

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
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Part I	Annual Report Identification Information		
For calendar plan year 2011 or fiscal plan year beginning <u>07/01/2011</u> and ending <u>06/30/2012</u>			
A This return/report is for:	☐ a multiemployer plan;	☐ a multiple-employer plan; or	
	☒ a single-employer plan;	☐ a DFE (specify) ____	
B This return/report is:	☐ the first return/report;	☐ the final return/report;	
	☐ an amended return/report;	☐ a short plan year return/report (less than 12 months).	
C If the plan is a collectively-bargained plan, check here.	☐		
D Check box if filing under:	☒ Form 5558;	☐ automatic extension;	☐ the DFVC program;
	☐ special extension (enter description)		

Part II	Basic Plan Information —enter all requested information		
1a Name of plan	<u>MANTH-BROWNELL, INCORPORATED EMPLOYEE RETIREMENT SAVINGS PLAN</u>		1b Three-digit plan number (PN) ▶ <u>001</u>
			1c Effective date of plan <u>07/01/1991</u>
2a Plan sponsor's name and address, including room or suite number (Employer, if for single-employer plan)			2b Employer Identification Number (EIN) <u>15-0589628</u>
			2c Sponsor's telephone number <u>315-687-7263</u>
			2d Business code (see instructions) <u>332700</u>

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.	03/19/2013	COLLEEN WILLIAMS
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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

Form 5500 (2011)
v.012611

3a Plan administrator's name and address (if same as plan sponsor, enter "Same") MANTH-BROWNELL, INCORPORATED 1120 FYLER ROAD KIRKVILLE, NY 13082	3b Administrator's EIN 15-0589628 3c Administrator's telephone number 315-687-7263
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4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name	4b EIN 4c PN
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5 Total number of participants at the beginning of the plan year	5	146
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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	128
b Retired or separated participants receiving benefits.....	6b	1
c Other retired or separated participants entitled to future benefits.....	6c	30
d Subtotal. Add lines 6a , 6b , and 6c	6d	159
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	0
f Total. Add lines 6d and 6e	6f	159
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	151
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	14

7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7	
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8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:

2E 2F 2G 2J 2K 2S 2T 3D

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristic Codes in the instructions:

9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
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10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

- (1) ☒ **R** (Retirement Plan Information)
- (2) ☐ **MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
- (3) ☐ **SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

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

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

For calendar plan year 2011 or fiscal plan year beginning **07/01/2011** and ending **06/30/2012**

A Name of plan MANTH-BROWNELL, INCORPORATED EMPLOYEE RETIREMENT SAVINGS PLAN	B Three-digit plan number (PN) ▶ 001
C Plan sponsor's name as shown on line 2a of Form 5500 MANTH-BROWNELL, INCORPORATED	D Employer Identification Number (EIN) 15-0589628

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

ABERDEEN FUND DISTRIBUTORS	MELLON BANK CENTER 1735 MARKET STRE
	32ND FLOOR
	PHILADELPHIA, PA 19103

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

AMERICAN CENTURY INVESTMENT SERVICE

44-0640487

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

BLACKROCK INVESTMENTS, INC.

23-2784752

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

CALVERT DISTRIBUTORS, INC.	4550 MONTGOMERY AVE
	BETHESDA, MD 20814

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

EATON VANCE DISTRIBUTORS, INC.

04-3239487

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

FRED ALGER & COMPANY, INCORPORATED

13-2510833

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

INVESCO DISTRIBUTORS, INC.

74-1894784

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

J.P. MORGAN INVESTMENT MANAGEMENT I

13-3200244

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

OPPENHEIMER FUNDS INC.

13-2527171

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

PIONEER INVESTMENT MANAGEMENT, INC

13-1961193

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

PRUDENTIAL INVESTMENTS LLC

22-3468527

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

WELLS FARGO FUNDS DISTRIBUTOR, LLC

525 MARKET STREET
12TH FLOOR
SAN FRANCISCO, CA 94105

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)

ADP BROKER-DEALER

22-3319984

(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?
49 99	RECORD KEEPER	0	Yes ☒ No ☐	Yes ☐ No ☒	0	Yes ☒ No ☐

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

MORGAN STANLEY SMITH BARNEY LLC

26-4310632

(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?
49 99	RECORDKEEPER	0	Yes ☒ No ☐	Yes ☐ No ☒	0	Yes ☒ No ☐

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

ADP

22-1467904

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 50 64 37	RECORD KEEPER	3719	Yes ☒ No ☐	Yes ☒ No ☐	0	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
ADP BROKER-DEALER	99	0
(d) Enter name and EIN (address) of source of indirect compensation ABERDEEN FUND DISTRIBUTORS MELLON BANK CENTER 1735 MARKET STRE 32ND FLOOR PHILADELPHIA, PA 19103 (e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. ANNUAL RATE 0.00265 OF AVERAGE DAILY ASSETS		
(a) Enter service provider name as it appears on line 2 ADP BROKER-DEALER (b) Service Codes (see instructions) 99 (c) Enter amount of indirect compensation 0		
(d) Enter name and EIN (address) of source of indirect compensation AMERICAN CENTURY INVESTMENT SERVICE 44-0640487 (e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. ANNUAL RATE 0.00265 OF AVERAGE DAILY ASSETS		
(a) Enter service provider name as it appears on line 2 ADP BROKER-DEALER (b) Service Codes (see instructions) 99 (c) Enter amount of indirect compensation 0		
(d) Enter name and EIN (address) of source of indirect compensation BLACKROCK INVESTMENTS, INC. 23-2784752 (e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. ANNUAL RATE 0.00265 OF AVERAGE DAILY ASSETS		

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
ADP BROKER-DEALER	99	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
CALVERT DISTRIBUTORS, INC. 4550 MONTGOMERY AVE BETHESDA, MD 20814	ANNUAL RATE 0.00265 OF AVERAGE DAILY ASSETS	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
ADP BROKER-DEALER	99	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
EATON VANCE DISTRIBUTORS, INC. 04-3239487	ANNUAL RATE 0.00265 OF AVERAGE DAILY ASSETS	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
ADP BROKER-DEALER	99	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
FRED ALGER & COMPANY, INCORPORATED 13-2510833	ANNUAL RATE 0.00265 OF AVERAGE DAILY ASSETS	

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
MORGAN STANLEY SMITH BARNEY LLC	99	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
INVESCO DISTRIBUTORS, INC. 74-1894784	ANNUAL RATE 0.00760 OF AVERAGE DAILY ASSETS	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
ADP BROKER-DEALER	99	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
INVESCO DISTRIBUTORS, INC. 74-1894784	ANNUAL RATE 0.00265 OF AVERAGE DAILY ASSETS	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
ADP BROKER-DEALER	99	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
J.P. MORGAN INVESTMENT MANAGEMENT I 13-3200244	ANNUAL RATE 0.00265 OF AVERAGE DAILY ASSETS	

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
ADP BROKER-DEALER	99	0
(d) Enter name and EIN (address) of source of indirect compensation OPPENHEIMER FUNDS INC. 13-2527171		
(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. ANNUAL RATE 0.00265 OF AVERAGE DAILY ASSETS		
ADP BROKER-DEALER	99	0
(d) Enter name and EIN (address) of source of indirect compensation PIONEER INVESTMENT MANAGEMENT, INC 13-1961193		
(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. ANNUAL RATE 0.00265 OF AVERAGE DAILY ASSETS		
ADP BROKER-DEALER	99	0
(d) Enter name and EIN (address) of source of indirect compensation PRUDENTIAL INVESTMENTS LLC 22-3468527		
(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. ANNUAL RATE 0.00265 OF AVERAGE DAILY ASSETS		

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
ADP BROKER-DEALER	99	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
WELLS FARGO FUNDS DISTRIBUTOR, LLC 525 MARKET STREET 12TH FLOOR SAN FRANCISCO, CA 94105	ANNUAL RATE 0.00265 OF AVERAGE DAILY ASSETS	
(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.
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For calendar plan year 2011 or fiscal plan year beginning 07/01/2011 and ending 06/30/2012

A Name of plan <u>MANTH-BROWNELL, INCORPORATED EMPLOYEE RETIREMENT SAVINGS PLAN</u>	B Three-digit plan number (PN) ►	<u>001</u>
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>MANTH-BROWNELL, INCORPORATED</u>	D Employer Identification Number (EIN) <u>15-0589628</u>	

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)
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a Name of MTIA, CCT, PSA, or 103-12 IE: INVESCO STABLE ASSET

b Name of sponsor of entity listed in (a): INVESCO NATIONAL TRUST COMPANY

c EIN-PN <u>27-3884161-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>406101</u>
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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)
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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)
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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)
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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)
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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)
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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)
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a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

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

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

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

SCHEDULE H (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110
		2011
		This Form is Open to Public Inspection

For calendar plan year 2011 or fiscal plan year beginning 07/01/2011 and ending 06/30/2012		
A Name of plan MANTH-BROWNELL, INCORPORATED EMPLOYEE RETIREMENT SAVINGS PLAN	B Three-digit plan number (PN) ►	001
C Plan sponsor's name as shown on line 2a of Form 5500 MANTH-BROWNELL, INCORPORATED	D Employer Identification Number (EIN) 15-0589628	

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)	337973	289985
(9) Value of interest in common/collective trusts.....	1c(9)	385646	406101
(10) Value of interest in pooled separate accounts.....	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	4243420	4489853
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	4967039	5185939

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	0	0

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	4967039	5185939
---	-----------	---------	---------

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)	60542	
(B) Participants	2a(1)(B)	200636	
(C) Others (including rollovers)	2a(1)(C)	16183	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		277361
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)	16572	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		16572
(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)	128280	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		128280
(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)		3639
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		-147962
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		277890

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	46813	
(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)		46813
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		8458
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)	3719	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		3719
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		58990

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		218900
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: FUST CHARLES CHAMBERS LLP (2) EIN: 16-1226221

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

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

Part IV Compliance Questions

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

During the plan year:

	Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....		X	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.).....		X	
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.).....		X	
e Was this plan covered by a fidelity bond?.....	X		497000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.).....		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			
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.
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For calendar plan year 2011 or fiscal plan year beginning 07/01/2011 and ending 06/30/2012

A Name of plan <u>MANTH-BROWNELL, INCORPORATED EMPLOYEE RETIREMENT SAVINGS PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>MANTH-BROWNELL, INCORPORATED</u>	D Employer Identification Number (EIN) <u>15-0589628</u>

Part I	Distributions
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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	<u>0</u>
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): <u>57-1198022</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	

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

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?.....	☐ Yes	☐ No	☐ N/A
If the plan is a defined benefit plan, go to line 8.			
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____ If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.			
6 a Enter the minimum required contribution for this plan year (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
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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
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Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
----------------	---

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

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): _____

MANATH-BROWNELL, INC.
EMPLOYEE RETIREMENT SAVINGS PLAN

Financial Statements and Supplemental Schedules

June 30, 2012 and 2011

MANTH-BROWNELL, INC.
EMPLOYEE RETIREMENT SAVINGS PLAN

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INDEPENDENT AUDITOR'S REPORT

To the Plan Administrator
Manth-Brownell, Inc. Employee
Retirement Savings Plan:

We were engaged to audit the accompanying statements of net assets available for benefits of the Manth-Brownell, Inc. Employee Retirement Savings Plan as of June 30, 2012 and 2011, and the related statements of changes in net assets available for benefits for the years then ended, and the supplemental schedules of (1) Schedule H, line 4(i) - Schedule of Assets (Held at End of Year), and (2) Schedule H, line 4(j)-Schedule of Reportable Transactions as of or for the year ended June 30, 2012. These financial statements and supplemental schedules are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 6, which was certified by State Street Bank and Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedules. We have been informed by the Plan Administrator that the trustee holds the Plan's investment assets and executes investment transactions. The Plan Administrator has obtained certifications from the trustee as of and for the years ended June 30, 2012 and 2011, that the information provided to the Plan Administrator by the trustee is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on these accompanying financial statements and supplemental schedules taken as a whole. The supplemental schedules are presented for the purposes of additional analysis and are not a required part of the financial statements but are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. The form and content of the information included in the financial statements and supplemental schedules, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Fust Charles Chambers LLP

Fust Charles Chambers LLP

Syracuse, New York
January 29, 2013

MANTH-BROWNELL, INC.
EMPLOYEE RETIREMENT SAVINGS PLAN

Statements of Net Assets Available for Benefits

June 30, 2012 and 2011

	<u>2012</u>	<u>2011</u>
Assets:		
Investments, at fair value	\$ 4,907,725	4,633,965
Notes receivable from participants	<u>289,985</u>	<u>337,973</u>
Net assets reflecting investments at fair value	<u>5,197,710</u>	<u>4,971,938</u>
Adjustment from fair value to contract value for interest in common/collective trust relating to fully benefit-responsive investment contract	<u>(11,771)</u>	<u>(4,899)</u>
Net assets available for benefits	<u>\$ 5,185,939</u>	<u>4,967,039</u>

See accompanying notes to the financial statements.

MANTH-BROWNELL, INC.
EMPLOYEE RETIREMENT SAVINGS PLAN

Statements of Changes in Net Assets Available for Benefits

Years ended June 30, 2012 and 2011

	<u>2012</u>	<u>2011</u>
Additions:		
Additions to net assets attributed to:		
Investment income:		
Net appreciation in fair value of investments	\$ -	806,665
Dividends	131,919	84,505
	<u>131,919</u>	<u>891,170</u>
Interest income on notes receivable from participants	<u>16,572</u>	<u>15,190</u>
Contributions:		
Participant	200,636	193,774
Employer	60,542	35,130
Participant rollovers	16,183	-
	<u>277,361</u>	<u>228,904</u>
Total additions	<u>425,852</u>	<u>1,135,264</u>
Deductions:		
Deductions from net assets attributed to:		
Net depreciation in fair value of investments	147,962	-
Benefits paid to participants	46,813	749,309
Deemed distribution loans	8,458	2,210
Administrative expenses	3,719	5,294
	<u>206,952</u>	<u>756,813</u>
Total deductions	<u>206,952</u>	<u>756,813</u>
Net increase	218,900	378,451
Net assets available for benefits:		
Beginning of year	<u>4,967,039</u>	<u>4,588,588</u>
End of year	<u>\$ 5,185,939</u>	<u>4,967,039</u>

See accompanying notes to the financial statements.

**MANTH-BROWNELL, INC.
EMPLOYEE RETIREMENT SAVINGS PLAN**

Notes to Financial Statements

June 30, 2012 and 2011

(1) Description of Plan

The following description of the Manth-Brownell, Inc. (Company) Employee Retirement Savings Plan (Plan) provides only general information. Participants should refer to the Plan Agreement for a more complete description of the Plan's provisions.

(a) General

The Plan is a defined contribution plan covering all employees excluding leased and per diem employees of the Company who are age eighteen or older. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

(b) Contributions

Each year, participants may contribute a percentage of their pre-tax annual compensation, as defined in the Plan up to the maximum allowable under the Internal Revenue Code (IRC). Participants who have attained age 50 before the end of the plan year are eligible to make catch-up contributions. Participants may also contribute amounts representing distributions from other qualified defined benefit and defined contribution plans. Participants direct the investment of their contributions into various investment options offered by the Plan. The Plan currently offers a common/collective trust and various mutual funds as investment options for participants. Participants may elect to make pre-tax contributions to the Plan on any Company paid bonus in whole percentages from 1% to 100%. The Company also may make discretionary matching contributions. For 2012, the Company matched 50% up to 4% of eligible compensation. For 2011, the Company matched 50% up to 2% of eligible compensation. The Company can also elect to make additional discretionary profit sharing contributions to the Plan as determined by the board of directors of the Company. No discretionary contributions were made in 2012 and 2011. Contributions are subject to certain limitations.

Eligible employees are automatically enrolled in the Plan at a 2% contribution unless they elect not to contribute.

(c) Participant Accounts

Each participant's account is credited with the participant's contribution and an allocation of (a) the Company's contribution and (b) Plan earnings, and charged with an allocation of administrative expenses. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

MANATH-BROWNELL, INC.
EMPLOYEE RETIREMENT SAVINGS PLAN

Notes to Financial Statements

(1) Description of Plan, Continued

(d) Vesting

Participants are vested immediately in their contributions plus actual earnings thereon and any discretionary profit sharing contributions made by the Company. Vesting in the Company's matching contribution portion of the participant's account plus actual earnings thereon is based on years of continuous service. Participants vest 20% each year in their first five years of service until they are 100% vested after five years of credited service.

(e) Notes Receivable From Participants

Participants may borrow from their fund accounts a minimum of \$500 up to a maximum equal to the lesser of \$50,000 or 50% of the value of their vested account balance. Loan terms range from one to five years unless for the purchase of a primary residence, in which case, the maximum duration of the loan may be up to thirty years. The loans are secured by the balance in the participant's account and bear interest at rates ranging from 4.25% to 9.25% which are commensurate with local prevailing rates as determined by the Plan Administrator. Principal and interest is paid ratably through after-tax payroll deductions on at least a quarterly basis.

(f) Payment of Benefits

Upon termination of service, a participant will receive a lump-sum distribution equal to the value of the participant's vested interest in his or her account. A participant may, however, upon the attainment of age 59 ½, elect to receive a pre-retirement distribution while remaining in the service of the Company. Participants with balances that exceed \$5,000 may defer receiving lump-sum payments upon termination until a distribution is required to be made.

(g) Forfeited Accounts

Forfeited accounts remain in the Plan and are first used to restore previously forfeited account balances of returning participants who are so entitled. Remaining forfeitures will be used to reduce any employer contributions or to pay Plan expenses. In 2012 and 2011, employer contributions were reduced by \$3,109 and \$1,991, respectively, from forfeited nonvested accounts.

MANTH-BROWNELL, INC.
EMPLOYEE RETIREMENT SAVINGS PLAN

Notes to Financial Statements

(2) Summary of Significant Accounting Policies

(a) Basis of Accounting

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

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

(b) Use of Estimates

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

(c) 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 5 for discussion of fair value measurements.

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

**MANTH-BROWNELL, INC.
EMPLOYEE RETIREMENT SAVINGS PLAN**

Notes to Financial Statements

(2) Summary of Significant Accounting Policies, Continued

(d) Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent notes receivable from participants are recorded as distributions based upon the terms of the Plan document.

(e) Payment of Benefits

Benefits are recorded when paid.

(f) Administrative Expenses

Certain investment management fees are netted with investment income. Participants who take a loan from the Plan incur a one-time fee for establishing the loan. Participants who withdraw from the Plan incur a processing fee for each distribution taken. These fees are charged directly to the individual participant's accounts. All other administrative expenses of maintaining the Plan are paid by the Company.

(g) Subsequent Events

The Plan has evaluated subsequent events through January 29, 2013, the date the financial statements were available to be issued.

MANTH-BROWNELL, INC.
EMPLOYEE RETIREMENT SAVINGS PLAN

Notes to Financial Statements

(3) Investments

The following presents investments that represent five percent or more of the Plan's net assets at June 30:

	<u>2012</u>		<u>2011</u>	
	<u>Number of</u>	<u>Fair</u>	<u>Number of</u>	<u>Fair</u>
	<u>shares/units</u>	<u>value</u>	<u>shares/units</u>	<u>value</u>
Oppenheimer Global Fund - A	5,297	\$ 299,197	4,815	\$ 312,240
JP Morgan Core Bond Fund - A	53,822	645,861	48,421	559,745
Calvert Social Investment Fund				
Equity Portfolio - A	14,797	537,560	13,926	539,905
Eaton Vance Large Cap Value				
Fund - A	-	-	48,289	898,659
Invesco Stable Value Asset				
ADP85	406,101	417,872	385,646	390,545
BlackRock Equity Dividend - A	52,021	1,002,959	-	-
Invesco Van Kampen Equity				
and Income - A	30,109	264,955	26,325	233,502
Pioneer Strategic Income - A	29,983	327,109	-	-

During 2012 and 2011, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated (depreciated) in value as follows:

	<u>2012</u>	<u>2011</u>
Common/collective trust	\$ -	4,655
Mutual funds	(147,962)	802,010
	<u>\$ (147,962)</u>	<u>806,665</u>

MANTH-BROWNELL, INC.
EMPLOYEE RETIREMENT SAVINGS PLAN

Notes to Financial Statements

(4) Common Collective Trust

The Plan participates in a common collective trust that includes a stable value fund that is a benefit responsive investment contract. The fund has invested all of its assets in Invesco Stable Value Asset ADP85. The objective of the fund is to provide a diversified group of investments offering competitive levels of yield consistent with stable fixed-income methodology allowing for preservation of capital and returns. The fund invests in conventional, synthetic, and separate account investment contracts issued by life insurance companies, banks and other financial institutions. The account is credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses. The issuer is contractually obligated to repay the principal at the stated contract value.

As described in note 2(a), because the stable value fund is fully benefit-responsive, contract value is the relevant measurement attribute for that portion of the net assets available for benefits attributable to the investment contract. Contract value is based on information reported by the investment advisor using the audited financial statements of the collective trust at year end. 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 issuers or otherwise. The fair value of the investment contract at June 30, 2012 and 2011 was \$417,872 and \$390,545, respectively. The crediting interest rate for the account was 0.90% and 1.10% during the years ended June 30, 2012 and 2011, respectively.

Certain events limit the ability of the Plan to transact at contract value with the issuers. Such events include the following: (1) amendments to the plan documents (including complete or partial plan termination or merger with another plan), (2) changes to plan's prohibition on competing investment options or deletion of equity wash provisions, (3) bankruptcy of the plan sponsor or other plan sponsor events (for example, divestitures or spin-offs of a subsidiary) that cause a significant withdrawal from the plan, or (4) the failure of the trust to qualify for exemption from federal income taxes or any required prohibited transaction exemption under the ERISA. The Plan Administrator does not believe that any events which would limit the Plan's ability to transact at contract value with participants are probable of occurring.

MANTH-BROWNELL, INC.
EMPLOYEE RETIREMENT SAVINGS PLAN

Notes to Financial Statements

(5) Fair Value Measurements

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

Level 1 Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

Level 2 Inputs to the valuation methodology include:

- 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; and
- inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the level 2 input must be observable for substantially the full term of the asset or liability.

Level 3 Inputs to the valuation methodology are 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.

MANTH-BROWNELL, INC.
EMPLOYEE RETIREMENT SAVINGS PLAN

Notes to Financial Statements

(5) Fair Value Measurements, Continued

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 June 30, 2012 and 2011.

Mutual funds: Valued at the net asset value (NAV) of shares held by the Plan at year end.

Common/collective trust: Investments in common collective trusts are valued on the basis of the relative interest of each participating investor in the fair value of the underlying assets of each of the respective common collective trusts. The underlying assets are valued based on the net asset value (NAV) as provided by the investment account manager or based on pricing from observable market information in a non-active market and are classified in level 3 of the fair value hierarchy as certain underlying assets are not exchange-traded. The investment objectives and underlying investments of the common/collective trust seek maximum total return by investing in conventional, synthetic and separate account investment contracts issued by life insurance companies, banks and other financial institutions. The portfolio provides daily redemptions by the Plan at reported net asset values per share, with no advance notice requirements.

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

MANTH-BROWNELL, INC.
EMPLOYEE RETIREMENT SAVINGS PLAN

Notes to Financial Statements

(5) Fair Value Measurements, Continued

The following tables set forth by level, within the fair value hierarchy, the Plan's assets at fair value as of June 30:

Assets at fair value as of June 30, 2012				
	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual funds:				
Foreign funds	\$ 444,075	-	-	444,075
Growth funds	1,207,023	-	-	1,207,023
Value funds	1,002,959	-	-	1,002,959
Intermediate term	645,861	-	-	645,861
Blended funds	366,241	-	-	366,241
Asset allocation/ lifestyle funds	386,553	-	-	386,553
Other	437,141	-	-	437,141
Total mutual funds	4,489,853	-	-	4,489,853
Common/collective trust	-	-	417,872	417,872
Total assets at fair value	\$ <u>4,489,853</u>	<u>-</u>	<u>417,872</u>	<u>4,907,725</u>

Assets at fair value as of June 30, 2011				
	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual funds:				
Foreign funds	\$ 449,448	-	-	449,448
Growth funds	1,217,449	-	-	1,217,449
Value funds	944,073	-	-	944,073
Intermediate term	559,745	-	-	559,745
Blended funds	362,395	-	-	362,395
Asset allocation/ lifestyle funds	320,884	-	-	320,884
Other	389,426	-	-	389,426
Total mutual funds	4,243,420	-	-	4,243,420
Common/collective trust	-	-	390,545	390,545
Total assets at fair value	\$ <u>4,243,420</u>	<u>-</u>	<u>390,545</u>	<u>4,633,965</u>

**MANTH-BROWNELL, INC.
EMPLOYEE RETIREMENT SAVINGS PLAN**

Notes to Financial Statements

(5) Fair Value Measurements, Continued

The following table sets forth a summary of changes in the fair value of the Plan's level 3 assets for the year ended June 30:

	<u>2012</u>	<u>2011</u>
Balance, beginning of year	\$ 390,545	459,212
Realized gains	-	6,381
Dividend income	3,638	1,898
Purchases	43,495	469,524
Sales	(20,679)	(541,274)
Unrealized gains relating to instruments still held at the reporting date	<u>873</u>	<u>(5,196)</u>
Balance, end of year	<u>\$ 417,872</u>	<u>390,545</u>
The amount of total gains or losses for the period attributable to the change in unrealized gains or losses relating to assets still held at the reporting date	\$ <u>873</u>	<u>(5,196)</u>

The availability of observable market data is monitored to assess the appropriate classification of financial instruments within the fair value hierarchy. Changes in economic conditions or model-based valuation techniques may require that transfer of financial instruments from one fair value level to another. In such instances, the transfer is reported at the beginning of the reporting period.

We evaluated the significance of transfers between levels based upon the nature of the financial instrument and size of the transfer relative to total net assets available for benefits. For the year ended June 30, 2012, there were no transfers in or out of levels 1, 2 or 3.

MANTH-BROWNELL, INC.
EMPLOYEE RETIREMENT SAVINGS PLAN

Notes to Financial Statements

(6) Information Certified by Plan's Trustee

The Plan Administrator has elected the method of annual reporting permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, the trustee has certified that the following data included in the accompanying financial statements and supplemental schedules is complete and accurate.

	<u>June 30,</u> <u>2012</u>	<u>2011</u>
Investments:		
Mutual funds	\$ 4,489,853	4,243,420
Common/collective trust at contract value	<u>406,101</u>	<u>385,646</u>
	<u>\$ 4,895,954</u>	<u>4,629,066</u>
Notes receivable from participants	<u>\$ 289,985</u>	<u>337,973</u>

	<u>Years ended</u> <u>June 30,</u> <u>2012</u>	<u>2011</u>
Investment income:		
Net appreciation (depreciation) in fair value of investments	\$ (147,962)	806,665
Dividends	131,919	84,505
Interest income on notes receivable from participants	16,572	15,190

MANTH-BROWNELL, INC.
EMPLOYEE RETIREMENT SAVINGS PLAN

Notes to Financial Statements

(6) Information Certified by Plan's Trustee, Continued

All information in the supplemental schedules is presented solely upon those certifications except for the fair value of the Invesco Stable Value Asset ADP85 Fund. The Trustee certified the contract value of this fund and provided investment information necessary to calculate the adjustment from contract value to fair value for the fund which is presented on the statements of net assets available for benefits.

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

(7) Related-Party Transactions

Fees paid by the Plan for the investment management services are included in net appreciation (depreciation) in fair value of investments. Fees paid by the Plan for administrative services provided by the trustee amounted to \$3,719 and \$5,294 for the years ended June 30, 2012 and 2011, respectively.

(8) Plan Termination

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

(9) Tax Status

The Internal Revenue Service (IRS) has determined that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code (IRC). The Plan utilizes a non-standardized prototype document. The IRS has issued an opinion letter to the prototype sponsor on May 3, 2002. Although the Plan has been amended since receiving the determination letter, the Plan Administrator believes the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC and therefore believes that the Plan is qualified and the related trust is tax exempt.

MANTH-BROWNELL, INC.
EMPLOYEE RETIREMENT SAVINGS PLAN

Notes to Financial Statements

(9) Tax Status, Continued

Accounting principles generally accepted in the United States of America 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 by the IRS. The Plan Administrator has analyzed the tax positions taken by the Plan, and has concluded that as of June 30, 2012 and 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 prior to 2009.

(10) Risks and Uncertainties

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

(11) Reconciliation to Form 5500

The following is a reconciliation of total investments per the financial statements at June 30 to Form 5500:

	<u>2012</u>	<u>2011</u>
Total investments per the financial statements	\$ 4,907,725	4,633,965
Less adjustment from fair value to contract value for interest in common/collective trust relating to fully benefit-responsive investment contract	<u>(11,771)</u>	<u>(4,899)</u>
Total investments per the Form 5500	\$ <u>4,895,954</u>	<u>4,629,066</u>

MANTH-BROWNELL, INC.
EMPLOYEE RETIREMENT SAVINGS PLAN

Schedule H, Line 4(i) - Schedule of Assets (Held at End of Year)

Plan No. 001

Employer Identification No. 15-0589628

June 30, 2012

(a) <u>Identity of issue, borrower, lessor or similar party</u>	(b) <u>Description of investment including maturity date, rate of interest, collateral, par or maturity value</u>	(d) <u>Cost</u>	(e) <u>Current value</u>
Invesco	Invesco Stable Value Asset ADP85	\$	417,872
Invesco	Invesco Intl. Growth - A	**	62,690
Jennison	Jennison 20/20 Focus - A	**	197,845
Wells Fargo	Wells Fargo Precious Metals A	**	109,955
JP Morgan	JP Morgan Core Bond Fund - A	**	645,861
Oppenheimer	Oppenheimer Global Fund - A	**	299,197
Oppenheimer	Oppenheimer SM&MD Cap Value - A	**	146,765
Pioneer	Pioneer Strategic Income - A	**	327,109
American Century	American Century Livestrong Portfolio 2015 - A	**	121,598
Calvert	Calvert Social Investment Fund Equity Portfolio - A	**	537,560
Jennison	Jennison Small Company - A	**	172,371
Oppenheimer	Oppenheimer International Bond Fund - A	**	140,109
BlackRock	BlackRock Equity Dividend - A	**	1,002,959
BlackRock	BlackRock U.S. Opportunities Portfolio - A	**	133,385
Aberdeen	Aberdeen International Equity - A	**	87,182
JP Morgan	JP Morgan Small Cap Equity - A	**	103,172
Invesco	Invesco Equal - Weight S&P 500 - A	**	132,294
Invesco	Invesco Van Kampen Equity and Income - A	**	264,955
Oppenheimer	Oppenheimer Developing Markets - A	**	4,769
Oppenheimer	Oppenheimer Commodity Strategic Total Return - A	**	77
* Notes receivable from participants	One to five year loans bearing interest at 4.25% through 9.25%	-	289,985
		\$	5,197,710

* Party-in-interest as defined by ERISA

** Costs are omitted for participant-directed investments

See accompanying independent auditor's report.

MANTH-BROWNELL, INC.
EMPLOYEE RETIREMENT SAVINGS PLAN

Schedule H, Line 4(j) - Schedule of Reportable Transactions

Plan No. 001

Employer Identification No. 15-0589628

Year ended June 30, 2012

(a) Identity of party involved	(b) Description of asset (include interest rate and maturity in case of a loan)	(c) Purchase price	(d) Selling price	(e) Lease rental	(f) Expense incurred with transaction	(g) Cost of asset	(h) Current value of asset on transaction date	(i) Net gain or (loss)
Eaton Vance Large Cap Value Fund - A	Mutual fund	\$	832,079	-	-	870,654	870,654	(38,575)
BlackRock Equity Dividend - A	Mutual fund	832,079		-	-	832,079	832,079	-

See accompanying independent auditor's report.

Schedule C, Line 2(h) Formula Description

For those service providers listed on Line 2 for which Line 2(h) has been checked “yes”:

For a description of indirect compensation received by service providers listed on Line 2 that was disclosed as a formula, please see Line 3(e). Please note: If indirect compensation disclosed as a formula was received by a service provider from more than one source, there will be multiple Lines 3(e) for that service provider.

MANTH-BROWNELL, INC.
EMPLOYEE RETIREMENT SAVINGS PLAN

Financial Statements and Supplemental Schedules

June 30, 2012 and 2011

MANTH-BROWNELL, INC.
EMPLOYEE RETIREMENT SAVINGS PLAN

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INDEPENDENT AUDITOR'S REPORT

To the Plan Administrator
Manth-Brownell, Inc. Employee
Retirement Savings Plan:

We were engaged to audit the accompanying statements of net assets available for benefits of the Manth-Brownell, Inc. Employee Retirement Savings Plan as of June 30, 2012 and 2011, and the related statements of changes in net assets available for benefits for the years then ended, and the supplemental schedules of (1) Schedule H, line 4(i) - Schedule of Assets (Held at End of Year), and (2) Schedule H, line 4(j)-Schedule of Reportable Transactions as of or for the year ended June 30, 2012. These financial statements and supplemental schedules are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 6, which was certified by State Street Bank and Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedules. We have been informed by the Plan Administrator that the trustee holds the Plan's investment assets and executes investment transactions. The Plan Administrator has obtained certifications from the trustee as of and for the years ended June 30, 2012 and 2011, that the information provided to the Plan Administrator by the trustee is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on these accompanying financial statements and supplemental schedules taken as a whole. The supplemental schedules are presented for the purposes of additional analysis and are not a required part of the financial statements but are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. The form and content of the information included in the financial statements and supplemental schedules, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Fust Charles Chambers LLP

Fust Charles Chambers LLP

Syracuse, New York
January 29, 2013

MANTH-BROWNELL, INC.
EMPLOYEE RETIREMENT SAVINGS PLAN

Statements of Net Assets Available for Benefits

June 30, 2012 and 2011

	<u>2012</u>	<u>2011</u>
Assets:		
Investments, at fair value	\$ 4,907,725	4,633,965
Notes receivable from participants	<u>289,985</u>	<u>337,973</u>
Net assets reflecting investments at fair value	<u>5,197,710</u>	<u>4,971,938</u>
Adjustment from fair value to contract value for interest in common/collective trust relating to fully benefit-responsive investment contract	<u>(11,771)</u>	<u>(4,899)</u>
Net assets available for benefits	<u>\$ 5,185,939</u>	<u>4,967,039</u>

See accompanying notes to the financial statements.

MANTH-BROWNELL, INC.
EMPLOYEE RETIREMENT SAVINGS PLAN

Statements of Changes in Net Assets Available for Benefits

Years ended June 30, 2012 and 2011

	<u>2012</u>	<u>2011</u>
Additions:		
Additions to net assets attributed to:		
Investment income:		
Net appreciation in fair value of investments	\$ -	806,665
Dividends	131,919	84,505
	<u>131,919</u>	<u>891,170</u>
Interest income on notes receivable from participants	16,572	15,190
Contributions:		
Participant	200,636	193,774
Employer	60,542	35,130
Participant rollovers	16,183	-
	<u>277,361</u>	<u>228,904</u>
Total additions	<u>425,852</u>	<u>1,135,264</u>
Deductions:		
Deductions from net assets attributed to:		
Net depreciation in fair value of investments	147,962	-
Benefits paid to participants	46,813	749,309
Deemed distribution loans	8,458	2,210
Administrative expenses	3,719	5,294
	<u>206,952</u>	<u>756,813</u>
Total deductions	<u>206,952</u>	<u>756,813</u>
Net increase	218,900	378,451
Net assets available for benefits:		
Beginning of year	4,967,039	4,588,588
End of year	<u>\$ 5,185,939</u>	<u>4,967,039</u>

See accompanying notes to the financial statements.

**MANTH-BROWNELL, INC.
EMPLOYEE RETIREMENT SAVINGS PLAN**

Notes to Financial Statements

June 30, 2012 and 2011

(1) Description of Plan

The following description of the Manth-Brownell, Inc. (Company) Employee Retirement Savings Plan (Plan) provides only general information. Participants should refer to the Plan Agreement for a more complete description of the Plan's provisions.

(a) General

The Plan is a defined contribution plan covering all employees excluding leased and per diem employees of the Company who are age eighteen or older. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

(b) Contributions

Each year, participants may contribute a percentage of their pre-tax annual compensation, as defined in the Plan up to the maximum allowable under the Internal Revenue Code (IRC). Participants who have attained age 50 before the end of the plan year are eligible to make catch-up contributions. Participants may also contribute amounts representing distributions from other qualified defined benefit and defined contribution plans. Participants direct the investment of their contributions into various investment options offered by the Plan. The Plan currently offers a common/collective trust and various mutual funds as investment options for participants. Participants may elect to make pre-tax contributions to the Plan on any Company paid bonus in whole percentages from 1% to 100%. The Company also may make discretionary matching contributions. For 2012, the Company matched 50% up to 4% of eligible compensation. For 2011, the Company matched 50% up to 2% of eligible compensation. The Company can also elect to make additional discretionary profit sharing contributions to the Plan as determined by the board of directors of the Company. No discretionary contributions were made in 2012 and 2011. Contributions are subject to certain limitations.

Eligible employees are automatically enrolled in the Plan at a 2% contribution unless they elect not to contribute.

(c) Participant Accounts

Each participant's account is credited with the participant's contribution and an allocation of (a) the Company's contribution and (b) Plan earnings, and charged with an allocation of administrative expenses. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

MANATH-BROWNELL, INC.
EMPLOYEE RETIREMENT SAVINGS PLAN

Notes to Financial Statements

(1) Description of Plan, Continued

(d) Vesting

Participants are vested immediately in their contributions plus actual earnings thereon and any discretionary profit sharing contributions made by the Company. Vesting in the Company's matching contribution portion of the participant's account plus actual earnings thereon is based on years of continuous service. Participants vest 20% each year in their first five years of service until they are 100% vested after five years of credited service.

(e) Notes Receivable From Participants

Participants may borrow from their fund accounts a minimum of \$500 up to a maximum equal to the lesser of \$50,000 or 50% of the value of their vested account balance. Loan terms range from one to five years unless for the purchase of a primary residence, in which case, the maximum duration of the loan may be up to thirty years. The loans are secured by the balance in the participant's account and bear interest at rates ranging from 4.25% to 9.25% which are commensurate with local prevailing rates as determined by the Plan Administrator. Principal and interest is paid ratably through after-tax payroll deductions on at least a quarterly basis.

(f) Payment of Benefits

Upon termination of service, a participant will receive a lump-sum distribution equal to the value of the participant's vested interest in his or her account. A participant may, however, upon the attainment of age 59 ½, elect to receive a pre-retirement distribution while remaining in the service of the Company. Participants with balances that exceed \$5,000 may defer receiving lump-sum payments upon termination until a distribution is required to be made.

(g) Forfeited Accounts

Forfeited accounts remain in the Plan and are first used to restore previously forfeited account balances of returning participants who are so entitled. Remaining forfeitures will be used to reduce any employer contributions or to pay Plan expenses. In 2012 and 2011, employer contributions were reduced by \$3,109 and \$1,991, respectively, from forfeited nonvested accounts.

MANTH-BROWNELL, INC.
EMPLOYEE RETIREMENT SAVINGS PLAN

Notes to Financial Statements

(2) Summary of Significant Accounting Policies

(a) Basis of Accounting

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

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

(b) Use of Estimates

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

(c) 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 5 for discussion of fair value measurements.

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

**MANTH-BROWNELL, INC.
EMPLOYEE RETIREMENT SAVINGS PLAN**

Notes to Financial Statements

(2) Summary of Significant Accounting Policies, Continued

(d) Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent notes receivable from participants are recorded as distributions based upon the terms of the Plan document.

(e) Payment of Benefits

Benefits are recorded when paid.

(f) Administrative Expenses

Certain investment management fees are netted with investment income. Participants who take a loan from the Plan incur a one-time fee for establishing the loan. Participants who withdraw from the Plan incur a processing fee for each distribution taken. These fees are charged directly to the individual participant's accounts. All other administrative expenses of maintaining the Plan are paid by the Company.

(g) Subsequent Events

The Plan has evaluated subsequent events through January 29, 2013, the date the financial statements were available to be issued.

MANTH-BROWNELL, INC.
EMPLOYEE RETIREMENT SAVINGS PLAN

Notes to Financial Statements

(3) Investments

The following presents investments that represent five percent or more of the Plan's net assets at June 30:

	<u>2012</u>		<u>2011</u>	
	<u>Number of</u>	<u>Fair</u>	<u>Number of</u>	<u>Fair</u>
	<u>shares/units</u>	<u>value</u>	<u>shares/units</u>	<u>value</u>
Oppenheimer Global Fund - A	5,297	\$ 299,197	4,815	\$ 312,240
JP Morgan Core Bond Fund - A	53,822	645,861	48,421	559,745
Calvert Social Investment Fund				
Equity Portfolio - A	14,797	537,560	13,926	539,905
Eaton Vance Large Cap Value				
Fund - A	-	-	48,289	898,659
Invesco Stable Value Asset				
ADP85	406,101	417,872	385,646	390,545
BlackRock Equity Dividend - A	52,021	1,002,959	-	-
Invesco Van Kampen Equity				
and Income - A	30,109	264,955	26,325	233,502
Pioneer Strategic Income - A	29,983	327,109	-	-

During 2012 and 2011, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated (depreciated) in value as follows:

	<u>2012</u>	<u>2011</u>
Common/collective trust	\$ -	4,655
Mutual funds	(147,962)	802,010
	<u>\$ (147,962)</u>	<u>806,665</u>

MANTH-BROWNELL, INC.
EMPLOYEE RETIREMENT SAVINGS PLAN

Notes to Financial Statements

(4) Common Collective Trust

The Plan participates in a common collective trust that includes a stable value fund that is a benefit responsive investment contract. The fund has invested all of its assets in Invesco Stable Value Asset ADP85. The objective of the fund is to provide a diversified group of investments offering competitive levels of yield consistent with stable fixed-income methodology allowing for preservation of capital and returns. The fund invests in conventional, synthetic, and separate account investment contracts issued by life insurance companies, banks and other financial institutions. The account is credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses. The issuer is contractually obligated to repay the principal at the stated contract value.

As described in note 2(a), because the stable value fund is fully benefit-responsive, contract value is the relevant measurement attribute for that portion of the net assets available for benefits attributable to the investment contract. Contract value is based on information reported by the investment advisor using the audited financial statements of the collective trust at year end. 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 issuers or otherwise. The fair value of the investment contract at June 30, 2012 and 2011 was \$417,872 and \$390,545, respectively. The crediting interest rate for the account was 0.90% and 1.10% during the years ended June 30, 2012 and 2011, respectively.

Certain events limit the ability of the Plan to transact at contract value with the issuers. Such events include the following: (1) amendments to the plan documents (including complete or partial plan termination or merger with another plan), (2) changes to plan's prohibition on competing investment options or deletion of equity wash provisions, (3) bankruptcy of the plan sponsor or other plan sponsor events (for example, divestitures or spin-offs of a subsidiary) that cause a significant withdrawal from the plan, or (4) the failure of the trust to qualify for exemption from federal income taxes or any required prohibited transaction exemption under the ERISA. The Plan Administrator does not believe that any events which would limit the Plan's ability to transact at contract value with participants are probable of occurring.

MANTH-BROWNELL, INC.
EMPLOYEE RETIREMENT SAVINGS PLAN

Notes to Financial Statements

(5) Fair Value Measurements

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

Level 1 Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

Level 2 Inputs to the valuation methodology include:

- 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; and
- inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the level 2 input must be observable for substantially the full term of the asset or liability.

Level 3 Inputs to the valuation methodology are 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.

MANTH-BROWNELL, INC.
EMPLOYEE RETIREMENT SAVINGS PLAN

Notes to Financial Statements

(5) Fair Value Measurements, Continued

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 June 30, 2012 and 2011.

Mutual funds: Valued at the net asset value (NAV) of shares held by the Plan at year end.

Common/collective trust: Investments in common collective trusts are valued on the basis of the relative interest of each participating investor in the fair value of the underlying assets of each of the respective common collective trusts. The underlying assets are valued based on the net asset value (NAV) as provided by the investment account manager or based on pricing from observable market information in a non-active market and are classified in level 3 of the fair value hierarchy as certain underlying assets are not exchange-traded. The investment objectives and underlying investments of the common/collective trust seek maximum total return by investing in conventional, synthetic and separate account investment contracts issued by life insurance companies, banks and other financial institutions. The portfolio provides daily redemptions by the Plan at reported net asset values per share, with no advance notice requirements.

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

MANTH-BROWNELL, INC.
EMPLOYEE RETIREMENT SAVINGS PLAN

Notes to Financial Statements

(5) Fair Value Measurements, Continued

The following tables set forth by level, within the fair value hierarchy, the Plan's assets at fair value as of June 30:

Assets at fair value as of June 30, 2012				
	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual funds:				
Foreign funds	\$ 444,075	-	-	444,075
Growth funds	1,207,023	-	-	1,207,023
Value funds	1,002,959	-	-	1,002,959
Intermediate term	645,861	-	-	645,861
Blended funds	366,241	-	-	366,241
Asset allocation/ lifestyle funds	386,553	-	-	386,553
Other	437,141	-	-	437,141
Total mutual funds	4,489,853	-	-	4,489,853
Common/collective trust	-	-	417,872	417,872
Total assets at fair value	\$ <u>4,489,853</u>	<u>-</u>	<u>417,872</u>	<u>4,907,725</u>

Assets at fair value as of June 30, 2011				
	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual funds:				
Foreign funds	\$ 449,448	-	-	449,448
Growth funds	1,217,449	-	-	1,217,449
Value funds	944,073	-	-	944,073
Intermediate term	559,745	-	-	559,745
Blended funds	362,395	-	-	362,395
Asset allocation/ lifestyle funds	320,884	-	-	320,884
Other	389,426	-	-	389,426
Total mutual funds	4,243,420	-	-	4,243,420
Common/collective trust	-	-	390,545	390,545
Total assets at fair value	\$ <u>4,243,420</u>	<u>-</u>	<u>390,545</u>	<u>4,633,965</u>

**MANTH-BROWNELL, INC.
EMPLOYEE RETIREMENT SAVINGS PLAN**

Notes to Financial Statements

(5) Fair Value Measurements, Continued

The following table sets forth a summary of changes in the fair value of the Plan's level 3 assets for the year ended June 30:

	<u>2012</u>	<u>2011</u>
Balance, beginning of year	\$ 390,545	459,212
Realized gains	-	6,381
Dividend income	3,638	1,898
Purchases	43,495	469,524
Sales	(20,679)	(541,274)
Unrealized gains relating to instruments still held at the reporting date	<u>873</u>	<u>(5,196)</u>
Balance, end of year	<u>\$ 417,872</u>	<u>390,545</u>
The amount of total gains or losses for the period attributable to the change in unrealized gains or losses relating to assets still held at the reporting date	\$ <u>873</u>	<u>(5,196)</u>

The availability of observable market data is monitored to assess the appropriate classification of financial instruments within the fair value hierarchy. Changes in economic conditions or model-based valuation techniques may require that transfer of financial instruments from one fair value level to another. In such instances, the transfer is reported at the beginning of the reporting period.

We evaluated the significance of transfers between levels based upon the nature of the financial instrument and size of the transfer relative to total net assets available for benefits. For the year ended June 30, 2012, there were no transfers in or out of levels 1, 2 or 3.

MANTH-BROWNELL, INC.
EMPLOYEE RETIREMENT SAVINGS PLAN

Notes to Financial Statements

(6) Information Certified by Plan's Trustee

The Plan Administrator has elected the method of annual reporting permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, the trustee has certified that the following data included in the accompanying financial statements and supplemental schedules is complete and accurate.

	<u>June 30,</u> <u>2012</u>	<u>2011</u>
Investments:		
Mutual funds	\$ 4,489,853	4,243,420
Common/collective trust at contract value	<u>406,101</u>	<u>385,646</u>
	<u>\$ 4,895,954</u>	<u>4,629,066</u>
Notes receivable from participants	<u>\$ 289,985</u>	<u>337,973</u>

	<u>Years ended</u> <u>June 30,</u> <u>2012</u>	<u>2011</u>
Investment income:		
Net appreciation (depreciation) in fair value of investments	\$ (147,962)	806,665
Dividends	131,919	84,505
Interest income on notes receivable from participants	16,572	15,190

MANTH-BROWNELL, INC.
EMPLOYEE RETIREMENT SAVINGS PLAN

Notes to Financial Statements

(6) Information Certified by Plan's Trustee, Continued

All information in the supplemental schedules is presented solely upon those certifications except for the fair value of the Invesco Stable Value Asset ADP85 Fund. The Trustee certified the contract value of this fund and provided investment information necessary to calculate the adjustment from contract value to fair value for the fund which is presented on the statements of net assets available for benefits.

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

(7) Related-Party Transactions

Fees paid by the Plan for the investment management services are included in net appreciation (depreciation) in fair value of investments. Fees paid by the Plan for administrative services provided by the trustee amounted to \$3,719 and \$5,294 for the years ended June 30, 2012 and 2011, respectively.

(8) Plan Termination

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

(9) Tax Status

The Internal Revenue Service (IRS) has determined that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code (IRC). The Plan utilizes a non-standardized prototype document. The IRS has issued an opinion letter to the prototype sponsor on May 3, 2002. Although the Plan has been amended since receiving the determination letter, the Plan Administrator believes the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC and therefore believes that the Plan is qualified and the related trust is tax exempt.

MANTH-BROWNELL, INC.
EMPLOYEE RETIREMENT SAVINGS PLAN

Notes to Financial Statements

(9) Tax Status, Continued

Accounting principles generally accepted in the United States of America 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 by the IRS. The Plan Administrator has analyzed the tax positions taken by the Plan, and has concluded that as of June 30, 2012 and 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 prior to 2009.

(10) Risks and Uncertainties

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

(11) Reconciliation to Form 5500

The following is a reconciliation of total investments per the financial statements at June 30 to Form 5500:

	<u>2012</u>	<u>2011</u>
Total investments per the financial statements	\$ 4,907,725	4,633,965
Less adjustment from fair value to contract value for interest in common/collective trust relating to fully benefit-responsive investment contract	<u>(11,771)</u>	<u>(4,899)</u>
Total investments per the Form 5500	\$ <u>4,895,954</u>	<u>4,629,066</u>

MANTH-BROWNELL, INC.
EMPLOYEE RETIREMENT SAVINGS PLAN

Schedule H, Line 4(i) - Schedule of Assets (Held at End of Year)

Plan No. 001

Employer Identification No. 15-0589628

June 30, 2012

(a) <u>Identity of issue, borrower, lessor or similar party</u>	(b) <u>Description of investment including maturity date, rate of interest, collateral, par or maturity value</u>	(d) <u>Cost</u>	(e) <u>Current value</u>
Invesco	Invesco Stable Value Asset ADP85	** \$	417,872
Invesco	Invesco Intl. Growth - A	**	62,690
Jennison	Jennison 20/20 Focus - A	**	197,845
Wells Fargo	Wells Fargo Precious Metals A	**	109,955
JP Morgan	JP Morgan Core Bond Fund - A	**	645,861
Oppenheimer	Oppenheimer Global Fund - A	**	299,197
Oppenheimer	Oppenheimer SM&MD Cap Value - A	**	146,765
Pioneer	Pioneer Strategic Income - A	**	327,109
American Century	American Century Livestrong Portfolio 2015 - A	**	121,598
Calvert	Calvert Social Investment Fund Equity Portfolio - A	**	537,560
Jennison	Jennison Small Company - A	**	172,371
Oppenheimer	Oppenheimer International Bond Fund - A	**	140,109
BlackRock	BlackRock Equity Dividend - A	**	1,002,959
BlackRock	BlackRock U.S. Opportunities Portfolio - A	**	133,385
Aberdeen	Aberdeen International Equity - A	**	87,182
JP Morgan	JP Morgan Small Cap Equity - A	**	103,172
Invesco	Invesco Equal - Weight S&P 500 - A	**	132,294
Invesco	Invesco Van Kampen Equity and Income - A	**	264,955
Oppenheimer	Oppenheimer Developing Markets - A	**	4,769
Oppenheimer	Oppenheimer Commodity Strategic Total Return - A	**	77
* Notes receivable from participants	One to five year loans bearing interest at 4.25% through 9.25%	-	289,985
		\$	5,197,710

* Party-in-interest as defined by ERISA

** Costs are omitted for participant-directed investments

See accompanying independent auditor's report.

MANTH-BROWNELL, INC.
EMPLOYEE RETIREMENT SAVINGS PLAN

Schedule H, Line 4(j) - Schedule of Reportable Transactions

Plan No. 001

Employer Identification No. 15-0589628

Year ended June 30, 2012

(a) Identity of party involved	(b) Description of asset (include interest rate and maturity in case of a loan)	(c) Purchase price	(d) Selling price	(e) Lease rental	(f) Expense incurred with transaction	(g) Cost of asset	(h) Current value of asset on transaction date	(i) Net gain or (loss)
Eaton Vance Large Cap Value Fund - A	Mutual fund	\$	832,079	-	-	870,654	870,654	(38,575)
BlackRock Equity Dividend - A	Mutual fund	832,079		-	-	832,079	832,079	-

See accompanying independent auditor's report.

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

Plan Name MANTH-BROWNELL, INCORPORATED EMPLOYEE RETIREMENT SAVINGS PLAN **PLAN** 15-0589628
Plan Sponsor's Name MANTH-BROWNELL, INCORPORATED **PN:** 001

(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
	INVESCO INTL GROWTH - A	REGISTERED INVESTMENT COMPANY		62,690
	JENNISON SMALL COMPANY - A	REGISTERED INVESTMENT COMPANY		172,371
	JENNISON 20/20 FOCUS - A	REGISTERED INVESTMENT COMPANY		197,845
	WELLS FARGO PRECIOUS METALS A	REGISTERED INVESTMENT COMPANY		109,955
	OPPENHEIMER DEVELOP MARKETS-A	REGISTERED INVESTMENT COMPANY		4,769
	OPPENHEIMER GLOBAL FUND - A	REGISTERED INVESTMENT COMPANY		299,197
	OPPENHEIMER SM & MD CAP VALUE -A	REGISTERED INVESTMENT COMPANY		146,765

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

Plan Name MANTH-BROWNELL, INCORPORATED EMPLOYEE RETIREMENT SAVINGS PLAN **PLAN** 15-0589628
Plan Sponsor's Name MANTH-BROWNELL, INCORPORATED **PN:** 001

(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
	PIONEER STRATEGIC INCOME - A	REGISTERED INVESTMENT COMPANY		327,109
	CALVERT EQUITY PORTFOLIO - A	REGISTERED INVESTMENT COMPANY		537,560
	AMERCENT LIVESTRONG 2015 - A	REGISTERED INVESTMENT COMPANY		121,598
	OPPENHEIMER INTL BOND FD - A	REGISTERED INVESTMENT COMPANY		140,109
	OPP COMM STRAT TOT RET -A	REGISTERED INVESTMENT COMPANY		77
	JPMORGAN CORE BOND FUND - A	REGISTERED INVESTMENT COMPANY		645,861
	BLACKROCK EQUITY DIVIDEND - A	REGISTERED INVESTMENT COMPANY		1,002,957

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

Plan Name MANTH-BROWNELL, INCORPORATED EMPLOYEE RETIREMENT SAVINGS PLAN **PLAN** 15-0589628
Plan Sponsor's Name MANTH-BROWNELL, INCORPORATED **PN:** 001

(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
	BLACKROCK U.S. OPPORT PORT - A	REGISTERED INVESTMENT COMPANY		133,385
	ABERDEEN INTERNATIONAL EQU - A	REGISTERED INVESTMENT COMPANY		87,182
	JPMORGAN SMALL CAP EQUITY - A	REGISTERED INVESTMENT COMPANY		103,172
	INVESCO EQUAL-WEIGHT S & P 500 A	REGISTERED INVESTMENT COMPANY		132,294
	INVESCO EQUITY AND INCOME A	REGISTERED INVESTMENT COMPANY		264,955
	PARTICIPANT LOANS	INTEREST RATES (4.25% TO 9.25%)		289,985
	INVESCO STABLE ASSET	COMMON/COLLECTIVE TRUST		406,101