

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 2012 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2012 or fiscal plan year beginning <u>01/01/2012</u> and ending <u>12/31/2012</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☐
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information —enter all requested information				
1a Name of plan <u>THE STANRECO RETIREMENT PLAN</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>001</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>12/31/1948</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>001</u>	1c Effective date of plan <u>12/31/1948</u>	
1b Three-digit plan number (PN) ▶	<u>001</u>				
1c Effective date of plan <u>12/31/1948</u>					
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>THE STANDARD REGISTER COMPANY</u> <u>600 ALBANY STREET</u> <u>DAYTON, OH 45417</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>31-0455440</u></td> </tr> <tr> <td>2c Sponsor's telephone number <u>937-221-1000</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>323100</u></td> </tr> </table>	2b Employer Identification Number (EIN) <u>31-0455440</u>	2c Sponsor's telephone number <u>937-221-1000</u>	2d Business code (see instructions) <u>323100</u>	
2b Employer Identification Number (EIN) <u>31-0455440</u>					
2c Sponsor's telephone number <u>937-221-1000</u>					
2d Business code (see instructions) <u>323100</u>					

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

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

SIGN HERE	Filed with authorized/valid electronic signature. Signature of plan administrator	<u>10/15/2013</u> Date	<u>LIBBY HAYES</u> 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
Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)			Preparer's telephone number (optional)

3a Plan administrator's name and address ☐ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address THE STANDARD REGISTER COMPANY 600 ALBANY STREET DAYTON, OH 45417	3b Administrator's EIN 31-0455440 3c Administrator's telephone number 937-221-1000
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 8851
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..... b Retired or separated participants receiving benefits..... c Other retired or separated participants entitled to future benefits..... d Subtotal. Add lines 6a , 6b , and 6c e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits..... f Total. Add lines 6d and 6e g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)..... h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6a 1133 6b 3023 6c 4447 6d 8603 6e 309 6f 8912 6g 6h
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 Characteristics Codes in the instructions: 1A 1G 3H 1C 1I b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:	
9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)	
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☒ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ 0 A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

SCHEDULE SB (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Single-Employer Defined Benefit Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500 or 5500-SF.	OMB No. 1210-0110 2012 This Form is Open to Public Inspection
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For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

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

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

A Name of plan <u>THE STANRECO RETIREMENT PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF <u>THE STANDARD REGISTER COMPANY</u>	D Employer Identification Number (EIN) <u>31-0455440</u>
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500

Part I	Basic Information
1 Enter the valuation date: Month <u>01</u> Day <u>01</u> Year <u>2012</u>	
2 Assets:	
a Market value	2a <u>261220491</u>
b Actuarial value	2b <u>267233268</u>
3 Funding target/participant count breakdown:	
a For retired participants and beneficiaries receiving payment.....	3a <u>3217</u> <u>168996784</u>
b For terminated vested participants.....	3b <u>4168</u> <u>121559319</u>
c For active participants:	
(1) Non-vested benefits.....	3c(1) <u>2046236</u>
(2) Vested benefits.....	3c(2) <u>74299051</u>
(3) Total active	3c(3) <u>1466</u> <u>76345287</u>
d Total	3d <u>8851</u> <u>366901390</u>
4 If the plan is in at-risk status, check the box and complete lines (a) and (b)..... ☒	
a Funding target disregarding prescribed at-risk assumptions	4a <u>347232568</u>
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor	4b <u>396404623</u>
5 Effective interest rate	5 <u>6.86 %</u>
6 Target normal cost.....	6 <u>2900000</u>

Statement by Enrolled Actuary

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

SIGN HERE		<u>10/09/2013</u>
Signature of actuary		Date
<u>DAVID R. STOCK</u>		<u>11-05286</u>
Type or print name of actuary		Most recent enrollment number
<u>BUCK CONSULTANTS, LLC</u>		<u>513-784-0005</u>
Firm name		Telephone number (including area code)
<u>720 EAST PETE ROSE WAY, SUITE 300</u> <u>CINCINNATI, OH 45202</u>		
Address of the firm		

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

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

Schedule SB (Form 5500) 2012
v. 120126

Part II Beginning of Year Carryover Prefunding Balances		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	0	0
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)		
9	Amount remaining (line 7 minus line 8)	0	0
10	Interest on line 9 using prior year's actual return of <u>-0.49%</u>	0	0
11	Prior year's excess contributions to be added to prefunding balance:		
	a Present value of excess contributions (line 38a from prior year)		0
	b Interest on (a) using prior year's effective interest rate of <u>6.16%</u> except as otherwise provided (see instructions)		0
	c Total available at beginning of current plan year to add to prefunding balance		0
	d Portion of (c) to be added to prefunding balance		0
12	Other reductions in balances due to elections or deemed elections	0	0
13	Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	0	0

Part III Funding Percentages			
14	Funding target attainment percentage	14	76.96 %
15	Adjusted funding target attainment percentage	15	76.96 %
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	64.01 %
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and Liquidity Shortfalls					
18 Contributions made to the plan for the plan year by employer(s) and employees:					
(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
01/27/2012	637241	0	06/08/2012	1500000	0
02/24/2012	1000000	0	06/22/2012	1800000	0
02/29/2012	2000000	0	07/09/2012	901610	0
03/16/2012	1500000	0	07/27/2012	513555	0
04/13/2012	201610	0	09/14/2012	2000000	0
05/11/2012	1137241	0	09/28/2012	800000	0
			Totals ►	18(b)	24918354
				18(c)	0

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:		
a Contributions allocated toward unpaid minimum required contributions from prior years.	19a	0
b Contributions made to avoid restrictions adjusted to valuation date	19b	0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	23728229
20 Quarterly contributions and liquidity shortfalls:		
a Did the plan have a "funding shortfall" for the prior year? ☒ Yes ☐ No		
b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner? ☐ Yes ☒ No		
c If line 20a is "Yes," see instructions and complete the following table as applicable:		

Liquidity shortfall as of end of quarter of this plan year			
(1) 1st	(2) 2nd	(3) 3rd	(4) 4th
0	0	0	0

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

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

Part IV Contributions and Liquidity Shortfalls					
18 Contributions made to the plan for the plan year by employer(s) and employees:					
(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
10/12/2012	2025296	0			
12/28/2012	2000000	0			
01/15/2013	3338851	0			
09/09/2013	3562950	0			
			Totals ►	18(b)	18(c)

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

Part V Assumptions Used to Determine Funding Target and Target Normal Cost

21 Discount rate:				
a Segment rates:	1st segment: 5.54%	2nd segment: 6.85%	3rd segment: 7.52 %	☐ N/A, full yield curve used
b Applicable month (enter code).....				21b 4
22 Weighted average retirement age				22 64
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute				

Part VI Miscellaneous Items

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

Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years

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

Part VIII Minimum Required Contribution For Current Year

31 Target normal cost and excess assets (see instructions):			
a Target normal cost (line 6)	31a	2900000	
b Excess assets, if applicable, but not greater than line 31a	31b	0	
32 Amortization installments:	Outstanding Balance	Installment	
a Net shortfall amortization installment	99668122	20828229	
b Waiver amortization installment	0	0	
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33		
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)...	34	23728229	
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement.....			
36 Additional cash requirement (line 34 minus line 35)	36	23728229	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	37	23728229	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	0	
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b	0	
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	39	0	
40 Unpaid minimum required contributions for all years.....	40	0	

Part IX Pension Funding Relief Under Pension Relief Act of 2010 (See Instructions)

41 If an election was made to use PRA 2010 funding relief for this plan:			
a Schedule elected	☐ 2 plus 7 years ☒ 15 years		
b Eligible plan year(s) for which the election in line 41a was made	☐ 2008 ☐ 2009 ☒ 2010 ☒ 2011		
42 Amount of acceleration adjustment	42		
43 Excess installment acceleration amount to be carried over to future plan years	43		

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2012
		This Form is Open to Public Inspection.

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012		
A Name of plan THE STANRECO RETIREMENT PLAN	B Three-digit plan number (PN) ▶	001
C Plan sponsor's name as shown on line 2a of Form 5500 THE STANDARD REGISTER COMPANY	D Employer Identification Number (EIN) 31-0455440	

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

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

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

BUCK CONSULTANTS LLC

13-3954297

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
16 28	NONE	876081	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

EAGLE CAPITAL MANAGEMENT

23-2361201

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28	NONE	223981	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

SPEECE THORSON CAPITAL GROUP, INC

41-1701874

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28	NONE	179617	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)

JP MORGAN CHASE

36-4536635

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28	NONE	153527	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

SHEPHERD KAPLAN LLC

125 SUMMER STREET
22ND FLOOR
BOSTON, MA 02110

83-0368447

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28	NONE	121294	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

MERCER

21-0512950

(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?
65	NONE	98125	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)

THE BANK OF NEW YORK MELLON

13-5160382

(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?
99 21	NONE	93021	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

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

VICTORY CAPITAL MANAGEMENT

13-2700161

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28	NONE	30434	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

FIFTH THIRD ASSET MANAGEMENT, INC.

34-1172683

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28	NONE	30346	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)

BATELLE & BATELLE

31-0210560

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
10	NONE	16100	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

NEUBERGER BERMAN

13-5521019

(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?
99	NONE	13365	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

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

Part I Service Provider Information (continued)

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration	DFE/Participating Plan Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2012 This Form is Open to Public Inspection.
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For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan <u>THE STANRECO RETIREMENT PLAN</u>	B Three-digit plan number (PN) ►	<u>001</u>
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>THE STANDARD REGISTER COMPANY</u>	D Employer Identification Number (EIN) <u>31-0455440</u>	

Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)
---------------	--

a Name of MTIA, CCT, PSA, or 103-12 IE: EB TEMPORARY INVESTMENT FUND

b Name of sponsor of entity listed in (a): THE BANK OF NEW YORK MELLON

c EIN-PN <u>25-6078093-023</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>11051944</u>
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a Name of MTIA, CCT, PSA, or 103-12 IE: ING EURO LOANS FUND I, LLC

b Name of sponsor of entity listed in (a): ING ALTERNATIVE ASSET MANAGEMENT LLC

c EIN-PN <u>31-0455440-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>15311897</u>
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a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

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

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

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

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

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

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

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

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

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

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

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

SCHEDULE H (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2012 This Form is Open to Public Inspection
For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012		
A Name of plan THE STANRECO RETIREMENT PLAN	B Three-digit plan number (PN) ►	001
C Plan sponsor's name as shown on line 2a of Form 5500 THE STANDARD REGISTER COMPANY	D Employer Identification Number (EIN) 31-0455440	

Part I	Asset and Liability Statement		(a) Beginning of Year	(b) End of Year
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 Total noninterest-bearing cash	1a		0	12900000
b Receivables (less allowance for doubtful accounts):				
(1) Employer contributions	1b(1)		4711963	6901801
(2) Participant contributions	1b(2)			
(3) Other.....	1b(3)		177585	274842
c General investments:				
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)			
(2) U.S. Government securities.....	1c(2)			
(3) Corporate debt instruments (other than employer securities):				
(A) Preferred	1c(3)(A)		360700	373736
(B) All other.....	1c(3)(B)		312282	300576
(4) Corporate stocks (other than employer securities):				
(A) Preferred	1c(4)(A)			
(B) Common	1c(4)(B)		53448590	47484748
(5) Partnership/joint venture interests	1c(5)		62172587	60929310
(6) Real estate (other than employer real property)	1c(6)			
(7) Loans (other than to participants)	1c(7)			
(8) Participant loans	1c(8)			
(9) Value of interest in common/collective trusts.....	1c(9)		25070435	51907236
(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)		115029475	87824844
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)			
(15) Other	1c(15)		17741	18959

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	261301358	268916052

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j	315239	626277
k Total liabilities (add all amounts in lines 1g through 1j)	1k	315239	626277

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	260986119	268289775
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Part II Income and Expense Statement

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

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	24918354	
(B) Participants	2a(1)(B)		
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		24918354
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	533	
(B) U.S. Government securities	2b(1)(B)	3924	
(C) Corporate debt instruments	2b(1)(C)	23741	
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)	818	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		29016
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)	1010567	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	1164982	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		2175549
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	39341338	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	36549810	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		2791528
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)	4389607	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		4389607

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		660330
(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)		12632441
c Other income.....	2c		862180
d Total income. Add all income amounts in column (b) and enter total.....	2d		48459005

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	37652092	
(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)		37652092
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)	1252095	
(4) Other	2i(4)	2251162	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		3503257
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		41155349

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		7303656
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: **BATTELLE & BATTELLE, LLP**

(2) EIN: **31-0210560**

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 lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 4l.

During the plan year:

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.).....

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.).....

	Yes	No	Amount
4a		X	
4b		X	

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

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

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

5b(1) Name of plan(s)

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

Part V Trust Information (optional)

6a Name of trust

6b Trust's EIN

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 2012 This Form is Open to Public Inspection.
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For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan <u>THE STANRECO RETIREMENT PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>THE STANDARD REGISTER COMPANY</u>	D Employer Identification Number (EIN) <u>31-0455440</u>

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>13-5160382</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	<u>52</u>

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

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

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

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 lines 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 lines 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 lines 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 lines 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 lines 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 lines 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 line 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 lines (a) through (c)

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

Stock: 62.0% Investment-Grade Debt: 17.0% High-Yield Debt: 1.0% Real Estate: 7.0% Other: 13.0%

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

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

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

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

THE STANRECO RETIREMENT PLAN

FINANCIAL STATEMENTS

DECEMBER 31, 2012

THE STANRECO RETIREMENT PLAN

FINANCIAL STATEMENTS

DECEMBER 31, 2012

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INDEPENDENT AUDITORS' REPORT

To the Participants and Plan Trustees
The Stanreco Retirement Plan
Dayton, Ohio

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of The Stanreco Retirement Plan (the Plan), which comprise the statement of net assets available for benefits as of December 31, 2012 and 2011, the related statement of changes in net assets available for benefits for the years ended December 31, 2012 and 2011, the statement of accumulated plan benefits as of December 31, 2011 and 2010, the related statement of changes in accumulated plan benefits for the years ended December 31, 2011 and 2010, 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.

Auditors' 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 information described in Note 3, which was certified by The Bank of New York Mellon, the trustee of the Plan, except for comparing this information with the related information included in the financial statements. We have been informed by the Plan administrator that the trustee holds the Plan's assets and executes transactions. The Plan administrator has obtained certifications from the trustee as of December 31, 2012 and 2011 and for the years then ended, that the information provided to the Plan administrator by the trustee 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.

Other Matter

The supplemental schedule of assets (held at end of year) as of December 31, 2012 and the schedule of reportable transactions for the year ended December 31, 2012 are required by the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and are presented for the purposes of additional analysis and are not a required part of the financial statements. The supplemental schedules are the responsibility of the Plan's management. 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 schedules.

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 information certified by the trustee, 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.

Battelle & Battelle LLP

October 14, 2013

THE STANRECO RETIREMENT PLAN

STATEMENT OF NET ASSETS AVAILABLE FOR BENEFITS

	<i>December 31</i>	
	<i>2012</i>	<i>2011</i>
ASSETS		
Investments, at fair value:		
Common collective trust funds	\$ 51,907,236	\$ 51,546,513
Common stocks	47,484,748	53,448,590
Limited partnership/joint venture interests	60,929,310	62,172,587
Mutual funds	87,824,844	88,553,397
State and local bonds	18,959	17,741
Corporate bonds	674,312	672,982
Total investments	<u>248,839,409</u>	<u>256,411,810</u>
Cash	12,900,000	-
Receivables:		
Accrued income	28,763	93,987
Employer contributions	6,901,801	4,711,963
Sales pending settlement	246,079	83,598
Total receivables	<u>7,176,643</u>	<u>4,889,548</u>
Total assets	<u>268,916,052</u>	<u>261,301,358</u>
LIABILITIES		
Purchases pending settlement	436,745	376
Accrued administration fees	189,532	314,863
Total liabilities	<u>626,277</u>	<u>315,239</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u>\$ 268,289,775</u>	<u>\$ 260,986,119</u>

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

THE STANRECO RETIREMENT PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

	<i>Year Ended December 31</i>	
	<i>2012</i>	<i>2011</i>
Investment income (loss):		
Interest and dividends	\$ 2,204,565	\$ 3,688,677
Net appreciation (depreciation) in fair value of investments	21,336,086	(3,834,324)
Total investment income (loss)	23,540,651	(145,647)
Employer contributions	24,918,354	29,711,975
Total	48,459,005	29,566,328
Deductions from net assets attributable to:		
Benefits paid directly to participants	37,652,092	29,119,944
Administrative fees and expenses	3,503,257	3,283,534
Total deductions	41,155,349	32,403,478
Net increase (decrease)	7,303,656	(2,837,150)
NET ASSETS AVAILABLE FOR BENEFITS:		
Beginning of year	260,986,119	263,823,269
End of year	<u>\$ 268,289,775</u>	<u>\$ 260,986,119</u>

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

THE STANRECO RETIREMENT PLAN

STATEMENT OF ACCUMULATED PLAN BENEFITS

	<i>December 31</i>	
	<i>2011</i>	<i>2010</i>
Actuarial present value of accumulated plan benefits:		
Vested benefits:		
Participants currently receiving benefits	\$ 156,149,569	\$ 141,237,285
Other participants	186,266,756	181,440,690
	<u>342,416,325</u>	<u>322,677,975</u>
Non-vested benefits	<u>766,824</u>	<u>851,015</u>
Total actuarial present value of accumulated plan benefits	<u><u>\$ 343,183,149</u></u>	<u><u>\$ 323,528,990</u></u>

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

THE STANRECO RETIREMENT PLAN

STATEMENT OF CHANGES IN ACCUMULATED PLAN BENEFITS

	<i>Year Ended December 31</i>	
	<i>2011</i>	<i>2010</i>
Actuarial present value of accumulated plan benefits at beginning of year	\$ 323,528,990	\$ 319,136,165
Increase (decrease) during the year attributable to:		
Interest accumulated	27,061,501	26,858,537
Benefits paid	(29,119,944)	(24,884,674)
Change in actuarial assumptions	18,402,582	6,010,167
Benefits accumulated/plan experience	<u>3,310,020</u>	<u>(3,591,205)</u>
Net increase	<u>19,654,159</u>	<u>4,392,825</u>
Actuarial present value of accumulated plan benefits at end of year	<u><u>\$ 343,183,149</u></u>	<u><u>\$ 323,528,990</u></u>

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

THE STANRECO RETIREMENT PLAN
NOTES TO THE FINANCIAL STATEMENTS
DECEMBER 31, 2012

NOTE 1 – DESCRIPTION OF PLAN

General

The Plan is a defined benefit pension plan designed to provide retirement or death benefits to eligible employees of The Standard Register Company (the Company). It is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). For more complete information on benefit, vesting and other Plan provisions, participants should refer to the Summary Plan Description which is available from the Plan sponsor.

Pension Benefits

Benefits under the Plan were previously based on years of service and the employee's average annual compensation based on the five highest years, or years of service and a benefit multiplier. Since 2004, the Plan has not been available for new participants. Furthermore, in 2004, the benefit formula for certain participants (primarily participants hired after December 31, 1999) was frozen and these participants do not earn any additional benefit credits after this date; however, their lump sum earns 4% interest annually until termination of employment with the Company. Effective June 30, 2008, the Plan was amended and these participants ceased accruing pension benefits; the final pension benefit amounts will be based on pay and service through June 29, 2008.

The Plan permits early retirement at ages 55-64 and completion of ten years of service. Employees may elect to receive their pension benefits in the form of a joint and survivor annuity. If employees terminate before rendering 5 years of service, they forfeit the right to receive the portion of their accumulated Plan benefits attributable to the Company's contributions. Employees may elect to receive the value of their accumulated Plan benefits as a lump-sum distribution upon retirement or termination, or they may elect to receive their benefits as a life annuity payable monthly from retirement.

Participants who were former employees of companies that had been acquired by the Standard Register Company are entitled to receive either (a) the benefit that was determined by the prior employer's formula or (b) a combination of the benefit determined by prior employer's formula and the benefit determined under the current Stanreco Retirement Plan provisions. Participants should refer to the Summary Plan Description or Plan Document for further details.

NOTE 2 – SUMMARY OF ACCOUNTING POLICIES

Basis of Accounting

The accompanying financial statements are prepared in accordance with accounting principles generally accepted in the United States of America (GAAP) as more explicitly described in the Financial Accounting Standards Board (FASB) Accounting Standards Codification.

NOTE 2 – SUMMARY OF ACCOUNTING POLICIES (CONTINUED)

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the Plan's management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

Investment Valuation and Income Recognition

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

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. Capital gain distributions are included in dividend and interest income.

Actuarial Present Value of Accumulated Plan Benefits

Accumulated plan benefits are those future periodic payments, including lump-sum distributions that are attributable under the Plan's provisions to the service employees have rendered. Accumulated plan benefits include benefits expected to be paid to (a) retired or terminated employees or their beneficiaries, (b) beneficiaries of employees who have died, and (c) present employees or their beneficiaries. Benefits under the Plan are based on employees' earnings during their highest five calendar years of participation. The accumulated plan benefits for active employees are based on average compensation during the five years ending on the date at which the plan was frozen. Benefits payable under all circumstances (retirement, death, and termination of employment) are included, to the extent they are deemed attributable to employee service rendered to the valuation date.

The actuarial present value of accumulated plan benefits is determined by an actuary from Buck Consultants LLC and is that amount that results from applying actuarial assumptions to adjust the accumulated plan benefits to reflect the time value of money, through discounts for interest, and the probability of payment, by means of decrements such as for death, withdrawal, or retirement, between the valuation date and the expected date of payment. The significant actuarial assumptions used in the valuation as of December 31, 2011 and 2010 were (a) life expectancy of the participants based on the IRS 2012 Static Mortality Table (IRS 2011 Static Mortality Table was used for the prior year), (b) retirement age assumptions (in 2011, 7.5% of participants are assumed to retire at 55, 2.5% from ages 56-61, 7.0% at age 62, 5% at ages 63-64, and 100% at age 65; in 2010, 2.5% of participants are assumed to retire from ages 55-61, 10% at age 62, 5% at ages 63-64, and 100% at age 65) (c) investment return of 8.00% for 2011 and 8.75 % for 2010.

Payment of Benefits

Benefits are recorded when paid.

Administrative Expenses

A significant portion of the Plan's administrative expenses are paid by the Plan.

NOTE 2 – SUMMARY OF ACCOUNTING POLICIES (CONTINUED)

Reclassifications

Certain amounts in the prior year financial statements have been reclassified to conform to current year presentation.

Subsequent Events

Subsequent events have been evaluated through October 14, 2013, the date the financial statements were available to be issued.

NOTE 3 – INFORMATION CERTIFIED BY THE PLAN'S TRUSTEE

The investment information included throughout the Plan's financial statements and supplemental schedules as of December 31, 2012 and 2011 and for the years then ended was prepared by or derived from information provided by the trustee and furnished to the Plan administrator. The Plan administrator has obtained certifications from the trustee that information provided to the Plan administrator by the trustee related to these investments is complete and accurate. Accordingly, as permitted by 29 CFR 2520.103-8 of the DOL's Rules and Regulations for Reporting and Disclosure under ERISA, the Plan administrator instructed the Plan's independent auditors not to perform any auditing procedures with respect to information in Notes 4 and 5, and supplemental schedules related to the Plan's investments.

The trustee also certified to the completeness and accuracy of \$21,336,086 of net appreciation and \$3,834,324 of net depreciation in fair value of investments and \$2,204,565 and \$3,688,677 of interest and dividends for the years ended December 31, 2012 and 2011, respectively.

NOTE 4 – INVESTMENTS

The Plan's investments are held by a bank-administered trust fund. The Plan's investments, including investments bought and sold, as well as held during the years ended December 31, 2012 and 2011, appreciated (depreciated) in fair value as follows:

	<u>2012</u>	<u>2011</u>
Common collective trust funds	\$ 3,394,491	\$ (6,618,847)
Common stock	6,082,509	189,499
Limited partnership interest	2,325,702	2,050,180
U.S. Government securities	-	506,195
Mutual funds	9,515,082	5,332,206
State and local bonds	1,220	(150)
Corporate bonds	17,082	(5,293,407)
Net appreciation (depreciation) in fair value of investments	<u>\$ 21,336,086</u>	<u>\$ (3,834,324)</u>

NOTE 4 – INVESTMENTS (CONTINUED)

The fair value of individual investments that represent 5 percent or more of the Plan's net assets at December 31, 2012 and 2011 are as follows:

	<u>2012</u>	<u>2011</u>
Aberdeen Emerging Markets Fund	\$ 23,535,892	\$ 25,336,099
Balestra Global LTD	23,091,698	24,675,187
Definitive Guardian Fund, LTD.	33,961,450	20,819,429
First Eagle Overseas Fund	23,398,100	25,027,919
Prudential Jennison Natural Resources Fund	23,337,279	25,786,377
Trust Advisors Portfolios	25,543,396	26,476,078
JP Morgan Strategic Property Account	*	16,677,971
Pimco Unconstrained Bond Fund	17,553,573	*
EB Temp Inv Fund	15,311,897	

* Investment did not exceed 5% of the Plan's net assets

NOTE 5 – FAIR VALUE MEASUREMENTS

The Plan has determined the fair value of certain assets and liabilities through application of accounting guidance that establishes a framework for measuring fair value.

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants. Standards require the use of valuation techniques that are consistent with the market approach and/or the cost approach. Inputs to valuation techniques refer to the assumptions that market participants would use in pricing the asset or liability. Inputs may be observable, meaning those that reflect the assumptions market participants would use in pricing the asset or liability developed based on market data obtained from independent sources, or unobservable, meaning those that reflect the reporting entity's own assumptions about the assumptions market participants would use in pricing the asset or liability developed based on the best information available in the circumstances. In that regard, standards establish a fair value hierarchy for valuation inputs that gives the highest priority to quoted prices in active markets for identical assets or liabilities and the lowest priority to unobservable inputs.

The fair value hierarchy is as follow:

- Level 1 Quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity has the ability to access as of the measurement date.
- Level 2 Significant other observable inputs other than the level 1 prices, such as quoted prices for similar assets or liabilities in active markets, quoted prices for identical or similar assets or liabilities in markets that are not active, and other inputs that are observable or can be corroborated by observable market data.
- Level 3 Significant unobservable inputs that reflect an entity's own assumptions about the assumptions that market participants would use in pricing an asset or liability.

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.

NOTE 5 – FAIR VALUE MEASUREMENTS (CONTINUED)

The following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2012 and 2011.

Equity Securities:

This investment category primarily consists of common and preferred stock issued by both domestic and international companies. The securities are traded in open markets where quoted prices are determinable and available. The investments are valued by independent pricing vendors using a market approach based on prices obtained from the primary exchange on which they are traded.

Fixed Income Securities (except for Commingled Funds):

These investments are made up of U.S. Treasury securities, corporate bonds, municipal bonds, and mortgage-backed securities. Securities classified as Level 2 have no quoted prices available. Level 2 fixed income securities are valued using directly observable market inputs including interest rates and yield curves at commonly-quoted intervals, volatilities, prepayment speeds, default rates, and credit spreads.

Commingled Funds (Applicable to money market, equity, and fixed income investments):

Commingled funds are valued at the fair value of the ownership interests in the funds. The Net Asset Value (NAV) per unit is the primary input into the valuation. The NAV per unit is based on the fair value of the underlying assets owned by the fund, minus its liabilities, divided by the number of shares outstanding. The fair value of equity securities held by the funds is generally based on observable prices or inputs based on quotes in active markets. Fixed income securities held by the funds may be valued based on an “evaluated bid” valuation method. Inputs to the valuation include interest rates on coupons, maturities, ratings, and cash flow projections. Additionally, market quotations or references to comparable investments for which market quotations are available may also be used to determine the fair value of fixed income securities.

Private Equity Funds, Hedge Funds and Real Estate:

Our private equity, hedge funds and real estate funds are valued on a NAV per unit based on the underlying investments of the funds and are not readily tradable. Our private equity funds currently include bonds and loans of domestic energy companies. Key inputs of these debt instruments include a risk free rate and a credit spread, which can be for the company, comparable companies, or estimated using a model-based approach. In the prior year, the holdings primarily included investments in infrastructure assets. The primary valuation methodology for the underlying assets was a discounted cash flow analysis based on unobservable inputs such as operating income and discount rates.

Our hedge funds typically hold investments in municipal securities, business entities, foreign currency derivatives, U.S. Treasury securities, and corporate bonds. Key inputs of the foreign currency derivatives include interest rates, currency rates, time value, default rates, and potentially unobservable inputs. Municipal securities are valued using recently executed transactions, market price quotations, and pricing models, which factor in interest rates and bond or default risk spreads. U.S. Treasuries and corporate bonds are valued through quoted market prices.

Underlying assets of our real estate funds primarily consist of investments properties valued by independent appraisals as there are no observable markets for these investments. Key inputs include revenue and expense growth rates, terminal capitalization rates, and discount rates.

NOTE 5 – FAIR VALUE MEASUREMENTS (CONTINUED)

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2012.

	<i>Level 1</i>	<i>Level 2</i>	<i>Level 3</i>	<i>Total</i>
Equity securities:				
Commingled equity funds	\$ 70,271,270	\$ 15,311,897	\$ 25,543,395	\$ 111,126,562
Media and technology	9,660,803			9,660,803
Consumer products and services	8,996,358			8,996,358
Business products and services	7,895,746			7,895,746
Healthcare	4,744,219			4,744,219
Energy and utilities	4,894,601			4,894,601
Banking and financial services	4,320,605			4,320,605
Other	6,972,417			6,972,417
Fixed income securities:				
Commingled fixed income securities	17,553,573		11,051,943	28,605,516
Corporate bonds		166,368		166,368
Municipal bonds		18,959		18,959
Private placements		373,736		373,736
Other		134,209		134,209
Private equity funds			3,876,162	3,876,162
Hedge fund			57,053,148	57,053,148
Total investments at fair value	<u>\$ 135,309,592</u>	<u>\$ 16,005,169</u>	<u>\$ 97,524,648</u>	<u>\$ 248,839,409</u>

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

	<i>Level 1</i>	<i>Level 2</i>	<i>Level 3</i>	<i>Total</i>
Equity securities:				
Commingled equity funds	\$ 76,150,395	\$ 4,677,361	\$ 26,476,139	\$ 107,303,895
Media and technology	9,628,239			9,628,239
Consumer products and services	10,335,208			10,335,208
Business products and services	7,526,180			7,526,180
Healthcare	5,855,636			5,855,636
Energy and utilities	6,644,329			6,644,329
Banking and financial services	3,851,083			3,851,083
Other	9,607,916			9,607,916
Fixed income securities:				
Commingled fixed income securities	12,403,002		11,070,249	23,473,251
Corporate bonds		176,893		176,893
Municipal bonds		17,741		17,741
Private placements		360,700		360,700
Other		135,388		135,388
Private equity funds			9,322,764	9,322,764
Real estate			16,677,971	16,677,971
Hedge fund			45,494,616	45,494,616
Total investments at fair value	<u>\$ 142,001,988</u>	<u>\$ 5,368,083</u>	<u>\$ 109,041,739</u>	<u>\$ 256,411,810</u>

NOTE 5 – FAIR VALUE MEASUREMENTS (CONTINUED)

The following table summarizes the changes in plan assets measured at fair value using level 3 inputs:

	<i>Commingled Fixed Income Funds</i>	<i>Private Equity Funds</i>	<i>Hedge Fund</i>	<i>Real Estate</i>	<i>Total</i>
Beginning balance, December 31, 2011	\$ 37,546,388	\$ 9,322,764	\$ 45,494,616	\$16,677,971	\$109,041,739
Actual return on plan assets					
Assets still held at December 31, 2012	3,460,026	-	308,532	-	3,768,558
Assets sold during the period	(482,173)	603,758	-	720,825	842,410
Purchases	3,519,765	4,041,070	32,069,429	-	39,630,264
Sales	(7,448,668)	(10,091,430)	(20,819,429)	(17,398,796)	(55,758,323)
Ending balance, December 31, 2012	<u>\$ 36,595,338</u>	<u>\$ 3,876,162</u>	<u>\$ 57,053,148</u>	<u>\$ -</u>	<u>\$ 97,524,648</u>

	<i>Commingled Fixed Income Funds</i>	<i>Private Equity Funds</i>	<i>Hedge Fund</i>	<i>Real Estate</i>	<i>Total</i>
Beginning balance, December 31, 2010	\$ 25,046,712	\$ 8,982,605	\$ -	\$14,382,866	\$ 48,412,183
Actual return on plan assets					
Assets still held at December 31, 2011	1,051,139	(60,030)	94,616	2,295,105	3,380,830
Assets sold during the period	1,711,674	1,490	-	-	1,713,164
Purchases	39,763,724	585,084	45,400,000	-	85,748,808
Sales	(30,026,861)	(186,385)	-	-	(30,213,246)
Ending balance, December 31, 2011	<u>\$ 37,546,388</u>	<u>\$ 9,322,764</u>	<u>\$ 45,494,616</u>	<u>\$16,677,971</u>	<u>\$109,041,739</u>

The table below discloses the fair value and redemption frequency for those assets that have redemption restrictions and whose fair value is estimated using the NAV per unit as of December 31, 2012 and 2011:

<i>Investment</i>	<i>Fair Value</i>		<i>Unfunded Commitments</i>		<i>Redemption Frequency</i>	<i>Redemption Notice Period</i>
	<i>2012</i>	<i>2011</i>	<i>2012</i>	<i>2011</i>		
Commingled equity (a)	\$25,543,395	\$26,476,139	\$ -	\$ -	Daily	15 days
Commingled fixed income (a)	11,051,943	11,070,249	-	-	Monthly	45 days
Private equity (b)	3,876,162	9,322,764	21,123,838	-	N/A	N/A
Hedge fund (b)	57,053,148	45,494,616	-	-	Quarterly	45 - 60 days
Real estate (b)	-	16,677,971	-	-	Quarterly	45 days

- (a) These funds invest in money market, equity and fixed income investments with a variety of investment strategies. Investments in this category are valued at the fair value of the ownership interests in the funds.
- (b) This category invests in private equity funds, hedge funds and real estate funds that employ a variety of alternative investment strategies. The fair value of the investment has been estimated using NAV per unit of the investment.

NOTE 6 – FUNDING POLICY

The Company's established funding policy is to make annual contributions to the Plan in amounts that equal or exceed the actuarially determined normal cost plus a portion of the past service cost liability. In 2012, contributions of \$24,918,354 were authorized. In 2011, contributions of \$29,711,975 were authorized. These amounts fell within the minimum required and maximum deductible amounts for both years.

Employees were required to contribute 1% of their monthly earnings to the Plan until January 1, 2000 at which point such contributions were neither required nor mandatory. Present employees' accumulated contributions at December 31, 2011 and 2010 were \$6,557,803 and \$6,407,859, respectively. The employees' accumulated contributions include interest credits on an interest rate of 2.34% for both 2011 and 2010, compounded annually.

NOTE 7 – PLAN TERMINATION

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

Certain benefits under the Plan are insured by the Pension Benefit Guaranty Corporation (PBGC) if the Plan terminates. Generally, the PBGC guarantees most vested normal-age retirement benefits, early retirement benefits, and certain disability and survivor's pensions. However, the PBGC does not guarantee all types of benefits under the Plan, and the amount of benefit protection is subject to certain limitations. Vested benefits under the Plan are guaranteed at the level in effect on the date of the Plan's termination subject to a statutory ceiling on the amount of an individual's monthly benefits.

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

NOTE 8 – INCOME TAX STATUS

The Plan obtained its latest determination letter on August 17, 1995, in which the Internal Revenue Service stated that the Plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code. The Plan has been amended since receiving the determination letter. However, the Plan administrator and the Plan's tax counsel believe that the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code. Therefore, no provision for income taxes has been included in the Plan's financial statements.

The Plan administrator concluded that there are no uncertain tax positions, and, accordingly, there is no adjustment to the financial statements required to comply with the provisions of this guidance. With few exceptions, the Plan is no longer subject to income tax examinations by tax authorities for years before 2009.

NOTE 9 – RELATED-PARTY TRANSACTIONS

Certain Plan investments are managed by The Bank of New York, Mellon, trustee of the Plan; therefore, those transactions qualify as party-in-interest transactions.

Fees paid for actuarial, investment management, and trustee fees rendered by parties-in-interest during the year totaled \$1,684,550 and \$1,829,615 for 2012 and 2011, respectively.

NOTE 10 – RISKS AND UNCERTAINTIES

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

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

NOTE 11 – RECENT ACCOUNTING PRONOUNCEMENT

Fair Value

During 2012, the Plan adopted new accounting guidance related to fair value measurements and disclosures that result in common fair value measurements and disclosures between U.S. GAAP and International Financial Reporting Standards. This guidance limits the highest-and-best use measure to non-financial assets, permits certain financial assets and liabilities with offsetting positions in market or counter-party credit risks to be measured on a net basis, and provides guidance on the applicability of premiums and discounts. Additionally, the guidance expands the disclosure requirements for level three inputs by requiring quantitative disclosure of unobservable inputs and assumptions, as well as a description of the valuation processes. The adoption of this guidance did not have a material impact on the Plan's financial statements

THE STANRECO RETIREMENT PLAN
EMPLOYER IDENTIFICATION NUMBER 31-0455440
PLAN NUMBER 001
SCHEDULE H, PART IV, 4i - SCHEDULE OF ASSETS
(HELD AT END OF YEAR)

DECEMBER 31, 2012

(a)	(b) Identity of Issue	(c) Description of Investment	(d) Cost	(e) Current Fair Value
COMMON COLLECTIVE TRUST FUNDS				
*	ING Euro Loans Fund I	1,118 units	\$ 10,621,023	\$ 11,051,943
	EB Temp Inv Fund	15,311,897 units	15,311,897	15,311,897
*	Trust Advisors Portfolios	2,416,594 units	22,008,373	25,543,396
	Total common collective trust funds		47,941,293	51,907,236
COMMON STOCKS				
	ABM Industries Inc.	12,050 shares	248,471	240,398
	Alleghany Corp.	1,399 shares	404,229	469,253
	Altera Corp.	20,600 shares	764,260	708,434
	AON Corp.	25,100 shares	1,230,151	1,395,811
	Apache Corp.	7,800 shares	706,524	612,300
	Aptargroup Inc.	6,450 shares	336,496	307,794
	Arrow Electronics Inc.	15,150 shares	576,995	576,912
	Atmos Energy Corp.	15,450 shares	510,527	542,604
	Avnet Inc.	14,900 shares	463,241	456,089
	Bed Bath & Beyond Inc.	4,200 shares	231,164	234,822
	Berkshire Hathaway Inc.	19,500 shares	1,585,811	1,749,150
	Borders Group Inc.	100 shares	1	1
	Casey's General Stores Inc.	12,800 shares	662,477	679,680
	Cimarex Energy Co.	4,000 shares	216,968	230,920
	Cintas Corp.	12,600 shares	438,606	515,340
	Clorox Co.	6,450 shares	429,312	472,269
	Coca-Cola Co.	31,400 shares	1,098,529	1,138,250
	Comcast Corp.	24,600 shares	579,576	883,632
	Commerce Bancshares Inc.	14,371 shares	521,621	503,847
	CR Bard Inc.	7,530 shares	643,815	735,982
	Delhaize Group SA	7,907 shares	445,559	320,629
	Diebold Inc.	21,900 shares	670,880	670,359
	Eaton Corp. PLC	15,000 shares	772,200	812,700
	Ecolab Inc.	15,300 shares	884,493	1,100,070
	Fidelity National Information	20,800 shares	553,072	724,048
	Forest Oil Corp.	44,050 shares	459,787	294,694
	Goldman Sachs Group Inc.	4,500 shares	406,935	574,020
	Google Inc.	1,500 shares	939,278	1,061,070
	Hormel Foods Corp.	15,900 shares	465,711	496,239
	Ilex Corp.	18,500 shares	690,016	860,805
	JM Smucker Co.	9,100 shares	699,973	784,784
	Laboratory Corp. of America	8,450 shares	724,696	731,939
	Leggett & Platt Inc.	28,050 shares	646,272	763,521
	Liberty Global Inc.	18,700 shares	739,024	1,098,625
	Loews Corp.	26,000 shares	978,900	1,059,500
	Mercury General Corp.	11,550 shares	499,588	458,419
	Mettler-Toledo International	1,102 shares	162,461	213,017
	Microsoft Corp.	36,700 shares	952,732	980,257
	Mondelez International Inc.	32,100 shares	798,645	817,041
	Morgan Stanley	58,400 shares	838,021	1,116,608
	MTS Systems Corp.	8,600 shares	352,435	437,998
	Nestle SA	14,100 shares	814,247	918,079
	News Corp.	40,300 shares	732,654	1,057,472
	Noble Corporation Baar	27,100 shares	850,011	943,622
	Noble Energy Inc.	10,900 shares	1,028,851	1,108,966

An (*) in column (a) identifies a person known to be a party-in-interest to the Plan.

THE STANRECO RETIREMENT PLAN

EMPLOYER IDENTIFICATION NUMBER 31-0455440

PLAN NUMBER 001

**SCHEDULE H, PART IV, 4i - SCHEDULE OF ASSETS
(HELD AT END OF YEAR)**

DECEMBER 31, 2012

<i>(a)</i>	<i>(b) Identity of Issue</i>	<i>(c) Description of Investment</i>	<i>(d) Cost</i>	<i>(e) Current Fair Value</i>
	Norfolk Southern Corp.	14,300 shares	975,083	884,312
	Northern Trust Corp.	14,500 shares	575,070	727,320
	Oracle Corp.	36,200 shares	977,536	1,206,184
	Patterson Cos Inc.	15,900 shares	469,368	544,257
	Pepsico Inc.	14,500 shares	962,075	992,235
	Piedmont Natural Gas Co. Inc.	14,600 shares	480,218	457,126
	Portland General Electric Co.	8,350 shares	211,172	228,456
	Praxair Inc.	8,500 shares	908,650	930,325
	Progressive Corp.	20,031 shares	390,805	422,654
	Sonoco Products Co.	33,450 shares	1,083,281	994,469
	Steris Corp.	10,800 shares	321,744	375,084
	Thermo Fisher Scientific Inc.	10,100 shares	454,197	644,178
	Tidewater Inc.	16,500 shares	811,100	737,220
	Ultra Petroleum Corp.	26,250 shares	680,854	475,913
	UnitedHealth Group Inc.	18,900 shares	957,852	1,025,136
	Varian Medical Systems, Inc.	10,135 shares	663,768	711,882
	Wal-Mart Stores, Inc.	15,900 shares	950,184	1,084,857
	White Mountains Insurance Group Inc.	1,826 shares	836,826	940,390
	WR Berkley Corp.	27,800 shares	956,042	1,049,172
	Zimmer Holdings Inc.	9,300 shares	496,806	619,938
	3M Co.	6,200 shares	506,726	575,670
	Total common stocks		<u>43,424,572</u>	<u>47,484,748</u>
LIMITED PARTNERSHIP/JOINT VENTURE INTERESTS				
	Balestra Global LTD	25,000 units	24,675,187	23,091,698
	Chambers Energy Capital Fund II	3,876,162 units	3,876,162	3,876,162
	Definitive Guardian Fund, LTD	32,069 units	32,069,429	33,961,450
	Total limited partnership interests		<u>60,620,778</u>	<u>60,929,310</u>
MUTUAL FUNDS				
	Aberdeen Emerging Markets Fund	1,483,978 shares	18,173,505	23,535,892
	First Eagle Overseas Fund	1,046,427 shares	22,401,658	23,398,100
	Pimco Unconstrained Bond Fund	1,529,057 shares	16,833,558	17,553,573
	Prudential Jennison Natural Resources Fund	500,370 shares	20,850,240	23,337,279
			<u>78,258,961</u>	<u>87,824,844</u>
STATE AND LOCAL BONDS				
	Massachusetts St, 5.456%, 12/1/2039	15,000 par value	17,741	18,959
CORPORATE BONDS				
	ABB Treasury Center, 4.00%, 6/15/2021	90,000 par value	92,456	99,563
	Amal Ltd/Cayman Islands, 3.465%, 8/21/2021	153,368 par value	161,247	166,367
	Cargill Inc., 6.00%, 11/27/2017	100,000 par value	117,888	120,310
	Overseas Private Investment Corp., 4.44%, 2/27/2027	64,371 par value	71,912	75,215
	Pepperdine University, 5.45%, 8/1/2019	50,000 par value	60,775	58,994
	President and Fellows of 144A, 6.50%, 1/15/2039	105,000 par value	150,356	153,863
	Total corporate bonds		<u>654,634</u>	<u>674,312</u>
	Total investments		<u>\$ 230,917,979</u>	<u>\$ 248,839,409</u>

THE STANRECO RETIREMENT PLAN
EMPLOYER IDENTIFICATION NUMBER 31-0455440

PLAN NUMBER 001

SCHEDULE H, PART IV, 4j

SCHEDULE OF REPORTABLE TRANSACTIONS

YEAR ENDED DECEMBER 31, 2012

<i>(a)</i> <i>Identity of Party Involved</i>	<i>(b)</i> <i>Description of Asset</i>	<i>(c)</i> <i>Purchase Price</i>	<i>(d)</i> <i>Selling Price</i>	<i>(g)</i> <i>Cost of Asset Sold</i>	<i>(h)</i> <i>Current Value of Asset on Transaction Date</i>	<i>(i)</i> <i>Net Gain (Loss)</i>
Category (i) - Single Transactions in Excess of 5 Percent of Plan Assets						
Bank of New York	Collective Short Term Investment Fund	\$ 12,935,659	\$ -	\$ -	\$ 12,935,659	\$ -
Bank of New York	Collective Short Term Investment Fund	-	12,948,036	12,948,036	12,948,036	-
Bank of New York	Definitive Guardian Fund, LTD	-	20,819,429	20,400,000	20,819,429	419,429
Bank of New York	Definitive Guardian Fund, LTD	20,819,429	-	-	20,819,429	-
Bank of New York	EB Temp Inv Fund	12,231,000	-	-	12,231,000	-
Bank of New York	JP Morgan Strategic Property Account	-	14,398,691	12,679,184	14,398,691	1,719,507
Category (iii) - Series of Transactions in Excess of 5 Percent of Plan Assets						
Bank of New York	Collective Short Term Investment Fund	\$ 41,868,412	\$ 46,545,772	\$ 46,545,772	\$ 88,414,184	\$ -
Bank of New York	EB Temp Inv Fund	75,829,740	60,517,843	60,517,843	136,347,583	-
Bank of New York	JP Morgan Strategic Property Account	-	17,398,795	15,460,238	17,398,795	1,938,557
Bank of New York	Definitive Guardian Fund, LTD	20,819,429	20,819,429	20,400,000	41,638,858	419,429

There were no category (ii) or (iv) transactions during the year.

There were no lease rental activities or expenses incurred with the plan.

Therefore, columns (e) and (f) were eliminated for presentation purposes.

THE STANRECO RETIREMENT PLAN
EIN: 31-0455440 PN: 001

Line 26 - Schedule of Active Participant Data

Attained Age	Years of Credited Service																		
	Under 1	1 to 4		5 to 9		10 to 14		15 to 19		20 to 24		25 to 29		30 to 34		35 to 39		40 & up	
	No.	Avg. Benefit	No.	Avg. Benefit	No.	Avg. Benefit	No.	Avg. Benefit	No.	Avg. Benefit	No.	Avg. Benefit	No.	Avg. Benefit	No.	Avg. Benefit	No.	Avg. Benefit	
Under 25	0	N/A	0	N/A	0	N/A	0	N/A	0	N/A	0	N/A	0	N/A	0	N/A	0	N/A	
25 to 29	1	N/A	0	N/A	0	N/A	0	N/A	0	N/A	0	N/A	0	N/A	0	N/A	0	N/A	
30 to 34	20	825	50	3,830	9	N/A	0	N/A	0	N/A	0	N/A	0	N/A	0	N/A	0	N/A	
35 to 39	5	N/A	48	4,786	62	11,433	4	N/A	1	N/A	0	N/A	0	N/A	0	N/A	0	N/A	
40 to 44	11	N/A	51	5,593	119	11,885	20	13,237	10	N/A	1	N/A	0	N/A	0	N/A	0	N/A	
45 to 49	12	N/A	61	6,324	101	14,557	40	19,139	35	22,773	15	N/A	1	N/A	0	N/A	0	N/A	
50 to 54	10	N/A	41	7,489	75	10,043	33	12,626	38	17,501	68	21,925	25	29,192	12	N/A	0	N/A	
55 to 59	5	N/A	39	5,680	61	8,912	24	9,419	32	14,359	35	19,203	56	23,054	32	26,310	4	N/A	
60 to 64	7	N/A	21	5,152	21	11,059	23	10,656	15	N/A	12	N/A	18	N/A	28	21,656	5	N/A	
65 to 69	4	N/A	4	N/A	7	N/A	12	N/A	2	N/A	5	N/A	2	N/A	3	N/A	4	N/A	
70 & up	0	N/A	3	N/A	1	N/A	0	N/A	2	N/A	0	N/A	0	N/A	0	N/A	0	N/A	

This plan is "hard frozen" and the average annual accrued benefits are in lieu of compensation.

THE STANRECO RETIREMENT PLAN
EIN 31-0455440/PN 001
Schedule SB, Part V – Statement of Actuarial Assumptions/Methods

Prescribed Funding Assumptions and Methods

Funding interest rates

Current Year:	Segment Rates with four month lookback:	
	First Segment Rate	2.06%
	Second Segment Rate	5.25%
	Third Segment Rate	6.32%

In accordance with MAP-21, the first, second and third Segment Rates are constrained to a 90%-110% Corridor around the average Segment Rates for the 25-year period ending September 30, 2011, or **5.54%**, **6.85%** and **7.52%**, respectively, for minimum funding and benefit restrictions but not maximum tax-deductible purposes.

Effective Interest Rate	6.86%
(Based on MAP-21 rates)	

Prior Year:	Segment Rates with four month lookback:	
	First Segment Rate	3.78%
	Second Segment Rate	6.31%
	Third Segment Rate	6.57%
	Effective Interest Rate	6.16%

Mortality

Mortality tables mandated by PPA as specified in IRS Regulation 1.430(h)(3)-1, applied on a static basis, projected 7 years from the valuation date for annuitants and 15 years for non-annuitants.

Actuarial cost method

Unit Cost Method. The Funding Target is the present value of accrued benefits based on compensation and service to date. The Target Normal Cost is the present value of benefits expected to be accrued during the current plan year, reflecting the effect of expected compensation increases during the year and including expected administrative and investment expenses to be paid from plan assets during the year.

THE STANRECO RETIREMENT PLAN
EIN 31-0455440/PN 001
Schedule SB, Part V – Statement of Actuarial Assumptions/Methods

Non-Prescribed Funding Assumptions and Methods

Salary increase assumption

N/A

Maximum Benefit

\$200,000 per year at Normal Retirement Age.

Expenses

Expected plan administrative expenses of \$2,900,000 were added to the Target Normal Cost. The expense is based on estimated current year PBGC premiums and expected non-investment expenses.

Frequency of optional payment forms

Current active participants who retire are assumed to receive non-supplemental benefits as a lump sum distribution. Certain terminated vested participants are eligible for a lump sum distribution. These participants are all assumed to choose a lump sum. The remaining terminated vested participants are assumed to receive benefits as follows:

Optional Form	Stanreco	BFD	Uarco
Life Annuity	35%	70%	85%
Life with 10 Years Certain	40%	0%	0%
Joint and 50% Survivor	12%	18%	10.5%
Joint and 100% Survivor	13%	12%	4.5%

Marital percentage

60% of participants are assumed to be married at death. Husbands are assumed to be 3 years older than their wives.

Retirement rates

Age	Actives	Vested Terms
55	2.5%	7.5%
56	2.5%	2.5%
57	2.5%	2.5%
58	2.5%	2.5%
59	2.5%	2.5%
60	2.5%	2.5%
61	2.5%	2.5%
62	7.0%	7.0%
63	5.0%	5.0%
64	5.0%	5.0%
65	85.0%	100.0%
66	85.0%	100.0%
67	85.0%	100.0%
68	100.0%	100.0%

THE STANRECO RETIREMENT PLAN
EIN 31-0455440/PN 001
Schedule SB, Part V – Statement of Actuarial Assumptions/Methods

Non-Prescribed Funding Assumptions and Methods (continued)

Disability rates

None.

Withdrawal rates¹

Based on experience. Sample rates as follows:

Age	4 Years & Later
20	9.0%
25	8.6%
30	8.1%
35	7.4%
40	6.6%
45	5.4%
50	4.0%
55	0.0%
60	0.0%
64	0.0%

Asset valuation method

The Actuarial Value of Assets is determined using a method that spreads asset gains/(losses) over two years. The gain/(loss) for each period is determined as the actual return during the period less the expected return based on an assumed earnings rate chosen by the actuary but required by PPA to be not greater than the applicable third segment rate. The resulting value is constrained to be within a corridor of 90% to 110% of market value. The discounted value of accrued contributions, if any, is included in the Actuarial Value of Assets.

The expected return on plan assets is 8.75% per annum, limited by PPA to the applicable Third Segment Rate as follows:

2011 measurement period:	6.57%
2010 measurement period:	6.82%

¹ For active participants not eligible for retirement.

THE STANRECO RETIREMENT PLAN

FINANCIAL STATEMENTS

DECEMBER 31, 2012

THE STANRECO RETIREMENT PLAN

FINANCIAL STATEMENTS

DECEMBER 31, 2012

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INDEPENDENT AUDITORS' REPORT

To the Participants and Plan Trustees
The Stanreco Retirement Plan
Dayton, Ohio

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of The Stanreco Retirement Plan (the Plan), which comprise the statement of net assets available for benefits as of December 31, 2012 and 2011, the related statement of changes in net assets available for benefits for the years ended December 31, 2012 and 2011, the statement of accumulated plan benefits as of December 31, 2011 and 2010, the related statement of changes in accumulated plan benefits for the years ended December 31, 2011 and 2010, 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.

Auditors' 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 information described in Note 3, which was certified by The Bank of New York Mellon, the trustee of the Plan, except for comparing this information with the related information included in the financial statements. We have been informed by the Plan administrator that the trustee holds the Plan's assets and executes transactions. The Plan administrator has obtained certifications from the trustee as of December 31, 2012 and 2011 and for the years then ended, that the information provided to the Plan administrator by the trustee 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.

Other Matter

The supplemental schedule of assets (held at end of year) as of December 31, 2012 and the schedule of reportable transactions for the year ended December 31, 2012 are required by the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and are presented for the purposes of additional analysis and are not a required part of the financial statements. The supplemental schedules are the responsibility of the Plan's management. 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 schedules.

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 information certified by the trustee, 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.

Battelle & Battelle LLP

October 14, 2013

THE STANRECO RETIREMENT PLAN

STATEMENT OF NET ASSETS AVAILABLE FOR BENEFITS

	<i>December 31</i>	
	<u>2012</u>	<u>2011</u>
ASSETS		
Investments, at fair value:		
Common collective trust funds	\$ 51,907,236	\$ 51,546,513
Common stocks	47,484,748	53,448,590
Limited partnership/joint venture interests	60,929,310	62,172,587
Mutual funds	87,824,844	88,553,397
State and local bonds	18,959	17,741
Corporate bonds	674,312	672,982
Total investments	<u>248,839,409</u>	<u>256,411,810</u>
Cash	12,900,000	-
Receivables:		
Accrued income	28,763	93,987
Employer contributions	6,901,801	4,711,963
Sales pending settlement	246,079	83,598
Total receivables	<u>7,176,643</u>	<u>4,889,548</u>
Total assets	<u>268,916,052</u>	<u>261,301,358</u>
LIABILITIES		
Purchases pending settlement	436,745	376
Accrued administration fees	189,532	314,863
Total liabilities	<u>626,277</u>	<u>315,239</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u><u>\$ 268,289,775</u></u>	<u><u>\$ 260,986,119</u></u>

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

THE STANRECO RETIREMENT PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

	<i>Year Ended December 31</i>	
	<i>2012</i>	<i>2011</i>
Investment income (loss):		
Interest and dividends	\$ 2,204,565	\$ 3,688,677
Net appreciation (depreciation) in fair value of investments	21,336,086	(3,834,324)
Total investment income (loss)	23,540,651	(145,647)
Employer contributions	24,918,354	29,711,975
Total	48,459,005	29,566,328
Deductions from net assets attributable to:		
Benefits paid directly to participants	37,652,092	29,119,944
Administrative fees and expenses	3,503,257	3,283,534
Total deductions	41,155,349	32,403,478
Net increase (decrease)	7,303,656	(2,837,150)
NET ASSETS AVAILABLE FOR BENEFITS:		
Beginning of year	260,986,119	263,823,269
End of year	<u>\$ 268,289,775</u>	<u>\$ 260,986,119</u>

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

THE STANRECO RETIREMENT PLAN

STATEMENT OF ACCUMULATED PLAN BENEFITS

	<i>December 31</i>	
	<i>2011</i>	<i>2010</i>
Actuarial present value of accumulated plan benefits:		
Vested benefits:		
Participants currently receiving benefits	\$ 156,149,569	\$ 141,237,285
Other participants	186,266,756	181,440,690
	<u>342,416,325</u>	<u>322,677,975</u>
Non-vested benefits	<u>766,824</u>	<u>851,015</u>
Total actuarial present value of accumulated plan benefits	<u>\$ 343,183,149</u>	<u>\$ 323,528,990</u>

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

THE STANRECO RETIREMENT PLAN

STATEMENT OF CHANGES IN ACCUMULATED PLAN BENEFITS

	<i>Year Ended December 31</i>	
	<i>2011</i>	<i>2010</i>
Actuarial present value of accumulated plan benefits at beginning of year	\$ 323,528,990	\$ 319,136,165
Increase (decrease) during the year attributable to:		
Interest accumulated	27,061,501	26,858,537
Benefits paid	(29,119,944)	(24,884,674)
Change in actuarial assumptions	18,402,582	6,010,167
Benefits accumulated/plan experience	<u>3,310,020</u>	<u>(3,591,205)</u>
Net increase	<u>19,654,159</u>	<u>4,392,825</u>
Actuarial present value of accumulated plan benefits at end of year	<u><u>\$ 343,183,149</u></u>	<u><u>\$ 323,528,990</u></u>

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

THE STANRECO RETIREMENT PLAN
NOTES TO THE FINANCIAL STATEMENTS
DECEMBER 31, 2012

NOTE 1 – DESCRIPTION OF PLAN

General

The Plan is a defined benefit pension plan designed to provide retirement or death benefits to eligible employees of The Standard Register Company (the Company). It is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). For more complete information on benefit, vesting and other Plan provisions, participants should refer to the Summary Plan Description which is available from the Plan sponsor.

Pension Benefits

Benefits under the Plan were previously based on years of service and the employee's average annual compensation based on the five highest years, or years of service and a benefit multiplier. Since 2004, the Plan has not been available for new participants. Furthermore, in 2004, the benefit formula for certain participants (primarily participants hired after December 31, 1999) was frozen and these participants do not earn any additional benefit credits after this date; however, their lump sum earns 4% interest annually until termination of employment with the Company. Effective June 30, 2008, the Plan was amended and these participants ceased accruing pension benefits; the final pension benefit amounts will be based on pay and service through June 29, 2008.

The Plan permits early retirement at ages 55-64 and completion of ten years of service. Employees may elect to receive their pension benefits in the form of a joint and survivor annuity. If employees terminate before rendering 5 years of service, they forfeit the right to receive the portion of their accumulated Plan benefits attributable to the Company's contributions. Employees may elect to receive the value of their accumulated Plan benefits as a lump-sum distribution upon retirement or termination, or they may elect to receive their benefits as a life annuity payable monthly from retirement.

Participants who were former employees of companies that had been acquired by the Standard Register Company are entitled to receive either (a) the benefit that was determined by the prior employer's formula or (b) a combination of the benefit determined by prior employer's formula and the benefit determined under the current Stanreco Retirement Plan provisions. Participants should refer to the Summary Plan Description or Plan Document for further details.

NOTE 2 – SUMMARY OF ACCOUNTING POLICIES

Basis of Accounting

The accompanying financial statements are prepared in accordance with accounting principles generally accepted in the United States of America (GAAP) as more explicitly described in the Financial Accounting Standards Board (FASB) Accounting Standards Codification.

NOTE 2 – SUMMARY OF ACCOUNTING POLICIES (CONTINUED)

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the Plan's management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

Investment Valuation and Income Recognition

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

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. Capital gain distributions are included in dividend and interest income.

Actuarial Present Value of Accumulated Plan Benefits

Accumulated plan benefits are those future periodic payments, including lump-sum distributions that are attributable under the Plan's provisions to the service employees have rendered. Accumulated plan benefits include benefits expected to be paid to (a) retired or terminated employees or their beneficiaries, (b) beneficiaries of employees who have died, and (c) present employees or their beneficiaries. Benefits under the Plan are based on employees' earnings during their highest five calendar years of participation. The accumulated plan benefits for active employees are based on average compensation during the five years ending on the date at which the plan was frozen. Benefits payable under all circumstances (retirement, death, and termination of employment) are included, to the extent they are deemed attributable to employee service rendered to the valuation date.

The actuarial present value of accumulated plan benefits is determined by an actuary from Buck Consultants LLC and is that amount that results from applying actuarial assumptions to adjust the accumulated plan benefits to reflect the time value of money, through discounts for interest, and the probability of payment, by means of decrements such as for death, withdrawal, or retirement, between the valuation date and the expected date of payment. The significant actuarial assumptions used in the valuation as of December 31, 2011 and 2010 were (a) life expectancy of the participants based on the IRS 2012 Static Mortality Table (IRS 2011 Static Mortality Table was used for the prior year), (b) retirement age assumptions (in 2011, 7.5% of participants are assumed to retire at 55, 2.5% from ages 56-61, 7.0% at age 62, 5% at ages 63-64, and 100% at age 65; in 2010, 2.5% of participants are assumed to retire from ages 55-61, 10% at age 62, 5% at ages 63-64, and 100% at age 65) (c) investment return of 8.00% for 2011 and 8.75 % for 2010.

Payment of Benefits

Benefits are recorded when paid.

Administrative Expenses

A significant portion of the Plan's administrative expenses are paid by the Plan.

NOTE 2 – SUMMARY OF ACCOUNTING POLICIES (CONTINUED)

Reclassifications

Certain amounts in the prior year financial statements have been reclassified to conform to current year presentation.

Subsequent Events

Subsequent events have been evaluated through October 14, 2013, the date the financial statements were available to be issued.

NOTE 3 – INFORMATION CERTIFIED BY THE PLAN'S TRUSTEE

The investment information included throughout the Plan's financial statements and supplemental schedules as of December 31, 2012 and 2011 and for the years then ended was prepared by or derived from information provided by the trustee and furnished to the Plan administrator. The Plan administrator has obtained certifications from the trustee that information provided to the Plan administrator by the trustee related to these investments is complete and accurate. Accordingly, as permitted by 29 CFR 2520.103-8 of the DOL's Rules and Regulations for Reporting and Disclosure under ERISA, the Plan administrator instructed the Plan's independent auditors not to perform any auditing procedures with respect to information in Notes 4 and 5, and supplemental schedules related to the Plan's investments.

The trustee also certified to the completeness and accuracy of \$21,336,086 of net appreciation and \$3,834,324 of net depreciation in fair value of investments and \$2,204,565 and \$3,688,677 of interest and dividends for the years ended December 31, 2012 and 2011, respectively.

NOTE 4 – INVESTMENTS

The Plan's investments are held by a bank-administered trust fund. The Plan's investments, including investments bought and sold, as well as held during the years ended December 31, 2012 and 2011, appreciated (depreciated) in fair value as follows:

	<u>2012</u>	<u>2011</u>
Common collective trust funds	\$ 3,394,491	\$ (6,618,847)
Common stock	6,082,509	189,499
Limited partnership interest	2,325,702	2,050,180
U.S. Government securities	-	506,195
Mutual funds	9,515,082	5,332,206
State and local bonds	1,220	(150)
Corporate bonds	17,082	(5,293,407)
Net appreciation (depreciation) in fair value of investments	<u>\$ 21,336,086</u>	<u>\$ (3,834,324)</u>

NOTE 4 – INVESTMENTS (CONTINUED)

The fair value of individual investments that represent 5 percent or more of the Plan's net assets at December 31, 2012 and 2011 are as follows:

	<u>2012</u>	<u>2011</u>
Aberdeen Emerging Markets Fund	\$ 23,535,892	\$ 25,336,099
Balestra Global LTD	23,091,698	24,675,187
Definitive Guardian Fund, LTD.	33,961,450	20,819,429
First Eagle Overseas Fund	23,398,100	25,027,919
Prudential Jennison Natural Resources Fund	23,337,279	25,786,377
Trust Advisors Portfolios	25,543,396	26,476,078
JP Morgan Strategic Property Account	*	16,677,971
Pimco Unconstrained Bond Fund	17,553,573	*
EB Temp Inv Fund	15,311,897	

* Investment did not exceed 5% of the Plan's net assets

NOTE 5 – FAIR VALUE MEASUREMENTS

The Plan has determined the fair value of certain assets and liabilities through application of accounting guidance that establishes a framework for measuring fair value.

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants. Standards require the use of valuation techniques that are consistent with the market approach and/or the cost approach. Inputs to valuation techniques refer to the assumptions that market participants would use in pricing the asset or liability. Inputs may be observable, meaning those that reflect the assumptions market participants would use in pricing the asset or liability developed based on market data obtained from independent sources, or unobservable, meaning those that reflect the reporting entity's own assumptions about the assumptions market participants would use in pricing the asset or liability developed based on the best information available in the circumstances. In that regard, standards establish a fair value hierarchy for valuation inputs that gives the highest priority to quoted prices in active markets for identical assets or liabilities and the lowest priority to unobservable inputs.

The fair value hierarchy is as follow:

- Level 1 Quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity has the ability to access as of the measurement date.
- Level 2 Significant other observable inputs other than the level 1 prices, such as quoted prices for similar assets or liabilities in active markets, quoted prices for identical or similar assets or liabilities in markets that are not active, and other inputs that are observable or can be corroborated by observable market data.
- Level 3 Significant unobservable inputs that reflect an entity's own assumptions about the assumptions that market participants would use in pricing an asset or liability.

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.

NOTE 5 – FAIR VALUE MEASUREMENTS (CONTINUED)

The following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2012 and 2011.

Equity Securities:

This investment category primarily consists of common and preferred stock issued by both domestic and international companies. The securities are traded in open markets where quoted prices are determinable and available. The investments are valued by independent pricing vendors using a market approach based on prices obtained from the primary exchange on which they are traded.

Fixed Income Securities (except for Commingled Funds):

These investments are made up of U.S. Treasury securities, corporate bonds, municipal bonds, and mortgage-backed securities. Securities classified as Level 2 have no quoted prices available. Level 2 fixed income securities are valued using directly observable market inputs including interest rates and yield curves at commonly-quoted intervals, volatilities, prepayment speeds, default rates, and credit spreads.

Commingled Funds (Applicable to money market, equity, and fixed income investments):

Commingled funds are valued at the fair value of the ownership interests in the funds. The Net Asset Value (NAV) per unit is the primary input into the valuation. The NAV per unit is based on the fair value of the underlying assets owned by the fund, minus its liabilities, divided by the number of shares outstanding. The fair value of equity securities held by the funds is generally based on observable prices or inputs based on quotes in active markets. Fixed income securities held by the funds may be valued based on an “evaluated bid” valuation method. Inputs to the valuation include interest rates on coupons, maturities, ratings, and cash flow projections. Additionally, market quotations or references to comparable investments for which market quotations are available may also be used to determine the fair value of fixed income securities.

Private Equity Funds, Hedge Funds and Real Estate:

Our private equity, hedge funds and real estate funds are valued on a NAV per unit based on the underlying investments of the funds and are not readily tradable. Our private equity funds currently include bonds and loans of domestic energy companies. Key inputs of these debt instruments include a risk free rate and a credit spread, which can be for the company, comparable companies, or estimated using a model-based approach. In the prior year, the holdings primarily included investments in infrastructure assets. The primary valuation methodology for the underlying assets was a discounted cash flow analysis based on unobservable inputs such as operating income and discount rates.

Our hedge funds typically hold investments in municipal securities, business entities, foreign currency derivatives, U.S. Treasury securities, and corporate bonds. Key inputs of the foreign currency derivatives include interest rates, currency rates, time value, default rates, and potentially unobservable inputs. Municipal securities are valued using recently executed transactions, market price quotations, and pricing models, which factor in interest rates and bond or default risk spreads. U.S. Treasuries and corporate bonds are valued through quoted market prices.

Underlying assets of our real estate funds primarily consist of investments properties valued by independent appraisals as there are no observable markets for these investments. Key inputs include revenue and expense growth rates, terminal capitalization rates, and discount rates.

NOTE 5 – FAIR VALUE MEASUREMENTS (CONTINUED)

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2012.

	<i>Level 1</i>	<i>Level 2</i>	<i>Level 3</i>	<i>Total</i>
Equity securities:				
Commingled equity funds	\$ 70,271,270	\$ 15,311,897	\$ 25,543,395	\$ 111,126,562
Media and technology	9,660,803			9,660,803
Consumer products and services	8,996,358			8,996,358
Business products and services	7,895,746			7,895,746
Healthcare	4,744,219			4,744,219
Energy and utilities	4,894,601			4,894,601
Banking and financial services	4,320,605			4,320,605
Other	6,972,417			6,972,417
Fixed income securities:				
Commingled fixed income securities	17,553,573		11,051,943	28,605,516
Corporate bonds		166,368		166,368
Municipal bonds		18,959		18,959
Private placements		373,736		373,736
Other		134,209		134,209
Private equity funds			3,876,162	3,876,162
Hedge fund			57,053,148	57,053,148
Total investments at fair value	<u>\$ 135,309,592</u>	<u>\$ 16,005,169</u>	<u>\$ 97,524,648</u>	<u>\$ 248,839,409</u>

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

	<i>Level 1</i>	<i>Level 2</i>	<i>Level 3</i>	<i>Total</i>
Equity securities:				
Commingled equity funds	\$ 76,150,395	\$ 4,677,361	\$ 26,476,139	\$ 107,303,895
Media and technology	9,628,239			9,628,239
Consumer products and services	10,335,208			10,335,208
Business products and services	7,526,180			7,526,180
Healthcare	5,855,636			5,855,636
Energy and utilities	6,644,329			6,644,329
Banking and financial services	3,851,083			3,851,083
Other	9,607,916			9,607,916
Fixed income securities:				
Commingled fixed income securities	12,403,002		11,070,249	23,473,251
Corporate bonds		176,893		176,893
Municipal bonds		17,741		17,741
Private placements		360,700		360,700
Other		135,388		135,388
Private equity funds			9,322,764	9,322,764
Real estate			16,677,971	16,677,971
Hedge fund			45,494,616	45,494,616
Total investments at fair value	<u>\$ 142,001,988</u>	<u>\$ 5,368,083</u>	<u>\$ 109,041,739</u>	<u>\$ 256,411,810</u>

NOTE 5 – FAIR VALUE MEASUREMENTS (CONTINUED)

The following table summarizes the changes in plan assets measured at fair value using level 3 inputs:

	<i>Commingled Fixed Income Funds</i>	<i>Private Equity Funds</i>	<i>Hedge Fund</i>	<i>Real Estate</i>	<i>Total</i>
Beginning balance, December 31, 2011	\$ 37,546,388	\$ 9,322,764	\$ 45,494,616	\$16,677,971	\$109,041,739
Actual return on plan assets					
Assets still held at December 31, 2012	3,460,026	-	308,532	-	3,768,558
Assets sold during the period	(482,173)	603,758	-	720,825	842,410
Purchases	3,519,765	4,041,070	32,069,429	-	39,630,264
Sales	(7,448,668)	(10,091,430)	(20,819,429)	(17,398,796)	(55,758,323)
Ending balance, December 31, 2012	<u>\$ 36,595,338</u>	<u>\$ 3,876,162</u>	<u>\$ 57,053,148</u>	<u>\$ -</u>	<u>\$ 97,524,648</u>

	<i>Commingled Fixed Income Funds</i>	<i>Private Equity Funds</i>	<i>Hedge Fund</i>	<i>Real Estate</i>	<i>Total</i>
Beginning balance, December 31, 2010	\$ 25,046,712	\$ 8,982,605	\$ -	\$14,382,866	\$ 48,412,183
Actual return on plan assets					
Assets still held at December 31, 2011	1,051,139	(60,030)	94,616	2,295,105	3,380,830
Assets sold during the period	1,711,674	1,490	-	-	1,713,164
Purchases	39,763,724	585,084	45,400,000	-	85,748,808
Sales	(30,026,861)	(186,385)	-	-	(30,213,246)
Ending balance, December 31, 2011	<u>\$ 37,546,388</u>	<u>\$ 9,322,764</u>	<u>\$ 45,494,616</u>	<u>\$16,677,971</u>	<u>\$109,041,739</u>

The table below discloses the fair value and redemption frequency for those assets that have redemption restrictions and whose fair value is estimated using the NAV per unit as of December 31, 2012 and 2011:

<i>Investment</i>	<i>Fair Value</i>		<i>Unfunded Commitments</i>		<i>Redemption Frequency</i>	<i>Redemption Notice Period</i>
	<i>2012</i>	<i>2011</i>	<i>2012</i>	<i>2011</i>		
Commingled equity (a)	\$25,543,395	\$26,476,139	\$ -	\$ -	Daily	15 days
Commingled fixed income (a)	11,051,943	11,070,249	-	-	Monthly	45 days
Private equity (b)	3,876,162	9,322,764	21,123,838	-	N/A	N/A
Hedge fund (b)	57,053,148	45,494,616	-	-	Quarterly	45 - 60 days
Real estate (b)	-	16,677,971	-	-	Quarterly	45 days

- (a) These funds invest in money market, equity and fixed income investments with a variety of investment strategies. Investments in this category are valued at the fair value of the ownership interests in the funds.
- (b) This category invests in private equity funds, hedge funds and real estate funds that employ a variety of alternative investment strategies. The fair value of the investment has been estimated using NAV per unit of the investment.

NOTE 6 – FUNDING POLICY

The Company's established funding policy is to make annual contributions to the Plan in amounts that equal or exceed the actuarially determined normal cost plus a portion of the past service cost liability. In 2012, contributions of \$24,918,354 were authorized. In 2011, contributions of \$29,711,975 were authorized. These amounts fell within the minimum required and maximum deductible amounts for both years.

Employees were required to contribute 1% of their monthly earnings to the Plan until January 1, 2000 at which point such contributions were neither required nor mandatory. Present employees' accumulated contributions at December 31, 2011 and 2010 were \$6,557,803 and \$6,407,859, respectively. The employees' accumulated contributions include interest credits on an interest rate of 2.34% for both 2011 and 2010, compounded annually.

NOTE 7 – PLAN TERMINATION

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

Certain benefits under the Plan are insured by the Pension Benefit Guaranty Corporation (PBGC) if the Plan terminates. Generally, the PBGC guarantees most vested normal-age retirement benefits, early retirement benefits, and certain disability and survivor's pensions. However, the PBGC does not guarantee all types of benefits under the Plan, and the amount of benefit protection is subject to certain limitations. Vested benefits under the Plan are guaranteed at the level in effect on the date of the Plan's termination subject to a statutory ceiling on the amount of an individual's monthly benefits.

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

NOTE 8 – INCOME TAX STATUS

The Plan obtained its latest determination letter on August 17, 1995, in which the Internal Revenue Service stated that the Plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code. The Plan has been amended since receiving the determination letter. However, the Plan administrator and the Plan's tax counsel believe that the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code. Therefore, no provision for income taxes has been included in the Plan's financial statements.

The Plan administrator concluded that there are no uncertain tax positions, and, accordingly, there is no adjustment to the financial statements required to comply with the provisions of this guidance. With few exceptions, the Plan is no longer subject to income tax examinations by tax authorities for years before 2009.

NOTE 9 – RELATED-PARTY TRANSACTIONS

Certain Plan investments are managed by The Bank of New York, Mellon, trustee of the Plan; therefore, those transactions qualify as party-in-interest transactions.

Fees paid for actuarial, investment management, and trustee fees rendered by parties-in-interest during the year totaled \$1,684,550 and \$1,829,615 for 2012 and 2011, respectively.

NOTE 10 – RISKS AND UNCERTAINTIES

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

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

NOTE 11 – RECENT ACCOUNTING PRONOUNCEMENT

Fair Value

During 2012, the Plan adopted new accounting guidance related to fair value measurements and disclosures that result in common fair value measurements and disclosures between U.S. GAAP and International Financial Reporting Standards. This guidance limits the highest-and-best use measure to non-financial assets, permits certain financial assets and liabilities with offsetting positions in market or counter-party credit risks to be measured on a net basis, and provides guidance on the applicability of premiums and discounts. Additionally, the guidance expands the disclosure requirements for level three inputs by requiring quantitative disclosure of unobservable inputs and assumptions, as well as a description of the valuation processes. The adoption of this guidance did not have a material impact on the Plan's financial statements

THE STANRECO RETIREMENT PLAN
EMPLOYER IDENTIFICATION NUMBER 31-0455440
PLAN NUMBER 001
SCHEDULE H, PART IV, 4i - SCHEDULE OF ASSETS
(HELD AT END OF YEAR)
DECEMBER 31, 2012

(a)	(b) Identity of Issue	(c) Description of Investment	(d) Cost	(e) Current Fair Value
COMMON COLLECTIVE TRUST FUNDS				
*	ING Euro Loans Fund I	1,118 units	\$ 10,621,023	\$ 11,051,943
	EB Temp Inv Fund	15,311,897 units	15,311,897	15,311,897
*	Trust Advisors Portfolios	2,416,594 units	22,008,373	25,543,396
	Total common collective trust funds		47,941,293	51,907,236
COMMON STOCKS				
	ABM Industries Inc.	12,050 shares	248,471	240,398
	Alleghany Corp.	1,399 shares	404,229	469,253
	Altera Corp.	20,600 shares	764,260	708,434
	AON Corp.	25,100 shares	1,230,151	1,395,811
	Apache Corp.	7,800 shares	706,524	612,300
	Aptargroup Inc.	6,450 shares	336,496	307,794
	Arrow Electronics Inc.	15,150 shares	576,995	576,912
	Atmos Energy Corp.	15,450 shares	510,527	542,604
	Avnet Inc.	14,900 shares	463,241	456,089
	Bed Bath & Beyond Inc.	4,200 shares	231,164	234,822
	Berkshire Hathaway Inc.	19,500 shares	1,585,811	1,749,150
	Borders Group Inc.	100 shares	1	1
	Casey's General Stores Inc.	12,800 shares	662,477	679,680
	Cimarex Energy Co.	4,000 shares	216,968	230,920
	Cintas Corp.	12,600 shares	438,606	515,340
	Clorox Co.	6,450 shares	429,312	472,269
	Coca-Cola Co.	31,400 shares	1,098,529	1,138,250
	Comcast Corp.	24,600 shares	579,576	883,632
	Commerce Bancshares Inc.	14,371 shares	521,621	503,847
	CR Bard Inc.	7,530 shares	643,815	735,982
	Delhaize Group SA	7,907 shares	445,559	320,629
	Diebold Inc.	21,900 shares	670,880	670,359
	Eaton Corp. PLC	15,000 shares	772,200	812,700
	Ecolab Inc.	15,300 shares	884,493	1,100,070
	Fidelity National Information	20,800 shares	553,072	724,048
	Forest Oil Corp.	44,050 shares	459,787	294,694
	Goldman Sachs Group Inc.	4,500 shares	406,935	574,020
	Google Inc.	1,500 shares	939,278	1,061,070
	Hormel Foods Corp.	15,900 shares	465,711	496,239
	Idex Corp.	18,500 shares	690,016	860,805
	JM Smucker Co.	9,100 shares	699,973	784,784
	Laboratory Corp. of America	8,450 shares	724,696	731,939
	Leggett & Platt Inc.	28,050 shares	646,272	763,521
	Liberty Global Inc.	18,700 shares	739,024	1,098,625
	Loews Corp.	26,000 shares	978,900	1,059,500
	Mercury General Corp.	11,550 shares	499,588	458,419
	Mettler-Toledo International	1,102 shares	162,461	213,017
	Microsoft Corp.	36,700 shares	952,732	980,257
	Mondelez International Inc.	32,100 shares	798,645	817,041
	Morgan Stanley	58,400 shares	838,021	1,116,608
	MTS Systems Corp.	8,600 shares	352,435	437,998
	Nestle SA	14,100 shares	814,247	918,079
	News Corp.	40,300 shares	732,654	1,057,472
	Noble Corporation Baar	27,100 shares	850,011	943,622
	Noble Energy Inc.	10,900 shares	1,028,851	1,108,966

An (*) in column (a) identifies a person known to be a party-in-interest to the Plan.

THE STANRECO RETIREMENT PLAN

EMPLOYER IDENTIFICATION NUMBER 31-0455440

PLAN NUMBER 001

**SCHEDULE H, PART IV, 4i - SCHEDULE OF ASSETS
(HELD AT END OF YEAR)**

DECEMBER 31, 2012

<i>(a)</i>	<i>(b) Identity of Issue</i>	<i>(c) Description of Investment</i>	<i>(d) Cost</i>	<i>(e) Current Fair Value</i>
	Norfolk Southern Corp.	14,300 shares	975,083	884,312
	Northern Trust Corp.	14,500 shares	575,070	727,320
	Oracle Corp.	36,200 shares	977,536	1,206,184
	Patterson Cos Inc.	15,900 shares	469,368	544,257
	Pepsico Inc.	14,500 shares	962,075	992,235
	Piedmont Natural Gas Co. Inc.	14,600 shares	480,218	457,126
	Portland General Electric Co.	8,350 shares	211,172	228,456
	Praxair Inc.	8,500 shares	908,650	930,325
	Progressive Corp.	20,031 shares	390,805	422,654
	Sonoco Products Co.	33,450 shares	1,083,281	994,469
	Steris Corp.	10,800 shares	321,744	375,084
	Thermo Fisher Scientific Inc.	10,100 shares	454,197	644,178
	Tidewater Inc.	16,500 shares	811,100	737,220
	Ultra Petroleum Corp.	26,250 shares	680,854	475,913
	UnitedHealth Group Inc.	18,900 shares	957,852	1,025,136
	Varian Medical Systems, Inc.	10,135 shares	663,768	711,882
	Wal-Mart Stores, Inc.	15,900 shares	950,184	1,084,857
	White Mountains Insurance Group Inc.	1,826 shares	836,826	940,390
	WR Berkley Corp.	27,800 shares	956,042	1,049,172
	Zimmer Holdings Inc.	9,300 shares	496,806	619,938
	3M Co.	6,200 shares	506,726	575,670
	Total common stocks		<u>43,424,572</u>	<u>47,484,748</u>
LIMITED PARTNERSHIP/JOINT VENTURE INTERESTS				
	Balestra Global LTD	25,000 units	24,675,187	23,091,698
	Chambers Energy Capital Fund II	3,876,162 units	3,876,162	3,876,162
	Definitive Guardian Fund, LTD	32,069 units	32,069,429	33,961,450
	Total limited partnership interests		<u>60,620,778</u>	<u>60,929,310</u>
MUTUAL FUNDS				
	Aberdeen Emerging Markets Fund	1,483,978 shares	18,173,505	23,535,892
	First Eagle Overseas Fund	1,046,427 shares	22,401,658	23,398,100
	Pimco Unconstrained Bond Fund	1,529,057 shares	16,833,558	17,553,573
	Prudential Jennison Natural Resources Fund	500,370 shares	20,850,240	23,337,279
			<u>78,258,961</u>	<u>87,824,844</u>
STATE AND LOCAL BONDS				
	Massachusetts St, 5.456%, 12/1/2039	15,000 par value	17,741	18,959
CORPORATE BONDS				
	ABB Treasury Center, 4.00%, 6/15/2021	90,000 par value	92,456	99,563
	Amal Ltd/Cayman Islands, 3.465%, 8/21/2021	153,368 par value	161,247	166,367
	Cargill Inc., 6.00%, 11/27/2017	100,000 par value	117,888	120,310
	Overseas Private Investment Corp., 4.44%, 2/27/2027	64,371 par value	71,912	75,215
	Pepperdine University, 5.45%, 8/1/2019	50,000 par value	60,775	58,994
	President and Fellows of 144A, 6.50%, 1/15/2039	105,000 par value	150,356	153,863
	Total corporate bonds		<u>654,634</u>	<u>674,312</u>
	Total investments		<u>\$ 230,917,979</u>	<u>\$ 248,839,409</u>

THE STANRECO RETIREMENT PLAN
EMPLOYER IDENTIFICATION NUMBER 31-0455440

PLAN NUMBER 001

SCHEDULE H, PART IV, 4j

SCHEDULE OF REPORTABLE TRANSACTIONS

YEAR ENDED DECEMBER 31, 2012

<i>(a)</i> <i>Identity of Party Involved</i>	<i>(b)</i> <i>Description of Asset</i>	<i>(c)</i> <i>Purchase Price</i>	<i>(d)</i> <i>Selling Price</i>	<i>(g)</i> <i>Cost of Asset Sold</i>	<i>(h)</i> <i>Current Value of Asset on Transaction Date</i>	<i>(i)</i> <i>Net Gain (Loss)</i>
Category (i) - Single Transactions in Excess of 5 Percent of Plan Assets						
Bank of New York	Collective Short Term Investment Fund	\$ 12,935,659	\$ -	\$ -	\$ 12,935,659	\$ -
Bank of New York	Collective Short Term Investment Fund	-	12,948,036	12,948,036	12,948,036	-
Bank of New York	Definitive Guardian Fund, LTD	-	20,819,429	20,400,000	20,819,429	419,429
Bank of New York	Definitive Guardian Fund, LTD	20,819,429	-	-	20,819,429	-
Bank of New York	EB Temp Inv Fund	12,231,000	-	-	12,231,000	-
Bank of New York	JP Morgan Strategic Property Account	-	14,398,691	12,679,184	14,398,691	1,719,507
Category (iii) - Series of Transactions in Excess of 5 Percent of Plan Assets						
Bank of New York	Collective Short Term Investment Fund	\$ 41,868,412	\$ 46,545,772	\$ 46,545,772	\$ 88,414,184	\$ -
Bank of New York	EB Temp Inv Fund	75,829,740	60,517,843	60,517,843	136,347,583	-
Bank of New York	JP Morgan Strategic Property Account	-	17,398,795	15,460,238	17,398,795	1,938,557
Bank of New York	Definitive Guardian Fund, LTD	20,819,429	20,819,429	20,400,000	41,638,858	419,429

There were no category (ii) or (iv) transactions during the year.

There were no lease rental activities or expenses incurred with the plan.

Therefore, columns (e) and (f) were eliminated for presentation purposes.

SCHEDULE SB (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Single-Employer Defined Benefit Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500 or 5500-SF.	OMB No. 1210-0110 2012 This Form is Open to Public Inspection
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For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

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

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

A Name of plan THE STANRECO RETIREMENT PLAN	B Three-digit plan number (PN) ► <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF THE STANDARD REGISTER COMPANY	D Employer Identification Number (EIN) 31-0455440
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	
F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500	

Part I	Basic Information																								
1	Enter the valuation date: Month <u>01</u> Day <u>01</u> Year <u>2012</u>																								
2	Assets:																								
	<table style="width:100%;"> <tr> <td style="width:70%;">a Market value</td> <td style="width:10%; text-align: center;">2a</td> <td style="width:20%; text-align: right;">261220491</td> </tr> <tr> <td>b Actuarial value</td> <td style="text-align: center;">2b</td> <td style="text-align: right;">267233268</td> </tr> </table>	a Market value	2a	261220491	b Actuarial value	2b	267233268																		
a Market value	2a	261220491																							
b Actuarial value	2b	267233268																							
3	Funding target/participant count breakdown:																								
	<table style="width:100%;"> <tr> <th style="width:45%;"></th> <th style="width:25%; text-align: center;">(1) Number of participants</th> <th style="width:30%; text-align: center;">(2) Funding Target</th> </tr> <tr> <td>a For retired participants and beneficiaries receiving payment.....</td> <td style="text-align: center;">3a</td> <td style="text-align: right;">3217</td> </tr> <tr> <td>b For terminated vested participants.....</td> <td style="text-align: center;">3b</td> <td style="text-align: right;">4168</td> </tr> <tr> <td colspan="3">c For active participants:</td> </tr> <tr> <td>(1) Non-vested benefits</td> <td style="text-align: center;">3c(1)</td> <td style="text-align: right;">2046236</td> </tr> <tr> <td>(2) Vested benefits</td> <td style="text-align: center;">3c(2)</td> <td style="text-align: right;">74299051</td> </tr> <tr> <td>(3) Total active</td> <td style="text-align: center;">3c(3)</td> <td style="text-align: right;">1466</td> </tr> <tr> <td>d Total.....</td> <td style="text-align: center;">3d</td> <td style="text-align: right;">8851</td> </tr> </table>		(1) Number of participants	(2) Funding Target	a For retired participants and beneficiaries receiving payment.....	3a	3217	b For terminated vested participants.....	3b	4168	c For active participants:			(1) Non-vested benefits	3c(1)	2046236	(2) Vested benefits	3c(2)	74299051	(3) Total active	3c(3)	1466	d Total.....	3d	8851
	(1) Number of participants	(2) Funding Target																							
a For retired participants and beneficiaries receiving payment.....	3a	3217																							
b For terminated vested participants.....	3b	4168																							
c For active participants:																									
(1) Non-vested benefits	3c(1)	2046236																							
(2) Vested benefits	3c(2)	74299051																							
(3) Total active	3c(3)	1466																							
d Total.....	3d	8851																							
4	If the plan is in at-risk status, check the box and complete lines (a) and (b)..... ☒																								
	<table style="width:100%;"> <tr> <td style="width:70%;">a Funding target disregarding prescribed at-risk assumptions</td> <td style="width:10%; text-align: center;">4a</td> <td style="width:20%; text-align: right;">347232568</td> </tr> <tr> <td>b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor.....</td> <td style="text-align: center;">4b</td> <td style="text-align: right;">396404623</td> </tr> </table>	a Funding target disregarding prescribed at-risk assumptions	4a	347232568	b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor.....	4b	396404623																		
a Funding target disregarding prescribed at-risk assumptions	4a	347232568																							
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor.....	4b	396404623																							
5	Effective interest rate 5 6.86%																								
6	Target normal cost 6 2900000																								

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

SIGN HERE	 Signature of actuary	<u>10/09/2013</u> Date <u>1105286</u> Most recent enrollment number <u>513-784-0005</u> Telephone number (including area code)
DAVID R. STOCK Type or print name of actuary BUCK CONSULTANTS, LLC Firm name 720 EAST PETE ROSE WAY, SUITE 300 CINCINNATI OH 45202 Address of the firm		

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

Part II Beginning of Year Carryover Prefunding Balances

	(a) Carryover balance	(b) Prefunding balance
7 Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	0	0
8 Portion elected for use to offset prior year's funding requirement (line 35 from prior year)		
9 Amount remaining (line 7 minus line 8)	0	0
10 Interest on line 9 using prior year's actual return of <u>-0.49%</u>	0	0
11 Prior year's excess contributions to be added to prefunding balance:		
a Present value of excess contributions (line 38a from prior year)		0
b Interest on (a) using prior year's effective interest rate of <u>6.16%</u> except as otherwise provided (see instructions)		0
c Total available at beginning of current plan year to add to prefunding balance		0
d Portion of (c) to be added to prefunding balance		0
12 Other reductions in balances due to elections or deemed elections	0	0
13 Balance at beginning of current year (line 9 + line 10 + line 11d - line 12)	0	0

Part III Funding Percentages

14 Funding target attainment percentage	14	76.96%
15 Adjusted funding target attainment percentage	15	76.96%
16 Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	64.01%
17 If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

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

(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
01/27/2012	637241	0	01/15/2013	3338851	0
02/24/2012	1000000	0	09/09/2013	3562950	0
02/29/2012	2000000	0			
03/16/2012	1500000	0			
04/13/2012	201610	0			
05/11/2012	1137241	0			
06/08/2012	1500000	0			
06/22/2012	1800000	0			
07/09/2012	901610	0			
07/27/2012	513555	0			
09/14/2012	2000000	0			
09/28/2012	800000	0			
10/12/2012	2025296	0			
12/28/2012	2000000	0			
Totals ▶			18(b)	24918354	18(c) 0

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

a Contributions allocated toward unpaid minimum required contributions from prior years	19a	0
b Contributions made to avoid restrictions adjusted to valuation date	19b	0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	23728229

20 Quarterly contributions and liquidity shortfalls:

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

Liquidity shortfall as of end of quarter of this plan year			
(1) 1st	(2) 2nd	(3) 3rd	(4) 4th
0	0	0	0

Part V Assumptions Used to Determine Funding Target and Target Normal Cost**21** Discount rate:**a** Segment rates:1st segment:
5.54%2nd segment:
6.85%3rd segment:
7.52%☐ N/A, full yield curve used**b** Applicable month (enter code).....**21b**

4

22 Weighted average retirement age**22**

64

23 Mortality table(s) (see instructions)☐

Prescribed - combined

☒

Prescribed - separate

☐

Substitute

Part VI Miscellaneous Items**24** Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment.....☐

Yes

☒

No

25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment.....☐

Yes

☒

No

26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment.....☒

Yes

☐

No

27 If the plan is subject to alternative funding rules, enter applicable code and see instructions regarding attachment.....**27****Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years****28** Unpaid minimum required contributions for all prior years**28**

0

29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a).....**29**

0

30 Remaining amount of unpaid minimum required contributions (line 28 minus line 29)**30**

0

Part VIII Minimum Required Contribution For Current Year**31** Target normal cost and excess assets (see instructions):**a** Target normal cost (line 6).....**31a**

2900000

b Excess assets, if applicable, but not greater than line 31a**31b**

0

32 Amortization installments:

Outstanding Balance

Installment

a Net shortfall amortization installment.....

99668122

20828229

b Waiver amortization installment

0

0

33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount**33****34** Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)**34**

23728229

Carryover balance

Prefunding balance

Total balance

35 Balances elected for use to offset funding requirement.....**36** Additional cash requirement (line 34 minus line 35).....**36**

23728229

37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c).....**37**

23728229

38 Present value of excess contributions for current year (see instructions)**a** Total (excess, if any, of line 37 over line 36)**38a**

0

b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances**38b**

0

39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)**39**

0

40 Unpaid minimum required contributions for all years**40**

0

Part IX Pension Funding Relief Under Pension Relief Act of 2010 (See Instructions)**41** If an election was made to use PRA 2010 funding relief for this plan:**a** Schedule elected☐

2 plus 7 years

☒

15 years

b Eligible plan year(s) for which the election in line 41a was made☐

2008

☐

2009

☒

2010

☒

2011

42 Amount of acceleration adjustment**42****43** Excess installment acceleration amount to be carried over to future plan years**43**

The Stanreco Retirement Plan

EIN/PN: 31-0455440 / 001

Schedule SB, Line 19 - Discounted Employer Contributions

<u>Date</u>	<u>Amount</u>	<u>Plan Year</u>	<u>Days Discounted at Effective Rate of 6.86%</u>	<u>Days Discounted at Penalty Rate of 11.86%</u>	<u>Discounted Value</u>
Line 19c - Contributions Allocated Toward Minimum Required Contribution for Current Year					
1/27/2012	637,241	2012	26	0	634,245
2/24/2012	1,000,000	2012	54	0	990,259
2/29/2012	2,000,000	2012	59	0	1,978,723
3/16/2012	1,500,000	2012	75	0	1,479,744
4/13/2012	201,610	2012	103	0	197,880
5/11/2012	1	2012	105	26	1
5/11/2012	1,137,240	2012	131	0	1,110,551
6/8/2012	1,500,000	2012	159	0	1,457,381
6/22/2012	1,800,000	2012	173	0	1,744,425
7/9/2012	901,610	2012	190	0	871,084
7/27/2012	2	2012	196	12	2
7/27/2012	513,553	2012	208	0	494,549
9/14/2012	2,000,000	2012	257	0	1,908,958
9/28/2012	800,000	2012	271	0	761,648
10/12/2012	2,025,296	2012	285	0	1,923,315
12/28/2012	3	2012	288	74	3
12/28/2012	1,999,997	2012	362	0	1,872,963
1/15/2013	3,338,851	2012	380	0	3,116,590
9/9/2013	4	2012	380	237	3
9/9/2013	3,562,946	2012	617	0	3,185,905
Total	24,918,354				23,728,229

THE STANRECO RETIREMENT PLAN

EIN/PN 31-0455440 / 001

PLAN YEAR: JANUARY 1, 2012 TO DECEMBER 31, 2012

SCHEDULE SB, LINE 22 – WEIGHTED AVERAGE RETIREMENT AGE

The retirement age of 64 shown is based on an employee who fulfilled the requirement for early eligibility who is assumed to have entered the Plan at the average entry age of the population and is calculated in accordance with the following formula which generally assumes employees terminate at the beginning of the year.

$$\frac{\sum_{t=0}^{FRA-ERA} ({}_t p_{ERA}) * (q_{ERA+t}^T) * (ERA + t)}{\sum_{t=0}^{FRA-ERA} ({}_t p_{ERA}) * (q_{ERA+t}^T)}$$

$$\sum_{t=0}^{FRA-ERA} ({}_t p_{ERA}) * (q_{ERA+t}^T)$$

In the formula shown above, ${}_t p_{ERA}$ is calculated using all of the decrements, and the q_{ERA+t}^T represents the sum of the applicable retirement decrements.

Also, ERA represents the earliest retirement age and FRA represents the age at which everyone is assumed to retire.

Retirements rates at each age are as shown in the actuarial assumptions.

THE STANRECO RETIREMENT PLAN
EIN 31-0455440/PN 001
SCHEDULE SB, LINE 4 — ADDITIONAL INFORMATION FOR PLANS IN AT-RISK
STATUS

At-risk assumptions required by IRS Reg. Section 1.430(i)-1(c)(3) include an earliest retirement age assumption and most valuable form of payment assumption. For this plan, participants attaining retirement eligibility within the next 11 years (but not before the end of the current plan year) are assumed to retire as soon as eligible. All participants are assumed to elect a Life Annuity form of payment.

The Stanreco Retirement Plan

EIN: 31-0455440 PN: 001

Schedule SB, Part V – Statement of Plan Provisions

Effective Date

December 31, 1948; amended and restated January 1, 1976. Amended effective January 1, 1980 and January 1, 1982. Amended and restated effective January 1, 1984 for TEFRA. Amended effective January 1, 1985 for DEFRA and REA. Restated effective January 1, 1987. Amended effective January 1, 1988, January 1, 1989 and July 1, 1992. Restated effective January 1, 1989 for TRA '86. Amended October 1, 1995. Amended March 31, 1998. Restated effective January 1, 2000 for GUST. Amended September 1, 2001 for IUE Pension Plan merger. Amended January 1, 2002 for EGTRRA. Amended January 1, 2003. Amended January 1, 2005. Amended January 1, 2006. Amended June 29, 2008.

Anniversary Date

January 1.

Eligibility Requirements

Each employee hired on or before December 31, 2004 is eligible on the first day of the month after attaining age 21. Employees hired after December 31, 2004 are not eligible for plan participation.

Alternative Retirement Dates

- Normal – The first day of the month coincident with or immediately following the earlier of (a) the later of the member's 65th birthday and completion of five years of plan participation, or (b) the later of the member's 65th birthday and completion of five years of credited service.
- Early – The first day of any month, prior to Normal Retirement Date, following attainment of age 55 and completion of 10 years of service.
- Late – The first day of any month, following Normal Retirement Date, and following actual cessation of employment.

Monthly Retirement Benefits

Benefits are based on average monthly earnings, which is the average of the member's monthly earnings, including bonuses, but excluding overtime, shift premiums or expense allowances received during his highest five calendar years of participation. Annual plan compensation may not exceed \$200,000 (adjusted for inflation). *Average monthly earnings were frozen effective June 29, 2008.*

- Normal – 1.3% of average monthly earnings multiplied by the member's years of credited plan participation (not in excess of 35).
- Early – Benefits accrued to date of early retirement reduced 1/240th for each month by which Early Retirement Date precedes the member's 62nd birthday.
- Late – Normal retirement benefit determined using average monthly earnings and years of credited plan participation (not in excess of 35) at late retirement date.

Normal Form

If unmarried, a monthly life annuity with 10 years payments guaranteed. If married, the actuarial equivalent of this basic benefit is payable in the joint and 50% to surviving spouse form, unless the participant and his spouse elect otherwise.

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Credited Service

Plan years during which the employee completed 1,000 hours of service and made the required employee contributions.

Credited Plan Participation

Plan years during which the employee completed 1,700 hours of service (partial credit for plan years with at least 1,000 hours of service) and made the required employee contributions. *Credited plan participation was frozen effective June 29, 2008.*

Preretirement Death Benefits

If a participant dies after meeting the requirements for vesting, his spouse shall receive a monthly benefit for her lifetime, as if the member had retired on the day before his death under the joint and 50% survivor form of income. This benefit is payable at the later of the date of death, or the date the participant would have been eligible to commence benefits if he had not died.

Disability Benefits

No disability benefits are provided by this plan.

Termination Benefits

Upon termination of employment following the completion of five years of service after age 18, the terminated member is entitled to his accrued benefit as of his date of termination, with payments commencing at his Normal Retirement Date. Other terminating members are entitled to a return of their employee contributions with interest.

Employee Contributions

Each member shall contribute each month 3% of his monthly earnings to August 31, 1979. From September 1, 1979, if applicable, to December 31, 1999, he shall contribute 1% of his monthly earnings. Beginning January 1, 2000, employee contributions are no longer required.

Retiree Benefit Increases

Monthly benefits in payment status to retired participants, their beneficiaries or their spouses as of January 1, 1982 were increased by 10% as of that date.

Early Retirement Window

Special early retirement incentives were offered to selected employees who had satisfied the plan's conditions for early retirement eligibility and who elected to retire during November, 1991. These benefit enhancements were provided only to individuals who were not highly-compensated employees as defined by the Tax Reform Act of 1986.

B.F.D. Plan Participants as of December 31, 1986

The B.F.D. Retirement Plan was merged into the Stanreco Retirement Plan effective January 1, 1987. These employees were given the option to have either the Stanreco retirement benefit formula or the B.F.D. Plan retirement benefit formula used in calculating their retirement benefit for service earned after the merger date.

The B.F.D. Plan retirement benefit formula will be used for all former B.F.D. Plan active participants for all service earned through December 31, 1986.

Different plan provisions apply to benefits calculated under the B.F.D. Plan formula. Some of the different provisions are normal form of benefits, reductions for early retirement and preretirement death benefits.

Rein Plan Participants as of January 1, 1988

Rein employees who are designated as field and sales personnel entered this plan at January 1, 1988. Their vesting service includes all their years of employment with the company but credited plan participation for benefit accrual begins January 1, 1988. Benefits accrued under the Rein plan prior to December 31, 1987, will now be paid under the Stanreco plan.

Plan Changes effective January 1, 1989

- Vesting schedule changed to 100% after 5 years of service to conform with Tax Reform Act of 1986.
- Annual compensation used to compute plan benefits may not exceed the annual limitation specified by TRA '86.

Plan Changes effective January 1, 1991

Rein plan participants who were also Tampa plant employees became participants in the Stanreco plan January 1, 1991. Vesting service and credited plan participation will be granted in the same manner as for field marketing employees. Benefits accrued under the Rein Company Retirement Plan as of December 31, 1990, will provide minimum benefits under the Stanreco plan.

Plan Changes effective July 1, 1992

- The benefit formula was increased from 1.1% to 1.3% of average monthly earnings multiplied by the member's years of credited plan participation (not in excess of 35).
- The benefit formula applicable to B.F.D. Plan participants was increased by 18%.
- The Rein Company Retirement Plan, The Standard Register Company Hourly Pension Plan and The Terre Haute Plant Money Purchase Pension Plan were merged into the Stanreco Retirement Plan.
- Hourly Plan Participants as of July 1, 1992: Vesting service includes all years of employment prior to July 1, 1992. Credited service under the hourly plan as of July 1, 1992, will be multiplied by a flat dollar benefit rate (\$15.00) creating a base benefit. Additional service and benefits will be accrued from July 1, 1992, according to the provisions of the Stanreco plan.
- Rein Plan Participants as of July 1, 1992 (excluding those who entered this plan previously): Both vesting service and credited plan participation will include all service earned under the Rein Company plan.
- Terre Haute Plant Money Purchase Plan: Credited plan participation will include any period of participation (after December 31, 1977) in the Terre Haute plan. Account balances as of July 1, 1992 will be used to provide minimum benefits.

Plan Changes effective during 1994 Plan Year

- Former participants in the UARCO Retirement Plan on June 30, 1994 joined the plan on this date pursuant to a transfer of assets and liabilities from the UARCO Retirement Plan to this plan. Their total plan benefit equals the sum of:
 - (a) The pension earned to June 30, 1994 under the UARCO Retirement Plan formula adjusted by the ratio of highest 5-year average monthly earnings at termination of employment over highest 5-year average monthly earnings at June 30, 1994. These participants are 100% vested in this past service benefit.
 - (b) The pension earned after June 30, 1994 under this plan's formula based on credited plan participation and average monthly earnings after June 30, 1994.

- Participants whose annual earnings exceed the IRS maximum limitation (\$150,000 for 1995) will make employee contributions on their entire annual earnings but only \$150,000 will be used when their plan benefits are computed.

Plan Changes effective January 1, 1995

- STANFAST employees joined the plan on January 1, 1995. Their plan benefits will be based on credited plan participation and average monthly earnings after January 1, 1995. Their credited service for vesting starts at their original dates of hire.

Plan Changes effective October 1, 1995

- Manor House employees joined the plan on October 1, 1995. Their credited service, credited plan participation and average monthly earnings began on their original dates of hire. Their employee contributions began January 1, 1996. A special accrued benefit was calculated for these employees as of December 31, 1995. It is contained in Appendix A of the plan amendment that brought these employees into the plan. They earn additional benefits after January 1, 1996 under the basic plan formula.

Plan Changes effective April 1, 1996

- Members who retire between April 1, 1996 and December 31, 1999 after attaining age 62 and completing 10 years of Credited Service will receive a supplemental retirement benefit. This additional benefit shall be a single sum payment equal to the product of the following:
 - a) \$9.00,
 - b) the Member's years of Credited Service at his Early Retirement Date (maximum 35 years), and
 - c) the number of months between the Member's Normal Retirement Date and the first day of the 18th month following his Early Retirement Date (maximum 18 months).

Effective January 1, 2000, this benefit was extended to members who retire after meeting the stated conditions between January 1, 2000 and December 31, 2004. The benefit level was increased to \$9.30.

- Capital Graphics employees joined the plan on March 18, 1995. Employees who agreed to make the required participant contributions on that date received credited service back to their original dates of employment. Their credited plan participation began on March 18, 1995. Other employees begin their credited service and credited plan participation when they agree to make the required participant contributions.

Merger of Uarco Retirement Plan Effective March 31, 1998

Former employees of Uarco, Inc. who were employed on March 31, 1998 entered the plan on that date. Their benefits equal the sum of:

- The Uarco Past Service Benefit as of March 31, 1998 determined under the Uarco plan formula increased by the ratio of highest five-year average salary at date of termination over highest five-year average salary at March 31, 1998.
- The Stanreco Future Service Benefit after March 31, 1998 determined under the Stanreco plan formula.

The Uarco Retirement Plan provisions in effect as of March 31, 1998 were as follows:

Participation	First of the month coincident with or following the first anniversary of employment date provided employee has completed at least 1,000 hours of service.
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Normal Retirement Benefit

Eligibility	Age 65.
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Amount	Accrued benefit equal to the sum of (1) and (2)
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- (1) The amount of (a) plus (b) plus (c).
 - (a) 1% of Final Average Earnings times Credited Service.
 - (b) .45% of Final Average Earnings in excess of Covered Compensation times Credited Service up to 40 years.
 - (c) 15% of employee contributions without interest.
- (2) Prior plan benefit, if applicable.

The amounts above are based on the following definitions:

Final Average Earnings: The average of earnings earned during five consecutive calendar years of employment out of the last 10 consecutive calendar years which produce the highest average.

Compensation: Total compensation subject to withholding tax but excluding:

- (1) Any reimbursement for expenses, disbursements, or losses.
- (2) Foreign service pay.
- (3) Prize, award, bonus payable to employee pursuant to provisions of Quick Draw 88 incentive program.
- (4) Amounts paid under the Long-Term Incentive Performance Unit Plan or similar programs adopted by the Employer.
- (5) Any item of W-2 earnings not payable in cash

Compensation is subject to the limitations of IRC Section 401(a)(17).

Covered Compensation: The average of the last 35 years of Social Security taxable wage base including the year of retirement, for an employee attaining Social Security Retirement Age in the then current year.

Early Retirement Benefit

Eligibility	Age 55 with 10 years of service.
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Amount	Accrued benefit payable at normal retirement age. If payment commences prior to normal retirement age, the amount is reduced by 1/3 of 1% for each month that payment commences before normal retirement age.
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Deferred Vested Benefit

Eligibility Five years of service.

Amount Accrued benefit payable at normal retirement age. Participant may elect to receive an actuarially-reduced benefit commencing as early as age 55. If a participant elects to receive a refund of employee contributions with interest at termination, the accrued benefit will be offset by an amount equal to the actuarial equivalent of his employee contributions computed in accordance with the plan.

Spouse's Benefit (Short Service)

Eligibility Death of active participants after completion of five years of service but less than 25. Spouse of former participants who die while eligible for vesting, but have not commenced retirement income payments are also eligible.

Amount 50% of the accrued benefit had the participant elected a joint and 50% survivor annuity. A reduced payment may begin as early as the date the participant would have attained age 55.

Spouse's Benefits (Long Service)

Eligibility Death of active participant after completion of 25 years of service.

Amount 50% of the accrued benefit without reduction for early commencement of benefits.

Disability Benefit

Eligibility Active participant who becomes disabled under the Employee's long-term disability plan.

Amount Normal retirement benefit assuming:

- (1) Credited Service continues to accrue to Normal Retirement Date.
- (2) Earnings remain level to Normal Retirement Date.

Benefit commences at Normal Retirement Date.

Normal Form

For unmarried participants, benefits are payable for life. For married participants, an actuarially reduced benefit is payable which provides 50% of the benefit payable to the spouse if the participant predeceases the spouse. Optional forms are available on an actuarial equivalent basis.

For participants who have not received a refund of their contributions with interest, a death benefit based on the contributions with interest at the payment commencement date is provided. The amount decreases by a level amount to zero at the 10-year anniversary of the payment commencement date.

Cost of Living Increase

Pensions in payment status were increased by 5% effective January 1, 1998 for participants who terminated employment or retired before July 1, 1996 and who commenced monthly benefits on or before July 1, 1996.

Social Security Supplement

A \$375 per month temporary supplement was provided effective November 1, 1997 to eligible employees. Eligible employees were active on December 1, 1997, retired on or after age 55, and would have attained age 50 with 10 years of service at January 1, 1998. The temporary benefit is paid from retirement date to the earliest of age 65, death, or eligibility for Social Security disability benefits.

Plan Changes Effective March 1, 1999

Employees of the Boothwyn Plant joined the plan following Standard Register's acquisition of this plant. Employees who transferred directly from DuPont to Standard Register receive credit for their prior DuPont service for all purposes under this plan. Their plan benefits are determined under the Stanreco Plan provisions for all of their years of service with the resulting benefit offset by the pension payable under the DuPont Retirement Plan.

Employees who retired from DuPont before joining Standard Register enter this plan like new hires, except that they are immediately 100% vested in their benefits.

Plan Changes Effective January 1, 2000

- The contribution requirement to participate in the Plan was eliminated.
- The minimum required REA death benefit was provided to all active and vested terminated participants at no cost to the participant.
- Participants were given the option to have their benefits calculated under the Current Plan formula (Traditional) or a Pension Equity Plan (PEP) formula.

The Plan provisions for PEP electors are as follows:

- **Earned Benefit:** Average Annual Earnings x Accumulated Benefit Credits
- **Average Annual Earnings:** Average of the participant's highest five earnings, per the "Stanreco" definition
- **Accumulated Benefit Credits:** A Benefit Credit is earned for each year of Plan Participation as follows:

Years of Plan Participation	Annual Benefit Credit
1 – 10	4.0%
11 – 15	4.5%
16 – 20	5.0%
21 – 25	6.0%
26 – 30	7.5%
31 – 35	9.0%
36 – 40	10.0%
40+	12.0%

Form of Payment: The benefit is paid in a one-time lump sum payment; alternatively, the participant may elect to receive the benefit in monthly installments under either the single life annuity or 50% joint and survivor annuity options.

Transition Credits: The initial PEP credits at January 1, 2000 for participants who had earned a benefit under the Stanreco formula are calculated as follows:

Initial PEP Credits at January 1, 2000 =

The lump sum value of the pension earned to December 31, 1999 under the Traditional Formula

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Average Annual Earnings at December 31, 1999

The lump sum value of the December 31, 1999 pension was determined using the following assumptions:

Interest Rate: 7.00%

Mortality Table: 1983 Group Annuity Mortality Table
(50% Male; 50% Female)

Death Benefit: The surviving spouse is entitled to receive the minimum required REA death benefit. There is no death benefit other than the return of participant contributions if the participant is not survived by a spouse.

Plan Changes effective September 1, 2001

Former participants of the IUE Pension Plan, who were active participants in that plan on August 31, 2001, entered the plan on September 1, 2001. Their benefits equal the sum of:

- \$28.25 times Credited Plan Participation through July 1, 2001. This amount commences at the participant's Normal Retirement Date on a life-5 years certain basis.
- The Stanreco Future Service Benefit after July 1, 2001 determined under the Stanreco plan formula.

Plan Change Effective January 1, 2002

The maximum annual compensation limit used to determine Plan benefits, as defined in IRS regulations, was increased to \$200,000. The new \$200,000 limit applies to all past and future salaries.

Plan Changes Effective January 1, 2004

- The maximum annual compensation limit for Plan Years beginning on or after January 1, 2004 was increased from \$200,000 to \$205,000.
- The additional lump sum death benefit provided to active employees was eliminated.

Plan Changes Effective January 1, 2005

- The maximum annual compensation limit for Plan Years beginning on or after January 1, 2005 was increased from \$205,000 to \$210,000.
- Effective December 31, 2004, the PEP formula was frozen and the lump sum will accrue 4% interest compounded annually until distribution.
- Employees hired after December 31, 2004 are not eligible for plan participation.

Plan Changes Effective January 1, 2006

- The maximum annual compensation limit for Plan Years beginning on or after January 1, 2006 was increased from \$210,000 to \$220,000.
- As of December 31, 2005, Credit Union associates participating in the Plan are fully vested, and will be treated as terminated employees for Plan purposes.

Plan Changes Effective January 1, 2007

- The maximum annual compensation limit for Plan Years beginning on or after January 1, 2007 was increased from \$220,000 to \$225,000.

Plan Changes Effective January 1, 2008

- The maximum annual compensation limit for Plan Years beginning on or after January 1, 2008 was increased from \$225,000 to \$230,000.
- Vesting requirements for PEP participants was reduced from five years to three years.

Plan Changes Effective June 29, 2008

- Effective June 29, 2008 benefit accruals were frozen. Participants will continue to accrue Credited Service for vesting.

Plan Changes Effective January 1, 2009

- The maximum annual compensation limit for Plan Years beginning on or after January 1, 2009 was increased from \$230,000 to \$245,000.

THE STANRECO RETIREMENT PLAN
EMPLOYER IDENTIFICATION NUMBER 31-0455440
PLAN NUMBER 001
SCHEDULE H, PART IV, 4i - SCHEDULE OF ASSETS
(HELD AT END OF YEAR)
DECEMBER 31, 2012

(a)	(b) Identity of Issue	(c) Description of Investment	(d) Cost	(e) Current Fair Value
COMMON COLLECTIVE TRUST FUNDS				
*	ING Euro Loans Fund I	1,118 units	\$ 10,621,023	\$ 11,051,943
	EB Temp Inv Fund	15,311,897 units	15,311,897	15,311,897
*	Trust Advisors Portfolios	2,416,594 units	22,008,373	25,543,396
	Total common collective trust funds		47,941,293	51,907,236
COMMON STOCKS				
	ABM Industries Inc.	12,050 shares	248,471	240,398
	Alleghany Corp.	1,399 shares	404,229	469,253
	Altera Corp.	20,600 shares	764,260	708,434
	AON Corp.	25,100 shares	1,230,151	1,395,811
	Apache Corp.	7,800 shares	706,524	612,300
	Aptargroup Inc.	6,450 shares	336,496	307,794
	Arrow Electronics Inc.	15,150 shares	576,995	576,912
	Atmos Energy Corp.	15,450 shares	510,527	542,604
	Avnet Inc.	14,900 shares	463,241	456,089
	Bed Bath & Beyond Inc.	4,200 shares	231,164	234,822
	Berkshire Hathaway Inc.	19,500 shares	1,585,811	1,749,150
	Borders Group Inc.	100 shares	1	1
	Casey's General Stores Inc.	12,800 shares	662,477	679,680
	Cimarex Energy Co.	4,000 shares	216,968	230,920
	Cintas Corp.	12,600 shares	438,606	515,340
	Clorox Co.	6,450 shares	429,312	472,269
	Coca-Cola Co.	31,400 shares	1,098,529	1,138,250
	Comcast Corp.	24,600 shares	579,576	883,632
	Commerce Bancshares Inc.	14,371 shares	521,621	503,847
	CR Bard Inc.	7,530 shares	643,815	735,982
	Delhaize Group SA	7,907 shares	445,559	320,629
	Diebold Inc.	21,900 shares	670,880	670,359
	Eaton Corp. PLC	15,000 shares	772,200	812,700
	Ecolab Inc.	15,300 shares	884,493	1,100,070
	Fidelity National Information	20,800 shares	553,072	724,048
	Forest Oil Corp.	44,050 shares	459,787	294,694
	Goldman Sachs Group Inc.	4,500 shares	406,935	574,020
	Google Inc.	1,500 shares	939,278	1,061,070
	Hormel Foods Corp.	15,900 shares	465,711	496,239
	Ilex Corp.	18,500 shares	690,016	860,805
	JM Smucker Co.	9,100 shares	699,973	784,784
	Laboratory Corp. of America	8,450 shares	724,696	731,939
	Leggett & Platt Inc.	28,050 shares	646,272	763,521
	Liberty Global Inc.	18,700 shares	739,024	1,098,625
	Loews Corp.	26,000 shares	978,900	1,059,500
	Mercury General Corp.	11,550 shares	499,588	458,419
	Mettler-Toledo International	1,102 shares	162,461	213,017
	Microsoft Corp.	36,700 shares	952,732	980,257
	Mondelez International Inc.	32,100 shares	798,645	817,041
	Morgan Stanley	58,400 shares	838,021	1,116,608
	MTS Systems Corp.	8,600 shares	352,435	437,998
	Nestle SA	14,100 shares	814,247	918,079
	News Corp.	40,300 shares	732,654	1,057,472
	Noble Corporation Baar	27,100 shares	850,011	943,622
	Noble Energy Inc.	10,900 shares	1,028,851	1,108,966

An (*) in column (a) identifies a person known to be a party-in-interest to the Plan.

THE STANRECO RETIREMENT PLAN

EMPLOYER IDENTIFICATION NUMBER 31-0455440

PLAN NUMBER 001

**SCHEDULE H, PART IV, 4i - SCHEDULE OF ASSETS
(HELD AT END OF YEAR)**

DECEMBER 31, 2012

<i>(a)</i>	<i>(b) Identity of Issue</i>	<i>(c) Description of Investment</i>	<i>(d) Cost</i>	<i>(e) Current Fair Value</i>
	Norfolk Southern Corp.	14,300 shares	975,083	884,312
	Northern Trust Corp.	14,500 shares	575,070	727,320
	Oracle Corp.	36,200 shares	977,536	1,206,184
	Patterson Cos Inc.	15,900 shares	469,368	544,257
	Pepsico Inc.	14,500 shares	962,075	992,235
	Piedmont Natural Gas Co. Inc.	14,600 shares	480,218	457,126
	Portland General Electric Co.	8,350 shares	211,172	228,456
	Praxair Inc.	8,500 shares	908,650	930,325
	Progressive Corp.	20,031 shares	390,805	422,654
	Sonoco Products Co.	33,450 shares	1,083,281	994,469
	Steris Corp.	10,800 shares	321,744	375,084
	Thermo Fisher Scientific Inc.	10,100 shares	454,197	644,178
	Tidewater Inc.	16,500 shares	811,100	737,220
	Ultra Petroleum Corp.	26,250 shares	680,854	475,913
	UnitedHealth Group Inc.	18,900 shares	957,852	1,025,136
	Varian Medical Systems, Inc.	10,135 shares	663,768	711,882
	Wal-Mart Stores, Inc.	15,900 shares	950,184	1,084,857
	White Mountains Insurance Group Inc.	1,826 shares	836,826	940,390
	WR Berkley Corp.	27,800 shares	956,042	1,049,172
	Zimmer Holdings Inc.	9,300 shares	496,806	619,938
	3M Co.	6,200 shares	506,726	575,670
	Total common stocks		<u>43,424,572</u>	<u>47,484,748</u>
LIMITED PARTNERSHIP/JOINT VENTURE INTERESTS				
	Balestra Global LTD	25,000 units	24,675,187	23,091,698
	Chambers Energy Capital Fund II	3,876,162 units	3,876,162	3,876,162
	Definitive Guardian Fund, LTD	32,069 units	32,069,429	33,961,450
	Total limited partnership interests		<u>60,620,778</u>	<u>60,929,310</u>
MUTUAL FUNDS				
	Aberdeen Emerging Markets Fund	1,483,978 shares	18,173,505	23,535,892
	First Eagle Overseas Fund	1,046,427 shares	22,401,658	23,398,100
	Pimco Unconstrained Bond Fund	1,529,057 shares	16,833,558	17,553,573
	Prudential Jennison Natural Resources Fund	500,370 shares	20,850,240	23,337,279
			<u>78,258,961</u>	<u>87,824,844</u>
STATE AND LOCAL BONDS				
	Massachusetts St, 5.456%, 12/1/2039	15,000 par value	17,741	18,959
CORPORATE BONDS				
	ABB Treasury Center, 4.00%, 6/15/2021	90,000 par value	92,456	99,563
	Amal Ltd/Cayman Islands, 3.465%, 8/21/2021	153,368 par value	161,247	166,367
	Cargill Inc., 6.00%, 11/27/2017	100,000 par value	117,888	120,310
	Overseas Private Investment Corp., 4.44%, 2/27/2027	64,371 par value	71,912	75,215
	Pepperdine University, 5.45%, 8/1/2019	50,000 par value	60,775	58,994
	President and Fellows of 144A, 6.50%, 1/15/2039	105,000 par value	150,356	153,863
	Total corporate bonds		<u>654,634</u>	<u>674,312</u>
	Total investments		<u>\$ 230,917,979</u>	<u>\$ 248,839,409</u>

THE STANRECO RETIREMENT PLAN
EIN 31-0455440/PN 001
Schedule SB, line 32 – Schedule of Amortization Bases

Type of Base	Date Established	Remaining Installments	Shortfall Amortization Installment	Present Value of Remaining Installments as of January 1, 2012
Shortfall	January 1, 2008	3	\$ 14,386,781	\$ 40,934,414
Shortfall	January 1, 2009	4	2,915,102	10,773,999
Shortfall	January 1, 2010	13	3,631,281	33,080,163
Shortfall	January 1, 2011	14	4,257,078	40,580,083
Shortfall	January 1, 2012	7	<u>(4,362,013)</u>	<u>(25,700,537)</u>
Total			\$ 20,828,229	\$ 99,668,122

An election has been made under PRA 2010 to use the alternative 15-year amortization period for the bases established in 2010 and 2011.