Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

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

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

OMB Nos. 1210-0110
1210-0089

2011

This Form is Open to Public Inspection

Part I Annual Report Identification Information

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

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

B This return/report is:
- [ ] the first return/report;
- [ ] the final return/report;
- [X] 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
S&C 401 K RETIREMENT SAVINGS AND ESOP

1b Three-digit plan number (PN) ▶ 002

1c Effective date of plan 07/01/1989

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

S&C ELECTRIC COMPANY

6601 N RIDGE BOULEVARD
CHICAGO, IL 60626

2b Employer Identification Number (EIN) 36-1747665

2c Sponsor's telephone number 773-338-1000

2d Business code (see instructions) 335900

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/12/2012	SUSAN KEYES
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

3a Plan administrator's name and address (if same as plan sponsor, enter "Same")
S&C ELECTRIC COMPANY

6601 N RIDGE BOULEVARD
CHICAGO, IL 60626

3b Administrator's EIN
36-1747665

3c Administrator's telephone number
773-338-1000

4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:

a Sponsor's name

4b EIN

4c PN

5	Total number of participants at the beginning of the plan year	**5**	2005
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**	1959
b	Retired or separated participants receiving benefits	**6b**	1
c	Other retired or separated participants entitled to future benefits	**6c**	152
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	2112
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	2
f	Total. Add lines **6d** and **6e**	**6f**	2114
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	2044
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	13
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

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

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

9a Plan funding arrangement (check all that apply)

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

9b Plan benefit arrangement (check all that apply)

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

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

a Pension Schedules

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

b General Schedules

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

SCHEDULE C (Form 5500)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ **File as an attachment to Form 5500.**	**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
S&C 401 K RETIREMENT SAVINGS AND ESOP

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
S&C ELECTRIC COMPANY

D Employer Identification Number (EIN)
36-1747665

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

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

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

GREATBANC TRUST COMPANY

801 WARRENVILLE ROAD
SUITE 500
LISLE, IL 60532

36-3681493

(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?
21	NONE		Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

VANGUARD FIDUCIARY TRUST COMPANY

100 VANGUARD BOULEVARD
MALVERN, PA 19355

23-2186884

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
51 37 16 15	13765		Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

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

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

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

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

Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

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

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

OMB No. 1210-0110

2011

This Form is Open to Public Inspection.

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

A Name of plan
S&C 401 K RETIREMENT SAVINGS AND ESOP

B Three-digit plan number (PN) ▶ 002

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
S&C ELECTRIC COMPANY

D Employer Identification Number (EIN)
36-1747665

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

a Name of MTIA, CCT, PSA, or 103-12 IE: VANGUARD RETIREMENT SAVINGS TRUST

b Name of sponsor of entity listed in (a): VANGUARD FIDUCIARY TRUST COMPANY

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)
23-2186884-001	C	32111815

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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
S&C 401 K RETIREMENT SAVINGS AND ESOP

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
S&C ELECTRIC COMPANY

D Employer Identification Number (EIN)
36-1747665

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)	8007293	6872273
(2) Participant contributions	1b(2)		
(3) Other	1b(3)	2633	2311
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	5994887	5933190
(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)	3072224	3527994
(9) Value of interest in common/collective trusts	1c(9)	26274515	32111815
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	76987546	76741109
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)	370822849	461590184
(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	491161947	586778876
Liabilities			
g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i	118767521	115421886
j Other liabilities	1j	4810731	4683466
k Total liabilities (add all amounts in lines 1g through1j)	1k	123578252	120105352
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	367583695	466673524

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)	6872273	
(B) Participants	2a(1)(B)	9881825	
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		16754098
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	21491	
(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)	149982	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		171473
(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)	3034717	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	1794304	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		4829021
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)	94768068	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		94768068
(6) Net investment gain (loss) from common/collective trusts	2b(6)		822385
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		-44454
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		117300591
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	11923719	
(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)		11923719
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		6287043
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		18210762
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		99089829
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: 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.)	4a		X	
b	Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	4b		X	
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		3000000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m			
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n			

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

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

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

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

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

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

OMB No. 1210-0110

2011

This Form is Open to Public Inspection.

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

A Name of plan
S&C 401 K RETIREMENT SAVINGS AND ESOP

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
S&C ELECTRIC COMPANY

D Employer Identification Number (EIN)
36-1747665

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): 23-2186884

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

3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year **3** 139

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

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

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

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

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

6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived) **6a** 0

b Enter the amount contributed by the employer to the plan for this plan year **6b** 0

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** 0

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):



Crowe Horwath®

S&C 401(k) RETIREMENT SAVINGS AND EMPLOYEE STOCK OWNERSHIP PLAN

FINANCIAL STATEMENTS

December 31, 2011 and 2010

S&C 401(k) RETIREMENT
SAVINGS AND EMPLOYEE STOCK OWNERSHIP PLAN

FINANCIAL STATEMENTS

December 31, 2011 and 2010

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Crowe Horwath

Crowe Horwath LLP
Independent Member Crowe Horwath International

REPORT OF INDEPENDENT AUDITORS

To the Trustees of the S&C 401(k) Retirement Savings
and Employee Stock Ownership Plan
and the Board of Directors of S&C Electric Company
Chicago, Illinois

We were engaged to audit the financial statements and supplemental schedules of the S&C 401(k) Retirement Savings and Employee Stock Ownership 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 supplemental schedules are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 1 (Participant Loans) and Note 4, which was certified by Vanguard Fiduciary Trust Company, a custodian of the Plan and GreatBanc Trust Company, the ESOP Trustee of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedules. We have been informed by the plan administrator that the custodian and ESOP Trustee hold the Plan's investment assets and execute investment transactions. The plan administrator has obtained certifications from the custodian and the ESOP Trustee as of December 31, 2011 and 2010 and for the years then ended that the information provided to the plan administrator by the custodian and the ESOP Trustee are complete and accurate.

As discussed in Note 3, investments in common stock of S&C Electric Company amounting to $461,590,184 and $370,822,849 as of December 31, 2011 and 2010, respectively, have been valued at fair value as determined by independent appraisals. These amounts represent 79% and 75% of total assets as of December 31, 2011 and 2010, respectively.

Because of the significance of the information we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and supplemental schedules as a whole. The information included in the supplemental schedules 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 schedules, other than that derived from the information certified by the custodian and ESOP 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
June 14, 2012

S&C 401(k) RETIREMENT
SAVINGS AND EMPLOYEE STOCK OWNERSHIP PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR PLAN BENEFITS
December 31, 2011 and 2010

	2011					
	Vanguard Funds	S&C Legacy Stock Fund	S&C ESOP Stock Fund Allocated	S&C ESOP Stock Fund Unallocated	Total	2010
ASSETS						
Participant directed investments, at fair value:						
Shares of mutual funds:						
Vanguard 500 Index Fund	$ 26,375,187	$ -	$ -	$ -	**$ 26,375,187**	$ 27,649,989
Vanguard Wellesley Income Fund	16,277,341	-	-	-	**16,277,341**	14,581,916
Vanguard Strategic Equity Fund	6,938,290	-	-	-	**6,938,290**	7,740,744
Vanguard International Growth Fund	3,250,551	-	-	-	**3,250,551**	4,697,666
Vanguard Growth Equity Fund	2,053,304	-	-	-	**2,053,304**	2,246,774
Vanguard Total Bond Market Index Fund	2,566,949	-	-	-	**2,566,949**	1,941,269
Vanguard Target Retirement Income Fund	1,245,141	-	-	-	**1,245,141**	999,483
Vanguard Target Retirement 2005 Fund	1,664,311	-	-	-	**1,664,311**	1,378,428
Vanguard Target Retirement 2015 Fund	7,405,526	-	-	-	**7,405,526**	7,866,737
Vanguard Target Retirement 2025 Fund	4,678,067	-	-	-	**4,678,067**	4,230,745
Vanguard Target Retirement 2035 Fund	2,722,079	-	-	-	**2,722,079**	2,389,766
Vanguard Target Retirement 2045 Fund	1,564,363	-	-	-	**1,564,363**	1,264,029
Shares of collective funds:						
Vanguard Retirement Savings Trust	32,111,815	-	-	-	**32,111,815**	26,274,515
Total participant directed investments	108,852,924	-	-	-	**108,852,924**	103,262,061
Non-participant directed investments, at fair value:						
S&C Legacy Stock Fund, S&C Common Stock	-	115,217,066	-	-	**115,217,066**	94,384,270
S&C Legacy Stock Fund, USFS Short Term Collective Investment Fund	-	5,305,426	-	-	**5,305,426**	5,353,493
S&C ESOP Stock Fund, S&C Common Stock	-	-	60,600,974	285,772,144	**346,373,118**	276,438,579
S&C ESOP Stock Fund, USFS Short Term Collective Investment Fund	-	-	579,320	-	**579,320**	595,024
Vanguard Prime Money Market Fund	48,444	-	-	-	**48,444**	46,370
Total non-participant directed investments	48,444	120,522,492	61,180,294	285,772,144	**467,523,374**	376,817,736
Total Investments	108,901,368	120,522,492	61,180,294	285,772,144	**576,376,298**	480,079,797
Receivables:						
Employer contributions	-	-	-	6,872,273	**6,872,273**	8,007,293
Dividend and interest income	-	2,082	229	-	**2,311**	2,633
Participant loans	3,527,994	-	-	-	**3,527,994**	3,072,224
Total receivables	3,527,994	2,082	229	6,872,273	**10,402,578**	11,082,150
Total assets	112,429,362	120,524,574	61,180,523	292,644,417	**586,778,876**	491,161,947
LIABILITIES						
Loan payable	-	-	-	115,421,886	**115,421,886**	118,767,521
Accrued interest payable	-	-	-	4,683,466	**4,683,466**	4,810,731
Total liabilities	-	-	-	120,105,352	**120,105,352**	123,578,252
NET ASSETS AVAILABLE FOR PLAN BENEFITS	$ 112,429,362	$ 120,524,574	$ 61,180,523	$ 172,539,065	**$ 466,673,524**	$ 367,583,695

See accompanying notes to financial statements.

S&C 401(k) RETIREMENT
SAVINGS AND EMPLOYEE STOCK OWNERSHIP PLAN
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR PLAN BENEFITS (With Fund Information)
Years Ended December 31, 2011 and 2010

	2011 Participant Directed									
	Vanguard 500 Index Fund	Vanguard Wellesley Income Fund	Vanguard Strategic Equity Fund	Vanguard International Growth Fund	Vanguard Growth Equity Fund	Vanguard Total Bond Market Index Fund	Vanguard Target Retirement Income Fund	Vanguard Target Retirement 2005 Fund	Vanguard Target Retirement 2015 Fund	Vanguard Target Retirement 2025 Fund
Additions (deductions) to net assets attributed to:										
Contributions:										
Participant pre-tax	$ 1,939,098	$ 878,576	$ 707,798	$ 482,069	$ 253,997	$ 139,076	$ 86,557	$ 119,427	$ 691,006	$ 777,686
Participant rollover	-	250,864	3,206	4,275	-	4,275	-	-	128,042	122,576
Employer	-	-	-	-	-	-	-	-	-	-
	1,939,098	1,129,440	711,004	486,344	253,997	143,351	86,557	119,427	819,048	900,262
Investment income:										
Net appreciation (depreciation) in fair value of investments	65,897	850,014	33,636	(665,437)	(7,163)	69,398	12,841	28,883	(50,929)	(180,994)
Interest and dividends	522,379	559,175	73,487	65,883	9,804	75,453	35,136	47,637	196,137	113,719
	588,276	1,409,189	107,123	(599,554)	2,641	144,851	47,977	76,520	145,208	(67,275)
Allocation of 59,634 shares of common stock of S&C Electric Company at fair value in 2011	-	-	-	-	-	-	-	-	-	-
Allocation of cash contribution in 2011	-	-	-	-	-	-	-	-	-	-
	-	-	-	-	-	-	-	-	-	-
Total additions (deductions)	2,527,374	2,538,629	818,127	(113,210)	256,638	288,202	134,534	195,947	964,256	832,987
Deductions from net assets attributed to:										
Interest expense	-	-	-	-	-	-	-	-	-	-
Benefits paid directly to participants	1,779,766	846,986	324,762	178,943	213,241	118,410	80,307	181,858	763,179	46,791
Total deductions	1,779,766	846,986	324,762	178,943	213,241	118,410	80,307	181,858	763,179	46,791
Net increase (decrease) before interfund transfers	747,608	1,691,643	493,365	(292,153)	43,397	169,792	54,227	14,089	201,077	786,196
Interfund transfers:										
Net participant loans	(109,296)	(50,712)	74,067	5,037	(7,092)	(31,776)	(28,911)	15,408	(33,671)	(164,565)
Net participant transfers	(1,913,114)	54,494	(1,369,886)	(1,159,999)	(229,775)	487,664	220,342	256,386	(628,617)	(174,309)
	(2,022,410)	3,782	(1,295,819)	(1,154,962)	(236,867)	455,888	191,431	271,794	(662,288)	(338,874)
Net increase (decrease)	(1,274,802)	1,695,425	(802,454)	(1,447,115)	(193,470)	625,680	245,658	285,883	(461,211)	447,322
Net assets available for plan benefits:										
Beginning of year	27,649,989	14,581,916	7,740,744	4,697,666	2,246,774	1,941,269	999,483	1,378,428	7,866,737	4,230,745
End of year	$ 26,375,187	$ 16,277,341	$ 6,938,290	$ 3,250,551	$ 2,053,304	$ 2,566,949	$ 1,245,141	$ 1,664,311	$ 7,405,526	$ 4,678,067

See accompanying notes to financial statements.

S&C 401(k) RETIREMENT
SAVINGS AND EMPLOYEE STOCK OWNERSHIP PLAN
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR PLAN BENEFITS (With Fund Information)
Years Ended December 31, 2011 and 2010

	2011									2010		
	Participant Directed				Nonparticipant Directed					Participant Directed	Non-Participant Directed	
Additions (deductions) to net assets attributed to:	Vanguard Target Retirement 2035 Fund	Vanguard Target Retirement 2045 Fund	Vanguard Retirement Savings Trust	Participant Loans	Vanguard Prime Money Market Fund	S&C Legacy Stock Fund	S&C ESOP Stock Fund Allocated	S&C ESOP Stock Fund Unallocated	Total	Vanguard Funds	Vanguard Money Market, S&C Legacy & ESOP Stock Funds	Total
Contributions:												
Participant pre-tax	$ 446,537	$ 448,022	$ 2,148,604	$ -	$ -	$ -	$ -	$ -	$ 9,118,453	$ 8,329,496	$ -	$ 8,329,496
Participant rollover	107,332	23,770	119,032	-	-	-	-	-	763,372	286,562	-	286,562
Employer	-	-	-	-	-	-	-	6,872,273	6,872,273	3,369	8,007,293	8,010,662
	553,869	471,792	2,267,636	-	-	-	-	6,872,273	16,754,098	8,619,427	8,007,293	16,626,720
Investment income:												
Net appreciation (depreciation) in fair value of investments	(125,928)	(74,672)	-	-	-	23,833,288	12,484,113	58,450,667	94,723,614	7,482,006	80,065,442	87,547,448
Interest and dividends	61,050	34,444	822,385	149,982	21	791,932	311,483	1,952,772	5,822,879	2,544,993	2,349,345	4,894,338
	(64,878)	(40,228)	822,385	149,982	21	24,625,220	12,795,596	60,403,439	100,546,493	10,026,999	82,414,787	92,441,786
Allocation of 59,634 shares of common stock of S&C Electric Company at fair value in 2011	-	-	-	-	-	-	11,294,680	(11,294,680)	-	-	-	-
Allocation of cash contribution in 2011	-	-	-	-	-	-	200,122	(200,122)	-	-	-	-
	-	-	-	-	-	-	11,494,802	(11,494,802)	-	-	-	-
Total additions (deductions)	488,991	431,564	3,090,021	149,982	21	24,625,220	24,290,398	55,780,910	117,300,591	18,646,426	90,422,080	109,068,506
Deductions from net assets attributed to:												
Interest expense	-	-	-	-	-	-	-	6,287,043	6,287,043	-	6,375,909	6,375,909
Benefits paid directly to participants	47,524	60,230	2,250,274	111,848	(1,854)	3,511,152	1,410,302	-	11,923,719	5,202,551	3,530,874	8,733,425
Total deductions	47,524	60,230	2,250,274	111,848	(1,854)	3,511,152	1,410,302	6,287,043	18,210,762	5,202,551	9,906,783	15,109,334
Net increase (decrease) before interfund transfers	441,467	371,334	839,747	38,134	1,875	21,114,068	22,880,096	49,493,867	99,089,829	13,443,875	80,515,297	93,959,172
Interfund transfers:												
Net participant loans	(4,142)	(30,202)	(52,283)	417,636	-	324	178	-	-	-	-	-
Net participant transfers	(105,012)	(40,798)	5,049,836	-	199	(329,949)	(117,462)	-	-	287,538	(287,538)	-
	(109,154)	(71,000)	4,997,553	417,636	199	(329,625)	(117,284)	-	-	287,538	(287,538)	-
Net increase (decrease)	332,313	300,334	5,837,300	455,770	2,074	20,784,443	22,762,812	49,493,867	99,089,829	13,731,413	80,227,759	93,959,172
Net assets available for plan benefits:												
Beginning of year	2,389,766	1,264,029	26,274,515	3,072,224	46,370	99,740,131	38,417,711	123,045,198	367,583,695	92,602,872	181,021,651	273,624,523
End of year	$ 2,722,079	$ 1,564,363	$ 32,111,815	$ 3,527,994	$ 48,444	$ 120,524,574	$ 61,180,523	$ 172,539,065	$ 466,673,524	$ 106,334,285	$ 261,249,410	$ 367,583,695

See accompanying notes to financial statements.

NOTE 1 - SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting: The accompanying financial statements of the S&C 401(k) Retirement Savings and Employee Stock Ownership Plan (the Plan) have been prepared on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America.

Investment Valuation and Income Recognition: The Plan's investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 3 for a discussion of fair value measurements.

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

Participant Loans: Participant loans 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. Notes receivable from participants and the associated interest income included in the financial statements were obtained or derived from information supplied to the plan administrator and certified as complete and accurate by the custodian of the Plan. This information has not been audited by independent accountants.

Payment of Benefits: Benefits are recorded when paid.

Accounting 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. Significant estimates have been used in the valuation of the S&C Electric Company common stock and it is at least reasonably possible that a change may occur in the near term in the estimated value of this investment.

Fully benefit-responsive investment contracts: Investment contracts held by a defined-contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for plan benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. Contract value represents contributions made to a contract, plus earnings, less participant withdrawals and administrative expenses. Any material difference between the fair value of the Plan's direct and 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 Plan Benefits. The Plan holds an indirect investment in such contracts through a collective trust. No adjustment from fair value to contract value is presented at December 31, 2011 and 2010 in the Statements of Net Assets Available for Plan Benefits as contract value approximated fair value.

(Continued)

NOTE 2 - PLAN DESCRIPTION

The following brief description of the Plan is provided for general information purposes only. Participants should refer to the Summary Plan Description or Plan Document for more complete information.

General: Effective July 1, 1989, S&C Electric Company (the "Company") established the S&C 401(k) Retirement Savings Plan. In order to maintain its private ownership through increased employee participation, effective September 26, 2007, the Company amended the Plan to include an Employee Stock Ownership Plan (ESOP) feature and restated the Plan as the S&C 401(k) Retirement Savings and Employee Stock Ownership Plan. The Plan covers eligible employees of the Company, as defined in the Plan Document, who have completed 90 consecutive days of service in which at least 250 hours have been worked. Employees will become Participants on the first day following completion of the eligibility period. The Plan is subject to the applicable provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

At the time the ESOP feature was added, GreatBanc Trust Company (the ESOP Trustee) purchased Company common stock in the amount of $125,398,962 on behalf of the Plan, using the proceeds from a note payable to the Company, and holds the stock in a trust established under the Plan. The note is to be repaid over a period of 31 years, as determined in the ESOP Loan Agreement, by fully deductible Employer contributions to the trust fund. As the ESOP Trustee makes each payment of loan principal and interest, as required, an appropriate percentage of stock will be allocated to eligible employees' accounts in accordance with applicable regulations under the Internal Revenue Code.

In 2010, the GreatBanc Trust Company purchased Company common stock in the amount of $9,756,482 on behalf of the Plan, using the proceeds from a note payable to the Company, and holds the stock in a trust established under the Plan. The note is to be repaid over 28 years, as determined in the ESOP Loan Agreement, by fully deductible Employer contributions to the trust fund. As the ESOP Trustee makes each payment of loan principal and interest, as required, an appropriate percentage of stock will be allocated to eligible employees' accounts in accordance with applicable regulations under the Internal Revenue Code.

Participant Contributions: Participants can elect to make pre-tax contributions to the Plan by means of a salary deferral agreement of from 1 percent to 50 percent of their Compensation, as defined in the Plan Document. Effective October 1, 2005, the Plan was amended to add an automatic enrollment feature. Participants may still elect to either defer or not defer Compensation by filing an election with the plan administrator to take effect as of the Participant's date of initial participation in the Plan. If any employee fails to make an election within 14 days of their initial participation date, they will be deemed to have elected to defer 3 percent of their Compensation, until such election is modified or revoked. This amount will gradually increase to 6 percent in the fourth subsequent year. Participants who have attained age 50 before the end of the plan year are eligible to make catch-up contributions. Participants may also roll over amounts representing distributions from other eligible retirement plans.

Employer contributions: The Company makes Matching Contributions to the Plan equal to 50 percent of the first 6 percent of pre-tax contributions made by the Participants to the Plan.

The Company makes Core Contributions to the Plan on behalf of each Participant equal to the greater of 1) 3 percent of the Participant's Compensation or, 2) the proportionate value of the Company Stock as of the ESOP Valuation Date for the Plan Year for which such stock is to be allocated to the Participant's accounts.

(Continued)

NOTE 2 - PLAN DESCRIPTION (Continued)

The Company makes Transition Contributions to the Plan on behalf of certain eligible Participants, allocated on the basis of a percentage of eligible Participants' annualized base pay and determined under a formula set forth in the Plan document. The amount of the Employer Transition Contribution shall be based on the value of Company Stock, determined as of the ESOP Valuation Date for the Plan Year for which such Employer Stock is to be allocated to the Participant's accounts. An eligible Participant is any actively employed participant in the Employer's defined benefit pension plan who, as of September 30, 2007, was at least 30 years of age and had completed at least one Year of Service for Vesting.

The Company may also make Discretionary Contributions to the Plan at the end of the Plan Year as determined by the Company's Board of Directors. The Employer Discretionary Contribution allocated to each Participant shall be determined by multiplying the Employer Discretionary Contribution by a fraction, the numerator of which is the Participant's Compensation for the Plan Year and the denominator of which is the sum of all such Participants' Compensation for the Plan Year. There were no Discretionary Contributions for the years ended December 31, 2011 and 2010.

Employer Matching Contributions, Core Contributions, Transition Contributions, and Discretionary Contributions (collectively, "Employer Contributions") shall be allocated annually to the S&C ESOP Stock Fund of Participants, at the same time the ESOP Trustee makes an ESOP loan payment.

Participant Accounts: Each Participant's account is credited with the Participant's contributions (pre-tax and rollover, if applicable), Employer contributions and investment earnings or losses thereon, and is charged with any applicable withdrawals. Allocations of investment earnings or losses thereon are based on Participant account balances. The benefit to which a Participant is entitled is the amount which has accumulated in the Participant's vested account balance.

Vesting: Participants are at all times 100 percent vested in their contribution accounts. Vesting in the Employer's contribution portion of their accounts is based on years of credited service with the Company: 0 percent for Participants with less than 2 years of credited service and 100 percent for Participants with 2 or more years of credited service.

Participants whose employment is terminated due to death or disability are 100 percent vested in their total account balances regardless of their period of credited service.

Put Option: Under Federal income tax regulations, the Company stock that is held by the Plan and its Participants (in the S&C ESOP Stock Fund) and is not readily tradable on an established market, or is subject to trading limitations, must include a put option. The put option is a right to demand that the Company buy any shares of its stock distributed to Participants for which there is no market. The put price is representative of the fair value of the stock. The Company can pay for the purchases with interest over a period of up to five years. The purpose of the put option is to ensure that the Participant has the ability to ultimately obtain cash. In 2011 and 2010, no shares were repurchased by the Company.

Diversification: Diversification is offered to Participants close to retirement so that they may have the opportunity to move part of the value of their investment in Company stock into investments which are more diversified. Participants who are at least age 55 with at least 10 years of service for vesting in the Plan may elect to diversify a portion of their account. Diversification is offered to each eligible Participant over a minimum six-year period. In each of the first five years, a Participant may diversify up to 25 percent of the number of shares allocated to his or her account, less any shares previously diversified. In the sixth year and thereafter, the percentage changes to 50 percent. Participants who elect to diversify shall be entitled to direct the investment to or among one or more investment funds maintained by the custodian of the Plan.

(Continued)

NOTE 2 - PLAN DESCRIPTION (Continued)

Investment Options: Upon enrollment in the Plan, a Participant may direct employee contributions in a variety of investment choices as more fully described in the Summary Plan Description. Participants may change their investment choices on a daily basis.

Through September 30, 2007, Company matching and discretionary contributions were invested in the S&C Legacy Stock Fund, which is principally invested in qualifying Company securities, as defined in the Plan Document. Beginning October 1, 2007, all Employer contributions are invested in the S&C ESOP Stock Fund, according to the Plan Document.

Payment of Benefits: Vested benefits are payable to Participants upon termination of employment or in the event of the Plan's termination, in accordance with the distribution provisions of the Plan Document. Benefits other than Company stock are payable in the form of a lump-sum cash distribution. Company stock shall be payable according to the administrator's discretion, in a lump-sum distribution, or installment payments over a period not to exceed five years. In-service distributions are allowed for certain cases of financial hardship or upon the participant's attainment of age 59 ½.

Forfeitures: At December 31, 2011 and 2010, forfeited Employer contribution amounts totaled $125,147 and $91,449, respectively. These amounts are used to either reduce Employer contributions or to pay future Plan expenses.

Voting Rights: Each Participant is entitled to exercise voting rights attributable to the shares allocated to his or her own account with respect to certain corporate matters as specified in the Plan document. The ESOP Trustee shall vote any shares of Employer Stock held in the suspense account, any allocated shares of Employer Stock as to which no voting directions have been received, and all shares of Employer Stock held in the trust fund on any issue not subject to Participant voting direction.

Participant Loans: Participants may borrow from their employee contribution accounts a minimum amount of $5,000 up to a maximum amount of the lesser of $50,000 or 50 percent of the Participant's employee contribution accounts (not considering any amount related to Employer contributions). Loan transactions are treated as a transfer between the investment fund and the participant loan fund. Loan repayment terms range from 1-5 years. The loans are collateralized by the balance in the Participant's contribution account and bear interest at a fixed rate of one percent over the prime rate of interest as published in the Wall Street Journal as of the day the loan transaction process is completed. The interest rate on current loans outstanding ranges from 4.25 percent to 9.25 percent. Principal and interest are paid ratably through payroll deductions.

Administrative Expenses: Except as previously noted under Forfeitures, the Company pays the administrative expenses of the Plan.

NOTE 3 - 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 more 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 fair value hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of inputs within the fair value hierarchy are described below:

(Continued)

NOTE 3 - FAIR VALUE MEASUREMENTS (Continued)

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

Level 2: Inputs to the valuation methodology include: Quoted prices for similar assets or liabilities in active markets; Quoted prices for identical or similar assets or liabilities in inactive markets; Inputs other than quoted prices that are observable for the asset or liability; Inputs that are derived principally from or corroborated by observable market data by correlation or other means. If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

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

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

Following is a description of the valuation methodologies used for investments measured at fair value.

Mutual Funds: Valued at the closing price reported on the active market on which the individual securities are traded (Level 1 inputs).

Collective Trust Funds (other than stable value funds): The fair values of participation units held in the USFS Short Term Collective Investment Fund at GreatBanc Trust Company and the Vanguard Prime Money Market Fund are based on the net asset values reported by the fund managers as of the financial statement dates and recent transaction prices (Level 2 inputs). The investment objectives and underlying investments of the collective trusts vary, but typically include high quality, short term securities. Each collective trust provides for daily redemptions by the Plan at reported net asset values per share, with no advance notice requirement.

Stable Value Fund: The fair values of participation units held in the stable value collective trust (Vanguard Retirement Savings Trust) are based upon the net asset values of the fund, after adjustments to reflect all fund investments at fair value, including direct and indirect interests in fully benefit-responsive contracts, as reported in the audited financial statements of the fund (Level 2 inputs). The fund invests in conventional and synthetic investment contracts issued by life insurance companies, banks, and other financial institutions, with the objective a high level of return that is consistent with also providing stability of investment return, preservation of capital, and liquidity of pay plan benefits of its retirement plan investors. The fund provides for daily redemptions by Participants at reported net asset value per share, with no advance notice requirement.

S&C Common Stock: Valued at fair value, as reported by the ESOP Trustee based on information from an independent appraiser as of the last day of the Plan year (Level 3 inputs). This appraisal was based upon a combination of the market and income valuation techniques consistent with prior years. The appraiser took into account historical and projected cash flow and net income, and market comparables.

The methods described above may produce a fair value calculation that may not be indicative of the net realizable value or reflective of future 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.

(Continued)

NOTE 3 - FAIR VALUE MEASUREMENTS (Continued)

The following table sets forth by level, within the fair value hierarchy, the Plan's investments at fair value as of December 31, 2011:

	Level 1	Level 2	Level 3	Total
Mutual funds				
Large-cap equity fund	$ 26,375,187	$ -	$ -	$ 26,375,187
Mid-cap balanced funds	17,522,482	-	-	17,522,482
Mid-cap growth funds	8,991,594	-	-	8,991,594
International equity fund	3,250,551	-	-	3,250,551
Fixed income fund	2,566,949	-	-	2,566,949
Target date 2005 & 2015 funds	9,069,837	-	-	9,069,837
Target date 2025, 2035, & 2045 funds	8,964,509	-	-	8,964,509
Collective trust funds				
Short-term investment funds	-	5,933,190	-	5,933,190
Stable value fund	-	32,111,815	-	32,111,815
S&C common stock	-	-	461,590,184	461,590,184
Total investments at fair value	$ 76,741,109	$ 38,045,005	$ 461,590,184	$ 576,376,298

The following table sets forth by level, within the fair value hierarchy, the Plan's investments at fair value as of December 31, 2010:

	Level 1	Level 2	Level 3	Total
Mutual funds				
Large-cap equity fund	$ 27,649,989	$ -	$ -	$ 27,649,989
Mid-cap balanced funds	15,581,399	-	-	15,581,399
Mid-cap growth funds	9,987,518	-	-	9,987,518
International equity fund	4,697,666	-	-	4,697,666
Fixed income fund	1,941,269	-	-	1,941,269
Target date 2005 & 2015 funds	9,245,165	-	-	9,245,165
Target date 2025, 2035, & 2045 funds	7,884,540	-	-	7,884,540
Collective trust funds				
Short-term investment funds	-	5,994,887	-	5,994,887
Stable value fund	-	26,274,515	-	26,274,515
S&C common stock	-	-	370,822,849	370,822,849
Total investments at fair value	$ 76,987,546	$ 32,269,402	$ 370,822,849	$ 480,079,797

(Continued)

NOTE 3 - FAIR VALUE MEASUREMENTS (Continued)

The table below presents a reconciliation of Plan investments measured at fair value on a recurring basis using significant unobservable inputs (level 3) for the years ended December 31, 2011 and 2010, including the reporting classifications for the applicable gains and losses included in the 2011 and 2010 statements of changes in net assets available for plan benefits:

	S&C Common Stock
Beginning balance, January 1, 2010	$ 284,920,735
Realized gains (losses)	263,981
Unrealized gains relating to instruments still held at the reporting date	79,881,586
Purchases, sales, issuances, and settlements (net)	5,756,547
Balance as of December 31, 2010	$ 370,822,849
Realized gains (losses)	355,978
Unrealized gains relating to instruments still held at the reporting date	94,411,769
Sales	(4,000,412)
Ending balance, December 31, 2011	$ 461,590,184

NOTE 4 – UNAUDITED INFORMATION – CERTIFIED INVESTMENTS

Vanguard Fiduciary Trust Company, a plan custodian, and GreatBanc Trust Company, the ESOP Trustee, hold the Plan's investment assets and execute investment transactions and all investment information included in the financial statements has been certified by them. This information has not been audited by independent accountants.

Investments that represent 5 percent or more of the Plan's net assets available for plan benefits as of December 31, 2011 and 2010 are as follows:

	2011	2010
Shares of mutual funds:		
Vanguard 500 Index Fund	$ 26,375,187	$ 27,649,989
Shares of collective trust funds:		
Vanguard Retirement Savings Trust	32,111,815	26,274,515
Shares of Company common stock:		
Common Stock of S&C Electric Company – Legacy Stock Fund *	115,217,066	94,384,270
Common Stock of S&C Electric Company – ESOP Stock Fund *	346,373,118	276,438,579

* Non-participant directed asset.

(Continued)

NOTE 5 - PARTY-IN-INTEREST AND RELATED PARTY TRANSACTIONS

The Plan's investments, other than the Company common stock, are invested in mutual funds issued by Vanguard Group Inc., collective trusts issued by Vanguard Fiduciary Trust Company (Vanguard), a custodian of the Plan, and a collective trust issued by GreatBanc Trust Company (GreatBanc), the ESOP Trustee. These investments are considered party-in-interest. Vanguard and GreatBanc receive fees for their services to the Plan, which have either been paid by the Company on behalf of the Plan or from the Plan forfeitures, and which represent a permissible party-in-interest transaction. Certain assets of the Plan are held in participant loans and are considered party-in-interest transactions.

Certain employees and/or officers of the Company provide trustee and other administrative services for the Plan. These employees and/or officers are also Participants in the Plan.

On August, 26, 2011 and August 27, 2010, respectively, the Company purchased 14,431 and 25,141 shares of S&C Electric Company common stock from the S&C Legacy Stock Fund, as agreed to by the ESOP Trustee, at its then fair values of $207.90 and $159.10 per share. This resulted in a 2011 sale of common stock in the amount of $3,000,205 (with a cost basis of $453,279 and a carrying value of $2,733,231) and a 2010 sale of common stock in the amount of $3,999,933 (with a cost basis of $785,908 and a carrying value of $3,735,952). At December 31, 2011 and 2010, the ESOP Trustee held 483,902 and 498,333 shares of S&C Electric Company common stock allocated to Participants in the S&C Legacy Stock Fund with a fair value of $115,217,066 and $94,384,270, respectively. The cost of these shares at December 31, 2011 and 2010 was $15,126,777 and $15,580,056, respectively.

On August 26, 2011, the Company purchased 4,811 shares of S&C Electric Company common stock from the S&C ESOP Stock Fund, as agreed to by the ESOP Trustee, at its then fair value of $207.90 per share. This resulted in a 2011 sale of common stock in the amount of $1,000,207 (with a cost basis of $714,915 and a carrying value of $911,203). Information about the Plan's ESOP investment in S&C Electric Company common stock as of December 31, 2011 and 2010 is as follows:

	2011		2010	
	Allocated	Unallocated	Allocated	Unallocated
Number of shares	254,519	1,200,219	199,696	1,259,853
Cost	$ 23,074,371	$ 111,638,988	$ 17,960,749	$ 117,186,444
Fair value	$ 60,600,974	$ 285,772,144	$ 37,822,422	$ 238,616,157

The notes payable by the Plan to the Company also constitute party-in-interest transactions. See Note 8.

(Continued)

NOTE 6 - EMPLOYER CONTRIBUTIONS

The Plan provides for various types of Employer Contributions, which are allocated to the accounts of Participants principally in the form of S&C Electric Company common stock. The Employer Contributions allocated for the years ended December 31, 2011 and 2010, are as follows:

	2011	2010
ESOP matching contributions	$ 2,966,039	$ 2,709,318
ESOP core contributions	3,733,522	3,430,470
ESOP transition contributions	5,192,729	5,355,014
	$ 11,892,290	$ 11,494,802

The payments by the Company to the ESOP Trustee, necessary to provide these benefit allocations, were $6,872,273 in 2012 and $8,007,293 in 2011, respectively.

NOTE 7 - PLAN TERMINATION

Although it has not expressed any intention to do so, the Company has the right under the Plan Document to discontinue its contributions at any time and to terminate the Plan subject to the provisions set forth in ERISA. In the event the Plan was to terminate, Participants would become 100 percent vested in their employer contribution accounts.

NOTE 8 - NOTES PAYABLE

Notes payable to the Company consist of the following at December 31, 2011 and 2010:

	2011	2010
Term note payable for $125,398,962 owed to the Company by the Plan entered into on September 26, 2007, with an initial principal payment of $1,044,991 plus interest, and annual principal payments of $4,179,965 plus interest thereafter, at 5.5%, due March 31, 2038, and collateralized at December 31, 2011 and 2010, by 1,137,680 and 1,194,197 unallocated shares of S&C Company common stock, respectively.	$ 106,005,258	$ 109,011,039
Term note payable for $9,756,482 owed to the Company by the Plan entered into April 9, 2010, with an initial principal payment of $339,854 plus interest, and annual principal payments of $348,764 plus interest thereafter, at 4.4%, due March 31, 2038, and collateralized at December 31, 2011 and 2010, by 62,539 and 65,656 unallocated shares of S&C Company common stock, respectively.	9,416,628	9,756,482
	$ 115,421,886	$ 118,767,521

(Continued)

NOTE 8 - NOTES PAYABLE (Continued)

Maturities for long-term debt are as follows:

Years ending December 31:	
2012	$ 4,528,729
2013	4,528,729
2014	4,528,729
2015	4,528,729
2016	4,528,729
Thereafter	92,778,241
	$ 115,421,886

The estimated fair value of the notes payable as of December 31, 2011 and 2010 was approximately $118,400,000 and $122,500,000, respectively, determined by using interest rates currently available for issuance of debt with similar terms, maturity dates and nonperformance risk.

NOTE 9 - TAX STATUS

The Internal Revenue Service has determined and informed the Company by a letter dated July 28, 2000, that the qualified Plan and the Trust established under the Plan is tax exempt under the applicable sections of the Internal Revenue Code (IRC). The Plan has been amended and restated since receipt of the determination letter, and the Company has requested a new favorable determination letter on the continued qualified status of the Plan. The Plan administrator believes that the Plan is currently in compliance with the applicable requirements of the IRC and intends to operate the Plan in such a manner as to maintain its qualified status.

NOTE 10 - RISKS AND UNCERTAINTIES

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market, liquidity, and credit risks. Due to the level of risk associated with certain investment securities, as well as 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 Participants' account balances and the amounts reported in the statement of net assets available for plan benefits.

NOTE 11 - SUBSEQUENT EVENTS

The Plan's management has evaluated subsequent events for potential recognition and/or disclosure through June 14, 2012, the date the financial statements were available to be issued. No additional items were noted for disclosure or recognition.

SUPPLEMENTAL SCHEDULES
(UNAUDITED)

S&C 401(k) RETIREMENT
SAVINGS AND EMPLOYEE STOCK OWNERSHIP PLAN
FORM 5500 - SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
December 31, 2011
(UNAUDITED)

Name of Plan Sponsor: S&C Electric Company
EIN: 36-1747665
Plan Number: 002

(a)	(b) Identity of Issuer 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
		Participant directed: Shares of mutual funds:		
*	Vanguard Group, Inc.	Vanguard 500 Index Fund (227,765 shares)	**	$ 26,375,187
*	Vanguard Group, Inc.	Vanguard Wellesley Income Fund (709,871 shares)	**	16,277,341
*	Vanguard Group, Inc.	Vanguard Strategic Equity Fund (378,315 shares)	**	6,938,290
*	Vanguard Group, Inc.	Vanguard International Growth Fund (198,810 shares)	**	3,250,551
*	Vanguard Group, Inc.	Vanguard Growth Equity Fund (190,297 shares)	**	2,053,304
*	Vanguard Group, Inc.	Vanguard Total Bond Market Index Fund (233,359 shares)	**	2,566,949
*	Vanguard Group, Inc.	Vanguard Target Retirement Income Fund (107,991 shares)	**	1,245,141
*	Vanguard Group, Inc.	Vanguard Target Retirement 2005 Fund (138,924 shares)	**	1,664,311
*	Vanguard Group, Inc.	Vanguard Target Retirement 2015 Fund (602,075 shares)	**	7,405,526
*	Vanguard Group, Inc.	Vanguard Target Retirement 2025 Fund (381,261 shares)	**	4,678,067
*	Vanguard Group, Inc.	Vanguard Target Retirement 2035 Fund (217,592 shares)	**	2,722,079
*	Vanguard Group, Inc.	Vanguard Target Retirement 2045 Fund (121,551 shares)	**	1,564,363
*	Vanguard Fiduciary Trust Company	Shares of collective funds: Vanguard Retirement Savings Trust (32,111,815 shares)	**	32,111,815
*	Plan participants	Participant loans (interest rates range from 4.25% to 9.25%)	**	3,527,994

(Continued)

S&C 401(k) RETIREMENT
SAVINGS AND EMPLOYEE STOCK OWNERSHIP PLAN
FORM 5500 - SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
December 31, 2011
(UNAUDITED)

Name of Plan Sponsor: S&C Electric Company
EIN: 36-1747665
Plan Number: 002

(a)	(b) Identity of Issuer 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
*	S&C Electric Company	Non-participant directed: Common stock of S&C Electric Company ESOP Stock Fund, (1,454,738 shares)	$ 134,713,359	$ 346,373,118
*	S&C Electric Company	Common stock of S&C Electric Company Legacy Stock Fund, (483,902 shares)	15,126,777	115,217,066
*	USFS	Shares of collective funds: Short Term Collective Investment Fund (5,884,746 shares)	5,884,746	5,884,746
*	Vanguard Fiduciary Trust Company	Vanguard Prime Money Market Fund (48,444 shares)	48,444	48,444
				$ 579,904,292

* Represents a party-in-interest investment.

** Cost information is not required for participant directed funds.

S&C 401(k) RETIREMENT
SAVINGS AND EMPLOYEE STOCK OWNERSHIP PLAN
FORM 5500 - SCHEDULE H, LINE 4j – SCHEDULE OF REPORTABLE TRANSACTIONS
Year ended December 31, 2011
(UNAUDITED)

EIN: 36-1747665
Plan Number: 002

(a) Identity of Party Involved	(b) Description of Asset (Include Interest Rate and Maturity in Case of a Loan)	(c) Purchase Price	(d) Selling Price	(g) Cost of Asset	(h) Current Value of Asset on Transaction Date	(i) Net Gain or (Loss)

Category (iii) – Series of Transactions In Excess of 5% of the Plan Assets

There were no transactions or series of transactions which met the reportable transaction criteria for the year ended December 31, 2011.

S&C 401(k) RETIREMENT
SAVINGS AND EMPLOYEE STOCK OWNERSHIP PLAN
FORM 5500 - SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
December 31, 2011
(UNAUDITED)

Name of Plan Sponsor: S&C Electric Company
EIN: 36-1747665
Plan Number: 002

(a)	(b) Identity of Issuer 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
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*	Vanguard Fiduciary Trust Company	Shares of collective funds: Vanguard Retirement Savings Trust (32,111,815 shares)	**	32,111,815
*	Plan participants	Participant loans (interest rates range from 4.25% to 9.25%)	**	3,527,994

(Continued)

S&C 401(k) RETIREMENT
SAVINGS AND EMPLOYEE STOCK OWNERSHIP PLAN
FORM 5500 - SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
December 31, 2011
(UNAUDITED)

Name of Plan Sponsor: S&C Electric Company
EIN: 36-1747665
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(a)	(b) Identity of Issuer 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
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