

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
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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 FKI 401(K) RETIREMENT SAVINGS PLAN FOR NON-UNION EMPLOYEES 2a Plan sponsor's name and address, including room or suite number (Employer, if for single-employer plan) FKI INDUSTRIES INC. 2077 CONVENTION CENTER CONCOURSE SUITE 175 COLLEGE PARK, GA 30337-4202	1b Three-digit plan number (PN) ►	<u>042</u>	
	1c Effective date of plan	<u>09/01/1963</u>	
	2b Employer Identification Number (EIN)	<u>06-0241470</u>	
	2c Sponsor's telephone number	<u>404-941-2100</u>	
	2d Business code (see instructions)	<u>339900</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	Filed with authorized/valid electronic signature.	<u>10/12/2012</u>	<u>JAMES R. TYCZ</u>
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	<u>10/12/2012</u>	<u>JAMES R. TYCZ</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") FKI BENEFITS ADMINISTRATION COMMITTEE 2077 CONVENTION CENTER CONCOURSE SUITE 175 COLLEGE PARK, GA 30337-4202	3b Administrator's EIN 06-1133337 3c Administrator's telephone number 404-941-2100
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4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name	4b EIN 4c PN
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5 Total number of participants at the beginning of the plan year	5	2229
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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	1536
b Retired or separated participants receiving benefits.....	6b	8
c Other retired or separated participants entitled to future benefits.....	6c	541
d Subtotal. Add lines 6a , 6b , and 6c	6d	2085
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	4
f Total. Add lines 6d and 6e	6f	2089
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	2048
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	12

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 2S 2T 3H

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

9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ 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) ☒ Trust (4) ☐ General assets of the sponsor
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10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

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

b General Schedules

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

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

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

A Name of plan <u>FKI 401(K) RETIREMENT SAVINGS PLAN FOR NON-UNION EMPLOYEES</u>	B Three-digit plan number (PN) ▶ <u>042</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>FKI INDUSTRIES INC.</u>	D Employer Identification Number (EIN) <u>06-0241470</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

<u>JANUS MUTUAL FUNDS</u>	<u>151 DETROIT STREET</u> <u>DENVER, CO 80219-0668</u>
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(b) Enter name and EIN or address of person who provided you disclosure on eligible indirect compensation

<u>PACIFIC INVESTMENT MGMT CORP</u>	<u>840 NEWPORT CENTER DRIVE</u> <u>NEWPORT BEACH, CA 92660-6397</u>
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(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

<u>STATE STREET GLOBAL ADVISORS</u>	<u>ONE LINCOLN ST</u> <u>STATE STREET FINANCIAL CENTER</u> <u>BOSTON, MA 02111</u>
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(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

<u>LORD ABBETT</u>	<u>90 HUDSON STREET</u> <u>JERSEY CITY, NJ 07302</u>
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(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

MORGAN STANLEY DEAN WITTER

1585 BROADWAY
NEW YORK, NY 10020

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

CRAMER ROSENTHAL MCGLYNN, LLC

520 MADISON AVENUE
20TH FLOOR
NEW YORK, NY 10022

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

FEDERATED INVESTORS

1001 LIBERTY AVE
PITTSBURGH, PA 15222-3779

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

HARBOR CAPITAL ADVISORS

111 S WACKER DR
34TH FL
CHICAGO, IL 60606

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

ARTISAN FUNDS

875 E WISCONSIN AVE
STE 800
MILWAUKEE, WI 53202

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

THE AMERICAN FUNDS GROUP

333 SOUTH HOPE STREET
LOS ANGELES, CA 90071

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

T ROWE PRICE

100 EAST PRATT STREET
BALTIMORE, MD 21202

(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)

MERCER HR SERVICES, LLC

INVESTORS WAY
NORWOOD, MA 02062-1584

(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 21 25 37 38 49 50 59 60 62 64 65 99	RECORDKEEPER/T RUSTEE	20763	Yes ☒ No ☐	Yes ☐ No ☒	166569	Yes ☐ No ☒

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

MMC SECURITIES CORP

INVESTORS WAY
NORWOOD, MA 02062

(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?
63	DEALER/BROKER	0	Yes ☒ No ☐	Yes ☐ No ☒	128417	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
MMC SECURITIES CORP	63	18076

(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.
JANUS MUTUAL FUNDS 151 DETROIT STREET DENVER, CO 80219-0668	DISTRIBUTION (12B-1) FEES

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
MMC SECURITIES CORP	63	49180

(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.
T ROWE PRICE 100 EAST PRATT STREET BALTIMORE, MD 21202	DISTRIBUTION (12B-1) FEES

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
MMC SECURITIES CORP	63	61160

(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.
THE AMERICAN FUNDS GROUP 333 SOUTH HOPE STREET LOS ANGELES, CA 90071	DISTRIBUTION (12B-1) FEES

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
MERCER HR SERVICES, LLC	15 38 59 60	23318
(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.
ARTISAN FUNDS	875 E WISCONSIN AVE STE 800 MILWAUKEE, WI 53202	RECORDKEEPING PARTICIPANT COMMUNICATION SHAREHOLDER SERVICING FEES SUB-TRANSFER AGENCY FEES
(a) Enter service provider name as it appears on line 2		(c) Enter amount of indirect compensation
MERCER HR SERVICES, LLC	15 38 59 60	3033
(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.
CRAMER ROSENTHAL MCGLYNN, LLC	520 MADISON AVENUE 20TH FLOOR NEW YORK, NY 10022	RECORDKEEPING PARTICIPANT COMMUNICATION SHAREHOLDER SERVICING FEES SUB-TRANSFER AGENCY FEES
(a) Enter service provider name as it appears on line 2		(c) Enter amount of indirect compensation
MERCER HR SERVICES, LLC	15 38 59 60	3252
(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.
HARBOR CAPITAL ADVISORS	111 S WACKER DR 34TH FL CHICAGO, IL 60606	RECORDKEEPING PARTICIPANT COMMUNICATION SHAREHOLDER SERVICING FEES SUB-TRANSFER AGENCY FEES

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
MERCER HR SERVICES, LLC	15 38 59 60	22888
(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.
JANUS MUTUAL FUNDS 151 DETROIT STREET DENVER, CO 80219-0668	RECORDKEEPING PARTICIPANT COMMUNICATION SHAREHOLDER SERVICING FEES SUB-TRANSFER AGENCY FEES	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
MERCER HR SERVICES, LLC	15 38 59 60	25436
(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.
LORD ABBETT 90 HUDSON STREET JERSEY CITY, NJ 07302	RECORDKEEPING PARTICIPANT COMMUNICATION SHAREHOLDER SERVICING FEES SUB-TRANSFER AGENCY FEES	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
MERCER HR SERVICES, LLC	15 38 59 60	8425
(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.
MORGAN STANLEY DEAN WITTER 1585 BROADWAY NEW YORK, NY 10020	RECORDKEEPING PARTICIPANT COMMUNICATION SHAREHOLDER SERVICING FEES SUB-TRANSFER AGENCY FEES	

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
MERCER HR SERVICES, LLC	15 38 59 60	28118
(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.	
PACIFIC INVESTMENT MGMT CORP 840 NEWPORT CENTER DRIVE NEWPORT BEACH, CA 92660-6397	RECORDKEEPING PARTICIPANT COMMUNICATION SHAREHOLDER SERVICING FEES SUB-TRANSFER AGENCY FEES	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
MERCER HR SERVICES, LLC	15 38 59 60	4590
(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.	
STATE STREET GLOBAL ADVISORS ONE LINCOLN ST STATE STREET FINANCIAL CENTER BOSTON, MA 02111	RECORDKEEPING PARTICIPANT COMMUNICATION SHAREHOLDER SERVICING FEES SUB-TRANSFER AGENCY FEES	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
MERCER HR SERVICES, LLC	15 38 59 60	43602
(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.	
T ROWE PRICE 100 EAST PRATT STREET BALTIMORE, MD 21202	RECORDKEEPING PARTICIPANT COMMUNICATION SHAREHOLDER SERVICING FEES SUB-TRANSFER AGENCY FEES	

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
MERCER HR SERVICES, LLC	15 38 59 60	3664
(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.	
THE AMERICAN FUNDS GROUP 333 SOUTH HOPE STREET LOS ANGELES, CA 90071	RECORDKEEPING PARTICIPANT COMMUNICATION SHAREHOLDER SERVICING FEES SUB-TRANSFER AGENCY FEES	
(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

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

a Name: ERNST & YOUNG LLP	b EIN: 34-6565596
c Position: ACCOUNTANT	
d Address: 300 FIRST STAMFORD PLACE STAMFORD, CT 06902	e Telephone: 203-674-3000

Explanation: LOWER FEES

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.
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For calendar plan year 2011 or fiscal plan year beginning	01/01/2011	and ending	12/31/2011
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A Name of plan FKI 401(K) RETIREMENT SAVINGS PLAN FOR NON-UNION EMPLOYEES	B Three-digit plan number (PN)	► 042
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C Plan or DFE sponsor's name as shown on line 2a of Form 5500 FKI INDUSTRIES INC.	D Employer Identification Number (EIN) 06-0241470
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Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)
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a Name of MTIA, CCT, PSA, or 103-12 IE: FKI 401K RET SVGS PL MASTER TRUST
--

b Name of sponsor of entity listed in (a): FKI INDUSTRIES INC.

c EIN-PN 06-0241470-062	d Entity code M	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 40043639
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a Name of MTIA, CCT, PSA, or 103-12 IE: SSGA S & P 500 INDEX SECURITIES
--

b Name of sponsor of entity listed in (a): STATE STREET BANK TRUST COMPANY

c EIN-PN 04-0025081-066	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 3706286
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a Name of MTIA, CCT, PSA, or 103-12 IE:
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b Name of sponsor of entity listed in (a):

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

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

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

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

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

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.

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 <u>01/01/2011</u> and ending <u>12/31/2011</u>		
A Name of plan <u>FKI 401(K) RETIREMENT SAVINGS PLAN FOR NON-UNION EMPLOYEES</u>	B Three-digit plan number (PN) ►	<u>042</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>FKI INDUSTRIES INC.</u>	D Employer Identification Number (EIN) <u>06-0241470</u>	

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)	57673	34012
(2) Participant contributions	1b(2)	91133	92034
(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)	3307115	2816865
(9) Value of interest in common/collective trusts	1c(9)	4048789	3706286
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)	40430540	40043639
(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)	88796709	69447875
(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	136731959	116140711

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	136731959	116140711
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Part II Income and Expense Statement

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

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	2776623	
(B) Participants	2a(1)(B)	4399932	
(C) Others (including rollovers)	2a(1)(C)	244119	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		7420674
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)	149322	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		149322
(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)	1434707	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		1434707
(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)		93365
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		954204
(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)		-6327167
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		3725105

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	12555702	
(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)		12555702
f Corrective distributions (see instructions)	2f		99598
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	22429	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		22429
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		12677729

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		-8952624
l Transfers of assets:			
(1) To this plan.....	2l(1)		36331
(2) From this plan	2l(2)		11674955

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		10000000
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)

WEBER-KNAPP 401K RETIREMENT SAVINGS PLAN

5b(2) EIN(s)	5b(3) PN(s)
16-0997721	001

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.
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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>FKI 401(K) RETIREMENT SAVINGS PLAN FOR NON-UNION EMPLOYEES</u>	B Three-digit plan number (PN) ▶ <u>042</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>FKI INDUSTRIES INC.</u>	D Employer Identification Number (EIN) <u>06-0241470</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	<u>0</u>
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>20-2020334</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
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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
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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.
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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): _____

REPORT OF INDEPENDENT AUDITORS

To the FKI Benefits Administration Committee
College Park, Georgia

We were engaged to audit the financial statements and supplemental schedule of the FKI 401(k) Retirement Savings Plan for Non-Union Employees as of December 31, 2011 and for the year then ended, as listed in the accompanying contents page. These financial statements and supplemental schedule are the responsibility of the Plan's management. The statement of net assets available for benefits of the FKI 401(k) Retirement Savings Plan for Non-Union Employees as of December 31, 2010 was reported on by other auditors whose report dated October 21, 2011, disclaimed an opinion for the same reasons described in the following paragraph.

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 4, which was certified by Mercer Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the 2011 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 for the year then ended that the 2011 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 9, 2012

**FKI 401(k) RETIREMENT SAVINGS PLAN
FOR NON-UNION EMPLOYEES**
College Park, Georgia

FINANCIAL STATEMENTS
December 31, 2011 and 2010

FKI 401(k) RETIREMENT SAVINGS PLAN FOR NON-UNION EMPLOYEES

FINANCIAL STATEMENTS
December 31, 2011 and 2010

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REPORT OF INDEPENDENT AUDITORS

To the FKI Benefits Administration Committee
College Park, Georgia

We were engaged to audit the financial statements and supplemental schedule of the FKI 401(k) Retirement Savings Plan for Non-Union Employees as of December 31, 2011 and for the year then ended, as listed in the accompanying contents page. These financial statements and supplemental schedule are the responsibility of the Plan's management. The statement of net assets available for benefits of the FKI 401(k) Retirement Savings Plan for Non-Union Employees as of December 31, 2010 was reported on by other auditors whose report dated October 21, 2011, disclaimed an opinion for the same reasons described in the following paragraph.

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 4, which was certified by Mercer Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the 2011 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 for the year then ended that the 2011 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 9, 2012

FKI 401(k) RETIREMENT SAVINGS PLAN FOR NON-UNION EMPLOYEES
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
December 31, 2011 and 2010

	<u>2011</u>	<u>2010</u>
Assets		
Investments, at fair value		
Plan interest in Master Trust (Notes 6, 7, and 8)	\$ 40,043,639	\$ 40,430,540
Other Investments (Notes 1, 4, 5, and 6)	<u>73,154,161</u>	<u>92,845,498</u>
Total investments	113,197,800	133,276,038
Notes receivable from participants	2,816,865	3,307,115
Participant contributions receivable	92,034	91,133
Employer contributions receivable	<u>34,012</u>	<u>57,673</u>
Total Assets and Net assets, reflecting all investments at fair value	116,140,711	136,731,959
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	<u>(1,225,775)</u>	<u>(1,023,615)</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u>\$ 114,914,936</u>	<u>\$ 135,708,344</u>

See accompanying notes to financial statements.

FKI 401(k) RETIREMENT SAVINGS PLAN FOR NON-UNION EMPLOYEES
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
Years ended December 31, 2011 and 2010

	<u>2011</u>
Additions to net assets attributed to:	
Interest and dividends from investments	\$ 1,434,707
Interest from notes receivable from participants	149,322
Net investment gain from Master Trust	954,204
Participant contributions	4,399,932
Rollover contributions	244,119
Employer contributions	<u>2,776,623</u>
Total additions	9,958,907
Deductions from net assets attributed to:	
Benefits paid to participants	12,655,300
Administrative expenses	22,429
Net depreciation in fair value of investments	<u>6,435,962</u>
Total deductions	<u>19,113,691</u>
Net decrease prior to plan transfers	(9,154,784)
Plan transfer – to Weber-Knapp 401(k) Retirement Savings Plan	(11,674,955)
Plan transfer - from FKI 401(k) Retirement Savings Plan for Union Employees	<u>36,331</u>
Net increase (decrease)	(20,793,408)
Net assets available for benefits	
Beginning of year	<u>135,708,344</u>
End of year	<u>\$ 114,914,936</u>

See accompanying notes to financial statements.

FKI 401(k) RETIREMENT SAVINGS PLAN FOR NON-UNION EMPLOYEES
NOTES TO FINANCIAL STATEMENTS
December 31, 2011 and 2010

NOTE 1 - PLAN DESCRIPTION

The following brief description of the FKI 401(k) Retirement Savings Plan for Non-Union Employees (the "Plan") provides only general information. Participants should refer to the plan agreement for a more complete description of the Plan's provisions, copies of which may be obtained from the plan sponsor.

General: The Plan is a defined contribution plan subject to the applicable provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"), as amended. The Plan covers all employees of FKI Industries Inc. ("FKI", "Company", or the "Sponsor") and certain affiliated companies (collectively the "Employer") not covered by a collective bargaining agreement. Full-time and part-time employees are eligible to participate in the Plan as of the later of their age 21 or their date of hire.

In connection with the sale of the Weber-Knapp Company business on August 30, 2011, the FKI 401(k) Retirement Savings Plan for Non-Union Employees was amended to provide for the spin-off of the net assets attributable to participants' account balances of each of the Weber-Knapp Company participants (including loans of each of the Weber-Knapp participants, which were transferred in-kind) to the Weber Knapp 401(k) Retirement Savings Plan.

The FKI Benefits Administration Committee (the "Committee") is responsible for the administration of the Plan and Mercer Trust Company is the trustee ("Trustee") of the Plan.

Contributions: Participants may contribute, through payroll deductions, up to 75% of their pre-tax compensation and up to 17% of their after-tax compensation. Upon eligibility of the participant, the Employer may make a discretionary matching contribution up to 50% of the participant's first 11% contributed. Participant contributions may not exceed \$16,500 in 2011 and in 2010. A participant who attains age 50 before the end of the Plan year may make additional catch-up contributions, as defined by the Plan. Catch-up contributions may not exceed \$5,500 in 2011 and 2010.

An Employer discretionary contribution equal to 3% of eligible compensation will be made in addition to any Employer matching contributions for employees under the Brush Turbogenerators Inc., FKI Industries Inc., Truth Hardware Corporation, Weber-Knapp Company, and the Whipp & Bourne Inc. covered units effective February 1, 2009, and for Marelli USA, Inc. covered unit effective April 1, 2009. The discretionary contribution is available to participants irrespective if they have or have not elected to make participant contributions to the Plan.

An Employer contribution equal to 4½% of eligible compensation is made in addition to any Employer matching contributions for employees under the Bridon American Corporation covered unit. The Employer contribution is available to participants irrespective if they have or have not elected to make participant contributions to the Plan.

Investment Options: Participants may direct their contributions, as well as Employer contributions, among any of the Plan's available investment options.

FKI Industries Inc. Master Trust: A portion of the Plan's investments are in the FKI 401(k) Retirement Savings Plans Master Trust ("Master Trust") which was established for the investment of assets of the Plan and two other defined contribution plans, one sponsored by the Company and one sponsored by an affiliated company, The Crosby Group LLC. The net assets of the Master Trust are held by Mercer Trust Company ("Trustee"). At December 31, 2011 and 2010, the Plan's interest in the net assets of the Master Trust was approximately 72.6% and 73.1%, respectively. Each participating plan's interest in the net assets of the Master Trust is based upon the value of the Plan's interest in the net assets of the Master Trust as of the beginning of the year, plus actual contributions and allocated investment income, less actual distributions and actual and allocated expenses.

FKI 401(k) RETIREMENT SAVINGS PLAN FOR NON-UNION EMPLOYEES
NOTES TO FINANCIAL STATEMENTS
December 31, 2011 and 2010

NOTE 1 - PLAN DESCRIPTION (Continued)

Net investment income of the Master Trust is allocated to the individual plans based upon their interest in each of the underlying participant-directed investments.

Participant Accounts: Each participant's account is credited with the participant's qualifying rollover contributions, the participant's contributions, the Company's contributions and allocations of Plan earnings. Plan earnings are allocated based on the participant's share of net earnings or losses of their respective elected investment options. The benefit to which a participant is entitled is the benefit that can be provided from the participant's account.

Vesting: Participants are always 100% vested in their voluntary contributions and Company discretionary contributions plus earnings thereon. A participant becomes 100% vested in Employer matching contributions after three years of service.

Participant Forfeitures: Forfeitures related to non-vested Company contributions are used to reduce future Company contributions to the Plan. In 2011, \$183,684 in forfeitures were used to offset employer contributions. In 2010, no forfeitures were utilized to reduce Company contributions. As of December 31, 2011 and 2010, unused forfeitures totaled \$100,505 and \$192,783, respectively.

Benefits: On termination of service, a participant may elect to receive a lump sum amount equal to the value of his or her account. In-service withdrawals are available in certain limited circumstances, as defined by the Plan. Hardship withdrawals are allowed for participants incurring an immediate and heavy financial need, as defined by the Plan. Hardship withdrawals are strictly regulated by the Internal Revenue Service (IRS) and a participant must exhaust all available distributions prior to requesting a hardship withdrawal.

In the event a participant becomes eligible for distribution in accordance with Article 11 of the Plan agreement, and if the value of a participant's vested interest (determined under Section 11.6 of the Plan agreement) does not exceed \$5,000, the method of distributions as to that Participant shall be a single cash payment of the full amount payable. Such amount shall be distributed in accordance with the Plan.

Notes Receivable from Participants: Participants may borrow from their fund accounts a minimum of \$1,000 up to a maximum of \$50,000 or 50% of their vested account balance, whichever is less. The loans are secured by the balance in the participant's account and bear interest at rates that are commensurate with the prevailing interest rates charged on similar loans. Principal and interest are paid through payroll deductions.

Administrative and Investment Management Expenses: Substantially all of the administrative expenses of the Plan are paid by the Company.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

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

Investment Valuation and Income Recognition: The Plan's and Master Trust's investments are reported at fair value as further described in Notes 5 and 6. 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.

FKI 401(k) RETIREMENT SAVINGS PLAN FOR NON-UNION EMPLOYEES
NOTES TO FINANCIAL STATEMENTS
December 31, 2011 and 2010

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Benefit Payments: Benefits are recorded when paid.

Fully Benefit-Responsive Investment Contracts: While Plan investments are presented at fair value in the statements of net assets available for benefits, 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 statements 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 Master trust holds a direct interest in a fully benefit-responsive contract. The Plan holds an interest in such contracts through its interest in the Master Trust.

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.

Estimates: The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the plan administrator to make estimates and assumptions that affect certain reported amounts and disclosures, and actual results may differ from these estimates. It is at least reasonably possible that a significant change may occur in the near term in the estimated fair value of the Plan's and Master Trust's investments.

Risks and Uncertainties: The Plan and Master Trust hold various investments, which are exposed to various risks such as interest rate, market, liquidity and credit risks. Due to the level of risk associated with certain investments and the sensitivity of certain fair value estimates to changes in valuation assumptions, it is at least reasonably possible that changes in the fair values of investments will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits.

NOTE 3 - RIGHTS UPON PLAN TERMINATION

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

NOTE 4 - UNAUDITED INFORMATION – CERTIFIED INVESTMENTS

Substantially all information pertaining to the Plan's investments included in the financial statements, including the associated investment income (loss) was obtained or derived from information supplied to the plan administrator and certified as complete and accurate by Mercer Trust Company, the Trustee of the Plan. This information has not been audited by independent accountants.

FKI 401(k) RETIREMENT SAVINGS PLAN FOR NON-UNION EMPLOYEES
NOTES TO FINANCIAL STATEMENTS
December 31, 2011 and 2010

NOTE 4 - UNAUDITED INFORMATION – CERTIFIED INVESTMENTS (Continued)

Investments that represent 5% or more of the Plan's net assets available for benefits, excluding the Plan's allocation of the Master Trust assets, are as follows:

	<u>2011</u>	<u>2010</u>
PIMCO Total Return Fund	\$ 9,138,417	\$ 11,758,134
The Growth Fund of America	13,058,022	17,093,013
Janus Overseas Fund Class S	5,201,720	10,390,924
Lord Abbett Small Cap Value Fund	5,375,173	6,613,259
Artisan Mid Cap Fund	5,056,587	6,213,151
American Funds New Perspective	4,911,974*	7,113,711
T. Rowe Price Equity Income Advisor Fund	10,213,456	13,535,953

* Represents less than 5% of net assets available for benefits

During 2011 and 2010, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year), excluding the Plan's allocation of the Master Trust assets, depreciated in value by \$ 6,435,962 as follows:

	<u>Year ended</u> <u>December 31, 2011</u>
Mutual funds	\$ (6,529,327)
Common collective trusts	<u>93,365</u>
Net depreciation	<u>\$ (6,435,962)</u>

The Plan earned dividend and interest income, excluding the Plan's allocation of the Master Trust assets, during 2011 in the amount of \$1,434,707.

FKI 401(k) RETIREMENT SAVINGS PLAN FOR NON-UNION EMPLOYEES
NOTES TO FINANCIAL STATEMENTS
December 31, 2011 and 2010

NOTE 5 - FAIR VALUE MEASUREMENTS

Fair value is the price that would be received by the Plan and the Master Trust for an asset or paid by the Plan and the Master Trust to transfer a liability (an exit price) in an orderly transaction between market participants on the measurement date in the Plan's and the Master Trust'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) and gives the lowest priority to unobservable inputs (Level 3 measurements). The three levels of inputs within the fair value hierarchy are defined as follows:

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 and the Master Trust'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.

The following descriptions of the valuation methods and assumptions used by the Plan to estimate the fair values of investments apply to investments held directly by the Plan and those held as underlying investments of the Master Trust.

Plan Interest in Master Trust: The fair value of the Plan's interest in the Master Trust reflects the Plan's interest in the fair value of the underlying net assets of the Master Trust.

Mutual Funds: The fair values of mutual fund investments are determined by obtaining quoted prices on nationally recognized securities exchanges (Level 1 inputs).

Collective Trusts: The fair values of participation units held in collective trusts 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 S&P 500 Flagship fund is held directly by the Plan and has a fair market value of \$3,706,286 at December 31, 2011. The investment objective of the S&P 500 Flagship fund, issued by the State Street Bank and Trust Company, is to mimic the long-term market performance of the S&P 500 index while providing participants the ability to purchase and redeem units on an "as of" basis. Underlying investments of the collective trusts include, but are not limited to, domestic equities, government issues, collective investment funds, and futures contracts. The investments provide for redemptions every business day and have redemption prices that are determined by the fund's net asset value per unit. The investments may be valued as of the next succeeding valuation date or another date as the fund manager, State Street Bank and Trust, deems appropriate.

FKI 401(k) RETIREMENT SAVINGS PLAN FOR NON-UNION EMPLOYEES
NOTES TO FINANCIAL STATEMENTS
December 31, 2011 and 2010

NOTE 5 - FAIR VALUE MEASUREMENTS (Continued)

The Wells Fargo Stable Return Fund is held as an investment in the Master Trust and has a fair market value of \$8,993,822 at December 31, 2011. The fair values of participation units in the Wells Fargo Stable Return Fund, a stable value collective trust fund which is unitized fund managed by Wells Fargo, 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 in the audited financial statements of the fund (Level 2 inputs). The stable value fund invests in synthetic guaranteed investment contracts, which are comprised of collective trust and U.S. Treasury Bonds with the objective of providing a high level of return that is consistent with also providing stability of investment return, a preservation of capital and liquidity to pay plan benefits of its retirement plan investors. The fund generally provides for daily redemptions by the Plan at reported net asset value per share with no advance notification requirements. The Plan holds an indirect interest in this fund through its investment in the Master Trust.

The Prudential Core Conservative Intermediate Bond Fund is also held as an investment in the Master Trust and has a fair market value of \$14,140,915 at December 31, 2011. The fair values of participation units in the Prudential Core Conservative Intermediate Bond Fund, a stable value collective trust fund which is unitized fund managed by Prudential Insurance Company of America, 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 in the audited financial statements of the fund (Level 2 inputs). The stable value fund invests in various bonds including agency bonds, U.S. Government securities and Corporate Bonds. The fund objective is to outperform the Barclays Capital U.S. Intermediate Aggregate Bond Index (benchmark) by 25 bps over a full market cycle (3-5 years). The fund generally provides for daily redemptions by the Plan at reported net asset value per share with no advance notification requirements. The Plan holds an indirect interest in this fund through its investment in the Master Trust.

Short-Term investments: Short-term investments largely consisted of a money market fund, the fair value of which is based on the net asset value reported by the manager of the fund and supported by the unit prices of actual purchase and sale transactions (Level 2 inputs). The money market fund is designed to provide safety of principal, daily liquidity, and a competitive yield by investing in high quality money market instruments. The investment objective of the money market fund is to provide the highest possible level of current income while still maintaining liquidity and preserving capital.

Investment contracts: The fair value of traditional guaranteed investment contracts ("GICs") is calculated using the income approach by using observable inputs (Level 2) included in the investment manager's, Fiduciary Capital Management Inc.'s (FCM) Weekly bullet rate desk that is published in Barron's. The issuer prices are indicative of current market levels and yield curves. The investment manager uses a present value calculation to determine the fair value which is based off of the rates from FCM's weekly bullet rate desk.

Wrapper Contracts: Fair values of wrapper contracts associated with synthetic investment contracts are determined through matrix pricing models incorporating inputs for comparable contract size, duration, cash flows, the credit quality of the underlying portfolio and other terms (Level 2 inputs).

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.

FKI 401(k) RETIREMENT SAVINGS PLAN FOR NON-UNION EMPLOYEES
NOTES TO FINANCIAL STATEMENTS
December 31, 2011 and 2010

NOTE 5 - FAIR VALUE MEASUREMENTS (Continued)

Plan investments measured at fair value on a recurring basis, other than its interest in the net assets of the Master Trust, are summarized below.

<u>Fair Value Measurements at December 31, 2011</u>				
	<u>Using</u>			
	Quoted Prices in Active Markets for Identical Assets <u>Level 1</u>	Significant Other Observable Inputs <u>Level 2</u>	Significant Unobservable Inputs <u>Level 3</u>	<u>Total</u>
Investments (other than Plan's interest in Master Trust):				
Mutual Funds:				
U.S. Small Cap	\$ 7,301,075	\$ -	\$ -	\$ 7,301,075
U.S. Mid-Cap	7,435,220	-	-	7,435,220
U.S. Large-Cap	23,271,478	-	-	23,271,478
International	11,467,607	-	-	11,467,608
Life cycle	10,386,171	-	-	10,386,171
Income	9,586,324	-	-	9,586,324
Collective trusts	-	3,706,286	-	3,706,286
Total investments	<u>\$ 69,447,875</u>	<u>\$ 3,706,286</u>	<u>\$ -</u>	<u>\$ 73,154,161</u>

Plan investments measured at fair value on a recurring basis, including its interest in the net assets of the Master Trust as of December 31, 2010, are summarized below.

<u>Fair Value Measurements at December 31, 2010</u>				
	<u>Using</u>			
	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Investments (other than Plan's interest in Master Trust):				
Mutual Funds:				
U.S. Small Cap	\$ 9,147,175	\$ -	\$ -	\$ 9,147,175
U.S. Mid-Cap	9,234,123	-	-	9,234,123
U.S. Large-Cap	30,628,966	-	-	30,628,966
International	18,582,126	-	-	18,582,126
Life cycle	9,240,557	-	-	9,240,557
Income	11,963,762	-	-	11,963,762
Investments held by Mater Trust:				
Guaranteed Investment Contract	-	20,867,508	-	20,867,508
Synthetic GIC's	-	13,859,687	-	13,859,687
Short-term investments	5,703,345	-	-	5,703,345
Collective Trusts:				
Corporate equities	-	4,048,789	-	4,048,789
Total investments	<u>\$ 94,500,054</u>	<u>\$ 38,775,984</u>	<u>\$ -</u>	<u>\$ 133,276,038</u>

FKI 401(k) RETIREMENT SAVINGS PLAN FOR NON-UNION EMPLOYEES
NOTES TO FINANCIAL STATEMENTS
December 31, 2011 and 2010

NOTE 6 – MASTER TRUST (UNAUDITED)

A summary of the net assets of the Master Trust is as follows at December 31, 2011 and 2010:

	<u>2011</u>	<u>2010</u>
Investments, at fair value:		
Guaranteed investment contracts	\$ 29,552,555	\$ 28,563,514
Synthetic GIC		18,971,186
Collective Trusts	23,134,737	
Wrapper	46,161	
Short-term investments	<u>2,405,144</u>	<u>7,806,757</u>
Investments, at fair value	55,138,597	55,341,457
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	<u>(1,687,847)</u>	<u>(1,401,128)</u>
Net assets	<u>\$ 53,450,750</u>	<u>\$ 53,940,329</u>

The net investment gain (loss) for the Master Trust for the years ended December 31, 2011 and 2010 is as follows:

	<u>2011</u>	<u>2010</u>
Investment income:		
Interest and dividends on investment contracts	<u>\$ 1,300,923</u>	<u>\$ 1,495,624</u>
Net investment income	<u>\$ 1,300,923</u>	<u>\$ 1,495,624</u>

Assets and liabilities of the Master Trust as of December 31, 2011, that are measured at fair value on a recurring basis are summarized below:

Fair Value Measurements at December 31, 2011, Using			
	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Investments:			
Guaranteed investment contracts	\$ -	\$ 29,552,555	\$ -
Synthetic GIC			
Collective trusts - bond funds	-	23,134,737	-
Wrapper	-	46,161	-
Short-term investments	<u>-</u>	<u>2,405,144</u>	<u>-</u>
Investments, at fair value	<u>\$ -</u>	<u>\$ 55,138,597</u>	<u>\$ -</u>

FKI 401(k) RETIREMENT SAVINGS PLAN FOR NON-UNION EMPLOYEES
NOTES TO FINANCIAL STATEMENTS
December 31, 2011 and 2010

NOTE 7 – INVESTMENT CONTRACTS HELD BY MASTER TRUST

The Master Trust holds investments in fully benefit-responsive Guaranteed Investment Contracts ("GICs") as part of the Pooled Interest Contract Fund investment option. The Master Trust invests in both traditional and synthetic GICs.

The traditional GICs are credited with contractually stated net interest earnings and charged for participant withdrawals and administrative expenses. The issuers of the GICs are contractually obligated to repay the principal and a specified interest rate that is guaranteed to the Plan.

As the GICs are fully benefit-responsive, contract value is the relevant measurement attribute for that portion of the assets available for benefits attributable to the GICs. Contract value, as reported to the Master Trust by the Trustee, represents contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value. There are no reserves against contract value for credit risk of the contract issuer or otherwise. The crediting interest rate is agreed upon at contract inception, as defined in the contract agreement, but cannot be less than 0%. Such interest rate is guaranteed for the life of the contract.

The Master Trust invests in two synthetic guaranteed investment contracts. Each synthetic guaranteed investment contract is an agreement under which the Master Trust purchased debt obligations and then entered into a contract with a financial institution to provide for liquidity and an adjustable rate of return thereon (a "wrapper") which, when taken together with the underlying securities, generally results in a guaranteed return of principal and accrued interest. The crediting interest rate is based on a formula agreed upon with the issuer.

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

Average Yields	<u>2011</u>	<u>2010</u>
Based on contract earnings	2.83%	3.03%
Based on interest rate credited to participants	2.59%	2.66%

The accompanying financial statements reflect the Plan's share of the fair value of the assets of the Master Trust.

FKI 401(k) RETIREMENT SAVINGS PLAN FOR NON-UNION EMPLOYEES
NOTES TO FINANCIAL STATEMENTS
December 31, 2011 and 2010

NOTE 8 - PARTY-IN-INTEREST TRANSACTIONS

Parties-in-interest are defined under DOL regulations as any fiduciary of the Plan, any party rendering service to the Plan, the employer, and certain others. Certain administrative functions are performed by officers or employees of the Company. No such officer or employee receives compensation from the Plan or Master Trust. Some administrative expenses of the Plan and Master Trust are paid directly by the Company. Notes receivable from participants are also party-in-interest transactions to the Plan.

NOTE 9 - TAX STATUS

The Internal Revenue Service has determined and informed the Company by a letter dated April 28, 2012 that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code ("IRC"). Plan management believes that the Plan is designed and being operated in compliance with the applicable requirements of the IRC. Therefore, they believe that the Plan was qualified and the related trust was tax-exempt as of the financial statement date.

NOTE 10 - RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of net assets available for benefits per the financial statements at December 31, 2011 and 2010, to the Form 5500:

	<u>2011</u>	<u>2010</u>
Net assets available for benefits per the financial statements	\$ 114,914,936	\$ 135,708,344
Adjustment from contract value to fair value for fully benefit-responsive investment contracts	<u>1,225,775</u>	<u>1,023,615</u>
Net assets per the Form 5500	<u>\$ 116,140,711</u>	<u>\$ 136,731,959</u>

The following is a reconciliation of the change in net assets available for benefits for the year ended December 31, 2011, per the financial statements to the net income reported in the 2011 Form 5500:

Decrease in net assets available for benefits per the financial statements	\$ (20,793,408)
Change in excess of contract value over estimated fair value of investment in Master Trust	202,160
Net loss per the Form 5500	<u>\$ (20,591,248)</u>

NOTE 11 - SUBSEQUENT EVENTS

Plan management has evaluated subsequent events for recognition and disclosure through October 9, 2012, which is the date the financial statements were available to be issued.

SUPPLEMENTAL SCHEDULE

FKI 401(k) RETIREMENT SAVINGS PLAN FOR NON-UNION EMPLOYEES
SCHEDULE H, LINE 4i – SCHEDULE OF ASSETS (HELD AT END OF YEAR)
December 31, 2011

Plan Sponsor: FKI Industries Inc.
Employer Identification Number: 06-0241470
Plan Number: 042

(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>Mutual Funds:</u>		
	CRM Funds	Mid Cap Value Fund		\$ 2,378,633
	American Funds	New Perspective Fund		4,911,974
	Morgan Stanley Institutional Fund	Small Company Fund		1,925,902
	Artisan Funds, Inc.	Mid Cap Fund		5,056,587
	T. Rowe Price	Equity Income Advisor Fund		10,213,456
	American Funds	The Growth Fund of America		13,058,022
	PIMCO Funds	Total Return Fund		9,138,417
	Janus Capital Group	Overseas Fund Class S		5,201,720
	Lord Abbett & Co. LLC	Small Cap Value Fund		5,375,173
	Harbor Funds	International Fund		1,353,913
	Federated Funds	U.S. Treasury Cash Reserves Fund		447,907
	T. Rowe Price	Retirement Income		259,027
	T. Rowe Price	Retirement 2005		325,045
	T. Rowe Price	Retirement 2010		721,366
	T. Rowe Price	Retirement 2015		2,307,699
	T. Rowe Price	Retirement 2020		2,181,204
	T. Rowe Price	Retirement 2025		1,749,769
	T. Rowe Price	Retirement 2030		606,052
	T. Rowe Price	Retirement 2035		1,151,263
	T. Rowe Price	Retirement 2040		482,180
	T. Rowe Price	Retirement 2045		439,738
	T. Rowe Price	Retirement 2050		122,497
	T. Rowe Price	Retirement 2055		40,331
				<u>69,447,875</u>
		<u>Common Collective Trusts:</u>		
	State Street Bank and Trust Company	State Street Global Advisors S&P 500 Flagship Fund		3,706,286
		<u>Notes Receivable to Participants:</u>		
*	Participant Accounts	Interest rate ranges from 4.25% to 10.75%. maturities are through 2025		<u>2,816,865</u>
		Total investments		<u>\$ 75,971,026</u>

* Denotes party-in-interest

**The "Cost" column is not presented because all of the Plan's investment options are participant directed.

See report of independent auditors

Attachment to 2011 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name PlanName1
Plan Sponsor's Name FKI INDUSTRIES INC.

EIN: 06-0241470
PN: 042

(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
	THE GROWTH FUND OF AMERICA	MUTUAL FUND		13,058,022
	CRM MID CAP VALUE	MUTUAL FUND		2,378,633
	JANUS OVERSEAS FUND	MUTUAL FUND		5,201,720
	HARBOR INTERNATIONAL FUND	MUTUAL FUND		1,353,913
	AMERICAN FUNDS NEW PERSPECTIVE	MUTUAL FUND		4,911,974
	ARTISAN MID CAP FUND	MUTUAL FUND		5,056,587
	T ROWE PRICE EQUITY INCOME	MUTUAL FUND		10,213,456

Attachment to 2011 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name FKI 401K RETIREMENT SAVINGS PLAN FOR NON-UNION EMPLOYEES **EIN:** 06-0241470
Plan Sponsor's Name FKI INDUSTRIES INC. **PN:** 042

(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
	PIMCO TOTAL RETURN FUND	MUTUAL FUND		9,138,417
	SSGA S & P 500 INDEX	COMMON/COLLECTIVE TRUST		3,706,286
	MORGAN STANLEY DEAN WITTER	MUTUAL FUND		1,925,902
	LORD ABBETT SMALL CAP VALUE	MUTUAL FUND		5,375,173
	T ROWE PRICE RETIREMENT INCOME	MUTUAL FUND		259,027
	T ROWE PRICE RETIREMENT 2005	MUTUAL FUND		325,045
	T ROWE PRICE RETIREMENT 2010	MUTUAL FUND		721,366

Attachment to 2011 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name FKI 401K RETIREMENT SAVINGS PLAN FOR NON-UNION EMPLOYEES **EIN:** 06-0241470
Plan Sponsor's Name FKI INDUSTRIES INC. **PN:** 042

(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
	T ROWE PRICE RETIREMENT 2015	MUTUAL FUND		2,307,699
	T ROWE PRICE RETIREMENT 2020	MUTUAL FUND		2,181,204
	T ROWE PRICE RETIREMENT 2025	MUTUAL FUND		1,749,769
	T ROWE PRICE RETIREMENT 2030	MUTUAL FUND		606,052
	T ROWE PRICE RETIREMENT 2035	MUTUAL FUND		1,151,263
	T ROWE PRICE RETIREMENT 2040	MUTUAL FUND		482,180
	T ROWE PRICE RETIREMENT 2045	MUTUAL FUND		439,738

Attachment to 2011 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name FKI 401K RETIREMENT SAVINGS PLAN FOR NON-UNION EMPLOYEES **EIN:** 06-0241470
Plan Sponsor's Name FKI INDUSTRIES INC. **PN:** 042

(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
	T ROWE PRICE RETIREMENT 2050	MUTUAL FUND		122,497
	T ROWE PRICE RETIREMENT 2055	MUTUAL FUND		40,331
	FEDERATED US TREASURY CASH RESERV	MUTUAL FUND		447,907
	GIC	MASTER TRUST		38,807,994
	LOAN FUND	PARTICIPANT LOANS		2,816,865