Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

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

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

OMB Nos. 1210-0110
1210-0089

2011

This Form is Open to Public Inspection

Part I Annual Report Identification Information

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

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

B This return/report is:
- [ ] the first return/report;
- [ ] the final return/report;
- [X] 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:
- [X] Form 5558;
- [ ] automatic extension;
- [ ] the DFVC program;
- [ ] special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
TT ELECTRONICS 401(K) RETIREMENT PLAN

1b Three-digit plan number (PN) ▶ 002

1c Effective date of plan 10/01/1987

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

TT GROUP INDUSTRIES, INC.

118 NEW EDITION COURT
CARY, NC 27511

2b Employer Identification Number (EIN) 56-1536704

2c Sponsor's telephone number 704-264-8861

2d Business code (see instructions) 334410

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.	10/22/2012	MICHELLE COLEMAN
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

3a Plan administrator's name and address (if same as plan sponsor, enter "Same")
CHAIRMAN OF THE RETIREMENT COMMITTEE, INTL RESISTIVE CO, INC.

736 GREENWAY ROAD, P.O. BOX 1860
BOONE, NC 28607-1860

3b Administrator's EIN
58-1798619

3c Administrator's telephone number
704-264-8861

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**	607
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**	491
b	Retired or separated participants receiving benefits	**6b**	1
c	Other retired or separated participants entitled to future benefits	**6c**	121
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	613
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	613
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	613
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	2
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:
2E 2J 2F 2G 2K 3H 2R 2T

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

9a Plan funding arrangement (check all that apply)

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

9b Plan benefit arrangement (check all that apply)

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

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

a Pension Schedules

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

b General Schedules

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

SCHEDULE A (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Insurance Information

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

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

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

OMB No. 1210-0110

2011

This Form is Open to Public Inspection

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

A Name of plan
TT ELECTRONICS 401(K) RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
TT GROUP INDUSTRIES, INC.

D Employer Identification Number (EIN)
56-1536704

Part I Information Concerning Insurance Contract Coverage, Fees, and Commissions

Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.

1 Coverage Information:

(a) Name of insurance carrier
PRUDENTIAL RETIREMENT INSURANCE & ANNUITY CO

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year (f) From	(g) To
06-1050034	93629	37126-001	613	01/01/2011	12/31/2011

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

(a) Total amount of commissions paid	(b) Total amount of fees paid
0	24976

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

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid
WELLS FARGO ADVISORS INS AGY (CA)
401 SOUTH TRYON ST
11TH FLOOR - D 1050-184
CHARLOTTE, NC 28288

(b) Amount of sales and base commissions paid	Fees and other commissions paid (c) Amount	(d) Purpose	(e) Organization code
	18684	SERVICES TO INSURER OR PLAN	4

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid
WELLS FARGO WEALTH BROKGE INS AGCY
401 SOUTH TRYON ST
11TH FLOOR
CHARLOTTE, NC 28288

(b) Amount of sales and base commissions paid	Fees and other commissions paid (c) Amount	(d) Purpose	(e) Organization code
	6292	SERVICES TO INSURER OR PLAN	4

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

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

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

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

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

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

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

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

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

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

Part II Investment and Annuity Contract Information

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

4	Current value of plan's interest under this contract in the general account at year end	4	10951869
5	Current value of plan's interest under this contract in separate accounts at year end	5	5867878

6 Contracts With Allocated Funds:

a State the basis of premium rates ▶

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

Specify nature of costs ▶

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

(3) ☐ other (specify) ▶

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

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

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

(3) ☐ guaranteed investment (4) ☒ other ▶ GUARANTEED GENERAL ACCOUNT CONTRACT

b	Balance at the end of the previous year			7b	11636191
c	Additions: (1) Contributions deposited during the year	7c(1)	552709		
	(2) Dividends and credits	7c(2)			
	(3) Interest credited during the year	7c(3)	292831		
	(4) Transferred from separate account	7c(4)	459169		
	(5) Other (specify below)	7c(5)	1265699		
	▶ LOAN REPAYMENTS TRANSFERS IN MISCELLANEOUS				
	(6) Total additions			7c(6)	2570408
d	Total of balance and additions (add **b** and **c(6)**).			7d	14206599
e	Deductions:				
	(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	1750691		
	(2) Administration charge made by carrier	7e(2)	1799		
	(3) Transferred to separate account	7e(3)	770997		
	(4) Other (specify below)	7e(4)	731243		
	▶ LOAN INITIATIONS TRANSFERS OUT MISCELLANEOUS/FORFEITURES				
	(5) Total deductions			7e(5)	3254730
f	Balance at the end of the current year (subtract **e(5)** from **d**)			7f	10951869

Part III Welfare Benefit Contract Information

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

8 Benefit and contract type (check all applicable boxes)

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

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

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

m ☐ Other (specify) ▶

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

Specify nature of costs ▶

Part IV Provision of Information

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

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

SCHEDULE C (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Service Provider Information

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

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

OMB No. 1210-0110

2011

This Form is Open to Public Inspection.

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

A Name of plan
TT ELECTRONICS 401(K) RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
TT GROUP INDUSTRIES, INC.

D Employer Identification Number (EIN)
56-1536704

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).. . . . . [X] Yes [ ] No

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

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

PRUDENTIAL RETIREMENT INSURANCE AND

06-1050034

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

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

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

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

WELLS FARGO ADVISORS LLC

34-1542819

(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	NONE	0	Yes [X] No [ ]	Yes [ ] No [X]	6644	Yes [ ] No [X]

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

PRUDENTIAL RETIREMENT INSURANCE AND

06-1050034

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
13 15 37 50 60 64	NONE	5956	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] No [ ]

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

PRUDENTIAL INVESTMENT MANAGEMENT SE

13-4122960

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
63 71	NONE	5705	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] No [ ]

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

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

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

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

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

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

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

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

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

OMB No. 1210-0110

2011

This Form is Open to Public Inspection.

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

A Name of plan
TT ELECTRONICS 401(K) RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 002

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
TT GROUP INDUSTRIES, INC.

D Employer Identification Number (EIN)
56-1536704

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: LARGE CAP BLEND/VICTORY
b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.
c EIN-PN 06-1050034-177 | **d** Entity code P | **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: MID CAP GROWTH/ARTISAN
b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.
c EIN-PN 06-1050034-185 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103 12 IE at end of year (see instructions) 1054759

a Name of MTIA, CCT, PSA, or 103-12 IE: SMALL CAP GROWTH/TIMESSQ
b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.
c EIN-PN 06-1050034-132 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103- 12 IE at end of year (see instructions) 574086

a Name of MTIA, CCT, PSA, or 103-12 IE: IFX LT AGG GROWTH FD S
b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.
c EIN-PN 06-1050034-511 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103- 12 IE at end of year (see instructions) 128482

a Name of MTIA, CCT, PSA, or 103-12 IE: IFX LT INC & EQUITY FD I
b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.
c EIN-PN 06-1050034-515 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103- 12 IE at end of year (see instructions) 181568

a Name of MTIA, CCT, PSA, or 103-12 IE: IFX LT AGG GROWTH FD I
b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.
c EIN-PN 06-1050034-511 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103- 12 IE at end of year (see instructions) 152841

a Name of MTIA, CCT, PSA, or 103-12 IE: IFX LT GROWTH FUND I
b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.
c EIN-PN 06-1050034-512 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103- 12 IE at end of year (see instructions) 135574

a Name of MTIA, CCT, PSA, or 103-12 IE: IFX LT BALANCED FUND I		
b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.		
c EIN-PN 06-1050034-513	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 90212
a Name of MTIA, CCT, PSA, or 103-12 IE: IFX LT CONSERVATIVE FD I		
b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.		
c EIN-PN 06-1050034-514	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 27000
a Name of MTIA, CCT, PSA, or 103-12 IE: INV DIVERSIFIED DIVIDEND		
b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.		
c EIN-PN 06-1050034-082	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 652400
a Name of MTIA, CCT, PSA, or 103-12 IE: LIFETIME AGGRESSIVE		
b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.		
c EIN-PN 06-1050034-166	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 295071
a Name of MTIA, CCT, PSA, or 103-12 IE: LIFETIME GROWTH FD		
b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.		
c EIN-PN 06-1050034-167	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 284014
a Name of MTIA, CCT, PSA, or 103-12 IE: LIFETIME BALANCED FD		
b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.		
c EIN-PN 06-1050034-168	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 895816
a Name of MTIA, CCT, PSA, or 103-12 IE: LIFETIME CONSERVATIVE		
b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.		
c EIN-PN 06-1050034-169	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 351835
a Name of MTIA, CCT, PSA, or 103-12 IE: LIFETIME INCOME & EQUITY		
b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.		
c EIN-PN 06-1050034-170	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 6542
a Name of MTIA, CCT, PSA, or 103-12 IE: DRYDEN S & P 500 INDEX FUND		
b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.		
c EIN-PN 06-1050034-123	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 589111
a Name of MTIA, CCT, PSA, or 103-12 IE: CORE BOND ENHAN INDEX		
b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.		
c EIN-PN 06-1050034-036	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 448567

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

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

2011

This Form is Open to Public Inspection

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

A Name of plan
TT ELECTRONICS 401(K) RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
TT GROUP INDUSTRIES, INC.

D Employer Identification Number (EIN)
56-1536704

Part I Asset and Liability Statement

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	5	0
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)	351784	0
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	953725	928093
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)	5243912	5867878
(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)	4930720	3595061
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)	11636191	10951869
(15) Other	1c(15)	999177	1326199

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	24115514	22669100
Liabilities			
g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	24115514	22669100

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)	362150	
(B) Participants	2a(1)(B)	834860	
(C) Others (including rollovers)	2a(1)(C)	27692	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		1224702
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	45993	
(F) Other	2b(1)(F)	292831	
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		338824
(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	30603	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		30603
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0

		(a) Amount	(b) Total
2b **(5)** Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		0
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		-3304
(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)		-219325
c Other income	2c		8960
d Total income. Add all **income** amounts in column (b) and enter total	2d		1380460
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	2813295	
(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)		2813295
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		6270
h Interest expense	2h		
i Administrative expenses: **(1)** Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	7309	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		7309
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		2826874
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		-1446414
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: GRANT THORNTON, LLP **(2)** EIN: 36-6055558

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

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

Part IV Compliance Questions

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

During the plan year:

		Yes	No	Amount
a	Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	**4a**		X	
b	Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	**4b**		X	
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	**4c**		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	**4d**		X	
e	Was this plan covered by a fidelity bond?	**4e**	X		1000000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	**4f**		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	**4g**		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	**4h**		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	**4i**	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	**4j**		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	**4k**		X	
l	Has the plan failed to provide any benefit when due under the plan?	**4l**		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	**4m**		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	**4n**			

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year? If "Yes," enter the amount of any plan assets that reverted to the employer this year ☐ **Yes** ☒ **No** **Amount:**

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

5b(1) Name of plan(s)	**5b(2)** EIN(s)	**5b(3)** PN(s)

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).

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

OMB No. 1210-0110

2011

This Form is Open to Public Inspection.

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

A Name of plan
TT ELECTRONICS 401(K) RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
TT GROUP INDUSTRIES, INC.

D Employer Identification Number (EIN)
56-1536704

Part I Distributions

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions **1** 0

2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits):

EIN(s): 22-1211670

Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.

3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year. **3**

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

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

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

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

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

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

b Enter the amount contributed by the employer to the plan for this plan year **6b**

c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount) **6c**

If you completed line 6c, skip lines 8 and 9.

7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

Part III Amendments

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

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

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? ..... ☐ **Yes** ☐ **No**

11 **a** Does the ESOP hold any preferred stock? ..... ☐ **Yes** ☐ **No**

b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.) ..... ☐ **Yes** ☐ **No**

12 Does the ESOP hold any stock that is not readily tradable on an established securities market? ..... ☐ **Yes** ☐ **No**

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

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

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

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

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

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

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

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

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

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

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

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

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

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

Financial Statements, Supplemental Schedule and Report of Independent Certified Public Accountants

TT Electronics 401(k) Retirement Plan

As of December 31, 2011 and 2010 and for the Year Ended December 31, 2011

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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.

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Report of Independent Certified Public Accountants

To the Plan Administrator of
TT Electronics 401(k) Retirement Plan:

We were engaged to audit the financial statements of **TT Electronics 401(k) Retirement Plan** (the Plan) as of December 31, 2011 and 2010, and for the year ended December 31, 2011, and the supplemental schedule as of December 31, 2011, as listed in the accompanying table of contents. These financial statements and supplemental schedule are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 7, which was certified by Prudential Bank & Trust, F.S.B., the trustee of the Plan, and Prudential Retirement Insurance and Annuity Company, the custodian of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedule. We have been informed by the plan administrator that the trustee and custodian hold the certified Plan assets and execute the related transactions. The plan administrator has obtained certifications from the trustee and custodian as of December 31, 2011 and 2010, and for the year ended December 31, 2011, that the information provided to the plan administrator by the trustee and custodian is complete and accurate.

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

Grant Thornton LLP

Atlanta, Georgia
October 15, 2012

Statements of net assets available for benefits

December 31	2011	2010
Assets:		
Noninterest-bearing cash	**$ -**	$ 5
Investments, at fair value	**21,741,007**	23,161,784
Notes receivable from participants	**928,093**	953,725
Net assets available for benefits	**$ 22,669,100**	$ 24,115,514

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

Statement of changes in net assets available for benefits

For the year ended December 31	2011
Additions	
Additions to net assets attributed to:	
Investment earnings (losses):	
Net depreciation in fair value of investments	$ (213,669)
Interest and dividend income	323,434
Total investment earnings	109,765
Interest income on notes receivable from participants	45,993
Contributions:	
Participants	834,860
Employer	362,150
Rollovers	27,692
Total contributions	1,224,702
Total additions, net	1,380,460
Deductions	
Deductions from net assets attributed to:	
Benefits paid to participants	2,813,295
Deemed distributions	6,270
Administrative expenses	7,309
Total deductions	2,826,874
Net decrease	(1,446,414)
Net assets available for benefits, beginning of year	24,115,514
Net assets available for benefits, end of year	$ 22,669,100

The accompanying notes are an integral part of this financial statement.

Notes to financial statements

1 Description of the Plan

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

General

The Plan is a defined contribution plan covering all eligible employees of the following operating entities of TT Group Industries, Inc.: International Resistive Company, Inc., BAS Components, Inc., International Resistive Company of Texas LLC, Shallcross, Inc. and AB Interconnect, Inc. (collectively, the Company or Plan Sponsor). The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended (ERISA).

Prudential Bank & Trust, F.S.B. is the Plan trustee and its affiliate, Prudential Retirement Insurance and Annuity Company, serves as the Plan custodian of certain investments (collectively, Prudential). The Company's 401(k) committee is the plan administrator.

Plan Amendments

Effective January 1, 2011, the Plan was amended to revise the definitions of "cents per hour contribution" and "covered employee" as follows:

- Cents per hour contribution means any nonelection employer contribution made under the terms of the Plan in effect prior to January 1, 2011
- Covered employee shall include any employee who is covered by a collective bargaining agreement with the employer only if and to the extent such collective bargaining agreement provides for coverage under the Plan.

Effective January 1, 2011, the Plan was amended so that an employee shall be credited with a year of eligibility service for each "computation period," as defined by the Plan, in which he or she completes at least 1,000 hours of service.

Effective January 1, 2011, the Plan was amended so that an employee who is not covered by the terms of a collective bargaining agreement that requires contributions on his or her behalf to the Plan, and who is classified by his or her employer as an hourly, clerical or salaried employee, shall become an eligible employee to (i) make 401(k) contributions as of the date he or she becomes a covered employee and (ii) share in the allocation of matching contributions as of the applicable enrollment date upon completing one year of eligibility service.

Effective January 1, 2011, the Plan was amended so that the contribution period for all employer contributions, including regular matching contributions, true up matching contributions and cents per hour contributions, is each plan year.

Effective January 1, 2011, the Plan was amended so that each employer shall make a cents per hour contribution to the Plan for the contribution period in the cents per hour allocation prescribed by the terms of an applicable collective bargaining agreement.

Effective January 1, 2011, the Plan was amended so that each employer shall make a regular matching contribution to the Plan for each contribution period on behalf of each of its eligible employees during the contribution period who has met the allocation requirements for regular matching contributions, as described in the Plan document. The amount of such regular matching contribution shall be equal to 100% of the 401(k) contributions made for the contribution period on behalf of such eligible employee.

Effective January 1, 2011, the Plan was amended so that 401(k) contributions that exceed 3% of an eligible employee's compensation for the contribution period are excluded from regular matching contributions.

Eligibility

Employees who are not covered by a collective bargaining agreement can participate in the Plan immediately upon hiring.

Employees who are covered by collective bargaining agreements can participate in the Plan in accordance with their respective collective bargaining agreements.

Contributions

Employees may make pre-tax and/or Roth 401(k) contributions to the Plan; however, contributions are limited to the lesser of 100% of the employee's gross wages or the maximum amount allowable by law.

For employees who are not covered by the terms of a collective bargaining agreement, the Company matches 100% of the employee's contributions up to a maximum of 3% of each employee's gross wages, excluding bonuses. For employees who are covered by the terms of a collective bargaining agreement, the Company contributes an amount using a formula which reflects the employee's length of service as determined in the respective agreement. During 2011, the Company contributed $.05 cents per hour for eligible employees with a length of service of 1-4 years, $.28 cents per hour for eligible employees with a length of service of 5-9 years, $.32 cents per hour for eligible employees with a length of service of 10-19 years, $.33 cents per hour for eligible employees with a length of service of 20-24 years, and $.37 cents per hour for eligible employees with a length of service of 25+ years.

At the discretion of the Company's Board of Directors, the Company may also make additional contributions for a plan year. An employee's share of this contribution is determined using a formula which reflects the employee's length of service and compensation. No such additional contributions were made for the 2011 plan year.

Rollover Provision

The Plan allows participants to "roll over" assets from other qualified savings plans into the Plan.

Vesting

Participants are immediately and fully vested in their contributions plus actual earnings thereon. Participants who are not covered by the terms of a collective bargaining agreement are immediately and fully vested in company matching contributions plus actual earnings thereon. Participants who are covered by certain collective bargaining agreements become fully vested in company contributions after five years of service based on the following table:

Years of Service	Vested Percentage
Less than 2	0%
2	40%
3	60%
4	80%
5 or more	100%

Notes Receivable from Participants

Participants may borrow from their vested fund accounts a minimum of $1,000 up to a maximum equal to the lesser of $50,000 or 50 percent of their vested account balance. The loans are secured by the balance in the participant's account. Loan terms for all loans other than for principal residence range from 1-5 years. Principal residence loan terms range from 1-15 years. The loans bear interest at rates that are commensurate with local prevailing rates at the date of issuance, as determined quarterly by the Plan Administrator. As of December 31, 2011, interest rates ranged from 4.25% to 9.25% on all outstanding loans. Principal and interest is paid ratably through payroll deductions.

Payment of Benefits

Participants are entitled to withdraw all or a portion of their vested account balances upon termination of services due to death, permanent disability, retirement or for other reasons or any time thereafter. The Plan also provides that a participant may receive liquidation of all or part of his vested benefits in the event of extreme economic hardship, subject to approval by the Plan's 401(k) committee. In accordance with the Internal Revenue Code, benefits withdrawn prior to age 59½ may be subject to additional taxes.

Plan Termination

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

Forfeitures

Account balances forfeited by prior plan participants may be used by the employer to reduce its contributions to the Plan. Forfeiture activity during 2011 is summarized as follows:

For the year ended December 31		2011
Forfeited nonvested accounts, beginning of year	$	3,041
Participant forfeitures		492
Investment earnings		78
Forfeitures used to reduce employer contributions		(726)
Forfeited nonvested accounts, end of year	$	2,885

Participant Accounts

Participant accounts may be invested in one or more of the investment funds available under the Plan at the direction of the participant. Each participant's account is credited with (a) participant's contributions, (b) an allocation of employer contributions and (c) an allocation of investment earnings, and is charged with (a) withdrawals, (b) an allocation of investment losses and (c) administrative expenses. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Plan Expenses

The Company pays substantially all expenses for the administration of the Plan, except for certain member-requested service expenses and expenses related to maintaining a Self-Directed Brokerage Account.

2 Summary of Significant Accounting Policies

Adoption of New Accounting Standard

In January 2010, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update No. 2010-06 – Improving Disclosures about Fair Value Measurements (ASU 2010-06). ASU 2010-06 requires disclosure of activities, on a gross basis, including purchases, sales, issuances, and settlements, in the reconciliation of Level 3 fair value recurring measurements. The new disclosures are required for periods beginning after December 15, 2010. These requirements, which were adopted by the Plan during 2011, did not have a significant impact on the Plan's current fair value disclosures.

Basis of Accounting

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

Use of Estimates

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

Investment and Income Valuation

The Plan's investments are stated at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 4 for description 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 (depreciation) in fair value of investments includes realized gains (losses) from the sale of investments and the change in unrealized gains and losses.

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid balance plus any accrued but unpaid interest. Delinquent loans are reclassified as distributions based upon the terms of the Plan document.

Benefit Payments

Benefits are recorded when paid.

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.

Subsequent Events

Plan management has evaluated subsequent events through October 15, 2012, the date the financial statements were available to be issued.

In July 2012, the Company closed its facility in Boone, North Carolina. Plan management is in the process of determining the effect of the facility closure on the Plan and those participants impacted as a result of their involuntary termination.

Furthermore, it is the intention of the Company to create a multiemployer plan beginning in 2013 so as to better manage the fiduciary responsibilities of the companies under common ownership, gain economies of scale in investment offerings to the participants and reduce administrative expenses.

3 Investments

The following presents investments at fair value which represent 5% or more of the Plan's net assets. All investments are participant-directed.

December 31	2011	2010
Investments, at fair value:		
Guaranteed income fund	**$ 10,951,869**	$ 11,636,191
Pooled separate accounts		
Individually less than 5% of net assets	**5,867,878**	5,243,912
Mutual funds		
Individually less than 5% of net assets	**3,595,061**	4,930,720
Self-directed brokerage accounts		
Individually less than 5% of net assets	**1,326,199**	1,350,961
Total investments, at fair value	**$ 21,741,007**	$ 23,161,784

During 2011, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated (depreciated) in value as follows:

For the year ended December 31	2011
Pooled separate accounts	**$ (3,304)**
Mutual funds	**(219,325)**
Self-directed brokerage accounts	**8,960**
Total net depreciation in fair value of investments	**$ (213,669)**

4 Fair Value Measurement

The FASB Accounting Standards Codification Topic 820 - *Fair Value Measurements and Disclosures* (ASC 820) provides a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements).

The three levels of the fair value hierarchy under ASC 820 are described as follows:

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

Level 2: Inputs to the valuation methodology include:

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

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

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

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

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

Pooled separate accounts: valued at the net asset value per unit using quoted market prices of the underlying assets.

Guaranteed income fund: valued at contract value which represents contributions, earnings at guaranteed crediting rates, less withdrawals and fees. The fund is a stable value product specifically designed for defined contribution plans to provide money market like liquidity and safety of principal with an attractive rate of return. The concept of a value other than contract value does not apply to this insurance company issued, general account backed evergreen group annuity spread product even upon a discontinuance of the contract in which case the contract value would be paid no later than 90 days from the date the sponsor provides notice to discontinue. This contract's operation is different than many other evergreen group annuity products in the market by virtue of the fact that a market value (fair value) adjustment does not apply upon discontinuance.

Mutual funds: valued at the net asset value of shares held by the Plan at year-end.

Self-directed brokerage accounts: the brokerage accounts are comprised of common stocks, mutual funds and partnership investments. Common stocks are valued at the closing price reported on the active market on which the individual securities are traded. Mutual funds are valued at the net asset value of shares held by the Plan at year-end. Investments in partnerships are valued at appraised values at the end of the Plan year as reported by the partnerships' respective general partners and the trustee of the Plan.

The preceding methodologies 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 methodologies 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.

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

December 31, 2011	Level 1	Level 2	Level 3	Total
Investments, at fair value:				
Guaranteed income fund	$ -	$ -	$ 10,951,869	$ 10,951,869
Pooled separate accounts:				
Small cap growth funds	-	574,086	-	574,086
Mid cap growth funds	-	1,054,759	-	1,054,759
Large cap blend funds	-	589,111	-	589,111
Large cap value funds	-	652,400	-	652,400
IncomeFlex funds	-	715,677	-	715,677
Balanced - lifetime funds	-	1,833,278	-	1,833,278
Fixed income - domestic funds	-	448,567	-	448,567
Total pooled separate accounts	-	5,867,878	-	5,867,878
Mutual funds:				
International large blend funds	442,800	-	-	442,800
Small cap blend funds	466,337	-	-	466,337
Mid cap value funds	507,879	-	-	507,879
Large cap growth funds	1,285,330	-	-	1,285,330
Balanced funds	356,525	-	-	356,525
Equity funds - energy	187,809	-	-	187,809
World stock funds	301,940			301,940
U.S. government and corporate bonds	46,441	-	-	46,441
Total mutual funds	3,595,061	-	-	3,595,061
Self-directed brokerage accounts:				
Interest bearing cash	440,932	-	-	440,932
Common stock	665,426	-	-	665,426
Mutual funds	3,517	-	-	3,517
Partnership / joint venture interest	-	-	216,324	-
Total self-directed brokerage accounts	1,109,875	-	216,324	1,326,199
Total investments, at fair value	$ 4,704,936	$ 5,867,878	$ 11,168,193	$ 21,741,007

December 31, 2010	Level 1	Level 2	Level 3	Total
Investments, at fair value:				
Guaranteed income fund	$ -	$ -	$ 11,636,191	$ 11,636,191
Pooled separate accounts				
Small cap growth funds	-	571,741	-	571,741
Mid cap growth funds	-	684,834	-	684,834
Large cap blend funds	-	567,726	-	567,726
Large cap value funds	-	464,003	-	464,003
IncomeFlex funds	-	738,169	-	738,169
Balanced - lifetime funds	-	1,932,551	-	1,932,551
Fixed income - domestic funds	-	284,888	-	284,888
Total pooled separate accounts	-	5,243,912	-	5,243,912
Mutual funds				
International large blend funds	481,060	-	-	481,060
Small cap blend funds	730,516	-	-	730,516
Mid cap value funds	535,486	-	-	535,486
Large cap value funds	457,177	-	-	457,177
Large cap growth funds	1,399,483	-	-	1,399,483
Balanced funds	402,850	-	-	402,850
Equity funds - energy	411,882	-	-	411,882
World stock funds	475,233			475,233
U.S. government and corporate bonds	37,033	-	-	37,033
Total mutual funds	4,930,720	-	-	4,930,720
Self-directed brokerage accounts				
Interest bearing cash	126,959	-	-	126,959
Common stock	867,938	-	-	867,938
Mutual funds	4,280	-	-	4,280
Partnership / joint venture interest	-	-	351,784	351,784
Total self-directed brokerage accounts	999,177	-	351,784	1,350,961
Total investments, at fair value	$ 5,929,897	$ 5,243,912	$ 11,987,975	$ 23,161,784

The following table sets forth a summary of changes in the fair value of the Plan's Level 3 investments.

For the year ended December 31, 2011	Guaranteed Income Fund	Self-directed Brokerage Accounts
Balance, beginning of year	**$ 11,636,191**	**$ 351,784**
Interest income	**292,832**	**-**
Unrealized gain on investments	**-**	**7,298**
Realized loss on sale of investments	**-**	**(7,062)**
Purchases	**2,278,068**	**-**
Sales	**(3,255,222)**	**(135,696)**
Balance, end of year	**$ 10,951,869**	**$ 216,324**

Changes in Fair Value Levels

The availability of observable market data is monitored to assess the appropriate classification of financial instruments within the fair value hierarchy. Changes in economic conditions or model-based valuation techniques may require the transfer of financial instruments from one fair value level to another. In such instances, the transfer is reported at the beginning of the reporting period.

We evaluated the significance of transfers between levels based upon the nature of the financial instrument and size of the transfer relative to total assets available for benefits. For the year ended December 31, 2011, there were no significant transfers in or out of levels 1, 2 or 3.

5 Tax Status of the Plan

The Internal Revenue Service has determined and informed the Company by a letter dated August 31, 2006, that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code (IRC). The Plan has been amended since receiving the determination letter; however, the Company and the plan administrator believe the Plan is currently designed and operated in compliance with the applicable regulations of the IRC. Therefore, no provision for income taxes has been included in the Plan's financial statements.

US GAAP requires plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS or other applicable taxing authorities. The plan administrator has analyzed the tax positions taken by the Plan and has concluded that as of December 31, 2011 and 2010, and for the year ended December 31, 2011, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the Plan's financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, the Plan is not currently under audit with respect to any tax periods in progress.

6 Related-party Transactions

Certain plan investments are units of pooled separate accounts and interest in a guaranteed income fund managed by Prudential. Prudential is the plan trustee and custodian, and, therefore, these transactions qualify as party-in-interest. Fees paid from plan assets for the services provided by Prudential amounted to $7,309 for the year ended December 31, 2011.

7 Certified Financial Information

The plan administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, Prudential Bank & Trust, F.S.B., the trustee of the Plan, and Prudential Retirement Insurance and Annuity Company, the custodian of the Plan, have certified that the following information in the accompanying financial statements and supplemental schedule is complete and accurate:

- Investments and notes receivable from participants, as shown in the statements of net assets available for benefits as of December 31, 2011 and 2010.
- Investment earnings and interest income on notes receivable from participants, as shown in the statement of changes in net assets available for benefits for the year ended December 31, 2011.
- Schedule of assets (held at end of year) as of December 31, 2011.

8 Investment Contract with Insurance Company

The Plan holds a benefit-responsive investment contract with Prudential Retirement Insurance and Annuity Company (Prudential Insurance). Prudential Insurance maintains the contributions in a general account. The account is credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses. The contract is included in the financial statements at fair value, which approximates contract value, as reported to the Plan by Prudential Insurance. Contract value represents contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value.

There are no reserves against contract value for credit risk on the contract issuer or otherwise. The average yield and crediting interest rate was approximately 2.75% and 2.90% for 2011 and 2010, respectively. The crediting interest rate is based on a formula agreed upon with the issuer, but may not be less than 1.50%. Such interest rates are reviewed by Prudential Insurance on a quarterly basis for resetting.

Schedule of assets (held at end of year)

As of December 31, 2011

(a)	(b) Identity of issue, borrower, lessor or similar party	(c) Description of investment, including maturity date, rate of interest, collateral, par or maturity value	(e) Current value
*	Prudential Retirement Insurance & Annuity Company	Guaranteed Income Fund	$ 10,951,869
*	Prudential Retirement Insurance & Annuity Company	Mid Cap Growth/Artisan	1,054,759
*	Prudential Retirement Insurance & Annuity Company	Small Cap Growth/Time SSQ	574,086
	Prudential Retirement Insurance & Annuity Company	IFX LT Agg Growth Fund (S)	128,482
*	Prudential Retirement Insurance & Annuity Company	IFX LT Inc & Equity Fund (I)	181,568
*	Prudential Retirement Insurance & Annuity Company	IFX LT Agg Growth Fund (I)	152,841
*	Prudential Retirement Insurance & Annuity Company	IFX LT Growth Fund (I)	135,574
*	Prudential Retirement Insurance & Annuity Company	IFX LT Balanced Fund (I)	90,212
*	Prudential Retirement Insurance & Annuity Company	IFX LT Conservative Fund (I)	27,000
*	Prudential Retirement Insurance & Annuity Company	INV Diversified Dividend	652,400
*	Prudential Retirement Insurance & Annuity Company	Lifetime Aggressive	295,071
*	Prudential Retirement Insurance & Annuity Company	Lifetime Growth Fund	284,014
*	Prudential Retirement Insurance & Annuity Company	Lifetime Balanced Fund	895,816
*	Prudential Retirement Insurance & Annuity Company	Lifetime Conservative Fund	351,835
*	Prudential Retirement Insurance & Annuity Company	Lifetime Income & Equity	6,542
*	Prudential Retirement Insurance & Annuity Company	Dryden S&P 500 Index Fund	589,111
*	Prudential Retirement Insurance & Annuity Company	Core Bond Enhan Index	448,567
*	Prudential Mutual Funds	Amer: Europacific Grow R3	442,800
*	Prudential Mutual Funds	Ivy Asset Strategy Class A	104,776
*	Prudential Mutual Funds	Mainstay Large Cap Growth R2	722,153
*	Prudential Mutual Funds	Cap World Grow & Inco R3	301,940
*	Prudential Mutual Funds	Fid Advisor New Insights	458,401
*	Prudential Mutual Funds	Invesco Energy A	187,809
*	Prudential Mutual Funds	Janus Balanced Fund Class S	356,525
*	Prudential Mutual Funds	Victory Established Value	507,879
*	Prudential Mutual Funds	Delaware Infl Prot Bond A	46,441
*	Prudential Mutual Funds	Wells Fargo Adv Sm Cap	466,337
	National Financial	Interest Bearing Cash	440,932
	Allezoe Med Holding Inc Com	Corporate Stock - Common	24
	Assured Pharmacy Inc Com	Corporate Stock - Common	8
	Blackrock Kelso Cap Corporation	Corporate Stock - Common	39,943

Schedule of assets (held at end of year) (cont'd)

As of December 31, 2011

(a)	(b) Identity of issue, borrower, lessor or similar party	(c) Description of investment, including maturity date, rate of interest, collateral, par or maturity value	(e) Current value
	China Intelligence Information Sys Com	Corporate Stock - Common	249
	Cosine Communications Inc	Corporate Stock - Common	39
	Federal Natl Mtg Assn	Corporate Stock - Common	101
	Global High Income Fund Inc	Corporate Stock - Common	226,353
	Ishares Silver TR Ishares	Corporate Stock - Common	13,470
	Ishares TR FTSE Xinhua HK China 25	Corporate Stock - Common	5,230
	Lehman Bros Holdings Corp	Corporate Stock - Common	20
	Lowes Companies	Corporate Stock - Common	24,568
	Macquarie Infrastructure Co	Corporate Stock - Common	217,870
	Microsoft Corp	Corporate Stock - Common	5,192
	Proshares TR Ultra Short 500 Fund	Corporate Stock - Common	57,867
	SPDR Gold TR Gold Shares	Corporate Stock - Common	68,395
	United States Steel Corp	Corporate Stock - Common	5,292
	Yadkin VY Finl Corp Com	Corporate Stock - Common	805
	Janus Orion Fund Class J Shares	Mutual Funds	3,517
	Buckeye Partners LP Unit Ltd Partnership	Part. / Joint Venture Interest	89,572
	Targa Res Partners LP Com Unti Ltd	Part. / Joint Venture Interest	126,752
*	Notes Receivable from Participants	4.25% - 9.25%	928,093
	Total assets (held at end of year)		$ 22,669,100

* Indicates party-in-interest to the Plan

Note: Cost information (column d) has been excluded because all investments are participant-directed

Financial Statements, Supplemental Schedule and Report of Independent Certified Public Accountants

TT Electronics 401(k) Retirement Plan

As of December 31, 2011 and 2010 and for the Year Ended December 31, 2011

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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.

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Report of Independent Certified Public Accountants

To the Plan Administrator of
TT Electronics 401(k) Retirement Plan:

We were engaged to audit the financial statements of **TT Electronics 401(k) Retirement Plan** (the Plan) as of December 31, 2011 and 2010, and for the year ended December 31, 2011, and the supplemental schedule as of December 31, 2011, as listed in the accompanying table of contents. These financial statements and supplemental schedule are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 7, which was certified by Prudential Bank & Trust, F.S.B., the trustee of the Plan, and Prudential Retirement Insurance and Annuity Company, the custodian of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedule. We have been informed by the plan administrator that the trustee and custodian hold the certified Plan assets and execute the related transactions. The plan administrator has obtained certifications from the trustee and custodian as of December 31, 2011 and 2010, and for the year ended December 31, 2011, that the information provided to the plan administrator by the trustee and custodian is complete and accurate.

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

Grant Thornton LLP

Atlanta, Georgia
October 15, 2012

Statements of net assets available for benefits

December 31	2011	2010
Assets:		
Noninterest-bearing cash	**$ -**	$ 5
Investments, at fair value	**21,741,007**	23,161,784
Notes receivable from participants	**928,093**	953,725
Net assets available for benefits	**$ 22,669,100**	$ 24,115,514

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

Statement of changes in net assets available for benefits

For the year ended December 31	2011
Additions	
Additions to net assets attributed to:	
Investment earnings (losses):	
Net depreciation in fair value of investments	$ (213,669)
Interest and dividend income	323,434
Total investment earnings	109,765
Interest income on notes receivable from participants	45,993
Contributions:	
Participants	834,860
Employer	362,150
Rollovers	27,692
Total contributions	1,224,702
Total additions, net	1,380,460
Deductions	
Deductions from net assets attributed to:	
Benefits paid to participants	2,813,295
Deemed distributions	6,270
Administrative expenses	7,309
Total deductions	2,826,874
Net decrease	(1,446,414)
Net assets available for benefits, beginning of year	24,115,514
Net assets available for benefits, end of year	$ 22,669,100

The accompanying notes are an integral part of this financial statement.

Notes to financial statements

1 Description of the Plan

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

General

The Plan is a defined contribution plan covering all eligible employees of the following operating entities of TT Group Industries, Inc.: International Resistive Company, Inc., BAS Components, Inc., International Resistive Company of Texas LLC, Shallcross, Inc. and AB Interconnect, Inc. (collectively, the Company or Plan Sponsor). The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended (ERISA).

Prudential Bank & Trust, F.S.B. is the Plan trustee and its affiliate, Prudential Retirement Insurance and Annuity Company, serves as the Plan custodian of certain investments (collectively, Prudential). The Company's 401(k) committee is the plan administrator.

Plan Amendments

Effective January 1, 2011, the Plan was amended to revise the definitions of "cents per hour contribution" and "covered employee" as follows:

- Cents per hour contribution means any nonelection employer contribution made under the terms of the Plan in effect prior to January 1, 2011
- Covered employee shall include any employee who is covered by a collective bargaining agreement with the employer only if and to the extent such collective bargaining agreement provides for coverage under the Plan.

Effective January 1, 2011, the Plan was amended so that an employee shall be credited with a year of eligibility service for each "computation period," as defined by the Plan, in which he or she completes at least 1,000 hours of service.

Effective January 1, 2011, the Plan was amended so that an employee who is not covered by the terms of a collective bargaining agreement that requires contributions on his or her behalf to the Plan, and who is classified by his or her employer as an hourly, clerical or salaried employee, shall become an eligible employee to (i) make 401(k) contributions as of the date he or she becomes a covered employee and (ii) share in the allocation of matching contributions as of the applicable enrollment date upon completing one year of eligibility service.

Effective January 1, 2011, the Plan was amended so that the contribution period for all employer contributions, including regular matching contributions, true up matching contributions and cents per hour contributions, is each plan year.

Effective January 1, 2011, the Plan was amended so that each employer shall make a cents per hour contribution to the Plan for the contribution period in the cents per hour allocation prescribed by the terms of an applicable collective bargaining agreement.

Effective January 1, 2011, the Plan was amended so that each employer shall make a regular matching contribution to the Plan for each contribution period on behalf of each of its eligible employees during the contribution period who has met the allocation requirements for regular matching contributions, as described in the Plan document. The amount of such regular matching contribution shall be equal to 100% of the 401(k) contributions made for the contribution period on behalf of such eligible employee.

Effective January 1, 2011, the Plan was amended so that 401(k) contributions that exceed 3% of an eligible employee's compensation for the contribution period are excluded from regular matching contributions.

Eligibility

Employees who are not covered by a collective bargaining agreement can participate in the Plan immediately upon hiring.

Employees who are covered by collective bargaining agreements can participate in the Plan in accordance with their respective collective bargaining agreements.

Contributions

Employees may make pre-tax and/or Roth 401(k) contributions to the Plan; however, contributions are limited to the lesser of 100% of the employee's gross wages or the maximum amount allowable by law.

For employees who are not covered by the terms of a collective bargaining agreement, the Company matches 100% of the employee's contributions up to a maximum of 3% of each employee's gross wages, excluding bonuses. For employees who are covered by the terms of a collective bargaining agreement, the Company contributes an amount using a formula which reflects the employee's length of service as determined in the respective agreement. During 2011, the Company contributed $.05 cents per hour for eligible employees with a length of service of 1-4 years, $.28 cents per hour for eligible employees with a length of service of 5-9 years, $.32 cents per hour for eligible employees with a length of service of 10-19 years, $.33 cents per hour for eligible employees with a length of service of 20-24 years, and $.37 cents per hour for eligible employees with a length of service of 25+ years.

At the discretion of the Company's Board of Directors, the Company may also make additional contributions for a plan year. An employee's share of this contribution is determined using a formula which reflects the employee's length of service and compensation. No such additional contributions were made for the 2011 plan year.

Rollover Provision

The Plan allows participants to "roll over" assets from other qualified savings plans into the Plan.

Vesting

Participants are immediately and fully vested in their contributions plus actual earnings thereon. Participants who are not covered by the terms of a collective bargaining agreement are immediately and fully vested in company matching contributions plus actual earnings thereon. Participants who are covered by certain collective bargaining agreements become fully vested in company contributions after five years of service based on the following table:

Years of Service	Vested Percentage
Less than 2	0%
2	40%
3	60%
4	80%
5 or more	100%

Notes Receivable from Participants

Participants may borrow from their vested fund accounts a minimum of $1,000 up to a maximum equal to the lesser of $50,000 or 50 percent of their vested account balance. The loans are secured by the balance in the participant's account. Loan terms for all loans other than for principal residence range from 1-5 years. Principal residence loan terms range from 1-15 years. The loans bear interest at rates that are commensurate with local prevailing rates at the date of issuance, as determined quarterly by the Plan Administrator. As of December 31, 2011, interest rates ranged from 4.25% to 9.25% on all outstanding loans. Principal and interest is paid ratably through payroll deductions.

Payment of Benefits

Participants are entitled to withdraw all or a portion of their vested account balances upon termination of services due to death, permanent disability, retirement or for other reasons or any time thereafter. The Plan also provides that a participant may receive liquidation of all or part of his vested benefits in the event of extreme economic hardship, subject to approval by the Plan's 401(k) committee. In accordance with the Internal Revenue Code, benefits withdrawn prior to age 59½ may be subject to additional taxes.

Plan Termination

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

Forfeitures

Account balances forfeited by prior plan participants may be used by the employer to reduce its contributions to the Plan. Forfeiture activity during 2011 is summarized as follows:

For the year ended December 31		2011
Forfeited nonvested accounts, beginning of year	$	3,041
Participant forfeitures		492
Investment earnings		78
Forfeitures used to reduce employer contributions		(726)
Forfeited nonvested accounts, end of year	$	2,885

Participant Accounts

Participant accounts may be invested in one or more of the investment funds available under the Plan at the direction of the participant. Each participant's account is credited with (a) participant's contributions, (b) an allocation of employer contributions and (c) an allocation of investment earnings, and is charged with (a) withdrawals, (b) an allocation of investment losses and (c) administrative expenses. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Plan Expenses

The Company pays substantially all expenses for the administration of the Plan, except for certain member-requested service expenses and expenses related to maintaining a Self-Directed Brokerage Account.

2 Summary of Significant Accounting Policies

Adoption of New Accounting Standard

In January 2010, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update No. 2010-06 – Improving Disclosures about Fair Value Measurements (ASU 2010-06). ASU 2010-06 requires disclosure of activities, on a gross basis, including purchases, sales, issuances, and settlements, in the reconciliation of Level 3 fair value recurring measurements. The new disclosures are required for periods beginning after December 15, 2010. These requirements, which were adopted by the Plan during 2011, did not have a significant impact on the Plan's current fair value disclosures.

Basis of Accounting

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

Use of Estimates

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

Investment and Income Valuation

The Plan's investments are stated at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 4 for description 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 (depreciation) in fair value of investments includes realized gains (losses) from the sale of investments and the change in unrealized gains and losses.

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid balance plus any accrued but unpaid interest. Delinquent loans are reclassified as distributions based upon the terms of the Plan document.

Benefit Payments

Benefits are recorded when paid.

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.

Subsequent Events

Plan management has evaluated subsequent events through October 15, 2012, the date the financial statements were available to be issued.

In July 2012, the Company closed its facility in Boone, North Carolina. Plan management is in the process of determining the effect of the facility closure on the Plan and those participants impacted as a result of their involuntary termination.

Furthermore, it is the intention of the Company to create a multiemployer plan beginning in 2013 so as to better manage the fiduciary responsibilities of the companies under common ownership, gain economies of scale in investment offerings to the participants and reduce administrative expenses.

3 Investments

The following presents investments at fair value which represent 5% or more of the Plan's net assets. All investments are participant-directed.

December 31	2011	2010
Investments, at fair value:		
Guaranteed income fund	**$ 10,951,869**	$ 11,636,191
Pooled separate accounts		
Individually less than 5% of net assets	**5,867,878**	5,243,912
Mutual funds		
Individually less than 5% of net assets	**3,595,061**	4,930,720
Self-directed brokerage accounts		
Individually less than 5% of net assets	**1,326,199**	1,350,961
Total investments, at fair value	**$ 21,741,007**	$ 23,161,784

During 2011, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated (depreciated) in value as follows:

For the year ended December 31	2011
Pooled separate accounts	**$ (3,304)**
Mutual funds	**(219,325)**
Self-directed brokerage accounts	**8,960**
Total net depreciation in fair value of investments	**$ (213,669)**

4 Fair Value Measurement

The FASB Accounting Standards Codification Topic 820 - *Fair Value Measurements and Disclosures* (ASC 820) provides a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements).

The three levels of the fair value hierarchy under ASC 820 are described as follows:

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

Level 2: Inputs to the valuation methodology include:

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

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

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

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

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

Pooled separate accounts: valued at the net asset value per unit using quoted market prices of the underlying assets.

Guaranteed income fund: valued at contract value which represents contributions, earnings at guaranteed crediting rates, less withdrawals and fees. The fund is a stable value product specifically designed for defined contribution plans to provide money market like liquidity and safety of principal with an attractive rate of return. The concept of a value other than contract value does not apply to this insurance company issued, general account backed evergreen group annuity spread product even upon a discontinuance of the contract in which case the contract value would be paid no later than 90 days from the date the sponsor provides notice to discontinue. This contract's operation is different than many other evergreen group annuity products in the market by virtue of the fact that a market value (fair value) adjustment does not apply upon discontinuance.

Mutual funds: valued at the net asset value of shares held by the Plan at year-end.

Self-directed brokerage accounts: the brokerage accounts are comprised of common stocks, mutual funds and partnership investments. Common stocks are valued at the closing price reported on the active market on which the individual securities are traded. Mutual funds are valued at the net asset value of shares held by the Plan at year-end. Investments in partnerships are valued at appraised values at the end of the Plan year as reported by the partnerships' respective general partners and the trustee of the Plan.

The preceding methodologies 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 methodologies 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.

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

December 31, 2011	Level 1	Level 2	Level 3	Total
Investments, at fair value:				
Guaranteed income fund	$ -	$ -	$ 10,951,869	$ 10,951,869
Pooled separate accounts:				
Small cap growth funds	-	574,086	-	574,086
Mid cap growth funds	-	1,054,759	-	1,054,759
Large cap blend funds	-	589,111	-	589,111
Large cap value funds	-	652,400	-	652,400
IncomeFlex funds	-	715,677	-	715,677
Balanced - lifetime funds	-	1,833,278	-	1,833,278
Fixed income - domestic funds	-	448,567	-	448,567
Total pooled separate accounts	-	5,867,878	-	5,867,878
Mutual funds:				
International large blend funds	442,800	-	-	442,800
Small cap blend funds	466,337	-	-	466,337
Mid cap value funds	507,879	-	-	507,879
Large cap growth funds	1,285,330	-	-	1,285,330
Balanced funds	356,525	-	-	356,525
Equity funds - energy	187,809	-	-	187,809
World stock funds	301,940			301,940
U.S. government and corporate bonds	46,441	-	-	46,441
Total mutual funds	3,595,061	-	-	3,595,061
Self-directed brokerage accounts:				
Interest bearing cash	440,932	-	-	440,932
Common stock	665,426	-	-	665,426
Mutual funds	3,517	-	-	3,517
Partnership / joint venture interest	-	-	216,324	-
Total self-directed brokerage accounts	1,109,875	-	216,324	1,326,199
Total investments, at fair value	$ 4,704,936	$ 5,867,878	$ 11,168,193	$ 21,741,007

December 31, 2010	Level 1	Level 2	Level 3	Total
Investments, at fair value:				
Guaranteed income fund	$ -	$ -	$ 11,636,191	$ 11,636,191
Pooled separate accounts				
Small cap growth funds	-	571,741	-	571,741
Mid cap growth funds	-	684,834	-	684,834
Large cap blend funds	-	567,726	-	567,726
Large cap value funds	-	464,003	-	464,003
IncomeFlex funds	-	738,169	-	738,169
Balanced - lifetime funds	-	1,932,551	-	1,932,551
Fixed income - domestic funds	-	284,888	-	284,888
Total pooled separate accounts	-	5,243,912	-	5,243,912
Mutual funds				
International large blend funds	481,060	-	-	481,060
Small cap blend funds	730,516	-	-	730,516
Mid cap value funds	535,486	-	-	535,486
Large cap value funds	457,177	-	-	457,177
Large cap growth funds	1,399,483	-	-	1,399,483
Balanced funds	402,850	-	-	402,850
Equity funds - energy	411,882	-	-	411,882
World stock funds	475,233			475,233
U.S. government and corporate bonds	37,033	-	-	37,033
Total mutual funds	4,930,720	-	-	4,930,720
Self-directed brokerage accounts				
Interest bearing cash	126,959	-	-	126,959
Common stock	867,938	-	-	867,938
Mutual funds	4,280	-	-	4,280
Partnership / joint venture interest	-	-	351,784	351,784
Total self-directed brokerage accounts	999,177	-	351,784	1,350,961
Total investments, at fair value	$ 5,929,897	$ 5,243,912	$ 11,987,975	$ 23,161,784

The following table sets forth a summary of changes in the fair value of the Plan's Level 3 investments.

For the year ended December 31, 2011	Guaranteed Income Fund	Self-directed Brokerage Accounts
Balance, beginning of year	**$ 11,636,191**	**$ 351,784**
Interest income	**292,832**	**-**
Unrealized gain on investments	**-**	**7,298**
Realized loss on sale of investments	**-**	**(7,062)**
Purchases	**2,278,068**	**-**
Sales	**(3,255,222)**	**(135,696)**
Balance, end of year	**$ 10,951,869**	**$ 216,324**

Changes in Fair Value Levels

The availability of observable market data is monitored to assess the appropriate classification of financial instruments within the fair value hierarchy. Changes in economic conditions or model-based valuation techniques may require the transfer of financial instruments from one fair value level to another. In such instances, the transfer is reported at the beginning of the reporting period.

We evaluated the significance of transfers between levels based upon the nature of the financial instrument and size of the transfer relative to total assets available for benefits. For the year ended December 31, 2011, there were no significant transfers in or out of levels 1, 2 or 3.

5 Tax Status of the Plan

The Internal Revenue Service has determined and informed the Company by a letter dated August 31, 2006, that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code (IRC). The Plan has been amended since receiving the determination letter; however, the Company and the plan administrator believe the Plan is currently designed and operated in compliance with the applicable regulations of the IRC. Therefore, no provision for income taxes has been included in the Plan's financial statements.

US GAAP requires plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS or other applicable taxing authorities. The plan administrator has analyzed the tax positions taken by the Plan and has concluded that as of December 31, 2011 and 2010, and for the year ended December 31, 2011, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the Plan's financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, the Plan is not currently under audit with respect to any tax periods in progress.

6 Related-party Transactions

Certain plan investments are units of pooled separate accounts and interest in a guaranteed income fund managed by Prudential. Prudential is the plan trustee and custodian, and, therefore, these transactions qualify as party-in-interest. Fees paid from plan assets for the services provided by Prudential amounted to $7,309 for the year ended December 31, 2011.

7 Certified Financial Information

The plan administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, Prudential Bank & Trust, F.S.B., the trustee of the Plan, and Prudential Retirement Insurance and Annuity Company, the custodian of the Plan, have certified that the following information in the accompanying financial statements and supplemental schedule is complete and accurate:

- Investments and notes receivable from participants, as shown in the statements of net assets available for benefits as of December 31, 2011 and 2010.
- Investment earnings and interest income on notes receivable from participants, as shown in the statement of changes in net assets available for benefits for the year ended December 31, 2011.
- Schedule of assets (held at end of year) as of December 31, 2011.

8 Investment Contract with Insurance Company

The Plan holds a benefit-responsive investment contract with Prudential Retirement Insurance and Annuity Company (Prudential Insurance). Prudential Insurance maintains the contributions in a general account. The account is credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses. The contract is included in the financial statements at fair value, which approximates contract value, as reported to the Plan by Prudential Insurance. Contract value represents contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value.

There are no reserves against contract value for credit risk on the contract issuer or otherwise. The average yield and crediting interest rate was approximately 2.75% and 2.90% for 2011 and 2010, respectively. The crediting interest rate is based on a formula agreed upon with the issuer, but may not be less than 1.50%. Such interest rates are reviewed by Prudential Insurance on a quarterly basis for resetting.

Schedule of assets (held at end of year)

As of December 31, 2011

(a)	(b) Identity of issue, borrower, lessor or similar party	(c) Description of investment, including maturity date, rate of interest, collateral, par or maturity value	(e) Current value
*	Prudential Retirement Insurance & Annuity Company	Guaranteed Income Fund	$ 10,951,869
*	Prudential Retirement Insurance & Annuity Company	Mid Cap Growth/Artisan	1,054,759
*	Prudential Retirement Insurance & Annuity Company	Small Cap Growth/Time SSQ	574,086
	Prudential Retirement Insurance & Annuity Company	IFX LT Agg Growth Fund (S)	128,482
*	Prudential Retirement Insurance & Annuity Company	IFX LT Inc & Equity Fund (I)	181,568
*	Prudential Retirement Insurance & Annuity Company	IFX LT Agg Growth Fund (I)	152,841
*	Prudential Retirement Insurance & Annuity Company	IFX LT Growth Fund (I)	135,574
*	Prudential Retirement Insurance & Annuity Company	IFX LT Balanced Fund (I)	90,212
*	Prudential Retirement Insurance & Annuity Company	IFX LT Conservative Fund (I)	27,000
*	Prudential Retirement Insurance & Annuity Company	INV Diversified Dividend	652,400
*	Prudential Retirement Insurance & Annuity Company	Lifetime Aggressive	295,071
*	Prudential Retirement Insurance & Annuity Company	Lifetime Growth Fund	284,014
*	Prudential Retirement Insurance & Annuity Company	Lifetime Balanced Fund	895,816
*	Prudential Retirement Insurance & Annuity Company	Lifetime Conservative Fund	351,835
*	Prudential Retirement Insurance & Annuity Company	Lifetime Income & Equity	6,542
*	Prudential Retirement Insurance & Annuity Company	Dryden S&P 500 Index Fund	589,111
*	Prudential Retirement Insurance & Annuity Company	Core Bond Enhan Index	448,567
*	Prudential Mutual Funds	Amer: Europacific Grow R3	442,800
*	Prudential Mutual Funds	Ivy Asset Strategy Class A	104,776
*	Prudential Mutual Funds	Mainstay Large Cap Growth R2	722,153
*	Prudential Mutual Funds	Cap World Grow & Inco R3	301,940
*	Prudential Mutual Funds	Fid Advisor New Insights	458,401
*	Prudential Mutual Funds	Invesco Energy A	187,809
*	Prudential Mutual Funds	Janus Balanced Fund Class S	356,525
*	Prudential Mutual Funds	Victory Established Value	507,879
*	Prudential Mutual Funds	Delaware Infl Prot Bond A	46,441
*	Prudential Mutual Funds	Wells Fargo Adv Sm Cap	466,337
	National Financial	Interest Bearing Cash	440,932
	Allezoe Med Holding Inc Com	Corporate Stock - Common	24
	Assured Pharmacy Inc Com	Corporate Stock - Common	8
	Blackrock Kelso Cap Corporation	Corporate Stock - Common	39,943

Schedule of assets (held at end of year) (cont'd)

As of December 31, 2011

(a)	(b) Identity of issue, borrower, lessor or similar party	(c) Description of investment, including maturity date, rate of interest, collateral, par or maturity value	(e) Current value
	China Intelligence Information Sys Com	Corporate Stock - Common	249
	Cosine Communications Inc	Corporate Stock - Common	39
	Federal Natl Mtg Assn	Corporate Stock - Common	101
	Global High Income Fund Inc	Corporate Stock - Common	226,353
	Ishares Silver TR Ishares	Corporate Stock - Common	13,470
	Ishares TR FTSE Xinhua HK China 25	Corporate Stock - Common	5,230
	Lehman Bros Holdings Corp	Corporate Stock - Common	20
	Lowes Companies	Corporate Stock - Common	24,568
	Macquarie Infrastructure Co	Corporate Stock - Common	217,870
	Microsoft Corp	Corporate Stock - Common	5,192
	Proshares TR Ultra Short 500 Fund	Corporate Stock - Common	57,867
	SPDR Gold TR Gold Shares	Corporate Stock - Common	68,395
	United States Steel Corp	Corporate Stock - Common	5,292
	Yadkin VY Finl Corp Com	Corporate Stock - Common	805
	Janus Orion Fund Class J Shares	Mutual Funds	3,517
	Buckeye Partners LP Unit Ltd Partnership	Part. / Joint Venture Interest	89,572
	Targa Res Partners LP Com Unti Ltd	Part. / Joint Venture Interest	126,752
*	Notes Receivable from Participants	4.25% - 9.25%	928,093
	Total assets (held at end of year)		$ 22,669,100

* Indicates party-in-interest to the Plan

Note: Cost information (column d) has been excluded because all investments are participant-directed

Financial Statements, Supplemental Schedule and Report of Independent Certified Public Accountants

TT Electronics 401(k) Retirement Plan

As of December 31, 2011 and 2010 and for the Year Ended December 31, 2011

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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.

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Report of Independent Certified Public Accountants

To the Plan Administrator of
TT Electronics 401(k) Retirement Plan:

We were engaged to audit the financial statements of **TT Electronics 401(k) Retirement Plan** (the Plan) as of December 31, 2011 and 2010, and for the year ended December 31, 2011, and the supplemental schedule as of December 31, 2011, as listed in the accompanying table of contents. These financial statements and supplemental schedule are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 7, which was certified by Prudential Bank & Trust, F.S.B., the trustee of the Plan, and Prudential Retirement Insurance and Annuity Company, the custodian of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedule. We have been informed by the plan administrator that the trustee and custodian hold the certified Plan assets and execute the related transactions. The plan administrator has obtained certifications from the trustee and custodian as of December 31, 2011 and 2010, and for the year ended December 31, 2011, that the information provided to the plan administrator by the trustee and custodian is complete and accurate.

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

Grant Thornton LLP

Atlanta, Georgia
October 15, 2012

Statements of net assets available for benefits

December 31	2011	2010
Assets:		
Noninterest-bearing cash	**$ -**	$ 5
Investments, at fair value	**21,741,007**	23,161,784
Notes receivable from participants	**928,093**	953,725
Net assets available for benefits	**$ 22,669,100**	$ 24,115,514

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

Statement of changes in net assets available for benefits

For the year ended December 31	2011
Additions	
Additions to net assets attributed to:	
Investment earnings (losses):	
Net depreciation in fair value of investments	$ (213,669)
Interest and dividend income	323,434
Total investment earnings	109,765
Interest income on notes receivable from participants	45,993
Contributions:	
Participants	834,860
Employer	362,150
Rollovers	27,692
Total contributions	1,224,702
Total additions, net	1,380,460
Deductions	
Deductions from net assets attributed to:	
Benefits paid to participants	2,813,295
Deemed distributions	6,270
Administrative expenses	7,309
Total deductions	2,826,874
Net decrease	(1,446,414)
Net assets available for benefits, beginning of year	24,115,514
Net assets available for benefits, end of year	$ 22,669,100

The accompanying notes are an integral part of this financial statement.

Notes to financial statements

1 Description of the Plan

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

General

The Plan is a defined contribution plan covering all eligible employees of the following operating entities of TT Group Industries, Inc.: International Resistive Company, Inc., BAS Components, Inc., International Resistive Company of Texas LLC, Shallcross, Inc. and AB Interconnect, Inc. (collectively, the Company or Plan Sponsor). The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended (ERISA).

Prudential Bank & Trust, F.S.B. is the Plan trustee and its affiliate, Prudential Retirement Insurance and Annuity Company, serves as the Plan custodian of certain investments (collectively, Prudential). The Company's 401(k) committee is the plan administrator.

Plan Amendments

Effective January 1, 2011, the Plan was amended to revise the definitions of "cents per hour contribution" and "covered employee" as follows:

- Cents per hour contribution means any nonelection employer contribution made under the terms of the Plan in effect prior to January 1, 2011
- Covered employee shall include any employee who is covered by a collective bargaining agreement with the employer only if and to the extent such collective bargaining agreement provides for coverage under the Plan.

Effective January 1, 2011, the Plan was amended so that an employee shall be credited with a year of eligibility service for each "computation period," as defined by the Plan, in which he or she completes at least 1,000 hours of service.

Effective January 1, 2011, the Plan was amended so that an employee who is not covered by the terms of a collective bargaining agreement that requires contributions on his or her behalf to the Plan, and who is classified by his or her employer as an hourly, clerical or salaried employee, shall become an eligible employee to (i) make 401(k) contributions as of the date he or she becomes a covered employee and (ii) share in the allocation of matching contributions as of the applicable enrollment date upon completing one year of eligibility service.

Effective January 1, 2011, the Plan was amended so that the contribution period for all employer contributions, including regular matching contributions, true up matching contributions and cents per hour contributions, is each plan year.

Effective January 1, 2011, the Plan was amended so that each employer shall make a cents per hour contribution to the Plan for the contribution period in the cents per hour allocation prescribed by the terms of an applicable collective bargaining agreement.

Effective January 1, 2011, the Plan was amended so that each employer shall make a regular matching contribution to the Plan for each contribution period on behalf of each of its eligible employees during the contribution period who has met the allocation requirements for regular matching contributions, as described in the Plan document. The amount of such regular matching contribution shall be equal to 100% of the 401(k) contributions made for the contribution period on behalf of such eligible employee.

Effective January 1, 2011, the Plan was amended so that 401(k) contributions that exceed 3% of an eligible employee's compensation for the contribution period are excluded from regular matching contributions.

Eligibility

Employees who are not covered by a collective bargaining agreement can participate in the Plan immediately upon hiring.

Employees who are covered by collective bargaining agreements can participate in the Plan in accordance with their respective collective bargaining agreements.

Contributions

Employees may make pre-tax and/or Roth 401(k) contributions to the Plan; however, contributions are limited to the lesser of 100% of the employee's gross wages or the maximum amount allowable by law.

For employees who are not covered by the terms of a collective bargaining agreement, the Company matches 100% of the employee's contributions up to a maximum of 3% of each employee's gross wages, excluding bonuses. For employees who are covered by the terms of a collective bargaining agreement, the Company contributes an amount using a formula which reflects the employee's length of service as determined in the respective agreement. During 2011, the Company contributed $.05 cents per hour for eligible employees with a length of service of 1-4 years, $.28 cents per hour for eligible employees with a length of service of 5-9 years, $.32 cents per hour for eligible employees with a length of service of 10-19 years, $.33 cents per hour for eligible employees with a length of service of 20-24 years, and $.37 cents per hour for eligible employees with a length of service of 25+ years.

At the discretion of the Company's Board of Directors, the Company may also make additional contributions for a plan year. An employee's share of this contribution is determined using a formula which reflects the employee's length of service and compensation. No such additional contributions were made for the 2011 plan year.

Rollover Provision

The Plan allows participants to "roll over" assets from other qualified savings plans into the Plan.

Vesting

Participants are immediately and fully vested in their contributions plus actual earnings thereon. Participants who are not covered by the terms of a collective bargaining agreement are immediately and fully vested in company matching contributions plus actual earnings thereon. Participants who are covered by certain collective bargaining agreements become fully vested in company contributions after five years of service based on the following table:

Years of Service	Vested Percentage
Less than 2	0%
2	40%
3	60%
4	80%
5 or more	100%

Notes Receivable from Participants

Participants may borrow from their vested fund accounts a minimum of $1,000 up to a maximum equal to the lesser of $50,000 or 50 percent of their vested account balance. The loans are secured by the balance in the participant's account. Loan terms for all loans other than for principal residence range from 1-5 years. Principal residence loan terms range from 1-15 years. The loans bear interest at rates that are commensurate with local prevailing rates at the date of issuance, as determined quarterly by the Plan Administrator. As of December 31, 2011, interest rates ranged from 4.25% to 9.25% on all outstanding loans. Principal and interest is paid ratably through payroll deductions.

Payment of Benefits

Participants are entitled to withdraw all or a portion of their vested account balances upon termination of services due to death, permanent disability, retirement or for other reasons or any time thereafter. The Plan also provides that a participant may receive liquidation of all or part of his vested benefits in the event of extreme economic hardship, subject to approval by the Plan's 401(k) committee. In accordance with the Internal Revenue Code, benefits withdrawn prior to age 59½ may be subject to additional taxes.

Plan Termination

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

Forfeitures

Account balances forfeited by prior plan participants may be used by the employer to reduce its contributions to the Plan. Forfeiture activity during 2011 is summarized as follows:

For the year ended December 31		2011
Forfeited nonvested accounts, beginning of year	$	3,041
Participant forfeitures		492
Investment earnings		78
Forfeitures used to reduce employer contributions		(726)
Forfeited nonvested accounts, end of year	$	2,885

Participant Accounts

Participant accounts may be invested in one or more of the investment funds available under the Plan at the direction of the participant. Each participant's account is credited with (a) participant's contributions, (b) an allocation of employer contributions and (c) an allocation of investment earnings, and is charged with (a) withdrawals, (b) an allocation of investment losses and (c) administrative expenses. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Plan Expenses

The Company pays substantially all expenses for the administration of the Plan, except for certain member-requested service expenses and expenses related to maintaining a Self-Directed Brokerage Account.

2 Summary of Significant Accounting Policies

Adoption of New Accounting Standard

In January 2010, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update No. 2010-06 – Improving Disclosures about Fair Value Measurements (ASU 2010-06). ASU 2010-06 requires disclosure of activities, on a gross basis, including purchases, sales, issuances, and settlements, in the reconciliation of Level 3 fair value recurring measurements. The new disclosures are required for periods beginning after December 15, 2010. These requirements, which were adopted by the Plan during 2011, did not have a significant impact on the Plan's current fair value disclosures.

Basis of Accounting

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

Use of Estimates

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

Investment and Income Valuation

The Plan's investments are stated at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 4 for description 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 (depreciation) in fair value of investments includes realized gains (losses) from the sale of investments and the change in unrealized gains and losses.

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid balance plus any accrued but unpaid interest. Delinquent loans are reclassified as distributions based upon the terms of the Plan document.

Benefit Payments

Benefits are recorded when paid.

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.

Subsequent Events

Plan management has evaluated subsequent events through October 15, 2012, the date the financial statements were available to be issued.

In July 2012, the Company closed its facility in Boone, North Carolina. Plan management is in the process of determining the effect of the facility closure on the Plan and those participants impacted as a result of their involuntary termination.

Furthermore, it is the intention of the Company to create a multiemployer plan beginning in 2013 so as to better manage the fiduciary responsibilities of the companies under common ownership, gain economies of scale in investment offerings to the participants and reduce administrative expenses.

3 Investments

The following presents investments at fair value which represent 5% or more of the Plan's net assets. All investments are participant-directed.

December 31	2011	2010
Investments, at fair value:		
Guaranteed income fund	**$ 10,951,869**	$ 11,636,191
Pooled separate accounts		
Individually less than 5% of net assets	**5,867,878**	5,243,912
Mutual funds		
Individually less than 5% of net assets	**3,595,061**	4,930,720
Self-directed brokerage accounts		
Individually less than 5% of net assets	**1,326,199**	1,350,961
Total investments, at fair value	**$ 21,741,007**	$ 23,161,784

During 2011, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated (depreciated) in value as follows:

For the year ended December 31	2011
Pooled separate accounts	**$ (3,304)**
Mutual funds	**(219,325)**
Self-directed brokerage accounts	**8,960**
Total net depreciation in fair value of investments	**$ (213,669)**

4 Fair Value Measurement

The FASB Accounting Standards Codification Topic 820 - *Fair Value Measurements and Disclosures* (ASC 820) provides a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements).

The three levels of the fair value hierarchy under ASC 820 are described as follows:

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

Level 2: Inputs to the valuation methodology include:

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

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

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

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

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

Pooled separate accounts: valued at the net asset value per unit using quoted market prices of the underlying assets.

Guaranteed income fund: valued at contract value which represents contributions, earnings at guaranteed crediting rates, less withdrawals and fees. The fund is a stable value product specifically designed for defined contribution plans to provide money market like liquidity and safety of principal with an attractive rate of return. The concept of a value other than contract value does not apply to this insurance company issued, general account backed evergreen group annuity spread product even upon a discontinuance of the contract in which case the contract value would be paid no later than 90 days from the date the sponsor provides notice to discontinue. This contract's operation is different than many other evergreen group annuity products in the market by virtue of the fact that a market value (fair value) adjustment does not apply upon discontinuance.

Mutual funds: valued at the net asset value of shares held by the Plan at year-end.

Self-directed brokerage accounts: the brokerage accounts are comprised of common stocks, mutual funds and partnership investments. Common stocks are valued at the closing price reported on the active market on which the individual securities are traded. Mutual funds are valued at the net asset value of shares held by the Plan at year-end. Investments in partnerships are valued at appraised values at the end of the Plan year as reported by the partnerships' respective general partners and the trustee of the Plan.

The preceding methodologies 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 methodologies 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.

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

December 31, 2011	Level 1	Level 2	Level 3	Total
Investments, at fair value:				
Guaranteed income fund	$ -	$ -	$ 10,951,869	$ 10,951,869
Pooled separate accounts:				
Small cap growth funds	-	574,086	-	574,086
Mid cap growth funds	-	1,054,759	-	1,054,759
Large cap blend funds	-	589,111	-	589,111
Large cap value funds	-	652,400	-	652,400
IncomeFlex funds	-	715,677	-	715,677
Balanced - lifetime funds	-	1,833,278	-	1,833,278
Fixed income - domestic funds	-	448,567	-	448,567
Total pooled separate accounts	-	5,867,878	-	5,867,878
Mutual funds:				
International large blend funds	442,800	-	-	442,800
Small cap blend funds	466,337	-	-	466,337
Mid cap value funds	507,879	-	-	507,879
Large cap growth funds	1,285,330	-	-	1,285,330
Balanced funds	356,525	-	-	356,525
Equity funds - energy	187,809	-	-	187,809
World stock funds	301,940			301,940
U.S. government and corporate bonds	46,441	-	-	46,441
Total mutual funds	3,595,061	-	-	3,595,061
Self-directed brokerage accounts:				
Interest bearing cash	440,932	-	-	440,932
Common stock	665,426	-	-	665,426
Mutual funds	3,517	-	-	3,517
Partnership / joint venture interest	-	-	216,324	-
Total self-directed brokerage accounts	1,109,875	-	216,324	1,326,199
Total investments, at fair value	$ 4,704,936	$ 5,867,878	$ 11,168,193	$ 21,741,007

December 31, 2010	Level 1	Level 2	Level 3	Total
Investments, at fair value:				
Guaranteed income fund	$ -	$ -	$ 11,636,191	$ 11,636,191
Pooled separate accounts				
Small cap growth funds	-	571,741	-	571,741
Mid cap growth funds	-	684,834	-	684,834
Large cap blend funds	-	567,726	-	567,726
Large cap value funds	-	464,003	-	464,003
IncomeFlex funds	-	738,169	-	738,169
Balanced - lifetime funds	-	1,932,551	-	1,932,551
Fixed income - domestic funds	-	284,888	-	284,888
Total pooled separate accounts	-	5,243,912	-	5,243,912
Mutual funds				
International large blend funds	481,060	-	-	481,060
Small cap blend funds	730,516	-	-	730,516
Mid cap value funds	535,486	-	-	535,486
Large cap value funds	457,177	-	-	457,177
Large cap growth funds	1,399,483	-	-	1,399,483
Balanced funds	402,850	-	-	402,850
Equity funds - energy	411,882	-	-	411,882
World stock funds	475,233			475,233
U.S. government and corporate bonds	37,033	-	-	37,033
Total mutual funds	4,930,720	-	-	4,930,720
Self-directed brokerage accounts				
Interest bearing cash	126,959	-	-	126,959
Common stock	867,938	-	-	867,938
Mutual funds	4,280	-	-	4,280
Partnership / joint venture interest	-	-	351,784	351,784
Total self-directed brokerage accounts	999,177	-	351,784	1,350,961
Total investments, at fair value	$ 5,929,897	$ 5,243,912	$ 11,987,975	$ 23,161,784

The following table sets forth a summary of changes in the fair value of the Plan's Level 3 investments.

For the year ended December 31, 2011	Guaranteed Income Fund	Self-directed Brokerage Accounts
Balance, beginning of year	**$ 11,636,191**	**$ 351,784**
Interest income	**292,832**	**-**
Unrealized gain on investments	**-**	**7,298**
Realized loss on sale of investments	**-**	**(7,062)**
Purchases	**2,278,068**	**-**
Sales	**(3,255,222)**	**(135,696)**
Balance, end of year	**$ 10,951,869**	**$ 216,324**

Changes in Fair Value Levels

The availability of observable market data is monitored to assess the appropriate classification of financial instruments within the fair value hierarchy. Changes in economic conditions or model-based valuation techniques may require the transfer of financial instruments from one fair value level to another. In such instances, the transfer is reported at the beginning of the reporting period.

We evaluated the significance of transfers between levels based upon the nature of the financial instrument and size of the transfer relative to total assets available for benefits. For the year ended December 31, 2011, there were no significant transfers in or out of levels 1, 2 or 3.

5 Tax Status of the Plan

The Internal Revenue Service has determined and informed the Company by a letter dated August 31, 2006, that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code (IRC). The Plan has been amended since receiving the determination letter; however, the Company and the plan administrator believe the Plan is currently designed and operated in compliance with the applicable regulations of the IRC. Therefore, no provision for income taxes has been included in the Plan's financial statements.

US GAAP requires plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS or other applicable taxing authorities. The plan administrator has analyzed the tax positions taken by the Plan and has concluded that as of December 31, 2011 and 2010, and for the year ended December 31, 2011, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the Plan's financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, the Plan is not currently under audit with respect to any tax periods in progress.

6 Related-party Transactions

Certain plan investments are units of pooled separate accounts and interest in a guaranteed income fund managed by Prudential. Prudential is the plan trustee and custodian, and, therefore, these transactions qualify as party-in-interest. Fees paid from plan assets for the services provided by Prudential amounted to $7,309 for the year ended December 31, 2011.

7 Certified Financial Information

The plan administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, Prudential Bank & Trust, F.S.B., the trustee of the Plan, and Prudential Retirement Insurance and Annuity Company, the custodian of the Plan, have certified that the following information in the accompanying financial statements and supplemental schedule is complete and accurate:

- Investments and notes receivable from participants, as shown in the statements of net assets available for benefits as of December 31, 2011 and 2010.
- Investment earnings and interest income on notes receivable from participants, as shown in the statement of changes in net assets available for benefits for the year ended December 31, 2011.
- Schedule of assets (held at end of year) as of December 31, 2011.

8 Investment Contract with Insurance Company

The Plan holds a benefit-responsive investment contract with Prudential Retirement Insurance and Annuity Company (Prudential Insurance). Prudential Insurance maintains the contributions in a general account. The account is credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses. The contract is included in the financial statements at fair value, which approximates contract value, as reported to the Plan by Prudential Insurance. Contract value represents contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value.

There are no reserves against contract value for credit risk on the contract issuer or otherwise. The average yield and crediting interest rate was approximately 2.75% and 2.90% for 2011 and 2010, respectively. The crediting interest rate is based on a formula agreed upon with the issuer, but may not be less than 1.50%. Such interest rates are reviewed by Prudential Insurance on a quarterly basis for resetting.

Schedule of assets (held at end of year)

As of December 31, 2011

(a)	(b) Identity of issue, borrower, lessor or similar party	(c) Description of investment, including maturity date, rate of interest, collateral, par or maturity value	(e) Current value
*	Prudential Retirement Insurance & Annuity Company	Guaranteed Income Fund	$ 10,951,869
*	Prudential Retirement Insurance & Annuity Company	Mid Cap Growth/Artisan	1,054,759
*	Prudential Retirement Insurance & Annuity Company	Small Cap Growth/Time SSQ	574,086
	Prudential Retirement Insurance & Annuity Company	IFX LT Agg Growth Fund (S)	128,482
*	Prudential Retirement Insurance & Annuity Company	IFX LT Inc & Equity Fund (I)	181,568
*	Prudential Retirement Insurance & Annuity Company	IFX LT Agg Growth Fund (I)	152,841
*	Prudential Retirement Insurance & Annuity Company	IFX LT Growth Fund (I)	135,574
*	Prudential Retirement Insurance & Annuity Company	IFX LT Balanced Fund (I)	90,212
*	Prudential Retirement Insurance & Annuity Company	IFX LT Conservative Fund (I)	27,000
*	Prudential Retirement Insurance & Annuity Company	INV Diversified Dividend	652,400
*	Prudential Retirement Insurance & Annuity Company	Lifetime Aggressive	295,071
*	Prudential Retirement Insurance & Annuity Company	Lifetime Growth Fund	284,014
*	Prudential Retirement Insurance & Annuity Company	Lifetime Balanced Fund	895,816
*	Prudential Retirement Insurance & Annuity Company	Lifetime Conservative Fund	351,835
*	Prudential Retirement Insurance & Annuity Company	Lifetime Income & Equity	6,542
*	Prudential Retirement Insurance & Annuity Company	Dryden S&P 500 Index Fund	589,111
*	Prudential Retirement Insurance & Annuity Company	Core Bond Enhan Index	448,567
*	Prudential Mutual Funds	Amer: Europacific Grow R3	442,800
*	Prudential Mutual Funds	Ivy Asset Strategy Class A	104,776
*	Prudential Mutual Funds	Mainstay Large Cap Growth R2	722,153
*	Prudential Mutual Funds	Cap World Grow & Inco R3	301,940
*	Prudential Mutual Funds	Fid Advisor New Insights	458,401
*	Prudential Mutual Funds	Invesco Energy A	187,809
*	Prudential Mutual Funds	Janus Balanced Fund Class S	356,525
*	Prudential Mutual Funds	Victory Established Value	507,879
*	Prudential Mutual Funds	Delaware Infl Prot Bond A	46,441
*	Prudential Mutual Funds	Wells Fargo Adv Sm Cap	466,337
	National Financial	Interest Bearing Cash	440,932
	Allezoe Med Holding Inc Com	Corporate Stock - Common	24
	Assured Pharmacy Inc Com	Corporate Stock - Common	8
	Blackrock Kelso Cap Corporation	Corporate Stock - Common	39,943

Schedule of assets (held at end of year) (cont'd)

As of December 31, 2011

(a)	(b) Identity of issue, borrower, lessor or similar party	(c) Description of investment, including maturity date, rate of interest, collateral, par or maturity value	(e) Current value
	China Intelligence Information Sys Com	Corporate Stock - Common	249
	Cosine Communications Inc	Corporate Stock - Common	39
	Federal Natl Mtg Assn	Corporate Stock - Common	101
	Global High Income Fund Inc	Corporate Stock - Common	226,353
	Ishares Silver TR Ishares	Corporate Stock - Common	13,470
	Ishares TR FTSE Xinhua HK China 25	Corporate Stock - Common	5,230
	Lehman Bros Holdings Corp	Corporate Stock - Common	20
	Lowes Companies	Corporate Stock - Common	24,568
	Macquarie Infrastructure Co	Corporate Stock - Common	217,870
	Microsoft Corp	Corporate Stock - Common	5,192
	Proshares TR Ultra Short 500 Fund	Corporate Stock - Common	57,867
	SPDR Gold TR Gold Shares	Corporate Stock - Common	68,395
	United States Steel Corp	Corporate Stock - Common	5,292
	Yadkin VY Finl Corp Com	Corporate Stock - Common	805
	Janus Orion Fund Class J Shares	Mutual Funds	3,517
	Buckeye Partners LP Unit Ltd Partnership	Part. / Joint Venture Interest	89,572
	Targa Res Partners LP Com Unti Ltd	Part. / Joint Venture Interest	126,752
*	Notes Receivable from Participants	4.25% - 9.25%	928,093
	Total assets (held at end of year)		$ 22,669,100

* Indicates party-in-interest to the Plan

Note: Cost information (column d) has been excluded because all investments are participant-directed