

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). ► Complete all entries in accordance with the instructions to the Form 5500.	OMB Nos. 1210-0110 1210-0089
		2011
		This Form is Open to Public Inspection

Part I	Annual Report Identification Information
For calendar plan year 2011 or fiscal plan year beginning <u>01/01/2011</u> and ending <u>12/31/2011</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☐
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information —enter all requested information
1a Name of plan <u>DENISON INDUSTRIES 401K PLAN</u>	1b Three-digit plan number (PN) ► <u>003</u> 1c Effective date of plan <u>01/01/2001</u>
2a Plan sponsor's name and address, including room or suite number (Employer, if for single-employer plan) <u>DENISON INDUSTRIES</u> <u>22 FIELDER STREET</u> <u>DENISON, TX 75021</u>	2b Employer Identification Number (EIN) <u>75-2350819</u> 2c Sponsor's telephone number <u>903-786-4444</u> 2d Business code (see instructions) <u>331500</u>

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

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

SIGN HERE	<u>Filed with authorized/valid electronic signature.</u>	<u>10/14/2012</u>	<u>ANNETTE JOHNSON</u>
	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

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

Form 5500 (2011)
v.012611

3a Plan administrator's name and address (if same as plan sponsor, enter "Same") DENISON INDUSTRIES 401K PLAN BENEFITS COMMITTEE 22 FIELDER STREET DENISON, TX 75021	3b Administrator's EIN 75-3124024 3c Administrator's telephone number 903-786-4444
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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	127
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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	106
b Retired or separated participants receiving benefits.....	6b	0
c Other retired or separated participants entitled to future benefits.....	6c	5
d Subtotal. Add lines 6a , 6b , and 6c	6d	111
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	0
f Total. Add lines 6d and 6e	6f	111
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	56
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	12

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

2E 2F 2G 2J 2K 3D

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) <small>Department of the Treasury Internal Revenue Service</small> <hr/> <small>Department of Labor Employee Benefits Security Administration</small> <hr/> <small>Pension Benefit Guaranty Corporation</small>	Insurance Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500. ► Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).	OMB No. 1210-0110 <hr/> 2011 <hr/> This Form is Open to Public Inspection
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For calendar plan year 2011 or fiscal plan year beginning **01/01/2011** and ending **12/31/2011**

A Name of plan DENISON INDUSTRIES 401K PLAN	B Three-digit plan number (PN) ►	003
C Plan sponsor's name as shown on line 2a of Form 5500 DENISON INDUSTRIES	D Employer Identification Number (EIN) 75-2350819	

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

ING LIFE 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
71-0294708	86509	PHT473	56	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
3139	400

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

SBHU LIFE AGENCY INC.
 SUITE 300
 700 RED BROOK BLVD
 OWINGS MILLS, MD 21117

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
3139			3

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

TRI STATE PLAN ADMINISTRATION
 30 GARFIELD PLACE, SUITE 520
 CINCINNATI, OH 45202

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
	400	TPA PARTNERSHIP PROGRAM	5

(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	212674
5 Current value of plan's interest under this contract in separate accounts at year end	5	655428

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 ▶ **OTHER GROUP PENSION FUNDING**

b Balance at the end of the previous year	7b	203956
c Additions: (1) Contributions deposited during the year	7c(1)	231311
(2) Dividends and credits	7c(2)	
(3) Interest credited during the year	7c(3)	6606
(4) Transferred from separate account	7c(4)	415188
(5) Other (specify below)..... ▶ FORFEITURE	7c(5)	401
(6) Total additions	7c(6)	653506
d Total of balance and additions (add b and c(6))	7d	857462
e Deductions:		
(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	455706
(2) Administration charge made by carrier	7e(2)	
(3) Transferred to separate account	7e(3)	187830
(4) Other (specify below)..... ▶ FORFEITURE	7e(4)	1252
(5) Total deductions	7e(5)	644788
f Balance at the end of the current year (subtract e(5) from d)	7f	212674

Part III Welfare Benefit Contract Information

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

8 Benefit and contract type (check all applicable boxes)

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

9 Experience-rated contracts:

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

10 Nonexperience-rated contracts:

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

Specify nature of costs ▶

Part IV Provision of Information

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

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

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

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

A Name of plan <u>DENISON INDUSTRIES 401K PLAN</u>	B Three-digit plan number (PN) ▶ <u>003</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>DENISON INDUSTRIES</u>	D Employer Identification Number (EIN) <u>75-2350819</u>

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

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

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

ING LIFE INSURANCE AND ANNUITY COMP

71-0294708

(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?
26 60 64 65 66 72	SERVICE PROVIDER	0	Yes ☒ No ☐	Yes ☒ No ☐	7481	Yes ☐ No ☒

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

AMERICAN FUNDS

95-1411037

(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 52 63	SERVICE PROVIDER	0	Yes ☒ No ☐	Yes ☒ No ☐	3821	Yes ☐ No ☒

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

ARIEL FUNDS

31-0721681

(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 52 63	SERVICE PROVIDER	0	Yes ☒ No ☐	Yes ☒ No ☐	500	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)

BARON FUNDS

13-3122938

(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 52 63	SERVICE PROVIDER	0	Yes ☒ No ☐	Yes ☒ No ☐	1209	Yes ☐ No ☒

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

ING FINANCIAL ADVISERS

06-1375177

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
63	SERVICE PROVIDER	0	Yes ☒ No ☐	Yes ☒ No ☐	2241	Yes ☐ No ☒

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

ING LIFE INSURANCE AND ANNUITY COMP

71-0294708

(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?
26 60 64 65 66 72	SERVICE PROVIDER	0	Yes ☒ No ☐	Yes ☒ No ☐	7481	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)

ING MUTUAL FUNDS

95-4516049

(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 52 63	SERVICE PROVIDER	0	Yes ☒ No ☐	Yes ☒ No ☐	2519	Yes ☐ No ☒

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

MANNING & NAPIER

16-0995736

(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 52	SERVICE PROVIDER	0	Yes ☒ No ☐	Yes ☒ No ☐	34	Yes ☐ No ☒

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

MORNINGSTAR

36-3297908

(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?
26	SERVICE PROVIDER	0	Yes ☒ No ☐	Yes ☒ No ☐	718	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)

OPPENHEIMERFUNDS

13-2527171

(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 52 63	SERVICE PROVIDER	0	Yes ☒ No ☐	Yes ☒ No ☐	328	Yes ☐ No ☒

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

PIONEER FUNDS

13-5657669

(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 52	SERVICE PROVIDER	0	Yes ☒ No ☐	Yes ☒ No ☐	232	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
ING LIFE INSURANCE AND ANNUITY	64	1151

(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.
ING FIXED ACCOUNT 71-0294708	RECORDKEEPING FEES

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
ING LIFE INSURANCE AND ANNUITY	26	1026

(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.
ING LIFE INSURANCE AND ANNUITY CO. 71-0294708	INVESTMENT ADVISORY (PARTICIPANTS)

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
AMERICAN FUNDS	28 52 63	275

(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.
AMERICAN FUNDS AM BALANCED R3 94-6050854	INVESTMENT MANAGEMENT INVESTMENT MANAGEMENT FEES 12B-1 DISTRIBUTION FEES

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
AMERICAN FUNDS	28 52 63	1215

(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.
AMERICAN FUNDS GROWTH FND R3 52-0792143	INVESTMENT MANAGEMENT INVESTMENT MANAGEMENT FEES 12B-1 DISTRIBUTION FEES

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
AMERICAN FUNDS	28 52 63	2100

(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.
AMERICAN FUNDS NW PRSPCTV R3 95-2817150	INVESTMENT MANAGEMENT INVESTMENT MANAGEMENT FEES 12B-1 DISTRIBUTION FEES

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
AMERICAN FUNDS	28 52 63	231

(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.
AMERICAN FUNDS WASH MTUAL R3 66-0793788	INVESTMENT MANAGEMENT INVESTMENT MANAGEMENT FEES 12B-1 DISTRIBUTION FEES

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
ARIEL FUNDS	28 52 63	500
(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.	
ARIEL APPRECIATION FUND 52-1674877	INVESTMENT MANAGEMENT INVESTMENT MANAGEMENT FEES 12B-1 DISTRIBUTION FEES	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
BARON FUNDS	28 52 63	1209
(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.	
BARON ASSET FUND RET 13-6891420	INVESTMENT MANAGEMENT INVESTMENT MANAGEMENT FEES 12B-1 DISTRIBUTION FEES	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
ING FINANCIAL ADVISERS	63	145
(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.	
AMERICAN FUNDS AM BALANCED R3 94-6050854	12B-1 DISTRIBUTION FEES	

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
ING FINANCIAL ADVISERS	63	625
<div style="display: flex; justify-content: space-between;"> <div style="width: 60%;"> <p>(d) Enter name and EIN (address) of source of indirect compensation</p> <p>AMERICAN FUNDS GROWTH FND R3</p> <p>52-0792143</p> </div> <div style="width: 40%;"> <p>(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</p> <p>12B-1 DISTRIBUTION FEES</p> </div> </div>		
ING FINANCIAL ADVISERS	63	935
<div style="display: flex; justify-content: space-between;"> <div style="width: 60%;"> <p>(d) Enter name and EIN (address) of source of indirect compensation</p> <p>AMERICAN FUNDS NW PRSPCTV R3</p> <p>95-2817150</p> </div> <div style="width: 40%;"> <p>(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</p> <p>12B-1 DISTRIBUTION FEES</p> </div> </div>		
ING FINANCIAL ADVISERS	63	115
<div style="display: flex; justify-content: space-between;"> <div style="width: 60%;"> <p>(d) Enter name and EIN (address) of source of indirect compensation</p> <p>AMERICAN FUNDS WASH MTUAL R3</p> <p>66-0793788</p> </div> <div style="width: 40%;"> <p>(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</p> <p>12B-1 DISTRIBUTION FEES</p> </div> </div>		

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
ING FINANCIAL ADVISERS	63	103
<p>(d) Enter name and EIN (address) of source of indirect compensation</p> <p>ARIEL APPRECIATION FUND</p> <p>52-1674877</p>		
<p>(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</p> <p>12B-1 DISTRIBUTION FEES</p>		
<p>(a) Enter service provider name as it appears on line 2</p> <p>ING FINANCIAL ADVISERS</p>		
<p>(b) Service Codes (see instructions)</p> <p style="text-align: center;">63</p>		
<p>(c) Enter amount of indirect compensation</p> <p style="text-align: right;">226</p>		
<p>(d) Enter name and EIN (address) of source of indirect compensation</p> <p>BARON ASSET FUND RET</p> <p>13-6891420</p>		
<p>(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</p> <p>12B-1 DISTRIBUTION FEES</p>		
<p>(a) Enter service provider name as it appears on line 2</p> <p>ING FINANCIAL ADVISERS</p>		
<p>(b) Service Codes (see instructions)</p> <p style="text-align: center;">63</p>		
<p>(c) Enter amount of indirect compensation</p> <p style="text-align: right;">32</p>		
<p>(d) Enter name and EIN (address) of source of indirect compensation</p> <p>ING REAL ESTATE FUND A</p> <p>23-2867180</p>		
<p>(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</p> <p>12B-1 DISTRIBUTION FEES</p>		

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
ING FINANCIAL ADVISERS	63	60
(d) Enter name and EIN (address) of source of indirect compensation		
OPPENHEIMER DEVELOPING MARKETS FND 93-6305075	12B-1 DISTRIBUTION FEES	
(a) Enter service provider name as it appears on line 2		
ING LIFE INSURANCE AND ANNUITY COMP	60 66	116
(d) Enter name and EIN (address) of source of indirect compensation		
AMERICAN FUNDS AM BALANCD R3 94-6050854	SUB-TRANSFER/REIMBURSEMENT FEES INSURANCE MORTALITY AND EXPENSE CHARGE	
(a) Enter service provider name as it appears on line 2		
ING LIFE INSURANCE AND ANNUITY COMP	60 66	500
(d) Enter name and EIN (address) of source of indirect compensation		
AMERICAN FUNDS GROWTH FND R3 52-0792143	SUB-TRANSFER/REIMBURSEMENT FEES INSURANCE MORTALITY AND EXPENSE CHARGE	

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
ING LIFE INSURANCE AND ANNUITY COMP	60 66	748
(d) Enter name and EIN (address) of source of indirect compensation AMERICAN FUNDS NW PRSPCTV R3 95-2817150		
(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. SUB-TRANSFER/REIMBURSEMENT FEES INSURANCE MORTALITY AND EXPENSE CHARGE		
ING LIFE INSURANCE AND ANNUITY COMP	60 66	92
(d) Enter name and EIN (address) of source of indirect compensation AMERICAN FUNDS WASH MTUAL R3 66-0793788		
(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. SUB-TRANSFER/REIMBURSEMENT FEES INSURANCE MORTALITY AND EXPENSE CHARGE		
ING LIFE INSURANCE AND ANNUITY COMP	60 66	287
(d) Enter name and EIN (address) of source of indirect compensation ARIEL APPRECIATION FUND 52-1674877		
(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. SUB-TRANSFER/REIMBURSEMENT FEES INSURANCE MORTALITY AND EXPENSE CHARGE		

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
ING LIFE INSURANCE AND ANNUITY COMP	60 66	678
(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.	
BARON ASSET FUND RET 13-6891420	SUB-TRANSFER/REIMBURSEMENT FEES INSURANCE MORTALITY AND EXPENSE CHARGE	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
ING LIFE INSURANCE AND ANNUITY COMP	60 66	111
(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.	
ING AMCEN SM-MD CP VAL PORT I 45-0467862	SUB-TRANSFER/REIMBURSEMENT FEES INSURANCE MORTALITY AND EXPENSE CHARGE	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
ING LIFE INSURANCE AND ANNUITY COMP	60 66	117
(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.	
ING BARON SMALL CAP GRWTH PORT I 75-3023525	SUB-TRANSFER/REIMBURSEMENT FEES INSURANCE MORTALITY AND EXPENSE CHARGE	

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
ING LIFE INSURANCE AND ANNUITY COMP	64	1151
(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.	
ING FIXED ACCOUNT 71-0294708	RECORD-KEEPING FEES	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
ING LIFE INSURANCE AND ANNUITY COMP	60 66	196
(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.	
ING INTERNATIONAL VALUE PORT I 06-6453493	SUB-TRANSFER/REIMBURSEMENT FEES INSURANCE MORTALITY AND EXPENSE CHARGE	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
ING LIFE INSURANCE AND ANNUITY COMP	60 66	78
(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.	
ING JPMORGAN MID CAP VAL PORT I 75-3023510	SUB-TRANSFER/REIMBURSEMENT FEES INSURANCE MORTALITY AND EXPENSE CHARGE	

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
ING LIFE INSURANCE AND ANNUITY COMP	60 65 66	5
(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.	
ING LARGE CAP GROWTH PORTFOLIO SRV 20-0573935	SUB-TRANSFER/REIMBURSEMENT FEES ACCOUNT MAINTENANCE FEES INSURANCE MORTALITY AND EXPENSE CHARGE	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
ING LIFE INSURANCE AND ANNUITY COMP	26	1026
(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.	
ING LIFE INSURANCE AND ANNUITY CO. 71-0294708	INVESTMENT ADVISORY (PARTICIPANTS)	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
ING LIFE INSURANCE AND ANNUITY COMP	60 65 66	20
(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.	
ING MARSICO GROWTH PORTFOLIO SRV 51-0380299	SUB-TRANSFER/REIMBURSEMENT FEES ACCOUNT MAINTENANCE FEES INSURANCE MORTALITY AND EXPENSE CHARGE	

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
ING LIFE INSURANCE AND ANNUITY COMP	60 66	185
(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.	
ING MONEY MARKET PORTFOLIO I 06-0920532	SUB-TRANSFER/REIMBURSEMENT FEES INSURANCE MORTALITY AND EXPENSE CHARGE	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
ING LIFE INSURANCE AND ANNUITY COMP	60 66	25
(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.	
ING PIMCO TOTAL RETURN PORTFOLIO I 75-3023517	SUB-TRANSFER/REIMBURSEMENT FEES INSURANCE MORTALITY AND EXPENSE CHARGE	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
ING LIFE INSURANCE AND ANNUITY COMP	60 66	71
(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.	
ING REAL ESTATE FUND A 23-2867180	SUB-TRANSFER/REIMBURSEMENT FEES INSURANCE MORTALITY AND EXPENSE CHARGE	

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
ING LIFE INSURANCE AND ANNUITY COMP	60 65 66	118

(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.
ING SOLUTION 2015 PORTFOLIO SRV 20-2456044	SUB-TRANSFER/REIMBURSEMENT FEES ACCOUNT MAINTENANCE FEES INSURANCE MORTALITY AND EXPENSE CHARGE

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
ING LIFE INSURANCE AND ANNUITY COMP	60 65 66	353

(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.
ING SOLUTION 2025 PORTFOLIO SRV 47-0951928	SUB-TRANSFER/REIMBURSEMENT FEES ACCOUNT MAINTENANCE FEES INSURANCE MORTALITY AND EXPENSE CHARGE

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
ING LIFE INSURANCE AND ANNUITY COMP	60 65 66	413

(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.
ING SOLUTION 2035 PORTFOLIO SRV 20-2456104	SUB-TRANSFER/REIMBURSEMENT FEES ACCOUNT MAINTENANCE FEES INSURANCE MORTALITY AND EXPENSE CHARGE

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
ING LIFE INSURANCE AND ANNUITY COMP	60 65 66	529
(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.	
ING SOLUTION 2045 PORTFOLIO SRV 20-2456138	SUB-TRANSFER/REIMBURSEMENT FEES ACCOUNT MAINTENANCE FEES INSURANCE MORTALITY AND EXPENSE CHARGE	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
ING LIFE INSURANCE AND ANNUITY COMP	60 65 66	14
(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.	
ING SOLUTION 2055 PORTFOLIO SRV 95-4516049	SUB-TRANSFER/REIMBURSEMENT FEES ACCOUNT MAINTENANCE FEES INSURANCE MORTALITY AND EXPENSE CHARGE	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
ING LIFE INSURANCE AND ANNUITY COMP	60 65 66	10
(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.	
ING SOLUTION INCOME PORTFOLIO SRV 20-2456008	SUB-TRANSFER/REIMBURSEMENT FEES ACCOUNT MAINTENANCE FEES INSURANCE MORTALITY AND EXPENSE CHARGE	

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
ING LIFE INSURANCE AND ANNUITY COMP	60 66	56

(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.
ING THORNBURG VALUE PORTFOLIO I 06-1496058	SUB-TRANSFER/REIMBURSEMENT FEES INSURANCE MORTALITY AND EXPENSE CHARGE

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
ING LIFE INSURANCE AND ANNUITY COMP	60 66	29

(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.
MANN&NAPIER FD WRLD OPPORT SERIES A 16-0995736	SUB-TRANSFER/REIMBURSEMENT FEES INSURANCE MORTALITY AND EXPENSE CHARGE

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
ING LIFE INSURANCE AND ANNUITY COMP	66 72	238

(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.
OPPENHEIMER DEVELOPING MARKETS FND 93-6305075	INSURANCE MORTALITY AND EXPENSE CHARGE OTHER INVESTMENT FEES AND EXPENSES

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
ING LIFE INSURANCE AND ANNUITY COMP	60 66	318

(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.
PIONEER STRATEGIC INCOME FUND Y 04-3453709	SUB-TRANSFER/REIMBURSEMENT FEES INSURANCE MORTALITY AND EXPENSE CHARGE

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
ING MUTUAL FUNDS	28 52	110

(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.
ING AMCEN SM-MD CP VAL PORT I 45-0467862	INVESTMENT MANAGEMENT INVESTMENT MANAGEMENT FEES

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
ING MUTUAL FUNDS	28 52	132

(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.
ING BARON SMALL CAP GRWTH PORT I 75-3023525	INVESTMENT MANAGEMENT INVESTMENT MANAGEMENT FEES

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
ING MUTUAL FUNDS	28 52	264

(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.
ING INTERNATIONAL VALUE PORT I 06-6453493	INVESTMENT MANAGEMENT INVESTMENT MANAGEMENT FEES

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
ING MUTUAL FUNDS	28 52	81

(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.
ING JPMORGAN MID CAP VAL PORT I 75-3023510	INVESTMENT MANAGEMENT INVESTMENT MANAGEMENT FEES

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
ING MUTUAL FUNDS	28 52 63	23

(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.
ING MARSICO GROWTH PORTFOLIO SRV 51-0380299	INVESTMENT MANAGEMENT INVESTMENT MANAGEMENT FEES 12B-1 DISTRIBUTION FEES

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
ING MUTUAL FUNDS	28 52	65

(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.	
ING MONEY MARKET PORTFOLIO I 06-0920532	INVESTMENT MANAGEMENT INVESTMENT MANAGEMENT FEES	

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
ING MUTUAL FUNDS	28 52	16

(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.	
ING PIMCO TOTAL RETURN PORTFOLIO I 75-3023517	INVESTMENT MANAGEMENT INVESTMENT MANAGEMENT FEES	

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
ING MUTUAL FUNDS	28 52 63	161

(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.	
ING REAL ESTATE FUND A 23-2867180	INVESTMENT MANAGEMENT INVESTMENT MANAGEMENT FEES 12B-1 DISTRIBUTION FEES	

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
ING MUTUAL FUNDS	28 52 63	118

(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.
ING SOLUTION 2015 PORTFOLIO SRV 20-2456044	INVESTMENT MANAGEMENT INVESTMENT MANAGEMENT FEES 12B-1 DISTRIBUTION FEES

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
ING MUTUAL FUNDS	28 52 63	379

(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.
ING SOLUTION 2025 PORTFOLIO SRV 47-0951928	INVESTMENT MANAGEMENT INVESTMENT MANAGEMENT FEES 12B-1 DISTRIBUTION FEES

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
ING MUTUAL FUNDS	28 52 63	463

(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.
ING SOLUTION 2035 PORTFOLIO SRV 20-2456104	INVESTMENT MANAGEMENT INVESTMENT MANAGEMENT FEES 12B-1 DISTRIBUTION FEES

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
ING MUTUAL FUNDS	28 52 63	612
(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.	
ING SOLUTION 2045 PORTFOLIO SRV 20-2456138	INVESTMENT MANAGEMENT INVESTMENT MANAGEMENT FEES 12B-1 DISTRIBUTION FEES	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
ING MUTUAL FUNDS	28 52 63	16
(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.	
ING SOLUTION 2055 PORTFOLIO SRV 95-4516049	INVESTMENT MANAGEMENT INVESTMENT MANAGEMENT FEES 12B-1 DISTRIBUTION FEES	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
ING MUTUAL FUNDS	28 52 63	9
(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.	
ING SOLUTION INCOME PORTFOLIO SRV 20-2456008	INVESTMENT MANAGEMENT INVESTMENT MANAGEMENT FEES 12B-1 DISTRIBUTION FEES	

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
ING MUTUAL FUNDS	28 52	67
(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.	
ING THORNBURG VALUE PORTFOLIO I 06-1496058	INVESTMENT MANAGEMENT INVESTMENT MANAGEMENT FEES	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
ING MUTUAL FUNDS	28 52 63	5
(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.	
ING LARGE CAP GROWTH PORTFOLIO SRV 20-0573935	INVESTMENT MANAGEMENT INVESTMENT MANAGEMENT FEES 12B-1 DISTRIBUTION FEES	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
MANNING & NAPIER	28 52	34
(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.	
MANN&NAPIER FD WRLD OPPORT SERIES A 16-0995736	INVESTMENT MANAGEMENT INVESTMENT MANAGEMENT FEES	

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
MORNINGSTAR	26	718

(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.
ING LIFE INSURANCE AND ANNUITY CO. 71-0294708	INVESTMENT ADVISORY (PARTICIPANTS)

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
OPPENHEIMERFUNDS	28 52 63	328

(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.
OPPENHEIMER DEVELOPING MARKETS FND 93-6305075	INVESTMENT MANAGEMENT INVESTMENT MANAGEMENT FEES 12B-1 DISTRIBUTION FEES

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
PIONEER FUNDS	28 52	232

(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.
PIONEER STRATEGIC INCOME FUND Y 04-3453709	INVESTMENT MANAGEMENT INVESTMENT MANAGEMENT FEES

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

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

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

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

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	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.	<small>OMB No. 1210-0110</small> 2011 This Form is Open to Public Inspection
For calendar plan year 2011 or fiscal plan year beginning <u>01/01/2011</u> and ending <u>12/31/2011</u>		
A Name of plan <u>DENISON INDUSTRIES 401K PLAN</u>	B Three-digit plan number (PN) ►	<u>003</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>DENISON INDUSTRIES</u>	D Employer Identification Number (EIN) <u>75-2350819</u>	

Part I	Asset and Liability Statement		(a) Beginning of Year	(b) End of Year
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	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)	908663	655428
	(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)	203956	212674
	(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	1112619	868102

Liabilities

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

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	1112619	868102
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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)	50742	
(B) Participants	2a(1)(B)	180835	
(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)		231577

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)	6606	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		6606

(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)		-25991
(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		212192

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	456709	
(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)		456709
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)		
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		0
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		456709

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		-244517
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: PETERSON AND COMPANY (2) EIN: 75-2200671

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		250000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.).....		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			
4n			

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

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

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

5b(1) Name of plan(s)

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

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

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

A Name of plan <u>DENISON INDUSTRIES 401K PLAN</u>	B Three-digit plan number (PN) ▶ <u>003</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>DENISON INDUSTRIES</u>	D Employer Identification Number (EIN) <u>75-2350819</u>

Part I	Distributions
---------------	----------------------

All references to distributions relate only to payments of benefits during the plan year.

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>71-0294708</u> Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.	
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3

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

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

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

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

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

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

DANIEL PETERSON, P. C.
CERTIFIED PUBLIC ACCOUNTANTS
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AMERICAN INSTITUTE OF CERTIFIED
PUBLIC ACCOUNTANTS

TEXAS SOCIETY OF CERTIFIED
PUBLIC ACCOUNTANTS

INDEPENDENT AUDITORS' REPORT

To the Participants
Denison Industries, Inc. 401(k) Plan and Trust

We were engaged to audit the accompanying statements of net assets available for benefits the Denison Industries, Inc. 401(k) Plan and Trust ("The Plan") as of December 31, 2011 & 2010, and the related statement of changes in net assets available for benefits for the year ended December 31, 2011, and the supplemental schedules of Schedule H, line 4i-Schedule of Assets (Held At End of Year) and for the year ended December 31, 2011. These financial statements and supplemental schedules are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 4, which was certified by ING Life Insurance and Annuity Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedules. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained a certification from the trustee as of December 31, 2011 and 2010, and for the year ended December 31, 2011, that the information provided to the Plan administrator by the trustee is complete and accurate.

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



Dallas, Texas
October 12, 2012

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 4085 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. 1510-0110 1510-0089 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;
B This return/report is:	☐ a multiple-employer plan; or ☐ a DFE (specify) _____ ☐ the first return/report; ☐ an amended return/report; ☐ the final 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 5500; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II Basic Plan Information—enter all requested information	
1a Name of plan DENISON INDUSTRIES 401k PLAN	1b Three-digit plan number (PN) 003 1c Effective date of plan 01/01/2001
2a Plan sponsor's name and address, including room or suite number (Employer, if for single-employer plan) DENISON INDUSTRIES 22 FIELDER STREET DENISON TX 75021	2b Employer identification Number (EIN) 75-2350819 2c Sponsor's telephone number (903) 786-4444 2d Business code (see instructions) 331500

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	<i>Annette Johnson</i>	10/12/2012	Annette Johnson
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	<i>Annette Johnson</i>	10/12/2012	Annette Johnson
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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

Form 5500 (2011)
v.012611

Form 5500 (2011)

Page 2

3a Plan administrator's name and address (if same as plan sponsor, enter "Same") DENISON INDUSTRIES 401k PLAN BENEFITS COMMITTEE 22 FIELDER STREET DENISON TX 75021		3b Administrator's EIN 75-3124024 3c Administrator's telephone number (903) 786-4444
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name		4b EIN 4c PN
5 Total number of participants at the beginning of the plan year		5 127
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	106
b Retired or separated participants receiving benefits	6b	0
c Other retired or separated participants entitled to future benefits	6c	5
d Subtotal. Add lines 6a, 6b, and 6c.	6d	111
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	6e	0
f Total. Add lines 6d and 6e.	6f	111
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	6g	56
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	6h	12
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)		7
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions: 2B 2F 2G 2J 2K 3D		
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
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)

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 4085 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. 1510-0110 1510-0089 2011 This Form is Open to Public Inspection
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Part I Annual Report Identification Information	
For calendar plan year 2011 or fiscal plan year beginning <u>01/01/2011</u> and ending <u>12/31/2011</u>	
A This return/report is for:	☐ a multiemployer plan; ☒ a single-employer plan; ☐ a multiple-employer plan; or ☐ a DFE (specify) _____
B This return/report is:	☐ the first return/report; ☐ an amended return/report; ☐ the final 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 5500; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description) _____

Part II Basic Plan Information—enter all requested information	
1a Name of plan <u>DENISON INDUSTRIES 401k PLAN</u>	1b Three-digit plan number (PN) <u>003</u> 1c Effective date of plan <u>01/01/2001</u>
2a Plan sponsor's name and address, including room or suite number (Employer, if for single-employer plan) <u>DENISON INDUSTRIES</u> <u>22 FIELDER STREET</u> <u>DENISON TX 75021</u>	2b Employer identification Number (EIN) <u>75-2350819</u> 2c Sponsor's telephone number <u>(903) 786-4444</u> 2d Business code (see instructions) <u>331500</u>

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

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

SIGN HERE	<i>Annette Johnson</i>	<u>10/12/2012</u>	Annette Johnson
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	<i>Annette Johnson</i>	<u>10/12/2012</u>	Annette Johnson
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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

Form 5500 (2011)
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Form 5500 (2011)

Page 2

3a Plan administrator's name and address (if same as plan sponsor, enter "Same") DENISON INDUSTRIES 401k PLAN BENEFITS COMMITTEE 22 FIELDER STREET DENISON TX 75021		3b Administrator's EIN 75-3124024 3c Administrator's telephone number (903) 786-4444
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name		4b EIN 4c PN
5 Total number of participants at the beginning of the plan year		5 127
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	106
b Retired or separated participants receiving benefits	6b	0
c Other retired or separated participants entitled to future benefits	6c	5
d Subtotal. Add lines 6a, 6b, and 6c.	6d	111
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	6e	0
f Total. Add lines 6d and 6e.	6f	111
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	6g	56
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	6h	12
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)		7
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions: 2B 2F 2G 2J 2K 3D		
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
--	--

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)
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Denison Industries, Inc. 401 (k) Plan
Statement of Net Assets Available for Plan Benefits
December 31, 2011 & 2010

	<u>2011</u>	<u>2010</u>
<i>Assets</i>		
Investments in managed mutual funds		
Investments at market value	\$ 868,102	\$ 1,112,619
Total Investments in managed mutual funds	<u>868,102</u>	<u>1,112,619</u>
 <i>Receivables</i>		
Contributions receivable	-	
Total Receivables	<u>-</u>	
 Total Assets	<u>868,102</u>	<u>1,112,619</u>
 <i>Liabilities</i>		
Excess contributions payable		8,131
Total Liabilities	<u>-</u>	<u>8,131</u>
 Net assets available for benefits	<u>\$ 868,102</u>	<u>\$ 1,104,488</u>

See accountant's report and notes to financial statements

Denison Industries, Inc. 401(k) Plan
Statement of Changes in Net Assets Available for Plan Benefits
December 31, 2011 & 2010

	<u>2011</u>	<u>2010</u>
<i>Additions:</i>		
Contributions:		
Participant contributions	\$ 180,835	\$ 186,458
Employer contributions (net forfeiture)	50,742	54,398
Participant rollovers	-	-
Total Contributions	<u>231,577</u>	<u>240,856</u>
<i>Investment income:</i>		
Net appreciation in fair value of investments:		
Gain (Loss) from market value fluctuations	(25,991)	108,471
Gain (Loss) on sale of securities	-	-
Dividends and interest	6,606	5,540
Total Investment Income	<u>(19,386)</u>	<u>114,011</u>
Total Additions (Subtractions)	<u>212,191</u>	<u>354,867</u>
<i>Deductions from net assets attributed to:</i>		
Benefits paid to participants	456,708	46,782
Administrative expenses	-	-
Total Distributions	<u>456,708</u>	<u>46,782</u>
Net increase (decrease) in Net Assets	(244,517)	308,085
<i>Net Assets Available for Plan Benefits:</i>		
Beginning of year	1,112,619	804,534
End of year	<u>\$ 868,102</u>	<u>\$ 1,112,619</u>

See accountant's report and notes to financial statements

**DENISON INDUSTRIES, INC. 401(k) PLAN
NOTES TO THE FINANCIAL STATEMENTS
DECEMBER 31, 2011 AND 2010**

1. PLAN DESCRIPTION

General

The following description of the Denison Industries 401(k) Plan provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

The Plan is a defined contribution retirement plan whereby eligible employees of Denison Industries, Inc. (the "Company" or "Employer") are permitted to make tax-deferred contributions. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended ("ERISA").

Vesting and Participation

All participant contributions and related earnings are fully vested. Employees (the "Employee") become eligible for participation after attaining age 18 and completing three months of continuous service.

Employer Discretionary Income

The company may make discretionary contributions in addition to matching contributions to the plan each year as designated by the Board of Directors of the company. Participants who are employed on the last day of the plan year and worked 1,000 hours during the plan year share in the employer discretionary contributions.

Administration

The Company has established a 401(k) Plan Benefits Committee ("Committee") to monitor and oversee plan operations, independent of the Company. The Committee meets periodically and consists of members of the plan.

Benefits

Benefits may be paid in a lump-sum distribution. Participants may withdraw all or a portion of the vested account upon reaching age 65, disability, termination of employment, or death. Subject to plan administrator approval, participants with immediate and heavy financial hardships may receive a partial or total distribution of their contributions or rollover contributions.

**DENISON INDUSTRIES, INC. 401(k) PLAN
NOTES TO THE FINANCIAL STATEMENTS
DECEMBER 31, 2011 AND 2010**

Plan Termination

Although it has not expressed any intention to do so, the Board of Trustees may terminate the Plan at any time. Upon termination of the Plan, the net assets of the Plan will be distributed to the participants of the Plan in accordance with the provisions of the ERISA.

Contributions and Forfeitures

The Plan permits participants to defer a maximum of 100% of their annual pretax eligible compensation, not to exceed \$16,500 (\$22,000 for employees age 50 or older) in 2011 (as adjusted by the Secretary of Treasury annually), through payroll deductions. The Plan was amended effective January 1, 2010 to allow for employer contributions where the employer

Plan Administration

The assets of the Plan are held and the related investment transactions are executed by ING Life Insurance and Annuity Company. The Plan Administrator is Denison Industries, Inc.

Investment Alternatives

Each participant may elect to allocate their salary deferrals in 1.0% increments to the following investment fund options:

ING VP Money Market Portfolio: seeks to provide high current return, consistent with preservation of capital and liquidity, through investment in high quality money market instruments.

Fidelity VIP Contrafund Portfolio: seeks long-term capital appreciation and normally invests primarily in common stocks. The Portfolio invests in the securities of companies whose value its advisor believes is not fully recognized by the public.

ING Solution 2025 Portfolio: seeks total return consistent with an asset allocation targeted at retirement in approximately 2025. The fund invests in a combination of underlying funds which are active and passive U.S. stock, international stock, U.S. bond and other fixed-income investments using asset allocation strategies designed for investors expecting to retire around the year 2025.

ING Solution 2035 Portfolio: seeks total return consistent with an asset allocation targeted at retirement in approximately 2035. The fund invests in a combination of underlying funds which are active and passive U.S. stock, international stock, U.S. bond and other fixed-income investments using asset allocation strategies designed for investors expecting to retire around the year 2035.

DENISON INDUSTRIES, INC. 401(k) PLAN
NOTES TO THE FINANCIAL STATEMENTS
DECEMBER 31, 2011 AND 2010

Oppenheimer Developing Mkts Fund A: seeks long-term capital appreciation. The fund normally invests at least 80% of assets plus borrowings for investment purposes, in equity securities of issuers whose principal activities are in at least three developing markets.

ING VP International Value Portfolio: seeks long-term capital appreciation. The fund normally invests at least 65% of assets in equity securities of issuers located in a number of different countries outside of the US.

ING Real Estate Fund: seeks total return consisting of long-term capital appreciation and current income. The fund normally invests at least 80% of assets in common and preferred stocks of U.S. REITs and real estate companies which consist of companies that are principally engaged in the real estate industry.

New Perspective Fund: The investment seeks long-term growth of capital; income is a secondary consideration. The fund primarily invests in common stocks of foreign and U.S. companies.

American Balance Fund: seeks conservation of capital, current income and long-term growth of capital and income. The fund invests in a broad range of securities, including stocks, bonds and securities issued and guaranteed by the U.S. government.

Ariel Appreciation Fund: seeks long-term capital appreciation. The fund normally invests in the stocks of medium-sized companies with market capitalizations generally between \$2.5 and \$15 billion. It seeks socially responsible, undervalued companies; in particular, seeking to invest in companies that do not derive their primary revenue from the production or sale of tobacco products, the generation of nuclear energy, or the manufacture of handguns.

Washington Mutual Investors Fund: seeks income and opportunity for growth of principal consistent with sound common stock investing. The fund invests primarily in common stocks of larger, more established companies that are listed on, or meet the financial listing requirements of, the New York Stock Exchange.

The Growth Fund of America: seeks capital growth by investing in common stocks. It primarily invests in high potential growth companies. The fund may also invest up to 15% of assets in securities of issuers domiciled outside the United States and Canada and not included in Standard & Poor's 500 Composite Index.

ING Fixed Account: seeks growth and capital appreciation. The fund normally invests at least 80% of assets in equities of companies that have a market capitalization within the range of companies in the S&P Mid Cap 400 Index.

**DENISON INDUSTRIES, INC. 401(k) PLAN
NOTES TO THE FINANCIAL STATEMENTS
DECEMBER 31, 2011 AND 2010**

Baron Asset Fund: seeks capital appreciation. The fund primarily invests in common stocks of mid-sized growth companies. It considers a mid-sized company as one having a market capitalization of \$2.5 billion to \$10 billion.

ING Solution 2015 Portfolio: seeks to provide total return consistent with an asset allocation targeted at retirement in approximately 2015.

ING Solution 2045 Portfolio: seeks to provide total return consistent with an asset allocation targeted at retirement in approximately 2045.

ING American Century Small-Mid Cap Value Portfolio: seeks long-term growth of capital; income is a secondary objective. The fund seeks to achieve its investment objective by investing at least 80% of net assets under normal circumstances in equity securities of small- and mid- capitalization companies.

ING PIMCO Total Return Portfolio: seeks maximum total return, consistent with capital preservation and prudent investment management. The fund invests at least 65% of net assets plus borrowing for investment purpose in fixed income instruments of varying maturities.

ING Baron Small Cap Growth Portfolio: seeks capital appreciation. The fund invests primarily (at least 80% of net assets under normal circumstances) in securities of small-capitalization companies with market values under 2.5 billion as measured at the time of purchase.

ING JPMorgan Mid Cap Value Portfolio: seeks growth from capital appreciation. A diversified Portfolio that invests primarily (at least 80% of net assets under normal circumstances) in a board portfolio of common stocks of companies with market

ING Solution Income Portfolio: seeks to provide a combination of total return and stability of principal consistent with its asset allocation targeted to retirement.

ING Solution 2055 Portfolio: seeks to provide total return consistent with an asset allocation targeted at retirement in approximately 2055.

Manning & Napier Fund Inc - World opportunities Series Fund seeks long-term growth. The Fund invests primarily in common stocks of companies from outside the United State, both in developed countries and emerging markets.

**DENISON INDUSTRIES, INC. 401(k) PLAN
NOTES TO THE FINANCIAL STATEMENTS
DECEMBER 31, 2011 AND 2010**

ING Large Cap Growth Portfolio - The portfolio seeks long-term capital growth. Invests in companies with cash flow growth, sustainable competitive advantages, returns on invested capital and the ability to manage for profitable growth.

The above fund descriptions provide only general information. Participants should refer to each fund's prospectus for a more complete description.

Related-party transactions

Certain Plan investments are shares of mutual funds managed by ING. ING is the trustee as defined by the Plan and, therefore, these transactions qualify as party-in-interest.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting and Use of Estimates

The financial statements of the Plan are prepared on the accrual basis of accounting. The preparation of the financial statements in conformity with accounting principles generally accepted in the United States of America requires the Plan's management to use estimates and assumptions that affect the accompanying financial statements and disclosures. Actual results could differ from these estimates. Information provided and certified by the trustee has been rounded to the whole dollar for presentation purposes and cents have been omitted; actual amounts are displayed in the totals.

Investments

The ERISA imposes certain duties on the parties who are responsible for the operation of the Plan. These parties, called fiduciaries, have a duty to invest plan assets in a prudent manner. However, an exception exists for plans which comply with ERISA Section 404(c) and permit a participant to exercise control over the assets in his/her account and choose from a broad range of investment alternatives. This Plan is intended to be a Section 404(c) plan. This means the Employee, and not the Plan fiduciary, is responsible for the investment decisions relating to the assets in their individual accounts under the Plan.

The investments of the Plan are stated at fair value based on quoted market prices and net appreciation (depreciation) for the year as reflected in the Plan's statement of changes in net assets available for benefits. The net appreciation (depreciation) in the fair value of the investments consists of realized gains or losses and unrealized appreciation or depreciation on the investments. Shares of registered investment companies are valued at quoted market prices which represent the net asset value of shares held by the plan at year-end. Investment income is recognized when earned.

**DENISON INDUSTRIES, INC. 401(k) PLAN
NOTES TO THE FINANCIAL STATEMENTS
DECEMBER 31, 2011 AND 2010**

Participant loans

Participants are not permitted to make loans against their balances.

Plan expenses

Audit fees and other miscellaneous fees are paid by the employer. Costs of administering the Plan are paid by the Plan.

Subsequent Events

The Plan has evaluated subsequent events through October 12, 2012, the date the financial statements were available to be issued.

3. Income Tax Status

On January 21, 1993 the Internal Revenue Service issued a determination letter as to the qualified status of the Plan. The Plan is qualified under Section 401(a)(4)-1(b) of the Internal Revenue Code (the "Code") on the basis of a design based safe harbor described in the regulations. The financial statements are prepared with the assumption that the Plan has maintained its exemption under the Code.

4. Fair Value Measurements

Financial Accounting Standards Board Statement No. 157, Fair Value Measurements (FASB Statement No. 157), establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in the active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements).

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

Level 2 Inputs to the valuation methodology include:

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

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

DENISON INDUSTRIES, INC. 401(k) PLAN
NOTES TO THE FINANCIAL STATEMENTS
DECEMBER 31, 2011 AND 2010

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

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

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

Assets at Fair Value as of December 31, 2011

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual Funds	\$ 868,102	\$ -	\$ -	\$ 868,102
Total Assets at fair value	<u>\$ 868,102</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 868,102</u>

DENISON INDUSTRIES, INC. 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS

4. INFORMATION CERTIFIED BY THE TRUSTEE

The following information was completed from data certified by the Trustee as complete and accurate, but has not been audited by the Plan's independent accountants

	December 31,	
	2011	2010
American Balanced Fund - R-3		
Fair Value	\$ 32,165	\$ 24,518
American Funds Growth R-3		
Fair Value	106,631	147,190
American Funds NW Prspctv Fund R-3		
Fair Value	156,172	220,558
American Funds Wash Mtual R-3		
Fair Value	20,010	26,579
Ariel Appreciation Fund		
Fair Value	24,560	78,289
Baron Asset Fund		
Fair Value	82,091	113,709
ING Am Cent SmMidCap Value - Int.		
Fair Value	12,096	10,906
ING Baron Small Cap Growth Port - Int		
Fair Value	-	15,984
ING Fixed Account		
Fair Value	212,674	203,956
ING International Value Port - I		
Fair Value	-	36,370
ING Real Estate Fund - A		
Fair Value	6,291	26,267
ING JP Morgan MidCap Val Port - I		
Fair Value	8,332	7,437
ING Marisco Growth Portfolio - I		
Fair Value	-	11,325
ING Money Mkt Fnd A		
Fair Value	1,002	1,002
ING Money Market Portfolio		
Fair Value	18,563	17,493
ING PIMCO Total Return Port - Init		
Fair Value	2,996	4,560
ING Solution 2025 Portfolio - Srv		
Fair Value	42,708	23,986

DENISON INDUSTRIES, INC. 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS

4. INFORMATION CERTIFIED BY THE TRUSTEE (continued)

The following information was completed from data certified by the Trustee as complete and accurate, but has not been audited by the Plan's independent accountants.

	December 31,	
	2011	2010
ING Solution 2035 Portfolio - Srv		
Fair Value	42,391	37,097
ING Solution 2015 Portfolio - Srv		
Fair Value	13,057	9,100
ING Solution 2045 Portfolio - Srv		
Fair Value	56,401	41,128
ING Solution Income Portfolio Svc		
Fair Value	1,242	650
ING Thornburg Value Portfolio		
Fair Value	6,073	15,062
Oppenheimer Developing Mkts Fund - A		
Fair Value	11,603	37,105
Pioneer Strategic Income - Y		
Fair Value	4,575	2,347
ING Solution 2055 Portfolio		
Fair Value	2,533	
Mann&Napier Fd Wld Opport Series		
Fair Value	2,021	
ING Large Cap Growth Portfolio Srv		
Fair Value	1,915	
Total	<u>\$ 868,102</u>	<u>\$ 1,112,619</u>
Net Unrealized Gain/(Loss) in fair value of investments		
Total	<u>\$ (25,991)</u>	<u>\$ 108,471</u>

5. INVESTMENTS REPRESENTING 5% OR MORE OF NET ASSETS AVAILABLE FOR BENEFITS

Investment	Fair Value December 31,	
	2011	2010
American Growth Fund R-3	\$ 106,631	\$ 147,190
American Funds NW Prsctv Fund R-3	156,172	220,568
ING Solution 2045 Portfolio Srv	56,401	-
Baron Asset Fund	82,091	113,709
ING Fixed Account	212,674	203,956
Ariel Appreciation Fund Inv	-	78,289
Other Investments	254,133	340,786
Total	<u>\$ 868,102</u>	<u>\$ 1,104,488</u>

DENISON INDUSTRIES, INC. 401(k) PLAN

SUPPLEMENTAL SCHEDULES

Note 6: SCHEDULE H, LINE 4i -- SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES*

December 31, 2011

(a)	(b)	(c)	(e)
	Identity of issuer, borrower lessor or similar party	Description of investment including maturity date, rate of interest, collateral, par or maturity value	Fair Value December 31, 2011
*	ING Funds	American Funds NW Prspctv Fund	\$ 156,172
*	ING Funds	American Funds Growth	106,631
**	ING Funds	ING Fixed Account	212,674
*	ING Funds	Baron Asset Fund	82,091
*	ING Funds	American Funds Wash Mtual	20,010
*	ING Funds	Ariel Appreciation Fund	24,560
**	ING Funds	ING Solution 2025 Portfolio	42,708
*	ING Funds	American Balanced Fund	32,165
**	ING Funds	ING Money Market Portfolio	18,563
**	ING Funds	ING Money Market Fund	1,002
**	ING Funds	ING VP International Value Port	-
**	ING Funds	ING Solution 2035 Portfolio	42,391
**	ING Funds	ING Real Estate Fund	6,291
*	ING Funds	Oppenheimer Develop Mkts Fund	11,603
*	ING Funds	Pioneer Strategic Income	-
**	ING Funds	ING Solution 2015 Portfolio - Srv	13,057
**	ING Funds	ING Solution 2045 Portfolio - Srv	56,401
**	ING Funds	ING JPMorgan Mid Cap Val Port-Init	8,332
**	ING Funds	ING Baron Small Cap Growth Port-Init	-
**	ING Funds	ING PIMCO Total Return Port-Init	2,996
**	ING Funds	ING Am Cent SmMidCapValue-Init	12,096
**	ING Funds	ING Marisco Growth Portfolio	-
**	ING Funds	ING Solution Income Portfolio-Svc	1,242
**	ING Funds	ING Thornburg Value Portfolio	6,073
**	ING Funds	ING Solution 2055 Portfolio Svc	2,533
**	ING Funds	Mann-Napier Fd World Op Series	2,021
**	ING Funds	ING Large Cap Growth Portfolio Svc	1,915
**	ING Funds	Pioneer Strategic Income Y	4,575
			<u>\$ 868,102</u>

* From information certified as complete and accurate by the Trustee.

** A party-in-interest as defined by ERISA.

Note: Column "(d) Cost" was not included since it is not applicable

DENISON INDUSTRIES, INC.
401(K) PLAN AND TRUST

**AUDITED FINANCIAL STATEMENTS &
SUPPLEMENTAL INFORMATION**

DECEMBER 2011 & 2010

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Denison Industries, Inc. 401(k) Plan
Audited Financial Statements & Supplemental Schedules
December 31, 2011 & 2010

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AMERICAN INSTITUTE OF CERTIFIED
PUBLIC ACCOUNTANTS

TEXAS SOCIETY OF CERTIFIED
PUBLIC ACCOUNTANTS

INDEPENDENT AUDITORS' REPORT

To the Participants

Denison Industries, Inc. 401(k) Plan and Trust

We were engaged to audit the accompanying statements of net assets available for benefits the Denison Industries, Inc. 401(k) Plan and Trust ("The Plan") as of December 31, 2011 & 2010, and the related statement of changes in net assets available for benefits for the year ended December 31, 2011, and the supplemental schedules of Schedule H, line 4i-Schedule of Assets (Held At End of Year) and for the year ended December 31, 2011. These financial statements and supplemental schedules are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 4, which was certified by ING Life Insurance and Annuity Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedules. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained a certification from the trustee as of December 31, 2011 and 2010, and for the year ended December 31, 2011, that the information provided to the Plan administrator by the trustee is complete and accurate.

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



Dallas, Texas
October 12, 2012

Denison Industries, Inc. 401 (k) Plan
Statement of Net Assets Available for Plan Benefits
December 31, 2011 & 2010

	<u>2011</u>	<u>2010</u>
<i>Assets</i>		
Investments in managed mutual funds		
Investments at market value	\$ 868,102	\$ 1,112,619
Total Investments in managed mutual funds	<u>868,102</u>	<u>1,112,619</u>
<i>Receivables</i>		
Contributions receivable	-	
Total Receivables	<u>-</u>	
Total Assets	<u>868,102</u>	<u>1,112,619</u>
<i>Liabilities</i>		
Excess contributions payable		8,131
Total Liabilities	<u>-</u>	<u>8,131</u>
Net assets available for benefits	<u><u>\$ 868,102</u></u>	<u><u>\$ 1,104,488</u></u>

See accountant's report and notes to financial statements

Denison Industries, Inc. 401(k) Plan
Statement of Changes in Net Assets Available for Plan Benefits
December 31, 2011 & 2010

	<u>2011</u>	<u>2010</u>
<i>Additions:</i>		
Contributions:		
Participant contributions	\$ 180,835	\$ 186,458
Employer contributions (net forfeiture)	50,742	54,398
Participant rollovers	-	-
Total Contributions	<u>231,577</u>	<u>240,856</u>
<i>Investment income:</i>		
Net appreciation in fair value of investments:		
Gain (Loss) from market value fluctuations	(25,991)	108,471
Gain (Loss) on sale of securities	-	-
Dividends and interest	6,606	5,540
Total Investment Income	<u>(19,386)</u>	<u>114,011</u>
Total Additions (Subtractions)	<u>212,191</u>	<u>354,867</u>
<i>Deductions from net assets attributed to:</i>		
Benefits paid to participants	456,708	46,782
Administrative expenses	-	-
Total Distributions	<u>456,708</u>	<u>46,782</u>
Net increase (decrease) in Net Assets	(244,517)	308,085
<i>Net Assets Available for Plan Benefits:</i>		
Beginning of year	1,112,619	804,534
End of year	<u><u>\$ 868,102</u></u>	<u><u>\$ 1,112,619</u></u>

**DENISON INDUSTRIES, INC. 401(k) PLAN
NOTES TO THE FINANCIAL STATEMENTS
DECEMBER 31, 2011 AND 2010**

1. PLAN DESCRIPTION

General

The following description of the Denison Industries 401(k) Plan provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

The Plan is a defined contribution retirement plan whereby eligible employees of Denison Industries, Inc. (the "Company" or "Employer") are permitted to make tax-deferred contributions. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended ("ERISA").

Vesting and Participation

All participant contributions and related earnings are fully vested. Employees (the "Employee") become eligible for participation after attaining age 18 and completing three months of continuous service.

Employer Discretionary Income

The company may make discretionary contributions in addition to matching contributions to the plan each year as designated by the Board of Directors of the company. Participants who are employed on the last day of the plan year and worked 1,000 hours during the plan year share in the employer discretionary contributions.

Administration

The Company has established a 401(k) Plan Benefits Committee ("Committee") to monitor and oversee plan operations, independent of the Company. The Committee meets periodically and consists of members of the plan.

Benefits

Benefits may be paid in a lump-sum distribution. Participants may withdraw all or a portion of the vested account upon reaching age 65, disability, termination of employment, or death. Subject to plan administrator approval, participants with immediate and heavy financial hardships may receive a partial or total distribution of their contributions or rollover contributions.

DENISON INDUSTRIES, INC. 401(k) PLAN
NOTES TO THE FINANCIAL STATEMENTS
DECEMBER 31, 2011 AND 2010

Plan Termination

Although it has not expressed any intention to do so, the Board of Trustees may terminate the Plan at any time. Upon termination of the Plan, the net assets of the Plan will be distributed to the participants of the Plan in accordance with the provisions of the ERISA.

Contributions and Forfeitures

The Plan permits participants to defer a maximum of 100% of their annual pretax eligible compensation, not to exceed \$16,500 (\$22,000 for employees age 50 or older) in 2011 (as adjusted by the Secretary of Treasury annually), through payroll deductions. The Plan was amended effective January 1, 2010 to allow for employer contributions where the employer

Plan Administration

The assets of the Plan are held and the related investment transactions are executed by ING Life Insurance and Annuity Company. The Plan Administrator is Denison Industries, Inc.

Investment Alternatives

Each participant may elect to allocate their salary deferrals in 1.0% increments to the following investment fund options:

ING VP Money Market Portfolio: seeks to provide high current return, consistent with preservation of capital and liquidity, through investment in high quality money market instruments.

Fidelity VIP Contrafund Portfolio: seeks long-term capital appreciation and normally invests primarily in common stocks. The Portfolio invests in the securities of companies whose value its advisor believes is not fully recognized by the public.

ING Solution 2025 Portfolio: seeks total return consistent with an asset allocation targeted at retirement in approximately 2025. The fund invests in a combination of underlying funds which are active and passive U.S. stock, international stock, U.S. bond and other fixed-income investments using asset allocation strategies designed for investors expecting to retire around the year 2025.

ING Solution 2035 Portfolio: seeks total return consistent with an asset allocation targeted at retirement in approximately 2035. The fund invests in a combination of underlying funds which are active and passive U.S. stock, international stock, U.S. bond and other fixed-income investments using asset allocation strategies designed for investors expecting to retire around the year 2035.

DENISON INDUSTRIES, INC. 401(k) PLAN
NOTES TO THE FINANCIAL STATEMENTS
DECEMBER 31, 2011 AND 2010

Oppenheimer Developing Mkts Fund A: seeks long-term capital appreciation. The fund normally invests at least 80% of assets plus borrowings for investment purposes, in equity securities of issuers whose principal activities are in at least three developing markets.

ING VP International Value Portfolio: seeks long-term capital appreciation. The fund normally invests at least 65% of assets in equity securities of issuers located in a number of different countries outside of the US.

ING Real Estate Fund: seeks total return consisting of long-term capital appreciation and current income. The fund normally invests at least 80% of assets in common and preferred stocks of U.S. REITs and real estate companies which consist of companies that are principally engaged in the real estate industry.

New Perspective Fund: The investment seeks long-term growth of capital; income is a secondary consideration. The fund primarily invests in common stocks of foreign and U.S. companies.

American Balance Fund: seeks conservation of capital, current income and long-term growth of capital and income. The fund invests in a broad range of securities, including stocks, bonds and securities issued and guaranteed by the U.S. government.

Ariel Appreciation Fund: seeks long-term capital appreciation. The fund normally invests in the stocks of medium-sized companies with market capitalizations generally between \$2.5 and \$15 billion. It seeks socially responsible, undervalued companies; in particular, seeking to invest in companies that do not derive their primary revenue from the production or sale of tobacco products, the generation of nuclear energy, or the manufacture of handguns.

Washington Mutual Investors Fund: seeks income and opportunity for growth of principal consistent with sound common stock investing. The fund invests primarily in common stocks of larger, more established companies that are listed on, or meet the financial listing requirements of, the New York Stock Exchange.

The Growth Fund of America: seeks capital growth by investing in common stocks. It primarily invests in high potential growth companies. The fund may also invest up to 15% of assets in securities of issuers domiciled outside the United States and Canada and not included in Standard & Poor's 500 Composite Index.

ING Fixed Account: seeks growth and capital appreciation. The fund normally invests at least 80% of assets in equities of companies that have a market capitalization within the range of companies in the S&P Mid Cap 400 Index.

DENISON INDUSTRIES, INC. 401(k) PLAN
NOTES TO THE FINANCIAL STATEMENTS
DECEMBER 31, 2011 AND 2010

Baron Asset Fund : seeks capital appreciation. The fund primarily invests in common stocks of mid-sized growth companies. It considers a mid-sized company as one having a market capitalization of \$2.5 billion to \$10 billion.

ING Solution 2015 Portfolio : seeks to provide total return consistent with an asset allocation targeted at retirement in approximately 2015.

ING Solution 2045 Portfolio : seeks to provide total return consistent with an asset allocation targeted at retirement in approximately 2045.

ING American Century Small-Mid Cap Value Portfolio : seeks long-term growth of capital; income is a secondary objective. The fund seeks to achieve its investment objective by investing at least 80% of net assets under normal circumstances in equity securities of small- and mid- capitalization companies.

ING PIMCO Total Return Portfolio : seeks maximum total return, consistent with capital preservation and prudent investment management. The fund invests at least 65% of net assets plus borrowing for investment purpose in fixed income instruments of varying maturities.

ING Baron Small Cap Growth Portfolio : seeks capital appreciation. The fund invests primarily (at least 80% of net assets under normal circumstances) in securities of small-capitalization companies with market values under 2.5 billion as measured at the time of purchase.

ING JPMorgan Mid Cap Value Portfolio : seeks growth from capital appreciation. A diversified Portfolio that invests primarily (at least 80% of net assets under normal circumstances) in a board portfolio of common stocks of companies with market

ING Solution Income Portfolio : seeks to provide a combination of total return and stability of principal consistent with its asset allocation targeted to retirement.

ING Solution 2055 Portfolio : seeks to provide total return consistent with an asset allocation targeted at retirement in approximately 2055.

Manning & Napier Fund Inc - World opportunities Series Fund seeks long-term growth. The Fund invests primarily in common stocks of companies from outside the United State, both in developed countries and emerging markets.

DENISON INDUSTRIES, INC. 401(k) PLAN
NOTES TO THE FINANCIAL STATEMENTS
DECEMBER 31, 2011 AND 2010

ING Large Cap Growth Portfolio - The portfolio seeks long-term capital growth. Invests in companies with cash flow growth, sustainable competitive advantages, returns on invested capital and the ability to manage for profitable growth.

The above fund descriptions provide only general information. Participants should refer to each fund's prospectus for a more complete description.

Related-party transactions

Certain Plan investments are shares of mutual funds managed by ING. ING is the trustee as defined by the Plan and, therefore, these transactions qualify as party-in-interest.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting and Use of Estimates

The financial statements of the Plan are prepared on the accrual basis of accounting. The preparation of the financial statements in conformity with accounting principles generally accepted in the United States of America requires the Plan's management to use estimates and assumptions that affect the accompanying financial statements and disclosures. Actual results could differ from these estimates. Information provided and certified by the trustee has been rounded to the whole dollar for presentation purposes and cents have been omitted; actual amounts are displayed in the totals.

Investments

The ERISA imposes certain duties on the parties who are responsible for the operation of the Plan. These parties, called fiduciaries, have a duty to invest plan assets in a prudent manner. However, an exception exists for plans which comply with ERISA Section 404(c) and permit a participant to exercise control over the assets in his/her account and choose from a broad range of investment alternatives. This Plan is intended to be a Section 404(c) plan. This means the Employee, and not the Plan fiduciary, is responsible for the investment decisions relating to the assets in their individual accounts under the Plan.

The investments of the Plan are stated at fair value based on quoted market prices and net appreciation (depreciation) for the year as reflected in the Plan's statement of changes in net assets available for benefits. The net appreciation (depreciation) in the fair value of the investments consists of realized gains or losses and unrealized appreciation or depreciation on the investments. Shares of registered investment companies are valued at quoted market prices which represent the net asset value of shares held by the plan at year-end. Investment income is recognized when earned.

DENISON INDUSTRIES, INC. 401(k) PLAN
NOTES TO THE FINANCIAL STATEMENTS
DECEMBER 31, 2011 AND 2010

Participant loans

Participants are not permitted to make loans against their balances.

Plan expenses

Audit fees and other miscellaneous fees are paid by the employer. Costs of administering the Plan are paid by the Plan.

Subsequent Events

The Plan has evaluated subsequent events through October 12, 2012, the date the financial statements were available to be issued.

3. Income Tax Status

On January 21, 1993 the Internal Revenue Service issued a determination letter as to the qualified status of the Plan. The Plan is qualified under Section 401(a)(4)-1(b) of the Internal Revenue Code (the "Code") on the basis of a design based safe harbor described in the regulations. The financial statements are prepared with the assumption that the Plan has maintained its exemption under the Code.

4. Fair Value Measurements

Financial Accounting Standards Board Statement No. 157, Fair Value Measurements (FASB Statement No. 157), establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in the active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements).

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

Level 2 Inputs to the valuation methodology include:

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

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

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

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

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

Assets at Fair Value as of December 31, 2011

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual Funds	<u>\$ 868,102</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 868,102</u>
Total Assets at fair value	<u><u>\$ 868,102</u></u>	<u><u>\$ -</u></u>	<u><u>\$ -</u></u>	<u><u>\$ 868,102</u></u>

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4. INFORMATION CERTIFIED BY THE TRUSTEE

The following information was completed from data certified by the Trustee as complete and accurate, but has not been audited by the Plan's independent accountants

	December 31,	
	2011	2010
American Balanced Fund - R-3		
Fair Value	\$ 32,165	\$ 24,518
American Funds Growth R-3		
Fair Value	106,631	147,190
American Funds NW Prspctv Fund R -3		
Fair Value	156,172	220,558
American Funds Wash Mtual R-3		
Fair Value	20,010	26,579
Ariel Appreciation Fund		
Fair Value	24,560	78,289
Baron Asset Fund		
Fair Value	82,091	113,709
ING Am Cent SmMidCap Value - Int.		
Fair Value	12,096	10,906
ING Baron Small Cap Growth Port - Int		
Fair Value	-	15,984
ING Fixed Account		
Fair Value	212,674	203,956
ING International Value Port - I		
Fair Value	-	36,370
ING Real Estate Fund - A		
Fair Value	6,291	26,267
ING JP Morgan MidCap Val Port - I		
Fair Value	8,332	7,437
ING Marisco Growth Portfolio - I		
Fair Value	-	11,325
ING Money Mkt Fnd A		
Fair Value	1,002	1,002
ING Money Market Portfolio		
Fair Value	18,563	17,493
ING PIMCO Total Return Port - Init		
Fair Value	2,996	4,560
ING Solution 2025 Portfolio - Srv		
Fair Value	42,708	23,986

DENISON INDUSTRIES, INC. 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS

4. INFORMATION CERTIFIED BY THE TRUSTEE (continued)

The following information was completed from data certified by the Trustee as complete and accurate, but has not been audited by the Plan's independent accountants.

	December 31,	
	2011	2010
ING Solution 2035 Portfolio - Srv		
Fair Value	42,391	37,097
ING Solution 2015 Portfolio - Srv		
Fair Value	13,057	9,100
ING Solution 2045 Portfolio - Srv		
Fair Value	56,401	41,128
ING Solution Income Portfolio Svc		
Fair Value	1,242	650
ING Thornburg Value Portfolio		
Fair Value	6,073	15,062
Oppenheimer Developing Mkts Fund - A		
Fair Value	11,603	37,105
Pioneer Strategic Income - Y		
Fair Value	4,575	2,347
ING Soution 2055 Portfolio		
Fair Value	2,533	
Mann&Napier Fd Wrld Opport Series		
Fair Value	2,021	
ING Large Cap Growth Portfolio Srv		
Fair Value	1,915	
Total	<u>\$ 868,102</u>	<u>\$ 1,112,619</u>
Net Unrealized Gain/(Loss) in fair value of investments		
Total	<u>\$ (25,991)</u>	<u>\$ 108,471</u>

5. INVESTMENTS REPRESENTING 5% OR MORE OF NET ASSETS AVAILABLE FOR BENEFITS

	Fair Value December 31	
<u>Investment</u>	2011	2010
American Growth Fund R-3	\$ 106,631	\$ 147,190
American Funds NW Prscvt Fund R-3	156,172	220,558
ING Solution 2045 Portfolio Srv	56,401	-
Baron Asset Fund	82,091	113,709
ING Fixed Account	212,674	203,956
Ariel Appreciation Fund Inv	-	78,289
Other Investments	254,133	340,786
Total	<u>\$ 868,102</u>	<u>\$ 1,104,488</u>

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SUPPLEMENTAL SCHEDULES

Note 6: SCHEDULE H, LINE 4i -- SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES*

December 31, 2011

(a)	(b)	(c)	(e)
	Identity of issuer, borrower lesser or similar party	Description of investment including maturity date, rate of interest, collateral, par or maturity value	Fair Value December 31, 2011
*	ING Funds	American Funds NW Prspctv Fund	\$ 156,172
*	ING Funds	American Funds Growth	106,631
**	ING Funds	ING Fixed Account	212,674
*	ING Funds	Baron Asset Fund	82,091
*	ING Funds	American Funds Wash Mtual	20,010
*	ING Funds	Ariel Appreciation Fund	24,560
**	ING Funds	ING Solution 2025 Portfolio	42,708
*	ING Funds	American Balanced Fund	32,165
**	ING Funds	ING Money Market Portfolio	18,563
**	ING Funds	ING Money Market Fund	1,002
**	ING Funds	ING VP International Value Port	-
**	ING Funds	ING Solution 2035 Portfolio	42,391
**	ING Funds	ING Real Estate Fund	6,291
*	ING Funds	Oppenheimer Develop Mkts Fund	11,603
*	ING Funds	Pioneer Strategic Income	-
**	ING Funds	ING Solution 2015 Portfolio - Srv	13,057
**	ING Funds	ING Solution 2045 Portfolio - Srv	56,401
**	ING Funds	ING JPMorgan Mid Cap Val Port-Init	8,332
**	ING Funds	ING Baron Small Cap Growth Port-Init	-
**	ING Funds	ING PIMCO Total Return Port-Init	2,996
**	ING Funds	ING Am Cent SmMidCapValue-Init	12,096
**	ING Funds	ING Marisco Growth Portfolio	-
**	ING Funds	ING Solution Income Portfolio-Svc	1,242
**	ING Funds	ING Thornburg Value Portfolio	6,073
**	ING Funds	ING Solution 2055 Portfolio Svc	2,533
**	ING Funds	Mann-Napier Fd World Op Series	2,021
**	ING Funds	ING Large Cap Growth Portfolio Svc	1,915
**	ING Funds	Pioneer Strategic Income Y	4,575
			<u>\$ 868,102</u>

* From information certified as complete and accurate by the Trustee.

** A party-in-interest as defined by ERISA.

Note: Column "(d) Cost" was not included since it is not applicable