

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 <div style="text-align: center; font-size: 1.2em; font-weight: bold;">2011</div> This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2011 or fiscal plan year beginning <u>01/01/2011</u> and ending <u>12/31/2011</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☐
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information —enter all requested information				
1a Name of plan <u>ESSELTE GROUP U.S. RETIREMENT SAVINGS PLAN</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>010</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>04/10/1964</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>010</u>	1c Effective date of plan <u>04/10/1964</u>	
1b Three-digit plan number (PN) ▶	<u>010</u>				
1c Effective date of plan <u>04/10/1964</u>					
2a Plan sponsor's name and address, including room or suite number (Employer, if for single-employer plan) <u>ESSELTE CORPORATION</u> <u>225 BROADHOLLOW RD</u> <u>SUITE 300</u> <u>MELVILLE, NY 11747-3760</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>20-3098654</u></td> </tr> <tr> <td>2c Sponsor's telephone number <u>631-675-5700</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>322200</u></td> </tr> </table>	2b Employer Identification Number (EIN) <u>20-3098654</u>	2c Sponsor's telephone number <u>631-675-5700</u>	2d Business code (see instructions) <u>322200</u>	
2b Employer Identification Number (EIN) <u>20-3098654</u>					
2c Sponsor's telephone number <u>631-675-5700</u>					
2d Business code (see instructions) <u>322200</u>					

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

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

SIGN HERE	<u>Filed with authorized/valid electronic signature.</u>	<u>10/12/2012</u>	<u>DAVID GERARD</u>
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	<u>Filed with authorized/valid electronic signature.</u>	<u>10/12/2012</u>	<u>DAVID GERARD</u>
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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

Form 5500 (2011)
v.012611

3a Plan administrator's name and address (if same as plan sponsor, enter "Same") ESSELTE CORPORATION 225 BROADHOLLOW RD SUITE 300 MELVILLE, NY 11747-3760	3b Administrator's EIN 20-3098654
	3c Administrator's telephone number 631-675-5700

4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name	4b EIN 4c PN
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5 Total number of participants at the beginning of the plan year	5	984
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6 Number of participants as of the end of the plan year (welfare plans complete only lines 6a , 6b , 6c , and 6d).		
a Active participants.....	6a	556
b Retired or separated participants receiving benefits.....	6b	0
c Other retired or separated participants entitled to future benefits.....	6c	411
d Subtotal. Add lines 6a , 6b , and 6c	6d	967
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	6
f Total. Add lines 6d and 6e	6f	973
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	934
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	53

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

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

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

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

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

a Pension Schedules

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

b General Schedules

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

SCHEDULE A (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <hr/> <small>Department of Labor Employee Benefits Security Administration</small> <hr/> <small>Pension Benefit Guaranty Corporation</small>	Insurance Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500. ► Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).	OMB No. 1210-0110 <hr/> 2011 <hr/> This Form is Open to Public Inspection
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For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011		
A Name of plan ESSELTE GROUP U.S. RETIREMENT SAVINGS PLAN	B Three-digit plan number (PN) ►	010
C Plan sponsor's name as shown on line 2a of Form 5500 ESSELTE CORPORATION	D Employer Identification Number (EIN) 20-3098654	

Part I	Information Concerning Insurance Contract Coverage, Fees, and Commissions Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.
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1 Coverage Information:

(a) Name of insurance carrier
NEW YORK LIFE INSURANCE COMPANY

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
13-5582869	66915	30500	934	01/01/2011	12/31/2011

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Part II Investment and Annuity Contract Information

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

4 Current value of plan's interest under this contract in the general account at year end	4	
5 Current value of plan's interest under this contract in separate accounts at year end	5	15069615

6 Contracts With Allocated Funds:**a** State the basis of premium rates ▶

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

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity
(3) ☐ other (specify) ▶

f If contract purchased, in whole or in part, to distribute benefits from a terminating plan check here ▶ ☐**7** Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)

a Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee
(3) ☐ guaranteed investment (4) ☐ other ▶

b Balance at the end of the previous year	7b	
c Additions: (1) Contributions deposited during the year	7c(1)	
(2) Dividends and credits	7c(2)	
(3) Interest credited during the year	7c(3)	
(4) Transferred from separate account	7c(4)	
(5) Other (specify below)	7c(5)	
▶		
(6) Total additions	7c(6)	
d Total of balance and additions (add b and c(6))	7d	
e Deductions:		
(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	
(2) Administration charge made by carrier	7e(2)	
(3) Transferred to separate account	7e(3)	
(4) Other (specify below)	7e(4)	
▶		
(5) Total deductions	7e(5)	
f Balance at the end of the current year (subtract e(5) from d)	7f	

Part III Welfare Benefit Contract Information

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

8 Benefit and contract type (check all applicable boxes)

- a** ☐ Health (other than dental or vision)
 b ☐ Dental
 c ☐ Vision
 d ☐ Life insurance
e ☐ Temporary disability (accident and sickness)
 f ☐ Long-term disability
 g ☐ Supplemental unemployment
 h ☐ Prescription drug
i ☐ Stop loss (large deductible)
 j ☐ HMO contract
 k ☐ PPO contract
 l ☐ Indemnity contract
m ☐ Other (specify) ▶

9 Experience-rated contracts:

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

10 Nonexperience-rated contracts:

a Total premiums or subscription charges paid to carrier.....	10a	
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, item 2 above, report amount.	10b	

Specify nature of costs ▶

Part IV Provision of Information

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

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

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

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

A Name of plan <u>ESSELTE GROUP U.S. RETIREMENT SAVINGS PLAN</u>	B Three-digit plan number (PN) ▶ <u>010</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>ESSELTE CORPORATION</u>	D Employer Identification Number (EIN) <u>20-3098654</u>

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

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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)

THE BOSTONIAN GROUP INSURANCE AGENCY

04-2848081

(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?
20	RETAINED BY EMPLOYER	65000	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

CROWE HORWATH LLP

35-0921680

(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?
10	RETAINED BY EMPLOYER	24250	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

NEW YORK LIFE INVESTMENT MANAGEMENT

52-2206685

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 37 62 64	RETAINED BY EMPLOYER	21477	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small>	DFE/Participating Plan Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500.	OMB No. 1210-0110 <hr/> 2011 <hr/> This Form is Open to Public Inspection.
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For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

A Name of plan <u>ESSELTE GROUP U.S. RETIREMENT SAVINGS PLAN</u>	B Three-digit plan number (PN) ►	<u>010</u>
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>ESSELTE CORPORATION</u>	D Employer Identification Number (EIN) <u>20-3098654</u>	

Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)
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a Name of MTIA, CCT, PSA, or 103-12 IE: NEW YORK LIFE ANCHOR ACCOUNT

b Name of sponsor of entity listed in (a): NEW YORK LIFE INSURANCE COMPANY

c EIN-PN <u>13-5582869-125</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>15069615</u>
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a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

SCHEDULE H (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110
		2011
		This Form is Open to Public Inspection

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011		
A Name of plan ESSELTE GROUP U.S. RETIREMENT SAVINGS PLAN	B Three-digit plan number (PN) ►	010
C Plan sponsor's name as shown on line 2a of Form 5500 ESSELTE CORPORATION	D Employer Identification Number (EIN) 20-3098654	

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)		
(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)	1114888	1302377
(9) Value of interest in common/collective trusts.....	1c(9)		
(10) Value of interest in pooled separate accounts.....	1c(10)	13561346	15069615
(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)	38874635	36390765
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)		

1d Employer-related investments:		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	53550869	52762757

Liabilities

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

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	53550869	52762757
---	-----------	----------	----------

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)	1393379	
(B) Participants	2a(1)(B)	1710493	
(C) Others (including rollovers)	2a(1)(C)	7996	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		3111868
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	53518	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		53518
(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)	486654	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		486654
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate.....	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		335569
(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)		-1435066
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		2552543

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	3229793	
(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)		3229793
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)	24385	
(2) Contract administrator fees	2i(2)	21477	
(3) Investment advisory and management fees	2i(3)	65000	
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		110862
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		3340655

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		-788112
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) ☒ Disclaimer (4) ☐ Adverse

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

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

(1) Name: CROWE HORWATH LLP

(2) EIN: 35-0921680

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

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

Part IV Compliance Questions

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

During the plan year:

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

- 5a** Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?

If "Yes," enter the amount of any plan assets that reverted to the employer this year..... ☐ Yes ☒ No Amount:

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

5b(1) Name of plan(s)

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

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2011
		This Form is Open to Public Inspection.

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

A Name of plan <u>ESSELTE GROUP U.S. RETIREMENT SAVINGS PLAN</u>	B Three-digit plan number (PN) ▶ <u>010</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>ESSELTE CORPORATION</u>	D Employer Identification Number (EIN) <u>20-3098654</u>

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
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>13-3808042</u>	
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.	
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3

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

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?.....	☐ Yes	☐ No	☐ N/A
If the plan is a defined benefit plan, go to line 8.			
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____ If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.			
6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived)	6a		
b Enter the amount contributed by the employer to the plan for this plan year	6b		
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount).....	6c		
If you completed line 6c, skip lines 8 and 9.			
7 Will the minimum funding amount reported on line 6c be met by the funding deadline?	☐ Yes	☐ No	☐ N/A
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?.....	☐ Yes	☐ No	☐ N/A

Part III	Amendments
-----------------	-------------------

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

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

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?.....	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.).....	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

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

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

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

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

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

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

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

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

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

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

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

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

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

**ESSELTE GROUP U.S. RETIREMENT
SAVINGS PLAN**
Melville, New York

FINANCIAL STATEMENTS
December 31, 2011 and 2010

ESSELTE GROUP U.S. RETIREMENT SAVINGS PLAN
Melville, New York

FINANCIAL STATEMENTS
December 31, 2011 and 2010

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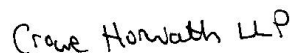
REPORT OF INDEPENDENT AUDITORS

To the Benefits Committee of the
Esselte Group U.S. Retirement Savings Plan
Melville, New York

We were engaged to audit the financial statements and supplemental schedule of the Esselte Group U.S. Retirement Savings Plan (the "Plan") as of December 31, 2011 and 2010 and for the years then ended, as listed in the accompanying contents page. These financial statements and the 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 3, which was certified by New York Life Trust Company, the trustee 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 holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained certification from the trustee as of December 31, 2011 and 2010 and for the years then ended that the information provided to the plan administrator by the trustee is complete and accurate.

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



Crowe Horwath LLP

Oak Brook, Illinois
October 4, 2012

ESSELTE GROUP U.S. RETIREMENT SAVINGS PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
December 31, 2011 and 2010

	<u>2011</u>	<u>2010</u>
ASSETS		
Investments, at fair value (Note 3)	\$ 51,305,163	\$ 52,281,422
Receivables		
Notes receivable from participants	<u>1,302,377</u>	<u>1,114,888</u>
Total and net assets reflecting all investments, at fair value	52,607,540	53,396,310
Adjustment from fair value to contract value for fully benefit responsive investment contracts	<u>155,217</u>	<u>154,559</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u>\$ 52,762,757</u>	<u>\$ 53,550,869</u>

See accompanying notes to financial statements.

ESSELTE GROUP U.S. RETIREMENT SAVINGS PLAN
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
Years ended December 31, 2011 and 2010

	<u>2011</u>	<u>2010</u>
Investment income (loss):		
Interest and dividends	\$ 875,741	\$ 813,398
Net appreciation (depreciation) in fair value of investments – mutual funds	<u>(1,435,066)</u>	<u>4,843,525</u>
Total investment income (loss)	(559,325)	5,656,923
Contributions		
Participant	1,710,493	1,671,874
Participants' rollover	7,996	-
Employer contributions	<u>1,393,379</u>	<u>1,357,676</u>
Total contributions	3,111,868	3,029,550
Payments to participants	(3,229,793)	(2,815,456)
Administrative expenses and other	<u>(110,862)</u>	<u>(121,550)</u>
Net increase (decrease)	(788,112)	5,749,467
Net assets available for benefits		
Beginning of year	<u>53,550,869</u>	<u>47,801,402</u>
End of year	<u>\$ 52,762,757</u>	<u>\$ 53,550,869</u>

See accompanying notes to financial statements.

ESSELTE GROUP U.S. RETIREMENT SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2011 and 2010

NOTE 1 - PLAN DESCRIPTION

Esselte Group U.S. Retirement Savings Plan (the "Plan") is a defined contribution plan administered by a committee (the "Committee") appointed by the Board of Directors of the Esselte Corporation (the "Company" or the "Employer"). The Plan incorporates the salary deferral provisions of Section 401(k) of the Internal Revenue Code, an employer matching contribution provision and a safe harbor non-elective contribution provision.

Eligibility and Funding: All nonbargaining employees who are at least 21 years of age are eligible to become participants under the Plan. To be eligible for the Employer's contributions, a contributing participant must have completed one year of service. Under the Plan's provisions, plan participants may contribute up to 60% of compensation to the Plan on a tax deferred basis in the form of salary reduction contributions. The maximum annual 401(k) salary deferral contribution per participant was \$16,500 in 2011 and 2010. Effective January 1, 2010, the Plan was amended to remove the 2% maximum discretionary employer match limit. The discretionary matching contribution formula for the plan years ended December 31, 2011 and 2010 was 50% of employee deferrals up to a maximum of 6% of compensation. The additional discretionary safe harbor non-elective contribution formula for the Plan years ended December 31, 2011 and 2010 was equal to 3% of compensation for each participant.

Participant Accounts: Each participant's account is credited with the participant's contribution and an allocation of (a) the Company's contributions and (b) the Plan's earnings and charged with an allocation of administrative expenses and the Plan's losses. Allocations are based on participant earnings, losses 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. Each participant directs the investment of his or her account to any of the investment options available under the Plan.

Vesting: Participants are immediately vested in their contributions as well as the safe harbor non-elective contribution plus actual earnings thereon. Vesting in the employer matching contributions is based on years of service and is as follows: 20% after the first year of employment, increasing 20% for each year thereafter, until the completion of five years of employment, at which time vesting is 100%.

Benefit Payments: Participants may elect to receive benefit payments in a single-sum payment or installments. A fully vested participant with an account balance of \$5,000 or more, as of his or her date of termination, may elect to leave his or her account balance invested in the Plan until as late as the date on which such participant reaches the age of 70½. Vested benefit payments are payable to participants upon the participant signing a request and one of the following: attainment of retirement age, total and permanent disability or financial hardship. In the case of financial hardship, only amounts representing salary deferral contributions may be withdrawn. Inactive participants' vested accounts shall be held for each participant until retirement payments begin. In addition, inactive vested participants may request in writing to rollover vested accounts into another retirement plan.

Death Benefits: If a vested participant dies while receiving benefit payments, the form of distribution in effect at the time of death will continue to the beneficiary or the beneficiary may elect an alternate form of distribution. If the participant dies before retirement, the vested account will be distributed in accordance with the participant's election. If no form of election has been specified by the participant, the automatic form of distribution, as defined by the Plan, will occur through a single-sum payment.

(Continued)

ESSELTE GROUP U.S. RETIREMENT SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2011 and 2010

NOTE 1 - PLAN DESCRIPTION (Continued)

Forfeitures: The Employer's portion of nonvested accounts of terminated participants shall be used to pay administrative expenses of the Plan to the extent not paid by the Company. Any forfeitures remaining after paying the administrative expenses shall be applied to reduce the contributions of the Employer's next payment due under the Plan, unless the Employer has elected that such remaining forfeitures shall be allocated among the accounts of active participants who are eligible to receive allocations of nonelective employer contributions for the plan year in which the forfeiture occurs. Forfeitures that are allocated among the accounts of eligible active participants shall be allocated in the same manner as nonelective employer contributions. As of December 31, 2011 and 2010, the Plan has available \$2 and \$30,002, respectively, to offset future plan expenses or employer contributions.

Notes Receivable from Participants: The Plan allows participants to borrow money from participant contributions, as follows: (a) loans shall be granted in a uniform and nondiscriminatory manner; (b) the aggregate amount of all such loans to a participant shall not exceed the lesser of 50% of the participant's total vested interest in the Plan or \$50,000; (c) a note shall be signed by the participant with his or her vested interest in his or her account designated as collateral; (d) the loan must be repaid within five years, unless it is for the purchase of a primary residence, which must be repaid within ten years; and (e) in the event of the termination of the participant before the loan is repaid in full, the unpaid balance thereof, together with interest thereon, shall become due and payable and the trustee shall first satisfy the indebtedness from the amount payable by the participant before making any payment to the participant or the participant's designated beneficiary. Interest is charged at a fixed rate, determined by the prime rate in effect as of the first day of the quarter in which the loan is made. Loan repayments are made through payroll deductions.

Administrative and Investment Management Expenses: Loan origination fees associated with notes receivable from participants and Plan's record keeping and trustee fees are paid by the Plan and are reflected in the financial statements as administrative expenses of the Plan. Investment management fees are charged to the Plan as a reduction of investment return and are included in the investment income (loss) reported by the Plan.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting: The accompanying financial statements have been prepared using the accrual basis of accounting.

Investment Valuation and Income Recognition: The Plan's investments are reported at fair value. 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.

(Continued)

ESSELTE GROUP U.S. RETIREMENT SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2011 and 2010

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Fully Benefit-Responsive Investment Contracts: While Plan investments are presented at fair value in the statements of net assets available for benefits, the difference between the fair value of the Plan's indirect interests in fully benefit-responsive investment contracts and their contract value is presented as an adjustment line in the statement of net assets available for benefits, because contract value is the relevant measurement attribute for that portion of the Plan's net assets available for benefits. Contract value represents contributions made to a contract, plus earnings, less participant withdrawals and administrative expenses. Participants in fully benefit-responsive contracts may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value. The Plan holds an indirect interest in such contracts through its investment in a stable value fund.

The stable value fund is managed by New York Life Insurance Company. The contract for the New York Life Stable Value Fund ("SVF") specifies certain conditions under which distributions from the SVF would be payable at amounts below contract value. Such circumstances may include a partial plan termination, mergers, spin-offs, layoffs, early retirement incentive programs, sales or closings of all or a portion of the plan sponsor's operations, bankruptcy, or receivership, if these events would lead to a request for payment of more than 10% of the Plan's value in the fund. The contract does not limit the circumstances under which the issuer may terminate the contract. Currently, management believes that the occurrence of an event that would cause the Plan to transact contract distributions at less than contract value is not probable.

The crediting interest rate of the SVF is based on actual returns of the underlying assets. The SVF does not have a guaranteed crediting rate; however, it cannot be less than zero.

	<u>2011</u>	<u>2010</u>
Average contract yield, in the aggregate:		
Based on annualized earnings ⁽¹⁾	3.14%	2.64%
Based on interest rate credited to participants ⁽²⁾	2.64%	2.14%

- ⁽¹⁾ Computed by dividing the annualized one-day actual earnings of the contract on the last day of the Plan year by the fair value of the contract investments on the same date.
- ⁽²⁾ Computed by dividing the annualized one-day earnings credited to participants on the last day of the Plan year by the fair value of the contract investments on the same date

Notes Receivable from Participants: Notes receivable from participants are reported at their unpaid principal balance plus any accrued but unpaid interest, with no allowance for credit losses, as repayments of principal and interest are received through payroll deductions and the notes are collateralized by the participants' account balances.

Use of Estimates: The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

Risks and Uncertainties: The Plan provides for various investments that in general are exposed to various risks, such as interest rate, market, liquidity and credit risks. Because of the level of risk associated with certain investment securities and the sensitivity of certain fair value estimates to changes in valuation assumptions, 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 the amounts reported in the statements of net assets available for benefits and participants' individual account balances.

(Continued)

ESSELTE GROUP U.S. RETIREMENT SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2011 and 2010

NOTE 3 - UNAUDITED INFORMATION – CERTIFIED INVESTMENTS AND NOTES RECEIVABLE FROM PARTICIPANTS

Substantially all information pertaining to the Plan's investments and notes receivable from participants included in the financial statements, including the associated investment income and interest earned on notes receivable from participants, was obtained or derived from information supplied to the plan administrator and certified as complete and accurate by New York Life Trust Company, the trustee of the Plan. This information has not been audited by independent accountants.

The following table presents the fair values of investments that represent 5% or more of the Plan's net assets available for benefits at December 31, 2011 and 2010.

	December 31, <u>2011</u>	<u>2010</u>
Stable Value – Pooled Separate Account		
New York Life Insurance Company Anchor		
Account I Stable Value Fund (contract values		
were \$15,069,615 and \$13,561,346 for 2011 and		
2010, respectively)	\$ 14,914,398	\$ 13,406,787
Mutual Funds		
Main Stay S&P 500 Fund I	4,665,254	4,699,402
American Funds Growth Fund of America	-	4,006,532
Columbia Acorn Fund A	4,850,708	5,523,313
Davis New York Venture Fund A	-	5,082,333
Columbia Select Small Cap Fund Z	-	3,311,930
PIMCO Total Return Fund	3,387,934	3,476,000
Thornburg International Value Fund R5	2,604,687*	3,190,090
MainStay Large Cap Growth Fund I	3,533,871	-
MainStay MAP Fund I	4,647,730	-

*Investment is less than 5% of Plan's assets; included for comparative purposes only.

During 2011 and 2010, the Plan's investments in mutual funds (including gains and losses on investments bought and sold, as well as held during the year) appreciated (depreciated) in value by \$(1,435,066) and \$4,843,525, respectively.

The Plan also earned interest and dividends of \$875,741 and \$813,398 for the years ended December 31, 2011 and 2010, respectively.

NOTE 4 - PRIORITIES UPON TERMINATION OF THE PLAN

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. Upon termination or partial termination of the Plan or upon the complete discontinuance of contributions to the Plan, the amount credited to the accounts at such time shall become fully vested and nonforfeitable.

(Continued)

NOTE 5 - FAIR VALUE MEASUREMENTS

Fair value is the price that would be received by the Plan for an asset or paid by the Plan to transfer a liability (an exit price) in an orderly transaction between market participants on the measurement date in the Plan's principal or most advantageous market for the asset or liability. Fair value measurements are determined by maximizing the use of observable inputs and minimizing the use of unobservable inputs. The hierarchy places the highest priority on unadjusted quoted market prices in active markets for identical assets or liabilities (level 1 measurements), considers quoted prices for similar assets and liabilities in an active market (level 2 measurements) and gives the lowest priority to unobservable inputs (level 3 measurements).

Level 1: Quoted prices (unadjusted) for identical assets or liabilities in active markets that the Plan has the ability to access as of the measurement date.

Level 2: Significant other observable inputs other than level 1 prices such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data.

Level 3: Significant unobservable inputs that reflect the Plan's own assumptions about the assumptions that market participants would use in pricing an asset or liability.

In some cases, a valuation technique used to measure fair value may include inputs from multiple levels of the fair value hierarchy. The lowest level of significant input determines the placement of the entire fair value measurement in the hierarchy.

Mutual funds: Mutual funds are stated at the quoted market price on the last business day of the year as reflected on national securities exchanges (level 1 inputs).

Stable value fund: The fair values of participation units in the stable value pooled separate account are based upon the net asset values of such fund, after adjustments to reflect all fund investments at fair value, including direct and indirect interests in fully benefit-responsive contracts, as reported by the fund manager (level 2 inputs). The fund invests in corporate bonds, commercial mortgage backed securities, collateralized mortgage obligations and asset backed securities, with the objective of providing low risk, stable retirement at competitive yields and may be an appropriate investment option for those investors seeking to accumulate current income while preserving value of the original investment. The fund provides for daily redemptions by the Plan with no advance notice requirements. Participants own units in the account and redeem at the account's reported net asset value per unit.

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

ESSELTE GROUP U.S. RETIREMENT SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2011 and 2010

NOTE 5 - FAIR VALUE MEASUREMENTS (Continued)

Investments measured at fair value on a recurring basis are summarized below:

Investment Assets at Fair Value on a Recurring Basis as of December 31, 2011			
	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>
Stable value fund	\$ -	\$14,914,398	\$ -
Mutual funds:			
Fixed income	3,387,934	-	-
International equity	2,647,138	-	-
Inflation-protected bond	728,217	-	-
Intermediate government	117,105	-	-
Large cap equity	6,351,821	-	-
Mid cap equity	5,653,151	-	-
Small cap equity	866,356	-	-
Large growth equity	3,533,781	-	-
Small growth equity	2,492,180	-	-
Large value equity	4,647,730	-	-
Target date equity	4,702,382	-	-
Target date blended	<u>1,262,970</u>	<u>-</u>	<u>-</u>
	<u>\$ 36,390,765</u>	<u>\$14,914,398</u>	<u>\$ -</u>

Investment Assets at Fair Value on a Recurring Basis as of December 31, 2010			
	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>
Stable value fund	\$ -	\$13,406,787	\$ -
Mutual funds:			
Fixed Income	3,476,000	-	-
International equity	3,222,502	-	-
Inflation-Protected bond	58,461	-	-
Intermediate government	18,427	-	-
Large cap equity	15,626,943	-	-
Mid cap equity	6,346,646	-	-
Small cap equity	4,169,020	-	-
Target date equity	4,593,369	-	-
Target date blended	<u>1,363,267</u>	<u>-</u>	<u>-</u>
	<u>\$ 38,874,635</u>	<u>\$13,406,787</u>	<u>\$ -</u>

There were no transfers between level 1 and level 2 during 2011 or 2010.

(Continued)

ESSELTE GROUP U.S. RETIREMENT SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2011 and 2010

NOTE 6 - PARTY-IN-INTEREST TRANSACTIONS

Parties-in-interest are defined under the Department of Labor's regulations as any fiduciary of the Plan, any party rendering services to the Plan, the Employer, and certain others. Certain professional and administrative fees related to the operation of the Plan were paid by the Company. Fees paid by the Plan during 2011 and 2010 amounted to \$110,862 and \$121,550, respectively.

Participants in the Plan are permitted to borrow funds from their vested balance as described in Note 1. The notes receivable from participants qualify as party-in-interest transactions.

Plan investments invested in funds issued by New York Life Insurance Company qualify as party-in-interest investments as New York Life Insurance Company is affiliated with New York Life Trust Company, the trustee of the Plan.

NOTE 7 - INCOME TAX STATUS

The Plan obtained its latest determination letter dated October 13, 2010, in which the Internal Revenue Service stated that the Plan, as then designed, was in compliance with the applicable regulations of the Internal Revenue Code ("IRC"). Although the Plan has been amended since receiving the determination letter, the Company and Plan administrator believe that the Plan is currently designed and operated in compliance with the applicable requirements of the IRC, and the Plan and related trust continue to be tax-exempt. Therefore, no provision for income taxes has been included in the Plan's financial statements.

NOTE 8 - SUBSEQUENT EVENTS

Plan management has evaluated subsequent events for recognition and disclosure through October 4, 2012, which is the date the financial statements were available to be issued.

As a result of the acquisition of American Pad and Paper by the Company, effective January 1, 2012, a portion of the Insperity 401(k) Plan assets were transferred into the Plan. The asset transfer involved the assets of those Employees formerly employed by American Pad & Paper who became the Company's employees of January 1, 2012 who had an account balance under the Insperity 401(k) Plan. As a result, \$4,108,607 in assets were transferred into the Plan on January 10, 2012. Additionally, effective January 1, 2012, the Company suspended its matching contributions.

SUPPLEMENTAL SCHEDULE

ESSELTE GROUP U.S. RETIREMENT SAVINGS PLAN
SCHEDULE H, LINE 4i – SCHEDULE OF ASSETS (HELD AT END OF YEAR)
December 31, 2011

Name of Plan Sponsor: Esselte Corporation
Employer Identification Number: 20-3098654
Three-Digit Plan Number: 010

(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
		<u>Pooled Separate Account</u>		
*	New York Life Insurance Company	Stable Value Fund (Anchor Account I)	#	\$ 15,069,615
		<u>Mutual Funds</u>		
	Blackrock	LifePath Retirement Fund	#	1,262,970
	Blackrock	LifePath 2020 Institutional Fund	#	2,135,360
	Blackrock	LifePath 2030 Institutional Fund	#	1,878,880
	Blackrock	LifePath 2040 Institutional Fund	#	686,039
	Blackrock	LifePath 2050 Institutional Fund	#	2,103
	Nuveen	Real Estate Securities I	#	508,743
	PIMCO Funds	Total Return Fund	#	3,387,934
	Lord Abbett	Developing Growth Fund A	#	2,492,180
	MainStay	S&P 500 Index Fund I	#	4,665,254
	MainStay	Large Cap Growth Fund I	#	3,533,781
	MainStay	MAP Fund I	#	4,647,730
	Allianz NFJ	Small Cap Value Adm.	#	866,356
	Invesco	Growth & Income Fund	#	1,686,567
	Columbia	Acorn Fund A	#	4,850,708
	Columbia	Acorn International Fund	#	42,451
	Thornburg	International Value Fund R5	#	2,604,687
	Wells Fargo	Advantage Mid Cap Disc (Adm)	#	293,700
	Wells Fargo	Advantage Government Securities Fund	#	117,105
	Blackrock	Inflation Protected Bond	#	728,217
				<u>36,390,765</u>
*		Notes receivable from participants (interest rates 4.25% and 10.50%)	#	<u>1,302,377</u>
	Total investments			<u>\$ 52,762,757</u>

* Denotes a party in interest.

Investment is participant-directed. Historical cost is not required to be presented.

**ESSELTE GROUP U.S. RETIREMENT
SAVINGS PLAN**
Melville, New York

FINANCIAL STATEMENTS
December 31, 2011 and 2010

ESSELTE GROUP U.S. RETIREMENT SAVINGS PLAN
Melville, New York

FINANCIAL STATEMENTS
December 31, 2011 and 2010

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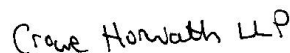
REPORT OF INDEPENDENT AUDITORS

To the Benefits Committee of the
Esselte Group U.S. Retirement Savings Plan
Melville, New York

We were engaged to audit the financial statements and supplemental schedule of the Esselte Group U.S. Retirement Savings Plan (the "Plan") as of December 31, 2011 and 2010 and for the years then ended, as listed in the accompanying contents page. These financial statements and the 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 3, which was certified by New York Life Trust Company, the trustee 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 holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained certification from the trustee as of December 31, 2011 and 2010 and for the years then ended that the information provided to the plan administrator by the trustee is complete and accurate.

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



Crowe Horwath LLP

Oak Brook, Illinois
October 4, 2012

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Vesting: Participants are immediately vested in their contributions as well as the safe harbor non-elective contribution plus actual earnings thereon. Vesting in the employer matching contributions is based on years of service and is as follows: 20% after the first year of employment, increasing 20% for each year thereafter, until the completion of five years of employment, at which time vesting is 100%.

Benefit Payments: Participants may elect to receive benefit payments in a single-sum payment or installments. A fully vested participant with an account balance of \$5,000 or more, as of his or her date of termination, may elect to leave his or her account balance invested in the Plan until as late as the date on which such participant reaches the age of 70½. Vested benefit payments are payable to participants upon the participant signing a request and one of the following: attainment of retirement age, total and permanent disability or financial hardship. In the case of financial hardship, only amounts representing salary deferral contributions may be withdrawn. Inactive participants' vested accounts shall be held for each participant until retirement payments begin. In addition, inactive vested participants may request in writing to rollover vested accounts into another retirement plan.

Death Benefits: If a vested participant dies while receiving benefit payments, the form of distribution in effect at the time of death will continue to the beneficiary or the beneficiary may elect an alternate form of distribution. If the participant dies before retirement, the vested account will be distributed in accordance with the participant's election. If no form of election has been specified by the participant, the automatic form of distribution, as defined by the Plan, will occur through a single-sum payment.

(Continued)

ESSELTE GROUP U.S. RETIREMENT SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2011 and 2010

NOTE 1 - PLAN DESCRIPTION (Continued)

Forfeitures: The Employer's portion of nonvested accounts of terminated participants shall be used to pay administrative expenses of the Plan to the extent not paid by the Company. Any forfeitures remaining after paying the administrative expenses shall be applied to reduce the contributions of the Employer's next payment due under the Plan, unless the Employer has elected that such remaining forfeitures shall be allocated among the accounts of active participants who are eligible to receive allocations of nonelective employer contributions for the plan year in which the forfeiture occurs. Forfeitures that are allocated among the accounts of eligible active participants shall be allocated in the same manner as nonelective employer contributions. As of December 31, 2011 and 2010, the Plan has available \$2 and \$30,002, respectively, to offset future plan expenses or employer contributions.

Notes Receivable from Participants: The Plan allows participants to borrow money from participant contributions, as follows: (a) loans shall be granted in a uniform and nondiscriminatory manner; (b) the aggregate amount of all such loans to a participant shall not exceed the lesser of 50% of the participant's total vested interest in the Plan or \$50,000; (c) a note shall be signed by the participant with his or her vested interest in his or her account designated as collateral; (d) the loan must be repaid within five years, unless it is for the purchase of a primary residence, which must be repaid within ten years; and (e) in the event of the termination of the participant before the loan is repaid in full, the unpaid balance thereof, together with interest thereon, shall become due and payable and the trustee shall first satisfy the indebtedness from the amount payable by the participant before making any payment to the participant or the participant's designated beneficiary. Interest is charged at a fixed rate, determined by the prime rate in effect as of the first day of the quarter in which the loan is made. Loan repayments are made through payroll deductions.

Administrative and Investment Management Expenses: Loan origination fees associated with notes receivable from participants and Plan's record keeping and trustee fees are paid by the Plan and are reflected in the financial statements as administrative expenses of the Plan. Investment management fees are charged to the Plan as a reduction of investment return and are included in the investment income (loss) reported by the Plan.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting: The accompanying financial statements have been prepared using the accrual basis of accounting.

Investment Valuation and Income Recognition: The Plan's investments are reported at fair value. 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.

(Continued)

ESSELTE GROUP U.S. RETIREMENT SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2011 and 2010

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Fully Benefit-Responsive Investment Contracts: While Plan investments are presented at fair value in the statements of net assets available for benefits, the difference between the fair value of the Plan's indirect interests in fully benefit-responsive investment contracts and their contract value is presented as an adjustment line in the statement of net assets available for benefits, because contract value is the relevant measurement attribute for that portion of the Plan's net assets available for benefits. Contract value represents contributions made to a contract, plus earnings, less participant withdrawals and administrative expenses. Participants in fully benefit-responsive contracts may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value. The Plan holds an indirect interest in such contracts through its investment in a stable value fund.

The stable value fund is managed by New York Life Insurance Company. The contract for the New York Life Stable Value Fund ("SVF") specifies certain conditions under which distributions from the SVF would be payable at amounts below contract value. Such circumstances may include a partial plan termination, mergers, spin-offs, layoffs, early retirement incentive programs, sales or closings of all or a portion of the plan sponsor's operations, bankruptcy, or receivership, if these events would lead to a request for payment of more than 10% of the Plan's value in the fund. The contract does not limit the circumstances under which the issuer may terminate the contract. Currently, management believes that the occurrence of an event that would cause the Plan to transact contract distributions at less than contract value is not probable.

The crediting interest rate of the SVF is based on actual returns of the underlying assets. The SVF does not have a guaranteed crediting rate; however, it cannot be less than zero.

	<u>2011</u>	<u>2010</u>
Average contract yield, in the aggregate:		
Based on annualized earnings ⁽¹⁾	3.14%	2.64%
Based on interest rate credited to participants ⁽²⁾	2.64%	2.14%

- ⁽¹⁾ Computed by dividing the annualized one-day actual earnings of the contract on the last day of the Plan year by the fair value of the contract investments on the same date.
- ⁽²⁾ Computed by dividing the annualized one-day earnings credited to participants on the last day of the Plan year by the fair value of the contract investments on the same date

Notes Receivable from Participants: Notes receivable from participants are reported at their unpaid principal balance plus any accrued but unpaid interest, with no allowance for credit losses, as repayments of principal and interest are received through payroll deductions and the notes are collateralized by the participants' account balances.

Use of Estimates: The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

Risks and Uncertainties: The Plan provides for various investments that in general are exposed to various risks, such as interest rate, market, liquidity and credit risks. Because of the level of risk associated with certain investment securities and the sensitivity of certain fair value estimates to changes in valuation assumptions, 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 the amounts reported in the statements of net assets available for benefits and participants' individual account balances.

(Continued)

ESSELTE GROUP U.S. RETIREMENT SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2011 and 2010

NOTE 3 - UNAUDITED INFORMATION – CERTIFIED INVESTMENTS AND NOTES RECEIVABLE FROM PARTICIPANTS

Substantially all information pertaining to the Plan's investments and notes receivable from participants included in the financial statements, including the associated investment income and interest earned on notes receivable from participants, was obtained or derived from information supplied to the plan administrator and certified as complete and accurate by New York Life Trust Company, the trustee of the Plan. This information has not been audited by independent accountants.

The following table presents the fair values of investments that represent 5% or more of the Plan's net assets available for benefits at December 31, 2011 and 2010.

	December 31, <u>2011</u>	<u>2010</u>
Stable Value – Pooled Separate Account		
New York Life Insurance Company Anchor		
Account I Stable Value Fund (contract values		
were \$15,069,615 and \$13,561,346 for 2011 and		
2010, respectively)	\$ 14,914,398	\$ 13,406,787
Mutual Funds		
Main Stay S&P 500 Fund I	4,665,254	4,699,402
American Funds Growth Fund of America	-	4,006,532
Columbia Acorn Fund A	4,850,708	5,523,313
Davis New York Venture Fund A	-	5,082,333
Columbia Select Small Cap Fund Z	-	3,311,930
PIMCO Total Return Fund	3,387,934	3,476,000
Thornburg International Value Fund R5	2,604,687*	3,190,090
MainStay Large Cap Growth Fund I	3,533,871	-
MainStay MAP Fund I	4,647,730	-

*Investment is less than 5% of Plan's assets; included for comparative purposes only.

During 2011 and 2010, the Plan's investments in mutual funds (including gains and losses on investments bought and sold, as well as held during the year) appreciated (depreciated) in value by \$(1,435,066) and \$4,843,525, respectively.

The Plan also earned interest and dividends of \$875,741 and \$813,398 for the years ended December 31, 2011 and 2010, respectively.

NOTE 4 - PRIORITIES UPON TERMINATION OF THE PLAN

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. Upon termination or partial termination of the Plan or upon the complete discontinuance of contributions to the Plan, the amount credited to the accounts at such time shall become fully vested and nonforfeitable.

(Continued)

NOTE 5 - FAIR VALUE MEASUREMENTS

Fair value is the price that would be received by the Plan for an asset or paid by the Plan to transfer a liability (an exit price) in an orderly transaction between market participants on the measurement date in the Plan's principal or most advantageous market for the asset or liability. Fair value measurements are determined by maximizing the use of observable inputs and minimizing the use of unobservable inputs. The hierarchy places the highest priority on unadjusted quoted market prices in active markets for identical assets or liabilities (level 1 measurements), considers quoted prices for similar assets and liabilities in an active market (level 2 measurements) and gives the lowest priority to unobservable inputs (level 3 measurements).

Level 1: Quoted prices (unadjusted) for identical assets or liabilities in active markets that the Plan has the ability to access as of the measurement date.

Level 2: Significant other observable inputs other than level 1 prices such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data.

Level 3: Significant unobservable inputs that reflect the Plan's own assumptions about the assumptions that market participants would use in pricing an asset or liability.

In some cases, a valuation technique used to measure fair value may include inputs from multiple levels of the fair value hierarchy. The lowest level of significant input determines the placement of the entire fair value measurement in the hierarchy.

Mutual funds: Mutual funds are stated at the quoted market price on the last business day of the year as reflected on national securities exchanges (level 1 inputs).

Stable value fund: The fair values of participation units in the stable value pooled separate account are based upon the net asset values of such fund, after adjustments to reflect all fund investments at fair value, including direct and indirect interests in fully benefit-responsive contracts, as reported by the fund manager (level 2 inputs). The fund invests in corporate bonds, commercial mortgage backed securities, collateralized mortgage obligations and asset backed securities, with the objective of providing low risk, stable retirement at competitive yields and may be an appropriate investment option for those investors seeking to accumulate current income while preserving value of the original investment. The fund provides for daily redemptions by the Plan with no advance notice requirements. Participants own units in the account and redeem at the account's reported net asset value per unit.

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

ESSELTE GROUP U.S. RETIREMENT SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2011 and 2010

NOTE 5 - FAIR VALUE MEASUREMENTS (Continued)

Investments measured at fair value on a recurring basis are summarized below:

Investment Assets at Fair Value on a Recurring Basis as of December 31, 2011			
	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>
Stable value fund	\$ -	\$14,914,398	\$ -
Mutual funds:			
Fixed income	3,387,934	-	-
International equity	2,647,138	-	-
Inflation-protected bond	728,217	-	-
Intermediate government	117,105	-	-
Large cap equity	6,351,821	-	-
Mid cap equity	5,653,151	-	-
Small cap equity	866,356	-	-
Large growth equity	3,533,781	-	-
Small growth equity	2,492,180	-	-
Large value equity	4,647,730	-	-
Target date equity	4,702,382	-	-
Target date blended	<u>1,262,970</u>	<u>-</u>	<u>-</u>
	<u>\$ 36,390,765</u>	<u>\$14,914,398</u>	<u>\$ -</u>

Investment Assets at Fair Value on a Recurring Basis as of December 31, 2010			
	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>
Stable value fund	\$ -	\$13,406,787	\$ -
Mutual funds:			
Fixed Income	3,476,000	-	-
International equity	3,222,502	-	-
Inflation-Protected bond	58,461	-	-
Intermediate government	18,427	-	-
Large cap equity	15,626,943	-	-
Mid cap equity	6,346,646	-	-
Small cap equity	4,169,020	-	-
Target date equity	4,593,369	-	-
Target date blended	<u>1,363,267</u>	<u>-</u>	<u>-</u>
	<u>\$ 38,874,635</u>	<u>\$13,406,787</u>	<u>\$ -</u>

There were no transfers between level 1 and level 2 during 2011 or 2010.

(Continued)

ESSELTE GROUP U.S. RETIREMENT SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2011 and 2010

NOTE 6 - PARTY-IN-INTEREST TRANSACTIONS

Parties-in-interest are defined under the Department of Labor's regulations as any fiduciary of the Plan, any party rendering services to the Plan, the Employer, and certain others. Certain professional and administrative fees related to the operation of the Plan were paid by the Company. Fees paid by the Plan during 2011 and 2010 amounted to \$110,862 and \$121,550, respectively.

Participants in the Plan are permitted to borrow funds from their vested balance as described in Note 1. The notes receivable from participants qualify as party-in-interest transactions.

Plan investments invested in funds issued by New York Life Insurance Company qualify as party-in-interest investments as New York Life Insurance Company is affiliated with New York Life Trust Company, the trustee of the Plan.

NOTE 7 - INCOME TAX STATUS

The Plan obtained its latest determination letter dated October 13, 2010, in which the Internal Revenue Service stated that the Plan, as then designed, was in compliance with the applicable regulations of the Internal Revenue Code ("IRC"). Although the Plan has been amended since receiving the determination letter, the Company and Plan administrator believe that the Plan is currently designed and operated in compliance with the applicable requirements of the IRC, and the Plan and related trust continue to be tax-exempt. Therefore, no provision for income taxes has been included in the Plan's financial statements.

NOTE 8 - SUBSEQUENT EVENTS

Plan management has evaluated subsequent events for recognition and disclosure through October 4, 2012, which is the date the financial statements were available to be issued.

As a result of the acquisition of American Pad and Paper by the Company, effective January 1, 2012, a portion of the Insperity 401(k) Plan assets were transferred into the Plan. The asset transfer involved the assets of those Employees formerly employed by American Pad & Paper who became the Company's employees of January 1, 2012 who had an account balance under the Insperity 401(k) Plan. As a result, \$4,108,607 in assets were transferred into the Plan on January 10, 2012. Additionally, effective January 1, 2012, the Company suspended its matching contributions.

SUPPLEMENTAL SCHEDULE

ESSELTE GROUP U.S. RETIREMENT SAVINGS PLAN
SCHEDULE H, LINE 4i – SCHEDULE OF ASSETS (HELD AT END OF YEAR)
December 31, 2011

Name of Plan Sponsor: Esselte Corporation
Employer Identification Number: 20-3098654
Three-Digit Plan Number: 010

(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
		<u>Pooled Separate Account</u>		
*	New York Life Insurance Company	Stable Value Fund (Anchor Account I)	#	\$ 15,069,615
		<u>Mutual Funds</u>		
	Blackrock	LifePath Retirement Fund	#	1,262,970
	Blackrock	LifePath 2020 Institutional Fund	#	2,135,360
	Blackrock	LifePath 2030 Institutional Fund	#	1,878,880
	Blackrock	LifePath 2040 Institutional Fund	#	686,039
	Blackrock	LifePath 2050 Institutional Fund	#	2,103
	Nuveen	Real Estate Securities I	#	508,743
	PIMCO Funds	Total Return Fund	#	3,387,934
	Lord Abbett	Developing Growth Fund A	#	2,492,180
	MainStay	S&P 500 Index Fund I	#	4,665,254
	MainStay	Large Cap Growth Fund I	#	3,533,781
	MainStay	MAP Fund I	#	4,647,730
	Allianz NFJ	Small Cap Value Adm.	#	866,356
	Invesco	Growth & Income Fund	#	1,686,567
	Columbia	Acorn Fund A	#	4,850,708
	Columbia	Acorn International Fund	#	42,451
	Thornburg	International Value Fund R5	#	2,604,687
	Wells Fargo	Advantage Mid Cap Disc (Adm)	#	293,700
	Wells Fargo	Advantage Government Securities Fund	#	117,105
	Blackrock	Inflation Protected Bond	#	728,217
				<u>36,390,765</u>
*		Notes receivable from participants (interest rates 4.25% and 10.50%)	#	<u>1,302,377</u>
	Total investments			<u>\$ 52,762,757</u>

* Denotes a party in interest.

Investment is participant-directed. Historical cost is not required to be presented.

**ESSELTE GROUP U.S. RETIREMENT
SAVINGS PLAN**
Melville, New York

FINANCIAL STATEMENTS
December 31, 2011 and 2010

ESSELTE GROUP U.S. RETIREMENT SAVINGS PLAN
Melville, New York

FINANCIAL STATEMENTS
December 31, 2011 and 2010

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REPORT OF INDEPENDENT AUDITORS

To the Benefits Committee of the
Esselte Group U.S. Retirement Savings Plan
Melville, New York

We were engaged to audit the financial statements and supplemental schedule of the Esselte Group U.S. Retirement Savings Plan (the "Plan") as of December 31, 2011 and 2010 and for the years then ended, as listed in the accompanying contents page. These financial statements and the 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 3, which was certified by New York Life Trust Company, the trustee 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 holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained certification from the trustee as of December 31, 2011 and 2010 and for the years then ended that the information provided to the plan administrator by the trustee is complete and accurate.

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

Crowe Horwath LLP

Crowe Horwath LLP

Oak Brook, Illinois
October 4, 2012

ESSELTE GROUP U.S. RETIREMENT SAVINGS PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
December 31, 2011 and 2010

	<u>2011</u>	<u>2010</u>
ASSETS		
Investments, at fair value (Note 3)	\$ 51,305,163	\$ 52,281,422
Receivables		
Notes receivable from participants	<u>1,302,377</u>	<u>1,114,888</u>
Total and net assets reflecting all investments, at fair value	52,607,540	53,396,310
Adjustment from fair value to contract value for fully benefit responsive investment contracts	<u>155,217</u>	<u>154,559</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u>\$ 52,762,757</u>	<u>\$ 53,550,869</u>

See accompanying notes to financial statements.

ESSELTE GROUP U.S. RETIREMENT SAVINGS PLAN
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
Years ended December 31, 2011 and 2010

	<u>2011</u>	<u>2010</u>
Investment income (loss):		
Interest and dividends	\$ 875,741	\$ 813,398
Net appreciation (depreciation) in fair value of investments – mutual funds	<u>(1,435,066)</u>	<u>4,843,525</u>
Total investment income (loss)	(559,325)	5,656,923
Contributions		
Participant	1,710,493	1,671,874
Participants' rollover	7,996	-
Employer contributions	<u>1,393,379</u>	<u>1,357,676</u>
Total contributions	3,111,868	3,029,550
Payments to participants	(3,229,793)	(2,815,456)
Administrative expenses and other	<u>(110,862)</u>	<u>(121,550)</u>
Net increase (decrease)	(788,112)	5,749,467
Net assets available for benefits		
Beginning of year	<u>53,550,869</u>	<u>47,801,402</u>
End of year	<u>\$ 52,762,757</u>	<u>\$ 53,550,869</u>

See accompanying notes to financial statements.

ESSELTE GROUP U.S. RETIREMENT SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2011 and 2010

NOTE 1 - PLAN DESCRIPTION

Esselte Group U.S. Retirement Savings Plan (the "Plan") is a defined contribution plan administered by a committee (the "Committee") appointed by the Board of Directors of the Esselte Corporation (the "Company" or the "Employer"). The Plan incorporates the salary deferral provisions of Section 401(k) of the Internal Revenue Code, an employer matching contribution provision and a safe harbor non-elective contribution provision.

Eligibility and Funding: All nonbargaining employees who are at least 21 years of age are eligible to become participants under the Plan. To be eligible for the Employer's contributions, a contributing participant must have completed one year of service. Under the Plan's provisions, plan participants may contribute up to 60% of compensation to the Plan on a tax deferred basis in the form of salary reduction contributions. The maximum annual 401(k) salary deferral contribution per participant was \$16,500 in 2011 and 2010. Effective January 1, 2010, the Plan was amended to remove the 2% maximum discretionary employer match limit. The discretionary matching contribution formula for the plan years ended December 31, 2011 and 2010 was 50% of employee deferrals up to a maximum of 6% of compensation. The additional discretionary safe harbor non-elective contribution formula for the Plan years ended December 31, 2011 and 2010 was equal to 3% of compensation for each participant.

Participant Accounts: Each participant's account is credited with the participant's contribution and an allocation of (a) the Company's contributions and (b) the Plan's earnings and charged with an allocation of administrative expenses and the Plan's losses. Allocations are based on participant earnings, losses 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. Each participant directs the investment of his or her account to any of the investment options available under the Plan.

Vesting: Participants are immediately vested in their contributions as well as the safe harbor non-elective contribution plus actual earnings thereon. Vesting in the employer matching contributions is based on years of service and is as follows: 20% after the first year of employment, increasing 20% for each year thereafter, until the completion of five years of employment, at which time vesting is 100%.

Benefit Payments: Participants may elect to receive benefit payments in a single-sum payment or installments. A fully vested participant with an account balance of \$5,000 or more, as of his or her date of termination, may elect to leave his or her account balance invested in the Plan until as late as the date on which such participant reaches the age of 70½. Vested benefit payments are payable to participants upon the participant signing a request and one of the following: attainment of retirement age, total and permanent disability or financial hardship. In the case of financial hardship, only amounts representing salary deferral contributions may be withdrawn. Inactive participants' vested accounts shall be held for each participant until retirement payments begin. In addition, inactive vested participants may request in writing to rollover vested accounts into another retirement plan.

Death Benefits: If a vested participant dies while receiving benefit payments, the form of distribution in effect at the time of death will continue to the beneficiary or the beneficiary may elect an alternate form of distribution. If the participant dies before retirement, the vested account will be distributed in accordance with the participant's election. If no form of election has been specified by the participant, the automatic form of distribution, as defined by the Plan, will occur through a single-sum payment.

(Continued)

ESSELTE GROUP U.S. RETIREMENT SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2011 and 2010

NOTE 1 - PLAN DESCRIPTION (Continued)

Forfeitures: The Employer's portion of nonvested accounts of terminated participants shall be used to pay administrative expenses of the Plan to the extent not paid by the Company. Any forfeitures remaining after paying the administrative expenses shall be applied to reduce the contributions of the Employer's next payment due under the Plan, unless the Employer has elected that such remaining forfeitures shall be allocated among the accounts of active participants who are eligible to receive allocations of nonelective employer contributions for the plan year in which the forfeiture occurs. Forfeitures that are allocated among the accounts of eligible active participants shall be allocated in the same manner as nonelective employer contributions. As of December 31, 2011 and 2010, the Plan has available \$2 and \$30,002, respectively, to offset future plan expenses or employer contributions.

Notes Receivable from Participants: The Plan allows participants to borrow money from participant contributions, as follows: (a) loans shall be granted in a uniform and nondiscriminatory manner; (b) the aggregate amount of all such loans to a participant shall not exceed the lesser of 50% of the participant's total vested interest in the Plan or \$50,000; (c) a note shall be signed by the participant with his or her vested interest in his or her account designated as collateral; (d) the loan must be repaid within five years, unless it is for the purchase of a primary residence, which must be repaid within ten years; and (e) in the event of the termination of the participant before the loan is repaid in full, the unpaid balance thereof, together with interest thereon, shall become due and payable and the trustee shall first satisfy the indebtedness from the amount payable by the participant before making any payment to the participant or the participant's designated beneficiary. Interest is charged at a fixed rate, determined by the prime rate in effect as of the first day of the quarter in which the loan is made. Loan repayments are made through payroll deductions.

Administrative and Investment Management Expenses: Loan origination fees associated with notes receivable from participants and Plan's record keeping and trustee fees are paid by the Plan and are reflected in the financial statements as administrative expenses of the Plan. Investment management fees are charged to the Plan as a reduction of investment return and are included in the investment income (loss) reported by the Plan.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting: The accompanying financial statements have been prepared using the accrual basis of accounting.

Investment Valuation and Income Recognition: The Plan's investments are reported at fair value. 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.

(Continued)

ESSELTE GROUP U.S. RETIREMENT SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2011 and 2010

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Fully Benefit-Responsive Investment Contracts: While Plan investments are presented at fair value in the statements of net assets available for benefits, the difference between the fair value of the Plan's indirect interests in fully benefit-responsive investment contracts and their contract value is presented as an adjustment line in the statement of net assets available for benefits, because contract value is the relevant measurement attribute for that portion of the Plan's net assets available for benefits. Contract value represents contributions made to a contract, plus earnings, less participant withdrawals and administrative expenses. Participants in fully benefit-responsive contracts may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value. The Plan holds an indirect interest in such contracts through its investment in a stable value fund.

The stable value fund is managed by New York Life Insurance Company. The contract for the New York Life Stable Value Fund ("SVF") specifies certain conditions under which distributions from the SVF would be payable at amounts below contract value. Such circumstances may include a partial plan termination, mergers, spin-offs, layoffs, early retirement incentive programs, sales or closings of all or a portion of the plan sponsor's operations, bankruptcy, or receivership, if these events would lead to a request for payment of more than 10% of the Plan's value in the fund. The contract does not limit the circumstances under which the issuer may terminate the contract. Currently, management believes that the occurrence of an event that would cause the Plan to transact contract distributions at less than contract value is not probable.

The crediting interest rate of the SVF is based on actual returns of the underlying assets. The SVF does not have a guaranteed crediting rate; however, it cannot be less than zero.

	<u>2011</u>	<u>2010</u>
Average contract yield, in the aggregate:		
Based on annualized earnings ⁽¹⁾	3.14%	2.64%
Based on interest rate credited to participants ⁽²⁾	2.64%	2.14%

- ⁽¹⁾ Computed by dividing the annualized one-day actual earnings of the contract on the last day of the Plan year by the fair value of the contract investments on the same date.
- ⁽²⁾ Computed by dividing the annualized one-day earnings credited to participants on the last day of the Plan year by the fair value of the contract investments on the same date

Notes Receivable from Participants: Notes receivable from participants are reported at their unpaid principal balance plus any accrued but unpaid interest, with no allowance for credit losses, as repayments of principal and interest are received through payroll deductions and the notes are collateralized by the participants' account balances.

Use of Estimates: The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

Risks and Uncertainties: The Plan provides for various investments that in general are exposed to various risks, such as interest rate, market, liquidity and credit risks. Because of the level of risk associated with certain investment securities and the sensitivity of certain fair value estimates to changes in valuation assumptions, 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 the amounts reported in the statements of net assets available for benefits and participants' individual account balances.

(Continued)

ESSELTE GROUP U.S. RETIREMENT SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2011 and 2010

NOTE 3 - UNAUDITED INFORMATION – CERTIFIED INVESTMENTS AND NOTES RECEIVABLE FROM PARTICIPANTS

Substantially all information pertaining to the Plan's investments and notes receivable from participants included in the financial statements, including the associated investment income and interest earned on notes receivable from participants, was obtained or derived from information supplied to the plan administrator and certified as complete and accurate by New York Life Trust Company, the trustee of the Plan. This information has not been audited by independent accountants.

The following table presents the fair values of investments that represent 5% or more of the Plan's net assets available for benefits at December 31, 2011 and 2010.

	December 31, <u>2011</u>	<u>2010</u>
Stable Value – Pooled Separate Account		
New York Life Insurance Company Anchor		
Account I Stable Value Fund (contract values		
were \$15,069,615 and \$13,561,346 for 2011 and		
2010, respectively)	\$ 14,914,398	\$ 13,406,787
Mutual Funds		
Main Stay S&P 500 Fund I	4,665,254	4,699,402
American Funds Growth Fund of America	-	4,006,532
Columbia Acorn Fund A	4,850,708	5,523,313
Davis New York Venture Fund A	-	5,082,333
Columbia Select Small Cap Fund Z	-	3,311,930
PIMCO Total Return Fund	3,387,934	3,476,000
Thornburg International Value Fund R5	2,604,687*	3,190,090
MainStay Large Cap Growth Fund I	3,533,871	-
MainStay MAP Fund I	4,647,730	-

*Investment is less than 5% of Plan's assets; included for comparative purposes only.

During 2011 and 2010, the Plan's investments in mutual funds (including gains and losses on investments bought and sold, as well as held during the year) appreciated (depreciated) in value by \$(1,435,066) and \$4,843,525, respectively.

The Plan also earned interest and dividends of \$875,741 and \$813,398 for the years ended December 31, 2011 and 2010, respectively.

NOTE 4 - PRIORITIES UPON TERMINATION OF THE PLAN

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. Upon termination or partial termination of the Plan or upon the complete discontinuance of contributions to the Plan, the amount credited to the accounts at such time shall become fully vested and nonforfeitable.

(Continued)

NOTE 5 - FAIR VALUE MEASUREMENTS

Fair value is the price that would be received by the Plan for an asset or paid by the Plan to transfer a liability (an exit price) in an orderly transaction between market participants on the measurement date in the Plan's principal or most advantageous market for the asset or liability. Fair value measurements are determined by maximizing the use of observable inputs and minimizing the use of unobservable inputs. The hierarchy places the highest priority on unadjusted quoted market prices in active markets for identical assets or liabilities (level 1 measurements), considers quoted prices for similar assets and liabilities in an active market (level 2 measurements) and gives the lowest priority to unobservable inputs (level 3 measurements).

Level 1: Quoted prices (unadjusted) for identical assets or liabilities in active markets that the Plan has the ability to access as of the measurement date.

Level 2: Significant other observable inputs other than level 1 prices such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data.

Level 3: Significant unobservable inputs that reflect the Plan's own assumptions about the assumptions that market participants would use in pricing an asset or liability.

In some cases, a valuation technique used to measure fair value may include inputs from multiple levels of the fair value hierarchy. The lowest level of significant input determines the placement of the entire fair value measurement in the hierarchy.

Mutual funds: Mutual funds are stated at the quoted market price on the last business day of the year as reflected on national securities exchanges (level 1 inputs).

Stable value fund: The fair values of participation units in the stable value pooled separate account are based upon the net asset values of such fund, after adjustments to reflect all fund investments at fair value, including direct and indirect interests in fully benefit-responsive contracts, as reported by the fund manager (level 2 inputs). The fund invests in corporate bonds, commercial mortgage backed securities, collateralized mortgage obligations and asset backed securities, with the objective of providing low risk, stable retirement at competitive yields and may be an appropriate investment option for those investors seeking to accumulate current income while preserving value of the original investment. The fund provides for daily redemptions by the Plan with no advance notice requirements. Participants own units in the account and redeem at the account's reported net asset value per unit.

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

ESSELTE GROUP U.S. RETIREMENT SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2011 and 2010

NOTE 5 - FAIR VALUE MEASUREMENTS (Continued)

Investments measured at fair value on a recurring basis are summarized below:

Investment Assets at Fair Value on a Recurring Basis as of December 31, 2011			
	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>
Stable value fund	\$ -	\$14,914,398	\$ -
Mutual funds:			
Fixed income	3,387,934	-	-
International equity	2,647,138	-	-
Inflation-protected bond	728,217	-	-
Intermediate government	117,105	-	-
Large cap equity	6,351,821	-	-
Mid cap equity	5,653,151	-	-
Small cap equity	866,356	-	-
Large growth equity	3,533,781	-	-
Small growth equity	2,492,180	-	-
Large value equity	4,647,730	-	-
Target date equity	4,702,382	-	-
Target date blended	<u>1,262,970</u>	<u>-</u>	<u>-</u>
	<u>\$ 36,390,765</u>	<u>\$14,914,398</u>	<u>\$ -</u>

Investment Assets at Fair Value on a Recurring Basis as of December 31, 2010			
	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>
Stable value fund	\$ -	\$13,406,787	\$ -
Mutual funds:			
Fixed Income	3,476,000	-	-
International equity	3,222,502	-	-
Inflation-Protected bond	58,461	-	-
Intermediate government	18,427	-	-
Large cap equity	15,626,943	-	-
Mid cap equity	6,346,646	-	-
Small cap equity	4,169,020	-	-
Target date equity	4,593,369	-	-
Target date blended	<u>1,363,267</u>	<u>-</u>	<u>-</u>
	<u>\$ 38,874,635</u>	<u>\$13,406,787</u>	<u>\$ -</u>

There were no transfers between level 1 and level 2 during 2011 or 2010.

(Continued)

ESSELTE GROUP U.S. RETIREMENT SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2011 and 2010

NOTE 6 - PARTY-IN-INTEREST TRANSACTIONS

Parties-in-interest are defined under the Department of Labor's regulations as any fiduciary of the Plan, any party rendering services to the Plan, the Employer, and certain others. Certain professional and administrative fees related to the operation of the Plan were paid by the Company. Fees paid by the Plan during 2011 and 2010 amounted to \$110,862 and \$121,550, respectively.

Participants in the Plan are permitted to borrow funds from their vested balance as described in Note 1. The notes receivable from participants qualify as party-in-interest transactions.

Plan investments invested in funds issued by New York Life Insurance Company qualify as party-in-interest investments as New York Life Insurance Company is affiliated with New York Life Trust Company, the trustee of the Plan.

NOTE 7 - INCOME TAX STATUS

The Plan obtained its latest determination letter dated October 13, 2010, in which the Internal Revenue Service stated that the Plan, as then designed, was in compliance with the applicable regulations of the Internal Revenue Code ("IRC"). Although the Plan has been amended since receiving the determination letter, the Company and Plan administrator believe that the Plan is currently designed and operated in compliance with the applicable requirements of the IRC, and the Plan and related trust continue to be tax-exempt. Therefore, no provision for income taxes has been included in the Plan's financial statements.

NOTE 8 - SUBSEQUENT EVENTS

Plan management has evaluated subsequent events for recognition and disclosure through October 4, 2012, which is the date the financial statements were available to be issued.

As a result of the acquisition of American Pad and Paper by the Company, effective January 1, 2012, a portion of the Insperity 401(k) Plan assets were transferred into the Plan. The asset transfer involved the assets of those Employees formerly employed by American Pad & Paper who became the Company's employees of January 1, 2012 who had an account balance under the Insperity 401(k) Plan. As a result, \$4,108,607 in assets were transferred into the Plan on January 10, 2012. Additionally, effective January 1, 2012, the Company suspended its matching contributions.

SUPPLEMENTAL SCHEDULE

ESSELTE GROUP U.S. RETIREMENT SAVINGS PLAN
SCHEDULE H, LINE 4i – SCHEDULE OF ASSETS (HELD AT END OF YEAR)
December 31, 2011

Name of Plan Sponsor: Esselte Corporation
Employer Identification Number: 20-3098654
Three-Digit Plan Number: 010

(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
		<u>Pooled Separate Account</u>		
*	New York Life Insurance Company	Stable Value Fund (Anchor Account I)	#	\$ 15,069,615
		<u>Mutual Funds</u>		
	Blackrock	LifePath Retirement Fund	#	1,262,970
	Blackrock	LifePath 2020 Institutional Fund	#	2,135,360
	Blackrock	LifePath 2030 Institutional Fund	#	1,878,880
	Blackrock	LifePath 2040 Institutional Fund	#	686,039
	Blackrock	LifePath 2050 Institutional Fund	#	2,103
	Nuveen	Real Estate Securities I	#	508,743
	PIMCO Funds	Total Return Fund	#	3,387,934
	Lord Abbett	Developing Growth Fund A	#	2,492,180
	MainStay	S&P 500 Index Fund I	#	4,665,254
	MainStay	Large Cap Growth Fund I	#	3,533,781
	MainStay	MAP Fund I	#	4,647,730
	Allianz NFJ	Small Cap Value Adm.	#	866,356
	Invesco	Growth & Income Fund	#	1,686,567
	Columbia	Acorn Fund A	#	4,850,708
	Columbia	Acorn International Fund	#	42,451
	Thornburg	International Value Fund R5	#	2,604,687
	Wells Fargo	Advantage Mid Cap Disc (Adm)	#	293,700
	Wells Fargo	Advantage Government Securities Fund	#	117,105
	Blackrock	Inflation Protected Bond	#	728,217
				<u>36,390,765</u>
*		Notes receivable from participants (interest rates 4.25% and 10.50%)	#	<u>1,302,377</u>
	Total investments			<u>\$ 52,762,757</u>

* Denotes a party in interest.

Investment is participant-directed. Historical cost is not required to be presented.