Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

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

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

OMB Nos. 1210-0110
1210-0089

2011

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2011 or fiscal plan year beginning 12/31/2011 and ending 12/30/2012

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

B This return/report is:
- [ ] the first return/report;
- [ ] the final return/report;
- [ ] an amended return/report;
- [ ] a short plan year return/report (less than 12 months).

C If the plan is a collectively-bargained plan, check here. . . . . ▶ [ ]

D Check box if filing under:
- [X] Form 5558;
- [ ] automatic extension;
- [ ] the DFVC program;
- [ ] special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
PANDUIT CORP. EMPLOYEES' PROFIT SHARING PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 10/28/1966

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

PANDUIT CORP.

18900 PANDUIT DRIVE
TINLEY PARK, IL 60487

18900 PANDUIT DRIVE
TINLEY PARK, IL 60487

2b Employer Identification Number (EIN)
36-2601300

2c Sponsor's telephone number
708-532-1800

2d Business code (see instructions)
335900

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/11/2013	MICHAEL KENNY
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

3a Plan administrator's name and address (if same as plan sponsor, enter "Same")
ADMINISTRATIVE COMMITTEE

18900 PANDUIT DRIVE
TINLEY PARK, IL 60487

3b Administrator's EIN
36-2881289

3c Administrator's telephone number
708-532-1800

4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:

a Sponsor's name

4b EIN

4c PN

5	Total number of participants at the beginning of the plan year	**5**	2852
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**	2131
b	Retired or separated participants receiving benefits	**6b**	57
c	Other retired or separated participants entitled to future benefits	**6c**	566
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	2754
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	7
f	Total. Add lines **6d** and **6e**	**6f**	2761
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	2751
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	29
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:
2E 2F 2G 2J 2K 2S 2T 3H

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)	X	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)	X	Trust
(4)		General assets of the sponsor

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

a Pension Schedules

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

b General Schedules

(1)	X	**H** (Financial Information)
(2)		**I** (Financial Information – Small Plan)
(3)		**A** (Insurance Information)
(4)	X	**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 12/31/2011 and ending 12/30/2012

A Name of plan
PANDUIT CORP. EMPLOYEES' PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
PANDUIT CORP.

D Employer Identification Number (EIN)
36-2601300

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

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

GALLIARD - SUBS OF WELLS FARGO

36-2601300

(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)

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(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?
64 37 65 60	RECORDKEEPER	61613	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] 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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(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.
AM CENT GROWTH INST - AMERICAN CENT 44-0619208	0.15%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(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.
AM CENT MDCPVAL INV - AMERICAN CENT 44-0619208	0.35%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(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.
BLKRK US OPPS INST - BNY MELLON INV P.O. BOX 9793 PROVIDENCE, RI 02940	0.25%

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(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.
COL SM CAP VAL II Z - COLUMBIA MGT 04-2838628	0.40%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(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.
LOOMIS VALUE Y - BOSTON FINANCIAL D 04-2526037	0.25%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(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.
STABLE VALUE FUND M - WELLS FARGO 36-2601300	0.04%

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(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.
PIM TOTAL RT INST - BOSTON FINANCIA 04-2526037	0.02%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(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.
THORNBURG INT VAL R5 - BOSTON FINAN 04-2526037	0.25%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(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.
TRP NEW HORIZONS - T. ROWE PRICE SE 52-2269240	0.15%

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(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.
TRP RETIRE INCOME - T. ROWE PRICE S 52-2269240	0.15%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(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.
TRP RETIREMENT 2010 - T. ROWE PRICE 52-2269240	0.15%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(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.
TRP RETIREMENT 2020 - T. ROWE PRICE 52-2269240	0.15%

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(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.
TRP RETIREMENT 2030 - T. ROWE PRICE 52-2269240	0.15%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(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.
TRP RETIREMENT 2040 - T. ROWE PRICE 52-2269240	0.15%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(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.
TRP RETIREMENT 2050 - T. ROWE PRICE 52-2269240	0.15%

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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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

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 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 12/31/2011 and ending 12/30/2012

A Name of plan
PANDUIT CORP. EMPLOYEES' PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
PANDUIT CORP.

D Employer Identification Number (EIN)
36-2601300

Part I Asset and Liability Statement

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
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)	13877529	14191379
(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)	8616316	8712406
(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)	176537947	200124027
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)	133864853	143119012

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	332896645	366146824
Liabilities			
g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	332896645	366146824

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)	11715417	
(B) Participants	2a(1)(B)	12839423	
(C) Others (including rollovers)	2a(1)(C)	1504927	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		26059767
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	1276	
(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)	281683	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		282959
(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)	7475273	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		7475273
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		
(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)		15440709
c Other income	2c		5000008
d Total income. Add all **income** amounts in column (b) and enter total	2d		54258716
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	20941692	
(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)		20941692
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		5232
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)	61613	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		61613
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		21008537
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		33250179
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

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

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

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

Part IV Compliance Questions

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

During the plan year:

		Yes	No	Amount
a	Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.) **4a**		X	
b	Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.) **4b**		X	
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.) **4c**		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.) **4d**		X	
e	Was this plan covered by a fidelity bond? **4e**	X		5000000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty? **4f**		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser? **4g**		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser? **4h**		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.) **4i**	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.) **4j**		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC? **4k**		X	
l	Has the plan failed to provide any benefit when due under the plan? **4l**		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.) **4m**		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3. **4n**		X	

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

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

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

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

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

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

OMB No. 1210-0110

2011

This Form is Open to Public Inspection.

For calendar plan year 2011 or fiscal plan year beginning 12/31/2011 and ending 12/30/2012

A Name of plan
PANDUIT CORP. EMPLOYEES' PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
PANDUIT CORP.

D Employer Identification Number (EIN)
36-2601300

Part I Distributions

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

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

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

EIN(s): 04-6568107

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

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

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

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

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

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

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

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

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

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

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

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

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

Part III Amendments

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

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

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

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

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

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Financial Statements and Report of Independent Certified Public Accountants

Panduit Corp.
Employees' Profit Sharing Plan

December 30, 2012 and 2011

Contents

	Page
Report of Independent Certified Public Accountants	3
Financial Statements	
Statements of net assets available for benefits	5
Statement of changes in net assets available for benefits	6
Notes to financial statements	7
Supplemental Schedule	
Schedule H, line 4i - schedule of assets (held at end of year)	18

Grant Thornton LLP
175 W Jackson Boulevard, 20th Floor
Chicago, IL 60604-2687

T 312.856.0200
F 312.565.4719
GrantThornton.com
linkd.in/GrantThorntonUS
twitter.com/GrantThorntonUS

REPORT OF INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS

Plan Administrative Committee
Panduit Corp.
Employees' Profit Sharing Plan

Report on the financial statements

We were engaged to audit the accompanying financial statements of the Panduit Corp. Employees' Profit Sharing Plan (the Plan), which comprise the statements of net assets available for benefits as of December 30, 2012 and 2011, and the related statement of changes in net assets available for benefits for the year ended December 30, 2012, and the related notes to the financial statements.

Management's responsibility for the financial statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for disclaimer of opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the certified information described in note C, except for comparing such information with the related information included in the financial statements. We have been informed by the Plan administrator that the certifying entities meet the requirements of 29 CFR 2520.103-8. The Plan administrator obtained certifications from these entities as of

December 30, 2012 and 2011, and for the year ended December 30, 2012, stating that the certified information provided to the Plan administrator is complete and accurate.

Disclaimer of opinion

Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Supplementary information

The supplemental schedule of assets (held at end of year) as of December 30, 2012, is presented for purposes of additional analysis and is not a required part of the financial statements, but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedule.

Report on form and content in compliance with DOL rules and regulations

The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the certified information described in note C, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Grant Thornton LLP

Chicago, Illinois
September 16, 2013

Panduit Corp.
Employees' Profit Sharing Plan
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
December 30,

	2012	2011
Assets		
Investments, at fair value	$368,924,528	$334,452,484
Receivables		
Company profit sharing	4,461,048	6,052,801
Notes receivable from participants	8,712,406	8,616,316
Accrued interest	180,585	203,314
Total receivables	13,354,039	14,872,431
Total assets	382,278,567	349,324,915
Liabilities		
Payable for investment securities	-	897,189
Net assets available for benefits at fair value	382,278,567	348,427,726
Adjustment from fair value to contract value for interest in collective trust fund relating to fully benefit-responsive investment contracts	(11,670,695)	(9,478,279)
NET ASSETS AVAILABLE FOR BENEFITS	$370,607,872	$338,949,447

The accompanying notes are an integral part of these statements.

Panduit Corp.
Employees' Profit Sharing Plan
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
Year ended December 30, 2012

Additions to net assets attributed to	
Investment income	
Net appreciation in fair value of registered investment companies	$ 15,440,710
Interest and dividends	12,476,555
Net investment income	27,917,265
Interest income on notes receivable from participants	288,727
Contributions	
Participant	12,839,423
Company match	5,875,997
Company profit sharing	4,247,667
Rollover	1,504,927
Total contributions	24,468,014
Total additions	52,674,006
Deductions from net assets attributed to	
Benefits paid to participants	20,953,968
Administrative expenses	61,613
Total deductions	21,015,581
NET INCREASE	31,658,425
Net assets available for benefits	
Beginning of year	338,949,447
End of year	$370,607,872

The accompanying notes are an integral part of this statement.

NOTE A - DESCRIPTION OF THE PLAN

The following description of the Panduit Corp. Employees' Profit Sharing Plan (the Plan) provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan established to enable eligible employees of Panduit Corp. (the Company) to share in a portion of the Company's profits and to defer receipt of and receive a match on a portion of their compensation for the principal purpose of providing benefits at time of retirement, disability or death. Effective June 1, 2009, employees of the Company are automatically enrolled within the Plan immediately. Employees of the Company are eligible to participate in the profit-sharing portion of the Plan upon meeting the Plan's eligibility requirements and employed on the last day of the Plan year, as defined. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended (ERISA).

Contributions

Participants can contribute up to 75% of their annual compensation. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions. Participants may also contribute amounts representing distributions from other qualified defined benefit or contribution plans. The Company matches dollar for dollar employee deferrals up to 3% of their compensation, and 50% of participant deferrals greater than 3% but no greater than 5%. If any participant contributes 5% or more of his or her compensation, the Company will match a maximum of 4% of the participant's compensation. The Company may also make profit-sharing contributions on a discretionary basis. In order to share in the Company's profit-sharing contributions, a participant must be actively employed on the last day of the Plan year. Contributions are subject to certain limitations. The Company made a discretionary profit-sharing contribution of 2.78% in 2012 and 3.75% in 2011 of the participant's eligible compensation.

Participant Accounts

Each participant's account is credited with the participant's contributions and Company matching contributions, and allocations of (1) the Company's profit-sharing contribution, if any, and (2) Plan earnings, and charged with an allocation of administrative expenses. Allocations are based on participant compensation 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 their contributions and Company matching contributions plus actual earnings thereon. Vesting in the Company's profit-sharing contribution portion of their accounts plus actual earnings thereon is based on years of service, as defined by the Plan. A participant is 100% vested after five years of credited service for profit-sharing contributions received prior to and for the Plan year ended December 30, 2007; for profit-sharing contributions received for the Plan year beginning December 31, 2007, and after, a participant is 100% vested after three years of credited service. In the event of death, disability or retirement at designated ages, as defined, participants become fully vested.

Investment Options

Upon enrollment in the Plan, participants may direct contributions in a variety of investment choices, as more fully described in the Plan's literature. Participants may change their investment options at any time.

Notes Receivables from Participants

Participants may borrow from their fund accounts up to a maximum equal to the lesser of $50,000 or 50% of their vested account balances. Loan terms range from one to five years. The loans are collateralized by the balance in the participant's account and bear interest at the prime rate at the time the loan is issued. Principal and interest are paid through payroll deductions.

Payment of Benefits

Generally, upon termination of service for any reason, participants may elect to receive a lump-sum cash distribution or installment payments, or to defer payment of their vested account balance until a later date. Upon attainment of age 59-1/2, subject to certain limitations as defined, a participant may make withdrawals from his or her vested account. These payments and withdrawals are subject to certain conditions and elections, as defined in the Plan agreement. Distributions from the Plan are subject to federal income tax rules and regulations.

Expenses

Certain administrative expenses of the Plan are paid by Fidelity Management Trust Company (Fidelity) out of the assets of the Plan and constitute a charge on the respective investment funds or on the individual participants' accounts. Certain other Plan expenses can be paid by the Plan from the forfeitures balance, or by the Company.

Forfeited Accounts

At December 30, 2012 and 2011, unallocated forfeited non-vested participant accounts approximated $57,000 and $41,000, respectively. Forfeited non-vested accounts will be used to reduce current or future Company contributions and to pay administrative expenses. During 2012, approximately $213,000 was used to reduce Company contributions and $-0- was used to reduce administrative expenses.

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

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

Investment contracts held by a defined contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the plan. The statements of net assets available for benefits present the fair value of the investment

contracts as well as the adjustment of the fully benefit-responsive investment contracts from fair value to contract value. The statement of changes in net assets available for benefits is prepared on a contract-value basis.

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 D for discussion of fair value measurements.

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

Notes Receivable from Participants

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

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the Unites States of America (U.S. GAAP) requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Payment of Benefits

Benefits are recorded when paid.

New Accounting Guidance

In May 2011, the Financial Accounting Standards Board (FASB) issued guidance clarifying how to measure and disclose fair value. This guidance amends the application of existing fair value measurement requirements, while other amendments change a particular principle in existing fair value measurement guidance. In addition, this guidance requires additional fair value disclosures, although certain of these new disclosures will not be required for non-public entities. The amendments are to be applied prospectively and are effective for annual periods beginning after December 15, 2011. The Plan has adopted this guidance effective December 31, 2012, for annual reporting periods.

NOTE C - INFORMATION CERTIFIED BY THE TRUSTEE AND CUSTODIAN

The Plan administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, Fidelity, the Plan's trustee, and MassMutual Retirement Services (a division of Massachusetts Mutual Life Insurance Company), a custodian of certain underlying investments of the Plan,

have certified that the following data included in the accompanying financial statements and supplemental schedule is complete and accurate:

- Investments, notes receivable from participants, accrued interest and payable for investment securities, as shown in the statements of net assets available for benefits as of December 30, 2012 and 2011, except for a portion of the adjustment from fair value to contract value for interest in collective trust fund relating to fully benefit-responsive investment contracts.

- Net investment income and interest income on notes receivable from participants, as shown in the statement of changes in net assets available for benefits for the year ended December 30, 2012.

- Schedule H, line 4i - schedule of assets (held at end of year) as of December 30, 2012 (contract value certified for the Panduit Stable Value Fund (Panduit SVF)).

The Plan's independent accountants did not perform auditing procedures with respect to this information, except for comparing such information to the related information included in the financial statements and supplemental schedule.

NOTE D - FAIR VALUE MEASUREMENTS

The FASB has issued guidance that provides a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs using valuation techniques used to measure fair value. The fair value hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy are described 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, including the following:

- 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.

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

Shares of registered investment companies - Valued at the net asset value (NAV) of shares traded on the active market held by the Plan at year-end.

Pooled separate account - Valued at the NAV provided by the administrator of the fund. The NAV is based on the value of the underlying securities, minus liabilities, and then divided by the number of units held by the Plan at year-end (see note G).

Bonds - Valued using quoted prices for similar securities in active markets.

Collective trust - Valued at the NAV of units of a bank collective trust. The NAV, as provided by the trustee, is used as a practical expedient to estimate fair value. The NAV is based on the fair value of the underlying investments held by the fund less its liabilities. This practical expedient is not used when it is determined to be probable that the fund will sell the investment for an amount different than the reported NAV. Participant transactions (purchases and sales) may occur daily. Were the Plan to initiate a full redemption of the collective trust, the investment advisor reserves the right to temporarily delay withdrawal from the trust for up to 12 months in order to ensure that securities liquidations will be carried out in an orderly business manner.
Money market - Valued at the outstanding balance, which approximates fair value.

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.

The following tables set forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 30:

	2012			
	Level 1	Level 2	Level 3	Total
Shares of registered investment companies				
Domestic funds	$111,456,243	$ -	$ -	$111,456,243
International funds	20,630,022	-	-	20,630,022
LifeCycle funds	41,862,069	-	-	41,862,069
Bond funds	26,175,693	-	-	26,175,693
Money market funds	14,191,379	-	-	14,191,379
Panduit SVF				
Security-backed contracts				
Pooled separate account (a)	-	88,174,549	-	88,174,549
Bonds				
Commercial	-	16,508,315	-	16,508,315
Government	-	26,073,255	-	26,073,255
Collective trust - stable value (b)	-	22,401,013	-	22,401,013
Money market	1,451,990	-	-	1,451,990
Total assets at fair value	$215,767,396	$153,157,132	$ -	$368,924,528

	2011			
	Level 1	Level 2	Level 3	Total
Shares of registered investment companies				
Domestic funds	$102,260,079	$ -	$ -	$102,260,079
International funds	20,239,315	-	-	20,239,315
LifeCycle funds	33,640,410	-	-	33,640,410
Bond funds	20,398,144	-	-	20,398,144
Money market funds	13,877,529	-	-	13,877,529
Panduit SVF				
Security-backed contracts				
Pooled separate account (a)	-	80,841,629	-	80,841,629
Bonds				
Commercial	-	16,096,923	-	16,096,923
Government	-	23,972,091	-	23,972,091
Collective trust - stable value (b)	-	21,049,982	-	21,049,982
Money market	2,076,382	-	-	2,076,382
Total assets at fair value	$192,491,859	$141,960,625	$ -	$334,452,484

(a) The pooled separate account's objective is to provide a stated rate of return, generated from the performance of a core bond portfolio, which insulates the account from daily fluctuations in the bond market.

(b) The collective trust fund's investment objective is to seek the preservation of capital and to provide a competitive level of income over time that is consistent with the preservation of capital.

The collective trust invests in investment contracts issued by insurance companies and other financial institutions and registered investment companies. The trust seeks to preserve the investee's principal investment while earning interest income and maintaining a stable $1 unit price.

Certain amounts reported in prior years have been reclassified from what was previously reported to conform to the current-year presentation

NOTE E - INVESTMENTS

The following table presents the fair value of investments as of December 30, 2012 and 2011, representing 5% or more of the Plan's net assets available for benefits:

	2012	2011
Shares of registered investment companies		
PIMCO Total Return Fund	$21,703,610	$16,764,074
Thornburg International Value Fund	20,630,022	20,239,315
American Funds The Growth Fund of America	N/A	26,543,264
Blackrock U.S. Opportunities Portfolio Fund	N/A	21,612,407
T. Rowe Price New Horizons Fund	29,216,191	22,661,897
American Century Growth Institution Class Fund	46,376,244	N/A
Stable Value Core Account SB27*	88,174,549	80,841,629
Wells Fargo Stable Return Fund G**	22,401,013	21,049,982

* The contract value of the Stable Value Core Account SB27 is $78,971,731 and $73,286,205 as of December 30, 2012 and 2011, respectively.

** The contract value of the Wells Fargo Stable Return Fund G is $21,769,692 and $20,516,552 as of December 30, 2012 and 2011, respectively.

NOTE F - RELATED-PARTY TRANSACTIONS

The Plan's investments are held and invested by Fidelity, as the trustee. These transactions, therefore, qualify as party-in-interest. Fidelity also performs administrative and record-keeping services for the Plan.

Certain employees of the Company served as trustee and administrators of the Plan. These employees did not receive compensation from the Plan for their services as trustee and administrators. The Company may also pay certain administrative costs of the Plan.

NOTE G - PANDUIT SVF

The Panduit SVF is invested in a collective trust fund and two synthetic guaranteed investment contracts (GICS).

The synthetic GICs are composed of underlying assets and wrappers, which are contracts that enable withdrawals to be made at contract value rather than at the fair value of the underlying assets. The Mass Mutual Life Insurance SAGIC contract has underlying assets in a pooled separate account. The Prudential Insurance Company of America UCA contract has underlying assets in various bonds. Contract crediting rates for synthetic GICs are reset at least quarterly, as specified in the respective contracts, and will have an interest crediting rate not less than zero percent. The value of the underlying wrapper is included in the security-based contract total of the Mass Mutual Life Insurance SAGIC contract. For the years ended December 30, 2012 and 2011, the value of the wrapper was $261,537, and $-0-, respectively. The value of the underlying wrapper included in the Prudential Insurance Company of America UCA contract has a value of $-0- at December 30, 2012 and 2011.

The GICs are contracts that enable withdrawals to be made at contract value rather than at the fair value of the underlying assets. Contract crediting rates for GICs are reset at least quarterly, as specified in the respective contracts, and will have an interest crediting rate not less than zero percent.

Certain events limit the ability of the Plan to transact at contract value with the issuer. Such events include the following: (1) amendments to the Plan documents (including complete or partial Plan termination or merger with another plan), (2) changes to the Plan's prohibition on competing investment options or deletion of equity wash provisions, (3) bankruptcy of the Plan sponsor or other Plan sponsor events (for example, divestitures or spin-offs of a subsidiary) that cause a significant withdrawal from the Plan, or (4) the failure of the trust to qualify for exemption from federal income taxes or any required prohibited transaction exemption under ERISA. The Plan administrator does not believe that the occurrence of any such value event, which would limit the Plan's ability to transact at contract value with participants, is probable. The GIC does not permit the insurance company to terminate the agreement prior to the scheduled maturity date.

	2012	2011
Average yields		
Mass Mutual Life Insurance SAGIC		
Based on actual earnings	1.31%	1.83%
Based on interest rate credited to participants	2.53	3.10
Prudential Insurance Company of America UCA		
Based on actual earnings	0.31	0.51
Based on interest rate credited to participants	0.62	0.76

NOTE H - RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of net assets available for benefits per the financial statements to Form 5500 as of December 30:

	2012	2011
Net assets available for benefits per financial statements	$370,607,872	$338,949,447
Company profit-sharing contribution receivable	(4,461,048)	(6,052,801)
Net assets available for benefits per Form 5500	$366,146,824	$332,896,646

The following is a reconciliation of net increase for the year ended December 30, 2012, per the financial statements to Form 5500:

Net increase per financial statements	$31,658,425
Plus prior-year contribution receivable	6,052,801
Less current-year contribution receivable	(4,461,048)
Net income per Form 5500	$33,250,178

NOTE I - PLAN TERMINATION

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

NOTE J - TAX STATUS

Effective March 5, 2010, the Plan adopted a volume submitter plan sponsored by Fidelity Management Research Company. The volume submitter plan has received an opinion letter from the Internal Revenue Service (IRS) as to the volume submitter plan's qualified status. The opinion letter has been relied upon by the Plan. The Plan administrator believes that the Plan is designed and is currently being operated in compliance with applicable requirements of the Internal Revenue Code (IRC). The Plan has been amended since receiving the opinion letter; however, the Plan administrator believes that the Plan is being operated, in all material respects, in compliance with the applicable requirements of the IRC and, therefore, believes that the Plan is qualified and the related trust is tax-exempt.

U.S. GAAP requires Plan management to evaluate tax positions taken by the Plan and recognize a tax liability if the organization has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS or other applicable taxing authorities. The Plan administrator has analyzed the tax positions taken by the Plan and has concluded that, as of December 30, 2012 and 2011, there are no uncertain positions taken or expected to be taken that would require recognition of a liability or disclosure in

the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan administrator believes it is no longer subject to income tax examinations for years prior to 2009.

NOTE K - 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 L - SUBSEQUENT EVENTS

The Plan administrator has evaluated its December 30, 2012, financial statements for subsequent events through September 16, 2013, the date the financial statements were available to be issued. The Company is not aware of any subsequent events that would require recognition or disclosure in the financial statements

SUPPLEMENTAL SCHEDULE

Panduit Corp.
Employees' Profit Sharing Plan
SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
December 30, 2012

(a)	(b) Identity of issue, borrower, lessor or similar party	(c) Description of investment, including maturity date, rate of interest, collateral, par or maturity value	(d) Cost	(e) Current value
		Shares of registered investment companies		
	Vanguard Funds	Vanguard Index Fund	**	$ 16,293,175
	PIMCO Funds	PIMCO Total Return Fund	**	21,703,610
	T. Rowe Price	T. Rowe Price New Horizons Fund	**	29,216,191
	Thornburg	Thornburg International Value Fund	**	20,630,022
	Columbia	Columbia Small Cap Value II Fund	**	6,813,626
	T. Rowe Price	T. Rowe Price Retirement 2050 Fund	**	1,219,604
	American Century Investments	American Century Growth Institution Class Fund	**	46,376,244
	Loomis Sayles	Loomis Sayles Value Fund	**	12,757,007
	T. Rowe Price	T. Rowe Price Retirement Income Fund	**	1,293,388
	T. Rowe Price	T. Rowe Price Retirement 2040 Fund	**	8,806,244
	T. Rowe Price	T. Rowe Price Retirement 2030 Fund	**	14,720,761
	T. Rowe Price	T. Rowe Price Retirement 2020 Fund	**	13,322,545
	T. Rowe Price	T. Rowe Price Retirement 2010 Fund	**	2,499,527
	Vanguard Funds	Vanguard Inflation-Protected Securities Fund	**	4,472,083
*	Fidelity Investments	Fidelity U.S. Government Reserves Fund	**	14,191,379
		Pooled separate account		
	Massachusetts Mutual Life Insurance Company	Stable Value Core Account SB27	**	87,913,012
	Massachusetts Mutual Life Insurance Company	Wrapper contract	**	261,537
		Bonds		
	Access to Loans for Learning Student Loan Corporation	Access to Loans for Learning Student Loan Corp, 0.91%, $225,000 par, due 7/25/2036	**	225,971
	Ally Auto	Ally Auto Receivables Trust, 0.62%, $100,000 par, due 3/15/2017	**	100,081
	Ally Auto	Ally Auto Receivables Trust 2011-3, 0.97%, $197,458 par, due 8/17/2015	**	198,109
	Ally Auto	Ally Auto Receivables Trust, 1.38%, $121,555 par, due 1/15/2015	**	121,993
	Ally Auto	Ally Auto Receivables Trust 2011-2, 1.18%, $126,623 par, due 4/15/2015	**	127,108
	Ally Auto	Ally Auto Receivables Trust 2012-1, 0.93%, $225,000 par, due 2/15/2016	**	226,404
	Ally Auto	Ally Auto Receivables Trust 2012-SN1, 0.51%, $275,000 par, due 5/22/2014	**	275,223
	Amal Limited	Amal Ltd/Cayman Islands, 3.46%, $306,736 par, due 8/21/2021	**	332,735
	American Express	American Express Credit Corp., 1.75%, $55,000 par, due 6/12/2015	**	56,152
	Anheuser-Busch InBev	Anheuser-Busch InBev Worldwide Inc., 0.8%, $140,000 par, due 7/15/2015	**	140,367
	Apache Corporation	Apache Corp., 1.75%, $70,000 par, due 4/15/2017	**	71,880
	Arizona Educational Loan Marketing Corporation	Arizona Educational Loan Marketing Corp., 0.56%, $27,209 par, due 6/1/2023	**	27,022
	British Airways	BA Credit Card Trust, 0.51%, $200,000 par, due 9/15/2015	**	200,134
	BB&T Corporation	BB&T Corp., 2.15%, $50,000 par, due 3/22/2017	**	51,714
	BHP Billiton	BHP Billiton Finance USA Ltd, 1.63%, $100,000 par, due 2/24/2017	**	102,258
	BP	BP Capital Markets PLC, 2.25%, $130,000 par, due 11/1/2016	**	135,249
	BNP Paribas	BNP Paribas SA, 1.25%, $125,000 par, due 1/10/2014	**	125,380
	Bank of America Merrill Lynch	Bank of America Merrill Lynch Commercial Mortgage Inc., 5.12%, $200,000 par, due 10/10/2045	**	221,672
	Bank of America Merrill Lynch	Bank of America Merrill Lynch Commercial Mortgage Inc., 5.19%, $175,000 par, due 9/10/2047	**	194,959
	Bank of America Merrill Lynch	Bank of America Merrill Lynch Commercial Mortgage Inc., 4.86%, $175,000 par, due 7/10/2043	**	189,889

Panduit Corp.
Employees' Profit Sharing Plan
SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR) - CONTINUED
December 30, 2012

(a)	(b) Identity of issue, borrower, lessor or similar party	(c) Description of investment, including maturity date, rate of interest, collateral, par or maturity value	(d) Cost	(e) Current value
		Bonds - Continued		
	Bank of America	Bank of America Commercial Mortgage Trust 2006-2, 5.73%, $100,000 par, due 5/10/2045	**	$ 114,567
	Bank of America	Bank of America Corp., 3.75%, $75,000 par, due 7/12/2016	**	80,170
	Bank of Montreal	Bank of Montreal, 2.85%, $125,000 par, due 6/9/2015	**	132,025
	Barclays Bank	Barclays Bank PLC, 5.2%, $100,000 par, due 7/10/2014	**	106,402
	Bear Stearns	Bear Stearns Commercial Mortgage Securities, 5.38%, $103,566 par, due 12/11/2040	**	105,871
	Becton Dickinson and Co.	Becton Dickinson and Co, 1.75%, $100,000 par, due 11/8/2016	**	102,953
	Boeing Capital Corporation	Boeing Capital Corp., 2.13%, $60,000 par, due 8/15/2016	**	62,444
	Brazos Higher Education Authority	Brazos Higher Education Authority, 0.39%, $56,800 par, due 12/26/2018	**	56,731
	CD	CD 2006-CD2 Mortgage Trust, 5.41%, $31,944 par, due 1/15/2046	**	31,912
	CFCRE	CFCRE Commercial Mortgage Trust, 1.56%, $143,459 par, due 12/15/2021	**	145,642
	CIT	CIT Education Loan Trust 2005-1, 0.4%, $30,197 par, due 3/15/2022	**	30,153
	CNH	CNH Equipment Trust, 0.86%, $225,000 par, due 12/15/2015	**	226,343
	Canadian National Railway Company	Canadian National Railway Co, 5.85%, $35,000 par, due 11/15/2017	**	42,181
	Cargill Incorporated	Cargill Inc., 1.9%, $125,000 par, due 3/1/2017	**	127,283
	Caterpillar Financial Services Group	Caterpillar Financial Services Corp., 1.38%, $125,000 par, due 5/20/2014	**	126,519
	CenterPoint Energy Transition Bond Co. LLC	CenterPoint Energy Transition Bond Co. LLC, 2.16%, $125,000 par, due 10/15/2021	**	130,389
	Chevron Corporation	Chevron Corp., 1.1%, $50,000 par, due 12/5/2017	**	50,349
	Cisco Systems Inc.	Cisco Systems Inc., 1.63%, $100,000 par, due 3/14/2014	**	101,496
	Citigroup Inc.	Citigroup Inc., 6.5%, $39,000 par, due 8/19/2013	**	40,349
	Citigroup Inc.	Citigroup Inc., 4.59%, $150,000 par, due 12/15/2015	**	163,763
	Citigroup Inc.	Citigroup Commercial Mortgage Trust, 4.73%, $200,000 par, due 10/15/2041	**	211,570
	The Coca-Cola Company	Coca-Cola Co/The, 5.35%, $45,000 par, due 11/15/2017	**	53,882
	The Coca-Cola Company	Coca-Cola Co/The, 0.75%, $100,000 par, due 3/13/2015	**	100,762
	ConocoPhillips	ConocoPhillips, 4.75%, $42,000 par, due 2/1/2014	**	43,902
	Credit Suisse	Credit Suisse First Boston Mortgage Securities Corp., 5.1%, $175,000 par, due 8/15/2038	**	192,353
	DBRR	DBRR 2012 - EZ1 A, 0.95%, $173,497 par, due 9/25/2045	**	173,898
	Daimler Finance North America LLC	Daimler Finance North America LLC, 0.92%, $150,000 par, due 3/28/2014	**	150,317
	Deutsche Bank AG/London	Deutsche Bank AG/London, 3.88%, $125,000 par, due 8/18/2014	**	131,211
	Devon Energy Corp.	Devon Energy Corp., 1.88%, $100,000 par, due 5/15/2017	**	101,943
	Discover Card	Discover Card Master Trust, 0.81%, $200,000 par, due 8/15/2017	**	201,508
	Dragon 2012 LLC	Dragon 2012 LLC, 1.97%, $168,378 par, due 3/12/2024	**	172,391
	EI du Pont de Nemours & Co.	EI du Pont de Nemours & Co., 5%, $6,000 par, due 1/15/2013	**	6,009
	EI du Pont de Nemours & Co.	EI du Pont de Nemours & Co., 1.75%, $100,000 par, due 3/25/2014	**	101,675
	ERP Operating LP	ERP Operating LP, 5.25%, $140,000 par, due 9/15/2014	**	150,389
	Ecolab Incorporated	Ecolab Inc., 3%, $45,000 par, due 12/8/2016	**	47,822
	European Investment Bank	European Investment Bank, 2.88%, $100,000 par, due 1/15/2015	**	104,860
	Federal Home Loan Mortgage Corporation	Freddie Mac Gold Pool, 7%, $2,621 par, due 9/1/2031	**	3,106
	Federal Home Loan Mortgage Corporation	Freddie Mac Gold Pool, 5.5%, $17,084 par, due 6/1/2033	**	18,589
	Federal Home Loan Mortgage Corporation	Freddie Mac Gold Pool, 5.5%, $23,000 par, due 7/1/2020	**	24,966
	Federal Home Loan Mortgage Corporation	Freddie Mac Gold Pool, 6.5%, $1,228 par, due 5/1/2016	**	1,304
	Federal Home Loan Mortgage Corporation	Freddie Mac Gold Pool, 6%, $3,069 par, due 6/1/2016	**	3,278

Panduit Corp.
Employees' Profit Sharing Plan
SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR) - CONTINUED
December 30, 2012

(a)	(b) Identity of issue, borrower, lessor or similar party	(c) Description of investment, including maturity date, rate of interest, collateral, par or maturity value	(d) Cost	(e) Current value
		Bonds - Continued		
	Federal Home Loan Mortgage Corporation	Freddie Mac Gold Pool, 5.5%, $308,223 par, due 2/1/2037	**	$ 332,968
	Federal Home Loan Mortgage Corporation	Freddie Mac Gold Pool, 5.5%, $48,857 par, due 12/1/2037	**	52,779
	Federal Home Loan Mortgage Corporation	Freddie Mac Gold Pool, 5.5%, $59,930 par, due 6/1/2038	**	64,704
	Federal Home Loan Mortgage Corporation	Freddie Mac Gold Pool, 5.5%, $4,003 par, due 7/1/2038	**	4,322
	Federal Home Loan Mortgage Corporation	Freddie Mac Non Gold Pool, 2.48%, $162,074 par, due 2/1/2042	**	168,795
	Federal Home Loan Mortgage Corporation	Freddie Mac Non Gold Pool, 2.43%, $329,034 par, due 7/1/2042	**	343,100
	Federal Home Loan Mortgage Corporation	Freddie Mac Non Gold Pool, 2.48%, $196,473 par, due 9/1/2042	**	205,310
	Federal Home Loan Mortgage Corporation	Freddie 15-Yr 3.0 GIANT, 3%, $361,782 par, due 9/1/2027	**	385,876
	Federal Home Loan Mortgage Corporation	Freddie Mac Gold Pool, 4%, $110,511 par, due 1/1/2032	**	119,185
	Federal Home Loan Mortgage Corporation	Freddie Mac Gold Pool, 5.5%, $17,250 par, due 12/1/2020	**	18,725
	Federal Home Loan Mortgage Corporation	Freddie Mac Gold Pool, 5.5%, $33,867 par, due 12/1/2020	**	36,762
	Federal Home Loan Mortgage Corporation	Freddie Mac Gold Pool, 5.5%, $4,604 par, due 1/1/2021	**	4,998
	Federal Home Loan Mortgage Corporation	Freddie Mac Gold Pool, 3%, $184,515 par, due 12/1/2026	**	197,583
	Federal Home Loan Mortgage Corporation	Freddie Mac Gold Pool, 3%, $71,155 par, due 4/1/2027	**	75,294
	Federal Home Loan Mortgage Corporation	Freddie Mac Non Gold Pool, 3%, $71,992 par, due 11/1/2040	**	75,569
	Federal Home Loan Mortgage Corporation	Freddie Mac Non Gold Pool, 2.75%, $158,332 par, due 11/1/2041	**	165,390
	Federal Home Loan Mortgage Corporation	Freddie Mac Gold Pool, 5.5%, $62,244 par, due 11/1/2038	**	67,202
	Federal Home Loan Mortgage Corporation	Freddie Mac Gold Pool, 5.5%, $8,095 par, due 12/1/2034	**	9,132
	Federal Home Loan Mortgage Corporation	Freddie Mac Gold Pool, 3%, $146,039 par, due 6/1/2027	**	156,816
	Federal Home Loan Mortgage Corporation	Freddie Mac REMICS, 7%, $12,311 par, due 8/15/2029	**	14,288
	Federal National Mortgage Association	Federal National Mortgage Association, 1.25%, $400,000 par, due 9/28/2016	**	410,376
	Federal National Mortgage Association	Fannie Mae REMICS, 6.75%, $3,391 par, due 4/25/2018	**	3,556
	Federal National Mortgage Association	Fannie Mae-Aces, 0.95%, $430,000 par, due 11/25/2015	**	434,029
	Federal Home Loan Mortgage Corporation	FHLMC Multifamily Structured Pass Through, 3.88%, $275,000 par, due 11/25/2017	**	309,048
	Federal Home Loan Mortgage Corporation	FHLMC Multifamily Structured Pass Through, 2.7%, $125,000 par, due 5/25/2018	**	134,208
	Federal Home Loan Mortgage Corporation	FHLMC Multifamily Structured Pass Through Certificates, 2.41%, $50,000 par, due 8/25/2018	**	52,897
	Federal Home Loan Mortgage Corporation	FHLMC Multifamily Structured Pass Through Certificates, 2.3%, $200,000 par, due 9/25/2018	**	210,516
	Federal Home Loan Mortgage Corporation	FHLMC Multifamily Structured Pass Through Certificates, 2.32%, $150,000 par, due 11/25/2044	**	158,271
	Federal Home Loan Mortgage Corporation	FHLMC Multifamily Structured Pass Through Certificates, 2.09%, $225,000 par, due 3/25/2019	**	233,739
	Federal Home Loan Mortgage Corporation	FHLMC K710 A2 Multifam, 1.88%, $425,000 par, due 5/25/2019	**	436,127
	Federal National Mortgage Association	Fannie Mae Pool, 4.1%, $320,000 par, due 8/1/2014	**	333,152
	Federal National Mortgage Association	Fannie Mae Pool, 2.92%, $200,000 par, due 4/1/2016	**	212,026
	Federal National Mortgage Association	Fannie Mae Pool, 6.5%, $2,010 par, due 5/1/2017	**	2,151
	Federal National Mortgage Association	Fannie Mae Pool, 2.98%, $96,729 par, due 1/1/2041	**	101,448
	Federal National Mortgage Association	Fannie Mae Pool, 3.11%, $372,471 par, due 2/1/2041	**	391,206
	Federal National Mortgage Association	Fannie Mae Pool, 2.67%, $177,212 par, due 11/1/2041	**	184,561
	Federal National Mortgage Association	Fannie Mae Pool, 2.7%, $248,361 par, due 2/1/2042	**	260,451
	Federal National Mortgage Association	Fannie Mae Pool, 2.49%, $164,440 par, due 3/1/2042	**	170,879
	Federal National Mortgage Association	Fannie Mae Pool, 3%, $192,930 par, due 5/1/2027	**	205,176
	Federal National Mortgage Association	Fannie Mae Pool, 2.16%, $184,200 par, due 6/1/2042	**	190,811
	Federal National Mortgage Association	Fannie Mae Pool, 3%, $221,803 par, due 9/1/2027	**	238,481

Panduit Corp.
Employees' Profit Sharing Plan
SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR) - CONTINUED
December 30, 2012

(a)	(b) Identity of issue, borrower, lessor or similar party	(c) Description of investment, including maturity date, rate of interest, collateral, par or maturity value	(d) Cost	(e) Current value
		Bonds - Continued		
	Federal National Mortgage Association	Fannie Mae Pool, 2.5%, $225,000 par, due 12/1/2027	**	$ 236,963
	Federal National Mortgage Association	Freddie Mac REMICS, 4%, $1,128,669 par, due 8/15/2018	**	1,186,479
	Federal National Mortgage Association	Freddie Mac REMICS, 4.5%, $278,049 par, due 10/15/2023	**	300,287
	Federal National Mortgage Association	Fannie Mae REMICS, 4%, $356,508 par, due 10/25/2036	**	364,786
	Federal National Mortgage Association	Fannie Mae Pool, 6.5%, $108,443 par, due 10/1/2036	**	121,656
	Federal National Mortgage Association	Fannie Mae Pool, 2.65%, $28,813 par, due 5/1/2034	**	30,193
	Federal National Mortgage Association	Fannie Mae Pool, 2.27%, $342,460 par, due 6/1/2034	**	363,145
	Federal National Mortgage Association	Fannie Mae Pool, 5.5%, $214,584 par, due 8/1/2035	**	242,808
	Federal National Mortgage Association	Fannie Mae Pool, 5.5%, $273,328 par, due 5/1/2035	**	310,646
	Federal National Mortgage Association	Fannie Mae Pool, 5.5%, $148,928 par, due 11/1/2020	**	161,345
	Federal National Mortgage Association	Fannie Mae Pool, 5.5%, $153,823 par, due 9/1/2021	**	166,649
	Federal National Mortgage Association	Fannie Mae Pool, 2.37%, $50,922 par, due 10/1/2034	**	54,176
	Federal National Mortgage Association	Fannie Mae Pool, 6.5%, $78,940 par, due 1/1/2037	**	88,559
	Federal National Mortgage Association	Fannie Mae Pool, 5.5%, $150,580 par, due 6/1/2037	**	163,634
	Federal National Mortgage Association	Fannie Mae Pool, 6.5%, $51,608 par, due 9/1/2038	**	61,378
	Federal National Mortgage Association	Fannie Mae Pool, 3%, $130,253 par, due 11/1/2021	**	137,543
	Federal National Mortgage Association	Fannie Mae Pool, 3%, $151,094 par, due 12/1/2021	**	159,551
	Federal National Mortgage Association	Fannie Mae Pool, 3.63%, $230,699 par, due 2/1/2040	**	244,117
	Federal National Mortgage Association	Fannie Mae Pool, 3.5%, $244,614 par, due 9/1/2021	**	259,564
	Federal National Mortgage Association	Fannie Mae Pool, 3%, $180,168 par, due 10/1/2021	**	190,252
	Federal National Mortgage Association	Fannie Mae Pool, 3.5%, $497,583 par, due 12/1/2020	**	527,995
	Federal National Mortgage Association	Fannie Mae Pool, 3.5%, $305,543 par, due 1/1/2021	**	325,174
	Federal National Mortgage Association	Fannie Mae Pool, 3.5%, $131,356 par, due 3/1/2021	**	139,384
	Federal National Mortgage Association	Fannie Mae Pool, 3%, $169,291 par, due 11/1/2021	**	178,766
	Federal National Mortgage Association	Fannie Mae Pool, 3%, $169,870 par, due 2/1/2022	**	179,378
	Federal National Mortgage Association	Fannie Mae Pool, 2.5%, $400,000 par, due 12/1/2022	**	419,832
	Federal National Mortgage Association	Fannie Mae Pool, 3.92%, $1,019,712 par, due 8/1/2014	**	1,054,974
	Federal National Mortgage Association	Fannie Mae Pool, 3.58%, $132,192 par, due 4/1/2040	**	139,891
	Federal National Mortgage Association	Fannie Mae Pool, 3.37%, $160,218 par, due 9/1/2040	**	168,348
	Florida Power Corporation	Florida Power Corp., 4.8%, $100,000 par, due 3/1/2013	**	100,719
	Ford	Ford Credit Auto Owner Trust, 0.97%, $105,291 par, due 1/15/2015	**	105,529
	GE	GE Capital Credit Card Master Note Trust, 0.95%, $125,000 par, due 6/15/2018	**	126,080
	GE	GE Dealer Floor Trust, 0.78%, $100,000 par, due 2/22/2017	**	100,496
	GE	GE Equipment Small Ticket LLC Series 2011-2, 1.14%, $79,746 par, due 6/23/2014	**	79,881
	GE	GE Equipment Transportation LLC, 0.62%, $175,000 par, due 7/25/2016	**	175,201
	Government National Mortgage Association	Ginnie Mae II pool, 2.5%, $194,673 par, due 4/20/2042	**	204,802
	Government National Mortgage Association	Ginnie Mae II pool, 5.52%, $746,537 par, due 12/20/2059	**	838,614
	Government National Mortgage Association	Ginnie Mae II pool, 5.47%, $408,502 par, due 11/20/2059	**	454,546
	Government National Mortgage Association	Ginnie Mae II pool, 5.5%, $247,647 par, due 5/20/2060	**	287,937
	Government National Mortgage Association	Ginnie Mae II pool, 2.5%, $159,698 par, due 10/20/2041	**	167,768
	Government National Mortgage Association	Ginnie Mae II pool, 2.5%, $307,663 par, due 12/20/2041	**	324,132

Panduit Corp.
Employees' Profit Sharing Plan
SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR) - CONTINUED
December 30, 2012

(a)	(b) Identity of issue, borrower, lessor or similar party	(c) Description of investment, including maturity date, rate of interest, collateral, par or maturity value	(d) Cost	(e) Current value
		Bonds - Continued		
	Government National Mortgage Association	Ginnie Mae II pool, 2.5%, $119,905 par, due 3/20/2042	**	$ 126,356
	Government National Mortgage Association	Ginnie Mae I pool, 6.5%, $323,323 par, due 5/15/2037	**	373,499
	Government National Mortgage Association	Ginnie Mae I pool, 6%, $38,684 par, due 7/15/2037	**	43,184
	Government National Mortgage Association	Ginnie Mae I pool, 6%, $9,413 par, due 7/15/2037	**	10,508
	Government National Mortgage Association	Ginnie Mae I pool, 6%, $24,067 par, due 7/15/2037	**	26,867
	Government National Mortgage Association	Ginnie Mae II pool, 5.46%, $396,364 par, due 7/20/2059	**	440,201
	Government National Mortgage Association	Ginnie Mae II pool, 5.46%, $515,165 par, due 8/20/2059	**	570,115
	Gate Capital Cayman Two Ltd	Gate Capital Cayman Two Ltd, 2.64%, $329,432 par, due 12/2/2021	**	345,713
	GE	GE Capital Commercial Mortgage Corp., 4.97%, $175,000 par, due 7/10/2045	**	192,059
	GE	General Electric Co, 5.25%, $45,000 par, due 12/6/2017	**	53,062
	GE	General Electric Capital Corp., 3.35%, $75,000 par, due 10/17/2016	**	80,504
	GE	General Electric Capital Corp., 1%, $50,000 par, due 12/11/2015	**	50,201
	GE	General Electric Capital Corp., 5.38%, $55,000 par, due 10/20/2016	**	62,911
	Genzyme Corp.	Genzyme Corp., 3.63%, $75,000 par, due 6/15/2015	**	80,356
	The Goldman Sachs Group Incorporated	Goldman Sachs Group Inc./The, 5.15%, $125,000 par, due 1/15/2014	**	130,364
	HSBC USA Incorporated	HSBC USA Inc., 1.63%, $100,000 par, due 1/16/2018	**	100,091
	Harley-Davidson Motorcycle	Harley-Davidson Motorcycle Trust 2011-2, 0.71%, $47,927 par, due 5/15/2015	**	47,975
	County of Harris, Texas	County of Harris TX, 3%, $165,000 par, due 10/1/2016	**	177,764
	Hewlett-Packard Co.	Hewlett-Packard Co., 5.5%, $85,000 par, due 3/1/2018	**	91,933
	Honda Auto	Honda Auto Receivables Owner Trust, 0.67%, $76,850 par, due 4/21/2014	**	76,924
	Honda Auto	Honda Auto Receivables, 0.77%, $125,000 par, due 1/15/2016	**	125,590
	Howard Hughes Medical Institute	Howard Hughes Medical Institute, 3.45%, $150,000 par, due 9/1/2014	**	157,563
	Huntington Auto	Huntington Auto Trust 2012-1, 0.81%, $225,000 par, due 9/15/2016	**	226,062
	Hyundai Auto	Hyundai Auto Receivables Trust, 0.72%, $275,000 par, due 3/15/2016	**	275,954
	Intel Corporation	Intel Corp., 1.95%, $70,000 par, due 10/1/2016	**	72,317
	Intel Corporation	Intel Corp., 1.35%, $80,000 par, due 12/15/2017	**	79,977
	Iowa Student Loan Liquidity Corporation	Iowa Student Loan Liquidity Corp., 0.41%, $46,718 par, due 3/25/2022	**	46,200
	Irvine Ranch Water District Joint Powers Agency	Irvine Ranch Water District Joint Powers Agency, 2.6%, $100,000 par, due 3/15/2014	**	102,570
	JP Morgan Chase	JPMorgan Chase & Co, 3.15%, $190,000 par, due 7/5/2016	**	201,296
	JP Morgan Chase	JP Morgan Chase Commercial Mortgage Securities Corp., 4.54%, $21,932 par, due 1/15/2042	**	22,161
	JP Morgan Chase	JP Morgan Chase Commercial Mortgage Securities Corp., 5.33%, $175,000 par, due 8/12/2037	**	191,384
	JP Morgan Chase	JP Morgan Chase Commercial Mortgage Securities Corp., 5.2%, $100,000 par, due 12/15/2044	**	111,457
	JP Morgan Chase	JP Morgan Chase Commercial Mortgage Securities Corp., 0.67%, $220,000 par, due 12/15/2047	**	219,745
	John Deere	John Deere Owner Trust, 0.75%, $200,000 par, due 3/15/2016	**	200,688
	Kansas City Power & Light Co.	Kansas City Power & Light Co., 7.15%, $30,000 par, due 4/1/2019	**	38,345
	King International Leasing LLC	King International Leasing LLC, 2.75%, $170,603 par, due 10/15/2022	**	180,719
	Kroger Co/The, 7.5%	Kroger Co/The, 7.5%, $35,000 par, due 1/15/2014	**	37,438
	LB-UBS	LB-UBS Commercial Mortgage Trust, 4.39%, $4,955 par, due 3/15/2032	**	4,959
	MMAF Equipment Finance LLC	MMAF Equipment Finance LLC, 0.94%, $225,000 par, due 4/10/2015	**	225,875
	Province of Manitoba, Canada	Province of Manitoba Canada, 1.3%, $55,000 par, due 4/3/2017	**	56,199
	Massachusetts Health & Educational Facilities Authority	Massachusetts Health & Educational Facilities Authority, 5.26%, $125,000 par, due 10/1/2018	**	149,344

Panduit Corp.
Employees' Profit Sharing Plan
SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR) - CONTINUED
December 30, 2012

(a)	(b) Identity of issue, borrower, lessor or similar party	(c) Description of investment, including maturity date, rate of interest, collateral, par or maturity value	(d) Cost	(e) Current value
		Bonds - Continued		
	BNY Mellon NA	BNY Mellon NA, 4.75%, $250,000 par, due 12/15/2014	**	$ 268,910
	Mercedes-Benz	Mercedes-Benz Auto Receivables Trust 2011-1, 0.85%, $74,778 par, due 3/16/2015	**	74,954
	Merck & Co. Inc.	Merck & Co. Inc., 4%, $140,000 par, due 6/30/2015	**	151,946
	MetLife Inc.	MetLife Inc., 6.82%, $75,000 par, due 8/15/2018	**	94,483
	Minnetonka Independent School District No 276	Minnetonka Independent School District No 276, 0.7%, $125,000 par, due 2/1/2015	**	124,744
	State of Mississippi	State of Mississippi, 5.25%, $130,000 par, due 10/1/2017	**	153,079
	Morgan Stanley	Morgan Stanley, 5.95%, $175,000 par, due 12/28/2017	**	198,170
	Morgan Stanley	Morgan Stanley Capital I Trust 2005-IQ10, 5.23%, $175,000 par, due 9/15/2042	**	192,603
	Morgan Stanley	Morgan Stanley Dean Witter Capital I, 5.08%, $31,114 par, due 9/15/2037	**	31,105
	Muskego-Norway School District, WI,	Muskego-Norway School District/WI, 0.95%, $105,000 par, due 4/1/2015	**	105,163
	NCUA	NCUA Guaranteed Notes Trust 2011-R6, 0.59%, $78,504 par, due 5/7/2020	**	78,639
	Nelnet Student Loan Trust	Nelnet Student Loan Trust, 0.47%, $37,813 par, due 1/25/2021	**	37,776
	Nelnet Education Loan Funding Inc.	Nelnet Education Loan Funding Inc., 0.45%, $85,297 par, due 8/26/2019	**	85,138
	New Hampshire Higher Education Loan Corp.	New Hampshire Higher Education Loan Corp., 0.21%, $200,000 par, due 10/25/2028	**	199,980
	Northern States Power Co.	Northern States Power Co./MN, 1.95%, $125,000 par, due 8/15/2015	**	128,975
	Province of Ontario, Canada	Province of Ontario Canada, 4.1%, $200,000 par, due 6/16/2014	**	210,796
	Oracle Corp.	Oracle Corp., 1.2%, $80,000 par, due 10/15/2017	**	80,238
	Overseas Private Investment Corp.	Overseas Private Investment Corp., $150,000 par, due 4/30/2016	**	153,363
	Panhandle-Plains Higher Education Authority Inc.	Panhandle-Plains Higher Education Authority Inc., 0.81%, $60,913 par, due 10/1/2018	**	60,860
	PepsiCo Inc.	PepsiCo Inc., 7.9%, $75,000 par, due 11/1/2018	**	101,209
	PepsiCo Inc.	PepsiCo Inc., 0.75%, $30,000 par, due 3/5/2015	**	30,108
	Petroleos Mexicanos.	Petroleos Mexicanos, 1.95%, $75,000 par, due 12/20/2022	**	76,502
	Pflugerville Independent School District	Pflugerville Independent School District, 5%, $155,000 par, due 2/15/2018	**	182,624
	Praxair Inc.	Praxair Inc., 5.25%, $115,000 par, due 11/15/2014	**	124,998
	The Procter & Gamble Co.	Procter & Gamble Co/The, 0.7%, $110,000 par, due 8/15/2014	**	110,707
	Public Service Electric & Gas Co.	Public Service Electric & Gas Co, 6.33%, $125,000 par, due 11/1/2013	**	130,971
	City of Richfield, MN	City of Richfield MN, 1%, $100,000 par, due 2/1/2016	**	101,003
	Rio Tinto	Rio Tinto Finance USA PLC, 2%, $90,000 par, due 3/22/2017	**	92,128
	Royal Bank of Canada	Royal Bank of Canada, 3.13%, $100,000 par, due 4/14/2015	**	105,780
	AT&T Inc.	AT&T Inc., 5.1%, $100,000 par, due 9/15/2014	**	107,420
	SLM Student Loan Trust	SLM Student Loan Trust, 0.61%, $103,608 par, due 3/25/2025	**	103,785
	Simon Property Group LP	Simon Property Group LP, 5.1%, $125,000 par, due 6/15/2015	**	137,690
	Small Business Administration Participation Certificates	Small Business Administration Participation Certificates, 5.64%, $215,370 par, due 4/1/2026	**	248,970
	SBAP	SBAP 2012-20F, 2.42%, $195,927 par, due 6/13/2032	**	203,140
	United States Small Business Administration	United States Small Business Administration, 5.72%, $259,442 par, due 9/10/2018	**	289,779
	United States Small Business Administration	United States Small Business Administration, 4.23%, $500,470 par, due 9/10/2019	**	552,429
	United States Small Business Administration	United States Small Business Administration, 2.88%, $199,284 par, due 9/10/2021	**	209,182
	Southern California Edison Co.	Southern California Edison Co., 4.15%, $100,000 par, due 9/15/2014	**	105,730
	The Board of Trustees of The Leland Stanford Junior University	Board of Trustees of The Leland Stanford Junior University/The, 3.63%, $200,000 par, due 5/1/2014	**	208,550
	Target Corp.	Target Corp., 1.13%, $20,000 par, due 7/18/2014	**	20,195
	Target Corp.	Target Corp., 0.49%, $40,000 par, due 7/18/2014	**	40,120

Panduit Corp.
Employees' Profit Sharing Plan
SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR) - CONTINUED
December 30, 2012

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		Bonds - Continued		
	Thomson Reuters Corp.	Thomson Reuters Corp., 5.7%, $135,000 par, due 10/1/2014	**	$ 145,940
	Time Warner Cable Inc.	Time Warner Cable Inc., 7.5%, $70,000 par, due 4/1/2014	**	75,849
	The Toronto-Dominion Bank	Toronto-Dominion Bank/The, 1.38%, $65,000 par, due 7/14/2014	**	65,855
	Total Capital Intl.	Total Capital Intl, 1.5%, $100,000 par, due 2/17/2017	**	100,775
	Toyota Motor Credit Corp.	Toyota Motor Credit Corp., 1.25%, $110,000 par, due 11/17/2014	**	111,554
	Union Electric Co.	Union Electric Co., 6.7%, $25,000 par, due 2/1/2019	**	31,536
	United States Treasury	United States Treasury Inflation Indexed Bonds, 0.63%, $650,000 par, due 7/15/2021	**	758,315
	United States Treasury	United States Treasury Note/Bond, 2.25%, $450,000 par, due 7/31/2018	**	484,700
	United States Treasury	United States Treasury Inflation Indexed Bonds, 0.13%, $1,882,000 par, due 1/15/2022	**	2,088,722
	United States Treasury	United States Treasury Note/Bond, 1.5%, $425,000 par, due 3/31/2019	**	438,349
	United States Treasury	United States Treasury Inflation Indexed Bonds, 0.13%, $400,000 par, due 7/15/2022	**	436,778
	United Technologies Corp.	United Technologies Corp., 6.13%, $100,000 par, due 2/1/2019	**	124,623
	University of California	University of California, 0.89%, $50,000 par, due 7/1/2013	**	50,103
	Verizon Communications Inc.	Verizon Communications Inc., 8.75%, $48,000 par, due 11/1/2018	**	66,647
	Wal-Mart Stores Inc.	Wal-Mart Stores Inc., 2.25%, $65,000 par, due 7/8/2015	**	67,670
	Wal-Mart Stores Inc.	Wal-Mart Stores Inc., 1.63%, $100,000 par, due 4/15/2014	**	101,656
	Washington & Multnomah Counties School District	Washington & Multnomah Counties School District No 48J Beaverton, 1.47%, $75,000 par, due 6/15/2018	**	74,718
	City of Wauwatosa, WI	City of Wauwatosa WI, 3.25%, $100,000 par, due 3/1/2015	**	105,309
	Wisconsin Public Service Corp.	Wisconsin Public Service Corp., 5.65%, $45,000 par, due 11/1/2017	**	53,168
	State of Wisconsin	State of Wisconsin, 5.05%, $100,000 par, due 5/1/2018	**	115,504
	World Omni	World Omni Auto Receivables Trust, 0.61%, $100,000 par, due 6/15/2017	**	100,010
	XTO Energy Inc.	XTO Energy Inc., 4.9%, $65,000 par, due 2/1/2014	**	68,149
	Yale University	Yale University, 2.9%, $175,000 par, due 10/15/2014	**	182,606
		Money market		
	Wells Fargo	WF Short Term Investment Fund, 0.22%, $1,451,990 par	**	1,451,990
		Collective trust		
	Wells Fargo	Wells Fargo Stable Return Fund G	**	22,401,013
*	Participants	Participant notes receivable (interest rates ranging from 3.25% to 9.50%)		8,712,406
				$ 377,636,934

*Indicates a party-in-interest investment.

**Not applicable for participant-directed investments.

Panduit Corp.
Employees' Profit Sharing Plan
SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
December 30, 2012

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		Shares of registered investment companies		
	Vanguard Funds	Vanguard Index Fund	**	$ 16,293,175
	PIMCO Funds	PIMCO Total Return Fund	**	21,703,610
	T. Rowe Price	T. Rowe Price New Horizons Fund	**	29,216,191
	Thornburg	Thornburg International Value Fund	**	20,630,022
	Columbia	Columbia Small Cap Value II Fund	**	6,813,626
	T. Rowe Price	T. Rowe Price Retirement 2050 Fund	**	1,219,604
	American Century Investments	American Century Growth Institution Class Fund	**	46,376,244
	Loomis Sayles	Loomis Sayles Value Fund	**	12,757,007
	T. Rowe Price	T. Rowe Price Retirement Income Fund	**	1,293,388
	T. Rowe Price	T. Rowe Price Retirement 2040 Fund	**	8,806,244
	T. Rowe Price	T. Rowe Price Retirement 2030 Fund	**	14,720,761
	T. Rowe Price	T. Rowe Price Retirement 2020 Fund	**	13,322,545
	T. Rowe Price	T. Rowe Price Retirement 2010 Fund	**	2,499,527
	Vanguard Funds	Vanguard Inflation-Protected Securities Fund	**	4,472,083
*	Fidelity Investments	Fidelity U.S. Government Reserves Fund	**	14,191,379
		Pooled separate account		
	Massachusetts Mutual Life Insurance Company	Stable Value Core Account SB27	**	87,913,012
	Massachusetts Mutual Life Insurance Company	Wrapper contract	**	261,537
		Bonds		
	Access to Loans for Learning Student Loan Corporation	Access to Loans for Learning Student Loan Corp, 0.91%, $225,000 par, due 7/25/2036	**	225,971
	Ally Auto	Ally Auto Receivables Trust, 0.62%, $100,000 par, due 3/15/2017	**	100,081
	Ally Auto	Ally Auto Receivables Trust 2011-3, 0.97%, $197,458 par, due 8/17/2015	**	198,109
	Ally Auto	Ally Auto Receivables Trust, 1.38%, $121,555 par, due 1/15/2015	**	121,993
	Ally Auto	Ally Auto Receivables Trust 2011-2, 1.18%, $126,623 par, due 4/15/2015	**	127,108
	Ally Auto	Ally Auto Receivables Trust 2012-1, 0.93%, $225,000 par, due 2/15/2016	**	226,404
	Ally Auto	Ally Auto Receivables Trust 2012-SN1, 0.51%, $275,000 par, due 5/22/2014	**	275,223
	Amal Limited	Amal Ltd/Cayman Islands, 3.46%, $306,736 par, due 8/21/2021	**	332,735
	American Express	American Express Credit Corp., 1.75%, $55,000 par, due 6/12/2015	**	56,152
	Anheuser-Busch InBev	Anheuser-Busch InBev Worldwide Inc., 0.8%, $140,000 par, due 7/15/2015	**	140,367
	Apache Corporation	Apache Corp., 1.75%, $70,000 par, due 4/15/2017	**	71,880
	Arizona Educational Loan Marketing Corporation	Arizona Educational Loan Marketing Corp., 0.56%, $27,209 par, due 6/1/2023	**	27,022
	British Airways	BA Credit Card Trust, 0.51%, $200,000 par, due 9/15/2015	**	200,134
	BB&T Corporation	BB&T Corp., 2.15%, $50,000 par, due 3/22/2017	**	51,714
	BHP Billiton	BHP Billiton Finance USA Ltd, 1.63%, $100,000 par, due 2/24/2017	**	102,258
	BP	BP Capital Markets PLC, 2.25%, $130,000 par, due 11/1/2016	**	135,249
	BNP Paribas	BNP Paribas SA, 1.25%, $125,000 par, due 1/10/2014	**	125,380
	Bank of America Merrill Lynch	Bank of America Merrill Lynch Commercial Mortgage Inc., 5.12%, $200,000 par, due 10/10/2045	**	221,672
	Bank of America Merrill Lynch	Bank of America Merrill Lynch Commercial Mortgage Inc., 5.19%, $175,000 par, due 9/10/2047	**	194,959
	Bank of America Merrill Lynch	Bank of America Merrill Lynch Commercial Mortgage Inc., 4.86%, $175,000 par, due 7/10/2043	**	189,889

Panduit Corp.
Employees' Profit Sharing Plan
SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR) - CONTINUED
December 30, 2012

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		Bonds - Continued		
	Bank of America	Bank of America Commercial Mortgage Trust 2006-2, 5.73%, $100,000 par, due 5/10/2045	**	$ 114,567
	Bank of America	Bank of America Corp., 3.75%, $75,000 par, due 7/12/2016	**	80,170
	Bank of Montreal	Bank of Montreal, 2.85%, $125,000 par, due 6/9/2015	**	132,025
	Barclays Bank	Barclays Bank PLC, 5.2%, $100,000 par, due 7/10/2014	**	106,402
	Bear Stearns	Bear Stearns Commercial Mortgage Securities, 5.38%, $103,566 par, due 12/11/2040	**	105,871
	Becton Dickinson and Co.	Becton Dickinson and Co, 1.75%, $100,000 par, due 11/8/2016	**	102,953
	Boeing Capital Corporation	Boeing Capital Corp., 2.13%, $60,000 par, due 8/15/2016	**	62,444
	Brazos Higher Education Authority	Brazos Higher Education Authority, 0.39%, $56,800 par, due 12/26/2018	**	56,731
	CD	CD 2006-CD2 Mortgage Trust, 5.41%, $31,944 par, due 1/15/2046	**	31,912
	CFCRE	CFCRE Commercial Mortgage Trust, 1.56%, $143,459 par, due 12/15/2021	**	145,642
	CIT	CIT Education Loan Trust 2005-1, 0.4%, $30,197 par, due 3/15/2022	**	30,153
	CNH	CNH Equipment Trust, 0.86%, $225,000 par, due 12/15/2015	**	226,343
	Canadian National Railway Company	Canadian National Railway Co, 5.85%, $35,000 par, due 11/15/2017	**	42,181
	Cargill Incorporated	Cargill Inc., 1.9%, $125,000 par, due 3/1/2017	**	127,283
	Caterpillar Financial Services Group	Caterpillar Financial Services Corp., 1.38%, $125,000 par, due 5/20/2014	**	126,519
	CenterPoint Energy Transition Bond Co. LLC	CenterPoint Energy Transition Bond Co. LLC, 2.16%, $125,000 par, due 10/15/2021	**	130,389
	Chevron Corporation	Chevron Corp., 1.1%, $50,000 par, due 12/5/2017	**	50,349
	Cisco Systems Inc.	Cisco Systems Inc., 1.63%, $100,000 par, due 3/14/2014	**	101,496
	Citigroup Inc.	Citigroup Inc., 6.5%, $39,000 par, due 8/19/2013	**	40,349
	Citigroup Inc.	Citigroup Inc., 4.59%, $150,000 par, due 12/15/2015	**	163,763
	Citigroup Inc.	Citigroup Commercial Mortgage Trust, 4.73%, $200,000 par, due 10/15/2041	**	211,570
	The Coca-Cola Company	Coca-Cola Co/The, 5.35%, $45,000 par, due 11/15/2017	**	53,882
	The Coca-Cola Company	Coca-Cola Co/The, 0.75%, $100,000 par, due 3/13/2015	**	100,762
	ConocoPhillips	ConocoPhillips, 4.75%, $42,000 par, due 2/1/2014	**	43,902
	Credit Suisse	Credit Suisse First Boston Mortgage Securities Corp., 5.1%, $175,000 par, due 8/15/2038	**	192,353
	DBRR	DBRR 2012 - EZ1 A, 0.95%, $173,497 par, due 9/25/2045	**	173,898
	Daimler Finance North America LLC	Daimler Finance North America LLC, 0.92%, $150,000 par, due 3/28/2014	**	150,317
	Deutsche Bank AG/London	Deutsche Bank AG/London, 3.88%, $125,000 par, due 8/18/2014	**	131,211
	Devon Energy Corp.	Devon Energy Corp., 1.88%, $100,000 par, due 5/15/2017	**	101,943
	Discover Card	Discover Card Master Trust, 0.81%, $200,000 par, due 8/15/2017	**	201,508
	Dragon 2012 LLC	Dragon 2012 LLC, 1.97%, $168,378 par, due 3/12/2024	**	172,391
	EI du Pont de Nemours & Co.	EI du Pont de Nemours & Co., 5%, $6,000 par, due 1/15/2013	**	6,009
	EI du Pont de Nemours & Co.	EI du Pont de Nemours & Co., 1.75%, $100,000 par, due 3/25/2014	**	101,675
	ERP Operating LP	ERP Operating LP, 5.25%, $140,000 par, due 9/15/2014	**	150,389
	Ecolab Incorporated	Ecolab Inc., 3%, $45,000 par, due 12/8/2016	**	47,822
	European Investment Bank	European Investment Bank, 2.88%, $100,000 par, due 1/15/2015	**	104,860
	Federal Home Loan Mortgage Corporation	Freddie Mac Gold Pool, 7%, $2,621 par, due 9/1/2031	**	3,106
	Federal Home Loan Mortgage Corporation	Freddie Mac Gold Pool, 5.5%, $17,084 par, due 6/1/2033	**	18,589
	Federal Home Loan Mortgage Corporation	Freddie Mac Gold Pool, 5.5%, $23,000 par, due 7/1/2020	**	24,966
	Federal Home Loan Mortgage Corporation	Freddie Mac Gold Pool, 6.5%, $1,228 par, due 5/1/2016	**	1,304
	Federal Home Loan Mortgage Corporation	Freddie Mac Gold Pool, 6%, $3,069 par, due 6/1/2016	**	3,278

Panduit Corp.
Employees' Profit Sharing Plan
SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR) - CONTINUED
December 30, 2012

(a)	(b) Identity of issue, borrower, lessor or similar party	(c) Description of investment, including maturity date, rate of interest, collateral, par or maturity value	(d) Cost	(e) Current value
		Bonds - Continued		
	Federal Home Loan Mortgage Corporation	Freddie Mac Gold Pool, 5.5%, $308,223 par, due 2/1/2037	**	$ 332,968
	Federal Home Loan Mortgage Corporation	Freddie Mac Gold Pool, 5.5%, $48,857 par, due 12/1/2037	**	52,779
	Federal Home Loan Mortgage Corporation	Freddie Mac Gold Pool, 5.5%, $59,930 par, due 6/1/2038	**	64,704
	Federal Home Loan Mortgage Corporation	Freddie Mac Gold Pool, 5.5%, $4,003 par, due 7/1/2038	**	4,322
	Federal Home Loan Mortgage Corporation	Freddie Mac Non Gold Pool, 2.48%, $162,074 par, due 2/1/2042	**	168,795
	Federal Home Loan Mortgage Corporation	Freddie Mac Non Gold Pool, 2.43%, $329,034 par, due 7/1/2042	**	343,100
	Federal Home Loan Mortgage Corporation	Freddie Mac Non Gold Pool, 2.48%, $196,473 par, due 9/1/2042	**	205,310
	Federal Home Loan Mortgage Corporation	Freddie 15-Yr 3.0 GIANT, 3%, $361,782 par, due 9/1/2027	**	385,876
	Federal Home Loan Mortgage Corporation	Freddie Mac Gold Pool, 4%, $110,511 par, due 1/1/2032	**	119,185
	Federal Home Loan Mortgage Corporation	Freddie Mac Gold Pool, 5.5%, $17,250 par, due 12/1/2020	**	18,725
	Federal Home Loan Mortgage Corporation	Freddie Mac Gold Pool, 5.5%, $33,867 par, due 12/1/2020	**	36,762
	Federal Home Loan Mortgage Corporation	Freddie Mac Gold Pool, 5.5%, $4,604 par, due 1/1/2021	**	4,998
	Federal Home Loan Mortgage Corporation	Freddie Mac Gold Pool, 3%, $184,515 par, due 12/1/2026	**	197,583
	Federal Home Loan Mortgage Corporation	Freddie Mac Gold Pool, 3%, $71,155 par, due 4/1/2027	**	75,294
	Federal Home Loan Mortgage Corporation	Freddie Mac Non Gold Pool, 3%, $71,992 par, due 11/1/2040	**	75,569
	Federal Home Loan Mortgage Corporation	Freddie Mac Non Gold Pool, 2.75%, $158,332 par, due 11/1/2041	**	165,390
	Federal Home Loan Mortgage Corporation	Freddie Mac Gold Pool, 5.5%, $62,244 par, due 11/1/2038	**	67,202
	Federal Home Loan Mortgage Corporation	Freddie Mac Gold Pool, 5.5%, $8,095 par, due 12/1/2034	**	9,132
	Federal Home Loan Mortgage Corporation	Freddie Mac Gold Pool, 3%, $146,039 par, due 6/1/2027	**	156,816
	Federal Home Loan Mortgage Corporation	Freddie Mac REMICS, 7%, $12,311 par, due 8/15/2029	**	14,288
	Federal National Mortgage Association	Federal National Mortgage Association, 1.25%, $400,000 par, due 9/28/2016	**	410,376
	Federal National Mortgage Association	Fannie Mae REMICS, 6.75%, $3,391 par, due 4/25/2018	**	3,556
	Federal National Mortgage Association	Fannie Mae-Aces, 0.95%, $430,000 par, due 11/25/2015	**	434,029
	Federal Home Loan Mortgage Corporation	FHLMC Multifamily Structured Pass Through, 3.88%, $275,000 par, due 11/25/2017	**	309,048
	Federal Home Loan Mortgage Corporation	FHLMC Multifamily Structured Pass Through, 2.7%, $125,000 par, due 5/25/2018	**	134,208
	Federal Home Loan Mortgage Corporation	FHLMC Multifamily Structured Pass Through Certificates, 2.41%, $50,000 par, due 8/25/2018	**	52,897
	Federal Home Loan Mortgage Corporation	FHLMC Multifamily Structured Pass Through Certificates, 2.3%, $200,000 par, due 9/25/2018	**	210,516
	Federal Home Loan Mortgage Corporation	FHLMC Multifamily Structured Pass Through Certificates, 2.32%, $150,000 par, due 11/25/2044	**	158,271
	Federal Home Loan Mortgage Corporation	FHLMC Multifamily Structured Pass Through Certificates, 2.09%, $225,000 par, due 3/25/2019	**	233,739
	Federal Home Loan Mortgage Corporation	FHLMC K710 A2 Multifam, 1.88%, $425,000 par, due 5/25/2019	**	436,127
	Federal National Mortgage Association	Fannie Mae Pool, 4.1%, $320,000 par, due 8/1/2014	**	333,152
	Federal National Mortgage Association	Fannie Mae Pool, 2.92%, $200,000 par, due 4/1/2016	**	212,026
	Federal National Mortgage Association	Fannie Mae Pool, 6.5%, $2,010 par, due 5/1/2017	**	2,151
	Federal National Mortgage Association	Fannie Mae Pool, 2.98%, $96,729 par, due 1/1/2041	**	101,448
	Federal National Mortgage Association	Fannie Mae Pool, 3.11%, $372,471 par, due 2/1/2041	**	391,206
	Federal National Mortgage Association	Fannie Mae Pool, 2.67%, $177,212 par, due 11/1/2041	**	184,561
	Federal National Mortgage Association	Fannie Mae Pool, 2.7%, $248,361 par, due 2/1/2042	**	260,451
	Federal National Mortgage Association	Fannie Mae Pool, 2.49%, $164,440 par, due 3/1/2042	**	170,879
	Federal National Mortgage Association	Fannie Mae Pool, 3%, $192,930 par, due 5/1/2027	**	205,176
	Federal National Mortgage Association	Fannie Mae Pool, 2.16%, $184,200 par, due 6/1/2042	**	190,811
	Federal National Mortgage Association	Fannie Mae Pool, 3%, $221,803 par, due 9/1/2027	**	238,481

Panduit Corp.
Employees' Profit Sharing Plan
SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR) - CONTINUED
December 30, 2012

(a)	(b) Identity of issue, borrower, lessor or similar party	(c) Description of investment, including maturity date, rate of interest, collateral, par or maturity value	(d) Cost	(e) Current value
		Bonds - Continued		
	Federal National Mortgage Association	Fannie Mae Pool, 2.5%, $225,000 par, due 12/1/2027	**	$ 236,963
	Federal National Mortgage Association	Freddie Mac REMICS, 4%, $1,128,669 par, due 8/15/2018	**	1,186,479
	Federal National Mortgage Association	Freddie Mac REMICS, 4.5%, $278,049 par, due 10/15/2023	**	300,287
	Federal National Mortgage Association	Fannie Mae REMICS, 4%, $356,508 par, due 10/25/2036	**	364,786
	Federal National Mortgage Association	Fannie Mae Pool, 6.5%, $108,443 par, due 10/1/2036	**	121,656
	Federal National Mortgage Association	Fannie Mae Pool, 2.65%, $28,813 par, due 5/1/2034	**	30,193
	Federal National Mortgage Association	Fannie Mae Pool, 2.27%, $342,460 par, due 6/1/2034	**	363,145
	Federal National Mortgage Association	Fannie Mae Pool, 5.5%, $214,584 par, due 8/1/2035	**	242,808
	Federal National Mortgage Association	Fannie Mae Pool, 5.5%, $273,328 par, due 5/1/2035	**	310,646
	Federal National Mortgage Association	Fannie Mae Pool, 5.5%, $148,928 par, due 11/1/2020	**	161,345
	Federal National Mortgage Association	Fannie Mae Pool, 5.5%, $153,823 par, due 9/1/2021	**	166,649
	Federal National Mortgage Association	Fannie Mae Pool, 2.37%, $50,922 par, due 10/1/2034	**	54,176
	Federal National Mortgage Association	Fannie Mae Pool, 6.5%, $78,940 par, due 1/1/2037	**	88,559
	Federal National Mortgage Association	Fannie Mae Pool, 5.5%, $150,580 par, due 6/1/2037	**	163,634
	Federal National Mortgage Association	Fannie Mae Pool, 6.5%, $51,608 par, due 9/1/2038	**	61,378
	Federal National Mortgage Association	Fannie Mae Pool, 3%, $130,253 par, due 11/1/2021	**	137,543
	Federal National Mortgage Association	Fannie Mae Pool, 3%, $151,094 par, due 12/1/2021	**	159,551
	Federal National Mortgage Association	Fannie Mae Pool, 3.63%, $230,699 par, due 2/1/2040	**	244,117
	Federal National Mortgage Association	Fannie Mae Pool, 3.5%, $244,614 par, due 9/1/2021	**	259,564
	Federal National Mortgage Association	Fannie Mae Pool, 3%, $180,168 par, due 10/1/2021	**	190,252
	Federal National Mortgage Association	Fannie Mae Pool, 3.5%, $497,583 par, due 12/1/2020	**	527,995
	Federal National Mortgage Association	Fannie Mae Pool, 3.5%, $305,543 par, due 1/1/2021	**	325,174
	Federal National Mortgage Association	Fannie Mae Pool, 3.5%, $131,356 par, due 3/1/2021	**	139,384
	Federal National Mortgage Association	Fannie Mae Pool, 3%, $169,291 par, due 11/1/2021	**	178,766
	Federal National Mortgage Association	Fannie Mae Pool, 3%, $169,870 par, due 2/1/2022	**	179,378
	Federal National Mortgage Association	Fannie Mae Pool, 2.5%, $400,000 par, due 12/1/2022	**	419,832
	Federal National Mortgage Association	Fannie Mae Pool, 3.92%, $1,019,712 par, due 8/1/2014	**	1,054,974
	Federal National Mortgage Association	Fannie Mae Pool, 3.58%, $132,192 par, due 4/1/2040	**	139,891
	Federal National Mortgage Association	Fannie Mae Pool, 3.37%, $160,218 par, due 9/1/2040	**	168,348
	Florida Power Corporation	Florida Power Corp., 4.8%, $100,000 par, due 3/1/2013	**	100,719
	Ford	Ford Credit Auto Owner Trust, 0.97%, $105,291 par, due 1/15/2015	**	105,529
	GE	GE Capital Credit Card Master Note Trust, 0.95%, $125,000 par, due 6/15/2018	**	126,080
	GE	GE Dealer Floor Trust, 0.78%, $100,000 par, due 2/22/2017	**	100,496
	GE	GE Equipment Small Ticket LLC Series 2011-2, 1.14%, $79,746 par, due 6/23/2014	**	79,881
	GE	GE Equipment Transportation LLC, 0.62%, $175,000 par, due 7/25/2016	**	175,201
	Government National Mortgage Association	Ginnie Mae II pool, 2.5%, $194,673 par, due 4/20/2042	**	204,802
	Government National Mortgage Association	Ginnie Mae II pool, 5.52%, $746,537 par, due 12/20/2059	**	838,614
	Government National Mortgage Association	Ginnie Mae II pool, 5.47%, $408,502 par, due 11/20/2059	**	454,546
	Government National Mortgage Association	Ginnie Mae II pool, 5.5%, $247,647 par, due 5/20/2060	**	287,937
	Government National Mortgage Association	Ginnie Mae II pool, 2.5%, $159,698 par, due 10/20/2041	**	167,768
	Government National Mortgage Association	Ginnie Mae II pool, 2.5%, $307,663 par, due 12/20/2041	**	324,132

Panduit Corp.
Employees' Profit Sharing Plan
SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR) - CONTINUED
December 30, 2012

(a)	(b) Identity of issue, borrower, lessor or similar party	(c) Description of investment, including maturity date, rate of interest, collateral, par or maturity value	(d) Cost	(e) Current value
		Bonds - Continued		
	Government National Mortgage Association	Ginnie Mae II pool, 2.5%, $119,905 par, due 3/20/2042	**	$ 126,356
	Government National Mortgage Association	Ginnie Mae I pool, 6.5%, $323,323 par, due 5/15/2037	**	373,499
	Government National Mortgage Association	Ginnie Mae I pool, 6%, $38,684 par, due 7/15/2037	**	43,184
	Government National Mortgage Association	Ginnie Mae I pool, 6%, $9,413 par, due 7/15/2037	**	10,508
	Government National Mortgage Association	Ginnie Mae I pool, 6%, $24,067 par, due 7/15/2037	**	26,867
	Government National Mortgage Association	Ginnie Mae II pool, 5.46%, $396,364 par, due 7/20/2059	**	440,201
	Government National Mortgage Association	Ginnie Mae II pool, 5.46%, $515,165 par, due 8/20/2059	**	570,115
	Gate Capital Cayman Two Ltd	Gate Capital Cayman Two Ltd, 2.64%, $329,432 par, due 12/2/2021	**	345,713
	GE	GE Capital Commercial Mortgage Corp., 4.97%, $175,000 par, due 7/10/2045	**	192,059
	GE	General Electric Co, 5.25%, $45,000 par, due 12/6/2017	**	53,062
	GE	General Electric Capital Corp., 3.35%, $75,000 par, due 10/17/2016	**	80,504
	GE	General Electric Capital Corp., 1%, $50,000 par, due 12/11/2015	**	50,201
	GE	General Electric Capital Corp., 5.38%, $55,000 par, due 10/20/2016	**	62,911
	Genzyme Corp.	Genzyme Corp., 3.63%, $75,000 par, due 6/15/2015	**	80,356
	The Goldman Sachs Group Incorporated	Goldman Sachs Group Inc./The, 5.15%, $125,000 par, due 1/15/2014	**	130,364
	HSBC USA Incorporated	HSBC USA Inc., 1.63%, $100,000 par, due 1/16/2018	**	100,091
	Harley-Davidson Motorcycle	Harley-Davidson Motorcycle Trust 2011-2, 0.71%, $47,927 par, due 5/15/2015	**	47,975
	County of Harris, Texas	County of Harris TX, 3%, $165,000 par, due 10/1/2016	**	177,764
	Hewlett-Packard Co.	Hewlett-Packard Co., 5.5%, $85,000 par, due 3/1/2018	**	91,933
	Honda Auto	Honda Auto Receivables Owner Trust, 0.67%, $76,850 par, due 4/21/2014	**	76,924
	Honda Auto	Honda Auto Receivables, 0.77%, $125,000 par, due 1/15/2016	**	125,590
	Howard Hughes Medical Institute	Howard Hughes Medical Institute, 3.45%, $150,000 par, due 9/1/2014	**	157,563
	Huntington Auto	Huntington Auto Trust 2012-1, 0.81%, $225,000 par, due 9/15/2016	**	226,062
	Hyundai Auto	Hyundai Auto Receivables Trust, 0.72%, $275,000 par, due 3/15/2016	**	275,954
	Intel Corporation	Intel Corp., 1.95%, $70,000 par, due 10/1/2016	**	72,317
	Intel Corporation	Intel Corp., 1.35%, $80,000 par, due 12/15/2017	**	79,977
	Iowa Student Loan Liquidity Corporation	Iowa Student Loan Liquidity Corp., 0.41%, $46,718 par, due 3/25/2022	**	46,200
	Irvine Ranch Water District Joint Powers Agency	Irvine Ranch Water District Joint Powers Agency, 2.6%, $100,000 par, due 3/15/2014	**	102,570
	JP Morgan Chase	JPMorgan Chase & Co, 3.15%, $190,000 par, due 7/5/2016	**	201,296
	JP Morgan Chase	JP Morgan Chase Commercial Mortgage Securities Corp., 4.54%, $21,932 par, due 1/15/2042	**	22,161
	JP Morgan Chase	JP Morgan Chase Commercial Mortgage Securities Corp., 5.33%, $175,000 par, due 8/12/2037	**	191,384
	JP Morgan Chase	JP Morgan Chase Commercial Mortgage Securities Corp., 5.2%, $100,000 par, due 12/15/2044	**	111,457
	JP Morgan Chase	JP Morgan Chase Commercial Mortgage Securities Corp., 0.67%, $220,000 par, due 12/15/2047	**	219,745
	John Deere	John Deere Owner Trust, 0.75%, $200,000 par, due 3/15/2016	**	200,688
	Kansas City Power & Light Co.	Kansas City Power & Light Co., 7.15%, $30,000 par, due 4/1/2019	**	38,345
	King International Leasing LLC	King International Leasing LLC, 2.75%, $170,603 par, due 10/15/2022	**	180,719
	Kroger Co/The, 7.5%	Kroger Co/The, 7.5%, $35,000 par, due 1/15/2014	**	37,438
	LB-UBS	LB-UBS Commercial Mortgage Trust, 4.39%, $4,955 par, due 3/15/2032	**	4,959
	MMAF Equipment Finance LLC	MMAF Equipment Finance LLC, 0.94%, $225,000 par, due 4/10/2015	**	225,875
	Province of Manitoba, Canada	Province of Manitoba Canada, 1.3%, $55,000 par, due 4/3/2017	**	56,199
	Massachusetts Health & Educational Facilities Authority	Massachusetts Health & Educational Facilities Authority, 5.26%, $125,000 par, due 10/1/2018	**	149,344

Panduit Corp.
Employees' Profit Sharing Plan
SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR) - CONTINUED
December 30, 2012

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		Bonds - Continued		
	BNY Mellon NA	BNY Mellon NA, 4.75%, $250,000 par, due 12/15/2014	**	$ 268,910
	Mercedes-Benz	Mercedes-Benz Auto Receivables Trust 2011-1, 0.85%, $74,778 par, due 3/16/2015	**	74,954
	Merck & Co. Inc.	Merck & Co. Inc., 4%, $140,000 par, due 6/30/2015	**	151,946
	MetLife Inc.	MetLife Inc., 6.82%, $75,000 par, due 8/15/2018	**	94,483
	Minnetonka Independent School District No 276	Minnetonka Independent School District No 276, 0.7%, $125,000 par, due 2/1/2015	**	124,744
	State of Mississippi	State of Mississippi, 5.25%, $130,000 par, due 10/1/2017	**	153,079
	Morgan Stanley	Morgan Stanley, 5.95%, $175,000 par, due 12/28/2017	**	198,170
	Morgan Stanley	Morgan Stanley Capital I Trust 2005-IQ10, 5.23%, $175,000 par, due 9/15/2042	**	192,603
	Morgan Stanley	Morgan Stanley Dean Witter Capital I, 5.08%, $31,114 par, due 9/15/2037	**	31,105
	Muskego-Norway School District, WI,	Muskego-Norway School District/WI, 0.95%, $105,000 par, due 4/1/2015	**	105,163
	NCUA	NCUA Guaranteed Notes Trust 2011-R6, 0.59%, $78,504 par, due 5/7/2020	**	78,639
	Nelnet Student Loan Trust	Nelnet Student Loan Trust, 0.47%, $37,813 par, due 1/25/2021	**	37,776
	Nelnet Education Loan Funding Inc.	Nelnet Education Loan Funding Inc., 0.45%, $85,297 par, due 8/26/2019	**	85,138
	New Hampshire Higher Education Loan Corp.	New Hampshire Higher Education Loan Corp., 0.21%, $200,000 par, due 10/25/2028	**	199,980
	Northern States Power Co.	Northern States Power Co./MN, 1.95%, $125,000 par, due 8/15/2015	**	128,975
	Province of Ontario, Canada	Province of Ontario Canada, 4.1%, $200,000 par, due 6/16/2014	**	210,796
	Oracle Corp.	Oracle Corp., 1.2%, $80,000 par, due 10/15/2017	**	80,238
	Overseas Private Investment Corp.	Overseas Private Investment Corp., $150,000 par, due 4/30/2016	**	153,363
	Panhandle-Plains Higher Education Authority Inc.	Panhandle-Plains Higher Education Authority Inc., 0.81%, $60,913 par, due 10/1/2018	**	60,860
	PepsiCo Inc.	PepsiCo Inc., 7.9%, $75,000 par, due 11/1/2018	**	101,209
	PepsiCo Inc.	PepsiCo Inc., 0.75%, $30,000 par, due 3/5/2015	**	30,108
	Petroleos Mexicanos.	Petroleos Mexicanos, 1.95%, $75,000 par, due 12/20/2022	**	76,502
	Pflugerville Independent School District	Pflugerville Independent School District, 5%, $155,000 par, due 2/15/2018	**	182,624
	Praxair Inc.	Praxair Inc., 5.25%, $115,000 par, due 11/15/2014	**	124,998
	The Procter & Gamble Co.	Procter & Gamble Co/The, 0.7%, $110,000 par, due 8/15/2014	**	110,707
	Public Service Electric & Gas Co.	Public Service Electric & Gas Co, 6.33%, $125,000 par, due 11/1/2013	**	130,971
	City of Richfield, MN	City of Richfield MN, 1%, $100,000 par, due 2/1/2016	**	101,003
	Rio Tinto	Rio Tinto Finance USA PLC, 2%, $90,000 par, due 3/22/2017	**	92,128
	Royal Bank of Canada	Royal Bank of Canada, 3.13%, $100,000 par, due 4/14/2015	**	105,780
	AT&T Inc.	AT&T Inc., 5.1%, $100,000 par, due 9/15/2014	**	107,420
	SLM Student Loan Trust	SLM Student Loan Trust, 0.61%, $103,608 par, due 3/25/2025	**	103,785
	Simon Property Group LP	Simon Property Group LP, 5.1%, $125,000 par, due 6/15/2015	**	137,690
	Small Business Administration Participation Certificates	Small Business Administration Participation Certificates, 5.64%, $215,370 par, due 4/1/2026	**	248,970
	SBAP	SBAP 2012-20F, 2.42%, $195,927 par, due 6/13/2032	**	203,140
	United States Small Business Administration	United States Small Business Administration, 5.72%, $259,442 par, due 9/10/2018	**	289,779
	United States Small Business Administration	United States Small Business Administration, 4.23%, $500,470 par, due 9/10/2019	**	552,429
	United States Small Business Administration	United States Small Business Administration, 2.88%, $199,284 par, due 9/10/2021	**	209,182
	Southern California Edison Co.	Southern California Edison Co., 4.15%, $100,000 par, due 9/15/2014	**	105,730
	The Board of Trustees of The Leland Stanford Junior University	Board of Trustees of The Leland Stanford Junior University/The, 3.63%, $200,000 par, due 5/1/2014	**	208,550
	Target Corp.	Target Corp., 1.13%, $20,000 par, due 7/18/2014	**	20,195
	Target Corp.	Target Corp., 0.49%, $40,000 par, due 7/18/2014	**	40,120

Panduit Corp.
Employees' Profit Sharing Plan
SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR) - CONTINUED
December 30, 2012

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		Bonds - Continued		
	Thomson Reuters Corp.	Thomson Reuters Corp., 5.7%, $135,000 par, due 10/1/2014	**	$ 145,940
	Time Warner Cable Inc.	Time Warner Cable Inc., 7.5%, $70,000 par, due 4/1/2014	**	75,849
	The Toronto-Dominion Bank	Toronto-Dominion Bank/The, 1.38%, $65,000 par, due 7/14/2014	**	65,855
	Total Capital Intl.	Total Capital Intl, 1.5%, $100,000 par, due 2/17/2017	**	100,775
	Toyota Motor Credit Corp.	Toyota Motor Credit Corp., 1.25%, $110,000 par, due 11/17/2014	**	111,554
	Union Electric Co.	Union Electric Co., 6.7%, $25,000 par, due 2/1/2019	**	31,536
	United States Treasury	United States Treasury Inflation Indexed Bonds, 0.63%, $650,000 par, due 7/15/2021	**	758,315
	United States Treasury	United States Treasury Note/Bond, 2.25%, $450,000 par, due 7/31/2018	**	484,700
	United States Treasury	United States Treasury Inflation Indexed Bonds, 0.13%, $1,882,000 par, due 1/15/2022	**	2,088,722
	United States Treasury	United States Treasury Note/Bond, 1.5%, $425,000 par, due 3/31/2019	**	438,349
	United States Treasury	United States Treasury Inflation Indexed Bonds, 0.13%, $400,000 par, due 7/15/2022	**	436,778
	United Technologies Corp.	United Technologies Corp., 6.13%, $100,000 par, due 2/1/2019	**	124,623
	University of California	University of California, 0.89%, $50,000 par, due 7/1/2013	**	50,103
	Verizon Communications Inc.	Verizon Communications Inc., 8.75%, $48,000 par, due 11/1/2018	**	66,647
	Wal-Mart Stores Inc.	Wal-Mart Stores Inc., 2.25%, $65,000 par, due 7/8/2015	**	67,670
	Wal-Mart Stores Inc.	Wal-Mart Stores Inc., 1.63%, $100,000 par, due 4/15/2014	**	101,656
	Washington & Multnomah Counties School District	Washington & Multnomah Counties School District No 48J Beaverton, 1.47%, $75,000 par, due 6/15/2018	**	74,718
	City of Wauwatosa, WI	City of Wauwatosa WI, 3.25%, $100,000 par, due 3/1/2015	**	105,309
	Wisconsin Public Service Corp.	Wisconsin Public Service Corp., 5.65%, $45,000 par, due 11/1/2017	**	53,168
	State of Wisconsin	State of Wisconsin, 5.05%, $100,000 par, due 5/1/2018	**	115,504
	World Omni	World Omni Auto Receivables Trust, 0.61%, $100,000 par, due 6/15/2017	**	100,010
	XTO Energy Inc.	XTO Energy Inc., 4.9%, $65,000 par, due 2/1/2014	**	68,149
	Yale University	Yale University, 2.9%, $175,000 par, due 10/15/2014	**	182,606
		Money market		
	Wells Fargo	WF Short Term Investment Fund, 0.22%, $1,451,990 par	**	1,451,990
		Collective trust		
	Wells Fargo	Wells Fargo Stable Return Fund G	**	22,401,013
*	Participants	Participant notes receivable (interest rates ranging from 3.25% to 9.50%)		8,712,406
				$ 377,636,934

*Indicates a party-in-interest investment.

**Not applicable for participant-directed investments.