

Exhibit C

IN THE UNITED STATES DISTRICT COURT
FOR THE NORTHERN DISTRICT OF ILLINOIS
WESTERN DIVISION

JOHN WALLER AND RICHARD EDWARDS,

Plaintiffs,

v.

RAY WOOD, DAVID PETERSON, DOUGLAS
WELLS, THE COMMITTEE UNDER ROCKFORD
PRODUCTS CORPORATION EMPLOYEE STOCK
OWNERSHIP PLAN, THE COMMITTEE UNDER
ROCKFORD PRODUCTS CORPORATION
SAVINGS AND RETIREMENT PLAN, AND
FEDERAL DEPOSIT INSURANCE CORPORATION
AS RECEIVER FOR AMCORE INVESTMENT
GROUP, N.A.,

Defendants.

No. 08 CV 5597

Judge Frederick J. Kapala

Magistrate Judge P. Michael Mahoney

INDIVIDUAL DEFENDANTS' PROPOSED PLAN OF ALLOCATION

Defendants Ray Wood, David Peterson, and Douglas Wells (the "Individual Defendants") hereby propose the following Plan of Allocation:

1. All individuals who are believed to be Class Members (hereinafter "participants") are set forth in alphabetical order in the first chart set forth below, entitled "Class Members".
2. Subject to the subtractions set forth below, each participant will be entitled to a credit at \$7.90 per share for all shares of Rockford Products Corporation ("RPC") stock that he or she held in the RPC retirement plans. RPC stock was held in the Company stock fund – which participants elected to purchase with payroll deductions – and in the General Fund, which consisted of RPC's matching contributions. The RPC Savings and Retirement Plan ("SRP") consisted of the Company stock fund, other investment options that participants could elect, and the General Fund. The RPC Employee Stock Ownership Plan ("ESOP") consisted entirely of RPC stock.
3. The value of each participant's Company stock fund account in 2002 (again valued at \$7.90 per share) will be subtracted from the value of each participant's final Company stock fund account. This is because Plaintiffs' lawsuit was filed in 2008 and the statute of limitations under ERISA is six (6) years. Since participants could have elected – during each annual open window period – to have sold their Company stock fund holdings of RPC stock and purchased alternative investments, recovery for RPC stock purchases prior to 2002 are barred by the applicable 6-year statute of limitations.