

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), 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 2010 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2010 or fiscal plan year beginning <u>12/01/2010</u> and ending <u>11/30/2011</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 EVERETT SMITH GROUP, LTD. PENSION PLAN 2a Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.) EVERETT SMITH GROUP, LTD. 330 E. KILBOURN AVENUE, SUITE 1400 MILWAUKEE, WI 53202-0000	<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;">001</td> </tr> <tr> <td colspan="2">1c Effective date of plan 07/01/1967</td> </tr> <tr> <td colspan="2">2b Employer Identification Number (EIN) 39-1201792</td> </tr> <tr> <td colspan="2">2c Sponsor's telephone number 414-223-1560</td> </tr> <tr> <td colspan="2">2d Business code (see instructions) 316110</td> </tr> </table>	1b Three-digit plan number (PN) ▶	001	1c Effective date of plan 07/01/1967		2b Employer Identification Number (EIN) 39-1201792		2c Sponsor's telephone number 414-223-1560		2d Business code (see instructions) 316110	
1b Three-digit plan number (PN) ▶	001										
1c Effective date of plan 07/01/1967											
2b Employer Identification Number (EIN) 39-1201792											
2c Sponsor's telephone number 414-223-1560											
2d Business code (see instructions) 316110											

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.	05/02/2014	BRUCE BETTERS
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	05/02/2014	JAMIE J. SPIESS
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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

Form 5500 (2010)
v.092307.1

3a Plan administrator's name and address (if same as plan sponsor, enter "Same") EVERETT SMITH GROUP, LTD. 330 E. KILBOURN AVENUE, SUITE 1400 MILWAUKEE, WI 53202-0000	3b Administrator's EIN 39-1201792 3c Administrator's telephone number 414-223-1560
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4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name	4b EIN 4c PN
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5 Total number of participants at the beginning of the plan year	5	2735
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6 Number of participants as of the end of the plan year (welfare plans complete only lines 6a , 6b , 6c , and 6d).		
a Active participants.....	6a	664
b Retired or separated participants receiving benefits.....	6b	577
c Other retired or separated participants entitled to future benefits.....	6c	1357
d Subtotal. Add lines 6a , 6b , and 6c	6d	2598
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	90
f Total. Add lines 6d and 6e	6f	2688
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	17

7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7	
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8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:
 1A 1G 3H 1I

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

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

a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☒ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☒ ¹ A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)
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SCHEDULE A (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Insurance Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500. ▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).	OMB No. 1210-0110 2010 This Form is Open to Public Inspection
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For calendar plan year 2010 or fiscal plan year beginning 12/01/2010 and ending 11/30/2011		
A Name of plan EVERETT SMITH GROUP, LTD. PENSION PLAN	B Three-digit plan number (PN) ▶	001
C Plan sponsor's name as shown on line 2a of Form 5500. EVERETT SMITH GROUP, LTD.	D Employer Identification Number (EIN) 39-1201792	

Part I	Information Concerning Insurance Contract Coverage, Fees, and Commissions Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.
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1 Coverage Information:

(a) Name of insurance carrier
AXA EQUITABLE

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
13-5570651	62944	Q5256	2688	12/01/2010	11/30/2011

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

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

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

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

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

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

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

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

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

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

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

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	(c) Amount	(d) Purpose	

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

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

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

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

Part II Investment and Annuity Contract Information

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

4 Current value of plan's interest under this contract in the general account at year end **4** 116604**5** Current value of plan's interest under this contract in separate accounts at year end **5** 0**6** Contracts With Allocated Funds:**a** State the basis of premium rates ▶**b** Premiums paid to carrier **6b****c** Premiums due but unpaid at the end of the year **6c****d** If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount. **6d**

Specify nature of costs ▶

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity(3) ☐ other (specify) ▶**f** If contract purchased, in whole or in part, to distribute benefits from a terminating plan check here ▶ ☐**7** Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)**a** Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee(3) ☒ guaranteed investment (4) ☐ other ▶**b** Balance at the end of the previous year **7b** 109786**c** Additions: (1) Contributions deposited during the year **7c(1)**(2) Dividends and credits **7c(2)**(3) Interest credited during the year **7c(3)** 11015(4) Transferred from separate account **7c(4)**(5) Other (specify below) **7c(5)**

▶

(6) Total additions **7c(6)** 11015**d** Total of balance and additions (add **b** and **c(6)**). **7d** 120801**e** Deductions:(1) Disbursed from fund to pay benefits or purchase annuities during year **7e(1)**(2) Administration charge made by carrier **7e(2)** 4197(3) Transferred to separate account **7e(3)**(4) Other (specify below) **7e(4)**

▶

(5) Total deductions **7e(5)** 4197**f** Balance at the end of the current year (subtract **e(5)** from **d**) **7f** 116604

Part III Welfare Benefit Contract Information

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

8 Benefit and contract type (check all applicable boxes)

- a** ☐ Health (other than dental or vision)
 b ☐ Dental
 c ☐ Vision
 d ☐ Life insurance
e ☐ Temporary disability (accident and sickness)
 f ☐ Long-term disability
 g ☐ Supplemental unemployment
 h ☐ Prescription drug
i ☐ Stop loss (large deductible)
 j ☐ HMO contract
 k ☐ PPO contract
 l ☐ Indemnity contract
m ☐ Other (specify) ▶

9 Experience-rated contracts:

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

10 Nonexperience-rated contracts:

a Total premiums or subscription charges paid to carrier.....	10a	
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, item 2 above, report amount.	10b	

Specify nature of costs ▶

Part IV Provision of Information

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

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

SCHEDULE 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 2010 This Form is Open to Public Inspection
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For calendar plan year 2010 or fiscal plan year beginning 12/01/2010 and ending 11/30/2011

▶ **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>EVERETT SMITH GROUP, LTD. PENSION 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>EVERETT SMITH GROUP, LTD.</u>	D Employer Identification Number (EIN) <u>39-1201792</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>12</u> Day <u>01</u> Year <u>2010</u>
2	Assets:
a	Market value 2a <u>72029785</u>
b	Actuarial value 2b <u>65423512</u>
3	Funding target/participant count breakdown
	(1) Number of participants (2) Funding Target
a	For retired participants and beneficiaries receiving payment 3a <u>642</u> <u>30772008</u>
b	For terminated vested participants 3b <u>1396</u> <u>30506049</u>
c	For active participants:
(1)	Non-vested benefits 3c(1) <u>731768</u>
(2)	Vested benefits 3c(2) <u>19769115</u>
(3)	Total active 3c(3) <u>724</u> <u>20500883</u>
d	Total 3d <u>2762</u> <u>81778940</u>
4	If the plan is at-risk, check the box and complete items (a) and (b) ☐
a	Funding target disregarding prescribed at-risk assumptions 4a
b	Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been at-risk for fewer than five consecutive years and disregarding loading factor 4b
5	Effective interest rate 5 <u>6.43</u> %
6	Target normal cost 6 <u>0</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>08/08/2012</u>
Signature of actuary	Date
<u>PETER GASIEWSKI</u>	<u>11-04703</u>
Type or print name of actuary	Most recent enrollment number
<u>TOWERS WATSON DELAWARE INC.</u>	<u>312-525-2500</u>
Firm name	Telephone number (including area code)
<u>191 NORTH WACKER DRIVE SUITE 2100</u> <u>CHICAGO, IL 60606-1615</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) 2010
v.092308.1

Part II Beginning of year carryover and prefunding balances

		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (Item 13 from prior year)	8630477	0
8	Portion used to offset prior year's funding requirement (Item 35 from prior year)	1811099	0
9	Amount remaining (Item 7 minus item 8).....	6819378	0
10	Interest on item 9 using prior year's actual return of <u>11.34</u> %	773317	
11	Prior year's excess contributions to be added to prefunding balance:		
a	Excess contributions (Item 38 from prior year)		372340
b	Interest on (a) using prior year's effective rate of <u>6.74</u> %		25096
c	Total available at beginning of current plan year to add to prefunding balance		397436
d	Portion of (c) to be added to prefunding balance.....		0
12	Reduction in balances due to elections or deemed elections.....	7592335	0
13	Balance at beginning of current year (item 9 + item 10 + item 11d – item 12)	360	0

Part III Funding percentages

14	Funding target attainment percentage.....	14	80.00 %
15	Adjusted funding target attainment percentage.....	15	80.00 %
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	91.24 %
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		
03/14/2011	452775						
06/15/2011	452775						
09/15/2011	452775						
12/15/2011	452775						
08/03/2012	697841						
			Totals ►	18(b)	2508941	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 contribution 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	2366822

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: 3.92 %	2nd segment: 6.40 %	3rd segment: 6.61 %	☐ N/A, full yield curve used
b Applicable month (enter code)				21b 4
22 Weighted average retirement age				22 63
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute				

Part VI Miscellaneous items

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

Part VII Reconciliation of unpaid minimum required contributions for prior years

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

Part VIII Minimum required contribution for current year

31 Target normal cost, adjusted, if applicable (see instructions).....	31	0
32 Amortization installments:	Outstanding Balance	Installment
a Net shortfall amortization installment	13084630	2365440
b Waiver amortization installment		
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 (item 31 + item 32a + item 32b – item 33).....	34	2365440
	Carryover balance	Prefunding balance
35 Balances used to offset funding requirement	0	0
36 Additional cash requirement (item 34 minus item 35).....	36	2365440
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (Item 19c).....	37	2366822
38 Interest-adjusted excess contributions for current year (see instructions).....	38	1382
39 Unpaid minimum required contribution for current year (excess, if any, of item 36 over item 37).....	39	0
40 Unpaid minimum required contribution for all years	40	0

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 2010 This Form is Open to Public Inspection.
For calendar plan year 2010 or fiscal plan year beginning 12/01/2010 and ending 11/30/2011		
A Name of plan EVERETT SMITH GROUP, LTD. PENSION PLAN	B Three-digit plan number (PN) ►	001
C Plan sponsor's name as shown on line 2a of Form 5500 EVERETT SMITH GROUP, LTD.	D Employer Identification Number (EIN) 39-1201792	

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

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

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

STATE STREET GLOBAL ADVISORS

04-1867445

(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?
51	INVESTMENT MGR	31054	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

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

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration		DFE/Participating Plan Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.		OMB No. 1210-0110 2010 This Form is Open to Public Inspection.	
For calendar plan year 2010 or fiscal plan year beginning 12/01/2010 and ending 11/30/2011					
A Name of plan EVERETT SMITH GROUP, LTD. PENSION PLAN				B Three-digit plan number (PN) ▶ 001	
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 EVERETT SMITH GROUP, LTD.				D Employer Identification Number (EIN) 39-1201792	
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: SSGA 20PLUS YR US STRIP CMCA					
b Name of sponsor of entity listed in (a): STATE STREET GLOBAL ADVISORS					
c EIN-PN 90-0337987-169		d Entity code C		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 9708174	
a Name of MTIA, CCT, PSA, or 103-12 IE: SSGA LONG US CREDIT CME3NON					
b Name of sponsor of entity listed in (a): STATE STREET GLOBAL ADVISORS					
c EIN-PN 04-0025081-146		d Entity code C		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 37667928	
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)	
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)	
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):					

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
		2010
		This Form is Open to Public Inspection

For calendar plan year 2010 or fiscal plan year beginning **12/01/2010** and ending **11/30/2011**

A Name of plan EVERETT SMITH GROUP, LTD. PENSION PLAN	B Three-digit plan number (PN) ►	001
C Plan sponsor's name as shown on line 2a of Form 5500 EVERETT SMITH GROUP, LTD.	D Employer Identification Number (EIN) 39-1201792	

Part I	Asset and Liability Statement
---------------	--------------------------------------

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		1150616
(2) Participant contributions	1b(2)		
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	299648	5291494
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)	8842325	887588
(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)		47376102
(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)	62380609	28358116
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)	109786	116604
(15) Other	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	71632368	83180520

Liabilities

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

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	71632368	83180520
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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 Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	2914646	
(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)		2914646

b Earnings on investments:**(1) Interest:**

(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)	11015	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		11015

(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	1750789	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		1750789

(3) Rents	2b(3)		
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(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	94829183	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	93444521	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		1384662

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate.....	2b(5)(A)		
(B) Other	2b(5)(B)	4589412	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		4589412
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		2151445
c Other income.....	2c		2083267
d Total income. Add all income amounts in column (b) and enter total.....	2d		14885236

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	3319923	
(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)		3319923
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)	4197	
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	12964	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		17161
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		3337084

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		11548152
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: **BAKER TILLY, LLP**

(2) EIN: **39-0859910**

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

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

Part IV Compliance Questions

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

During the plan year:

	Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....		X	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.).....		X	
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.).....		X	
e Was this plan covered by a fidelity bond?.....	X		10000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.).....	X		
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....			
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			

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

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

5b(1) Name of plan(s)

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

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2010
		This Form is Open to Public Inspection.

For calendar plan year 2010 or fiscal plan year beginning 12/01/2010 and ending 11/30/2011

A Name of plan <u>EVERETT SMITH GROUP, LTD. PENSION 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>EVERETT SMITH GROUP, LTD.</u>	D Employer Identification Number (EIN) <u>39-1201792</u>

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

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>41-6271370</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	<u>6</u>

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

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?.....	☐ Yes	☐ No	☒ N/A
If the plan is a defined benefit plan, go to line 8.			
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____ If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.			
6 a Enter the minimum required contribution for this plan year	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 providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?.....	☐ Yes	☐ No	☒ N/A

Part III	Amendments
-----------------	-------------------

9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box(es). 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

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

Schedule R (Form 5500) 2010
v.092308.1

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

(1) Contribution rate (in dollars and cents)

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

(1) Contribution rate (in dollars and cents)

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

(1) Contribution rate (in dollars and cents)

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

(1) Contribution rate (in dollars and cents)

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

(1) Contribution rate (in dollars and cents)

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

(1) Contribution rate (in dollars and cents)

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

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

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

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

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

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

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

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

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

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

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

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

Stock: 23% Investment-Grade Debt: 58% High-Yield Debt: 0% Real Estate: 4% Other: 15%

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

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

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

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



BAKER TILLY

Baker Tilly Virchow Krause, LLP
115 S 84th St, Ste 400
Milwaukee, WI 53214-1475
tel 414 777 5500
fax 414 777 5555
bakertilly.com

INDEPENDENT AUDITORS' REPORT

To the Participants and Administrative Committee of the
Everett Smith Group, Ltd. Pension Plan
Milwaukee, Wisconsin

We were engaged to audit the accompanying statements of net assets available for benefits of Everett Smith Group, Ltd. Pension Plan (the "Plan"), as of November 30, 2011 and 2010, the related statements of changes in net assets available for benefits for the years ended November 30, 2011 and 2010, the statement of accumulated plan benefits as of November 30, 2010, the related statement of changes in accumulated plan benefits for the year ended November 30, 2010, and the supplemental schedules as of and for the year ended November 30, 2011, as listed in the accompanying Table of Contents. These financial statements and supplemental schedules are the responsibility of the plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by U.S. Bank, N.A., the trustee of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedules. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained certifications from the trustee as of November 30, 2011 and 2010, and for the years then ended, that the information provided to the plan administrator by the trustee is complete and accurate.

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

Baker Tilly Virchow Krause, LLP

Milwaukee, Wisconsin
August 8, 2012

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FORM 5500 - REPORTABLE TRANSACTION SCHEDULE

DATE	BOUGHT/ SOLD	SHARES/ PAR VALUE	UNIT PRICE	EXPENSE INCURRED	PRINCIPAL CASH	TRANSACTION COST	REALIZED GAIN/LOSS
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BEGINNING MARKET VALUE

71,632,368.16

COMPARATIVE VALUE (5%)

3,581,618.40

CATEGORY 1 - SINGLE TRANSACTION EXCEEDS 5% OF VALUE

Issue: 04315J506 - Artio International Equity Fd

04/20/2011	S	- 131,238.851	31.7000		4,160,272 *	4,557,595	- 397,323
000011697859							

Issue: 31846V732 - First Amer Prime Oblig Fund Cl I

04/21/2011	B	7,319,853.220	1.0000		- 7,319,853 *	7,319,853	
000011697852							
04/21/2011	S	- 7,319,885.310	1.0000		7,319,885 *	7,319,885	
000011697852							
04/21/2011	B	4,545,850.250	1.0000		- 4,545,850 *	4,545,850	
000011697854							
04/21/2011	S	- 4,546,115.640	1.0000		4,546,116 *	4,546,116	
000011697854							
04/21/2011	B	5,184,656.690	1.0000		- 5,184,657 *	5,184,657	
000011697855							
04/21/2011	S	- 5,184,670.590	1.0000		5,184,671 *	5,184,671	
000011697855							
04/21/2011	B	4,160,271.580	1.0000		- 4,160,272 *	4,160,272	
000011697859							
04/21/2011	S	- 4,160,310.090	1.0000		4,160,310 *	4,160,310	
000011697859							
04/21/2011	B	5,125,328.460	1.0000		- 5,125,328 *	5,125,328	
000011697866							

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FORM 5500 - REPORTABLE TRANSACTION SCHEDULE (continued)

DATE	BOUGHT/ SOLD	SHARES/ PAR VALUE	UNIT PRICE	EXPENSE INCURRED	PRINCIPAL CASH	TRANSACTION COST	REALIZED GAIN/LOSS
04/21/2011 000011697866	S	- 5,125,328.460	1.0000		5,125,328 *	5,125,328	
07/22/2011 000011697851	B	4,000,085.000	1.0000		- 4,000,085 *	4,000,085	
07/25/2011 000011697851	S	- 3,999,900.000	1.0000		3,999,900 *	3,999,900	
10/19/2011 000011697851	B	3,704,000.000	1.0000		- 3,704,000 *	3,704,000	
10/20/2011 000011697851	S	- 3,700,000.000	1.0000		3,700,000 *	3,700,000	
Issue: 399874833 - American Growth Fd Of Amer 5							
03/02/2011 000011697862	S	- 121,489.351	31.6200		3,841,493 *	2,428,135	1,413,358
Issue: 693390700 - Pimco Total Return Fund Inst							
04/20/2011 000011697855	S	- 472,190.955	10.9800		5,184,657 *	5,057,600	127,057
Issue: 693390841 - P I M C O High Yield Fund Instl							
02/09/2011 000011697852	B	462,697.576	9.4900		- 4,391,000 *	4,391,000	
04/20/2011 000011697852	S	- 770,510.865	9.5000		7,319,853 *	7,057,633	262,220
Issue: 722005667 - Pimco Commodity Rr Strat Ins							
04/20/2011 000011697866	S	- 514,591.211	9.9600		5,125,328 *	5,365,679	- 240,350
Issue: 922031737 - Vanguard Inflation Prot Sec Adm Cl							
04/20/2011 000011697854	S	- 172,911.763	26.2900		4,545,850 *	4,097,294	448,556

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FORM 5500 - REPORTABLE TRANSACTION SCHEDULE (continued)

DATE	BOUGHT/ SOLD	SHARES/ PAR VALUE	UNIT PRICE	EXPENSE INCURRED	PRINCIPAL CASH	TRANSACTION COST	REALIZED GAIN/LOSS
Issue: 922908470 - Vanguard Growth Index Fd Sig							
03/02/2011	B	119,087.000	30.2300		- 3,600,000 *	3,600,000	
000011697862							
Issue: 98MSC7068 - Ssga 20+ Year US Strip (Cmca)							
04/21/2011	B	1,299,635.714	7.5619		- 9,827,774 *	9,827,774	
000011697871							
Issue: 98MSC7076 - Ssga Long US Credit (Cme3Non)							
04/21/2011	B	1,455,057.258	27.0169		- 39,311,095 *	39,311,095	
000011697871							
08/11/2011	S	- 207,442.477	28.6610		5,945,500 *	5,605,409	340,091
000011697871							
Issue: 99MSCFAR1 - Aurora Offshore Fd II							
11/30/2011	S	- 2,575.020	1,438.4354		3,704,000 *	3,682,012	21,988
000011697868							
Issue: 997500TG8 - Cash Balance Held Outside Inv Mgr							
11/30/2011	B	4,600,000.000	1.0000		- 4,600,000 *	4,600,000	
000011697868							
GRAND TOTAL				0	169,633,077	167,657,481	1,975,597

CATEGORY 2 - SERIES OF TRANSACTIONS WITH SAME BROKER EXCEEDS 5% OF VALUE

NO TRANSACTIONS QUALIFIED FOR THIS SECTION

CATEGORY 3 - SERIES OF TRANSACTIONS IN SAME SECURITY EXCEEDS 5% OF VALUE

Issue: 015565377 - Alger Small Cap Growth Ins Z

03/02/2011	B	219,638.243	7.7400		- 1,700,000	1,700,000	
000011697857							

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FORM 5500 - REPORTABLE TRANSACTION SCHEDULE (continued)

DATE	BOUGHT/ SOLD	SHARES/ PAR VALUE	UNIT PRICE	EXPENSE INCURRED	PRINCIPAL CASH	TRANSACTION COST	REALIZED GAIN/LOSS
03/03/2011 000011697857	B	14,304.635	7.9200		- 113,293	113,293	
06/16/2011 000011697857	B	798.935	7.5100		- 6,000	6,000	
07/22/2011 000011697857	B	10,000.000	8.1400		- 81,400	81,400	
08/10/2011 000011697857	B	67,768.860	6.2300		- 422,200	422,200	
09/15/2011 000011697857	B	1,169.591	6.8400		- 8,000	8,000	
10/19/2011 000011697857	B	22,604.790	6.6800		- 151,000	151,000	
10/24/2011 000011697857	B	8,591.549	7.1000		- 61,000	61,000	
Total For Buys				0	2,542,893	2,542,893	0
04/20/2011 000011697857	S	- 137,356.567	8.1700		1,122,203	1,064,652	57,552
11/28/2011 000011697857	S	- 39,852.941	6.8000		271,000	283,887	- 12,887
Total For Sells				0	1,393,203	1,348,539	44,665
Total Alger Small Cap Growth Ins Z				0	3,936,096	3,891,432	44,665
Issue: 04315J506 - Artio International Equity Fd							
02/09/2011 000011697859	B	35,268.888	30.3100		- 1,069,000	1,069,000	

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FORM 5500 - REPORTABLE TRANSACTION SCHEDULE (continued)

DATE	BOUGHT/ SOLD	SHARES/ PAR VALUE	UNIT PRICE	EXPENSE INCURRED	PRINCIPAL CASH	TRANSACTION COST	REALIZED GAIN/LOSS
06/16/2011	B	719.178	29.2000		- 21,000	21,000	
000011697859							
07/22/2011	B	9,494.038	31.0300		- 294,600	294,600	
000011697859							
08/10/2011	B	52,675.676	25.9000		- 1,364,300	1,364,300	
000011697859							
09/15/2011	B	1,085.692	25.7900		- 28,000	28,000	
000011697859							
10/19/2011	B	22,464.963	24.2600		- 545,000	545,000	
000011697859							
10/24/2011	B	8,854.167	24.9600		- 221,000	221,000	
000011697859							
Total For Buys				0	3,542,900	3,542,900	0
12/29/2010	R	3,579.719	29.9200		- 107,105	107,105	
000011697859							
Total For Reinvestments				0	107,105	107,105	0
12/28/2010	S	- 329.924	30.3100		10,000	11,771	- 1,771
000011697859							
04/20/2011	S	- 131,238.851	31.7000		4,160,272 *	4,557,595	- 397,323
000011697859							
11/28/2011	S	- 10,996.119	23.1900		255,000	332,254	- 77,254
000011697859							
Total For Sells				0	4,425,272	4,901,620	- 476,348

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DATE	BOUGHT/ SOLD	SHARES/ PAR VALUE	UNIT PRICE	EXPENSE INCURRED	PRINCIPAL CASH	TRANSACTION COST	REALIZED GAIN/LOSS
Total Artio International Equity Fd				0	8,075,277	8,551,625	- 476,348
Issue: 233203587 - Dfa Emerging Markets Value							
06/16/2011	B	440.012	34.0900		- 15,000	15,000	
000011697864							
07/22/2011	B	5,882.518	35.5800		- 209,300	209,300	
000011697864							
08/10/2011	B	35,275.510	29.4000		- 1,037,100	1,037,100	
000011697864							
09/15/2011	B	688.705	29.0400		- 20,000	20,000	
000011697864							
10/19/2011	B	14,181.019	27.2900		- 387,000	387,000	
000011697864							
10/24/2011	B	5,579.247	28.1400		- 157,000	157,000	
000011697864							
Total For Buys				0	1,825,400	1,825,400	0
12/15/2010	R	580.049	34.6000		- 20,070	20,070	
000011697864							
12/15/2010	R	7,235.109	34.6000		- 250,335	250,335	
000011697864							
06/13/2011	R	245.843	35.3800		- 8,698	8,698	
000011697864							
09/14/2011	R	743.242	30.3300		- 22,543	22,543	
000011697864							
Total For Reinvestments				0	301,646	301,646	0

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FORM 5500 - REPORTABLE TRANSACTION SCHEDULE (continued)

DATE	BOUGHT/ SOLD	SHARES/ PAR VALUE	UNIT PRICE	EXPENSE INCURRED	PRINCIPAL CASH	TRANSACTION COST	REALIZED GAIN/LOSS
12/28/2010 000011697864	S	- 3,960.396	35.3500		140,000	71,597	68,403
02/09/2011 000011697864	S	- 14,992.847	34.9500		524,000	271,043	252,957
04/20/2011 000011697864	S	- 89,982.268	37.4000		3,365,337	1,626,714	1,738,623
11/28/2011 000011697864	S	- 6,370.876	26.3700		168,000	154,857	13,143
Total For Sells				0	4,197,337	2,124,211	2,073,126

Total Dfa Emerging Markets Value				0	6,324,383	4,251,257	2,073,126
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Issue: 256219106 - Dodge & Cox Stock Fund

02/09/2011 000011697860	B	3,804.632	114.8600		- 437,000	437,000	
06/16/2011 000011697860	B	109.579	109.5100		- 12,000	12,000	
07/22/2011 000011697860	B	1,500.880	113.6000		- 170,500	170,500	
08/10/2011 000011697860	B	8,538.303	92.2900		- 788,000	788,000	
09/15/2011 000011697860	B	161.307	99.1900		- 16,000	16,000	
10/19/2011 000011697860	B	3,210.403	98.4300		- 316,000	316,000	
10/24/2011 000011697860	B	1,248.172	102.5500		- 128,000	128,000	

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DATE	BOUGHT/ SOLD	SHARES/ PAR VALUE	UNIT PRICE	EXPENSE INCURRED	PRINCIPAL CASH	TRANSACTION COST	REALIZED GAIN/LOSS
Total For Buys				0	1,867,500	1,867,500	0
12/23/2010	R	72.385	107.6390		- 7,791	7,791	
000011697860							
03/30/2011	R	119.697	112.7900		- 13,501	13,501	
000011697860							
06/29/2011	R	66.108	109.7010		- 7,252	7,252	
000011697860							
09/28/2011	R	103.611	95.6300		- 9,908	9,908	
000011697860							
Total For Reinvestments				0	38,452	38,452	0
12/28/2010	S	- 92.678	107.9000		10,000	10,600	- 600
000011697860							
04/20/2011	S	- 19,476.630	114.2500		2,225,205	2,228,644	- 3,439
000011697860							
11/28/2011	S	- 4,919.742	95.9400		472,000	519,059	- 47,059
000011697860							
Total For Sells				0	2,707,205	2,758,303	- 51,098
Total Dodge & Cox Stock Fund				0	4,613,157	4,664,255	- 51,098

Issue: 298706839 - American Europacific Grth CI R5

02/09/2011 B 12,740.214 42.1500 - 537,000 537,000
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DATE	BOUGHT/ SOLD	SHARES/ PAR VALUE	UNIT PRICE	EXPENSE INCURRED	PRINCIPAL CASH	TRANSACTION COST	REALIZED GAIN/LOSS
06/16/2011 000011697858	B	241.080	41.4800		- 10,000	10,000	
07/22/2011 000011697858	B	3,401.848	43.3000		- 147,300	147,300	
08/10/2011 000011697858	B	18,183.819	36.3400		- 660,800	660,800	
09/15/2011 000011697858	B	381.471	36.7000		- 14,000	14,000	
10/19/2011 000011697858	B	7,513.169	36.0700		- 271,000	271,000	
10/24/2011 000011697858	B	2,946.692	37.3300		- 110,000	110,000	
Total For Buys				0	1,750,100	1,750,100	0
12/27/2010 000011697858	R	1,114.740	40.9100		- 45,604	45,604	
Total For Reinvestments				0	45,604	45,604	0
04/20/2011 000011697858	S	- 48,249.040	43.9300		2,119,580	1,895,683	223,898
11/28/2011 000011697858	S	- 7,466.515	35.0900		262,000	285,275	- 23,275
Total For Sells				0	2,381,580	2,180,958	200,623
Total American Europacific Grth CI R5				0	4,177,284	3,976,662	200,623

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Issue: 31846V732 - First Amer Prime Oblig Fund Cl I							
12/09/2010	B	89.710	1.0000		- 90	90	
000011697851							
12/13/2010	B	344,692.150	1.0000		- 344,692	344,692	
000011697853							
12/16/2010	B	61.210	1.0000		- 61	61	
000011697851							
12/29/2010	B	760,000.000	1.0000		- 760,000	760,000	
000011697851							
12/29/2010	B	60,000.000	1.0000		- 60,000	60,000	
000011697856							
12/29/2010	B	70,000.000	1.0000		- 70,000	70,000	
000011697857							
12/29/2010	B	10,000.000	1.0000		- 10,000	10,000	
000011697859							
12/29/2010	B	10,000.000	1.0000		- 10,000	10,000	
000011697860							
12/29/2010	B	30,000.000	1.0000		- 30,000	30,000	
000011697861							
12/29/2010	B	20,000.000	1.0000		- 20,000	20,000	
000011697862							
12/29/2010	B	90,000.000	1.0000		- 90,000	90,000	
000011697863							
12/29/2010	B	140,000.000	1.0000		- 140,000	140,000	
000011697864							
12/29/2010	B	320,000.000	1.0000		- 320,000	320,000	
000011697866							
12/29/2010	B	10,000.000	1.0000		- 10,000	10,000	
000011697870							

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12/30/2010 000011697865	B	32,812.770	1.0000		- 32,813	32,813	
01/03/2011 000011697851	B	714.310	1.0000		- 714	714	
01/07/2011 000011697851	B	883.920	1.0000		- 884	884	
01/14/2011 000011697851	B	1,099.140	1.0000		- 1,099	1,099	
01/19/2011 000011697851	B	17,726.150	1.0000		- 17,726	17,726	
01/25/2011 000011697851	B	231.120	1.0000		- 231	231	
01/26/2011 000011697851	B	32,812.770	1.0000		- 32,813	32,813	
01/31/2011 000011697851	B	503.200	1.0000		- 503	503	
02/08/2011 000011697851	B	228.260	1.0000		- 228	228	
02/10/2011 000011697851	B	372,000.000	1.0000		- 372,000	372,000	
02/10/2011 000011697852	B	32.090	1.0000		- 32	32	
02/10/2011 000011697853	B	679,000.000	1.0000		- 679,000	679,000	
02/10/2011 000011697854	B	3,248,000.000	1.0000		- 3,248,000	3,248,000	
02/10/2011 000011697855	B	741,000.000	1.0000		- 741,000	741,000	

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02/10/2011 000011697857	B	14,000.000	1.0000		- 14,000	14,000	
02/10/2011 000011697858	B	5.470	1.0000		- 5	5	
02/10/2011 000011697859	B	38.510	1.0000		- 39	39	
02/10/2011 000011697860	B	152.270	1.0000		- 152	152	
02/10/2011 000011697861	B	116.140	1.0000		- 116	116	
02/10/2011 000011697862	B	5.090	1.0000		- 5	5	
02/10/2011 000011697863	B	83,000.000	1.0000		- 83,000	83,000	
02/10/2011 000011697864	B	524,000.000	1.0000		- 524,000	524,000	
02/10/2011 000011697866	B	2,333,000.000	1.0000		- 2,333,000	2,333,000	
02/10/2011 000011697870	B	115,000.000	1.0000		- 115,000	115,000	
02/11/2011 000011697851	B	105.090	1.0000		- 105	105	
02/14/2011 000011697851	B	654.640	1.0000		- 655	655	
02/14/2011 000011697856	B	7.320	1.0000		- 7	7	
02/25/2011 000011697851	B	105.090	1.0000		- 105	105	

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03/03/2011 000011697857	B	113,187.490	1.0000		- 113,187	113,187	
03/03/2011 000011697862	B	241,493.280	1.0000		- 241,493	241,493	
03/04/2011 000011697851	B	231.120	1.0000		- 231	231	
03/14/2011 000011697851	B	452,775.000	1.0000		- 452,775	452,775	
03/24/2011 000011697865	B	279,269.930	1.0000		- 279,270	279,270	
03/25/2011 000011697851	B	684,974.930	1.0000		- 684,975	684,975	
04/04/2011 000011697851	B	99.620	1.0000		- 100	100	
04/06/2011 000011697851	B	777.020	1.0000		- 777	777	
04/08/2011 000011697851	B	819.150	1.0000		- 819	819	
04/11/2011 000011697851	B	74.080	1.0000		- 74	74	
04/18/2011 000011697851	B	1,891.750	1.0000		- 1,892	1,892	
04/21/2011 000011697852	B	7,319,853.220	1.0000		- 7,319,853 *	7,319,853	
04/21/2011 000011697853	B	3,014,348.110	1.0000		- 3,014,348	3,014,348	
04/21/2011 000011697854	B	4,545,850.250	1.0000		- 4,545,850 *	4,545,850	

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04/21/2011 000011697855	B	5,184,656.690	1.0000		- 5,184,657 *	5,184,657	
04/21/2011 000011697856	B	1,104,290.620	1.0000		- 1,104,291	1,104,291	
04/21/2011 000011697857	B	1,122,203.150	1.0000		- 1,122,203	1,122,203	
04/21/2011 000011697858	B	2,119,580.320	1.0000		- 2,119,580	2,119,580	
04/21/2011 000011697859	B	4,160,271.580	1.0000		- 4,160,272 *	4,160,272	
04/21/2011 000011697860	B	2,225,204.940	1.0000		- 2,225,205	2,225,205	
04/21/2011 000011697861	B	2,305,574.690	1.0000		- 2,305,575	2,305,575	
04/21/2011 000011697862	B	2,258,735.830	1.0000		- 2,258,736	2,258,736	
04/21/2011 000011697863	B	2,421,770.300	1.0000		- 2,421,770	2,421,770	
04/21/2011 000011697864	B	3,365,336.830	1.0000		- 3,365,337	3,365,337	
04/21/2011 000011697866	B	5,125,328.460	1.0000		- 5,125,328 *	5,125,328	
04/21/2011 000011697870	B	2,119,981.120	1.0000		- 2,119,981	2,119,981	
04/25/2011 000011697851	B	37,637.770	1.0000		- 37,638	37,638	
04/25/2011 000011697871	B	37,637.770	1.0000		- 37,638	37,638	

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04/29/2011 000011697851	B	65.230	1.0000		- 65	65	
05/03/2011 000011697855	B	9,561.290	1.0000		- 9,561	9,561	
05/04/2011 000011697851	B	175,241.950	1.0000		- 175,242	175,242	
05/04/2011 000011697871	B	175,000.000	1.0000		- 175,000	175,000	
05/06/2011 000011697851	B	792.930	1.0000		- 793	793	
05/17/2011 000011697851	B	451.560	1.0000		- 452	452	
05/18/2011 000011697851	B	1,343.400	1.0000		- 1,343	1,343	
05/31/2011 000011697851	B	209.180	1.0000		- 209	209	
06/01/2011 000011697851	B	175,000.000	1.0000		- 175,000	175,000	
06/09/2011 000011697851	B	503.500	1.0000		- 504	504	
06/10/2011 000011697851	B	293.360	1.0000		- 293	293	
06/16/2011 000011697851	B	452,775.000	1.0000		- 452,775	452,775	
06/16/2011 000011697856	B	6,000.000	1.0000		- 6,000	6,000	
06/16/2011 000011697857	B	6,000.000	1.0000		- 6,000	6,000	

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DATE	BOUGHT/ SOLD	SHARES/ PAR VALUE	UNIT PRICE	EXPENSE INCURRED	PRINCIPAL CASH	TRANSACTION COST	REALIZED GAIN/LOSS
06/16/2011 000011697858	B	10,000.000	1.0000		- 10,000	10,000	
06/16/2011 000011697859	B	21,000.000	1.0000		- 21,000	21,000	
06/16/2011 000011697860	B	12,000.000	1.0000		- 12,000	12,000	
06/16/2011 000011697861	B	12,000.000	1.0000		- 12,000	12,000	
06/16/2011 000011697862	B	12,000.000	1.0000		- 12,000	12,000	
06/16/2011 000011697863	B	15,000.000	1.0000		- 15,000	15,000	
06/16/2011 000011697864	B	15,000.000	1.0000		- 15,000	15,000	
06/16/2011 000011697866	B	21,000.000	1.0000		- 21,000	21,000	
06/16/2011 000011697870	B	12,000.000	1.0000		- 12,000	12,000	
06/24/2011 000011697851	B	9,561.290	1.0000		- 9,561	9,561	
06/28/2011 000011697851	B	28,232.150	1.0000		- 28,232	28,232	
06/28/2011 000011697852	B	28,232.150	1.0000		- 28,232	28,232	
06/29/2011 000011697851	B	2,266.290	1.0000		- 2,266	2,266	
07/01/2011 000011697851	B	175,544.820	1.0000		- 175,545	175,545	

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07/05/2011 000011697852	B	157.120	1.0000		- 157	157	
07/22/2011 000011697851	B	4,000,085.000	1.0000		- 4,000,085 *	4,000,085	
07/25/2011 000011697856	B	.450	1.0000				
07/29/2011 000011697851	B	126.310	1.0000		- 126	126	
08/01/2011 000011697851	B	105.870	1.0000		- 106	106	
08/02/2011 000011697871	B	175,000.000	1.0000		- 175,000	175,000	
08/10/2011 000011697851	B	242.460	1.0000		- 242	242	
08/11/2011 000011697851	B	175,822.910	1.0000		- 175,823	175,823	
08/11/2011 000011697856	B	.450	1.0000				
08/16/2011 000011697851	B	90.580	1.0000		- 91	91	
08/23/2011 000011697851	B	95,988.470	1.0000		- 95,988	95,988	
09/01/2011 000011697851	B	175,000.000	1.0000		- 175,000	175,000	
09/15/2011 000011697851	B	192,775.000	1.0000		- 192,775	192,775	
09/16/2011 000011697856	B	.450	1.0000				

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09/30/2011 000011697851	B	28.830	1.0000		- 29	29	
10/03/2011 000011697871	B	35,000.000	1.0000		- 35,000	35,000	
10/03/2011 000011697871	B	140,000.000	1.0000		- 140,000	140,000	
10/04/2011 000011697851	B	57,195.070	1.0000		- 57,195	57,195	
10/14/2011 000011697851	B	366.130	1.0000		- 366	366	
10/14/2011 000011697851	B	122.450	1.0000		- 122	122	
10/18/2011 000011697851	B	300.360	1.0000		- 300	300	
10/19/2011 000011697851	B	3,704,000.000	1.0000		- 3,704,000 *	3,704,000	
10/20/2011 000011697856	B	.450	1.0000				
10/21/2011 000011697851	B	1,672,472.020	1.0000		- 1,672,472	1,672,472	
10/25/2011 000011697856	B	.450	1.0000				
10/31/2011 000011697851	B	118.210	1.0000		- 118	118	
11/01/2011 000011697851	B	124,676.910	1.0000		- 124,677	124,677	
11/08/2011 000011697851	B	295.600	1.0000		- 296	296	

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11/17/2011 000011697851	B	840.000	1.0000		- 840	840	
11/18/2011 000011697851	B	152.100	1.0000		- 152	152	
11/28/2011 000011697851	B	193,308.250	1.0000		- 193,308	193,308	
11/29/2011 000011697851	B	202,000.000	1.0000		- 202,000	202,000	
11/29/2011 000011697856	B	257,000.000	1.0000		- 257,000	257,000	
11/29/2011 000011697857	B	271,000.000	1.0000		- 271,000	271,000	
11/29/2011 000011697858	B	262,000.000	1.0000		- 262,000	262,000	
11/29/2011 000011697859	B	255,000.000	1.0000		- 255,000	255,000	
11/29/2011 000011697860	B	472,000.000	1.0000		- 472,000	472,000	
11/29/2011 000011697861	B	570,000.000	1.0000		- 570,000	570,000	
11/29/2011 000011697862	B	593,000.000	1.0000		- 593,000	593,000	
11/29/2011 000011697863	B	748,000.000	1.0000		- 748,000	748,000	
11/29/2011 000011697864	B	168,000.000	1.0000		- 168,000	168,000	
11/29/2011 000011697866	B	547,000.000	1.0000		- 547,000	547,000	

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11/29/2011 000011697870	B	659,000.000	1.0000		- 659,000	659,000	
11/30/2011 000011697851	B	173.090	1.0000		- 173	173	
Total For Buys				0	77,431,444	77,431,444	0
12/01/2010 000011697851	S	- 260,313.100	1.0000		260,313	260,313	
12/01/2010 000011697851	S	- 2,836.400	1.0000		2,836	2,836	
12/14/2010 000011697853	S	- 344,692.150	1.0000		344,692	344,692	
12/29/2010 000011697856	S	- 60,000.000	1.0000		60,000	60,000	
12/29/2010 000011697857	S	- 70,000.000	1.0000		70,000	70,000	
12/29/2010 000011697859	S	- 10,000.000	1.0000		10,000	10,000	
12/29/2010 000011697860	S	- 10,000.000	1.0000		10,000	10,000	
12/29/2010 000011697861	S	- 30,000.000	1.0000		30,000	30,000	
12/29/2010 000011697862	S	- 20,000.000	1.0000		20,000	20,000	
12/29/2010 000011697863	S	- 90,000.000	1.0000		90,000	90,000	
12/29/2010 000011697864	S	- 140,000.000	1.0000		140,000	140,000	

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12/29/2010 000011697866	S	- 320,000.000	1.0000		320,000	320,000	
12/29/2010 000011697870	S	- 10,000.000	1.0000		10,000	10,000	
12/31/2010 000011697851	S	- 61.210	1.0000		61	61	
01/03/2011 000011697851	S	- 261,648.300	1.0000		261,648	261,648	
01/14/2011 000011697851	S	- 125.890	1.0000		126	126	
01/25/2011 000011697851	S	- 231.120	1.0000		231	231	
01/26/2011 000011697865	S	- 32,812.770	1.0000		32,813	32,813	
02/01/2011 000011697851	S	- 270,476.310	1.0000		270,476	270,476	
02/08/2011 000011697851	S	- 228.260	1.0000		228	228	
02/10/2011 000011697852	S	- 32.090	1.0000		32	32	
02/10/2011 000011697853	S	- 679,000.000	1.0000		679,000	679,000	
02/10/2011 000011697854	S	- 3,248,000.000	1.0000		3,248,000	3,248,000	
02/10/2011 000011697856	S	- 7.320	1.0000		7	7	
02/10/2011 000011697857	S	- 14,000.000	1.0000		14,000	14,000	

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02/10/2011 000011697858	S	- 5.470	1.0000		5	5	
02/10/2011 000011697859	S	- 38.510	1.0000		39	39	
02/10/2011 000011697860	S	- 152.270	1.0000		152	152	
02/10/2011 000011697861	S	- 116.140	1.0000		116	116	
02/10/2011 000011697862	S	- 5.090	1.0000		5	5	
02/10/2011 000011697863	S	- 83,000.000	1.0000		83,000	83,000	
02/10/2011 000011697864	S	- 524,000.000	1.0000		524,000	524,000	
02/10/2011 000011697866	S	- 2,333,000.000	1.0000		2,333,000	2,333,000	
02/10/2011 000011697870	S	- 115,000.000	1.0000		115,000	115,000	
02/11/2011 000011697851	S	- 105.090	1.0000		105	105	
02/14/2011 000011697855	S	- 741,000.000	1.0000		741,000	741,000	
02/25/2011 000011697851	S	- 105.090	1.0000		105	105	
02/28/2011 000011697851	S	- 1,941.000	1.0000		1,941	1,941	
03/01/2011 000011697851	S	- 268,118.500	1.0000		268,119	268,119	

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03/04/2011 000011697851	S	- 231.120	1.0000		231	231	
03/04/2011 000011697857	S	- 113,292.710	1.0000		113,293	113,293	
03/04/2011 000011697862	S	- 241,498.370	1.0000		241,498	241,498	
03/25/2011 000011697865	S	- 279,269.930	1.0000		279,270	279,270	
04/01/2011 000011697851	S	- 278,485.240	1.0000		278,485	278,485	
04/06/2011 000011697851	S	- 625.240	1.0000		625	625	
04/08/2011 000011697851	S	- 628.090	1.0000		628	628	
04/21/2011 000011697851	S	- 782,234.520	1.0000		782,235	782,235	
04/21/2011 000011697852	S	- 7,319,885.310	1.0000		7,319,885 *	7,319,885	
04/21/2011 000011697853	S	- 3,014,351.600	1.0000		3,014,352	3,014,352	
04/21/2011 000011697854	S	- 4,546,115.640	1.0000		4,546,116 *	4,546,116	
04/21/2011 000011697855	S	- 5,184,670.590	1.0000		5,184,671 *	5,184,671	
04/21/2011 000011697856	S	- 1,104,297.490	1.0000		1,104,297	1,104,297	
04/21/2011 000011697857	S	- 1,122,203.150	1.0000		1,122,203	1,122,203	

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04/21/2011 000011697858	S	- 2,119,585.790	1.0000		2,119,586	2,119,586	
04/21/2011 000011697859	S	- 4,160,310.090	1.0000		4,160,310 *	4,160,310	
04/21/2011 000011697860	S	- 2,225,357.210	1.0000		2,225,357	2,225,357	
04/21/2011 000011697861	S	- 2,305,690.830	1.0000		2,305,691	2,305,691	
04/21/2011 000011697862	S	- 2,258,735.830	1.0000		2,258,736	2,258,736	
04/21/2011 000011697863	S	- 2,421,864.090	1.0000		2,421,864	2,421,864	
04/21/2011 000011697864	S	- 3,365,895.050	1.0000		3,365,895	3,365,895	
04/21/2011 000011697866	S	- 5,125,328.460	1.0000		5,125,328 *	5,125,328	
04/21/2011 000011697870	S	- 2,119,981.120	1.0000		2,119,981	2,119,981	
04/26/2011 000011697871	S	- 37,637.770	1.0000		37,638	37,638	
05/02/2011 000011697851	S	- 270,852.080	1.0000		270,852	270,852	
05/04/2011 000011697851	S	- 241.950	1.0000		242	242	
05/05/2011 000011697871	S	- 175,000.000	1.0000		175,000	175,000	
05/17/2011 000011697851	S	- 451.560	1.0000		452	452	

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05/18/2011 000011697851	S	- 1,343.400	1.0000		1,343	1,343	
06/01/2011 000011697851	S	- 272,217.540	1.0000		272,218	272,218	
06/15/2011 000011697851	S	- 288,000.000	1.0000		288,000	288,000	
06/16/2011 000011697851	S	- 142,000.000	1.0000		142,000	142,000	
06/17/2011 000011697856	S	- 6,000.000	1.0000		6,000	6,000	
06/17/2011 000011697857	S	- 6,000.000	1.0000		6,000	6,000	
06/17/2011 000011697858	S	- 10,000.000	1.0000		10,000	10,000	
06/17/2011 000011697859	S	- 21,000.000	1.0000		21,000	21,000	
06/17/2011 000011697860	S	- 12,000.000	1.0000		12,000	12,000	
06/17/2011 000011697861	S	- 12,000.000	1.0000		12,000	12,000	
06/17/2011 000011697862	S	- 12,000.000	1.0000		12,000	12,000	
06/17/2011 000011697863	S	- 15,000.000	1.0000		15,000	15,000	
06/17/2011 000011697864	S	- 15,000.000	1.0000		15,000	15,000	
06/17/2011 000011697866	S	- 21,000.000	1.0000		21,000	21,000	

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06/17/2011 000011697870	S	- 12,000.000	1.0000		12,000	12,000	
06/24/2011 000011697855	S	- 9,561.290	1.0000		9,561	9,561	
06/28/2011 000011697852	S	- 28,232.150	1.0000		28,232	28,232	
06/30/2011 000011697851	S	- 3,840.000	1.0000		3,840	3,840	
07/01/2011 000011697851	S	- 272,473.670	1.0000		272,474	272,474	
07/25/2011 000011697851	S	- 3,999,900.000	1.0000		3,999,900 *	3,999,900	
07/25/2011 000011697856	S	-.450	1.0000				
08/01/2011 000011697851	S	- 276,061.320	1.0000		276,061	276,061	
08/10/2011 000011697851	S	- 242.460	1.0000		242	242	
08/11/2011 000011697852	S	- 157.120	1.0000		157	157	
08/11/2011 000011697856	S	-.450	1.0000				
08/12/2011 000011697871	S	- 175,000.000	1.0000		175,000	175,000	
09/01/2011 000011697851	S	- 280,651.400	1.0000		280,651	280,651	
09/16/2011 000011697851	S	- 191,000.000	1.0000		191,000	191,000	

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09/16/2011 000011697856	S	-.450	1.0000				
09/29/2011 000011697851	S	- 7,293.180	1.0000		7,293	7,293	
09/30/2011 000011697851	S	- 27,773.000	1.0000		27,773	27,773	
10/03/2011 000011697851	S	- 164,555.710	1.0000		164,556	164,556	
10/05/2011 000011697871	S	- 175,000.000	1.0000		175,000	175,000	
10/20/2011 000011697851	S	- 3,700,000.000	1.0000		3,700,000 *	3,700,000	
10/20/2011 000011697856	S	-.450	1.0000				
10/25/2011 000011697851	S	- 1,500,000.000	1.0000		1,500,000	1,500,000	
10/25/2011 000011697856	S	-.450	1.0000				
10/26/2011 000011697851	S	- 19.020	1.0000		19	19	
10/31/2011 000011697851	S	- 957.000	1.0000		957	957	
11/01/2011 000011697851	S	- 233,598.220	1.0000		233,598	233,598	
11/08/2011 000011697851	S	- 231.120	1.0000		231	231	
11/18/2011 000011697851	S	- 152.100	1.0000		152	152	

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11/29/2011 000011697856	S	- 257,000.000	1.0000		257,000	257,000	
11/29/2011 000011697857	S	- 271,000.000	1.0000		271,000	271,000	
11/29/2011 000011697858	S	- 262,000.000	1.0000		262,000	262,000	
11/29/2011 000011697859	S	- 255,000.000	1.0000		255,000	255,000	
11/29/2011 000011697860	S	- 472,000.000	1.0000		472,000	472,000	
11/29/2011 000011697861	S	- 570,000.000	1.0000		570,000	570,000	
11/29/2011 000011697862	S	- 593,000.000	1.0000		593,000	593,000	
11/29/2011 000011697863	S	- 748,000.000	1.0000		748,000	748,000	
11/29/2011 000011697864	S	- 168,000.000	1.0000		168,000	168,000	
11/29/2011 000011697866	S	- 547,000.000	1.0000		547,000	547,000	
11/29/2011 000011697870	S	- 659,000.000	1.0000		659,000	659,000	
11/30/2011 000011697851	S	- 4,569.000	1.0000		4,569	4,569	
Total For Sells				0	77,214,598	77,214,598	0

Total First Amer Prime Oblig Fund Cl I	0	154,646,042	154,646,042	0
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DATE	BOUGHT/ SOLD	SHARES/ PAR VALUE	UNIT PRICE	EXPENSE INCURRED	PRINCIPAL CASH	TRANSACTION COST	REALIZED GAIN/LOSS
Issue: 399874833 - American Growth Fd Of Amer 5							
02/09/2011	B	14,059.531	31.5800		- 444,000	444,000	
000011697862							
Total For Buys				0	444,000	444,000	0
12/21/2010	R	1,177.130	30.2900		- 35,655	35,655	
000011697862							
Total For Reinvestments				0	35,655	35,655	0
12/28/2010	S	- 659.631	30.3200		20,000	12,183	7,817
000011697862							
03/02/2011	S	- 121,489.351	31.6200		3,841,493 *	2,428,135	1,413,358
000011697862							
Total For Sells				0	3,861,493	2,440,318	1,421,175
Total American Growth Fd Of Amer 5				0	4,341,148	2,919,973	1,421,175
Issue: 670678507 - Nuveen Real Estate Securit Cl I							
06/16/2011	B	775.595	19.3400		- 15,000	15,000	
000011697863							
07/22/2011	B	10,023.946	20.8800		- 209,300	209,300	
000011697863							
08/10/2011	B	52,162.319	17.2500		- 899,800	899,800	
000011697863							
09/15/2011	B	1,079.331	18.5300		- 20,000	20,000	
000011697863							

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DATE	BOUGHT/ SOLD	SHARES/ PAR VALUE	UNIT PRICE	EXPENSE INCURRED	PRINCIPAL CASH	TRANSACTION COST	REALIZED GAIN/LOSS
10/19/2011	B	22,228.604	17.4100		- 387,000	387,000	
000011697863							
10/24/2011	B	8,481.902	18.5100		- 157,000	157,000	
000011697863							
Total For Buys				0	1,688,100	1,688,100	0
06/30/2011	R	563.947	19.8600		- 11,200	11,200	
000011697863							
09/30/2011	R	842.738	16.7200		- 14,091	14,091	
000011697863							
10/05/2011	R	1,202.153	16.7200		- 20,100	20,100	
000011697863							
Total For Reinvestments				0	45,391	45,391	0
04/20/2011	S	- 123,559.709	19.6000		2,421,770	1,416,843	1,004,927
000011697863							
11/28/2011	S	- 42,524.161	17.5900		748,000	616,139	131,861
000011697863							
Total For Sells				0	3,169,770	2,032,982	1,136,788
Total Nuveen Real Estate Securiti C I I				0	4,903,261	3,766,473	1,136,788
Issue: 693390700 - Pimco Total Return Fund Inst							
12/01/2010	R	7,986.432	10.8000		- 86,253	86,253	
000011697855							

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12/01/2010 000011697855	R	17,466.308	10.8000		- 188,636	188,636	
12/01/2010 000011697855	R	1,718.427	10.8500		- 18,645	18,645	
01/25/2011 000011697855	R	1,424.405	10.8500		- 15,455	15,455	
02/22/2011 000011697855	R	1,349.453	10.8800		- 14,682	14,682	
03/01/2011 000011697855	R	1,339.826	10.8800		- 14,577	14,577	
Total For Reinvestments				0	338,248	338,248	0
02/09/2011 000011697855	S	- 68,866.171	10.7600		741,000	737,553	3,447
04/20/2011 000011697855	S	- 472,190.955	10.9800		5,184,657 *	5,057,600	127,057
Total For Sells				0	5,925,657	5,795,153	130,504
Total Pimco Total Return Fund Inst				0	6,263,905	6,133,401	130,504

Issue: 693390841 - P I M C O High Yield Fund Instl

01/31/2011 000011697852	B	1,650.586	9.4300		- 15,565	15,565	
02/09/2011 000011697852	B	462,697.576	9.4900		- 4,391,000 *	4,391,000	

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Total For Buys				0	4,406,565	4,406,565	0
01/07/2011	R	1,999.856	9.3000		- 18,599	18,599	
000011697852							
02/22/2011	R	3,461.627	9.5000		- 32,885	32,885	
000011697852							
03/01/2011	R	4,654.147	9.4500		- 43,982	43,982	
000011697852							
04/01/2011	R	3,020.158	9.5200		- 28,752	28,752	
000011697852							
05/01/2011	R	18.825	9.5100		- 179	179	
000011697852							
Total For Reinvestments				0	124,397	124,397	0
04/20/2011	S	- 770,510.865	9.5000		7,319,853 *	7,057,633	262,220
000011697852							
06/27/2011	S	- 3,038.983	9.2900		28,232	28,931	- 699
000011697852							
Total For Sells				0	7,348,085	7,086,564	261,521
Total P I M C O High Yield Fund Instl				0	11,879,047	11,617,526	261,521

Issue: 722005667 - Pimco Commodity Rr Strat Ins

06/16/2011 B 2,367.531 8.8700 - 21,000 21,000

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07/22/2011	B	32,681.081	9.2500		- 302,300	302,300	
000011697866							
08/10/2011	B	139,115.646	8.8200		- 1,227,000	1,227,000	
000011697866							
09/15/2011	B	3,431.953	8.4500		- 29,000	29,000	
000011697866							
10/19/2011	B	72,976.501	7.6600		- 559,000	559,000	
000011697866							
10/24/2011	B	29,065.301	7.8100		- 227,000	227,000	
000011697866							
Total For Buys				0	2,365,300	2,365,300	0
12/01/2010	R	21,622.494	9.2900		- 200,873	200,873	
000011697866							
03/17/2011	R	21,204.880	9.3400		- 198,054	198,054	
000011697866							
06/16/2011	R	15,048.600	8.8700		- 133,481	133,481	
000011697866							
09/01/2011	R	23,724.712	8.4500		- 200,474	200,474	
000011697866							
Total For Reinvestments				0	732,882	732,882	0
12/28/2010	S	- 34,371.643	9.3100		320,000	360,282	- 40,282
000011697866							
02/09/2011	S	- 248,455.804	9.3900		2,333,000	2,598,050	- 265,050
000011697866							
04/20/2011	S	- 514,591.211	9.9600		5,125,328 *	5,365,679	- 240,350
000011697866							

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DATE	BOUGHT/ SOLD	SHARES/ PAR VALUE	UNIT PRICE	EXPENSE INCURRED	PRINCIPAL CASH	TRANSACTION COST	REALIZED GAIN/LOSS
11/28/2011	S	- 71,596.859	7.6400		547,000	672,548	- 125,548
000011697866							
Total For Sells				0	8,325,328	8,996,559	- 671,230
Total Pimco Commodity Rr Strat Ins				0	11,423,510	12,094,741	- 671,230
Issue: 858268204 - Steelpath Mlp Select 40 I							
06/16/2011	B	1,129.944	10.6200		- 12,000	12,000	
000011697870							
07/22/2011	B	14,867.580	10.9500		- 162,800	162,800	
000011697870							
08/10/2011	B	61,324.952	10.3400		- 634,100	634,100	
000011697870							
09/15/2011	B	1,529.637	10.4600		- 16,000	16,000	
000011697870							
10/19/2011	B	28,530.806	10.5500		- 301,000	301,000	
000011697870							
10/24/2011	B	11,380.597	10.7200		- 122,000	122,000	
000011697870							
Total For Buys				0	1,247,900	1,247,900	0
02/08/2011	R	5,134.301	11.0300		- 56,631	56,631	
000011697870							
05/06/2011	R	2,197.008	10.9500		- 24,057	24,057	
000011697870							
08/05/2011	R	2,646.002	10.3800		- 27,466	27,466	
000011697870							

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DATE	BOUGHT/ SOLD	SHARES/ PAR VALUE	UNIT PRICE	EXPENSE INCURRED	PRINCIPAL CASH	TRANSACTION COST	REALIZED GAIN/LOSS
11/08/2011	R	4,326.338	10.6500		- 46,076	46,076	
000011697870							
Total For Reinvestments				0	154,230	154,230	0
12/28/2010	S	- 919.118	10.8800		10,000	9,395	605
000011697870							
02/09/2011	S	- 10,435.572	11.0200		115,000	106,794	8,206
000011697870							
04/20/2011	S	- 188,442.766	11.2500		2,119,981	1,928,464	191,517
000011697870							
11/28/2011	S	- 62,228.517	10.5900		659,000	645,271	13,729
000011697870							
Total For Sells				0	2,903,981	2,689,924	214,057
Total Steelpath Mlp Select 40 I				0	4,306,111	4,092,054	214,057
Issue: 922031737 - Vanguard Inflation Prot Sec Adm Cl							
12/28/2010	R	4,023.552	25.2400		- 101,554	101,554	
000011697854							
03/30/2011	R	1,090.507	25.8400		- 28,179	28,179	
000011697854							
Total For Reinvestments				0	129,733	129,733	0
02/09/2011	S	- 129,145.129	25.1500		3,248,000	3,058,448	189,552
000011697854							

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FORM 5500 - REPORTABLE TRANSACTION SCHEDULE (continued)

DATE	BOUGHT/ SOLD	SHARES/ PAR VALUE	UNIT PRICE	EXPENSE INCURRED	PRINCIPAL CASH	TRANSACTION COST	REALIZED GAIN/LOSS
04/20/2011 000011697854	S	- 172,911.763	26.2900		4,545,850 *	4,097,294	448,556
Total For Sells				0	7,793,850	7,155,742	638,108
Total Vanguard Inflation Prot Sec Adm Cl				0	7,923,583	7,285,475	638,108
Issue: 922908470 - Vanguard Growth Index Fd Sig							
03/02/2011 000011697862	B	119,087.000	30.2300		- 3,600,000 *	3,600,000	
03/03/2011 000011697862	B	7,851.052	30.7600		- 241,498	241,498	
06/16/2011 000011697862	B	408.580	29.3700		- 12,000	12,000	
07/22/2011 000011697862	B	5,363.322	31.7900		- 170,500	170,500	
08/10/2011 000011697862	B	26,813.228	26.6100		- 713,500	713,500	
09/15/2011 000011697862	B	552.677	28.9500		- 16,000	16,000	
10/19/2011 000011697862	B	11,014.291	28.6900		- 316,000	316,000	
10/24/2011 000011697862	B	4,293.861	29.8100		- 128,000	128,000	
Total For Buys				0	5,197,498	5,197,498	0
03/24/2011 000011697862	R	340.350	30.2100		- 10,282	10,282	

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DATE	BOUGHT/ SOLD	SHARES/ PAR VALUE	UNIT PRICE	EXPENSE INCURRED	PRINCIPAL CASH	TRANSACTION COST	REALIZED GAIN/LOSS
06/27/2011 000011697862	R	167.865	29.8400		- 5,009	5,009	
09/26/2011 000011697862	R	268.401	27.0100		- 7,250	7,250	
Total For Reinvestments				0	22,541	22,541	0
04/20/2011 000011697862	S	- 73,240.461	30.8400		2,258,736	2,216,450	42,286
11/28/2011 000011697862	S	- 20,770.578	28.5500		593,000	606,162	- 13,162
Total For Sells				0	2,851,736	2,822,612	29,124
Total Vanguard Growth Index Fd Sig				0	8,071,775	8,042,651	29,124
Issue: 922908496 - Vanguard 500 Idx Fd #1340							
02/09/2011 000011697861	B	4,529.651	100.6700		- 456,000	456,000	
06/16/2011 000011697861	B	123.877	96.8700		- 12,000	12,000	
07/22/2011 000011697861	B	1,664.389	102.4400		- 170,500	170,500	
08/10/2011 000011697861	B	8,691.786	85.4600		- 742,800	742,800	
09/15/2011 000011697861	B	173.085	92.4400		- 16,000	16,000	
10/19/2011 000011697861	B	3,429.564	92.1400		- 316,000	316,000	

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DATE	BOUGHT/ SOLD	SHARES/ PAR VALUE	UNIT PRICE	EXPENSE INCURRED	PRINCIPAL CASH	TRANSACTION COST	REALIZED GAIN/LOSS
10/24/2011	B	1,340.034	95.5200		- 128,000	128,000	
000011697861							
Total For Buys				0	1,841,300	1,841,300	0
12/24/2010	R	158.717	95.5900		- 15,172	15,172	
000011697861							
03/24/2011	R	173.960	99.6200		- 17,330	17,330	
000011697861							
06/27/2011	R	79.595	97.6290		- 7,771	7,771	
000011697861							
09/23/2011	R	152.183	85.8800		- 13,069	13,069	
000011697861							
Total For Reinvestments				0	53,342	53,342	0
12/28/2010	S	- 313.414	95.7200		30,000	22,600	7,400
000011697861							
04/20/2011	S	- 22,759.869	101.3000		2,305,575	1,719,437	586,137
000011697861							
11/28/2011	S	- 6,260.297	91.0500		570,000	516,771	53,229
000011697861							
Total For Sells				0	2,905,575	2,258,808	646,766
Total Vanguard 500 Idx Fd #1340				0	4,800,217	4,153,450	646,766

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DATE	BOUGHT/ SOLD	SHARES/ PAR VALUE	UNIT PRICE	EXPENSE INCURRED	PRINCIPAL CASH	TRANSACTION COST	REALIZED GAIN/LOSS
12/10/2010	B	277,534.965	11.4400		- 3,175,000	3,175,000	
000011697853							
12/13/2010	B	29,947.189	11.5100		- 344,692	344,692	
000011697853							
Total For Buys				0	3,519,692	3,519,692	0
12/22/2010	R	5,568.172	11.2000		- 62,364	62,364	
000011697853							
03/30/2011	R	2,407.163	11.5700		- 27,851	27,851	
000011697853							
Total For Reinvestments				0	90,215	90,215	0
02/09/2011	S	- 59,353.147	11.4400		679,000	679,144	- 144
000011697853							
04/20/2011	S	- 256,104.342	11.7700		3,014,348	2,930,762	83,586
000011697853							
Total For Sells				0	3,693,348	3,609,906	83,442
Total Wells Fargo Intl Bond Fund Is				0	7,303,255	7,219,813	83,442
Issue: 98MSC7068 - Ssga 20+ Year US Strip (Cmca)							
04/21/2011	B	1,299,635.714	7.5619		- 9,827,774 *	9,827,774	
000011697871							
06/15/2011	B	7,158.726	8.1020		- 58,000	58,000	
000011697871							

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DATE	BOUGHT/ SOLD	SHARES/ PAR VALUE	UNIT PRICE	EXPENSE INCURRED	PRINCIPAL CASH	TRANSACTION COST	REALIZED GAIN/LOSS
09/19/2011	B	4,989.924	10.4210		- 52,000	52,000	
000011697871							
Total For Buys				0	9,937,774	9,937,774	0
05/03/2011	S	- 4,551.365	7.6900		35,000	34,417	583
000011697871							
06/01/2011	S	- 4,257.390	8.2210		35,000	32,194	2,806
000011697871							
07/01/2011	S	- 4,540.737	7.7080		35,000	34,350	650
000011697871							
08/01/2011	S	- 4,168.652	8.3960		35,000	31,536	3,464
000011697871							
08/11/2011	S	- 331,027.160	8.9470		2,961,700	2,504,195	457,505
000011697871							
09/01/2011	S	- 3,551.857	9.8540		35,000	26,922	8,078
000011697871							
10/03/2011	S	- 2,871.441	12.1890		35,000	21,765	13,235
000011697871							
10/17/2011	S	- 124.854	11.0710		1,382	946	436
000011697871							
11/01/2011	S	- 2,986.093	11.7210		35,000	22,634	12,366
000011697871							
11/01/2011	S	- 3,065.067	11.4190		35,000	23,232	11,768
000011697871							
11/21/2011	S	- 118,034.786	11.6491		1,375,000	894,671	480,329
000011697871							
Total For Sells				0	4,618,082	3,626,862	991,220

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DATE	BOUGHT/ SOLD	SHARES/ PAR VALUE	UNIT PRICE	EXPENSE INCURRED	PRINCIPAL CASH	TRANSACTION COST	REALIZED GAIN/LOSS
Total Ssga 20+ Year US Strip (Cmca)				0	14,555,856	13,564,636	991,220
Issue: 98MSC7076 - Ssga Long US Credit (Cme3Non)							
04/21/2011	B	1,455,057.258	27.0169		- 39,311,095 *	39,311,095	
000011697871							
06/15/2011	B	8,263.572	27.8330		- 230,000	230,000	
000011697871							
09/19/2011	B	7,103.370	29.2819		- 208,000	208,000	
000011697871							
11/21/2011	B	45,653.762	30.1180		- 1,375,000	1,375,000	
000011697871							
Total For Buys				0	41,124,095	41,124,095	0
05/03/2011	S	- 5,146.491	27.2030		140,000	139,042	958
000011697871							
06/01/2011	S	- 4,987.709	28.0690		140,000	134,752	5,248
000011697871							
07/01/2011	S	- 5,123.326	27.3260		140,000	138,440	1,560
000011697871							
08/01/2011	S	- 4,858.412	28.8160		140,000	131,282	8,718
000011697871							
08/11/2011	S	- 207,442.477	28.6610		5,945,500 *	5,605,409	340,091
000011697871							
09/01/2011	S	- 4,794.386	29.2008		140,000	129,614	10,387
000011697871							
10/03/2011	S	- 4,630.395	30.2350		140,000	125,180	14,820
000011697871							

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DATE	BOUGHT/ SOLD	SHARES/ PAR VALUE	UNIT PRICE	EXPENSE INCURRED	PRINCIPAL CASH	TRANSACTION COST	REALIZED GAIN/LOSS
10/17/2011	S	- 295.835	29.4968		8,726	7,998	728
000011697871							
11/01/2011	S	- 4,528.986	30.9120		140,000	122,439	17,561
000011697871							
11/01/2011	S	- 4,749.949	29.4740		140,000	128,937	11,063
000011697871							
Total For Sells				0	7,074,226	6,663,093	411,134
Total Ssga Long US Credit (Cme3Non)				0	48,198,321	47,787,188	411,134
Issue: 99MSCFAR1 - Aurora Offshore Fd II							
11/30/2011	S	- 2,575.020	1,438.4354		3,704,000 *	3,682,012	21,988
000011697868							
11/30/2011	S	- 131.470	1,470.3602		193,308	187,988	5,320
000011697868							
Total For Sells				0	3,897,308	3,870,000	27,308
Total Aurora Offshore Fd II				0	3,897,308	3,870,000	27,308
Issue: 997500TG8 - Cash Balance Held Outside Inv Mgr							
11/30/2011	B	4,600,000.000	1.0000		- 4,600,000 *	4,600,000	
000011697868							
Total For Buys				0	4,600,000	4,600,000	0

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DATE	BOUGHT/ SOLD	SHARES/ PAR VALUE	UNIT PRICE	EXPENSE INCURRED	PRINCIPAL CASH	TRANSACTION COST	REALIZED GAIN/LOSS
GRAND TOTAL				0	324,239,536	317,128,654	7,110,885

CATEGORY 4 - SINGLE TRANSACTION WITH ONE BROKER EXCEEDS 5% OF VALUE
NO TRANSACTIONS QUALIFIED FOR THIS SECTION

SCHEDULE SB ATTACHMENTS

Schedule SB – Statement by Enrolled Actuary

Plan Sponsor	Everett Smith Group, Ltd.
EIN/PN	39-0664900/001
Plan Name	Everett Smith Group, Ltd. Pension Plan
Valuation Date	December 1, 2010
Enrolled Actuary	Peter Gasiewski
Enrollment Number	11-04703

The actuarial assumptions that are not mandated by IRC § 430 and regulations, represent the enrolled actuary's best estimate of anticipated experience under the plan, subject to the following conditions:

The actuarial valuation, on which the information in this Schedule SB is based, has been prepared in reliance upon the employee and financial data furnished by the plan administrator and the trustee. The enrolled actuary has not made a rigorous check of the accuracy of this information but has accepted it after reviewing it and concluding it is reasonable in relation to similar information furnished in previous years. The amounts of contributions and dates paid shown in Item 18 of Schedule SB were listed in reliance on information provided by the plan administrator and/or trustee.

SCHEDULE SB ATTACHMENTS

Schedule SB, Line 19
Discounted Employer Contributions
as of December 1, 2010

Date	Applicable Plan Year	Contribution	Applicable Effective Rate	Interest Adjusted Contribution
3/14/11	2010	452,775	6.43%	444,774
6/15/11	2010	452,775	6.43%	437,822
9/15/11	2010	452,775	6.43%	431,054
12/15/11	2010	452,775	6.43%	424,391
8/3/12	2010	697,841	6.43%	628,781
Total				2,366,822

Plan Name: Everett Smith Group, Ltd. Pension Plan
EIN / PN: 39-1201792 / 001
Plan Sponsor: Everett Smith Group, Ltd.
Valuation Date: December 1, 2010

SCHEDULE SB ATTACHMENTS

Schedule SB, Line 22
Description of Weighted Average Retirement Age
as of December 1, 2010

See Appendix A for retirement rates. The average retirement age for Line 22 was calculated by determining the average age at retirement for those current active participants expected to reach retirement, based on all current decrements assumed.

<u>Age at</u> <u>Retirement (A)</u>	<u>Lives at</u> <u>Beg. of Year</u>	<u>Rate of</u> <u>Retirement</u>	<u>Number</u> <u>Retiring (B)</u>	<u>Number</u> <u>Remaining</u>	<u>Weight</u> <u>{(A) x (B)} / 100</u>
55	1000.00	3.00%	30.00	970.00	1.6500
56	970.00	3.00%	29.10	940.90	1.6296
57	940.90	3.00%	28.23	912.67	1.6089
58	912.67	3.00%	27.38	885.29	1.5881
59	885.29	3.00%	26.56	858.73	1.5670
60	858.73	10.00%	85.87	772.86	5.1524
61	772.86	10.00%	77.29	695.57	4.7144
62	695.57	15.00%	104.34	591.24	6.4688
63	591.24	10.00%	59.12	52.11	3.7248
64	532.11	10.00%	53.21	478.90	3.4055
65	478.90	100.00%	478.90	0.00	31.1287

Average Retirement Age: 62.6383

Plan Name: Everett Smith Group, Ltd. Pension Plan
EIN / PN: 39-1201792 / 001
Plan Sponsor: Everett Smith Group, Ltd.
Valuation Date: December 1, 2010

SCHEDULE SB ATTACHMENTS

Schedule SB, Line 26 Schedule of Active Participant Data as of December 1, 2010

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 & Over	
	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.
Under 25	1		4		3		0		0		0		0		0		0		0	
25 - 29	2		16		4		1		0		0		0		0		0		0	
30 - 34	0		20		8		10		0		0		0		0		0		0	
35 - 39	4		16		13		25		9		1		0		0		0		0	
40 - 44	5		13		19		35		22		4		3		0		0		0	
45 - 49	2		25		21		27		29		15		19		4		0		0	
50 - 54	3		21		23		34		19		22		14		30		0		0	
55 - 59	3		20		16		16		17		11		15		16		3		0	
60 - 64	4		8		5		4		10		2		8		8		2		3	
65 - 69	0		4		0		0		0		0		2		1		0		0	
70 & Over	0		0		0		0		0		0		0		0		0		0	

Plan Name: Everett Smith Group, Ltd. Pension Plan
 EIN / PN: 39-1201792 / 001
 Plan Sponsor: Everett Smith Group, Ltd.
 Valuation Date: December 1, 2010

Schedule SB, Line 32
Schedule of Amortization Bases
as of December 1, 2010

Type of Base		Date Established	Initial Amount	Remaining Amortization Period (Years)	Outstanding Balance	Amortization Payment
1	Shortfall	12/01/2010	3,358,902	7	3,358,902	554,341
2	Shortfall	12/01/2009	10,746,953	6	9,725,728	1,811,099
Total					13,084,630	2,365,440

Plan Name: Everett Smith Group, Ltd. Pension Plan
EIN / PN: 39-1201792 / 001
Plan Sponsor: Everett Smith Group, Ltd.
Valuation Date: December 1, 2010

Schedule SB, Line 25
Change in Method

The asset valuation method was changed from a two year biannual smoothing method (five points in the average) to a two year annual smoothing method (three points in the average). This change is being made as elected by the plan sponsor and is automatically approved by the IRS pursuant to final funding regulations issued October 15, 2009.

Plan Name:	Everett Smith Group, Ltd. Pension Plan
EIN / PN:	39-1201792 / 001
Plan Sponsor:	Everett Smith Group, Ltd.
Valuation Date:	December 1, 2010

Appendix A – Statement of actuarial assumptions and methods

Plan Sponsor

Everett Smith Group, Ltd.

EIN/PN

39-1201792/001

Discount Rates

Current plan year PPA effective interest rate: 6.43%

Prior plan year PPA effective interest rate: 6.74%

3-Segment Rates

Applicable month: August

Compensation Increases

Not applicable.

Future Increases in Social Security

Not applicable.

Future Increases in Maximum Benefits and Plan Compensation Limitations

Accrued benefits projected to be paid in future years are limited to the maximum presently allowed under IRC §415. No provision is made for future increases in the maximum annual benefit.

Inclusion Date

The valuation date coincident with or next following the date on which the employee becomes a participant.

Assumed Cost-of-Living Adjustments

None.

Plan-related Expenses

The amount included this year for plan-related expenses is \$0.

Mortality

For non-disabled participants: the prescribed mortality assumption under Section 430(h)(3)(A) of the Internal Revenue Code using static tables with separate mortality rates for annuitants and non-annuitants.

For disabled participants: mortality in accordance with Revenue Ruling 96-7.

Retirement

For purposes of determining the Funding Target and Target Normal Cost (both disregarding at-risk assumptions), the rates at which participants retire by age and gender are shown below.

Percentage retiring during the year		
Age	Males	Females
55	3%	3%
56	3%	3%
57	3%	3%
58	3%	3%
59	3%	3%
60	10%	10%
61	10%	10%
62	15%	15%
63	10%	10%
64	10%	10%
65	100%	100%

Disability Rates

The rates at which participants in Part B (Eagle Ottawa), Part C (Eagle Tanning) and Part F (Maysteel Allenton) become disabled by age and gender are shown below.

Percentage becoming disabled during the year		
Age	Males	Females
20	.286%	.429%
30	.275%	.413%
40	.323%	.485%
50	.574%	.861%
55	.868%	1.302%
60	1.363%	2.045%
65 and over	0.000%	0.000%

No disability is assumed for Part A, Part D and Part E.

Representative Termination Rates not Due to Disability, Retirement or Mortality

Percentage leaving during the year		
Attained Age	Males	Females
20	14.4%	21.2%
30	4.0%	6.3%
40	1.8%	3.5%
50	0.4%	1.1%
55 and over	0.0%	0.0%

Form of Payment

Participants are assumed to elect the normal form.

Marriage

90% of the male employees and 70% of females are assumed to be married. Wives are assumed to be 3 years younger than husbands.

Employees

It is assumed that there will be no new or rehired employees.

Asset Method

The valuation assets are equal to the average of three values (all determined without regard to receivable contributions), the result increased by the discounted present value of contributions expected to be made after the valuation date based on the prior plan year PPA effective interest rate. This amount is then subject to a 10% corridor around the market value of assets (including the discounted present value of receivable contributions) as of the valuation date. The three values used to develop the average value are: the market value of assets as of the current valuation date, and the adjusted market value of assets as of the prior valuation date and the adjusted market value of assets as of the second prior valuation date. The adjusted market value as of a relevant valuation date is equal to the market value of assets increased by actual plan contributions and assumed return on plan assets and decreased by actual plan disbursements after that date until the current valuation date.

The assumed rate of return on plan assets for the prior plan year (pursuant to IRS Notice 2009-22) was 6.83%, which is the lesser of the anticipated rate of return on assets for the plan year, equal to 8.00%, and the applicable limitation for the plan year, equal to 6.83%. The assumed rate of return on plan assets for the second prior plan year (pursuant to IRS Notice 2009-22) was 6.68%, which is the lesser of the anticipated rate of return on assets for the plan year, equal to 8.00%, and the applicable limitation for the plan year, equal to 6.68%. Because expected investment returns under this method are limited under WREIRA, over time it is more likely to produce an actuarial value that is expected to be less than the market value of assets.

Participant Data

Data was supplied via the Data-Link as of the census date by the employer.

Tax Policy

The actuarial valuation performed for the plan year ending November 30, 2011 is used to determine the maximum deductible contribution for the tax year ending November 30, 2011.

Benefits Not Included in Valuation

We believe that we have reflected all significant plan provisions in this valuation.

Changes in Assumptions and Methods Since Last Actuarial Valuation

In addition to the prescribed changes in the discount rate and mortality, the following change was made as part of this valuation:

- The asset valuation method was changed from a two year biannual smoothing method (five points in the average) to a two year annual smoothing method (three points in the average). This change is being made as elected by the plan sponsor and is automatically approved by the IRS pursuant to final funding regulations issued October 15, 2009.

Appendix B – Summary of plan provisions

Plan Sponsor

Everett Smith Group, Ltd.

Plan Effective

December 1, 1989

Coverage and Participation

Employees who are not salespersons, compensated only on commissions, and are not covered by any other defined benefit retirement plan operated by the Company. Eligible employees who were participants of the prior plan as of November 30, 1989, became participants of this amended plan on December 1, 1989. Other eligible employees become participants when they have attained age 21 and completed a 12-month qualifying period.

Participants in the Pension Plan for Hourly Employees of Eagle Ottawa Leather Company (Part B), the Pension Plan for Hourly Employees of Eagle Tanning Company (Part C), the Trostel Specialty Elastomers Group Inc. Pension Plan (Part E), the Albert Trostel Packing, Ltd. Industrial Pension Plan (Part D), and the Maysteel Corporation Pension Plan for Non-Bargaining Employees became participants in this Plan when the plans were merged into the Plan as of December 1, 2002.

All employees at the Allenton Division Plant who are represented by District 121 of the International Association of Machinists and Aerospace Workers AFL-CIO and its Rock River Lodge No. 2053 are eligible to participate in this plan after completing the twelve-month qualifying period. Effective November 30, 2003, the Maysteel Corporation Pension Plan for Bargaining Employees of the Allenton Division (Part F) was merged into this Plan.

Employees of Part A and Part D who were not participants prior to January 1, 2009 are not eligible to enter the Plan.

Employees of Part F who were not participants prior to May 8, 2009 are not eligible to enter the Plan.

Locations providing benefits under Parts B, C, and E were closed on October 20, 2006, February 13, 2009, and December 1, 2006, respectively.

Average Monthly Compensation

The highest average monthly compensation during a period of sixty consecutive calendar months within the last one hundred and twenty calendar months. Compensation includes base salary, overtime pay and bonus, prior to any 401(k) and 125 deferrals.

Vesting Service

Part A employees:

Vesting Service equals the period of employment from date of hire, and shall include periods of severance not greater than twelve months.

Part B (Eagle Ottawa) employees:

Vesting Service is credited according to the following table:

Hours of Service in Calendar Year	Years of Vesting Service
1,000 or more	1.0
945 – 999	0.6
756 – 944	0.5
567 – 755	0.4
378 – 566	0.3
189 – 377	0.2
188	0.1
Less than 188	0.0

Part C (Eagle Tanning), Part D (Packing), and Part E (Specialty Elastomers) employees:

Vesting Service is credited according to the following schedule:

Hours of Service in Calendar Year	Years of Vesting Service
1,000 or more	1.0
900 – 999	0.5
720 – 899	0.4
540 – 719	0.3
360 – 539	0.2
180 – 359	0.1
Less than 180	0.0

Part F (Maysteel Allenton) employees:

The years of Vesting Service are equal to the sum of the years of credited service prior to March 1, 1980 plus years of Vesting Service credited after that date according to the following table:

Hours of Service in Calendar Year	Years of Vesting Service
1,000 or more	1.0000
900 – 999	0.5000
750 – 899	0.4167
600 – 749	0.3333
450 – 599	0.2500
300 – 449	0.1667
150 – 299	0.0833
Less than 150	0.0000

Benefit Service

Part A employees:

Benefit Service is calculated based on elapsed time from date of participation.

Part B (Eagle Ottawa) employees:

Benefit Service is equal to the sum of "years of credited service" prior to 1976 as defined by the Plan in effect on July 31, 1976, plus years of Benefit Service credited after 1975 according to the following table:

Hours of Service in Calendar Year	Years of Vesting Service
1,700 or more	1.0
1,512 – 1,699	0.9
1,323 – 1,511	0.8
1,134 – 1,322	0.7
945 – 1,133	0.6
756 – 944	0.5
567 – 755	0.4
378 – 566	0.3
189 – 377	0.2
188	0.1
Less than 188	0.0

Part C (Eagle Tanning), Part D (Packing), and Part E (Specialty Elastomers) employees:

Benefit Service is equal to the sum of the Benefit Service accumulated under the Albert Trostel & Sons Company Administrative Pension Plan as of July 27, 1990, plus Benefit Service credited after July 27, 1990, according to the following table:

Hours of Service in Calendar Year	Years of Vesting Service
1,800 or more	1.0
1,620 – 1,799	0.9
1,440 – 1,619	0.8
1,260 – 1,439	0.7
1,080 – 1,259	0.6
900 – 1,079	0.5
720 – 899	0.4
540 – 719	0.3
360 – 539	0.2
180 – 359	0.1
Less than 180	0.0

Part F (Maysteel Allenton) employees:

Benefit Service is credited for each Plan Year, before and after the Effective Date, in accordance with the following table:

Hours of Service in Calendar Year	Years of Vesting Service
1,800 or more	1.0000
1,650 – 1,799	0.9167
1,500 – 1,649	0.8333
1,350 – 1,499	0.7500
1,200 – 1,349	0.6667
1,050 – 1,199	0.5833
900 – 1,049	0.5000
750 – 899	0.4167
600 – 749	0.3333
450 – 599	0.2500
300 – 449	0.1667
150 – 299	0.0833
Less than 150	0.0000

Benefit service accruals were frozen for Parts A through F on January 1, 2009, October 20, 2006, February 13, 2009, January 1, 2009, December 1, 2006 and May 8, 2009, respectively.

Accrued Benefit

Part B (Eagle Ottawa) employees:

The Accrued Benefit is equal to the Monthly Benefit Rate multiplied by Benefit Service. The most current Benefit Rates are:

Effective	Benefit Rate
April 15, 1999	\$26.00
April 15, 2004	\$27.00
April 15, 2005	\$28.00

Location closed October 20, 2006.

Part C (Eagle Tanning) employees:

The Accrued Benefit is equal to the Monthly Benefit Rate multiplied by Benefit Service up to a maximum of 30 years. The most current Benefit Rates are:

Effective	Benefit Rate
July 28, 2002	\$17.00
July 27, 2003	\$18.00
July 25, 2004	\$19.00
July 24, 2005	\$20.00
July 30, 2006	\$20.50
July 29, 2007	\$21.00
July 27, 2007	\$22.00

Location closed February 13, 2009.

Part D (Packing), and Part E (Specialty Elastomers) employees:

The monthly Accrued Benefit is equal to \$14.00 times years of Benefit Service up to a maximum of 35 years. Benefit is frozen as of January 1, 2009.

Part F (Maysteel Allenton) employees:

The Accrued Benefit is calculated as the sum of:

1. \$35.00 times Years of Benefit Service after 3/2/2008 and before 5/7/2009
2. \$32.50 times Years of Benefit Service from 5/1/2003 through 3/1/2008
3. \$77.00 times Years of Benefit Service from 12/1/2001 through 4/30/2003
4. \$67.50 times Years of Benefit Service from 12/1/2000 through 11/30/2001
5. \$57.50 times Years of Benefit Service from 12/1/1999 through 11/30/2000
6. \$47.50 times Years of Benefit Service from 12/1/1998 through 11/30/1999
7. \$32.50 times Years of Benefit Service from 12/1/1995 through 11/30/1998
8. \$17.00 times Years of Benefit Service from 12/1/1987 through 11/30/1995
9. \$8.64 times Years of Benefit Service before 12/1/1987

Benefit is frozen as of May 8, 2009.

All other employees:

The Accrued Benefit is calculated as the sum of:

- (1) one percent of Average Monthly Compensation times years of Benefit Service up to a maximum of 35 years; and
- (2) additional benefits for individuals listed in Appendix B of the Plan Document.

Benefits are frozen as of January 1, 2009.

Normal Retirement

Normal Retirement Date:

Age 65 and 5 years of either vesting or participation service.

Benefit:

The Accrued Benefit.

Early Retirement

Eligibility:

Part B (Eagle Ottawa) employees:

Age 60 and ten years of Vesting Service.

Part C (Eagle Tanning) employees:

Age 60 and five years of Vesting Service.

Part D (Packing) employees, and Part E (Specialty Elastomers):

Age 62 and ten years of Vesting Service.

All other employees:

Age 55 and five years of Vesting Service.

Participants retiring early may receive either a reduced retirement pension payable immediately or a normal retirement pension payable at age 65.

Benefit:

Part A and Part F (Maysteel Allenton) employees:

The Accrued Benefit reduced by 1/2% for each month from age 65.

All other employees:

The Accrued Benefit reduced by 5/9% for each month from age 65.

Disability

Eligibility:

Part B (Eagle Ottawa), and Part C (Eagle Tanning) employees:

Ten years of Vesting Service

Part D (Packing), and Part E (Specialty Elastomers) employees:
No special disability benefits are payable

All other employees:
At least five years of Vesting Service

Participants who have satisfied the above requirements and who become totally and permanently disabled while employed are eligible for immediate benefits.

Benefit:

The Accrued Benefit as of the disability retirement date. For Part D (Packing) and Part E (Specialty Elastomers), no special disability benefits are payable.

Deferred Pension on Termination of Service

Eligibility:

Five years of Vesting Service. The benefit is payable at age 65 or early retirement if an employee satisfied respective service requirement shown above.

Benefit:

The Accrued Benefit payable at age 65. Reduced benefits may commence at early retirement age.

Pre-Retirement Surviving Spouse's Pension

Eligibility:

Five years of Vesting Service.

Benefit:

Fifty percent of the amount that would have been paid to the participant if he had terminated on the day before his death and retired on the earliest possible pension commencement date, electing the joint and 50% survivor option.

Normal Form of Payment

For married participants, a joint and 75% survivor option. The amount of benefit is equal to the actuarial equivalent of the Accrued Benefit payable in the life-only form. For other participants, Accrued Benefit payable for life.

Adjustment for Pre-Retirement Surviving Spouse's Pension

Part F (Maysteel Allenton) employees:

Unless the participant had elected to waive the pre-retirement surviving spouse benefit, his monthly pension will be reduced by a percentage determined according to the following table for each year he is covered for that benefit:

Attained Age	Percentage Reduction	
	While Employed	After Employment Terminates
Under 34	0.00%	0.00%
35 – 44	0.00%	0.06%
45 – 54	0.00%	0.30%
55 – 65	0.00%	0.67%

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 2010 This Form is Open to Public Inspection
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For calendar plan year 2010 or fiscal plan year beginning 12/01/2010 and ending 11/30/2011

▶ 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 Everett Smith Group, Ltd. Pension Plan	B Three-digit plan number (PN) ▶	001
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF Everett Smith Group, Ltd.	D Employer Identification Number (EIN) 39-1201792	

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>12</u> Day <u>1</u> Year <u>2010</u>			
2 Assets:			
a Market value.....	2a		72,029,785
b Actuarial value.....	2b		65,423,512
3 Funding target/participant count breakdown	(1) Number of participants		(2) Funding Target
a For retired participants and beneficiaries receiving payment.....	3a	642	30,772,008
b For terminated vested participants.....	3b	1,396	30,506,049
c For active participants:			
(1) Non-vested benefits.....	3c(1)		731,768
(2) Vested benefits.....	3c(2)		19,769,115
(3) Total active.....	3c(3)	724	20,500,883
d Total.....	3d	2,762	81,778,940
4 If the plan is at-risk, check the box and complete items (a) and (b) ☐			
a Funding target disregarding prescribed at-risk assumptions.....	4a		
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been at-risk for fewer than five consecutive years and disregarding loading factor.....	4b		
5 Effective interest rate	5	6.43 %	
6 Target normal cost	6	0	

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	Peter Gasiewski Signature of actuary	08/08/2012 Date 11-04703 Most recent enrollment number (312) 525-2500 Telephone number (including area code)
Peter Gasiewski Type or print name of actuary Towers Watson Delaware Inc. Firm name 191 North Wacker Drive Suite 2100 Chicago IL 60606-1615 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 and prefunding balances

	(a) Carryover balance	(b) Prefunding balance
7 Balance at beginning of prior year after applicable adjustments (Item 13 from prior year)	8,630,477	0
8 Portion used to offset prior year's funding requirement (Item 35 from prior year)	1,811,099	0
9 Amount remaining (Item 7 minus item 8)	6,819,378	0
10 Interest on item 9 using prior year's actual return of <u>11.34</u> %	773,317	
11 Prior year's excess contributions to be added to prefunding balance:		
a Excess contributions (Item 38 from prior year)		372,340
b Interest on (a) using prior year's effective rate of <u>6.74</u> %		25,096
c Total available at beginning of current plan year to add to prefunding balance		397,436
d Portion of (c) to be added to prefunding balance		0
12 Reduction in balances due to elections or deemed elections	7,592,335	0
13 Balance at beginning of current year (item 9 + item 10 + item 11d - item 12)	360	0

Part III Funding percentages

14 Funding target attainment percentage	14	80.00 %
15 Adjusted funding target attainment percentage	15	80.00 %
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	91.24 %
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
03/14/2011	452,775				
06/15/2011	452,775				
09/15/2011	452,775				
12/15/2011	452,775				
08/03/2012	697,841				
Totals ▶			18(b)	2,508,941	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 contribution 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	2,366,822

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: 3.92 %	2nd segment: 6.40 %	3rd segment: 6.61 %
			☐ N/A, full yield curve used
b Applicable month (enter code).....			21b 4
22 Weighted average retirement age			22 63
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute			

Part VI Miscellaneous items

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

Part VII Reconciliation of unpaid minimum required contributions for prior years

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

Part VIII Minimum required contribution for current year

31 Target normal cost, adjusted, if applicable (see instructions).....	31	0
32 Amortization installments:	Outstanding Balance	Installment
a Net shortfall amortization installment	13,084,630	2,365,440
b Waiver amortization installment.....		
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 (item 31 + item 32a + item 32b - item 33).....	34	2,365,440
	Carryover balance	Prefunding balance
35 Balances used to offset funding requirement	0	0
36 Additional cash requirement (item 34 minus item 35).....	36	2,365,440
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (item 19c).....	37	2,366,822
38 Interest-adjusted excess contributions for current year (see instructions).....	38	1,382
39 Unpaid minimum required contribution for current year (excess, if any, of item 36 over item 37).....	39	0
40 Unpaid minimum required contribution for all years	40	0

EVERETT SMITH GROUP, LTD.
PENSION PLAN
Milwaukee, Wisconsin

FINANCIAL STATEMENTS
AND SUPPLEMENTAL INFORMATION
Including Independent Auditors' Report

As of and for the Years Ended November 30, 2011 and 2010

EVERETT SMITH GROUP, LTD. PENSION PLAN

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Baker Tilly Virchow Krause, LLP
115 S 84th St, Ste 400
Milwaukee, WI 53214-1475
tel 414 777 5500
fax 414 777 5555
bakertilly.com

INDEPENDENT AUDITORS' REPORT

To the Participants and Administrative Committee of the
Everett Smith Group, Ltd. Pension Plan
Milwaukee, Wisconsin

We were engaged to audit the accompanying statements of net assets available for benefits of Everett Smith Group, Ltd. Pension Plan (the "Plan"), as of November 30, 2011 and 2010, the related statements of changes in net assets available for benefits for the years ended November 30, 2011 and 2010, the statement of accumulated plan benefits as of November 30, 2010, the related statement of changes in accumulated plan benefits for the year ended November 30, 2010, and the supplemental schedules as of and for the year ended November 30, 2011, as listed in the accompanying Table of Contents. These financial statements and supplemental schedules are the responsibility of the plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by U.S. Bank, N.A., the trustee of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedules. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained certifications from the trustee as of November 30, 2011 and 2010, and for the years then ended, that the information provided to the plan administrator by the trustee is complete and accurate.

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

Baker Tilly Virchow Krause, LLP

Milwaukee, Wisconsin
August 8, 2012

EVERETT SMITH GROUP, LTD. PENSION PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS As of November 30, 2011 and 2010

	<u>2011</u>	<u>2010</u>
ASSETS		
Investments, at fair value		
Money market funds	\$ 5,291,494	\$ 299,648
Partnership interests	887,588	8,842,325
Mutual funds	28,358,116	62,380,609
Pooled separate funds	47,376,102	-
Cash value of insurance contracts	<u>116,604</u>	<u>109,786</u>
Total Investments	<u>82,029,904</u>	<u>71,632,368</u>
Receivable		
Company contribution receivable	<u>1,150,616</u>	<u>-</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u>\$ 83,180,520</u>	<u>\$ 71,632,368</u>

See accompanying notes to financial statements.

EVERETT SMITH GROUP, LTD. PENSION PLAN

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS For the Years Ending November 30, 2011 and 2010

	<u>2011</u>	<u>2010</u>
ADDITIONS		
Additions to net assets attributed to		
Investment income		
Net appreciation in fair value of investments	\$ 8,253,983	\$ 4,950,982
Interest and dividends	3,831,312	2,504,231
Other (loss) income	<u>(131,866)</u>	<u>4,267</u>
Investment income	<u>11,953,429</u>	<u>7,459,480</u>
Company contributions	<u>2,914,646</u>	<u>-</u>
Total Additions	<u>14,868,075</u>	<u>7,459,480</u>
DEDUCTIONS		
Deductions from net assets attributed to		
Benefits paid to participants	<u>3,319,923</u>	<u>3,171,537</u>
Total Deductions	<u>3,319,923</u>	<u>3,171,537</u>
Net Increase	11,548,152	4,287,943
NET ASSETS AVAILABLE FOR BENEFITS		
Beginning of year	<u>71,632,368</u>	<u>67,344,425</u>
End of year	<u>\$ 83,180,520</u>	<u>\$ 71,632,368</u>

See accompanying notes to financial statements.

EVERETT SMITH GROUP, LTD. PENSION PLAN

STATEMENT OF ACCUMULATED PLAN BENEFITS

November 30, 2010

ACTUARIAL PRESENT VALUE OF ACCUMULATED PLAN BENEFITS

Vested benefits

Participants currently receiving benefits

\$ 32,287,091

Other participants

60,396,118

92,683,209

Nonvested benefits

608,772

TOTAL ACTUARIAL PRESENT VALUE OF ACCUMULATED PLAN BENEFITS

\$ 93,291,981

See accompanying notes to financial statements.

EVERETT SMITH GROUP, LTD. PENSION PLAN

STATEMENT OF CHANGES IN ACCUMULATED PLAN BENEFITS For the Year Ended November 30, 2010

ACTUARIAL PRESENT VALUE OF ACCUMULATED PLAN BENEFITS AT BEGINNING OF YEAR	<u>\$ 85,216,873</u>
INCREASE (DECREASE) DURING YEAR ATTRIBUTABLE TO	
Actuarial gains	(263,426)
Decrease in discount period	5,017,866
Benefits paid	(3,171,537)
Change of assumptions	<u>6,492,205</u>
Net Increase	<u>8,075,108</u>
ACTUARIAL PRESENT VALUE OF ACCUMULATED PLAN BENEFITS AT END OF YEAR	<u>\$ 93,291,981</u>

See accompanying notes to financial statements.

EVERETT SMITH GROUP, LTD. PENSION PLAN

NOTES TO FINANCIAL STATEMENTS

As of and for the Years Ended November 30, 2011 and 2010

NOTE 1 - Description of the Plan

The following description of the Everett Smith Group, Ltd. Pension Plan (the "Plan") provides only general information. Participants should refer to the plan documents for a more complete description of the Plan's provisions.

General

The Plan is a noncontributory defined benefit plan established by Everett Smith Group, Ltd. (the "Company") and is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended ("ERISA").

On December 31, 2008, the Company amended the Plan Part A (covering non-bargaining employees of Everett Smith Group, Ltd. and participating subsidiaries) and Part D (covering hourly employees of Trostel, Ltd.) to "freeze" the Plan effective January 1, 2009. On April 29, 2009 Everett Smith Group amended Part F of the Plan (covering bargaining employees of the Maysteel Allenton plant) to "freeze" the Plan effective May 8, 2009, such that no employees would become participants, and no participants would earn Benefit Service on or after these dates. Prior to the dates mentioned above, all employees who had completed at least one year of service with the Company, as defined in the Plan, and are age 21 or older were eligible to participate. Certain exceptions apply to those who were participants in any of the plans that merged into the Plan.

Administration

A plan committee, comprised of three members appointed by the Chief Executive Officer of the Company, is responsible for administration of the Plan.

Contribution Policy

Sponsor contributions are based on actuarial estimates of current year cost, adjusted for interest, plus an amount for amortization of prior service costs over a period of 30 years, and equal or exceed the minimum requirements of ERISA.

Funding

The Company has voluntarily agreed to make contributions to the Plan sufficient to provide the Plan with assets to pay pension benefits to plan participants. No voluntary employee contributions are permitted. The contributions are designed to meet or exceed the minimum funding standards of ERISA. The Plan is in compliance with those requirements for the years ended November 30, 2011 and 2010.

Pension Benefits

Plan members with five or more years of vesting service credit attaining the retirement age of 65 may receive benefits determined in accordance with plan provisions in effect at date of retirement. Plan members who have attained the required amount of vesting service may elect early retirement prior to reaching age 65. Benefits under provisions of the Plan become vested at the time the participant completes five or more years of vesting service credit and may include a provision for disability benefits.

EVERETT SMITH GROUP, LTD. PENSION PLAN

NOTES TO FINANCIAL STATEMENTS
As of and for the Years Ended November 30, 2011 and 2010

NOTE 1 - Description of the Plan (cont.)

Administrative Expenses

The Company pays the majority of the Plan's administrative expenses.

NOTE 2 - Summary of Significant Accounting Policies

Basis of Accounting

The accompanying financial statements have been prepared on the accrual basis of accounting. The preparation of the financial statements in conformity with accounting principles generally accepted in the United States of America ("GAAP") requires the Plan's management to use estimates and assumptions that affect the accompanying financial statements and disclosures. Actual results could differ from these estimates.

Investment Valuation and Income Recognition

Investments are valued at fair value. Net appreciation/depreciation in fair value of investments included in the accompanying statements of changes in net assets available for benefits includes realized gains or losses from the sale of investments and unrealized appreciation or depreciation in fair value of investments. Net unrealized appreciation or depreciation in the fair value of investments represents the net change in the fair value of the investments held during the period. The net realized gains or losses on the sale of investments represents the difference between the sale proceeds and the fair value of the investment as of the beginning of the period or the cost of the investment if purchased during the year.

Purchases and sales of investments are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net realized and unrealized appreciation (depreciation) is recorded in the statements of changes in net assets available for benefits as net appreciation (depreciation) in fair value of investments. Brokerage fees are added to the acquisition costs of assets purchased and subtracted from the proceeds of assets sold.

Fair Value of Financial Instruments

The plan follows accounting principles generally accepted in the United States of America for measuring, reporting, and disclosing fair value. These standards apply to all assets and liabilities that are measured, reported, and/or disclosed on a fair value basis.

EVERETT SMITH GROUP, LTD. PENSION PLAN

NOTES TO FINANCIAL STATEMENTS As of and for the Years Ended November 30, 2011 and 2010

NOTE 2 - Summary of Significant Accounting Policies (cont.)

Fair Value of Financial Instruments (cont.)

As defined in the accounting standards, fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value hierarchy ranks the quality and reliability of the information used to determine fair values. Assets and liabilities measured, reported and/or disclosed at fair value will be classified and disclosed in one of the following three categories:

Level 1 - Quoted market prices in active markets for identical assets or liabilities.

Level 2 - Observable market based inputs or unobservable inputs that are corroborated by market data.

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

Level 3 - Unobservable inputs that are not corroborated by market data.

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

The plan sponsor is responsible for the determination of fair value. Accordingly, they perform periodic analysis on the prices received from the trustee and the fund managers used to determine whether the prices are reasonable estimates of fair value. As a result of these reviews, the plan sponsor has not historically adjusted the prices obtained from the trustee and the fund managers.

Actuarial Present Value of Accumulated Plan Benefits

Accumulated plan benefits represent the estimated future periodic payments, including lump-sum distributions, under the Plan's provisions that are attributable to services rendered by the employees through the valuation date. 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 payable under all circumstances - retirement, death, disability, and termination of employment - are included, to the extent they are deemed attributable to employee service rendered to the valuation date.

The actuarial present value of accumulated plan benefits is determined by the independent actuary, Towers Watson ("actuary"), and is the amount that results from applying actuarial assumptions to adjust the accumulated plan benefits for the time value of money (through discounts for interest) and the probability of payment (by means of decrements such as for death, disability, withdrawals, or retirement) between the valuation date and the expected date of payment. All of the remaining groups of plan participants have had their benefits frozen.

EVERETT SMITH GROUP, LTD. PENSION PLAN

NOTES TO FINANCIAL STATEMENTS As of and for the Years Ended November 30, 2011 and 2010

NOTE 2 - Summary of Significant Accounting Policies (cont.)

The significant actuarial assumptions used in the valuation as of November 30, 2010 and 2009 are (a) discount rate 5.50% (6.00% at November 30, 2009) (b) normal retirement age of 65 years and (c) the PPA prescribed mortality tables. The net result of the above changes in discount rate, mortality table used, liability rate was an increase to plan liabilities of \$6,492,205, as shown on the Statement of Changes in Accumulated Benefits. The foregoing assumptions are based on the presumption that the plan will continue. Were the Plan to terminate, different actuarial assumptions and other factors might be applicable in determining the actuarial present value of accumulated plan benefits.

Use of Estimates

The preparation of the financial statements requires the Plan's management to use estimates and assumptions that affect the accompanying financial statements and disclosures. Actual results could differ from these estimates.

Recent Accounting Pronouncements

In January 2010, the FASB issued Accounting Standards Update No. 2010-06, "Fair Value Measurements and Disclosures," which requires new disclosures and provides clarification of existing disclosures about fair value measurements. More specifically, this update requires: (a) an entity to disclose separately the amounts of significant transfers in and out of Levels 1 and 2 fair value measurements and to describe the reasons for the transfers; and (b) information about purchases, sales, issuances and settlements to be presented separately in the reconciliation for fair value measurements using significant unobservable inputs (Level 3 inputs). This guidance clarifies existing disclosure requirements for the level of disaggregation used for classes of assets and liabilities measured at fair value and requires disclosures about the valuation techniques and inputs used to measure fair value for both recurring and nonrecurring fair value measurements using Level 2 and Level 3 inputs.

The update was effective for the 2010 plan year, except for the disclosure requirements related to the purchases, sales, issuances and settlements in the rollforward activity of Level 3 fair value measurements. Those disclosure requirements became effective for the 2011 plan year.

In May 2011, the FASB issued Accounting Standards Update No. 2011-04, "Fair Value Measurement," which aligns disclosures related to fair value between accounting principles generally accepted in the United States of America and International Financial Reporting Standards. The standards update includes changes to the wording used to describe many of the requirements in accounting principles generally accepted in the United States of America for measuring fair value and changes to the disclosure of information about fair value measurements. More specifically, the changes clarify the intent of the FASB regarding the application of existing fair value measurements and disclosures as well as changing some particular principles or requirements for measuring fair value or for disclosing information about fair value measurements. This update will be effective for the Plan in 2012. The Plan is evaluating the impact that the application of this update will have on its financial statements.

EVERETT SMITH GROUP, LTD. PENSION PLAN

NOTES TO FINANCIAL STATEMENTS As of and for the Years Ended November 30, 2011 and 2010

NOTE 3 - Information Prepared and Certified by Trustee - Unaudited

The following information included in the accompanying financial statements was obtained from data that has been prepared and certified to as complete and accurate by U.S. Bank, N.A., the trustee of the Plan.

	<u>2011</u>		<u>2010</u>
Investments			
Money market funds	\$ 5,291,494 *		\$ 299,648
Partnership interests:			
Aurora Offshore Fd II	-		3,997,806 *
Grosvenor Inst Part Smith	88,024		3,753,409 *
Less than 5% Partnership interests	<u>799,564</u>		<u>1,091,110</u>
Total partnership interests	<u>887,588</u>		<u>8,842,325</u>
Equity mutual funds:			
Artio International Equity Fund	4,205,997 *		5,300,411 *
DFA Emerging Markets Value	2,996,022		5,375,916 *
First American Real Estate Fund	-		4,141,037 *
Less than 5% Mutual funds	<u>17,018,496</u>		<u>18,727,035</u>
Total equity mutual funds	<u>24,220,515</u>		<u>33,544,399</u>
Fixed income mutual funds:			
PIMCO Total Return	-		5,857,283 *
PIMCO High Yield Fund	-		2,723,633
PIMCO Commodity	4,137,601		8,969,027 *
Vanguard Inflation Protect	-		7,806,627 *
Less than 5% Mutual funds	<u>-</u>		<u>3,479,640</u>
Total fixed income mutual funds	<u>4,137,601</u>		<u>28,836,210</u>
Pooled separate funds:			
SSgA 20+ Year US Strip	9,708,174 *		-
SSgA Long US Credit	<u>37,667,928</u> *		-
Total pooled separate funds	<u>47,376,102</u>		-
Insurance contracts	<u>116,604</u>		<u>109,786</u>
 Total Investments	 <u>\$ 82,029,904</u>		 <u>\$ 71,632,368</u>

Investments that represent 5% or more of the Plan's net assets are separately identified with an "**".

During the years ended November 30, 2011 and 2010, the Plan's investments (including gains and losses on investments bought, sold, and held during the year) reported investment income is as follows:

	<u>2011</u>	<u>2010</u>
Net appreciation in fair value of investments	8,253,983	4,950,982
Interest and dividends	3,831,312	2,504,231
Other (loss) income	<u>(131,866)</u>	<u>4,267</u>
Net Investment Income	<u>\$ 11,953,429</u>	<u>\$ 7,459,480</u>

EVERETT SMITH GROUP, LTD. PENSION PLAN

NOTES TO FINANCIAL STATEMENTS As of and for the Years Ended November 30, 2011 and 2010

NOTE 3 - Information Prepared and Certified by Trustee - Unaudited (cont.)

During the years ended November 30, 2011 and 2010, the Plan's investments generated net appreciation (depreciation) in the fair value of investments as follows:

	2011	2010
Partnership interests	\$ (1,928,965)	\$ 370,001
Equity mutual funds	1,701,197	3,732,817
Fixed income mutual funds	475,210	848,164
Pooled separate accounts	8,006,541	-
Insurance contract	-	-
Net appreciation in fair value of investments	<u>\$ 8,253,983</u>	<u>\$ 4,950,982</u>

Investments, in general, are subject to various risks, including credit risk, interest rate risk, and overall market volatility. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in values of investment securities will occur in the near term, and such changes could materially affect the amounts reported in the statements of net assets available for benefits.

The following is a description of the valuation methodologies used for the Plan's investments measured at fair value. There have been no changes in the methodologies used at November 30, 2011 and 2010.

Money market funds: Valued at cost, which approximates the fair value of shares held by the Plan at year-end.

Partnership interests: Valued at estimated fair value, as determined by the respective general partners of each partnership, based on the net asset value of the investment units held by the Plan at year-end, which is subject to judgment.

GMO Forestry Fund 7 invests in income producing timberlands. The Fund's policy is to obtain independent external appraisals for investments annually. The General Partner is responsible to assure that the valuation process provides independent and accurate fair value estimates. The General Partner, among other responsibilities, approves the selection and scheduling of external appraisals, reviews and provides comments on external appraisals, assists in developing policies and procedures, and assists in the evaluation of the performance and competency of external appraisers. The value of the investment may be adjusted by the General Partner throughout the year to reflect current information such as timber removals, asset sales, capital improvements, timber growth, and other factors.

The Grosvenor Fund invests primarily in offshore investment funds, investment partnerships, and pooled investment vehicles (collectively referred to as "Portfolio Funds"). The Fund records investments in Portfolio Funds on a contract or trade date basis. The investments in Portfolio Funds are recorded at fair value, generally at an amount equal to the net asset value of the Fund's investment in the Portfolio Funds as determined by each Portfolio Fund's general partner or investment manager. If no such information is available or if such information is deemed to be not reflective of fair value, an estimated fair value is determined in good faith by the General Partner. Generally, the net asset values of the investments in Portfolio Funds are determined whereby the Fund records the investment and subsequent subscriptions at its acquisition cost which represents its fair value. The investment is adjusted to reflect the Fund's share of net investment income or loss and unrealized and realized gain or loss that reflects the changes in the fair value of the investment for the period.

EVERETT SMITH GROUP, LTD. PENSION PLAN

NOTES TO FINANCIAL STATEMENTS As of and for the Years Ended November 30, 2011 and 2010

NOTE 3 - Information Prepared and Certified by Trustee - Unaudited (cont.)

Mutual funds: Valued at the closing price reported on the active market on which the individual securities are traded for shares held by the Plan at year-end.

Pooled separate funds: Valued at unit value, as determined by the fund manager based on the fair value of the underlying investments.

The SSgA 20+ Year U.S. Treasury STRIPS Index Non-Lending Fund (SSgA 20+ Year US Strip) is valued at the unit value, as reported by the fund manager based on the fair value of the underlying investments. The investment objective of the SSgA 20+ Year US Strip is to approximate as closely as practicable, before expenses, the performance of the Barclays Capital U.S. 20+ Year STRIPS Index over the long term.

The SSgA Long U.S Credit Index Non-Lending Fund (SSgA Long US Credit) is valued at the unit value, as reported by the fund manager based on the fair value of the underlying investments. The investment objective of the SSgA Long US Credit fund is to to approximate as closely as practicable, before expenses, the performance of the Barclays Capital U.S Long Credit Bond Index over the long term.

Fixed income investments held by the SSgA funds are valued on the basis of valuations furnished by Trustee-approved independent pricing services. These services determine valuations for normal institutional-size trading units of such securities using valuation models or matrix pricing, which incorporates yield and/or price with respect to bonds that are considered comparable in characteristics such as rating, interest rate and maturity date and quotations from securities dealers to determine current value. If these valuations are deemed to be either not reliable or not readily available, the fair value will be determined in good faith by the Trustee. To the extent the inputs are observable, timely and/or consistent with other valuation inputs, these investments are classified within Level 2 of the fair value hierarchy. The value, liquidity and related income of these securities are sensitive to short-term investments (with 60 days or less to maturity), if any, are stated at amortized cost, which approximates fair value and are classified within Level 2 of the fair value hierarchy. Investments in registered investment companies (other than those that are exchange traded) or collective investment funds, if any, are valued at their respective net asset value and are classified within Level 2 of the fair value hierarchy.

The table below presents the balances of investments held by the Plan measured at fair value on a recurring basis by level within the hierarchy for the years ending November 30, 2011 and 2010.

	November 30, 2011			
	Total	Level 1	Level 2	Level 3
Money market funds	\$ 5,291,494	\$ -	\$ 5,291,494	\$ -
Partnership interests	887,588	-	-	887,588
Equity mutual funds	24,220,515	24,220,515	-	-
Fixed income mutual funds	4,137,601	4,137,601	-	-
Pooled separate funds	47,376,102	-	47,376,102	-
Insurance contracts	116,604	-	-	116,604
Total investments at fair value	<u>\$ 82,029,904</u>	<u>\$ 28,358,116</u>	<u>\$52,667,596</u>	<u>\$ 1,004,192</u>

EVERETT SMITH GROUP, LTD. PENSION PLAN

NOTES TO FINANCIAL STATEMENTS As of and for the Years Ended November 30, 2011 and 2010

NOTE 3 - Information Prepared and Certified by Trustee - Unaudited (cont.)

	November 30, 2010			
	Total	Level 1	Level 2	Level 3
Money market funds	\$ 299,648	\$ -	\$ 299,648	\$ -
Partnership interests	8,842,325	-	-	8,842,325
Equity mutual funds	33,544,399	33,544,399	-	-
Fixed income mutual funds	28,836,210	28,836,210	-	-
Insurance contracts	109,786	-	-	109,786
Total investments at fair value	\$ 71,632,368	\$ 62,380,609	\$ 299,648	\$ 8,952,111

The changes in Level 3 investments measured at fair value on a recurring basis are summarized as follows:

	Partnership interests	Insurance contracts
Balances, December 1, 2009	\$ 8,778,123	\$ 135,126
Purchases and sales, net	-	(26,153)
Unrealized gains (losses)	64,202	-
Other income (loss)	-	813
Balances, November 30, 2010	8,842,325	109,786
Purchases and sales, net	(5,897,308)	-
Realized gains (losses)	24,172	-
Unrealized gains (losses)	(2,081,601)	-
Other income (loss)	-	6,818
Balances, November 30, 2011	\$ 887,588	\$ 116,604

NOTE 4 - Tax Status

The Plan obtained its latest determination letter on October 20, 2009, 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 ("IRC"). The plan administrator believes that the Plan was qualified and the related trust was tax-exempt at the financial statement date.

Accounting principles generally accepted in the United States of America require plan management to evaluate uncertain tax positions taken by the Plan. The financial statement effects of a tax position are recognized when the position is more likely than not, based on the technical merits to be sustained upon examination by the IRS. The plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of November 30, 2011 and 2010, there are no uncertain positions taken or expected to be taken. The Plan has recognized no interest or penalties related to uncertain tax positions. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The plan administrator believes the Plan is no longer subject to income tax examinations for tax returns filed in years prior to 2008.

EVERETT SMITH GROUP, LTD. PENSION PLAN

NOTES TO FINANCIAL STATEMENTS

As of and for the Years Ended November 30, 2011 and 2010

NOTE 5 - Plan Termination

The Company has the right under the Plan to terminate the Plan at any time subject to the provisions of ERISA. In the event of plan termination, in whole or in part, all benefits accrued by each participant to the date of termination to the extent funded as of such date, shall be nonforfeitable. The participants affected by the termination will be fully vested in their accrued benefit as of the date of termination. The Company has insured the Plan and continuation of benefits with the Pension Benefit Guaranty Corporation ("PBGC") as required under ERISA.

In the event of termination, the plan assets will be distributed in the following manner:

- a. Retirement benefits to each participant who was receiving benefits or was eligible for such benefits as of three years prior to the termination of the Plan.
- b. Retirement benefits to participants who attained age 65 and accumulated five or more years of vesting service credit on or before the termination date.
- c. Retirement benefits to participants who attained age 55 and accumulated five or more years of vesting service credit.
- d. Retirement benefits to participants not having attained at least early retirement age but who accumulated five or more years of vesting service credit.
- e. Retirement benefits to all other participants.
- f. All distribution priorities noted above are limited to the amounts guaranteed under ERISA. After these priorities have been met, any remaining balance of assets will be distributed to participants having nonforfeitable rights in excess of the guaranteed amounts, in the order of preference indicated above.
- g. Any remaining balance is to be distributed to the Sponsor.

If the assets under the Plan are insufficient to provide in full for the benefits in any of the above priority classes, the benefits of all participants in such class shall be reduced on a pro rata basis.

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. Under this procedure, there is a statutory ceiling, which is adjusted periodically, on the amount of an individual's monthly benefit that the PBGC guarantees.

Whether all participants receive their benefits should the Plan terminate at some future time will depend on the sufficiency, at that time, of the Plan's net assets to provide those benefits and may also depend on the level of benefits guaranteed by the PBGC.

EVERETT SMITH GROUP, LTD. PENSION PLAN

NOTES TO FINANCIAL STATEMENTS
As of and for the Years Ended November 30, 2011 and 2010

NOTE 6 - Subsequent Events

The Plan has evaluated the impact of all subsequent events through August 8, 2012, the date the Plan's financial statements were available to be issued, and determined that all subsequent events have been appropriately recognized and disclosed in the accompanying financial statements.

Attachment to 2010 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name Everett Smith Group, Ltd. Pension Plan

EIN: 39-1201792

Plan Sponsor's Name Everett Smith Group, Ltd.

PN: 001

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
	First Americ Prime Obligation Fund	Money Market	516,494	516,494
	Cash Balance Held Outside Inv Mgr	Cash Equivalent	4,600,000	4,600,000
	Cash Pending	Cash	175,000	175,000
	Alger Small Cap Growth Ins Z	Mutual Fund - Equity	1,194,354	1,202,173
	Artio International Equity Fd	Mutual Fund - Equity	5,262,387	4,205,996
	Dfa Emerging Markets Value	Mutual Fund - Equity	2,643,353	2,996,022
	Dodge & Cox Stock Fund	Mutual Fund - Equity	2,575,728	2,465,249

Attachment to 2010 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name Everett Smith Group, Ltd. Pension Plan

EIN: 39-1201792

Plan Sponsor's Name Everett Smith Group, Ltd.

PN: 001

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
	American Europacific Grth CI R5	Mutual Fund - Equity	2,200,633	2,113,816
	Lord Abbett Research Fund Inc I	Mutual Fund - Equity	890,044	1,199,233
	Nuveen Real Estate Securit CI I	Mutual Fund - Equity	2,342,163	2,971,117
	Steelpath Mlp Select 40 I	Mutual Fund - Equity	2,126,613	2,180,062
	Vanguard Growth Index Fd Sig	Mutual Fund - Equity	2,397,427	2,442,307
	Vanguard 500 Idx Fd #1340	Mutual Fund - Equity	2,118,536	2,444,540
	Pimco Commodity Rr Strat Ins	Mutual Fund - Fixed Income	4,970,170	4,137,601

Attachment to 2010 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name Everett Smith Group, Ltd. Pension Plan

EIN: 39-1201792

Plan Sponsor's Name Everett Smith Group, Ltd.

PN: 001

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
	Gmo Forestry Fund 7 B L P	Partnership/Joint Venture	687,970	799,564
	Ssga 20+ Year US Strip (Cmca)	Common & Collective Trust	6,310,912	9,708,174
	Ssga Long US Credit (Cme3Non)	Common & Collective Trust	34,461,003	37,667,928
	Grosvenor Inst Part Smith	Partnership/Joint Venture	1,866,864	88,024
	Equitable Life Assurance	Insurance	116,604	116,604