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
TWINING LABORATORIES RETIREMENT SAVINGS PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 11/01/1986

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

TWINING , INC. DBA TWINING LABORATORIES OF SOUTHERN CALIFORNIA

2883 SPRING STREET, SUITE 300
LONG BEACH, CA 90806

2b Employer Identification Number (EIN)
95-2040084

2c Sponsor's telephone number
562-426-3355

2d Business code (see instructions)
541380

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.	10/05/2012	EDWARD TWINING, JR.
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/05/2012	EDWARD TWINING, JR.
	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")
TWINING , INC. DBA TWINING LABORATORIES OF SOUTHERN CALIFORNIA

2883 SPRING STREET, SUITE 300
LONG BEACH, CA 90806

3b Administrator's EIN
95-2040084

3c Administrator's telephone number
562-426-3355

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**	107
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**	86
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	17
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	103
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	103
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	103
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 3F 2G 2J 2K 3H 2F

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
TWINING LABORATORIES RETIREMENT SAVINGS PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
TWINING , INC. DBA TWINING LABORATORIES OF SOUTHERN CALIFORNIA

D Employer Identification Number (EIN)
95-2040084

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 AND 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	80837	876384	1031613	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
16137	209

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

LPL FINANCIAL CORPORATION
9785 TOWNE CENTRE DRIVE
SAN DIEGO, CA 92121

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
16137	209	MARKET OVERRIDE	3

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

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

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

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

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

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

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

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

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

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

(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	1000601
5	Current value of plan's interest under this contract in separate accounts at year end	5	2128348

6 Contracts With Allocated Funds:

a State the basis of premium rates ▶ NOT APPLICABLE

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 ▶ PENSION PLAN FUNDING

b	Balance at the end of the previous year			7b	0
c	Additions: (1) Contributions deposited during the year	7c(1)	87489		
	(2) Dividends and credits	7c(2)	0		
	(3) Interest credited during the year	7c(3)	16419		
	(4) Transferred from separate account	7c(4)	123269		
	(5) Other (specify below)	7c(5)	786659		
	▶ TRANSFER ASSETS				
	(6) Total additions			7c(6)	1013836
d	Total of balance and additions (add **b** and **c(6)**).			7d	1013836
e	Deductions:				
	(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	10818		
	(2) Administration charge made by carrier	7e(2)	233		
	(3) Transferred to separate account	7e(3)	0		
	(4) Other (specify below)	7e(4)	2184		
	▶ LOAN DISBURSEMENTS, ASSET TRANSFERS				
	(5) Total deductions			7e(5)	13235
f	Balance at the end of the current year (subtract **e(5)** from **d**)			7f	1000601

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
TWINING LABORATORIES RETIREMENT SAVINGS PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
TWINING , INC. DBA TWINING LABORATORIES OF SOUTHERN CALIFORNIA

D Employer Identification Number (EIN)
95-2040084

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

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 COMP

PO BOX 990067
HANFORD, CT 06199-0067

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?
66 60 64 65	SERVICE PROVIDER	0	Yes [X] No [ ]	Yes [X] No [ ]	17499	Yes [ ] No [X]

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

B&B BENEFITS ADMINISTRATION, INC.

100 OCEANGATE
SUITE 401
LONG BEACH, CA 90802

33-0346537

(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?
13 14 15		746000	Yes [ ] No [X]	Yes [ ] No [X]		Yes [ ] No [X]

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

ING MUTUAL FUNDS

PO BOX 990067
HARTFORD, CT 06199-0067

95-4516049

(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 63 52	INVMT PRODUCT PROVIDER	0	Yes [X] No [ ]	Yes [ ] No [X]	6408	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)

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

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

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

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

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

Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

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

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

OMB No. 1210-0110

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
TWINING LABORATORIES RETIREMENT SAVINGS PLAN

B Three-digit plan number (PN) ▶ 001

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
TWINING , INC. DBA TWINING LABORATORIES OF SOUTHERN CALIFORNIA

D Employer Identification Number (EIN)
95-2040084

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: AMERICAN CENTURY MID CAP VALUE

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

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)
71-0294708-000	P	41659

a Name of MTIA, CCT, PSA, or 103-12 IE: ING BALANCED PORTFOLIO

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

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)
71-0294708-000	P	34311

a Name of MTIA, CCT, PSA, or 103-12 IE: ING FIDELITY CONTRFUND

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

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)
71-0294708-000	P	244957

a Name of MTIA, CCT, PSA, or 103-12 IE: ING FIXED ACCOUNT

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

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)
71-0294708-000	P	1000601

a Name of MTIA, CCT, PSA, or 103-12 IE: ING FMR DIVERSIFIED MID CAP

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

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)
71-0294708-000	P	186540

a Name of MTIA, CCT, PSA, or 103-12 IE: ING LARGE CAP GROWTH

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

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)
71-0294708-000	P	110662

a Name of MTIA, CCT, PSA, or 103-12 IE: ING MONEY MARKET FUND

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

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)
71-0294708-000	P	527

a Name of MTIA, CCT, PSA, or 103-12 IE: ING RUSSELL MID CAP		
b Name of sponsor of entity listed in (a): ING LIFE INSURANCE & ANNUITY		
c EIN-PN 71-0294708-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 24522
a Name of MTIA, CCT, PSA, or 103-12 IE: ING SOLUTION AGGRESSIVE		
b Name of sponsor of entity listed in (a): ING LIFE INSURANCE & ANNUITY		
c EIN-PN 71-0294708-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 21992
a Name of MTIA, CCT, PSA, or 103-12 IE: ING SOLUTION CONSERVATIVE		
b Name of sponsor of entity listed in (a): ING LIFE INSURANCE & ANNUITY		
c EIN-PN 71-0294708-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 986
a Name of MTIA, CCT, PSA, or 103-12 IE: ING SOLUTION GROWTH		
b Name of sponsor of entity listed in (a): ING LIFE INSURANCE & ANNUITY		
c EIN-PN 71-0294708-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 4999
a Name of MTIA, CCT, PSA, or 103-12 IE: ING SOLUTION MODERATE		
b Name of sponsor of entity listed in (a): ING LIFE INSURANCE & ANNUITY		
c EIN-PN 71-0294708-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 5315
a Name of MTIA, CCT, PSA, or 103-12 IE: ING US STOCK INDEX		
b Name of sponsor of entity listed in (a): ING LIFE INSURANCE & ANNUITY		
c EIN-PN 71-0294708-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 144777
a Name of MTIA, CCT, PSA, or 103-12 IE: LORD ABBETT AFFILIATED FUND		
b Name of sponsor of entity listed in (a): ING LIFE INSURANCE & ANNUITY		
c EIN-PN 71-0294708-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 47961
a Name of MTIA, CCT, PSA, or 103-12 IE: LORD ABBETT DEVELOPING GROWTH FUND		
b Name of sponsor of entity listed in (a): ING LIFE INSURANCE & ANNUITY		
c EIN-PN 71-0294708-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 103005
a Name of MTIA, CCT, PSA, or 103-12 IE: MORGAN STANLEY INSTITUTIONAL FUND		
b Name of sponsor of entity listed in (a): ING LIFE INSURANCE & ANNUITY		
c EIN-PN 71-0294708-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 105457
a Name of MTIA, CCT, PSA, or 103-12 IE: NEUBERGER BERMAN GENESIS FUND		
b Name of sponsor of entity listed in (a): ING LIFE INSURANCE & ANNUITY		
c EIN-PN 71-0294708-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 175531

a Name of MTIA, CCT, PSA, or 103-12 IE: T ROWE PRICE RETIREMENT 2040

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

c EIN-PN 71-0294708-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 107867

a Name of MTIA, CCT, PSA, or 103-12 IE: T ROWE PRICE RETIREMENT 2045

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

c EIN-PN 71-0294708-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 9317

a Name of MTIA, CCT, PSA, or 103-12 IE: T ROWE PRICE RETIREMENT 2050

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

c EIN-PN 71-0294708-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 3292

a Name of MTIA, CCT, PSA, or 103-12 IE: T ROWE PRICE RETIREMENT 2055

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

c EIN-PN 71-0294708-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 7524

a Name of MTIA, CCT, PSA, or 103-12 IE: THORNBURG INTERNATIONAL VALUE

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

c EIN-PN 71-0294708-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 166178

a Name of MTIA, CCT, PSA, or 103-12 IE: PIMCO TOTAL RETURN

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

c EIN-PN 71-0294708-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 114698

a Name of MTIA, CCT, PSA, or 103-12 IE: PIONEER STRATEGIC

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

c EIN-PN 71-0294708-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 163663

a Name of MTIA, CCT, PSA, or 103-12 IE: T ROWE PRICE BLUE CHIP

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

c EIN-PN 71-0294708-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 253205

a Name of MTIA, CCT, PSA, or 103-12 IE: T ROWE PRICE RETIREMENT 2005

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

c EIN-PN 71-0294708-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 373

a Name of MTIA, CCT, PSA, or 103-12 IE: T ROWE PRICE RETIREMENT 2010

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

c EIN-PN 71-0294708-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 6352

a Name of MTIA, CCT, PSA, or 103-12 IE: T ROWE PRICE RETIREMENT 2015

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

c EIN-PN 71-0294708-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 4435

a Name of MTIA, CCT, PSA, or 103-12 IE: T ROWE PRICE RETIREMENT 2020

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

c EIN-PN 71-0294708-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 30729

a Name of MTIA, CCT, PSA, or 103-12 IE: T ROWE PRICE RETIREMENT 2025

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

c EIN-PN 71-0294708-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 4290

a Name of MTIA, CCT, PSA, or 103-12 IE: T ROWE PRICE RETIREMENT 2030

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

c EIN-PN 71-0294708-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 2567

a Name of MTIA, CCT, PSA, or 103-12 IE: T ROWE PRICE RETIREMENT 2035

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

c EIN-PN 71-0294708-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 654

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
TWINING LABORATORIES RETIREMENT SAVINGS PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
TWINING , INC. DBA TWINING LABORATORIES OF SOUTHERN CALIFORNIA

D Employer Identification Number (EIN)
95-2040084

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)	46047	56210
(2) Participant contributions	1b(2)	4522	3548
(3) Other	1b(3)	0	
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	0	
(2) U.S. Government securities	1c(2)	0	
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	0	
(B) All other	1c(3)(B)	0	
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	0	
(B) Common	1c(4)(B)	0	
(5) Partnership/joint venture interests	1c(5)	0	
(6) Real estate (other than employer real property)	1c(6)	0	
(7) Loans (other than to participants)	1c(7)	0	
(8) Participant loans	1c(8)	64412	58758
(9) Value of interest in common/collective trusts	1c(9)	0	
(10) Value of interest in pooled separate accounts	1c(10)	2614540	2128348
(11) Value of interest in master trust investment accounts	1c(11)	0	
(12) Value of interest in 103-12 investment entities	1c(12)	0	
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	0	
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)	160219	1000601
(15) Other	1c(15)	0	

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(1) Employer securities	1d(1)	0	
	(2) Employer real property	1d(2)	0	
e	Buildings and other property used in plan operation	1e	0	
f	Total assets (add all amounts in lines 1a through 1e)	1f	2889740	3247465
	Liabilities			
g	Benefit claims payable	1g	0	
h	Operating payables	1h	0	
i	Acquisition indebtedness	1i	0	
j	Other liabilities	1j	0	
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	2889740	3247465

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)	56209	
	(B) Participants	2a(1)(B)	388398	
	(C) Others (including rollovers)	2a(1)(C)	15229	
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		459836
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)	3144	
	(F) Other	2b(1)(F)		
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		3144
	(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
	(B) Common stock	2b(2)(B)		
	(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		0
	(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)		-38082
(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)		
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		424898
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	59167	
(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)		59167
f Corrective distributions (see instructions)	2f		1573
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		4283
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)	2150	
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		2150
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		67173
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		357725
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: TALLEY & COMPANY (2) EIN: 33-0689542

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

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

Part IV Compliance Questions

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

During the plan year:

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

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

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

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

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).

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

OMB No. 1210-0110

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
TWINING LABORATORIES RETIREMENT SAVINGS PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
TWINING , INC. DBA TWINING LABORATORIES OF SOUTHERN CALIFORNIA

D Employer Identification Number (EIN)
95-2040084

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): 31-0472910

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):

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September 25, 2012

Mr. Rob Frasier
Twining Laboratories of Southern California, Inc.
2883 E Spring Street, 3rd Floor
Long Beach, California 90806

Dear Rob:

Enclosed are two copies of the report and financial statements for the Twining Laboratories Retirement Savings Plan for the years ended December 31, 2011 and 2010. We have emailed you a PDF of the report and financial statements to be attached to the Form 5500 "Annual Return/Report of Employee Benefit Plan" for the year ended December 31, 2011 and transmitted to EFAST2 on or before **October 15, 2012.** The remaining copies are for your records.

Please call me if you have any questions or need additional copies.

Sincerely,

Talley & Company
An Accountancy Corporation

Tom

Thomas Champieux

Enclosures

TWINING LABORATORIES
RETIREMENT SAVINGS PLAN

Report, Financial Statements
and Supplemental Information

December 31, 2011 and 2010

TWINING LABORATORIES
RETIREMENT SAVINGS PLAN

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REPORT OF INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS

Administrative Committee and
Participants of the Twining Laboratories
Retirement Savings Plan

We were engaged to audit the financial statements of Twining Laboratories Retirement Savings Plan (the "Plan") as of December 31, 2011 and 2010, and for the years then ended, and the supplemental schedules as of and for the years ended December 31, 2011 and 2010, as listed in the accompanying index. These financial statements and supplemental 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 5, which was certified by Union Central Life Insurance Company, the custodian of the Plan for the period from January 1, 2011 through January 7, 2011 and certified by ING Life Insurance Company, the custodian of the Plan for the period from January 8, 2011 through December 31, 2011, except for comparing the information with the related information included in the financial statements and supplemental schedules. We have been informed by the plan administrator that the custodian holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the custodians as of and for the years ended December 31, 2011 and 2010, that the information provided to the plan administrator by the custodians is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and 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 are 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 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.

Talley + Company
An Accountancy Corporation

Orange, California
September 21, 2012

TWINING LABORATORIES RETIREMENT SAVINGS PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

DECEMBER 31,

ASSETS

	2011	2010
Investments:		
Pooled separate accounts	$ 2,128,348	$ 2,614,540
Guaranteed investment contract	1,000,601	162,469
Total investments	3,128,949	2,777,009
Receivables:		
Employer's contribution	56,210	46,047
Participants' contribution	3,549	4,522
Notes receivable from participants	58,759	64,412
	118,518	114,981
Total assets	3,247,467	2,891,990

LIABILITIES

Excess contributions payable - total liabilities	11,646	-
Net assets reflecting all benefits at fair value	3,235,821	2,891,990
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	-	(2,250)
Net assets available for benefits	$ 3,235,821	$ 2,889,740

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

TWINING LABORATORIES RETIREMENT SAVINGS PLAN

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

YEARS ENDED DECEMBER 31,

	2011	2010
Additions to net assets attributed to:		
Contributions:		
Participants	$ 388,398	$ 344,260
Company	56,210	46,047
Rollovers	15,229	758
	459,837	391,065
Investment income:		
Net appreciation in fair value of investments	-	278,391
Interest and other income	3,144	6,409
	3,144	284,800
Total additions	462,981	675,865
Deductions from net assets attributed to:		
Net depreciation in fair value of investments	38,081	-
Benefits paid directly to participants	59,167	498,422
Excess contributions	13,219	-
Deemed distribution of notes receivable from participants	-	1,969
Administrative expenses	6,433	1,750
Total deductions	116,900	502,141
Net increase in net assets	346,081	173,724
Net assets available for benefits at:		
Beginning of year	2,889,740	2,716,016
End of year	$ 3,235,821	$ 2,889,740

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

NOTE 1 – GENERAL DESCRIPTION OF THE PLAN

The following description of the Twining Laboratories Retirement Savings Plan (the "Plan") provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provision.

1. **General.** The Plan is a salary reduction plan covering all employees of the Company who have completed six-months of service. It is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"). Pursuant to a collective bargaining agreement effective June 22, 1998, Twining Laboratories' union personnel no longer make salary deferrals to the 401(k) Plan. Amounts previously contributed by union personnel will be maintained by the Plan until withdrawn by the employee.

   On October 15, 2003, the Plan was amended and restated for GUST, the final regulations for Minimum Required Distributions, and the interim EGTRAA amendments.

   Effective January 1, 2009, the Plan was amended and restated to adopt a prototype plan offered by the Plan's third-party administrator. The adoption did not change the eligibility requirements or investment options.

2. **Contributions.** Each year, participants may contribute up to 90% of pretax annual compensation, as defined in the Plan. The Company may contribute a discretionary matching contribution equal to a percentage, to be determined by the employer, of the participant's salary reduction. The Company made a discretionary matching contribution equal to 15% of the employee salary contributions for the years ended December 31, 2011 and 2010.

   The Company may contribute a discretionary profit sharing contribution to be determined by the employer. The Company did not make any discretionary profit sharing contributions for the years ended December 31, 2011 and 2010.

3. **Participants accounts.** Separate accounts are maintained for each participant in the Plan. Allocations of matching contributions are based on a percentage of the participants' elective deferral amounts. Allocation of the profit sharing contribution to each participant is based on the relationship that the participant's total eligible compensation bears to the total eligible compensation paid to all participants for such plan year. Each participant's account is credited with the participant's contribution and allocation of the Company's contributions, and Plan earnings.

4. **Vesting.** Participants are immediately vested in their contributions plus related earnings. Vesting in the Company's matching and discretionary contribution portions of their accounts, plus related earnings, is based on years of continuous service. Company matching and profit sharing contributions vest 33% after two years, 67% after three years, and 100% after four years of credited service. Participants also become fully vested upon reaching age 65, in the event of death or upon suffering a permanent disability while employed with the Company.

NOTE 1 – GENERAL DESCIPTION OF THE PLAN – (Continued)

5. **Investment options.** Participants may choose among various investment funds in which their contributions are to be invested. All of the Plan's investment options are participant directed.

6. **Participants loans.** Participants may borrow from their fund accounts a minimum of $1,000 up to a maximum equal to the lesser of $50,000 or 50% of their vested account balance. Loan terms range from one to five years or a reasonable period of time for the purchase of a primary residence. The loans are secured by the balance in the participant's account and bear interest at a rate commensurate with local prevailing rates as determined quarterly by the Plan administrator. If more security is required, the participant's primary residence may be used. Principal and interest are paid ratably through weekly payroll deductions. As of December 31, 2011 and 2010, the interest rates on participant loans ranged from 4.75% to 6.5% and 4.75% to 9.75%, respectively. There were no defaulted participant loans as of December 31, 2011 and 2010.

7. **Payment of benefits.** On termination of service due to death, disability or retirement, a participant may elect to receive either a lump-sum amount or an annuity equal to the value of the participant's vested interest in his or her account. For termination of service due to other reasons, a participant may receive the value of the vested interest in his or her account as a lump-sum distribution or a direct rollover. Terminated employees with account balances greater than $5,000 may elect to keep their vested account balances in the Plan after termination. As of December 31, 2011 and 2010, net assets included vested account balances of terminated employees totaling $244,981 and $259,957, respectively.

8. **Forfeited accounts.** Participants forfeit the unvested portion of their accounts upon receipt of distribution of the vested account balance. Forfeitures may be used to, first, reduce administrative expenses and, then, employer contributions. As of December 31, 2011 and 2010 forfeited non-vested accounts available to offset future employer contributions totaled $7,445 and $6,788, respectively. Forfeited funds totaling $35,802 were used to offset employer contributions for the year ended December 31, 2010. No forfeited funds were used to offset administrative expenses and employer contributions for the year ended December 31, 2011.

9. **Plan Administration.** B&B Benefits Administration, Inc. serves as third-party administrator. Union Central Life Insurance ("Union Central") served as custodian from January 1, 2010 through January 7, 2011 and ING Life Insurance and Annuity Company ("ING") serves as custodian, effective January 8, 2011. The Company provides accounting and administrative services to the Plan at no cost and pays contract administration fees and asset management fees. Administrative expenses, which amounted to $18,410 and $12,000, were paid by the Company for the years ended December 31, 2011 and 2010, respectively. Administrative expenses paid by the Plan were $6,433 and $1,750 for the years ended December 31, 2011 and 2010, respectively.

NOTE 1 – GENERAL DESCIPTION OF THE PLAN – (Continued)

10. **Plan Termination.** The Company anticipates and believes that the Plan will continue without interruption but reserves the right to terminate the Plan in whole or in part at any time. In the event of termination of the Plan, each participant would become fully vested to the extent of the balance in their account, and all accumulated plan benefits would be disbursed to the participants.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Use of Estimates

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

Basis of Accounting

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

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

The Statement of Changes in Net Assets Available for Benefits is prepared on a contract value basis.

Notes Receivable from Participants

Loans to participants are reported at their unpaid principal balances plus any accrued but unpaid interest.

Investment Valuation and Income Recognition

The guaranteed investment contract is valued at fair value. Contract value represents contributions made by participants, plus interest at the contract rates, less withdrawals or transfers by participants. Fair value reflects the relationship between credited rates earned by the funds and current market rates.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – (Continued)

Investment Valuation and Income Recognition (Continued)

Investments in pooled separate accounts are valued at estimated fair value as reported by ING and Union Central as of December 31, 2011 and 2010, respectively, as determined by the quoted market prices of the underlying investments. Investment income is recorded when earned.

Net appreciation (depreciation) in the fair value of investments consists of both realized and unrealized gains and losses. Realized gains and losses are measured as the difference between the historical cost of investments sold or redeemed during the year and the proceeds received from their sale or redemption. Unrealized gains and losses are measured as the difference between cost and fair value at the beginning of the period and at the end of the period. Investment transactions are accounted for on a trade date basis.

Payment of Benefits

Benefits are recorded when paid.

Subsequent Events

Subsequent events have been evaluated by the Company's management through September 21, 2012, the date these financial statements were available to be issued. No additional material subsequent events have occurred since December 31, 2011 that required recognition or disclosure in the current period financial statements.

NOTE 3 – INVESTMENTS IN INSURANCE CONTRACT

Guaranteed Investment Contract

The Plan had a benefit-responsive investment contract with Union Central from January 1, 2010 through January 7, 2011 and with ING January 8, 2011 through December 31, 2011. The custodians maintain the contributions in a general account. The account is credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses. The contract is included in the financial statements at fair value as reported to the Plan by ING and Union Central. Contract value represents contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses. Fair value reflects the relationship between credited rates earned by the funds and current market rates. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value.

NOTE 3 – INVESTMENTS IN INSURANCE CONTRACT – (Continued)

Guaranteed Investment Contract (Continued)

There were no reserves against contract value for credit risk of the contract issuer or otherwise. The interest rates range from 1.8% to 2% in 2011 and 2.77% to 3.26% in 2010. The crediting interest rate is based on a formula agreed upon with the issuer. Such interest rates are reviewed on a quarterly basis for resetting.

	Investments at Fair Value	Adjustment to Contract Value
Union Central Deposit Account		
December 31, 2010	$ 162,469	($ 2,250)
ING Fixed Account		
December 31, 2011	$ 1,000,601	$ -

Pooled Separate Accounts

The Plan's assets with Union Central January 1, 2010 through January 7, 2011 and with ING January 8, 2011 through December 31, 2011, were in an Allocated Group Annuity Contract with ING and Union Central. The Plan has investments in pooled separate accounts. The accounts are credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses. Pooled separate accounts are reported at estimated fair value as determined by ING and Union Central, based on the quoted market prices of the funds' underlying investments.

NOTE 4 – INVESTMENTS

The following presents investments that represent 5 percent or more of the Plan's net assets as of December 31,:

Pooled separate accounts:

	2011	2010
Neuberger Berman Genesis Fund	$ 175,531	$ 155,611
ING FMR SM Diversified Mid Cap Portfolio	186,540	-
Pioneer Strategic Income Funds – Class Y Shares	163,663	-
Thornburg International Value Fund – Class R3	166,178	-
T. Rowe Blue Chip Growth	253,205	-
Fidelity Contrfund	244,957	-
Neuberger Berman Guardian Fund	-	211,259
Calvert VP Barclays Capital Aggregate Bond Index	-	175,642
Calvert Cash Reserves Institutional Prime, Class 1	-	623,102
Invesco Dynamics	$ -	$ 169,958

NOTE 4 – INVESTMENTS (Continued)

Guaranteed investment contract:

	2011	2010
ING Fixed Account	$ 1,000,601	$ -
Union Central Deposit account	$ -	$ 160,219

The Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) depreciated in value by $38,081 and appreciated in value by $278,391 during 2011 and 2010, respectively, as follows:

	2011	2010
Pooled separate accounts	($ 54,599)	$ 274,108
ING Fixed Account	16,419	-
Union Central Deposit account	99	4,283
	($ 38,081)	$ 278,391

NOTE 5 – SUMMARY OF FINANCIAL DATA CERTIFIED BY THE CUSTODIANS OF PLAN ASSETS

The following financial data was certified by the Custodians of Plan Assets of the Plan for the years ended December 31, 2011 and 2010 in accordance with Section 2520.103-5 of the Department of Labor Rules and Regulations for Reporting and Disclosure under ERISA.

Statements of net assets available for benefits

	2011	2010
Investments in:		
Pooled separate accounts	$ 2,128,348	$ 2,614,540
Guaranteed investment contract	1,000,601	160,219
Notes receivable from participants	-	64,412
Net assets available for benefits	$ 3,128,949	$ 2,839,171

NOTE 5 – SUMMARY OF FINANCIAL DATA CERTIFIED BY THE CUSTODIANS OF PLAN ASSETS – (Continued)

Statements of changes in net assets available for benefits

	2011	2010
Additions to net assets:		
Contributions:		
Participants	$ 390,005	$ 363,357
Employer	46,047	14,695
Rollovers	15,631	758
Investment income:		
Net appreciation in fair value of assets	-	278,663
Takeover loans	-	87,597
Loan principal and interest repayment	29,503	147,868
Interest income	-	6,527
Total additions	481,186	899,465
Deductions from net assets:		
Net depreciation in fair value of assets	39,455	-
Transfers out	-	156,990
Benefits paid directly to participants	58,851	499,526
Excess contributions refund	1,573	865
Administrative expenses	2,150	2,015
Loans originated	25,268	78,700
Total deductions	127,297	738,096
Net increase	353,889	162,369
Net assets available for benefits:		
Beginning of year	2,839,170	2,677,801
Less loans not certified	(64,110)	-
End of year	$ 3,128,949	$ 2,839,170

NOTE 6 – FEDERAL INCOME TAX STATUS

Effective January 1, 2009, the Plan was amended and restated to adopt a prototype plan offered by the Plan's third-party administrator. The Plan has not applied for a determination letter from the Internal Revenue Service. However, the Plan Administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code. Therefore, no provision for income taxes has been included in the Plan's financial statements.

NOTE 7 – PARTY-IN-INTEREST TRANSACTIONS

Certain Plan investments are units of participation in pooled separate accounts managed by ING and Union Central. ING and Union Central, as of December 31, 2011 and 2010, respectively, are the custodians as defined by the Plan, and therefore, these transactions qualify as party-in-interest transactions.

There were no party-in-interest transactions that are prohibited by the Employee Retirement Income Security Act of 1974 Section 406 and for which no statutory or administrative exemption exists.

NOTE 8 – FAIR VALUE MEASUREMENT

The Plan's investments are reported at fair value in the accompanying statement of net assets available for benefit. The methods used to measure fair value may produce an amount that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

Guidance included in ASC 820-10 "*Fair Value Measurements and Disclosures*" provides a framework for measuring fair value and establishes a fair value hierarchy that prioritizes the inputs used to measure fair value, giving the highest priority to unadjusted quoted prices in active markets for identical assets (Level 1 inputs) and the lowest priority to unobservable inputs (Level 3 inputs).

Level 1 – The fair value of pooled separate accounts is based on quoted market prices of the underlying investments at year-end.

Level 2 – The fair value of the guaranteed investment contract is determined by discounting the related cash flows based on current yield. The current yield and future cash flows are directly observable inputs, and consequently, guaranteed investment contract fair values are considered Level 2.

NOTE 8 – FAIR VALUE MEASUREMENT – (Continued)

The following is a summary of the inputs used as of December 31, 2011 in valuing the Plan's investments:

	Level 1	Level 2	Fair Value Measurements
Pooled separate accounts	$ 2,128,348	$ -	$ 2,128,348
Guaranteed investment contract	$ -	$ 1,000,601	$ 1,000,601

The following is a summary of the inputs used as of December 31, 2010 in valuing the Plan's investments:

	Level 1	Level 2	Fair Value Measurements
Pooled separate accounts	$ 2,614,540	$ -	$ 2,614,540
Guaranteed investment contract	$ -	$ 162,469	$ 162,469

NOTE 9 – RISKS AND UNCERTAINTIES

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

SUPPLEMENTAL INFORMATION

TWINING LABORATORIES RETIREMENT SAVINGS PLAN

SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
EIN: 95-2040084
PLAN # 001

DECEMBER 31, 2011

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value	(d) Cost	(e) Current value
	Pooled separate accounts:			
*	ING	T Rowe 2020	***	$ 30,729
*	ING**	Neuberger Berman Genesis	***	175,531
*	ING	T Rowe 2040	***	107,867
*	ING**	T Rowe Blue Chip Growth	***	253,205
*	ING	T Rowe 2030	***	2,567
*	ING	T Rowe 2010	***	6,352
*	ING	American Century Mid Cap Value	***	41,659
*	ING	Balanced Portfolio	***	34,312
*	ING**	Fidelity Contrfund	***	244,957
*	ING**	FMR Diversified Mid Cap	***	186,540
*	ING**	Thornburg International Value	***	166,178
*	ING**	Pioneer Strategic	***	163,663
*	ING	Large Cap Growth	***	110,662
*	ING	Money Market Fund	***	527
*	ING	Russel Mid Cap	***	24,522
*	ING	Solution Aggressive	***	21,992
*	ING	Solution Conservative	***	$ 986

* *Party-in-interest.*

** *Represents investments greater than 5% of the Plan's net assets.*

*** *Historical cost information is not required for participant directed investment funds.*

TWINING LABORATORIES RETIREMENT SAVINGS PLAN

SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
EIN: 95-2040084
PLAN # 001

DECEMBER 31, 2011

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value	(d) Cost	(e) Current value
	Pooled separate accounts:			
*	ING	ING Solution Growth	***	$ 4,999
*	ING	ING Solution Moderate	***	5,315
*	ING	ING US Stock Index	***	144,777
*	ING	Lord Abbett Affiliated Fund	***	47,962
*	ING	Lord Abbett Developing Growth Fund	***	103,005
*	ING	Morgan Stanley Institutional Fund	***	105,457
*	ING	T Rowe Price Retirement 2045	***	9,318
*	ING	T Rowe Price Retirement 2050	***	3,292
*	ING	T Rowe Price Retirement 2055	***	7,524
*	ING	PIMCO Total Ret	***	114,698
*	ING	T Rowe Price Retirement 2005	***	373
*	ING	T Rowe Price Retirement 2015	***	4,435
*	ING	T Rowe Price Retirement 2025	***	4,290
*	ING	T Rowe Price Retirement 2035	***	654
				$ 2,128,348

** Party-in-interest.*

**** Historical cost information is not required for participant directed investment funds.*

TWINING LABORATORIES RETIREMENT SAVINGS PLAN

SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
EIN: 95-2040084
PLAN # 001

DECEMBER 31, 2011

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value	(d) Cost	(e) Current value
	Guaranteed investment contract:			
*	ING **	Deposit account, guaranteed rate of return ranging from 1.8% to 2%	***	$ 1,000,601
	Participant loans:	Loans to participants with maturity dates ranging from 1 to 5 years and interest rates of 4.75% to 6.5%	$ 0	58,759
				$ 3,187,708

* *Party-in-interest.*

** *Represents investments greater than 5% of the Plan's net assets.*

*** *Historical cost information is not required for participant directed investment funds.*

TWINING LABORATORIES RETIREMENT SAVINGS PLAN

SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (ACQUIRED AND DISPOSED OF WITHIN YEAR)
EIN: 95-2040084
PLAN # 001

DECEMBER 31, 2011

(a) Identity of issue, borrower, lessor, or similar party	(b) Description of investment including maturity date, rate of interest, collateral, par or maturity value	(c) Costs of acquisitions	(d) Proceeds of dispositions
Participant loans	Loans to participants with maturity dates ranging from 1 to 5 years and interest rates from 4.75% to 6.5%	$ 0	$ 0

TWINING LABORATORIES RETIREMENT SAVINGS PLAN

SCHEDULE H, LINE 4a - SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS
EIN: 95-2040084
PLAN # 001

DECEMBER 31, 2010

Participant Contributions Transferred Late to Plan	Total that Constitute Nonexempt Prohibited Transactions			Total Fully Corrected Under VFCP and PTE 2002-51
	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	
Check here if late Participant Loan Repayments are included: ☑	$ -	$ 80,024	$ -	$ 80,024
Check here if late Participant Loan Repayments are included: ☑	$ -	$ 335,520	$ -	$ 335,520
Check here if late Participant Loan Repayments are included: ☑	$ -	$ 232,290	$ -	$ 232,290
Check here if late Participant Loan Repayments are included: ☐	$ -	$ 210	$ 210	$ 420

5500 Electronic Filing Authorization

Plan Name: Twining Laboratories Retirement Savings Plan
EIN/PN: 95-2040084/001
Plan Year: 01/01/2011 - 12/31/2011

I hereby authorize B&B Benefits Administration, Inc. % Carolyn Brewer to electronically file the above return with the US Department of Labor's Electronic Filing Acceptance System (EFAST).

I have signed Form 5500 for this return and understand a scanned copy of this return bearing my manual signature will be included in the electronic filing and posted on the US Department of Labor's internet site for public disclosure.

Plan Administrator

(sign)

10.1.12

(date)

Plan Sponsor

(sign)

10.1.12

(date)

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 the 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
Twining Laboratories Retirement Savings Plan

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 11/01/1986

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

Twining , Inc. dba Twining Laboratories of Southern California

2883 Spring Street, Suite 300

US Long Beach CA 90806

2b Employer Identification Number (EIN) 95-2040084

2c Sponsor's telephone number (562) 426-3355

2d Business code (see instructions) 541380

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		10.1.12	EDWARD TWINING, JR.
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE		10.1.12	EDWARD TWINING , JR.
	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

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

Application for Extension of Time To File Certain Employee Plan Returns

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

OMB No. 1545-0212

File With IRS Only

Part I Identification

A Name of filer, plan administrator, or plan sponsor (see instructions)
Twining , Inc. dba

Number, street, and room or suite no. (If a P.O. box, see instructions)
2883 Spring Street, Suite 300

City or town, state, and ZIP code
Long Beach CA 90806

B Filer's identifying number (see instructions)
Employer identification number (EIN)
95-2040084
Social security number (SSN) (see instructions)

C

	Plan name	Plan number	Plan year ending-- MM	DD	YYYY
1	Twining Laboratories Retirement Savings Plan	001	12	31	2011
2					
3					

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

1 I request an extension of time until 10 / 15 / 2012 to file Form 5500 series (see instructions).
Note. A signature IS NOT required if you are requesting an extension to file Form 5500 series.

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

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

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

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

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

b Enter the payment amount attached . . . . . ► b

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

4 **State in detail why you need the extension:**

Under penalties of perjury, I declare that to the best of my knowledge and belief, the statements made on this form are true, correct, and complete, and that I am authorized to prepare this application.

Signature ► **Date** ►

TALLEY & COMPANY
AN ACCOUNTANCY CORPORATION

ADVICE. SOLUTIONS. RESULTS.

600 CITY PARKWAY WEST | SUITE 650 | ORANGE, CALIFORNIA 92868 | 714.867.2200 | 714.867.2201 (F)

September 25, 2012

Mr. Rob Frasier
Twining Laboratories of Southern California, Inc.
2883 E Spring Street, 3rd Floor
Long Beach, California 90806

Dear Rob:

Enclosed are two copies of the report and financial statements for the Twining Laboratories Retirement Savings Plan for the years ended December 31, 2011 and 2010. We have emailed you a PDF of the report and financial statements to be attached to the Form 5500 "Annual Return/Report of Employee Benefit Plan" for the year ended December 31, 2011 and transmitted to EFAST2 on or before **October 15, 2012.** The remaining copies are for your records.

Please call me if you have any questions or need additional copies.

Sincerely,

Talley & Company
An Accountancy Corporation

Tom

Thomas Champieux

Enclosures

TWINING LABORATORIES
RETIREMENT SAVINGS PLAN

Report, Financial Statements
and Supplemental Information

December 31, 2011 and 2010

TWINING LABORATORIES
RETIREMENT SAVINGS PLAN

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REPORT OF INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS

Administrative Committee and
Participants of the Twining Laboratories
Retirement Savings Plan

We were engaged to audit the financial statements of Twining Laboratories Retirement Savings Plan (the "Plan") as of December 31, 2011 and 2010, and for the years then ended, and the supplemental schedules as of and for the years ended December 31, 2011 and 2010, as listed in the accompanying index. These financial statements and supplemental 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 5, which was certified by Union Central Life Insurance Company, the custodian of the Plan for the period from January 1, 2011 through January 7, 2011 and certified by ING Life Insurance Company, the custodian of the Plan for the period from January 8, 2011 through December 31, 2011, except for comparing the information with the related information included in the financial statements and supplemental schedules. We have been informed by the plan administrator that the custodian holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the custodians as of and for the years ended December 31, 2011 and 2010, that the information provided to the plan administrator by the custodians is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and 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 are 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 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.

Talley + Company
An Accountancy Corporation

Orange, California
September 21, 2012

TWINING LABORATORIES RETIREMENT SAVINGS PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

DECEMBER 31,

ASSETS

	2011	2010
Investments:		
Pooled separate accounts	$ 2,128,348	$ 2,614,540
Guaranteed investment contract	1,000,601	162,469
Total investments	3,128,949	2,777,009
Receivables:		
Employer's contribution	56,210	46,047
Participants' contribution	3,549	4,522
Notes receivable from participants	58,759	64,412
	118,518	114,981
Total assets	3,247,467	2,891,990

LIABILITIES

Excess contributions payable - total liabilities	11,646	-
Net assets reflecting all benefits at fair value	3,235,821	2,891,990
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	-	(2,250)
Net assets available for benefits	$ 3,235,821	$ 2,889,740

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

TWINING LABORATORIES RETIREMENT SAVINGS PLAN

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

YEARS ENDED DECEMBER 31,

	2011	2010
Additions to net assets attributed to:		
Contributions:		
Participants	$ 388,398	$ 344,260
Company	56,210	46,047
Rollovers	15,229	758
	459,837	391,065
Investment income:		
Net appreciation in fair value of investments	-	278,391
Interest and other income	3,144	6,409
	3,144	284,800
Total additions	462,981	675,865
Deductions from net assets attributed to:		
Net depreciation in fair value of investments	38,081	-
Benefits paid directly to participants	59,167	498,422
Excess contributions	13,219	-
Deemed distribution of notes receivable from participants	-	1,969
Administrative expenses	6,433	1,750
Total deductions	116,900	502,141
Net increase in net assets	346,081	173,724
Net assets available for benefits at:		
Beginning of year	2,889,740	2,716,016
End of year	$ 3,235,821	$ 2,889,740

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

NOTE 1 – GENERAL DESCRIPTION OF THE PLAN

The following description of the Twining Laboratories Retirement Savings Plan (the "Plan") provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provision.

1. **General.** The Plan is a salary reduction plan covering all employees of the Company who have completed six-months of service. It is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"). Pursuant to a collective bargaining agreement effective June 22, 1998, Twining Laboratories' union personnel no longer make salary deferrals to the 401(k) Plan. Amounts previously contributed by union personnel will be maintained by the Plan until withdrawn by the employee.

   On October 15, 2003, the Plan was amended and restated for GUST, the final regulations for Minimum Required Distributions, and the interim EGTRAA amendments.

   Effective January 1, 2009, the Plan was amended and restated to adopt a prototype plan offered by the Plan's third-party administrator. The adoption did not change the eligibility requirements or investment options.

2. **Contributions.** Each year, participants may contribute up to 90% of pretax annual compensation, as defined in the Plan. The Company may contribute a discretionary matching contribution equal to a percentage, to be determined by the employer, of the participant's salary reduction. The Company made a discretionary matching contribution equal to 15% of the employee salary contributions for the years ended December 31, 2011 and 2010.

   The Company may contribute a discretionary profit sharing contribution to be determined by the employer. The Company did not make any discretionary profit sharing contributions for the years ended December 31, 2011 and 2010.

3. **Participants accounts.** Separate accounts are maintained for each participant in the Plan. Allocations of matching contributions are based on a percentage of the participants' elective deferral amounts. Allocation of the profit sharing contribution to each participant is based on the relationship that the participant's total eligible compensation bears to the total eligible compensation paid to all participants for such plan year. Each participant's account is credited with the participant's contribution and allocation of the Company's contributions, and Plan earnings.

4. **Vesting.** Participants are immediately vested in their contributions plus related earnings. Vesting in the Company's matching and discretionary contribution portions of their accounts, plus related earnings, is based on years of continuous service. Company matching and profit sharing contributions vest 33% after two years, 67% after three years, and 100% after four years of credited service. Participants also become fully vested upon reaching age 65, in the event of death or upon suffering a permanent disability while employed with the Company.

NOTE 1 – GENERAL DESCIPTION OF THE PLAN – (Continued)

5. **Investment options.** Participants may choose among various investment funds in which their contributions are to be invested. All of the Plan's investment options are participant directed.

6. **Participants loans.** Participants may borrow from their fund accounts a minimum of $1,000 up to a maximum equal to the lesser of $50,000 or 50% of their vested account balance. Loan terms range from one to five years or a reasonable period of time for the purchase of a primary residence. The loans are secured by the balance in the participant's account and bear interest at a rate commensurate with local prevailing rates as determined quarterly by the Plan administrator. If more security is required, the participant's primary residence may be used. Principal and interest are paid ratably through weekly payroll deductions. As of December 31, 2011 and 2010, the interest rates on participant loans ranged from 4.75% to 6.5% and 4.75% to 9.75%, respectively. There were no defaulted participant loans as of December 31, 2011 and 2010.

7. **Payment of benefits.** On termination of service due to death, disability or retirement, a participant may elect to receive either a lump-sum amount or an annuity equal to the value of the participant's vested interest in his or her account. For termination of service due to other reasons, a participant may receive the value of the vested interest in his or her account as a lump-sum distribution or a direct rollover. Terminated employees with account balances greater than $5,000 may elect to keep their vested account balances in the Plan after termination. As of December 31, 2011 and 2010, net assets included vested account balances of terminated employees totaling $244,981 and $259,957, respectively.

8. **Forfeited accounts.** Participants forfeit the unvested portion of their accounts upon receipt of distribution of the vested account balance. Forfeitures may be used to, first, reduce administrative expenses and, then, employer contributions. As of December 31, 2011 and 2010 forfeited non-vested accounts available to offset future employer contributions totaled $7,445 and $6,788, respectively. Forfeited funds totaling $35,802 were used to offset employer contributions for the year ended December 31, 2010. No forfeited funds were used to offset administrative expenses and employer contributions for the year ended December 31, 2011.

9. **Plan Administration.** B&B Benefits Administration, Inc. serves as third-party administrator. Union Central Life Insurance ("Union Central") served as custodian from January 1, 2010 through January 7, 2011 and ING Life Insurance and Annuity Company ("ING") serves as custodian, effective January 8, 2011. The Company provides accounting and administrative services to the Plan at no cost and pays contract administration fees and asset management fees. Administrative expenses, which amounted to $18,410 and $12,000, were paid by the Company for the years ended December 31, 2011 and 2010, respectively. Administrative expenses paid by the Plan were $6,433 and $1,750 for the years ended December 31, 2011 and 2010, respectively.

NOTE 1 – GENERAL DESCIPTION OF THE PLAN – (Continued)

10. **Plan Termination.** The Company anticipates and believes that the Plan will continue without interruption but reserves the right to terminate the Plan in whole or in part at any time. In the event of termination of the Plan, each participant would become fully vested to the extent of the balance in their account, and all accumulated plan benefits would be disbursed to the participants.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Use of Estimates

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

Basis of Accounting

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

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

The Statement of Changes in Net Assets Available for Benefits is prepared on a contract value basis.

Notes Receivable from Participants

Loans to participants are reported at their unpaid principal balances plus any accrued but unpaid interest.

Investment Valuation and Income Recognition

The guaranteed investment contract is valued at fair value. Contract value represents contributions made by participants, plus interest at the contract rates, less withdrawals or transfers by participants. Fair value reflects the relationship between credited rates earned by the funds and current market rates.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – (Continued)

Investment Valuation and Income Recognition (Continued)

Investments in pooled separate accounts are valued at estimated fair value as reported by ING and Union Central as of December 31, 2011 and 2010, respectively, as determined by the quoted market prices of the underlying investments. Investment income is recorded when earned.

Net appreciation (depreciation) in the fair value of investments consists of both realized and unrealized gains and losses. Realized gains and losses are measured as the difference between the historical cost of investments sold or redeemed during the year and the proceeds received from their sale or redemption. Unrealized gains and losses are measured as the difference between cost and fair value at the beginning of the period and at the end of the period. Investment transactions are accounted for on a trade date basis.

Payment of Benefits

Benefits are recorded when paid.

Subsequent Events

Subsequent events have been evaluated by the Company's management through September 21, 2012, the date these financial statements were available to be issued. No additional material subsequent events have occurred since December 31, 2011 that required recognition or disclosure in the current period financial statements.

NOTE 3 – INVESTMENTS IN INSURANCE CONTRACT

Guaranteed Investment Contract

The Plan had a benefit-responsive investment contract with Union Central from January 1, 2010 through January 7, 2011 and with ING January 8, 2011 through December 31, 2011. The custodians maintain the contributions in a general account. The account is credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses. The contract is included in the financial statements at fair value as reported to the Plan by ING and Union Central. Contract value represents contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses. Fair value reflects the relationship between credited rates earned by the funds and current market rates. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value.

NOTE 3 – INVESTMENTS IN INSURANCE CONTRACT – (Continued)

Guaranteed Investment Contract (Continued)

There were no reserves against contract value for credit risk of the contract issuer or otherwise. The interest rates range from 1.8% to 2% in 2011 and 2.77% to 3.26% in 2010. The crediting interest rate is based on a formula agreed upon with the issuer. Such interest rates are reviewed on a quarterly basis for resetting.

	Investments at Fair Value	Adjustment to Contract Value
Union Central Deposit Account		
December 31, 2010	$ 162,469	($ 2,250)
ING Fixed Account		
December 31, 2011	$ 1,000,601	$ -

Pooled Separate Accounts

The Plan's assets with Union Central January 1, 2010 through January 7, 2011 and with ING January 8, 2011 through December 31, 2011, were in an Allocated Group Annuity Contract with ING and Union Central. The Plan has investments in pooled separate accounts. The accounts are credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses. Pooled separate accounts are reported at estimated fair value as determined by ING and Union Central, based on the quoted market prices of the funds' underlying investments.

NOTE 4 – INVESTMENTS

The following presents investments that represent 5 percent or more of the Plan's net assets as of December 31,:

Pooled separate accounts:

	2011	2010
Neuberger Berman Genesis Fund	$ 175,531	$ 155,611
ING FMR SM Diversified Mid Cap Portfolio	186,540	-
Pioneer Strategic Income Funds – Class Y Shares	163,663	-
Thornburg International Value Fund – Class R3	166,178	-
T. Rowe Blue Chip Growth	253,205	-
Fidelity Contrfund	244,957	-
Neuberger Berman Guardian Fund	-	211,259
Calvert VP Barclays Capital Aggregate Bond Index	-	175,642
Calvert Cash Reserves Institutional Prime, Class 1	-	623,102
Invesco Dynamics	$ -	$ 169,958

NOTE 4 – INVESTMENTS (Continued)

Guaranteed investment contract:

	2011	2010
ING Fixed Account	$ 1,000,601	$ -
Union Central Deposit account	$ -	$ 160,219

The Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) depreciated in value by $38,081 and appreciated in value by $278,391 during 2011 and 2010, respectively, as follows:

	2011	2010
Pooled separate accounts	($ 54,599)	$ 274,108
ING Fixed Account	16,419	-
Union Central Deposit account	99	4,283
	($ 38,081)	$ 278,391

NOTE 5 – SUMMARY OF FINANCIAL DATA CERTIFIED BY THE CUSTODIANS OF PLAN ASSETS

The following financial data was certified by the Custodians of Plan Assets of the Plan for the years ended December 31, 2011 and 2010 in accordance with Section 2520.103-5 of the Department of Labor Rules and Regulations for Reporting and Disclosure under ERISA.

Statements of net assets available for benefits

	2011	2010
Investments in:		
Pooled separate accounts	$ 2,128,348	$ 2,614,540
Guaranteed investment contract	1,000,601	160,219
Notes receivable from participants	-	64,412
Net assets available for benefits	$ 3,128,949	$ 2,839,171

NOTE 5 – SUMMARY OF FINANCIAL DATA CERTIFIED BY THE CUSTODIANS OF PLAN ASSETS – (Continued)

Statements of changes in net assets available for benefits

	2011	2010
Additions to net assets:		
Contributions:		
Participants	$ 390,005	$ 363,357
Employer	46,047	14,695
Rollovers	15,631	758
Investment income:		
Net appreciation in fair value of assets	-	278,663
Takeover loans	-	87,597
Loan principal and interest repayment	29,503	147,868
Interest income	-	6,527
Total additions	481,186	899,465
Deductions from net assets:		
Net depreciation in fair value of assets	39,455	-
Transfers out	-	156,990
Benefits paid directly to participants	58,851	499,526
Excess contributions refund	1,573	865
Administrative expenses	2,150	2,015
Loans originated	25,268	78,700
Total deductions	127,297	738,096
Net increase	353,889	162,369
Net assets available for benefits:		
Beginning of year	2,839,170	2,677,801
Less loans not certified	(64,110)	-
End of year	$ 3,128,949	$ 2,839,170

NOTE 6 – FEDERAL INCOME TAX STATUS

Effective January 1, 2009, the Plan was amended and restated to adopt a prototype plan offered by the Plan's third-party administrator. The Plan has not applied for a determination letter from the Internal Revenue Service. However, the Plan Administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code. Therefore, no provision for income taxes has been included in the Plan's financial statements.

NOTE 7 – PARTY-IN-INTEREST TRANSACTIONS

Certain Plan investments are units of participation in pooled separate accounts managed by ING and Union Central. ING and Union Central, as of December 31, 2011 and 2010, respectively, are the custodians as defined by the Plan, and therefore, these transactions qualify as party-in-interest transactions.

There were no party-in-interest transactions that are prohibited by the Employee Retirement Income Security Act of 1974 Section 406 and for which no statutory or administrative exemption exists.

NOTE 8 – FAIR VALUE MEASUREMENT

The Plan's investments are reported at fair value in the accompanying statement of net assets available for benefit. The methods used to measure fair value may produce an amount that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

Guidance included in ASC 820-10 "*Fair Value Measurements and Disclosures*" provides a framework for measuring fair value and establishes a fair value hierarchy that prioritizes the inputs used to measure fair value, giving the highest priority to unadjusted quoted prices in active markets for identical assets (Level 1 inputs) and the lowest priority to unobservable inputs (Level 3 inputs).

Level 1 – The fair value of pooled separate accounts is based on quoted market prices of the underlying investments at year-end.

Level 2 – The fair value of the guaranteed investment contract is determined by discounting the related cash flows based on current yield. The current yield and future cash flows are directly observable inputs, and consequently, guaranteed investment contract fair values are considered Level 2.

NOTE 8 – FAIR VALUE MEASUREMENT – (Continued)

The following is a summary of the inputs used as of December 31, 2011 in valuing the Plan's investments:

	Level 1	Level 2	Fair Value Measurements
Pooled separate accounts	$ 2,128,348	$ -	$ 2,128,348
Guaranteed investment contract	$ -	$ 1,000,601	$ 1,000,601

The following is a summary of the inputs used as of December 31, 2010 in valuing the Plan's investments:

	Level 1	Level 2	Fair Value Measurements
Pooled separate accounts	$ 2,614,540	$ -	$ 2,614,540
Guaranteed investment contract	$ -	$ 162,469	$ 162,469

NOTE 9 – RISKS AND UNCERTAINTIES

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

SUPPLEMENTAL INFORMATION

TWINING LABORATORIES RETIREMENT SAVINGS PLAN

SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
EIN: 95-2040084
PLAN # 001

DECEMBER 31, 2011

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value	(d) Cost	(e) Current value
	Pooled separate accounts:			
*	ING	T Rowe 2020	***	$ 30,729
*	ING**	Neuberger Berman Genesis	***	175,531
*	ING	T Rowe 2040	***	107,867
*	ING**	T Rowe Blue Chip Growth	***	253,205
*	ING	T Rowe 2030	***	2,567
*	ING	T Rowe 2010	***	6,352
*	ING	American Century Mid Cap Value	***	41,659
*	ING	Balanced Portfolio	***	34,312
*	ING**	Fidelity Contrfund	***	244,957
*	ING**	FMR Diversified Mid Cap	***	186,540
*	ING**	Thornburg International Value	***	166,178
*	ING**	Pioneer Strategic	***	163,663
*	ING	Large Cap Growth	***	110,662
*	ING	Money Market Fund	***	527
*	ING	Russel Mid Cap	***	24,522
*	ING	Solution Aggressive	***	21,992
*	ING	Solution Conservative	***	$ 986

* *Party-in-interest.*

** *Represents investments greater than 5% of the Plan's net assets.*

*** *Historical cost information is not required for participant directed investment funds.*

TWINING LABORATORIES RETIREMENT SAVINGS PLAN

SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
EIN: 95-2040084
PLAN # 001

DECEMBER 31, 2011

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value	(d) Cost	(e) Current value
	Pooled separate accounts:			
*	ING	ING Solution Growth	***	$ 4,999
*	ING	ING Solution Moderate	***	5,315
*	ING	ING US Stock Index	***	144,777
*	ING	Lord Abbett Affiliated Fund	***	47,962
*	ING	Lord Abbett Developing Growth Fund	***	103,005
*	ING	Morgan Stanley Institutional Fund	***	105,457
*	ING	T Rowe Price Retirement 2045	***	9,318
*	ING	T Rowe Price Retirement 2050	***	3,292
*	ING	T Rowe Price Retirement 2055	***	7,524
*	ING	PIMCO Total Ret	***	114,698
*	ING	T Rowe Price Retirement 2005	***	373
*	ING	T Rowe Price Retirement 2015	***	4,435
*	ING	T Rowe Price Retirement 2025	***	4,290
*	ING	T Rowe Price Retirement 2035	***	654
				$ 2,128,348

** Party-in-interest.*

**** Historical cost information is not required for participant directed investment funds.*

TWINING LABORATORIES RETIREMENT SAVINGS PLAN

SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
EIN: 95-2040084
PLAN # 001

DECEMBER 31, 2011

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value	(d) Cost	(e) Current value
	Guaranteed investment contract:			
*	ING **	Deposit account, guaranteed rate of return ranging from 1.8% to 2%	***	$ 1,000,601
	Participant loans:	Loans to participants with maturity dates ranging from 1 to 5 years and interest rates of 4.75% to 6.5%	$ 0	58,759
				$ 3,187,708

* *Party-in-interest.*

** *Represents investments greater than 5% of the Plan's net assets.*

*** *Historical cost information is not required for participant directed investment funds.*

TWINING LABORATORIES RETIREMENT SAVINGS PLAN

SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (ACQUIRED AND DISPOSED OF WITHIN YEAR)
EIN: 95-2040084
PLAN # 001

DECEMBER 31, 2011

(a) Identity of issue, borrower, lessor, or similar party	(b) Description of investment including maturity date, rate of interest, collateral, par or maturity value	(c) Costs of acquisitions	(d) Proceeds of dispositions
Participant loans	Loans to participants with maturity dates ranging from 1 to 5 years and interest rates from 4.75% to 6.5%	$ 0	$ 0

TWINING LABORATORIES RETIREMENT SAVINGS PLAN

SCHEDULE H, LINE 4a - SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS
EIN: 95-2040084
PLAN # 001

DECEMBER 31, 2010

Participant Contributions Transferred Late to Plan	Total that Constitute Nonexempt Prohibited Transactions			Total Fully Corrected Under VFCP and PTE 2002-51
	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	
Check here if late Participant Loan Repayments are included: ☑	$ -	$ 80,024	$ -	$ 80,024
Check here if late Participant Loan Repayments are included: ☑	$ -	$ 335,520	$ -	$ 335,520
Check here if late Participant Loan Repayments are included: ☑	$ -	$ 232,290	$ -	$ 232,290
Check here if late Participant Loan Repayments are included: ☐	$ -	$ 210	$ 210	$ 420