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), 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

2010

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2010 or fiscal plan year beginning 12/31/2010 and ending 12/30/2011

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
PANDUIT CORP. EMPLOYEES' PROFIT SHARING PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 10/28/1966

2a Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.)
PANDUIT CORP.

18900 PANDUIT DRIVE
TINLEY PARK, IL 60487

18900 PANDUIT DRIVE
TINLEY PARK, IL 60487

2b Employer Identification Number (EIN) 36-2601300

2c Sponsor's telephone number 708-532-1800

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.	10/12/2012	MICHAEL KENNY
	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")
ADMINISTRATIVE COMMITTEE

18900 PANDUIT DRIVE
TINLEY PARK, IL 60487

3b Administrator's EIN
36-2881289

3c Administrator's telephone number
708-532-1800

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**	2727
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**	2206
b	Retired or separated participants receiving benefits	**6b**	55
c	Other retired or separated participants entitled to future benefits	**6c**	571
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	2832
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	20
f	Total. Add lines **6d** and **6e**	**6f**	2852
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	2784
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	36
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

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

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

9a Plan funding arrangement (check all that apply)

(1)		Insurance
(2)		Code section 412(e)(3) insurance contracts
(3)	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)		**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)			**D** (DFE/Participating Plan Information)
(6)			**G** (Financial Transaction Schedules)

SCHEDULE C (Form 5500)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ **File as an attachment to Form 5500.**	**2010** **This Form is Open to Public Inspection.**

For calendar plan year 2010 or fiscal plan year beginning 12/31/2010 and ending 12/30/2011

A Name of plan
PANDUIT CORP. EMPLOYEES' PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
PANDUIT CORP.

D Employer Identification Number (EIN)
36-2601300

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

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

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

GALLIARD - SUBS OF WELLS FARGO

36-2601300

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

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

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

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
64 37 65 60	RECORDKEEPER	56594	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] No [ ]

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

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

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

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

(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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(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.
AF GROWTH OF AMER R5 - AMERICAN FUN P.O. BOX 8480 BOSTON, MA 02266 95-2566717	0.05%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
AM CENT GROWTH INST - AMERICAN CENT 44-0619208	0.15%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
AM CENT MDCPVAL INV - AMERICAN CENT 44-0619208	0.35%

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
BLKRK US OPPS INST - BNY MELLON INV P.O. BOX 9793 PROVIDENCE, RI 02940	0.25%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
COL SM CAP VAL II Z - COLUMBIA MGT 04-3156901	0.40%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
LOOMIS VALUE Y - BOSTON FINANCIAL D 330 W. 9TH STREET KANSAS CITY, MO 66160	0.25%

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
STABLE VALUE FUND M - WELLS FARGO 36-2601300	0.04%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
PIM TOTAL RT INST - BOSTON FINANCIA 330 W. 9TH STREET KANSAS CITY, MO 66160	0.01%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
THORNBURG INT VAL R5 - BOSTON FINAN P.O. BOX 8480 BOSTON, MA 02266	0.25%

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
TRP NEW HORIZONS - T. ROWE PRICE SE 52-2269240	0.15%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
TRP RETIRE INCOME - T. ROWE PRICE S 52-2269240	0.15%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
TRP RETIREMENT 2010 - T. ROWE PRICE 52-2269240	0.15%

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
TRP RETIREMENT 2020 - T. ROWE PRICE 52-2269240	0.15%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
TRP RETIREMENT 2030 - T. ROWE PRICE 52-2269240	0.15%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
TRP RETIREMENT 2040 - T. ROWE PRICE 52-2269240	0.15%

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
TRP RETIREMENT 2050 - T. ROWE PRICE 52-2269240	0.15%

(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

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(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

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Part III **Termination Information on Accountants and Enrolled Actuaries (see instructions)**
(complete as many entries as needed)

a	Name:	**b** EIN:
c	Position:	
d	Address:	**e** Telephone:

Explanation:

a	Name:	**b** EIN:
c	Position:	
d	Address:	**e** Telephone:

Explanation:

a	Name:	**b** EIN:
c	Position:	
d	Address:	**e** Telephone:

Explanation:

a	Name:	**b** EIN;
c	Position:	
d	Address:	**e** Telephone:

Explanation:

a	Name:	**b** EIN;
c	Position:	
d	Address:	**e** Telephone:

Explanation:

SCHEDULE H (Form 5500)

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

2010

This Form is Open to Public Inspection

For calendar plan year 2010 or fiscal plan year beginning 12/31/2010 and ending 12/30/2011

A Name of plan
PANDUIT CORP. EMPLOYEES' PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
PANDUIT CORP.

D Employer Identification Number (EIN)
36-2601300

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)		
(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)	14281111	13877529
(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)	8215043	8616316
(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)		
(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)	183442873	176537947
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)	122750949	133864853

			(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	328689976	332896645
	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	328689976	332896645

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)	11487040	
	(B) Participants	2a(1)(B)	12605954	
	(C) Others (including rollovers)	2a(1)(C)	859876	
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		24952870
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	1684	
	(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)	294488	
	(F) Other	2b(1)(F)		
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		296172
	(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)	8766470	
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		8766470
	(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)		

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		-13598407
c Other income	2c		5173788
d Total income. Add all **income** amounts in column (b) and enter total	2d		25590893
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	20950789	
(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)		20950789
f Corrective distributions (see instructions)	2f		326714
g Certain deemed distributions of participant loans (see instructions)	2g		50127
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)	56594	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		56594
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		21384224
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		4206669
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: GRANT THORNTON (2) EIN: 36-6055558

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		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?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n		X	

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

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

2010

This Form is Open to Public Inspection.

For calendar plan year 2010 or fiscal plan year beginning 12/31/2010 and ending 12/30/2011

A Name of plan
PANDUIT CORP. EMPLOYEES' PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
PANDUIT CORP.

D Employer Identification Number (EIN)
36-2601300

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): 04-6568107

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

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

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

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

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

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

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

6 **a** Enter the minimum required contribution for this plan year **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 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(es). 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):

---

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):

FINANCIAL STATEMENTS AND REPORT OF INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS
PANDUIT CORP.
EMPLOYEES' PROFIT SHARING PLAN
DECEMBER 30, 2011 AND 2010

C O N T E N T S

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Audit – Tax – Advisory

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REPORT OF INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS

Plan Administrative Committee
Panduit Corp.
Employees' Profit Sharing Plan

We were engaged to audit the accompanying statements of net assets available for benefits of the Panduit Corp. Employees' Profit Sharing Plan (the Plan) as of December 30, 2011 and 2010, the related statement of changes in net assets available for benefits for the year ended December 30, 2011, and the supplemental schedule of assets (held at end of year) as of December 30, 2011. These financial statements and supplemental schedule are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in note C, which was certified by Fidelity Management Trust Company, the trustee, and MassMutual Retirement Services (a division of Massachusetts Mutual Life Insurance Company), the custodian of certain underlying investments of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedule. We have been informed by the Plan administrator that the trustee and custodian hold certain certified Plan assets and execute the related transactions. The Plan administrator has obtained certifications from the trustee and custodian regarding the completeness and accuracy of the investment information provided to the Plan administrator by the current trustee and custodian as of December 30, 2011 and 2010, and for the year ended December 30, 2011.

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

Grant Thornton LLP

Chicago, Illinois
July 25, 2012

Panduit Corp.
Employees' Profit Sharing Plan
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
December 30,

	2011	2010
Assets		
Investments, at fair value		
Shares of registered investment companies	$190,415,477	$197,723,969
Bonds	40,069,014	36,893,110
Investment contract with insurance company	80,841,629	73,650,357
Collective trust	21,049,982	17,357,387
Money market fund	2,076,382	2,330,410
Total investments	334,452,484	327,955,233
Receivables		
Company profit sharing	6,052,801	6,473,987
Notes receivable from participants	8,616,316	8,215,042
Accrued interest	203,314	189,443
Total receivables	14,872,431	14,878,472
Total assets	349,324,915	342,833,705
Liabilities		
Payable for investment securities	897,189	566,971
Net assets available for benefits at fair value	348,427,726	342,266,734
Adjustment from fair value to contract value for interest in collective trust fund relating to fully benefit-responsive investment contracts	(9,478,279)	(7,102,787)
NET ASSETS AVAILABLE FOR BENEFITS	$338,949,447	$335,163,947

The accompanying notes are an integral part of these statements.

Panduit Corp.
Employees' Profit Sharing Plan
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
Year ended December 30, 2011

Additions to net assets attributed to	
Investment (loss) income	
Net depreciation in fair value of investments	$ (8,424,652)
Interest and dividends	8,768,203
Net investment income	343,551
Interest income on notes receivable from participants	301,116
Contributions	
Participant	12,605,954
Company match	5,843,753
Company profit sharing	5,222,100
Rollovers	859,876
Total contributions	24,531,683
Total additions	25,176,350
Deductions from net assets attributed to	
Benefits paid to participants	21,334,257
Administrative expenses	56,594
Total deductions	21,390,851
NET INCREASE	3,785,500
Net assets available for benefits	
Beginning of year	335,163,947
End of year	$338,949,447

The accompanying notes are an integral part of this statement.

NOTE A - DESCRIPTION OF THE PLAN

The following description of the Panduit Corp. Employees' Profit Sharing Plan (the Plan) provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan established to enable eligible employees of Panduit Corp. (the Company) to share in a portion of the Company's profits and to defer receipt of and receive a match on a portion of their compensation for the principal purpose of providing benefits at time of retirement, disability or death. Employees of the Company are automatically enrolled within the Plan upon becoming eligible to participate in making contributions and receiving matching contributions the first payroll after meeting a 45-day service requirement. Effective June 1, 2009, employees of the Company are automatically enrolled within the Plan immediately. Employees of the Company are eligible to participate in the profit-sharing portion of the Plan upon meeting the Plan's eligibility requirements and employed on the last day of the Plan year, as defined. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended (ERISA).

Contributions

Participants can contribute up to 75% of their annual compensation. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions. Participants may also contribute amounts representing distributions from other qualified defined benefit or contribution plans. The Company matches dollar for dollar employee deferrals up to 3% of their compensation and 50% of participant deferrals greater than 3% but no greater than 5%. If any participant contributes 5% or more of his or her compensation, the Company will match a maximum of 4% of the participant's compensation. The Company suspended the discretionary match effective March 20, 2009, and reinstated the match effective December 31, 2010. The Company may also make profit-sharing contributions on a discretionary basis. In order to share in the Company's contributions, a participant must be actively employed on the last day of the Plan year. Contributions are subject to certain limitations. The Company made a discretionary profit-sharing contribution in 2011 and 2010.

Participant Accounts

Each participant's account is credited with the participant's contributions and Company matching contributions, and allocations of (1) the Company's profit-sharing contribution, if any, and (2) Plan earnings, and charged with an allocation of administrative expenses. Allocations are based on participant compensation or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting

Participants are immediately vested in their contributions and Company matching contributions plus actual earnings thereon. Vesting in the Company's profit-sharing contribution portion of their accounts plus actual earnings thereon is based on years of service, as defined by the Plan. A participant is 100% vested after five years of credited service for profit-sharing contributions received prior to and for the Plan year ended December 30, 2007; for profit-sharing contributions received for the Plan year beginning December 31, 2007,

and after, a participant is 100% vested after three years of credited service. In the event of death, disability or retirement at designated ages, as defined, participants become fully vested.

Investment Options

Upon enrollment in the Plan, participants may direct contributions in a variety of investment choices as more fully described in the Plan's literature. Participants may change their investment options at any time.

Notes Receivables from Participants

Participants may borrow from their fund accounts up to a maximum equal to the lesser of $50,000 or 50% of their vested account balances. Loan terms range from one to five years. The loans are collateralized by the balance in the participant's account and bear interest at the prime rate at the time the loan is issued. Principal and interest are paid through payroll deductions.

Payment of Benefits

Generally, upon termination of service for any reason, participants may elect to receive a lump-sum cash distribution or installment payments or to defer payment of their vested account balance until a later date. At the attainment of age 59-1/2, subject to certain limitations as defined, the participant may make withdrawals from his or her vested account. These payments and withdrawals are subject to certain conditions and elections, as defined in the Plan agreement. Distributions from the Plan are subject to federal income tax rules and regulations.

Expenses

Certain administrative expenses of the Plan are paid by Fidelity Management Trust Company (Fidelity) out of the assets of the Plan and constitute a charge on the respective investment funds or on the individual participants' accounts. Certain other Plan expenses can be paid by the Plan from the forfeitures balance, or by the Company.

Forfeited Accounts

At December 30, 2011 and 2010, unallocated forfeited non-vested participant accounts totaled $40,720 and $792,897, respectively. Forfeited non-vested accounts will be used to reduce current or future Company contributions and to pay administrative expenses. During 2011, $830,567 was used to reduce Company contributions and $-0- was used to reduce administrative expenses.

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

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

Investment contracts held by a defined contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of

a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the plan. The statements of net assets available for benefits present the fair value of the investment contracts as well as the adjustment of the fully benefit-responsive investment contracts from fair value to contract value. The statement of changes in net assets available for benefits is prepared on a contract-value basis.

Investment Valuation and Income Recognition

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

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

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid balance plus any accrued but unpaid interest. Delinquent loans are reclassified as distributions based on the terms of the Plan agreement.

Administrative Expenses

Certain administrative expenses of the Plan are paid by the Plan as provided in the Plan agreement.

Use of Estimates

The preparation of financial statements in conformity with U.S. 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.

Payment of Benefits

Benefits are recorded when paid.

New Accounting Pronouncements

In January 2010, the Financial Accounting Standards Board (FASB) amended the fair value measurements and disclosures by adding new disclosure requirements for Level 1 and Level 2, separate disclosures of purchases, sales, issuances and settlements relating to Level 3 measurements, and clarification of existing fair value disclosures. This amended guidance is effective for periods beginning after December 15, 2009, except for the requirement to provide Level 3 activity of purchases, sales, issuances and settlements on a gross basis, which will be effective for fiscal years beginning after December 15, 2010. The amended guidance had no impact on the financial statements.

In May 2011, the FASB issued guidance clarifying how to measure and disclose fair value. This guidance amends the application of existing fair value measurement requirements, while other amendments change a

particular principle in existing fair value measurement guidance. In addition, this guidance requires additional fair value disclosures, although certain of these new disclosures will not be required for non-public entities. The amendments are to be applied prospectively and are effective for annual periods beginning after December 15, 2011. Plan management is currently evaluating the effect that the provisions of the amended guidance will have on the Plan's financial statements.

NOTE C - INFORMATION CERTIFIED BY THE TRUSTEE AND CUSTODIAN

The Plan administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, Fidelity, the Plan's trustee, and MassMutual Retirement Services (a division of Massachusetts Mutual Life Insurance Company) (MassMutual), a custodian of certain underlying investments of the Plan, have certified that the following data included in the accompanying financial statements and supplemental schedule is complete and accurate:

- Investments, notes receivable from participants, accrued interest and payable for investment securities, as shown in the statements of net assets available for benefits as of December 30, 2011 and 2010, except for a portion of the adjustment from fair value to contract value for interest in collective trust fund relating to fully benefit-responsive investment contracts.

- Net investment income and interest income on notes receivable from participants, as shown in the statement of changes in net assets available for benefits for the year ended December 30, 2011.

- Schedule H, line 4i - schedule of assets (held at end of year) as of December 30, 2011 (contract value certified for the Panduit Stable Value Fund).

The Plan's independent 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 and supplemental schedule.

NOTE D - FAIR VALUE MEASUREMENTS

The FASB has issued guidance that provides a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs using valuation techniques used to measure fair value. The fair value 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 Accounting Standards Codification 820 are described as follows:

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

Level 2 - Inputs to the valuation methodology, including the following:

- Quoted prices for similar assets or liabilities in active markets.
- Quoted prices for identical or similar assets or liabilities in inactive markets.
- Inputs other than quoted prices that are observable for the asset or liability.
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

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

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

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

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 30, 2011 and 2010.

Shares of registered investment companies - Valued at the net asset value (NAV) of shares traded on the active market held by the Plan at year-end.

Investment contract with insurance company - Valued at fair value by discounting the related cash flows based on current yields of similar instruments with comparable durations considering the credit worthiness of the issuer (see note G).

Collective trust - Valued at the NAV provided by the administration of the investment. The NAV is based on the value of underlying securities, minus liabilities, and then divided by the number of units held by the Plan at year-end.

Bonds - Valued at the closing price reported on the active market on which the individual securities are traded.

Money market - Valued at the outstanding balance, which approximates fair value.

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

The following tables set forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 30:

	2011			
	Level 1	Level 2	Level 3	Total
Shares of registered investment companies				
Domestic funds	$102,260,079	$ -	$ -	$102,260,079
International funds	20,239,315	-	-	20,239,315
LifeCycle funds	33,640,410	-	-	33,640,410
Bond funds	20,398,144	-	-	20,398,144
Money market funds	13,877,529	-	-	13,877,529
Investment contract with insurance company	-	-	80,841,629	80,841,629
Collective trust - stable value	-	21,049,982	-	21,049,982
Bonds				
Commercial	-	16,096,923	-	16,096,923
Government	-	23,972,091	-	23,972,091
Money market	2,076,382	-	-	2,076,382
Total	$192,491,859	$61,118,996	$80,841,629	$334,452,484

	2010			
	Level 1	Level 2	Level 3	Total
Shares of registered investment companies				
Domestic funds	$106,095,599	$ -	$ -	$106,095,599
International funds	26,288,947	-	-	26,288,947
LifeCycle funds	33,012,214	-	-	33,012,214
Bond funds	18,046,098	-	-	18,046,098
Money market funds	14,281,111	-	-	14,281,111
Investment contract with insurance company	-	-	73,650,357	73,650,357
Collective trust - stable value	-	17,357,387	-	17,357,387
Bonds				
Commercial	-	13,276,375	-	13,276,375
Government	-	23,616,735	-	23,616,735
Money market	2,330,410	-	-	2,330,410
Total	$200,054,379	$54,250,497	$73,650,357	$327,955,233

Level 3 Gains and Losses

The following table sets forth a summary of changes in the fair value of the Plan's Level 3 assets for the year ended December 30, 2011:

Investment contract with insurance company	
Balance, beginning of year	$73,650,357
Purchases	1,500,000
Unrealized gains (losses) related to instruments still held at the report date sales	1,991,695
Interest income	3,699,577
Balance, end of year	$80,841,629

The following table sets forth the fair value of investments in certain entities that calculate the NAV per share (or its equivalent):

Investment	Fair value	Unfunded commitment	Redemption frequency	Redemption notice period
Shares of collective trust (a)	$21,049,982	$ -	Immediate	One year

(a) Investments in this category can be redeemed immediately at the current NAV per share based on the fair value of the underlying assets at the participant level. The Plan is required to provide a one-year redemption notice to withdraw its shares in the investment, after which time the investment will no longer be available as an investment option. The fair value of investments in this category has been estimated using the NAV per share of the investments.

The collective trust invests in investment contracts issued by insurance companies and other financial institutions and registered investment companies. The trust seeks to preserve the investee's principal investment while earning interest income and maintaining a stable $1 unit price.

Certain amounts reported as of December 31, 2010, have been reclassified to conform to the presentation as of December 31, 2011.

NOTE E - INVESTMENTS

The following table presents the fair value of investments as of December 30, 2011 and 2010, representing 5% or more of the Plan's net assets available for benefits:

	2011	2010
Shares of registered investment companies		
Thornburg International Value Fund	$20,239,315	$26,288,947
American Funds The Growth Fund of America	26,543,264	28,382,538
Blackrock U.S. Opportunities Portfolio Fund	21,612,407	24,372,603
T. Rowe Price New Horizons Fund	22,661,897	20,574,196
Investment contract with insurance company	80,841,629	73,650,357
Collective trust	21,049,982	17,357,387

The contract value of the Plan's investments in the investment contract with insurance company is $73,286,205 and $68,086,628 as of December 30, 2011 and 2010, respectively.

The contract value of the Plan's investments in the collective trust is $20,516,552 and $16,983,745 as of December 30, 2011 and 2010, respectively.

During 2011, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) depreciated in value by $8,424,652 as follows:

Shares of registered investment companies	$(13,598,652)
Bonds	5,174,000
Total	$ (8,424,652)

NOTE F - RELATED-PARTY TRANSACTIONS

The Plan's investments are held and invested by Fidelity, as the trustee. These transactions, therefore, qualify as party-in-interest. Fidelity also performs administrative and record-keeping services for the Plan.

Certain employees of the Company served as trustee and administrators of the Plan. These employees did not receive compensation from the Plan for their services as trustee and administrators. The Company may also pay certain administrative costs of the Plan.

NOTE G - INVESTMENT CONTRACT WITH INSURANCE COMPANY

The Plan entered into a benefit-responsive investment contract with MassMutual. MassMutual maintains the contributions in a general account. The account is credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses. The guaranteed investment contract issuer is contractually obligated to repay the principal and a specified interest rate that is guaranteed to the Plan.

As described in note B, because the guaranteed investment contract is fully benefit-responsive, contract value is the relevant measurement attribute for that portion of the net assets available for benefits attributable to the guaranteed investment contract. Contract value, as reported to the Plan by MassMutual, represents contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value.

There are no reserves against contract value for credit risk of the contract issuer or otherwise. The crediting interest rate is based on a formula agreed upon with the issuer, but may not be less than 0%. Such interest rates are reviewed on a quarterly basis for resetting.

Certain events limit the ability of the Plan to transact at contract value with the issuer. Such events include the following: (1) amendments to the Plan documents (including complete or partial Plan termination or merger with another plan), (2) changes to the Plan's prohibition on competing investment options or deletion of equity wash provisions, (3) bankruptcy of the Plan sponsor or other Plan sponsor events (for example, divestitures or spin-offs of a subsidiary) that cause a significant withdrawal from the Plan, or (4) the failure of the trust to qualify for exemption from federal income taxes or any required prohibited transaction exemption under ERISA. The Plan administrator does not believe that the occurrence of any such value event, which would limit the Plan's ability to transact at contract value with participants, is probable.

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

	2011	2010
Average yields		
Based on actual earnings	1.83%	2.28%
Based on interest rate credited to participants	3.10	3.31

NOTE H - RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of net assets available for benefits per the financial statements to Form 5500 as of December 30:

	2011	2010
Net assets available for benefits per financial statements	$338,949,447	$335,163,947
Company profit-sharing contribution receivable	(6,052,801)	(6,473,987)
Net assets available for benefits per Form 5500	$332,896,646	$328,689,960

The following is a reconciliation of net increase for the year ended December 30, 2011, per the financial statements to Form 5500:

Net increase per financial statements	$ 3,785,500
Plus prior-year contribution receivable	6,473,987
Less current-year contribution receivable	(6,052,801)
Net income per Form 5500	$ 4,206,686

NOTE I - PLAN TERMINATION

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

NOTE J - TAX STATUS

Effective March 5, 2010, the Plan adopted a volume submitter plan sponsored by Fidelity Management Research Company. The volume submitter plan has received an opinion letter from the IRS as to the volume submitter plan's qualified status. The opinion letter has been relied upon by the Plan. The Plan administrator believes that the Plan is designed and is currently operating in compliance with applicable requirements of the

Internal Revenue Code (IRC). The Plan has been amended since receiving the letter; however, the Plan administrator believes that the Plan is being operated, in all material respects, in compliance with the applicable requirements of the IRC and, therefore, believes that the Plan is qualified and the related trust is tax exempt.

U.S. GAAP requires Plan management to evaluate tax positions taken by the Plan and recognize a tax liability if the organization has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS or other applicable taxing authorities. The Plan administrator has analyzed the tax positions taken by the Plan and has concluded that, as of December 30, 2011 and 2010, there are no uncertain positions taken or expected to be taken that would require recognition of a liability 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.

NOTE K - RISKS AND UNCERTAINTIES

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

NOTE L - SUBSEQUENT EVENTS

The Plan administrator has evaluated subsequent events through July 25, 2012, the date the financial statements were available to be issued. The Company is not aware of any additional subsequent events that would require recognition or disclosure in the financial statements

SUPPLEMENTAL SCHEDULE

Panduit Corp.
Employees' Profit Sharing Plan
SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
December 30, 2011

(a)	(b) Identity of issue, borrower, lessor or similar party	(c) Description of investment, including maturity date, rate of interest, collateral, par or maturity value	(d) Cost	(e) Current value
		Shares of registered investment companies		
	Loomis Sayles	Loomis Sayles Value Fund	**	$ 8,438,015
	PIMCO Funds	PIMCO Total Return Fund	**	16,764,075
	Vanguard Funds	Vanguard Inflation-Protected Securities Fund	**	3,634,069
	Vanguard Funds	Vanguard Index Fund	**	13,692,392
	Columbia	Columbia Small Cap Value II Fund	**	5,175,597
	American Funds	American Funds The Growth Fund of America	**	26,543,264
	Blackrock	Blackrock U.S. Opportunities Portfolio Fund	**	21,612,407
	T. Rowe Price	T. Rowe Price New Horizons Fund	**	22,661,897
	Thornburg	Thornburg International Value Fund	**	20,239,315
*	Fidelity Investments	Fidelity U.S. Government Reserves Fund	**	13,877,529
	American Century Investments	American Century Mid Cap Value Fund	**	4,136,506
	T. Rowe Price	T. Rowe Price Retirement Income Fund	**	1,318,555
	T. Rowe Price	T. Rowe Price Retirement 2010 Fund	**	2,864,753
	T. Rowe Price	T. Rowe Price Retirement 2020 Fund	**	10,124,158
	T. Rowe Price	T. Rowe Price Retirement 2030 Fund	**	12,017,716
	T. Rowe Price	T. Rowe Price Retirement 2040 Fund	**	6,562,265
	T. Rowe Price	T. Rowe Price Retirement 2050 Fund	**	752,964
	Massachusetts Mutual Life Insurance Company	Investment contract with insurance company	**	80,841,629
	Wells Fargo Bank	Wells Fargo Stable Return Fund G	**	21,049,982
	Wells Fargo	WF Short Term Investment Fund, 0.22%, $2,076,382 par	**	2,076,382
	Ally Auto	Ally Auto Receivables Trust, 0.97%, $220,000 par, due 8/17/2015	**	220,044
	Ally Auto	Ally Auto Receivables Trust, 1.18%, $175,000 par, due 4/15/2015	**	175,726
	Ally Auto	Ally Auto Receivables Trust, 1.38%, $200,000 par, due 1/15/2015	**	201,260
	Amal Ltd.	Amal Ltd./Cayman Islands, 3.46%, $336,501 par, due 8/21/2021	**	353,787
	Arizona Educational Loan Marketing Corp.	Arizona Educational Loan Marketing Corp., 0.78%, $65,814 par, due 6/1/2023	**	64,897
	AT&T Inc.	AT&T Inc., 5.1%, $100,000 par, due 9/15/2014	**	110,144
	Bank of America	BA Credit Card Trust, 0.58%, $200,000 par, due 9/15/2015	**	200,532
	Bank of America	Banc of America Merrill Lynch Commercial Mortgage Inc., 4.86%, $175,000 par, due 7/10/2043	**	189,553
	Bank of America	Banc of America Merrill Lynch Commercial Mortgage Inc., 5.12%, $200,000 par, due 10/10/2045	**	220,628
	Bank of America	Banc of America Merrill Lynch Commercial Mortgage Inc., 5.19%, $175,000 par, due 9/10/2047	**	193,548
	Bank of America	Bank of America Corp., 3.75%, $75,000 par, due 7/12/2016	**	69,444
	Bank of Montreal	Bank of Montreal, 2.85%, $125,000 par, due 6/9/2015	**	129,570
	Bank of Nova Scotia	Bank of Nova Scotia, 1.45%, $125,000 par, due 7/26/2013	**	126,448
	Barclays Bank PLC	Barclays Bank PLC, 5.2%, $100,000 par, due 7/10/2014	**	103,082
	BB&T Corp.	BB&T Corp., 3.85%, $150,000 par, due 7/27/2012	**	152,448
	Bear Sterns	Bear Stearns Commercial Mortgage Securities, 5.38%, $141,270 par, due 12/11/2040	**	149,190
	BNP Paribas S.A.	BNP Paribas SA, 1.29%, $125,000 par, due 1/10/2014	**	115,283
	BNY Mellon N.A.	BNY Mellon NA, 4.75%, $250,000 par, due 12/15/2014	**	269,490
	The Board of Trustees of the Leland Sanford Junior University	Board of Trustees of The Leland Stanford Junior University/The, 3.63%, $200,000 par, due 5/1/2014	**	213,466
	Boeing Capital Corp.	Boeing Capital Corp., 2.13%, $60,000 par, due 8/15/2016	**	61,293
	Boeing Capital Corp.	Boeing Capital Corp., 6.5%, $90,000 par, due 2/15/2012	**	90,678
	BP Capital Markets PLC	BP Capital Markets PLC, 2.25%, $130,000 par, due 11/1/2016	**	130,829
	Brazos Higher Education Authority	Brazos Higher Education Authority, 0.65%, $103,900 par, due 12/26/2018	**	103,184
	Canadian Imperial Bank	Canadian Imperial Bank of Commerce/Canada, 2%, $125,000 par, due 2/4/2013	**	126,391
	Canadian National Railway Co.	Canadian National Railway Co., 5.85%, $35,000 par, due 11/15/2017	**	42,059
	Caterpillar Financial Services Corp.	Caterpillar Financial Services Corp., 1.38%, $125,000 par, due 5/20/2014	**	126,565
	CenterPoint Energy Houston Electric LLC	CenterPoint Energy Houston Electric LLC, 7%, $30,000 par, due 3/1/2014	**	33,722
	CFCRE Commercial Mortgage	CFCRE Commercial Mortgage Trust, 1.56%, $175,000 par, due 12/15/2021	**	174,895
	Chevron Corp.	Chevron Corp., 3.95%, $125,000 par, due 3/3/2014	**	133,675
	Chrysler	Chrysler Financial Auto Securitization Trust, 0.69%, $59,298 par, due 1/8/2013	**	59,289
	Chrysler	Chrysler Financial Auto Securitization Trust, 2.82%, $53,098 par, due 1/15/2016	**	53,453
	Cisco Systems Inc.	Cisco Systems Inc., 1.63%, $100,000 par, due 3/14/2014	**	101,874
	CIT Education	CIT Education Loan Trust, 0.64%, $68,852 par, due 3/15/2022	**	68,524
	Citigroup	Citigroup Commercial Mortgage Trust, 4.73%, $200,000 par, due 10/15/2041	**	213,076
	Citigroup	Citigroup Inc., 4.59%, $150,000 par, due 12/15/2015	**	150,960
	Citigroup	Citigroup Inc., 6.5%, $55,000 par, due 8/19/2013	**	57,253
	Citigroup	Citigroup/Deutsche Bank Commercial Mortgage Trust, 5.41%, $72,340 par, due 1/15/2046	**	72,301
	Coca-Cola Co.	Coca-Cola Co/The, 5.35%, $45,000 par, due 11/15/2017	**	54,023
	Collegiate Funding Services	Collegiate Funding Services Education Loan Trust, 0.74%, $76,716 par, due 6/28/2021	**	76,496
	Commercial	Commercial Mortgage Pass Through Certificates, 3.25%, $125,952 par, due 6/10/2038	**	126,981
	ConocoPhillips	ConocoPhillips, 4.75%, $160,000 par, due 2/1/2014	**	172,803
	Credit Suisse	Credit Suisse First Boston Mortgage Securities Corp., 5.1%, $175,000 par, due 8/15/2038	**	191,574
	Credit Suisse	Credit Suisse/New York NY, 5.5%, $105,000 par, due 5/1/2014	**	109,139
	Deutsche Bank AG	Deutsche Bank AG/London, 3.88%, $125,000 par, due 8/18/2014	**	127,159
	Ecolab Inc.	Ecolab Inc., 3%, $45,000 par, due 12/8/2016	**	46,548
	EI du Pont de Nemours & Co.	EI du Pont de Nemours & Co., 1.75%, $100,000 par, due 3/25/2014	**	101,863
	EI du Pont de Nemours & Co.	EI du Pont de Nemours & Co., 5%, $6,000 par, due 1/15/2013	**	6,259
	European Investment Bank	European Investment Bank, 2.88%, $100,000 par, due 1/15/2015	**	104,097
	Fannie Mae	Fannie Mae Pool, 2.03%, $362,769 par, due 6/1/2034	**	380,690
	Fannie Mae	Fannie Mae Pool, 2.36%, $32,766 par, due 5/1/2034	**	34,543
	Fannie Mae	Fannie Mae Pool, 2.38%, $59,168 par, due 10/1/2034	**	62,262

Panduit Corp.
Employees' Profit Sharing Plan
SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR) - CONTINUED
December 30, 2011

(a)	(b) Identity of issue, borrower, lessor or similar party	(c) Description of investment, including maturity date, rate of interest, collateral, par or maturity value	(d) Cost	(e) Current value
	Fannie Mae	Fannie Mae Pool, 2.5%, $200,000 par, due 2/1/2042	**	$ 205,304
	Fannie Mae	Fannie Mae Pool, 2.67%, $246,994 par, due 11/1/2041	**	255,168
	Fannie Mae	Fannie Mae Pool, 2.92%, $200,000 par, due 4/1/2016	**	209,698
	Fannie Mae	Fannie Mae Pool, 3%, $140,094 par, due 1/1/2041	**	146,307
	Fannie Mae	Fannie Mae Pool, 3%, $172,371 par, due 11/1/2021	**	179,931
	Fannie Mae	Fannie Mae Pool, 3%, $198,157 par, due 12/1/2021	**	206,848
	Fannie Mae	Fannie Mae Pool, 3%, $220,838 par, due 11/1/2021	**	230,524
	Fannie Mae	Fannie Mae Pool, 3%, $242,140 par, due 10/1/2021	**	252,760
	Fannie Mae	Fannie Mae Pool, 3.12%, $488,585 par, due 2/1/2041	**	510,522
	Fannie Mae	Fannie Mae Pool, 3.36%, $219,619 par, due 9/1/2040	**	228,990
	Fannie Mae	Fannie Mae Pool, 3.5%, $170,979 par, due 3/1/2021	**	179,042
	Fannie Mae	Fannie Mae Pool, 3.5%, $200,000 par, due 2/1/2022	**	209,281
	Fannie Mae	Fannie Mae Pool, 3.5%, $310,314 par, due 9/1/2021	**	324,948
	Fannie Mae	Fannie Mae Pool, 3.5%, $413,875 par, due 1/1/2021	**	433,393
	Fannie Mae	Fannie Mae Pool, 3.5%, $697,281 par, due 12/1/2020	**	730,164
	Fannie Mae	Fannie Mae Pool, 3.6%, $180,591 par, due 4/1/2040	**	189,077
	Fannie Mae	Fannie Mae Pool, 3.61%, $300,808 par, due 2/1/2040	**	314,786
	Fannie Mae	Fannie Mae Pool, 3.92%, $1,200,473 par, due 8/1/2014	**	1,244,411
	Fannie Mae	Fannie Mae Pool, 4%, $142,126 par, due 5/1/2024	**	149,939
	Fannie Mae	Fannie Mae Pool, 4%, $395,454 par, due 9/1/2025	**	417,192
	Fannie Mae	Fannie Mae Pool, 4%, $616,979 par, due 8/1/2024	**	650,894
	Fannie Mae	Fannie Mae Pool, 4.1%, $320,000 par, due 8/1/2014	**	339,242
	Fannie Mae	Fannie Mae Pool, 5.5%, $212,527 par, due 11/1/2020	**	231,276
	Fannie Mae	Fannie Mae Pool, 5.5%, $228,252 par, due 9/1/2021	**	248,388
	Fannie Mae	Fannie Mae Pool, 5.5%, $238,973 par, due 6/1/2037	**	260,414
	Fannie Mae	Fannie Mae Pool, 5.5%, $299,003 par, due 8/1/2035	**	330,877
	Fannie Mae	Fannie Mae Pool, 5.5%, $324,045 par, due 5/1/2035	**	358,588
	Fannie Mae	Fannie Mae Pool, 6.5%, $132,926 par, due 1/1/2037	**	149,297
	Fannie Mae	Fannie Mae Pool, 6.5%, $171,953 par, due 10/1/2036	**	193,131
	Fannie Mae	Fannie Mae Pool, 6.5%, $2,958 par, due 5/1/2017	**	3,241
	Fannie Mae	Fannie Mae Pool, 6.5%, $69,161 par, due 9/1/2038	**	77,333
	Fannie Mae	Fannie Mae REMICS, 4%, $367,542 par, due 10/25/2036	**	388,694
	Fannie Mae	Fannie Mae REMICS, 6.75%, $6,154 par, due 4/25/2018	**	6,514
	Fannie Mae	Fannie Mae, 2.57%, $275,000 par, due 2/1/2042	**	281,359
	Federal National Mortgage Association	Federal National Mortgage Association, 1.25%, $400,000 par, due 9/28/2016	**	401,624
	Federal Home Loan Mortgage Corporation	FHLMC Multifamily Structured Pass Through Certificates, 2.41%, $50,000 par, due 8/25/2018	**	50,758
	Federal Home Loan Mortgage Corporation	FHLMC Multifamily Structured Pass Through, 3.88%, $275,000 par, due 11/25/2017	**	300,438
	Federal Home Loan Mortgage Corporation	FHLMC Multifamily Structured Pass Through, 2.7%, $125,000 par, due 5/25/2018	**	128,521
	Florida Power Corp.	Florida Power Corp., 4.8%, $100,000 par, due 3/1/2013	**	104,422
	Ford	Ford Credit Auto Lease Trust, 0.82%, $200,000 par, due 1/15/2014	**	199,842
	Ford	Ford Credit Auto Owner Trust, 0.97%, $200,000 par, due 1/15/2015	**	200,420
	Freddie Mac	Freddie Mac Gold Pool, 3%, $200,000 par, due 12/1/2026	**	207,236
	Freddie Mac	Freddie Mac Gold Pool, 5.5%, $10,197 par, due 12/1/2034	**	11,318
	Freddie Mac	Freddie Mac Gold Pool, 5.5%, $107,027 par, due 6/1/2038	**	116,278
	Freddie Mac	Freddie Mac Gold Pool, 5.5%, $25,784 par, due 6/1/2033	**	28,102
	Freddie Mac	Freddie Mac Gold Pool, 5.5%, $32,679 par, due 12/1/2020	**	35,480
	Freddie Mac	Freddie Mac Gold Pool, 5.5%, $32,966 par, due 7/1/2020	**	35,792
	Freddie Mac	Freddie Mac Gold Pool, 5.5%, $476,494 par, due 2/1/2037	**	517,682
	Freddie Mac	Freddie Mac Gold Pool, 5.5%, $54,282 par, due 12/1/2020	**	58,935
	Freddie Mac	Freddie Mac Gold Pool, 5.5%, $6,971 par, due 1/1/2021	**	7,569
	Freddie Mac	Freddie Mac Gold Pool, 5.5%, $8,557 par, due 7/1/2038	**	9,296
	Freddie Mac	Freddie Mac Gold Pool, 5.5%, $93,695 par, due 12/1/2037	**	101,794
	Freddie Mac	Freddie Mac Gold Pool, 5.5%, $95,667 par, due 11/1/2038	**	103,936
	Freddie Mac	Freddie Mac Gold Pool, 6%, $4,495 par, due 6/1/2016	**	4,883
	Freddie Mac	Freddie Mac Gold Pool, 6.5%, $2,203 par, due 5/1/2016	**	2,357
	Freddie Mac	Freddie Mac Gold Pool, 7%, $3,343 par, due 9/1/2031	**	3,871
	Freddie Mac	Freddie Mac Non Gold Pool, 2.75%, $199,191 par, due 11/1/2041	**	205,862
	Freddie Mac	Freddie Mac Non Gold Pool, 3%, $112,247 par, due 11/1/2040	**	116,934
	Freddie Mac	Freddie Mac Pool, 2.5%, $200,000 par, due 2/1/2042	**	205,064
	Freddie Mac	Freddie Mac REMICS, 4%, $1,475,000 par, due 8/15/2018	**	1,561,243
	Freddie Mac	Freddie Mac REMICS, 4.5%, $435,138 par, due 10/15/2023	**	469,914
	Freddie Mac	Freddie Mac REMICS, 7%, $14,975 par, due 8/15/2029	**	17,161
	Gate Capital Cayman Two Ltd.	Gate Capital Cayman Two Ltd., 2.64%, $361,351 par, due 12/2/2021	**	364,935
	GE Capital Commercial Mortgage Corp.	GE Capital Commercial Mortgage Corp., 4.97%, $175,000 par, due 7/10/2045	**	189,758
	GE Equipment Small Ticket LLC	GE Equipment Small Ticket LLC, 1.14%, $100,000 par, due 6/23/2014	**	100,075
	General Dynamics Corp.	General Dynamics Corp., 5.25%, $90,000 par, due 2/1/2014	**	98,202
	General Electric Capital Corp.	General Electric Capital Corp., 3.35%, $75,000 par, due 10/17/2016	**	78,105
	General Electric Capital Corp.	General Electric Capital Corp., 5.38%, $55,000 par, due 10/20/2016	**	61,472
	General Electric Co.	General Electric Co., 5.25%, $45,000 par, due 12/6/2017	**	51,649
	Genzyme Corp.	Genzyme Corp., 3.63%, $75,000 par, due 6/15/2015	**	80,078
	Ginnie Mae	Ginnie Mae I pool, 6%, $14,410 par, due 7/15/2037	**	16,336
	Ginnie Mae	Ginnie Mae I pool, 6%, $33,489 par, due 7/15/2037	**	37,966
	Ginnie Mae	Ginnie Mae I pool, 6%, $52,819 par, due 7/15/2037	**	59,881
	Ginnie Mae	Ginnie Mae I pool, 6.5%, $331,013 par, due 5/15/2037	**	377,189
	Ginnie Mae	Ginnie Mae II pool, 2.5%, $174,127 par, due 10/20/2041	**	179,961
	Ginnie Mae	Ginnie Mae II pool, 2.5%, $325,000 par, due 12/20/2041	**	335,888
	Ginnie Mae	Ginnie Mae II pool, 5.46%, $410,390 par, due 7/20/2059	**	448,385

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(a)	(b) Identity of issue, borrower, lessor or similar party	(c) Description of investment, including maturity date, rate of interest, collateral, par or maturity value	(d) Cost	(e) Current value
	Ginnie Mae	Ginnie Mae II pool, 5.46%, $540,555 par, due 8/20/2059	**	$ 588,364
	Ginnie Mae	Ginnie Mae II pool, 5.47%, $416,216 par, due 11/20/2059	**	455,416
	Ginnie Mae	Ginnie Mae II pool, 5.5%, $236,805 par, due 5/20/2060	**	266,487
	Ginnie Mae	Ginnie Mae II pool, 5.52%, $830,332 par, due 12/20/2059	**	910,831
	GMAC Commercial Mortgage Securities, Inc.	GMAC Commercial Mortgage Securities Inc., 3.34%, $50,161 par, due 5/10/2036	**	50,390
	GMAC Commercial Mortgage Securities, Inc.	GMAC Commercial Mortgage Securities Inc., 4.65%, $15,489 par, due 4/10/2040	**	15,635
	Goldman Sachs Group Inc.	Goldman Sachs Group Inc./The, 5.15%, $125,000 par, due 1/15/2014	**	127,379
	Harley-Davidson	Harley-Davidson Motorcycle Trust, 0.71%, $100,000 par, due 5/15/2015	**	99,860
	Hewlett-Packard Co.	Hewlett-Packard Co., 5.5%, $85,000 par, due 3/1/2018	**	94,475
	Honda	Honda Auto Receivables Owner Trust, 0.67%, $175,000 par, due 4/21/2014	**	174,923
	Howard Hughes Medical Institute	Howard Hughes Medical Institute, 3.45%, $150,000 par, due 9/1/2014	**	159,975
	Hyundai	Hyundai Auto Receivables Trust, 2.03%, $119,863 par, due 8/15/2013	**	120,337
	Intel Corp.	Intel Corp., 1.95%, $70,000 par, due 10/1/2016	**	71,961
	Iowa Student Loan Liquidity Corp.	Iowa Student Loan Liquidity Corp., 0.67%, $77,458 par, due 3/25/2022	**	76,146
	Japan Finance Corp.	Japan Finance Corp., 2.13%, $150,000 par, due 11/5/2012	**	151,619
	JP Morgan Chase	JP Morgan Chase Commercial Mortgage Securities Corp., 4.54%, $49,149 par, due 1/15/2042	**	49,100
	JP Morgan Chase	JP Morgan Chase Commercial Mortgage Securities Corp., 5.21%, $100,000 par, due 12/15/2044	**	110,620
	JP Morgan Chase	JP Morgan Chase Commercial Mortgage Securities Corp., 5.33%, $175,000 par, due 8/12/2037	**	191,051
	JP Morgan Chase	JPMorgan Chase & Co., 3.15%, $190,000 par, due 7/5/2016	**	190,889
	Kansas City Power & Light Co.	Kansas City Power & Light Co., 7.15%, $30,000 par, due 4/1/2019	**	37,553
	Kellogg Co.	Kellogg Co., 5.13%, $55,000 par, due 12/3/2012	**	57,161
	King International Leasing LLC.	King International Leasing LLC, 2.75%, $185,273 par, due 10/15/2022	**	188,387
	Kreditanstalt fuer Wiederaufbau	Kreditanstalt fuer Wiederaufbau, 1.88%, $200,000 par, due 1/14/2013	**	202,464
	Kreditanstalt fuer Wiederaufbau	Kreditanstalt fuer Wiederaufbau, 4%, $175,000 par, due 10/15/2013	**	184,748
	Kroger Co.	Kroger Co/The, 7.5%, $35,000 par, due 1/15/2014	**	39,115
	Lehman Brothers-UBS	LB-UBS Commercial Mortgage Trust, 4.09%, $18,037 par, due 3/15/2027	**	18,276
	Lehman Brothers-UBS	LB-UBS Commercial Mortgage Trust, 4.39%, $50,000 par, due 3/15/2032	**	51,270
	Mercedes-Benz	Mercedes-Benz Auto Receivables Trust, 0.85%, $75,000 par, due 3/16/2015	**	75,059
	Merck & Co. Inc.	Merck & Co. Inc., 4%, $140,000 par, due 6/30/2015	**	154,172
	Merrill Lynch	Merrill Lynch Mortgage Trust, 5.62%, $28,365 par, due 7/12/2034	**	28,551
	MetLife Inc.	MetLife Inc., 6.82%, $75,000 par, due 8/15/2018	**	89,216
	MidAmerican Energy Co.	MidAmerican Energy Co., 5.13%, $70,000 par, due 1/15/2013	**	72,989
	Morgan Stanley	Morgan Stanley Capital I, 5.23%, $175,000 par, due 9/15/2042	**	192,556
	Morgan Stanley	Morgan Stanley Dean Witter Capital I, 5.08%, $218,931 par, due 9/15/2037	**	222,843
	Morgan Stanley	Morgan Stanley, 5.95%, $175,000 par, due 12/28/2017	**	166,730
	National Credit Union Association	NCUA Guaranteed Notes, 0.65%, $140,304 par, due 5/7/2020	**	140,304
	Nelnet	Nelnet Education Loan Funding Inc., 0.65%, $122,342 par, due 8/26/2019	**	121,249
	Nelnet	Nelnet Student Loan Trust, 0.57%, $80,624 par, due 1/25/2021	**	80,317
	Northern States Power Co.	Northern States Power Co./MN, 1.95%, $125,000 par, due 8/15/2015	**	127,913
	Oracle Corp.	Oracle Corp., 4.95%, $120,000 par, due 4/15/2013	**	126,726
	Overseas Private Investment Corp.	Overseas Private Investment Corp., 0.77%, $350,000 par, due 4/15/2012	**	365,239
	Panhandle-Plains Higher Education Authority Inc.	Panhandle-Plains Higher Education Authority Inc., 1.08%, $124,187 par, due 10/1/2018	**	123,909
	PepsiCo Inc.	PepsiCo Inc./NC, 7.9%, $75,000 par, due 11/1/2018	**	101,255
	Praxair Inc.	Praxair Inc., 5.25%, $115,000 par, due 11/15/2014	**	129,069
	Private Export Funding Corp.	Private Export Funding Corp., 3.05%, $225,000 par, due 10/15/2014	**	239,054
	Procter & Gamble Co.	Procter & Gamble Co./The, 0.7%, $110,000 par, due 8/15/2014	**	110,536
	Province of Manitoba Canada	Province of Manitoba Canada, 2.13%, $120,000 par, due 4/22/2013	**	122,395
	Province of Ontario Canada	Province of Ontario Canada, 4.1%, $200,000 par, due 6/16/2014	**	214,908
	Public Service Electric & Gas Co.	Public Service Electric & Gas Co., 6.33%, $125,000 par, due 11/1/2013	**	136,655
	Rowan Cos Inc.	Rowan Cos Inc., 3.16%, $166,663 par, due 7/15/2021	**	172,295
	Royal Bank of Canada	Royal Bank of Canada, 3.13%, $100,000 par, due 4/14/2015	**	104,922
	Shell	Shell International Finance BV, 4%, $150,000 par, due 3/21/2014	**	161,226
	Simon Property Group LP	Simon Property Group LP, 5.1%, $125,000 par, due 6/15/2015	**	136,586
	SLM Corporation	SLM Student Loan Trust, 0.69%, $129,815 par, due 3/25/2025	**	128,570
	Small Business Administration	Small Business Administration Participation Certificates, 5.64%, $264,303 par, due 4/1/2026	**	297,703
	Southern California Edison Co.	Southern California Edison Co., 4.15%, $100,000 par, due 9/15/2014	**	108,188
	Target Corp.	Target Corp., 0.57%, $40,000 par, due 7/18/2014	**	39,995
	Target Corp.	Target Corp., 1.13%, $20,000 par, due 7/18/2014	**	20,147
	Thomson Reuters Corp.	Thomson Reuters Corp., 5.7%, $135,000 par, due 10/1/2014	**	149,394
	Time Warner Cable Inc.	Time Warner Cable Inc., 7.5%, $70,000 par, due 4/1/2014	**	78,376
	Toronto-Dominion Bank	Toronto-Dominion Bank/The, 1.38%, $65,000 par, due 7/14/2014	**	65,766
	Toyota	Toyota Motor Credit Corp., 1.25%, $110,000 par, due 11/17/2014	**	110,614
	Union Electric Co.	Union Electric Co., 6.7%, $25,000 par, due 2/1/2019	**	30,371
	United States Small Business Administration	United States Small Business Administration, 2.88%, $200,000 par, due 9/10/2021	**	202,714
	United States Small Business Administration	United States Small Business Administration, 4.23%, $592,844 par, due 9/10/2019	**	633,525
	United States Small Business Administration	United States Small Business Administration, 5.72%, $442,917 par, due 9/10/2018	**	490,854
	United States Treasury	United States Treasury Inflation Indexed Bonds, 0.63%, $135,000 par, due 4/15/2013	**	147,056
	United States Treasury	United States Treasury Inflation Indexed Bonds, 0.63%, $650,000 par, due 7/15/2021	**	698,547
	United States Treasury	United States Treasury Inflation Indexed Bonds, 1.13%, $175,000 par, due 1/15/2021	**	202,008
	United States Treasury	United States Treasury Inflation Indexed Bonds, 1.25%, $75,000 par, due 7/15/2020	**	88,074
	United States Treasury	United States Treasury Inflation Indexed Bonds, 1.88%, $835,000 par, due 7/15/2019	**	1,043,251
	United States Treasury	United States Treasury Note/Bond, 1.88%, $375,000 par, due 10/31/2017	**	392,081
	United States Treasury	United States Treasury Note/Bond, 2.25%, $750,000 par, due 7/31/2018	**	797,693
	United States Treasury	United States Treasury Note/Bond, 2.5%, $100,000 par, due 6/30/2017	**	108,148
	United States Treasury	United States Treasury Note/Bond, 2.63%, $100,000 par, due 8/15/2020	**	107,852
	United States Treasury	United States Treasury Note/Bond, 2.63%, $75,000 par, due 11/15/2020	**	80,742
	United Technologies Corp.	United Technologies Corp., 6.13%, $100,000 par, due 2/1/2019	**	123,568

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(a)	(b) Identity of issue, borrower, lessor or similar party	(c) Description of investment, including maturity date, rate of interest, collateral, par or maturity value	(d) Cost	(e) Current value
	University of California	University of California, 0.89%, $50,000 par, due 7/1/2013	**	$ 50,087
	US Central Federal Credit Union	US Central Federal Credit Union, 1.9%, $150,000 par, due 10/19/2012	**	152,093
	Verizon Communications Inc.	Verizon Communications Inc., 8.75%, $75,000 par, due 11/1/2018	**	101,305
	Volkswagen	Volkswagen Auto Lease Trust, 0.77%, $88,417 par, due 1/22/2013	**	88,450
	Wal-Mart Stores Inc.	Wal-Mart Stores Inc., 1.63%, $100,000 par, due 4/15/2014	**	102,199
	Wal-Mart Stores Inc.	Wal-Mart Stores Inc., 2.25%, $65,000 par, due 7/8/2015	**	67,801
	Wisconsin Public Service Corp.	Wisconsin Public Service Corp., 5.65%, $45,000 par, due 11/1/2017	**	52,937
	World Omni Financial Corp.	World Omni Auto Receivables Trust, 0.65%, $175,000 par, due 8/15/2014	**	174,804
	XTO Energy Inc.	XTO Energy Inc., 4.9%, $65,000 par, due 2/1/2014	**	70,569
	Yale University	Yale University, 2.9%, $175,000 par, due 10/15/2014	**	185,283
*	Participants	Participant notes receivable (interest rates ranging from 3.25% to 9.50%)		8,616,316
				$ 343,068,800

*Indicates a party-in-interest investment.

**Not applicable for participant-directed investments.

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		Shares of registered investment companies		
	Loomis Sayles	Loomis Sayles Value Fund	**	$ 8,438,015
	PIMCO Funds	PIMCO Total Return Fund	**	16,764,075
	Vanguard Funds	Vanguard Inflation-Protected Securities Fund	**	3,634,069
	Vanguard Funds	Vanguard Index Fund	**	13,692,392
	Columbia	Columbia Small Cap Value II Fund	**	5,175,597
	American Funds	American Funds The Growth Fund of America	**	26,543,264
	Blackrock	Blackrock U.S. Opportunities Portfolio Fund	**	21,612,407
	T. Rowe Price	T. Rowe Price New Horizons Fund	**	22,661,897
	Thornburg	Thornburg International Value Fund	**	20,239,315
*	Fidelity Investments	Fidelity U.S. Government Reserves Fund	**	13,877,529
	American Century Investments	American Century Mid Cap Value Fund	**	4,136,506
	T. Rowe Price	T. Rowe Price Retirement Income Fund	**	1,318,555
	T. Rowe Price	T. Rowe Price Retirement 2010 Fund	**	2,864,753
	T. Rowe Price	T. Rowe Price Retirement 2020 Fund	**	10,124,158
	T. Rowe Price	T. Rowe Price Retirement 2030 Fund	**	12,017,716
	T. Rowe Price	T. Rowe Price Retirement 2040 Fund	**	6,562,265
	T. Rowe Price	T. Rowe Price Retirement 2050 Fund	**	752,964
	Massachusetts Mutual Life Insurance Company	Investment contract with insurance company	**	80,841,629
	Wells Fargo Bank	Wells Fargo Stable Return Fund G	**	21,049,982
	Wells Fargo	WF Short Term Investment Fund, 0.22%, $2,076,382 par	**	2,076,382
	Ally Auto	Ally Auto Receivables Trust, 0.97%, $220,000 par, due 8/17/2015	**	220,044
	Ally Auto	Ally Auto Receivables Trust, 1.18%, $175,000 par, due 4/15/2015	**	175,726
	Ally Auto	Ally Auto Receivables Trust, 1.38%, $200,000 par, due 1/15/2015	**	201,260
	Amal Ltd.	Amal Ltd./Cayman Islands, 3.46%, $336,501 par, due 8/21/2021	**	353,787
	Arizona Educational Loan Marketing Corp.	Arizona Educational Loan Marketing Corp., 0.78%, $65,814 par, due 6/1/2023	**	64,897
	AT&T Inc.	AT&T Inc., 5.1%, $100,000 par, due 9/15/2014	**	110,144
	Bank of America	BA Credit Card Trust, 0.58%, $200,000 par, due 9/15/2015	**	200,532
	Bank of America	Banc of America Merrill Lynch Commercial Mortgage Inc., 4.86%, $175,000 par, due 7/10/2043	**	189,553
	Bank of America	Banc of America Merrill Lynch Commercial Mortgage Inc., 5.12%, $200,000 par, due 10/10/2045	**	220,628
	Bank of America	Banc of America Merrill Lynch Commercial Mortgage Inc., 5.19%, $175,000 par, due 9/10/2047	**	193,548
	Bank of America	Bank of America Corp., 3.75%, $75,000 par, due 7/12/2016	**	69,444
	Bank of Montreal	Bank of Montreal, 2.85%, $125,000 par, due 6/9/2015	**	129,570
	Bank of Nova Scotia	Bank of Nova Scotia, 1.45%, $125,000 par, due 7/26/2013	**	126,448
	Barclays Bank PLC	Barclays Bank PLC, 5.2%, $100,000 par, due 7/10/2014	**	103,082
	BB&T Corp.	BB&T Corp., 3.85%, $150,000 par, due 7/27/2012	**	152,448
	Bear Sterns	Bear Stearns Commercial Mortgage Securities, 5.38%, $141,270 par, due 12/11/2040	**	149,190
	BNP Paribas S.A.	BNP Paribas SA, 1.29%, $125,000 par, due 1/10/2014	**	115,283
	BNY Mellon N.A.	BNY Mellon NA, 4.75%, $250,000 par, due 12/15/2014	**	269,490
	The Board of Trustees of the Leland Sanford Junior University	Board of Trustees of The Leland Stanford Junior University/The, 3.63%, $200,000 par, due 5/1/2014	**	213,466
	Boeing Capital Corp.	Boeing Capital Corp., 2.13%, $60,000 par, due 8/15/2016	**	61,293
	Boeing Capital Corp.	Boeing Capital Corp., 6.5%, $90,000 par, due 2/15/2012	**	90,678
	BP Capital Markets PLC	BP Capital Markets PLC, 2.25%, $130,000 par, due 11/1/2016	**	130,829
	Brazos Higher Education Authority	Brazos Higher Education Authority, 0.65%, $103,900 par, due 12/26/2018	**	103,184
	Canadian Imperial Bank	Canadian Imperial Bank of Commerce/Canada, 2%, $125,000 par, due 2/4/2013	**	126,391
	Canadian National Railway Co.	Canadian National Railway Co., 5.85%, $35,000 par, due 11/15/2017	**	42,059
	Caterpillar Financial Services Corp.	Caterpillar Financial Services Corp., 1.38%, $125,000 par, due 5/20/2014	**	126,565
	CenterPoint Energy Houston Electric LLC	CenterPoint Energy Houston Electric LLC, 7%, $30,000 par, due 3/1/2014	**	33,722
	CFCRE Commercial Mortgage	CFCRE Commercial Mortgage Trust, 1.56%, $175,000 par, due 12/15/2021	**	174,895
	Chevron Corp.	Chevron Corp., 3.95%, $125,000 par, due 3/3/2014	**	133,675
	Chrysler	Chrysler Financial Auto Securitization Trust, 0.69%, $59,298 par, due 1/8/2013	**	59,289
	Chrysler	Chrysler Financial Auto Securitization Trust, 2.82%, $53,098 par, due 1/15/2016	**	53,453
	Cisco Systems Inc.	Cisco Systems Inc., 1.63%, $100,000 par, due 3/14/2014	**	101,874
	CIT Education	CIT Education Loan Trust, 0.64%, $68,852 par, due 3/15/2022	**	68,524
	Citigroup	Citigroup Commercial Mortgage Trust, 4.73%, $200,000 par, due 10/15/2041	**	213,076
	Citigroup	Citigroup Inc., 4.59%, $150,000 par, due 12/15/2015	**	150,960
	Citigroup	Citigroup Inc., 6.5%, $55,000 par, due 8/19/2013	**	57,253
	Citigroup	Citigroup/Deutsche Bank Commercial Mortgage Trust, 5.41%, $72,340 par, due 1/15/2046	**	72,301
	Coca-Cola Co.	Coca-Cola Co/The, 5.35%, $45,000 par, due 11/15/2017	**	54,023
	Collegiate Funding Services	Collegiate Funding Services Education Loan Trust, 0.74%, $76,716 par, due 6/28/2021	**	76,496
	Commercial	Commercial Mortgage Pass Through Certificates, 3.25%, $125,952 par, due 6/10/2038	**	126,981
	ConocoPhillips	ConocoPhillips, 4.75%, $160,000 par, due 2/1/2014	**	172,803
	Credit Suisse	Credit Suisse First Boston Mortgage Securities Corp., 5.1%, $175,000 par, due 8/15/2038	**	191,574
	Credit Suisse	Credit Suisse/New York NY, 5.5%, $105,000 par, due 5/1/2014	**	109,139
	Deutsche Bank AG	Deutsche Bank AG/London, 3.88%, $125,000 par, due 8/18/2014	**	127,159
	Ecolab Inc.	Ecolab Inc., 3%, $45,000 par, due 12/8/2016	**	46,548
	EI du Pont de Nemours & Co.	EI du Pont de Nemours & Co., 1.75%, $100,000 par, due 3/25/2014	**	101,863
	EI du Pont de Nemours & Co.	EI du Pont de Nemours & Co., 5%, $6,000 par, due 1/15/2013	**	6,259
	European Investment Bank	European Investment Bank, 2.88%, $100,000 par, due 1/15/2015	**	104,097
	Fannie Mae	Fannie Mae Pool, 2.03%, $362,769 par, due 6/1/2034	**	380,690
	Fannie Mae	Fannie Mae Pool, 2.36%, $32,766 par, due 5/1/2034	**	34,543
	Fannie Mae	Fannie Mae Pool, 2.38%, $59,168 par, due 10/1/2034	**	62,262

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	Fannie Mae	Fannie Mae Pool, 2.5%, $200,000 par, due 2/1/2042	**	$ 205,304
	Fannie Mae	Fannie Mae Pool, 2.67%, $246,994 par, due 11/1/2041	**	255,168
	Fannie Mae	Fannie Mae Pool, 2.92%, $200,000 par, due 4/1/2016	**	209,698
	Fannie Mae	Fannie Mae Pool, 3%, $140,094 par, due 1/1/2041	**	146,307
	Fannie Mae	Fannie Mae Pool, 3%, $172,371 par, due 11/1/2021	**	179,931
	Fannie Mae	Fannie Mae Pool, 3%, $198,157 par, due 12/1/2021	**	206,848
	Fannie Mae	Fannie Mae Pool, 3%, $220,838 par, due 11/1/2021	**	230,524
	Fannie Mae	Fannie Mae Pool, 3%, $242,140 par, due 10/1/2021	**	252,760
	Fannie Mae	Fannie Mae Pool, 3.12%, $488,585 par, due 2/1/2041	**	510,522
	Fannie Mae	Fannie Mae Pool, 3.36%, $219,619 par, due 9/1/2040	**	228,990
	Fannie Mae	Fannie Mae Pool, 3.5%, $170,979 par, due 3/1/2021	**	179,042
	Fannie Mae	Fannie Mae Pool, 3.5%, $200,000 par, due 2/1/2022	**	209,281
	Fannie Mae	Fannie Mae Pool, 3.5%, $310,314 par, due 9/1/2021	**	324,948
	Fannie Mae	Fannie Mae Pool, 3.5%, $413,875 par, due 1/1/2021	**	433,393
	Fannie Mae	Fannie Mae Pool, 3.5%, $697,281 par, due 12/1/2020	**	730,164
	Fannie Mae	Fannie Mae Pool, 3.6%, $180,591 par, due 4/1/2040	**	189,077
	Fannie Mae	Fannie Mae Pool, 3.61%, $300,808 par, due 2/1/2040	**	314,786
	Fannie Mae	Fannie Mae Pool, 3.92%, $1,200,473 par, due 8/1/2014	**	1,244,411
	Fannie Mae	Fannie Mae Pool, 4%, $142,126 par, due 5/1/2024	**	149,939
	Fannie Mae	Fannie Mae Pool, 4%, $395,454 par, due 9/1/2025	**	417,192
	Fannie Mae	Fannie Mae Pool, 4%, $616,979 par, due 8/1/2024	**	650,894
	Fannie Mae	Fannie Mae Pool, 4.1%, $320,000 par, due 8/1/2014	**	339,242
	Fannie Mae	Fannie Mae Pool, 5.5%, $212,527 par, due 11/1/2020	**	231,276
	Fannie Mae	Fannie Mae Pool, 5.5%, $228,252 par, due 9/1/2021	**	248,388
	Fannie Mae	Fannie Mae Pool, 5.5%, $238,973 par, due 6/1/2037	**	260,414
	Fannie Mae	Fannie Mae Pool, 5.5%, $299,003 par, due 8/1/2035	**	330,877
	Fannie Mae	Fannie Mae Pool, 5.5%, $324,045 par, due 5/1/2035	**	358,588
	Fannie Mae	Fannie Mae Pool, 6.5%, $132,926 par, due 1/1/2037	**	149,297
	Fannie Mae	Fannie Mae Pool, 6.5%, $171,953 par, due 10/1/2036	**	193,131
	Fannie Mae	Fannie Mae Pool, 6.5%, $2,958 par, due 5/1/2017	**	3,241
	Fannie Mae	Fannie Mae Pool, 6.5%, $69,161 par, due 9/1/2038	**	77,333
	Fannie Mae	Fannie Mae REMICS, 4%, $367,542 par, due 10/25/2036	**	388,694
	Fannie Mae	Fannie Mae REMICS, 6.75%, $6,154 par, due 4/25/2018	**	6,514
	Fannie Mae	Fannie Mae, 2.57%, $275,000 par, due 2/1/2042	**	281,359
	Federal National Mortgage Association	Federal National Mortgage Association, 1.25%, $400,000 par, due 9/28/2016	**	401,624
	Federal Home Loan Mortgage Corporation	FHLMC Multifamily Structured Pass Through Certificates, 2.41%, $50,000 par, due 8/25/2018	**	50,758
	Federal Home Loan Mortgage Corporation	FHLMC Multifamily Structured Pass Through, 3.88%, $275,000 par, due 11/25/2017	**	300,438
	Federal Home Loan Mortgage Corporation	FHLMC Multifamily Structured Pass Through, 2.7%, $125,000 par, due 5/25/2018	**	128,521
	Florida Power Corp.	Florida Power Corp., 4.8%, $100,000 par, due 3/1/2013	**	104,422
	Ford	Ford Credit Auto Lease Trust, 0.82%, $200,000 par, due 1/15/2014	**	199,842
	Ford	Ford Credit Auto Owner Trust, 0.97%, $200,000 par, due 1/15/2015	**	200,420
	Freddie Mac	Freddie Mac Gold Pool, 3%, $200,000 par, due 12/1/2026	**	207,236
	Freddie Mac	Freddie Mac Gold Pool, 5.5%, $10,197 par, due 12/1/2034	**	11,318
	Freddie Mac	Freddie Mac Gold Pool, 5.5%, $107,027 par, due 6/1/2038	**	116,278
	Freddie Mac	Freddie Mac Gold Pool, 5.5%, $25,784 par, due 6/1/2033	**	28,102
	Freddie Mac	Freddie Mac Gold Pool, 5.5%, $32,679 par, due 12/1/2020	**	35,480
	Freddie Mac	Freddie Mac Gold Pool, 5.5%, $32,966 par, due 7/1/2020	**	35,792
	Freddie Mac	Freddie Mac Gold Pool, 5.5%, $476,494 par, due 2/1/2037	**	517,682
	Freddie Mac	Freddie Mac Gold Pool, 5.5%, $54,282 par, due 12/1/2020	**	58,935
	Freddie Mac	Freddie Mac Gold Pool, 5.5%, $6,971 par, due 1/1/2021	**	7,569
	Freddie Mac	Freddie Mac Gold Pool, 5.5%, $8,557 par, due 7/1/2038	**	9,296
	Freddie Mac	Freddie Mac Gold Pool, 5.5%, $93,695 par, due 12/1/2037	**	101,794
	Freddie Mac	Freddie Mac Gold Pool, 5.5%, $95,667 par, due 11/1/2038	**	103,936
	Freddie Mac	Freddie Mac Gold Pool, 6%, $4,495 par, due 6/1/2016	**	4,883
	Freddie Mac	Freddie Mac Gold Pool, 6.5%, $2,203 par, due 5/1/2016	**	2,357
	Freddie Mac	Freddie Mac Gold Pool, 7%, $3,343 par, due 9/1/2031	**	3,871
	Freddie Mac	Freddie Mac Non Gold Pool, 2.75%, $199,191 par, due 11/1/2041	**	205,862
	Freddie Mac	Freddie Mac Non Gold Pool, 3%, $112,247 par, due 11/1/2040	**	116,934
	Freddie Mac	Freddie Mac Pool, 2.5%, $200,000 par, due 2/1/2042	**	205,064
	Freddie Mac	Freddie Mac REMICS, 4%, $1,475,000 par, due 8/15/2018	**	1,561,243
	Freddie Mac	Freddie Mac REMICS, 4.5%, $435,138 par, due 10/15/2023	**	469,914
	Freddie Mac	Freddie Mac REMICS, 7%, $14,975 par, due 8/15/2029	**	17,161
	Gate Capital Cayman Two Ltd.	Gate Capital Cayman Two Ltd., 2.64%, $361,351 par, due 12/2/2021	**	364,935
	GE Capital Commercial Mortgage Corp.	GE Capital Commercial Mortgage Corp., 4.97%, $175,000 par, due 7/10/2045	**	189,758
	GE Equipment Small Ticket LLC	GE Equipment Small Ticket LLC, 1.14%, $100,000 par, due 6/23/2014	**	100,075
	General Dynamics Corp.	General Dynamics Corp., 5.25%, $90,000 par, due 2/1/2014	**	98,202
	General Electric Capital Corp.	General Electric Capital Corp., 3.35%, $75,000 par, due 10/17/2016	**	78,105
	General Electric Capital Corp.	General Electric Capital Corp., 5.38%, $55,000 par, due 10/20/2016	**	61,472
	General Electric Co.	General Electric Co., 5.25%, $45,000 par, due 12/6/2017	**	51,649
	Genzyme Corp.	Genzyme Corp., 3.63%, $75,000 par, due 6/15/2015	**	80,078
	Ginnie Mae	Ginnie Mae I pool, 6%, $14,410 par, due 7/15/2037	**	16,336
	Ginnie Mae	Ginnie Mae I pool, 6%, $33,489 par, due 7/15/2037	**	37,966
	Ginnie Mae	Ginnie Mae I pool, 6%, $52,819 par, due 7/15/2037	**	59,881
	Ginnie Mae	Ginnie Mae I pool, 6.5%, $331,013 par, due 5/15/2037	**	377,189
	Ginnie Mae	Ginnie Mae II pool, 2.5%, $174,127 par, due 10/20/2041	**	179,961
	Ginnie Mae	Ginnie Mae II pool, 2.5%, $325,000 par, due 12/20/2041	**	335,888
	Ginnie Mae	Ginnie Mae II pool, 5.46%, $410,390 par, due 7/20/2059	**	448,385

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SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR) - CONTINUED
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(a)	(b) Identity of issue, borrower, lessor or similar party	(c) Description of investment, including maturity date, rate of interest, collateral, par or maturity value	(d) Cost	(e) Current value
	Ginnie Mae	Ginnie Mae II pool, 5.46%, $540,555 par, due 8/20/2059	**	$ 588,364
	Ginnie Mae	Ginnie Mae II pool, 5.47%, $416,216 par, due 11/20/2059	**	455,416
	Ginnie Mae	Ginnie Mae II pool, 5.5%, $236,805 par, due 5/20/2060	**	266,487
	Ginnie Mae	Ginnie Mae II pool, 5.52%, $830,332 par, due 12/20/2059	**	910,831
	GMAC Commercial Mortgage Securities, Inc.	GMAC Commercial Mortgage Securities Inc., 3.34%, $50,161 par, due 5/10/2036	**	50,390
	GMAC Commercial Mortgage Securities, Inc.	GMAC Commercial Mortgage Securities Inc., 4.65%, $15,489 par, due 4/10/2040	**	15,635
	Goldman Sachs Group Inc.	Goldman Sachs Group Inc./The, 5.15%, $125,000 par, due 1/15/2014	**	127,379
	Harley-Davidson	Harley-Davidson Motorcycle Trust, 0.71%, $100,000 par, due 5/15/2015	**	99,860
	Hewlett-Packard Co.	Hewlett-Packard Co., 5.5%, $85,000 par, due 3/1/2018	**	94,475
	Honda	Honda Auto Receivables Owner Trust, 0.67%, $175,000 par, due 4/21/2014	**	174,923
	Howard Hughes Medical Institute	Howard Hughes Medical Institute, 3.45%, $150,000 par, due 9/1/2014	**	159,975
	Hyundai	Hyundai Auto Receivables Trust, 2.03%, $119,863 par, due 8/15/2013	**	120,337
	Intel Corp.	Intel Corp., 1.95%, $70,000 par, due 10/1/2016	**	71,961
	Iowa Student Loan Liquidity Corp.	Iowa Student Loan Liquidity Corp., 0.67%, $77,458 par, due 3/25/2022	**	76,146
	Japan Finance Corp.	Japan Finance Corp., 2.13%, $150,000 par, due 11/5/2012	**	151,619
	JP Morgan Chase	JP Morgan Chase Commercial Mortgage Securities Corp., 4.54%, $49,149 par, due 1/15/2042	**	49,100
	JP Morgan Chase	JP Morgan Chase Commercial Mortgage Securities Corp., 5.21%, $100,000 par, due 12/15/2044	**	110,620
	JP Morgan Chase	JP Morgan Chase Commercial Mortgage Securities Corp., 5.33%, $175,000 par, due 8/12/2037	**	191,051
	JP Morgan Chase	JPMorgan Chase & Co., 3.15%, $190,000 par, due 7/5/2016	**	190,889
	Kansas City Power & Light Co.	Kansas City Power & Light Co., 7.15%, $30,000 par, due 4/1/2019	**	37,553
	Kellogg Co.	Kellogg Co., 5.13%, $55,000 par, due 12/3/2012	**	57,161
	King International Leasing LLC.	King International Leasing LLC, 2.75%, $185,273 par, due 10/15/2022	**	188,387
	Kreditanstalt fuer Wiederaufbau	Kreditanstalt fuer Wiederaufbau, 1.88%, $200,000 par, due 1/14/2013	**	202,464
	Kreditanstalt fuer Wiederaufbau	Kreditanstalt fuer Wiederaufbau, 4%, $175,000 par, due 10/15/2013	**	184,748
	Kroger Co.	Kroger Co/The, 7.5%, $35,000 par, due 1/15/2014	**	39,115
	Lehman Brothers-UBS	LB-UBS Commercial Mortgage Trust, 4.09%, $18,037 par, due 3/15/2027	**	18,276
	Lehman Brothers-UBS	LB-UBS Commercial Mortgage Trust, 4.39%, $50,000 par, due 3/15/2032	**	51,270
	Mercedes-Benz	Mercedes-Benz Auto Receivables Trust, 0.85%, $75,000 par, due 3/16/2015	**	75,059
	Merck & Co. Inc.	Merck & Co. Inc., 4%, $140,000 par, due 6/30/2015	**	154,172
	Merrill Lynch	Merrill Lynch Mortgage Trust, 5.62%, $28,365 par, due 7/12/2034	**	28,551
	MetLife Inc.	MetLife Inc., 6.82%, $75,000 par, due 8/15/2018	**	89,216
	MidAmerican Energy Co.	MidAmerican Energy Co., 5.13%, $70,000 par, due 1/15/2013	**	72,989
	Morgan Stanley	Morgan Stanley Capital I, 5.23%, $175,000 par, due 9/15/2042	**	192,556
	Morgan Stanley	Morgan Stanley Dean Witter Capital I, 5.08%, $218,931 par, due 9/15/2037	**	222,843
	Morgan Stanley	Morgan Stanley, 5.95%, $175,000 par, due 12/28/2017	**	166,730
	National Credit Union Association	NCUA Guaranteed Notes, 0.65%, $140,304 par, due 5/7/2020	**	140,304
	Nelnet	Nelnet Education Loan Funding Inc., 0.65%, $122,342 par, due 8/26/2019	**	121,249
	Nelnet	Nelnet Student Loan Trust, 0.57%, $80,624 par, due 1/25/2021	**	80,317
	Northern States Power Co.	Northern States Power Co./MN, 1.95%, $125,000 par, due 8/15/2015	**	127,913
	Oracle Corp.	Oracle Corp., 4.95%, $120,000 par, due 4/15/2013	**	126,726
	Overseas Private Investment Corp.	Overseas Private Investment Corp., 0.77%, $350,000 par, due 4/15/2012	**	365,239
	Panhandle-Plains Higher Education Authority Inc.	Panhandle-Plains Higher Education Authority Inc., 1.08%, $124,187 par, due 10/1/2018	**	123,909
	PepsiCo Inc.	PepsiCo Inc./NC, 7.9%, $75,000 par, due 11/1/2018	**	101,255
	Praxair Inc.	Praxair Inc., 5.25%, $115,000 par, due 11/15/2014	**	129,069
	Private Export Funding Corp.	Private Export Funding Corp., 3.05%, $225,000 par, due 10/15/2014	**	239,054
	Procter & Gamble Co.	Procter & Gamble Co./The, 0.7%, $110,000 par, due 8/15/2014	**	110,536
	Province of Manitoba Canada	Province of Manitoba Canada, 2.13%, $120,000 par, due 4/22/2013	**	122,395
	Province of Ontario Canada	Province of Ontario Canada, 4.1%, $200,000 par, due 6/16/2014	**	214,908
	Public Service Electric & Gas Co.	Public Service Electric & Gas Co., 6.33%, $125,000 par, due 11/1/2013	**	136,655
	Rowan Cos Inc.	Rowan Cos Inc., 3.16%, $166,663 par, due 7/15/2021	**	172,295
	Royal Bank of Canada	Royal Bank of Canada, 3.13%, $100,000 par, due 4/14/2015	**	104,922
	Shell	Shell International Finance BV, 4%, $150,000 par, due 3/21/2014	**	161,226
	Simon Property Group LP	Simon Property Group LP, 5.1%, $125,000 par, due 6/15/2015	**	136,586
	SLM Corporation	SLM Student Loan Trust, 0.69%, $129,815 par, due 3/25/2025	**	128,570
	Small Business Administration	Small Business Administration Participation Certificates, 5.64%, $264,303 par, due 4/1/2026	**	297,703
	Southern California Edison Co.	Southern California Edison Co., 4.15%, $100,000 par, due 9/15/2014	**	108,188
	Target Corp.	Target Corp., 0.57%, $40,000 par, due 7/18/2014	**	39,995
	Target Corp.	Target Corp., 1.13%, $20,000 par, due 7/18/2014	**	20,147
	Thomson Reuters Corp.	Thomson Reuters Corp., 5.7%, $135,000 par, due 10/1/2014	**	149,394
	Time Warner Cable Inc.	Time Warner Cable Inc., 7.5%, $70,000 par, due 4/1/2014	**	78,376
	Toronto-Dominion Bank	Toronto-Dominion Bank/The, 1.38%, $65,000 par, due 7/14/2014	**	65,766
	Toyota	Toyota Motor Credit Corp., 1.25%, $110,000 par, due 11/17/2014	**	110,614
	Union Electric Co.	Union Electric Co., 6.7%, $25,000 par, due 2/1/2019	**	30,371
	United States Small Business Administration	United States Small Business Administration, 2.88%, $200,000 par, due 9/10/2021	**	202,714
	United States Small Business Administration	United States Small Business Administration, 4.23%, $592,844 par, due 9/10/2019	**	633,525
	United States Small Business Administration	United States Small Business Administration, 5.72%, $442,917 par, due 9/10/2018	**	490,854
	United States Treasury	United States Treasury Inflation Indexed Bonds, 0.63%, $135,000 par, due 4/15/2013	**	147,056
	United States Treasury	United States Treasury Inflation Indexed Bonds, 0.63%, $650,000 par, due 7/15/2021	**	698,547
	United States Treasury	United States Treasury Inflation Indexed Bonds, 1.13%, $175,000 par, due 1/15/2021	**	202,008
	United States Treasury	United States Treasury Inflation Indexed Bonds, 1.25%, $75,000 par, due 7/15/2020	**	88,074
	United States Treasury	United States Treasury Inflation Indexed Bonds, 1.88%, $835,000 par, due 7/15/2019	**	1,043,251
	United States Treasury	United States Treasury Note/Bond, 1.88%, $375,000 par, due 10/31/2017	**	392,081
	United States Treasury	United States Treasury Note/Bond, 2.25%, $750,000 par, due 7/31/2018	**	797,693
	United States Treasury	United States Treasury Note/Bond, 2.5%, $100,000 par, due 6/30/2017	**	108,148
	United States Treasury	United States Treasury Note/Bond, 2.63%, $100,000 par, due 8/15/2020	**	107,852
	United States Treasury	United States Treasury Note/Bond, 2.63%, $75,000 par, due 11/15/2020	**	80,742
	United Technologies Corp.	United Technologies Corp., 6.13%, $100,000 par, due 2/1/2019	**	123,568

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SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR) - CONTINUED
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(a)	(b) Identity of issue, borrower, lessor or similar party	(c) Description of investment, including maturity date, rate of interest, collateral, par or maturity value	(d) Cost	(e) Current value
	University of California	University of California, 0.89%, $50,000 par, due 7/1/2013	**	$ 50,087
	US Central Federal Credit Union	US Central Federal Credit Union, 1.9%, $150,000 par, due 10/19/2012	**	152,093
	Verizon Communications Inc.	Verizon Communications Inc., 8.75%, $75,000 par, due 11/1/2018	**	101,305
	Volkswagen	Volkswagen Auto Lease Trust, 0.77%, $88,417 par, due 1/22/2013	**	88,450
	Wal-Mart Stores Inc.	Wal-Mart Stores Inc., 1.63%, $100,000 par, due 4/15/2014	**	102,199
	Wal-Mart Stores Inc.	Wal-Mart Stores Inc., 2.25%, $65,000 par, due 7/8/2015	**	67,801
	Wisconsin Public Service Corp.	Wisconsin Public Service Corp., 5.65%, $45,000 par, due 11/1/2017	**	52,937
	World Omni Financial Corp.	World Omni Auto Receivables Trust, 0.65%, $175,000 par, due 8/15/2014	**	174,804
	XTO Energy Inc.	XTO Energy Inc., 4.9%, $65,000 par, due 2/1/2014	**	70,569
	Yale University	Yale University, 2.9%, $175,000 par, due 10/15/2014	**	185,283
*	Participants	Participant notes receivable (interest rates ranging from 3.25% to 9.50%)		8,616,316
				$ 343,068,800

*Indicates a party-in-interest investment.

**Not applicable for participant-directed investments.