

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 2009 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2009 or fiscal plan year beginning <u>01/01/2009</u> and ending <u>04/30/2009</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) <u>AUTOMATIC EXTENSION 3/31/2010</u>

Part II	Basic Plan Information —enter all requested information
1a Name of plan <u>PALADIN BRANDS 401(K) RETIREMENT PLAN</u>	1b Three-digit plan number (PN) ► <u>001</u> 1c Effective date of plan <u>01/01/1993</u>
2a Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.) <u>PALADIN BRANDS</u> <u>5825 COUNCIL STREET NE</u> <u>CEDAR RAPIDS, IA 52402-5827</u>	2b Employer Identification Number (EIN) <u>42-1452068</u> 2c Sponsor's telephone number <u>319-378-3696</u> 2d Business code (see instructions) <u>333100</u>

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

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

SIGN HERE	<u>Filed with authorized/valid electronic signature.</u>	<u>03/30/2010</u>	<u>STEVE KLYN</u>
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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

Form 5500 (2009)
v.092307.1

3a Plan administrator's name and address (if same as plan sponsor, enter "Same") PALADIN BRANDS 5825 COUNCIL STREET NE CEDAR RAPIDS, IA 52402-5827	3b Administrator's EIN 42-1452068 3c Administrator's telephone number 319-378-3696
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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	1072
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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	0
b Retired or separated participants receiving benefits.....	6b	0
c Other retired or separated participants entitled to future benefits.....	6c	0
d Subtotal. Add lines 6a , 6b , and 6c	6d	0
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	0
f Total. Add lines 6d and 6e	6f	0
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	0
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	0

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:
 2E 2F 2G 2J 2K 3H

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

9a Plan funding arrangement (check all that apply) (1) ☒ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ 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)

<div><div>SCHEDULE A</div><div>(Form 5500)</div><div>Department of the Treasury Internal Revenue Service</div><div>Department of Labor Employee Benefits Security Administration</div><div>Pension Benefit Guaranty Corporation</div></div>	<div>Insurance Information</div> <div>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</div> <div>▶ File as an attachment to Form 5500.</div> <div>▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).</div>	<div>OMB No. 1210-0110</div> <div>2009</div> <div>This Form is Open to Public Inspection</div>
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For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 04/30/2009		
A Name of plan PALADIN BRANDS 401(K) RETIREMENT PLAN	B Three-digit plan number (PN) ▶	001
C Plan sponsor's name as shown on line 2a of Form 5500. PALADIN BRANDS	D Employer Identification Number (EIN) 42-1452068	

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 PRINCIPAL LIFE INSURANCE COMPANY

(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
42-0127290	61271	4-36128	0	01/01/2009	04/30/2009

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

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
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(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
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(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	

(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	
5	Current value of plan's interest under this contract in separate accounts at year end	5	
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. Specify nature of costs ▶	6d	
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 ▶ FLEXIBLE INVESTMENT ANNUITY		
b	Balance at the end of the previous year	7b	49019
c	Additions: (1) Contributions deposited during the year	7c(1)	
	(2) Dividends and credits	7c(2)	
	(3) Interest credited during the year	7c(3)	
	(4) Transferred from separate account	7c(4)	
	(5) Other (specify below)	7c(5)	
	(6) Total additions	7c(6)	
d	Total of balance and additions (add b and c(6))	7d	49019
e	Deductions:		
	(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	
	(2) Administration charge made by carrier	7e(2)	
	(3) Transferred to separate account	7e(3)	49019
	(4) Other (specify below)	7e(4)	
	(5) Total deductions	7e(5)	49019
f	Balance at the end of the current year (subtract e(5) from d)	7f	0

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. ▶

<div>SCHEDULE D (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration</div>	<div>DFE/Participating Plan Information</div> <div>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</div> <div>► File as an attachment to Form 5500.</div>	<div>OMB No. 1210-0110</div> <div>2009</div> <div>This Form is Open to Public Inspection.</div>
For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 04/30/2009		
A Name of plan PALADIN BRANDS 401(K) RETIREMENT PLAN		B Three-digit plan number (PN) ► 001
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 PALADIN BRANDS		D Employer Identification Number (EIN) 42-1452068
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: PRIN FIN GRP INC. STK SEP ACCT		
b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY		
c EIN-PN 42-0127290-086	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
a Name of MTIA, CCT, PSA, or 103-12 IE: PRINCIPAL MONEY MKT SEP ACCT		
b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY		
c EIN-PN 42-0127290-024	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
a Name of MTIA, CCT, PSA, or 103-12 IE: PRINCIPAL U.S. PROPERTY SEPACT		
b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY		
c EIN-PN 42-0127290-027	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
a Name of MTIA, CCT, PSA, or 103-12 IE: PRINCIPAL BOND AND MTG SEP ACC		
b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY		
c EIN-PN 42-0127290-005	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
a Name of MTIA, CCT, PSA, or 103-12 IE: PRINCIPAL DIVERS INTL SEP ACCT		
b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY		
c EIN-PN 42-0127290-015	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
a Name of MTIA, CCT, PSA, or 103-12 IE: PRINCIPAL GOVT&HQBND SEP ACCT		
b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY		
c EIN-PN 42-0127290-007	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
a Name of MTIA, CCT, PSA, or 103-12 IE: PRINCIPAL LIFETM 2010 SEP ACCT		
b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY		
c EIN-PN 42-0127290-075	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
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a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN LGCP S&P 500 IDX SEP ACCT		
b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY		
c EIN-PN 42-0127290-016	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN SMALLCAP BLEND SEP ACCT		
b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY		
c EIN-PN 42-0127290-029	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN MIDCAP BLEND SEP ACCT		
b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY		
c EIN-PN 42-0127290-020	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

a Name of MTIA, CCT, PSA, or 103-12 IE: PRINCIPAL LIFETM 2020 SEP ACCT		
b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY		
c EIN-PN 42-0127290-076	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

a Name of MTIA, CCT, PSA, or 103-12 IE: PRINCIPAL LIFETM 2030 SEP ACCT		
b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY		
c EIN-PN 42-0127290-077	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN LARGECAP GROWTH SEP ACCT		
b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY		
c EIN-PN 42-0127290-018	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN INTL SMALLCAP SEP ACCT		
b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY		
c EIN-PN 42-0127290-014	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

a Name of MTIA, CCT, PSA, or 103-12 IE: PRINCIPAL LIFETM 2040 SEP ACCT		
b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY		
c EIN-PN 42-0127290-078	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

a Name of MTIA, CCT, PSA, or 103-12 IE: PRINCIPAL LIFETM 2050 SEP ACCT		
b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY		
c EIN-PN 42-0127290-079	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN LIFETM STR INC SEP ACCT		
b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY		
c EIN-PN 42-0127290-080	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

a Name of MTIA, CCT, PSA, or 103-12 IE: **PRINCIPAL MIDCAP GROWTH III SA**
PRINCIPAL LIFE INSURANCE COMPANY

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

c EIN-PN 42-0127290-026	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
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a Name of MTIA, CCT, PSA, or 103-12 IE: **PRIN SMCAP GROWTH II SEP ACCT**
PRINCIPAL LIFE INSURANCE COMPANY

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

c EIN-PN 42-0127290-071	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
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a Name of MTIA, CCT, PSA, or 103-12 IE: **PRIN SMALLCAP VALUE I SEP ACCT**
PRINCIPAL LIFE INSURANCE COMPANY

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

c EIN-PN 42-0127290-094	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
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a Name of MTIA, CCT, PSA, or 103-12 IE: **PRIN MIDCAP VALUE I SEP ACCT**
PRINCIPAL LIFE INSURANCE COMPANY

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

c EIN-PN 42-0127290-043	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
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a Name of MTIA, CCT, PSA, or 103-12 IE: **PRINCIPAL INTL EM MKT SEP ACCT**
PRINCIPAL LIFE INSURANCE COMPANY

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

c EIN-PN 42-0127290-013	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
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a Name of MTIA, CCT, PSA, or 103-12 IE: **PRINCIPAL STABLE VALUE FUND**
UNION BOND & TRUST COMPANY

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

c EIN-PN 93-6274328-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
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a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

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

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

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

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

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

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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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
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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) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	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 <div style="border: 1px solid black; padding: 5px; font-size: 1.2em; font-weight: bold;">2009</div> This Form is Open to Public Inspection
For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 04/30/2009		
A Name of plan PALADIN BRANDS 401(K) RETIREMENT PLAN	B Three-digit plan number (PN) ►	001
C Plan sponsor's name as shown on line 2a of Form 5500 PALADIN BRANDS	D Employer Identification Number (EIN) 42-1452068	

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)	42529	0
(2) Participant contributions	1b(2)	17506	0
(3) Other.....	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities.....	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other.....	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	864208	0
(9) Value of interest in common/collective trusts.....	1c(9)	2542979	0
(10) Value of interest in pooled separate accounts.....	1c(10)	14494644	0
(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)	1042571	0
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)	49019	0
(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	19053456	0

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		

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	19053456	0
---	-----------	----------	---

Part II Income and Expense Statement

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

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	184181	
(B) Participants	2a(1)(B)	893353	
(C) Others (including rollovers)	2a(1)(C)	78286	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		1155820
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)	19530	
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		19530
(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)		
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate.....	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		
(6) Net investment gain (loss) from common/collective trusts	2b(6)		145308
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		-331746
(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)		-9451
c Other income.....	2c		303
d Total income. Add all income amounts in column (b) and enter total.....	2d		979764

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	2404448	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)	2031	
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		2406479
f Corrective distributions (see instructions)	2f		9470
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)	2236	
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		2236
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		2418185

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		-1438421
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		17615035

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: BERGAN, PAULSEN & COMPANY, P.C.

(2) EIN: 42-1243538

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.).....	☒		18884
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.).....		☒	
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.)		☒	
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.).....		☒	
e Was this plan covered by a fidelity bond?.....	☒		3000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		☒	
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?		☒	
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?		☒	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....		☒	
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.).....		☒	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....	☒		
l Has the plan failed to provide any benefit when due under the plan?		☒	
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)
DOVER CORPORATION RETIREMENT SAVINGS	53-0257888	030

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
		2009
		This Form is Open to Public Inspection.

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 04/30/2009

A Name of plan <u>PALADIN BRANDS 401(K) RETIREMENT PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>PALADIN BRANDS</u>	D Employer Identification Number (EIN) <u>42-1452068</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
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>42-0127290</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

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) 2009
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: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

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

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



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INDEPENDENT AUDITORS' REPORT

To the Benefits Committee
Paladin Brands 401(k) Retirement Plan

We were engaged to audit the financial statements of the Paladin Brands 401(k) Retirement Plan as of December 31, 2008 and 2007, and for the years then ended, and the supplemental schedules as of December 31, 2008, as listed in the accompanying index. These financial statements and 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 6, which was certified by the Principal Life Insurance Company and Principal Trust Company, the custodians of the Plan, except for comparing the information with the related information included in financial statements and schedules. We have been informed by the plan administrator that the custodians hold the Plan's investment assets and execute investment transactions. The plan administrator has obtained a certification from the custodians as of and for the years ended December 31, 2008 and 2007, that the information provided to the plan administrator by the custodians is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and schedules taken as a whole. The form and content of the information included in the financial statements and schedules, other than that derived from the information certified by the custodians, 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.

Bergan Paulsen & Company, P.C.

Waterloo, Iowa
March 22, 2010



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INDEPENDENT AUDITORS' REPORT

To the Benefits Committee
Paladin Brands 401(k) Retirement Plan

We were engaged to audit the financial statements of the Paladin Brands 401(k) Retirement Plan as of April 30, 2009 and December 31, 2008, and for the four month period ended April 30, 2009, and the supplemental schedule as of April 30, 2009, as listed in the accompanying index. These financial statements and schedule 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 6, which was certified by the Principal Life Insurance Company and Principal Trust Company, the custodians of the Plan, except for comparing the information with the related information included in financial statements and schedule. We have been informed by the plan administrator that the custodians hold the Plan's investment assets and execute investment transactions. The plan administrator has obtained a certification from the custodians as of and for the four month period ended April 30, 2009, and as of December 31, 2008, that the information provided to the plan administrator by the custodians is complete and accurate.

As discussed in Note 1 to the accompanying financial statements, the Plan was merged into the Dover Corporation Retirement Savings Plan effective April 30, 2009.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and schedule taken as a whole. The form and content of the information included in the financial statements and schedule, other than that derived from the information certified by the custodians, 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.

Bergan Paulsen & Company, P.C.

Waterloo, Iowa
March 22, 2010

Paladin Brands 401(k) Retirement Plan

Audited Financial Statements

December 31, 2008 and 2007



Paladin Brands 401(k) Retirement Plan

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INDEPENDENT AUDITORS' REPORT

To the Benefits Committee
Paladin Brands 401(k) Retirement Plan

We were engaged to audit the financial statements of the Paladin Brands 401(k) Retirement Plan as of December 31, 2008 and 2007, and for the years then ended, and the supplemental schedules as of December 31, 2008, as listed in the accompanying index. These financial statements and 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 6, which was certified by the Principal Life Insurance Company and Principal Trust Company, the custodians of the Plan, except for comparing the information with the related information included in financial statements and schedules. We have been informed by the plan administrator that the custodians hold the Plan's investment assets and execute investment transactions. The plan administrator has obtained a certification from the custodians as of and for the years ended December 31, 2008 and 2007, that the information provided to the plan administrator by the custodians is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and schedules taken as a whole. The form and content of the information included in the financial statements and schedules, other than that derived from the information certified by the custodians, 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.

Bergan Paulsen & Company, P.C.

Waterloo, Iowa
March 22, 2010

Paladin Brands 401(k) Retirement Plan
Statements of Net Assets Available for Benefits
As of December 31, 2008 and 2007

	2008	2007
Assets		
Investments (at fair value):		
Guaranteed interest accounts	\$ 49,019	\$ 69,668
Pooled separate investment accounts	14,494,644	23,926,071
Common/collective trust	2,542,979	1,531,847
Mutual funds	1,042,571	-
Participant loans	864,208	887,077
	<u>18,993,421</u>	<u>26,414,663</u>
Total Investments		
	<u>18,993,421</u>	<u>26,414,663</u>
Receivables:		
Employer contributions	42,529	25,600
Participants' contributions	17,506	-
	<u>60,035</u>	<u>25,600</u>
Total Receivables		
	<u>60,035</u>	<u>25,600</u>
Total Assets	19,053,456	26,440,263
Liabilities	<u>-</u>	<u>-</u>
Net Assets Available for Benefits at Fair Value	19,053,456	26,440,263
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	<u>124,538</u>	<u>9,944</u>
Net Assets Available for Benefits	<u><u>\$ 19,177,994</u></u>	<u><u>\$ 26,450,207</u></u>

Paladin Brands 401(k) Retirement Plan
Statements of Changes in Net Assets Available for Benefits
For the years ended December 31, 2008 and 2007

	2008	2007
Additions (Deductions) to Net Assets Attributed to:		
Investment Income:		
Net appreciation (depreciation) in fair value	\$ (8,447,849)	\$ 1,935,186
Interest and dividends	<u>76,935</u>	<u>75,444</u>
	<u>(8,370,914)</u>	<u>2,010,630</u>
Contributions:		
Employer	849,604	863,653
Participants	3,299,320	3,417,424
Rollovers	<u>77,895</u>	<u>257,192</u>
	<u>4,226,819</u>	<u>4,538,269</u>
Benefits paid to participants	(3,121,568)	(4,438,133)
Administrative expenses	<u>(6,550)</u>	<u>(1,792)</u>
Net Increase (Decrease)	(7,272,213)	2,108,974
Net Assets Available for Benefits:		
Beginning of Year	<u>26,450,207</u>	<u>24,341,233</u>
End of Year	<u><u>\$ 19,177,994</u></u>	<u><u>\$ 26,450,207</u></u>

Paladin Brands 401(K) Retirement Plan
Notes to the Financial Statements

NOTE 1 - DESCRIPTION OF THE PLAN:

The following brief description of Paladin Brands 401(k) Retirement Plan (the Plan) provides only general information. Participants should refer to the plan agreement for a more complete description of the plan's provisions.

GENERAL

The Plan is a defined contribution plan covering all employees of Paladin Brands Holding, Inc. and its Subsidiaries (the Company), formerly known as Attachment Technologies Inc., who have three months of service and attained age 18 or older. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

CONTRIBUTIONS

Each year, participants may contribute up to the maximum percentage allowable, not to exceed the limits of the Internal Revenue Code, of pretax annual compensation, as defined in the Plan (referred to as "eligible compensation"). Participants may also contribute amounts representing distributions from other qualified defined benefit or contribution plans. Participants direct the investment of their contributions into various investment options offered by the Plan. For the years ended December 31, 2008 and 2007, the Company matched 30% of participant contributions limited to 6% of each participant's contribution with the exception of two companies, Sweepster Attachments, LLC and Harley Attachments, LLC, of which the Company matched 50% of participant contributions limited to 6% of each participant's contribution. Additional discretionary amounts may be contributed at the option of the Company's board of directors. Contributions are subject to certain limitations.

PARTICIPANT ACCOUNTS

Each participant's account is credited with the participant's contribution and allocations of (a) the Company's contributions, and (b) Plan earnings. Allocations are based on participant earnings or account balances as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

VESTING

Participants are immediately vested in their contributions and the Company's matching contributions, plus actual earnings thereon.

Paladin Brands 401(K) Retirement Plan
Notes to the Financial Statements

NOTE 1 - DESCRIPTION OF THE PLAN (Cont'd.):

PARTICIPANT LOANS

Participants may borrow from their fund accounts a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50% of their vested account balance. Loan terms range from one to five years. The loans are secured by the balance in the participant's account and bear interest at a rate commensurate with local prevailing rates as determined by the Plan administrator. Interest rates range from 5.25% to 11.5%. Principal and interest is paid ratably through payroll deductions.

PAYMENT OF BENEFITS

On termination of service due to death or retirement, a participant may elect to receive either a lump-sum amount equal to the value of the participant's vested account balance, or periodic installments over a fixed reasonable period of time not exceeding the life expectancy of the participant or the joint life and last survivor expectancy of the participant and his or her designated beneficiary.

NOTE 2 - SUMMARY OF ACCOUNTING POLICIES:

ACCOUNTING BASIS

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

Investment contracts held by a defined-contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the plan. The Statement of Net Assets Available for Benefits presents the fair value of the investment contracts as well as the adjustment of the fully benefit-responsive investment contracts from fair value to contract value. The Statement of Changes in Net Assets Available for Benefits is prepared on a contract value basis.

ESTIMATES

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the plan administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results may differ from those estimates.

Paladin Brands 401(K) Retirement Plan
Notes to the Financial Statements

NOTE 2 - SUMMARY OF ACCOUNTING POLICIES (Cont'd.):

INVESTMENT VALUATION AND INCOME RECOGNITION

The Plan's investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 4 for discussion of fair value measurements.

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

ADMINISTRATIVE EXPENSES

A majority of the expenses incurred in the administration of the Plan are paid by the Company.

PAYMENT OF BENEFITS

Benefits are recorded when paid.

NOTE 3 - INVESTMENTS:

The following investments as of December 31, 2008 and 2007, represent 5% or more of the plan's net assets.

	2008	2007
Bond and Mortgage	\$ 1,191,412	\$ 1,502,318
U.S. Property	1,592,141	1,801,657
Lifetime 2020	1,366,719	1,842,431
Lifetime 2030	1,209,047	1,717,120
Lifetime 2040	1,053,770	1,546,312
Large Cap Growth	*	1,454,143
Large Cap Blend I	*	1,541,294
Large Cap S&P 500 Index	995,694	1,676,472
Small Cap Blend	*	1,663,236
Diversified International	1,056,500	2,193,560
Stable Value Fund	2,542,979	1,531,847

**represents less than 5% of net assets*

Paladin Brands 401(K) Retirement Plan
Notes to the Financial Statements

NOTE 3 – INVESTMENTS (Cont'd.):

For the plan years ended December 31, 2008 and 2007, the plan's investments appreciated (depreciated) in value, as follows:

	2008	2007
Pooled Separate Accounts	\$(7,866,271)	\$ 1,865,566
Mutual Funds	(656,771)	-
Principal Stable Value Fund	75,193	65,003
Guaranteed Interest Account	<u>-</u>	<u>4,617</u>
	<u><u>\$(8,447,849)</u></u>	<u><u>\$ 1,935,186</u></u>

The Plan offers an investment in the Principal Stable Value Fund, a fully benefit-responsive investment contract with Principal Financial Group. The Fund is a collective investment trust which invests in conventional, synthetic and separate account investment contracts. The Fund is credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses.

The Fund guarantees principal and accrued interest, based on credited interest rates, for participant-initiated withdrawals as long as the Fund remains active. Interest is credited to the Fund at interest rates that reflect the performance of the underlying portfolio. Participants will receive the principal and accrued earnings credited to their accounts on withdrawal for allowed events. These events include transfers to other plan investment options, and payments because of retirement, termination of employment, disability, death and in-service withdrawals as permitted by the Plan.

Certain events limit the Plan's ability to transact at contract value with the issuer. Such events include the following: (a) amendments to the plan documents (including complete or partial plan termination or merger with another plan), (b) changes to the plan's prohibition on competing investment options or deletion of equity wash provisions, (c) bankruptcy of the plan sponsor or other plan sponsor events (for example, divestitures or spin-offs of a subsidiary) that cause a significant withdrawal from the plan, or (d) the failure of the Fund to qualify for exemption from federal income taxes or any required prohibited transaction exemption under the Employee Retirement Income Security Act of 1974. The Plan administrator does not believe that any events that would limit the Plan's ability to transact at contract value with Plan participants are probable of occurring.

As of December 31, 2008 and 2007, the average yields earned based on actual earnings was 3.8% and 4.2%, respectively, and the interest rates credited to participant accounts was 3.7% and 4.2%, respectively.

Paladin Brands 401(K) Retirement Plan
Notes to the Financial Statements

NOTE 4 – FAIR VALUE MEASUREMENTS:

The Plan's investments are reported at fair value in the accompanying statement of net assets available for benefits:

		Fair Value Measurements at Reporting Date Using:		
		Quoted Prices In Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
	<u>Total</u>			
<u>December 31, 2008</u>				
Guaranteed interest account	\$ 49,019	\$ -	\$ -	\$ 49,019
Pooled separate accounts	14,494,644	-	12,902,503	1,592,141
Common/collective trust	2,542,979	-	2,542,979	-
Mutual funds	1,042,571	1,042,571	-	-
Participant loans	<u>864,208</u>	<u>-</u>	<u>-</u>	<u>864,208</u>
Total	<u>\$ 18,993,421</u>	<u>\$ 1,042,571</u>	<u>\$ 15,445,482</u>	<u>\$ 2,505,368</u>

SFAS No. 157, *Fair Value Measurements*, establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. This hierarchy consists of three broad levels: Level 1 inputs consist of unadjusted quoted prices in active markets for identical assets and have the highest priority, Level 2 inputs consist of observable inputs other than quoted prices for identical assets, and Level 3 inputs have the lowest priority. The Plan uses appropriate valuation techniques based on the available inputs to measure the fair value of its investments. When available, the Plan measures fair value using Level 1 inputs because they generally provide the most reliable evidence of fair value. Level 3 inputs were used only when Level 1 or Level 2 inputs were not available.

Level 1 Fair Value Measurements

The fair value of mutual funds is based on quoted net asset values of the shares held by the Plan at year end.

Paladin Brands 401(K) Retirement Plan
Notes to the Financial Statements

NOTE 4 – FAIR VALUE MEASUREMENTS (Cont'd.):

Level 2 Fair Value Measurements

The pooled separate accounts, excluding the U.S. property separate account, represent investments in various Principal Life Insurance Company mutual funds. The fair value of these funds are a publicly quoted pricing Level 1 input and is used in determining the net asset value of the pooled separate account, which is not publicly quoted.

The fair value of the common collective trust is based on the net asset value of its underlying investments. The common collective trust consists of the Principal Stable Value Fund which contains various investment contracts comprised of both underlying investments and contractual components which have observable Level 1 or 2 pricing inputs, including quoted prices for similar assets in active or non-active markets.

Level 3 Fair Value Measurements

The guaranteed interest account is valued at fair value by discounting the related cash flows based on current yields of similar instruments with comparable durations considering the credit-worthiness of the issuer. The account promises contract value for a benefit event (termination, death, disability and retirement), however, there is a possible market value adjustment when funds are withdrawn prior to their maturity. Thus, the guaranteed interest account is not considered benefit responsive.

The U.S. Property Separate Account invests mainly in commercial real estate and includes mortgage loans which are backed by the associated properties. These underlying real estate investments have unobservable pricing inputs. The fair value of the U.S. Property Separate Account is determined primarily by third party appraisals, and discounted cash flow models.

The fair value of participant loans is equal to the amortized cost of the loans because the loans are secured by each respective participant's account balance.

Paladin Brands 401(K) Retirement Plan
Notes to the Financial Statements

NOTE 4 – FAIR VALUE MEASUREMENTS (Cont'd.):

Fair Value Measurements Using Significant Unobservable Inputs (Level 3)

	Guaranteed Interest Account	Pooled Separate Account	Participant Loans
Beginning balance, January 1, 2008	\$ 69,668	\$ 1,801,657	\$ 887,077
Total gains or losses (realized and unrealized) included in changes in net assets available for benefits	1,350	(243,107)	-
Purchases, sales, issuances, settlements, (net)	<u>(21,999)</u>	<u>33,591</u>	<u>(22,869)</u>
Ending Balance, December 31, 2008	<u>\$ 49,019</u>	<u>\$ 1,592,141</u>	<u>\$ 864,208</u>

Gains and losses (realized and unrealized) included in changes in net assets available for benefits for the year ended December 31, 2008, are reported in net appreciation in fair value of investments.

NOTE 5 - INCOME TAX STATUS:

The Plan has filed for a determination letter from the Internal Revenue Service regarding the Plan's qualification under Section 401(a) and the related trust's tax-exempt status under the provisions of Section 501(a) of the Code. The Benefits Committee believes the Plan is currently designed and is being operated in compliance with the applicable requirements of the Code. The Benefits Committee will make any changes deemed necessary to ensure that the Plan is granted tax-exempt status. The Plan was restated effective April 1, 2008, and a determination letter on the restated plan was received August 28, 2009.

Paladin Brands 401(K) Retirement Plan
Notes to the Financial Statements

NOTE 6 - INFORMATION CERTIFIED BY THE PLAN'S CUSTODIANS:

The Plan administrator has elected the method of compliance as permitted by 29 CFR 2520.103-8 of the Department of Labor Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, Principal Life Insurance Company and Principal Trust Company have certified that the following data included in the Plan's financial statements and supplemental schedule is complete and accurate.

Investments:	2008	2007
Guaranteed Investment Account	\$ 49,019	\$ 69,668
Pooled Separate Accounts	14,494,644	23,926,071
Common/Collective Trust	2,542,979	1,531,847
Mutual Funds	1,042,571	-
Investment Income:		
Net Appreciation (Depreciation)	(8,447,849)	1,935,186
Other Investment Income	1,352	2,170

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

NOTE 7 - RELATED PARTY TRANSACTIONS:

Certain plan investments are shares of guaranteed interest accounts, common/collective trust fund and certain pooled separate accounts managed by the Principal Life Insurance Company and Principal Trust Company. Principal Life Insurance Company and Principal Trust Company are the custodians of the Plan, and, therefore, these transactions qualify as party-in-interest transactions.

NOTE 8 - RISKS AND UNCERTAINTIES:

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

Paladin Brands 401(K) Retirement Plan
Notes to the Financial Statements

NOTE 9 – RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500:

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

	2008	2007
Net assets available for benefits per the financial statements	\$ 19,177,994	\$ 26,450,207
Less: Adjustments from contract value for fully benefit-responsive investment contract	<u>124,538</u>	<u>9,944</u>
Net assets available for benefits per the Form 5500	<u>\$ 19,053,456</u>	<u>\$ 26,440,263</u>

The following is a reconciliation of the net increase (decrease) in net assets available for benefits per the financial statements to the Form 5500:

	2008
Net decrease in net assets available for benefits per the financial statements	\$ (7,272,213)
Less: Adjustments from contract value to fair value for fully benefit-responsive investment contracts	<u>114,594</u>
Net decrease in net assets available for benefits per the Form 5500	<u>\$ (7,386,807)</u>

NOTE 10 – PROHIBITED TRANSACTIONS:

During 2008, the Plan Sponsor inadvertently failed to deposit a total of \$18,884 of participant deferrals within the required timeframe as stated by the United States Department of Labor (DOL). The DOL considers late deposits to be prohibited transactions. The funds were remitted to the Plan in 2008 and 2009; however, the amount of lost earnings was not deposited into the Plan until 2009 and 2010.

NOTE 11 – SUBSEQUENT EVENT:

Effective April 30, 2009, the Plan Sponsor merged this Plan into the Dover Corporation Retirement Savings Plan, which is sponsored by Dover Corporation, the parent company of the Plan Sponsor. As a result of this merger, net plan assets of \$17,615,035 were transferred to the Dover Corporation Retirement Savings Plan on May 1, 2009.

Paladin Brands 401(k) Retirement Plan
Attachment to 2008 Form 5500 Schedule H
12/31/2008
Schedule of Delinquent Participant Contributions
42-1452068
Plan Number 001

(a) Year	(b) Description	Participant Contributions Transferred Late to Plan	Nonexempt Prohibited Transactions
2008	Employee contributions	\$ 18,884	\$ 18,884 *

*\$18,884 in employee deferrals were remitted untimely during the year ended December 31, 2008; the lost earnings were remitted in the appropriate subsequent plan years.

Paladin Brands 401(K) Retirement Plan

Attachment to 2008 Form 5500 Schedule H

12/31/2008

Schedule of Assets Held for Investment Purposes At End of Year

42-1452068

Plan Number 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
*	Principal Life Insurance Company	General Guaranteed Interest	**	\$ 49,019
*	Principal Life Insurance Company	Pooled Sep. Bond & Mortgage Account	**	1,191,412
*	Principal Life Insurance Company	Pooled Sep. Govt & HQ Bond Account	**	645,694
*	Principal Life Insurance Company	Pooled Sep. U.S. Property Account	**	1,592,141
*	Principal Life Insurance Company	Pooled Sep. Princ. Lifetm Str Inc Account	**	109,908
*	Principal Life Insurance Company	Pooled Sep. Principal Lifetm 2010 Account	**	526,824
*	Principal Life Insurance Company	Pooled Sep. Principal Lifetm 2020 Account	**	1,366,719
*	Principal Life Insurance Company	Pooled Sep. Principal Lifetm 2030 Account	**	1,209,047
*	Principal Life Insurance Company	Pooled Sep. Principal Lifetm 2040 Account	**	1,053,770
*	Principal Life Insurance Company	Pooled Sep. Principal Lifetm 2050 Account	**	351,064
*	Principal Life Insurance Company	Pooled Sep. Prin Large Cap Growth Account	**	813,358
*	Principal Life Insurance Company	Pooled Sep. Large Cap S&P 500 Index Account	**	995,694
*	Principal Life Insurance Company	Pooled Sep. Prin Mid Cap Value I Account	**	745,981
*	Principal Life Insurance Company	Pooled Sep. Small Cap Value I Account	**	177,844
*	Principal Life Insurance Company	Pooled Sep. Mid Cap Blend Account	**	264,504
*	Principal Life Insurance Company	Pooled Sep. Small Cap Blend Account	**	937,951
*	Principal Life Insurance Company	Pooled Sep. Ptr Mid Cap Gr III Account	**	482,604
*	Principal Life Insurance Company	Pooled Sep. Small Cap Gr II Account	**	59,955
*	Principal Life Insurance Company	Pooled Sep. Diversified Intl Account	**	1,056,500
*	Principal Life Insurance Company	Pooled Sep. International Emerging Mkt Account	**	478,599
*	Principal Life Insurance Company	Pooled Sep. International Small Cap Account	**	399,772
*	Principal Life Insurance Company	Pooled Sep. Princ. Fin. Grp. Inc Stock Account	**	35,303
	Union Bond & Trust Company	CCT Principal Stable Value Fund	**	2,542,979
	The American Funds	Fundamental Investors R3 Fund	**	802,018
	Eaton Vance	Large Cap Value A Fund	**	240,553
	Participant Loans	Interest Rates Ranging From 5.25% to 11.50%	\$0	864,208
Total				<u>\$ 18,993,421</u>

* A party-in-interest as defined by ERISA.

** Cost not required - individual account plan that is participant directed.

Paladin Brands 401(k) Retirement Plan

Audited Financial Statements

April 30, 2009 and December 31, 2008



Paladin Brands 401(k) Retirement Plan

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Statements of Net Assets Available for Benefits	2
Statement of Changes in Net Assets Available for Benefits	3
Notes to the Financial Statements	4 – 12
Schedule of Delinquent Participant Contributions	

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INDEPENDENT AUDITORS' REPORT

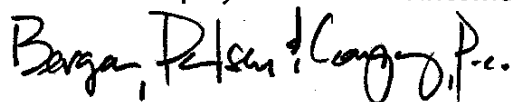
To the Benefits Committee
Paladin Brands 401(k) Retirement Plan

We were engaged to audit the financial statements of the Paladin Brands 401(k) Retirement Plan as of April 30, 2009 and December 31, 2008, and for the four month period ended April 30, 2009, and the supplemental schedule as of April 30, 2009, as listed in the accompanying index. These financial statements and schedule 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 6, which was certified by the Principal Life Insurance Company and Principal Trust Company, the custodians of the Plan, except for comparing the information with the related information included in financial statements and schedule. We have been informed by the plan administrator that the custodians hold the Plan's investment assets and execute investment transactions. The plan administrator has obtained a certification from the custodians as of and for the four month period ended April 30, 2009, and as of December 31, 2008, that the information provided to the plan administrator by the custodians is complete and accurate.

As discussed in Note 1 to the accompanying financial statements, the Plan was merged into the Dover Corporation Retirement Savings Plan effective April 30, 2009.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and schedule taken as a whole. The form and content of the information included in the financial statements and schedule, other than that derived from the information certified by the custodians, 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.



Waterloo, Iowa
March 22, 2010

Paladin Brands 401(k) Retirement Plan
Statements of Net Assets Available for Plan Benefits
As of April 30, 2009 and December 31, 2008

	2009	2008
Assets		
Investments (at fair value):		
Guaranteed interest accounts	\$ -	\$ 49,019
Pooled separate investment accounts	-	14,494,644
Common/collective trust	-	2,542,979
Mutual funds	-	1,042,571
Participant loans	-	864,208
	<hr/>	<hr/>
Total Investments	-	18,993,421
	<hr/>	<hr/>
Receivables:		
Employer contributions	-	42,529
Participants' contributions	-	17,506
	<hr/>	<hr/>
Total Receivables	-	60,035
	<hr/>	<hr/>
Total Assets	-	19,053,456
	<hr/>	<hr/>
Liabilities	-	-
	<hr/>	<hr/>
Net Assets Available for Benefits at Fair Value	-	19,053,456
	<hr/>	<hr/>
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	-	124,538
	<hr/>	<hr/>
Net Assets Available for Benefits	<u>\$ -</u>	<u>\$ 19,177,994</u>

Paladin Brands 401(k) Retirement Plan
Statements of Changes in Net Assets Available for Plan Benefits
For the four month period ended April 30, 2009

Additions to Net Assets Attributed to:

Investment Income:	
Net depreciation in fair value	\$ (320,124)
Interest and dividends	<u>19,530</u>
	<u>(300,594)</u>
Contributions:	
Employer	184,181
Participants	893,353
Rollovers	<u>78,286</u>
	<u>1,155,820</u>
Total Additions	<u>855,226</u>

Deductions from Net Assets Attributed to:

Benefits paid to participants	2,415,949
Administrative expenses	<u>2,236</u>
Total Deductions	<u>2,418,185</u>
Transfer of Plan assets	<u>(17,615,035)</u>
Net Decrease	(19,177,994)

Net Assets Available for Benefits:

Beginning of Year	<u>19,177,994</u>
End of Year	<u><u>\$ -</u></u>

Paladin Brands 401(K) Retirement Plan
Notes to the Financial Statements

NOTE 1 - DESCRIPTION OF THE PLAN:

The following brief description of Paladin Brands 401(k) Retirement Plan (the Plan) provides only general information. Participants should refer to the plan agreement for a more complete description of the plan's provisions.

PLAN MERGER

Effective April 30, 2009, the Plan Sponsor merged this Plan into the Dover Corporation Retirement Savings Plan, which is sponsored by Dover Corporation, the parent company of the Plan Sponsor. As a result of this merger, net plan assets of \$17,615,035, were transmitted to the Dover Corporation Retirement Savings Plan on May 1, 2009.

GENERAL

The Plan was a defined contribution plan covering all employees of Paladin Brands Holding, Inc. and its Subsidiaries (the Company), formerly known as Attachment Technologies Inc., who had three months of service and attained age 18 or older. The Plan was subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

CONTRIBUTIONS

Each year, participants were able to contribute up to the maximum percentage allowable, not to exceed the limits of the Internal Revenue Code, of pretax annual compensation, as defined in the Plan (referred to as "eligible compensation"). Participants were also able to contribute amounts representing distributions from other qualified defined benefit or contribution plans. Participants directed the investment of their contributions into various investment options offered by the Plan. Prior to the Company match being stopped nearest to the April 15, 2009 paydate, the Company matched 30% of participant contributions limited to 6% of each participant's contribution with the exception of two companies, Sweepster Attachments, LLC and Harley Attachments, LLC, of which the Company matched 50% of participant contributions limited to 6% of each participant's contribution. Additional discretionary amounts could be contributed at the option of the Company's board of directors.

PARTICIPANT ACCOUNTS

Each participant's account was credited with the participant's contribution and allocations of (a) the Company's contributions, and (b) Plan earnings. Allocations were based on participant earnings or account balances as defined. The benefit to which a participant was entitled was the benefit that could be provided from the participant's vested account.

Paladin Brands 401(K) Retirement Plan
Notes to the Financial Statements

NOTE 1 - DESCRIPTION OF THE PLAN (Cont'd.):

VESTING

Participants were immediately vested in their contributions and the Company's matching contributions, plus actual earnings thereon.

PARTICIPANT LOANS

Participants could borrow from their fund accounts a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50% of their vested account balance. Loan terms range from one to five years. The loans were secured by the balance in the participant's account. Principal and interest was paid ratably through payroll deductions.

PAYMENT OF BENEFITS

On termination of service due to death or retirement, a participant could elect to receive either a lump-sum amount equal to the value of the participant's vested account balance, or periodic installments over a fixed reasonable period of time not exceeding the life expectancy of the participant or the joint life and last survivor expectancy of the participant and his or her designated beneficiary.

NOTE 2 - SUMMARY OF ACCOUNTING POLICIES:

ACCOUNTING BASIS

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

Investment contracts held by a defined-contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the plan. The Statement of Net Assets Available for Benefits presents the fair value of the investment contracts as well as the adjustment of the fully benefit-responsive investment contracts from fair value to contract value. The Statement of Changes in Net Assets Available for Benefits is prepared on a contract value basis.

ESTIMATES

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the plan administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results may differ from those estimates.

Paladin Brands 401(K) Retirement Plan
Notes to the Financial Statements

NOTE 2 - SUMMARY OF ACCOUNTING POLICIES (Cont'd.):

INVESTMENT VALUATION AND INCOME RECOGNITION

The Plan's investments were reported at fair value. Fair value was the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

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

ADMINISTRATIVE EXPENSES

A majority of the expenses incurred in the administration of the Plan were paid by the Company.

PAYMENT OF BENEFITS

Benefits were recorded when paid.

NOTE 3 - INVESTMENTS:

The following investments as of December 31, 2008, represent 5% or more of the plan's net assets.

Bond and Mortgage	\$ 1,191,412
U.S. Property	1,592,141
Lifetime 2020	1,366,719
Lifetime 2030	1,209,047
Lifetime 2040	1,053,770
Large Cap S&P 500 Index	995,694
Diversified International	1,056,500
Stable Value Fund	2,542,979

Paladin Brands 401(K) Retirement Plan
Notes to the Financial Statements

NOTE 3 – INVESTMENTS (Cont'd.):

For the four months ended April 30, 2009, the plan's investments appreciated (depreciated) in value, as follows:

Pooled Separate Accounts	\$ (331,479)
Mutual Funds	(9,432)
Principal Stable Value Fund	<u>20,787</u>
	<u>\$ (320,124)</u>

The Plan offered an investment in the Principal Stable Value Fund, a fully benefit-responsive investment contract with Principal Financial Group. The Fund was a collective investment trust which invested in conventional, synthetic and separate account investment contracts. The Fund was credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses.

NOTE 4 – FAIR VALUE MEASUREMENTS:

The Plan's investments are reported at fair value in the accompanying statement of net assets available for benefits:

		Fair Value Measurements at Reporting Date Using:		
	<u>Total</u>	Quoted Prices In Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
<u>December 31, 2008</u>				
Guaranteed interest account	\$ 49,019	\$ -	\$ -	\$ 49,019
Pooled separate accounts	14,494,644	-	12,902,503	1,592,141
Common/collective trust	2,542,979	-	2,542,979	-
Mutual funds	1,042,571	1,042,571	-	-
Participant loans	<u>864,208</u>	<u>-</u>	<u>-</u>	<u>864,208</u>
Total	<u>\$ 18,993,421</u>	<u>\$ 1,042,571</u>	<u>\$ 15,445,482</u>	<u>\$ 2,505,368</u>

Paladin Brands 401(K) Retirement Plan
Notes to the Financial Statements

NOTE 4 – FAIR VALUE MEASUREMENTS (Cont'd.):

SFAS No. 157, *Fair Value Measurements*, establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. This hierarchy consists of three broad levels: Level 1 inputs consist of unadjusted quoted prices in active markets for identical assets and have the highest priority, Level 2 inputs consist of observable inputs other than quoted prices for identical assets, and Level 3 inputs have the lowest priority. The Plan uses appropriate valuation techniques based on the available inputs to measure the fair value of its investments. When available, the Plan measures fair value using Level 1 inputs because they generally provide the most reliable evidence of fair value. Level 3 inputs were used only when Level 1 or Level 2 inputs were not available.

Level 1 Fair Value Measurements

The fair value of mutual funds is based on quoted net asset values of the shares held by the Plan at year end.

Level 2 Fair Value Measurements

The pooled separate accounts, excluding the U.S. property separate account, represent investments in various Principal Life Insurance Company mutual funds. The fair value of these funds are a publicly quoted pricing Level 1 input and is used in determining the net asset value of the pooled separate account, which is not publicly quoted.

The fair value of the common collective trust is based on the net asset value of its underlying investments. The common collective trust consists of the Principal Stable Value Fund which contains various investment contracts comprised of both underlying investments and contractual components which have observable Level 1 or 2 pricing inputs, including quoted prices for similar assets in active or non-active markets.

Level 3 Fair Value Measurements

The guaranteed interest account is valued at fair value by discounting the related cash flows based on current yields of similar instruments with comparable durations considering the credit-worthiness of the issuer. The account promises contract value for a benefit event (termination, death, disability and retirement); however, there is a possible market value adjustment when funds are withdrawn prior to their maturity. Thus, the guaranteed interest account is not considered benefit responsive.

The U.S. Property Separate Account invests mainly in commercial real estate and includes mortgage loans which are backed by the associated properties. These underlying real estate investments have unobservable pricing inputs. The fair value of the U.S. Property Separate Account is determined primarily by third party appraisals, and discounted cash flow models.

Paladin Brands 401(K) Retirement Plan
Notes to the Financial Statements

NOTE 4 – FAIR VALUE MEASUREMENTS (Cont'd.):

The fair value of participant loans is equal to the amortized cost of the loans because the loans are secured by each respective participant's account balance.

Fair Value Measurements Using Significant Unobservable Inputs (Level 3)

	Guaranteed Interest Account	Pooled Separate Account	Participant Loans
Beginning balance, January 1, 2008	\$ 69,668	\$ 1,801,657	\$ 887,077
Total gains or losses (realized and unrealized) included in changes in net assets available for benefits	1,350	(243,107)	-
Purchases, sales, issuances, settlements, (net)	<u>(21,999)</u>	<u>33,591</u>	<u>(22,869)</u>
Ending Balance, December 31, 2008	<u>\$ 49,019</u>	<u>\$ 1,592,141</u>	<u>\$ 864,208</u>

Gains and losses (realized and unrealized) included in changes in net assets available for benefits for the year ended December 31, 2008, are reported in net appreciation in fair value of investments.

NOTE 5 - INCOME TAX STATUS:

The Plan filed for a determination letter from the Internal Revenue Service regarding the Plan's qualification under Section 401(a) and the related trust's tax-exempt status under the provisions of Section 501(a) of the Code. The Plan was restated effective April 1, 2008, and a determination letter on the restated plan was received August 28, 2009.

Paladin Brands 401(K) Retirement Plan
Notes to the Financial Statements

NOTE 6 - INFORMATION CERTIFIED BY THE PLAN'S CUSTODIANS:

The Plan administrator has elected the method of compliance as permitted by 29 CFR 2520.103-8 of the Department of Labor Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, Principal Life Insurance Company and Principal Trust Company have certified that the following data included in the Plan's financial statements and supplemental schedule is complete and accurate.

Investments:	2009	2008
Guaranteed Investment Account	\$ -	\$ 49,019
Pooled Separate Accounts	-	14,494,644
Common/Collective Trust	-	2,542,979
Mutual Funds	-	1,042,571
Investment Income:		
Net Depreciation	(320,124)	-
Other Investment Income	19,530	-

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

NOTE 7 - RELATED PARTY TRANSACTIONS:

Certain plan investments were shares of guaranteed interest accounts, common/collective trust fund and certain pooled separate accounts managed by the Principal Life Insurance Company and Principal Trust Company. Principal Life Insurance Company and Principal Trust Company were the custodians of the Plan, and, therefore, these transactions qualified as party-in-interest transactions.

Paladin Brands 401(K) Retirement Plan
Notes to the Financial Statements

NOTE 8 – RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500:

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

	2008
Net assets available for benefits per the financial statements	\$ 19,177,994
Less: Adjustments from contract value for fully benefit-responsive investment contract	<u>124,538</u>
Net assets available for benefits per the Form 5500	<u>\$ 19,053,456</u>

The following is a reconciliation of the net decrease in net assets available for benefits per the financial statements to the Form 5500:

	2009
Net decrease in net assets available for benefits per the financial statements	\$ (19,177,994)
Plus: Plan assets merged into another plan	17,615,035
Less: Adjustments from contract value to fair value for fully benefit-responsive investment contracts	<u>124,538</u>
Net decrease in net assets available for benefits per the Form 5500	<u>\$ (1,438,421)</u>

NOTE 9 – PROHIBITED TRANSACTIONS:

During 2008, the Plan Sponsor inadvertently failed to deposit a total of \$18,884 of participant deferrals within the required timeframe as stated by the United States Department of Labor (DOL). The DOL considers late deposits to be prohibited transactions. The funds were remitted to the Plan in 2008 and 2009; however, the amount of lost earnings was not deposited into the Plan until 2009 and 2010.

Paladin Brands 401(k) Retirement Plan
Attachment to 2009 Form 5500 Schedule H
4/30/2009

Schedule of Delinquent Participant Contributions
42-1452068
Plan Number 001

(a) Year	(b) Description	Participant Contributions Transferred Late to Plan	Nonexempt Prohibited Transactions
2008	Employee contributions	\$ 18,884	\$ 18,884 *

*\$18,884 in employee deferrals were remitted untimely during the year ended December 31, 2008; the lost earnings were remitted in the appropriate subsequent plan years.