Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

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

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

OMB Nos. 1210-0110
1210-0089

2011

This Form is Open to Public Inspection

Part I Annual Report Identification Information

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

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

B This return/report is:
- [ ] the first return/report;
- [ ] the final return/report;
- [ ] 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. . . . . ▶ [X]

D Check box if filing under:
- [X] Form 5558;
- [ ] automatic extension;
- [ ] the DFVC program;
- [ ] special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
THE SUN PRODUCTS CORPORATION UNION EMPLOYEES RETIREMENT SAVINGS PLAN

1b Three-digit plan number (PN) ▶ 003

1c Effective date of plan 09/15/2008

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

THE SUN PRODUCT CORPORATION

60 DANBURY ROAD
WILTON, CT 06897

2b Employer Identification Number (EIN) 87-0321861

2c Sponsor's telephone number 203-254-6777

2d Business code (see instructions) 325600

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/15/2012	RENEE TEHI
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/15/2012	RENEE TEHI
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

3a Plan administrator's name and address (if same as plan sponsor, enter "Same")
THE SUN PRODUCT CORPORATION

60 DANBURY ROAD
WILTON, CT 06897

3b Administrator's EIN
87-0321861

3c Administrator's telephone number
203-254-6777

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**	323
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**	305
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	7
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	312
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	312
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	309
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	6
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:
2F 2G 2J 2K 3D 2E 2T 2S

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

9b Plan benefit arrangement (check all that apply)

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

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

a Pension Schedules

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

b General Schedules

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

SCHEDULE A (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Insurance Information

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

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

▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).

OMB No. 1210-0110

2011

This Form is Open to Public Inspection

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

A Name of plan
THE SUN PRODUCTS CORPORATION UNION EMPLOYEES RETIREMENT SAVINGS PLAN

B Three-digit plan number (PN) ▶ 003

C Plan sponsor's name as shown on line 2a of Form 5500
THE SUN PRODUCT CORPORATION

D Employer Identification Number (EIN)
87-0321861

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.

1 Coverage Information:

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

(b) EIN	**(c)** NAIC code	**(d)** Contract or identification number	**(e)** Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	**(g)** To
13-5582869	66915	30500	309	01/01/2011	12/31/2011

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Part II Investment and Annuity Contract Information

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

4	Current value of plan's interest under this contract in the general account at year end	**4**	
5	Current value of plan's interest under this contract in separate accounts at year end	**5**	5355997

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.	**6d**	

Specify nature of costs ▶

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity

(3) ☐ other (specify) ▶

f If contract purchased, in whole or in part, to distribute benefits from a terminating plan check here ▶ ☐

7 Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)

a Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee

(3) ☐ guaranteed investment (4) ☐ other ▶

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

Part III Welfare Benefit Contract Information

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

8 Benefit and contract type (check all applicable boxes)

a ☐ Health (other than dental or vision) **b** ☐ Dental **c** ☐ Vision **d** ☐ Life insurance

e ☐ Temporary disability (accident and sickness) **f** ☐ Long-term disability **g** ☐ Supplemental unemployment **h** ☐ Prescription drug

i ☐ Stop loss (large deductible) **j** ☐ HMO contract **k** ☐ PPO contract **l** ☐ Indemnity contract

m ☐ Other (specify) ▶

9 Experience-rated contracts:				
a Premiums: (1) Amount received	**9a(1)**			
(2) Increase (decrease) in amount due but unpaid	**9a(2)**			
(3) Increase (decrease) in unearned premium reserve	**9a(3)**			
(4) Earned (**(1)** + **(2)** - **(3)**)			**9a(4)**	
b Benefit charges (1) Claims paid	**9b(1)**			
(2) Increase (decrease) in claim reserves	**9b(2)**			
(3) Incurred claims (add **(1)** and **(2)**)			**9b(3)**	
(4) Claims charged			**9b(4)**	
c Remainder of premium: (1) Retention charges (on an accrual basis) --				
(A) Commissions	**9c(1)(A)**			
(B) Administrative service or other fees	**9c(1)(B)**			
(C) Other specific acquisition costs	**9c(1)(C)**			
(D) Other expenses	**9c(1)(D)**			
(E) Taxes	**9c(1)(E)**			
(F) Charges for risks or other contingencies	**9c(1)(F)**			
(G) Other retention charges	**9c(1)(G)**			
(H) Total retention			**9c(1)(H)**	
(2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.)			**9c(2)**	
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement			**9d(1)**	
(2) Claim reserves			**9d(2)**	
(3) Other reserves			**9d(3)**	
e Dividends or retroactive rate refunds due. (Do not include amount entered in **c(2)**.)			**9e**	
10 Nonexperience-rated contracts:				
a Total premiums or subscription charges paid to carrier			**10a**	
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, item 2 above, report amount.			**10b**	

Specify nature of costs ▶

Part IV Provision of Information

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

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

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

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

A Name of plan
THE SUN PRODUCTS CORPORATION UNION EMPLOYEES RETIREMENT SAVINGS PLAN

B Three-digit plan number (PN) ▶ 003

C Plan sponsor's name as shown on line 2a of Form 5500
THE SUN PRODUCT CORPORATION

D Employer Identification Number (EIN)
87-0321861

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)

NEW YORK LIFE INVESTMENT MANAGEMENT

52-2206685

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 37 62 64	RETAINED BY EMPLOYER	10726	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] No [ ]

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

GALLAGHER RETIREMENT SERVICES

60 DANBURY ROAD
WILTON, CT 06897

(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?
16	RETAINED BY EMPLOYER	11000	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

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

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

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

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

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

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

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

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

OMB No. 1210-0110

2011

This Form is Open to Public Inspection.

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

A Name of plan
THE SUN PRODUCTS CORPORATION UNION EMPLOYEES RETIREMENT SAVINGS PLAN

B Three-digit plan number (PN) ▶ 003

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
THE SUN PRODUCT CORPORATION

D Employer Identification Number (EIN)
87-0321861

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

a Name of MTIA, CCT, PSA, or 103-12 IE: NEW YORK LIFE ANCHOR ACCOUNT

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

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103 12 IE at end of year (see instructions)
13-5582869-125	P	5355997

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

2011

This Form is Open to Public Inspection

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

A Name of plan
THE SUN PRODUCTS CORPORATION UNION EMPLOYEES RETIREMENT SAVINGS PLAN

B Three-digit plan number (PN) ▶ 003

C Plan sponsor's name as shown on line 2a of Form 5500
THE SUN PRODUCT CORPORATION

D Employer Identification Number (EIN)
87-0321861

Part I Asset and Liability Statement

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	1670566	1526739
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)	4599648	5355997
(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)	16909455	16297063
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)		
(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	23179669	23179799
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 through1j)	1k	0	0
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	23179669	23179799

Part II Income and Expense Statement

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

Income		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: **(A)** Employers	2a(1)(A)	924193	
(B) Participants	2a(1)(B)	1669923	
(C) Others (including rollovers)	2a(1)(C)	11935	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		2606051
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)	74760	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		74760
(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)	263513	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		263513
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		109161
(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)		-485159
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		2568326
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	2546923	
(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)		2546923
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)	11000	
(3) Investment advisory and management fees	2i(3)	10237	
(4) Other	2i(4)	36	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		21273
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		2568196
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		130
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: GUNNIP & COMPANY LLP **(2)** EIN: 51-0076769

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

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

Part IV Compliance Questions

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

During the plan year:

		Yes	No	Amount
a	Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.) **4a**		X	
b	Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.) **4b**		X	
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.) **4c**		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.) **4d**		X	
e	Was this plan covered by a fidelity bond? **4e**	X		10000000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty? **4f**		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser? **4g**		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser? **4h**		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.) **4i**	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.) **4j**		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC? **4k**		X	
l	Has the plan failed to provide any benefit when due under the plan? **4l**		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.) **4m**		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
THE SUN PRODUCTS CORPORATION UNION EMPLOYEES RETIREMENT SAVINGS PLAN

B Three-digit plan number (PN) ▶ 003

C Plan sponsor's name as shown on line 2a of Form 5500
THE SUN PRODUCT CORPORATION

D Employer Identification Number (EIN)
87-0321861

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** 0

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): 13-3808042

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 of 412 of the Internal Revenue Code or ERISA section 302, skip this Part)

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

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

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

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

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

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):

Gunnip&company LLP

Certified Public Accountants and Consultants

THE SUN PRODUCTS CORPORATION UNION EMPLOYEES RETIREMENT SAVINGS PLAN
PLAN NUMBER: 003
E.I.N. 87-0321861

FINANCIAL STATEMENTS
and
SUPPLEMENTAL SCHEDULE

DECEMBER 31, 2011

CONTENTS

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Gunnip&company LLP
Certified Public Accountants and Consultants

Charles L. Robertson CPA
Robert D. Mosch, Jr. CPA
Clifford H. Hunter CPA
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Michael A. Trolio CPA
Donald J. Bromley CPA
E. Adam Gripton CPA
George W. Hager CPA
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Scott W. Bricker CPA
Robert T. Wright CPA
James R. Selsor, Jr. CPA
Keith H. Fleury Principal

INDEPENDENT AUDITORS' REPORT

To the Benefits Administration Committee
The Sun Products Corporation
Union Employees Retirement Savings Plan

We were engaged to audit the accompanying statements of net assets available for benefits of The Sun Products Corporation Union Employees Retirement Savings Plan as of December 31, 2011 and 2010, and the related statement of changes in net assets available for benefits for the year ended December 31, 2011 and supplemental schedule of Schedule H, line 4i – Schedule of Assets (Held At End of Year) as of December 31, 2011. These financial statements and supplemental schedule are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 4, which was certified by the New York Life Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedule. We have been informed by the Plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained certifications from New York Life Trust Company 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 supplemental schedule taken as a whole. The supplemental schedule is presented for the purpose of additional analysis and is not a required part of the financial statements but is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. The form and content of the information included in the financial statements and supplemental schedule, other than those 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.

October 4, 2012

Gunnip & Company LLP

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Phone: 302.225.5000 | Fax: 302.225.5100 Web: www.gunnip.com

FINANCIAL STATEMENTS

STATEMENT OF NET ASSETS AVAILABLE FOR BENEFITS

THE SUN PRODUCTS CORPORATION UNION EMPLOYEES RETIREMENT SAVINGS PLAN

DECEMBER 31, 2011 AND 2010

	2011	Restated 2010
ASSETS		
Investments, at fair value		
Mutual funds (equity and fixed income securities)	$ 16,297,063	$ 16,909,455
Common/collective trust fund	5,302,437	4,553,652
Total investments	21,599,500	21,463,107
Receivables		
Employer contributions	275,590	218,622
Employee contributions	23,024	21,498
Notes receivable from participants	1,531,406	1,675,034
	1,830,020	1,915,154
NET ASSETS AVAILABLE FOR BENEFITS AT FAIR VALUE	23,429,520	23,378,261
Adjustment from fair value to contract value for common collective trust fund	53,560	45,996
NET ASSETS AVAILABLE FOR BENEFITS	$ 23,483,080	$ 23,424,257

See accompanying notes to financial statements.

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

THE SUN PRODUCTS CORPORATION UNION EMPLOYEES RETIREMENT SAVINGS PLAN

FOR THE YEAR ENDED DECEMBER 31, 2011

ADDITIONS		
Investment income		
Net depreciation in fair value of investments	$	(570,518)
Dividends and interest		458,032
		(112,486)
Interest income on notes receivable from participants		74,760
Contributions		
Employer		993,097
Employee		1,671,448
		2,664,545
Total additions		2,626,819
DEDUCTIONS		
Benefit payments		2,546,723
Advisory and management fees		21,273
Total deductions		2,567,996
NET INCREASE		58,823
NET ASSETS AVAILABLE FOR BENEFITS		
Beginning of year - as restated		23,424,257
End of year	$	23,483,080

See accompanying notes to financial statements.

Note 1 Description of Plan

The Sun Products Corporation Union Employees Retirement Savings Plan (the Plan) is the successor to the UNICare Savings Plan, as it related to employees of the North American laundry business of Unilever, P.L.C. Participant balances in the UNICare Savings Plan were transferred into the Plan at the election of the participant through direct rollover pursuant to the provisions of the Asset Purchase Agreement by and among Conopco, Inc., Unilever Canada Inc., Spotless U.S. Acquisitions LLC, Spotless Canadian Acquisitions Corp. and Spotless Acquisition Corp. dated as of July 26, 2008.

The following description of The Sun Products Corporation ("the Company") Union Employees Retirement Savings Plan ("the Plan"), established on September 15, 2008 and amended January 1, 2010, provides only general information. Interested parties should refer to the Plan agreement for a more complete description of the Plan's provisions.

A. General

The Plan is a Section 401(k) defined contribution plan covering all union employees of the Company who have completed 1 month of service. It is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). The Plan also allows participants to obtain loans from the Plan in accordance with the Plan's loan policy. The Plan was amended, effective January 1, 2011, to comply with the Heroes Earnings Assistance and Relief Tax Act of 2008 ("HEART Act").

B. Contributions

The Plan is funded by contributions from its participants and the Company. Participants may make pre-tax and after-tax contributions from 1% to 80% of eligible compensation, which the Company matches $ 1 for $ 1 up to 3% of compensation. The Company will then contribute $ .50 for every dollar of the next 2% of the participant's compensation contributed as elective deferrals. The maximum the Company will contribute is 4% of eligible compensation. Both pre-tax and after-tax contributions are eligible for company matching contributions.

C. Participant's account

Each participant's account is credited with their contributions, employer matching contributions, and Plan earnings. Earnings are credited to the participants' accounts based on their end-of-month allocation elections. The benefit to which a participant is entitled is the benefit that can be provided from the participant's account.

Participants may borrow from their fund accounts a minimum of $ 1,000 up to a maximum of $ 50,000 or 50% of their account balance, whichever is less. The loans are secured by the balance in the participant's account and bears interest at the prime rate plus 1%. Principal and interest is paid ratably through payroll deductions.

Note 1 Description of Plan (cont'd)

D. Vesting

Participants are immediately vested in their voluntary contributions, Company matching contributions and earnings thereon.

E. Payment of benefits

Upon termination of service due to retirement, disability, death or other separation from service, the participant may select to receive the payment of such benefits as a single lump sum distribution, a partial payment or installment payments. A lump sum distribution is automatic for account balances of $ 1,000 or less.

F. Transfers

Participants may transfer their balance to or from the Sponsor's non-union plan in the event that their position changes from union to non-union or non-union to union. For the period ended December 31, 2011, there were no transfers to or from the Sun Products Corporation Retirement Savings Plan (non-union).

G. Administrative expenses

The Company absorbs all significant costs of the administration of the Plan.

Note 2 Summary of significant accounting policies

Basis of accounting

The financial statements of the Plan are prepared using the accrual method of accounting.

Investment contracts held by a defined-contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the plan. The Statement of Net Assets Available for Benefits presents the fair value of the investment contracts as well as the adjustment of the fully benefit-responsive investment contracts from fair value to contract value. The Statement of Changes in Net Assets Available for Benefits is prepared on a contract value basis.

Note 2 Summary of significant accounting policies (cont'd)

Use of estimates in the preparation of financial statements

The preparation of financial statements in conformity with U. S. generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Investment valuation and income recognition

The Plan's investments are stated at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net depreciation includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Notes receivable from participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent notes receivable from participants are recorded as distributions based upon the terms of the plan document. The deemed distributable notes receivable from participants totaled $ 4,667 as of December 31, 2011.

Income tax status

The Internal Revenue Service has determined and informed the company in a letter dated June 7, 2011, that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code (IRC). The plan sponsor believes that the trust continues to qualify and to operate in accordance with applicable provisions of the IRC.

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the Internal Revenue Service. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan administrator believes it is no longer subject to income tax examination for years prior to 2008.

Benefit payments

Benefit payments are recorded when paid.

Note 2 Summary of significant accounting policies (cont'd)

Subsequent events

The date to which events occurring after December 31, 2011, the date of the most recent Statement of Net Assets Available for Benefits, have been evaluated for possible adjustment to the financial statements or disclosure is October 4, 2012, which is the date on which the financial statements were available to be issued.

Restatement

The accompanying financial statements for 2010 have been restated to properly reflect the profit sharing contribution receivable at December 31, 2010. The effect of the restatement was to increase net assets available for benefits for 2010 by $ 209,006. There was no affect on the statement of changes in net assets available for benefits for the year end December 31, 2011 due to the restatement.

Note 3 Fair value measurements

FASB Accounting Standards Codification 820 ("ASC 820"), *Fair Value Measurements and Disclosures,* 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 active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy under ASC 820 are described as follows:

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

Level 2 Inputs to the valuation methodology include

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

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

Note 3 Fair value measurements (cont'd)

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

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

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

Mutual Funds - valued at the net asset values (NAV) of shares held by the Plan at year-end.

Common Collective Trust - valued at the unit price of the New York Life Insurance Company Anchor Account. The Anchor Account value is determined by New York Life based on the value of the underlying assets (bonds and cash equivalents).

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

Note 3 Fair value measurements (cont'd)

The following table sets forth by level, within the fair value hierarchy, the plan's assets at fair value as of December 31, 2011 and 2010:

		Fair Value Measurements Using:	
December 31, 2011	Fair Value	Level 1	Level 2
Mutual funds:			
Foreign large blend	$ 608,012	$ 608,012	$ 0
Intermediate-term bond	2,675,207	2,675,207	0
Large blend	982,331	982,331	0
Large growth	1,392,073	1,392,073	0
Large value	551,263	551,263	0
Mid-cap blend	78,068	78,068	0
Mid-cap growth	1,007,148	1,007,148	0
Mid-cap value	263,900	263,900	0
Retirement income	70,736	70,736	0
Small blend	379,839	379,839	0
Target date	8,288,486	8,288,486	0
Total mutual funds	16,297,063	16,297,063	0
Common/collective trust fund	5,302,437	0	5,302,437
Total	$ 21,599,500	$ 16,297,063	$ 5,302,437

		Fair Value Measurements Using:	
December 31, 2010	Fair Value	Level 1	Level 2
Mutual funds:			
Foreign large blend	$ 517,777	$ 517,777	$ 0
Intermediate-term bond	2,848,776	2,848,776	0
Large blend	914,688	914,688	0
Large growth	1,489,191	1,489,191	0
Large value	296,904	296,904	0
Mid-cap blend	35,382	35,382	0
Mid-cap growth	1,052,684	1,052,684	0
Mid-cap value	145,773	145,773	0
Retirement income	111,041	111,041	0
Small blend	467,062	467,062	0
Target date	9,030,177	9,030,177	0
Total mutual funds	16,909,455	16,909,455	0
Common/collective trust fund	4,553,652	0	4,553,652
Total	$ 21,463,107	$ 16,909,455	$ 4,553,652

Note 4 Investments

The following information included in the accompanying financial statements and supplemental schedule was obtained from data that has been prepared and certified as complete and accurate by the trustee. Investments that represent 5 percent or more of net assets are separately identified with an asterisk.

	December 31, 2011	
Investments at fair value as determined by quoted market price		
Mutual funds (equity and fixed-income securities)		
Fidelity Contrafund	$ 1,392,073	*
PIMCO Total Return Fund	2,477,727	*
T. Rowe Price Retirement 2020 Fund	1,924,008	*
T. Rowe Price Retirement 2025 Fund	2,054,653	*
T. Rowe Price Retirement 2030 Fund	2,389,821	*
Other	6,058,781	
	$ 16,297,063	
Investment at contract value		
NYL Insurance Anchor Account I	$ 5,355,997	*
Notes receivable from participants, at amortized cost	$ 1,531,406	

	December 31, 2010	
Investments at fair value as determined by quoted market price		
Mutual funds (equity and fixed-income securities)		
Fidelity Contrafund	$ 1,489,191	*
PIMCO Total Return Fund	2,662,058	*
T. Rowe Price Retirement 2020 Fund	2,140,444	*
T. Rowe Price Retirement 2025 Fund	2,519,009	*
T. Rowe Price Retirement 2030 Fund	2,269,766	*
Other	5,828,987	
	$ 16,909,455	
Investment at contract value		
NYL Insurance Anchor Account I	$ 4,599,648	*
Notes receivable from participants, at amortized cost	$ 1,675,034	

Note 4 Investments (cont'd)

Investment activity for the year ended December 31, 2011 was:

Net depreciation in fair value	
Mutual funds	$ (570,518)
Dividend and interest income	
Mutual funds	$ 348,871
Common/collective trust fund	109,161
	$ 458,032

Note 5 Related-Party transactions

The Plan invests in shares of mutual funds managed by an affiliate of New York Life Trust Company. New York Life Trust Company acts as trustee for only these investments as defined in the Plan. Transactions in such investments qualify as party-in-interest transactions, which are exempt from the prohibited transaction rules.

Note 6 Plan termination

Although it has not expressed an intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan, subject to the provisions of ERISA. In the event of Plan termination, participants will become 100 percent vested in their accounts.

Note 7 Risks and Uncertainties

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statement of net assets available for benefits.

Note 8 Reconciliation of financial statements to Form 5500

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

	2011	2010
Net assets available for benefits per the financial statements	$ 23,483,080	$ 23,424,257
Employer contribution receivable	(275,590)	(218,622)
Employee contribution receivable	(23,024)	(21,498)
Deemed distributions of participant notes receivable	(4,667)	(4,667)
Miscellaneous difference	0	199
Net assets available for benefits per the Form 5500	$ 23,179,799	$ 23,179,669

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

Net increase per the financial statements	$ 58,823
Employer contribution receivable – current year	(275,590)
Employee contribution receivable – current year	(23,024)
Employer contribution receivable – prior year	218,622
Employee contribution receivable – prior year	21,498
Miscellaneous difference	(199)
Net increase per the Form 5500	$ 130

SUPPLEMENTAL SCHEDULE

(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description of Investments including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
		STABLE VALUE OPTION		
*	NYL Insurance Anchor Account I			$ 5,355,997
		EQUITY AND FIXED INCOME SECURITIES		
	Mutual funds			
	MainStay Indexed Bond Fund	17,353.197 shares, $ 11.38		197,479
	PIMCO Total Return Fund	227,941.792 shares, $ 10.87		2,477,727
	T Rowe Price Retirement 2005 Fund	1,118.999 shares, $ 11.16		12,488
	T Rowe Price Retirement 2010 Fund	35,107.067 shares, $ 14.96		525,202
	T Rowe Price Retirement 2015 Fund	74,027.136 shares, $ 11.55		855,014
	T Rowe Price Retirement 2020 Fund	121,618.726 shares, $ 15.82		1,924,008
	T Rowe Price Retirement 2025 Fund	177,892.036 shares, $ 11.55		2,054,653
	T Rowe Price Retirement 2030 Fund	145,366.261 shares, $ 16.44		2,389,821
	T Rowe Price Retirement 2035 Fund	20,479.458 shares, $ 11.63		238,176
	T Rowe Price Retirement 2040 Fund	5,614.800 shares, $ 16.47		92,476
	T Rowe Price Retirement 2045 Fund	14,752.249 shares, $ 11.00		162,275
	T Rowe Price Retirement 2050 Fund	3,374.827 shares, $ 9.20		31,049
	T Rowe Price Retirement 2055 Fund	364.559 shares, $ 9.12		3,325
	T Rowe Price Retirement Income Fund	5,462.272 shares, $ 12.95		70,736
	American Funds Fundamental Investors Fund	8,795.311 shares, $ 35.33		310,738
	Columbia Large Cap Index Fund	27,751.743 shares, $ 24.20		671,592
	Columbia Mid Cap Index Fund	7,289.304 shares, $ 10.71		78,068
	Artisan Mid Cap Value Fund	13,395.927 shares, $ 19.70		263,900

(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description of Investments including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
	Baron Growth Fund	16,743.111 shares, $ 51.01		854,066
	Columbia Small Cap Index Fund	5,168.118 shares, $ 16.32		84,344
	Fidelity Contrafund	20,635.538 shares, $ 67.46		1,392,073
	MSIF Mid Cap Growth Fund	4,818.443 shares, $ 31.77		153,082
	Putnam Equity Income Fund	36,726.398 shares, $ 15.01		551,263
	Wells Fargo Small Cap Value Fund	9,902.652 shares, $ 29.84		295,495
	American Funds EuroPacific Growth Fund	14,775.870 shares, $ 34.55		510,507
	Blackrock International Index Fund	10,135.736 shares, $ 9.62		97,506
	Total mutual funds			16,297,063
	Total assets held for investment purposes			$ 21,653,060
*	Participant loans	Interest rates ranging from 3.25% to 9.50% with varying maturity dates	$ 0	$ 1,531,406

* Represents party-in-interest

Gunnip&company LLP

Certified Public Accountants and Consultants

THE SUN PRODUCTS CORPORATION UNION EMPLOYEES RETIREMENT SAVINGS PLAN
PLAN NUMBER: 003
E.I.N. 87-0321861

FINANCIAL STATEMENTS
and
SUPPLEMENTAL SCHEDULE

DECEMBER 31, 2011

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INDEPENDENT AUDITORS' REPORT

To the Benefits Administration Committee
The Sun Products Corporation
Union Employees Retirement Savings Plan

We were engaged to audit the accompanying statements of net assets available for benefits of The Sun Products Corporation Union Employees Retirement Savings Plan as of December 31, 2011 and 2010, and the related statement of changes in net assets available for benefits for the year ended December 31, 2011 and supplemental schedule of Schedule H, line 4i – Schedule of Assets (Held At End of Year) as of December 31, 2011. These financial statements and supplemental schedule are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 4, which was certified by the New York Life Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedule. We have been informed by the Plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained certifications from New York Life Trust Company 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 supplemental schedule taken as a whole. The supplemental schedule is presented for the purpose of additional analysis and is not a required part of the financial statements but is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. The form and content of the information included in the financial statements and supplemental schedule, other than those 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.

October 4, 2012

Gunnip & Company LLP

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FINANCIAL STATEMENTS

STATEMENT OF NET ASSETS AVAILABLE FOR BENEFITS

THE SUN PRODUCTS CORPORATION UNION EMPLOYEES RETIREMENT SAVINGS PLAN

DECEMBER 31, 2011 AND 2010

	2011	Restated 2010
ASSETS		
Investments, at fair value		
Mutual funds (equity and fixed income securities)	$ 16,297,063	$ 16,909,455
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	1,830,020	1,915,154
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NET ASSETS AVAILABLE FOR BENEFITS	$ 23,483,080	$ 23,424,257

See accompanying notes to financial statements.

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

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FOR THE YEAR ENDED DECEMBER 31, 2011

ADDITIONS		
Investment income		
Net depreciation in fair value of investments	$	(570,518)
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		(112,486)
Interest income on notes receivable from participants		74,760
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Employee		1,671,448
		2,664,545
Total additions		2,626,819
DEDUCTIONS		
Benefit payments		2,546,723
Advisory and management fees		21,273
Total deductions		2,567,996
NET INCREASE		58,823
NET ASSETS AVAILABLE FOR BENEFITS		
Beginning of year - as restated		23,424,257
End of year	$	23,483,080

See accompanying notes to financial statements.

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The Sun Products Corporation Union Employees Retirement Savings Plan (the Plan) is the successor to the UNICare Savings Plan, as it related to employees of the North American laundry business of Unilever, P.L.C. Participant balances in the UNICare Savings Plan were transferred into the Plan at the election of the participant through direct rollover pursuant to the provisions of the Asset Purchase Agreement by and among Conopco, Inc., Unilever Canada Inc., Spotless U.S. Acquisitions LLC, Spotless Canadian Acquisitions Corp. and Spotless Acquisition Corp. dated as of July 26, 2008.

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The Plan is funded by contributions from its participants and the Company. Participants may make pre-tax and after-tax contributions from 1% to 80% of eligible compensation, which the Company matches $ 1 for $ 1 up to 3% of compensation. The Company will then contribute $ .50 for every dollar of the next 2% of the participant's compensation contributed as elective deferrals. The maximum the Company will contribute is 4% of eligible compensation. Both pre-tax and after-tax contributions are eligible for company matching contributions.

C. Participant's account

Each participant's account is credited with their contributions, employer matching contributions, and Plan earnings. Earnings are credited to the participants' accounts based on their end-of-month allocation elections. The benefit to which a participant is entitled is the benefit that can be provided from the participant's account.

Participants may borrow from their fund accounts a minimum of $ 1,000 up to a maximum of $ 50,000 or 50% of their account balance, whichever is less. The loans are secured by the balance in the participant's account and bears interest at the prime rate plus 1%. Principal and interest is paid ratably through payroll deductions.

Note 1 Description of Plan (cont'd)

D. Vesting

Participants are immediately vested in their voluntary contributions, Company matching contributions and earnings thereon.

E. Payment of benefits

Upon termination of service due to retirement, disability, death or other separation from service, the participant may select to receive the payment of such benefits as a single lump sum distribution, a partial payment or installment payments. A lump sum distribution is automatic for account balances of $ 1,000 or less.

F. Transfers

Participants may transfer their balance to or from the Sponsor's non-union plan in the event that their position changes from union to non-union or non-union to union. For the period ended December 31, 2011, there were no transfers to or from the Sun Products Corporation Retirement Savings Plan (non-union).

G. Administrative expenses

The Company absorbs all significant costs of the administration of the Plan.

Note 2 Summary of significant accounting policies

Basis of accounting

The financial statements of the Plan are prepared using the accrual method of accounting.

Investment contracts held by a defined-contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the plan. The Statement of Net Assets Available for Benefits presents the fair value of the investment contracts as well as the adjustment of the fully benefit-responsive investment contracts from fair value to contract value. The Statement of Changes in Net Assets Available for Benefits is prepared on a contract value basis.

Note 2 Summary of significant accounting policies (cont'd)

Use of estimates in the preparation of financial statements

The preparation of financial statements in conformity with U. S. generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Investment valuation and income recognition

The Plan's investments are stated at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net depreciation includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Notes receivable from participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent notes receivable from participants are recorded as distributions based upon the terms of the plan document. The deemed distributable notes receivable from participants totaled $ 4,667 as of December 31, 2011.

Income tax status

The Internal Revenue Service has determined and informed the company in a letter dated June 7, 2011, that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code (IRC). The plan sponsor believes that the trust continues to qualify and to operate in accordance with applicable provisions of the IRC.

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the Internal Revenue Service. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan administrator believes it is no longer subject to income tax examination for years prior to 2008.

Benefit payments

Benefit payments are recorded when paid.

Note 2 Summary of significant accounting policies (cont'd)

Subsequent events

The date to which events occurring after December 31, 2011, the date of the most recent Statement of Net Assets Available for Benefits, have been evaluated for possible adjustment to the financial statements or disclosure is October 4, 2012, which is the date on which the financial statements were available to be issued.

Restatement

The accompanying financial statements for 2010 have been restated to properly reflect the profit sharing contribution receivable at December 31, 2010. The effect of the restatement was to increase net assets available for benefits for 2010 by $ 209,006. There was no affect on the statement of changes in net assets available for benefits for the year end December 31, 2011 due to the restatement.

Note 3 Fair value measurements

FASB Accounting Standards Codification 820 ("ASC 820"), *Fair Value Measurements and Disclosures,* 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 active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy under ASC 820 are described as follows:

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

Level 2 Inputs to the valuation methodology include

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

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

Note 3 Fair value measurements (cont'd)

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

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

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

Mutual Funds - valued at the net asset values (NAV) of shares held by the Plan at year-end.

Common Collective Trust - valued at the unit price of the New York Life Insurance Company Anchor Account. The Anchor Account value is determined by New York Life based on the value of the underlying assets (bonds and cash equivalents).

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

Note 3 Fair value measurements (cont'd)

The following table sets forth by level, within the fair value hierarchy, the plan's assets at fair value as of December 31, 2011 and 2010:

		Fair Value Measurements Using:	
December 31, 2011	Fair Value	Level 1	Level 2
Mutual funds:			
Foreign large blend	$ 608,012	$ 608,012	$ 0
Intermediate-term bond	2,675,207	2,675,207	0
Large blend	982,331	982,331	0
Large growth	1,392,073	1,392,073	0
Large value	551,263	551,263	0
Mid-cap blend	78,068	78,068	0
Mid-cap growth	1,007,148	1,007,148	0
Mid-cap value	263,900	263,900	0
Retirement income	70,736	70,736	0
Small blend	379,839	379,839	0
Target date	8,288,486	8,288,486	0
Total mutual funds	16,297,063	16,297,063	0
Common/collective trust fund	5,302,437	0	5,302,437
Total	$ 21,599,500	$ 16,297,063	$ 5,302,437

		Fair Value Measurements Using:	
December 31, 2010	Fair Value	Level 1	Level 2
Mutual funds:			
Foreign large blend	$ 517,777	$ 517,777	$ 0
Intermediate-term bond	2,848,776	2,848,776	0
Large blend	914,688	914,688	0
Large growth	1,489,191	1,489,191	0
Large value	296,904	296,904	0
Mid-cap blend	35,382	35,382	0
Mid-cap growth	1,052,684	1,052,684	0
Mid-cap value	145,773	145,773	0
Retirement income	111,041	111,041	0
Small blend	467,062	467,062	0
Target date	9,030,177	9,030,177	0
Total mutual funds	16,909,455	16,909,455	0
Common/collective trust fund	4,553,652	0	4,553,652
Total	$ 21,463,107	$ 16,909,455	$ 4,553,652

Note 4 Investments

The following information included in the accompanying financial statements and supplemental schedule was obtained from data that has been prepared and certified as complete and accurate by the trustee. Investments that represent 5 percent or more of net assets are separately identified with an asterisk.

	December 31, 2011	
Investments at fair value as determined by quoted market price		
Mutual funds (equity and fixed-income securities)		
Fidelity Contrafund	$ 1,392,073	*
PIMCO Total Return Fund	2,477,727	*
T. Rowe Price Retirement 2020 Fund	1,924,008	*
T. Rowe Price Retirement 2025 Fund	2,054,653	*
T. Rowe Price Retirement 2030 Fund	2,389,821	*
Other	6,058,781	
	$ 16,297,063	
Investment at contract value		
NYL Insurance Anchor Account I	$ 5,355,997	*
Notes receivable from participants, at amortized cost	$ 1,531,406	

	December 31, 2010	
Investments at fair value as determined by quoted market price		
Mutual funds (equity and fixed-income securities)		
Fidelity Contrafund	$ 1,489,191	*
PIMCO Total Return Fund	2,662,058	*
T. Rowe Price Retirement 2020 Fund	2,140,444	*
T. Rowe Price Retirement 2025 Fund	2,519,009	*
T. Rowe Price Retirement 2030 Fund	2,269,766	*
Other	5,828,987	
	$ 16,909,455	
Investment at contract value		
NYL Insurance Anchor Account I	$ 4,599,648	*
Notes receivable from participants, at amortized cost	$ 1,675,034	

Note 4 Investments (cont'd)

Investment activity for the year ended December 31, 2011 was:

Net depreciation in fair value	
Mutual funds	$ (570,518)
Dividend and interest income	
Mutual funds	$ 348,871
Common/collective trust fund	109,161
	$ 458,032

Note 5 Related-Party transactions

The Plan invests in shares of mutual funds managed by an affiliate of New York Life Trust Company. New York Life Trust Company acts as trustee for only these investments as defined in the Plan. Transactions in such investments qualify as party-in-interest transactions, which are exempt from the prohibited transaction rules.

Note 6 Plan termination

Although it has not expressed an intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan, subject to the provisions of ERISA. In the event of Plan termination, participants will become 100 percent vested in their accounts.

Note 7 Risks and Uncertainties

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statement of net assets available for benefits.

Note 8 Reconciliation of financial statements to Form 5500

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

	2011	2010
Net assets available for benefits per the financial statements	$ 23,483,080	$ 23,424,257
Employer contribution receivable	(275,590)	(218,622)
Employee contribution receivable	(23,024)	(21,498)
Deemed distributions of participant notes receivable	(4,667)	(4,667)
Miscellaneous difference	0	199
Net assets available for benefits per the Form 5500	$ 23,179,799	$ 23,179,669

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

Net increase per the financial statements	$ 58,823
Employer contribution receivable – current year	(275,590)
Employee contribution receivable – current year	(23,024)
Employer contribution receivable – prior year	218,622
Employee contribution receivable – prior year	21,498
Miscellaneous difference	(199)
Net increase per the Form 5500	$ 130

SUPPLEMENTAL SCHEDULE

(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description of Investments including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
		STABLE VALUE OPTION		
*	NYL Insurance Anchor Account I			$ 5,355,997
		EQUITY AND FIXED INCOME SECURITIES		
	Mutual funds			
	MainStay Indexed Bond Fund	17,353.197 shares, $ 11.38		197,479
	PIMCO Total Return Fund	227,941.792 shares, $ 10.87		2,477,727
	T Rowe Price Retirement 2005 Fund	1,118.999 shares, $ 11.16		12,488
	T Rowe Price Retirement 2010 Fund	35,107.067 shares, $ 14.96		525,202
	T Rowe Price Retirement 2015 Fund	74,027.136 shares, $ 11.55		855,014
	T Rowe Price Retirement 2020 Fund	121,618.726 shares, $ 15.82		1,924,008
	T Rowe Price Retirement 2025 Fund	177,892.036 shares, $ 11.55		2,054,653
	T Rowe Price Retirement 2030 Fund	145,366.261 shares, $ 16.44		2,389,821
	T Rowe Price Retirement 2035 Fund	20,479.458 shares, $ 11.63		238,176
	T Rowe Price Retirement 2040 Fund	5,614.800 shares, $ 16.47		92,476
	T Rowe Price Retirement 2045 Fund	14,752.249 shares, $ 11.00		162,275
	T Rowe Price Retirement 2050 Fund	3,374.827 shares, $ 9.20		31,049
	T Rowe Price Retirement 2055 Fund	364.559 shares, $ 9.12		3,325
	T Rowe Price Retirement Income Fund	5,462.272 shares, $ 12.95		70,736
	American Funds Fundamental Investors Fund	8,795.311 shares, $ 35.33		310,738
	Columbia Large Cap Index Fund	27,751.743 shares, $ 24.20		671,592
	Columbia Mid Cap Index Fund	7,289.304 shares, $ 10.71		78,068
	Artisan Mid Cap Value Fund	13,395.927 shares, $ 19.70		263,900

(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description of Investments including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
	Baron Growth Fund	16,743.111 shares, $ 51.01		854,066
	Columbia Small Cap Index Fund	5,168.118 shares, $ 16.32		84,344
	Fidelity Contrafund	20,635.538 shares, $ 67.46		1,392,073
	MSIF Mid Cap Growth Fund	4,818.443 shares, $ 31.77		153,082
	Putnam Equity Income Fund	36,726.398 shares, $ 15.01		551,263
	Wells Fargo Small Cap Value Fund	9,902.652 shares, $ 29.84		295,495
	American Funds EuroPacific Growth Fund	14,775.870 shares, $ 34.55		510,507
	Blackrock International Index Fund	10,135.736 shares, $ 9.62		97,506
	Total mutual funds			16,297,063
	Total assets held for investment purposes			$ 21,653,060
*	Participant loans	Interest rates ranging from 3.25% to 9.50% with varying maturity dates	$ 0	$ 1,531,406

* Represents party-in-interest