

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), and 6058(a) of the Internal Revenue Code (the Code). ► Complete all entries in accordance with the instructions to the Form 5500.	OMB Nos. 1210-0110 1210-0089 2010 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information		
For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010			
A This return/report is for:	☐ a multiemployer plan;	☐ a multiple-employer plan; or	
	☒ a single-employer plan;	☐ a DFE (specify) ____	
B This return/report is:	☐ the first return/report;	☐ the final return/report;	
	☒ an amended return/report;	☐ a short plan year return/report (less than 12 months).	
C If the plan is a collectively-bargained plan, check here.	☐		
D Check box if filing under:	☒ Form 5558;	☐ automatic extension;	☐ the DFVC program;
	☐ special extension (enter description)		

Part II	Basic Plan Information —enter all requested information		
1a Name of plan AINSWORTH PET NUTRITION, INC. PROFIT SHARING 401(K) PLAN	1b Three-digit plan number (PN) ►	001	
	1c Effective date of plan	10/25/1961	
2a Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.) AINSWORTH PET NUTRITION, INC. 18746 MILL STREET MEADVILLE, PA 16335	2b Employer Identification Number (EIN) 25-1235222	2c Sponsor's telephone number 800-458-1801	2d Business code (see instructions) 311110

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/13/2011	JOY SHERRY
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

3a Plan administrator's name and address (if same as plan sponsor, enter "Same") AINSWORTH PET NUTRITION, INC. 18746 MILL STREET MEADVILLE, PA 16335	3b Administrator's EIN 25-1235222 3c Administrator's telephone number 800-458-1801
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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 DADS PRODUCTS COMPANY, INC	4b EIN 25-1235222 4c PN 001	
5 Total number of participants at the beginning of the plan year	5	292
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	284
b Retired or separated participants receiving benefits.....	6b	8
c Other retired or separated participants entitled to future benefits.....	6c	30
d Subtotal. Add lines 6a , 6b , and 6c	6d	322
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	2
f Total. Add lines 6d and 6e	6f	324
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	320
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	17
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7	

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 2R 2T 3D

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) ☐ **A** (Insurance Information)
 (4) ☒ **C** (Service Provider Information)
 (5) ☒ **D** (DFE/Participating Plan Information)
 (6) ☐ **G** (Financial Transaction Schedules)

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2010
		This Form is Open to Public Inspection.
For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010		
A Name of plan AINSWORTH PET NUTRITION, INC. PROFIT SHARING 401(K) PLAN	B Three-digit plan number (PN) ▶	001
C Plan sponsor's name as shown on line 2a of Form 5500 AINSWORTH PET NUTRITION, INC.	D Employer Identification Number (EIN) 25-1235222	

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
FID.INV.INST.OPS.CO.
04-2647786

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

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

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

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
64 65 71 60	RECORDKEEPER	3235	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

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

RBC WEALTH MGMT A DIV OF RBC CAP MK

41-1416330

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		
AMCENT INFL ADJ BD A - AMERICAN CEN	0.25%	
44-0619208		
(a) Enter service provider name as it appears on line 2		
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		
BLKRK INTL OPP A - PNC GLOBAL INVES	0.25%	
04-2871943		
(a) Enter service provider name as it appears on line 2		
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		
DREYFUS S&P 500 INDX - DREYFUS TRAN	0.15%	
13-5673135		

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		
FID TREASURY FD - FIDELITY INV INST 04-2882358		
(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.		
0.25%		
(a) Enter service provider name as it appears on line 2		
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		
INVS ASIA PAC GR A - INVESCO CANADA 98-0557567		
(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.		
0.35%		
(a) Enter service provider name as it appears on line 2		
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		
PERKINS MID CP VAL S - JANUS SERVIC 43-1804048		
(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.		
0.25%		

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
PIM TOTAL RETURN A - BOSTON FINANCI 04-2526037	0.25%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
PIONEER CULLEN VAL A - PIONEER INVE 04-2890696	0.35%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
RS PARTNERS A - BOSTON FINANCIAL DA 04-2526037	0.25%	

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
RBC WEALTH MGMT A DIV OF RBC CAP MK	61	0
(d) Enter name and EIN (address) of source of indirect compensation		
PIONEER CULLEN VAL A - PIONEER FUND	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. $\$0 < \$50M = 0.50\%$ $\$50M+ = 0.25\%$	
04-3042318		
(a) Enter service provider name as it appears on line 2		
	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation		
	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2		
	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation		
	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

Part III	Termination Information on Accountants and Enrolled Actuaries (see instructions) (complete as many entries as needed)
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a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration		DFE/Participating Plan Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.		OMB No. 1210-0110 2010 This Form is Open to Public Inspection.	
For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010					
A Name of plan AINSWORTH PET NUTRITION, INC. PROFIT SHARING 401(K) PLAN				B Three-digit plan number (PN) ▶ 001	
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 AINSWORTH PET NUTRITION, INC.				D Employer Identification Number (EIN) 25-1235222	
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: FA STABLE VALUE					
b Name of sponsor of entity listed in (a): FIDELITY MANAGEMENT TRUST COMPANY					
c EIN-PN 04-3022712-026		d Entity code C		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 5722960	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA,	

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

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

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

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

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

For calendar plan year 2010 or fiscal plan year beginning **01/01/2010** and ending **12/31/2010**

A Name of plan AINSWORTH PET NUTRITION, INC. PROFIT SHARING 401(K) PLAN	B Three-digit plan number (PN) ►	001
C Plan sponsor's name as shown on line 2a of Form 5500 AINSWORTH PET NUTRITION, INC.		
D Employer Identification Number (EIN) 25-1235222		

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	0	457
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	1930000	2041203
(2) Participant contributions	1b(2)		
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	4096702	2719319
(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)	555674	1057328
(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)		
(9) Value of interest in common/collective trusts	1c(9)	3824493	5722960
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	19810435	25873953
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(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	30217304	37415220

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j	49068	46737
k Total liabilities (add all amounts in lines 1g through 1j)	1k	49068	46737

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	30168236	37368483
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Part II Income and Expense Statement

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

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	2502456	
(B) Participants	2a(1)(B)	1273956	
(C) Others (including rollovers)	2a(1)(C)	14371	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		3790783
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	699	
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		699
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)	13851	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	471208	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		485059
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	845258	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	767911	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		77347

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate.....	2b(5)(A)		
(B) Other	2b(5)(B)	77657	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		77657
(6) Net investment gain (loss) from common/collective trusts	2b(6)		178589
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		3365989
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		7976123

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	728641	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		728641
f Corrective distributions (see instructions)	2f		46737
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	498	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		498
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		775876

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		7200247
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: MALIN BERGQUIST & COMPANY

(2) EIN: 25-1249913

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

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

Part IV Compliance Questions

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

During the plan year:

	Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....		X	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.).....		X	
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.).....		X	
e Was this plan covered by a fidelity bond?.....	X		500000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.).....		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.		X	

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

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

5b(1) Name of plan(s)

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

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

For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010

A Name of plan AINSWORTH PET NUTRITION, INC. PROFIT SHARING 401(K) PLAN	B Three-digit plan number (PN) ▶ 001
C Plan sponsor's name as shown on line 2a of Form 5500 AINSWORTH PET NUTRITION, INC.	D Employer Identification Number (EIN) 25-1235222

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

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	0
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): 04-6568107		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	

Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 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
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Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
----------------	---

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?.....	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.)	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

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

Schedule R (Form 5500) 2010
v.092308.1

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

(1) Contribution rate (in dollars and cents)

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

(1) Contribution rate (in dollars and cents)

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

(1) Contribution rate (in dollars and cents)

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

(1) Contribution rate (in dollars and cents)

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

(1) Contribution rate (in dollars and cents)

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

(1) Contribution rate (in dollars and cents)

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

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

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

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

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

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

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

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

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

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

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

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

Stock: _____% 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): _____

Ainsworth Pet Nutrition, Inc.
Profit Sharing 401(k) Plan

Financial Statements and Supplemental Schedule

December 31, 2010 and 2009

Ainsworth Pet Nutrition, Inc. Profit Sharing 401(k) Plan
Financial Statements and Supplemental Schedule
December 31, 2010 and 2009
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Note: Other schedules required by Section 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted, because they are not applicable.



Malin, Bergquist & Company, LLP

CERTIFIED PUBLIC ACCOUNTANTS & BUSINESS ADVISORS

Independent Auditors' Report

Profit Sharing 401(k) Committee
Ainsworth Pet Nutrition, Inc. Profit Sharing 401(k) Plan
Meadville, Pennsylvania

We were engaged to audit the financial statements and supplemental schedule of Ainsworth Pet Nutrition, Inc. Profit Sharing 401(k) Plan (Plan) as of December 31, 2010 and 2009, and for the years then ended, as listed in the accompanying table of contents. These financial statements and supplemental 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 5, which was certified by Fidelity Management Trust Company, the Trustee of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedule. We have been informed by the Plan Administrator that Fidelity Investments holds the Plan's investment assets and executes investment transactions. The Plan Administrator has obtained a certification from the Trustee as of and for the years ended December 31, 2010 and 2009 that the information provided to the Plan Administrator by the Trustee 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 supplemental Schedule of Assets (Held at End of Year) taken as a whole. The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information from the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Malin, Bergquist & Company, LLP

Erie, Pennsylvania
July 28, 2011

Ainsworth Pet Nutrition, Inc. Profit Sharing 401(k) Plan
Statements of Net Assets Available for Benefits
December 31, 2010 and 2009

	<u>2010</u>	<u>2009</u>
<i>ASSETS</i>		
Non interest-bearing cash accounts	\$ <u>457</u>	\$ <u>-</u>
Investments:		
At fair value:		
Interest bearing cash accounts	2,719,319	4,096,701
Mutual funds	25,873,951	19,810,436
Corporate stock - common	1,057,328	555,674
Collective trust fund	<u>5,722,960</u>	<u>3,824,493</u>
Total investments	<u>35,373,558</u>	<u>28,287,304</u>
Employer contributions receivable	<u>2,041,203</u>	<u>1,930,000</u>
Total assets	<u>37,415,218</u>	<u>30,217,304</u>
<i>LIABILITIES</i>		
Excess contributions payable	<u>46,737</u>	<u>49,068</u>
Net assets available for plan benefits at fair value	37,368,481	30,168,236
Adjustments from fair value to contract value for interest in collective trust fund relating to fully benefit-responsive investment contracts	<u>(107,024)</u>	<u>5,004</u>
Net assets available for benefits	<u>\$ 37,261,457</u>	<u>\$ 30,173,240</u>

See Notes to Financial Statements

Ainsworth Pet Nutrition, Inc. Profit Sharing 401(k) Plan
Statements of Changes in Net Assets Available for Benefits
Years Ended December 31, 2010 and 2009

	<u>2010</u>	<u>2009</u>
Investment income (loss):		
Net appreciation (depreciation) in fair value of investments		
Mutual funds	\$ 3,365,989	\$ 4,958,573
Collective trust fund	66,561	57,728
Corporate stock - common	155,004	246,122
Interest and dividend income	<u>485,756</u>	<u>304,821</u>
Total investment income	<u>4,073,310</u>	<u>5,567,244</u>
Contributions:		
Employer	2,502,456	2,339,523
Participant	1,273,956	1,129,204
Participant rollover	<u>14,371</u>	<u>8,243</u>
Total contributions	<u>3,790,783</u>	<u>3,476,970</u>
Total additions	<u>7,864,093</u>	<u>9,044,214</u>
Benefits paid directly to participants	775,378	1,306,335
Administrative expenses	<u>498</u>	<u>135</u>
Total deductions	<u>775,876</u>	<u>1,306,470</u>
Change in net assets	7,088,217	7,737,744
Net assets available for benefits at beginning of year	<u>30,173,240</u>	<u>22,435,496</u>
Net assets available for benefits at end of year	<u><u>\$ 37,261,457</u></u>	<u><u>\$ 30,173,240</u></u>

See Notes to Financial Statements

Ainsworth Pet Nutrition, Inc. Profit Sharing 401(k) Plan
Notes to Financial Statements
December 31, 2010 and 2009

1. **Plan Description**

The following description of the Ainsworth Pet Nutrition, Inc. Profit Sharing 401(k) Plan (formerly Dad's Products Company, Inc. 401(k) 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 profit sharing plan and a salary deferral plan. The profit sharing portion covers all employees of Ainsworth Pet Nutrition, Inc. (the Company) who have completed one year of service and have attained twenty-one years of age. Eligible employees who have completed sixty days of service are eligible to participate in the salary deferral feature of the Plan. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Administration

The Plan is administered by a committee appointed by the employer. The duties of the committee include interpretation of the Plan Agreement, determination of benefits due participants, and authorization of disbursements from the fund.

Contributions

For each year in which the Company has net profits or accumulated net profits, the Company may make a contribution to the Plan, as determined annually by the Company's board of directors.

The Company makes matching contributions to participants equal to 1% for the first 1% of elective deferrals and 0.5% for each 1% of elective deferrals thereafter, up to a maximum of 3.5%. Participants are eligible for the matching contribution after 60 days of service. Management calculates the employer match each pay period based upon current deferral percentage. At the end of the year, management averages the deferral percentage for the entire year to ensure that participants receive the full amount of employer match to which they are entitled. This additional deposit is contributed into the Plan after year end.

Each participant may elect to defer, on a pretax basis or as a Roth deferral, up to 60% of their eligible compensation, subject to the limitations set by the Internal Revenue Service. Participants are automatically enrolled at a deferral rate of 3% when they meet the eligibility requirements of the Plan, unless they elect a different percentage or elect not to contribute. The deferral rate for these participants will automatically increase by 1% each year until a rate of 6% is reached, unless the participants elect otherwise.

A participant may elect to have their account invested in one or more of the investment funds established by the Trustee of the Plan.

Participant Accounts

A separate account is maintained for each participant. Net investment income (loss) is comprised of interest income, dividend income, and net appreciation (depreciation) in fair value of investments and is allocated daily to each participant's account, on a proportional basis according to account balances, so that each account bears its proportionate share of income or loss. Employer profit-sharing contributions are allocated to each participant based on each participant's compensation to total compensation of all participants during the year.

Ainsworth Pet Nutrition, Inc. Profit Sharing 401(k) Plan
Notes to Financial Statements
December 31, 2010 and 2009

1. **Plan Description (Continued)**

Vesting

Participants are immediately vested in their voluntary contributions plus actual earnings thereon.

Vesting in the Company's profit sharing portion of participant accounts plus actual earnings thereon is based on years of service. A participant is 20% vested after 2 years, earns an additional 20% in years three and four, and becomes 100% vested after 5 years.

Vesting in the Company's matching portion of participant accounts plus actual earnings thereon is 100% after 2 years of service.

Forfeitures

Forfeited nonvested accounts are used by the Company to reduce its contributions. Total forfeited contributions to be utilized by the Company at December 31, 2010 and 2009 were \$43,131 and \$26,829, respectively.

Withdrawals and Benefit Payments

On termination of service or retirement, a participant may elect to receive either a lump-sum amount equal to the value of his or her account or periodic installments over a period of years. Account balances of \$1,000 or less may be distributed to participants without their consent. Employees who reach the age of 59½ may withdraw all or a portion of their vested account balance while still employed. Employees who reach the later of age 55 or five years of service may withdraw all or a part of their vested balance, however, these funds may be subject to penalties unless the beneficiary elects to roll them into a qualified retirement account. Hardship withdrawals for immediate and heavy financial needs, as defined in the Plan, are available to participants while currently employed.

Expenses

The employer pays significant costs of the Plan.

2. **Significant Accounting Policies**

Basis of Accounting

The financial statements of the Plan have been prepared on the accrual basis of accounting in conformity with accounting principles generally accepted in the United States of America. A summary of the Plan's significant accounting policies consistently applied follows.

Ainsworth Pet Nutrition, Inc. Profit Sharing 401(k) Plan
Notes to Financial Statements
December 31, 2010 and 2009

2. **Significant Accounting Policies (Continued)**

Valuation of Investments

Under the terms of a trust agreement between Fidelity Investments (the Trustee) and the Company, the Trustee administers a trust fund on behalf of the Plan. The value of the investments and changes therein of this trust have been reported to the Plan by the Trustee.

Shares of mutual funds and common stock are reported at fair value as determined based on quoted market prices. Plan interests in collective trust funds are stated at fair value as determined based on quoted redemption prices, with a corresponding adjustment to contract value for investment contracts that are deemed to be fully benefit-responsive. Contract value represents contributions made under the contract plus earnings on the underlying investments, less Plan withdrawals and administrative expenses.

Use of 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 the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Risk and Uncertainties

The Plan provides participants with various investment options that invest in any combination of stocks, bonds, fixed income securities and other investment securities. Such investment securities are exposed to various risks and uncertainties, including interest rate risk, credit risk, market volatility, changes in the economic and political environment, regulatory changes and foreign currency risk. Due to the level of risk and uncertainty associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the Statements of Net Assets Available for Benefits and the Statements of Changes in Net Assets Available for Benefits.

Fully benefit-responsive 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 a defined-contribution plan's net assets available for plan benefits, which is attributable to fully benefit-responsive investment contracts, as contract value is the amount participants would receive if they were to initiate permitted transactions, including participant-directed transfers, under the terms of the Plan.

One of the investment options offered by the Plan, the Fidelity Stable Value Fund, a collective trust fund, is a commingled pool that invests in (i) investment contracts issued by insurance companies and other financial institutions, (ii) fixed income securities, and (iii) money market funds. Investment contracts have been presented in the financial statements at fair value, with a corresponding adjustment to contract value, because such investments are deemed to be fully benefit-responsive in that they provide that trust participants may make withdrawals, or transfer all of or a portion of their account balance at contract value during the term of the contract. Contract value represents contributions made under the contract, plus earnings on the underlying investments, less participant withdrawals and administrative expenses. Accordingly, the Statements of Net Assets Available for Benefits present such investments at fair value, with a corresponding adjustment to contract value. The Statements of Changes in Net Assets Available for Benefits are prepared on the contract value basis.

Ainsworth Pet Nutrition, Inc. Profit Sharing 401(k) Plan
Notes to Financial Statements
December 31, 2010 and 2009

2. **Significant Accounting Policies (Continued)**

Payments of Benefits

Benefits are recorded when paid.

3. **Plan Termination**

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

4. **Income Tax Status**

The Plan obtained an opinion letter dated October 9, 2003 in which the Internal Revenue Service ("IRS") stated the Plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code ("IRC"). The Plan is required to operate in conformity with the IRC to maintain its qualification. The Plan Administrator believes the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC and, therefore, believes the Plan, as amended and restated, is qualified and the related trust is tax-exempt.

5. **Summary of Financial Data Certified by the Trustee**

The Plan Administrator has elected the method of compliance permitted by Section 2520.103-8 of the Department of Labor (DOL) Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under such election, all investment information disclosed in the accompanying financial statements and schedule, including investments held at December 31, 2010, and net realized and unrealized appreciation (depreciation) in fair value of investments, interest, and dividend income, and purchase fees for the year ended December 31, 2010, were obtained or derived from information supplied to the Plan Administrator and certified as complete and accurate by the Trustee, Fidelity Management Trust Company.

The Trustee has certified the following investment information by type as of December 31, 2010 and 2009:

	<u>2010</u>	<u>2009</u>
Cash and cash equivalents	\$ 2,719,776	\$ 4,096,701
Mutual funds	25,873,951	19,810,436
Corporate stock - common	1,057,328	555,674
Collective trust fund at contract value	<u>5,615,936</u>	<u>3,829,497</u>
Total certified investments	<u>\$ 35,266,991</u>	<u>\$ 28,292,308</u>

The Trustee also certified to the completeness and accuracy of \$3,587,554 and \$5,262,423 of net appreciation (depreciation) in fair market value of investments and \$485,756 and \$304,821 of interest and dividend income related to the aforementioned investments for the years ended December 31, 2010 and 2009, respectively.

Ainsworth Pet Nutrition, Inc. Profit Sharing 401(k) Plan
Notes to Financial Statements
December 31, 2010 and 2009

6. **Investments**

The following presents investments, at fair value, which exceeded 5% of the Plan's net assets available for benefits at December 31, 2010:

	<u>2010</u>
Fidelity Treasury Fund	\$ 2,463,274
Fidelity Growth A Fund	5,516,026
Fidelity Stable Value Fund	5,722,960
Fidelity Diversified International A Fund	2,095,649
Fidelity Mid Cap A Fund	2,890,710
Fidelity High Income A Fund	2,697,362

The following presents investments, at fair value, which exceeded 5% of the Plan's net assets available for benefits at December 31, 2009:

	<u>2009</u>
Fidelity Treasury Fund	\$ 3,759,070
Fidelity Growth A Fund	4,903,098
Fidelity Stable Value Fund	3,824,493
Fidelity Diversified International A Fund	2,108,337
Fidelity Mid Cap A Fund	2,268,591
Fidelity High Income A Fund	2,403,984

During the years ended December 31, 2010 and 2009, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated/(depreciated) by \$3,587,554 and \$5,262,423, respectively, as follows:

	<u>2010</u>	<u>2009</u>
Mutual funds	\$ 3,365,989	\$ 4,958,573
Common and collective trust fund	66,561	57,728
Corporate stock - common	<u>155,004</u>	<u>246,122</u>
	<u>\$ 3,587,554</u>	<u>\$ 5,262,423</u>

7. **Fair Value Measurements**

Financial Accounting Standards Board (FASB) *Accounting Standards Codification* (ASC) 820, *Fair Value Measurements and Disclosures*, provides a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements).

Ainsworth Pet Nutrition, Inc. Profit Sharing 401(k) Plan
Notes to Financial Statements
December 31, 2010 and 2009

7. Fair Value Measurements (Continued)

The three levels of the fair value hierarchy under FASB ASC 820 are described below:

- *Level 1* – Inputs to the valuation methodology are quoted prices available in active markets for identical investments as of the reporting date;
- *Level 2* – Inputs to the valuation methodology are other than quoted prices in active markets, which are either directly or indirectly observable as of the reporting date, and fair value can be determined through the use of models or other valuation methodologies; and
- *Level 3* – Inputs to the valuation methodology are unobservable inputs in situations where there is little or no market activity for the asset or liability, and the reporting entity makes estimates and assumptions related to the pricing of the asset or liability including assumptions regarding risk.

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

The following is a description of the valuation methodologies used for the Plan's assets measured at fair value:

- *Money Market Funds* – These investments are public investment vehicles valued using \$1 for the net asset value (NAV).
- *Common Stocks* – These investments are valued primarily on the basis of the market quotations or official closing prices as of the close of business of the NYSE.
- *Mutual Funds* – These investments are public investment vehicles valued using the Net Asset Value (NAV) provided by the administrator of the fund. The NAV is based on the value of the underlying assets owned by the fund, minus its liabilities, and then divided by the number of shares outstanding. The NAV is a quoted price in an active market and classified within Level 1 of the valuation hierarchy.
- *Fund of Funds* – The fund's net asset value is normally calculated as of the close of business of the NYSE. The fund's assets are valued based upon the type of underlying investment.
- *Self-Directed Brokerage Fund* – These investments are valued using the underlying net asset values of the individual investments within the fund.
- *Collective Trust Funds* – The fund is valued daily based upon a blend of the contracts' rate of return and the liquidity component's daily mil rate for income accretion.

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

Ainsworth Pet Nutrition, Inc. Profit Sharing 401(k) Plan
Notes to Financial Statements
December 31, 2010 and 2009

7. **Fair Value Measurements (Continued)**

The following tables sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2010 and 2009:

Assets at Fair Value as of December 31, 2010

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Money market	\$ -	\$ 2,719,776	\$ -	\$ 2,719,776
Common stocks	1,057,352	-	-	1,057,352
Mutual funds				
Index funds	1,175,412	-	-	1,175,412
Balanced funds	5,141,766	-	-	5,141,766
Growth funds	15,215,583	-	-	15,215,583
Fixed income	1,236,558	-	-	1,236,558
Other funds	1,183,056	-	-	1,183,056
Funds of funds	1,921,552	-	-	1,921,552
Collective trusts	<u>-</u>	<u>5,722,960</u>	<u>-</u>	<u>5,722,960</u>
Total investments at fair value	<u>\$ 26,931,279</u>	<u>\$ 8,442,736</u>	<u>\$ -</u>	<u>\$ 35,374,015</u>

Assets at Fair Value as of December 31, 2009

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Money market	\$ -	\$ 4,096,701	\$ -	\$ 4,096,701
Common stocks	598,928	-	-	598,928
Mutual funds				
Index funds	793,541	-	-	793,541
Balanced funds	3,336,398	-	-	3,336,398
Growth funds	12,728,660	-	-	12,728,660
Fixed income	1,250,969	-	-	1,250,969
Other funds	731,353	-	-	731,353
Funds of funds	926,261	-	-	926,261
Collective trusts	<u>-</u>	<u>3,824,493</u>	<u>-</u>	<u>3,824,493</u>
Total investments at fair value	<u>\$ 20,366,110</u>	<u>\$ 7,921,194</u>	<u>\$ -</u>	<u>\$ 28,287,304</u>

Ainsworth Pet Nutrition, Inc. Profit Sharing 401(k) Plan
Notes to Financial Statements
December 31, 2010 and 2009

8. **Party-in-Interest Transactions**

Almost all Plan investments represent shares of mutual funds managed by Fidelity Investments. Fidelity Investments is the Trustee recordkeeper of the Plan. Therefore, these transactions qualify as party-in-interest transactions, which are exempt from the prohibited transaction rules. Administrative fees paid by the Plan to Fidelity Investments amounted to \$498 and \$135 for the years ended December 31, 2010 and 2009, respectively.

9. **Subsequent Events**

The Plan has evaluated their December 31, 2010 financial statements for subsequent events through July 28, 2011, the date the financial statements were available to be issued. The Plan is not aware of any subsequent events which would require recognition or disclosure in the financial statements.

10. **Reconciliation of Financial Statements to Schedule H of Form 5500**

The following is a reconciliation of net assets available for benefits per the financial statements for the year ended December 31, 2010 and 2009 to Schedule H of Form 5500:

	<u>2010</u>	<u>2009</u>
Net assets available for benefits per the financial statements	\$ 37,261,457	\$ 30,173,240
Less:		
Adjustment from fair value to contract value for fully benefit responsive investment contracts held by collective trust fund	<u>107,024</u>	<u>(5,004)</u>
Net assets available for benefits per Schedule H of Form 5500	<u>\$ 37,368,481</u>	<u>\$ 30,168,236</u>

Ainsworth Pet Nutrition, Inc. Profit Sharing 401(k) Plan
Notes to Financial Statements
December 31, 2010 and 2009

10. **Reconciliation of Financial Statements to Schedule H of Form 5500 (Continued)**

The following is a reconciliation of the net increase (decrease) in the Statements of Changes in Net Assets Available for Benefits per the financial statements for the year ended December 31, 2010 and 2009 to net income per Schedule H of Form 5500:

	<u>2010</u>	<u>2009</u>
Net increase (decrease) in the statement of changes in net assets available for benefits	\$ 7,088,217	\$ 7,737,744
Plus:		
Previous year's adjustment from fair value to contract value for fully benefit-responsive investment contracts held by collective trust fund	5,004	72,333
Less:		
Adjustment from fair value to contract value for fully benefit-responsive investment contracts held by collective trust fund	<u>107,024</u>	<u>(5,004)</u>
Net income per Schedule H of Form 5500	<u>\$ 7,200,245</u>	<u>\$ 7,805,073</u>

11. **Plan Amendments**

For the year ended December 31, 2010, the Plan was amended to allow for a true-up of the employer matching contribution (See Note 1). In addition, the Plan was amended and restated to comply with the Economic Growth and Tax Relief Reconciliation Act of 2001, as well as the Heroes Earnings Assistance and Relief Tax Act of 2008.

Ainsworth Pet Nutrition, Inc. Profit Sharing 401(k) Plan
(Formerly Dad's Products Company, Inc. Profit Sharing 401(k) Plan)
Schedule H, Line 4i – Schedule of Assets (Held at End of Year)
Employer Identification Number 25-1235222
Plan Number 001
As of December 31, 2010

(a)	(b)	(c)	(d)	(e)
	Identity of Issuer, Borrower, Lessor or Similar Party	Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	Cost	Current Value
*	Fidelity Investments	Fidelity Treasury Fund	\$ **	\$ 2,463,274
*	Fidelity Investments	Fidelity Cash Reserves	**	256,045
*	Fidelity Investments	Non-Interest Bearing Cash	**	457
	Dreyfus Corporation	Dreyfus S & P 500 Fund	**	1,175,412
	Pioneer Investments	Pioneer Cullen Value A	**	1,507,088
	PIMCO	PIMCO Total Return A	**	1,417,632
	AIM Investments	AIM Asia Pacific Growth	**	171,447
	R S Investments	R S Partners	**	915,954
	Blackrock, Inc.	Blackrock International Opportunities	**	531,119
	American Century Investments	American Century Inflation Adj Bond A	**	138,548
	Janus Investments	Perkins Mid Cap Value S	**	159,669
*	Fidelity Investments	Fidelity Technology A	**	873,061
*	Fidelity Investments	Fidelity Growth A	**	5,516,026
*	Fidelity Investments	Fidelity Balanced A Fund	**	1,026,772
*	Fidelity Investments	Fidelity Mid Cap A Fund	**	2,890,710
*	Fidelity Investments	Fidelity High Income A Fund	**	2,697,362
*	Fidelity Investments	Fidelity Strategic Income A	**	91,986
*	Fidelity Investments	Fidelity Interim Bond A Fund	**	1,144,572
*	Fidelity Investments	Fidelity Dividend Growth A Fund	**	949,938
*	Fidelity Investments	Fidelity Diversified International A Fund	**	2,095,649
*	Fidelity Investments	Fidelity Freedom 2005 A Fund	**	6,198
*	Fidelity Investments	Fidelity Freedom 2010 A Fund	**	34,645
*	Fidelity Investments	Fidelity Freedom 2020 A Fund	**	603,836
*	Fidelity Investments	Fidelity Freedom 2025 A Fund	**	292,579
*	Fidelity Investments	Fidelity Freedom 2030 A Fund	**	252,342
*	Fidelity Investments	Fidelity Freedom 2035 A Fund	**	160,607
*	Fidelity Investments	Fidelity Freedom 2040 A Fund	**	210,105
*	Fidelity Investments	Fidelity Freedom 2045 A Fund	**	119,555
*	Fidelity Investments	Fidelity Freedom 2050 A Fund	**	208,984
*	Fidelity Investments	Fidelity Freedom Inc A Fund	**	11,213
*	Fidelity Investments	Fidelity New Insights A Fund	**	649,430
*	Fidelity Investments	Fidelity Freedom 2015 A Fund	**	21,488
*	Fidelity Investments	Fidelity Brokerage Link Self Directed Assets	**	1,057,328
*	Fidelity Investments	Fidelity Brokerage Link Unit Account	**	24
*	Fidelity Investments	Fidelity Stable Value Fund	**	5,722,960
				<u>\$ 35,374,015</u>

* Represents a party-in-interest

** Cost information not required for participant-directed investments

Ainsworth Pet Nutrition, Inc.
Profit Sharing 401(k) Plan

Financial Statements and Supplemental Schedule

December 31, 2010 and 2009

Ainsworth Pet Nutrition, Inc. Profit Sharing 401(k) Plan
Financial Statements and Supplemental Schedule
December 31, 2010 and 2009
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Note: Other schedules required by Section 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted, because they are not applicable.



Malin, Bergquist & Company, LLP

CERTIFIED PUBLIC ACCOUNTANTS & BUSINESS ADVISORS

Independent Auditors' Report

Profit Sharing 401(k) Committee
Ainsworth Pet Nutrition, Inc. Profit Sharing 401(k) Plan
Meadville, Pennsylvania

We were engaged to audit the financial statements and supplemental schedule of Ainsworth Pet Nutrition, Inc. Profit Sharing 401(k) Plan (Plan) as of December 31, 2010 and 2009, and for the years then ended, as listed in the accompanying table of contents. These financial statements and supplemental 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 5, which was certified by Fidelity Management Trust Company, the Trustee of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedule. We have been informed by the Plan Administrator that Fidelity Investments holds the Plan's investment assets and executes investment transactions. The Plan Administrator has obtained a certification from the Trustee as of and for the years ended December 31, 2010 and 2009 that the information provided to the Plan Administrator by the Trustee 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 supplemental Schedule of Assets (Held at End of Year) taken as a whole. The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information from the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Malin, Bergquist & Company, LLP

Erie, Pennsylvania
July 28, 2011

Ainsworth Pet Nutrition, Inc. Profit Sharing 401(k) Plan
Statements of Net Assets Available for Benefits
December 31, 2010 and 2009

	<u>2010</u>	<u>2009</u>
<i>ASSETS</i>		
Non interest-bearing cash accounts	\$ <u>457</u>	\$ <u>-</u>
Investments:		
At fair value:		
Interest bearing cash accounts	2,719,319	4,096,701
Mutual funds	25,873,951	19,810,436
Corporate stock - common	1,057,328	555,674
Collective trust fund	<u>5,722,960</u>	<u>3,824,493</u>
Total investments	<u>35,373,558</u>	<u>28,287,304</u>
Employer contributions receivable	<u>2,041,203</u>	<u>1,930,000</u>
Total assets	<u>37,415,218</u>	<u>30,217,304</u>
<i>LIABILITIES</i>		
Excess contributions payable	<u>46,737</u>	<u>49,068</u>
Net assets available for plan benefits at fair value	37,368,481	30,168,236
Adjustments from fair value to contract value for interest in collective trust fund relating to fully benefit-responsive investment contracts	<u>(107,024)</u>	<u>5,004</u>
Net assets available for benefits	<u>\$ 37,261,457</u>	<u>\$ 30,173,240</u>

See Notes to Financial Statements

Ainsworth Pet Nutrition, Inc. Profit Sharing 401(k) Plan
Statements of Changes in Net Assets Available for Benefits
Years Ended December 31, 2010 and 2009

	<u>2010</u>	<u>2009</u>
Investment income (loss):		
Net appreciation (depreciation) in fair value of investments		
Mutual funds	\$ 3,365,989	\$ 4,958,573
Collective trust fund	66,561	57,728
Corporate stock - common	155,004	246,122
Interest and dividend income	<u>485,756</u>	<u>304,821</u>
Total investment income	<u>4,073,310</u>	<u>5,567,244</u>
Contributions:		
Employer	2,502,456	2,339,523
Participant	1,273,956	1,129,204
Participant rollover	<u>14,371</u>	<u>8,243</u>
Total contributions	<u>3,790,783</u>	<u>3,476,970</u>
Total additions	<u>7,864,093</u>	<u>9,044,214</u>
Benefits paid directly to participants	775,378	1,306,335
Administrative expenses	<u>498</u>	<u>135</u>
Total deductions	<u>775,876</u>	<u>1,306,470</u>
Change in net assets	7,088,217	7,737,744
Net assets available for benefits at beginning of year	<u>30,173,240</u>	<u>22,435,496</u>
Net assets available for benefits at end of year	<u>\$ 37,261,457</u>	<u>\$ 30,173,240</u>

See Notes to Financial Statements

Ainsworth Pet Nutrition, Inc. Profit Sharing 401(k) Plan
Notes to Financial Statements
December 31, 2010 and 2009

1. **Plan Description**

The following description of the Ainsworth Pet Nutrition, Inc. Profit Sharing 401(k) Plan (formerly Dad's Products Company, Inc. 401(k) 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 profit sharing plan and a salary deferral plan. The profit sharing portion covers all employees of Ainsworth Pet Nutrition, Inc. (the Company) who have completed one year of service and have attained twenty-one years of age. Eligible employees who have completed sixty days of service are eligible to participate in the salary deferral feature of the Plan. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Administration

The Plan is administered by a committee appointed by the employer. The duties of the committee include interpretation of the Plan Agreement, determination of benefits due participants, and authorization of disbursements from the fund.

Contributions

For each year in which the Company has net profits or accumulated net profits, the Company may make a contribution to the Plan, as determined annually by the Company's board of directors.

The Company makes matching contributions to participants equal to 1% for the first 1% of elective deferrals and 0.5% for each 1% of elective deferrals thereafter, up to a maximum of 3.5%. Participants are eligible for the matching contribution after 60 days of service. Management calculates the employer match each pay period based upon current deferral percentage. At the end of the year, management averages the deferral percentage for the entire year to ensure that participants receive the full amount of employer match to which they are entitled. This additional deposit is contributed into the Plan after year end.

Each participant may elect to defer, on a pretax basis or as a Roth deferral, up to 60% of their eligible compensation, subject to the limitations set by the Internal Revenue Service. Participants are automatically enrolled at a deferral rate of 3% when they meet the eligibility requirements of the Plan, unless they elect a different percentage or elect not to contribute. The deferral rate for these participants will automatically increase by 1% each year until a rate of 6% is reached, unless the participants elect otherwise.

A participant may elect to have their account invested in one or more of the investment funds established by the Trustee of the Plan.

Participant Accounts

A separate account is maintained for each participant. Net investment income (loss) is comprised of interest income, dividend income, and net appreciation (depreciation) in fair value of investments and is allocated daily to each participant's account, on a proportional basis according to account balances, so that each account bears its proportionate share of income or loss. Employer profit-sharing contributions are allocated to each participant based on each participant's compensation to total compensation of all participants during the year.

Ainsworth Pet Nutrition, Inc. Profit Sharing 401(k) Plan
Notes to Financial Statements
December 31, 2010 and 2009

1. **Plan Description (Continued)**

Vesting

Participants are immediately vested in their voluntary contributions plus actual earnings thereon.

Vesting in the Company's profit sharing portion of participant accounts plus actual earnings thereon is based on years of service. A participant is 20% vested after 2 years, earns an additional 20% in years three and four, and becomes 100% vested after 5 years.

Vesting in the Company's matching portion of participant accounts plus actual earnings thereon is 100% after 2 years of service.

Forfeitures

Forfeited nonvested accounts are used by the Company to reduce its contributions. Total forfeited contributions to be utilized by the Company at December 31, 2010 and 2009 were \$43,131 and \$26,829, respectively.

Withdrawals and Benefit Payments

On termination of service or retirement, a participant may elect to receive either a lump-sum amount equal to the value of his or her account or periodic installments over a period of years. Account balances of \$1,000 or less may be distributed to participants without their consent. Employees who reach the age of 59½ may withdraw all or a portion of their vested account balance while still employed. Employees who reach the later of age 55 or five years of service may withdraw all or a part of their vested balance, however, these funds may be subject to penalties unless the beneficiary elects to roll them into a qualified retirement account. Hardship withdrawals for immediate and heavy financial needs, as defined in the Plan, are available to participants while currently employed.

Expenses

The employer pays significant costs of the Plan.

2. **Significant Accounting Policies**

Basis of Accounting

The financial statements of the Plan have been prepared on the accrual basis of accounting in conformity with accounting principles generally accepted in the United States of America. A summary of the Plan's significant accounting policies consistently applied follows.

Ainsworth Pet Nutrition, Inc. Profit Sharing 401(k) Plan
Notes to Financial Statements
December 31, 2010 and 2009

2. **Significant Accounting Policies (Continued)**

Valuation of Investments

Under the terms of a trust agreement between Fidelity Investments (the Trustee) and the Company, the Trustee administers a trust fund on behalf of the Plan. The value of the investments and changes therein of this trust have been reported to the Plan by the Trustee.

Shares of mutual funds and common stock are reported at fair value as determined based on quoted market prices. Plan interests in collective trust funds are stated at fair value as determined based on quoted redemption prices, with a corresponding adjustment to contract value for investment contracts that are deemed to be fully benefit-responsive. Contract value represents contributions made under the contract plus earnings on the underlying investments, less Plan withdrawals and administrative expenses.

Use of 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 the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Risk and Uncertainties

The Plan provides participants with various investment options that invest in any combination of stocks, bonds, fixed income securities and other investment securities. Such investment securities are exposed to various risks and uncertainties, including interest rate risk, credit risk, market volatility, changes in the economic and political environment, regulatory changes and foreign currency risk. Due to the level of risk and uncertainty associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the Statements of Net Assets Available for Benefits and the Statements of Changes in Net Assets Available for Benefits.

Fully benefit-responsive 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 a defined-contribution plan's net assets available for plan benefits, which is attributable to fully benefit-responsive investment contracts, as contract value is the amount participants would receive if they were to initiate permitted transactions, including participant-directed transfers, under the terms of the Plan.

One of the investment options offered by the Plan, the Fidelity Stable Value Fund, a collective trust fund, is a commingled pool that invests in (i) investment contracts issued by insurance companies and other financial institutions, (ii) fixed income securities, and (iii) money market funds. Investment contracts have been presented in the financial statements at fair value, with a corresponding adjustment to contract value, because such investments are deemed to be fully benefit-responsive in that they provide that trust participants may make withdrawals, or transfer all of or a portion of their account balance at contract value during the term of the contract. Contract value represents contributions made under the contract, plus earnings on the underlying investments, less participant withdrawals and administrative expenses. Accordingly, the Statements of Net Assets Available for Benefits present such investments at fair value, with a corresponding adjustment to contract value. The Statements of Changes in Net Assets Available for Benefits are prepared on the contract value basis.

Ainsworth Pet Nutrition, Inc. Profit Sharing 401(k) Plan
Notes to Financial Statements
December 31, 2010 and 2009

2. **Significant Accounting Policies (Continued)**

Payments of Benefits

Benefits are recorded when paid.

3. **Plan Termination**

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

4. **Income Tax Status**

The Plan obtained an opinion letter dated October 9, 2003 in which the Internal Revenue Service ("IRS") stated the Plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code ("IRC"). The Plan is required to operate in conformity with the IRC to maintain its qualification. The Plan Administrator believes the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC and, therefore, believes the Plan, as amended and restated, is qualified and the related trust is tax-exempt.

5. **Summary of Financial Data Certified by the Trustee**

The Plan Administrator has elected the method of compliance permitted by Section 2520.103-8 of the Department of Labor (DOL) Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under such election, all investment information disclosed in the accompanying financial statements and schedule, including investments held at December 31, 2010, and net realized and unrealized appreciation (depreciation) in fair value of investments, interest, and dividend income, and purchase fees for the year ended December 31, 2010, were obtained or derived from information supplied to the Plan Administrator and certified as complete and accurate by the Trustee, Fidelity Management Trust Company.

The Trustee has certified the following investment information by type as of December 31, 2010 and 2009:

	<u>2010</u>	<u>2009</u>
Cash and cash equivalents	\$ 2,719,776	\$ 4,096,701
Mutual funds	25,873,951	19,810,436
Corporate stock - common	1,057,328	555,674
Collective trust fund at contract value	<u>5,615,936</u>	<u>3,829,497</u>
Total certified investments	<u>\$ 35,266,991</u>	<u>\$ 28,292,308</u>

The Trustee also certified to the completeness and accuracy of \$3,587,554 and \$5,262,423 of net appreciation (depreciation) in fair market value of investments and \$485,756 and \$304,821 of interest and dividend income related to the aforementioned investments for the years ended December 31, 2010 and 2009, respectively.

Ainsworth Pet Nutrition, Inc. Profit Sharing 401(k) Plan
Notes to Financial Statements
December 31, 2010 and 2009

6. **Investments**

The following presents investments, at fair value, which exceeded 5% of the Plan's net assets available for benefits at December 31, 2010:

	<u>2010</u>
Fidelity Treasury Fund	\$ 2,463,274
Fidelity Growth A Fund	5,516,026
Fidelity Stable Value Fund	5,722,960
Fidelity Diversified International A Fund	2,095,649
Fidelity Mid Cap A Fund	2,890,710
Fidelity High Income A Fund	2,697,362

The following presents investments, at fair value, which exceeded 5% of the Plan's net assets available for benefits at December 31, 2009:

	<u>2009</u>
Fidelity Treasury Fund	\$ 3,759,070
Fidelity Growth A Fund	4,903,098
Fidelity Stable Value Fund	3,824,493
Fidelity Diversified International A Fund	2,108,337
Fidelity Mid Cap A Fund	2,268,591
Fidelity High Income A Fund	2,403,984

During the years ended December 31, 2010 and 2009, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated/(depreciated) by \$3,587,554 and \$5,262,423, respectively, as follows:

	<u>2010</u>	<u>2009</u>
Mutual funds	\$ 3,365,989	\$ 4,958,573
Common and collective trust fund	66,561	57,728
Corporate stock - common	<u>155,004</u>	<u>246,122</u>
	<u>\$ 3,587,554</u>	<u>\$ 5,262,423</u>

7. **Fair Value Measurements**

Financial Accounting Standards Board (FASB) *Accounting Standards Codification* (ASC) 820, *Fair Value Measurements and Disclosures*, provides a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements).

Ainsworth Pet Nutrition, Inc. Profit Sharing 401(k) Plan
Notes to Financial Statements
December 31, 2010 and 2009

7. Fair Value Measurements (Continued)

The three levels of the fair value hierarchy under FASB ASC 820 are described below:

- *Level 1* – Inputs to the valuation methodology are quoted prices available in active markets for identical investments as of the reporting date;
- *Level 2* – Inputs to the valuation methodology are other than quoted prices in active markets, which are either directly or indirectly observable as of the reporting date, and fair value can be determined through the use of models or other valuation methodologies; and
- *Level 3* – Inputs to the valuation methodology are unobservable inputs in situations where there is little or no market activity for the asset or liability, and the reporting entity makes estimates and assumptions related to the pricing of the asset or liability including assumptions regarding risk.

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

The following is a description of the valuation methodologies used for the Plan's assets measured at fair value:

- *Money Market Funds* – These investments are public investment vehicles valued using \$1 for the net asset value (NAV).
- *Common Stocks* – These investments are valued primarily on the basis of the market quotations or official closing prices as of the close of business of the NYSE.
- *Mutual Funds* – These investments are public investment vehicles valued using the Net Asset Value (NAV) provided by the administrator of the fund. The NAV is based on the value of the underlying assets owned by the fund, minus its liabilities, and then divided by the number of shares outstanding. The NAV is a quoted price in an active market and classified within Level 1 of the valuation hierarchy.
- *Fund of Funds* – The fund's net asset value is normally calculated as of the close of business of the NYSE. The fund's assets are valued based upon the type of underlying investment.
- *Self-Directed Brokerage Fund* – These investments are valued using the underlying net asset values of the individual investments within the fund.
- *Collective Trust Funds* – The fund is valued daily based upon a blend of the contracts' rate of return and the liquidity component's daily mil rate for income accretion.

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

Ainsworth Pet Nutrition, Inc. Profit Sharing 401(k) Plan
Notes to Financial Statements
December 31, 2010 and 2009

7. **Fair Value Measurements (Continued)**

The following tables sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2010 and 2009:

Assets at Fair Value as of December 31, 2010

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Money market	\$ -	\$ 2,719,776	\$ -	\$ 2,719,776
Common stocks	1,057,352	-	-	1,057,352
Mutual funds				
Index funds	1,175,412	-	-	1,175,412
Balanced funds	5,141,766	-	-	5,141,766
Growth funds	15,215,583	-	-	15,215,583
Fixed income	1,236,558	-	-	1,236,558
Other funds	1,183,056	-	-	1,183,056
Funds of funds	1,921,552	-	-	1,921,552
Collective trusts	<u>-</u>	<u>5,722,960</u>	<u>-</u>	<u>5,722,960</u>
Total investments at fair value	<u>\$ 26,931,279</u>	<u>\$ 8,442,736</u>	<u>\$ -</u>	<u>\$ 35,374,015</u>

Assets at Fair Value as of December 31, 2009

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Money market	\$ -	\$ 4,096,701	\$ -	\$ 4,096,701
Common stocks	598,928	-	-	598,928
Mutual funds				
Index funds	793,541	-	-	793,541
Balanced funds	3,336,398	-	-	3,336,398
Growth funds	12,728,660	-	-	12,728,660
Fixed income	1,250,969	-	-	1,250,969
Other funds	731,353	-	-	731,353
Funds of funds	926,261	-	-	926,261
Collective trusts	<u>-</u>	<u>3,824,493</u>	<u>-</u>	<u>3,824,493</u>
Total investments at fair value	<u>\$ 20,366,110</u>	<u>\$ 7,921,194</u>	<u>\$ -</u>	<u>\$ 28,287,304</u>

Ainsworth Pet Nutrition, Inc. Profit Sharing 401(k) Plan
Notes to Financial Statements
December 31, 2010 and 2009

8. **Party-in-Interest Transactions**

Almost all Plan investments represent shares of mutual funds managed by Fidelity Investments. Fidelity Investments is the Trustee recordkeeper of the Plan. Therefore, these transactions qualify as party-in-interest transactions, which are exempt from the prohibited transaction rules. Administrative fees paid by the Plan to Fidelity Investments amounted to \$498 and \$135 for the years ended December 31, 2010 and 2009, respectively.

9. **Subsequent Events**

The Plan has evaluated their December 31, 2010 financial statements for subsequent events through July 28, 2011, the date the financial statements were available to be issued. The Plan is not aware of any subsequent events which would require recognition or disclosure in the financial statements.

10. **Reconciliation of Financial Statements to Schedule H of Form 5500**

The following is a reconciliation of net assets available for benefits per the financial statements for the year ended December 31, 2010 and 2009 to Schedule H of Form 5500:

	<u>2010</u>	<u>2009</u>
Net assets available for benefits per the financial statements	\$ 37,261,457	\$ 30,173,240
Less:		
Adjustment from fair value to contract value for fully benefit responsive investment contracts held by collective trust fund	<u>107,024</u>	<u>(5,004)</u>
Net assets available for benefits per Schedule H of Form 5500	<u>\$ 37,368,481</u>	<u>\$ 30,168,236</u>

Ainsworth Pet Nutrition, Inc. Profit Sharing 401(k) Plan
Notes to Financial Statements
December 31, 2010 and 2009

10. **Reconciliation of Financial Statements to Schedule H of Form 5500 (Continued)**

The following is a reconciliation of the net increase (decrease) in the Statements of Changes in Net Assets Available for Benefits per the financial statements for the year ended December 31, 2010 and 2009 to net income per Schedule H of Form 5500:

	<u>2010</u>	<u>2009</u>
Net increase (decrease) in the statement of changes in net assets available for benefits	\$ 7,088,217	\$ 7,737,744
Plus:		
Previous year's adjustment from fair value to contract value for fully benefit-responsive investment contracts held by collective trust fund	5,004	72,333
Less:		
Adjustment from fair value to contract value for fully benefit-responsive investment contracts held by collective trust fund	<u>107,024</u>	<u>(5,004)</u>
Net income per Schedule H of Form 5500	<u>\$ 7,200,245</u>	<u>\$ 7,805,073</u>

11. **Plan Amendments**

For the year ended December 31, 2010, the Plan was amended to allow for a true-up of the employer matching contribution (See Note 1). In addition, the Plan was amended and restated to comply with the Economic Growth and Tax Relief Reconciliation Act of 2001, as well as the Heroes Earnings Assistance and Relief Tax Act of 2008.

Ainsworth Pet Nutrition, Inc. Profit Sharing 401(k) Plan
(Formerly Dad's Products Company, Inc. Profit Sharing 401(k) Plan)
Schedule H, Line 4i – Schedule of Assets (Held at End of Year)
Employer Identification Number 25-1235222
Plan Number 001
As of December 31, 2010

(a)	(b)	(c)	(d)	(e)
	Identity of Issuer, Borrower, Lessor or Similar Party	Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	Cost	Current Value
*	Fidelity Investments	Fidelity Treasury Fund	\$ **	\$ 2,463,274
*	Fidelity Investments	Fidelity Cash Reserves	**	256,045
*	Fidelity Investments	Non-Interest Bearing Cash	**	457
	Dreyfus Corporation	Dreyfus S & P 500 Fund	**	1,175,412
	Pioneer Investments	Pioneer Cullen Value A	**	1,507,088
	PIMCO	PIMCO Total Return A	**	1,417,632
	AIM Investments	AIM Asia Pacific Growth	**	171,447
	R S Investments	R S Partners	**	915,954
	Blackrock, Inc.	Blackrock International Opportunities	**	531,119
	American Century Investments	American Century Inflation Adj Bond A	**	138,548
	Janus Investments	Perkins Mid Cap Value S	**	159,669
*	Fidelity Investments	Fidelity Technology A	**	873,061
*	Fidelity Investments	Fidelity Growth A	**	5,516,026
*	Fidelity Investments	Fidelity Balanced A Fund	**	1,026,772
*	Fidelity Investments	Fidelity Mid Cap A Fund	**	2,890,710
*	Fidelity Investments	Fidelity High Income A Fund	**	2,697,362
*	Fidelity Investments	Fidelity Strategic Income A	**	91,986
*	Fidelity Investments	Fidelity Interim Bond A Fund	**	1,144,572
*	Fidelity Investments	Fidelity Dividend Growth A Fund	**	949,938
*	Fidelity Investments	Fidelity Diversified International A Fund	**	2,095,649
*	Fidelity Investments	Fidelity Freedom 2005 A Fund	**	6,198
*	Fidelity Investments	Fidelity Freedom 2010 A Fund	**	34,645
*	Fidelity Investments	Fidelity Freedom 2020 A Fund	**	603,836
*	Fidelity Investments	Fidelity Freedom 2025 A Fund	**	292,579
*	Fidelity Investments	Fidelity Freedom 2030 A Fund	**	252,342
*	Fidelity Investments	Fidelity Freedom 2035 A Fund	**	160,607
*	Fidelity Investments	Fidelity Freedom 2040 A Fund	**	210,105
*	Fidelity Investments	Fidelity Freedom 2045 A Fund	**	119,555
*	Fidelity Investments	Fidelity Freedom 2050 A Fund	**	208,984
*	Fidelity Investments	Fidelity Freedom Inc A Fund	**	11,213
*	Fidelity Investments	Fidelity New Insights A Fund	**	649,430
*	Fidelity Investments	Fidelity Freedom 2015 A Fund	**	21,488
*	Fidelity Investments	Fidelity Brokerage Link Self Directed Assets	**	1,057,328
*	Fidelity Investments	Fidelity Brokerage Link Unit Account	**	24
*	Fidelity Investments	Fidelity Stable Value Fund	**	5,722,960
				<u>\$ 35,374,015</u>

* Represents a party-in-interest

** Cost information not required for participant-directed investments

