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), 6057(b), 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

2011

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

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
CAMBRIDGE BRANDS INC RETIREMENT AND SAVINGS PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 10/15/1993

2a Plan sponsor's name and address, including room or suite number (Employer, if for single-employer plan)

CAMBRIDGE BRANDS, INC.

7401 S. CICERO AVENUE
CHICAGO, IL 60629

2b Employer Identification Number (EIN) 39-3909175

2c Sponsor's telephone number 773-838-3431

2d Business code (see instructions) 311300

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.	10/03/2012	BARRY BOWEN
	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")
CAMBRIDGE BRANDS, INC.

7401 S. CICERO AVENUE
CHICAGO, IL 60629

3b Administrator's EIN
39-3909175

3c Administrator's telephone number
773-838-3431

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**	162
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**	150
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	16
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	166
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	166
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	157
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	0
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

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 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)	X	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)	X	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)	X	1	**A** (Insurance Information)
(4)	X		**C** (Service Provider Information)
(5)	X		**D** (DFE/Participating Plan Information)
(6)			**G** (Financial Transaction Schedules)

SCHEDULE A (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Insurance Information

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

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

▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).

OMB No. 1210-0110

2011

This Form is Open to Public Inspection

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

A Name of plan
CAMBRIDGE BRANDS INC RETIREMENT AND SAVINGS PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
CAMBRIDGE BRANDS, INC.

D Employer Identification Number (EIN)
39-3909175

Part I Information Concerning Insurance Contract Coverage, Fees, and Commissions

Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.

1 Coverage Information:

(a) Name of insurance carrier
ING LIFE INSURANCE & ANNUITY COMPANY

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
71-0294708	86509	PHZ976	166	01/01/2011	12/31/2011

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

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

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

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

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

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

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

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

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

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

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	(c) Amount	**(d)** Purpose	

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

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

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

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

Part II Investment and Annuity Contract Information

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

4	Current value of plan's interest under this contract in the general account at year end	**4**	
5	Current value of plan's interest under this contract in separate accounts at year end	**5**	6968852

6 Contracts With Allocated Funds:

a State the basis of premium rates ▶

b	Premiums paid to carrier	**6b**	
c	Premiums due but unpaid at the end of the year	**6c**	
d	If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount.	**6d**	

Specify nature of costs ▶

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity

(3) ☐ other (specify) ▶

f If contract purchased, in whole or in part, to distribute benefits from a terminating plan check here ▶ ☐

7 Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)

a Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee

(3) ☐ guaranteed investment (4) ☐ other ▶

b	Balance at the end of the previous year			**7b**	
c	Additions: (1) Contributions deposited during the year	**7c(1)**			
	(2) Dividends and credits	**7c(2)**			
	(3) Interest credited during the year	**7c(3)**			
	(4) Transferred from separate account	**7c(4)**			
	(5) Other (specify below)	**7c(5)**			
	▶				
	(6) Total additions			**7c(6)**	
d	Total of balance and additions (add **b** and **c(6)**).			**7d**	
e	Deductions:				
	(1) Disbursed from fund to pay benefits or purchase annuities during year	**7e(1)**			
	(2) Administration charge made by carrier	**7e(2)**			
	(3) Transferred to separate account	**7e(3)**			
	(4) Other (specify below)	**7e(4)**			
	▶				
	(5) Total deductions			**7e(5)**	
f	Balance at the end of the current year (subtract **e(5)** from **d**)			**7f**	

Part III Welfare Benefit Contract Information

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

8 Benefit and contract type (check all applicable boxes)

a ☐ Health (other than dental or vision) **b** ☐ Dental **c** ☐ Vision **d** ☐ Life insurance

e ☐ Temporary disability (accident and sickness) **f** ☐ Long-term disability **g** ☐ Supplemental unemployment **h** ☐ Prescription drug

i ☐ Stop loss (large deductible) **j** ☐ HMO contract **k** ☐ PPO contract **l** ☐ Indemnity contract

m ☐ Other (specify) ▶

9 Experience-rated contracts:				
a Premiums: (1) Amount received	**9a(1)**			
(2) Increase (decrease) in amount due but unpaid	**9a(2)**			
(3) Increase (decrease) in unearned premium reserve	**9a(3)**			
(4) Earned (**(1)** + **(2)** - **(3)**)			**9a(4)**	
b Benefit charges (1) Claims paid	**9b(1)**			
(2) Increase (decrease) in claim reserves	**9b(2)**			
(3) Incurred claims (add **(1)** and **(2)**)			**9b(3)**	
(4) Claims charged			**9b(4)**	
c Remainder of premium: (1) Retention charges (on an accrual basis) --				
(A) Commissions	**9c(1)(A)**			
(B) Administrative service or other fees	**9c(1)(B)**			
(C) Other specific acquisition costs	**9c(1)(C)**			
(D) Other expenses	**9c(1)(D)**			
(E) Taxes	**9c(1)(E)**			
(F) Charges for risks or other contingencies	**9c(1)(F)**			
(G) Other retention charges	**9c(1)(G)**			
(H) Total retention			**9c(1)(H)**	
(2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.)			**9c(2)**	
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement			**9d(1)**	
(2) Claim reserves			**9d(2)**	
(3) Other reserves			**9d(3)**	
e Dividends or retroactive rate refunds due. (Do not include amount entered in **c(2)**.)			**9e**	
10 Nonexperience-rated contracts:				
a Total premiums or subscription charges paid to carrier			**10a**	
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, item 2 above, report amount.			**10b**	

Specify nature of costs ▶

Part IV Provision of Information

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

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

SCHEDULE 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.**	**2011** **This Form is Open to Public Inspection.**

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

A Name of plan
CAMBRIDGE BRANDS INC RETIREMENT AND SAVINGS PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
CAMBRIDGE BRANDS, INC.

D Employer Identification Number (EIN)
39-3909175

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).. . . . . ☐ Yes ☒ No

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

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

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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)

ING LIFE INSURANCE AND ANNUITY CO.

71-0294708

(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?
52 60	SERVICE PROVIDER	8	Yes [X] No [ ]	Yes [X] No [ ]	20729	Yes [ ] No [X]

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

AMERICAN FUNDS

95-1411037

(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?
28 52 63	INVESTMENT PROD. PROVIDER	0	Yes [X] No [ ]	Yes [ ] No [X]	17777	Yes [ ] No [X]

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

PIONEER FUNDS

13-5657669

(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?
28 52	INVESTMENT PROD. PROVIDER	0	Yes [X] No [ ]	Yes [ ] No [X]	6823	Yes [ ] No [X]

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)

ING FINANCIAL ADVISERS, LLC

06-1375177

(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?
63	BROKER/DEALER	0	Yes [X] No [ ]	Yes [ ] No [X]	6689	Yes [ ] No [X]

(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
AMERICAN FUNDS	28 52 63	10416

(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.
AMERICAN FUNDS AM BALANCD R4 94-6050854	INVESTMENT MANAGEMENT INVESTMENT MANAGEMENT FEES 12B-1 DISTRIBUTION FEES

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
AMERICAN FUNDS	28 52 63	4835

(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.
AMERICAN FUNDS GROWTH FND R4 52-0792143	INVESTMENT MANAGEMENT INVESTMENT MANAGEMENT FEES 12B-1 DISTRIBUTION FEES

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
ING FINANCIAL ADVISERS, LLC	63	3960

(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.
AMERICAN FUNDS AM BALANCD R4 94-6050854	12B-1 DISTRIBUTION FEES

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
ING FINANCIAL ADVISERS, LLC	63	1773

(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.
AMERICAN FUNDS GROWTH FND R4 52-0792143	12B-1 DISTRIBUTION FEES

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
ING LIFE INSURANCE AND ANNUITY CO.	60	1584

(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.
AMERICAN FUNDS AM BALANCD R4 94-6050854	SUB-TRANSFER/REIMBURSEMENT FEES

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
ING LIFE INSURANCE AND ANNUITY CO.	60	2364

(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 FUND Y 04-6013015	SUB-TRANSFER/REIMBURSEMENT FEES

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
ING LIFE INSURANCE AND ANNUITY CO.	52	14243

(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.
STABLE VALUE OPTION 71-0294708	INVESTMENT MANAGEMENT FEES

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
PIONEER FUNDS	28 52	6823

(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 FUND Y 04-6013015	INVESTMENT MANAGEMENT INVESTMENT MANAGEMENT FEES

(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

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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

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

2011

This Form is Open to Public Inspection.

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

A Name of plan
CAMBRIDGE BRANDS INC RETIREMENT AND SAVINGS PLAN

B Three-digit plan number (PN) ▶ 001

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
CAMBRIDGE BRANDS, INC.

D Employer Identification Number (EIN)
39-3909175

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: SA 392 QUALITY FUND II

b Name of sponsor of entity listed in (a): ING LIFE INSURANCE AND ANNUITY COMPANY

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)
71-0294708-003	P	6968852

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)

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

2011

This Form is Open to Public Inspection

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

A Name of plan
CAMBRIDGE BRANDS INC RETIREMENT AND SAVINGS PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
CAMBRIDGE BRANDS, INC.

D Employer Identification Number (EIN)
39-3909175

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)		
(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)		
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)	6901836	6968852
(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)	4716775	4778026
(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	11618611	11746878
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	11618611	11746878

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)	545233	
(B) Participants	2a(1)(B)	474897	
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		1020130
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)		
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		0
(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)	67887	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		67887
(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)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		239483
(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)		-164027
c Other income	2c		-64
d Total income. Add all **income** amounts in column (b) and enter total	2d		1163409
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	1035134	
(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)		1035134
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	8	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		8
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		1035142
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		128267
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: SASSETTI LLC (2) EIN: 36-2239746

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		811
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		10000000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty? **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

2011

This Form is Open to Public Inspection.

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

A Name of plan
CAMBRIDGE BRANDS INC RETIREMENT AND SAVINGS PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
CAMBRIDGE BRANDS, INC.

D Employer Identification Number (EIN)
39-3909175

Part I Distributions

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions **1**

2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits):

EIN(s): 71-0294708

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 (include any prior year accumulated funding deficiency not waived) **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 or other authority 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. 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): _____

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):

CAMBRIDGE BRANDS, INC.
RETIREMENT & SAVINGS PLAN

FINANCIAL STATEMENTS

DECEMBER 31, 2011 AND 2010

Sassetti
CERTIFIED PUBLIC ACCOUNTANTS

To the Plan Administrator of the
Cambridge Brands, Inc. Retirement & Savings Plan
Chicago, Illinois

INDEPENDENT AUDITORS' REPORT

We were engaged to audit the accompanying statements of net assets available for benefits of **CAMBRIDGE BRANDS, INC. RETIREMENT & SAVINGS PLAN** (the "Plan") as of December 31, 2011 and 2010, and the related statement of changes in net assets available for benefits for the year ended December 31, 2011, and the supplemental schedules of (1) Schedule H, line 4i- Schedule of Assets Held for Investment Purposes and (2) Schedule H, line 4a- Schedule of Delinquent Participant Contributions as of December 31, 2011. The financial statements and schedules are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 8, which was certified by ING National Trust, 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 the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of December 31, 2011 and 2010, and for the year ended December 31, 2011, 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 these accompanying financial statements and supplemental schedules taken as a whole. The supplemental schedules are presented for the purpose of additional analysis and are not a required part of the financial statements but is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. The form and content of the information included in the financial statements and supplemental schedules, other than that derived from the information certified by the trustee or custodian, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Sassetti LLC

Oak Park, Illinois
August 13, 2012

6611 W. North Avenue ▪ Oak Park, IL 60302 ▪ P 708.386.1433 ▪ F 708.386.0139 ▪ www.sassetti.com

CAMBRIDGE BRANDS, INC. RETIREMENT & SAVINGS PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

DECEMBER 31, 2011 AND 2010

ASSETS	2011	2010
Investments at fair value		
Registered investment companies	$ 4,778,026	$ 4,716,775
Unallocated insurance contract	7,302,867	7,021,395
Total Investments	12,080,893	11,738,170
Contribution receivable	1,848	-
Total Assets	12,082,741	11,738,170
LIABILITIES	-	-
Net assets available for benefits at fair value	12,082,741	11,738,170
Adjustment from fair value to contract value for fully benefit-responsive investment contract	(334,015)	(119,559)
Net assets available for benefits	$ 11,748,726	$ 11,618,611

The accompanying notes are an integral part of these financial statements.

CAMBRIDGE BRANDS, INC. RETIREMENT & SAVINGS PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

YEAR ENDED DECEMBER 31, 2011

ADDITIONS	
Additions to net assets attributed to:	
Investment activity:	
Net investment income:	
Net depreciation in fair value of investments	$ (164,027)
Interest and dividends	307,370
	143,343
Contributions:	
Participants	474,897
Company	547,017
	1,021,914
Total Additions	1,165,257
DEDUCTIONS	
Deductions from net assets attributed to:	
Benefits paid to participants	1,035,142
Total Deductions	1,035,142
NET INCREASE IN NET ASSETS AVAILABLE FOR BENEFITS	130,115
Net assets available for benefits, beginning of year	11,618,611
Net assets available for benefits, end of year	$ 11,748,726

The accompanying notes are an integral part
of these financial statements.

CAMBRIDGE BRANDS, INC. RETIREMENT & SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2011 AND 2010

1. DESCRIPTION OF PLAN

The following description of the Cambridge Brands, Inc. Retirement & Savings Plan (the "Plan") is provided for general information purposes only. Users of these financial statements should refer to the plan document for a more complete description of the Plan's provisions.

General - The Plan is a defined contribution plan established by Cambridge Brands, Inc. (the "Company") and is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"). Cambridge Brands, Inc. is a wholly-owned subsidiary of Tootsie Roll Industries, Inc. (the "Parent"). The Plan is commonly managed with the other plans of the Parent. All full-time, permanent employees, as defined in the plan document, are eligible to participate in the Plan immediately upon their date of hire. Eligibility for Company match and discretionary contributions requires completion of one year of service. Upon enrollment in the Plan, a participant may direct employer and employee contributions to any combination of various investment options.

Contributions - Each year, participants may contribute up to 100% of annual compensation (salary reduction contributions), on a pre tax or post tax basis, as defined in the plan document. Participants may also contribute amounts representing distributions from other qualified plans (rollover contributions). The Company is required to match 100% of the first 3% of the participant's compensation that a participant contributes to the Plan. Additionally, the Company may make discretionary contributions on behalf of all eligible employees. During 2011 and 2010, the Company made a discretionary contribution in an amount equal to 4% of their annual compensation up to the Social Security taxable wage base and 8% in excess of this base. Contributions are subject to certain limitations.

Participant Accounts - Each participant's account is credited with the participant's salary reduction contributions, rollover contributions and an allocation of the Company's contributions and plan earnings or losses (net of administrative expenses). Allocations are based on the participant's eligible compensation or account balance, as defined in the plan document. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Forfeited Accounts - As of December 31, 2011 and 2010, forfeited nonvested accounts totaled $0 and $18,197, respectively. These accounts can be used to reduce future Company contributions. During the year ended December 31, 2011, employer contributions were reduced by $20,379 from forfeited nonvested accounts.

Participant Loans - Participant loans are not permitted.

Administrative Expenses - The Company has borne substantially all of the Plan's administrative expenses.

1. DESCRIPTION OF PLAN - CONTINUED

Vesting - Participants are immediately vested in their salary reduction and rollover contributions, plus earnings thereon. Company matching contributions and earnings thereon vest in accordance with provisions of the plan document as follows:

Vesting Years of Service	Percentage Vested
1	20%
2	40%
3	60%
4	80%
5	100%

Effective January 1, 2007, a five-year graded vesting schedule took effect on the Company discretionary contributions and earnings thereon. Participants who leave the Plan because of death, normal retirement, or total and permanent disability, as defined in the Plan, are considered 100% vested.

Payment of Benefits - Benefits may be paid to the participant or beneficiary upon death, disability, retirement or termination of employment, as defined in the plan document. The Plan provides for normal retirement at age 65. The total vested portion of a participant's account balance is distributed in the form of a lump-sum payment, installments or partial withdrawal. In-service distributions are allowed if the participant has reached age 59-1/2. Participants experiencing financial hardship may withdraw a portion of their account balance as defined in the plan document.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting - The accompanying financial statements have been prepared on the accrual basis of accounting.

Use of Estimates - The preparation of the financial statements in conformity with accounting principles generally accepted in the United States of America requires the Plan's management to use estimates and assumptions that affect the accompanying financial statements and disclosures. Actual results could differ from these estimates.

Investment Valuation and Income Recognition - The Plan's investments are valued at fair value using quoted market prices. Shares of mutual funds are valued at the net asset value of shares held by the Plan at year end. Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis and dividends are recorded on the ex-dividend date.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - CONTINUED

Investment Valuation and Income Recognition (Continued) - The unallocated insurance contract has imbedded guaranteed investment contracts which are fully benefit responsive. The contract is presented at fair value, which is the amount paid when funds are withdrawn prior to maturity, and is based on current market yield of similar instruments with comparable durations and generally will not be less than the contract's maturity value.

According to generally accepted accounting principles regarding the reporting of fully benefit-responsive investment contracts held by certain investment companies subject to the AICPA Employee Benefit Plans Audit Guide, investment contracts held by a defined contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined-contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The reconciliation of fair value to contract value has been presented on the Statements of Net Assets Available for Benefits as of December 31, 2011 and 2010.

There are no reserves against contract value for credit risk of the contract issuer or otherwise. The average yields and crediting interest rates for the entire fund was approximately 3.45 and 3.35 percent for the years ended December 31, 2011 and 2010, respectively. These rates also approximate the average yield earned by the entire fund adjusted to reflect the actual interest credited to participants. As of May 2011, the accounting for the assets in the Stable Value Option Fund was consolidated with all of the defined benefit plans of the Parent and a single net crediting rate of 3.61 percent was used through December 31, 2011. Beginning in 2012, the crediting rate will be subject to a twice a year rate renewal process. The crediting interest rate is based on a formula agreed upon with the issuer, but may not be less than 3 percent.

The ability of the fund to transact at contract value with the issuer can only be limited by termination of the contract, in which case the market (fair) value would apply. Plan administration believes termination of the contract is not probable.

The issuer is allowed to terminate the contract with the fund and settle at an amount different from contract value at any time if required by federal or state law; or if there are any potential or actual adverse financial effects to the contract resulting from any change(s) in plan provisions, the administrative services of the Plan, or investment options offered by the Plan.

Payment of Benefits - Benefits are recorded when paid.

3. PARTIES-IN-INTEREST

Certain Plan investments are shares of mutual funds managed by the trustee as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions.

4. PLAN TERMINATION

Although it has not expressed any intent to do so, the Company has the right to terminate the Plan at any time subject to the provisions of ERISA. In the event of Plan termination, participants will become 100% vested in their accounts.

5. AMOUNT OWED TO PARTICIPANTS WITHDRAWING FROM THE PLAN

There are no amounts owed to participants who have withdrawn from the Plan as of December 31, 2011 and 2010, that have not been paid and therefore included in net assets available for benefits.

6. FAIR VALUE MEASUREMENTS

The Plan follows generally accepted accounting principles associated with fair value measurements and disclosure. Generally accepted accounting principles define fair value as the price that would be received from selling an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. When determining the fair value measurements for assets and liabilities required to be recorded at fair value, the Plan considers the principal or most advantageous market in which it would transact and considers assumptions that market participants would use when pricing the asset or liability, such as inherent risk, transfer restrictions, and risk of nonperformance.

Generally accepted accounting principles related to fair value disclosure also establish a fair value hierarchy that requires the Plan to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. A financial instrument's categorization within the fair value hierarchy is based upon the lowest of input that is significant to the fair value measurement. The three levels of inputs that may be used to measure fair value are as follows:

Level 1	- quoted prices in active markets for identical assets or liabilities;
Level 2	- inputs other than Level 1 that are observable, either directly or indirectly, such as quoted prices in active markets for similar assets or liabilities, quoted prices for identical or similar assets or liabilities in markets that are not active, or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities ; or
Level 3	- unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

6. FAIR VALUE MEASUREMENTS - CONTINUED

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

The table below presents the balances of assets and liabilities measured at fair value on a recurring basis by level within the hierarchy:

	December 31, 2011			
	Level 1	Level 2	Level 3	Total
Mutual Funds				
International	$ 335,216	$ -	$ -	$ 335,216
Mid-Cap	361,656	-	-	361,656
Growth	753,201	-	-	753,201
Large Cap	1,051,329	-	-	1,051,329
Balanced	1,656,891	-	-	1,656,891
Small Cap	503,831	-	-	503,831
Lifecycle	115,902	-	-	115,902
Stable Value Option	-	-	7,302,867	7,302,867
	$ 4,778,026	$ -	$ 7,302,867	$ 12,080,893

	December 31, 2010			
	Level 1	Level 2	Level 3	Total
Mutual Funds				
International	$ 215,076	$ -	$ -	$ 215,076
Mid-Cap	465,007	-	-	465,007
Growth	744,157	-	-	744,157
Large	1,145,955	-	-	1,145,955
Balanced	1,728,992	-	-	1,728,992
Small Cap	357,792	-	-	357,792
Lifecycle	59,796	-	-	59,796
Stable Value Option	-	-	7,021,395	7,021,395
	$ 4,716,775	$ -	$ 7,021,395	$ 11,738,170

6. FAIR VALUE MEASUREMENTS - CONTINUED

The Plan's valuation methodology used to measure the fair values of mutual funds were derived from quoted market prices as all of these instruments have active markets. The fair value of fully benefit-responsive investment contracts is calculated using a discounted cash flow model which considers recent fee bids as determined by recognized dealers, discount rate and the duration of the underlying portfolio securities.

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

	2011	2010
Balance, beginning of year	$ 7,021,395	$ 5,876,765
Realized gains and earnings	239,483	202,431
Unrealized gains	214,447	119,559
Purchases and contributions	728,594	1,080,081
Sales and issuances	(901,052)	(257,441)
Balance, end of year	$ 7,302,867	$ 7,021,395

7. INVESTMENTS

The plan provides that participants may elect to have their account balances invested among various funds in the custody of ING National Trust. The following presents investments that represent 5 percent or more of the Plan's net assets as of December 31,

	2011	2010
ING Stable Value Option	$ 7,302,867	$ 7,021,395
Pioneer Fund	897,973	996,934
Growth Fund of America	725,638	719,454
American Balanced Fund	1,656,891	1,728,991

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

8. INFORMATION CERTIFIED BY THE TRUSTEE

The plan administrator has elected the method of compliance as permitted by 29 CFR 2520.103-8 of the DOL's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, the trustee, has certified that the following data included in the accompanying financial statements and supplemental schedule is complete and accurate.

The following table presents the fair value of investments held at December 31, 2011 and 2010 and the investment activity for the year ended December 31, 2011.

	2011	2010
Investments	$ 12,080,893	$ 11,738,170

	Year ended December 31, 2011
Net depreciation in fair value of investments	$ (164,027)
Interest and dividends	307,370
	$ 143,343

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

9. TAX STATUS

The Plan adopted a prototype defined contribution plan and trust sponsored by ING, effective June 1, 2000. The Internal Revenue Service has determined and informed ING on March 31, 2008 that the Plan is qualified and tax exempt under the appropriate sections of the Internal Revenue Code ("IRC"). The Plan has been amended since ING received the determination letter. The plan administrator believes that the Plan, as amended, is designed and being operated in compliance with the applicable requirements of the IRC. Therefore, the plan administrator believes that the Plan was qualified and the related trust was tax-exempt at the financial statement date.

9. TAX STATUS - CONTINUED

Generally accepted accounting principles require plan management to evaluate tax positions taken by the plan and recognize a tax liability if the plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS or DOL. The plan administrator has analyzed the tax positions taken by the plan, and has concluded that as of December 31, 2011, there are no uncertain positions taken or expected to be taken that would require recognition of a liability or disclosure in the financial statements. The plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress.

10. CONTRIBUTION RECEIVABLE

During 2012, management determined that due to changes in the manner in which eligible compensation for employee deferrals, employer match and employer profit sharing, certain deferral contributions were not properly calculated during the fiscal year ended December 31, 2011. Management deposited the amounts to the employee's accounts during 2012.

11. RECONCILATION TO FORM 5500

The following is a reconciliation of net assets per the financial statements to the Form 5500 at December 31, 2011:

Net assets per the financial statements	$ 11,748,726
Less: Employer contributions receivable	(1,848)
Net assets per Form 5500	$ 11,746,878

The following is a reconciliation of increase in net assets per the financial statements to the Form 5500 for the year ended December 31, 2011:

Increase in net assets per the financial statements	$ 130,115
Less: Employer contributions receivable	(1,848)
Increase in net assets per the Form 5500	128,267

12. SUBSEQUENT EVENTS

The Company has evaluated subsequent events occurring through August 13, 2012, the date that the financial statements were available to be issued for events requiring recording or disclosure in the Plan's financial statements. During 2012, management determined that certain contributions were not made during the fiscal year 2011 and were subsequently made in 2012. See discussion in Note 10.

CAMBRIDGE BRANDS, INC. RETIREMENT & SAVINGS PLAN

Schedule H, line 4i- SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES

EIN # 36-3909175, Plan # 001

DECEMBER 31, 2011

(a)	(b) Identity of Issue, Borrower, Lessor	(c) Description of Investment	(d) Cost	(e) Current Value
	American Funds	New Perspective Fund	**	$ 108,640
	American Funds	Growth Fund of America	**	725,638
	American Funds	American Balanced Fund	**	1,656,891
	American Funds	EuroPacific Growth Fund	**	226,576
	American Funds	American Mutual Fund	**	66,364
*	ING Life Insurance & Annuity Company	ING Mid Cap Opportunity	**	266,836
*	ING Life Insurance & Annuity Company	ING Stable Value Option	**	7,302,867
*	ING Life Insurance & Annuity Company	ING Solution 2015	**	53,806
*	ING Life Insurance & Annuity Company	ING Solution 2025	**	20,961
*	ING Life Insurance & Annuity Company	ING Solution 2035	**	31,135
*	ING Life Insurance & Annuity Company	ING Solution 2045	**	9,310
*	ING Life Insurance & Annuity Company	ING Solution 2055	**	690
	Columbia Management Investment Advisors	Columbia Mid Cap Value Opportunity Fund	**	94,820
	Pioneer Investments	Pioneer Fund	**	897,973
	Lord Abbett	Small Cap Value Fund	**	503,831
	State Street Global Advisors	SSGA S&P 500 Index Fund	**	57,355
	T. Rowe Price	T. Rowe Price Value Fund	**	29,637
	T. Rowe Price	T. Rowe Price Growth Stock Fund	**	27,563
				12,080,893
	Adjustment from fair value to contract value for fully benefit-responsive investment contract			(334,015)
				$ 11,746,878

* Indicates a party-in-interest

** Not applicable as the plan is participant directed

The above information has been certified by ING National Trust, the trustee, as complete and accurate.

The accompanying notes are an integral part of this schedule.

CAMBRIDGE BRANDS, INC. RETIREMENT & SAVINGS PLAN
EIN # 36-3909175, Plan # 001
Schedule H, line 4a- SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS
DECEMBER 31, 2011

Plan Year	Participant Contributions Transferred Late to Plan: Check here if late participant loan repayments are included: ☐	Total that Constitute Nonexempt Prohibited Transactions: Contributions Not Corrected (a)	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	Total Fully Corrected Under VFCP and PTE 2002-51
2011	$ 811	$ 811	$ -	$ -	$ -

(a) Untimely contribution amounts were deposited into employee accounts during 2012.

The accompanying notes are an integral part of this schedule.

Attachment to 2011 Form 5500
Schedule H, line 4i - Schedule of Assets
(Held at End of Year)

Cambridge Brands, Inc. Retirement & Savings Plan
EIN# 39-3909175
Plan# 001
As of December 31, 2011

(a)	(b) Identity of issue, borrower, lessor or similar party	(c) Description of investments including maturity date, rate of interest, collateral, par, or maturity date	(d) Cost	(e) Current Value
	American Funds	American Funds Am Balancd R4		$1,656,891
	American Funds	American Funds Amer Mtual R4		$66,364
	American Funds	American Funds EuroPacific R5		$226,576
	American Funds	American Funds Growth Fnd R4		$725,638
	American Funds	AmFds NPF R5		$108,640
	Columbia Wagner Asset Management	Columbia MdCp Vl Opprt Fnd R5		$94,820
*	ING Life Insurance And Annuity Company	ING Mid Cap Opport Port I		$266,836
*	ING Life Insurance And Annuity Company	ING Solution 2015 Port I		$53,806
*	ING Life Insurance And Annuity Company	ING Solution 2025 Port I		$20,961
*	ING Life Insurance And Annuity Company	ING Solution 2035 Port I		$31,135
*	ING Life Insurance And Annuity Company	ING Solution 2045 Port I		$9,310
*	ING Life Insurance And Annuity Company	ING Solution 2055 Port I		$690
*	ING Life Insurance And Annuity Company	Stable Value Option		$6,968,852
	Lord Abbett Funds	Lord Abbett SmCp Value Fnd I		$503,831
	Pioneer Funds	Pioneer Fund Y		$897,973
	State Street Funds	SSgA S&P 500 Index Fund Inst		$57,355
	T. Rowe Price Funds	TRwPr Growth Stock Fund		$27,563
	T. Rowe Price Funds	TRwPr Value Fund		$29,637
		TOTAL		$11,746,878

* denotes party-in-interest
Column (d) is not required as the Plan's investments are totally participant directed.

CAMBRIDGE BRANDS, INC.
RETIREMENT & SAVINGS PLAN

FINANCIAL STATEMENTS

DECEMBER 31, 2011 AND 2010

Sassetti
CERTIFIED PUBLIC ACCOUNTANTS

To the Plan Administrator of the
Cambridge Brands, Inc. Retirement & Savings Plan
Chicago, Illinois

INDEPENDENT AUDITORS' REPORT

We were engaged to audit the accompanying statements of net assets available for benefits of **CAMBRIDGE BRANDS, INC. RETIREMENT & SAVINGS PLAN** (the "Plan") as of December 31, 2011 and 2010, and the related statement of changes in net assets available for benefits for the year ended December 31, 2011, and the supplemental schedules of (1) Schedule H, line 4i- Schedule of Assets Held for Investment Purposes and (2) Schedule H, line 4a- Schedule of Delinquent Participant Contributions as of December 31, 2011. The financial statements and schedules are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 8, which was certified by ING National Trust, 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 the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of December 31, 2011 and 2010, and for the year ended December 31, 2011, 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 these accompanying financial statements and supplemental schedules taken as a whole. The supplemental schedules are presented for the purpose of additional analysis and are not a required part of the financial statements but is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. The form and content of the information included in the financial statements and supplemental schedules, other than that derived from the information certified by the trustee or custodian, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Sassetti LLC

Oak Park, Illinois
August 13, 2012

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CAMBRIDGE BRANDS, INC. RETIREMENT & SAVINGS PLAN

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DECEMBER 31, 2011 AND 2010

ASSETS	2011	2010
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LIABILITIES	-	-
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CAMBRIDGE BRANDS, INC. RETIREMENT & SAVINGS PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

YEAR ENDED DECEMBER 31, 2011

ADDITIONS	
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Deductions from net assets attributed to:	
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NET INCREASE IN NET ASSETS AVAILABLE FOR BENEFITS	130,115
Net assets available for benefits, beginning of year	11,618,611
Net assets available for benefits, end of year	$ 11,748,726

The accompanying notes are an integral part
of these financial statements.

CAMBRIDGE BRANDS, INC. RETIREMENT & SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2011 AND 2010

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The following description of the Cambridge Brands, Inc. Retirement & Savings Plan (the "Plan") is provided for general information purposes only. Users of these financial statements should refer to the plan document for a more complete description of the Plan's provisions.

General - The Plan is a defined contribution plan established by Cambridge Brands, Inc. (the "Company") and is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"). Cambridge Brands, Inc. is a wholly-owned subsidiary of Tootsie Roll Industries, Inc. (the "Parent"). The Plan is commonly managed with the other plans of the Parent. All full-time, permanent employees, as defined in the plan document, are eligible to participate in the Plan immediately upon their date of hire. Eligibility for Company match and discretionary contributions requires completion of one year of service. Upon enrollment in the Plan, a participant may direct employer and employee contributions to any combination of various investment options.

Contributions - Each year, participants may contribute up to 100% of annual compensation (salary reduction contributions), on a pre tax or post tax basis, as defined in the plan document. Participants may also contribute amounts representing distributions from other qualified plans (rollover contributions). The Company is required to match 100% of the first 3% of the participant's compensation that a participant contributes to the Plan. Additionally, the Company may make discretionary contributions on behalf of all eligible employees. During 2011 and 2010, the Company made a discretionary contribution in an amount equal to 4% of their annual compensation up to the Social Security taxable wage base and 8% in excess of this base. Contributions are subject to certain limitations.

Participant Accounts - Each participant's account is credited with the participant's salary reduction contributions, rollover contributions and an allocation of the Company's contributions and plan earnings or losses (net of administrative expenses). Allocations are based on the participant's eligible compensation or account balance, as defined in the plan document. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Forfeited Accounts - As of December 31, 2011 and 2010, forfeited nonvested accounts totaled $0 and $18,197, respectively. These accounts can be used to reduce future Company contributions. During the year ended December 31, 2011, employer contributions were reduced by $20,379 from forfeited nonvested accounts.

Participant Loans - Participant loans are not permitted.

Administrative Expenses - The Company has borne substantially all of the Plan's administrative expenses.

1. DESCRIPTION OF PLAN - CONTINUED

Vesting - Participants are immediately vested in their salary reduction and rollover contributions, plus earnings thereon. Company matching contributions and earnings thereon vest in accordance with provisions of the plan document as follows:

Vesting Years of Service	Percentage Vested
1	20%
2	40%
3	60%
4	80%
5	100%

Effective January 1, 2007, a five-year graded vesting schedule took effect on the Company discretionary contributions and earnings thereon. Participants who leave the Plan because of death, normal retirement, or total and permanent disability, as defined in the Plan, are considered 100% vested.

Payment of Benefits - Benefits may be paid to the participant or beneficiary upon death, disability, retirement or termination of employment, as defined in the plan document. The Plan provides for normal retirement at age 65. The total vested portion of a participant's account balance is distributed in the form of a lump-sum payment, installments or partial withdrawal. In-service distributions are allowed if the participant has reached age 59-1/2. Participants experiencing financial hardship may withdraw a portion of their account balance as defined in the plan document.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting - The accompanying financial statements have been prepared on the accrual basis of accounting.

Use of Estimates - The preparation of the financial statements in conformity with accounting principles generally accepted in the United States of America requires the Plan's management to use estimates and assumptions that affect the accompanying financial statements and disclosures. Actual results could differ from these estimates.

Investment Valuation and Income Recognition - The Plan's investments are valued at fair value using quoted market prices. Shares of mutual funds are valued at the net asset value of shares held by the Plan at year end. Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis and dividends are recorded on the ex-dividend date.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - CONTINUED

Investment Valuation and Income Recognition (Continued) - The unallocated insurance contract has imbedded guaranteed investment contracts which are fully benefit responsive. The contract is presented at fair value, which is the amount paid when funds are withdrawn prior to maturity, and is based on current market yield of similar instruments with comparable durations and generally will not be less than the contract's maturity value.

According to generally accepted accounting principles regarding the reporting of fully benefit-responsive investment contracts held by certain investment companies subject to the AICPA Employee Benefit Plans Audit Guide, investment contracts held by a defined contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined-contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The reconciliation of fair value to contract value has been presented on the Statements of Net Assets Available for Benefits as of December 31, 2011 and 2010.

There are no reserves against contract value for credit risk of the contract issuer or otherwise. The average yields and crediting interest rates for the entire fund was approximately 3.45 and 3.35 percent for the years ended December 31, 2011 and 2010, respectively. These rates also approximate the average yield earned by the entire fund adjusted to reflect the actual interest credited to participants. As of May 2011, the accounting for the assets in the Stable Value Option Fund was consolidated with all of the defined benefit plans of the Parent and a single net crediting rate of 3.61 percent was used through December 31, 2011. Beginning in 2012, the crediting rate will be subject to a twice a year rate renewal process. The crediting interest rate is based on a formula agreed upon with the issuer, but may not be less than 3 percent.

The ability of the fund to transact at contract value with the issuer can only be limited by termination of the contract, in which case the market (fair) value would apply. Plan administration believes termination of the contract is not probable.

The issuer is allowed to terminate the contract with the fund and settle at an amount different from contract value at any time if required by federal or state law; or if there are any potential or actual adverse financial effects to the contract resulting from any change(s) in plan provisions, the administrative services of the Plan, or investment options offered by the Plan.

Payment of Benefits - Benefits are recorded when paid.

3. PARTIES-IN-INTEREST

Certain Plan investments are shares of mutual funds managed by the trustee as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions.

4. PLAN TERMINATION

Although it has not expressed any intent to do so, the Company has the right to terminate the Plan at any time subject to the provisions of ERISA. In the event of Plan termination, participants will become 100% vested in their accounts.

5. AMOUNT OWED TO PARTICIPANTS WITHDRAWING FROM THE PLAN

There are no amounts owed to participants who have withdrawn from the Plan as of December 31, 2011 and 2010, that have not been paid and therefore included in net assets available for benefits.

6. FAIR VALUE MEASUREMENTS

The Plan follows generally accepted accounting principles associated with fair value measurements and disclosure. Generally accepted accounting principles define fair value as the price that would be received from selling an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. When determining the fair value measurements for assets and liabilities required to be recorded at fair value, the Plan considers the principal or most advantageous market in which it would transact and considers assumptions that market participants would use when pricing the asset or liability, such as inherent risk, transfer restrictions, and risk of nonperformance.

Generally accepted accounting principles related to fair value disclosure also establish a fair value hierarchy that requires the Plan to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. A financial instrument's categorization within the fair value hierarchy is based upon the lowest of input that is significant to the fair value measurement. The three levels of inputs that may be used to measure fair value are as follows:

Level 1	- quoted prices in active markets for identical assets or liabilities;
Level 2	- inputs other than Level 1 that are observable, either directly or indirectly, such as quoted prices in active markets for similar assets or liabilities, quoted prices for identical or similar assets or liabilities in markets that are not active, or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities ; or
Level 3	- unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

6. FAIR VALUE MEASUREMENTS - CONTINUED

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

The table below presents the balances of assets and liabilities measured at fair value on a recurring basis by level within the hierarchy:

	December 31, 2011			
	Level 1	Level 2	Level 3	Total
Mutual Funds				
International	$ 335,216	$ -	$ -	$ 335,216
Mid-Cap	361,656	-	-	361,656
Growth	753,201	-	-	753,201
Large Cap	1,051,329	-	-	1,051,329
Balanced	1,656,891	-	-	1,656,891
Small Cap	503,831	-	-	503,831
Lifecycle	115,902	-	-	115,902
Stable Value Option	-	-	7,302,867	7,302,867
	$ 4,778,026	$ -	$ 7,302,867	$ 12,080,893

	December 31, 2010			
	Level 1	Level 2	Level 3	Total
Mutual Funds				
International	$ 215,076	$ -	$ -	$ 215,076
Mid-Cap	465,007	-	-	465,007
Growth	744,157	-	-	744,157
Large	1,145,955	-	-	1,145,955
Balanced	1,728,992	-	-	1,728,992
Small Cap	357,792	-	-	357,792
Lifecycle	59,796	-	-	59,796
Stable Value Option	-	-	7,021,395	7,021,395
	$ 4,716,775	$ -	$ 7,021,395	$ 11,738,170

6. FAIR VALUE MEASUREMENTS - CONTINUED

The Plan's valuation methodology used to measure the fair values of mutual funds were derived from quoted market prices as all of these instruments have active markets. The fair value of fully benefit-responsive investment contracts is calculated using a discounted cash flow model which considers recent fee bids as determined by recognized dealers, discount rate and the duration of the underlying portfolio securities.

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

	2011	2010
Balance, beginning of year	$ 7,021,395	$ 5,876,765
Realized gains and earnings	239,483	202,431
Unrealized gains	214,447	119,559
Purchases and contributions	728,594	1,080,081
Sales and issuances	(901,052)	(257,441)
Balance, end of year	$ 7,302,867	$ 7,021,395

7. INVESTMENTS

The plan provides that participants may elect to have their account balances invested among various funds in the custody of ING National Trust. The following presents investments that represent 5 percent or more of the Plan's net assets as of December 31,

	2011	2010
ING Stable Value Option	$ 7,302,867	$ 7,021,395
Pioneer Fund	897,973	996,934
Growth Fund of America	725,638	719,454
American Balanced Fund	1,656,891	1,728,991

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

8. INFORMATION CERTIFIED BY THE TRUSTEE

The plan administrator has elected the method of compliance as permitted by 29 CFR 2520.103-8 of the DOL's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, the trustee, has certified that the following data included in the accompanying financial statements and supplemental schedule is complete and accurate.

The following table presents the fair value of investments held at December 31, 2011 and 2010 and the investment activity for the year ended December 31, 2011.

	2011	2010
Investments	$ 12,080,893	$ 11,738,170

	Year ended December 31, 2011
Net depreciation in fair value of investments	$ (164,027)
Interest and dividends	307,370
	$ 143,343

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

9. TAX STATUS

The Plan adopted a prototype defined contribution plan and trust sponsored by ING, effective June 1, 2000. The Internal Revenue Service has determined and informed ING on March 31, 2008 that the Plan is qualified and tax exempt under the appropriate sections of the Internal Revenue Code ("IRC"). The Plan has been amended since ING received the determination letter. The plan administrator believes that the Plan, as amended, is designed and being operated in compliance with the applicable requirements of the IRC. Therefore, the plan administrator believes that the Plan was qualified and the related trust was tax-exempt at the financial statement date.

9. TAX STATUS - CONTINUED

Generally accepted accounting principles require plan management to evaluate tax positions taken by the plan and recognize a tax liability if the plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS or DOL. The plan administrator has analyzed the tax positions taken by the plan, and has concluded that as of December 31, 2011, there are no uncertain positions taken or expected to be taken that would require recognition of a liability or disclosure in the financial statements. The plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress.

10. CONTRIBUTION RECEIVABLE

During 2012, management determined that due to changes in the manner in which eligible compensation for employee deferrals, employer match and employer profit sharing, certain deferral contributions were not properly calculated during the fiscal year ended December 31, 2011. Management deposited the amounts to the employee's accounts during 2012.

11. RECONCILATION TO FORM 5500

The following is a reconciliation of net assets per the financial statements to the Form 5500 at December 31, 2011:

Net assets per the financial statements	$ 11,748,726
Less: Employer contributions receivable	(1,848)
Net assets per Form 5500	$ 11,746,878

The following is a reconciliation of increase in net assets per the financial statements to the Form 5500 for the year ended December 31, 2011:

Increase in net assets per the financial statements	$ 130,115
Less: Employer contributions receivable	(1,848)
Increase in net assets per the Form 5500	128,267

12. SUBSEQUENT EVENTS

The Company has evaluated subsequent events occurring through August 13, 2012, the date that the financial statements were available to be issued for events requiring recording or disclosure in the Plan's financial statements. During 2012, management determined that certain contributions were not made during the fiscal year 2011 and were subsequently made in 2012. See discussion in Note 10.

CAMBRIDGE BRANDS, INC. RETIREMENT & SAVINGS PLAN

Schedule H, line 4i- SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES

EIN # 36-3909175, Plan # 001

DECEMBER 31, 2011

(a)	(b) Identity of Issue, Borrower, Lessor	(c) Description of Investment	(d) Cost	(e) Current Value
	American Funds	New Perspective Fund	**	$ 108,640
	American Funds	Growth Fund of America	**	725,638
	American Funds	American Balanced Fund	**	1,656,891
	American Funds	EuroPacific Growth Fund	**	226,576
	American Funds	American Mutual Fund	**	66,364
*	ING Life Insurance & Annuity Company	ING Mid Cap Opportunity	**	266,836
*	ING Life Insurance & Annuity Company	ING Stable Value Option	**	7,302,867
*	ING Life Insurance & Annuity Company	ING Solution 2015	**	53,806
*	ING Life Insurance & Annuity Company	ING Solution 2025	**	20,961
*	ING Life Insurance & Annuity Company	ING Solution 2035	**	31,135
*	ING Life Insurance & Annuity Company	ING Solution 2045	**	9,310
*	ING Life Insurance & Annuity Company	ING Solution 2055	**	690
	Columbia Management Investment Advisors	Columbia Mid Cap Value Opportunity Fund	**	94,820
	Pioneer Investments	Pioneer Fund	**	897,973
	Lord Abbett	Small Cap Value Fund	**	503,831
	State Street Global Advisors	SSGA S&P 500 Index Fund	**	57,355
	T. Rowe Price	T. Rowe Price Value Fund	**	29,637
	T. Rowe Price	T. Rowe Price Growth Stock Fund	**	27,563
				12,080,893
	Adjustment from fair value to contract value for fully benefit-responsive investment contract			(334,015)
				$ 11,746,878

* Indicates a party-in-interest

** Not applicable as the plan is participant directed

The above information has been certified by ING National Trust, the trustee, as complete and accurate.

The accompanying notes are an integral part of this schedule.

CAMBRIDGE BRANDS, INC. RETIREMENT & SAVINGS PLAN
EIN # 36-3909175, Plan # 001
Schedule H, line 4a- SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS
DECEMBER 31, 2011

Plan Year	Participant Contributions Transferred Late to Plan: Check here if late participant loan repayments are included: ☐	Total that Constitute Nonexempt Prohibited Transactions: Contributions Not Corrected (a)	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	Total Fully Corrected Under VFCP and PTE 2002-51
2011	$ 811	$ 811	$ -	$ -	$ -

(a) Untimely contribution amounts were deposited into employee accounts during 2012.

The accompanying notes are an integral part of this schedule.