

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). ▶ Complete all entries in accordance with the instructions to the Form 5500.	OMB Nos. 1210-0110 1210-0089 2011 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2011 or fiscal plan year beginning <u>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>THE DUPPS COMPANY RETIREMENT PLAN</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>001</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>06/30/1967</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>001</u>	1c Effective date of plan <u>06/30/1967</u>	
1b Three-digit plan number (PN) ▶	<u>001</u>				
1c Effective date of plan <u>06/30/1967</u>					
2a Plan sponsor's name and address, including room or suite number (Employer, if for single-employer plan) <u>THE DUPPS COMPANY</u> <u>P. O. BOX 189, 548 N. CHERRY STREET</u> <u>GERMANTOWN, OH 45327-0189</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>31-0267820</u></td> </tr> <tr> <td>2c Sponsor's telephone number <u>937-855-6555</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>333200</u></td> </tr> </table>	2b Employer Identification Number (EIN) <u>31-0267820</u>	2c Sponsor's telephone number <u>937-855-6555</u>	2d Business code (see instructions) <u>333200</u>	
2b Employer Identification Number (EIN) <u>31-0267820</u>					
2c Sponsor's telephone number <u>937-855-6555</u>					
2d Business code (see instructions) <u>333200</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.	04/15/2013	FRANK N DUPPS JR
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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

Form 5500 (2011)
v.012611

3a Plan administrator's name and address (if same as plan sponsor, enter "Same") THE DUPPS COMPANY P. O. BOX 189, 548 N. CHERRY STREET GERMANTOWN, OH 45327-0189	3b Administrator's EIN 31-0267820 3c Administrator's telephone number 937-855-6555
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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	126
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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	114
b Retired or separated participants receiving benefits.....	6b	3
c Other retired or separated participants entitled to future benefits.....	6c	2
d Subtotal. Add lines 6a , 6b , and 6c	6d	119
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	0
f Total. Add lines 6d and 6e	6f	119
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	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:

1A 1G 1I

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

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

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

a Pension Schedules

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

b General Schedules

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

SCHEDULE SB (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Single-Employer Defined Benefit Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500 or 5500-SF.	OMB No. 1210-0110 2011 This Form is Open to Public Inspection
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For calendar plan year 2011 or fiscal plan year beginning 07/01/2011 and ending 06/30/2012

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

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

A Name of plan <u>THE DUPPS COMPANY RETIREMENT PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF <u>THE DUPPS COMPANY</u>	D Employer Identification Number (EIN) <u>31-0267820</u>
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	F Prior year plan size: ☐ 100 or fewer ☒ 101-500 ☐ More than 500

Part I	Basic Information
1 Enter the valuation date: Month <u>07</u> Day <u>01</u> Year <u>2011</u>	
2 Assets:	
a Market value	2a <u>16415359</u>
b Actuarial value	2b <u>14773824</u>
3 Funding target/participant count breakdown:	
a For retired participants and beneficiaries receiving payment	3a (1) Number of participants <u>5</u> (2) Funding Target <u>3601384</u>
b For terminated vested participants	3b <u>2</u> <u>63257</u>
c For active participants:	
(1) Non-vested benefits	3c(1) <u>118400</u>
(2) Vested benefits	3c(2) <u>14375863</u>
(3) Total active	3c(3) <u>120</u> <u>14494263</u>
d Total	3d <u>127</u> <u>18158904</u>
4 If the plan is in at-risk status, check the box and complete lines (a) and (b)	☐
a Funding target disregarding prescribed at-risk assumptions	4a
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor	4b
5 Effective interest rate	5 <u>5.67 %</u>
6 Target normal cost	6 <u>35000</u>

Statement by Enrolled Actuary

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

SIGN HERE	<u>03/22/2013</u>
Signature of actuary	Date
<u>RON VINCENT</u>	<u>11-04510</u>
Type or print name of actuary	Most recent enrollment number
<u>MCCREADY AND KEENE, INC.</u>	<u>317-849-4333</u>
Firm name	Telephone number (including area code)
<u>7941 CASTLEWAY DRIVE</u> <u>INDIANAPOLIS, IN 46250-0460</u>	
Address of the firm	

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

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

Schedule SB (Form 5500) 2011
v.012611

Part II		Beginning of year carryover and prefunding balances	
		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	148307	0
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	0
9	Amount remaining (line 7 minus line 8)	148307	0
10	Interest on line 9 using prior year's actual return of <u>21.95</u> %	32553	
11	Prior year's excess contributions to be added to prefunding balance:		
a	Present value of excess contributions (line 38 from prior year)		1267795
b	Interest on (a) using prior year's effective rate of <u>6.46</u> % except as otherwise provided (see instructions)		81900
c	Total available at beginning of current plan year to add to prefunding balance		1349695
d	Portion of (c) to be added to prefunding balance		
12	Other reductions in balances due to elections or deemed elections		
13	Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	180860	0

Part III		Funding percentages	
14	Funding target attainment percentage	14	80.36 %
15	Adjusted funding target attainment percentage	15	81.35 %
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	80.80 %
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV		Contributions and liquidity shortfalls	
18 Contributions made to the plan for the plan year by employer(s) and employees:			
(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	
09/07/2011	157177		
01/05/2012	157177		
03/23/2012	157177		
06/20/2012	157177		
03/12/2013	152662		
Totals ▶		18(b)	781370
		18(c)	0

19	Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:	
a	Contributions allocated toward unpaid minimum required contributions from prior years	19a 0
b	Contributions made to avoid restrictions adjusted to valuation date	19b 0
c	Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c 747399
20	Quarterly contributions and liquidity shortfalls:	
a	Did the plan have a "funding shortfall" for the prior year?	☒ Yes ☐ No
b	If 20a is "Yes," were required quarterly installments for the current year made in a timely manner?	☒ Yes ☐ No
c	If 20a is "Yes," see instructions and complete the following table as applicable:	
Liquidity shortfall as of end of quarter of this plan year		
(1) 1st	(2) 2nd	(3) 3rd
0	0	0
		(4) 4th
		0

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

21 Discount rate:				
a Segment rates:	1st segment: 2.67%	2nd segment: 5.69%	3rd segment: 6.44 %	☐ N/A, full yield curve used
b Applicable month (enter code)				21b 4
22 Weighted average retirement age				22 65
23 Mortality table(s) (see instructions) ☒ Prescribed - combined ☐ Prescribed - separate ☐ Substitute				

Part VI Miscellaneous items

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

Part VII Reconciliation of unpaid minimum required contributions for prior years

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

Part VIII Minimum required contribution for current year

31 Target normal cost and excess assets (see instructions):			
a Target normal cost (line 6)	31a	35000	
b Excess assets, if applicable, but not greater than 31a	31b		
32 Amortization installments:	Outstanding Balance	Installment	
a Net shortfall amortization installment	3565940	676427	
b Waiver amortization installment	0	0	
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33		
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)...	34	711427	
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement.....	0	0	0
36 Additional cash requirement (line 34 minus line 35)	36	711427	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	37	747399	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	35972	
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b	0	
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	39	0	
40 Unpaid minimum required contributions for all years.....	40	0	

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

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

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

For calendar plan year 2011 or fiscal plan year beginning **07/01/2011** and ending **06/30/2012**

A Name of plan THE DUPPS COMPANY RETIREMENT PLAN	B Three-digit plan number (PN) ▶ 001
C Plan sponsor's name as shown on line 2a of Form 5500 THE DUPPS COMPANY	D Employer Identification Number (EIN) 31-0267820

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
JAMES INVESTMENT RESEARCH INC P.O. BOX 8 ALPHA, OH 45301-0008
31-0891459

(b) Enter name and EIN or address of person who provided you disclosure 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)

UBS FINANCIAL SERVICES, INC.

13-2638166

(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?
27 65	NONE	26207	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 ☐

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

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

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

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
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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: DANIEL P. LUCAS	b EIN: 35-0500670
c Position: ENROLLED ACTUARY	
d Address: MCCREADY AND KEENE INC. 7941 CASTLEWAY DRIVE INDIANAPOLIS, IN 46250	e Telephone: 317-849-4333

Explanation: RE-ASSIGNMENT OF ACTUARIAL RESPONSIBILITIES DUE TO TERMINATION

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 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 THE DUPPS COMPANY RETIREMENT PLAN	B Three-digit plan number (PN) ►	001
C Plan sponsor's name as shown on line 2a of Form 5500 THE DUPPS COMPANY	D Employer Identification Number (EIN) 31-0267820	

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	0	0
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	0	152662
(2) Participant contributions	1b(2)		
(3) Other.....	1b(3)	0	0
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	1561892	526014
(2) U.S. Government securities.....	1c(2)	0	0
(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)	0	0
(B) Common	1c(4)(B)	0	0
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)		
(9) Value of interest in common/collective trusts.....	1c(9)		
(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)	14853466	10991211
(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	16415358	11669887

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	16415358	11669887
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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)	781370	
(B) Participants	2a(1)(B)		
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		781370
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	64	
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		64
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)	335	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	282814	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		283149
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	5236214	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	5641532	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		-405318

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate.....	2b(5)(A)	-260702	
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		-260702
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		398563

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	5127372	
(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)		5127372
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	16662	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		16662
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		5144034

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		-4745471
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: CLARK SCHAEFER, HACKETT AND CO.

(2) EIN: 31-0800053

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

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

Part IV Compliance Questions

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

During the plan year:

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

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

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

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

5b(1) Name of plan(s)

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

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

A Name of plan <u>THE DUPPS COMPANY RETIREMENT PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>THE DUPPS COMPANY</u>	D Employer Identification Number (EIN) <u>31-0267820</u>

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

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>34-6596301</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	<u>6</u>

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

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

Part III	Amendments
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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.
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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): _____

The Dupps Company Retirement Plan

Financial Statements and Supplemental Schedules

June 30, 2012 and 2011

with Independent Auditors' Report

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INDEPENDENT AUDITORS' REPORT

To the Board of Trustees of
The Dupps Company Retirement Plan
Germantown, Ohio

We have audited the accompanying statements of net assets available for benefits of The Dupps Company Retirement Plan as of June 30, 2012 and 2011 and the related statements of changes in net assets available for benefits for the years then ended. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

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

In our opinion the financial statements referred to above present fairly, in all material respects, information regarding the Plan's net assets available for benefits as of June 30, 2012, and changes therein for the year then ended and its financial status as of June 30, 2011, and changes therein for the year then ended in conformity with accounting principles generally accepted in the United States of America.

Our audits were conducted for the purpose of forming an opinion on the financial statements taken as a whole. The supplemental schedules, as listed in the accompanying table of contents, as of and for the years ended June 30, 2012 are presented for the purpose of additional analysis and are not a required part of the financial statements, but are supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Such information is the responsibility of the Plan's management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audits of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the financial statements as a whole.

Clark, Schaefer, Hackett & Co.

Dayton, Ohio
April 8, 2013

10100 innovation drive, ste. 400
dayton, oh 45342

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p. 937.226.0070
f. 937.226.1626

The Dupps Company Retirement Plan
Statements of Net Assets Available for Benefits
June 30, 2012 and 2011

	<u>2012</u>	<u>2011</u>
Assets		
Investments, at fair value:		
Registered investment companies	\$ 10,991,211	14,853,466
Receivables:		
Employer contributions	152,662	-
Cash and cash equivalents	<u>526,014</u>	<u>1,561,892</u>
Net assets available for benefits	\$ <u>11,669,887</u>	<u>16,415,358</u>

See accompanying notes to financial statements.

The Dupps Company Retirement Plan
Statements of Changes in Net Assets Available for Benefits
Years Ended June 30, 2012 and 2011

	<u>2012</u>	<u>2011</u>
Investment income:		
Interest	\$ 64	585
Dividends	283,149	340,068
Net appreciation (depreciation) in fair value of investments	<u>(666,020)</u>	<u>2,870,190</u>
	(382,807)	3,210,843
Employer contributions	<u>781,370</u>	<u>1,997,986</u>
Total additions	<u>398,563</u>	<u>5,208,829</u>
Benefits paid directly to participants	5,127,372	5,454,178
Administrative expenses	<u>16,662</u>	<u>27,335</u>
Total deductions	<u>5,144,034</u>	<u>5,481,513</u>
Net decrease	(4,745,471)	(272,684)
Net assets available for benefits:		
Beginning of year	<u>16,415,358</u>	<u>16,688,042</u>
End of year	\$ <u>11,669,887</u>	<u>16,415,358</u>

See accompanying notes to financial statements.

1. PLAN DESCRIPTION:

The following brief description of The Dupps Company Retirement Plan (the Plan) is provided for general information purposes only. Participants should refer to the Plan agreement for more complete information.

General

The Plan is a defined benefit pension plan covering full-time employees of The Dupps Company (the Company) who completed one year of service, attained 18 years of age and are not covered by a collective bargaining agreement prior to June 30, 2010. The plan is closed to new participants and no additional service is credited to employees after June 30, 2010 for purposes of determining accrued benefits. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Pension benefits

At age 65, a participant is entitled to his accrued retirement benefit, as defined in the Plan. Employees may elect to defer payment of benefits until the April 1 following the calendar year in which they reach 70-1/2 years of age. A participant qualifies for early retirement when he has completed five years of service and attains age 55. A participant becomes fully vested upon completion of five years of service or when he reaches 65 years of age. Participants may elect to receive the value of their benefits as an annuity payable monthly from retirement, a lump-sum distribution upon retirement or other equal installment payments.

Contributions

The Company's contributions to the Plan are determined by the Plan's actuary. The Plan does not permit employee contributions.

Death benefits

A death benefit will be paid to the beneficiary equal to the lesser of 100 times the projected monthly normal retirement income that would have been payable to the participant at his normal retirement date, or an amount equal to the present value of the accrued benefit as of the date of death.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES:

The following are the significant accounting policies followed by the Plan:

Basis of accounting

The financial statements of the Plan are prepared on the accrual basis 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 assets, liabilities, and changes therein, disclosure of contingent assets and liabilities, and the actuarial present value of accumulated plan benefits at the date of the financial statements. Actual results could differ from those estimates.

Investment valuation and income recognition

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See note 9 for a discussion of fair value measurements.

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

Actuarial present value of accumulated plan benefits

Accumulated plan benefits are those future periodic payments, including lump-sum distributions, that are attributable under the Plan's provisions to the service employees have rendered. Accumulated plan benefits include benefits expected to be paid to (1) retired or terminated participants or their beneficiaries, (2) beneficiaries of participants who have died, and (3) active participants or their beneficiaries. Benefits under the Plan are calculated using the average of the participant's highest five consecutive years of compensation earned with the Company in the last ten years prior to termination or retirement. Benefits payable under all circumstances – retirement, death, disability, and termination of employment – are included, to the extent they are deemed attributable to employee service rendered to the valuation date.

The actuarial present value of accumulated benefits as of July 1, 2012 and 2011 is determined by an actuary from McCready and Keene, Inc. and is the amount that results from applying actuarial assumptions to adjust the accumulated plan benefits to reflect the time value of money (through discounts for interest) and the probability of payments (by means of decrements such as for death, disability, withdrawal, or retirement) between the valuation date and the expected date of payment. The significant actuarial assumptions used in the valuations as of July 1, 2012 and 2011 include: (1) life expectancy of participants determined using the 2012 IRS Current Liability Optional Combined Mortality Table for Small Plans for July 1, 2012 and the 2011 IRS Current Liability Optional Combined Mortality Table for Small Plans for July 1, 2011, (2) retirement age of 65, (3) investment return of 7.50% and 9.00% for July 1, 2012 and 2011, respectively and (4) discount rate of 4.13% and 5.04% for July 1, 2012 and 2011, respectively. The foregoing actuarial assumptions are based on the presumption that the plan will continue. Were the plan to terminate, different actuarial assumptions and other factors might be applicable in determining the actuarial present value of accumulated plan benefits.

Payment of benefits

Benefit payments to participants are recorded upon distribution. As of June 30, 2012, the Plan's adjusted target rate funding fell below 80% and as a result benefits are restricted. Highly compensated employees are not permitted to receive lump sum payments but may receive an annual amount equal to a straight life annuity that is the actuarial equivalent of the accrued benefit. All other participants may receive 50% of their entitled benefit via a lump sum payment with the remaining balance paid in accordance with a single life annuity payment.

Cash equivalents

Cash and cash equivalents include highly-liquid debt instruments with a maturity of three months or less when purchased.

Subsequent events

The plan administrator evaluates events and transactions occurring subsequent to the date of the financial statements for matters requiring recognition or disclosure in the financial statements. The plan administrator has considered subsequent events for disclosure in the accompanying financial statements through April 8, 2013, which is the date the financial statements were available to be issued.

3. FUNDING POLICY:

The Company's funding policy is to fund pension cost that at a minimum would satisfy the minimum requirements of ERISA and would be deductible under Section 404 of the IRC. There was a required minimum contribution of \$781,449 in 2012 and \$697,986 in 2011.

4. PLAN TERMINATION:

Although the Company has not indicated any intention to do so, they have the right to terminate the Plan at any time subject to the provisions set forth in ERISA. In the event the Plan is terminated, the net assets of the Plan will be allocated for payment of plan benefits to the participants in an order of priority determined in accordance with ERISA, applicable regulations and the Plan document. Upon termination, it is possible that the net assets will not be available on a pro-rata basis to provide participants' benefits. Whether a particular participant's accumulated plan benefits will be paid depends on both the priority of those benefits and level of benefits guaranteed by the Pension Benefit Guaranty Corporation (PBGC), a U.S. government agency, at the time. Information concerning payment of benefits if the Plan terminates is available in the Plan's Summary Description.

5. RELATED PARTY TRANSACTIONS:

Certain Plan investments are shares of mutual funds and money market accounts managed by UBS Financial Services, Inc. who provides investment advisory services to the Plan, and therefore, these transactions qualify as party-in-interest. Representatives of The Dupps Company serve as the Plan's trustee. Certain accounting and other administrative services are provided by the Company to the Plan at no charge.

6. INVESTMENTS:

The following investments represent five percent or more of net assets available for benefits:

	2012		2011	
	Shares	Current Value	Shares	Current Value
Mutual funds:				
Vanguard Adm Shrs				
GNMA Fund	268,156	\$ 2,963,119	356,186	\$ 3,889,546
Vanguard Selected Value Fund	44,124	868,359	53,775	1,078,187
Europacific Growth CL R6 Fund	17,816	660,247	34,391	1,489,118
Mutual European CL Z Fund	33,734	663,885	63,866	1,444,004
T. Rowe Price New America				
Growth Fund	30,964	1,055,556	37,170	1,298,362
Royce Micro Cap Fund	46,519	694,070	65,473	1,183,102
Royce Premier Fund	44,408	844,193	59,581	1,326,296
Artisan Mid-Cap Value Fund	43,779	889,599	53,250	1,180,027
Vanguard Adm Shrs				
Windsor II Fund	13,615	672,298	-	< 5%
Vanguard Total Stock				
Market Fund	19,329	632,623	-	< 5%

7. TAX STATUS:

The Internal Revenue Service has determined and informed the Plan by letter dated November 8, 2002 that the Plan and related trust are designed in accordance with the applicable requirements of the Internal Revenue Code (IRC). The Plan has been amended since receiving the determination letter. However, the Plan administrator and the Plan's tax counsel believe that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC.

Accounting principles generally accepted in the United States of America require plan management to evaluate the tax positions taken by the plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the Internal Revenue Service. The Plan administrator has analyzed the tax positions taken by the plan, and has concluded that as of June 30, 2012, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan's open audit periods are for fiscal years 2009 – 2012.

8. ACCUMULATED PLAN BENEFITS:

The actuarial present value of accumulated plan benefits as of the beginning of the plan year is as follows:

	<u>2012</u>	<u>2011</u>
Vested:		
Retired participants and beneficiaries receiving benefits	\$ 3,601,384	1,562,938
Other participants	14,439,120	19,496,228
Nonvested	<u>118,400</u>	<u>234,377</u>
Actuarial present value of accumulated plan benefits	\$ <u>18,158,904</u>	<u>21,293,543</u>

Changes in accumulated plan benefits based on beginning of the year actuarial valuation is as follows:

	<u>2012</u>	<u>2011</u>
Actuarial present value of accumulated plan benefits at beginning year	\$ 21,293,543	17,331,816
Increases (decreases) during the plan year attributable to:		
Net benefits accumulated, including actuarial gains and losses	77,747	399,901
Increase for interest due to the decrease in the discount period	1,375,076	1,370,323
Increase due to change in assumptions	866,716	3,293,919
Benefits paid	<u>(5,454,178)</u>	<u>(1,102,416)</u>
Net increase (decrease)	<u>(3,134,639)</u>	<u>3,961,727</u>
Actuarial present value of accumulated plan benefits at the end of year	\$ <u>18,158,904</u>	<u>21,293,543</u>

9. FAIR VALUE MEASUREMENTS:

Financial Accounting Standards Board (FASB) provides the framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to the 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 assets or liabilities;
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specific (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 during 2012 and 2011.

Registered investment companies: Valued at the net asset value ("NAV") of shares held by the plan at year end as reported by the investment manager.

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

The carrying amounts of financial instruments including cash and cash equivalents and contributions receivable approximated fair value as of June 30, 2012 and 2011, because of the relatively short maturity of these instruments.

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of June 30, 2012.

Assets at fair values as of June 30, 2012

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Registered investment companies:				
Intermediate government fund	\$ -	2,963,119	-	2,963,119
Growth funds	-	3,232,636	-	3,232,636
Blend funds	-	2,365,199	-	2,365,199
Value funds	-	<u>2,430,257</u>	-	<u>2,430,257</u>
Total	\$ <u>-</u>	<u>10,991,211</u>	<u>-</u>	<u>10,991,211</u>

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of June 30, 2011.

Assets at fair values as of June 30, 2011

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Registered investment companies:				
Intermediate government fund	\$ -	3,889,546	-	3,889,546
Growth funds	-	4,484,953	-	4,484,953
Blend funds	-	3,426,991	-	3,426,991
Value funds	-	<u>3,051,976</u>	-	<u>3,051,976</u>
Total	\$ <u>-</u>	<u>14,853,466</u>	<u>-</u>	<u>14,853,466</u>

10. RISKS AND UNCERTAINTIES:

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

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

The Dupps Company Retirement Plan
 EIN 31-0267820 Form 5500 Plan 001
 Schedule H, Line 4i, Schedule of Assets (Held at End of Year)
 Year Ended June 30, 2012

(a)	(b)(c) Description of Investment, Including Maturity Date, Rate of <u>Interest, Collateral, Par or Maturity Value</u>	(d) <u>Number of Shares</u>	(e) <u>Current Value</u>
Registered Investment Companies:			
	Vanguard Adm Shrs GNMA Fund	268,156	\$ 2,801,155
	Vanguard Selected Value Fund	44,124	857,552
	Europacific Growth CL R6 Fund	17,816	656,178
	T. Rowe Price New America Growth Fund	30,964	858,918
	Mutual European CL Z Fund	33,734	640,129
	Oppenheimer Developing Markets Fund	11,979	403,457
	Royce Premier Fund	44,408	543,895
	Royce Micro-Cap Fund	46,519	519,102
	Vanguard Total Stock Market Index Fund	19,329	613,900
	Vanguard Adm Shrs Windsor II Fund	13,615	684,203
	Matthews Asia Small Companies Fund	23,876	403,750
	Vanguard Primecap Core Fund	20,719	253,942
	Artisan Mid-Cap Value Fund	43,779	610,989
		\$ 9,847,170	\$ 10,991,211

The Dupps Company Retirement Plan
 EIN 31-0267820 Form 5500 Plan 001
 Schedule H, Line 4j - Schedule of Reportable Transactions
 For the Year Ended June 30, 2012

(a) Identity of Person Involved	(b) Description of Asset Involved	(c) Purchase Price	(d) Selling Price	(g) Cost of Asset	(h) Current Value of Asset on Transaction Date	(i) Net Gain (Loss)
<u>Category (i) - Single Transactions in Excess of 5% of Net Assets</u>						
Vanguard Total Stock Market Index Fund	Registered Investment Company	\$ 757,164	-	757,164	757,164	-
Mutual Beacon CL Z Fund	Registered Investment Company	-	757,164	835,395	757,164	(78,231)
<u>Category (iii) - Series of Transactions in Excess of 5% of Net Assets</u>						
Vanguard Total Stock Market Index fund	Registered Investment Company	760,280	-	760,280	760,280	-
Europacific Growth CL R6 Fund	Registered Investment Company	-	651,520	636,978	651,520	14,542
Mutual European CL Z Fund	Registered Investment Company	-	651,860	623,002	651,860	28,858
Vanguard Adm Shrs GNMA Fund	Registered Investment Company	-	1,145,780	1,070,733	1,145,780	75,047

Schedule SB Part V - Statement Of Actuarial Assumptions / Methods

The Dupps Company Retirement Plan

EIN: 31-0267820

PN: 001

Plan Year: July 1, 2011 to June 30, 2012

ACTUARIAL METHODS

	<u>PPA Funding</u>	<u>Suggested Maximum Contribution</u>	<u>FAS #35</u>
ACTUARIAL COST METHOD	Accrued Benefit (Unit Credit)	Accrued Benefit Unit Credit	Accrued Benefit (Unit Credit)
ASSET VALUATION METHOD	See Below	See Below	Market Value

Accrued Benefit (Unit Credit)

The funding target is equal to the sum of the individual accrued liabilities for all participants. The individual's accrued liability is the present value of the benefit accrued in prior plan years. The target normal cost is the present value of benefits accruing in the plan year. Experience gains and losses are included in the calculation of the funding target and are amortized as part of the shortfall amortization.

Actuarial Value of Assets

The Actuarial Value of Assets is a 24-month average determined in accordance with Notice 2009-22. Actuarial Value of Assets must fall within 90% to 110% of market value.

Assumed rate of return is the lesser of 7.00% or the segment rate specified in Notice 2009-22.

Schedule SB Part V - Statement Of Actuarial Assumptions / Methods

The Dupps Company Retirement Plan

EIN: 31-0267820

PN: 001

Plan Year: July 1, 2011 to June 30, 2012

ACTUARIAL ASSUMPTIONS

**FAS #35, PPA Funding,
and Maximum**

Segmented Interest Rates

Segment 1 (0-5 years)

2.67%

Segment 2 (5-20 years)

5.69%

Segment 3 (20+ years)

6.44%

Applicable Month

March

Effective Interest Rate

5.67%

Future Salary Increases

None Assumed

Mortality

2011 Applicable Table (combined)

Mortality Improvement

None Assumed

Disability

None Assumed

Termination

Sarason T-7

Retirement Age

65

Percent Married

100%

Age Difference in Participant & Spouse

Males three years older than females

Administrative Expense

Anticipated Administrative Expenses

Lump Sum Utilization Rate

90%

Retirement plan administrative and recordkeeping services provided by
MCCREADY AND KEENE, INC. | a ONEAMERICA® company

Schedule SB Part V - Statement Of Plan Provisions

The Dupps Company Retirement Plan

EIN: 31-0267820

PN: 001

SUMMARY OF PLAN PROVISIONS

Effective Date:	Initial:	July 1, 1967.
	Amended:	Last Restated, July 1, 2002. Amended July 1, 2002 and March 28, 2005
Eligibility:	All employees (except non resident aliens) are eligible to participate on the July 1 following attainment of age 20-1/2 prior to January 1, 1994, or on the July 1 following attainment of age 21 on or after January 1, 1994, or on the July 1 following attainment of age 18 on or after July 1, 2002.	
Service:	Benefit Accrual:	Elapsed time from date of hire rounded to the nearest whole year.
	Vesting:	1,000 hours in plan year.
Compensation:	Gross calendar year taxable wages, but including Code Section 401(k), 132 (f)(4) and 125 plan contributions	
Average Monthly Compensation:	Average of the highest 5 consecutive years compensation of the last 10 years prior to termination or retirement divided by 12.	
Retirement Dates:	Early:	Age 55, plus 5 years of vesting service.
	Normal:	Age 65
	Late:	After age 65
	Disability:	Date of disability

SUMMARY OF PLAN PROVISIONS, Continued

Accrued Benefit:	Monthly benefit payable at age 65 equal to the normal retirement benefit, using average compensation at date of determination and full-time employment to age 65, multiplied by the ratio of the participant's benefit accrual service at date of determination to his benefit accrual service projected to age 65 assuming full-time employment. Effective June 30, 2010 benefit accruals are frozen				
Early Retirement:	Accrued benefit reduced for benefit commencement prior to age 65 by 1/180th for each month for the first five years and by 1/360th for each month of the remainder.				
Normal Retirement:	Monthly benefit equal to 40% of average monthly compensation reduced proportionately if less than 25 years of service at normal retirement, plus 20% of average monthly compensation in excess of Social Security covered compensation, reduced proportionately if less than 35 years of service at normal retirement.				
Late Retirement:	Accrued retirement benefit, using average monthly compensation and benefit accrual service at date of actual late retirement, (or if greater, actuarial equivalent of normal retirement benefit).				
Disability:	Same as early retirement benefit or normal retirement benefit based on benefit accrual to date of disability, and actuarially reduced for commencement prior to age 55.				
Vesting Schedule:	Based upon years of vesting service as follows: <table><tr><td>Less than 5 years</td><td>0%</td></tr><tr><td>5 or more years</td><td>100%</td></tr></table> A participant shall be 100% vested in his accrued benefit at death, disability or age 65.	Less than 5 years	0%	5 or more years	100%
Less than 5 years	0%				
5 or more years	100%				
Pre-Retirement Death:	Lesser of 100 times the projected Monthly Normal Retirement Benefit or the present value of Accrued Benefit. (Not less than Qualified Pre-retirement 50% Survivor Annuity for married participants).				

SUMMARY OF PLAN PROVISIONS, Continued

Employee Contributions: None required or permitted after October 1, 1989; The accumulated mandatory contributions (without interest) under the prior plan were returned to the participants on October 1, 1989.

Social Security Covered Compensation: The average of the taxable wage bases in effect for each calendar year during the 35-year period ending with the last day of the calendar year in which the participant attains (will attain) Social Security Retirement Age.

Payment Forms:

Normal:	Life only.
Automatic:	Actuarially equivalent benefit of the above in the Joint and 50% Survivor form, if married.
Optional:	Life only.
	Period Certain and Life.
	Joint and Survivor.
	Lump Sum.

NOTE: If information given in this Summary disagrees or appears to disagree with the provisions of the plan legal document, the provisions of the document prevail.

Schedule SB line 32 - Schedule of Shortfall Amortization Bases

The Dupps Company Retirement Plan

EIN: 31-0267820

PN: 001

Plan Year: July 1, 2011 to June 30, 2012

SHORTFALL AMORTIZATION CHARGE

<u>Date Base Established</u>	<u>Initial Balance</u>	<u>Type of Base</u>	<u>Shortfall Amortization Installment</u>	<u>Years Remaining</u>	<u>Present Value of Remaining Installments 7/1/2011</u>
7/1/2008	\$ 1,136,759	Shortfall	\$ 189,849	4	\$ 730,283
7/1/2009	(755,125)	Shortfall	(128,907)	5	(611,872)
7/1/2010	3,196,101	Shortfall	532,766	6	2,932,824
7/1/2011	514,705	Shortfall	82,719	7	514,705
Total			\$ 676,427		\$ 3,565,940

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

The Dupps Company Retirement Plan

EIN: 31-0267820

PN: 001

Plan Year: July 1, 2011 to June 30, 2012

(a)	(b)	(c)	
Retirement Age	Retirement Rate	Survival to Age	(a) x (b) x (c)
65	1.00	1.000	65.0
AVERAGE RETIREMENT AGE			65.0

SCHEDULE SB LINE 19 - DISCOUNTED EMPLOYER CONTRIBUTIONS

(July 1, 2011 - June 30, 2012)

PLAN NAME: The Dupps Company Retirement Plan

EIN: 31-0267820 Plan Number: 001

Plan Year Beginning:	7/1/2011	Valuation Date:	7/1/2012
Effective Interest Rate:	5.67%		
Interest Rate for Late Quarterlies:	10.67%		

Contribution Classification	Schedule SB Line	Classified Amount	Date Made	Date Due	Days Late	Days to Discount to 7/1/2011	Late Discount	Remaining Discount	Discounted Value
1	19c	\$ 157,177	9/7/2011	10/15/2011	0	68	1.000000	0.989806	\$ 155,575
2	19c	157,177	1/5/2012	1/15/2012	0	188	1.000000	0.972069	152,787
3	19c	157,177	3/23/2012	4/15/2012	0	266	1.000000	0.960710	151,002
4	19c	157,177	6/20/2012	7/15/2012	0	355	1.000000	0.947912	148,990
5	19c	152,662	3/12/2013	3/15/2013	0	620	1.000000	0.910806	139,045

Total	<u>\$ 781,370</u>	<u>\$ 747,399</u>
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<u>Classification</u>	<u>Description</u>	<u>SB Line</u>
1-4	Number of Quarterly Contribution	19c
5	Other Contributions for Minimum Funding	19c
6	Contributions to Avoid Benefit Restrictions (not included in Prefunding	19b
7	Contributions to Meet Funding Deficiency (prior years' minimum funding	19a
8	Contributions Necessary to Meet Liquidity Requirements	19c

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

Pension Benefit Guaranty Corporation

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

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

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

OMB No. 1210-0110

2011**This Form is Open to Public
Inspection**

For calendar plan year 2011 or fiscal plan year beginning 07/01/2011 and ending 06/30/2012

▶ **Round off amounts to nearest dollar.**▶ **Caution:** A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.**A** Name of plan

THE DUPPS COMPANY RETIREMENT PLAN

B Three-digit
plan number (PN) ▶

001

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

THE DUPPS COMPANY

D Employer Identification Number (EIN)

31-0267820

E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B ☐ Prior year plan size: ☐ 100 or fewer ☒ 101-500 ☐ More than 500**Part I Basic Information****1** Enter the valuation date: Month 7 Day 1 Year 2011**2** Assets:

	2a	
a Market value	16,415,359	
b Actuarial value	14,773,824	

3 Funding target/participant count breakdown:

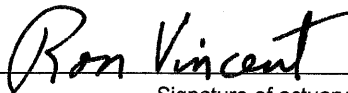
	(1) Number of participants	(2) Funding Target
a For retired participants and beneficiaries receiving payment.....	5	3,601,384
b For terminated vested participants.....	2	63,257
c For active participants:		
(1) Non-vested benefits.....		118,400
(2) Vested benefits		14,375,863
(3) Total active.....	120	14,494,263
d Total.....	127	18,158,904

4 If the plan is in at-risk status, check the box and complete lines (a) and (b) ☐

	4a	4b
a Funding target disregarding prescribed at-risk assumptions.....		
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor.....		

5 Effective interest rate **5** 5.67 %**6** Target normal cost **6** 35,000**Statement by Enrolled Actuary**

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

**SIGN
HERE**

Signature of actuary

Ron Vincent

Type or print name of actuary

McCreedy and Keene, Inc.

Firm name

7941 Castleway Drive

Indianapolis

IN 46250-0460

Address of the firm

03/22/2013

Date

11-04510

Most recent enrollment number

(317) 849-4333

Telephone number (including area code)

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

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

Schedule SB (Form 5500) 2011
v.012611

Part II Beginning of year carryover and prefunding balances

	(a) Carryover balance	(b) Prefunding balance
7 Balance at beginning of prior year after applicable adjustments (line 13 from prior year).....	148,307	0
8 Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	0
9 Amount remaining (line 7 minus line 8).....	148,307	0
10 Interest on line 9 using prior year's actual return of <u>21.95</u> %.....	32,553	
11 Prior year's excess contributions to be added to prefunding balance:		
a Present value of excess contributions (line 38 from prior year)		1,267,795
b Interest on (a) using prior year's effective rate of <u>6.46</u> % except as otherwise provided (see instructions).....		81,900
c Total available at beginning of current plan year to add to prefunding balance.....		1,349,695
d Portion of (c) to be added to prefunding balance.....		
12 Other reductions in balances due to elections or deemed elections.....		
13 Balance at beginning of current year (line 9 + line 10 + line 11d – line 12).....	180,860	0

Part III Funding percentages

14 Funding target attainment percentage	14	80.36 %
15 Adjusted funding target attainment percentage	15	81.35 %
16 Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement.....	16	80.80 %
17 If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage.	17	%

Part IV Contributions and liquidity shortfalls**18** Contributions made to the plan for the plan year by employer(s) and employees:

(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
09/07/2011	157,177				
01/05/2012	157,177				
03/23/2012	157,177				
06/20/2012	157,177				
03/12/2013	152,662				
Totals •			18(b)	781,370	18(c) 0

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:

a Contributions allocated toward unpaid minimum required contributions from prior years.	19a	0
b Contributions made to avoid restrictions adjusted to valuation date.....	19b	0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date.....	19c	747,399

20 Quarterly contributions and liquidity shortfalls:

- a** Did the plan have a "funding shortfall" for the prior year? ☒ Yes ☐ No
- b** If 20a is "Yes," were required quarterly installments for the current year made in a timely manner? ☒ Yes ☐ No
- c** If 20a is "Yes," see instructions and complete the following table as applicable:

Liquidity shortfall as of end of quarter of this plan year

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

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

21 Discount rate:			
a Segment rates:	1st segment: 2.67 %	2nd segment: 5.69 %	3rd segment: 6.44 %
			☐ N/A, full yield curve used
b Applicable month (enter code).....			21b 4
22 Weighted average retirement age			22 65
23 Mortality table(s) (see instructions) ☒ Prescribed - combined ☐ Prescribed - separate ☐ Substitute			

Part VI Miscellaneous items

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

Part VII Reconciliation of unpaid minimum required contributions for prior years

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

Part VIII Minimum required contribution for current year

31 Target normal cost and excess assets (see instructions):			
a Target normal cost (line 6)		31a	35,000
b Excess assets, if applicable, but not greater than 31a		31b	
32 Amortization installments:	Outstanding Balance		Installment
a Net shortfall amortization installment	3,565,940		676,427
b Waiver amortization installment.....	0		0
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount		33	
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)...		34	711,427
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement	0	0	0
36 Additional cash requirement (line 34 minus line 35).....		36	711,427
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)		37	747,399
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)		38a	35,972
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances		38b	0
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)		39	0
40 Unpaid minimum required contributions for all years.....		40	0

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

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

5500 Schedule H, Line 4i

Schedule of Assets (Held at End of Year)

This attachment is included in the Accountant's Opinion that is attached above.

5500 Schedule H, Line 4i

Schedule of Assets (Acquired and Disposed of Within Year)

This attachment is included in the Accountant's Opinion that is attached above.

5500 Schedule H, Line 4j

5% Transaction Schedule – Schedule of Reportable Transactions

This attachment is included in the Accountant's Opinion that is attached above.

Attachment to 2011 Form 5500
Schedule SB, line 26 - Schedule of Active Participant Data

Plan Name THE DUPPS COMPANY RETIREMENT PLAN

EIN: 31-0267820

Plan Sponsor's Name THE DUPPS COMPANY

PN: 001

Attained Age	YEARS OF CREDITED SERVICE								
	Under 1			1 to 4			5 to 9		
	Average			Average			Average		
	No.	Comp.	Cash Bal.	No.	Comp.	Cash Bal.	No.	Comp.	Cash Bal.
Under 25	0			3			0		
25 to 29	0			5			2		
30 to 34	0			4			2		
35 to 39	0			6			3		
40 to 44	0			2			5		
45 to 49	0			2			4		
50 to 54	0			1			2		
55 to 59	0			2			1		
60 to 64	0			1			0		
65 to 69	0			0			0		
70 & up	0			0			0		

Attained Age	YEARS OF CREDITED SERVICE								
	10 to 14			15 to 19			20 to 24		
	Average			Average			Average		
	No.	Comp.	Cash Bal.	No.	Comp.	Cash Bal.	No.	Comp.	Cash Bal.
Under 25	0			0			0		
25 to 29	0			0			0		
30 to 34	1			0			0		
35 to 39	3			0			0		
40 to 44	4			3			2		
45 to 49	2			1			3		
50 to 54	0			3			6		
55 to 59	2			2			2		
60 to 64	0			0			2		
65 to 69	0			0			0		
70 & up	0			0			0		

Attained Age	YEARS OF CREDITED SERVICE								
	25 to 29			30 to 34			35 to 39		
	Average			Average			Average		
	No.	Comp.	Cash Bal.	No.	Comp.	Cash Bal.	No.	Comp.	Cash Bal.
Under 25	0			0			0		
25 to 29	0			0			0		
30 to 34	0			0			0		
35 to 39	0			0			0		
40 to 44	0			0			0		
45 to 49	1			0			0		
50 to 54	5			8			0		
55 to 59	3			4			11		
60 to 64	1			1			2		
65 to 69	0			0			0		
70 & up	0			0			0		