

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

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

Part II	Basic Plan Information —enter all requested information
1a Name of plan <u>UNITED WATER RESOURCES INC. 401(K) PLAN</u>	1b Three-digit plan number (PN) ► <u>003</u> 1c Effective date of plan <u>01/01/2002</u>
2a Plan sponsor's name and address, including room or suite number (Employer, if for single-employer plan) <u>UNITED WATER RESOURCES INC.</u> <u>200 OLD HOOK ROAD</u> <u>HARRINGTON PARK, NJ 07640</u>	2b Employer Identification Number (EIN) <u>22-2441477</u> 2c Sponsor's telephone number <u>201-767-9300</u> 2d Business code (see instructions) <u>221300</u>

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

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

SIGN HERE	<u>Filed with authorized/valid electronic signature.</u>	<u>10/11/2012</u>	<u>CHARLES T. WALL</u>
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	<u>Filed with authorized/valid electronic signature.</u>	<u>10/11/2012</u>	<u>CHARLES T. WALL</u>
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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

Form 5500 (2011)
v.012611

3a Plan administrator's name and address (if same as plan sponsor, enter "Same") UNITED WATER RESOURCES INC. 200 OLD HOOK ROAD HARRINGTON PARK, NJ 07640	3b Administrator's EIN 22-2441477 3c Administrator's telephone number 201-767-9300
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4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name	4b EIN 4c PN
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5 Total number of participants at the beginning of the plan year	5	1468
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6 Number of participants as of the end of the plan year (welfare plans complete only lines 6a , 6b , 6c , and 6d).		
a Active participants.....	6a	1122
b Retired or separated participants receiving benefits.....	6b	29
c Other retired or separated participants entitled to future benefits.....	6c	320
d Subtotal. Add lines 6a , 6b , and 6c	6d	1471
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	2
f Total. Add lines 6d and 6e	6f	1473
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	1428
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	13

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

2E 2F 2G 2J 2K 3H

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

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

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

a Pension Schedules

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

b General Schedules

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

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

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

A Name of plan <u>UNITED WATER RESOURCES INC. 401(K) PLAN</u>	B Three-digit plan number (PN) ▶ <u>003</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>UNITED WATER RESOURCES INC.</u>	D Employer Identification Number (EIN) <u>22-2441477</u>

Part I Service Provider Information (see instructions)

You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions)..... ☒ Yes ☐ No

b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
AMRICAN FUNDS SERVICE COMPANY 333 SOUTH HOPE STREET
LOS ANGELES, CA 90071

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

93-1234220

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

95-2632239

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

52-0556948

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

ROYCE AND ASSOCIATES, INC.

13-6106015

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

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

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

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

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

THE VANGUARD GROUP

23-2186884

(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?
15 24 50	NONE	14060	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 ☐

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) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small>	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 <div style="text-align: center; font-size: 1.2em; font-weight: bold;">2011</div> This Form is Open to Public Inspection.
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For calendar plan year 2011 or fiscal plan year beginning	01/01/2011	and ending	12/31/2011
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A Name of plan UNITED WATER RESOURCES INC. 401(K) PLAN	B Three-digit plan number (PN)	003
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C Plan or DFE sponsor's name as shown on line 2a of Form 5500 UNITED WATER RESOURCES INC.	D Employer Identification Number (EIN) 22-2441477
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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)
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a	Name of MTIA, CCT, PSA, or 103-12 IE: VANGUARD RETIREMENT SAVINGS TRUST
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b	Name of sponsor of entity listed in (a): VANGUAR FIDUCIARY TRUST COMPANY
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c EIN-PN 23-2186884-022	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 12219696
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a	Name of MTIA, CCT, PSA, or 103-12 IE:
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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)
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a	Name of MTIA, CCT, PSA, or 103-12 IE:
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b	Name of sponsor of entity listed in (a):
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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)
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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)
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a	Name of MTIA, CCT, PSA, or 103-12 IE:
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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)
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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)
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a	Name of MTIA, CCT, PSA, or 103-12 IE:
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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)
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a	Name of MTIA, CCT, PSA, or 103-12 IE:
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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
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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 UNITED WATER RESOURCES INC. 401(K) PLAN	B Three-digit plan number (PN) ►	003
C Plan sponsor's name as shown on line 2a of Form 5500 UNITED WATER RESOURCES INC.	D Employer Identification Number (EIN) 22-2441477	

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	79350	48556
(2) Participant contributions	1b(2)	211462	212150
(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)	3049816	3475366
(9) Value of interest in common/collective trusts.....	1c(9)	12640310	12936317
(10) Value of interest in pooled separate accounts.....	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	97940866	98457692
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)		

1d Employer-related investments:		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	113921804	115130081

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 through 1j)	1k	0	0

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	113921804	115130081
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Part II Income and Expense Statement

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

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	2647286	
(B) Participants	2a(1)(B)	6636665	
(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)		9283951
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)	195120	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		195120
(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)	2303665	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		2303665
(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)		447599
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		-2091280
c Other income.....	2c		194
d Total income. Add all income amounts in column (b) and enter total.....	2d		10139249

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	8921979	
(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)		8921979
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)	14060	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	1112	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		15172
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		8937151

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		1202098
l Transfers of assets:			
(1) To this plan.....	2l(1)		112400
(2) From this plan	2l(2)		106221

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: WEISERMAZARS LLP

(2) EIN: 06-1189808

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

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

Part IV Compliance Questions

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

During the plan year:

	Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....		X	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.).....		X	
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.).....		X	
e Was this plan covered by a fidelity bond?.....	X		2000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.).....	X		
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....			
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)

UNITED WATER RESOURCES INC. COLLECTIVELY BARGAINED 401(K) PLAN

5b(2) EIN(s)	5b(3) PN(s)
22-2441477	004

<div>SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation</div>	<div>Retirement Plan Information</div> <div>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).</div> <div>▶ File as an attachment to Form 5500.</div>	<div>OMB No. 1210-0110</div> <div>2011</div> <div>This Form is Open to Public Inspection.</div>
For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011		
A Name of plan UNITED WATER RESOURCES INC. 401(K) PLAN		B Three-digit plan number (PN) ▶ 003
C Plan sponsor's name as shown on line 2a of Form 5500 UNITED WATER RESOURCES INC.		D Employer Identification Number (EIN) 22-2441477
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): 23-2186884		
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.....		3 114
Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part)	
4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?..... ☐ Yes ☐ No ☐ N/A		
If the plan is a defined benefit plan, go to line 8.		
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____		
If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.		
6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived)		6a
b Enter the amount contributed by the employer to the plan for this plan year		6b
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount).....		6c
If you completed line 6c, skip lines 8 and 9.		
7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ☐ Yes ☐ No ☐ N/A		
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?..... ☐ Yes ☐ No ☐ N/A		
Part III	Amendments	
9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box..... ☐ Increase ☐ Decrease ☐ Both ☐ No		
Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.	
10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?..... ☐ Yes ☐ No		
11 a Does the ESOP hold any preferred stock? ☐ Yes ☐ No		
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.)..... ☐ Yes ☐ No		
12 Does the ESOP hold any stock that is not readily tradable on an established securities market? ☐ Yes ☐ No		
For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.		
Schedule R (Form 5500) 2011 v.012611		

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

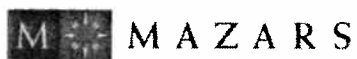
c What duration measure was used to calculate item 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify): _____

WeiserMazars LLP

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**United Water Resources Inc.
401(k) Plan**

Financial Statements and Supplemental Schedules
Years Ended December 31, 2011 and 2010
With Independent Auditors' Report



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United Water Resources Inc. 401(k) Plan
Financial Statements and Supplemental Schedules
Years Ended December 31, 2011 and 2010

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Independent Auditors' Report

The Benefits Committee
United Water Resources Inc.

We were engaged to audit the accompanying financial statements and supplemental schedules of the United Water Resources Inc. 401(k) Plan (the "Plan") as of December 31, 2011 and 2010, and for the years then ended, as listed in the accompanying table of contents. These financial statements and supplemental schedules 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 investment information summarized in Note 4, which was certified by Vanguard Fiduciary Trust Company, the trustee of the Plan (the "Trustee"), except for comparing the information with the related information included in the financial statements and supplemental schedules. We have been informed by the Plan administrator that the Trustee holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained certifications from the Trustee as of and for the years ended December 31, 2011 and 2010, that the information provided to the Plan administrator by the Trustee is complete and accurate.

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



September 17, 2012

WEISERMAZARS LLP

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United Water Resources Inc. 401(k) Plan

Statements of Net Assets Available for Benefits

	December 31	
	2011	2010
Assets		
Investments, at fair value	\$ 111,394,009	\$ 110,581,176
Receivables:		
Employer contributions	48,556	79,350
Participants contributions	212,150	211,462
Notes receivable from participants	3,475,366	3,049,816
Total receivables	3,736,072	3,340,628
Net assets available for benefits, at fair value	115,130,081	113,921,804
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	(599,034)	(497,752)
Net assets available for benefits	\$ 114,531,047	\$ 113,424,052

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

United Water Resources Inc. 401(k) Plan

Statements of Changes in Net Assets Available for Benefits

	Years Ended December 31	
	2011	2010
Additions:		
Investment income:		
Net (depreciation) appreciation in fair value of investments	\$ (2,091,280)	\$ 9,333,589
Interest and dividends	2,845,102	2,378,384
Contributions:		
Employer	2,647,286	2,024,349
Participants	6,636,665	6,442,324
Transfers in	112,400	354,058
Other	194	1,854
Total additions	<u>10,150,367</u>	<u>20,534,558</u>
Deductions:		
Benefits paid to participants	8,921,979	7,856,919
Transfers out	106,221	6,129
Administrative fees	15,172	14,554
Total deductions	<u>9,043,372</u>	<u>7,877,602</u>
Net increase in net assets available for benefits	1,106,995	12,656,956
Net assets available for benefits at beginning of year	<u>113,424,052</u>	<u>100,767,096</u>
Net assets available for benefits at end of year	<u>\$ 114,531,047</u>	<u>\$ 113,424,052</u>

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

United Water Resources Inc. 401(k) Plan

Notes to Financial Statements

December 31, 2011 and 2010

1. Description of the Plan

The following brief description of the United Water Resources Inc. 401(k) Plan (the “Plan”) is provided for general information purposes only. Participants should refer to the Plan document for a more complete description of the Plan’s provisions.

General

The Plan is a defined contribution plan that covers the eligible employees of United Water Resources Inc. and its subsidiaries and certain affiliates (the “Company”). The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (“ERISA”).

Eligibility

All employees of the Company, except for those covered by a collective bargaining agreement and leased employees, automatically become eligible to participate in the Plan upon hire.

Contributions

The Plan permits participants to make pre-tax contributions of between 1% and 50% of their compensation for the year, provided such contributions do not exceed the dollar limitation in effect under the Internal Revenue Code (the “Code”). The Plan also permits participants to make post-tax contributions between 1% and 50% of their compensation for the year, provided such contributions do not exceed the allowable amount under the Code. The total of the participants’ pre-tax contributions and post-tax contributions may not exceed 50% of their compensation for the year and may not exceed the allowable amount under the Code. Participants are also allowed to make rollover contributions of amounts received from other tax-qualified retirement plans. The Company contributes a certain percentage of each participant contribution which in majority is 50% of the first 6% of compensation that the participant contributes.

Effective August 1, 2011, the Benefits Committee approved an enhanced 401(k) Company match and contribution for new hires frozen out of the United Water Resources Inc. Retirement Plan effective January 1, 2010. The enhancement increases the Company match to 50% of the first 8% of the participant’s contribution, with an additional employer contribution ranging from 1% to 4% of the employee’s compensation, which increases during the employee’s career based on age. Employees do not have to contribute to the Plan in order to receive the additional employer contribution but must have an account with Vanguard Fiduciary Trust Company (“VFTC” or the “Trustee”). This enhancement allows an employee to receive up to 8% in employer match/contribution.

Participants are fully vested in their contributions and earnings thereon immediately and become fully vested in the Company’s contributions and earnings thereon after one year of credited service. Full vesting also occurs upon attaining age 65, permanent disability or death, regardless of the participant’s length of service.

United Water Resources Inc. 401(k) Plan

Notes to Financial Statements (continued)

1. Description of the Plan (continued)

Investment Options

All of the Plan's investment options are participant-directed into various investment options offered by the Plan.

Participant Accounts

Each participant's account is credited with his or her contribution, the Company's matching contribution, and Plan earnings or losses.

Forfeitures

Forfeitures of terminated, non-vested participants' accounts are first applied to restore any participant accounts of employees who are re-employed and any remaining amounts are used to reduce the Company's future matching contributions. During 2011 and 2010, there were \$8,815 and \$8,361, respectively, of forfeitures that reduced employer contributions.

Payment of Benefits

Benefits may be paid upon death, disability, termination, normal retirement or attainment of age 59½ to the participants or their beneficiaries. These benefits are generally paid in lump-sum amounts equal to the value of the participant's vested interest in his or her account. The Plan also permits installment distributions not to exceed a ten-year period.

Participant Loans

Participants may borrow from their accounts in amounts ranging from \$1,000 to \$50,000, provided the loan is not more than 50% of their vested account balances. The terms of the loans range from one to five years, with longer terms permitted for the purchase of a primary residence. The loans are secured by the balance in the participant's account and bear interest based on a fixed interest rate initially determined from market and non-market interest rates. Interest is fixed for the term of the loan. Principal and interest are paid through payroll deductions.

Administrative Expenses

Substantially all of the Plan's administrative expenses are paid for by the Company.

Transfers

Transfers in during 2011 and 2010 were \$112,401 and \$354,058, respectively, and represent assets transferred from the United Water Resources Inc. Collectively Bargained 401(k) Plan as a result of a change in the status of participants from bargained employees to nonbargained employees of the Company. Transfers out during 2011 and 2010 were \$106,221 and \$6,129, respectively, and represent

United Water Resources Inc. 401(k) Plan

Notes to Financial Statements (continued)

1. Description of the Plan (continued)

assets transferred to the United Water Resources Inc. Collectively Bargained 401(k) Plan as a result of a change in the status by participants from non-bargained employees to bargained employees of the Company.

Plan Termination

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

2. Summary of Significant Accounting Policies

Basis of Presentation

The Plan's financial statements have been prepared on the accrual basis of accounting and in accordance with accounting principles generally accepted in the United States of America ("US GAAP").

Use of Estimates

The preparation of financial statements in conformity with US GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Reclassifications

Certain reclassifications were made to the 2010 financial statements presentation in order to conform to the 2011 financial statements presentation.

Due to a change in the adjustment calculation from fair value to contract value for fully benefit-responsive investment contracts, there has been a reclassification on the statements of net assets available for benefits between "investments, at fair value" and "adjustment from fair value to contract value for fully benefit-responsive investment contracts".

Investment Valuation and Income Recognition

The Plan's investments in registered investment companies are stated at fair value generally by reference to published market prices. Notes receivable from participants are valued at their outstanding principal balances, plus unpaid accrued interest, which approximate fair value.

Purchases and sales of investments are recorded on a trade date basis (the day the order to buy or sell is executed). Interest income is accrued when earned. Dividend income is recorded on the ex-dividend date. Capital gain distributions are included in dividend income.

United Water Resources Inc. 401(k) Plan

Notes to Financial Statements (continued)

2. Summary of Significant Accounting Policies (continued)

The Plan holds an investment in the Vanguard Retirement Savings Trust, a common and commingled trust (the “Trust”) that invests solely in Vanguard Retirement Savings (“VRST”) Master Trust. The Plan’s investment in the Trust is valued at the unit value of the Trust. The Trust values its investments in the VRST Master Trust similarly. The underlying investments of the VRST Master Trust are primarily in a pool of investment contracts that are issued by insurance companies and commercial banks and in contracts that are backed by bond trusts and bond mutual funds. The contracts are comprised of: (a) traditional investment contracts issued by insurance companies and banks which are not transferable but provide for benefit-responsive withdrawals by Plan participants at contract value, and (b) alternative investment contracts consisting of investments together with contracts under which a bank or other institution provides for benefit-responsive withdrawals by Plan participants at contract value.

For fully benefit-responsive investment contracts, contract value is the relevant measurement attribute because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the underlying defined contribution plans. As such, in determining the net assets available for benefits, the contracts are stated at their contract values. Also, the statement of changes in net assets available for benefits reports the gains/losses of these contracts at their contract value.

For traditional investment contracts, fair value comprises the expected future cash flows for each contract discounted to present value. Contract value represents contributions made plus interest accrued at the contract rate, less withdrawals. The crediting rate on traditional contracts is typically fixed for the life of the investment.

For alternative investment contracts, the fair value comprises the aggregate fair values of the underlying investments in mutual funds and bond trusts, and the value of the wrap contracts, if any. The difference between valuation at contract value and fair value is reflected over time through the crediting rate formula provided for in the VRST Master Trust’s synthetic contracts.

An investor currently redeeming the VRST Master Trust units may forgo a benefit, or avoid a loss, related to a future crediting rate different from then-current market rates. The issuers’ ability to meet these obligations may be affected by economic developments in their respective companies and industries.

3. Fair Value Measurements

Accounting Standards Codification topic (“ASC”) 820, Fair Value Measurements and Disclosures, defines fair value, establishes a framework for measuring fair value in US GAAP and expands disclosures about fair value measurements. It also applies under other accounting pronouncements that require or permit fair value measurements.

United Water Resources Inc. 401(k) Plan

Notes to Financial Statements (continued)

3. Fair Value Measurements (continued)

The fair value hierarchy for disclosure of fair value measurements under ASC 820 is as follows:

- Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2: Quoted prices, other than quoted prices included in Level 1, that are observable for the assets or liabilities, either directly or indirectly.
- Level 3: Valuation inputs are unobservable and significant to the fair value measurement.

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

The fair values of the assets were as follows at December 31, 2011 and 2010:

	Level 1	Level 2	Level 3	Total
At December 31, 2011:				
Registered investment companies (mutual funds):				
Domestic stock	\$ 44,758,684	\$ -	\$ -	\$ 44,758,684
Balanced	29,279,506	-	-	29,279,506
Bond	12,159,150	-	-	12,159,150
Money market	7,794,748	-	-	7,794,748
International stock	4,465,604		-	4,465,604
Common collective trust	-	12,936,317	-	12,936,317
Total at December 31, 2011	<u>\$ 98,457,692</u>	<u>\$ 12,936,317</u>	<u>\$ -</u>	<u>\$ 111,394,009</u>
At December 31, 2010:				
Registered investment companies (mutual funds):				
Domestic stock	\$ 47,229,636	\$ -	\$ -	\$ 47,229,636
Balanced	28,243,360	-	-	28,243,360
Bond	10,160,521	-	-	10,160,521
Money market	7,078,703	-	-	7,078,703
International stock	5,228,646	-	-	5,228,646
Common collective trust	-	12,640,310	-	12,640,310
Total at December 31, 2010	<u>\$ 97,940,866</u>	<u>\$ 12,640,310</u>	<u>\$ -</u>	<u>\$ 110,581,176</u>

4. Related Party Transactions

The Plan invests in shares of mutual funds managed by an affiliate of VFTC. VFTC acts as Trustee for only those investments as defined by the Plan. Transactions in such investments qualify as party-in-interest transactions which are exempt from the prohibited transaction rules.

United Water Resources Inc. 401(k) Plan

Notes to Financial Statements (continued)

5. Investments

The Plan administrator has elected the method of compliance permitted by CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under such election, the Plan administrator instructed the Plan's independent auditors not to perform any auditing procedures with respect to all investment information presented and disclosed in the accompanying financial statements certified as complete and accurate by the Trustee.

All investment information disclosed in the accompanying financial statements including investments held and notes receivable from participants at December 31, 2011 and 2010, and net appreciation (depreciation) in fair value of investments, interest and dividends for the years then ended, was obtained or derived from information supplied to the Plan administrator and certified as complete and accurate by the Trustee.

The contract value of the Vanguard Retirement Savings Trust, which was certified as complete and accurate by the Trustee, and its fair value were as follows at December 31, 2011 and 2010:

	<u>2011</u>	<u>2010</u>
Vanguard Retirement Savings Trust - at fair value	\$ 12,936,317	\$ 12,640,310
Vanguard Retirement Savings Trust - at contract value	12,337,283	12,142,558

Investments that represent 5% or more of the fair value of the Plan's net assets were as follows at December 31, 2011 and 2010:

	<u>2011</u>	<u>2010</u>
Vanguard Retirement Savings Trust	\$ 12,936,317	\$ 12,640,310
Vanguard Wellington Fund Investor Shares	10,574,027	10,575,584
Vanguard Windsor Fund Investor Shares	8,162,551	9,246,790
Vanguard Prime Money Market Fund	7,794,748	7,078,703
Vanguard Morgan Growth Fund Investor Shares	7,419,238	8,047,671
Vanguard PRIMECAP Fund Investor Shares	7,067,634	7,774,774
Vanguard Explorer Fund Investor Shares	6,914,441	7,688,154
Vanguard Total Bond Market Index Fund Investor Shares	5,736,205	-

6. Income Tax Status

The Plan received a determination letter from the Internal Revenue Service dated April 5, 2010, which superseded the previous one dated December 24, 2003, maintaining that the Plan is qualified under Section 401(a) of the Code and, therefore, the related trust is exempt from taxation. Once qualified, the Plan is required to operate in conformity with the Code to maintain its qualification. The Plan has been amended since receiving the determination letter. However, the Plan administrator and the Plan's counsel

United Water Resources Inc. 401(k) Plan

Notes to Financial Statements (continued)

6. Income Tax Status (continued)

believe that the Plan is currently designed and is being operated in compliance with the applicable requirements of the Internal Revenue Code and, therefore, believe that the Plan is qualified and the related trust is tax-exempt.

US GAAP requires Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain tax position that would not meet the more likely than not standard and 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 tax 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.

7. Risks and Uncertainties

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

8. Differences between Financial Statements and Form 5500

The following is a reconciliation of the net assets available for benefits at December 31, 2011 and 2010 and the changes in net assets available for benefits for the years ended December 31, 2011 and 2010 per these financial statements to the amounts on the Form 5500:

	<u>2011</u>	<u>2010</u>
Net Assets Available for Benefits:		
Per financial statements	\$ 114,531,047	\$ 113,424,052
Adjustment from contract value to fair value for fully benefit-responsive investment contracts	<u>599,034</u>	<u>497,752</u>
Per Form 5500	<u>\$ 115,130,081</u>	<u>\$ 113,921,804</u>
Changes in Net Assets Available for Benefits:		
Per financial statements	\$ 1,106,995	\$ 12,656,956
Net change in the difference between fair value and contract value of fully benefit-responsive investment contracts	<u>101,282</u>	<u>617,286</u>
Per Form 5500	<u>\$ 1,208,277</u>	<u>\$ 13,274,242</u>

United Water Resources Inc. 401(k) Plan

Notes to Financial Statements (continued)

9. Subsequent Events

The Plan has evaluated subsequent events through September 17, 2012, which is the date these financial statements were available for issuance.

Supplemental Schedules

United Water Resources Inc. 401(k) Plan

Schedule H, Line 4(i) – Schedule of Assets (Held at End of Year)

December 31, 2011

Identity of Issue, Borrower, Lessor, or Similar Party	Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	Cost	Current Value
Registered Investment Company	American Funds EuroPacific Growth Class R-5	\$ 5,035,185	\$ 4,465,604
"	Columbia Mid Cap Value Fund Class Z	574,431	599,292
"	PIMCO Total Return Fund, Administrative Class	2,170,553	2,188,244
"	Royce Pennsylvania Mutual Fund; Investment Class	910,035	1,003,765
"	T. Rowe Price Equity Income Fund; Retail Class	817,790	865,916
"	T. Rowe Price Mid-Cap Growth Fund; Retail Class	2,193,139	2,244,445
"	* Vanguard 500 Index Fund Investor Shares	4,810,866	5,213,534
"	* Vanguard Explorer Fund Investor Shares	6,217,511	6,914,441
"	* Vanguard Growth & Income Fund Investor Shares	5,343,081	5,267,868
"	* Vanguard Long-Term Investment Grade Investor Shares	3,754,927	4,234,701
"	* Vanguard Morgan Growth Fund Investor Shares	6,597,276	7,419,238
"	* Vanguard PRIMECAP Fund Investor Shares	6,640,690	7,067,634
"	* Vanguard Prime Money Market Fund	7,794,748	7,794,748
"	* Vanguard Target Retirement 2005 Fund	767,112	803,455
"	* Vanguard Target Retirement 2010 Fund	496,241	526,831
"	* Vanguard Target Retirement 2015 Fund	4,327,390	4,634,185
"	* Vanguard Target Retirement 2020 Fund	1,736,951	1,872,508
"	* Vanguard Target Retirement 2025 Fund	4,668,474	5,005,404
"	* Vanguard Target Retirement 2030 Fund	844,785	1,015,453
"	* Vanguard Target Retirement 2035 Fund	2,023,700	2,129,805
"	* Vanguard Target Retirement 2040 Fund	460,169	512,965
"	* Vanguard Target Retirement 2045 Fund	811,685	821,394
"	* Vanguard Target Retirement 2050 Fund	236,606	257,731
"	* Vanguard Target Retirement 2055 Fund	41,049	40,453
"	* Vanguard Target Retirement Income	1,035,708	1,085,295
"	* Vanguard Total Bond Market Index Investor Shares	5,395,422	5,736,205
"	* Vanguard Wellington Fund Investor Shares	9,798,839	10,574,027
"	* Vanguard Windsor Fund Investor Shares	9,324,664	8,162,551
Common Collective Trust Notes receivable from participants	* Vanguard Retirement Savings Trust * Interest rates ranging from 4.25% to 9.25% per annum, with varying maturity dates	12,337,283 3,475,366	12,936,317 3,475,366
		<u>\$ 110,641,676</u>	<u>\$ 114,869,375</u>

* Indicates party-in-interest to the Plan

EIN#: 22-2441477
Plan#: 003

United Water Resources Inc. 401(k) Plan

Schedule H, Line 4(j) – Schedule of Reportable Transactions *

December 31, 2011

Identity of Party Involved	Description of Asset (include interest rate and maturity in the case of a loan)	Number of Transactions	Purchase Price	Selling Price	Cost of Asset	Current Value of Asset on Transaction Date	Net Gain / (Loss)
<u>Category (i) - Individual transactions in excess of 5%:</u>							
There are no individual transactions in excess of 5%.							
<u>Category (ii) - Series transactions in excess of 5%:</u>							
Vanguard	Vanguard Retirement Savings Trust	N/A	\$ 4,024,113			\$ 4,024,113	
Vanguard	Vanguard Retirement Savings Trust	N/A		\$ 3,829,387	\$ 3,829,387	\$ 3,829,387	\$ -
Vanguard	Vanguard Prime Money market	N/A	\$ 3,470,517			\$ 3,470,517	
Vanguard	Vanguard Prime Money market	N/A		\$ 2,754,666	\$ 2,754,666	\$ 2,754,666	\$ -

* Transactions or a series of transactions in excess of 5% of the current value of the Plan's assets as of the beginning of the Plan year as defined in section 2520.103-6 of the Department of Labor Rules and Regulations for Reporting and Disclosure under ERISA.

EIN#: 22-2441477

Plan#: 003

United Water Resources Inc. 401(k) Plan

Schedule H, Line 4(i) – Schedule of Assets (Held at End of Year)

December 31, 2011

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Registered Investment Company	American Funds EuroPacific Growth Class R-5	\$ 5,035,185	\$ 4,465,604
"	Columbia Mid Cap Value Fund Class Z	574,431	599,292
"	PIMCO Total Return Fund, Administrative Class	2,170,553	2,188,244
"	Royce Pennsylvania Mutual Fund; Investment Class	910,035	1,003,765
"	T. Rowe Price Equity Income Fund; Retail Class	817,790	865,916
"	T. Rowe Price Mid-Cap Growth Fund; Retail Class	2,193,139	2,244,445
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		<u>\$ 110,641,676</u>	<u>\$ 114,869,375</u>

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United Water Resources Inc. 401(k) Plan

Schedule H, Line 4(j) – Schedule of Reportable Transactions *

December 31, 2011

Identity of Party Involved	Description of Asset (include interest rate and maturity in the case of a loan)	Number of Transactions	Purchase Price	Selling Price	Cost of Asset	Current Value of Asset on Transaction Date	Net Gain / (Loss)
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<u>Category (ii) - Series transactions in excess of 5%:</u>							
Vanguard	Vanguard Retirement Savings Trust	N/A	\$ 4,024,113			\$ 4,024,113	
Vanguard	Vanguard Retirement Savings Trust	N/A		\$ 3,829,387	\$ 3,829,387	\$ 3,829,387	\$ -
Vanguard	Vanguard Prime Money market	N/A	\$ 3,470,517			\$ 3,470,517	
Vanguard	Vanguard Prime Money market	N/A		\$ 2,754,666	\$ 2,754,666	\$ 2,754,666	\$ -

* Transactions or a series of transactions in excess of 5% of the current value of the Plan's assets as of the beginning of the Plan year as defined in section 2520.103-6 of the Department of Labor Rules and Regulations for Reporting and Disclosure under ERISA.