

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>SGC ASSOCIATES' PENSION PLAN</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>050</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>07/01/1972</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>050</u>	1c Effective date of plan <u>07/01/1972</u>	
1b Three-digit plan number (PN) ▶	<u>050</u>				
1c Effective date of plan <u>07/01/1972</u>					
2a Plan sponsor's name and address, including room or suite number (Employer, if for single-employer plan) <u>SAFELITE GROUP, INC.</u> <u>2400 FARMERS DRIVE</u> <u>COLUMBUS, OH 43235-2762</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>31-1725961</u></td> </tr> <tr> <td>2c Sponsor's telephone number <u>614-210-9000</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>339900</u></td> </tr> </table>	2b Employer Identification Number (EIN) <u>31-1725961</u>	2c Sponsor's telephone number <u>614-210-9000</u>	2d Business code (see instructions) <u>339900</u>	
2b Employer Identification Number (EIN) <u>31-1725961</u>					
2c Sponsor's telephone number <u>614-210-9000</u>					
2d Business code (see instructions) <u>339900</u>					

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/15/2012	STEVEN MIGGO
	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") SAFELITE GROUP, INC. 2400 FARMERS DRIVE COLUMBUS, OH 43235-2762	3b Administrator's EIN 31-1725961 3c Administrator's telephone number 614-210-9000
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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	4804
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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	319
b Retired or separated participants receiving benefits.....	6b	1138
c Other retired or separated participants entitled to future benefits.....	6c	3139
d Subtotal. Add lines 6a , 6b , and 6c	6d	4596
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	137
f Total. Add lines 6d and 6e	6f	4733
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:

1A 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)	9b Plan benefit arrangement (check all that apply)
(1) ☐ Insurance	(1) ☐ Insurance
(2) ☐ Code section 412(e)(3) insurance contracts	(2) ☐ Code section 412(e)(3) insurance contracts
(3) ☒ Trust	(3) ☒ Trust
(4) ☐ General assets of the sponsor	(4) ☐ General assets of the sponsor

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

a Pension Schedules

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

b General Schedules

- (1)** ☒ **H** (Financial Information)
- (2)** ☐ **I** (Financial Information – Small Plan)
- (3)** ☐ **0** **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>SGC ASSOCIATES' PENSION PLAN</u>	B Three-digit plan number (PN) ▶ <u>050</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF <u>SAFELITE GROUP, INC.</u>	D Employer Identification Number (EIN) <u>31-1725961</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>64519402</u>
b	Actuarial value 2b <u>59316757</u>
3	Funding target/participant count breakdown:
	(1) Number of participants (2) Funding Target
a	For retired participants and beneficiaries receiving payment 3a <u>1257</u> <u>37377844</u>
b	For terminated vested participants 3b <u>3168</u> <u>31997062</u>
c	For active participants:
(1)	Non-vested benefits 3c(1) <u>0</u>
(2)	Vested benefits 3c(2) <u>4768734</u>
(3)	Total active 3c(3) <u>379</u> <u>4768734</u>
d	Total 3d <u>4804</u> <u>74143640</u>
4	If the plan is in at-risk status, check the box and complete lines (a) and (b) ☐
a	Funding target disregarding prescribed at-risk assumptions 4a
b	Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor 4b
5	Effective interest rate 5 <u>6.23 %</u>
6	Target normal cost 6 <u>500000</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>09/28/2012</u>
Signature of actuary	Date
<u>FREDERIK N. HEIDORN, A.S.A.</u>	<u>11-00375</u>
Type or print name of actuary	Most recent enrollment number
<u>AON CONSULTING, INC.</u>	<u>213-630-2900</u>
Firm name	Telephone number (including area code)
<u>707 WILSHIRE BLVD, SUITE 2500</u> <u>LOS ANGELES, CA 90017</u>	
Address of the firm	

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

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

Schedule SB (Form 5500) 2011
v.012611

Part II		Beginning of year carryover and prefunding balances	
		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	0	0
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	0
9	Amount remaining (line 7 minus line 8)	0	0
10	Interest on line 9 using prior year's actual return of <u>12.21</u> %	0	0
11	Prior year's excess contributions to be added to prefunding balance:		
a	Present value of excess contributions (line 38 from prior year)		4725926
b	Interest on (a) using prior year's effective rate of <u>6.65</u> % except as otherwise provided (see instructions)		314274
c	Total available at beginning of current plan year to add to prefunding balance		5040200
d	Portion of (c) to be added to prefunding balance		0
12	Other reductions in balances due to elections or deemed elections	0	0
13	Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	0	0

Part III		Funding percentages	
14	Funding target attainment percentage	14	80.00 %
15	Adjusted funding target attainment percentage	15	80.00 %
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	80.04 %
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV		Contributions and liquidity shortfalls			
18 Contributions made to the plan for the plan year by employer(s) and employees:					
(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
04/14/2011	826813	0			
07/14/2011	826813	0			
10/24/2011	826813	0			
01/13/2012	826813	0			
09/10/2012	1457000	0			
			Totals ▶	18(b)	4764252
				18(c)	0

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:	
a Contributions allocated toward unpaid minimum required contributions from prior years	19a 0
b Contributions made to avoid restrictions adjusted to valuation date	19b 0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c 4491942
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 62
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute				

Part VI Miscellaneous items

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

Part VII Reconciliation of unpaid minimum required contributions for prior years

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

Part VIII Minimum required contribution for current year

31 Target normal cost and excess assets (see instructions):			
a Target normal cost (line 6)	31a	500000	
b Excess assets, if applicable, but not greater than 31a	31b	0	
32 Amortization installments:	Outstanding Balance	Installment	
a Net shortfall amortization installment	64519402	3236080	
b Waiver amortization installment	0	0	
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33		
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)...	34	3736080	
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement.....	0	0	0
36 Additional cash requirement (line 34 minus line 35)	36	3736080	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	37	4491942	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	755862	
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 SGC ASSOCIATES' PENSION PLAN	B Three-digit plan number (PN) ▶	050
C Plan sponsor's name as shown on line 2a of Form 5500 SAFELITE GROUP, INC.	D Employer Identification Number (EIN) 31-1725961	

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
SOUTHEASTERN ASSET MANAGEMENT INC
62-0951781

(b) Enter name and EIN or address of person who provided you disclosure on eligible indirect compensation
LOOMIS SAYLES & COMPANY LP
04-3200030

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
MERIDIAN CAPITAL PARTNERS INC
59-3414456

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
PIMCO FUNDS
95-2632339

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

DODGE & COX FUNDS

94-6067274

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

ARCHSTONE PARTNERS LP

13-3593687

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

(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)

AON CONSULTING INC.

13-9744321

(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 50	ACTUARIAL	163000	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

COHEN & STEERS CAPITAL MANAGEMENT

13-3353336

(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 51	INVESTMENT MANAGEMENT	117622	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

MORGAN KEEGAN & COMPANY INC

64-0474907

(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 33 51 71	INVESTMENT MANAGEMENT	105833	Yes ☒ No ☐	Yes ☐ No ☒	7969	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)

JP MORGAN CHASE BANK NA

13-4994650

(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?
19 33 50 71	TRUSTEE/CUSTODIAL	103954	Yes ☒ No ☐	Yes ☐ No ☒	1772	Yes ☐ No ☒

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

WESTFIELD CAPITAL MANAGEMENT CO LP

80-0175963

(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 51	INVESTMENT MANAGEMENT	75180	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

REA & ASSOCIATES, INC.

34-1310124

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
10 50	ACCOUNTING	10500	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)

ATESSA BENEFITS, INC.

02-0429408

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
16 50	CONSULTING	7959	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

BARCLAYS CAPITAL INC/LE

06-1031656

(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?
33 71	SECURITIES BROKER	0	Yes ☒ No ☐	Yes ☐ No ☒	1588	Yes ☐ No ☒

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

LIQUIDNET INC

13-4092641

(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?
33 71	SECURITIES BROKER	0	Yes ☒ No ☐	Yes ☐ No ☒	1430	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)

INVESTMENT TECHNOLOGY GROUP

13-3757717

(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?
33 71	SECURITIES BROKER	0	Yes ☒ No ☐	Yes ☐ No ☒	1135	Yes ☐ No ☒

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

ISI GROUP INC

13-3599877

(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?
33 71	SECURITIES BROKER	0	Yes ☒ No ☐	Yes ☐ No ☒	1067	Yes ☐ No ☒

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

CITIGROUP GLOBAL MARKETS INC

11-2418067

(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?
33 71	SECURITIES BROKER	0	Yes ☒ No ☐	Yes ☐ No ☒	1039	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)

DEUTSCHE BANK SECURITIES INC

13-6043638

(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?
33 71	SECURITIES BROKER	0	Yes ☒ No ☐	Yes ☐ No ☒	1014	Yes ☐ No ☒

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

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

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

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

Part I Service Provider Information (continued)

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

a Name:	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 SGC ASSOCIATES' PENSION PLAN	B Three-digit plan number (PN)	050
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C Plan or DFE sponsor's name as shown on line 2a of Form 5500 SAFELITE GROUP, INC.	D Employer Identification Number (EIN) 31-1725961
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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)
--------	--

a Name of MTIA, CCT, PSA, or 103-12 IE:	INTECH INSTL LARGE CAP GROWTH FUND
--	------------------------------------

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

c EIN-PN	56-6593356-013	d Entity code	C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	0
-----------------	----------------	----------------------	---	---	---

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:	
--	--

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 01/01/2011 and ending 12/31/2011		
A Name of plan SGC ASSOCIATES' PENSION PLAN	B Three-digit plan number (PN) ►	050
C Plan sponsor's name as shown on line 2a of Form 5500 SAFELITE GROUP, INC.	D Employer Identification Number (EIN) 31-1725961	

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	6743161	2283813
(2) Participant contributions	1b(2)		
(3) Other.....	1b(3)	27148	34930
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	3413021	8423657
(2) U.S. Government securities.....	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other.....	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	223564	239556
(B) Common	1c(4)(B)	23315830	22354078
(5) Partnership/joint venture interests	1c(5)	3973332	3512528
(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)	0	0
(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)	18993923	20016202
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)	8147175	6480615

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	64837154	63345379

Liabilities

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

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	64837154	63345379
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Part II Income and Expense Statement

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

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	4764252	
(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)		4764252
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	538	
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		538
(2) Dividends: (A) Preferred stock	2b(2)(A)	8715	
(B) Common stock	2b(2)(B)	472796	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	854832	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		1336343
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	15199620	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	16141697	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		-942077

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate.....	2b(5)(A)		
(B) Other	2b(5)(B)	-1801341	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B).....	2b(5)(C)		-1801341
(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)		117647
c Other income.....	2c		250309
d Total income. Add all income amounts in column (b) and enter total.....	2d		3725671

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	4378455	
(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)		4378455
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)	173500	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)	298635	
(4) Other	2i(4)	366856	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		838991
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		5217446

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		-1491775
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: REA & ASSOCIATES, INC.

(2) EIN: 34-1310124

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.).....			
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>SGC ASSOCIATES' PENSION PLAN</u>	B Three-digit plan number (PN) ▶ <u>050</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>SAFELITE GROUP, INC.</u>	D Employer Identification Number (EIN) <u>31-1725961</u>

Part I	Distributions
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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>32-6243920</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>20</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)
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4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?.....	☐ Yes	☒ No	☐ N/A
If the plan is a defined benefit plan, go to line 8.			
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____ If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.			
6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived)	6a		
b Enter the amount contributed by the employer to the plan for this plan year	6b		
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount).....	6c		
If you completed line 6c, skip lines 8 and 9.			
7 Will the minimum funding amount reported on line 6c be met by the funding deadline?	☐ Yes	☐ No	☐ N/A
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?.....	☐ Yes	☒ No	☐ N/A

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

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

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

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

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

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

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

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

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

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

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

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

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

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

- a** Enter the percentage of plan assets held as:

Stock: 45.0% Investment-Grade Debt: 6.0% High-Yield Debt: 0.0% Real Estate: 0.0% Other: 49.0%

- b** Provide the average duration of the combined investment-grade and high-yield debt:

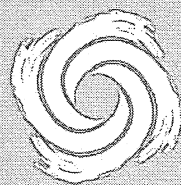
☒ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

- c** What duration measure was used to calculate item 19(b)?

☒ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):

**SGC ASSOCIATES'
PENSION PLAN**

*Financial Statements as of December 31,
2011 and 2010 and for the Year Ended
December 31, 2011 and Supplemental
Schedules as of and for the Year Ended
December 31, 2011*



Rea & associates

www.reacpa.com

SGC ASSOCIATES' PENSION PLAN

TABLE OF CONTENTS

	Page
INDEPENDENT AUDITOR'S REPORT	1
FINANCIAL STATEMENTS:	
Statements of Net Assets Available for Benefits as of December 31, 2011 and 2010	2
Statement of Changes in Net Assets Available for Benefits for the Year Ended December 31, 2011	3
Notes to Financial Statements	4 - 12
SUPPLEMENTAL SCHEDULES:	
Form 5500, Schedule H, Part IV, line 4i - Schedule of Assets (Held at End of Plan Year) as of December 31, 2011	13 - 15
Form 5500, Schedule H, Part IV, line 4j - Schedule of Reportable Transactions for the Year Ended December 31, 2011	16
NOTE: All other schedules required by Section 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted because they are not applicable.	



Rea & associates *a brighter way*

October 15, 2012

To the Plan Administrator of the
SGC Associates' Pension Plan

INDEPENDENT AUDITOR'S REPORT

We have audited the accompanying statements of net assets available for benefits of SGC Associates' Pension Plan as of December 31, 2011 and 2010, and the related statement of changes in net assets available for benefits for the year ended December 31, 2011, and the supplemental schedules as of and for the year ended December 31, 2011. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the SGC Associates' Pension Plan as of December 31, 2011 and 2010, and the changes in net assets available for benefits for the year ended December 31, 2011, in conformity with accounting principles generally accepted in the United States of America.

Our audits were conducted for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedules of assets held and reportable transactions are presented for the purpose of additional analysis and are not a required part of the financial statements but are supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Such information is the responsibility of the Plan's management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to auditing procedures applied in the audits of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the financial statements as a whole.

Rea & Associates, Inc.

Rea & Associates, Inc.
Dublin, Ohio

SGC ASSOCIATES' PENSION PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS AS OF DECEMBER 31, 2011 AND 2010

	2011	2010
ASSETS:		
Cash and cash equivalents	\$ 8,423,657	\$ 3,413,021
Investments - at fair value as determined by quoted market price:		
Common and preferred stocks	22,593,634	23,539,394
Mutual funds	20,016,202	18,993,923
Foreign equities	6,480,615	8,147,175
Total investments - at fair value as determined by quoted market price	49,090,451	50,680,492
Investments - at estimated fair value:		
Limited partnerships	3,512,528	3,973,332
Total investments - at estimated fair value	3,512,528	3,973,332
Total investments	52,602,979	54,653,824
Contribution receivable	2,283,813	6,743,161
Accrued interest and dividend income	34,930	27,148
Total assets	63,345,379	64,837,154
NET ASSETS AVAILABLE FOR BENEFITS	\$ 63,345,379	\$ 64,837,154

The accompanying notes are an integral part of these financial statements.

SGC ASSOCIATES' PENSION PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS FOR THE YEAR ENDED DECEMBER 31, 2011

	2011
ADDITIONS TO NET ASSETS ATTRIBUTED TO:	
Interest and dividend income	\$ 1,336,881
Contributions	4,764,252
Net (depreciation) appreciation in fair value of investments:	
Common and preferred stocks	(1,382,245)
Common trust and mutual funds	117,647
Foreign equities	<u>(1,361,173)</u>
Total net depreciation in fair value of investments	(2,625,771)
Other	<u>250,309</u>
Total additions	3,725,671
DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO:	
Benefits paid to participants	4,378,455
Administrative expenses	584,226
Insurance premiums	<u>254,765</u>
Total deductions	<u>5,217,446</u>
DECREASE IN NET ASSETS	(1,491,775)
NET ASSETS AVAILABLE FOR BENEFITS:	
Beginning of year	<u>64,837,154</u>
End of year	<u>\$ 63,345,379</u>

The accompanying notes are an integral part of these financial statements.

SGC ASSOCIATES' PENSION PLAN

NOTES TO FINANCIAL STATEMENTS

AS OF DECEMBER 31, 2011 AND 2010 AND FOR THE YEAR ENDED DECEMBER 31, 2011

1. DESCRIPTION OF THE PLAN

The following brief description of the SGC Associates' Pension Plan, formerly known as the Lear Siegler Diversified Holdings Corp. Pension Plan, (the "Plan") is provided for general information purposes. Participants should refer to the Plan Document for more complete information.

General - The Plan sponsor, Safelite Group, Inc., is hereinafter referred to as the "Company". This plan was merged with the Safelite Glass Corp. Associates' Pension Plan as of January 1, 2003. Upon the merger, the Plan's name was changed from the Lear Siegler Diversified Holdings Corp. Pension Plan to SGC Associates' Pension Plan. The Company maintains the Plan for certain former employees of Lear Siegler and all persons regularly employed by the Company as of June 30, 1992 (excluding certain collective bargaining employees to whom the Plan has not been extended).

The Plan is a noncontributory defined benefit plan subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

The Plan covers all employees who were participating in the Lear Siegler Diversified Holdings Corp. Pension Plan on June 30, 1976, and all persons regularly employed by the Company as of June 30, 1992. The Plan covers all employees and employees of participating divisions, including part-time employees, except employees who were members of a collective bargaining unit.

The normal retirement age for Plan participants is 65. Participants may elect reduced pension benefits with payments commencing at age 55 provided the individual has five or more years of service.

The normal pension benefit is a monthly payment, which is based upon fixed dollar amounts or a percentage of average compensation times the years of credited service as stated in the Plan agreement. A joint and survivor option is available to Plan participants.

Death and Disability Benefits - The beneficiary of an active employee whose employment is terminated as a result of death is entitled to receive a benefit in the form of either (1) joint and survivor annuity payment or (2) a lump-sum payment which is equal to the greater of two times average pay or two times the participant's prior year's compensation, subject to certain limitations.

If, after completion of ten years of service, an active employee becomes totally disabled and the condition continues for a period of five months, the participant will receive annual disability benefits that are equal to their accrued retirement pension determined as of the date of disability. Payments of such benefits commence after a determination date of disability has been made by the plan administrator.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation - The accounts of the Plan are maintained by JPMorgan Chase Bank, N.A., (the "trustee") on the basis of cash receipts and disbursements, except for investments and related transactions, which are recorded on an accrual basis. The financial statements, contained herein, include all material adjustments to report the financial statements on the accrual basis of accounting.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Use of Estimates - The preparation of 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 amount of assets, liabilities, and changes therein, disclosure of contingent assets and liabilities, and the actuarial present value of accumulated plan benefits at the date of the financial statements. Actual results could differ from those estimates.

Investment Valuation and Income Recognition - The Plan's assets are held by the trustee. Trust assets are comprised solely of assets of the Plan. The trustee performs the custodial functions for the Plan. The trustee has no investment discretion over Plan assets, but is directed by the investment managers and the Plan's sponsor with respect to the investment of the Plan's assets. 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 Note 6 for discussion of fair value measurements.

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

Payment of Benefits - Benefit payments to participants are recorded when paid.

Party-in-Interest - Certain Plan investments are shares of cash equivalents and common stocks managed by affiliates of JPMorgan Chase Bank, N.A. Transactions in such investments are party-in-interest transactions.

Administrative Expenses - Certain investment expenses, accounting fees and other administrative fees are paid by the Plan. Other services are provided by the Company at no charge to the Plan.

Subsequent Events - Subsequent events have been evaluated through October 15, 2012, which is the date the financial statements were available to be issued.

3. FUNDING POLICY

The Company contributes amounts, as necessary on an actuarial basis, to provide the Plan with assets sufficient to meet the benefits to be paid to Plan participants. This is accomplished by funding the Plan's past service cost over periods of ten to thirty years. The Company contributed \$4,764,252 for the year ending December 31, 2011. Of that total, \$2,283,813 was paid within the first eight and one-half months of the year ending December 31, 2012. Based on IRS guidelines, payments made within eight and one-half months after the end of the year may be reclassified to the previous fiscal year of the Plan. As such, the contribution has been recorded on both the statement of net assets available for benefits as of December 31, 2011 and the statement of changes in net assets available for benefits for the year ended December 31, 2011. The Company met the minimum funding requirements of ERISA for the years ended December 31, 2011 and 2010.

4. PRESENT VALUE OF ACCUMULATED PLAN BENEFITS

Accumulated plan benefits are those estimated future periodic payments, including lump-sum distributions, that are attributable under the Plan's provisions to the service employees have rendered. Accumulated plan benefits include benefits expected to be paid to: (a) retired or terminated employees or their beneficiaries and (b) beneficiaries of employees who have died.

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

The significant actuarial assumptions used in the valuations as of January 1, 2011 and 2010 were: (a) mortality rates according to the Mandated Annuitant and Non-Annuitant Funding Tables for 2011 and the IRS Mandated Mortality Table for 2010, respectively (b) normal retirement age of 65 for 2011 and 2010, and (c) investment return rates of 7.25% for 2011 and 2010, compounded annually.

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

4. PRESENT VALUE OF ACCUMULATED PLAN BENEFITS (continued)

The present value of accumulated plan benefits (all benefits are vested) has been determined as of January 1 by the Plan's actuary as follows:

	January 1, 2011	January 1, 2010
Present value of accumulated plan benefits (vested):		
Retired participants and beneficiaries	\$ 33,174,854	\$ 33,145,559
Vested terminations	29,555,637	29,348,279
Actives	<u>-</u>	<u>-</u>
Total present value of accumulated plan benefits (vested)	<u>\$ 62,730,491</u>	<u>\$ 62,493,838</u>

The following table is a reconciliation of the present value of accumulated plan benefits from January 1, 2010 to January 1, 2011:

Present value of accumulated plan benefits, January 1, 2010	\$ 62,493,838
Changes due to:	
Benefit payments	\$ (4,014,845)
Interest	4,387,812
Other - including benefits accumulated and actuarial gain or loss	<u>(136,314)</u>
Total Changes	<u>236,653</u>
Present value of accumulated plan benefits, January 1, 2011	<u>\$ 62,730,491</u>

5. INVESTMENTS

The Plan's investments, at fair value, which exceeded 5% of net assets available for benefits, are as follows as of December 31:

	2011	2010
Loomis Sayles Investment Fund	\$ 11,034,917	\$ 12,360,076
Dodge & Cox FDS	4,450,981	5,296,892
Prudential Finl. Inc.	3,912,217	4,518,145
Northern Lts FD TR	3,752,541	3,537,140

6. FAIR VALUE MEASUREMENTS

Accounting Standards establish a framework for measuring fair value by providing 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 inputs") and the lowest priority to unobservable inputs ("Level 3 inputs"). The three levels of the fair value hierarchy are described below:

- Level 1 - quoted in active markets for identical assets
- Level 2 - other significant inputs (including quoted prices of similar securities, interest rates, prepayments speeds, credit risk, etc.)
- Level 3 - significant unobservable inputs (which may include the Plan's own assumptions in determining fair value of investments).

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

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

Mutual funds: Valued at the net asset value ("NAV") of shares held by the plan at year end.

Common collective trusts: Valued at unit price as determined by the custodian at year end.

Common stocks, preferred stocks and foreign equities: Valued at the closing price reported on the active market on which the individual securities are traded.

Limited partnerships: Value based on the proportional share of the partnerships' fair value as recorded in the partnerships' audited financial statements.

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

6. FAIR VALUE MEASUREMENTS (continued)

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

Assets at Fair Value as of December 31, 2011

	Level 1	Level 2	Level 3	Total
Mutual funds:				
Bond fund	\$ 13,111,607	\$ -	\$ -	\$ 13,111,607
Value funds	6,904,595	-	-	6,904,595
Total mutual funds	20,016,202	-	-	20,016,202
Common & preferred stocks:				
Financials	\$ 6,651,484	-	-	6,651,484
Information Technology	3,979,734	-	-	3,979,734
Consumer	3,442,165	-	-	3,442,165
Energy	2,354,972	-	-	2,354,972
Health Care	2,234,311	-	-	2,234,311
Industrials	1,721,147	-	-	1,721,147
Consumer Staples	877,726	-	-	877,726
Utilities	482,044	-	-	482,044
Materials	443,646	-	-	443,646
Telecommunication Services	303,084	-	-	303,084
Other	103,321	-	-	103,321
Total common & preferred stocks	22,593,634	-	-	22,593,634
Foreign equities:				
Large Value Blend	4,450,981	-	-	4,450,981
Energy	537,930	-	-	537,930
Health Care	463,515	-	-	463,515
Consumer	270,918	-	-	270,918
Telecommunications Services	259,554	-	-	259,554
Information Technology	194,102	-	-	194,102
Agriculture	182,758	-	-	182,758
Financials	52,367	-	-	52,367
Materials	42,378	-	-	42,378
Other	26,112	-	-	26,112
Total foreign equities	6,480,615	-	-	6,480,615
Limited partnerships:				
Blend fund	-	-	2,418,708	2,418,708
Index funds	-	-	1,093,820	1,093,820
Total limited partnerships	-	-	3,512,528	3,512,528
Total assets at fair value	\$ 49,090,451	\$ -	\$ 3,512,528	\$ 52,602,979

6. FAIR VALUE MEASUREMENTS (continued)

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

Assets at Fair Value as of December 31, 2010

	Level 1	Level 2	Level 3	Total
Mutual funds:				
Bond fund	\$ 12,360,076	\$ -	\$ -	\$ 12,360,076
Value funds	6,633,847	-	-	6,633,847
Total mutual funds	18,993,923	-	-	18,993,923
Common & preferred stocks:				
Financials	\$ 7,108,788	-	-	7,108,788
Information Technology	3,559,491	-	-	3,559,491
Industrials	3,408,387	-	-	3,408,387
Consumer	2,959,898	-	-	2,959,898
Energy	2,227,150	-	-	2,227,150
Health Care	1,758,190	-	-	1,758,190
Consumer Staples	971,277	-	-	971,277
Utilities	736,086	-	-	736,086
Materials	393,122	-	-	393,122
Telecommunication Services	309,800	-	-	309,800
Other	107,205	-	-	107,205
Total common & preferred stocks	23,539,394	-	-	23,539,394
Foreign equities:				
Large Value Blend	5,296,892	-	-	5,296,892
Energy	946,915	-	-	946,915
Health Care	884,191	-	-	884,191
Financials	299,368	-	-	299,368
Materials	276,744	-	-	276,744
Information Technology	207,760	-	-	207,760
Telecommunications Services	175,228	-	-	175,228
Other	60,077	-	-	60,077
Total foreign equities	8,147,175	-	-	8,147,175
Limited partnerships:				
Blend fund	-	-	2,537,667	2,537,667
Index funds	-	-	1,435,665	1,435,665
Total limited partnerships	-	-	3,973,332	3,973,332
Total assets at fair value	\$ 50,680,492	\$ -	\$ 3,973,332	\$ 54,653,824

6. FAIR VALUE MEASUREMENTS (continued)

The table below is a reconciliation of the Plan's Level 3 assets for the year ended December 31, 2011:

	<u>Limited partnerships</u>
Balance as of December 31, 2010	\$ 3,973,332
Unrealized losses	(210,804)
Sales	<u>(250,000)</u>
Balance as of December 31, 2011	<u>\$ 3,512,528</u>

7. TAX STATUS

The Plan obtained its latest determination letter dated November 6, 2007, in which the Internal Revenue Service ("IRS") stated that the Plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code. Therefore, the Plan administrator believes that the Plan is qualified and the related trust is tax-exempt as of the financial statement date. Accordingly, no provision for income taxes has been included in the Plan's financial statements.

Accounting principles generally accepted in the United States of America require management of an organization to evaluate tax positions taken by the organization and recognize a tax liability if the organization has taken an uncertain tax position that more likely than not would not be sustained upon examination by the Internal Revenue Service. Plan management has analyzed the tax positions 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.

There are currently no audits for tax periods in progress. Plan management believes it is no longer subject to income tax examinations for years prior to 2008.

8. PLAN TERMINATION

Although it has not expressed any intention to do so, the Company has the right under the Plan, in certain circumstances, to discontinue its contributions at any time and to terminate the Plan subject to the provisions set forth in ERISA. In the event that the Plan is terminated, the net assets of the Plan will be allocated for payment of plan benefits to the participants in an order of priority determined in accordance with ERISA, applicable regulations thereunder and the Plan Document.

Certain benefits under the Plan are insured by the Pension Benefit Guaranty Corporation ("PBGC") if the Plan terminates. Generally, the PBGC guarantees most vested normal-age 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.

8. PLAN TERMINATION (continued)

Vested benefits under the Plan are guaranteed at the level in effect on the date of the Plan's termination, subject to a statutory ceiling on the amount of an individual's monthly benefit.

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

9. 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.

Plan contributions are made and the actuarial present value of accumulated plan benefits are reported based on certain assumptions pertaining to interest rates, inflation rates and 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 the changes in these estimates and assumptions in the near term would be material to the financial statements.

SUPPLEMENTAL SCHEDULES

SGC ASSOCIATES' PENSION PLAN

FORM 5500, SCHEDULE H, PART IV, LINE 4I - SCHEDULE OF ASSETS (HELD AT END OF PLAN YEAR)
AS OF DECEMBER 31, 2011

EIN: 31-1725961
Plan Number: 050

(a)	(b)	(c)	(d)	(e)
Identity of issue, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par, or maturity value	Cost	Current Value	
* JP Morgan Liquid Assets	Money Market Fund	\$ 8,423,657	\$ 8,423,657	
Total cash and cash equivalents		8,423,657	8,423,657	
Common and preferred stocks:				
Prudential Finl Inc	78,057 shares	280,667	3,912,217	
Apple Inc	1,690 shares	392,132	684,450	
Celgene Corp	7,600 shares	414,135	513,760	
Oracle Corp	19,530 shares	477,234	500,945	
Qualcomm Inc	9,070 shares	414,009	496,129	
Google Inc	760 shares	408,931	490,884	
General Elec Co	25,000 shares	488,663	447,750	
Occidental Pete Corp	4,310 shares	367,013	403,847	
Chevron Corp	3,700 shares	297,833	393,680	
Wells Fargo & Co New	13,310 shares	365,177	366,824	
Hershey Co	5,750 shares	311,359	355,235	
Exxon Mobil Corp	3,800 shares	314,622	322,088	
Lilly Eli & Co	7,160 shares	265,604	297,570	
Halliburton Co	8,610 shares	277,260	297,131	
UnitedHealth Group Inc	5,800 shares	210,408	293,944	
Comcast Corp	12,310 shares	276,195	291,870	
JPMorgan Chase & Co	8,600 shares	288,941	285,950	
Citigroup Inc	10,243 shares	379,850	269,493	
Cisco Sys Inc	14,780 shares	302,935	267,222	
United Technologies Corp	3,640 shares	257,155	266,048	
Newmont Mng Corp	4,180 shares	270,431	250,842	
McDonalds Corp	2,500 shares	162,805	250,825	
Disney Walt Co	6,600 shares	225,141	247,500	
Merck & Co Inc	6,500 shares	230,303	245,050	
Wisconsin Energy Corp	7,000 shares	175,473	244,720	
General Mills Inc	6,050 shares	227,909	244,481	
Visa Inc	2,400 shares	176,690	243,672	
Danaher Corp	5,080 shares	267,666	238,963	
Dow Chem Co	8,190 shares	321,047	235,544	
CVS Caremark Corp	5,700 shares	180,680	232,448	
Macy's Inc	7,200 shares	221,599	231,696	
Mastercard Inc	620 shares	174,460	231,148	
AT&T Inc	7,500 shares	237,592	226,800	
Lowes Cos Inc	8,930 shares	217,420	226,643	
Viacom Inc	4,930 shares	149,741	223,871	
EMC Corp	10,390 shares	214,646	223,801	
Citrix Sys Inc	3,620 shares	253,008	219,806	
Vertex Pharmaceuticals Inc	6,540 shares	286,727	217,193	
Target Corp	4,120 shares	210,515	211,026	
National Oilwell Varco Inc	3,100 shares	137,204	210,769	
International Business Machs Corp	1,140 shares	205,903	209,623	
Procter & Gamble Co	3,100 shares	203,450	206,801	
Valero	9,780 shares	233,964	205,869	
Pfizer Inc	9,400 shares	185,706	203,416	
Abbott Labs	3,600 shares	190,717	202,428	
Chubb Corp	2,900 shares	156,621	200,738	
US Bancorp Del	7,300 shares	193,170	197,465	
Johnson & Johnson	3,000 shares	168,861	196,740	
Precision Castparts Corp	1,170 shares	173,812	192,804	
Nextera Energy Inc	3,100 shares	192,935	188,728	
Home Depot Inc	4,130 shares	161,957	173,625	
Philip Morris Intl Inc	2,200 shares	118,158	172,656	
Starbucks Corp	3,740 shares	159,795	172,077	
Stanley Black & Decker Inc	2,470 shares	160,021	168,972	
Dover Corp	2,830 shares	160,589	164,282	
American Express Co	3,300 shares	148,484	155,661	
Cognizant Technology Solutions Corp	2,370 shares	153,650	152,415	
Apache Corp	1,664 shares	179,287	150,725	
Symantec Corp	9,300 shares	165,011	145,545	
Broadcom Corp	4,550 shares	156,422	133,588	

* Party in interest

(continued)

SGC ASSOCIATES' PENSION PLAN

FORM 5500, SCHEDULE H, PART IV, LINE 4I - SCHEDULE OF ASSETS (HELD AT END OF PLAN YEAR)
AS OF DECEMBER 31, 2011

EIN: 31-1725961
Plan Number: 050

(a)	(b)	(c)	(d)	(e)
Identity of issue, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par, or maturity value	Cost	Current Value	
Rosa Stores Inc	2,800 shares	63,946	133,084	
Franklin Res Inc	1,300 shares	142,592	124,878	
United Parcel Svc Inc	1,700 shares	115,205	124,423	
Lockheed Martin Corp	1,500 shares	151,738	121,350	
Apollo Group Inc	2,200 shares	100,627	118,514	
Costco Whsl Corp	1,400 shares	89,995	116,648	
Nordstrom Inc	2,300 shares	89,392	114,333	
Equity Residential PPTYS TR	2,000 shares	106,114	114,060	
General Dynamics Corp	1,700 shares	136,494	112,897	
PG&E Corp	2,700 shares	116,122	111,294	
Comerica	4,200 shares	129,846	108,360	
Patterson COS Inc	3,500 shares	102,772	103,320	
Simon PPTY Group Inc New	800 shares	56,628	103,152	
Emerson Electric Co	2,200 shares	102,014	102,498	
Norfolk Southn Corp	1,400 shares	87,833	102,004	
Marathon Pete Corp	3,050 shares	114,104	101,535	
Caterpillar Inc	1,100 shares	107,138	99,660	
Goldman Sachs Group Inc	1,100 shares	141,603	99,473	
Bank New York Mellon Corp	4,500 shares	126,643	89,595	
Pepsico Inc	1,300 shares	60,731	86,255	
Sempra Energy	1,500 shares	79,050	82,500	
Johnson Ctls Inc	2,600 shares	98,148	81,276	
Devon Energy Corp	1,300 shares	114,156	80,600	
HCC Ins Hldgs Inc	2,900 shares	83,332	79,750	
Time Warner Cable Inc	1,200 shares	82,171	76,284	
Amgen Inc	1,000 shares	56,111	64,210	
Archer Daniels Midland Co	2,200 shares	79,142	62,920	
Petsmart	1,200 shares	50,367	61,548	
Nike Inc	600 shares	37,572	57,822	
Ford Mtr Co Del	5,170 shares	53,020	55,629	
L-3 Communications Hldgs Inc	800 shares	73,158	53,344	
Tim Horton's Inc	1,100 shares	44,886	53,262	
Microsoft Corp	2,000 shares	51,441	51,920	
Bank of America Corp	8,400 shares	113,678	46,704	
Eaton Corp	1,000 shares	53,052	43,530	
Tiffany & Co	400 shares	26,812	26,504	
Annaly Cap Mgmt Inc	1,400 shares	25,145	22,344	
CA Inc	8 shares	248	162	
Total common and preferred stocks		17,884,719	22,593,634	
Mutual funds:				
Loomis Sayles Invnt TR	894,964 shares	10,732,130	11,034,917	
Northern Lts FD TR	189,140 shares	2,615,149	3,752,541	
Longleaf Partners FDS TR	124,933 shares	2,894,943	3,152,054	
Pimco FDS	171,769 shares	2,129,386	2,076,690	
Total mutual funds		18,371,608	20,016,202	
Foreign equities:				
Dodge & Cox FDS	152,222 shares	5,602,643	4,450,981	
Tyco Intl Ltd	5,800 shares	269,651	270,918	
Warner Chilcott Plc Ireland	15,750 shares	360,369	238,298	
Suncor Energy Group New	7,400 shares	258,506	213,342	
Schlumberger Ltd	2,915 shares	221,728	199,124	
Check Point Software Tech Ltd	3,200 shares	177,366	168,128	
Vodafone Group Plc	5,800 shares	151,531	162,574	
Covidien Plc	3,300 shares	136,555	148,533	
Weatherford Intl Ltd	8,570 shares	139,330	125,465	

* Party in interest

(continued)

SGC ASSOCIATES' PENSION PLAN

FORM 5500, SCHEDULE H, PART IV, LINE 4I - SCHEDULE OF ASSETS (HELD AT END OF PLAN YEAR)
AS OF DECEMBER 31, 2011

EIN: 31-1725961
Plan Number: 050

(a)	(b)	(c)	(d)	(e)
	Identity of issue, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par, or maturity value	Cost	Current Value
	Syngenta AG	1,700 shares	107,409	100,198
	China Mobile Ltd	2,000 shares	116,273	96,980
	Potash Corp SASK Inc	2,000 shares	96,828	82,560
	Teva Pharmaceutical Inds Ltd	1,900 shares	86,558	76,684
	Toronto Dominion BK ONT	700 shares	29,761	52,367
	BHP Billiton Ltd	600 shares	51,098	42,378
	Carnival Corp	800 shares	32,677	26,112
	Avago Technologies Ltd	900 shares	29,135	25,973
	Total foreign equities		7,867,418	6,480,615
	Limited partnerships:			
	Archstone Partners LLP	2,450,352 shares	1,319,301	2,418,708
	Meridian Horizon FD	1,091,112 shares	909,099	1,091,112
	Meridian Horizon FD LP RSBM	2,708 shares	2,708	2,708
	Total limited partnerships		2,231,108	3,512,528
	Total		\$ 54,778,510	\$ 61,026,636

* Party in interest

SGC ASSOCIATES' PENSION PLAN

FORM 5500, SCHEDULE H, PART IV, LINE 4j - SCHEDULE OF REPORTABLE TRANSACTIONS
FOR THE YEAR ENDED DECEMBER 31, 2011

EIN: 31-1725961
Plan Number: 050

(a)	(b)	(c)	(d)	(g)	(h)	(i)
Party involved	Description of asset	Purchase price	Selling price	Cost of asset	Current value of asset on transaction date	Net gain (loss)
Type (i) - Single transaction in same security in excess of 5% of assets						
* JP Morgan	Liquid Assets Money Market Invest	\$ 6,065,000	\$ -	\$ 6,065,000	\$ 6,065,000	\$ -
Type (iii) - Series of transactions in same security in excess of 5% of assets						
* JP Morgan	Liquid Assets Money Market Invest	\$ 17,112,309	\$ -	\$ 17,112,309	\$ 17,112,309	\$ -
* JP Morgan	Liquid Assets Money Market Invest	\$ -	\$ 12,112,396	\$ 12,112,396	\$ 12,112,396	\$ -

* Party in interest

There were no type (ii) or (iv) reportable transactions for the year ended December 31, 2011.
Columns (e) and (f) have been omitted because they are not applicable.

Schedule SB Attachment (Form 5500)—2011 Plan Year
 SGC Associates' Pension Plan
 EIN: 31-1725961 PN: 050

Schedule SB, line 26—Schedule of Active Participant Data as of January 1, 2011

Attained Age	Number of Participants and Average Compensation									
	Years of Credited Service									
	<1	1-4	5-9	10-14	15-19	20-24	25-29	30-34	35-39	40+
<25										
25-29										
30-34										
35-39					3	6				
40-44					19	38	3			
45-49					15	54	33	1		
50-54					9	34	27	20	5	
55-59					7	21	9	12	15	
60-64					7	9	4	7	6	1
65-69					2	6	2	1		1
70+							1		1	

N-379

Schedule SB Attachment (Form 5500)—2011 Plan Year
SGC Associates' Pension Plan
EIN: 31-1725961 PN: 050

Schedule SB, Part V—Statement of Actuarial Assumptions/Methods

Actuarial Cost Method

The Unit Credit Actuarial Cost Method is used to develop contribution requirements. Under this method, the accrued liability is the present value of the accrued benefit on the valuation date based on the compensation and service to the calculation date. The Normal Cost is the present value of benefit to be earned in the year.

The costs of the Plan are derived by making certain specific assumptions as to the rates of interest, mortality, turnover, and the like, which are assumed to hold for many years into the future. Since actual experience may differ somewhat from the assumptions, the costs determined by the valuation must be regarded as estimates of the true costs of the Plan. Under this method of valuation, any such differences which have occurred since the prior valuation date are reflected in the calculation of the experience gains and losses.

Schedule SB Attachment (Form 5500)—2011 Plan Year
 SGC Associates' Pension Plan
 EIN: 31-1725961 PN: 050

Schedule SB, Part V—Statement of Actuarial Assumptions/Methods (cont.)

For Funding Requirements

<i>Mortality</i>	IRS Mandated Annuitant and Non-Annuitant Funding Tables for 2011.		
<i>Interest</i>	Funding Target:	First Segment	3.78%
	September 2010 Rates	Second Segment	6.31%
		Third Segment	6.57%
		Effective Interest Rate	6.23%

Once an alternative valuation interest month (other than January) has been chosen, the plan must continue to use that alternative valuation interest month in subsequent actuarial valuations. This can only be changed through filing for approval of a change in funding method.

Retirement Age

Age	Annual Rate %
55	5
56	5
57	5
58	5
59	5
60	5
61	5
62	20
63	12
64	12
65	75
66	100

Normal Form Life Annuity.

Expense Loading \$500,000 for administrative expenses.

Valuation of Assets Actuarial Value of Assets. Actuarial smoothing is a method which recognizes a portion of gains or losses from each of the two preceding Plan years. The resulting asset value is subject to a limit of 90%-110% around of the actual market value. The alternative is to use Market Value of Assets.

Assets are held in trust by J. P. Morgan.

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		1b Three-digit plan number (PN) ▶	050
SGC ASSOCIATES' PENSION PLAN		1c Effective date of plan	07/01/1972
2a Plan sponsor's name and address, including room or suite number (Employer, if for single-employer plan)		2b Employer Identification Number (EIN)	31-1725961
SFELITE GROUP, INC.		2c Sponsor's telephone number	614-210-9345
2400 FARMERS DRIVE		2d Business code (see instructions)	339900
COLUMBUS OH 43235-2762			

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>10/12/12</u>	STEVEN MIGGO
	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") SAFELITE GROUP, INC. 2400 FARMERS DRIVE COLUMBUS OH 43235-2762		3b Administrator's EIN 31-1725961 3c Administrator's telephone number 614-210-9345
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name		4b EIN 4c PN
5 Total number of participants at the beginning of the plan year	5 4804	
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 319	
b Retired or separated participants receiving benefits.....	6b 1138	
c Other retired or separated participants entitled to future benefits.....	6c 3139	
d Subtotal. Add lines 6a, 6b, and 6c.....	6d 4596	
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e 137	
f Total. Add lines 6d and 6e.	6f 4733	
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
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions: 1A 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
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)

SGC ASSOCIATES' PENSION PLAN

FORM 5500, SCHEDULE H, PART IV, LINE 4j - SCHEDULE OF REPORTABLE TRANSACTIONS
FOR THE YEAR ENDED DECEMBER 31, 2011

EIN: 31-1725961
Plan Number: 050

(a)	(b)	(c)	(d)	(g)	(h)	(i)
Party involved	Description of asset	Purchase price	Selling price	Cost of asset	Current value of asset on transaction date	Net gain (loss)
Type (i) - Single transaction in same security in excess of 5% of assets						
* JP Morgan	Liquid Assets Money Market Invest	\$ 6,065,000	\$ -	\$ 6,065,000	\$ 6,065,000	\$ -
Type (iii) - Series of transactions in same security in excess of 5% of assets						
* JP Morgan	Liquid Assets Money Market Invest	\$ 17,112,309	\$ -	\$ 17,112,309	\$ 17,112,309	\$ -
* JP Morgan	Liquid Assets Money Market Invest	\$ -	\$ 12,112,396	\$ 12,112,396	\$ 12,112,396	\$ -

* Party in interest

There were no type (ii) or (iv) reportable transactions for the year ended December 31, 2011.
Columns (a) and (f) have been omitted because they are not applicable.

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 SGC Associates' Pension Plan	B Three-digit plan number (PN) ☒ 050
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF Safelite Group, Inc.	D Employer Identification Number (EIN) 31-1725961
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>1</u> Day <u>1</u> Year <u>2011</u>			
2 Assets:			
a Market value	2a	64,519,402	
b Actuarial value	2b	59,316,757	
3 Funding target/participant count breakdown:			
		(1) Number of participants	(2) Funding Target
a For retired participants and beneficiaries receiving payment	3a	1,257	37,377,844
b For terminated vested participants	3b	3,168	31,997,062
c For active participants:			
(1) Non-vested benefits	3c(1)		0
(2) Vested benefits	3c(2)		4,768,734
(3) Total active	3c(3)	379	4,768,734
d Total	3d	4,804	74,143,640
4 If the plan is in at-risk status, check the box and complete lines (a) and (b) ☐			
a Funding target disregarding prescribed at-risk assumptions	4a		
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor	4b		
5 Effective interest rate	5	6.23 %	
6 Target normal cost	6	500,000	

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	<u>09/28/2012</u> Date
Frederick N. Heidorn, EA Type or print name of actuary		<u>11-00375</u> Most recent enrollment number
Aon Consulting, Inc. Firm name		<u>(213) 630-2900</u> Telephone number (including area code)
707 Wilshire Blvd, Suite 2600 Los Angeles CA 90017 Address of the firm		

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

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

Schedule SB (Form 5500) 2011
v.012611

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

21 Discount rate:			
a Segment rates:	1st segment: 3.78 %	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 62
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute			

Part VI Miscellaneous items

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

Part VII Reconciliation of unpaid minimum required contributions for prior years

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

Part VIII Minimum required contribution for current year

31 Target normal cost and excess assets (see instructions):			
a Target normal cost (line 6)	31a	500,000	
b Excess assets, if applicable, but not greater than 31a	31b	0	
32 Amortization installments:	Outstanding Balance		Installment
a Net shortfall amortization installment	64,519,402		3,236,080
b Waiver amortization installment.....			
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	3,736,080	
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement	0	0	0
36 Additional cash requirement (line 34 minus line 35)	36	3,736,080	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c).....	37	4,491,942	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	755,862	
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 SB Attachment (Form 5500)—2011 Plan Year
SGC Associates' Pension Plan
EIN: 31-1725961 PN: 050

Schedule SB, line 19—Discounted Employer Contributions

Year applied for contributions: 2011

Date	Amount	Interest Rate	Interest Adjusted Contribution
April 14, 2011	\$ 826,813	6.23%	\$ 812,832
July 14, 2011	826,813	6.23%	800,676
October 24, 2011	826,813	6.23%	786,374
January 13, 2012	826,813	6.23%	776,778
September 10, 2012	<u>1,457,000</u>	6.23%	<u>1,315,282</u>
Total Contribution	\$ 4,764,252		\$ 4,491,942

Schedule SB Attachment (Form 5500)—2011 Plan Year
 SGC Associates' Pension Plan
 EIN: 31-1725961 PN: 050

Schedule SB, line 22—Description of Weighted Average Retirement Age

The average retirement age shown in line 22 has been calculated by assuming the following retirement rates and no decrements other than retirement for this calculation. All retirements are assumed to occur at beginning of year.

(a) Age	(b) Rate	(c) Weight	(d) Product (a) × (b) × (c)
55	5.00%	1.0000	2.75
56	5.00%	0.9500	2.66
57	5.00%	0.9025	2.57
58	5.00%	0.8574	2.49
59	5.00%	0.8145	2.40
60	5.00%	0.7738	2.32
61	5.00%	0.7351	2.24
62	20.00%	0.6983	8.66
63	12.00%	0.5587	4.22
64	12.00%	0.4916	3.78
65	75.00%	0.4326	21.09
66	100.00%	0.1082	7.14
Weighted Average			62.32

Schedule SB Attachment (Form 5500)—2011 Plan Year
SGC Associates' Pension Plan
EIN: 31-1725961 PN: 050

Schedule SB, Part V—Summary of Plan Provisions

The Lear Siegler Diversified Holding Corp. Pension Plan merged with the Safelite Pension Plan effective January 1, 2003.

Effective Date

Plan merger date is January 1, 2003. Effective July 1, 1995, there are no longer any active participants in the Lear Siegler Plan. Effective June 30, 1993, the Safelite Plan was frozen.

Plan Year

January 1 to December 31.

Participation

All remaining participants are either retirees in pay status, vested terminated participants entitled to immediate or deferred benefits, or Safelite actives.

Benefits

All accrued benefits have been determined and are frozen.

Kirkhart benefit - certain participants as of June 30, 1988 are entitled to an additional lump sum payment, \$631.32 as of January 1, 2011.

Normal Retirement Date

The first of the month coincident with or next following the participant's 65th birthday.

Early Retirement Pension

1. Early Retirement Date – the first of the month coincident with or next following the attainment of age 55 and five years of service (ten years for former Safelite Plan).
2. Monthly amount – the Accrued Benefit at Normal Retirement Date reduced actuarially for early commencement. Certain early retirement benefits are actuarially reduced in accordance with the provisions of predecessor plans.

Schedule SB Attachment (Form 5500)—2011 Plan Year
SGC Associates' Pension Plan
EIN: 31-1725961 PN: 050

Schedule SB, Part V—Summary of Plan Provisions

Late Retirement Pension

1. Eligibility requirements – retires subsequent to Normal Retirement Date.
2. Monthly amount – the actuarial equivalent of the Normal Retirement Pension.

Disability Retirement Pension

1. Disability Retirement Date – Normal Retirement Date.
2. Monthly amount – Normal Retirement Benefit. Benefit Service continues during disability. Compensation remains constant from the start of disability. (There are currently no participants in this category, and no future eligibles.) Former Safelite Plan participants are entitled to a lump sum payment.

Normal Form of Benefit

The normal form for an unmarried employee is a straight life annuity. The normal form for a married employee who does not elect otherwise is an actuarially equivalent 50% contingent annuity with the spouse as beneficiary.

Death Benefits

1. Before Retirement – 50% joint and survivor annuity actuarially reduced for early commencement. Not less than the 100% joint and survivor option based on the December 31, 1990 Accrued Benefit.
2. After Retirement – only if an option providing for such is elected, or not declined.

Other Information to Fully and Fairly Disclose the Actuarial Position of the Plan

Due to software limitations with the electronic filing process, information filed electronically cannot be controlled by the Enrolled Actuary. The values on the signed Schedule SB will govern to the extent there are any differences in the entries filed electronically and the actual data contained on the signed Schedule SB.

SGC ASSOCIATES' PENSION PLAN

FORM 5500, SCHEDULE H, PART IV, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF PLAN YEAR)
AS OF DECEMBER 31, 2011

EIN: 31-1725961
Plan Number: 050

(a)	(b)	(c)	(d)	(e)
Identity of issue, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par, or maturity value	Cost	Current Value	
* JP Morgan Liquid Assets	Money Market Fund	\$ 8,423,657	\$ 8,423,657	
Total cash and cash equivalents		8,423,657	8,423,657	
Common and preferred stocks:				
Prudential Finl Inc	78,057 shares	280,667	3,912,217	
Apple Inc	1,690 shares	392,132	684,450	
Celgene Corp	7,600 shares	414,135	513,760	
Oracle Corp	19,530 shares	477,234	500,945	
Qualcomm Inc	9,070 shares	414,009	496,129	
Google Inc	760 shares	408,931	490,884	
General Elec Co	25,000 shares	488,663	447,750	
Occidental Pete Corp	4,310 shares	367,013	403,847	
Chevron Corp	3,700 shares	297,833	393,680	
Wells Fargo & Co New	13,310 shares	365,177	366,824	
Hershey Co	5,750 shares	311,359	355,235	
Exxon Mobil Corp	3,800 shares	314,622	322,088	
Lilly Eli & Co	7,160 shares	265,604	297,570	
Halliburton Co	8,610 shares	277,260	297,131	
UnitedHealth Group Inc	5,800 shares	210,408	293,944	
Comcast Corp	12,310 shares	276,195	291,870	
JPMorgan Chase & Co	8,600 shares	288,941	285,950	
Citigroup Inc	10,243 shares	379,850	269,493	
Cisco Sys Inc	14,780 shares	302,935	267,222	
United Technologies Corp	3,640 shares	257,155	266,048	
Newmont Mng Corp	4,180 shares	270,431	250,842	
McDonalds Corp	2,500 shares	162,805	250,825	
Disney Walt Co	6,600 shares	225,141	247,500	
Merck & Co Inc	6,500 shares	230,303	245,050	
Wisconsin Energy Corp	7,000 shares	175,473	244,720	
General Mills Inc	6,050 shares	227,909	244,481	
Visa Inc	2,400 shares	176,690	243,672	
Danaher Corp	5,080 shares	267,666	238,963	
Dow Chem Co	8,190 shares	321,047	235,544	
CVS Caremark Corp	5,700 shares	180,680	232,448	
Macy's Inc	7,200 shares	221,599	231,696	
Mastercard Inc	620 shares	174,460	231,148	
AT&T Inc	7,500 shares	237,592	226,800	
Lowes Cos Inc	8,930 shares	217,420	226,643	
Viacom Inc	4,930 shares	149,741	223,871	
EMC Corp	10,390 shares	214,646	223,801	
Citrix Sys Inc	3,620 shares	253,008	219,806	
Vertex Pharmaceuticals Inc	6,540 shares	286,727	217,193	
Target Corp	4,120 shares	210,515	211,026	
National Oilwell Varco Inc	3,100 shares	137,204	210,769	
International Business Machs Corp	1,140 shares	205,903	209,623	
Procter & Gamble Co	3,100 shares	203,450	206,801	
Valero	9,780 shares	233,964	205,869	
Pfizer Inc	9,400 shares	185,706	203,416	
Abbott Labs	3,600 shares	190,717	202,428	
Chubb Corp	2,900 shares	156,621	200,738	
US Bancorp Del	7,300 shares	193,170	197,465	
Johnson & Johnson	3,000 shares	168,861	196,740	
Precision Castparts Corp	1,170 shares	173,812	192,804	
Nextera Energy Inc	3,100 shares	192,935	188,728	
Home Depot Inc	4,130 shares	161,957	173,625	
Philip Morris Intl Inc	2,200 shares	118,158	172,656	
Starbucks Corp	3,740 shares	159,795	172,077	
Stanley Black & Decker Inc	2,470 shares	160,021	168,972	
Dover Corp	2,830 shares	160,589	164,282	
American Express Co	3,300 shares	148,484	155,661	
Cognizant Technology Solutions Corp	2,370 shares	153,650	152,415	
Apache Corp	1,664 shares	179,287	150,725	
Symantec Corp	9,300 shares	165,011	145,545	
Broadcom Corp	4,550 shares	156,422	133,588	

* Party in interest

(continued)

SGC ASSOCIATES' PENSION PLAN

FORM 5500, SCHEDULE H, PART IV, LINE 4I - SCHEDULE OF ASSETS (HELD AT END OF PLAN YEAR)
AS OF DECEMBER 31, 2011

EIN: 31-1725961
Plan Number: 050

(a)	(b)	(c)	(d)	(e)
Identity of issue, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par, or maturity value	Cost	Current Value	
Rosa Stores Inc	2,800 shares	63,946	133,084	
Franklin Res Inc	1,300 shares	142,592	124,878	
United Parcel Svc Inc	1,700 shares	115,205	124,423	
Lockheed Martin Corp	1,500 shares	151,738	121,350	
Apollo Group Inc	2,200 shares	100,627	118,514	
Costco Whsl Corp	1,400 shares	89,995	116,648	
Nordstrom Inc	2,300 shares	89,392	114,333	
Equity Residential PPTYS TR	2,000 shares	106,114	114,060	
General Dynamics Corp	1,700 shares	136,494	112,897	
PG&E Corp	2,700 shares	116,122	111,294	
Comerica	4,200 shares	129,846	108,360	
Patterson COS Inc	3,500 shares	102,772	103,320	
Simon PPTY Group Inc New	800 shares	56,628	103,152	
Emerson Electric Co	2,200 shares	102,014	102,498	
Norfolk Southn Corp	1,400 shares	87,833	102,004	
Marathon Pete Corp	3,050 shares	114,104	101,535	
Caterpillar Inc	1,100 shares	107,138	99,660	
Goldman Sachs Group Inc	1,100 shares	141,603	99,473	
Bank New York Mellon Corp	4,500 shares	126,643	89,595	
Pepsico Inc	1,300 shares	80,731	86,255	
Sempra Energy	1,500 shares	79,050	82,500	
Johnson Ctls Inc	2,600 shares	98,148	81,276	
Devon Energy Corp	1,300 shares	114,156	80,600	
HCC Ins Hldgs Inc	2,900 shares	83,332	79,750	
Time Warner Cable Inc	1,200 shares	82,171	76,284	
Amgen Inc	1,000 shares	56,111	64,210	
Archer Daniels Midland Co	2,200 shares	79,142	62,920	
Petsmart	1,200 shares	50,367	61,548	
Nike Inc	600 shares	37,572	57,822	
Ford Mtr Co Del	5,170 shares	53,020	55,629	
L-3 Communications Hldgs Inc	800 shares	73,158	53,344	
Tim Horton's Inc	1,100 shares	44,886	53,262	
Microsoft Corp	2,000 shares	51,441	51,920	
Bank of America Corp	8,400 shares	113,678	46,704	
Eaton Corp	1,000 shares	53,052	43,530	
Tiffany & Co	400 shares	26,812	26,504	
Annaly Cap Mgmt Inc	1,400 shares	25,145	22,344	
CA Inc	8 shares	248	162	
Total common and preferred stocks		17,884,719	22,593,634	
Mutual funds:				
Loomis Sayles Invnt TR	894,964 shares	10,732,130	11,034,917	
Northern Lts FD TR	189,140 shares	2,615,149	3,752,541	
Longleaf Partners FDS TR	124,933 shares	2,894,943	3,152,054	
Pimco FDS	171,769 shares	2,129,386	2,076,690	
Total mutual funds		18,371,608	20,016,202	
Foreign equities:				
Dodge & Cox FDS	152,222 shares	5,602,643	4,450,981	
Tyco Intl Ltd	5,800 shares	269,651	270,918	
Warner Chilcott Plc Ireland	15,750 shares	360,369	238,298	
Suncor Energy Group New	7,400 shares	258,506	213,342	
Schlumberger Ltd	2,915 shares	221,728	199,124	
Check Point Software Tech Ltd	3,200 shares	177,366	168,128	
Vodafone Group Plc	5,800 shares	151,531	162,574	
Coviden Plc	3,300 shares	136,555	148,533	
Weatherford Intl Ltd	8,570 shares	139,330	125,465	

* Party in interest

(continued)

SGC ASSOCIATES' PENSION PLAN

FORM 5500, SCHEDULE H, PART IV, LINE 4I - SCHEDULE OF ASSETS (HELD AT END OF PLAN YEAR)
AS OF DECEMBER 31, 2011

EIN: 31-1725961
Plan Number: 050

(a)	(b)	(c)	(d)	(e)
Identity of issue, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par, or maturity value	Cost	Current Value	
Syngenta AG	1,700 shares	107,409	100,198	
China Mobile Ltd	2,000 shares	116,273	96,980	
Polash Corp SASK Inc	2,000 shares	96,828	82,560	
Teva Pharmaceutical Inds Ltd	1,900 shares	88,558	78,684	
Toronto Dominion BK ONT	700 shares	29,761	52,367	
BHP Billiton Ltd	600 shares	51,098	42,378	
Carnival Corp	800 shares	32,677	26,112	
Avago Technologies Ltd	900 shares	29,135	25,973	
Total foreign equities		7,867,418	6,480,615	
Limited partnerships:				
Archstone Partners LLP	2,450,352 shares	1,319,301	2,418,708	
Meridian Horizon FD	1,091,112 shares	909,099	1,091,112	
Meridian Horizon FD LP RSBM	2,708 shares	2,708	2,708	
Total limited partnerships		2,231,108	3,512,528	
Total		\$ 54,778,510	\$ 61,026,636	

* Party in interest

Schedule SB Attachment (Form 5500)—2011 Plan Year
SGC Associates' Pension Plan
EIN: 31-1725961 PN: 050

Schedule SB, line 32—Schedule of Amortization Bases

Type Of Base	Present Value of Installments	Valuation Date Established	Remaining Years in Amortization Period	Amortization Amount
Shortfall	\$5,568,582	January 1, 2008	4	\$1,470,556
Shortfall	\$3,449,810	January 1, 2009	5	\$742,087
Shortfall	\$3,202,090	January 1, 2010	6	\$594,607
Shortfall	\$2,606,401	January 1, 2011	7	\$428,830

Schedule SB Attachment (Form 5500)—2011 Plan Year
SGC Associates' Pension Plan
EIN: 31-1725961 PN: 050

Schedule SB, line 24—Change in Actuarial Assumptions

The expense load was changed from \$600,000 to \$500,000 to better reflect the anticipated plan experience. This assumption changes did not reduce the funding shortfall; as such, approval of the Commissioner is not required.