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
BELL FLAVORS AND FRAGRANCES, INC. RETIREMENT SAVINGS AND PROFIT SHARING PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 01/01/1988

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

BELL FLAVORS AND FRAGRANCES, INC.

500 ACADEMY DRIVE
NORTHBROOK, IL 60062-2419

2b Employer Identification Number (EIN)
36-2643173

2c Sponsor's telephone number
847-291-8300

2d Business code (see instructions)
311900

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	JAMES HEINZ
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/05/2012	JAMES HEINZ
	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")
BELL FLAVORS AND FRAGRANCES, INC.

500 ACADEMY DRIVE
NORTHBROOK, IL 60062-2419

3b Administrator's EIN
36-2643173

3c Administrator's telephone number
847-291-8300

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**	211
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**	199
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	29
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	228
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	228
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	186
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:
3D 2E 2J 2F 2G 2K 2T 2S

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
BELL FLAVORS AND FRAGRANCES, INC. RETIREMENT SAVINGS AND PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
BELL FLAVORS AND FRAGRANCES, INC.

D Employer Identification Number (EIN)
36-2643173

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

PRUDENTIAL RETIREMENT INSURANCE & ANNUITY CO.

(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
06-1050034	93629	32346-001	228	01/01/2011	12/31/2011

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

(a) Total amount of commissions paid	(b) Total amount of fees paid
0	25516

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

PLANNING CORP OF AMERICA
880 CARILLON PKWY
ST PETERSBURG, FL 33716

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
	25516	SERVICES TO INSURER OR PLAN	4

(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**	0
5	Current value of plan's interest under this contract in separate accounts at year end	**5**	5021665

6 Contracts With Allocated Funds:

a State the basis of premium rates ▶

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

Specify nature of costs ▶

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

(3) ☐ other (specify) ▶

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

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

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

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

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

Part III Welfare Benefit Contract Information

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

8 Benefit and contract type (check all applicable boxes)

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

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

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

m ☐ Other (specify) ▶

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

Specify nature of costs ▶

Part IV Provision of Information

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

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

SCHEDULE C (Form 5500)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ **File as an attachment to Form 5500.**	**2011** **This Form is Open to Public Inspection.**

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

A Name of plan
BELL FLAVORS AND FRAGRANCES, INC. RETIREMENT SAVINGS AND PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
BELL FLAVORS AND FRAGRANCES, INC.

D Employer Identification Number (EIN)
36-2643173

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

PRUDENTIAL RETIREMENT INSURANCE AND

06-1050034

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

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(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)

PRUDENTIAL RETIREMENT INSURANCE AND

06-1050034

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
13 15 50 64	NONE	780	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] 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 [ ]

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

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

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

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

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

(complete as many entries as needed)

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
BELL FLAVORS AND FRAGRANCES, INC. RETIREMENT SAVINGS AND PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
BELL FLAVORS AND FRAGRANCES, INC.

D Employer Identification Number (EIN)
36-2643173

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: CORE PLUS BOND/PIMCO

b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.

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)
06-1050034-299	P	1013748

a Name of MTIA, CCT, PSA, or 103-12 IE: DIAMOND HILL SM CAP FD A

b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.

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)
06-1050034-479	P	359091

a Name of MTIA, CCT, PSA, or 103-12 IE: MID CAP GR/TIMESSQUARE FD

b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.

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)
06-1050034-186	P	590588

a Name of MTIA, CCT, PSA, or 103-12 IE: MID CAP VALUE/CRM FUND

b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.

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)
06-1050034-440	P	202562

a Name of MTIA, CCT, PSA, or 103-12 IE: AM CENTURY REAL ESTATE A

b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.

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)
06-1050034-437	P	126555

a Name of MTIA, CCT, PSA, or 103-12 IE: SA/TROWE PR GR STK STR II

b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.

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)
06-1050034-434	P	818932

a Name of MTIA, CCT, PSA, or 103-12 IE: SA/OAK EQ & INC STRAT II

b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.

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)
06-1050034-354	P	219208

a Name of MTIA, CCT, PSA, or 103-12 IE: IVY SM CAP GRTH Y SHARES

b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.

c EIN-PN 06-1050034-273	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 218769

a Name of MTIA, CCT, PSA, or 103-12 IE: LIFETIME AGGRESSIVE

b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.

c EIN-PN 06-1050034-166	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 84088

a Name of MTIA, CCT, PSA, or 103-12 IE: LIFETIME GROWTH FD

b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.

c EIN-PN 06-1050034-167	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 265099

a Name of MTIA, CCT, PSA, or 103-12 IE: LIFETIME BALANCED FD

b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.

c EIN-PN 06-1050034-168	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 327164

a Name of MTIA, CCT, PSA, or 103-12 IE: LIFETIME CONSERVATIVE

b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.

c EIN-PN 06-1050034-169	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 40117

a Name of MTIA, CCT, PSA, or 103-12 IE: LIFETIME INCOME&EQUITY

b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.

c EIN-PN 06-1050034-170	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 32202

a Name of MTIA, CCT, PSA, or 103-12 IE: LARGE CAP VALUE/LSV ASSET MGMT

b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.

c EIN-PN 06-1050034-318	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

a Name of MTIA, CCT, PSA, or 103-12 IE: DRYDEN S&P 500 INDEX FUND

b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.

c EIN-PN 06-1050034-123	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 723542

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
BELL FLAVORS AND FRAGRANCES, INC. RETIREMENT SAVINGS AND PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
BELL FLAVORS AND FRAGRANCES, INC.

D Employer Identification Number (EIN)
36-2643173

Part I Asset and Liability Statement

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	372067	302542
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)	6047175	5021665
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	744935	1727167
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)	4247961	4733688

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	11412138	11785062
Liabilities			
g Benefit claims payable	1g	30266	0
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through1j)	1k	30266	0
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	11381872	11785062

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)	152733	
(B) Participants	2a(1)(B)	975673	
(C) Others (including rollovers)	2a(1)(C)	19237	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		1147643
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)	11746	
(F) Other	2b(1)(F)	112220	
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		123966
(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)	6514	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		6514
(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)		-53687
(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)		-109278
c Other income	2c		-8067
d Total income. Add all **income** amounts in column (b) and enter total	2d		1107091
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	667053	
(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)		667053
f Corrective distributions (see instructions)	2f		30267
g Certain deemed distributions of participant loans (see instructions)	2g		-43
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	6624	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		6624
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		703901
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		403190
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: MANN WEITZ & ASSOCIATES (2) EIN: 36-3963131

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		600000
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
BELL FLAVORS AND FRAGRANCES, INC. RETIREMENT SAVINGS AND PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
BELL FLAVORS AND FRAGRANCES, INC.

D Employer Identification Number (EIN)
36-2643173

Part I Distributions

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions **1** 0

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

EIN(s): 22-1211670

Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.

3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year. **3**

Part II Funding Information (If the plan is not subject to the minimum funding requirements of section of 412 of the Internal Revenue Code or ERISA section 302, skip this Part)

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

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

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

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

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

Bell Flavors & Fragrances, Inc.
Retirement Savings and Profit Sharing Plan

Financial Statements

Years Ended December 31, 2011 and 2010

MANN . WEITZ & ASSOCIATES L.L.C.
Certified Public Accountants & Consultants

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MANN . WEITZ & ASSOCIATES L.L.C.

Certified Public Accountants & Consultants
111 Deer Lake Road, Suite 125 Deerfield, IL 60015-9578
PHONE 847.267.3400 FAX 847.267.3401
Email: info@mannweitz.com

INDEPENDENT AUDITORS' REPORT

September 28, 2012

The Trustee
Bell Flavors & Fragrances, Inc.
Retirement Savings and Profit Sharing Plan
Northbrook, Illinois

We were engaged to audit the accompanying statements of net assets available for benefits of Bell Flavors & Fragrances, Inc. Retirement Savings and Profit Sharing Plan (the Plan) as of December 31, 2011 and 2010, and the related statement of changes in net assets available for benefits for the year ended December 31, 2011, and supplemental Schedule H, Line 4i - Schedule of Assets (Held at End of Year) as of December 31, 2011. These financial statements and supplemental schedule are the responsibility of the Plan's management.

As permitted by 29 CFR Section 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 3, which was certified by Prudential Retirement Insurance and Annuity Company, the custodian of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedule. We have been informed by the plan administrator that the custodian holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the custodian as of December 31, 2011 and 2010, and for the year ended December 31, 2011, that the information provided to the plan administrator by the custodian is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and supplemental schedule taken as a whole. The supplemental schedule is presented for the purpose of additional analysis and is not a required part of the financial statements but is required by the Department of Labor's Rules and Regulation 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 schedule, other than that derived from the information certified by the custodian, have been audited by us in accordance with U.S. generally accepted auditing standards 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.

Mann Weitz : Associates LLC

BELL FLAVORS & FRAGRANCES, INC.
RETIREMENT SAVINGS AND PROFIT SHARING PLAN

STATEMENT OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2011 AND 2010

	2011	2010
ASSETS		
Investments at Fair Value - Notes 3 and 4		
Principal Preservation Separate Account	$ 4,733,688	$ 4,247,961
Pooled separate accounts	5,021,665	6,047,173
Mutual funds	1,727,167	744,934
Total Investments	11,482,520	11,040,068
Receivables		
Notes receivable from participants	302,542	372,068
Total Assets	11,785,062	11,412,136
LIABILITIES		
Corrective distributions payable - Note 10		30,266
NET ASSETS AVAILABLE FOR BENEFITS	$ 11,785,062	$ 11,381,870

The accompanying notes are an integral part of this statement.

BELL FLAVORS & FRAGRANCES, INC.
RETIREMENT SAVINGS AND PROFIT SHARING PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
FOR THE YEAR ENDED DECEMBER 31, 2011

ADDITIONS TO NET ASSETS ATTRIBUTED TO:		
Contributions		
Participants	$	975,673
Sponsor		146,111
Rollover		19,237
Interest and dividend income		118,698
Interest on participant notes receivable		11,746
Total Additions		1,271,465
DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO:		
Net realized and unrealized depreciation in fair value of investments - Note 3		170,996
Participant withdrawals		697,277
Total Deductions		868,273
NET INCREASE IN NET ASSETS AVAILABLE FOR BENEFITS		403,192
NET ASSETS AVAILABLE FOR BENEFITS		
Beginning of year		11,381,870
End of year	$	11,785,062

The accompanying notes are an integral part of this statement.

BELL FLAVORS & FRAGRANCES, INC.
RETIREMENT SAVINGS AND PROFIT SHARING PLAN

NOTES TO FINANCIAL STATEMENTS

1. DESCRIPTION OF PLAN

The following description of the Bell Flavors & Fragrances, Inc. Retirement Savings and Profit Sharing Plan (the Plan) provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

GENERAL

The Plan is a defined contribution plan established effective January 1, 1988 and most recently amended January 1, 2008 with the adoption of an automatic enrollment feature. Non-union employees of Bell Flavors & Fragrances, Inc. (the Company) are automatically enrolled upon completing thirty days of service, as defined, and attaining the age of 21 unless the employee chooses not to participate. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

CONTRIBUTIONS

Participants may contribute an amount equal to not less than one percent and not more than fifteen percent of their eligible compensation, as defined, for the contribution period. Participants may also make rollover contributions from other qualified plans. Additionally, all employees who are eligible to make elective deferrals and who have attained age 50 before the close of the plan year may make catch-up contributions in accordance with, and subject to the limitations of, section 414(v) of the Internal Revenue Code. Participants direct the investment of their contributions into various pooled separate accounts as investment options offered by the Plan. Participant contributions are recorded in the period during which the Company makes payroll deductions from the participant's earnings.

The Company makes matching contributions on a monthly basis in an amount equal to $0.25 for each $1.00 contributed by a participant, up to a maximum of six percent of the participant's eligible compensation. The Company may also make annual discretionary non-elective contributions. There were no discretionary non-elective contributions made in 2011 or 2010. Company contributions are invested directly in the above investment options as directed by the participant.

Contributions received prior to year-end awaiting investment in the appropriate investment options at December 31, if any, are invested in the Prudential Retirement Insurance and Annuity Company Principal Preservation Separate Account.

PARTICIPANT ACCOUNTS

Each participant's account is credited with the participant's contributions, an allocation of the Company's contributions and Plan earnings. Earnings are allocated by fund based on the ratio of a participant's account invested in a particular fund to all participants' investments in that fund. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

1. DESCRIPTION OF PLAN - Continued

VESTING

Participants are immediately vested in their own contributions plus actual earnings thereon. Vesting in the Company's contribution portion of their accounts is based on years of service. Effective January 1, 2002, a participant becomes 20 percent vested after two years of service, 40 percent after three years of service, 60 percent after four years of service, 80 percent after five years of service and 100 percent vested after six years of service. However, if an active participant dies prior to attaining the normal retirement age, the participant's account becomes 100 percent vested.

NOTES RECEIVABLE FROM PARTICIPANTS

Participants may borrow up to a maximum of $50,000 or 50 percent of the vested portion of their account balance, whichever is less. Notes receivable are calculated on a fully amortized basis. A note receivable is collateralized by the balance in the participant's account and bears interest at a rate commensurate with market rates for similar loans, 3.25% to 8.25% for the years ended December 31, 2011 and 2010. The notes receivable generally must be repaid over five years. If the note is used for the purchase of a primary residence, a longer repayment period may be granted.

BENEFITS

On termination of service, a participant may elect to receive either a lump-sum amount equal to the value of the vested portion of their account, a distribution in the form of an annuity, installment payments, or a combination of these payment options. Distributions are subject to the applicable provisions of the Plan agreement.

FORFEITURES

Forfeitures result from non-vested Company contributions and are available to offset Company cash contributions or to pay Plan expenses. At December 31, 2011 and 2010, forfeited non-vested accounts totaled approximately $5,700 and $10,000, respectively. In 2011, approximately $6,600 of non-vested forfeitures was used to offset Plan expenses.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

BASIS OF PRESENTATON

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

USE OF ESTIMATES

The preparation of financial statements in conformity with U.S. generally accepted accounting principles (GAAP) requires the plan administrator to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of additions and deductions during the reporting period. Actual results could differ from those estimates.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - Continued

INVESTMENT VALUATION AND INCOME RECOGNITION

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

Purchases and sales of securities are accounted for on the trade-date basis. Income earned from investments is recorded as earned on the accrual basis.

PAYMENT OF BENEFITS

Benefit claims are recorded as expenses when they have been approved for payment and paid by the Plan.

ADMINISTRATIVE EXPENSES

The Plan is responsible for payment of the custodian expenses and fees; however, the Company may pay the Plan expenses directly. Transaction charges (for notes receivable from participants and benefit payment transactions) are paid by the Plan. No administrative expenses were paid by the Plan for the year ended December 31, 2011.

NEW ACCOUNTING PRONOUNCEMENTS

In May 2011, Financial Accounting Standards Board (FASB) issued ASU No. 2011-04, Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and International Financial Reporting Standards (ASC Topic 820) – Fair Value Measurement. The new guidance relates to fair value measurements, related disclosures and consistent meaning of the term "fair value" in U.S. GAAP and International Financial Reporting Standards. The amendment clarifies how to apply the existing fair value measurements and disclosures. For fair value measurements classified within Level 3, an entity is required to disclose quantitative information about the unobservable inputs. A reporting entity is also required to disclose additional information like valuation processes, a narrative description of the sensitivity of the fair value measurements to changes in unobservable inputs and the interrelationships between those unobservable inputs. The amendments are effective for annual periods beginning after December 15, 2011. Management has considered the provisions of the amendments and will evaluate any possible additional disclosure requirements at the effective date.

SUBSEQUENT EVENTS

The Plan has evaluated subsequent events for potential recognition and/or disclosures through September 28, 2012, the date the financial statements were available to be issued.

3. INVESTMENTS AND INVESTMENT GAIN

The Custodian has provided certification that the following information for the pooled separate accounts, which is contained in or used to develop the financial statements or schedules, is complete and accurate:

- Details (cost and fair values) and summaries of investments held at December 31, 2011 and 2010.
- Summaries of investment asset transactions for the year ended December 31, 2011.
- Investment earnings for the year ended December 31, 2011.

Net investment loss from pooled separate accounts for 2011 was $170,996.

The fair market value of individual investments which represent five percent or more of the Plan's net assets at December 31, 2011 and 2010 is as follows:

	2011	2010
MFS International Diversification	$ 1,072,680	$ 744,934
Large Cap Value/LSV Asset Management		810,801
Blackrock Equity Dividend	654,487	
Core Plus Bond/PIMCO	1,013,748	880,365
T Rowe Price Growth Stock R Share	818,932	910,994
Principal Preservation Separate Account	4,733,688	4,247,961
Mid Cap Growth/Timessquare	590,588	680,643
Dryden S&P 500 Index Fund	723,542	837,139

4. FAIR VALUE MEASUREMENTS

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

Level 1 - Unadjusted quoted prices for identical assets or liabilities in active markets that the plan has the ability to access

Level 2 - Quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in inactive markets; inputs other than quoted prices that are observable for the asset or liability; inputs that are derived principally from or corroborated by observable market data by correlation or other means.

4. FAIR VALUE MEASUREMENTS - Continued

Level 3 - Unobservable and significant to the fair value measurement.

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

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2011 and 2010.

Pooled separate accounts: Valued as determined by the unit value report by Prudential.

Principal preservation separate account: Stated at fair value which is equal to contract value. Contract value represents deposits made to the contract, plus earnings at guaranteed crediting rates, less withdrawals and fees.

The following tables set forth by level, within the fair value hierarchy, the Plan investment assets and investment liabilities at fair value, as of December 31, 2011 and 2010.

	Investment Assets at Fair Value as of December 31, 2011			
	Level 1	Level 2	Level 3	Total
Pooled separate accounts				
Large Cap Stock	$ 1,542,474	$ -	$ -	$ 1,542,474
Fixed Income - Domestic	1,013,748			1,013,748
Mid Cap Stock	793,150			793,150
Lifetime Funds	748,670			748,670
Small Cap Stock	577,860			577,860
Balanced - Value	219,208			219,208
Specialty - Real Estate	126,555			126,555
Mutual funds				
International Stock - Blend	1,072,680			1,072,680
Large Cap Stock	654,487			654,487
Principal Preservation Separate Account				
Stable Value			4,733,688	4,733,688
Total Investments at Fair Value	$ 6,748,832	$ -	$ 4,733,688	$ 11,482,520

4. FAIR VALUE MEASUREMENTS - Continued

	Investment Assets at Fair Value as of December 31, 2010			
	Level 1	Level 2	Level 3	Total
Pooled separate accounts				
Large Cap Stock	$ 2,558,934	$ -	$ -	$ 2,558,934
Fixed Income - Domestic	880,365			880,365
Mid Cap Stock	919,708			919,708
Lifetime Funds	758,059			758,059
Small Cap Stock	597,342			597,342
Balanced - Value	257,705			257,705
Specialty - Real Estate	75,060			75,060
Mutual funds				
International Stock - Blend	744,934			744,934
Principal Preservation Separate Account				
Stable Value			4,247,961	4,247,961
Total Investments at Fair Value	$ 6,792,107	$ -	$ 4,247,961	$ 11,040,068

Level 3 Activity

The following table sets forth a summary of changes in the fair value of the Plan's level 3 assets for the year ended December 31, 2011.

	Level 3 Assets Year Ended December 31, 2011 Principal Preservation Separate Account
Balance, beginning of year	$ 4,247,961
Contributions, net of disbursements, note receivable from participant activity, and forfeitures	373,507
Interest income	112,220
Balance, end of year	$ 4,733,688

5. INVESTMENT CONTRACT WITH INSURANCE COMPANY

The Plan participates in an insurance company issued Evergreen Group annuity contract with Prudential Life via an investment in the Prudential Principal Preservation Separate Account (PPSA). Prudential Life commingles the assets of the PPSA with other assets. The account is credited with deposits and earnings on the underlying investments and charged for participant withdrawals and administrative expenses. The PPSA issuer is contractually obligated to repay the principal and a specified interest rate that is guaranteed to the Plan.

Because the PPSA contract is fully benefit-responsive, contract value is the relevant measurement attribute for the portion of the net assets available for benefits attributable to the PPSA. The PPSA is presented on the face of the statement of net assets available for benefits at fair value which is equal to contract value. Contract value, as reported to the Plan by Prudential, represents contributions made under the contract, plus earnings at guaranteed crediting rates, less participant withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value.

There are no reserves against contract value for credit risk of the contract issuer or otherwise. Many factors are considered when establishing interest crediting rates including current economic and market conditions and the general interest rate environment. The rates are established without the use of a specific formula and are not based on the performance of the assets held in the collateral account. The minimum crediting rate under this contract is 1.5%. Interest crediting rates are reviewed on a semi-annual basis for resetting.

Generally, there are not any events that could limit the ability of the plan to transact at contract value paid within 90 days or in rare circumstances, contract value paid over time.

There are not any events that allow the issuer to terminate the contract and which require the plan sponsor to settle at an amount different than contract value paid either within 90 days or over time.

Average annual net yields earned by the Plan and credited to participants were 2.50% and 2.75% for the years ending December 31, 2011 and 2010, respectively.

6. RELATED-PARTY TRANSACTIONS

Plan assets include investments in funds managed by Prudential. Prudential is the Plan's custodian and as such, transactions with the custodian qualify as party-in-interest transactions under ERISA. Personnel and facilities of the Company have been used to perform administrative functions for the Plan at no charge to the Plan. Notes receivable from participants also qualify as party-in-interest transactions.

7. PLAN TERMINATION

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants will become 100% vested in their accounts. Any unallocated assets of the Plan shall be allocated to participant accounts and distributed in such a manner as the Company may determine.

8. TAX STATUS

The Internal Revenue Service has determined and informed the Company by a letter dated February 6, 2002, that the Plan is designed in accordance with applicable sections of the Internal Revenue Code (IRC). The Plan has been amended since receiving the determination letter; however, the administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC. Therefore, no provision for income taxes has been included in the Plan's financial statements.

U.S. GAAP require plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination. The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2011, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan administrator believes it is no longer subject to income tax examinations for years prior to 2009.

9. RISKS AND UNCERTAINTIES

The Plan provides for various investment options in any combination of funds offered by the Plan. These funds are exposed to various risks, such as interest rate, market and credit. Due to the level of risk associated with certain investments and the level of uncertainty related to changes in the value of investments, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits.

10. CORRECTIVE DISTRIBUTIONS PAYABLE

Corrective distributions payable represent contributions deferred during the year by certain highly compensated individuals and income earned thereon. These amounts were required to be returned to the participants as a result of a compliance test failure.

SUPPLEMENTAL INFORMATION

BELL FLAVORS & FRAGRANCES, INC.
RETIREMENT SAVINGS AND PROFIT SHARING PLAN
EIN 36-2643173
PLAN NUMBER 001

SCHEDULE H, LINE #4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
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
*	Prudential Retirement Insurance	Principal Preserv Sep Acc	**	$ 4,733,688
*	Prudential Retirement Insurance	T Rowe Price Growth Stock R Share	**	818,932
*	Prudential Retirement Insurance	Oakmark Equity & Income	**	219,208
*	Prudential Retirement Insurance	Mid Cap Value/CRM Fund	**	202,562
*	Prudential Retirement Insurance	Mid Cap Growth/Timessquare	**	590,588
*	Prudential Retirement Insurance	Lifetime Aggressive	**	84,088
*	Prudential Retirement Insurance	Lifetime Balanced Fund	**	327,164
*	Prudential Retirement Insurance	Lifetime Conservative	**	40,117
*	Prudential Retirement Insurance	Lifetime Growth Fund	**	265,099
*	Prudential Retirement Insurance	Lifetime Income & Equity	**	32,202
*	Prudential Retirement Insurance	Blackrock Equity Dividend	**	654,487
*	Prudential Retirement Insurance	Ivy Small Cap Growth Y Shares	**	218,769
*	Prudential Retirement Insurance	MFS International Diversification	**	1,072,680
*	Prudential Retirement Insurance	Dryden S&P 500 Index Fund	**	723,542
*	Prudential Retirement Insurance	Diamond Hill Small Cap Fund A	**	359,091
*	Prudential Retirement Insurance	Core Plus Bond/PIMCO	**	1,013,748
*	Prudential Retirement Insurance	American Century Real Estate AD	**	126,555
	Total Investments			$ 11,482,520
	Notes Receivable from Participants	Interest rates ranging from 3.25% to 8.25%, maturing at various dates from February 2012 through December 2016	-	$ 302,542

* Indicates a party-in-interest to the Plan.
** The cost of participant-directed investments is not required to be disclosed.

Bell Flavors & Fragrances, Inc.
Retirement Savings and Profit Sharing Plan

Financial Statements

Years Ended December 31, 2011 and 2010

MANN . WEITZ & ASSOCIATES L.L.C.
Certified Public Accountants & Consultants

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MANN . WEITZ & ASSOCIATES L.L.C.

Certified Public Accountants & Consultants
111 Deer Lake Road, Suite 125 Deerfield, IL 60015-9578
PHONE 847.267.3400 FAX 847.267.3401
Email: info@mannweitz.com

INDEPENDENT AUDITORS' REPORT

September 28, 2012

The Trustee
Bell Flavors & Fragrances, Inc.
Retirement Savings and Profit Sharing Plan
Northbrook, Illinois

We were engaged to audit the accompanying statements of net assets available for benefits of Bell Flavors & Fragrances, Inc. Retirement Savings and Profit Sharing Plan (the Plan) as of December 31, 2011 and 2010, and the related statement of changes in net assets available for benefits for the year ended December 31, 2011, and supplemental Schedule H, Line 4i - Schedule of Assets (Held at End of Year) as of December 31, 2011. These financial statements and supplemental schedule are the responsibility of the Plan's management.

As permitted by 29 CFR Section 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 3, which was certified by Prudential Retirement Insurance and Annuity Company, the custodian of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedule. We have been informed by the plan administrator that the custodian holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the custodian as of December 31, 2011 and 2010, and for the year ended December 31, 2011, that the information provided to the plan administrator by the custodian is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and supplemental schedule taken as a whole. The supplemental schedule is presented for the purpose of additional analysis and is not a required part of the financial statements but is required by the Department of Labor's Rules and Regulation 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 schedule, other than that derived from the information certified by the custodian, have been audited by us in accordance with U.S. generally accepted auditing standards 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.

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RETIREMENT SAVINGS AND PROFIT SHARING PLAN

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DECEMBER 31, 2011 AND 2010

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BELL FLAVORS & FRAGRANCES, INC.
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NET ASSETS AVAILABLE FOR BENEFITS		
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VESTING

Participants are immediately vested in their own contributions plus actual earnings thereon. Vesting in the Company's contribution portion of their accounts is based on years of service. Effective January 1, 2002, a participant becomes 20 percent vested after two years of service, 40 percent after three years of service, 60 percent after four years of service, 80 percent after five years of service and 100 percent vested after six years of service. However, if an active participant dies prior to attaining the normal retirement age, the participant's account becomes 100 percent vested.

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The preparation of financial statements in conformity with U.S. generally accepted accounting principles (GAAP) requires the plan administrator to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of additions and deductions during the reporting period. Actual results could differ from those estimates.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - Continued

INVESTMENT VALUATION AND INCOME RECOGNITION

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

Purchases and sales of securities are accounted for on the trade-date basis. Income earned from investments is recorded as earned on the accrual basis.

PAYMENT OF BENEFITS

Benefit claims are recorded as expenses when they have been approved for payment and paid by the Plan.

ADMINISTRATIVE EXPENSES

The Plan is responsible for payment of the custodian expenses and fees; however, the Company may pay the Plan expenses directly. Transaction charges (for notes receivable from participants and benefit payment transactions) are paid by the Plan. No administrative expenses were paid by the Plan for the year ended December 31, 2011.

NEW ACCOUNTING PRONOUNCEMENTS

In May 2011, Financial Accounting Standards Board (FASB) issued ASU No. 2011-04, Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and International Financial Reporting Standards (ASC Topic 820) – Fair Value Measurement. The new guidance relates to fair value measurements, related disclosures and consistent meaning of the term "fair value" in U.S. GAAP and International Financial Reporting Standards. The amendment clarifies how to apply the existing fair value measurements and disclosures. For fair value measurements classified within Level 3, an entity is required to disclose quantitative information about the unobservable inputs. A reporting entity is also required to disclose additional information like valuation processes, a narrative description of the sensitivity of the fair value measurements to changes in unobservable inputs and the interrelationships between those unobservable inputs. The amendments are effective for annual periods beginning after December 15, 2011. Management has considered the provisions of the amendments and will evaluate any possible additional disclosure requirements at the effective date.

SUBSEQUENT EVENTS

The Plan has evaluated subsequent events for potential recognition and/or disclosures through September 28, 2012, the date the financial statements were available to be issued.

3. INVESTMENTS AND INVESTMENT GAIN

The Custodian has provided certification that the following information for the pooled separate accounts, which is contained in or used to develop the financial statements or schedules, is complete and accurate:

- Details (cost and fair values) and summaries of investments held at December 31, 2011 and 2010.
- Summaries of investment asset transactions for the year ended December 31, 2011.
- Investment earnings for the year ended December 31, 2011.

Net investment loss from pooled separate accounts for 2011 was $170,996.

The fair market value of individual investments which represent five percent or more of the Plan's net assets at December 31, 2011 and 2010 is as follows:

	2011	2010
MFS International Diversification	$ 1,072,680	$ 744,934
Large Cap Value/LSV Asset Management		810,801
Blackrock Equity Dividend	654,487	
Core Plus Bond/PIMCO	1,013,748	880,365
T Rowe Price Growth Stock R Share	818,932	910,994
Principal Preservation Separate Account	4,733,688	4,247,961
Mid Cap Growth/Timessquare	590,588	680,643
Dryden S&P 500 Index Fund	723,542	837,139

4. FAIR VALUE MEASUREMENTS

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

Level 1 - Unadjusted quoted prices for identical assets or liabilities in active markets that the plan has the ability to access

Level 2 - Quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in inactive markets; inputs other than quoted prices that are observable for the asset or liability; inputs that are derived principally from or corroborated by observable market data by correlation or other means.

4. FAIR VALUE MEASUREMENTS - Continued

Level 3 - Unobservable and significant to the fair value measurement.

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

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2011 and 2010.

Pooled separate accounts: Valued as determined by the unit value report by Prudential.

Principal preservation separate account: Stated at fair value which is equal to contract value. Contract value represents deposits made to the contract, plus earnings at guaranteed crediting rates, less withdrawals and fees.

The following tables set forth by level, within the fair value hierarchy, the Plan investment assets and investment liabilities at fair value, as of December 31, 2011 and 2010.

	Investment Assets at Fair Value as of December 31, 2011			
	Level 1	Level 2	Level 3	Total
Pooled separate accounts				
Large Cap Stock	$ 1,542,474	$ -	$ -	$ 1,542,474
Fixed Income - Domestic	1,013,748			1,013,748
Mid Cap Stock	793,150			793,150
Lifetime Funds	748,670			748,670
Small Cap Stock	577,860			577,860
Balanced - Value	219,208			219,208
Specialty - Real Estate	126,555			126,555
Mutual funds				
International Stock - Blend	1,072,680			1,072,680
Large Cap Stock	654,487			654,487
Principal Preservation Separate Account				
Stable Value			4,733,688	4,733,688
Total Investments at Fair Value	$ 6,748,832	$ -	$ 4,733,688	$ 11,482,520

4. FAIR VALUE MEASUREMENTS - Continued

	Investment Assets at Fair Value as of December 31, 2010			
	Level 1	Level 2	Level 3	Total
Pooled separate accounts				
Large Cap Stock	$ 2,558,934	$ -	$ -	$ 2,558,934
Fixed Income - Domestic	880,365			880,365
Mid Cap Stock	919,708			919,708
Lifetime Funds	758,059			758,059
Small Cap Stock	597,342			597,342
Balanced - Value	257,705			257,705
Specialty - Real Estate	75,060			75,060
Mutual funds				
International Stock - Blend	744,934			744,934
Principal Preservation Separate Account				
Stable Value			4,247,961	4,247,961
Total Investments at Fair Value	$ 6,792,107	$ -	$ 4,247,961	$ 11,040,068

Level 3 Activity

The following table sets forth a summary of changes in the fair value of the Plan's level 3 assets for the year ended December 31, 2011.

	Level 3 Assets Year Ended December 31, 2011 Principal Preservation Separate Account
Balance, beginning of year	$ 4,247,961
Contributions, net of disbursements, note receivable from participant activity, and forfeitures	373,507
Interest income	112,220
Balance, end of year	$ 4,733,688

5. INVESTMENT CONTRACT WITH INSURANCE COMPANY

The Plan participates in an insurance company issued Evergreen Group annuity contract with Prudential Life via an investment in the Prudential Principal Preservation Separate Account (PPSA). Prudential Life commingles the assets of the PPSA with other assets. The account is credited with deposits and earnings on the underlying investments and charged for participant withdrawals and administrative expenses. The PPSA issuer is contractually obligated to repay the principal and a specified interest rate that is guaranteed to the Plan.

Because the PPSA contract is fully benefit-responsive, contract value is the relevant measurement attribute for the portion of the net assets available for benefits attributable to the PPSA. The PPSA is presented on the face of the statement of net assets available for benefits at fair value which is equal to contract value. Contract value, as reported to the Plan by Prudential, represents contributions made under the contract, plus earnings at guaranteed crediting rates, less participant withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value.

There are no reserves against contract value for credit risk of the contract issuer or otherwise. Many factors are considered when establishing interest crediting rates including current economic and market conditions and the general interest rate environment. The rates are established without the use of a specific formula and are not based on the performance of the assets held in the collateral account. The minimum crediting rate under this contract is 1.5%. Interest crediting rates are reviewed on a semi-annual basis for resetting.

Generally, there are not any events that could limit the ability of the plan to transact at contract value paid within 90 days or in rare circumstances, contract value paid over time.

There are not any events that allow the issuer to terminate the contract and which require the plan sponsor to settle at an amount different than contract value paid either within 90 days or over time.

Average annual net yields earned by the Plan and credited to participants were 2.50% and 2.75% for the years ending December 31, 2011 and 2010, respectively.

6. RELATED-PARTY TRANSACTIONS

Plan assets include investments in funds managed by Prudential. Prudential is the Plan's custodian and as such, transactions with the custodian qualify as party-in-interest transactions under ERISA. Personnel and facilities of the Company have been used to perform administrative functions for the Plan at no charge to the Plan. Notes receivable from participants also qualify as party-in-interest transactions.

7. PLAN TERMINATION

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants will become 100% vested in their accounts. Any unallocated assets of the Plan shall be allocated to participant accounts and distributed in such a manner as the Company may determine.

8. TAX STATUS

The Internal Revenue Service has determined and informed the Company by a letter dated February 6, 2002, that the Plan is designed in accordance with applicable sections of the Internal Revenue Code (IRC). The Plan has been amended since receiving the determination letter; however, the administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC. Therefore, no provision for income taxes has been included in the Plan's financial statements.

U.S. GAAP require plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination. The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2011, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan administrator believes it is no longer subject to income tax examinations for years prior to 2009.

9. RISKS AND UNCERTAINTIES

The Plan provides for various investment options in any combination of funds offered by the Plan. These funds are exposed to various risks, such as interest rate, market and credit. Due to the level of risk associated with certain investments and the level of uncertainty related to changes in the value of investments, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits.

10. CORRECTIVE DISTRIBUTIONS PAYABLE

Corrective distributions payable represent contributions deferred during the year by certain highly compensated individuals and income earned thereon. These amounts were required to be returned to the participants as a result of a compliance test failure.

SUPPLEMENTAL INFORMATION

BELL FLAVORS & FRAGRANCES, INC.
RETIREMENT SAVINGS AND PROFIT SHARING PLAN
EIN 36-2643173
PLAN NUMBER 001

SCHEDULE H, LINE #4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
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
*	Prudential Retirement Insurance	Principal Preserv Sep Acc	**	$ 4,733,688
*	Prudential Retirement Insurance	T Rowe Price Growth Stock R Share	**	818,932
*	Prudential Retirement Insurance	Oakmark Equity & Income	**	219,208
*	Prudential Retirement Insurance	Mid Cap Value/CRM Fund	**	202,562
*	Prudential Retirement Insurance	Mid Cap Growth/Timessquare	**	590,588
*	Prudential Retirement Insurance	Lifetime Aggressive	**	84,088
*	Prudential Retirement Insurance	Lifetime Balanced Fund	**	327,164
*	Prudential Retirement Insurance	Lifetime Conservative	**	40,117
*	Prudential Retirement Insurance	Lifetime Growth Fund	**	265,099
*	Prudential Retirement Insurance	Lifetime Income & Equity	**	32,202
*	Prudential Retirement Insurance	Blackrock Equity Dividend	**	654,487
*	Prudential Retirement Insurance	Ivy Small Cap Growth Y Shares	**	218,769
*	Prudential Retirement Insurance	MFS International Diversification	**	1,072,680
*	Prudential Retirement Insurance	Dryden S&P 500 Index Fund	**	723,542
*	Prudential Retirement Insurance	Diamond Hill Small Cap Fund A	**	359,091
*	Prudential Retirement Insurance	Core Plus Bond/PIMCO	**	1,013,748
*	Prudential Retirement Insurance	American Century Real Estate AD	**	126,555
	Total Investments			$ 11,482,520
	Notes Receivable from Participants	Interest rates ranging from 3.25% to 8.25%, maturing at various dates from February 2012 through December 2016	-	$ 302,542

* Indicates a party-in-interest to the Plan.
** The cost of participant-directed investments is not required to be disclosed.

Bell Flavors & Fragrances, Inc.
Retirement Savings and Profit Sharing Plan

Financial Statements

Years Ended December 31, 2011 and 2010

MANN . WEITZ & ASSOCIATES L.L.C.
Certified Public Accountants & Consultants

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Schedule of Assets (Held at End of Year)	14

MANN . WEITZ & ASSOCIATES L.L.C.

Certified Public Accountants & Consultants
111 Deer Lake Road, Suite 125 Deerfield, IL 60015-9578
PHONE 847.267.3400 FAX 847.267.3401
Email: info@mannweitz.com

INDEPENDENT AUDITORS' REPORT

September 28, 2012

The Trustee
Bell Flavors & Fragrances, Inc.
Retirement Savings and Profit Sharing Plan
Northbrook, Illinois

We were engaged to audit the accompanying statements of net assets available for benefits of Bell Flavors & Fragrances, Inc. Retirement Savings and Profit Sharing Plan (the Plan) as of December 31, 2011 and 2010, and the related statement of changes in net assets available for benefits for the year ended December 31, 2011, and supplemental Schedule H, Line 4i - Schedule of Assets (Held at End of Year) as of December 31, 2011. These financial statements and supplemental schedule are the responsibility of the Plan's management.

As permitted by 29 CFR Section 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 3, which was certified by Prudential Retirement Insurance and Annuity Company, the custodian of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedule. We have been informed by the plan administrator that the custodian holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the custodian as of December 31, 2011 and 2010, and for the year ended December 31, 2011, that the information provided to the plan administrator by the custodian is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and supplemental schedule taken as a whole. The supplemental schedule is presented for the purpose of additional analysis and is not a required part of the financial statements but is required by the Department of Labor's Rules and Regulation 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 schedule, other than that derived from the information certified by the custodian, have been audited by us in accordance with U.S. generally accepted auditing standards 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.

Mann Weitz : Associates LLC

BELL FLAVORS & FRAGRANCES, INC.
RETIREMENT SAVINGS AND PROFIT SHARING PLAN

STATEMENT OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2011 AND 2010

	2011	2010
ASSETS		
Investments at Fair Value - Notes 3 and 4		
Principal Preservation Separate Account	$ 4,733,688	$ 4,247,961
Pooled separate accounts	5,021,665	6,047,173
Mutual funds	1,727,167	744,934
Total Investments	11,482,520	11,040,068
Receivables		
Notes receivable from participants	302,542	372,068
Total Assets	11,785,062	11,412,136
LIABILITIES		
Corrective distributions payable - Note 10		30,266
NET ASSETS AVAILABLE FOR BENEFITS	$ 11,785,062	$ 11,381,870

The accompanying notes are an integral part of this statement.

BELL FLAVORS & FRAGRANCES, INC.
RETIREMENT SAVINGS AND PROFIT SHARING PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
FOR THE YEAR ENDED DECEMBER 31, 2011

ADDITIONS TO NET ASSETS ATTRIBUTED TO:		
Contributions		
Participants	$	975,673
Sponsor		146,111
Rollover		19,237
Interest and dividend income		118,698
Interest on participant notes receivable		11,746
Total Additions		1,271,465
DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO:		
Net realized and unrealized depreciation in fair value of investments - Note 3		170,996
Participant withdrawals		697,277
Total Deductions		868,273
NET INCREASE IN NET ASSETS AVAILABLE FOR BENEFITS		403,192
NET ASSETS AVAILABLE FOR BENEFITS		
Beginning of year		11,381,870
End of year	$	11,785,062

The accompanying notes are an integral part of this statement.

BELL FLAVORS & FRAGRANCES, INC.
RETIREMENT SAVINGS AND PROFIT SHARING PLAN

NOTES TO FINANCIAL STATEMENTS

1. DESCRIPTION OF PLAN

The following description of the Bell Flavors & Fragrances, Inc. Retirement Savings and Profit Sharing Plan (the Plan) provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

GENERAL

The Plan is a defined contribution plan established effective January 1, 1988 and most recently amended January 1, 2008 with the adoption of an automatic enrollment feature. Non-union employees of Bell Flavors & Fragrances, Inc. (the Company) are automatically enrolled upon completing thirty days of service, as defined, and attaining the age of 21 unless the employee chooses not to participate. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

CONTRIBUTIONS

Participants may contribute an amount equal to not less than one percent and not more than fifteen percent of their eligible compensation, as defined, for the contribution period. Participants may also make rollover contributions from other qualified plans. Additionally, all employees who are eligible to make elective deferrals and who have attained age 50 before the close of the plan year may make catch-up contributions in accordance with, and subject to the limitations of, section 414(v) of the Internal Revenue Code. Participants direct the investment of their contributions into various pooled separate accounts as investment options offered by the Plan. Participant contributions are recorded in the period during which the Company makes payroll deductions from the participant's earnings.

The Company makes matching contributions on a monthly basis in an amount equal to $0.25 for each $1.00 contributed by a participant, up to a maximum of six percent of the participant's eligible compensation. The Company may also make annual discretionary non-elective contributions. There were no discretionary non-elective contributions made in 2011 or 2010. Company contributions are invested directly in the above investment options as directed by the participant.

Contributions received prior to year-end awaiting investment in the appropriate investment options at December 31, if any, are invested in the Prudential Retirement Insurance and Annuity Company Principal Preservation Separate Account.

PARTICIPANT ACCOUNTS

Each participant's account is credited with the participant's contributions, an allocation of the Company's contributions and Plan earnings. Earnings are allocated by fund based on the ratio of a participant's account invested in a particular fund to all participants' investments in that fund. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

1. DESCRIPTION OF PLAN - Continued

VESTING

Participants are immediately vested in their own contributions plus actual earnings thereon. Vesting in the Company's contribution portion of their accounts is based on years of service. Effective January 1, 2002, a participant becomes 20 percent vested after two years of service, 40 percent after three years of service, 60 percent after four years of service, 80 percent after five years of service and 100 percent vested after six years of service. However, if an active participant dies prior to attaining the normal retirement age, the participant's account becomes 100 percent vested.

NOTES RECEIVABLE FROM PARTICIPANTS

Participants may borrow up to a maximum of $50,000 or 50 percent of the vested portion of their account balance, whichever is less. Notes receivable are calculated on a fully amortized basis. A note receivable is collateralized by the balance in the participant's account and bears interest at a rate commensurate with market rates for similar loans, 3.25% to 8.25% for the years ended December 31, 2011 and 2010. The notes receivable generally must be repaid over five years. If the note is used for the purchase of a primary residence, a longer repayment period may be granted.

BENEFITS

On termination of service, a participant may elect to receive either a lump-sum amount equal to the value of the vested portion of their account, a distribution in the form of an annuity, installment payments, or a combination of these payment options. Distributions are subject to the applicable provisions of the Plan agreement.

FORFEITURES

Forfeitures result from non-vested Company contributions and are available to offset Company cash contributions or to pay Plan expenses. At December 31, 2011 and 2010, forfeited non-vested accounts totaled approximately $5,700 and $10,000, respectively. In 2011, approximately $6,600 of non-vested forfeitures was used to offset Plan expenses.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

BASIS OF PRESENTATON

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

USE OF ESTIMATES

The preparation of financial statements in conformity with U.S. generally accepted accounting principles (GAAP) requires the plan administrator to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of additions and deductions during the reporting period. Actual results could differ from those estimates.

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- Investment earnings for the year ended December 31, 2011.

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Dryden S&P 500 Index Fund	723,542	837,139

4. FAIR VALUE MEASUREMENTS

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Level 2 - Quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in inactive markets; inputs other than quoted prices that are observable for the asset or liability; inputs that are derived principally from or corroborated by observable market data by correlation or other means.

4. FAIR VALUE MEASUREMENTS - Continued

Level 3 - Unobservable and significant to the fair value measurement.

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

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2011 and 2010.

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The following tables set forth by level, within the fair value hierarchy, the Plan investment assets and investment liabilities at fair value, as of December 31, 2011 and 2010.

	Investment Assets at Fair Value as of December 31, 2011			
	Level 1	Level 2	Level 3	Total
Pooled separate accounts				
Large Cap Stock	$ 1,542,474	$ -	$ -	$ 1,542,474
Fixed Income - Domestic	1,013,748			1,013,748
Mid Cap Stock	793,150			793,150
Lifetime Funds	748,670			748,670
Small Cap Stock	577,860			577,860
Balanced - Value	219,208			219,208
Specialty - Real Estate	126,555			126,555
Mutual funds				
International Stock - Blend	1,072,680			1,072,680
Large Cap Stock	654,487			654,487
Principal Preservation Separate Account				
Stable Value			4,733,688	4,733,688
Total Investments at Fair Value	$ 6,748,832	$ -	$ 4,733,688	$ 11,482,520

4. FAIR VALUE MEASUREMENTS - Continued

	Investment Assets at Fair Value as of December 31, 2010			
	Level 1	Level 2	Level 3	Total
Pooled separate accounts				
Large Cap Stock	$ 2,558,934	$ -	$ -	$ 2,558,934
Fixed Income - Domestic	880,365			880,365
Mid Cap Stock	919,708			919,708
Lifetime Funds	758,059			758,059
Small Cap Stock	597,342			597,342
Balanced - Value	257,705			257,705
Specialty - Real Estate	75,060			75,060
Mutual funds				
International Stock - Blend	744,934			744,934
Principal Preservation Separate Account				
Stable Value			4,247,961	4,247,961
Total Investments at Fair Value	$ 6,792,107	$ -	$ 4,247,961	$ 11,040,068

Level 3 Activity

The following table sets forth a summary of changes in the fair value of the Plan's level 3 assets for the year ended December 31, 2011.

	Level 3 Assets Year Ended December 31, 2011 Principal Preservation Separate Account
Balance, beginning of year	$ 4,247,961
Contributions, net of disbursements, note receivable from participant activity, and forfeitures	373,507
Interest income	112,220
Balance, end of year	$ 4,733,688

5. INVESTMENT CONTRACT WITH INSURANCE COMPANY

The Plan participates in an insurance company issued Evergreen Group annuity contract with Prudential Life via an investment in the Prudential Principal Preservation Separate Account (PPSA). Prudential Life commingles the assets of the PPSA with other assets. The account is credited with deposits and earnings on the underlying investments and charged for participant withdrawals and administrative expenses. The PPSA issuer is contractually obligated to repay the principal and a specified interest rate that is guaranteed to the Plan.

Because the PPSA contract is fully benefit-responsive, contract value is the relevant measurement attribute for the portion of the net assets available for benefits attributable to the PPSA. The PPSA is presented on the face of the statement of net assets available for benefits at fair value which is equal to contract value. Contract value, as reported to the Plan by Prudential, represents contributions made under the contract, plus earnings at guaranteed crediting rates, less participant withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value.

There are no reserves against contract value for credit risk of the contract issuer or otherwise. Many factors are considered when establishing interest crediting rates including current economic and market conditions and the general interest rate environment. The rates are established without the use of a specific formula and are not based on the performance of the assets held in the collateral account. The minimum crediting rate under this contract is 1.5%. Interest crediting rates are reviewed on a semi-annual basis for resetting.

Generally, there are not any events that could limit the ability of the plan to transact at contract value paid within 90 days or in rare circumstances, contract value paid over time.

There are not any events that allow the issuer to terminate the contract and which require the plan sponsor to settle at an amount different than contract value paid either within 90 days or over time.

Average annual net yields earned by the Plan and credited to participants were 2.50% and 2.75% for the years ending December 31, 2011 and 2010, respectively.

6. RELATED-PARTY TRANSACTIONS

Plan assets include investments in funds managed by Prudential. Prudential is the Plan's custodian and as such, transactions with the custodian qualify as party-in-interest transactions under ERISA. Personnel and facilities of the Company have been used to perform administrative functions for the Plan at no charge to the Plan. Notes receivable from participants also qualify as party-in-interest transactions.

7. PLAN TERMINATION

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants will become 100% vested in their accounts. Any unallocated assets of the Plan shall be allocated to participant accounts and distributed in such a manner as the Company may determine.

8. TAX STATUS

The Internal Revenue Service has determined and informed the Company by a letter dated February 6, 2002, that the Plan is designed in accordance with applicable sections of the Internal Revenue Code (IRC). The Plan has been amended since receiving the determination letter; however, the administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC. Therefore, no provision for income taxes has been included in the Plan's financial statements.

U.S. GAAP require plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination. The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2011, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan administrator believes it is no longer subject to income tax examinations for years prior to 2009.

9. RISKS AND UNCERTAINTIES

The Plan provides for various investment options in any combination of funds offered by the Plan. These funds are exposed to various risks, such as interest rate, market and credit. Due to the level of risk associated with certain investments and the level of uncertainty related to changes in the value of investments, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits.

10. CORRECTIVE DISTRIBUTIONS PAYABLE

Corrective distributions payable represent contributions deferred during the year by certain highly compensated individuals and income earned thereon. These amounts were required to be returned to the participants as a result of a compliance test failure.

SUPPLEMENTAL INFORMATION

BELL FLAVORS & FRAGRANCES, INC.
RETIREMENT SAVINGS AND PROFIT SHARING PLAN
EIN 36-2643173
PLAN NUMBER 001

SCHEDULE H, LINE #4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
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
*	Prudential Retirement Insurance	Principal Preserv Sep Acc	**	$ 4,733,688
*	Prudential Retirement Insurance	T Rowe Price Growth Stock R Share	**	818,932
*	Prudential Retirement Insurance	Oakmark Equity & Income	**	219,208
*	Prudential Retirement Insurance	Mid Cap Value/CRM Fund	**	202,562
*	Prudential Retirement Insurance	Mid Cap Growth/Timessquare	**	590,588
*	Prudential Retirement Insurance	Lifetime Aggressive	**	84,088
*	Prudential Retirement Insurance	Lifetime Balanced Fund	**	327,164
*	Prudential Retirement Insurance	Lifetime Conservative	**	40,117
*	Prudential Retirement Insurance	Lifetime Growth Fund	**	265,099
*	Prudential Retirement Insurance	Lifetime Income & Equity	**	32,202
*	Prudential Retirement Insurance	Blackrock Equity Dividend	**	654,487
*	Prudential Retirement Insurance	Ivy Small Cap Growth Y Shares	**	218,769
*	Prudential Retirement Insurance	MFS International Diversification	**	1,072,680
*	Prudential Retirement Insurance	Dryden S&P 500 Index Fund	**	723,542
*	Prudential Retirement Insurance	Diamond Hill Small Cap Fund A	**	359,091
*	Prudential Retirement Insurance	Core Plus Bond/PIMCO	**	1,013,748
*	Prudential Retirement Insurance	American Century Real Estate AD	**	126,555
	Total Investments			$ 11,482,520
	Notes Receivable from Participants	Interest rates ranging from 3.25% to 8.25%, maturing at various dates from February 2012 through December 2016	-	$ 302,542

* Indicates a party-in-interest to the Plan.
** The cost of participant-directed investments is not required to be disclosed.