

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 01/01/2011 and ending 12/31/2011	
A	This return/report is for: ☐ a multiemployer plan; ☒ a single-employer plan; ☐ a multiple-employer plan; or ☐ 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 THE RETIREMENT AND DISABILITY UNION PENSION PLAN OF S.K. WELLMAN CORP.	1b Three-digit plan number (PN) ▶ 002
		1c Effective date of plan 09/13/1985
2a	Plan sponsor's name and address, including room or suite number (Employer, if for single-employer plan) CARLISLE BRAKE & FRICTION, INC 6180 COCHRAN RD SOLON, OH 44139	2b Employer Identification Number (EIN) 20-0046535 2c Sponsor's telephone number 440-528-3218 2d Business code (see instructions) 551112

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/13/2012	THOMAS A GILBRIDE
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

3a Plan administrator's name and address (if same as plan sponsor, enter "Same") CARLISLE BRAKE & FRICTION, INC 6180 COCHRAN RD SOLON, OH 44139	3b Administrator's EIN 20-0046535 3c Administrator's telephone number 440-528-3218
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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	162
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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	0
b Retired or separated participants receiving benefits.....	6b	97
c Other retired or separated participants entitled to future benefits.....	6c	55
d Subtotal. Add lines 6a , 6b , and 6c	6d	152
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	8
f Total. Add lines 6d and 6e	6f	160
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	0

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:

1B 1G 1I

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

SCHEDULE A (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Insurance Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500. ▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).	OMB No. 1210-0110
		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 THE RETIREMENT AND DISABILITY UNION PENSION PLAN OF S.K. WELLMAN CORP.	B Three-digit plan number (PN) ▶ 002
C Plan sponsor's name as shown on line 2a of Form 5500 CARLISLE BRAKE & FRICTION, INC	D Employer Identification Number (EIN) 20-0046535

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

(a) Name of insurance carrier

PRUDENTIAL RETIREMENT INSURANCE AND ANNUITY COMPANY

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
06-1050034	93629	IN-16753	160	01/01/2011	12/31/2011

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Part II Investment and Annuity Contract Information

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

4 Current value of plan's interest under this contract in the general account at year end	4	
5 Current value of plan's interest under this contract in separate accounts at year end	5	5921257

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

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

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

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

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

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

Part III Welfare Benefit Contract Information

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

8 Benefit and contract type (check all applicable boxes)

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

9 Experience-rated contracts:

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

10 Nonexperience-rated contracts:

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

Specify nature of costs ▶

Part IV Provision of Information

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

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

SCHEDULE SB (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Single-Employer Defined Benefit Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500 or 5500-SF.	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

▶ **Round off amounts to nearest dollar.**

▶ **Caution:** A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan <u>THE RETIREMENT AND DISABILITY UNION PENSION PLAN OF S.K. WELLMAN CORP.</u>	B Three-digit plan number (PN) ▶ <u>002</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF <u>CARLISLE BRAKE & FRICTION, INC</u>	D Employer Identification Number (EIN) <u>20-0046535</u>
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500

Part I	Basic Information
1 Enter the valuation date: Month <u>01</u> Day <u>01</u> Year <u>2011</u>	
2 Assets:	
a Market value	2a <u>5668260</u>
b Actuarial value	2b <u>5668260</u>
3 Funding target/participant count breakdown:	
	(1) Number of participants (2) Funding Target
a For retired participants and beneficiaries receiving payment	3a <u>105</u> <u>4509110</u>
b For terminated vested participants	3b <u>57</u> <u>1141339</u>
c For active participants:	
(1) Non-vested benefits	3c(1) <u>0</u>
(2) Vested benefits	3c(2) <u>0</u>
(3) Total active	3c(3) <u>0</u>
d Total	3d <u>162</u> <u>5650449</u>
4 If the plan is in at-risk status, check the box and complete lines (a) and (b)	☐
a Funding target disregarding prescribed at-risk assumptions	4a
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor	4b
5 Effective interest rate	5 <u>6.10 %</u>
6 Target normal cost	6 <u>66000</u>

Statement by Enrolled Actuary

To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

SIGN HERE	<u>10/05/2012</u>
Signature of actuary	Date
<u>MARGARET W FUREY</u>	<u>11-04849</u>
Type or print name of actuary	Most recent enrollment number
<u>PRIAC</u>	<u>860-534-2895</u>
Firm name	Telephone number (including area code)
<u>P.O. BOX 2975</u> <u>HARTFORD, CT 06104-2975</u>	
Address of the firm	

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions ☐

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

Schedule SB (Form 5500) 2011
v.012611

Part II		Beginning of year carryover and prefunding balances	
		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	0	159
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	0
9	Amount remaining (line 7 minus line 8)	0	159
10	Interest on line 9 using prior year's actual return of <u>12.23</u> %		19
11	Prior year's excess contributions to be added to prefunding balance:		
a	Present value of excess contributions (line 38 from prior year)		6569
b	Interest on (a) using prior year's effective rate of <u>6.59</u> % except as otherwise provided (see instructions)		433
c	Total available at beginning of current plan year to add to prefunding balance		7002
d	Portion of (c) to be added to prefunding balance		0
12	Other reductions in balances due to elections or deemed elections	0	0
13	Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	0	178

Part III		Funding percentages	
14	Funding target attainment percentage	14	100.31 %
15	Adjusted funding target attainment percentage	15	100.31 %
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	99.86 %
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV		Contributions and liquidity shortfalls			
18 Contributions made to the plan for the plan year by employer(s) and employees:					
(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
04/13/2011	25200				
07/19/2011	25200				
			Totals ▶	18(b)	50400
				18(c)	0

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:	
a Contributions allocated toward unpaid minimum required contributions from prior years	19a 0
b Contributions made to avoid restrictions adjusted to valuation date	19b 0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c 49185
20 Quarterly contributions and liquidity shortfalls:	
a Did the plan have a "funding shortfall" for the prior year? ☒ Yes ☐ No	
b If 20a is "Yes," were required quarterly installments for the current year made in a timely manner? ☒ Yes ☐ No	
c If 20a is "Yes," see instructions and complete the following table as applicable:	
Liquidity shortfall as of end of quarter of this plan year	
(1) 1st	(2) 2nd
0	0
(3) 3rd	(4) 4th
0	0

Part V Assumptions used to determine funding target and target normal cost

21 Discount rate:				
a Segment rates:	1st segment: 3.61%	2nd segment: 6.20%	3rd segment: 6.53 %	☐ N/A, full yield curve used
b Applicable month (enter code)				21b 3
22 Weighted average retirement age				22 65
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute				

Part VI Miscellaneous items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment.	☐ Yes ☒ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment.	☐ Yes ☒ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment.....	☐ Yes ☒ No
27 If the plan is eligible for (and is using) alternative funding rules, enter applicable code and see instructions regarding attachment.....	27

Part VII Reconciliation of unpaid minimum required contributions for prior years

28 Unpaid minimum required contributions for all prior years	28	0
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a).....	29	0
30 Remaining amount of unpaid minimum required contributions (line 28 minus line 29)	30	0

Part VIII Minimum required contribution for current year

31 Target normal cost and excess assets (see instructions):												
a Target normal cost (line 6)	31a	66000										
b Excess assets, if applicable, but not greater than 31a	31b	17633										
32 Amortization installments:	<table border="1"> <thead> <tr> <th></th> <th>Outstanding Balance</th> <th>Installment</th> </tr> </thead> <tbody> <tr> <td>a Net shortfall amortization installment</td> <td>0</td> <td>0</td> </tr> <tr> <td>b Waiver amortization installment</td> <td>0</td> <td>0</td> </tr> </tbody> </table>				Outstanding Balance	Installment	a Net shortfall amortization installment	0	0	b Waiver amortization installment	0	0
	Outstanding Balance	Installment										
a Net shortfall amortization installment	0	0										
b Waiver amortization installment	0	0										
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33											
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)...	34	48367										
		Carryover balance	Prefunding balance									
35 Balances elected for use to offset funding requirement.....	0	0	0									
36 Additional cash requirement (line 34 minus line 35)	36	48367										
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	37	49185										
38 Present value of excess contributions for current year (see instructions)												
a Total (excess, if any, of line 37 over line 36)	38a	818										
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b	0										
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	39	0										
40 Unpaid minimum required contributions for all years.....	40	0										

Part IX Pension funding relief under Pension Relief Act of 2010 (see instructions)

41 If a shortfall amortization base is being amortized pursuant to an alternative amortization schedule:			
a Schedule elected	☐ 2 plus 7 years ☐ 15 years		
b Eligible plan year(s) for which the election in line 41a was made	☐ 2008 ☐ 2009 ☐ 2010 ☐ 2011		
42 Amount of acceleration adjustment	42		
43 Excess installment acceleration amount to be carried over to future plan years	43		

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>THE RETIREMENT AND DISABILITY UNION PENSION PLAN OF S.K. WELLMAN CORP.</u>	B Three-digit plan number (PN) ▶ <u>002</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>CARLISLE BRAKE & FRICTION, INC</u>	D Employer Identification Number (EIN) <u>20-0046535</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
PRUDENTIAL RETIREMENT INS & ANNUITY

06-1050034

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

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

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

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

PRUDENTIAL RETIREMENT INS & ANNUITY

06-1050034

(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?
13	NONE	29269	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

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

GLOBAL PORTFOLIO STRATEGIES, INC

06-1055669

(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?
28	NONE	8900	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

GRANT THORNTON LLP

36-6055558

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
10	NONE	8315	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

a Name: GRANT THORNTON LLP	b EIN: 36-6055558
c Position: AUDITOR	
d Address: 1228 EUCLID AVENUE SUITE 800 CLEVELAND, OH 44115	e Telephone: 216-771-1400

Explanation: CONSOLIDATION OF AUDIT FIRMS BY PARENT COMPANY

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration	DFE/Participating Plan Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2011 This Form is Open to Public Inspection.
For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011		
A Name of plan THE RETIREMENT AND DISABILITY UNION PENSION PLAN OF S.K. WELLMAN CORP.		B Three-digit plan number (PN) ► 002
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 CARLISLE BRAKE & FRICTION, INC		D Employer Identification Number (EIN) 20-0046535
Part I Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)		
a Name of MTIA, CCT, PSA, or 103-12 IE: HIGH YIELD BOND/CAYWOOD SCHOLL		
b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.		
c EIN-PN 06-1050034-300	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 498789
a Name of MTIA, CCT, PSA, or 103-12 IE: LARGE CAP BLEND/AJO FUND		
b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.		
c EIN-PN 06-1050034-178	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 305219
a Name of MTIA, CCT, PSA, or 103-12 IE: LONG DURATION BOND/IR&M FUND		
b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.		
c EIN-PN 06-1050034-537	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 2598021
a Name of MTIA, CCT, PSA, or 103-12 IE: CORE PLUS BOND/PIMCO		
b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.		
c EIN-PN 06-1050034-299	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 2208300
a Name of MTIA, CCT, PSA, or 103-12 IE: PRUDENTIAL SHORT-TERM BOND FUND		
b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.		
c EIN-PN 06-1050034-041	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 178237
a Name of MTIA, CCT, PSA, or 103-12 IE: INTL BLD/THONRBURG		
b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.		
c EIN-PN 06-1050034-719	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 132691
a Name of MTIA, CCT, PSA, or 103-12 IE: INTL BLD/THONRBURG		
b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.		
c EIN-PN 06-1050034-719	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 132691

a Name of MTIA, CCT, PSA, or 103-12 IE: INTL BLD/THONRBURG**b** Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.

c EIN-PN 06-1050034-719	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 132691
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a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):

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

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

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

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

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

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

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

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

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

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

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011		
A Name of plan THE RETIREMENT AND DISABILITY UNION PENSION PLAN OF S.K. WELLMAN CORP.	B Three-digit plan number (PN) ►	002
C Plan sponsor's name as shown on line 2a of Form 5500 CARLISLE BRAKE & FRICTION, INC	D Employer Identification Number (EIN) 20-0046535	

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other.....	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities.....	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other.....	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)		
(9) Value of interest in common/collective trusts.....	1c(9)		
(10) Value of interest in pooled separate accounts.....	1c(10)	5668260	5921257
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)		
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)	0	0
(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	5668260	5921257

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h	1927	1671
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	1927	1671

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	5666333	5919586
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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 Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	50400	
(B) Participants	2a(1)(B)		
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		50400

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)		
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		0

(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)		
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		0

(3) Rents	2b(3)		
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(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate.....	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		727218
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		777618

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	471053	
(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)		471053
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	53312	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		53312
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		524365

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		253253
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: DIXON HUGHES GOODMAN LLP

(2) EIN: 56-0747981

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.).....			
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			
4n			

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

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

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

5b(1) Name of plan(s)

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

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

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

A Name of plan <u>THE RETIREMENT AND DISABILITY UNION PENSION PLAN OF S.K. WELLMAN CORP.</u>	B Three-digit plan number (PN) ▶ <u>002</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>CARLISLE BRAKE & FRICTION, INC</u>	D Employer Identification Number (EIN) <u>20-0046535</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>22-1211670</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	<u>0</u>

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

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

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

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

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

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

***The Retirement and Disability
Union Pension Plan of
S.K. Wellman Corp.***

*Financial Statements
and
Supplemental Schedules*

Years Ended December 31, 2011 and 2010

**THE RETIREMENT AND DISABILITY UNION PENSION PLAN OF
S.K. WELLMAN CORP.**

TABLE OF CONTENTS	<u>PAGE NO.</u>
INDEPENDENT AUDITORS' REPORT	1
FINANCIAL STATEMENTS	
Statements of Net Assets Available for Benefits	2
Statements of Changes in Net Assets Available for Benefits	3
Notes to Financial Statements	4
SUPPLEMENTAL SCHEDULES	
Schedule H, Line 4i - Schedule of Assets (Held at End of Year)	14
Schedule H, Line 4j - Schedule of Reportable Transactions	15

INDEPENDENT AUDITORS' REPORT

To Pension and Benefits Committee of the Board of Directors of
Carlisle Companies Incorporated and the Participants of
The Retirement and Disability Union Pension Plan of S.K. Wellman Corporation

We were engaged to audit the accompanying financial statements and supplemental schedules of The Retirement and Disability Union Pension Plan of S.K. Wellman Corp. (the "Plan") as of December 31, 2011 and for the year then ended, as listed in the accompanying table of contents. These financial statements and supplemental schedules are the responsibility of the Plan's management. The financial statements of the plan as of December 31, 2010, were audited by other auditors. 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 ("ERISA"), the plan administrator instructed the other auditors not to perform and they did not perform, any auditing procedures with respect to the information certified by the Trustee. Their report, dated October 13, 2011, indicated that (a) because of the significance of the information they did not audit, they were unable to, and did not, express an opinion on the financial statements taken as a whole and (b) the form and content of the information included in the financial statements other than that derived from the information certified by the Trustee, were presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

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 E, which was certified by Prudential Retirement Insurance and Annuity Company, the custodian for the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedules. We have been informed by the plan administrator that the custodian holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the custodian as of December 31, 2011 and for the year then ended, that the information provided to the plan administrator by the custodian 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 2011 financial statements and supplemental schedules taken as a whole. The supplemental schedules are presented for the purpose of additional analysis and are not a required part of the 2011 financial statements but are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. The form and content of the information included in the 2011 financial statements and supplemental schedules, other than that derived from the information certified by the custodian, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure ERISA.

Dixon Hughes Goodman LLP

Charlotte, North Carolina
October 11, 2012

**THE RETIREMENT AND DISABILITY UNION PENSION PLAN
OF S.K. WELLMAN CORP.
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
December 31, 2011 and 2010**

	<u>2011</u>	<u>2010</u>
ASSETS		
Investments, at fair value		
Pooled separate accounts	\$ 5,921,257	\$ 5,668,260
LIABILITIES		
Administrative expenses payable	<u>1,671</u>	<u>1,927</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u>\$ 5,919,586</u>	<u>\$ 5,666,333</u>

**THE RETIREMENT AND DISABILITY UNION PENSION PLAN
OF S.K. WELLMAN CORP.
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
Years Ended December 31, 2011 and 2010**

	<u>2011</u>	<u>2010</u>
ADDITIONS TO NET ASSETS ATTRIBUTED TO:		
Investment income:		
Net appreciation in fair value of investments	\$ 559,646	\$ 529,134
Interest and dividends	<u>167,572</u>	<u>87,473</u>
Total investment income	727,218	616,607
Employer contributions	50,400	110,298
Other income	<u>-</u>	<u>18,777</u>
TOTAL ADDITIONS	777,618	745,682
DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO:		
Pension benefits paid	471,053	486,412
Administrative expenses	<u>53,312</u>	<u>55,478</u>
TOTAL DEDUCTIONS	<u>524,365</u>	<u>541,890</u>
NET INCREASE	253,253	203,792
NET ASSETS AVAILABLE FOR BENEFITS		
BEGINNING OF YEAR	<u>5,666,333</u>	<u>5,462,541</u>
END OF YEAR	<u><u>\$ 5,919,586</u></u>	<u><u>\$ 5,666,333</u></u>

**THE RETIREMENT AND DISABILITY UNION PENSION PLAN OF
S.K. WELLMAN CORP.
NOTES TO FINANCIAL STATEMENTS
December 31, 2011 and 2010**

NOTE A – PLAN DESCRIPTION

The following description of The Retirement and Disability Union Pension Plan of S. K. Wellman Corp. (the “Plan”) provides only general information. Participants should refer to the plan document for a more complete description of the Plan’s provisions.

General

The Plan was a non-contributory defined benefit plan that covered all employees of S.K. Wellman Corp., a former subsidiary of Carlisle Brake & Friction, Inc. (the “Company”), who were part of a collective bargaining unit, age twenty-one or older, had at least one year of service and were hired prior to October 9, 1995. The S.K. Wellman Corp. facility was closed and all covered employees terminated as of October 1, 2005 (“curtailment date”). During 2010, S.K. Wellman Corp. was acquired by the Carlisle Companies Incorporated and then subsequently dissolved. Carlisle Brake & Friction Inc., a wholly-owned subsidiary of Carlisle Companies Incorporated, continues as the Plan Sponsor.

The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended (“ERISA”). Prudential Retirement Insurance and Annuity Company serves as the custodian and manages the Plan’s investments (the “Custodian”).

The Plan is subject to the governance of the Pension and Benefits Committee of the Board of Directors of Carlisle Companies Incorporated.

Eligibility

Employees who were hired prior to October 9, 1995, are employed on an hourly rate basis and are members of a Collective Bargaining Unit, became Plan participants on the first January 1 or July 1 after completion of one year of Service and attainment of age 21. Employees hired on or after October 9, 1995 are not eligible to participate.

Pension Benefits

The Plan provides for pension and disability benefits to eligible employees, retirees and beneficiaries of certain employees of S.K. Wellman Corp. Benefits for normal retirement are calculated based upon years of service. Prior to October 1, 2005 participants became fully vested after five years of credited service; all participants became fully vested at the curtailment date. If an employee was terminated by reason of the permanent plant shutdown on October 1, 2005 after having completed 15 years of service and either 1) had attained age 55 (but not age 65) with combined years age and service equal to 75 or more or 2) combined years of age and service equal to 80 or more, payment of the accrued benefit was immediately increased by one-half if and so long as the employee was unable to qualify for unreduced old age or disability insurance benefits under Title II of the Social Security Act.

**THE RETIREMENT AND DISABILITY UNION PENSION PLAN OF
S.K. WELLMAN CORP.
NOTES TO FINANCIAL STATEMENTS
December 31, 2011 and 2010**

NOTE A – PLAN DESCRIPTION (Continued)

Pension Benefits (Continued)

In addition to the benefits payable as noted above, the Plan also contains provisions for a death benefit. If a participant retired on a normal or early pension (including a former employee not yet retired though eligible for normal or early retirement, but in no case a pensioner receiving a disability pension, nor a former employee eligible for a deferred vested pension either before or after commencement thereof), upon his or her death the designated beneficiary is eligible to receive a lump-sum payment of \$3,000 if the pensioner performed credited service on or before July 31, 1990 or \$5,000 if the pensioner performed credited service after July 31, 1990. The liabilities for the death benefit are general obligations of CBF and are not part of the Plan liabilities.

NOTE B – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The accompanying financial statements have been prepared on the accrual basis of accounting in conformity with accounting principles generally accepted in the United States of America ("GAAP").

Payment of Benefits

Benefit are recorded upon distribution.

Use of Estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements, the actuarial present value of accumulated plan benefits as of the benefit information dates, the reported amounts of additions to and deductions from the Plan's net assets during the reporting period and, when applicable, the disclosure of contingent assets and liabilities at the date of the financial statements. Actual results could differ from those estimates and assumptions.

Investment Valuation and Income Recognition

Investments are reported at fair value, which is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (an exit price). See Note F "Fair Value Measurements," for further discussion of fair value measurements.

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

**THE RETIREMENT AND DISABILITY UNION PENSION PLAN OF
S.K. WELLMAN CORP.
NOTES TO FINANCIAL STATEMENTS
December 31, 2011 and 2010**

NOTE B – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Administrative Expenses

The costs of general administration of the Plan and Custodian fees are paid by the Plan and Company, as provided by the plan document. Certain administrative functions are performed by employees of the Company. No such employee receives compensation from the Plan.

Subsequent Events

The Plan has evaluated subsequent events through October 11, 2012, the date the financial statements were available to be issued.

NOTE C – FUNDING POLICY

Contributions to provide benefits under the Plan are made solely by the Company. The Company's funding policy is to make cash contributions to the Plan in the amount as determined by the Plan's independent actuary. The Company met the minimum funding requirements of ERISA for the years ended December 31, 2011 and 2010.

Although it has not expressed any intentions 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 set forth in ERISA.

NOTE D – ACTUARIAL PRESENT VALUE OF ACCUMULATED PLAN BENEFITS

The actuarial present value of accumulated plan benefits is determined by the Plan's actuary using actuarial assumptions to adjust the accumulated plan benefits to reflect the time value of money and the probability of payment between the valuation date and the expected date of payment.

Accumulated plan benefits include benefits expected to be paid to (a) retired or terminated employees or their beneficiaries and (b) beneficiaries of employees who have died. Benefits for retired or terminated employees or their beneficiaries are based on employees' years of credited service. Benefits payable under all circumstances – retirement, death, disability and termination of employment – are included, to the extent they are deemed attributable to employee service rendered to the valuation date.

**THE RETIREMENT AND DISABILITY UNION PENSION PLAN OF
S.K. WELLMAN CORP.
NOTES TO FINANCIAL STATEMENTS
December 31, 2011 and 2010**

NOTE D – ACTUARIAL PRESENT VALUE OF ACCUMULATED PLAN BENEFITS (Continued)

The significant actuarial assumptions used in the January 1, 2011 and 2010 valuations are as follows:

Mortality	2011: IRS 2010 Static Mortality Table for males and females 2010: IRS 2009 Static Mortality Table for males and females
Discount rate	2011: 7.0% 2010: 7.0%
Normal retirement age	Age 65

These actuarial assumptions are based on the presumption that the Plan will continue. Were the Plan to terminate, different actuarial assumptions and other factors might be applicable in determining the actuarial present value of accumulated plan benefits.

The Plan's actuary estimated the actuarial present value of accumulated plan benefits, which is the amount that results from applying actuarial assumptions to adjust the accumulated plan benefits earned by the participants to reflect the time value of money (through discounts for interest) and the probability of payment (by means of decrements such as for death, disability, withdrawal or retirement) between the valuation date and the expected date of payment.

The actuarial present value of accumulated plan benefits as of January 1, 2011 and 2010 is as follows:

	<u>2011</u>	<u>2010</u>
Actuarial present value of accumulated plan benefits		
Vested benefits:		
Participants currently receiving payments	\$ 4,173,348	\$ 4,236,548
Other participants	<u>1,022,196</u>	<u>1,030,735</u>
	<u>\$ 5,195,544</u>	<u>\$ 5,267,283</u>

**THE RETIREMENT AND DISABILITY UNION PENSION PLAN OF
S.K. WELLMAN CORP.
NOTES TO FINANCIAL STATEMENTS
December 31, 2011 and 2010**

NOTE D – ACTUARIAL PRESENT VALUE OF ACCUMULATED PLAN BENEFITS (Continued)

Changes in the actuarial present value of accumulated plan benefits during the year ended January 1, 2011 and 2010 are as follows:

	<u>2011</u>	<u>2010</u>
Actuarial present value of accumulated plan benefits at beginning of year	\$ 5,267,283	\$ 5,416,248
Increase (decrease) during the year attributable to:		
Interest	351,973	362,188
Benefits accumulated and actuarial experience	52,721	(28,588)
Benefits paid	(486,412)	(492,605)
Assumption changes	<u>9,980</u>	<u>10,040</u>
Net decrease	<u>(71,739)</u>	<u>(148,965)</u>
Actuarial present value of accumulated plan benefits at end of year	<u>\$ 5,195,544</u>	<u>\$ 5,267,283</u>

NOTE E – UNAUDITED INFORMATION CERTIFIED BY THE CUSTODIAN

Under the Department of Labor's Rules and Regulations 29 CFR 2520.103-5, information prepared and certified to by a trust company which is regulated, supervised, and subject to periodic examination by a state or federal agency need not be audited. The plan administrator has received certification from the Custodian as to the completeness and accuracy of the cost and market value of the Plan's investments as of December 31, 2011 and 2010 and of interest income, dividend income, other income earned, and the cost and market value of Plan investment transactions made during the years ended December 31, 2011 and 2010. The Plan's financial statements have been prepared based on this certified information.

NOTE F – FAIR VALUE MEASUREMENTS

Fair value as defined under GAAP is an exit price, representing the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. GAAP establishes a three-tier fair value hierarchy, which prioritizes the inputs used in measuring fair value. These tiers include:

- Level 1: Observable inputs such as quoted prices in active markets.
- Level 2: Inputs other than quoted prices in active markets that are either directly or indirectly observable.
- Level 3: Unobservable inputs about which little or no market data exists, therefore requiring an entity to develop its own assumptions.

**THE RETIREMENT AND DISABILITY UNION PENSION PLAN OF
S.K. WELLMAN CORP.
NOTES TO FINANCIAL STATEMENTS
December 31, 2011 and 2010**

NOTE F – FAIR VALUE MEASUREMENTS (Continued)

Assets and liabilities are classified in their entirety based on the lowest level of input that is significant to the fair value measurement. The Plan's assessment of the significance of a particular input to the fair value measurement requires judgment, and may affect the valuation of fair value assets and liabilities and their placement within the fair value hierarchy levels.

The following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in valuation methodologies used for assets during the years ended December 31, 2011 and 2010.

Level 2 investment securities include certain pooled separate accounts for which quoted prices are not available in active markets for identical instruments. The Plan utilizes a third party pricing service to determine the fair value of each of these investment securities. Because quoted prices in active markets for identical assets are not available, these prices are determined using observable market information such as quotes from less active markets and/or quoted prices of securities with similar Custodian characteristics.

The fair values of these investments are determined by reference to the respective fund's underlying assets, with the Trustee specifying the sources to use for underlying investment asset prices. The investments underlying the Plan's pooled separate accounts primarily include domestic and international equities and domestic fixed income securities. In the event that a fund accountant's initial valuation is not deemed reasonable, the Custodian may make adjustments to achieve a price believed to be more reflective of fair value.

The following tables sets forth by level, within the fair value hierarchy, the investments at fair value as of December 31, 2011 and 2010:

	<u>December 31, 2011</u>			
	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Equity pooled separate accounts:				
U.S. companies (a)	\$ --	\$ 305,219	\$ --	\$ 305,219
Foreign companies (b)	--	<u>132,691</u>	--	<u>132,691</u>
Total equity pooled separate accounts	--	437,910	--	437,910
Fixed income pooled separate accounts:				
Short-term investment (c)	--	178,237	--	178,237
Fixed income fund (d)	--	<u>5,305,110</u>	--	<u>5,305,110</u>
Total fixed income pooled separate accounts	--	<u>5,483,347</u>	--	<u>5,483,347</u>
Total pooled separate accounts, at fair value	<u>\$ --</u>	<u>\$ 5,921,257</u>	<u>\$ --</u>	<u>\$ 5,921,257</u>

**THE RETIREMENT AND DISABILITY UNION PENSION PLAN OF
S.K. WELLMAN CORP.
NOTES TO FINANCIAL STATEMENTS
December 31, 2011 and 2010**

NOTE F – FAIR VALUE MEASUREMENTS (Continued)

		<u>December 31, 2010</u>			
	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>	
Equity pooled separate accounts:					
U.S. companies (a)	\$ --	\$ 2,738,998	\$ --	\$ 2,738,998	
Foreign companies (b)	--	<u>1,444,367</u>	--	<u>1,444,367</u>	
Total equity pooled separate accounts	--	4,183,365	--	4,183,365	
Fixed income pooled separate accounts:					
Short-term investment (c)	--	150,099	--	150,099	
Fixed income fund (d)	--	<u>1,334,796</u>	--	<u>1,334,796</u>	
Total fixed income pooled separate accounts	--	<u>1,484,895</u>	--	<u>1,484,895</u>	
Total pooled separate accounts, at fair value	<u>\$ --</u>	<u>\$ 5,668,260</u>	<u>\$ --</u>	<u>\$ 5,668,260</u>	

- (a) The U.S. companies pooled separate accounts seek long-term capital appreciation from primarily U.S. equities, and include investments that in general are expected to grow faster than the economy. Certain of the accounts seek to outperform the S&P 500 Index over the long-term. There are no unfunded commitments or redemption restrictions.
- (b) The foreign companies pooled separate accounts seek to provide long-term capital growth by investing primarily (at least 80%) in equity securities of companies located outside of the U.S., including emerging markets. Foreign investing presents certain unique risks not associated with domestic investments, including currency fluctuation and political and economic changes, which may result in greater share price volatility. There are no unfunded commitments or redemption restrictions.
- (c) The short term investment fund seeks to provide a competitive, market responsive short-term interest rate with the objective of providing principal preservation and liquidity. The fund invests in a diversified portfolio of short-term debt and is subject to interest rate risk. There are no unfunded commitments or redemption restrictions.
- (d) The fixed income pooled separate accounts invest primarily in corporate and government bonds with a variety of durations and interest rate exposures. The fund seeks to achieve performance results similar to those of the Barclays Capital U.S. Aggregate Bond Index (Index), while offering the potential for incrementally higher returns. It also attempts to minimize the month-to-month variability between its return and that of the Index. It is subject to interest rate risk; its value will decline as interest rates rise. There are no unfunded commitments or redemption restrictions.

**THE RETIREMENT AND DISABILITY UNION PENSION PLAN OF
S.K. WELLMAN CORP.
NOTES TO FINANCIAL STATEMENTS
December 31, 2011 and 2010**

NOTE F – FAIR VALUE MEASUREMENTS (Continued)

The preceding methods described may produce a fair value calculation that may not be indicative of net realizable value or reflective of future values. Furthermore, although 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.

Gains and losses (realized and unrealized) included in changes in net assets for the periods above are reported in net appreciation in fair value of investments in the Statements of Changes in Net Assets Available for Benefits.

NOTE G – INVESTMENTS

The Plan's investments that represent 5% or more of the Plan's net assets available for benefits as of December 31, 2011 or 2010 are as follows:

	2011	2010
Long Duration Bond / IR&M Fund	\$ 2,598,021	\$ *
Core Plus/PIMCO	2,208,300	*
Core Bond Enhanced Index/PIM Bond Fund	*	1,334,796
Large Cap Value/AJO Fund	*	899,858
Large Cap Growth/Goldman Sachs Fund	*	883,144
Templeton Foreign Fund	*	724,402
International Blend/Pictet	*	719,964
High Yield/Caywood-Scholl	498,789	*
Large Cap Balanced/AJO	305,219	*

*This investment was not held by the Plan at December 31, 2011 or 2010, respectively.

NOTE H – TRANSACTIONS WITH PARTIES-IN-INTEREST

During 2011 and 2010, certain legal fees, accounting fees and administrative expenses relating to the maintenance of participant eligibility records were paid by the Company.

Plan investments are units of pooled separate accounts managed by the Custodian, and therefore, these transactions qualify as exempt party-in-interest transactions that are allowable under ERISA. Fees paid to the Trustee by the Plan for administrative services were \$53,312 and \$55,478 for the years ended December 31, 2011 and 2010, respectively.

**THE RETIREMENT AND DISABILITY UNION PENSION PLAN OF
S.K. WELLMAN CORP.
NOTES TO FINANCIAL STATEMENTS
December 31, 2011 and 2010**

NOTE I – TERMINATION OF PLAN

In the event that the Plan is terminated, the net assets of the Plan will be allocated for payment of plan benefits to the participants in an order of priority determined in accordance with ERISA, applicable regulations thereunder, and the plan document.

Certain benefits under the Plan are insured by the Pension Benefit Guaranty Corp. (PBGC) if the Plan terminates. Generally, the PBGC guarantees most vested normal age retirement benefits, early retirement benefits, and certain disability and survivor's benefits. However, the PBGC does not guarantee all types of benefits under the Plan, and the amount of benefit protection is subject to certain limitations. Vested benefits under the Plan are guaranteed at the level in effect on the date of the Plan's termination, subject to a statutory ceiling on the amount of an individual's monthly benefit.

Whether all participants receive their benefits should the Plan be terminated at some future time will depend on the sufficiency, at that time, of the Plan's net assets to provide those benefits, the priority of those benefits to be paid, and the level and type of benefits guaranteed by the PBGC at that time. Some benefits may be fully or partially provided for by the then existing assets and the PBGC guaranty while other benefits may not be provided for at all.

NOTE J – INCOME TAX STATUS

The Internal Revenue Service ("IRS") has determined and informed the Company by letter dated December 21, 2011 that stated the Plan is designed in accordance with the applicable requirements of the Internal Revenue Code (the "IRC"). Management believes the Plan is designed and is currently being operated in compliance with the applicable provisions of the IRC.

GAAP requires plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2011 and 2010, there are no uncertain positions taken or expected to be taken that would require recognition of a liability or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The plan administrator believes the Plan is no longer subject to income tax examinations for years prior to 2008.

NOTE K – RISKS AND UNCERTAINTIES

The Plan invests in various investment securities. Investment securities, in general, are exposed to various risks such as interest rate, credit and overall market volatility risk. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such change could materially affect the amounts reported in the Statements of Net Assets Available for Benefits.

**THE RETIREMENT AND DISABILITY UNION PENSION PLAN OF
S.K. WELLMAN CORP.
NOTES TO FINANCIAL STATEMENTS
December 31, 2011 and 2010**

NOTE K – RISKS AND UNCERTAINTIES (Continued)

Plan contributions are made and the actuarial present value of accumulated plan benefits are reported based on certain assumptions pertaining to interest rates, inflation rates and participant demographics, all of which are subject to change. Due to uncertainties inherent in the estimations and assumptions process, it is at least reasonably possible that changes in these estimates and assumptions in the near term could be material to the financial statements.

SUPPLEMENTAL SCHEDULES

**THE RETIREMENT AND DISABILITY UNION PENSION PLAN
OF S.K. WELLMAN CORP.
SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
EMPLOYER IDENTIFICATION NUMBER: 34-1804995
PLAN NUMBER: 002
December 31, 2011**

(a)	(b)	(c)	(d)	(e)
	Identity of Issue Borrower, Lessor or <u>Similar Party</u>	Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	<u>Cost</u>	<u>Current Value</u>
<u>POOLED SEPARATE ACCOUNTS</u>				
*	Prudential Retirement Insurance and Annuity Company			
	Long Duration Bond/IR&M Fund	155,698 units	\$ 2,268,995	\$ 2,598,021
	Core Plus / PIMCO	128,639 units	2,231,687	2,208,300
	High Yield / Caywood-Scholl	23,186 units	516,818	498,789
	Large Cap Balanced / AJO	25,329 units	319,295	305,219
	Prudential Short Term Bond	2,164 units	178,235	178,237
	International Blend / Thornbrg	13,360 units	161,683	132,691
			<u>\$ 5,676,713</u>	<u>\$ 5,921,257</u>

* Indicates party-in-interest

**THE RETIREMENT AND DISABILITY UNION PENSION PLAN
OF S.K. WELLMAN CORP.
SCHEDULE H, LINE 4j - SCHEDULE OF REPORTABLE TRANSACTIONS
EMPLOYER IDENTIFICATION NUMBER: 34-1804995
PLAN NUMBER: 002
Year Ended December 31, 2011**

(a)	(b)	(c)	(d)	(e)	(f)
Description of Asset	Purchase Price	Selling Price	Cost of Asset	Current Value of Asset on Transaction Date	Net Gain or (Loss)
Category (iii) - Series of transactions in excess of 5% of Plan assets					
Prudential Retirement Insurance and Annuity Company:					
Large Cap Blend/ AJO	\$ 316,653	\$ -	\$ 316,653	\$ 316,653	\$ -
Large Cap Value/ AJO	\$ -	\$ 971,016	\$ 810,654	\$ 971,016	\$ 160,363
Large Cap Growth/ Goldman Sachs	\$ -	\$ 913,628	\$ 698,484	\$ 913,628	\$ 215,144
International Blend/Pictet	\$ -	\$ 770,168	\$ 580,754	\$ 770,168	\$ 189,415
Templeton Foreign Strategy	\$ -	\$ 787,653	\$ 736,020	\$ 787,653	\$ 51,633
Core Bond Enhanced Index/ PIM	\$ 80,000	\$ 1,431,526	\$ 1,344,565	\$ 1,431,526	\$ 86,962
Core Plus Bond/ PIMCO Fund	\$ 2,194,980	\$ -	\$ 2,194,980	\$ 2,194,980	\$ -
High Yield Bond/ Caywood Scholl	\$ 495,942	\$ -	\$ 495,942	\$ 495,942	\$ -
Long Duration Bond/ IR&M Fund	\$ 2,504,436	\$ 360,000	\$ 2,504,436	\$ 2,504,436	\$ 38,853
Prudential Short Term	\$ 679,416	\$ 651,421	\$ 651,414	\$ 651,421	\$ 7

**SCHEDULE SB
(Form 5500)**Department of the Treasury
Internal Revenue ServiceDepartment of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

**Single-Employer Defined Benefit Plan
Actuarial Information**

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500 or 5500-SF.**

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▶ **Round off amounts to nearest dollar.**▶ **Caution:** A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.**A** Name of plan**B** Three-digit

plan number (PN) ▶

002

THE RETIREMENT AND DISABILITY UNION PENSION PLAN OF S.K. WELLMAN CORP.

C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF**D** Employer Identification Number (EIN)

CARLISLE BRAKE & FRICTION, INC

20-0046535

E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B**F** Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500**Part I Basic Information****1** Enter the valuation date: Month 1 Day 1 Year 2011**2** Assets:**a** Market value**2a**

5,668,260

b Actuarial value**2b**

5,668,260

3 Funding target/participant count breakdown:

(1) Number of participants

(2) Funding Target

a For retired participants and beneficiaries receiving payment**3a**

105

4,509,110

b For terminated vested participants**3b**

57

1,141,339

c For active participants:

(1) Non-vested benefits

3c(1)

0

(2) Vested benefits

3c(2)

0

(3) Total active

3c(3)

0

0

d Total**3d**

162

5,650,449

4 If the plan is in at-risk status, check the box and complete lines (a) and (b) ☐**a** Funding target disregarding prescribed at-risk assumptions**4a****b** Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor**4b****5** Effective interest rate**5**

6.10 %

6 Target normal cost**6**

66,000

Statement by Enrolled Actuary

To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

**SIGN
HERE**
Signature of actuary

10/05/2012

Date

11-04849

Margaret W Furey

Type or print name of actuary

Most recent enrollment number

(860) 534-2895

PRIAC

Firm name

Telephone number (including area code)

P.O. BOX 2975

HARTFORD

CT 06104-2975

Address of the firm

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions ☐

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

Schedule SB (Form 5500) 2011
v.012611

Part V Assumptions used to determine funding target and target normal cost

21 Discount rate:			
a Segment rates:	1st segment: 3.61 %	2nd segment: 6.20 %	3rd segment: 6.53 %
			☐ N/A, full yield curve used
b Applicable month (enter code).....			21b 3
22 Weighted average retirement age			22 65
23 Mortality table(s) (see instructions)	☐ Prescribed - combined	☒ Prescribed - separate	☐ Substitute

Part VI Miscellaneous items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment.	☐ Yes	☒ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment.	☐ Yes	☒ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment.	☐ Yes	☒ No
27 If the plan is eligible for (and is using) alternative funding rules, enter applicable code and see instructions regarding attachment	27	

Part VII Reconciliation of unpaid minimum required contributions for prior years

28 Unpaid minimum required contributions for all prior years	28	0
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a)	29	0
30 Remaining amount of unpaid minimum required contributions (line 28 minus line 29)	30	0

Part VIII Minimum required contribution for current year

31 Target normal cost and excess assets (see instructions):			
a Target normal cost (line 6)	31a	66,000	
b Excess assets, if applicable, but not greater than 31a	31b	17,633	
32 Amortization installments:	Outstanding Balance		
a Net shortfall amortization installment		0	
b Waiver amortization installment		0	
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33		
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)	34	48,367	
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement	0	0	0
36 Additional cash requirement (line 34 minus line 35)	36	48,367	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	37	49,185	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	818	
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b	0	
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	39	0	
40 Unpaid minimum required contributions for all years	40	0	

Part IX Pension funding relief under Pension Relief Act of 2010 (see instructions)

41 If a shortfall amortization base is being amortized pursuant to an alternative amortization schedule:			
a Schedule elected	☐ 2 plus 7 years ☐ 15 years		
b Eligible plan year(s) for which the election in line 41a was made	2008 ☐ 2009 ☐ 2010 ☐ 2011 ☐		
42 Amount of acceleration adjustment	42		
43 Excess installment acceleration amount to be carried over to future plan years	43		

Hawk Motors Inc. Retirement Plan for Employees
EIN / PN: 20-0046535\002
Attachment to 2011 Schedule SB (Form 5500)
Line 22 - Description of Weighted Average Retirement Age

There are currently no active participants in this plan. The Plan assumes that 100% of terminated vested participants will retire at age 65.

Actuarial Cost Method

Actuarial Cost Method

Costs have been computed in accordance with the Unit Credit Actuarial Cost Method and reflect the actuarial assumptions described in "Plan Assumptions" of this report as provided under the applicable regulations of the Pension Protection Act of 2006.

Target Normal Cost

The Target Normal Cost is the present value of benefits expected to accrue during the plan year for all Participants, plus expenses expected to be paid from plan assets in the coming year.

Target Liability and Funding Shortfall

As of January 1, 2008, a Target Liability is established which represents the present value of accrued benefits. This Target Liability is offset by adjusted assets, and the remainder (i.e. Funding Shortfall), if any, is amortized over seven years.

Subsequent changes in the Funding Shortfall due to asset experience, liability experience, plan amendments, and/or actuarial assumption changes will be amortized over a seven year period from their valuation dates.

Discount Rate

The plan sponsor has elected to use the Segment Rate approach for discount rate purposes, with an applicable month that is 3 month prior to the valuation date.

The plan sponsor elected not to phase in the new interest rate basis. Refer to the plan assumptions section for additional detail.

Asset Valuation Method

Assets have been valued in accordance with generally accepted procedures as described below.

Funds invested in the General Accounts of an insurance company.	Stated contract value of funds
Funds invested in insurance company Separate Accounts.	Market value

Actuarial Assumptions

Assumptions have been chosen to anticipate the long range experience of the Plan. Consistency among assumptions is important as each interacts with the others; equally important is the recognition of inflationary trends in the economy.

As the Enrolled Actuary for the Plan, I will certify to the reasonableness of these assumptions, in aggregate, as required by ERISA.

The actuarial assumptions used to compute Plan costs are:

Mortality:

Funding:

Male: The IRS 2011 Static Mortality Table (male)

Female: The IRS 2011 Static Mortality Table (female)

Accounting:

Male: The IRS 2011 Static Mortality Table (male)

Female: The IRS 2011 Static Mortality Table (female)

Termination:

Not Applicable

Retirement Age:

Age 65 for Vested Terminated Participants.

Investment Return:

Funding:

Non-transitional segment rates with a 3 month look-back:
October 2010 rates, 3.61%, 6.2%, and 6.53%.

Accounting:

7.00% per annum, compounded annually, net of investment and contract fees.

Estimated Expenses:

\$66,000

Salary Scale:

None

Social Security

Primary Insurance Amount

Not Applicable

Covered Compensation

Not Available

Survivor's Benefit:

Not Applicable

Disability:

Not Applicable

Plan Provisions

Service	Prior to September 13, 1985, Service is determined in accordance with the Non-Contributory Retirement and Disability Pension Plan of Abex, Corp. (the Prior Plan). Beginning September 13, 1985, a year of Service is earned for each twelve month period during which 1,000 hours are worked.						
Credited Service	Credited Service prior to September 13, 1985 is determined in accordance with the prior plan. Beginning September 13, 1985, Credited Service is equal to Service, measured to the nearest month (disregarding months when fewer than 15 days are worked).						
Form of Annuity	Life annuity						
Normal Retirement Date	Age 65.						
Participation Eligibility	Employees who were hired prior to October 9, 1995, are employed on an hourly rate basis and are members of a Collective Bargaining Unit, became plan participants on the first January 1 or July 1 after completion of one year of Service and attainment of age 21. Employees hired on or after October 9, 1995 are not eligible to participate.						
Benefit Formula	Effective April 22, 1996, the monthly benefit payable at Normal Retirement Date is \$23.00 multiplied by Credited Service. <table> <tr> <th><u>Date</u></th><th><u>Monthly Amount</u></th></tr> <tr> <td>October 9, 2002</td><td>\$23.50</td></tr> <tr> <td>October 9, 2003</td><td>\$24.00</td></tr> </table>	<u>Date</u>	<u>Monthly Amount</u>	October 9, 2002	\$23.50	October 9, 2003	\$24.00
<u>Date</u>	<u>Monthly Amount</u>						
October 9, 2002	\$23.50						
October 9, 2003	\$24.00						
Income Payable	Amount described in (a) or (b) below, whichever applies: - If a Participant has a spouse as of retirement date and does not elect otherwise, retirement benefits will be paid on the basis of a Joint and Survivor form, as stipulated by ERISA, and will be the amount determined under the benefit formula, multiplied by the appropriate factors. - If a Participant either has no spouse as of his retirement date, or elects to receive income under the Normal Form, retirement income will be the amount determined under the benefit formula.						
Early Eligibility	Age 60 and the completion of 15 years of Service.						

Plan Provisions

Early Benefit Amount

Benefit accrued to Early Retirement Date, reduced by 4% per year that Early Retirement Date precedes Normal Retirement Date.

Vesting Schedule

Completion of five years of Service.

Vested Benefit

Benefit accrued to date of termination, payable at Normal Retirement Date.

Preretirement Spouse Benefit

A. Eligibility

Eligible for Early Retirement, married.

Benefit Formula

50% of the pension benefit accrued to date of death, reduced by the appropriate early retirement and joint and survivor factors.

B. Eligibility

Eligible for vesting but not eligible for early retirement, married.

Benefit Formula

50% of the vested pension benefit accrued to date of death, payment deferred to no earlier than the early retirement date of the deceased participant and reduced by the appropriate early retirement and joint and survivor factors.

Post Retirement Death Benefit

A. Eligibility

Retired on a normal or early pension (including a former Employee not yet retired though eligible for normal or early retirement, but in no case a pensioner receiving a disability pension, nor a former Employee eligible for a deferred vested pension either before or after commencement thereof).

B. Benefit

\$3,000 on behalf of a pensioner who did not perform Credited Service after July 31, 1990.

\$5,000 on behalf of a pensioner who performed Credited Service after July 31, 1990.

No such death benefit is payable if active service life insurance under the Company's group plan is payable.

Plan Provisions

Shutdown Benefits

A. Eligibility

Employee is terminated by reason of permanent plant shutdown after having completed 15 years of Service and either 1) has attained age 55 (but not 65) with combined age and Service equal to 75 or more or 2) combined years of age and Service equal to 80 or more.

B. Benefit

Immediate payment of accrued benefit increased by one-half if so long as Employee is unable to qualify for unreduced old age, or disability insurance benefits under Title II.

Disability Benefit

A. Eligibility

Permanent and total disability occurring while as active participant and after completion of 15 years of Service.

Benefit Formula

Benefit accrued to date of Disability, payable upon the completion of six months of continued disability.

Section IV

Minimum Contribution Amortization

The prior year amortization values and the development of the amortization for the 2011 plan year are shown below.

I. Prior Year Amortization Amounts

<u>Plan Year</u>	<u>Installment</u>	<u>PV Factor</u>	<u>Present Value</u>
2010	0	N/A	0
2009	0	N/A	0
2008	0	N/A	0
2007	0	N/A	0
2006	0	N/A	0
2005	0	N/A	0
	<u>\$0</u>		<u>\$ 0</u>

II. Current Year Amortization

Exemption from Current Year Amortization	Yes
1. Funding Shortfall to be amortized	\$0
2. Present Value of Prior Year Amortization Installments	0
3. Current Year Amortization Base (1 - 2)	0
4. Shortfall Amortization Factor	0.000000
5. Current Year Amortization Installment (3 divided by 4)	0
6. Sum of Prior Year Amortization Installments	0
7. Net Shortfall Amortization Charge (5 + 6)	\$0

Hawk Motors Inc. Retirement Plan for Employees
EIN / PN: 20-0046535\002
Attachment to 2011 Schedule SB (Form 5500)
Line 22 - Description of Weighted Average Retirement Age

There are currently no active participants in this plan. The Plan assumes that 100% of terminated vested participants will retire at age 65.

Actuarial Cost Method

Actuarial Cost Method

Costs have been computed in accordance with the Unit Credit Actuarial Cost Method and reflect the actuarial assumptions described in “Plan Assumptions” of this report as provided under the applicable regulations of the Pension Protection Act of 2006.

Target Normal Cost

The Target Normal Cost is the present value of benefits expected to accrue during the plan year for all Participants, plus expenses expected to be paid from plan assets in the coming year.

Target Liability and Funding Shortfall

As of January 1, 2008, a Target Liability is established which represents the present value of accrued benefits. This Target Liability is offset by adjusted assets, and the remainder (i.e. Funding Shortfall), if any, is amortized over seven years.

Subsequent changes in the Funding Shortfall due to asset experience, liability experience, plan amendments, and/or actuarial assumption changes will be amortized over a seven year period from their valuation dates.

Discount Rate

The plan sponsor has elected to use the Segment Rate approach for discount rate purposes, with an applicable month that is 3 month prior to the valuation date.

The plan sponsor elected not to phase in the new interest rate basis. Refer to the plan assumptions section for additional detail.

Asset Valuation Method

Assets have been valued in accordance with generally accepted procedures as described below.

Funds invested in the General Accounts of an insurance company.	Stated contract value of funds
Funds invested in insurance company Separate Accounts.	Market value

Actuarial Assumptions

Assumptions have been chosen to anticipate the long range experience of the Plan. Consistency among assumptions is important as each interacts with the others; equally important is the recognition of inflationary trends in the economy.

As the Enrolled Actuary for the Plan, I will certify to the reasonableness of these assumptions, in aggregate, as required by ERISA.

The actuarial assumptions used to compute Plan costs are:

Mortality:

Funding:

Male: The IRS 2011 Static Mortality Table (male)

Female: The IRS 2011 Static Mortality Table (female)

Accounting:

Male: The IRS 2011 Static Mortality Table (male)

Female: The IRS 2011 Static Mortality Table (female)

Termination:

Not Applicable

Retirement Age:

Age 65 for Vested Terminated Participants.

Investment Return:

Funding:

Non-transitional segment rates with a 3 month look-back:
October 2010 rates, 3.61%, 6.2%, and 6.53%.

Accounting:

7.00% per annum, compounded annually, net of investment and contract fees.

Estimated Expenses:

\$66,000

Salary Scale:

None

Social Security

Primary Insurance Amount

Not Applicable

Covered Compensation

Not Available

Survivor's Benefit:

Not Applicable

Disability:

Not Applicable

Plan Provisions

Service	Prior to September 13, 1985, Service is determined in accordance with the Non-Contributory Retirement and Disability Pension Plan of Abex, Corp. (the Prior Plan). Beginning September 13, 1985, a year of Service is earned for each twelve month period during which 1,000 hours are worked.						
Credited Service	Credited Service prior to September 13, 1985 is determined in accordance with the prior plan. Beginning September 13, 1985, Credited Service is equal to Service, measured to the nearest month (disregarding months when fewer than 15 days are worked).						
Form of Annuity	Life annuity						
Normal Retirement Date	Age 65.						
Participation Eligibility	Employees who were hired prior to October 9, 1995, are employed on an hourly rate basis and are members of a Collective Bargaining Unit, became plan participants on the first January 1 or July 1 after completion of one year of Service and attainment of age 21. Employees hired on or after October 9, 1995 are not eligible to participate.						
Benefit Formula	Effective April 22, 1996, the monthly benefit payable at Normal Retirement Date is \$23.00 multiplied by Credited Service. <table> <tr> <th><u>Date</u></th><th><u>Monthly Amount</u></th></tr> <tr> <td>October 9, 2002</td><td>\$23.50</td></tr> <tr> <td>October 9, 2003</td><td>\$24.00</td></tr> </table>	<u>Date</u>	<u>Monthly Amount</u>	October 9, 2002	\$23.50	October 9, 2003	\$24.00
<u>Date</u>	<u>Monthly Amount</u>						
October 9, 2002	\$23.50						
October 9, 2003	\$24.00						
Income Payable	Amount described in (a) or (b) below, whichever applies: - If a Participant has a spouse as of retirement date and does not elect otherwise, retirement benefits will be paid on the basis of a Joint and Survivor form, as stipulated by ERISA, and will be the amount determined under the benefit formula, multiplied by the appropriate factors. - If a Participant either has no spouse as of his retirement date, or elects to receive income under the Normal Form, retirement income will be the amount determined under the benefit formula.						
Early Eligibility	Age 60 and the completion of 15 years of Service.						

Plan Provisions

Early Benefit Amount

Benefit accrued to Early Retirement Date, reduced by 4% per year that Early Retirement Date precedes Normal Retirement Date.

Vesting Schedule

Completion of five years of Service.

Vested Benefit

Benefit accrued to date of termination, payable at Normal Retirement Date.

Preretirement Spouse Benefit

A. Eligibility

Eligible for Early Retirement, married.

Benefit Formula

50% of the pension benefit accrued to date of death, reduced by the appropriate early retirement and joint and survivor factors.

B. Eligibility

Eligible for vesting but not eligible for early retirement, married.

Benefit Formula

50% of the vested pension benefit accrued to date of death, payment deferred to no earlier than the early retirement date of the deceased participant and reduced by the appropriate early retirement and joint and survivor factors.

Post Retirement Death Benefit

A. Eligibility

Retired on a normal or early pension (including a former Employee not yet retired though eligible for normal or early retirement, but in no case a pensioner receiving a disability pension, nor a former Employee eligible for a deferred vested pension either before or after commencement thereof).

B. Benefit

\$3,000 on behalf of a pensioner who did not perform Credited Service after July 31, 1990.

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No such death benefit is payable if active service life insurance under the Company's group plan is payable.

Plan Provisions

Shutdown Benefits

- A. Eligibility* Employee is terminated by reason of permanent plant shutdown after having completed 15 years of Service and either 1) has attained age 55 (but not 65) with combined age and Service equal to 75 or more or 2) combined years of age and Service equal to 80 or more.
- B. Benefit* Immediate payment of accrued benefit increased by one-half if so long as Employee is unable to qualify for unreduced old age, or disability insurance benefits under Title II.

Disability Benefit

- A. Eligibility* Permanent and total disability occurring while as active participant and after completion of 15 years of Service.
- Benefit Formula* Benefit accrued to date of Disability, payable upon the completion of six months of continued disability.

Section IV**Minimum Contribution Amortization**

The prior year amortization values and the development of the amortization for the 2011 plan year are shown below.

I. Prior Year Amortization Amounts

<u>Plan Year</u>	<u>Installment</u>	<u>PV Factor</u>	<u>Present Value</u>
2010	0	N/A	0
2009	0	N/A	0
2008	0	N/A	0
2007	0	N/A	0
2006	0	N/A	0
2005	0	N/A	0
	\$0		\$ 0

II. Current Year Amortization

Exemption from Current Year Amortization	Yes
1. Funding Shortfall to be amortized	\$0
2. Present Value of Prior Year Amortization Installments	0
3. Current Year Amortization Base (1 - 2)	0
4. Shortfall Amortization Factor	0.000000
5. Current Year Amortization Installment (3 divided by 4)	0
6. Sum of Prior Year Amortization Installments	0
7. Net Shortfall Amortization Charge (5 + 6)	\$0

***The Retirement and Disability
Union Pension Plan of
S.K. Wellman Corp.***

*Financial Statements
and
Supplemental Schedules*

Years Ended December 31, 2011 and 2010

**THE RETIREMENT AND DISABILITY UNION PENSION PLAN OF
S.K. WELLMAN CORP.**

TABLE OF CONTENTS	<u>PAGE NO.</u>
INDEPENDENT AUDITORS' REPORT	1
FINANCIAL STATEMENTS	
Statements of Net Assets Available for Benefits	2
Statements of Changes in Net Assets Available for Benefits	3
Notes to Financial Statements	4
SUPPLEMENTAL SCHEDULES	
Schedule H, Line 4i - Schedule of Assets (Held at End of Year)	14
Schedule H, Line 4j - Schedule of Reportable Transactions	15

INDEPENDENT AUDITORS' REPORT

To Pension and Benefits Committee of the Board of Directors of
Carlisle Companies Incorporated and the Participants of
The Retirement and Disability Union Pension Plan of S.K. Wellman Corporation

We were engaged to audit the accompanying financial statements and supplemental schedules of The Retirement and Disability Union Pension Plan of S.K. Wellman Corp. (the "Plan") as of December 31, 2011 and for the year then ended, as listed in the accompanying table of contents. These financial statements and supplemental schedules are the responsibility of the Plan's management. The financial statements of the plan as of December 31, 2010, were audited by other auditors. 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 ("ERISA"), the plan administrator instructed the other auditors not to perform and they did not perform, any auditing procedures with respect to the information certified by the Trustee. Their report, dated October 13, 2011, indicated that (a) because of the significance of the information they did not audit, they were unable to, and did not, express an opinion on the financial statements taken as a whole and (b) the form and content of the information included in the financial statements other than that derived from the information certified by the Trustee, were presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

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 E, which was certified by Prudential Retirement Insurance and Annuity Company, the custodian for the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedules. We have been informed by the plan administrator that the custodian holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the custodian as of December 31, 2011 and for the year then ended, that the information provided to the plan administrator by the custodian 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 2011 financial statements and supplemental schedules taken as a whole. The supplemental schedules are presented for the purpose of additional analysis and are not a required part of the 2011 financial statements but are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. The form and content of the information included in the 2011 financial statements and supplemental schedules, other than that derived from the information certified by the custodian, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure ERISA.

Dixon Hughes Goodman LLP

Charlotte, North Carolina
October 11, 2012

**THE RETIREMENT AND DISABILITY UNION PENSION PLAN
OF S.K. WELLMAN CORP.
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
December 31, 2011 and 2010**

	<u>2011</u>	<u>2010</u>
ASSETS		
Investments, at fair value		
Pooled separate accounts	\$ 5,921,257	\$ 5,668,260
LIABILITIES		
Administrative expenses payable	<u>1,671</u>	<u>1,927</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u>\$ 5,919,586</u>	<u>\$ 5,666,333</u>

**THE RETIREMENT AND DISABILITY UNION PENSION PLAN
OF S.K. WELLMAN CORP.
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
Years Ended December 31, 2011 and 2010**

	<u>2011</u>	<u>2010</u>
ADDITIONS TO NET ASSETS ATTRIBUTED TO:		
Investment income:		
Net appreciation in fair value of investments	\$ 559,646	\$ 529,134
Interest and dividends	<u>167,572</u>	<u>87,473</u>
Total investment income	727,218	616,607
Employer contributions	50,400	110,298
Other income	<u>-</u>	<u>18,777</u>
TOTAL ADDITIONS	777,618	745,682
DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO:		
Pension benefits paid	471,053	486,412
Administrative expenses	<u>53,312</u>	<u>55,478</u>
TOTAL DEDUCTIONS	<u>524,365</u>	<u>541,890</u>
NET INCREASE	253,253	203,792
NET ASSETS AVAILABLE FOR BENEFITS		
BEGINNING OF YEAR	<u>5,666,333</u>	<u>5,462,541</u>
END OF YEAR	<u><u>\$ 5,919,586</u></u>	<u><u>\$ 5,666,333</u></u>

**THE RETIREMENT AND DISABILITY UNION PENSION PLAN OF
S.K. WELLMAN CORP.
NOTES TO FINANCIAL STATEMENTS
December 31, 2011 and 2010**

NOTE A – PLAN DESCRIPTION

The following description of The Retirement and Disability Union Pension Plan of S. K. Wellman Corp. (the “Plan”) provides only general information. Participants should refer to the plan document for a more complete description of the Plan’s provisions.

General

The Plan was a non-contributory defined benefit plan that covered all employees of S.K. Wellman Corp., a former subsidiary of Carlisle Brake & Friction, Inc. (the “Company”), who were part of a collective bargaining unit, age twenty-one or older, had at least one year of service and were hired prior to October 9, 1995. The S.K. Wellman Corp. facility was closed and all covered employees terminated as of October 1, 2005 (“curtailment date”). During 2010, S.K. Wellman Corp. was acquired by the Carlisle Companies Incorporated and then subsequently dissolved. Carlisle Brake & Friction Inc., a wholly-owned subsidiary of Carlisle Companies Incorporated, continues as the Plan Sponsor.

The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended (“ERISA”). Prudential Retirement Insurance and Annuity Company serves as the custodian and manages the Plan’s investments (the “Custodian”).

The Plan is subject to the governance of the Pension and Benefits Committee of the Board of Directors of Carlisle Companies Incorporated.

Eligibility

Employees who were hired prior to October 9, 1995, are employed on an hourly rate basis and are members of a Collective Bargaining Unit, became Plan participants on the first January 1 or July 1 after completion of one year of Service and attainment of age 21. Employees hired on or after October 9, 1995 are not eligible to participate.

Pension Benefits

The Plan provides for pension and disability benefits to eligible employees, retirees and beneficiaries of certain employees of S.K. Wellman Corp. Benefits for normal retirement are calculated based upon years of service. Prior to October 1, 2005 participants became fully vested after five years of credited service; all participants became fully vested at the curtailment date. If an employee was terminated by reason of the permanent plant shutdown on October 1, 2005 after having completed 15 years of service and either 1) had attained age 55 (but not age 65) with combined years age and service equal to 75 or more or 2) combined years of age and service equal to 80 or more, payment of the accrued benefit was immediately increased by one-half if and so long as the employee was unable to qualify for unreduced old age or disability insurance benefits under Title II of the Social Security Act.

**THE RETIREMENT AND DISABILITY UNION PENSION PLAN OF
S.K. WELLMAN CORP.
NOTES TO FINANCIAL STATEMENTS
December 31, 2011 and 2010**

NOTE A – PLAN DESCRIPTION (Continued)

Pension Benefits (Continued)

In addition to the benefits payable as noted above, the Plan also contains provisions for a death benefit. If a participant retired on a normal or early pension (including a former employee not yet retired though eligible for normal or early retirement, but in no case a pensioner receiving a disability pension, nor a former employee eligible for a deferred vested pension either before or after commencement thereof), upon his or her death the designated beneficiary is eligible to receive a lump-sum payment of \$3,000 if the pensioner performed credited service on or before July 31, 1990 or \$5,000 if the pensioner performed credited service after July 31, 1990. The liabilities for the death benefit are general obligations of CBF and are not part of the Plan liabilities.

NOTE B – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The accompanying financial statements have been prepared on the accrual basis of accounting in conformity with accounting principles generally accepted in the United States of America ("GAAP").

Payment of Benefits

Benefit are recorded upon distribution.

Use of Estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements, the actuarial present value of accumulated plan benefits as of the benefit information dates, the reported amounts of additions to and deductions from the Plan's net assets during the reporting period and, when applicable, the disclosure of contingent assets and liabilities at the date of the financial statements. Actual results could differ from those estimates and assumptions.

Investment Valuation and Income Recognition

Investments are reported at fair value, which is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (an exit price). See Note F "Fair Value Measurements," for further discussion of fair value measurements.

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

**THE RETIREMENT AND DISABILITY UNION PENSION PLAN OF
S.K. WELLMAN CORP.
NOTES TO FINANCIAL STATEMENTS
December 31, 2011 and 2010**

NOTE B – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Administrative Expenses

The costs of general administration of the Plan and Custodian fees are paid by the Plan and Company, as provided by the plan document. Certain administrative functions are performed by employees of the Company. No such employee receives compensation from the Plan.

Subsequent Events

The Plan has evaluated subsequent events through October 11, 2012, the date the financial statements were available to be issued.

NOTE C – FUNDING POLICY

Contributions to provide benefits under the Plan are made solely by the Company. The Company's funding policy is to make cash contributions to the Plan in the amount as determined by the Plan's independent actuary. The Company met the minimum funding requirements of ERISA for the years ended December 31, 2011 and 2010.

Although it has not expressed any intentions 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 set forth in ERISA.

NOTE D – ACTUARIAL PRESENT VALUE OF ACCUMULATED PLAN BENEFITS

The actuarial present value of accumulated plan benefits is determined by the Plan's actuary using actuarial assumptions to adjust the accumulated plan benefits to reflect the time value of money and the probability of payment between the valuation date and the expected date of payment.

Accumulated plan benefits include benefits expected to be paid to (a) retired or terminated employees or their beneficiaries and (b) beneficiaries of employees who have died. Benefits for retired or terminated employees or their beneficiaries are based on employees' years of credited service. Benefits payable under all circumstances – retirement, death, disability and termination of employment – are included, to the extent they are deemed attributable to employee service rendered to the valuation date.

**THE RETIREMENT AND DISABILITY UNION PENSION PLAN OF
S.K. WELLMAN CORP.
NOTES TO FINANCIAL STATEMENTS
December 31, 2011 and 2010**

NOTE D – ACTUARIAL PRESENT VALUE OF ACCUMULATED PLAN BENEFITS (Continued)

The significant actuarial assumptions used in the January 1, 2011 and 2010 valuations are as follows:

Mortality	2011: IRS 2010 Static Mortality Table for males and females 2010: IRS 2009 Static Mortality Table for males and females
Discount rate	2011: 7.0% 2010: 7.0%
Normal retirement age	Age 65

These actuarial assumptions are based on the presumption that the Plan will continue. Were the Plan to terminate, different actuarial assumptions and other factors might be applicable in determining the actuarial present value of accumulated plan benefits.

The Plan's actuary estimated the actuarial present value of accumulated plan benefits, which is the amount that results from applying actuarial assumptions to adjust the accumulated plan benefits earned by the participants to reflect the time value of money (through discounts for interest) and the probability of payment (by means of decrements such as for death, disability, withdrawal or retirement) between the valuation date and the expected date of payment.

The actuarial present value of accumulated plan benefits as of January 1, 2011 and 2010 is as follows:

	<u>2011</u>	<u>2010</u>
Actuarial present value of accumulated plan benefits		
Vested benefits:		
Participants currently receiving payments	\$ 4,173,348	\$ 4,236,548
Other participants	<u>1,022,196</u>	<u>1,030,735</u>
	<u>\$ 5,195,544</u>	<u>\$ 5,267,283</u>

**THE RETIREMENT AND DISABILITY UNION PENSION PLAN OF
S.K. WELLMAN CORP.
NOTES TO FINANCIAL STATEMENTS
December 31, 2011 and 2010**

NOTE D – ACTUARIAL PRESENT VALUE OF ACCUMULATED PLAN BENEFITS (Continued)

Changes in the actuarial present value of accumulated plan benefits during the year ended January 1, 2011 and 2010 are as follows:

	<u>2011</u>	<u>2010</u>
Actuarial present value of accumulated plan benefits at beginning of year	\$ 5,267,283	\$ 5,416,248
Increase (decrease) during the year attributable to:		
Interest	351,973	362,188
Benefits accumulated and actuarial experience	52,721	(28,588)
Benefits paid	(486,412)	(492,605)
Assumption changes	<u>9,980</u>	<u>10,040</u>
Net decrease	<u>(71,739)</u>	<u>(148,965)</u>
Actuarial present value of accumulated plan benefits at end of year	<u>\$ 5,195,544</u>	<u>\$ 5,267,283</u>

NOTE E – UNAUDITED INFORMATION CERTIFIED BY THE CUSTODIAN

Under the Department of Labor's Rules and Regulations 29 CFR 2520.103-5, information prepared and certified to by a trust company which is regulated, supervised, and subject to periodic examination by a state or federal agency need not be audited. The plan administrator has received certification from the Custodian as to the completeness and accuracy of the cost and market value of the Plan's investments as of December 31, 2011 and 2010 and of interest income, dividend income, other income earned, and the cost and market value of Plan investment transactions made during the years ended December 31, 2011 and 2010. The Plan's financial statements have been prepared based on this certified information.

NOTE F – FAIR VALUE MEASUREMENTS

Fair value as defined under GAAP is an exit price, representing the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. GAAP establishes a three-tier fair value hierarchy, which prioritizes the inputs used in measuring fair value. These tiers include:

- Level 1: Observable inputs such as quoted prices in active markets.
- Level 2: Inputs other than quoted prices in active markets that are either directly or indirectly observable.
- Level 3: Unobservable inputs about which little or no market data exists, therefore requiring an entity to develop its own assumptions.

**THE RETIREMENT AND DISABILITY UNION PENSION PLAN OF
S.K. WELLMAN CORP.
NOTES TO FINANCIAL STATEMENTS
December 31, 2011 and 2010**

NOTE F – FAIR VALUE MEASUREMENTS (Continued)

Assets and liabilities are classified in their entirety based on the lowest level of input that is significant to the fair value measurement. The Plan's assessment of the significance of a particular input to the fair value measurement requires judgment, and may affect the valuation of fair value assets and liabilities and their placement within the fair value hierarchy levels.

The following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in valuation methodologies used for assets during the years ended December 31, 2011 and 2010.

Level 2 investment securities include certain pooled separate accounts for which quoted prices are not available in active markets for identical instruments. The Plan utilizes a third party pricing service to determine the fair value of each of these investment securities. Because quoted prices in active markets for identical assets are not available, these prices are determined using observable market information such as quotes from less active markets and/or quoted prices of securities with similar Custodian characteristics.

The fair values of these investments are determined by reference to the respective fund's underlying assets, with the Trustee specifying the sources to use for underlying investment asset prices. The investments underlying the Plan's pooled separate accounts primarily include domestic and international equities and domestic fixed income securities. In the event that a fund accountant's initial valuation is not deemed reasonable, the Custodian may make adjustments to achieve a price believed to be more reflective of fair value.

The following tables sets forth by level, within the fair value hierarchy, the investments at fair value as of December 31, 2011 and 2010:

	<u>December 31, 2011</u>			
	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Equity pooled separate accounts:				
U.S. companies (a)	\$ --	\$ 305,219	\$ --	\$ 305,219
Foreign companies (b)	--	<u>132,691</u>	--	<u>132,691</u>
Total equity pooled separate accounts	--	437,910	--	437,910
Fixed income pooled separate accounts:				
Short-term investment (c)	--	178,237	--	178,237
Fixed income fund (d)	--	<u>5,305,110</u>	--	<u>5,305,110</u>
Total fixed income pooled separate accounts	--	<u>5,483,347</u>	--	<u>5,483,347</u>
Total pooled separate accounts, at fair value	<u>\$ --</u>	<u>\$ 5,921,257</u>	<u>\$ --</u>	<u>\$ 5,921,257</u>

**THE RETIREMENT AND DISABILITY UNION PENSION PLAN OF
S.K. WELLMAN CORP.
NOTES TO FINANCIAL STATEMENTS
December 31, 2011 and 2010**

NOTE F – FAIR VALUE MEASUREMENTS (Continued)

		<u>December 31, 2010</u>			
	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>	
Equity pooled separate accounts:					
U.S. companies (a)	\$ --	\$ 2,738,998	\$ --	\$ 2,738,998	
Foreign companies (b)	--	<u>1,444,367</u>	--	<u>1,444,367</u>	
Total equity pooled separate accounts	--	4,183,365	--	4,183,365	
Fixed income pooled separate accounts:					
Short-term investment (c)	--	150,099	--	150,099	
Fixed income fund (d)	--	<u>1,334,796</u>	--	<u>1,334,796</u>	
Total fixed income pooled separate accounts	--	<u>1,484,895</u>	--	<u>1,484,895</u>	
Total pooled separate accounts, at fair value	<u>\$ --</u>	<u>\$ 5,668,260</u>	<u>\$ --</u>	<u>\$ 5,668,260</u>	

- (a) The U.S. companies pooled separate accounts seek long-term capital appreciation from primarily U.S. equities, and include investments that in general are expected to grow faster than the economy. Certain of the accounts seek to outperform the S&P 500 Index over the long-term. There are no unfunded commitments or redemption restrictions.
- (b) The foreign companies pooled separate accounts seek to provide long-term capital growth by investing primarily (at least 80%) in equity securities of companies located outside of the U.S., including emerging markets. Foreign investing presents certain unique risks not associated with domestic investments, including currency fluctuation and political and economic changes, which may result in greater share price volatility. There are no unfunded commitments or redemption restrictions.
- (c) The short term investment fund seeks to provide a competitive, market responsive short-term interest rate with the objective of providing principal preservation and liquidity. The fund invests in a diversified portfolio of short-term debt and is subject to interest rate risk. There are no unfunded commitments or redemption restrictions.
- (d) The fixed income pooled separate accounts invest primarily in corporate and government bonds with a variety of durations and interest rate exposures. The fund seeks to achieve performance results similar to those of the Barclays Capital U.S. Aggregate Bond Index (Index), while offering the potential for incrementally higher returns. It also attempts to minimize the month-to-month variability between its return and that of the Index. It is subject to interest rate risk; its value will decline as interest rates rise. There are no unfunded commitments or redemption restrictions.

**THE RETIREMENT AND DISABILITY UNION PENSION PLAN OF
S.K. WELLMAN CORP.
NOTES TO FINANCIAL STATEMENTS
December 31, 2011 and 2010**

NOTE F – FAIR VALUE MEASUREMENTS (Continued)

The preceding methods described may produce a fair value calculation that may not be indicative of net realizable value or reflective of future values. Furthermore, although 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.

Gains and losses (realized and unrealized) included in changes in net assets for the periods above are reported in net appreciation in fair value of investments in the Statements of Changes in Net Assets Available for Benefits.

NOTE G – INVESTMENTS

The Plan's investments that represent 5% or more of the Plan's net assets available for benefits as of December 31, 2011 or 2010 are as follows:

	2011	2010
Long Duration Bond / IR&M Fund	\$ 2,598,021	\$ *
Core Plus/PIMCO	2,208,300	*
Core Bond Enhanced Index/PIM Bond Fund	*	1,334,796
Large Cap Value/AJO Fund	*	899,858
Large Cap Growth/Goldman Sachs Fund	*	883,144
Templeton Foreign Fund	*	724,402
International Blend/Pictet	*	719,964
High Yield/Caywood-Scholl	498,789	*
Large Cap Balanced/AJO	305,219	*

*This investment was not held by the Plan at December 31, 2011 or 2010, respectively.

NOTE H – TRANSACTIONS WITH PARTIES-IN-INTEREST

During 2011 and 2010, certain legal fees, accounting fees and administrative expenses relating to the maintenance of participant eligibility records were paid by the Company.

Plan investments are units of pooled separate accounts managed by the Custodian, and therefore, these transactions qualify as exempt party-in-interest transactions that are allowable under ERISA. Fees paid to the Trustee by the Plan for administrative services were \$53,312 and \$55,478 for the years ended December 31, 2011 and 2010, respectively.

**THE RETIREMENT AND DISABILITY UNION PENSION PLAN OF
S.K. WELLMAN CORP.
NOTES TO FINANCIAL STATEMENTS
December 31, 2011 and 2010**

NOTE I – TERMINATION OF PLAN

In the event that the Plan is terminated, the net assets of the Plan will be allocated for payment of plan benefits to the participants in an order of priority determined in accordance with ERISA, applicable regulations thereunder, and the plan document.

Certain benefits under the Plan are insured by the Pension Benefit Guaranty Corp. (PBGC) if the Plan terminates. Generally, the PBGC guarantees most vested normal age retirement benefits, early retirement benefits, and certain disability and survivor's benefits. However, the PBGC does not guarantee all types of benefits under the Plan, and the amount of benefit protection is subject to certain limitations. Vested benefits under the Plan are guaranteed at the level in effect on the date of the Plan's termination, subject to a statutory ceiling on the amount of an individual's monthly benefit.

Whether all participants receive their benefits should the Plan be terminated at some future time will depend on the sufficiency, at that time, of the Plan's net assets to provide those benefits, the priority of those benefits to be paid, and the level and type of benefits guaranteed by the PBGC at that time. Some benefits may be fully or partially provided for by the then existing assets and the PBGC guaranty while other benefits may not be provided for at all.

NOTE J – INCOME TAX STATUS

The Internal Revenue Service ("IRS") has determined and informed the Company by letter dated December 21, 2011 that stated the Plan is designed in accordance with the applicable requirements of the Internal Revenue Code (the "IRC"). Management believes the Plan is designed and is currently being operated in compliance with the applicable provisions of the IRC.

GAAP requires plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2011 and 2010, there are no uncertain positions taken or expected to be taken that would require recognition of a liability or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The plan administrator believes the Plan is no longer subject to income tax examinations for years prior to 2008.

NOTE K – RISKS AND UNCERTAINTIES

The Plan invests in various investment securities. Investment securities, in general, are exposed to various risks such as interest rate, credit and overall market volatility risk. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such change could materially affect the amounts reported in the Statements of Net Assets Available for Benefits.

**THE RETIREMENT AND DISABILITY UNION PENSION PLAN OF
S.K. WELLMAN CORP.
NOTES TO FINANCIAL STATEMENTS
December 31, 2011 and 2010**

NOTE K – RISKS AND UNCERTAINTIES (Continued)

Plan contributions are made and the actuarial present value of accumulated plan benefits are reported based on certain assumptions pertaining to interest rates, inflation rates and participant demographics, all of which are subject to change. Due to uncertainties inherent in the estimations and assumptions process, it is at least reasonably possible that changes in these estimates and assumptions in the near term could be material to the financial statements.

SUPPLEMENTAL SCHEDULES

**THE RETIREMENT AND DISABILITY UNION PENSION PLAN
OF S.K. WELLMAN CORP.
SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
EMPLOYER IDENTIFICATION NUMBER: 34-1804995
PLAN NUMBER: 002
December 31, 2011**

(a)	(b)	(c)	(d)	(e)
	Identity of Issue Borrower, Lessor or <u>Similar Party</u>	Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	<u>Cost</u>	<u>Current Value</u>
<u>POOLED SEPARATE ACCOUNTS</u>				
*	Prudential Retirement Insurance and Annuity Company			
	Long Duration Bond/IR&M Fund	155,698 units	\$ 2,268,995	\$ 2,598,021
	Core Plus / PIMCO	128,639 units	2,231,687	2,208,300
	High Yield / Caywood-Scholl	23,186 units	516,818	498,789
	Large Cap Balanced / AJO	25,329 units	319,295	305,219
	Prudential Short Term Bond	2,164 units	178,235	178,237
	International Blend / Thornbrg	13,360 units	161,683	132,691
			<u>\$ 5,676,713</u>	<u>\$ 5,921,257</u>

* Indicates party-in-interest

**THE RETIREMENT AND DISABILITY UNION PENSION PLAN
OF S.K. WELLMAN CORP.
SCHEDULE H, LINE 4j - SCHEDULE OF REPORTABLE TRANSACTIONS
EMPLOYER IDENTIFICATION NUMBER: 34-1804995
PLAN NUMBER: 002
Year Ended December 31, 2011**

(a)	(b)	(c)	(d)	(e)	(f)
Description of Asset	Purchase Price	Selling Price	Cost of Asset	Current Value of Asset on Transaction Date	Net Gain or (Loss)
Category (iii) - Series of transactions in excess of 5% of Plan assets					
Prudential Retirement Insurance and Annuity Company:					
Large Cap Blend/ AJO	\$ 316,653	\$ -	\$ 316,653	\$ 316,653	\$ -
Large Cap Value/ AJO	\$ -	\$ 971,016	\$ 810,654	\$ 971,016	\$ 160,363
Large Cap Growth/ Goldman Sachs	\$ -	\$ 913,628	\$ 698,484	\$ 913,628	\$ 215,144
International Blend/Pictet	\$ -	\$ 770,168	\$ 580,754	\$ 770,168	\$ 189,415
Templeton Foreign Strategy	\$ -	\$ 787,653	\$ 736,020	\$ 787,653	\$ 51,633
Core Bond Enhanced Index/ PIM	\$ 80,000	\$ 1,431,526	\$ 1,344,565	\$ 1,431,526	\$ 86,962
Core Plus Bond/ PIMCO Fund	\$ 2,194,980	\$ -	\$ 2,194,980	\$ 2,194,980	\$ -
High Yield Bond/ Caywood Scholl	\$ 495,942	\$ -	\$ 495,942	\$ 495,942	\$ -
Long Duration Bond/ IR&M Fund	\$ 2,504,436	\$ 360,000	\$ 2,504,436	\$ 2,504,436	\$ 38,853
Prudential Short Term	\$ 679,416	\$ 651,421	\$ 651,414	\$ 651,421	\$ 7

***The Retirement and Disability
Union Pension Plan of
S.K. Wellman Corp.***

*Financial Statements
and
Supplemental Schedules*

Years Ended December 31, 2011 and 2010

**THE RETIREMENT AND DISABILITY UNION PENSION PLAN OF
S.K. WELLMAN CORP.**

TABLE OF CONTENTS	<u>PAGE NO.</u>
INDEPENDENT AUDITORS' REPORT	1
FINANCIAL STATEMENTS	
Statements of Net Assets Available for Benefits	2
Statements of Changes in Net Assets Available for Benefits	3
Notes to Financial Statements	4
SUPPLEMENTAL SCHEDULES	
Schedule H, Line 4i - Schedule of Assets (Held at End of Year)	14
Schedule H, Line 4j - Schedule of Reportable Transactions	15

INDEPENDENT AUDITORS' REPORT

To Pension and Benefits Committee of the Board of Directors of
Carlisle Companies Incorporated and the Participants of
The Retirement and Disability Union Pension Plan of S.K. Wellman Corporation

We were engaged to audit the accompanying financial statements and supplemental schedules of The Retirement and Disability Union Pension Plan of S.K. Wellman Corp. (the "Plan") as of December 31, 2011 and for the year then ended, as listed in the accompanying table of contents. These financial statements and supplemental schedules are the responsibility of the Plan's management. The financial statements of the plan as of December 31, 2010, were audited by other auditors. 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 ("ERISA"), the plan administrator instructed the other auditors not to perform and they did not perform, any auditing procedures with respect to the information certified by the Trustee. Their report, dated October 13, 2011, indicated that (a) because of the significance of the information they did not audit, they were unable to, and did not, express an opinion on the financial statements taken as a whole and (b) the form and content of the information included in the financial statements other than that derived from the information certified by the Trustee, were presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

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 E, which was certified by Prudential Retirement Insurance and Annuity Company, the custodian for the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedules. We have been informed by the plan administrator that the custodian holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the custodian as of December 31, 2011 and for the year then ended, that the information provided to the plan administrator by the custodian 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 2011 financial statements and supplemental schedules taken as a whole. The supplemental schedules are presented for the purpose of additional analysis and are not a required part of the 2011 financial statements but are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. The form and content of the information included in the 2011 financial statements and supplemental schedules, other than that derived from the information certified by the custodian, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure ERISA.

Dixon Hughes Goodman LLP

Charlotte, North Carolina
October 11, 2012

**THE RETIREMENT AND DISABILITY UNION PENSION PLAN
OF S.K. WELLMAN CORP.
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
December 31, 2011 and 2010**

	<u>2011</u>	<u>2010</u>
ASSETS		
Investments, at fair value		
Pooled separate accounts	\$ 5,921,257	\$ 5,668,260
LIABILITIES		
Administrative expenses payable	<u>1,671</u>	<u>1,927</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u>\$ 5,919,586</u>	<u>\$ 5,666,333</u>

**THE RETIREMENT AND DISABILITY UNION PENSION PLAN
OF S.K. WELLMAN CORP.
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
Years Ended December 31, 2011 and 2010**

	<u>2011</u>	<u>2010</u>
ADDITIONS TO NET ASSETS ATTRIBUTED TO:		
Investment income:		
Net appreciation in fair value of investments	\$ 559,646	\$ 529,134
Interest and dividends	<u>167,572</u>	<u>87,473</u>
Total investment income	727,218	616,607
Employer contributions	50,400	110,298
Other income	<u>-</u>	<u>18,777</u>
TOTAL ADDITIONS	777,618	745,682
DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO:		
Pension benefits paid	471,053	486,412
Administrative expenses	<u>53,312</u>	<u>55,478</u>
TOTAL DEDUCTIONS	<u>524,365</u>	<u>541,890</u>
NET INCREASE	253,253	203,792
NET ASSETS AVAILABLE FOR BENEFITS		
BEGINNING OF YEAR	<u>5,666,333</u>	<u>5,462,541</u>
END OF YEAR	<u><u>\$ 5,919,586</u></u>	<u><u>\$ 5,666,333</u></u>

**THE RETIREMENT AND DISABILITY UNION PENSION PLAN OF
S.K. WELLMAN CORP.
NOTES TO FINANCIAL STATEMENTS
December 31, 2011 and 2010**

NOTE A – PLAN DESCRIPTION

The following description of The Retirement and Disability Union Pension Plan of S. K. Wellman Corp. (the “Plan”) provides only general information. Participants should refer to the plan document for a more complete description of the Plan’s provisions.

General

The Plan was a non-contributory defined benefit plan that covered all employees of S.K. Wellman Corp., a former subsidiary of Carlisle Brake & Friction, Inc. (the “Company”), who were part of a collective bargaining unit, age twenty-one or older, had at least one year of service and were hired prior to October 9, 1995. The S.K. Wellman Corp. facility was closed and all covered employees terminated as of October 1, 2005 (“curtailment date”). During 2010, S.K. Wellman Corp. was acquired by the Carlisle Companies Incorporated and then subsequently dissolved. Carlisle Brake & Friction Inc., a wholly-owned subsidiary of Carlisle Companies Incorporated, continues as the Plan Sponsor.

The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended (“ERISA”). Prudential Retirement Insurance and Annuity Company serves as the custodian and manages the Plan’s investments (the “Custodian”).

The Plan is subject to the governance of the Pension and Benefits Committee of the Board of Directors of Carlisle Companies Incorporated.

Eligibility

Employees who were hired prior to October 9, 1995, are employed on an hourly rate basis and are members of a Collective Bargaining Unit, became Plan participants on the first January 1 or July 1 after completion of one year of Service and attainment of age 21. Employees hired on or after October 9, 1995 are not eligible to participate.

Pension Benefits

The Plan provides for pension and disability benefits to eligible employees, retirees and beneficiaries of certain employees of S.K. Wellman Corp. Benefits for normal retirement are calculated based upon years of service. Prior to October 1, 2005 participants became fully vested after five years of credited service; all participants became fully vested at the curtailment date. If an employee was terminated by reason of the permanent plant shutdown on October 1, 2005 after having completed 15 years of service and either 1) had attained age 55 (but not age 65) with combined years age and service equal to 75 or more or 2) combined years of age and service equal to 80 or more, payment of the accrued benefit was immediately increased by one-half if and so long as the employee was unable to qualify for unreduced old age or disability insurance benefits under Title II of the Social Security Act.

**THE RETIREMENT AND DISABILITY UNION PENSION PLAN OF
S.K. WELLMAN CORP.
NOTES TO FINANCIAL STATEMENTS
December 31, 2011 and 2010**

NOTE A – PLAN DESCRIPTION (Continued)

Pension Benefits (Continued)

In addition to the benefits payable as noted above, the Plan also contains provisions for a death benefit. If a participant retired on a normal or early pension (including a former employee not yet retired though eligible for normal or early retirement, but in no case a pensioner receiving a disability pension, nor a former employee eligible for a deferred vested pension either before or after commencement thereof), upon his or her death the designated beneficiary is eligible to receive a lump-sum payment of \$3,000 if the pensioner performed credited service on or before July 31, 1990 or \$5,000 if the pensioner performed credited service after July 31, 1990. The liabilities for the death benefit are general obligations of CBF and are not part of the Plan liabilities.

NOTE B – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The accompanying financial statements have been prepared on the accrual basis of accounting in conformity with accounting principles generally accepted in the United States of America ("GAAP").

Payment of Benefits

Benefit are recorded upon distribution.

Use of Estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements, the actuarial present value of accumulated plan benefits as of the benefit information dates, the reported amounts of additions to and deductions from the Plan's net assets during the reporting period and, when applicable, the disclosure of contingent assets and liabilities at the date of the financial statements. Actual results could differ from those estimates and assumptions.

Investment Valuation and Income Recognition

Investments are reported at fair value, which is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (an exit price). See Note F "Fair Value Measurements," for further discussion of fair value measurements.

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

**THE RETIREMENT AND DISABILITY UNION PENSION PLAN OF
S.K. WELLMAN CORP.
NOTES TO FINANCIAL STATEMENTS
December 31, 2011 and 2010**

NOTE B – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Administrative Expenses

The costs of general administration of the Plan and Custodian fees are paid by the Plan and Company, as provided by the plan document. Certain administrative functions are performed by employees of the Company. No such employee receives compensation from the Plan.

Subsequent Events

The Plan has evaluated subsequent events through October 11, 2012, the date the financial statements were available to be issued.

NOTE C – FUNDING POLICY

Contributions to provide benefits under the Plan are made solely by the Company. The Company's funding policy is to make cash contributions to the Plan in the amount as determined by the Plan's independent actuary. The Company met the minimum funding requirements of ERISA for the years ended December 31, 2011 and 2010.

Although it has not expressed any intentions 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 set forth in ERISA.

NOTE D – ACTUARIAL PRESENT VALUE OF ACCUMULATED PLAN BENEFITS

The actuarial present value of accumulated plan benefits is determined by the Plan's actuary using actuarial assumptions to adjust the accumulated plan benefits to reflect the time value of money and the probability of payment between the valuation date and the expected date of payment.

Accumulated plan benefits include benefits expected to be paid to (a) retired or terminated employees or their beneficiaries and (b) beneficiaries of employees who have died. Benefits for retired or terminated employees or their beneficiaries are based on employees' years of credited service. Benefits payable under all circumstances – retirement, death, disability and termination of employment – are included, to the extent they are deemed attributable to employee service rendered to the valuation date.

**THE RETIREMENT AND DISABILITY UNION PENSION PLAN OF
S.K. WELLMAN CORP.
NOTES TO FINANCIAL STATEMENTS
December 31, 2011 and 2010**

NOTE D – ACTUARIAL PRESENT VALUE OF ACCUMULATED PLAN BENEFITS (Continued)

The significant actuarial assumptions used in the January 1, 2011 and 2010 valuations are as follows:

Mortality	2011: IRS 2010 Static Mortality Table for males and females 2010: IRS 2009 Static Mortality Table for males and females
Discount rate	2011: 7.0% 2010: 7.0%
Normal retirement age	Age 65

These actuarial assumptions are based on the presumption that the Plan will continue. Were the Plan to terminate, different actuarial assumptions and other factors might be applicable in determining the actuarial present value of accumulated plan benefits.

The Plan's actuary estimated the actuarial present value of accumulated plan benefits, which is the amount that results from applying actuarial assumptions to adjust the accumulated plan benefits earned by the participants to reflect the time value of money (through discounts for interest) and the probability of payment (by means of decrements such as for death, disability, withdrawal or retirement) between the valuation date and the expected date of payment.

The actuarial present value of accumulated plan benefits as of January 1, 2011 and 2010 is as follows:

	<u>2011</u>	<u>2010</u>
Actuarial present value of accumulated plan benefits		
Vested benefits:		
Participants currently receiving payments	\$ 4,173,348	\$ 4,236,548
Other participants	<u>1,022,196</u>	<u>1,030,735</u>
	<u>\$ 5,195,544</u>	<u>\$ 5,267,283</u>

**THE RETIREMENT AND DISABILITY UNION PENSION PLAN OF
S.K. WELLMAN CORP.
NOTES TO FINANCIAL STATEMENTS
December 31, 2011 and 2010**

NOTE D – ACTUARIAL PRESENT VALUE OF ACCUMULATED PLAN BENEFITS (Continued)

Changes in the actuarial present value of accumulated plan benefits during the year ended January 1, 2011 and 2010 are as follows:

	<u>2011</u>	<u>2010</u>
Actuarial present value of accumulated plan benefits at beginning of year	\$ 5,267,283	\$ 5,416,248
Increase (decrease) during the year attributable to:		
Interest	351,973	362,188
Benefits accumulated and actuarial experience	52,721	(28,588)
Benefits paid	(486,412)	(492,605)
Assumption changes	<u>9,980</u>	<u>10,040</u>
Net decrease	<u>(71,739)</u>	<u>(148,965)</u>
Actuarial present value of accumulated plan benefits at end of year	<u>\$ 5,195,544</u>	<u>\$ 5,267,283</u>

NOTE E – UNAUDITED INFORMATION CERTIFIED BY THE CUSTODIAN

Under the Department of Labor's Rules and Regulations 29 CFR 2520.103-5, information prepared and certified to by a trust company which is regulated, supervised, and subject to periodic examination by a state or federal agency need not be audited. The plan administrator has received certification from the Custodian as to the completeness and accuracy of the cost and market value of the Plan's investments as of December 31, 2011 and 2010 and of interest income, dividend income, other income earned, and the cost and market value of Plan investment transactions made during the years ended December 31, 2011 and 2010. The Plan's financial statements have been prepared based on this certified information.

NOTE F – FAIR VALUE MEASUREMENTS

Fair value as defined under GAAP is an exit price, representing the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. GAAP establishes a three-tier fair value hierarchy, which prioritizes the inputs used in measuring fair value. These tiers include:

- Level 1: Observable inputs such as quoted prices in active markets.
- Level 2: Inputs other than quoted prices in active markets that are either directly or indirectly observable.
- Level 3: Unobservable inputs about which little or no market data exists, therefore requiring an entity to develop its own assumptions.

**THE RETIREMENT AND DISABILITY UNION PENSION PLAN OF
S.K. WELLMAN CORP.
NOTES TO FINANCIAL STATEMENTS
December 31, 2011 and 2010**

NOTE F – FAIR VALUE MEASUREMENTS (Continued)

Assets and liabilities are classified in their entirety based on the lowest level of input that is significant to the fair value measurement. The Plan's assessment of the significance of a particular input to the fair value measurement requires judgment, and may affect the valuation of fair value assets and liabilities and their placement within the fair value hierarchy levels.

The following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in valuation methodologies used for assets during the years ended December 31, 2011 and 2010.

Level 2 investment securities include certain pooled separate accounts for which quoted prices are not available in active markets for identical instruments. The Plan utilizes a third party pricing service to determine the fair value of each of these investment securities. Because quoted prices in active markets for identical assets are not available, these prices are determined using observable market information such as quotes from less active markets and/or quoted prices of securities with similar Custodian characteristics.

The fair values of these investments are determined by reference to the respective fund's underlying assets, with the Trustee specifying the sources to use for underlying investment asset prices. The investments underlying the Plan's pooled separate accounts primarily include domestic and international equities and domestic fixed income securities. In the event that a fund accountant's initial valuation is not deemed reasonable, the Custodian may make adjustments to achieve a price believed to be more reflective of fair value.

The following tables sets forth by level, within the fair value hierarchy, the investments at fair value as of December 31, 2011 and 2010:

	<u>December 31, 2011</u>			
	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Equity pooled separate accounts:				
U.S. companies (a)	\$ --	\$ 305,219	\$ --	\$ 305,219
Foreign companies (b)	--	<u>132,691</u>	--	<u>132,691</u>
Total equity pooled separate accounts	--	437,910	--	437,910
Fixed income pooled separate accounts:				
Short-term investment (c)	--	178,237	--	178,237
Fixed income fund (d)	--	<u>5,305,110</u>	--	<u>5,305,110</u>
Total fixed income pooled separate accounts	--	<u>5,483,347</u>	--	<u>5,483,347</u>
Total pooled separate accounts, at fair value	<u>\$ --</u>	<u>\$ 5,921,257</u>	<u>\$ --</u>	<u>\$ 5,921,257</u>

**THE RETIREMENT AND DISABILITY UNION PENSION PLAN OF
S.K. WELLMAN CORP.
NOTES TO FINANCIAL STATEMENTS
December 31, 2011 and 2010**

NOTE F – FAIR VALUE MEASUREMENTS (Continued)

	<u>December 31, 2010</u>			
	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Equity pooled separate accounts:				
U.S. companies (a)	\$ --	\$ 2,738,998	\$ --	\$ 2,738,998
Foreign companies (b)	--	<u>1,444,367</u>	--	<u>1,444,367</u>
Total equity pooled separate accounts	--	4,183,365	--	4,183,365
Fixed income pooled separate accounts:				
Short-term investment (c)	--	150,099	--	150,099
Fixed income fund (d)	--	<u>1,334,796</u>	--	<u>1,334,796</u>
Total fixed income pooled separate accounts	--	<u>1,484,895</u>	--	<u>1,484,895</u>
Total pooled separate accounts, at fair value	<u>\$ --</u>	<u>\$ 5,668,260</u>	<u>\$ --</u>	<u>\$ 5,668,260</u>

- (a) The U.S. companies pooled separate accounts seek long-term capital appreciation from primarily U.S. equities, and include investments that in general are expected to grow faster than the economy. Certain of the accounts seek to outperform the S&P 500 Index over the long-term. There are no unfunded commitments or redemption restrictions.
- (b) The foreign companies pooled separate accounts seek to provide long-term capital growth by investing primarily (at least 80%) in equity securities of companies located outside of the U.S., including emerging markets. Foreign investing presents certain unique risks not associated with domestic investments, including currency fluctuation and political and economic changes, which may result in greater share price volatility. There are no unfunded commitments or redemption restrictions.
- (c) The short term investment fund seeks to provide a competitive, market responsive short-term interest rate with the objective of providing principal preservation and liquidity. The fund invests in a diversified portfolio of short-term debt and is subject to interest rate risk. There are no unfunded commitments or redemption restrictions.
- (d) The fixed income pooled separate accounts invest primarily in corporate and government bonds with a variety of durations and interest rate exposures. The fund seeks to achieve performance results similar to those of the Barclays Capital U.S. Aggregate Bond Index (Index), while offering the potential for incrementally higher returns. It also attempts to minimize the month-to-month variability between its return and that of the Index. It is subject to interest rate risk; its value will decline as interest rates rise. There are no unfunded commitments or redemption restrictions.

**THE RETIREMENT AND DISABILITY UNION PENSION PLAN OF
S.K. WELLMAN CORP.
NOTES TO FINANCIAL STATEMENTS
December 31, 2011 and 2010**

NOTE F – FAIR VALUE MEASUREMENTS (Continued)

The preceding methods described may produce a fair value calculation that may not be indicative of net realizable value or reflective of future values. Furthermore, although 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.

Gains and losses (realized and unrealized) included in changes in net assets for the periods above are reported in net appreciation in fair value of investments in the Statements of Changes in Net Assets Available for Benefits.

NOTE G – INVESTMENTS

The Plan's investments that represent 5% or more of the Plan's net assets available for benefits as of December 31, 2011 or 2010 are as follows:

	2011	2010
Long Duration Bond / IR&M Fund	\$ 2,598,021	\$ *
Core Plus/PIMCO	2,208,300	*
Core Bond Enhanced Index/PIM Bond Fund	*	1,334,796
Large Cap Value/AJO Fund	*	899,858
Large Cap Growth/Goldman Sachs Fund	*	883,144
Templeton Foreign Fund	*	724,402
International Blend/Pictet	*	719,964
High Yield/Caywood-Scholl	498,789	*
Large Cap Balanced/AJO	305,219	*

*This investment was not held by the Plan at December 31, 2011 or 2010, respectively.

NOTE H – TRANSACTIONS WITH PARTIES-IN-INTEREST

During 2011 and 2010, certain legal fees, accounting fees and administrative expenses relating to the maintenance of participant eligibility records were paid by the Company.

Plan investments are units of pooled separate accounts managed by the Custodian, and therefore, these transactions qualify as exempt party-in-interest transactions that are allowable under ERISA. Fees paid to the Trustee by the Plan for administrative services were \$53,312 and \$55,478 for the years ended December 31, 2011 and 2010, respectively.

**THE RETIREMENT AND DISABILITY UNION PENSION PLAN OF
S.K. WELLMAN CORP.
NOTES TO FINANCIAL STATEMENTS
December 31, 2011 and 2010**

NOTE I – TERMINATION OF PLAN

In the event that the Plan is terminated, the net assets of the Plan will be allocated for payment of plan benefits to the participants in an order of priority determined in accordance with ERISA, applicable regulations thereunder, and the plan document.

Certain benefits under the Plan are insured by the Pension Benefit Guaranty Corp. (PBGC) if the Plan terminates. Generally, the PBGC guarantees most vested normal age retirement benefits, early retirement benefits, and certain disability and survivor's benefits. However, the PBGC does not guarantee all types of benefits under the Plan, and the amount of benefit protection is subject to certain limitations. Vested benefits under the Plan are guaranteed at the level in effect on the date of the Plan's termination, subject to a statutory ceiling on the amount of an individual's monthly benefit.

Whether all participants receive their benefits should the Plan be terminated at some future time will depend on the sufficiency, at that time, of the Plan's net assets to provide those benefits, the priority of those benefits to be paid, and the level and type of benefits guaranteed by the PBGC at that time. Some benefits may be fully or partially provided for by the then existing assets and the PBGC guaranty while other benefits may not be provided for at all.

NOTE J – INCOME TAX STATUS

The Internal Revenue Service ("IRS") has determined and informed the Company by letter dated December 21, 2011 that stated the Plan is designed in accordance with the applicable requirements of the Internal Revenue Code (the "IRC"). Management believes the Plan is designed and is currently being operated in compliance with the applicable provisions of the IRC.

GAAP requires plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2011 and 2010, there are no uncertain positions taken or expected to be taken that would require recognition of a liability or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The plan administrator believes the Plan is no longer subject to income tax examinations for years prior to 2008.

NOTE K – RISKS AND UNCERTAINTIES

The Plan invests in various investment securities. Investment securities, in general, are exposed to various risks such as interest rate, credit and overall market volatility risk. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such change could materially affect the amounts reported in the Statements of Net Assets Available for Benefits.

**THE RETIREMENT AND DISABILITY UNION PENSION PLAN OF
S.K. WELLMAN CORP.
NOTES TO FINANCIAL STATEMENTS
December 31, 2011 and 2010**

NOTE K – RISKS AND UNCERTAINTIES (Continued)

Plan contributions are made and the actuarial present value of accumulated plan benefits are reported based on certain assumptions pertaining to interest rates, inflation rates and participant demographics, all of which are subject to change. Due to uncertainties inherent in the estimations and assumptions process, it is at least reasonably possible that changes in these estimates and assumptions in the near term could be material to the financial statements.

SUPPLEMENTAL SCHEDULES

**THE RETIREMENT AND DISABILITY UNION PENSION PLAN
OF S.K. WELLMAN CORP.
SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
EMPLOYER IDENTIFICATION NUMBER: 34-1804995
PLAN NUMBER: 002
December 31, 2011**

(a)	(b)	(c)	(d)	(e)
	Identity of Issue Borrower, Lessor or <u>Similar Party</u>	Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	<u>Cost</u>	<u>Current Value</u>
<u>POOLED SEPARATE ACCOUNTS</u>				
*	Prudential Retirement Insurance and Annuity Company			
	Long Duration Bond/IR&M Fund	155,698 units	\$ 2,268,995	\$ 2,598,021
	Core Plus / PIMCO	128,639 units	2,231,687	2,208,300
	High Yield / Caywood-Scholl	23,186 units	516,818	498,789
	Large Cap Balanced / AJO	25,329 units	319,295	305,219
	Prudential Short Term Bond	2,164 units	178,235	178,237
	International Blend / Thornbrg	13,360 units	161,683	132,691
			<u>\$ 5,676,713</u>	<u>\$ 5,921,257</u>

* Indicates party-in-interest

**THE RETIREMENT AND DISABILITY UNION PENSION PLAN
OF S.K. WELLMAN CORP.
SCHEDULE H, LINE 4j - SCHEDULE OF REPORTABLE TRANSACTIONS
EMPLOYER IDENTIFICATION NUMBER: 34-1804995
PLAN NUMBER: 002
Year Ended December 31, 2011**

(a)	(b)	(c)	(d)	(e)	(f)
Description of Asset	Purchase Price	Selling Price	Cost of Asset	Current Value of Asset on Transaction Date	Net Gain or (Loss)
Category (iii) - Series of transactions in excess of 5% of Plan assets					
Prudential Retirement Insurance and Annuity Company:					
Large Cap Blend/ AJO	\$ 316,653	\$ -	\$ 316,653	\$ 316,653	\$ -
Large Cap Value/ AJO	\$ -	\$ 971,016	\$ 810,654	\$ 971,016	\$ 160,363
Large Cap Growth/ Goldman Sachs	\$ -	\$ 913,628	\$ 698,484	\$ 913,628	\$ 215,144
International Blend/Pictet	\$ -	\$ 770,168	\$ 580,754	\$ 770,168	\$ 189,415
Templeton Foreign Strategy	\$ -	\$ 787,653	\$ 736,020	\$ 787,653	\$ 51,633
Core Bond Enhanced Index/ PIM	\$ 80,000	\$ 1,431,526	\$ 1,344,565	\$ 1,431,526	\$ 86,962
Core Plus Bond/ PIMCO Fund	\$ 2,194,980	\$ -	\$ 2,194,980	\$ 2,194,980	\$ -
High Yield Bond/ Caywood Scholl	\$ 495,942	\$ -	\$ 495,942	\$ 495,942	\$ -
Long Duration Bond/ IR&M Fund	\$ 2,504,436	\$ 360,000	\$ 2,504,436	\$ 2,504,436	\$ 38,853
Prudential Short Term	\$ 679,416	\$ 651,421	\$ 651,414	\$ 651,421	\$ 7

***The Retirement and Disability
Union Pension Plan of
S.K. Wellman Corp.***

*Financial Statements
and
Supplemental Schedules*

Years Ended December 31, 2011 and 2010

**THE RETIREMENT AND DISABILITY UNION PENSION PLAN OF
S.K. WELLMAN CORP.**

TABLE OF CONTENTS	<u>PAGE NO.</u>
INDEPENDENT AUDITORS' REPORT	1
FINANCIAL STATEMENTS	
Statements of Net Assets Available for Benefits	2
Statements of Changes in Net Assets Available for Benefits	3
Notes to Financial Statements	4
SUPPLEMENTAL SCHEDULES	
Schedule H, Line 4i - Schedule of Assets (Held at End of Year)	14
Schedule H, Line 4j - Schedule of Reportable Transactions	15

INDEPENDENT AUDITORS' REPORT

To Pension and Benefits Committee of the Board of Directors of
Carlisle Companies Incorporated and the Participants of
The Retirement and Disability Union Pension Plan of S.K. Wellman Corporation

We were engaged to audit the accompanying financial statements and supplemental schedules of The Retirement and Disability Union Pension Plan of S.K. Wellman Corp. (the "Plan") as of December 31, 2011 and for the year then ended, as listed in the accompanying table of contents. These financial statements and supplemental schedules are the responsibility of the Plan's management. The financial statements of the plan as of December 31, 2010, were audited by other auditors. 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 ("ERISA"), the plan administrator instructed the other auditors not to perform and they did not perform, any auditing procedures with respect to the information certified by the Trustee. Their report, dated October 13, 2011, indicated that (a) because of the significance of the information they did not audit, they were unable to, and did not, express an opinion on the financial statements taken as a whole and (b) the form and content of the information included in the financial statements other than that derived from the information certified by the Trustee, were presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

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 E, which was certified by Prudential Retirement Insurance and Annuity Company, the custodian for the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedules. We have been informed by the plan administrator that the custodian holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the custodian as of December 31, 2011 and for the year then ended, that the information provided to the plan administrator by the custodian 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 2011 financial statements and supplemental schedules taken as a whole. The supplemental schedules are presented for the purpose of additional analysis and are not a required part of the 2011 financial statements but are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. The form and content of the information included in the 2011 financial statements and supplemental schedules, other than that derived from the information certified by the custodian, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure ERISA.

Dixon Hughes Goodman LLP

Charlotte, North Carolina
October 11, 2012

**THE RETIREMENT AND DISABILITY UNION PENSION PLAN
OF S.K. WELLMAN CORP.
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
December 31, 2011 and 2010**

	<u>2011</u>	<u>2010</u>
ASSETS		
Investments, at fair value		
Pooled separate accounts	\$ 5,921,257	\$ 5,668,260
LIABILITIES		
Administrative expenses payable	<u>1,671</u>	<u>1,927</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u>\$ 5,919,586</u>	<u>\$ 5,666,333</u>

**THE RETIREMENT AND DISABILITY UNION PENSION PLAN
OF S.K. WELLMAN CORP.
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
Years Ended December 31, 2011 and 2010**

	<u>2011</u>	<u>2010</u>
ADDITIONS TO NET ASSETS ATTRIBUTED TO:		
Investment income:		
Net appreciation in fair value of investments	\$ 559,646	\$ 529,134
Interest and dividends	<u>167,572</u>	<u>87,473</u>
Total investment income	727,218	616,607
Employer contributions	50,400	110,298
Other income	<u>-</u>	<u>18,777</u>
TOTAL ADDITIONS	777,618	745,682
DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO:		
Pension benefits paid	471,053	486,412
Administrative expenses	<u>53,312</u>	<u>55,478</u>
TOTAL DEDUCTIONS	<u>524,365</u>	<u>541,890</u>
NET INCREASE	253,253	203,792
NET ASSETS AVAILABLE FOR BENEFITS		
BEGINNING OF YEAR	<u>5,666,333</u>	<u>5,462,541</u>
END OF YEAR	<u><u>\$ 5,919,586</u></u>	<u><u>\$ 5,666,333</u></u>

**THE RETIREMENT AND DISABILITY UNION PENSION PLAN OF
S.K. WELLMAN CORP.
NOTES TO FINANCIAL STATEMENTS
December 31, 2011 and 2010**

NOTE A – PLAN DESCRIPTION

The following description of The Retirement and Disability Union Pension Plan of S. K. Wellman Corp. (the “Plan”) provides only general information. Participants should refer to the plan document for a more complete description of the Plan’s provisions.

General

The Plan was a non-contributory defined benefit plan that covered all employees of S.K. Wellman Corp., a former subsidiary of Carlisle Brake & Friction, Inc. (the “Company”), who were part of a collective bargaining unit, age twenty-one or older, had at least one year of service and were hired prior to October 9, 1995. The S.K. Wellman Corp. facility was closed and all covered employees terminated as of October 1, 2005 (“curtailment date”). During 2010, S.K. Wellman Corp. was acquired by the Carlisle Companies Incorporated and then subsequently dissolved. Carlisle Brake & Friction Inc., a wholly-owned subsidiary of Carlisle Companies Incorporated, continues as the Plan Sponsor.

The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended (“ERISA”). Prudential Retirement Insurance and Annuity Company serves as the custodian and manages the Plan’s investments (the “Custodian”).

The Plan is subject to the governance of the Pension and Benefits Committee of the Board of Directors of Carlisle Companies Incorporated.

Eligibility

Employees who were hired prior to October 9, 1995, are employed on an hourly rate basis and are members of a Collective Bargaining Unit, became Plan participants on the first January 1 or July 1 after completion of one year of Service and attainment of age 21. Employees hired on or after October 9, 1995 are not eligible to participate.

Pension Benefits

The Plan provides for pension and disability benefits to eligible employees, retirees and beneficiaries of certain employees of S.K. Wellman Corp. Benefits for normal retirement are calculated based upon years of service. Prior to October 1, 2005 participants became fully vested after five years of credited service; all participants became fully vested at the curtailment date. If an employee was terminated by reason of the permanent plant shutdown on October 1, 2005 after having completed 15 years of service and either 1) had attained age 55 (but not age 65) with combined years age and service equal to 75 or more or 2) combined years of age and service equal to 80 or more, payment of the accrued benefit was immediately increased by one-half if and so long as the employee was unable to qualify for unreduced old age or disability insurance benefits under Title II of the Social Security Act.

**THE RETIREMENT AND DISABILITY UNION PENSION PLAN OF
S.K. WELLMAN CORP.
NOTES TO FINANCIAL STATEMENTS
December 31, 2011 and 2010**

NOTE A – PLAN DESCRIPTION (Continued)

Pension Benefits (Continued)

In addition to the benefits payable as noted above, the Plan also contains provisions for a death benefit. If a participant retired on a normal or early pension (including a former employee not yet retired though eligible for normal or early retirement, but in no case a pensioner receiving a disability pension, nor a former employee eligible for a deferred vested pension either before or after commencement thereof), upon his or her death the designated beneficiary is eligible to receive a lump-sum payment of \$3,000 if the pensioner performed credited service on or before July 31, 1990 or \$5,000 if the pensioner performed credited service after July 31, 1990. The liabilities for the death benefit are general obligations of CBF and are not part of the Plan liabilities.

NOTE B – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The accompanying financial statements have been prepared on the accrual basis of accounting in conformity with accounting principles generally accepted in the United States of America ("GAAP").

Payment of Benefits

Benefit are recorded upon distribution.

Use of Estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements, the actuarial present value of accumulated plan benefits as of the benefit information dates, the reported amounts of additions to and deductions from the Plan's net assets during the reporting period and, when applicable, the disclosure of contingent assets and liabilities at the date of the financial statements. Actual results could differ from those estimates and assumptions.

Investment Valuation and Income Recognition

Investments are reported at fair value, which is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (an exit price). See Note F "Fair Value Measurements," for further discussion of fair value measurements.

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

**THE RETIREMENT AND DISABILITY UNION PENSION PLAN OF
S.K. WELLMAN CORP.
NOTES TO FINANCIAL STATEMENTS
December 31, 2011 and 2010**

NOTE B – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Administrative Expenses

The costs of general administration of the Plan and Custodian fees are paid by the Plan and Company, as provided by the plan document. Certain administrative functions are performed by employees of the Company. No such employee receives compensation from the Plan.

Subsequent Events

The Plan has evaluated subsequent events through October 11, 2012, the date the financial statements were available to be issued.

NOTE C – FUNDING POLICY

Contributions to provide benefits under the Plan are made solely by the Company. The Company's funding policy is to make cash contributions to the Plan in the amount as determined by the Plan's independent actuary. The Company met the minimum funding requirements of ERISA for the years ended December 31, 2011 and 2010.

Although it has not expressed any intentions 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 set forth in ERISA.

NOTE D – ACTUARIAL PRESENT VALUE OF ACCUMULATED PLAN BENEFITS

The actuarial present value of accumulated plan benefits is determined by the Plan's actuary using actuarial assumptions to adjust the accumulated plan benefits to reflect the time value of money and the probability of payment between the valuation date and the expected date of payment.

Accumulated plan benefits include benefits expected to be paid to (a) retired or terminated employees or their beneficiaries and (b) beneficiaries of employees who have died. Benefits for retired or terminated employees or their beneficiaries are based on employees' years of credited service. Benefits payable under all circumstances – retirement, death, disability and termination of employment – are included, to the extent they are deemed attributable to employee service rendered to the valuation date.

**THE RETIREMENT AND DISABILITY UNION PENSION PLAN OF
S.K. WELLMAN CORP.
NOTES TO FINANCIAL STATEMENTS
December 31, 2011 and 2010**

NOTE D – ACTUARIAL PRESENT VALUE OF ACCUMULATED PLAN BENEFITS (Continued)

The significant actuarial assumptions used in the January 1, 2011 and 2010 valuations are as follows:

Mortality	2011: IRS 2010 Static Mortality Table for males and females 2010: IRS 2009 Static Mortality Table for males and females
Discount rate	2011: 7.0% 2010: 7.0%
Normal retirement age	Age 65

These actuarial assumptions are based on the presumption that the Plan will continue. Were the Plan to terminate, different actuarial assumptions and other factors might be applicable in determining the actuarial present value of accumulated plan benefits.

The Plan's actuary estimated the actuarial present value of accumulated plan benefits, which is the amount that results from applying actuarial assumptions to adjust the accumulated plan benefits earned by the participants to reflect the time value of money (through discounts for interest) and the probability of payment (by means of decrements such as for death, disability, withdrawal or retirement) between the valuation date and the expected date of payment.

The actuarial present value of accumulated plan benefits as of January 1, 2011 and 2010 is as follows:

	<u>2011</u>	<u>2010</u>
Actuarial present value of accumulated plan benefits		
Vested benefits:		
Participants currently receiving payments	\$ 4,173,348	\$ 4,236,548
Other participants	<u>1,022,196</u>	<u>1,030,735</u>
	<u>\$ 5,195,544</u>	<u>\$ 5,267,283</u>

**THE RETIREMENT AND DISABILITY UNION PENSION PLAN OF
S.K. WELLMAN CORP.
NOTES TO FINANCIAL STATEMENTS
December 31, 2011 and 2010**

NOTE D – ACTUARIAL PRESENT VALUE OF ACCUMULATED PLAN BENEFITS (Continued)

Changes in the actuarial present value of accumulated plan benefits during the year ended January 1, 2011 and 2010 are as follows:

	<u>2011</u>	<u>2010</u>
Actuarial present value of accumulated plan benefits at beginning of year	\$ 5,267,283	\$ 5,416,248
Increase (decrease) during the year attributable to:		
Interest	351,973	362,188
Benefits accumulated and actuarial experience	52,721	(28,588)
Benefits paid	(486,412)	(492,605)
Assumption changes	<u>9,980</u>	<u>10,040</u>
Net decrease	<u>(71,739)</u>	<u>(148,965)</u>
Actuarial present value of accumulated plan benefits at end of year	<u>\$ 5,195,544</u>	<u>\$ 5,267,283</u>

NOTE E – UNAUDITED INFORMATION CERTIFIED BY THE CUSTODIAN

Under the Department of Labor's Rules and Regulations 29 CFR 2520.103-5, information prepared and certified to by a trust company which is regulated, supervised, and subject to periodic examination by a state or federal agency need not be audited. The plan administrator has received certification from the Custodian as to the completeness and accuracy of the cost and market value of the Plan's investments as of December 31, 2011 and 2010 and of interest income, dividend income, other income earned, and the cost and market value of Plan investment transactions made during the years ended December 31, 2011 and 2010. The Plan's financial statements have been prepared based on this certified information.

NOTE F – FAIR VALUE MEASUREMENTS

Fair value as defined under GAAP is an exit price, representing the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. GAAP establishes a three-tier fair value hierarchy, which prioritizes the inputs used in measuring fair value. These tiers include:

- Level 1: Observable inputs such as quoted prices in active markets.
- Level 2: Inputs other than quoted prices in active markets that are either directly or indirectly observable.
- Level 3: Unobservable inputs about which little or no market data exists, therefore requiring an entity to develop its own assumptions.

**THE RETIREMENT AND DISABILITY UNION PENSION PLAN OF
S.K. WELLMAN CORP.
NOTES TO FINANCIAL STATEMENTS
December 31, 2011 and 2010**

NOTE F – FAIR VALUE MEASUREMENTS (Continued)

Assets and liabilities are classified in their entirety based on the lowest level of input that is significant to the fair value measurement. The Plan's assessment of the significance of a particular input to the fair value measurement requires judgment, and may affect the valuation of fair value assets and liabilities and their placement within the fair value hierarchy levels.

The following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in valuation methodologies used for assets during the years ended December 31, 2011 and 2010.

Level 2 investment securities include certain pooled separate accounts for which quoted prices are not available in active markets for identical instruments. The Plan utilizes a third party pricing service to determine the fair value of each of these investment securities. Because quoted prices in active markets for identical assets are not available, these prices are determined using observable market information such as quotes from less active markets and/or quoted prices of securities with similar Custodian characteristics.

The fair values of these investments are determined by reference to the respective fund's underlying assets, with the Trustee specifying the sources to use for underlying investment asset prices. The investments underlying the Plan's pooled separate accounts primarily include domestic and international equities and domestic fixed income securities. In the event that a fund accountant's initial valuation is not deemed reasonable, the Custodian may make adjustments to achieve a price believed to be more reflective of fair value.

The following tables sets forth by level, within the fair value hierarchy, the investments at fair value as of December 31, 2011 and 2010:

	<u>December 31, 2011</u>			
	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Equity pooled separate accounts:				
U.S. companies (a)	\$ --	\$ 305,219	\$ --	\$ 305,219
Foreign companies (b)	--	<u>132,691</u>	--	<u>132,691</u>
Total equity pooled separate accounts	--	437,910	--	437,910
Fixed income pooled separate accounts:				
Short-term investment (c)	--	178,237	--	178,237
Fixed income fund (d)	--	<u>5,305,110</u>	--	<u>5,305,110</u>
Total fixed income pooled separate accounts	--	<u>5,483,347</u>	--	<u>5,483,347</u>
Total pooled separate accounts, at fair value	<u>\$ --</u>	<u>\$ 5,921,257</u>	<u>\$ --</u>	<u>\$ 5,921,257</u>

**THE RETIREMENT AND DISABILITY UNION PENSION PLAN OF
S.K. WELLMAN CORP.
NOTES TO FINANCIAL STATEMENTS
December 31, 2011 and 2010**

NOTE F – FAIR VALUE MEASUREMENTS (Continued)

	<u>December 31, 2010</u>			
	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Equity pooled separate accounts:				
U.S. companies (a)	\$ --	\$ 2,738,998	\$ --	\$ 2,738,998
Foreign companies (b)	--	<u>1,444,367</u>	--	<u>1,444,367</u>
Total equity pooled separate accounts	--	4,183,365	--	4,183,365
Fixed income pooled separate accounts:				
Short-term investment (c)	--	150,099	--	150,099
Fixed income fund (d)	--	<u>1,334,796</u>	--	<u>1,334,796</u>
Total fixed income pooled separate accounts	--	<u>1,484,895</u>	--	<u>1,484,895</u>
Total pooled separate accounts, at fair value	<u>\$ --</u>	<u>\$ 5,668,260</u>	<u>\$ --</u>	<u>\$ 5,668,260</u>

- (a) The U.S. companies pooled separate accounts seek long-term capital appreciation from primarily U.S. equities, and include investments that in general are expected to grow faster than the economy. Certain of the accounts seek to outperform the S&P 500 Index over the long-term. There are no unfunded commitments or redemption restrictions.
- (b) The foreign companies pooled separate accounts seek to provide long-term capital growth by investing primarily (at least 80%) in equity securities of companies located outside of the U.S., including emerging markets. Foreign investing presents certain unique risks not associated with domestic investments, including currency fluctuation and political and economic changes, which may result in greater share price volatility. There are no unfunded commitments or redemption restrictions.
- (c) The short term investment fund seeks to provide a competitive, market responsive short-term interest rate with the objective of providing principal preservation and liquidity. The fund invests in a diversified portfolio of short-term debt and is subject to interest rate risk. There are no unfunded commitments or redemption restrictions.
- (d) The fixed income pooled separate accounts invest primarily in corporate and government bonds with a variety of durations and interest rate exposures. The fund seeks to achieve performance results similar to those of the Barclays Capital U.S. Aggregate Bond Index (Index), while offering the potential for incrementally higher returns. It also attempts to minimize the month-to-month variability between its return and that of the Index. It is subject to interest rate risk; its value will decline as interest rates rise. There are no unfunded commitments or redemption restrictions.

**THE RETIREMENT AND DISABILITY UNION PENSION PLAN OF
S.K. WELLMAN CORP.
NOTES TO FINANCIAL STATEMENTS
December 31, 2011 and 2010**

NOTE F – FAIR VALUE MEASUREMENTS (Continued)

The preceding methods described may produce a fair value calculation that may not be indicative of net realizable value or reflective of future values. Furthermore, although 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.

Gains and losses (realized and unrealized) included in changes in net assets for the periods above are reported in net appreciation in fair value of investments in the Statements of Changes in Net Assets Available for Benefits.

NOTE G – INVESTMENTS

The Plan's investments that represent 5% or more of the Plan's net assets available for benefits as of December 31, 2011 or 2010 are as follows:

	2011	2010
Long Duration Bond / IR&M Fund	\$ 2,598,021	\$ *
Core Plus/PIMCO	2,208,300	*
Core Bond Enhanced Index/PIM Bond Fund	*	1,334,796
Large Cap Value/AJO Fund	*	899,858
Large Cap Growth/Goldman Sachs Fund	*	883,144
Templeton Foreign Fund	*	724,402
International Blend/Pictet	*	719,964
High Yield/Caywood-Scholl	498,789	*
Large Cap Balanced/AJO	305,219	*

*This investment was not held by the Plan at December 31, 2011 or 2010, respectively.

NOTE H – TRANSACTIONS WITH PARTIES-IN-INTEREST

During 2011 and 2010, certain legal fees, accounting fees and administrative expenses relating to the maintenance of participant eligibility records were paid by the Company.

Plan investments are units of pooled separate accounts managed by the Custodian, and therefore, these transactions qualify as exempt party-in-interest transactions that are allowable under ERISA. Fees paid to the Trustee by the Plan for administrative services were \$53,312 and \$55,478 for the years ended December 31, 2011 and 2010, respectively.

**THE RETIREMENT AND DISABILITY UNION PENSION PLAN OF
S.K. WELLMAN CORP.
NOTES TO FINANCIAL STATEMENTS
December 31, 2011 and 2010**

NOTE I – TERMINATION OF PLAN

In the event that the Plan is terminated, the net assets of the Plan will be allocated for payment of plan benefits to the participants in an order of priority determined in accordance with ERISA, applicable regulations thereunder, and the plan document.

Certain benefits under the Plan are insured by the Pension Benefit Guaranty Corp. (PBGC) if the Plan terminates. Generally, the PBGC guarantees most vested normal age retirement benefits, early retirement benefits, and certain disability and survivor's benefits. However, the PBGC does not guarantee all types of benefits under the Plan, and the amount of benefit protection is subject to certain limitations. Vested benefits under the Plan are guaranteed at the level in effect on the date of the Plan's termination, subject to a statutory ceiling on the amount of an individual's monthly benefit.

Whether all participants receive their benefits should the Plan be terminated at some future time will depend on the sufficiency, at that time, of the Plan's net assets to provide those benefits, the priority of those benefits to be paid, and the level and type of benefits guaranteed by the PBGC at that time. Some benefits may be fully or partially provided for by the then existing assets and the PBGC guaranty while other benefits may not be provided for at all.

NOTE J – INCOME TAX STATUS

The Internal Revenue Service ("IRS") has determined and informed the Company by letter dated December 21, 2011 that stated the Plan is designed in accordance with the applicable requirements of the Internal Revenue Code (the "IRC"). Management believes the Plan is designed and is currently being operated in compliance with the applicable provisions of the IRC.

GAAP requires plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2011 and 2010, there are no uncertain positions taken or expected to be taken that would require recognition of a liability or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The plan administrator believes the Plan is no longer subject to income tax examinations for years prior to 2008.

NOTE K – RISKS AND UNCERTAINTIES

The Plan invests in various investment securities. Investment securities, in general, are exposed to various risks such as interest rate, credit and overall market volatility risk. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such change could materially affect the amounts reported in the Statements of Net Assets Available for Benefits.

**THE RETIREMENT AND DISABILITY UNION PENSION PLAN OF
S.K. WELLMAN CORP.
NOTES TO FINANCIAL STATEMENTS
December 31, 2011 and 2010**

NOTE K – RISKS AND UNCERTAINTIES (Continued)

Plan contributions are made and the actuarial present value of accumulated plan benefits are reported based on certain assumptions pertaining to interest rates, inflation rates and participant demographics, all of which are subject to change. Due to uncertainties inherent in the estimations and assumptions process, it is at least reasonably possible that changes in these estimates and assumptions in the near term could be material to the financial statements.

SUPPLEMENTAL SCHEDULES

**THE RETIREMENT AND DISABILITY UNION PENSION PLAN
OF S.K. WELLMAN CORP.
SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
EMPLOYER IDENTIFICATION NUMBER: 34-1804995
PLAN NUMBER: 002
December 31, 2011**

(a)	(b)	(c)	(d)	(e)
	Identity of Issue Borrower, Lessor or <u>Similar Party</u>	Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	<u>Cost</u>	Current <u>Value</u>
<u>POOLED SEPARATE ACCOUNTS</u>				
*	Prudential Retirement Insurance and Annuity Company			
	Long Duration Bond/IR&M Fund	155,698 units	\$ 2,268,995	\$ 2,598,021
	Core Plus / PIMCO	128,639 units	2,231,687	2,208,300
	High Yield / Caywood-Scholl	23,186 units	516,818	498,789
	Large Cap Balanced / AJO	25,329 units	319,295	305,219
	Prudential Short Term Bond	2,164 units	178,235	178,237
	International Blend / Thornbrg	13,360 units	161,683	132,691
			<u>\$ 5,676,713</u>	<u>\$ 5,921,257</u>

* Indicates party-in-interest

**THE RETIREMENT AND DISABILITY UNION PENSION PLAN
OF S.K. WELLMAN CORP.
SCHEDULE H, LINE 4j - SCHEDULE OF REPORTABLE TRANSACTIONS
EMPLOYER IDENTIFICATION NUMBER: 34-1804995
PLAN NUMBER: 002
Year Ended December 31, 2011**

(a)	(b)	(c)	(d)	(e)	(f)
Description of Asset	Purchase Price	Selling Price	Cost of Asset	Current Value of Asset on Transaction Date	Net Gain or (Loss)
Category (iii) - Series of transactions in excess of 5% of Plan assets					
Prudential Retirement Insurance and Annuity Company:					
Large Cap Blend/ AJO	\$ 316,653	\$ -	\$ 316,653	\$ 316,653	\$ -
Large Cap Value/ AJO	\$ -	\$ 971,016	\$ 810,654	\$ 971,016	\$ 160,363
Large Cap Growth/ Goldman Sachs	\$ -	\$ 913,628	\$ 698,484	\$ 913,628	\$ 215,144
International Blend/Pictet	\$ -	\$ 770,168	\$ 580,754	\$ 770,168	\$ 189,415
Templeton Foreign Strategy	\$ -	\$ 787,653	\$ 736,020	\$ 787,653	\$ 51,633
Core Bond Enhanced Index/ PIM	\$ 80,000	\$ 1,431,526	\$ 1,344,565	\$ 1,431,526	\$ 86,962
Core Plus Bond/ PIMCO Fund	\$ 2,194,980	\$ -	\$ 2,194,980	\$ 2,194,980	\$ -
High Yield Bond/ Caywood Scholl	\$ 495,942	\$ -	\$ 495,942	\$ 495,942	\$ -
Long Duration Bond/ IR&M Fund	\$ 2,504,436	\$ 360,000	\$ 2,504,436	\$ 2,504,436	\$ 38,853
Prudential Short Term	\$ 679,416	\$ 651,421	\$ 651,414	\$ 651,421	\$ 7