

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). ► Complete all entries in accordance with the instructions to the Form 5500.	OMB Nos. 1210-0110 1210-0089 2011 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information		
For calendar plan year 2011 or fiscal plan year beginning <u>01/01/2011</u> and ending <u>12/31/2011</u>			
A This return/report is for:	☐ a multiemployer plan;	☐ a multiple-employer plan; or	
	☒ a single-employer plan;	☐ a DFE (specify) ____	
B This return/report is:	☐ the first return/report;	☐ the final return/report;	
	☐ an amended return/report;	☐ a short plan year return/report (less than 12 months).	
C If the plan is a collectively-bargained plan, check here.	☐		
D Check box if filing under:	☒ Form 5558;	☐ automatic extension;	☐ the DFVC program;
	☐ special extension (enter description)		

Part II	Basic Plan Information —enter all requested information		
1a Name of plan <u>SPRAGUE ELECTRIC COMPANY RETIREMENT INCOME GUARANTEE PLAN</u>	1b Three-digit plan number (PN) ►	<u>010</u>	
	1c Effective date of plan	<u>01/01/1986</u>	
2a Plan sponsor's name and address, including room or suite number (Employer, if for single-employer plan) <u>GREAT AMERICAN FINANCIAL RESOURCES INC.</u> <u>GREAT AMERICAN TOWER 18S</u> <u>301 E. FOURTH STREET</u> <u>CINCINNATI, OH 45202-4201</u>	2b Employer Identification Number (EIN) <u>06-1356481</u>	2c Sponsor's telephone number <u>513-412-1545</u>	2d Business code (see instructions) <u>524290</u>

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

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

SIGN HERE	<u>Filed with authorized/valid electronic signature.</u>	<u>10/15/2012</u>	<u>MARK MUETHING</u>
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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

Form 5500 (2011)
v.012611

3a Plan administrator's name and address (if same as plan sponsor, enter "Same") RETIREMENT PLANS COMMITTEE GREAT AMERICAN TOWER 18S 301 E. FOURTH STREET CINCINNATI, OH 45202-4201	3b Administrator's EIN 06-1356481 3c Administrator's telephone number 513-421-1545
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4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name	4b EIN 4c PN
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5 Total number of participants at the beginning of the plan year	5	1890
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6 Number of participants as of the end of the plan year (welfare plans complete only lines 6a , 6b , 6c , and 6d).		
a Active participants.....	6a	6
b Retired or separated participants receiving benefits.....	6b	1322
c Other retired or separated participants entitled to future benefits.....	6c	442
d Subtotal. Add lines 6a , 6b , and 6c	6d	1770
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	54
f Total. Add lines 6d and 6e	6f	1824
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	0

7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7	
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8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:
 1B 3H 1G 1I

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

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

a Pension Schedules

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

b General Schedules

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

SCHEDULE SB (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Single-Employer Defined Benefit Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500 or 5500-SF.	OMB No. 1210-0110 2011 This Form is Open to Public Inspection
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For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

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

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

A Name of plan <u>SPRAGUE ELECTRIC COMPANY RETIREMENT INCOME GUARANTEE PLAN</u>	B Three-digit plan number (PN) ▶ <u>010</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF <u>GREAT AMERICAN FINANCIAL RESOURCES INC.</u>	D Employer Identification Number (EIN) <u>06-1356481</u>
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500

Part I	Basic Information
1 Enter the valuation date: Month <u>01</u> Day <u>01</u> Year <u>2011</u>	
2 Assets:	
a Market value	2a <u>31656255</u>
b Actuarial value	2b <u>29376354</u>
3 Funding target/participant count breakdown:	
a For retired participants and beneficiaries receiving payment	3a <u>1421</u> (1) Number of participants <u>26909351</u> (2) Funding Target
b For terminated vested participants	3b <u>463</u> <u>6022677</u>
c For active participants:	
(1) Non-vested benefits	3c(1) <u>0</u>
(2) Vested benefits	3c(2) <u>480838</u>
(3) Total active	3c(3) <u>6</u> <u>480838</u>
d Total	3d <u>1890</u> <u>33412866</u>
4 If the plan is in at-risk status, check the box and complete lines (a) and (b)	☐
a Funding target disregarding prescribed at-risk assumptions	4a
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor	4b
5 Effective interest rate	5 <u>5.96 %</u>
6 Target normal cost	6 <u>325000</u>

Statement by Enrolled Actuary

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

SIGN HERE		<u>10/14/2012</u>
<u>DONALD BUNGENSTOCK</u>	Signature of actuary	Date
<u>BUCK CONSULTANTS, LLC</u>	Type or print name of actuary	<u>11-05702</u>
<u>720 E. PETE ROSE WAY</u> <u>SUITE 300</u> <u>CINCINNATI, OH 45202</u>	Firm name	Most recent enrollment number
	Address of the firm	<u>513-784-0005</u>
		Telephone number (including area code)

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

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

Schedule SB (Form 5500) 2011
v.012611

Part II		Beginning of year carryover and prefunding balances	
		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	3140180	0
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	325000	0
9	Amount remaining (line 7 minus line 8)	2815180	0
10	Interest on line 9 using prior year's actual return of <u>17.13</u> %	482240	
11	Prior year's excess contributions to be added to prefunding balance:		
a	Present value of excess contributions (line 38 from prior year)		0
b	Interest on (a) using prior year's effective rate of <u>6.48</u> % except as otherwise provided (see instructions)		0
c	Total available at beginning of current plan year to add to prefunding balance.....		0
d	Portion of (c) to be added to prefunding balance.....		
12	Other reductions in balances due to elections or deemed elections	0	0
13	Balance at beginning of current year (line 9 + line 10 + line 11d – line 12).....	3297420	0

Part III		Funding percentages	
14	Funding target attainment percentage.....	14	78.05 %
15	Adjusted funding target attainment percentage.....	15	78.05 %
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement.....	16	101.30 %
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage.....	17	%

Part IV		Contributions and liquidity shortfalls			
18 Contributions made to the plan for the plan year by employer(s) and employees:					
(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
Totals ►			18(b)	18(c)	

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

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

21 Discount rate:				
a Segment rates:	1st segment: 3.78%	2nd segment: 6.31%	3rd segment: 6.57%	☐ N/A, full yield curve used
b Applicable month (enter code)				21b 4
22 Weighted average retirement age				22 65
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute				

Part VI Miscellaneous items

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

Part VII Reconciliation of unpaid minimum required contributions for prior years

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

Part VIII Minimum required contribution for current year

31 Target normal cost and excess assets (see instructions):			
a Target normal cost (line 6)	31a	325000	
b Excess assets, if applicable, but not greater than 31a	31b		
32 Amortization installments:	Outstanding Balance	Installment	
a Net shortfall amortization installment	7333932	1206648	
b Waiver amortization installment		0	
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33		
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)...	34	1531648	
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement.....	1531648		1531648
36 Additional cash requirement (line 34 minus line 35)	36	0	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	37		
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	0	
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b	0	
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	39	0	
40 Unpaid minimum required contributions for all years.....	40	0	

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

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

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

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

A Name of plan SPRAGUE ELECTRIC COMPANY RETIREMENT INCOME GUARANTEE PLAN	B Three-digit plan number (PN) ▶ 010
C Plan sponsor's name as shown on line 2a of Form 5500 GREAT AMERICAN FINANCIAL RESOURCES INC.	D Employer Identification Number (EIN) 06-1356481

Part I	Service Provider Information (see instructions)
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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)

BONY

13-5160382

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
21	NONE	43358	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☒

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

BUCK CONSULTANTS, LLC

13-2655989

(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?
11	NONE	74267	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

PNC INSTITUTIONAL INVESTORS

22-1146430

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28	NONE	52532	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.	

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.
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For calendar plan year 2011 or fiscal plan year beginning	01/01/2011	and ending	12/31/2011
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A Name of plan SPRAGUE ELECTRIC COMPANY RETIREMENT INCOME GUARANTEE PLAN	B Three-digit plan number (PN)	010
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C Plan or DFE sponsor's name as shown on line 2a of Form 5500 GREAT AMERICAN FINANCIAL RESOURCES INC.	D Employer Identification Number (EIN) 06-1356481
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Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)
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a Name of MTIA, CCT, PSA, or 103-12 IE:	COLLECTIVE SHORT TERM INVESTMENT
--	----------------------------------

b Name of sponsor of entity listed in (a):	BANK OF NEW YORK MELLON
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c EIN-PN	13-6154008-001	d Entity code	C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	1534906
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a Name of MTIA, CCT, PSA, or 103-12 IE:	
--	--

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

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

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

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

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

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

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

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

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:	
--	--

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
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For calendar plan year 2011 or fiscal plan year beginning <u>01/01/2011</u> and ending <u>12/31/2011</u>		
A Name of plan <u>SPRAGUE ELECTRIC COMPANY RETIREMENT INCOME GUARANTEE PLAN</u>	B Three-digit plan number (PN) ►	010
C Plan sponsor's name as shown on line 2a of Form 5500 <u>GREAT AMERICAN FINANCIAL RESOURCES INC.</u>	D Employer Identification Number (EIN) <u>06-1356481</u>	

Part I Asset and Liability Statement		(a) Beginning of Year	(b) End of Year
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.			
Assets			
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other.....	1b(3)	90092	87906
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	60893	
(2) U.S. Government securities.....	1c(2)	10490092	9867718
(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)	10841420	9636566
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)		
(9) Value of interest in common/collective trusts.....	1c(9)	1360183	1534906
(10) Value of interest in pooled separate accounts.....	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)		
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)	8853027	8744640

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	31695707	29871736

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h	39452	48477
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	39452	48477

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	31656255	29823259
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Part II Income and Expense Statement

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

Income**a Contributions:**

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

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)	869290	
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		869290

(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		

(3) Rents	2b(3)		
-----------------	--------------	--	--

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

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate.....	2b(5)(A)	1394855	
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		1394855
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		2264145

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	3844886	
(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)		3844886
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)	170292	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	81963	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		252255
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		4097141

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		-1832996
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: CLARK, SCHAEFFER & HACKETT

(2) EIN: 31-0800053

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

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

Part IV Compliance Questions

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

During the plan year:

	Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....		X	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.).....		X	
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.).....		X	
e Was this plan covered by a fidelity bond?.....	X		25000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.).....		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			
4n			

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

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

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

5b(1) Name of plan(s)

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

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2011 This Form is Open to Public Inspection.
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For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

A Name of plan <u>SPRAGUE ELECTRIC COMPANY RETIREMENT INCOME GUARANTEE PLAN</u>	B Three-digit plan number (PN) ▶ <u>010</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>GREAT AMERICAN FINANCIAL RESOURCES INC.</u>	D Employer Identification Number (EIN) <u>06-1356481</u>

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

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>13-5160382</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	<u>15</u>

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

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

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

9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box.....	☐ Increase	☐ Decrease	☐ Both	☒ No
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Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
----------------	---

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: 32% Investment-Grade Debt: 33% High-Yield Debt: _____% Real Estate: _____% Other: 35%

- 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): _____

**SPRAGUE ELECTRIC COMPANY
RETIREMENT INCOME GUARANTEE PLAN**

Financial Statements

And

Supplemental Schedules

December 31, 2011 and 2010

With Independent Auditors' Report

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INDEPENDENT AUDITORS' REPORT

To Trustees of
The Sprague Electric Company Retirement Income Guarantee Plan:

We were engaged to audit the accompanying statements of net assets available for benefits and accumulated plan benefits of the Sprague Electric Company Retirement Income Guarantee Plan (the "Plan") as of December 31, 2011 and 2010 and the related statement of changes in net assets available for benefits and changes in accumulated plan benefits for the year ended December 31, 2011, and the supplemental schedules as of and for the year ended December 31, 2011 as listed in the table of contents. These financial statements and schedules are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 5, which was certified by The Bank of New York Mellon, N.A., the trustee of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedules. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained certifications from the trustee as of December 31, 2011 and 2010, and for the year ended December 31, 2011, that the information provided to the plan administrator by the trustee is complete and accurate.

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



Cincinnati, Ohio
October 15, 2012

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p. 513.241.3111
f. 513.241.1212

Sprague Electric Company
Retirement Income Guarantee Plan
Statements of Net Assets Available for Benefits
and Accumulated Plan Benefits
December 31, 2011 and 2010

	<u>2011</u>	<u>2010</u>
Net Assets Available for Benefits		
Investments, at fair value:		
Cash and cash equivalents	\$ -	60,893
Common/collective trust funds	1,534,906	1,360,183
Equity securities	9,636,566	10,841,420
Fixed income securities	9,867,718	10,490,092
Coal leases	8,744,640	8,853,027
	<u>29,783,830</u>	<u>31,605,615</u>
Receivables:		
Accrued income	87,906	90,092
	<u>87,906</u>	<u>90,092</u>
	29,871,736	31,695,707
Liabilities - accounts payable	<u>(48,477)</u>	<u>(39,452)</u>
Net assets available for benefits	\$ <u>29,823,259</u>	<u>31,656,255</u>
Accumulated Plan Benefits		
Actuarial present value of accumulated plan benefits:		
Participants currently receiving benefits	\$ 23,010,601	24,641,461
Terminated vested participants	5,104,917	5,304,435
Other participants	443,048	428,270
Actuarial present value of accumulated plan benefits	\$ <u>28,558,566</u>	<u>30,374,166</u>

See accompanying notes to financial statements

Sprague Electric Company
Retirement Income Guarantee Plan
Statement of Changes in Net Assets Available for Benefits
and Changes in Accumulated Plan Benefits
Year Ended December 31, 2011

Changes in Net Assets Available for Benefits

Additions:

Interest and dividend income	\$ 869,290
Net appreciation in fair value of investments	<u>1,394,855</u>

Total additions	<u>2,264,145</u>
-----------------	------------------

Deductions:

Benefits paid to participants	3,844,886
Pension Benefit Guaranty Corporation premiums	81,963
Administrative expenses	<u>170,292</u>

Total deductions	<u>4,097,141</u>
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Net decrease	(1,832,996)
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Net assets available for benefits:

Beginning of year	<u>31,656,255</u>
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End of year	\$ <u>29,823,259</u>
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Changes in Accumulated Plan Benefits

Increase (decrease) during the year attributable to:

Interest	\$ 2,127,658
Benefits paid to participants	(3,844,886)
Actuarial loss	<u>(98,372)</u>

Net decrease	(1,815,600)
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Actuarial present value of accumulated plan benefits:

Beginning of year	<u>30,374,166</u>
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End of year	\$ <u>28,558,566</u>
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See accompanying notes to financial statements

1. DESCRIPTION OF PLAN:

The following brief description of the Sprague Electric Company Retirement Income Guarantee Plan (the "Plan") is provided for general informational purposes only. Participants should refer to the Plan documents for more complete information.

General

The Plan is a noncontributory defined benefit plan. Annual contributions are paid in an amount at least sufficient: (1) to fund the actuarially computed normal cost of the Plan plus amortization of prior service cost and (2) to meet the minimum funding standards required by any applicable law. Great American Financial Resources, Inc. ("GAFRI") is the sponsor of the Plan. The Plan has met the Employee Retirement Income Security Act of 1974, as amended (ERISA) minimum funding requirements.

Participation

Sprague Electric Company has no active employees. All participants of the Plan are fully vested. Former participants in the Retirement Plan for Salaried Employees of American Empire Insurance Company ("AEIC") and the American Premier Underwriters, Inc. ("APU") Retirement Income Guarantee Plan are part of this Plan. The original sponsors of these plans became subsidiaries of American Financial Group, Inc., which is the parent of GAFRI.

Benefits

Benefits are primarily paid in the form of monthly payments based on defined formulas after the participant reaches normal retirement date. Participants may also elect to receive a lump sum distribution at normal retirement date.

2. SUMMARY OF ACCOUNTING POLICIES:

Basis of accounting

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

Estimates

The preparation of the financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of net assets available for benefits and changes in net assets available for benefits. Actual results could differ from those estimates.

Benefits

Benefit payments are recorded upon distribution.

Investment valuation and income recognition

The Plan's investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See further discussion of fair value in Note 4.

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

Administrative expenses

All expenses for the administration of the Plan may be paid out of the trust fund unless paid by the employer.

Actuarial present value of accumulated plan benefits

Accumulated plan benefits are those future periodic payments that are attributable, under the Plan's provisions, to the service that Plan participants have rendered as of the valuation date as determined by an actuary. Accumulated plan benefits include benefits expected to be paid to participants or their beneficiaries.

The discount rates used to calculate the present value of accumulated plan benefits was 4.75% and 5.50% for 2011 and 2010, respectively.

Subsequent events

The Plan evaluates events and transactions occurring subsequent to the date of the financial statements for matters requiring recognition or disclosure in the financial statements. The accompanying financial statements consider events through October 15, 2012, the date on which the financial statements were available to be issued.

3. INVESTMENTS:

The assets of the Plan include stocks, bonds, coal leases and investments in temporary cash management funds. Investments that represented 5% or more of the Plan's net assets were comprised of the following at December 31:

	<u>2011</u>	<u>2010</u>
Penn Central Coal Lease	\$ 4,787,940	4,847,285
Sprague Tech Coal Lease	3,956,700	4,005,742
JP Morgan Mortgage Trust Var Rt	2,674,539	2,918,547
BCRR 2009-2A 1A1	1,786,574	1,661,772
Merrill Lynch/Countrywide 2A4	1,906,418	1,869,064
Collective Short Term Invnt FD Var	1,524,904	*

* Investment did not represent 5% or more of the Plan's net assets as of December 31.

During 2011, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value by \$1,394,855.

The breakdown of this appreciation (depreciation) by category of investments is as follows:

Equity securities	\$ (121,123)
Coal leases	905,243
Fixed income securities	<u>610,735</u>
	<u>\$ 1,394,855</u>

4. FAIR VALUE MEASUREMENTS:

Financial Accounting Standards Board 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 are described below.

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:

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

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

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

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

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

Equity securities and fixed income securities: Valued at the quoted net asset value ("NAV") of shares held by the Plan at year end.

Coal leases: Valued at estimated fair value by calculating the discounted cash flows, using a 6% discount rate, anticipated to be received throughout the remaining holding period of the investment.

Common/collective trust fund – The NAV of this investment is provided by the administrator of the fund. The collective trust fund is a public investment vehicle with a NAV quoted in a private market. The significant investment strategies of the fund are described in the financial statements provided by the fund. There are no restrictions on redemptions from this fund.

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

Sprague Electric Company
Retirement Income Guarantee Plan
Notes to the Financial Statements
December 31, 2011 and 2010

The following table sets forth by level, within the fair value hierarchy, the Plan's investments at fair value as of December 31, 2011 and 2010.

Investments at fair value as of December 31, 2011

	<u>Total</u>	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>
Equity securities			-	-
Large core	\$ 2,644,818	2,644,818	-	-
Large growth	1,909,122	1,909,122	-	-
Large value	2,577,302	2,577,302	-	-
Mid core	877,215	877,215	-	-
Mid growth	783,070	783,070	-	-
Mid value	723,252	723,252	-	-
Small value	121,787	121,787	-	-
Total equity securities	<u>9,636,566</u>	<u>9,636,566</u>	-	-
Fixed income securities				
Corporate debt	3,539,918	3,539,918	-	-
US Government	104,006	104,006	-	-
Preferred stock	6,223,794	6,223,794	-	-
Total fixed income securities	<u>9,867,718</u>	<u>9,867,718</u>	-	-
Common/collective trust funds	<u>1,534,906</u>	-	<u>1,534,906</u>	-
Coal leases	<u>8,744,640</u>	-	-	<u>8,744,640</u>
Total investments at fair value	\$ <u>29,783,830</u>	<u>19,504,284</u>	<u>1,534,906</u>	<u>8,744,640</u>

Investments at fair value as of December 31, 2010

	<u>Total</u>	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>
Cash and cash equivalents	\$ 60,893	60,893	-	-
Equity securities				
Large core	2,782,468	2,782,468	-	-
Large growth	1,845,615	1,845,615	-	-
Large value	3,186,045	3,186,045	-	-
Mid core	1,062,014	1,062,014	-	-
Mid growth	799,164	799,164	-	-
Mid value	1,166,114	1,166,114	-	-
Total equity securities	<u>10,841,420</u>	<u>10,841,420</u>	-	-

Sprague Electric Company
Retirement Income Guarantee Plan
Notes to the Financial Statements
December 31, 2011 and 2010

Fixed income securities				
Corporate debt	3,784,363	3,784,363	-	-
US Government	105,273	105,273	-	-
Preferred stock	<u>6,600,456</u>	<u>6,600,456</u>	-	-
Total fixed income securities	<u>10,490,092</u>	<u>10,490,092</u>	-	-
Common/collective trust funds	<u>1,360,183</u>	-	<u>1,360,183</u>	-
Coal leases	<u>8,853,027</u>	-	-	<u>8,853,027</u>
Total investments at fair value \$	<u>31,605,615</u>	<u>21,392,405</u>	<u>1,360,183</u>	<u>8,853,027</u>

The following table sets forth a summary of changes in the fair value of the Plan's Level 3 investments for the year ended December 31, 2011:

	<u>Coal Leases</u>
Beginning balance	\$ 8,853,027
Realized/ unrealized gain/(loss) on investments held at year end	905,243
Purchases	-
Issuances	-
Settlements	<u>(1,013,630)</u>
Ending balance	\$ <u>8,744,640</u>

5. INFORMATION CERTIFIED BY PLAN'S TRUSTEE:

The following information provided by The Bank of New York Mellon, N.A., the trustee, as of December 31, 2011 and 2010 and for the year ended December 31, 2011 was certified by them to be complete and accurate:

1. Plan investment assets as of December 31, 2011 and 2010.
2. Investment transactions and income amounts for the year ended December 31, 2011.

6. INCOME TAX STATUS:

The Internal Revenue Service (IRS) has determined and informed the Company by a letter dated October 8, 2009, that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code (IRC). The Plan has been amended since receiving the determination letter. However, the plan administrator and the Plan's tax counsel believe that the Plan is designed and is currently being operated in compliance with the applicable requirements 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 if the organization has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2011, there are no uncertain positions taken or expected to be taken that would

require recognition of a liability or disclosure in the financial statements. The Plan is subject to routine tax 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 examinations for years prior to 2008.

7. RELATED PARTY TRANSACTIONS:

Plan administrative expenses, including fees and expenses connected with administrative services provided by external service providers, are paid from Plan assets. Fees paid for legal, accounting, and other services rendered by parties-in-interest were based upon customary and reasonable rates for such services.

Certain Plan investments are in cash and cash equivalents and common/collective trust funds managed by The Bank of New York Mellon, N.A. The Bank of New York Mellon, N.A. is the trustee as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions. Also, certain Plan investments are in coal leases and fixed income securities managed by GAFRI. GAFRI is the sponsor of the Plan and, therefore, these transactions qualify as party-in-interest transactions.

8. 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 the amounts reported in the statement of net assets available for benefits.

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

9. PLAN TERMINATION:

Although the Company has not expressed any intention to do so, it has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions set forth in ERISA. In the event the Plan terminates, the net assets of the Plan will be allocated for payment in order of priority determined in accordance with ERISA, applicable regulations there under, and the plan document.

Certain benefits under the Plan are insured by the Pension Benefit Guaranty Corporation (PBGC) if the Plan terminates. Generally, the PBGC guarantees most vested normal retirement benefits, early retirement benefits and certain disability and survivor's pensions. However, the PBGC does not guarantee all types of benefits under the Plan, and the amount of benefit protection is subject to certain limitations. For example, there is a statutory ceiling on the amount of an individual's monthly benefit that the PBGC guarantees.

Whether all participants receive their benefits should the Plan terminate at some future time will depend on the sufficiency, at that time, of the Plan's assets to provide for accumulated benefit obligations and may also depend on the financial condition of the Plan sponsor and the level of benefits guaranteed by the PBGC.

Sprague Electric Company
Retirement Income Guarantee Plan
EIN 06-1356481 Plan # 010
Schedule of Reportable Transactions
Year Ended December 31, 2011

<u>(a)</u>	<u>(b)</u>	<u>(c)</u>	<u>(d)</u>	<u>(g)</u>	<u>(h)</u>	<u>(i)</u>
<u>Party</u> <u>Involved</u>	<u>Description of Asset</u>	<u>Purchase</u> <u>Price</u>	<u>Selling</u> <u>Price</u>	<u>Cost of</u> <u>Asset</u>	<u>Current value</u> <u>of Asset</u>	<u>Gain or</u> <u>(Loss)</u>

Category (III) - a series of transactions in the same security in excess of 5%

Market Collective Short-Term
 Investment Fund

Purchases	\$	6,923,842	-	\$	6,923,842	\$	6,923,842	-	
Sales		-	\$	6,810,012	\$	6,810,012	\$	6,810,012	-

Sprague Electric Company
Retirement Income Guarantee Plan
EIN 06-1356481 Plan # 010
Schedule of Obligations in Default
Year Ended December 31, 2011

<u>(a)</u>	<u>(b)</u>	<u>(c)</u>	<u>(f)</u>	<u>(g)</u>
<u>Party Involved</u>	<u>Address of Obligor</u>	<u>Original Amount</u>	<u>Unpaid Balance</u>	<u>Detail Description of bond</u>
Market	PSINet Inc.	\$ 500,000	\$ 500,000	11%, due 8/1/2009

Note: The market value of the bonds are properly reflected on the Plan financial statements. It is management's intention to hold on to the investments for the foreseeable future to attempt to realize more value on the investment.



BALANCED - B13F84228602

5500 Schedule Of Investments At End Of Year Plan

1/1/2011 - 12/31/2011

Sprague Electric Company
Retirement Income Guarantee Plan
EIN 06-1356481 Plan # 010
Schedule of Assets (Held at End of Year)
Year Ended December 31, 2011

Security ID	Security Description	Price	Shares/Par	Cost	Market Value	Unrealized Gain/Loss
U. S. GOVERNMENT SECURITIES						
36210VK42	GNMA POOL #0503515 7.000% 03/15/2029 DD 03/01/99	116.74	89,092.897	102,120.12	104,007.05	1,886.93
CORPORATE DEBT INSTRUMENTS						
084423AC6	WR BERKLEY CORP 8.700% 01/01/2022 DD 01/01/92	117.41	680,000.000	786,270.40	798,381.20	12,110.80
17315GAL2	CITIGROUP MTG 09-5 VAR RT 02/25/2037 DD 05/01/09	103.82	64,529.390	64,535.87	66,996.99	2,461.12
25157FAK0	DEUTSCHE MTG 05-WF1 144A 1A4 VAR RT 06/26/2035 DD 08/01/05	69.97	1,612,000.000	1,125,724.08	1,127,835.80	2,111.72
46632TAA3	JP MORGAN MORTGAGE TRUST VAR RT 07/27/2037 DD 07/01/08	76.00	3,519,130.710	2,479,227.64	2,674,539.34	195,311.70
69363VAB3	PSI NET US\$ SR NT 11.000% 08/01/2009 DD 07/23/99	0.00	429,152.100	0.00	0.00	0.00
86359AMH3	STRUCTURED ASSET SECURI AL1 B1 3.357% 04/25/2031 DD 01/01/03	80.78	490,499.120	294,049.25	396,239.90	102,190.65
TOTAL CORPORATE DEBT INSTRUMENTS				4,749,807.24	5,063,993.23	314,185.99
CORPORATE DEBT INSTRUMENTS- PREFERRED						
032165AD4	AMSOUTH BANCORP 6.750% 11/01/2025 DD 11/06/95	81.07	1,000,000.000	872,810.00	810,710.00	-62,100.00
07330TAA0	BCRR 2009-2A 1A1 6.500% 07/17/2040 DD 07/11/09	116.54	1,533,000.000	1,661,772.00	1,786,573.53	124,801.53
60687UAE7	MERRILL LYNCH/COUNTRYWIDE 2 A4 VAR RT 06/12/2046 DD 06/01/06	111.62	1,708,000.000	1,869,064.40	1,906,418.36	37,353.96
75970NAL1	RENAISSANCE MTG 2005-2 AF-4 VAR RT 08/25/2035 DD 06/01/05	76.87	255,000.000	215,788.65	196,015.95	-19,772.70
TOTAL CORPORATE DEBT INSTRUMENTS- PREFERRED				4,619,435.05	4,699,717.84	80,282.79
CORPORATE STOCK - COMMON						
00164V103	AMC NETWORKS INC	37.58	2,500.000	18,969.95	93,950.00	74,980.05
060505104	BANK OF AMERICA CORP	5.56	10,000.000	133,400.00	55,600.00	-77,800.00
124857202	CBS CORP	27.14	5,000.000	95,250.00	135,700.00	40,450.00
12686C109	CABLEVISION SYSTEMS CORP	14.22	10,000.000	319,430.05	142,200.00	-177,230.05
172967424	CITIGROUP INC	26.31	4,000.000	189,200.00	105,240.00	-83,960.00
20030N200	COMCAST CORP	23.56	15,000.000	312,150.00	353,400.00	41,250.00
313400301	FEDERAL HOME LOAN MORTGAGE COR	0.21	10,000.000	3,050.00	2,120.00	-930.00
320517105	FIRST HORIZON NATIONAL CORP	8.00	428.000	5,041.83	3,424.00	-1,617.83
369604103	GENERAL ELECTRIC CO	17.91	20,000.000	365,800.00	358,200.00	-7,600.00



5500 Schedule Of Investments At End Of Year Plan

1/1/2011 - 12/31/2011

BALANCED - B13F84228602

Sprague Electric Company
Retirement Income Guarantee Plan
EIN 06-1356481 Plan # 010
Schedule of Assets (Held at End of Year)
Year Ended December 31, 2011

Security ID	Security Description	Price	Shares/Par	Cost	Market Value	Unrealized Gain/Loss
527288104	LEUCADIA NATIONAL CORP	22.74	7,157.000	208,851.93	162,750.18	-46,101.75
55826P100	MADISON SQUARE GARDEN CO/THE	28.64	2,500.000	64,450.00	71,600.00	7,150.00
707991105	PENN CENTRAL COAL LEASE	1.00	4,787,939.580	4,787,939.58	4,787,939.58	0.00
849991104	SPRAGUE TECH COAL LEASE	1.00	3,956,700.070	3,966,287.04	3,956,700.07	-9,586.97
852061100	SPRINT NEXTEL CORP	2.34	10,000.000	42,300.00	23,400.00	-18,900.00
92769L101	VIRGIN MEDIA INC	21.38	20,000.000	544,800.00	427,600.00	-117,200.00
999F69740	HARRIS CIF SPL CAP LIQ	1.00	122.030	122.03	122.03	0.00
999F69757	HARRIS CIF CONV LIQUIDATING	1.00	250.480	250.48	250.48	0.00
TOTAL CORPORATE STOCK - COMMON				11,057,292.89	10,680,196.34	-377,096.55
COMMON/COLLECTIVE TRUST						
* S99990707	COLLECTIVE SHORT TERM INVT FD VAR RT 12/31/2049 DD 07/24/08	100.00	1,261,000.610	1,261,000.61	1,261,000.61	0.00
999F69716	CHASE BANK INTL SHORT TERM FUND	1.00	10,000.000	10,000.00	10,000.00	0.00
TOTAL COMMON/COLLECTIVE TRUST				1,271,000.61	1,271,000.61	0.00
GRAND TOTAL				21,799,655.91	21,818,915.07	0.00 C
						19,259.16 I
						19,259.16



ALLEGIANT ASSET MGMT - B13F84228902

5500 Schedule Of Investments At End Of Year Plan

1/1/2011 - 12/31/2011

Sprague Electric Company
Retirement Income Guarantee Plan
EIN 06-1356481 Plan # 010
Schedule of Assets (Held at End of Year)
Year Ended December 31, 2011

Security ID	Security Description	Price	Shares/Par	Cost	Market Value	Unrealized Gain/Loss
CORPORATE STOCK - COMMON						
G2554F113	COVIDIEN PLC	45.01	1,260.000	62,845.30	56,712.60	-6,132.70
002824100	ABBOTT LABORATORIES	56.23	770.000	42,078.73	43,297.10	1,218.37
025816109	AMERICAN EXPRESS CO	47.17	950.000	40,774.01	44,811.50	4,037.49
03073E105	AMERISOURCEBERGEN CORP	37.19	1,060.000	36,167.22	39,421.40	3,254.18
037833100	APPLE INC	405.00	589.000	189,987.85	238,545.00	48,557.15
071813109	BAXTER INTERNATIONAL INC	49.48	1,080.000	65,575.44	53,438.40	-12,137.04
099724106	BORGWARNER INC	63.74	660.000	47,757.61	42,068.40	-5,689.21
110122108	BRISTOL-MYERS SQUIBB CO	35.24	1,230.000	39,937.36	43,345.20	3,407.84
125269100	CF INDUSTRIES HOLDINGS INC	144.98	410.000	67,296.66	59,441.80	-7,854.86
150870103	CELANESE CORP	44.27	1,136.000	46,343.18	50,290.72	3,947.54
151020104	CELGENE CORP	67.60	1,110.000	65,635.57	75,036.00	9,400.43
169656105	CHIPOTLE MEXICAN GRILL INC	337.74	138.000	29,347.08	46,608.12	17,261.04
191216100	COCA-COLA CO/THE	69.97	1,890.000	125,589.89	132,243.30	6,653.41
19122T109	COCA-COLA ENTERPRISES INC	25.78	2,580.000	67,808.33	66,512.40	-1,295.93
20825C104	CONOCOPHILLIPS	72.87	970.000	65,284.40	70,683.90	5,399.50
228368106	CROWN HOLDINGS INC	33.58	1,600.000	60,011.34	53,728.00	-6,283.34
231021106	CUMMINS INC	88.02	578.000	63,585.79	50,875.56	-12,710.23
256746108	DOLLAR TREE INC	83.11	500.000	37,005.10	41,555.00	4,549.90
260003108	DOVER CORP	58.05	990.000	58,008.46	57,469.50	-538.96
263534109	EI DU PONT DE NEMOURS & CO	45.78	1,330.000	61,102.54	60,887.40	-215.14
268648102	EMC CORP/MASSACHUSETTS	21.54	2,440.000	57,268.55	52,557.60	-4,710.95
26884L109	EQT CORP	54.79	1,170.000	64,504.88	64,104.30	-400.58
278058102	EATON CORP	43.53	1,320.000	67,256.92	57,459.60	-9,797.32
278642103	EBAY INC	30.33	1,480.000	50,260.50	44,888.40	-5,372.10
30231G102	EXXON MOBIL CORP	84.76	2,680.000	199,814.82	227,156.80	27,341.98
349882100	FOSSIL INC	79.36	500.000	41,844.00	39,680.00	-2,164.00
38259P508	GOOGLE INC	645.90	240.000	137,677.67	155,016.00	17,338.33
427866108	HERSHEY CO/THE	61.78	1,290.000	60,823.49	79,696.20	18,872.71
437076102	HOME DEPOT INC	42.04	1,330.000	53,896.81	55,913.20	2,016.39



ALLEGIANT ASSET MGMT - B13F84228902

5500 Schedule Of Investments At End Of Year Plan

1/1/2011 - 12/31/2011

Sprague Electric Company
Retirement Income Guarantee Plan
EIN 06-1356481 Plan # 010
Schedule of Assets (Held at End of Year)
Year Ended December 31, 2011

Security ID	Security Description	Price	Shares/Par	Cost	Market Value	Unrealized Gain/Loss
45666Q102	INFORMATICA CORP	36.93	1,320.000	58,119.61	48,747.60	-9,372.01
458140100	INTEL CORP	24.25	2,421.000	51,985.53	58,709.25	6,723.72
459200101	INTERNATIONAL BUSINESS MACHINE	183.88	1,000.000	146,760.00	183,880.00	37,120.00
478160104	JOHNSON & JOHNSON	65.58	710.000	47,181.58	46,561.80	-619.78
481165108	JOY GLOBAL INC	74.97	650.000	56,916.65	48,730.50	-8,186.15
48242W106	KBR INC	27.87	2,300.000	74,285.30	64,101.00	-10,184.30
518439104	ESTEE LAUDER COS INC/THE	112.32	650.000	61,762.45	73,008.00	11,245.55
532716107	LTD BRANDS INC	40.35	1,390.000	40,490.98	56,086.50	15,595.52
55616P104	MACY'S INC	32.18	2,210.000	63,364.22	71,117.80	7,753.58
580135101	MCDONALD'S CORP	100.33	990.000	78,335.86	99,326.70	20,990.84
594918104	MICROSOFT CORP	25.96	5,400.000	150,714.01	140,184.00	-10,530.01
637071101	NATIONAL OILWELL VARCO INC	67.99	830.000	55,817.51	56,431.70	614.19
655844108	NORFOLK SOUTHERN CORP	72.86	970.000	68,476.18	70,674.20	2,198.02
67103H107	O'REILLY AUTOMOTIVE INC	79.95	840.000	51,314.12	67,158.00	15,843.88
68389X105	ORACLE CORP	25.65	1,520.000	47,916.54	38,988.00	-8,928.54
693656100	PVH CORP	70.49	710.000	50,182.38	50,047.90	-134.48
718172109	PHILIP MORRIS INTERNATIONAL IN	78.48	2,010.000	124,575.35	157,744.80	33,169.45
731068102	POLARIS INDUSTRIES INC	55.98	1,000.000	52,086.52	55,980.00	3,893.48
74460D109	PUBLIC STORAGE	134.46	370.000	37,525.41	49,750.20	12,224.79
747525103	QUALCOMM INC	54.70	1,970.000	100,862.79	107,759.00	6,896.21
756577102	RED HAT INC	41.29	1,430.000	63,495.45	59,044.70	-4,450.75
82481R106	SHIRE PLC ADR	103.90	460.000	38,045.87	47,794.00	9,748.13
828806109	SIMON PROPERTY GROUP INC	128.94	300.000	33,854.37	38,682.00	4,827.63
913017109	UNITED TECHNOLOGIES CORP	73.09	1,160.000	89,440.04	84,784.40	-4,655.64
91324P102	UNITEDHEALTH GROUP INC	50.68	970.000	35,026.70	49,159.60	14,132.90
913903100	UNIVERSAL HEALTH SERVICES INC	38.86	770.000	42,351.47	29,922.20	-12,429.27
92343V104	VERIZON COMMUNICATIONS INC	40.12	1,060.000	37,033.64	42,527.20	5,493.56
92826C839	VISA INC	101.53	510.000	35,893.79	51,780.30	15,886.51
966837106	WHOLE FOODS MARKET INC	69.58	680.000	41,665.37	47,314.40	5,649.03
98310W108	WYNDHAM WORLDWIDE CORP	37.83	1,560.000	46,737.60	59,014.80	12,277.20



ALLEGIANT ASSET MGMT - B13F84228902

5500 Schedule Of Investments At End Of Year Plan

1/1/2011 - 12/31/2011

Sprague Electric Company
Retirement Income Guarantee Plan
EIN 06-1356481 Plan # 010
Schedule of Assets (Held at End of Year)
Year Ended December 31, 2011

Security ID	Security Description	Price	Shares/Par	Cost	Market Value	Unrealized Gain/Loss
TOTAL CORPORATE STOCK - COMMON				3,887,706.79	4,158,453.95	270,747.16
COMMON/COLLECTIVE TRUST						
*	S99990707 COLLECTIVE SHORT TERM INVT FD VAR RT 12/31/2049 DD 07/24/08	1.00	57,200.710	57,200.71	57,200.71	0.00
GRAND TOTAL				3,944,907.50	4,215,654.66	0.00 C
						270,747.16 I
						270,747.16



ALLEGIANT ASSET MGMT - B13F84229002

5500 Schedule Of Investments At End Of Year Plan

1/1/2011 - 12/31/2011

Sprague Electric Company
Retirement Income Guarantee Plan
EIN 06-1356481 Plan # 010
Schedule of Assets (Held at End of Year)
Year Ended December 31, 2011

Security ID	Security Description	Price	Shares/Par	Cost	Market Value	Unrealized Gain/Loss
CORPORATE STOCK - COMMON						
G54050102	LAZARD LTD SHS -A-	26.11	2,616.000	70,010.12	68,303.76	-1,706.36
G6359F103	NABORS INDUSTRIES LTD SHS	17.34	2,710.000	62,556.45	46,991.40	-15,565.05
G6852T105	PARTNERRE HLDGS LTD BERMUDA COM	64.21	884.000	61,562.41	56,761.64	-4,800.77
H27013103	WEATHERFORD INTERNATIONAL LTD REG	14.64	2,725.000	52,544.30	39,894.00	-12,650.30
H5833N103	NOBLE CORPORATION BAAR NAMEN-AKT CHF3.28	30.22	1,435.000	51,901.31	43,365.70	-8,535.61
H8817H100	TRANSOCEAN LTD ZUG NAMEN-AKT	38.39	589.000	27,304.20	22,611.71	-4,692.49
00206R102	AT&T INC	30.24	2,286.000	67,167.12	69,128.64	1,961.52
020002101	ALLSTATE CORP/THE	27.41	2,383.000	73,871.25	65,318.03	-8,553.22
037411105	APACHE CORP	90.58	1,345.000	138,690.51	121,830.10	-16,860.41
05615F102	BABCOCK & WILCOX CO/THE	24.14	2,956.000	76,777.63	71,357.84	-5,419.79
126650100	CVS CAREMARK CORP	40.78	2,718.000	94,445.73	110,840.04	16,394.31
166764100	CHEVRON CORP	106.40	1,241.000	113,241.27	132,042.40	18,801.13
171232101	CHUBB CORP	69.22	1,328.000	79,201.92	91,924.16	12,722.24
17275R102	CISCO SYSTEMS INC	18.08	8,950.000	153,274.75	161,816.00	8,541.25
235851102	DANAHER CORP	47.04	781.000	33,869.95	36,738.24	2,868.29
254709108	DISCOVER FINANCIAL SERVICES	24.00	860.000	15,935.81	20,640.00	4,704.19
281020107	EDISON INTERNATIONAL	41.40	905.000	32,910.33	37,467.00	4,556.67
29266R108	ENERGIZER HOLDINGS INC	77.48	825.000	59,486.02	63,921.00	4,434.98
30161N101	EXELON CORP	43.37	2,251.000	93,503.17	97,625.87	4,122.70
369550108	GENERAL DYNAMICS CORP	66.41	1,421.000	106,009.75	94,368.61	-11,641.14
370334104	GENERAL MILLS INC	40.41	1,325.000	47,589.83	53,543.25	5,953.42
428236103	HEWLETT-PACKARD CO	25.76	2,063.000	51,062.10	53,142.88	2,080.78
436106108	HOLLYFRONTIER CORP	23.40	1,146.000	40,946.62	26,816.40	-14,130.22
452308109	ILLINOIS TOOL WORKS INC	46.71	1,375.000	71,333.75	64,226.25	-7,107.50
46625H100	JPMORGAN CHASE & CO	33.25	2,403.000	101,935.28	79,899.75	-22,035.53
478160104	JOHNSON & JOHNSON	65.58	2,330.000	141,972.63	152,801.40	10,828.77
534187109	LINCOLN NATIONAL CORP	19.42	2,736.000	77,489.48	53,133.12	-24,356.36
548661107	LOWE'S COS INC	25.38	3,410.000	84,345.55	86,545.80	2,200.25
57636Q104	MASTERCARD INC	372.82	175.000	39,918.13	65,243.50	25,325.37



5500 Schedule Of Investments At End Of Year Plan

1/1/2011 - 12/31/2011

ALLEGIANT ASSET MGMT - B13F84229002

Sprague Electric Company
Retirement Income Guarantee Plan
EIN 06-1356481 Plan # 010
Schedule of Assets (Held at End of Year)
Year Ended December 31, 2011

Security ID	Security Description	Price	Shares/Par	Cost	Market Value	Unrealized Gain/Loss
58933Y105	MERCK & CO INC	37.70	4,860.000	168,974.39	183,222.00	14,247.61
594918104	MICROSOFT CORP	25.96	4,200.000	113,075.75	109,032.00	-4,043.75
629377508	NRG ENERGY INC	18.12	1,136.000	22,197.44	20,584.32	-1,613.12
65339F101	NEXTERA ENERGY INC	60.88	945.000	49,130.54	57,531.60	8,401.06
665859104	NORTHERN TRUST CORP	39.66	1,595.000	86,359.50	63,257.70	-23,101.80
688239201	OSHKOSH CORP	21.38	3,073.000	90,499.17	65,700.74	-24,798.43
713448108	PEPSICO INC/NC	66.35	534.000	33,918.47	35,430.90	1,512.43
717081103	PFIZER INC	21.64	8,215.000	144,773.16	177,772.60	32,999.44
742718109	PROCTER & GAMBLE CO/THE	66.71	1,995.000	126,491.73	133,086.45	6,594.72
790849103	ST JUDE MEDICAL INC	34.30	1,754.000	64,800.02	60,162.20	-4,637.82
826552101	SIGMA-ALDRICH CORP	62.46	281.000	16,489.61	17,551.26	1,061.65
832696405	JM SMUCKER CO/THE	78.17	326.000	24,208.56	25,483.42	1,274.86
835495102	SONOCO PRODUCTS CO	32.96	591.000	18,005.53	19,479.36	1,473.83
87612E106	TARGET CORP	51.22	2,955.000	152,393.63	151,355.10	-1,038.53
88732J207	TIME WARNER CABLE INC	63.57	813.000	53,682.40	51,682.41	-1,999.99
89417E109	TRAVELERS COS INC/THE	59.17	1,299.000	73,064.85	76,861.83	3,796.98
91324P102	UNITEDHEALTH GROUP INC	50.68	1,095.000	39,540.46	55,494.60	15,954.14
931142103	WAL-MART STORES INC	59.76	1,760.000	94,440.72	105,177.60	10,736.88
949746101	WELLS FARGO & CO	27.56	1,647.000	51,040.54	45,391.32	-5,649.22
TOTAL CORPORATE STOCK - COMMON				3,543,943.84	3,542,555.90	-1,387.94
COMMON/COLLECTIVE TRUST						
* S99990707	COLLECTIVE SHORT TERM INVT FD VAR RT 12/31/2049 DD 07/24/08	100.00	206,704.490	206,704.49	206,704.49	0.00
GRAND TOTAL				3,750,648.33	3,749,260.39	0.00 C
						-1,387.94 I
						-1,387.94

* Indicates party-in-interest.

Total Market Value \$29,783,830

SPRAGUE ELECTRIC COMPANY RETIREMENT INCOME GUARANTEE PLAN
EIN/PN: 06-1356481

Schedule SB, line 26 - Schedule of Active Participant Data

Years of credited service:

[illegible]

SPRAGUE ELECTRIC COMPANY RETIREMENT INCOME GUARANTEE PLAN
EIN/PN: 06-1356481
ATTACHMENT TO 2011 SCHEDULE SB, PART V – SUMMARY OF ACTUARIAL ASSUMPTIONS

Funding Interest Rate: Segment Rates with a four month lookback.

<u>Segment</u>	<u>Rate</u>
1	3.78%
2	6.31%
3	6.57%

Effective Interest Rate: 5.96%

Mortality: IRS 2011 Static Mortality Table

Turnover: N/A

Salary Increase: N/A

Retirement Age: Age 65

Expense Loading: The target normal cost is loaded \$325,000 for expenses.

Funding method: Unit credit actuarial cost method.

A method under which the actuarial accrued liability is equal to the present value of benefits accrued to the valuation date. The normal cost is equal to the difference in the actuarial liability at the end of the plan year and the actuarial liability at the beginning of the plan year.

Asset valuation method: The actuarial assets are equal to a two year averaged value of assets, as described in Section VII D.

ARISTECH ACRYLICS LLC HOURLY PENSION PLAN

EIN/PN: 31-1570321 / 002

SCHEDULE SB, LINE 32 — SCHEDULE OF AMORTIZATION BASES

<u>Date Established</u>	<u>Initial Amount</u>	<u>Type</u>	<u>Remaining Installments</u>	<u>Amortization Installment</u>	<u>Present Value of Remaining Installments as of January 1, 2011</u>
January 1, 2011	\$ 7,333,932	Shortfall	7	\$ 1,206,648	\$ 7,333,932
Total				\$ 1,206,648	\$ 7,333,932

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

Pension Benefit Guaranty Corporation

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

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

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

OMB No. 1210-0110

2011**This Form is Open to Public
Inspection**For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011▶ **Round off amounts to nearest dollar.**▶ **Caution:** A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.**A** Name of plan

Sprague Electric Company RIGP

B Three-digit
plan number (PN) ▶

010

C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF

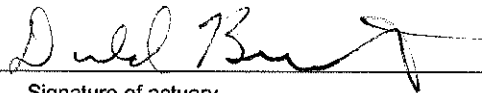
GAFRI

D Employer Identification Number (EIN)

06-1356481

E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B**F** Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500**Part I Basic Information****1** Enter the valuation date: Month 1 Day 1 Year 2011**2** Assets:**a** Market value **2a** 31,656,255**b** Actuarial value **2b** 29,376,354**3** Funding target/participant count breakdown:**(1) Number of participants** **(2) Funding Target****a** For retired participants and beneficiaries receiving payment..... **3a** 1,421 26,909,351**b** For terminated vested participants..... **3b** 463 6,022,677**c** For active participants:**(1)** Non-vested benefits..... **3c(1)** 0**(2)** Vested benefits..... **3c(2)** 480,838**(3)** Total active..... **3c(3)** 6 480,838**d** Total..... **3d** 1,890 33,412,866**4** If the plan is in at-risk status, check the box and complete lines (a) and (b) ☐**a** Funding target disregarding prescribed at-risk assumptions..... **4a****b** Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor..... **4b****5** Effective interest rate **5** 5.96 %**6** Target normal cost **6** 325,000**Statement by Enrolled Actuary**

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

**SIGN
HERE**

Signature of actuary

Donald Bungenstock

Type or print name of actuary

Buck Consultants, LLC

Firm name

720 E. Pete Rose Way

Suite 300

Cincinnati

OH 45202

Address of the firm

10-14-2012

Date

11-05702

Most recent enrollment number

(513) 784-0005

Telephone number (including area code)

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

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

Schedule SB (Form 5500) 2011
v.012611

Part II Beginning of year carryover and prefunding balances

	(a) Carryover balance	(b) Prefunding balance
7 Balance at beginning of prior year after applicable adjustments (line 13 from prior year).....	3,140,180	0
8 Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	325,000	0
9 Amount remaining (line 7 minus line 8).....	2,815,180	0
10 Interest on line 9 using prior year's actual return of <u>17.13</u> %.....	482,240	
11 Prior year's excess contributions to be added to prefunding balance:		
a Present value of excess contributions (line 38 from prior year)		0
b Interest on (a) using prior year's effective rate of <u>6.48</u> % except as otherwise provided (see instructions).....		0
c Total available at beginning of current plan year to add to prefunding balance.....		0
d Portion of (c) to be added to prefunding balance.....		
12 Other reductions in balances due to elections or deemed elections.....	0	0
13 Balance at beginning of current year (line 9 + line 10 + line 11d – line 12).....	3,297,420	0

Part III Funding percentages

14 Funding target attainment percentage	14	78.05 %
15 Adjusted funding target attainment percentage	15	78.05 %
16 Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement.....	16	101.30 %
17 If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and liquidity shortfalls

18 Contributions made to the plan for the plan year by employer(s) and employees:					
(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
Totals •			18(b)	0	18(c) 0

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:		
a Contributions allocated toward unpaid minimum required contributions from prior years.	19a	
b Contributions made to avoid restrictions adjusted to valuation date.....	19b	
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date.....	19c	
20 Quarterly contributions and liquidity shortfalls:		
a Did the plan have a "funding shortfall" for the prior year?	☒ Yes ☐ No	
b If 20a is "Yes," were required quarterly installments for the current year made in a timely manner?	☒ Yes ☐ No	
c If 20a is "Yes," see instructions and complete the following table as applicable:		

Liquidity shortfall as of end of quarter of this plan year

(1) 1st	(2) 2nd	(3) 3rd	(4) 4th
0	0	0	0

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

21 Discount rate:				
a Segment rates:	1st segment: 3.78 %	2nd segment: 6.31 %	3rd segment: 6.57 %	☐ N/A, full yield curve used
b Applicable month (enter code).....				21b 4
22 Weighted average retirement age				22 65
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute				

Part VI Miscellaneous items

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

Part VII Reconciliation of unpaid minimum required contributions for prior years

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

Part VIII Minimum required contribution for current year

31 Target normal cost and excess assets (see instructions):			
a Target normal cost (line 6).....	31a	325,000	
b Excess assets, if applicable, but not greater than 31a	31b		
32 Amortization installments:	Outstanding Balance		Installment
a Net shortfall amortization installment.....	7,333,932		1,206,648
b Waiver amortization installment.....			0
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount.....	33		
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)...	34	1,531,648	
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement	1,535,754		1,535,754
36 Additional cash requirement (line 34 minus line 35).....	36	0	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c).....	37		
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	0	
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b	0	
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	39	0	
40 Unpaid minimum required contributions for all years.....	40	0	

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

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

SPRAGUE ELECTRIC COMPANY RETIREMENT INCOME GUARANTEE PLAN
EIN/PN: 06-1356481

ATTACHMENT TO 2011 SCHEDULE SB, PART V – SUMMARY OF PLAN PROVISIONS

(SPRAGUE RIGP PLAN)

Effective Date	January 1, 1986.
Eligibility for Membership	All salaried employees hired before January 1, 1986.
Average Annual Compensation	The highest 60 consecutive month average of base, overtime and incentive compensation received in the 120 months preceding retirement. The Plan was amended during 1989 to provide that compensation and service credits used to calculate benefits were frozen as of December 31, 1993.
Normal Retirement	
Eligibility	Age 65. Employment may continue beyond age 65.
Basic Benefit	The annual normal retirement benefit (inclusive of benefits payable under the Travelers Insurance Company Group Annuity Contract Number GR-1840) is equal to: (i) 2% of average annual compensation per year of benefit service from the 1st to the 20th year - plus (ii) 1% of such compensation per year of benefit service after the first 20 such years, not to exceed a maximum of 60% - less (iii) 1-1/2% of participant's annual Social Security benefit per year of benefit service to a maximum 50% offset but not less than (iv) \$1,320 minimum annual benefit or any benefit that would have been payable under the plan provisions in effect as of January 1, 1986. (See "Grandfather Provisions.")

SPRAGUE ELECTRIC COMPANY RETIREMENT INCOME GUARANTEE PLAN
EIN/PN: 06-1356481

ATTACHMENT TO 2011 SCHEDULE SB, PART V – SUMMARY OF PLAN PROVISIONS

For any employee who works past age 65 his/her benefit determined as described above based on service and compensation at retirement date except that calculation under the "Grandfather provisions" are based on service and compensation at Normal Retirement Date increased to the extent that benefits payable under the Group Annuity Contract are increased.

The Basic Benefit calculated above is offset by benefits derived by the 5% Retirement Account plus the value of the Retirement Rollover with an assumed growth rate of 9% per year, or if applicable, the annuity provided by Equitable Life.

Early Retirement

Eligibility

Age 55 and 10 years of benefit service.

Benefit

Benefit determined as in a normal retirement allowance based on service and compensation at Early Retirement Date payable at Normal Retirement Date without reduction or payable at Early Retirement reduced by 1/4% for each month by which age at Early Retirement Date precedes age at Normal Retirement Date.

If benefits are paid in accordance with one of the "Grandfather provisions", benefits are not reduced by the Social Security offset until age 65 but such offset at age 65 is reduced for early retirement.

Vested Deferred Retirement

Eligibility

5 years of service.

Benefit

Deferred benefit payable in full at age 65 determined as normal retirement allowance based on applicable compensation as of employee's date of termination and service projected to normal retirement date and multiplied by the ratio of his benefit service as of the date of termination to projected benefit service at normal retirement date. The benefit is payable as a lump-sum immediately or as an annuity starting at early or normal retirement, reduced appropriately.

SPRAGUE ELECTRIC COMPANY RETIREMENT INCOME GUARANTEE PLAN
EIN/PN: 06-1356481

ATTACHMENT TO 2011 SCHEDULE SB, PART V – SUMMARY OF PLAN PROVISIONS

Disability Retirement

Eligibility	Upon total and permanent disablement so as to qualify for Long Term Disability Benefits.
Benefit	Benefit determined as a normal retirement allowance above based on the applicable compensation as of the date of disability and service projected to Normal Retirement Date. Benefit commences on the later of Normal Retirement Date and the date on which LTD payments cease.

Death Benefit

Eligibility	Death in active service after completing eligibility requirements for a deferred vested benefit or death of any vested retired or terminated member who dies prior to his/her benefit commencement.
Benefit	Benefit payable to eligible spouse is 50% of the benefit that would have been payable to the deceased employee, commencing on the later of his date of death and the 55th anniversary of his date of birth, as if he had separated service the day before his death and had elected a joint and 50% survivor form of benefit payment commencing immediately or at age 55, if later.

Grandfather Provisions

- A. If an employee was a Plan participant on July 1, 1981, his annual normal retirement benefit, payable on a 10 year certain and life basis (inclusive of any benefits payable under the Travelers Insurance Company Group Annuity Contract Number GR-1840), will not be less than:
- (i) 2% of the highest consecutive 5-year average annual base "compensation" per year of service from the 1st to the 10th year of service,
- plus
- (ii) 1% of such compensation per year of service from the 11th to the 30th year of service,
- plus

SPRAGUE ELECTRIC COMPANY RETIREMENT INCOME GUARANTEE PLAN
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ATTACHMENT TO 2011 SCHEDULE SB, PART V – SUMMARY OF PLAN PROVISIONS

- (iii) 1/2% of such compensation per year of service from the 31st to the 40th year of service,

less

- (iv) \$1,020 multiplied by a ratio, the numerator of which equals benefit service to June 30, 1976 and the denominator of which equals benefit service projected to Normal Retirement Date, plus 1-1/4% of the participant's annual Social Security benefit per year of benefit service after June 30, 1976,

but not less than

- (v) \$1,200 minimum annual benefit.

"Compensation" for purposes of these grandfather A provisions is base salary prior to Normal Retirement Date only; it excludes overtime and incentive compensation.

- B. If any employee was a Plan participant on July 1, 1976, his annual normal retirement benefit, payable on a 10 year certain and life basis (inclusive of any benefits payable under the Travelers Insurance Company Group Annuity Contract Number GR-1840), will not be less than:

- (i) 2% of the highest annual rate of base "compensation" on a July 1 at least 5 years and not more than 11 years prior to Normal Retirement Date per completed year of benefit service from the 1st to the 10th year,

plus

- (ii) 1% of such compensation per completed year of benefit service from the 11th to the 30th year,

plus

SPRAGUE ELECTRIC COMPANY RETIREMENT INCOME GUARANTEE PLAN
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ATTACHMENT TO 2011 SCHEDULE SB, PART V – SUMMARY OF PLAN PROVISIONS

(iii) 1/2% of such compensation per completed year of benefit service from the 31st to the 40th year,

less

(iv) \$1,020 (Social Security offset),

but not less than

(v) \$720 minimum annual benefit.

"Compensation" for purposes of these grandfather B provisions excludes overtime and incentive compensation; service is calculated in completed years.

**Early Retirement Incentive
Program (ERIP)**

Effective Date Eligible employees who retire between April 1, 1987 and April 30, 1987.

Eligibility Age 55 and 10 years of benefit service as of April 1, 1987.

Benefits Benefit determined as a normal or early retirement allowance based on including 3 additional years of benefit service and 3 less years of early retirement reduction.

In addition, a \$500 monthly supplement is payable to the member until age 65 (with a 12 month minimum). After the death of the member, the \$500 continues to be paid to the spouse until the member would have been age 65. In any event, at least 12 monthly payments will be made.

Normal Form of Benefit

Single Life annuity.

Married Reduced 50% joint and survivorship annuity.

SPRAGUE ELECTRIC COMPANY RETIREMENT INCOME GUARANTEE PLAN
EIN/PN: 06-1356481

ATTACHMENT TO 2011 SCHEDULE SB, PART V – SUMMARY OF PLAN PROVISIONS

Optional Forms of Benefit

- (1) Life annuity.
- (2) Joint and survivorship annuity with any multiple of 10% continuation.
- (3) Lump sum distribution.

Maximum Allowance

The amount of allowance payable under the Plan will be limited to the extent necessary so that the allowance will not exceed the maximum amount permissible under ERISA.

Contributions

Non-contributory.

SPRAGUE ELECTRIC COMPANY RETIREMENT INCOME GUARANTEE PLAN
EIN/PN: 06-1356481

ATTACHMENT TO 2011 SCHEDULE SB, PART V – SUMMARY OF PLAN PROVISIONS

SUMMARY OF PLAN PROVISIONS
(BRANCH PLANTS PLAN)

Last Amended	January 1, 1988.
Eligibility for Membership	Date employee first completes an Hour of Service.
Normal Retirement Allowance	
Eligibility	Age 65. Employment may continue beyond age 65.
Benefits	The monthly benefit is equal to \$13.00 times the number of years of credited service, (maximum 30 years) to age 65.
Early Retirement Allowance	
Eligibility	Age 60 and 10 years of credited service.
Benefits	Benefit computed as a normal retirement allowance based on credited service to early retirement date reduced by .3% per month for each month that the date payments commence precedes age 65.
Late Retirement Allowance	
Eligibility	After age 70.
Benefit	Benefit computed as a normal retirement allowance based on credited service to retirement date.
Vested Termination Allowance	
Eligibility	5 years of vesting service.
Benefits	Benefit computed as a normal retirement allowance as of date of termination deferred to age 65. Any members with 10 years of credited service may elect to commence payment of his/her benefit anytime after age 60 reduced by .3% for each month that the date payments commence precedes age 65.

SPRAGUE ELECTRIC COMPANY RETIREMENT INCOME GUARANTEE PLAN
EIN/PN: 06-1356481

ATTACHMENT TO 2011 SCHEDULE SB, PART V – SUMMARY OF PLAN PROVISIONS

Disability Retirement
Allowance

Eligibility	Becoming permanently incapacitated after age 45 and when age and credited service (not less than 10) total 60.
Benefit	Greater of \$125 monthly benefit or 110% of benefit calculated as an early retirement allowance based on credited service to date of disability reduced by 1/2% for each month between 60 and 65 and 1/4% for each month prior to age 60, to a maximum reduction of 45%.

Spouse's Benefit

Eligibility	A married active employee who dies in active service after attaining the eligibility requirements for a vested allowance or retired member who dies prior to the date benefits commence.
Benefit	Benefit payable on the earliest date on which the member could have commenced payments to surviving spouse equal to 50% of accrued benefit of employee as of his date of death appropriately reduced for 50% survivorship coverage and early commencement.

Refund of Contributions

Any employee with less than 5 years of service who either terminates or dies in active service, the member or spouse is entitled to his/her accumulated contributions with interest to date of distribution.

Normal Form of Benefit

Single	Life annuity with 60 monthly payments guaranteed.
Married	Reduced 50% joint and survivorship annuity.

Optional Forms of Benefit

- (1) Life annuity with no monthly payments guaranteed.
- (2) Life annuity with sixty monthly payments guaranteed.
- (3) Joint and survivorship annuity with 50% or 100% continuation.

SPRAGUE ELECTRIC COMPANY RETIREMENT INCOME GUARANTEE PLAN
EIN/PN: 06-1356481

ATTACHMENT TO 2011 SCHEDULE SB, PART V – SUMMARY OF PLAN PROVISIONS

Maximum Allowance

The amount of allowance payable under the Plan will be limited to the extent necessary so that the allowance will not exceed the maximum amount permissible under ERISA.

Contributions

Non-contributory since September 2, 1974.

SPRAGUE ELECTRIC COMPANY RETIREMENT INCOME GUARANTEE PLAN
EIN/PN: 06-1356481

ATTACHMENT TO 2011 SCHEDULE SB, PART V – SUMMARY OF PLAN PROVISIONS

SUMMARY OF PLAN PROVISIONS
(APU RIGP PLAN)

Last Amended: December 31, 1996 to freeze benefit accruals and incorporate the minimum distribution requirements of RPA '94.

Eligibility for Membership: All employees hired before January 1, 1986 are eligible upon the completion of one year of service.

Normal Retirement Allowance:

Eligibility Age 65. Employment may continue beyond age 65.

Benefit Benefit sum total of the following:

- (i) 2% of average final five year compensation for each of the first 20 years of credited service, plus
- (ii) 1% of average final five year compensation for each year of credited service in excess of 20 years; minus
- (iii) 1-1/2% of Social Security primary insurance amount for each year of credited service (not to be greater than 50%).

The above benefit is to be offset by benefits derived by the 5% retirement account in the Savings Plan and the benefit payable under the applicable Prior Plans.

For those participants whose pay is limited to \$150,000 (indexed), the allowance is the greater of the above and their accrued benefit determined as of December 31, 1993 plus a benefit using the above formula, based on service after 1993.

Effective December 31, 1996 benefit accruals under the plan were frozen.

SPRAGUE ELECTRIC COMPANY RETIREMENT INCOME GUARANTEE PLAN
EIN/PN: 06-1356481

ATTACHMENT TO 2011 SCHEDULE SB, PART V – SUMMARY OF PLAN PROVISIONS

Early Retirement Allowance:

Eligibility	Age 55 and 5 years of vesting service.
Benefit	Monthly allowance determined as a normal retirement allowance based on credited service and average final five year compensation to date of retirement appropriately reduced by .25% for each month that payment commencement date precedes age 65.

Vested Termination Allowance:

Eligibility	<table><tr><td><u>Service</u></td><td><u>Vesting Percentage</u></td></tr><tr><td>3</td><td>20%</td></tr><tr><td>4</td><td>40%</td></tr><tr><td>5</td><td>60%</td></tr><tr><td>6</td><td>80%</td></tr><tr><td>7+</td><td>100%</td></tr></table>	<u>Service</u>	<u>Vesting Percentage</u>	3	20%	4	40%	5	60%	6	80%	7+	100%
<u>Service</u>	<u>Vesting Percentage</u>												
3	20%												
4	40%												
5	60%												
6	80%												
7+	100%												
Benefit	Benefit computed as a normal retirement allowance as of date of termination deferred to age 65 multiplied by the appropriate vesting percentage. Any member may elect to have payments begin before age 65, reduced by 1/240 for each month that the payment commencement date precedes age 65.												

Disability Retirement
Allowance:

Eligibility	Retired on account of disability and in receipt of payments under the LTD plan.
Benefit	Benefit computed as normal retirement or early retirement allowance assuming the employee continued in active service at the same rate of compensation as of date of disability.

SPRAGUE ELECTRIC COMPANY RETIREMENT INCOME GUARANTEE PLAN
EIN/PN: 06-1356481

ATTACHMENT TO 2011 SCHEDULE SB, PART V – SUMMARY OF PLAN PROVISIONS

Spouse's Benefits:

Eligibility

A married active employee who dies in active service after attaining the eligibility requirements for a vested allowance or retired member who dies before benefit payments have commenced.

Benefit

Benefit payable to spouse is 50% of the allowance that would have been payable to the deceased employee, commencing on the later of date of death or the employee's 55th anniversary of his birth, as if he had separated from service the day before his death and elected a joint and 50% survivor coverage with payments commencing immediately or at age 55 if later.

Normal Form of Benefit:

Single

Life annuity with no monthly payments guaranteed.

Married

Reduced 50% joint and survivorship annuity.

Optional Forms of Benefit:

- (1) Life annuity
- (2) Joint and survivorship 25%, 50%, 75%, and 100% annuity.
- (3) Period Certain (5, 10, 15, and 20 years) and life thereafter annuity.
- (4) Social Security Leveling Option to age 62.
- (5) Lump sum distribution.

Maximum Allowance:

The amount of allowance payable under the Plan will be limited to the extent necessary so that the allowance will not exceed the maximum amount permissible under ERISA.

Contributions:

Non-contributory.

SPRAGUE ELECTRIC COMPANY RETIREMENT INCOME GUARANTEE PLAN
EIN/PN: 06-1356481

ATTACHMENT TO 2011 SCHEDULE SB, PART V – SUMMARY OF PLAN PROVISIONS

**RETIREMENT PLAN FOR SALARIED EMPLOYEES OF
AMERICAN EMPIRE INSURANCE COMPANY**

Effective Date of Plan	April 1, 1965.
Termination Date	December 1, 1975.
Eligibility	See “Vested Benefits”. Only vested participants at December 1, 1975 are eligible for benefits. No further benefits will be earned.
Normal Retirement Date	First of the month following participant’s 65 th birthday.
Normal Retirement Benefit:	
Past Service	$\frac{3}{4}$ of 1% of the first \$4,800 of annual rate of compensation on December 31, 1964 plus 1-1/2% of annual rate of compensation on December 31, 1964 in excess of \$4,800, multiplied by the number of years and completed months of Past Service. Past Service is the period of service credited prior to January 1, 1965 but after the completion of eligibility requirements. Past Service Benefits are not to be less than amounts credited under Previous Plans for the same period of service from Employer contributions.
Future Service	1% of the first \$4,800 of annual compensation plus 2% of annual compensation in excess of \$4,800 for each year of Future Service. Future Service is Credited Service from date of membership in the Plan to the Normal or Early Retirement Date. The minimum pension as computed above, will be \$5.00 a month for each year of Credited Service to a maximum of 35 years.
Optional Forms of Payout	The member may elect prior to normal retirement an actuarially equivalent mode of payment as follows: a) 10 Years Certain and Life b) 100% or 50% Joint and Survivor

SPRAGUE ELECTRIC COMPANY RETIREMENT INCOME GUARANTEE PLAN
EIN/PN: 06-1356481

ATTACHMENT TO 2011 SCHEDULE SB, PART V – SUMMARY OF PLAN PROVISIONS

Early Retirement

A member who has attained age 55 and has completed at least 15 years of Continuous Service may retire either:

- i) immediately with his accrued pension at that date reduced 3/10 of 1% for each of the first 60 months that the Early Retirement date precedes the normal retirement date, and 5/10 of 1% for each of the next 60 months.
- ii) At normal retirement with the pension accrued to the date of such early retirement.

Vested Benefits

All benefits accrued to December 1, 1975

Death Benefits

If a married Member dies prior to actually retiring, the spouse will be entitled to receive a monthly pension calculated under the assumption that the Member had retired as of the day before his death and elected the Joint and One-half (50%) to Survivor form of payment. If death occurs prior to age 55, the calculation will be made and benefits will commence when the Member would have attained age 55.



BALANCED - B13F84228602

5500 Schedule Of Investments At End Of Year Plan

1/1/2011 - 12/31/2011

Sprague Electric Company
Retirement Income Guarantee Plan
EIN 06-1356481 Plan # 010
Schedule of Assets (Held at End of Year)
Year Ended December 31, 2011

Security ID	Security Description	Price	Shares/Par	Cost	Market Value	Unrealized Gain/Loss
U. S. GOVERNMENT SECURITIES						
36210VK42	GNMA POOL #0503515 7.000% 03/15/2029 DD 03/01/99	116.74	89,092.897	102,120.12	104,007.05	1,886.93
CORPORATE DEBT INSTRUMENTS						
084423AC6	WR BERKLEY CORP 8.700% 01/01/2022 DD 01/01/92	117.41	680,000.000	786,270.40	798,381.20	12,110.80
17315GAL2	CITIGROUP MTG 09-5 VAR RT 02/25/2037 DD 05/01/09	103.82	64,529.390	64,535.87	66,996.99	2,461.12
25157FAK0	DEUTSCHE MTG 05-WF1 144A 1A4 VAR RT 06/26/2035 DD 08/01/05	69.97	1,612,000.000	1,125,724.08	1,127,835.80	2,111.72
46632TAA3	JP MORGAN MORTGAGE TRUST VAR RT 07/27/2037 DD 07/01/08	76.00	3,519,130.710	2,479,227.64	2,674,539.34	195,311.70
69363VAB3	PSI NET US\$ SR NT 11.000% 08/01/2009 DD 07/23/99	0.00	429,152.100	0.00	0.00	0.00
86359AMH3	STRUCTURED ASSET SECURI AL1 B1 3.357% 04/25/2031 DD 01/01/03	80.78	490,499.120	294,049.25	396,239.90	102,190.65
TOTAL CORPORATE DEBT INSTRUMENTS				4,749,807.24	5,063,993.23	314,185.99
CORPORATE DEBT INSTRUMENTS- PREFERRED						
032165AD4	AMSOUTH BANCORP 6.750% 11/01/2025 DD 11/06/95	81.07	1,000,000.000	872,810.00	810,710.00	-62,100.00
07330TAA0	BCRR 2009-2A 1A1 6.500% 07/17/2040 DD 07/11/09	116.54	1,533,000.000	1,661,772.00	1,786,573.53	124,801.53
60687UAE7	MERRILL LYNCH/COUNTRYWIDE 2 A4 VAR RT 06/12/2046 DD 06/01/06	111.62	1,708,000.000	1,869,064.40	1,906,418.36	37,353.96
75970NAL1	RENAISSANCE MTG 2005-2 AF-4 VAR RT 08/25/2035 DD 06/01/05	76.87	255,000.000	215,788.65	196,015.95	-19,772.70
TOTAL CORPORATE DEBT INSTRUMENTS- PREFERRED				4,619,435.05	4,699,717.84	80,282.79
CORPORATE STOCK - COMMON						
00164V103	AMC NETWORKS INC	37.58	2,500.000	18,969.95	93,950.00	74,980.05
060505104	BANK OF AMERICA CORP	5.56	10,000.000	133,400.00	55,600.00	-77,800.00
124857202	CBS CORP	27.14	5,000.000	95,250.00	135,700.00	40,450.00
12686C109	CABLEVISION SYSTEMS CORP	14.22	10,000.000	319,430.05	142,200.00	-177,230.05
172967424	CITIGROUP INC	26.31	4,000.000	189,200.00	105,240.00	-83,960.00
20030N200	COMCAST CORP	23.56	15,000.000	312,150.00	353,400.00	41,250.00
313400301	FEDERAL HOME LOAN MORTGAGE COR	0.21	10,000.000	3,050.00	2,120.00	-930.00
320517105	FIRST HORIZON NATIONAL CORP	8.00	428.000	5,041.83	3,424.00	-1,617.83
369604103	GENERAL ELECTRIC CO	17.91	20,000.000	365,800.00	358,200.00	-7,600.00



5500 Schedule Of Investments At End Of Year Plan

BALANCED - B13F84228602

1/1/2011 - 12/31/2011

Sprague Electric Company
Retirement Income Guarantee Plan
EIN 06-1356481 Plan # 010
Schedule of Assets (Held at End of Year)
Year Ended December 31, 2011

Security ID	Security Description	Price	Shares/Par	Cost	Market Value	Unrealized Gain/Loss
527288104	LEUCADIA NATIONAL CORP	22.74	7,157.000	208,851.93	162,750.18	-46,101.75
55826P100	MADISON SQUARE GARDEN CO/THE	28.64	2,500.000	64,450.00	71,600.00	7,150.00
707991105	PENN CENTRAL COAL LEASE	1.00	4,787,939.580	4,787,939.58	4,787,939.58	0.00
849991104	SPRAGUE TECH COAL LEASE	1.00	3,956,700.070	3,966,287.04	3,956,700.07	-9,586.97
852061100	SPRINT NEXTEL CORP	2.34	10,000.000	42,300.00	23,400.00	-18,900.00
92769L101	VIRGIN MEDIA INC	21.38	20,000.000	544,800.00	427,600.00	-117,200.00
999F69740	HARRIS CIF SPL CAP LIQ	1.00	122.030	122.03	122.03	0.00
999F69757	HARRIS CIF CONV LIQUIDATING	1.00	250.480	250.48	250.48	0.00
TOTAL CORPORATE STOCK - COMMON				11,057,292.89	10,680,196.34	-377,096.55
COMMON/COLLECTIVE TRUST						
* S99990707	COLLECTIVE SHORT TERM INVT FD VAR RT 12/31/2049 DD 07/24/08	100.00	1,261,000.610	1,261,000.61	1,261,000.61	0.00
999F69716	CHASE BANK INTL SHORT TERM FUND	1.00	10,000.000	10,000.00	10,000.00	0.00
TOTAL COMMON/COLLECTIVE TRUST				1,271,000.61	1,271,000.61	0.00
GRAND TOTAL				21,799,655.91	21,818,915.07	0.00 C
						19,259.16 I
						19,259.16



ALLEGIANT ASSET MGMT - B13F84228902

5500 Schedule Of Investments At End Of Year Plan

1/1/2011 - 12/31/2011

Sprague Electric Company
Retirement Income Guarantee Plan
EIN 06-1356481 Plan # 010
Schedule of Assets (Held at End of Year)
Year Ended December 31, 2011

Security ID	Security Description	Price	Shares/Par	Cost	Market Value	Unrealized Gain/Loss
CORPORATE STOCK - COMMON						
G2554F113	COVIDIEN PLC	45.01	1,260.000	62,845.30	56,712.60	-6,132.70
002824100	ABBOTT LABORATORIES	56.23	770.000	42,078.73	43,297.10	1,218.37
025816109	AMERICAN EXPRESS CO	47.17	950.000	40,774.01	44,811.50	4,037.49
03073E105	AMERISOURCEBERGEN CORP	37.19	1,060.000	36,167.22	39,421.40	3,254.18
037833100	APPLE INC	405.00	589.000	189,987.85	238,545.00	48,557.15
071813109	BAXTER INTERNATIONAL INC	49.48	1,080.000	65,575.44	53,438.40	-12,137.04
099724106	BORGWARNER INC	63.74	660.000	47,757.61	42,068.40	-5,689.21
110122108	BRISTOL-MYERS SQUIBB CO	35.24	1,230.000	39,937.36	43,345.20	3,407.84
125269100	CF INDUSTRIES HOLDINGS INC	144.98	410.000	67,296.66	59,441.80	-7,854.86
150870103	CELANESE CORP	44.27	1,136.000	46,343.18	50,290.72	3,947.54
151020104	CELGENE CORP	67.60	1,110.000	65,635.57	75,036.00	9,400.43
169656105	CHIPOTLE MEXICAN GRILL INC	337.74	138.000	29,347.08	46,608.12	17,261.04
191216100	COCA-COLA CO/THE	69.97	1,890.000	125,589.89	132,243.30	6,653.41
19122T109	COCA-COLA ENTERPRISES INC	25.78	2,580.000	67,808.33	66,512.40	-1,295.93
20825C104	CONOCOPHILLIPS	72.87	970.000	65,284.40	70,683.90	5,399.50
228368106	CROWN HOLDINGS INC	33.58	1,600.000	60,011.34	53,728.00	-6,283.34
231021106	CUMMINS INC	88.02	578.000	63,585.79	50,875.56	-12,710.23
256746108	DOLLAR TREE INC	83.11	500.000	37,005.10	41,555.00	4,549.90
260003108	DOVER CORP	58.05	990.000	58,008.46	57,469.50	-538.96
263534109	EI DU PONT DE NEMOURS & CO	45.78	1,330.000	61,102.54	60,887.40	-215.14
268648102	EMC CORP/MASSACHUSETTS	21.54	2,440.000	57,268.55	52,557.60	-4,710.95
26884L109	EQT CORP	54.79	1,170.000	64,504.88	64,104.30	-400.58
278058102	EATON CORP	43.53	1,320.000	67,256.92	57,459.60	-9,797.32
278642103	EBAY INC	30.33	1,480.000	50,260.50	44,888.40	-5,372.10
30231G102	EXXON MOBIL CORP	84.76	2,680.000	199,814.82	227,156.80	27,341.98
349882100	FOSSIL INC	79.36	500.000	41,844.00	39,680.00	-2,164.00
38259P508	GOOGLE INC	645.90	240.000	137,677.67	155,016.00	17,338.33
427866108	HERSHEY CO/THE	61.78	1,290.000	60,823.49	79,696.20	18,872.71
437076102	HOME DEPOT INC	42.04	1,330.000	53,896.81	55,913.20	2,016.39



ALLEGIANT ASSET MGMT - B13F84228902

5500 Schedule Of Investments At End Of Year Plan

1/1/2011 - 12/31/2011

Sprague Electric Company
Retirement Income Guarantee Plan
EIN 06-1356481 Plan # 010
Schedule of Assets (Held at End of Year)
Year Ended December 31, 2011

Security ID	Security Description	Price	Shares/Par	Cost	Market Value	Unrealized Gain/Loss
45666Q102	INFORMATICA CORP	36.93	1,320.000	58,119.61	48,747.60	-9,372.01
458140100	INTEL CORP	24.25	2,421.000	51,985.53	58,709.25	6,723.72
459200101	INTERNATIONAL BUSINESS MACHINE	183.88	1,000.000	146,760.00	183,880.00	37,120.00
478160104	JOHNSON & JOHNSON	65.58	710.000	47,181.58	46,561.80	-619.78
481165108	JOY GLOBAL INC	74.97	650.000	56,916.65	48,730.50	-8,186.15
48242W106	KBR INC	27.87	2,300.000	74,285.30	64,101.00	-10,184.30
518439104	ESTEE LAUDER COS INC/THE	112.32	650.000	61,762.45	73,008.00	11,245.55
532716107	LTD BRANDS INC	40.35	1,390.000	40,490.98	56,086.50	15,595.52
55616P104	MACY'S INC	32.18	2,210.000	63,364.22	71,117.80	7,753.58
580135101	MCDONALD'S CORP	100.33	990.000	78,335.86	99,326.70	20,990.84
594918104	MICROSOFT CORP	25.96	5,400.000	150,714.01	140,184.00	-10,530.01
637071101	NATIONAL OILWELL VARCO INC	67.99	830.000	55,817.51	56,431.70	614.19
655844108	NORFOLK SOUTHERN CORP	72.86	970.000	68,476.18	70,674.20	2,198.02
67103H107	O'REILLY AUTOMOTIVE INC	79.95	840.000	51,314.12	67,158.00	15,843.88
68389X105	ORACLE CORP	25.65	1,520.000	47,916.54	38,988.00	-8,928.54
693656100	PVH CORP	70.49	710.000	50,182.38	50,047.90	-134.48
718172109	PHILIP MORRIS INTERNATIONAL IN	78.48	2,010.000	124,575.35	157,744.80	33,169.45
731068102	POLARIS INDUSTRIES INC	55.98	1,000.000	52,086.52	55,980.00	3,893.48
74460D109	PUBLIC STORAGE	134.46	370.000	37,525.41	49,750.20	12,224.79
747525103	QUALCOMM INC	54.70	1,970.000	100,862.79	107,759.00	6,896.21
756577102	RED HAT INC	41.29	1,430.000	63,495.45	59,044.70	-4,450.75
82481R106	SHIRE PLC ADR	103.90	460.000	38,045.87	47,794.00	9,748.13
828806109	SIMON PROPERTY GROUP INC	128.94	300.000	33,854.37	38,682.00	4,827.63
913017109	UNITED TECHNOLOGIES CORP	73.09	1,160.000	89,440.04	84,784.40	-4,655.64
91324P102	UNITEDHEALTH GROUP INC	50.68	970.000	35,026.70	49,159.60	14,132.90
913903100	UNIVERSAL HEALTH SERVICES INC	38.86	770.000	42,351.47	29,922.20	-12,429.27
92343V104	VERIZON COMMUNICATIONS INC	40.12	1,060.000	37,033.64	42,527.20	5,493.56
92826C839	VISA INC	101.53	510.000	35,893.79	51,780.30	15,886.51
966837106	WHOLE FOODS MARKET INC	69.58	680.000	41,665.37	47,314.40	5,649.03
98310W108	WYNDHAM WORLDWIDE CORP	37.83	1,560.000	46,737.60	59,014.80	12,277.20



ALLEGIANT ASSET MGMT - B13F84228902

5500 Schedule Of Investments At End Of Year Plan

1/1/2011 - 12/31/2011

Sprague Electric Company
Retirement Income Guarantee Plan
EIN 06-1356481 Plan # 010
Schedule of Assets (Held at End of Year)
Year Ended December 31, 2011

Security ID	Security Description	Price	Shares/Par	Cost	Market Value	Unrealized Gain/Loss
TOTAL CORPORATE STOCK - COMMON				3,887,706.79	4,158,453.95	270,747.16
COMMON/COLLECTIVE TRUST						
*	S99990707 COLLECTIVE SHORT TERM INVT FD VAR RT 12/31/2049 DD 07/24/08	1.00	57,200.710	57,200.71	57,200.71	0.00
GRAND TOTAL				3,944,907.50	4,215,654.66	0.00 C
						270,747.16 I
						270,747.16



ALLEGIANT ASSET MGMT - B13F84229002

5500 Schedule Of Investments At End Of Year Plan

1/1/2011 - 12/31/2011

Sprague Electric Company
Retirement Income Guarantee Plan
EIN 06-1356481 Plan # 010
Schedule of Assets (Held at End of Year)
Year Ended December 31, 2011

Security ID	Security Description	Price	Shares/Par	Cost	Market Value	Unrealized Gain/Loss
CORPORATE STOCK - COMMON						
G54050102	LAZARD LTD SHS -A-	26.11	2,616.000	70,010.12	68,303.76	-1,706.36
G6359F103	NABORS INDUSTRIES LTD SHS	17.34	2,710.000	62,556.45	46,991.40	-15,565.05
G6852T105	PARTNERRE HLDGS LTD BERMUDA COM	64.21	884.000	61,562.41	56,761.64	-4,800.77
H27013103	WEATHERFORD INTERNATIONAL LTD REG	14.64	2,725.000	52,544.30	39,894.00	-12,650.30
H5833N103	NOBLE CORPORATION BAAR NAMEN-AKT CHF3.28	30.22	1,435.000	51,901.31	43,365.70	-8,535.61
H8817H100	TRANSOCEAN LTD ZUG NAMEN-AKT	38.39	589.000	27,304.20	22,611.71	-4,692.49
00206R102	AT&T INC	30.24	2,286.000	67,167.12	69,128.64	1,961.52
020002101	ALLSTATE CORP/THE	27.41	2,383.000	73,871.25	65,318.03	-8,553.22
037411105	APACHE CORP	90.58	1,345.000	138,690.51	121,830.10	-16,860.41
05615F102	BABCOCK & WILCOX CO/THE	24.14	2,956.000	76,777.63	71,357.84	-5,419.79
126650100	CVS CAREMARK CORP	40.78	2,718.000	94,445.73	110,840.04	16,394.31
166764100	CHEVRON CORP	106.40	1,241.000	113,241.27	132,042.40	18,801.13
171232101	CHUBB CORP	69.22	1,328.000	79,201.92	91,924.16	12,722.24
17275R102	CISCO SYSTEMS INC	18.08	8,950.000	153,274.75	161,816.00	8,541.25
235851102	DANAHER CORP	47.04	781.000	33,869.95	36,738.24	2,868.29
254709108	DISCOVER FINANCIAL SERVICES	24.00	860.000	15,935.81	20,640.00	4,704.19
281020107	EDISON INTERNATIONAL	41.40	905.000	32,910.33	37,467.00	4,556.67
29266R108	ENERGIZER HOLDINGS INC	77.48	825.000	59,486.02	63,921.00	4,434.98
30161N101	EXELON CORP	43.37	2,251.000	93,503.17	97,625.87	4,122.70
369550108	GENERAL DYNAMICS CORP	66.41	1,421.000	106,009.75	94,368.61	-11,641.14
370334104	GENERAL MILLS INC	40.41	1,325.000	47,589.83	53,543.25	5,953.42
428236103	HEWLETT-PACKARD CO	25.76	2,063.000	51,062.10	53,142.88	2,080.78
436106108	HOLLYFRONTIER CORP	23.40	1,146.000	40,946.62	26,816.40	-14,130.22
452308109	ILLINOIS TOOL WORKS INC	46.71	1,375.000	71,333.75	64,226.25	-7,107.50
46625H100	JPMORGAN CHASE & CO	33.25	2,403.000	101,935.28	79,899.75	-22,035.53
478160104	JOHNSON & JOHNSON	65.58	2,330.000	141,972.63	152,801.40	10,828.77
534187109	LINCOLN NATIONAL CORP	19.42	2,736.000	77,489.48	53,133.12	-24,356.36
548661107	LOWE'S COS INC	25.38	3,410.000	84,345.55	86,545.80	2,200.25
57636Q104	MASTERCARD INC	372.82	175.000	39,918.13	65,243.50	25,325.37



5500 Schedule Of Investments At End Of Year Plan

ALLEGIANT ASSET MGMT - B13F84229002

1/1/2011 - 12/31/2011

Sprague Electric Company
Retirement Income Guarantee Plan
EIN 06-1356481 Plan # 010
Schedule of Assets (Held at End of Year)
Year Ended December 31, 2011

Security ID	Security Description	Price	Shares/Par	Cost	Market Value	Unrealized Gain/Loss
58933Y105	MERCK & CO INC	37.70	4,860.000	168,974.39	183,222.00	14,247.61
594918104	MICROSOFT CORP	25.96	4,200.000	113,075.75	109,032.00	-4,043.75
629377508	NRG ENERGY INC	18.12	1,136.000	22,197.44	20,584.32	-1,613.12
65339F101	NEXTERA ENERGY INC	60.88	945.000	49,130.54	57,531.60	8,401.06
665859104	NORTHERN TRUST CORP	39.66	1,595.000	86,359.50	63,257.70	-23,101.80
688239201	OSHKOSH CORP	21.38	3,073.000	90,499.17	65,700.74	-24,798.43
713448108	PEPSICO INC/NC	66.35	534.000	33,918.47	35,430.90	1,512.43
717081103	PFIZER INC	21.64	8,215.000	144,773.16	177,772.60	32,999.44
742718109	PROCTER & GAMBLE CO/THE	66.71	1,995.000	126,491.73	133,086.45	6,594.72
790849103	ST JUDE MEDICAL INC	34.30	1,754.000	64,800.02	60,162.20	-4,637.82
826552101	SIGMA-ALDRICH CORP	62.46	281.000	16,489.61	17,551.26	1,061.65
832696405	JM SMUCKER CO/THE	78.17	326.000	24,208.56	25,483.42	1,274.86
835495102	SONOCO PRODUCTS CO	32.96	591.000	18,005.53	19,479.36	1,473.83
87612E106	TARGET CORP	51.22	2,955.000	152,393.63	151,355.10	-1,038.53
88732J207	TIME WARNER CABLE INC	63.57	813.000	53,682.40	51,682.41	-1,999.99
89417E109	TRAVELERS COS INC/THE	59.17	1,299.000	73,064.85	76,861.83	3,796.98
91324P102	UNITEDHEALTH GROUP INC	50.68	1,095.000	39,540.46	55,494.60	15,954.14
931142103	WAL-MART STORES INC	59.76	1,760.000	94,440.72	105,177.60	10,736.88
949746101	WELLS FARGO & CO	27.56	1,647.000	51,040.54	45,391.32	-5,649.22
TOTAL CORPORATE STOCK - COMMON				3,543,943.84	3,542,555.90	-1,387.94
COMMON/COLLECTIVE TRUST						
* S99990707	COLLECTIVE SHORT TERM INVT FD VAR RT 12/31/2049 DD 07/24/08	100.00	206,704.490	206,704.49	206,704.49	0.00
GRAND TOTAL				3,750,648.33	3,749,260.39	0.00 C
						-1,387.94 I
						-1,387.94

* Indicates party-in-interest.

Total Market Value \$29,783,830

Sprague Electric Company
Retirement Income Guarantee Plan
EIN 06-1356481 Plan # 010
Schedule of Reportable Transactions
Year Ended December 31, 2011

<u>(a)</u>	<u>(b)</u>	<u>(c)</u>	<u>(d)</u>	<u>(g)</u>	<u>(h)</u>	<u>(i)</u>
<u>Party Involved</u>	<u>Description of Asset</u>	<u>Purchase Price</u>	<u>Selling Price</u>	<u>Cost of Asset</u>	<u>Current value of Asset</u>	<u>Gain or (Loss)</u>

Category (III) - a series of transactions in the same security in excess of 5%

Market	Collective Short-Term Investment Fund					
	Purchases	\$ 6,923,842	-	\$ 6,923,842	\$ 6,923,842	-
	Sales	-	\$ 6,810,012	\$ 6,810,012	\$ 6,810,012	-