

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). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 <div style="text-align: center; font-size: 1.5em; font-weight: bold;">2011</div> This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2011 or fiscal plan year beginning <u>07/01/2011</u> and ending <u>06/30/2012</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☐
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information—enter all requested information	
1a Name of plan <u>OAK STATE PRODUCTS, INC. 401K RETIREMENT PLAN</u>	1b Three-digit plan number (PN) ▶ <u>002</u>	1c Effective date of plan <u>01/01/1986</u>
2a Plan sponsor's name and address, including room or suite number (Employer, if for single-employer plan) <u>OAK STATE PRODUCTS, INC.</u> <u>P.O. BOX 549</u> <u>WENONA, IL 61377</u>	2b Employer Identification Number (EIN) <u>36-2341822</u>	2c Sponsor's telephone number <u>815-853-4348</u>
		2d Business code (see instructions) <u>311800</u>

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	01/31/2013	PATRICK G. DONNELLY
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	01/31/2013	PATRICK G. DONNELLY
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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

Form 5500 (2011)
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3a Plan administrator's name and address (if same as plan sponsor, enter "Same") OAK STATE PRODUCTS, INC. P.O. BOX 549 WENONA, IL 61377	3b Administrator's EIN 36-2341822 3c Administrator's telephone number 815-853-4348
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4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name	4b EIN 4c PN
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5 Total number of participants at the beginning of the plan year	5	313
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6 Number of participants as of the end of the plan year (welfare plans complete only lines 6a , 6b , 6c , and 6d).		
a Active participants.....	6a	305
b Retired or separated participants receiving benefits.....	6b	7
c Other retired or separated participants entitled to future benefits.....	6c	11
d Subtotal. Add lines 6a , 6b , and 6c	6d	323
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	0
f Total. Add lines 6d and 6e	6f	323
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	237
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	1

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

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

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

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

a Pension Schedules

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

b General Schedules

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

SCHEDULE 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 07/01/2011 and ending 06/30/2012

A Name of plan <u>OAK STATE PRODUCTS, INC. 401K RETIREMENT PLAN</u>	B Three-digit plan number (PN) ▶ <u>002</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>OAK STATE PRODUCTS, INC.</u>	D Employer Identification Number (EIN) <u>36-2341822</u>

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

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

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

ASSOCIATED TRUST COMPANY, N.A.

30-0219031

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 17 24 28 37 38 51 64 70	N/A	8690	Yes ☒ No ☐	Yes ☒ No ☐	0	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 ☐

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
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(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) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small>	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 <div style="border: 1px solid black; padding: 5px; font-size: 1.2em; font-weight: bold;">2011</div> This Form is Open to Public Inspection.
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For calendar plan year 2011 or fiscal plan year beginning 07/01/2011 and ending 06/30/2012

A Name of plan <u>OAK STATE PRODUCTS, INC. 401K RETIREMENT PLAN</u>	B Three-digit plan number (PN)	<u>002</u>
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>OAK STATE PRODUCTS, INC.</u>	D Employer Identification Number (EIN) <u>36-2341822</u>	

Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)
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a Name of MTIA, CCT, PSA, or 103-12 IE: ASSOCIATED BALANCED LIFESTAGE FUND

b Name of sponsor of entity listed in (a): ASSOCIATED TRUST COMPANY, N.A.

c EIN-PN <u>39-6771933-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>982419</u>
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a Name of MTIA, CCT, PSA, or 103-12 IE: ASSOC CONSERV GROWTH LIFESTAGE FUND

b Name of sponsor of entity listed in (a): ASSOCIATED TRUST COMPANY, N.A.

c EIN-PN <u>39-6771935-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>594592</u>
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a Name of MTIA, CCT, PSA, or 103-12 IE: MONEY MARKET COMMON TRUST FUND

b Name of sponsor of entity listed in (a): ASSOCIATED TRUST COMPANY, N.A.

c EIN-PN <u>52-7241044-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>418318</u>
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a Name of MTIA, CCT, PSA, or 103-12 IE: ASSOC INTERMEDIATE TERM BOND

b Name of sponsor of entity listed in (a): ASSOCIATED TRUST COMPANY, N.A.

c EIN-PN <u>52-7241043-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>0</u>
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a Name of MTIA, CCT, PSA, or 103-12 IE: ASSOC INTERMEDIATE TERM BOND

b Name of sponsor of entity listed in (a): ASSOCIATED TRUST COMPANY, N.A.

c EIN-PN <u>90-0186734-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>730293</u>
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a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

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

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

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

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

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

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

For calendar plan year 2011 or fiscal plan year beginning 07/01/2011 and ending 06/30/2012		
A Name of plan OAK STATE PRODUCTS, INC. 401K RETIREMENT PLAN	B Three-digit plan number (PN) ►	002
C Plan sponsor's name as shown on line 2a of Form 5500 OAK STATE PRODUCTS, INC.	D Employer Identification Number (EIN) 36-2341822	

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	14929	
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other.....	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities.....	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other.....	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	438706	456723
(9) Value of interest in common/collective trusts.....	1c(9)	2496616	2725623
(10) Value of interest in pooled separate accounts.....	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	6951109	6749789
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	9901360	9932135

Liabilities

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

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	9901360	9932135
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Part II Income and Expense Statement

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

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	174299	
(B) Participants	2a(1)(B)	565296	
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		739595
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)	21588	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		21588
(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)	80627	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		80627
(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)		64896
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		-253853
c Other income.....	2c		35
d Total income. Add all income amounts in column (b) and enter total.....	2d		652888

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	600960	
(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)		600960
f Corrective distributions (see instructions)	2f		12463
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)	8	
(4) Other	2i(4)	8682	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		8690
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		622113

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		30775
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: MCGLADREY LLP

(2) EIN: 42-0714325

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.).....	☒	☐	1187
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.).....	☐	☒	
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.)	☐	☒	
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.).....	☐	☒	
e Was this plan covered by a fidelity bond?.....	☒	☐	500000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	☐	☒	
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?	☐	☒	
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?	☐	☒	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....	☒	☐	
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.).....	☐	☒	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....	☐	☒	
l Has the plan failed to provide any benefit when due under the plan?	☐	☒	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....	☐	☒	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	☐	☐	

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

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

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

5b(1) Name of plan(s)

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

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2011 This Form is Open to Public Inspection.
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For calendar plan year 2011 or fiscal plan year beginning 07/01/2011 and ending 06/30/2012

A Name of plan <u>OAK STATE PRODUCTS, INC. 401K RETIREMENT PLAN</u>	B Three-digit plan number (PN) ▶ <u>002</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>OAK STATE PRODUCTS, INC.</u>	D Employer Identification Number (EIN) <u>36-2341822</u>

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

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>30-0219031</u>	
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.	
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3

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

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

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

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

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

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

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

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

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

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

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

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

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

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

a Enter the percentage of plan assets held as:
 Stock: _____% 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): _____

Oak State Products, Inc.

401(k) Retirement Plan

Financial Report
June 30, 2012

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Independent Auditor's Report

To the Board of Trustees
Oak State Products, Inc. 401(k) Retirement Plan
Wenona, Illinois

We were engaged to audit the accompanying statements of net assets available for benefits of the Oak State Products, Inc. 401(k) Retirement Plan (the Plan) as of June 30, 2012 and 2011, and the related statement of changes in net assets available for benefits for the year ended June 30, 2012, and the supplemental schedule of delinquent participant contributions for the year ended June 30, 2012 and the supplemental schedule of assets (held at end of year) as of June 30, 2012. These financial statements and supplemental schedules are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the United States 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 Notes 3 and 4, which was certified or provided by Associated Trust Company, N.A., the custodian of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedules. We have been informed by the Plan Administrator that the custodian holds the Plan's assets and executes transactions. The Plan Administrator has obtained certifications from the custodian regarding the completeness and accuracy of the information summarized in Notes 3 and 4 that was provided to the Plan Administrator by the custodian as of and for the year ended June 30, 2012, and as of June 30, 2011.

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

McGladrey LLP

Peoria, Illinois
January 17, 2013

Oak State Products, Inc. 401(k) Retirement Plan

**Statements of Net Assets Available for Benefits
June 30, 2012 and 2011**

	2012	2011
Assets		
Investments, at fair value:		
Shares of registered investment companies (mutual funds)	\$ 6,749,789	\$ 6,951,110
Common/collective trust funds	2,725,623	2,496,615
	9,475,412	9,447,725
Notes receivable from participants	456,723	438,706
Cash	-	14,929
Total assets	9,932,135	9,901,360
Liabilities	-	-
Net assets available for benefits	\$ 9,932,135	\$ 9,901,360

See Notes to Financial Statements.

Oak State Products, Inc. 401(k) Retirement Plan

**Statement of Changes in Net Assets Available for Benefits
Year Ended June 30, 2012**

Additions (reductions) to net assets attributed to:

Investment income (loss):

Net depreciation in fair value of investments

\$ (188,922)

Dividends and interest

80,627

(108,295)

Interest income on notes from participants

21,588

Contributions:

Participants

565,296

Employer

174,299

739,595

Total additions

652,888

Deductions from net assets attributed to:

Benefits paid to participants

613,423

Administrative and other expenses

8,690

Total deductions

622,113

Net increase

30,775

Net assets available for benefits:

Beginning of year

9,901,360

End of year

\$ 9,932,135

See Notes to Financial Statements.

Oak State Products, Inc. 401(k) Retirement Plan

Notes to Financial Statements

Note 1. Description of Plan

The following description of the Oak State Products, Inc. 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 substantially all employees of Oak State Products, Inc. (the Company) that have completed six months of service and are age 18 or older. Employees who are members of a collective bargaining agreement between employee representatives and the Company or leased employees are not eligible to participate in the Plan. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Contributions: Participants may elect to reduce their salary and have that amount contributed to the Plan. The elective deferral amount may not be more than the lesser of: (a) 85 percent of their eligible compensation for the period, (b) the maximum dollar limit allowed under the requirements of the Internal Revenue Code, or (c) such lesser amounts as determined by the discrimination tests for the Plan. Participants who have attained age 50 or older during the plan year are eligible to make catch-up contributions. Prior to July 1, 2011, all contributions were made pre-tax (tax deferred). Effective July 1, 2011, the Plan was amended to include a Roth option to allow contributions to be made on a post-tax basis. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans and these amounts are reflected as rollover contributions. The Company contributes 50 percent of the first 3 percent of eligible compensation that a participant contributes to the Plan, plus 20 percent of salary deferrals that exceed 3 percent of eligible compensation but do not exceed 8 percent of eligible compensation. Contributions are subject to certain limitations.

Participants direct the investment of their contributions into various options offered by the Plan. The Plan currently offers 21 investment options for participants.

Participant accounts: Each participant's account is credited with the participant's elective and, if applicable, rollover contributions, transfers to the Plan, and allocations of (a) the Company's contributions and (b) plan earnings or losses and charged with an allocation of applicable 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.

Vesting: Participants are immediately vested in all contributions (elective, rollover and employer matching contributions) plus actual earnings thereon.

Participants' notes receivable: Participants may borrow from their fund accounts a minimum of \$1,000 up to a maximum of \$50,000 or 50 percent of their vested account balance, whichever is less. Loan terms include a maximum of 5 years, unless the loan is for the purchase of a primary residence. Loans are secured by the vested balance in the participant's account and bear interest at a rate as determined by the Plan Administrator, which is to be based on prevailing interest rates charged by persons in the business of lending money for loans which would be made under similar circumstances. Interest rates applicable to outstanding notes receivable as of June 30, 2012, ranged from 3.25 percent to 8.25 percent. Principal and interest are paid ratably through payroll deductions.

Oak State Products, Inc. 401(k) Retirement Plan

Notes to Financial Statements

Note 1. Description of Plan (Continued)

Payments of benefits: On termination of service due to death, disability, or retirement, a participant with a total value of vested accounts greater than \$5,000 may elect to delay distribution or elect to receive either a lump-sum amount equal to the value of the participant's vested interest in his or her account or annual installments over a period of years not longer than the participant's life expectancy or the joint and last survivor life expectancies of the designated beneficiary. Participants with vested account balances less than \$5,000 receive a lump-sum amount equal to the value of the participant's vested interest in his or her account.

Effective July 1, 2011, the Plan was amended to allow for age 59.5 in-service withdrawals for elective deferrals only.

Note 2. Summary of Significant Accounting Policies

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 management 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 valuation and income recognition: The Plan's investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The methods used to estimate the fair value of investments are described in Note 4.

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

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

Payment of benefits: Benefits are recorded when paid.

Administrative expenses: Certain administrative functions applicable to the Plan are performed by employees of the Company. No such employees receive compensation from the Plan. Certain other administrative expenses are also paid directly by the Company.

Oak State Products, Inc. 401(k) Retirement Plan

Notes to Financial Statements

Note 2. Summary of Significant Accounting Policies (Continued)

Recent accounting standards: In January 2010, the FASB issued an amendment to accounting guidance, *Fair Value Measurements and Disclosures – Improving Disclosures about Fair Value Measurements* (ASU 2010-06), which requires new disclosures and reasons for transfers of financial assets and liabilities between Levels 1 and 2. This amendment also clarifies that fair value measurement disclosures are required for each class of financial assets and liabilities, and disclosures about inputs and valuation techniques are required for both Level 2 and Level 3 measurements. It further clarifies that the reconciliation of Level 3 measurements should separately present purchases, sales, issuances, and settlements instead of netting those changes. With respect to matters other than Level 3 measurements, the amendment was effective for periods beginning on or after December 15, 2009. The adoption of this guidance related to Level 1 and Level 2 measurements in 2010 did not have a significant impact on the Plan's disclosures about fair value measurements. The guidance related to Level 3 measurements was effective for periods beginning on or after December 15, 2010. The adoption of this guidance related to Level 3 measurements effective July 1, 2011 did not have an impact on the Plan's financial statements.

In May 2011, the FASB issued an amendment to accounting guidance, *Amendments to Achieve Common Fair Value Measurements and Disclosure Requirements in U.S. GAAP and IFRSs* (ASU 2011-04). ASU 2011-04 amended ASC 820, *Fair Value Measurements and Disclosures*, to converge the fair value measurement guidance in GAAP and International Financial Reporting Standards (IFRSs). Some of the amendments clarify the application of existing fair value measurement requirements, while other amendments change a particular principle in ASC 820. In addition, ASU 2011-04 requires additional fair value disclosures. The amendments are to be applied prospectively and are effective for annual periods beginning after December 15, 2011. The adoption of this guidance is not expected to have a material effect on the Plan's financial statements.

Note 3. Information Certified and Provided by Associated Trust Company, N.A.

The following is a summary of the Plan's asset information as of June 30, 2012 and 2011, and for the year ended June 30, 2012, included throughout the Plan's financial statements and supplemental schedules that was prepared by or derived from information provided by the custodian and furnished to the Plan Administrator. The Plan Administrator has obtained certifications from the custodian that the information provided to the Plan Administrator by the custodian related to the following assets is complete and accurate. Accordingly, as permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA, the Plan Administrator instructed the Plan's independent auditors not to perform any auditing procedures with respect to information in this note, Note 4, throughout the financial statements and the supplemental schedules related to the following assets.

Oak State Products, Inc. 401(k) Retirement Plan

Notes to Financial Statements

Note 3. Information Certified and Provided by Associated Trust Company, N.A. (Continued)

The following table presents the Plan's assets that were certified by the custodian as of June 30, 2012 and 2011. Single assets representing more than 5 percent of the Plan's net assets are separately identified.

	2012	2011
Investments, at fair value:		
Shares of registered investment companies (mutual funds):		
Vanguard 500 Index Fund Signal Shares	\$ 1,047,014	\$ 930,446
American Funds Growth Fund of America CL R-6	-	1,107,292
American Funds EuroPacific Growth Fund CL R-6	849,889	925,935
Harbor Capital Appreciation Fund	1,074,784	-
Vanguard Mid-Capitalization Index Fund	815,746	827,192
Goldman Sachs Growth Opportunities I	*	576,800
Wasatch Small Cap Growth Fund	1,110,124	1,073,828
Other investments, individually less than 5%	1,852,232	1,509,617
	<u>6,749,789</u>	<u>6,951,110</u>
Common/collective trust funds:		
Associated Trust Company Balanced Lifestage Fund	982,419	1,029,585
Associated Trust Company Intermediate Term Bond Fund	730,293	631,537
Associated Trust Company Conservative Growth Lifestage Fund	594,592	532,475
Other investments, individually less than 5%	418,319	303,018
	<u>2,725,623</u>	<u>2,496,615</u>
Total investments at fair value	<u>\$ 9,475,412</u>	<u>\$ 9,447,725</u>
Notes receivable from participants, less than 5%	<u>\$ 456,723</u>	<u>\$ 438,706</u>

* Asset did not represent 5% or more of the Plan's net assets as of June 30th.

The custodian also certified to the completeness and accuracy of (\$188,922) of net depreciation in fair value of investments, \$80,627 of interest and dividends on investments and \$21,588 of interest earned on notes receivable from participants for the year ended June 30, 2012.

Oak State Products, Inc. 401(k) Retirement Plan

Notes to Financial Statements

Note 4. Fair Value Measurements

FASB ASC 820, *Fair Value Measurements and Disclosures*, provides the 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 FASB 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's or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at June 30, 2012 and 2011.

Shares of registered investment companies (mutual funds): Valued at the net asset value (NAV) of shares held by the Plan at year-end.

Common/collective trust funds: The units of investment in the common/collective trust funds are stated at net asset value which is based on the aggregate fair value of the underlying assets of the trust in relation to the total number of units outstanding.

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

To assess the appropriate classification of investments within the fair value hierarchy, the availability of market data is monitored. Changes in economic conditions or valuation techniques may require the transfer of investments from one fair value level to another. In such instances, the transfer is reported at the end of the reporting period.

We evaluate the significance of transfers between levels based upon the nature of the investment and size of the transfer relative to total net assets available for benefits. For the year ended June 30, 2012, there were no significant transfers in or out of Levels 1, 2, or 3.

Oak State Products, Inc. 401(k) Retirement Plan

Notes to Financial Statements

Note 4. Fair Value Measurements (Continued)

The following table sets forth by level, within the fair value hierarchy, the Plan's investments at fair value as of June 30, 2012 and 2011:

	Level 1	Level 2	Level 3	Total
	2012			
Shares of registered investment companies (mutual funds):				
Growth funds	\$ 4,676,301	\$ -	\$ -	\$ 4,676,301
Index funds	1,865,171	-	-	1,865,171
Target date retirement funds	208,317	-	-	208,317
Common/collective trust funds	-	2,725,623	-	2,725,623
	<u>\$ 6,749,789</u>	<u>\$ 2,725,623</u>	<u>\$ -</u>	<u>\$ 9,475,412</u>
	2011			
Shares of registered investment companies (mutual funds):				
Growth funds	\$ 5,122,696	\$ -	\$ -	\$ 5,122,696
Index funds	1,757,638	-	-	1,757,638
Target date retirement funds	70,776	-	-	70,776
Common/collective trust funds	-	2,496,615	-	2,496,615
	<u>\$ 6,951,110</u>	<u>\$ 2,496,615</u>	<u>\$ -</u>	<u>\$ 9,447,725</u>

The following table sets forth additional disclosures of the Plan's investments whose fair value is estimated using net asset value per share as of June 30, 2012 and 2011:

Investments	2012 Fair Value	2011 Fair Value	Unfunded Commitment	Redemption Frequency	Redemption Notice Period
Common/collective trust funds:					
Balanced lifestage fund (a)	\$ 982,419	\$ 1,029,585	\$ -	Daily	One Day
Intermediate term bond fund (b)	730,293	631,537	-	Daily	One Day
Conservative growth lifestage fund (c)	594,592	532,475	-	Daily	One Day
Money market fund (d)	418,319	303,018	-	Daily	None
Total common/collective trust funds	<u>\$ 2,725,623</u>	<u>\$ 2,496,615</u>			

- (a) This common/collective trust fund is designed to put equal emphasis on the pursuit of capital growth through investments in stocks along with the stability and income generation provided by fixed income securities. Approximately one-half of the portfolio will primarily consist of investment grade, high quality bonds. It is expected that this segment of the portfolio will maintain a focus on a short-term to intermediate-term maturity profile. The remaining half of the portfolio will consist of a diversified mix of stocks with an emphasis on large company stocks but will include smaller allocations to mid and small company stocks as well as foreign stocks. The target asset allocation for this investment is 50 percent equities and 50 percent fixed income.

Oak State Products, Inc. 401(k) Retirement Plan

Notes to Financial Statements

Note 4. Fair Value Measurements (Continued)

- (b) This common/collective trust fund's objective is to generate returns that are greater than the Barclays Capital Government/Credit Bond Index while maintaining similar risk characteristics. This strategy focuses on diversification and primarily invests in U.S. treasury notes, U.S. government agencies, investment grade corporate bonds, and mortgage-backed securities.
- (c) This common/collective trust fund is primarily designed to provide growth of capital but at a level of risk that is less than that of a portfolio fully invested in stocks. Approximately 20 percent of the portfolio will be allocated to fixed-income securities to pursue this lower risk profile. The majority of the portfolio will consist of a diversified portfolio of stocks emphasizing large company stocks but will also include small allocations to mid and small company stocks as well as foreign stocks. The remainder of the portfolio will primarily consist of investment grade, high quality bonds. It is expected that this segment of the portfolio will maintain a focus on a short to intermediate term maturity profile. The target allocation for this investment is 80 percent equities and 20 percent fixed income.
- (d) This common/collective trust fund is designed to provide safety of principal. This fund will be invested in short-term treasury bills and repurchase agreements.

During the plan year ended June 30, 2012, 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:

Shares of registered investment companies (mutual funds)	\$ (253,818)
Common/collective trust funds	64,896
	<u>\$ (188,922)</u>

Note 5. Related-Party Transactions

The Plan invests in common/collective trust funds managed by the custodian and, therefore, these transactions qualify as party-in-interest transactions.

Note 6. Tax Status

The Plan has adopted a non-standardized form of a prototype plan sponsored by the Associated Trust Company, N.A. The prototype plan has received an opinion letter from the Internal Revenue Service dated December 21, 2001, as to the prototype plan's qualified status. The prototype opinion letter has been relied upon by the Plan. The Plan has been amended since receiving the opinion letter. However, the Plan Administrator believes that the Plan is currently designed and is being operated in compliance with the applicable requirements of the Internal Revenue Code.

Management has evaluated the Plan's tax positions and concluded that the Plan has maintained its tax exempt status and has taken no uncertain tax positions that require adjustment to the financial statements. Therefore, no provision or liability for income taxes has been included in the financial statements. With few exceptions, the Plan is no longer subject to income tax examinations by the U.S. federal tax authorities for years before 2009.

Oak State Products, Inc. 401(k) Retirement Plan

Notes to Financial Statements

Note 7. Plan Termination

Although it has not expressed any intent to do so, the Company has the right to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. If the Plan is terminated, each participant's account balance will be distributed to the participant or named beneficiary.

Note 8. Risks and Uncertainties

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

Note 9. Reconciliation Between Financial Statements and the Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements to the Form 5500 at June 30, 2012 and 2011:

	2012	2011
Net assets available for benefits per the financial statements	\$ 9,932,135	\$ 9,901,360
Differences in:		
Receivables - notes receivable from participants	(456,723)	(438,706)
Investments	456,723	438,706
Net assets available for benefits per the Form 5500	<u>\$ 9,932,135</u>	<u>\$ 9,901,360</u>

Note 10. Prohibited Transactions

During the plan years ended June 30, 2010 and 2009, the Plan Sponsor inadvertently failed to deposit \$1,187 of participant deferrals within the required timeframe as stated by the United States Department of Labor (DOL). The DOL considers late deposits to be prohibited transactions. The total late deferral amount was \$1,187, which was remitted to the Plan in October 2011, along with lost earnings applicable thereto.

Note 11. Subsequent Events

The Plan Administrator has evaluated subsequent events through January 17, 2013, which is the date the financial statements were available to be issued.

Oak State Products, Inc. 401(k) Retirement Plan

**Form 5500, Schedule H, Part IV, Line 4a – Schedule of Delinquent Participant Contributions
Year Ended June 30, 2012**

Participant contributions transferred late to plan: \$1,187	Total that Constitute Nonexempt Prohibited Transactions: \$1,187			Total Fully Corrected Under VFCP and PTE 2002-51 \$0
Check here if late participant loan contributions are included []	Contributions Not Corrected: \$0	Contributions Corrected Outside VFCP: \$1,187	Contributions Pending Correction in VFCP: \$0	

Participant contributions in the amount of \$504 were remitted untimely during the plan year ended June 30, 2010. Participant contributions in the amount of \$683 were remitted untimely during the plan year ended June 30, 2009. The total late deferral amount was \$1,187, which was remitted to the Plan in October 2011, along with lost earnings applicable thereto. Form 5330 for each year will be filed for the applicable excise taxes.

Oak State Products, Inc. 401(k) Retirement Plan

Form 5500, Schedule H, Part IV, Line 4i - Schedule of Assets (Held at End of Year)
June 30, 2012

(a)	(b) Identity of issuer, borrower, lessor or similar party	(c) Description of investment, including maturity date, rate of interest, collateral, par or maturity value	(d) Cost	(e) Current Value
Shares of registered investment companies				
(mutual funds):				
	Harbor	Capital Appreciation Fund (26,265 shares)	N/A	\$ 1,074,784
	Harris	Association Investment TR Oakmark Fund (10,698 shares)	N/A	492,759
	Perkins	Mid Cap Value Fund (625 shares)	N/A	13,088
	Vanguard	500 Index Fund Signal Shares (10,097 shares)	N/A	1,047,014
	American Funds	EuroPacific Growth Fund CL R-6 (22,933 shares)	N/A	849,889
	Wasatch	Small Cap Growth Fund (26,413 shares)	N/A	1,110,124
	Fairholme	Fund (7,859 shares)	N/A	226,883
	Vanguard	Mid-Capitalization Index Fund (27,047 shares)	N/A	815,746
	Vanguard	Small-Capitalization Index Fund (74 shares)	N/A	2,411
	Goldman Sachs	Growth Opportunities I (18,089 shares)	N/A	446,802
	Royce Pennsylvania	Mutual Fund Investment (21,080 shares)	N/A	235,883
	Dodge & Cox	International Stock Fund (5,745 shares)	N/A	173,569
	T. Rowe Price	Retirement 2040 Fund (7,928 shares)	N/A	141,840
	T. Rowe Price	Retirement 2030 Fund (3101 shares)	N/A	55,222
	T. Rowe Price	Retirement 2020 Fund (550 shares)	N/A	9,364
	T. Rowe Price	Retirement 2010 Fund (119 shares)	N/A	1,891
	FMI FDS Inc.	Focus Fund (1,782 shares)	N/A	52,520
				<u>6,749,789</u>
Common/collective trust fund:				
*	Associated Trust Company, N.A.	Balanced Lifestage Fund (52,567 shares)	N/A	982,419
*	Associated Trust Company, N.A.	Intermediate Term Bond Fund (17,961 shares)	N/A	730,293
*	Associated Trust Company, N.A.	Conservative Growth Lifestage Fund (30,407 shares)	N/A	594,592
*	Associated Trust Company, N.A.	Money Market Fund (283,979 shares)	N/A	418,319
				<u>2,725,623</u>
*	Participants	Notes receivable (interest rates ranging from 3.25% to 8.25%, maturity of 1 to 12 years)	\$ 456,723	456,723
				<u>\$ 9,932,135</u>

* Indicates a party-in-interest.

N/A Not-applicable, participant-directed plan

The above information has been certified by Associated Trust Company, N.A., the custodian of the Plan, as complete and accurate.

Oak State Products, Inc.

401(k) Retirement Plan

Financial Report
June 30, 2012

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Independent Auditor's Report

To the Board of Trustees
Oak State Products, Inc. 401(k) Retirement Plan
Wenona, Illinois

We were engaged to audit the accompanying statements of net assets available for benefits of the Oak State Products, Inc. 401(k) Retirement Plan (the Plan) as of June 30, 2012 and 2011, and the related statement of changes in net assets available for benefits for the year ended June 30, 2012, and the supplemental schedule of delinquent participant contributions for the year ended June 30, 2012 and the supplemental schedule of assets (held at end of year) as of June 30, 2012. These financial statements and supplemental schedules are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the United States 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 Notes 3 and 4, which was certified or provided by Associated Trust Company, N.A., the custodian of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedules. We have been informed by the Plan Administrator that the custodian holds the Plan's assets and executes transactions. The Plan Administrator has obtained certifications from the custodian regarding the completeness and accuracy of the information summarized in Notes 3 and 4 that was provided to the Plan Administrator by the custodian as of and for the year ended June 30, 2012, and as of June 30, 2011.

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

McGladrey LLP

Peoria, Illinois
January 17, 2013

Oak State Products, Inc. 401(k) Retirement Plan

**Statements of Net Assets Available for Benefits
June 30, 2012 and 2011**

	2012	2011
Assets		
Investments, at fair value:		
Shares of registered investment companies (mutual funds)	\$ 6,749,789	\$ 6,951,110
Common/collective trust funds	2,725,623	2,496,615
	9,475,412	9,447,725
Notes receivable from participants	456,723	438,706
Cash	-	14,929
Total assets	9,932,135	9,901,360
Liabilities	-	-
Net assets available for benefits	\$ 9,932,135	\$ 9,901,360

See Notes to Financial Statements.

Oak State Products, Inc. 401(k) Retirement Plan

**Statement of Changes in Net Assets Available for Benefits
Year Ended June 30, 2012**

Additions (reductions) to net assets attributed to:

Investment income (loss):

Net depreciation in fair value of investments

\$ (188,922)

Dividends and interest

80,627

(108,295)

Interest income on notes from participants

21,588

Contributions:

Participants

565,296

Employer

174,299

739,595

Total additions

652,888

Deductions from net assets attributed to:

Benefits paid to participants

613,423

Administrative and other expenses

8,690

Total deductions

622,113

Net increase

30,775

Net assets available for benefits:

Beginning of year

9,901,360

End of year

\$ 9,932,135

See Notes to Financial Statements.

Oak State Products, Inc. 401(k) Retirement Plan

Notes to Financial Statements

Note 1. Description of Plan

The following description of the Oak State Products, Inc. 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 substantially all employees of Oak State Products, Inc. (the Company) that have completed six months of service and are age 18 or older. Employees who are members of a collective bargaining agreement between employee representatives and the Company or leased employees are not eligible to participate in the Plan. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Contributions: Participants may elect to reduce their salary and have that amount contributed to the Plan. The elective deferral amount may not be more than the lesser of: (a) 85 percent of their eligible compensation for the period, (b) the maximum dollar limit allowed under the requirements of the Internal Revenue Code, or (c) such lesser amounts as determined by the discrimination tests for the Plan. Participants who have attained age 50 or older during the plan year are eligible to make catch-up contributions. Prior to July 1, 2011, all contributions were made pre-tax (tax deferred). Effective July 1, 2011, the Plan was amended to include a Roth option to allow contributions to be made on a post-tax basis. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans and these amounts are reflected as rollover contributions. The Company contributes 50 percent of the first 3 percent of eligible compensation that a participant contributes to the Plan, plus 20 percent of salary deferrals that exceed 3 percent of eligible compensation but do not exceed 8 percent of eligible compensation. Contributions are subject to certain limitations.

Participants direct the investment of their contributions into various options offered by the Plan. The Plan currently offers 21 investment options for participants.

Participant accounts: Each participant's account is credited with the participant's elective and, if applicable, rollover contributions, transfers to the Plan, and allocations of (a) the Company's contributions and (b) plan earnings or losses and charged with an allocation of applicable 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.

Vesting: Participants are immediately vested in all contributions (elective, rollover and employer matching contributions) plus actual earnings thereon.

Participants' notes receivable: Participants may borrow from their fund accounts a minimum of \$1,000 up to a maximum of \$50,000 or 50 percent of their vested account balance, whichever is less. Loan terms include a maximum of 5 years, unless the loan is for the purchase of a primary residence. Loans are secured by the vested balance in the participant's account and bear interest at a rate as determined by the Plan Administrator, which is to be based on prevailing interest rates charged by persons in the business of lending money for loans which would be made under similar circumstances. Interest rates applicable to outstanding notes receivable as of June 30, 2012, ranged from 3.25 percent to 8.25 percent. Principal and interest are paid ratably through payroll deductions.

Oak State Products, Inc. 401(k) Retirement Plan

Notes to Financial Statements

Note 1. Description of Plan (Continued)

Payments of benefits: On termination of service due to death, disability, or retirement, a participant with a total value of vested accounts greater than \$5,000 may elect to delay distribution or elect to receive either a lump-sum amount equal to the value of the participant's vested interest in his or her account or annual installments over a period of years not longer than the participant's life expectancy or the joint and last survivor life expectancies of the designated beneficiary. Participants with vested account balances less than \$5,000 receive a lump-sum amount equal to the value of the participant's vested interest in his or her account.

Effective July 1, 2011, the Plan was amended to allow for age 59.5 in-service withdrawals for elective deferrals only.

Note 2. Summary of Significant Accounting Policies

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 management 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 valuation and income recognition: The Plan's investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The methods used to estimate the fair value of investments are described in Note 4.

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

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

Payment of benefits: Benefits are recorded when paid.

Administrative expenses: Certain administrative functions applicable to the Plan are performed by employees of the Company. No such employees receive compensation from the Plan. Certain other administrative expenses are also paid directly by the Company.

Oak State Products, Inc. 401(k) Retirement Plan

Notes to Financial Statements

Note 2. Summary of Significant Accounting Policies (Continued)

Recent accounting standards: In January 2010, the FASB issued an amendment to accounting guidance, *Fair Value Measurements and Disclosures – Improving Disclosures about Fair Value Measurements* (ASU 2010-06), which requires new disclosures and reasons for transfers of financial assets and liabilities between Levels 1 and 2. This amendment also clarifies that fair value measurement disclosures are required for each class of financial assets and liabilities, and disclosures about inputs and valuation techniques are required for both Level 2 and Level 3 measurements. It further clarifies that the reconciliation of Level 3 measurements should separately present purchases, sales, issuances, and settlements instead of netting those changes. With respect to matters other than Level 3 measurements, the amendment was effective for periods beginning on or after December 15, 2009. The adoption of this guidance related to Level 1 and Level 2 measurements in 2010 did not have a significant impact on the Plan's disclosures about fair value measurements. The guidance related to Level 3 measurements was effective for periods beginning on or after December 15, 2010. The adoption of this guidance related to Level 3 measurements effective July 1, 2011 did not have an impact on the Plan's financial statements.

In May 2011, the FASB issued an amendment to accounting guidance, *Amendments to Achieve Common Fair Value Measurements and Disclosure Requirements in U.S. GAAP and IFRSs* (ASU 2011-04). ASU 2011-04 amended ASC 820, *Fair Value Measurements and Disclosures*, to converge the fair value measurement guidance in GAAP and International Financial Reporting Standards (IFRSs). Some of the amendments clarify the application of existing fair value measurement requirements, while other amendments change a particular principle in ASC 820. In addition, ASU 2011-04 requires additional fair value disclosures. The amendments are to be applied prospectively and are effective for annual periods beginning after December 15, 2011. The adoption of this guidance is not expected to have a material effect on the Plan's financial statements.

Note 3. Information Certified and Provided by Associated Trust Company, N.A.

The following is a summary of the Plan's asset information as of June 30, 2012 and 2011, and for the year ended June 30, 2012, included throughout the Plan's financial statements and supplemental schedules that was prepared by or derived from information provided by the custodian and furnished to the Plan Administrator. The Plan Administrator has obtained certifications from the custodian that the information provided to the Plan Administrator by the custodian related to the following assets is complete and accurate. Accordingly, as permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA, the Plan Administrator instructed the Plan's independent auditors not to perform any auditing procedures with respect to information in this note, Note 4, throughout the financial statements and the supplemental schedules related to the following assets.

Oak State Products, Inc. 401(k) Retirement Plan

Notes to Financial Statements

Note 3. Information Certified and Provided by Associated Trust Company, N.A. (Continued)

The following table presents the Plan's assets that were certified by the custodian as of June 30, 2012 and 2011. Single assets representing more than 5 percent of the Plan's net assets are separately identified.

	2012	2011
Investments, at fair value:		
Shares of registered investment companies (mutual funds):		
Vanguard 500 Index Fund Signal Shares	\$ 1,047,014	\$ 930,446
American Funds Growth Fund of America CL R-6	-	1,107,292
American Funds EuroPacific Growth Fund CL R-6	849,889	925,935
Harbor Capital Appreciation Fund	1,074,784	-
Vanguard Mid-Capitalization Index Fund	815,746	827,192
Goldman Sachs Growth Opportunities I	*	576,800
Wasatch Small Cap Growth Fund	1,110,124	1,073,828
Other investments, individually less than 5%	1,852,232	1,509,617
	<u>6,749,789</u>	<u>6,951,110</u>
Common/collective trust funds:		
Associated Trust Company Balanced Lifestage Fund	982,419	1,029,585
Associated Trust Company Intermediate Term Bond Fund	730,293	631,537
Associated Trust Company Conservative Growth Lifestage Fund	594,592	532,475
Other investments, individually less than 5%	418,319	303,018
	<u>2,725,623</u>	<u>2,496,615</u>
Total investments at fair value	<u>\$ 9,475,412</u>	<u>\$ 9,447,725</u>
Notes receivable from participants, less than 5%	<u>\$ 456,723</u>	<u>\$ 438,706</u>

* Asset did not represent 5% or more of the Plan's net assets as of June 30th.

The custodian also certified to the completeness and accuracy of (\$188,922) of net depreciation in fair value of investments, \$80,627 of interest and dividends on investments and \$21,588 of interest earned on notes receivable from participants for the year ended June 30, 2012.

Oak State Products, Inc. 401(k) Retirement Plan

Notes to Financial Statements

Note 4. Fair Value Measurements

FASB ASC 820, *Fair Value Measurements and Disclosures*, provides the 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 FASB 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's or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at June 30, 2012 and 2011.

Shares of registered investment companies (mutual funds): Valued at the net asset value (NAV) of shares held by the Plan at year-end.

Common/collective trust funds: The units of investment in the common/collective trust funds are stated at net asset value which is based on the aggregate fair value of the underlying assets of the trust in relation to the total number of units outstanding.

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

To assess the appropriate classification of investments within the fair value hierarchy, the availability of market data is monitored. Changes in economic conditions or valuation techniques may require the transfer of investments from one fair value level to another. In such instances, the transfer is reported at the end of the reporting period.

We evaluate the significance of transfers between levels based upon the nature of the investment and size of the transfer relative to total net assets available for benefits. For the year ended June 30, 2012, there were no significant transfers in or out of Levels 1, 2, or 3.

Oak State Products, Inc. 401(k) Retirement Plan

Notes to Financial Statements

Note 4. Fair Value Measurements (Continued)

The following table sets forth by level, within the fair value hierarchy, the Plan's investments at fair value as of June 30, 2012 and 2011:

	Level 1	Level 2	Level 3	Total
	2012			
Shares of registered investment companies (mutual funds):				
Growth funds	\$ 4,676,301	\$ -	\$ -	\$ 4,676,301
Index funds	1,865,171	-	-	1,865,171
Target date retirement funds	208,317	-	-	208,317
Common/collective trust funds	-	2,725,623	-	2,725,623
	<u>\$ 6,749,789</u>	<u>\$ 2,725,623</u>	<u>\$ -</u>	<u>\$ 9,475,412</u>
	2011			
Shares of registered investment companies (mutual funds):				
Growth funds	\$ 5,122,696	\$ -	\$ -	\$ 5,122,696
Index funds	1,757,638	-	-	1,757,638
Target date retirement funds	70,776	-	-	70,776
Common/collective trust funds	-	2,496,615	-	2,496,615
	<u>\$ 6,951,110</u>	<u>\$ 2,496,615</u>	<u>\$ -</u>	<u>\$ 9,447,725</u>

The following table sets forth additional disclosures of the Plan's investments whose fair value is estimated using net asset value per share as of June 30, 2012 and 2011:

Investments	2012 Fair Value	2011 Fair Value	Unfunded Commitment	Redemption Frequency	Redemption Notice Period
Common/collective trust funds:					
Balanced lifestage fund (a)	\$ 982,419	\$ 1,029,585	\$ -	Daily	One Day
Intermediate term bond fund (b)	730,293	631,537	-	Daily	One Day
Conservative growth lifestage fund (c)	594,592	532,475	-	Daily	One Day
Money market fund (d)	418,319	303,018	-	Daily	None
Total common/collective trust funds	<u>\$ 2,725,623</u>	<u>\$ 2,496,615</u>			

- (a) This common/collective trust fund is designed to put equal emphasis on the pursuit of capital growth through investments in stocks along with the stability and income generation provided by fixed income securities. Approximately one-half of the portfolio will primarily consist of investment grade, high quality bonds. It is expected that this segment of the portfolio will maintain a focus on a short-term to intermediate-term maturity profile. The remaining half of the portfolio will consist of a diversified mix of stocks with an emphasis on large company stocks but will include smaller allocations to mid and small company stocks as well as foreign stocks. The target asset allocation for this investment is 50 percent equities and 50 percent fixed income.

Oak State Products, Inc. 401(k) Retirement Plan

Notes to Financial Statements

Note 4. Fair Value Measurements (Continued)

- (b) This common/collective trust fund's objective is to generate returns that are greater than the Barclays Capital Government/Credit Bond Index while maintaining similar risk characteristics. This strategy focuses on diversification and primarily invests in U.S. treasury notes, U.S. government agencies, investment grade corporate bonds, and mortgage-backed securities.
- (c) This common/collective trust fund is primarily designed to provide growth of capital but at a level of risk that is less than that of a portfolio fully invested in stocks. Approximately 20 percent of the portfolio will be allocated to fixed-income securities to pursue this lower risk profile. The majority of the portfolio will consist of a diversified portfolio of stocks emphasizing large company stocks but will also include small allocations to mid and small company stocks as well as foreign stocks. The remainder of the portfolio will primarily consist of investment grade, high quality bonds. It is expected that this segment of the portfolio will maintain a focus on a short to intermediate term maturity profile. The target allocation for this investment is 80 percent equities and 20 percent fixed income.
- (d) This common/collective trust fund is designed to provide safety of principal. This fund will be invested in short-term treasury bills and repurchase agreements.

During the plan year ended June 30, 2012, 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:

Shares of registered investment companies (mutual funds)	\$ (253,818)
Common/collective trust funds	64,896
	<u>\$ (188,922)</u>

Note 5. Related-Party Transactions

The Plan invests in common/collective trust funds managed by the custodian and, therefore, these transactions qualify as party-in-interest transactions.

Note 6. Tax Status

The Plan has adopted a non-standardized form of a prototype plan sponsored by the Associated Trust Company, N.A. The prototype plan has received an opinion letter from the Internal Revenue Service dated December 21, 2001, as to the prototype plan's qualified status. The prototype opinion letter has been relied upon by the Plan. The Plan has been amended since receiving the opinion letter. However, the Plan Administrator believes that the Plan is currently designed and is being operated in compliance with the applicable requirements of the Internal Revenue Code.

Management has evaluated the Plan's tax positions and concluded that the Plan has maintained its tax exempt status and has taken no uncertain tax positions that require adjustment to the financial statements. Therefore, no provision or liability for income taxes has been included in the financial statements. With few exceptions, the Plan is no longer subject to income tax examinations by the U.S. federal tax authorities for years before 2009.

Oak State Products, Inc. 401(k) Retirement Plan

Notes to Financial Statements

Note 7. Plan Termination

Although it has not expressed any intent to do so, the Company has the right to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. If the Plan is terminated, each participant's account balance will be distributed to the participant or named beneficiary.

Note 8. Risks and Uncertainties

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

Note 9. Reconciliation Between Financial Statements and the Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements to the Form 5500 at June 30, 2012 and 2011:

	2012	2011
Net assets available for benefits per the financial statements	\$ 9,932,135	\$ 9,901,360
Differences in:		
Receivables - notes receivable from participants	(456,723)	(438,706)
Investments	456,723	438,706
Net assets available for benefits per the Form 5500	<u>\$ 9,932,135</u>	<u>\$ 9,901,360</u>

Note 10. Prohibited Transactions

During the plan years ended June 30, 2010 and 2009, the Plan Sponsor inadvertently failed to deposit \$1,187 of participant deferrals within the required timeframe as stated by the United States Department of Labor (DOL). The DOL considers late deposits to be prohibited transactions. The total late deferral amount was \$1,187, which was remitted to the Plan in October 2011, along with lost earnings applicable thereto.

Note 11. Subsequent Events

The Plan Administrator has evaluated subsequent events through January 17, 2013, which is the date the financial statements were available to be issued.

Oak State Products, Inc. 401(k) Retirement Plan

**Form 5500, Schedule H, Part IV, Line 4a – Schedule of Delinquent Participant Contributions
Year Ended June 30, 2012**

Participant contributions transferred late to plan: \$1,187	Total that Constitute Nonexempt Prohibited Transactions: \$1,187			Total Fully Corrected Under VFCP and PTE 2002-51 \$0
Check here if late participant loan contributions are included []	Contributions Not Corrected: \$0	Contributions Corrected Outside VFCP: \$1,187	Contributions Pending Correction in VFCP: \$0	

Participant contributions in the amount of \$504 were remitted untimely during the plan year ended June 30, 2010. Participant contributions in the amount of \$683 were remitted untimely during the plan year ended June 30, 2009. The total late deferral amount was \$1,187, which was remitted to the Plan in October 2011, along with lost earnings applicable thereto. Form 5330 for each year will be filed for the applicable excise taxes.

Oak State Products, Inc. 401(k) Retirement Plan

Form 5500, Schedule H, Part IV, Line 4i - Schedule of Assets (Held at End of Year)
June 30, 2012

(a)	(b) Identity of issuer, borrower, lessor or similar party	(c) Description of investment, including maturity date, rate of interest, collateral, par or maturity value	(d) Cost	(e) Current Value
Shares of registered investment companies				
(mutual funds):				
	Harbor	Capital Appreciation Fund (26,265 shares)	N/A	\$ 1,074,784
	Harris	Association Investment TR Oakmark Fund (10,698 shares)	N/A	492,759
	Perkins	Mid Cap Value Fund (625 shares)	N/A	13,088
	Vanguard	500 Index Fund Signal Shares (10,097 shares)	N/A	1,047,014
	American Funds	EuroPacific Growth Fund CL R-6 (22,933 shares)	N/A	849,889
	Wasatch	Small Cap Growth Fund (26,413 shares)	N/A	1,110,124
	Fairholme	Fund (7,859 shares)	N/A	226,883
	Vanguard	Mid-Capitalization Index Fund (27,047 shares)	N/A	815,746
	Vanguard	Small-Capitalization Index Fund (74 shares)	N/A	2,411
	Goldman Sachs	Growth Opportunities I (18,089 shares)	N/A	446,802
	Royce Pennsylvania	Mutual Fund Investment (21,080 shares)	N/A	235,883
	Dodge & Cox	International Stock Fund (5,745 shares)	N/A	173,569
	T. Rowe Price	Retirement 2040 Fund (7,928 shares)	N/A	141,840
	T. Rowe Price	Retirement 2030 Fund (3101 shares)	N/A	55,222
	T. Rowe Price	Retirement 2020 Fund (550 shares)	N/A	9,364
	T. Rowe Price	Retirement 2010 Fund (119 shares)	N/A	1,891
	FMI FDS Inc.	Focus Fund (1,782 shares)	N/A	52,520
				<u>6,749,789</u>
Common/collective trust fund:				
*	Associated Trust Company, N.A.	Balanced Lifestage Fund (52,567 shares)	N/A	982,419
*	Associated Trust Company, N.A.	Intermediate Term Bond Fund (17,961 shares)	N/A	730,293
*	Associated Trust Company, N.A.	Conservative Growth Lifestage Fund (30,407 shares)	N/A	594,592
*	Associated Trust Company, N.A.	Money Market Fund (283,979 shares)	N/A	418,319
				<u>2,725,623</u>
*	Participants	Notes receivable (interest rates ranging from 3.25% to 8.25%, maturity of 1 to 12 years)	\$ 456,723	456,723
				<u>\$ 9,932,135</u>

* Indicates a party-in-interest.

N/A Not-applicable, participant-directed plan

The above information has been certified by Associated Trust Company, N.A., the custodian of the Plan, as complete and accurate.

Attachment to Schedule H, Line 4i - Schedule of Assets Held at Year End

SCHEDULE A - ASSETS AND LIABILITIES
AS OF 06/30/12

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OAK STATE PRODUCTS INC
401K RETIREMENT PLAN

CUSIP NUMBER	FACE AMOUNT/ NO. SHARES	DESCRIPTION	TOTAL COST UNIT PRICE	TOTAL MARKET UNIT PRICE	% OF ACCT	EST ANN INCOME	YIELD TO MKT
CASH AND EQUIVALENTS							
	0	CASH	.00 .000	.00 .000		0	0.00
TOTAL CASH AND EQUIVALENTS			----- .00	----- .00	----- .00	----- 0	----- 0.00
EQUITIES							
EQUITY COMMON TRUST FUNDS							
999999-34-5	52,566.849	BALANCED LIFESTAGE FUND	820,811.25 15.615	982,418.86 18.688	9.89	21,758	2.21
999999-37-8	30,406.659	CONSERVATIVE GROWTH LIFESTAGE FUND	516,112.99 16.974	594,592.49 19.554	5.99	9,998	1.68
TOTAL EQUITY COMMON TRUST FUNDS			----- 1,336,924.24	----- 1,577,011.35	----- 15.88	----- 31,756	----- 2.01
EQUITY MUTUAL FUNDS							
256206-10-3	5,745.401	DODGE AND COX FDS INTL STOCK FD	198,330.10 34.520	173,568.56 30.210	1.75	4,360	2.51
298706-82-1	22,932.798	AM FDS EUROPACIFIC GROWTH FD CL R6	871,364.18 37.996	849,889.49 37.060	8.56	16,855	1.98
302933-10-6	1,781.542	FMI FDS INC FOCUS FD	57,225.66 32.121	52,519.86 29.480	.53	0	0.00
304871-10-6	7,858.784	FAIRHOLME FUND	250,564.60 31.883	226,883.09 28.870	2.28	7,135	3.15
38142Y-40-1	18,089.152	GOLDMAN SACHS GROWTH OPPORT INSTL	399,977.86 22.111	446,802.05 24.700	4.50	0	0.00

SCHEDULE A - ASSETS AND LIABILITIES
AS OF 06/30/12

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OAK STATE PRODUCTS INC

401K RETIREMENT PLAN

CUSIP NUMBER	FACE AMOUNT/ NO. SHARES	DESCRIPTION	TOTAL COST UNIT PRICE	TOTAL MARKET UNIT PRICE	% OF ACCT	EST ANN INCOME	YIELD TO MKT
411511-50-4	26,265.497	HARBOR CAPITAL APPRECIATION FD	1,164,168.91 44.323	1,074,784.14 40.920	10.82	1,129	0.11
413838-10-3	10,698.191	HARRIS ASSOC INVT TR OAKMARK FD	511,170.28 47.781	492,758.68 46.060	4.96	3,755	0.76
47103C-24-1	624.721	PERKINS MID CAP VALUE FUND CL I	13,599.71 21.769	13,087.90 20.950	.13	131	1.01
74149P-10-1	118.911	T ROWE PRICE RETIREMENT 2010 FD	1,763.97 14.834	1,890.68 15.900	.02	43	2.33
74149P-20-0	550.193	T ROWE PRICE RETIREMENT 2020 FD	8,658.83 15.738	9,364.28 17.020	.09	165	1.76
74149P-30-9	3,100.599	T ROWE PRICE RETIREMENT 2030 FD	52,237.01 16.847	55,221.67 17.810	.56	744	1.35
74149P-40-8	7,928.447	T ROWE PRICE RETIREMENT 2040 FD	137,870.64 17.389	141,839.92 17.890	1.43	1,664	1.17
780905-84-0	21,079.770	ROYCE FDS PENNSYLVANIA MUTUAL FD	227,840.21 10.808	235,882.63 11.190	2.37	400	0.17
922908-42-1	73.512	VANGUARD SMALL CAP INDEX SIGNAL	2,306.00 31.369	2,411.19 32.800	.02	30	1.27
922908-44-7	27,047.292	VANGUARD MID CAP INDEX SIGNAL	845,226.64 31.250	815,746.33 30.160	8.21	10,332	1.27
922908-49-6	10,096.571	VANGUARD 500 INDEX FUND SIGNAL	1,018,869.85 100.912	1,047,014.41 103.700	10.54	20,829	1.99
936772-10-2	26,412.664	WASATCH SMALL CAP GROWTH FD	1,056,310.09 39.993	1,110,124.27 42.030	11.18	0	0.00
TOTAL EQUITY MUTUAL FUNDS			6,817,484.54	6,749,789.15	67.96	67,572	1.00

SCHEDULE A - ASSETS AND LIABILITIES
AS OF 06/30/12

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OAK STATE PRODUCTS INC

401K RETIREMENT PLAN

CUSIP NUMBER	FACE AMOUNT/ NO. SHARES	DESCRIPTION	TOTAL COST UNIT PRICE	TOTAL MARKET UNIT PRICE	% OF ACCT	EST ANN INCOME	YIELD TO MKT
TOTAL EQUITIES			8,154,408.78	8,326,800.50	83.84	99,328	1.19
FIXED INCOME SECURITIES							
FIXED INCOME COMMON TRUST FUNDS							
999999-03-0	17,960.600	ASSOCIATED INTERMEDIATE TERM BOND FD	546,969.75 30.454	730,293.37 40.660	7.35	29,775	4.08
999999-19-6	283,978.759	MONEY MARKET FUND	410,769.50 1.446	418,318.27 1.473	4.21	0	0.00
TOTAL FIXED INCOME COMMON TRUST FUNDS			957,739.25	1,148,611.64	11.56	29,775	2.59
TOTAL FIXED INCOME SECURITIES			957,739.25	1,148,611.64	11.56	29,775	2.59
MISCELLANEOUS							
MS1029-78-9	456,722.740	MASTER LOAN	456,722.74 1.000	456,722.74 1.000	4.60	0	0.00
TOTAL MISCELLANEOUS			456,722.74	456,722.74	4.60	0	0.00
TOTAL ASSETS PLUS ACCRUED INCOME			9,568,870.77	9,932,134.88			

Attachment to 2011 Form 5500
Schedule H, line 4a - Schedule of Delinquent Participant Contributions

Plan Name OAK STATE PRODUCTS, INC. 401K RETIREMENT PLAN

EIN: 36-2341822

Plan Sponsor's Name OAK STATE PRODUCTS, INC.

PN: 002

Total that Constitute Nonexempt Prohibited Transactions				
Participant Contributions Transferred Late to Plan	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	Total Fully Corrected Under VFCP and PTE 2002-51
Check here if Late Participant Loan Repayments are included: ☐	0	1,187	0	0