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

Part I Annual Report Identification Information

For calendar plan year 2010 or fiscal plan year beginning 10/01/2010 and ending 09/30/2011

A This return/report is for:
- [ ] a multiemployer plan;
- [ ] a multiple-employer plan; or
- [X] 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:
- [X] Form 5558;
- [ ] automatic extension;
- [ ] the DFVC program;
- [ ] special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
FOTO-KEM INDUSTRIES, INC. 401(K) PLAN

1b Three-digit plan number (PN) ▶ 002

1c Effective date of plan 07/01/1993

2a Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.)
FOTO-KEM INDUSTRIES, INC.

2801 W. ALAMEDA AVENUE
BURBANK, CA 91505

2b Employer Identification Number (EIN)
95-2269976

2c Sponsor's telephone number
818-846-3102

2d Business code (see instructions)
512100

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.	07/16/2012	WILLIAM F. BRODERSEN
	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")
FOTO-KEM INDUSTRIES, INC.

2801 W. ALAMEDA AVENUE
BURBANK, CA 91505

3b Administrator's EIN
95-2269976

3c Administrator's telephone number
818-846-3101

4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:

a Sponsor's name

4b EIN

4c PN

5	Total number of participants at the beginning of the plan year	**5**	665
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**	720
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	74
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	794
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	794
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	653
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	13
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 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)	X	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)	X	Trust
(4)		General assets of the sponsor

10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

(1)	X	**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)	X	**H** (Financial Information)
(2)		**I** (Financial Information – Small Plan)
(3)		___ **A** (Insurance Information)
(4)	X	**C** (Service Provider Information)
(5)	X	**D** (DFE/Participating Plan Information)
(6)		**G** (Financial Transaction Schedules)

SCHEDULE C (Form 5500)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	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.**	**2010** **This Form is Open to Public Inspection.**

For calendar plan year 2010 or fiscal plan year beginning 10/01/2010 and ending 09/30/2011

A Name of plan	**B** Three-digit plan number (PN) ▶	
FOTO-KEM INDUSTRIES, INC. 401(K) PLAN		002
C Plan sponsor's name as shown on line 2a of Form 5500	**D** Employer Identification Number (EIN)	
FOTO-KEM INDUSTRIES, INC.	95-2269976	

Part I Service Provider Information (see instructions)

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).. . . . . [X] 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

PRUDENTIAL RETIREMENT INSURANCE AND

06-1050034

(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)

BENEFIT FUNDING SERVICES GROUP

20-8532658

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
16 17 27	NONE	20000	Yes [ ] No [X]	Yes [ ] No [ ]	0	Yes [ ] No [ ]

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

PRUDENTIAL RETIREMENT INSURANCE AND

06-1050034

(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?
15 37 50 60 64	NONE	16010	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] No [ ]

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

PYNE, WALTRIP, DECKER & MCCOY, LLP

77-0227869

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
10	NONE	8500	Yes [ ] No [X]	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 ☐

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
PRUDENTIAL RETIREMENT INS	15 64	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.
UNION BANK, N.A. 94-0304228	28.000 BPS AND $0.00 PER PARTICIPANT INVESTED IN THE FUND FROM 1/1/2010 TO 12/31/2010 UNION BANK STABLE VAL A

(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

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2010

This Form is Open to Public Inspection.

For calendar plan year 2010 or fiscal plan year beginning 10/01/2010 and ending 09/30/2011

A Name of plan
FOTO-KEM INDUSTRIES, INC. 401(K) PLAN

B Three-digit plan number (PN) ▶ 002

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
FOTO-KEM INDUSTRIES, INC.

D Employer Identification Number (EIN)
95-2269976

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: STABLE VALUE

b Name of sponsor of entity listed in (a): UNION BANK OF CALIFORNIA, N.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)
94-6758698-001	C	5727267

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)

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

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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 10/01/2010 and ending 09/30/2011

A Name of plan
FOTO-KEM INDUSTRIES, INC. 401(K) PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
FOTO-KEM INDUSTRIES, INC.

D Employer Identification Number (EIN)
95-2269976

Part I Asset and Liability Statement

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	27885	7481
(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)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	2066433	2054914
(9) Value of interest in common/collective trusts	1c(9)	4351241	5727267
(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)	35875415	34140942
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(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	42320974	41930604
	Liabilities			
g	Benefit claims payable	1g		
h	Operating payables	1h		
i	Acquisition indebtedness	1i		
j	Other liabilities	1j		
k	Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	42320974	41930604

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)	810429	
	(B) Participants	2a(1)(B)	2312684	
	(C) Others (including rollovers)	2a(1)(C)	157739	
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		3280852
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
	(B) U.S. Government securities	2b(1)(B)		
	(C) Corporate debt instruments	2b(1)(C)		
	(D) Loans (other than to participants)	2b(1)(D)		
	(E) Participant loans	2b(1)(E)	93896	
	(F) Other	2b(1)(F)		
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		93896
	(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
	(B) Common stock	2b(2)(B)		
	(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	418887	
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		418887
	(3) Rents	2b(3)		
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
	(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0
(6) Net investment gain (loss) from common/collective trusts	2b(6)		118871
(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)		-1588068
c Other income	2c		19886
d Total income. Add all **income** amounts in column (b) and enter total	2d		2344324
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	2689132	
(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)		2689132
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		546
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)	45016	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		45016
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		2734694
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		-390370
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) [X] Disclaimer (4) [ ] Adverse

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

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

(1) Name: PYNE, WALTRIP, DECKER & MCCOY, LLP (2) EIN: 77-0227869

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.)	4a		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.)	4b		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.)	4c		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.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	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?	4f		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?	4g		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?	4h		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.)	4i	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.)	4j		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?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		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.	4n			

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

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

5b(1) Name of plan(s)	**5b(2)** EIN(s)	**5b(3)** PN(s)

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 10/01/2010 and ending 09/30/2011

A Name of plan
FOTO-KEM INDUSTRIES, INC. 401(K) PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
FOTO-KEM INDUSTRIES, INC.

D Employer Identification Number (EIN)
95-2269976

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): 22-1211670

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 of 412 of the Internal Revenue Code or ERISA section 302, skip this Part)

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

If the plan is a defined benefit plan, go to line 8.

5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. **Date:** Month _____ Day _____ Year _____

If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.

6 **a** Enter the minimum required contribution for this plan year **6a**

b Enter the amount contributed by the employer to the plan for this plan year **6b**

c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount) **6c**

If you completed line 6c, skip lines 8 and 9.

7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

Part III Amendments

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

Part IV ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? ..... ☐ **Yes** ☐ **No**

11 **a** Does the ESOP hold any preferred stock? ..... ☐ **Yes** ☐ **No**

b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.) ..... ☐ **Yes** ☐ **No**

12 Does the ESOP hold any stock that is not readily tradable on an established securities market? ..... ☐ **Yes** ☐ **No**

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):

---

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):

Pyne, Waltrip, Decker & McCoy, LLP

CERTIFIED PUBLIC ACCOUNTANTS

Litigation Specialists & Business Appraisers

Donald W. Pyne, CPA/ABV/CFF
Catharine F. Waltrip, CPA
Scott M. Decker, CPA/ABV/CVA
Leatha L. McCoy, CPA
Michael J. Farrell, CPA

Bill Soderstedt, CPA
Erica V. Tarazon, CPA
Ryan Barnett, CPA

Lynne M. Wysinger
Firm Administrator

REPORT OF INDEPENDENT AUDITORS

Administrative Committee
Foto-Kem Industries, Inc. 401(k) Plan
Burbank, California

We were engaged to audit the accompanying statements of net assets available for benefits of Foto-Kem Industries, Inc. 401(k) Plan (the "Plan") as of September 30, 2011 and 2010, the related statement of changes in net assets available for the year ended September 30, 2011 and the supplemental schedule as of September 30, 2011, as listed in the table of contents. These financial statements 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 ("ERISA"), the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 4, which was certified by Prudential Retirement Insurance and Annuity Company, the trustee of the Plan (the "Trustee"), except for comparing such information with the related information included in the financial statements and supplemental schedule. We have been informed by the Plan administrator that the Trustee held the Plan's investment assets and executed investment transactions as of and during the year ended September 30, 2011. The Plan administrator has obtained a certification from the Trustee as of and for the years ended September 30, 2011 and 2010 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 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 certified by the Trustee, was 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 ERISA.

Pyne, Waltrip, Decker & McCoy, LLP

PYNE, WALTRIP, DECKER & MCCOY, LLP
June 29, 2012

FOTO-KEM INDUSTRIES, INC.
401(k) PLAN
SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
E.I.N. 95–2269976 – PLAN NUMBER 002
September 30, 2011

(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description of Investment including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
	Common/collective trusts:			
	UBOC Stable Value Fund	5,727,267.3822 units	$ 5,727,267	$ 5,727,267
	Registered investment companies:			
	HighMark Diversified Money Market Fund	8,824,177.6677 shares	8,824,178	8,824,178
	Vanguard GNMA Fund	304,901.4338 shares	3,300,811	3,402,700
	Oakmark Equity and Income Fund II	157,970.9125 shares	4,214,422	4,047,215
	Vanguard 500 Index Fund	17,055.7739 shares	1,719,448	1,467,820
	Vanguard Total Stock Market Index Fund	36,226.5770 shares	1,164,507	981,378
	American Growth Fund of America	30,761.6156 shares	862,010	813,952
	Vanguard Growth Index Fund	27,547.9579 shares	841,135	733,602
	T Rowe Price Midcap Growth Fund	25,255.9144 shares	1,415,604	1,317,854
	Fidelity Independence Fund	115,100.2366 shares	2,821,507	2,293,948
	Janus Twenty Fund	33,237.7072 shares	2,121,223	1,854,996
	American Washington Mutual Fund	58,291.9769 shares	1,548,385	1,489,943
	Dreyfus Mid Cap Index Fund	42,427.3773 shares	1,065,493	1,025,045
	Goldman Sachs Mid Cap Value Fund	27,858.8232 shares	910,615	852,201
	Columbia Small Cap Value Fund	13,308.0510 shares	543,452	507,037
	Baron Small Cap Fund	64,943.4968 shares	1,348,607	1,353,423
	American Europacific Growth Fund	44,417.8297 shares	1,742,070	1,493,327
	Janus Overseas Fund	49,567.5636 shares	2,269,601	1,682,323
	Total registered investment companies		36,713,068	34,140,942
	Total investments		42,440,335	39,868,209

FOTO-KEM INDUSTRIES, INC.
401(k) PLAN
SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
E.I.N. 95–2269976 – PLAN NUMBER 002
September 30, 2011

(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description of Investment including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
*	Notes receivable from participants	(1)	$ 2,083,792	$ 2,083,792
	Total assets held at end of year		$ 44,524,127	$ 41,952,001

* Party-in-interest

(1) Loan terms range from one to five years, or up to thirty years for the purchase of a primary residence. The loans are secured by the balance in the participant's account. Interest rates on participant loans range from 2.85% to 7.89%.

FOTO-KEM INDUSTRIES, INC.
401(k) PLAN

FINANCIAL STATEMENTS
AND SUPPLEMENTAL SCHEDULE

SEPTEMBER 30, 2011

with

REPORT OF INDEPENDENT AUDITORS

FOTO-KEM INDUSTRIES, INC.
401(k) PLAN
FINANCIAL STATEMENTS AND SUPPLEMENTAL SCHEDULE
SEPTEMBER 30, 2011

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Pyne, Waltrip, Decker & McCoy, LLP

CERTIFIED PUBLIC ACCOUNTANTS

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REPORT OF INDEPENDENT AUDITORS

Administrative Committee
Foto-Kem Industries, Inc. 401(k) Plan
Burbank, California

We were engaged to audit the accompanying statements of net assets available for benefits of Foto-Kem Industries, Inc. 401(k) Plan (the "Plan") as of September 30, 2011 and 2010, the related statement of changes in net assets available for the year ended September 30, 2011 and the supplemental schedule as of September 30, 2011, as listed in the table of contents. These financial statements 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 ("ERISA"), the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 4, which was certified by Prudential Retirement Insurance and Annuity Company, the trustee of the Plan (the "Trustee"), except for comparing such information with the related information included in the financial statements and supplemental schedule. We have been informed by the Plan administrator that the Trustee held the Plan's investment assets and executed investment transactions as of and during the year ended September 30, 2011. The Plan administrator has obtained a certification from the Trustee as of and for the years ended September 30, 2011 and 2010 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 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 certified by the Trustee, was 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 ERISA.

Pyne, Waltrip, Decker & McCoy, LLP

PYNE, WALTRIP, DECKER & MCCOY, LLP
June 29, 2012

FOTO-KEM INDUSTRIES, INC.
401(k) PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
September 30, 2011 and 2010

	2011	2010
Investments:		
Common/collective trusts:		
UBOC Stable Value Fund	$ 5,727,267	$ 4,351,241
Registered investment companies:		
HighMark Diversified Money Market Fund	8,824,178	8,351,890
Vanguard GNMA Fund	3,402,700	3,428,954
Oakmark Equity and Income Fund II	4,047,215	4,504,148
Vanguard 500 Index Fund	1,467,820	1,478,294
Vanguard Total Stock Market Index Fund	981,378	878,435
American Growth Fund of America	813,952	855,584
Vanguard Growth Index Fund	733,602	1,001,622
T Rowe Price Midcap Growth Fund	1,317,854	1,220,682
Fidelity Independence Fund	2,293,948	2,542,306
Janus Twenty Fund	1,854,996	2,853,297
American Washington Mutual Fund	1,489,943	1,536,109
Dreyfus Mid Cap Index Fund	1,025,045	1,085,462
Goldman Sachs Mid Cap Value Fund	852,201	886,446
Columbia Small Cap Value Fund	507,037	432,521
Baron Small Cap Fund	1,353,423	1,382,789
American Europacific Growth Fund	1,493,327	822,350
Janus Overseas Fund	1,682,323	2,614,526
Total registered investment companies	34,140,942	35,875,415
Total investments	39,868,209	40,226,656
Notes receivable from participants	2,083,792	2,094,765
Company contributions receivable	7,481	27,885
Net assets available for benefits	$ 41,959,482	$ 42,349,306

See accompanying Notes to Financial Statements.

FOTO-KEM INDUSTRIES, INC.
401(k) PLAN
STATEMENT OF CHANGES IN NET ASSETS
AVAILABLE FOR BENEFITS
Year ended September 30, 2011

Additions to (deductions from) net assets:	
Investment income (loss):	
Dividends and capital gain distributions	$ 537,758
Net depreciation in fair value of investments	(1,588,068)
Other income	19,886
Total investment income (loss)	(1,030,424)
Interest on participant loans	93,896
Contributions:	
Company matching	810,429
Participant salary deferrals	2,300,863
Participant after-tax contributions	11,821
Participant rollovers	157,739
Total contributions	3,280,852
Deductions:	
Benefits paid to participants	(2,689,132)
Administrative expenses	(45,016)
Total deductions	(2,734,148)
Net decrease	(389,824)
Net assets available for benefits - September 30, 2010	42,349,306
Net assets available for benefits - September 30, 2011	$ 41,959,482

See accompanying Notes to Financial Statements.

FOTO-KEM INDUSTRIES, INC.
401(k) PLAN
NOTES TO FINANCIAL STATEMENTS
September 30, 2011

1. General description

The Foto-Kem Industries, Inc. 401(k) Plan (the "Plan") is a prototype non-standardized defined contribution profit sharing plan sponsored by Prudential Retirement Insurance and Annuity Company which is administered by a committee appointed by the Board of Directors of Foto-Kem Industries, Inc. (the "Company"). The Plan allows participants to make elective salary deferral contributions (Section 401(k) contributions) and the Company to make matching salary deferral and discretionary profit sharing contributions. The Plan covers the employees of Foto-Kem Industries, Inc. is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"). At September 30, 2011, there were 794 participants in the Plan.

Participant salary deferrals

Each employee who has attained the age of 21 and who has completed at least 60 days of employment following their date of hire shall be eligible to participate in the Plan on the first day of the month following the completion of his or her 60th day. Participants may make elective salary deferral contributions to the plan in lieu of receiving salary up to a maximum of $16,500 for the 2011 calendar year, subject to other plan limitations. Participants age 50 and over may elect to make an additional $5,500 catch-up contribution.

Company contributions

The Plan provides for the Company to make matching salary deferral contributions in an amount of 50% of the participant's elective salary deferral up to a maximum match of 3% of the participant's compensation. During the year ended September 30, 2011, the Company's matching contributions totaled $810,429.

The Company may also make a discretionary profit sharing contribution as determined each year by the Company's Board of Directors. During the year ended September 30, 2011, no profit sharing contributions were authorized.

Rollover contributions

Company employees may rollover their benefits from other qualified retirement plans into the Plan. During the year ended September 30, 2011, the Plan received rollover contributions totaling $157,739.

Participant accounts

Each participant's account is credited with their salary deferral and rollover contributions and allocations of (a) the Company's matching contribution, (b) the Company's profit sharing contribution, and (c) Plan earnings (losses). Allocations are based on participant's earnings, as defined in the Plan document. The benefit to which a participant is entitled is dependent on the balance of the participant's account.

1. **General description (continued)**

Vesting

Participants are 100% vested in their elective salary deferral and rollover contributions and the allocated portion of income, gains and losses upon participation.

Participants generally become vested in their portion of the Company contributions and the allocated portion of income, gains and losses as follows:

Years of Service Completed	Vested Percentage
2	20%
3	40%
4	60%
5	80%
6	100%

Upon termination of employment and payment of the vested portion of the participant's matching and profit sharing accounts, the forfeited portion is utilized to offset Plan administrative expenses. During the year ended September 30, 2011, the forfeited amount totaled $14,964.

Payment of benefits

Upon death, disability, retirement (age 65) or termination the participant's vested portion of salary deferral, matching, profit sharing and rollover accounts are paid to the participant or beneficiaries as soon as administratively feasible in the form of a lump-sum distribution.

Participants with Deferred Vested Benefits

The American Institute of Certified Public Accounts (the "AICPA") has issued guidelines regarding amounts due to former Plan participants, but not paid by year-end. The AICPA requires these amounts to be classified as net assets available for benefits, and not as liabilities of the Plan. Included in net assets available for Plan benefits at September 30, 2011 and 2010, are amounts which may become payable to participants who are not active participants of the Plan. As of the years ended September 30, 2011 and 2010, the amount of deferred vested benefits for terminated participants totaled $3,025,632 and $3,644,417, respectively.

1. **General description (continued)**

Investment options

All investments are held in trust and were invested in various mutual funds at September 30, 2011. Each participant chooses how their contributions and respective account balances are to be allocated among the funds through a participant-directed investment program. Prudential Retirement Insurance and Annuity Company (the "Trustee") (deemed to be a party-in-interest), held the Plan's investment assets and executed investment transactions under a nondiscretionary trust agreement. Investment income, gains and losses are allocated to each participant's account each business day.

Participant loans

Under the terms of the Plan, participants may borrow up to 50% of their vested account balance with a minimum loan of $1,000 and maximum of $50,000. The loans are secured by the balance in the participants' accounts and bear interest at market rates in effect at the time of the loan. Loan terms are to be no longer than five years except for the purchase or refinancing of the participant's principal residence.

Plan termination

Although it has not expressed any intent to do so, the Company has the right to terminate the Plan subject to the provisions of ERISA. In the event the Plan terminates, the participant's profit sharing and matching accounts will become 100% vested and the net assets of the Plan will be distributed as prescribed by ERISA.

2. **Summary of significant accounting policies**

Basis of accounting

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

Notes receivable from participants

Notes receivable from participants are reported at their unpaid principal balances plus any accrued but unpaid interest.

Investment valuation and income recognition

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

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

2. Summary of significant accounting policies (continued)

Use of estimates

The preparation of the financial statements in conformity with accounting principles generally accepted in the United States of America requires Plan management to make estimates and assumptions that affect the reported amounts of Plan assets, liabilities and disclosures at the date of the financial statements. Actual results could differ from those estimates.

Payment of benefits

Benefits are recorded when paid.

Risks and uncertainties

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

Administrative expenses

Generally, Plan administrative expenses, including Trustee recordkeeping and custodial services, investment advisory fees, auditing fees and legal fees, are paid by the Plan to the extent of forfeited account balances. Unpaid amounts are paid by the Company.

Subsequent events

The Plan's management has evaluated subsequent events through June 29, 2012, the date the financial statements were available to be issued

3. Fair value measurements

The Plan's investments are reported at fair value in the accompanying statements of net assets available for benefits. The methods used to measure fair value may produce an amount that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although 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.

The fair value measurement accounting literature establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. This hierarchy consists of three broad levels: Level 1 inputs consist of unadjusted quoted prices in active markets for identical assets and have the highest priority, Level 2 inputs consist of observable inputs other than quoted prices for identical assets and Level 3 inputs are unobservable and have the lowest priority. The Plan uses appropriate valuation techniques based on the available inputs to measure fair value of its investments. When available, the Plan measures fair value using Level 1 inputs because they generally provide the most reliable evidence of fair value. Level 3 inputs were used only when Level 1 or Level 2 inputs were not available.

The following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at September 30, 2011 and 2010.

Level 1 fair value measurements

The fair values of the registered investment companies are based on quoted net asset values of the shares held by the Plan at year-end.

Level 2 fair value measurements

The fair values of common/collective trusts are recorded at fair value; however, since these contracts are fully benefit-responsive, these amounts are presented at contract value. Contract value is the relevant measurement attributable to fully-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The contract value represents contributions plus earnings less participant withdrawals and administrative expenses. The fair values of these investments were determined based on the quoted market values of the underlying investments, as the common/collective trust itself is not actively traded on an exchange.

Level 3 fair value measurements

There were no investments valued using Level 3 fair value measurements.

3. Fair value measurements (continued)

The following tables set forth, by level within the fair value hierarchy, the Plan's investments at fair value as of September 30, 2011 and 2010:

		Fair value measurements at September 30, 2011 using:	
	Fair value	Quoted prices in active markets for identical assets (Level 1)	Significant other observable inputs (Level 2)
Common/collective trust	$ 5,727,267	$ -	$ 5,727,267
Registered investment companies	34,140,942	34,140,942	-
	$ 39,868,209	$ 34,140,942	$ 5,727,267

		Fair value measurements at September 30, 2010 using:	
	Fair value	Quoted prices in active markets for identical assets (Level 1)	Significant other observable inputs (Level 2)
Common/collective trust	$ 4,351,241	$ -	$ 4,351,241
Registered investment companies	35,875,415	35,875,415	-
	$ 40,226,656	$ 35,875,415	$ 4,351,241

Gains and losses (realized and unrealized), included in changes in net assets available for benefits for the year ended September 30, 2011, are reported in net depreciation in fair value of investments.

4. Certification

The following is a summary of the unaudited information included in the Plan's financial statements and supplemental schedule that were provided by the Trustee and furnished to the Plan administrator. The Plan administrator has obtained certifications from the Trustee that the following information is complete and accurate:

(a) The fair value and cost of investments as of September 30, 2011 and 2010.

(b) Net appreciation in fair value of investments, interest, dividends and capital gain distributions for the year ended September 30, 2011.

(c) Supplemental schedule of assets (held at end of year) as of September 30, 2011.

5. Net depreciation in fair value of investments

During the year ended September 30, 2011, the Plan's investments appreciated (depreciated) in fair value as follows:

Vanguard GNMA Fund	$	35,877
Oakmark Equity and Income Fund II		(58,846)
Vanguard 500 Index Fund		(13,256)
Vanguard Total Stock Market Index Fund		(28,619)
American Growth Fund of America		(30,533)
Vanguard Growth Index Fund		(3,007)
T Rowe Price Midcap Growth Fund		(151,424)
Fidelity Independence Fund		(164,592)
Janus Twenty Fund		(76,811)
American Washington Mutual Fund		39,750
Dreyfus Mid Cap Index Fund		(67,615)
Goldman Sachs Mid Cap Value Fund		(48,400)
Columbia Small Cap Value Fund		(40,245)
Baron Small Cap Fund		(32,066)
American Europacific Growth Fund		(273,594)
Janus Overseas Fund		(674,687)
Net depreciation in fair value of investments	$	(1,588,068)

6. Tax status

The Internal Revenue Service has determined and informed the Company by a letter dated March 31, 2008, that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code ("IRC"). Although the Plan has been amended since receiving this determination letter, the Plan administrator and the Plan's tax counsel believe that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC and therefore believe that the Plan is qualified and the related trust is tax-exempt.

7. Reconciliation to Form 5500

The financial statements for the year ended September 30, 2011 and 2010 agreed to the Form 5500 except for the following:

	2011	2010
Net assets available for benefits per the financial statements	$ 41,959,482	$ 42,349,306
Less deemed distributions of participant loans	(28,878)	(28,332)
Net assets per Form 5500	$ 41,930,604	$ 42,320,974
Net increase (decrease) in net assets available for benefits per the financial statements	$ (389,824)	$ 3,915,312
Less deemed distributions of participant loans	(546)	(28,332)
Net income (loss) per Form 5500	$ (390,370)	$ 3,886,980

SUPPLEMENTAL SCHEDULE

FOTO-KEM INDUSTRIES, INC.
401(k) PLAN
SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
E.I.N. 95–2269976 – PLAN NUMBER 002
September 30, 2011

(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description of Investment including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
	Common/collective trusts:			
	UBOC Stable Value Fund	5,727,267.3822 units	$ 5,727,267	$ 5,727,267
	Registered investment companies:			
	HighMark Diversified Money Market Fund	8,824,177.6677 shares	8,824,178	8,824,178
	Vanguard GNMA Fund	304,901.4338 shares	3,300,811	3,402,700
	Oakmark Equity and Income Fund II	157,970.9125 shares	4,214,422	4,047,215
	Vanguard 500 Index Fund	17,055.7739 shares	1,719,448	1,467,820
	Vanguard Total Stock Market Index Fund	36,226.5770 shares	1,164,507	981,378
	American Growth Fund of America	30,761.6156 shares	862,010	813,952
	Vanguard Growth Index Fund	27,547.9579 shares	841,135	733,602
	T Rowe Price Midcap Growth Fund	25,255.9144 shares	1,415,604	1,317,854
	Fidelity Independence Fund	115,100.2366 shares	2,821,507	2,293,948
	Janus Twenty Fund	33,237.7072 shares	2,121,223	1,854,996
	American Washington Mutual Fund	58,291.9769 shares	1,548,385	1,489,943
	Dreyfus Mid Cap Index Fund	42,427.3773 shares	1,065,493	1,025,045
	Goldman Sachs Mid Cap Value Fund	27,858.8232 shares	910,615	852,201
	Columbia Small Cap Value Fund	13,308.0510 shares	543,452	507,037
	Baron Small Cap Fund	64,943.4968 shares	1,348,607	1,353,423
	American Europacific Growth Fund	44,417.8297 shares	1,742,070	1,493,327
	Janus Overseas Fund	49,567.5636 shares	2,269,601	1,682,323
	Total registered investment companies		36,713,068	34,140,942
	Total investments		42,440,335	39,868,209

FOTO-KEM INDUSTRIES, INC.
401(k) PLAN
SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
E.I.N. 95–2269976 – PLAN NUMBER 002
September 30, 2011

(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description of Investment including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
*	Notes receivable from participants	(1)	$ 2,083,792	$ 2,083,792
	Total assets held at end of year		$ 44,524,127	$ 41,952,001

* Party-in-interest

(1) Loan terms range from one to five years, or up to thirty years for the purchase of a primary residence. The loans are secured by the balance in the participant's account. Interest rates on participant loans range from 2.85% to 7.89%.

820162 RFO

Form **5558**
(Rev. June 2011)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File Certain Employee Plan Returns

▶ For Privacy Act and Paperwork Reduction Act Notice, see instructions.

OMB No. 1545-0212

File With IRS Only

Part I Identification

A Name of filer, plan administrator, or plan sponsor (see instructions)
FOTO-KEM INDUSTRIES, INC.
Number, street, and room or suite no. (If a P.O. box, see instructions)
2801 W. ALAMEDA AVENUE
City or town, state, and ZIP code
BURBANK CA 91505

B Filer's identifying number (see instructions)
Employer identification number (EIN)
95-2269976
Social security number (SSN) (see instructions)

C Plan name	Plan number	Plan year ending — MM	DD	YYYY
1 FOTO-KEM INDUSTRIES, INC. 401(K) PLAN	0 0 2	9	30	2011
2				
3				

Part II Extension of Time To File Form 5500 Series, and/or Form 8955-SSA

1 I request an extension of time until 7 / 15 / 2012 to file Form 5500 series (see instructions).
Note. A signature IS NOT required if you are requesting an extension to file Form 5500 series.

2 I request an extension of time until / / to file Form 8955-SSA (see instructions).
Note. A signature IS required if you are requesting an extension to file Form 8955-SSA.

The application is **automatically approved** to the date shown on line 1 and/or line 2 (above) if: **(a)** the Form 5558 is filed on or before the normal due date of Form 5500 series, and/or Form 8955-SSA for which this extension is requested, and **(b)** the date on line 1 and/or line 2 (above) is not later than the 15th day of the third month after the normal due date.

Part III Extension of Time To File Form 5330 *(see instructions)*

3 I request an extension of time until / / to file Form 5330.
You may be approved for up to a 6 month extension to file Form 5330, after the normal due date of Form 5330.

a Enter the Code section(s) imposing the tax . . . . . ▶ a

b Enter the payment amount attached . . . . . ▶ b

c For excise taxes under section 4980 or 4980F of the Code, enter the reversion/amendment date . . . ▶ c

4 **State in detail why you need the extension:**
?????A?? ?????A?? ?????A
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Under penalties of perjury, I declare that to the best of my knowledge and belief, the statements made on this form are true, correct, and complete, and that I am authorized to prepare this application.
?????A

Signature ▶ **Date** ▶