month 1 Day 1 Year 2011

2 Assets:

a	Market value	2a	12,307,129
b	Actuarial value	2b	11,353,227

3 Funding target/participant count breakdown:

			(1) Number of participants	(2) Funding Target
a	For retired participants and beneficiaries receiving payment	3a	133	3,799,506
b	For terminated vested participants	3b	284	7,841,749
c	For active participants:			
	(1) Non-vested benefits	3c(1)		196,049
	(2) Vested benefits	3c(2)		2,354,229
	(3) Total active	3c(3)	50	2,550,278
d	Total	3d	467	14,191,533

4 If the plan is in at-risk status, check the box and complete lines (a) and (b) [ ]

a	Funding target disregarding prescribed at-risk assumptions	4a	
b	Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor	4b	

5	Effective interest rate	5	6.34 %
6	Target normal cost	6	115,000

Statement by Enrolled Actuary

To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

SIGN HERE

Darlene T. Buxton
Signature of actuary

10/5/2012
Date

DARLENE T. BUXTON
Type or print name of actuary

11-06222
Most recent enrollment number

PRIAC
Firm name

(860) 534-2303
Telephone number (including area code)

P.O. BOX 2975

HARTFORD CT 06104-2975
Address of the firm

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions [ ]

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10/5/2012 — Date

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HARTFORD CT 06104-2975 — Address of the firm

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions [ ]

Part II Beginning of year carryover and prefunding balances

		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	0	707,359
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)		
9	Amount remaining (line 7 minus line 8)	0	707,359
10	Interest on line 9 using prior year's actual return of 12.51 %		88,491
11	Prior year's excess contributions to be added to prefunding balance:		
	a Present value of excess contributions (line 38 from prior year)		266,693
	b Interest on (a) using prior year's effective rate of 6.72 % except as otherwise provided (see instructions)		17,922
	c Total available at beginning of current plan year to add to prefunding balance		284,615
	d Portion of (c) to be added to prefunding balance		0
12	Other reductions in balances due to elections or deemed elections	0	795,850
13	Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	0	0

Part III Funding percentages

14	Funding target attainment percentage	14	80.00 %
15	Adjusted funding target attainment percentage	15	80.00 %
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	80.00 %
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and liquidity shortfalls

18 Contributions made to the plan for the plan year by employer(s) and employees:

(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
04/15/2011	162,395				
07/20/2011	162,395				
10/14/2011	162,395				
01/13/2012	162,395				
09/15/2012	350,000				
			Totals • 18(b)	999,580	18(c) 0

19	Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:		
	a Contributions allocated toward unpaid minimum required contributions from prior years	19a	0
	b Contributions made to avoid restrictions adjusted to valuation date	19b	0
	c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	938,892

20 Quarterly contributions and liquidity shortfalls:

a Did the plan have a "funding shortfall" for the prior year? [X] Yes [ ] No

b If 20a is "Yes," were required quarterly installments for the current year made in a timely manner? [X] Yes [ ] No

c If 20a is "Yes," see instructions and complete the following table as applicable:

Liquidity shortfall as of end of quarter of this plan year

(1) 1st	(2) 2nd	(3) 3rd	(4) 4th
0	0	0	0

Part V Assumptions used to determine funding target and target normal cost

21 Discount rate:

a Segment rates:

1st segment:	2nd segment:	3rd segment:	☐ N/A, full yield curve used
3.78 %	6.31 %	6.57 %	

b Applicable month (enter code) — **21b**: 4

22 Weighted average retirement age — **22**: 62

23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute

Part VI Miscellaneous items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment. ☒ Yes ☐ No

25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment. ☐ Yes ☒ No

26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment. ☒ Yes ☐ No

27 If the plan is eligible for (and is using) alternative funding rules, enter applicable code and see instructions regarding attachment — **27**:

Part VII Reconciliation of unpaid minimum required contributions for prior years

28 Unpaid minimum required contributions for all prior years — **28**: 0

29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a) — **29**: 0

30 Remaining amount of unpaid minimum required contributions (line 28 minus line 29) — **30**: 0

Part VIII Minimum required contribution for current year

31 Target normal cost and excess assets (see instructions):

a Target normal cost (line 6) — **31a**: 115,000

b Excess assets, if applicable, but not greater than 31a — **31b**: 0

32 Amortization installments:

	Outstanding Balance	Installment
a Net shortfall amortization installment	2,838,306	638,793
b Waiver amortization installment	0	0

33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount — **33**:

34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33) — **34**: 753,793

	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement			0

36 Additional cash requirement (line 34 minus line 35) — **36**: 753,793

37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c) — **37**: 938,892

38 Present value of excess contributions for current year (see instructions)

a Total (excess, if any, of line 37 over line 36) — **38a**: 185,099

b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances — **38b**: 0

39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37) — **39**: 0

40 Unpaid minimum required contributions for all years — **40**: 0

Part IX Pension funding relief under Pension Relief Act of 2010 (see instructions)

41 If a shortfall amortization base is being amortized pursuant to an alternative amortization schedule:

a Schedule elected ☐ 2 plus 7 years ☐ 15 years

b Eligible plan year(s) for which the election in line 41a was made ☐ 2008 ☐ 2009 ☐ 2010 ☐ 2011

42 Amount of acceleration adjustment — **42**:

43 Excess installment acceleration amount to be carried over to future plan years — **43**:

Retirement Plan of Thales ATM, Inc.
EIN/PN: 43-1785962/001; Plan Year: 01/01/2011
Schedule SB, line 22 - Description of Weighted Average Retirement Age

Age	Probability	Number Retiring	Number Remaining	Result
55	3.00%	0.030000	0.970000	1.650000
56	3.00%	0.029100	0.940900	1.629600
57	3.00%	0.028227	0.912673	1.608939
58	3.00%	0.027380	0.885293	1.588051
59	3.00%	0.026559	0.858734	1.566968
60	10.00%	0.085873	0.772861	5.152404
61	5.00%	0.038643	0.734218	2.357225
62	25.00%	0.183554	0.550663	11.380373
63	15.00%	0.082599	0.468064	5.203767
64	15.00%	0.070210	0.397854	4.493412
65	100.00%	0.397854	0.000000	25.860520
				62.491259

Actuarial Cost Method

Actuarial Cost Method

Costs have been computed in accordance with the Unit Credit Actuarial Cost Method and reflect the actuarial assumptions described in "Plan Assumptions" of this report as provided under the applicable regulations of the Pension Protection Act of 2006.

Target Normal Cost

The Target Normal Cost is the present value of benefits expected to accrue during the plan year for all Participants plus an estimate of the expenses to be paid from the plan assets during the plan year.

Target Liability and Funding Shortfall

As of January 1, 2008, a Target Liability is established which represents the present value of accrued benefits. This Target Liability is offset by adjusted assets, and the remainder (i.e. Funding Shortfall), if any, is amortized over seven years.

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EV(t)	Expected Value of Assets as of Plan Year t
G/L(t)	Gain or Loss for Plan Year t

Actuarial Cost Method

Method

A description of the method used to determine the current year's Actuarial Value of Assets {AV(t)} is below.

For the preceding 2 years, G/L(t) is determined as follows:

$$EV(t) = MV(t-1) * (1 + i(t-1)) + [C(t-1) - W(t-1)] * (1 + i(t-1) * m)$$

Where m represents a proportionate yield consistent with the portion of the year for which C and W are invested

$$G/L(t-1) = EV(t) - MV(t)$$

For the current year, AV(t) is determined as follows:

$$AV(t) = MV(t) + 2/3 * G/L(t-1) + 1/3 * G/L(t-2)$$

Corridor Limits

The Actuarial Value of Assets may not be less than 90% or more than 110% of the current market value of plan assets as of the applicable valuation date [as required by IRC Section 430(g)(3)(B)(iii)]

Please note, as highlighted above, the assumed asset growth rate for each year is limited to the applicable 3rd segment rate by law. As a result, if the plan's expected rate of return is greater than this applicable rate, this method is expected to produce an actuarial value of assets that can be expected to be slightly less than the market value of assets, on average.

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As the Enrolled Actuary for the Plan, I will certify to the reasonableness of these assumptions, in aggregate, as required by ERISA.

The actuarial assumptions used to compute Plan costs are:

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Male: The IRS 2011 Applicable Mortality Table.

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The probabilities that participants at the ages indicated will terminate are:

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Annual rates are shown below:

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59	3.0%
60	10.0%
61	5.0%
62	25.0%
63	15.0%
64	15.0%
65	100%

Investment Return:

Funding:
Non-transitional segment rates with a 4-month look-back: September 2010 rates (3.78%, 6.31%, 6.57%)

Accounting:
7.75% per annum, compounded annually, net of investment and contract fees.

Actuarial Assumptions

Survivor's Benefit:	It is assumed that husbands are three years older than wives and that 80% of the male participants and 80% of the female participants who are or will become eligible for coverage under the Survivor's Benefit will be survived by an eligible survivor.	
Estimated Expenses:	$115,000	
Disability:	None	
Salary Scale:	Not applicable	
Social Security:	Primary Insurance Amount	Not applicable
	Covered Compensation	Not applicable

Plan Provisions

Earnings

Earnings include elective contributions made by Company that are not included in income under Code Section 125, 402(e)(3), 402(h) or 403(b), deferred compensation within Code Section 457(b) and employee allowances, fringe benefit (cash and non-cash), moving expenses, deferred compensation and welfare benefits.

Final Earnings

Average Rate of Earnings during highest consecutive three Plan Years during last five consecutive Plan Years Employee was a Participant. A Rate of Annual Salary based on less than 1,900 Benefit Hours is multiplied by a fraction, the numerator of which is 12 and denominator of which is the month of Benefit Service which the Rate of Annual Salary is based.

Service

On or after January 1, 1988, one year of Vesting Service for each Plan Year in which an Employee is credited with 1,000 or more Vesting Hours. With respect to service accrued prior to January 1, 1988, Employee retains the Vesting Service accrued as of December 31, 1987 under the terms of the Predecessor Plan.

Credited Service

Benefit Hours credited in any Plan Year

From	To	Months
0000	0079	00
0080	0239	01
0240	0399	02
0400	0559	03
0560	0719	04
0720	0879	05
0880	1040	06
1041	1213	07
1214	1386	08
1387	1560	09
1561	1733	10
1734	1906	11
1907 +		12

Form of Annuity

Life Annuity with automatic Joint and Survivor 50% continuation for married Participants.

Normal Retirement Date

First day of the month coinciding with or next following attainment of age 65.

Social Security

Covered Compensation

Average of the Social Security taxable wage bases in effect for each calendar year during the 35 year period ending with the last day of the calendar year in which the participant attains his Social Security Retirement Age.

Participation Eligibility

Any Employee currently being credited with Benefit Hours.

Benefit Formula

Effective December 31, 2001 all benefits in the plan are frozen.

Plan Provisions

	The benefit of a participant at normal retirement is equal to (A) plus (B): (A) Accrued benefit at December 31, 1995 (December 31, 2000) for hourly paid employees), net of Predecessor Plan accrued benefit. (B) For each year of service after January 1, 1996 (January 1, 2001 for hourly paid employees), 1.7% of Earnings up to the Average Social Security Wage Base, plus 2.0% of Earnings in excess of the Average Social Security Wage Base provided, however, that if Benefit Service accrued as of December 31, 1995 (December 31, 2000 for hourly paid employees) plus the number of Plan Years in which the participant accrues a benefit on or after January 1, 1996, (January 1, 2001 for hourly paid employees), equals or exceeds 35, the accrued benefit for each plan year shall equal 2% of Earnings.
Early Eligibility	First day of the month coinciding with or next following age 55 with ten year of Vesting Service
Early Benefit Amount	(A) For Participants who retire early from an active status: Accrued Benefit reduced by the lesser of (a) 1/12 of 2.5% for each calendar month benefits begin prior to Normal Retirement Date, or 2.5% for each point less than 85 where the number of points is equal to the sum of the Participant's age (computed to nearer 1/12 of a year) and 1/12th of his Months of Benefit Service as of the date employment terminates. (B) For terminated vested participants who retire early: Accrued benefit actuarially adjusted for early payment.
Vesting Schedule	Five or more years equals 100%
Vested Benefit	Benefit accrued to date of termination, adjusted by appropriate vesting percentage.
Preretirement Spouse Benefit	(A) Eligibility Eligible for early retirement and married one full year prior to death Benefit Formula 50% of the pension benefit accrued to date of death, reduced by appropriate early retirement and join and survivor factors. (B) Eligibility Eligible for vesting, but not eligible for early retirement and married one full year prior to death Benefit Formula 50% of the pension benefit accrued to date of death, payment deferred to early retirement date of the deceased Participant and reduced by appropriate early retirement and join and survivor factors.

Section I Summary of Valuation Results (continued)

Changes Since Last Year's Valuation

Changes in Pension Plan Provisions

There were no changes in the pension plan provisions recognized with this actuarial valuation.

New Legislation

There were no legislative changes recognized with this actuarial valuation.

Changes in Actuarial Assumptions

The 2011 interest rates and mortality reflect the following:

Interest Rates: September 2010 Segment Rates: 3.78%, 6.31%, 6.57%
Mortality Table: IRS 2011 Applicable Mortality Table

Per IRS guidance, target normal cost must include administrative expenses to be paid from plan assets. Expenses are assumed to be $115,000 for the 2010 Plan Year.

The mortality assumption for Accounting Codification Standards 960 purposes has been updated to the IRS 2011 Applicable Mortality Table.

Changes in Actuarial Cost Method

There were no changes to the actuarial cost method recognized with this actuarial valuation.

Benefit Restrictions and "At Risk" Status

There are no benefit restrictions associated with the current plan year.

The plan is not considered "At Risk" for the current plan year.

Distribution of Active Participants by Age and Service

Number of Active Employees as of January 1, 2011 – Distribution by Age and Service

Attained Age	Years of Credited Service										
	Under 1	1-4	5-9	10-14	15-19	20-24	25-29	30-34	35-39	40 +	Total
Under 25											
25-29											
30-34				1							1
35-39			1	2							3
40-44			1			1					2
45-49			1	2		4	1				8
50-54			2	1	4	2	1	8			18
55-59			1		1	2	1	8			13
60-64						1	1	2	1		5
65-69											
70 +											
Total			6	6	5	10	4	18	1		50

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Section IV Minimum Contribution Amortization

The prior year amortization values and the development of the amortization for the 2011 plan year are shown below.

I. Prior Year Amortization Amounts

Plan Year	Installment	PV Factor	Present Value
2010	102,737	5.385217	553,261
2009	48,238	4.648804	224,249
2008	394,606	3.786719	1,494,262
2007	0	1.000000	0
2006	0	1.000000	0
2005	0	1.000000	0
	$545,581		**$ 2,271,772**

II. Current Year Amortization

Exemption from Current Year Amortization		No
1.	Funding Shortfall to be amortized	$2,838,306
2.	Present Value of Prior Year Amortization Installments	2,271,772
3.	Current Year Amortization Base (1 - 2)	566,534
4.	Shortfall Amortization Factor	6.077908
5.	Current Year Amortization Installment (3 divided by 4)	93,212
6.	Sum of Prior Year Amortization Installments	545,581
7.	Net Shortfall Amortization Charge (5 + 6)	$638,793

Prudential

RETIREMENT PLAN OF
THALES ATM, INC.

FINANCIAL STATEMENTS AND
INDEPENDENT AUDITORS' REPORT
DECEMBER 31, 2011 AND 2010

RETIREMENT PLAN OF THALES ATM, INC.

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Note - Certain supplemental schedules required by the rules and regulations of the Department of Labor are omitted because of the absence of the conditions under which they are required.

Pickett, Chaney & McMullen LLP
Certified Public Accountants

9401 W. 87th Street, Suite 200, Overland Park, Kansas 66212
913.438.5077 fax 913.438.5078

INDEPENDENT AUDITORS' REPORT

To the Retirement Plan Committee and Participants of the
Retirement Plan of Thales ATM, Inc.
Shawnee, Kansas

We were engaged to audit the accompanying financial statements of the Retirement Plan of Thales ATM, Inc. as of December 31, 2011 and 2010, and for the year ended December 31, 2011, as listed in the accompanying index. These financial statements are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 6, which was certified by Prudential Retirement Insurance and Annuity Company and Prudential Bank & Trust, FSB, the custodians of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the custodians hold the Plan's investment assets and execute investment transactions. The plan administrator has obtained certifications from the custodians as of December 31, 2011 and 2010, and for the year ended December 31, 2011 that the information provided to the plan administrator by the custodians is complete and accurate.

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

As described in Note 1 to the financial statements, on December 1, 2001, the Board of Directors approved an amendment to freeze the accrual of benefits of the Retirement Plan of Thales ATM, Inc. as of December 31, 2001.

Pickett, Chaney & McMullen LLP

October 5, 2012

RETIREMENT PLAN OF THALES ATM, INC.

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

	2011	2010
ASSETS		
Investment in Master Trust, at fair value	$ 11,686,819	$ 11,756,317
Employer contribution receivable	512,395	570,567
NET ASSETS AVAILABLE FOR BENEFITS	$ 12,199,214	$ 12,326,884

See notes to financial statements.

RETIREMENT PLAN OF THALES ATM, INC.

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
YEAR ENDED DECEMBER 31, 2011

ADDITIONS TO NET ASSETS ATTRIBUTED TO:	
Employer contributions	$ 999,580
Investment loss from Master Trust	(172,688)
Total additions	826,892
DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO:	
Benefits paid to participants	859,618
Administrative and management fees	94,944
Total deductions	954,562
DECREASE IN NET ASSETS AVAILABLE FOR BENEFITS	(127,670)
NET ASSETS AVAILABLE FOR BENEFITS:	
Beginning of year	12,326,884
End of year	$ 12,199,214

See notes to financial statements.

RETIREMENT PLAN OF THALES ATM, INC.

NOTES TO FINANCIAL STATEMENTS
FOR THE YEARS ENDED DECEMBER 31, 2011 AND 2010

1. DESCRIPTION AND SIGNIFICANT EVENTS OF THE PLAN

The Retirement Plan of Thales ATM, Inc. (the "Plan") is a defined benefit plan subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA") that was established January 1, 1988, for the salaried employees of Thales ATM, Inc. (the "Company"). Prior to January 2001, the Plan's name was Retirement Plan of Airsys ATM, Inc. and prior to September 1997, the Plan's name was the Retirement Plan of Wilcox Electric, Inc. Participants who were employed by the Company prior to January 1, 1988, also participate in the retirement plans of the Company's former parent companies, Northrop Corp. and American Standard, Inc. (predecessor plans). Participants should refer to the Plan Document for a more complete description of the Plan's provisions.

No other employees are eligible to participate under the Plan as participation was closed on December 31, 2002. On December 31, 2002, the accrual of plan benefits of the Plan was frozen. As a result of freezing the accrual of benefits, each person who was a general participant in the Plan on December 31, 2002, and who was in the employment of the Company on that date, became fully vested in their accrued benefits as of December 31, 2002. Participants should refer to the Plan Document for a more complete description of the Plan's provisions.

Effective June 1, 2004, the Plan became one of the participating plans in the Thales Master Trust (Master Trust), see Note 4. The Master Trust's custodian of the pooled separate account investments is Prudential Retirement Insurance and Annuity Company. The custodian for the Master Trust's other investments is Prudential Bank & Trust, FSB. Both custodians are affiliated through common ownership, and will collectively be referred to as "Prudential."

Contributions – Employer contributions are based upon actuarial determinations. Under the current provisions of the plan, employees make no contributions. All contributions made by the employer are paid to the trustee and deposited in the trust fund.

Retirement Benefits – Participants become eligible for normal retirement on the first day of the month coincident with or next following the employee's 65th birthday. Early retirement is permitted after age 55 with ten years of vested service.

Upon retirement, participants receive benefits based upon years of credited service. The Plan is only responsible for the portion of this computed benefit that exceeds the benefit payable under the predecessor plans.

Benefit distributions upon normal retirement are in the form of a life annuity for unmarried participants, if an optional payment is not selected. Married participants receive an actuarially reduced 50% joint and survivor annuity. Optional payment forms include single life annuity, contingent annuitant, 10-year certain or life benefit, or lump sum.

Vesting – At December 31, 2001, the accrual of plan benefits was frozen and all eligible participants who were employed on that date became fully vested.

Surviving Spouse Benefits – Upon the death of a vested participant prior to eligibility for early retirement, benefits become payable to the spouse beginning on the participant's earliest retirement date. The benefit payable to the spouse is equal to the 50% joint and

survivor annuity that would have been paid had the participant survived to their earliest retirement date.

Upon the death of a vested participant after reaching eligibility for early retirement, the benefit payable to the spouse equals the benefit that would have been paid had the participant selected the early retirement option. The benefit is payable in the form of a 50% joint and survivor annuity.

Disability Retirement Benefits – In the event that a participant's employment is terminated as a result of disability, and the participant is eligible to receive a normal or early retirement benefit, they shall receive such benefit.

Administrative Expenses – Accounting fees incurred in administering the Plan are paid by the Company. Actuarial, PBGC and trustee fees are paid from the assets of the Plan.

Termination of the Plan – Upon termination of the plan, each participant's accrued benefits as of the date of termination shall become fully vested and nonforfeitable to the extent funded. The Pension Benefit Guaranty Corporation (PBGC) guarantees the payment of all nonforfeitable basic benefits subject to certain limitations described in ERISA. Some benefits may be fully or partially provided for by the then existing net assets and PBGC guaranty. Other benefits may not be provided at all.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting – The accompanying financial statements have been prepared using the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America.

Use of Estimates – The preparation of financial statements in conformity with generally accepted accounting principles requires of the plan administrator to make estimates and assumptions that affect the reported amounts of assets, liabilities and the actuarial present value of accumulated plan benefits at the date of the financial statements. Actual results could differ from those estimates.

Investment in Master Trust – The fair value of the Plan's Investments in the Master Trust is based on the beginning of year value of the Plan's interest in the trust plus actual contributions and allocated investment income less actual distributions and allocated expenses. 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.

Funding Policy - Annual contributions, as determined by the Plan's actuary, are made by the Company to fund the Plan and have been computed in accordance with the Unit Credit Actuarial Cost Method. The Company's contributions for 2011 met the minimum funding requirements of ERISA.

Date of Management's Review – Subsequent events have been evaluated through October 5, 2012, which is the date the financial statements were available to be issued, and there were no material events requiring recognition or disclosure.

New Accounting Pronouncements — In January 2010, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) 2010-06, *Improving Disclosures about Fair Value Measurements*, which, among other things, amends Accounting Standards Codification (ASC) 820, *Fair Value Measurements and Disclosures*, to require entities to separately present purchases, sales, issuances, and settlements in their reconciliation of Level 3 fair value measurements (i.e. to present such items on a gross basis rather than on a net basis). The adoption of ASU 2010-06 impacted 2011 disclosures only.

In May 2011, the FASB issued ASU No. 2011-04, *Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs*. This guidance expands the qualitative and quantitative fair value disclosure requirements for Level 3 fair value measurements. The new guidance is effective for reporting periods beginning after December 15, 2011. The Company is currently evaluating the impact of this guidance on the Plan's financial statement disclosures.

3. ACCUMULATED PLAN BENEFITS

Accumulated plan benefits are those future periodic payments, including lump-sum distributions that are attributable under the plan's provisions to the service employees have rendered. Accumulated plan benefits include benefits expected to be paid to (a) retired or terminated employees or their beneficiaries, (b) beneficiaries of employees who have died, and (c) present employees or their beneficiaries. Benefits payable under all circumstances-retirement, death, disability, and termination of employment, are included to the extent they are deemed attributable to employee service rendered to the valuation date.

The actuarial present value of accumulated plan benefits is determined by the plan's actuary, Prudential. Significant actuarial assumptions used include an investment return of 7.75% in both 2011 and 2010, and no projected annual salary increase. Life expectancy assumptions for the 2011 year were based on the IRS 2012 Static Mortality Table for Males and Females, while the life expectancy assumptions for 2010 were based on the IRS 2011 Static Mortality Table for Males and Females.

The actuarial present value of accumulated plan benefits as of December 31 is as follows:

	2011	2010
Vested Benefits:		
Active participants	$ 2,217,083	$ 1,933,816
Retired participants	3,306,466	3,387,359
Terminated participant	6,435,670	6,407,516
	11,959,219	11,728,691
Non-Vested Benefits	-	169,678
Total accumulated plan benefits	$ 11,959,219	$ 11,898,369

The change in accumulated plan benefits for the year ended December 31, 2011 is as follows:

Actuarial present value of accumulated plan benefits at beginning of period	$ 11,898,369
Increase (decrease) during the year attributable to:	
Benefits accumulated	9,699
Interest due to the decrease in discount period	888,813
Benefits paid to participants	(859,618)
Assumption changes	21,956
Actuarial present value of accumulated plan benefits at end of period	$ 11,959,219

4. MASTER TRUST

The Plan's sole investment is its interest in the Master Trust which was established for the investment of assets of the Plan and two other Thales Company sponsored retirement plans. Each participating retirement plan has an interest in the Master Trust based on their

investment selections. The Plan's interest in the investments of the Master Trust was 27.5% and 28.6% as of December 31, 2011 and 2010, respectively. The following is a summary of the value of the investments of the Master Trust as of December 31.

	2011	2010
Pooled separate accounts issued by Prudential	$ 31,030,603	$ 30,779,658
Mutual funds	8,269,886	7,883,649
Limited partnership	2,428,922	2,493,360
Total Investments	41,729,411	41,156,667
Receivable for pending transactions	700,000	-
Total value of Master Trust	$ 42,429,411	$ 41,156,667

Investment income (loss) is allocated to the participating plans based on the performance of each Plan's investments. The net investment income for the master trust for the year ended December 31, 2011 is as follows:

Net investment gain from pooled separate accounts	$ 1,307,660
Net investment loss from mutual funds	(713,762)
Net investment loss from limited partnership	(64,438)
	$ 529,460

Individual investments in the Master Trust that exceed 5% of total investments as of December 31 were as follows:

	2011	2010
Prudential Pooled Separate Accounts:		
Dryden S&P 500	$ 7,099,658	$ 4,551,207
Core Bond	8,231,592	9,668,209

The Master Trust is comprised of mutual funds, pooled separate accounts and a limited partnership, which invest in a variety of investments. Investment securities, in general, are exposed to various risks, such as interest rate, credit, and overall market volatility due to the level of risk associated with certain investment securities. It is reasonably possible that changes in the values of investment securities will occur in the near term and, that such changes could materially affect the amounts reported in the financial statements.

Investment expenses are allocated to the individual plans based upon each Plan's investments, and certain other expenses are charged to each specific plan. Expenses paid by the Master Trust attributable to this Plan consisted of the following for the year ended December 31, 2011:

Administrative and investment management fees	$ 256,909
PBGC premiums	116,521
	$ 373,430

5. FAIR VALUE MEASUREMENTS

FASB ASC 820, *Fair Value Measurements and Disclosures*, provides the framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1

measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy under FASB ASC 820 are described as follows:

> Level 1 – Inputs consist of unadjusted quoted prices for identical assets in active markets that the plan has the ability to access.
>
> Level 2 – Inputs consist of 1) quoted prices for similar assets in active markets, 2) quoted prices for identical or similar assets in inactive markets, 3) inputs other than quoted prices that are observable, and 4) inputs that are derived principally from or corroborated by observable market data by correlation or other means. If the asset has a specified (contractual) term, the level 2 input must be observable for substantially the full term.
>
> Level 3 – Inputs consist of unobservable inputs where there is little or no market activity, and the reporting entity makes estimates and assumptions related to the pricing of the asset including assumptions regarding risk.

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

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

> Master Trust – Valued at fair value based on the fair value of the underlying investments of the fund, which have been determined based on the fair value of the underlying investments of the Master Trust. When quoted market prices are not available, the fair value of investments is estimated primarily by independent investment brokerage firms and insurance companies.

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

The Master Trust's investments are reported at fair value as follows at December 31, 2011 and 2010:

	Master Trust Assets			
		Fair Value Measurements Using:		
	Fair Value	Level 1	Level 2	Level 3
December 31, 2011:				
Mutual funds:				
International Equity Funds	$ 3,536,031	$ 3,536,031	$ -	$ -
Bond Funds	4,733,855	4,733,855		
Limited Partnership	2,428,922			2,428,922
Pooled separate accounts:	-			
US Stock Funds	18,347,828		18,347,828	
US Bond Funds	11,684,242		11,684,242	
Short Term Funds	998,533	-	998,533	-
	$ 41,729,411	$ 8,269,886	$ 31,030,603	$ 2,428,922
December 31, 2010:				
Mutual funds:				
International Equity Funds	$ 5,597,548	$ 5,597,548	$ -	$ -
Bond Funds	2,286,101	2,286,101		
Limited Partnership	2,493,360			2,493,360
Pooled separate accounts:				
US Stock Funds	16,814,294		16,814,294	
US Bond Funds	12,793,746		12,793,746	
Short Term Funds	1,171,618	-	1,171,618	-
	$ 41,156,667	$ 7,883,649	$ 30,779,658	$ 2,493,360

The following table provides further details of Level 3 fair value measurements for the year ended December 31, 2011:

	Limited Partnership
Beginning Balance	$ 2,493,360
Realized gains/(losses)	-
Unealized gains/(losses) relating to investments still held at the reporting date	(64,438)
Sales	-
Purchases	-
Ending Balance	$ 2,428,922
The amount of total gains or losses for the period included in changes in net assets attribtuable to the change in unrealized gains or losses relating to assets still held at the reporting date	$ (64,438)

6. INFORMATION CERTIFIED BY CUSTODIANS

The plan administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the Department of Labor Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, Prudential Retirement Insurance and Annuity Company and Prudential Bank & Trust, FSB, the custodians of the Plan, have certified that the following data included in the accompanying financial statements is complete and accurate with respect to investments as of December 31, 2011 and 2010, and for the year ended December 31, 2011:

- Investment in Master Trust, at fair value
- Investment income from Master Trust

The Plan's independent public accountants did not perform auditing procedures with respect to this information, except for comparing such information to the related information included in the financial statements.

7. TAX STATUS

The IRS has determined and informed the Company by a letter dated February 3, 2005, that the Plan is designed in accordance with applicable sections of the IRC. 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 requirements of the IRC. Therefore, no provision has been made in the financial statements for income taxes.

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Company has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2011, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan administrator believes it is no longer subject to income tax examinations for years prior to 2008.

8. RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

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

	2011	2010
Net assets available for benefits per the financial statements	$ 12,199,214	$ 12,326,884
Contributions receivable not included on Form 5500	-	(570,567)
Net assets available for benefits per the form 5500	$ 12,199,214	$ 11,756,317

The following is a reconciliation of employer contributions per the financial statements to the Form 5500 for the year ended December 31, 2011:

Contributions per the financial statements	$ 999,580
Contribution receivable - prior year	570,567
Contributions per the Form 5500	$ 1,570,147

The current year employer contribution receivable is included on the 2011 Form 5500.

9. EXEMPT PARTY-IN-INTEREST TRANSACTIONS

Certain Plan investments held in the Master Trust are pooled separate accounts managed by Prudential. Prudential is the custodian of the Plan and therefore, these transactions qualify as party-in-interest.

* * * * * * * *