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

2012

This Form is Open to Public Inspection

Part I	Annual Report Identific					•	
For cale	ndar plan year 2012 or fiscal plan			and ending 12/31/	2012		
A This	return/report is for:	a multiemployer plan;	a multiple	e-employer plan; or			
		x a single-employer plan;	a DFE (s	specify)			
		the first return/report;		return/report;			
B This	return/report is:						
		an amended return/report;	a short p	lan year return/report (less	han 12 m	onths).	
C If the	plan is a collectively-bargained pl	an, check here				>	
D Chec	k box if filing under:	Form 5558;	automati	c extension;	th/	e DFVC program;	
		special extension (enter desc	cription)				
Part	I Basic Plan Informati	on—enter all requested informa	ation				
1a Nam	ne of plan				1b	Three-digit plan	002
U.S. BAI	LOON MANUFACTURING CO.,	INC. 401K PROFIT SHARING P	PLAN		10	number (PN) >	
					10	Effective date of p	ian
2a Plan	sponsor's name and address; inc	clude room or suite number (emp	oloyer, if for a single-	-employer plan)	2b	Employer Identific	ation
						Number (EIN)	
U.S. BA	LOON MANUFACTURING CO.,	INC.			20	11-2614023 Sponsor's telepho	
					20	number	ne
140 58T	H STREET	140 5071	CTDEET			718-492-970	
#4D		140 58TH #4D			2d	2d Business code (see	
BROOKI	LYN, NY 11220-2521	BROOKLY	/N, NY 11220-2521			instructions) 339900	
Caution	: A penalty for the late or incom	unlete filing of this return/renor	t will he assessed	unless reasonable cause	is establi	shed	
	enalties of perjury and other penal						edules.
	nts and attachments, as well as th						
SIGN	Filed with authorized/valid electron	onic signature.	07/11/2013	MICHAEL ISAACS			
HERE	Signature of plan administrate	or	Date	Enter name of individual	signing as	plan administrator	
SIGN HERE							
HEKE	Signature of employer/plan sp	onsor	Date	Enter name of individual	signing as	employer or plan sp	oonsor
SIGN HERE							
	Signature of DFE		Date	Enter name of individual	0 0		
				reparer's optional)	telephone number		
				(1)	ptional		

Form 5500 (2012) Page **2**

3a	Plan administrator's name and address Same as Plan Sponsor Name	Same as Plan Sponsor Address	3b Administrator's EIN 11-2614023
U.	S. BALLOON MANUFACTURING CO., INC.		3c Administrator's telephone
	58TH STREET		number 748, 402, 0700
#4 BF	OOKLYN, NY 11220-2521		718-492-9700
_			
4	If the name and/or EIN of the plan sponsor has changed since the last return EIN and the plan number from the last return/report:	n/report filed for this plan, enter the name,	4b EIN
а	Sponsor's name		4c PN
_			
5	Total number of participants at the beginning of the plan year		5 65
6	Number of participants as of the end of the plan year (welfare plans complete	e only lines 6a, 6b, 6c, and 6d).	
а	Active participants		. 6a 53
h	Retired or separated participants receiving benefits		6b 0
	Tellied of Separated participants receiving perferts		
С	Other retired or separated participants entitled to future benefits		. 6c 15
d	Subtotal. Add lines 6a, 6b, and 6c		. 6d 68
е	Deceased participants whose beneficiaries are receiving or are entitled to re-	ceive henefits	6e 0
	Deceased participants whose beneficialles are receiving of are critical to re-	00170 00110110	
f	Total. Add lines 6d and 6e		. 6f 68
g	Number of participants with account balances as of the end of the plan year		
	complete this item)		. 6g 43
h	Number of participants that terminated employment during the plan year with		6h 0
7	less than 100% vested		6h 0
8a	If the plan provides pension benefits, enter the applicable pension feature co	. , , , , , , , , , , , , , , , , , , ,	•
	2E 2F 2G 2J 2K 2T 3D		
b	If the plan provides welfare benefits, enter the applicable welfare feature cod	les from the List of Plan Characteristics Code	s in the instructions:
	, ,		
00	Disc fired a supergraph of leading that apply	Ob Disc has a fit assessment (about all the	at anni A
эа	Plan funding arrangement (check all that apply) (1) Insurance	9b Plan benefit arrangement (check all that (1) Insurance	агарріу)
	Code section 412(e)(3) insurance contracts	(2) Code section 412(e)(3)	insurance contracts
	(3) X Trust	(3) X Trust	
10	(4) General assets of the sponsor Check all applicable boxes in 10a and 10b to indicate which schedules are a	(4) General assets of the spatial department	
			oor attached. (Goo mondottons)
а	Pension Schedules (1) R (Retirement Plan Information)	b General Schedules	
		(1) H (Financial Inform	•
	(2) MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan	· · · H	nation – Small Plan)
	actuary	(3) A (Insurance Infor C (Service Provide	
	(3) SB (Single-Employer Defined Benefit Plan Actuarial		ng Plan Information)
	Information) - signed by the plan actuary	(6) G (Financial Trans	saction Schedules)

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

2012

This Form is Open to Public Inspection.

For calendar plan year 2012 or fiscal	olan year beginning	01/01/2012 and	d ending 12/31/	2012	
A Name of plan U.S. BALLOON MANUFACTURING CO., INC. 401K PROFIT SHARING PLAN			B Three-digit plan number	(PN) •	002
C Plan or DFE sponsor's name as sh	own on line 2a of Form	1 5500	D Employer Iden	tification Number (EIN)
U.S. BALLOON MANUFACTURING C	O., INC.		11-2614023		
Dant I Information on inter	anto in NATIA a OC	T- DCA		! DEE-)	
		Ts, PSAs, and 103-12 IEs (to be co to report all interests in DFEs)	mpieted by plan	s and DFES)	
a Name of MTIA, CCT, PSA, or 103-		,			
b Name of sponsor of entity listed in	(a): FIDELITY MA	NAGEMENT TRUST COMPANY			
C EIN-PN 04-3022712-024	d Entity C code	e Dollar value of interest in MTIA, CCT, F 103-12 IE at end of year (see instruction			58781
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, F 103-12 IE at end of year (see instruction			
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, F 103-12 IE at end of year (see instruction			
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, F 103-12 IE at end of year (see instruction			
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, F 103-12 IE at end of year (see instruction			
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, F 103-12 IE at end of year (see instruction	•		
a Name of MTIA, CCT, PSA, or 103-	12 IE:				
b Name of sponsor of entity listed in					
C EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, F 103-12 IE at end of year (see instruction	•		

e Dollar value of interest in MTIA, CCT, PSA, or

103-12 IE at end of year (see instructions)

e Dollar value of interest in MTIA, CCT, PSA, or

103-12 IE at end of year (see instructions)

d Entity

d Entity

code

code

C EIN-PN

C EIN-PN

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

b Name of sponsor of entity listed in (a):

F	Part II	Information on Participating Plans (to be completed by DFEs) (Complete as many entries as needed to report all participating plans)	
а	Plan na		
b	Name o		C EIN-PN
а	Plan na	me	
b	Name o		C EIN-PN
а	Plan na	me	
b	Name o		C EIN-PN
а	Plan na	me	
b	Name o		C EIN-PN
а	Plan na	me	
b	Name o		C EIN-PN
а	Plan na	me	
b	Name o		C EIN-PN
а	Plan na	me	
b	Name o		C EIN-PN
а	Plan na	me	
b	Name o		C EIN-PN
а	Plan na	me	
b	Name o		C EIN-PN
а	Plan na	me	
b	Name o		C EIN-PN
а	Plan na	me	
b	Name o		C EIN-PN
а	Plan na	me	
b	Name o		C EIN-PN

SCHEDULE I (Form 5500)

Department of the Treasury Internal Revenue Service

Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation

Financial Information—Small Plan

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

2012

This Form is Open to Public Inspection

		iiispeotioii
For calendar plan year 2012 or fiscal plan year beginning 01/01/2012	and ending 12	/31/2012
A Name of plan U.S. BALLOON MANUFACTURING CO., INC. 401K PROFIT SHARING PLAN	B Three-digit plan number (PN)	002
C Plan sponsor's name as shown on line 2a of Form 5500 U.S. BALLOON MANUFACTURING CO., INC.	D Employer Identificatii	on Number (EIN)

Complete Schedule I if the plan covered fewer than 100 participants as of the beginning of the plan year. You may also complete Schedule I if you are filing as a small plan under the 80-120 participant rule (see instructions). Complete Schedule H if reporting as a large plan or DFE.

Part I Small Plan Financial Information

Report below the current value of assets and liabilities, income, expenses, transfers and changes in net assets during the plan year. Combine the value of plan assets held in more than one trust. Do not enter the value of the portion of an insurance contract that guarantees during this plan year to pay a specific dollar benefit at a future date. 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.

1	Plan Assets and Liabilities:		(a) Beginning of Year	(b) End of Year
а	Total plan assets	. 1a	1621949	2004042
b	Total plan liabilities	. 1b		
С	Net plan assets (subtract line 1b from line 1a)	1c	1621949	2004042
2	Income, Expenses, and Transfers for this Plan Year:		(a) Amount	(b) Total
а	Contributions received or receivable:			
	(1) Employers	. 2a(1)	37347	
	(2) Participants	2a(2)	125127	
	(3) Others (including rollovers)	2a(3)		
b	Noncash contributions	. 2b		
С	Other income	. 2c	236281	
d	Total income (add lines 2a(1), 2a(2), 2a(3), 2b, and 2c)	2d		398755
е	Benefits paid (including direct rollovers)	. 2e	5319	
f	Corrective distributions (see instructions)	. 2f	4843	
g	Certain deemed distributions of participant loans (see instructions)	. 2g		
h	Administrative service providers (salaries, fees, and commissions).	. 2h	6500	
i	Other expenses	. 2i		
j	Total expenses (add lines 2e, 2f, 2g, 2h, and 2i)	. 2j		16662
k	Net income (loss) (subtract line 2j from line 2d)	. 2k		382093
	Transfers to (from) the plan (see instructions)	. 2I		

3 Specific Assets: If the plan held assets at anytime during the plan year in any of the following categories, check "Yes" and enter the current value of any assets remaining in the plan as of the end of the plan year. Allocate the value of the plan's interest in a commingled trust containing the assets of more than one plan on a line-by-line basis unless the trust meets one of the specific exceptions described in the instructions.

			Yes	No	Amount
а	Partnership/joint venture interests	3a		X	
b	Employer real property	3b		X	
	Real estate (other than employer real property)			X	
d	Employer securities	3d		X	
е	Participant loans	3e	X		15161

Page	2	-
------	---	---

Schedule I (Form 5500) 2012

		Г	1	1		
	r		Yes	No	Α	mount
3f	Loans (other than to participants)	3f		X		
g	Tangible personal property	3g		X		
Pá	art II Compliance Questions					
4	During the plan year:		Yes	No	А	mount
а	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			X		
h	corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	4a		-		
b	year or classified during the year as uncollectible? Disregard participant loans secured by the participant's account balance.	4b		X		
С	Were any leases to which the plan was a party in default or classified during the year as uncollectible?	4c		X		
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a.)	4d		X		
е	Was the plan covered by a fidelity bond?	4e	X			125000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X		
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X		
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X		
i	Did the plan at any time hold 20% or more of its assets in any single security, debt, mortgage, parcel of real estate, or partnership/joint venture interest?	4i		X		
j	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4j		X		
k	Are you claiming a waiver of the annual examination and report of an independent qualified public accountant (IQPA) under 29 CFR 2520.104-46? If "No," attach an IQPA's report or 2520.104-50 statement. (See instructions on waiver eligibility and conditions.)	4k	X			
ı	Has the plan failed to provide any benefit when due under the plan?	41		X		
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X		
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3	4n		X		
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	Ye	s XN	lo A	Amount:	
5b	If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), ide transferred. (See instructions.)	ntify t	he plan	(s) to w	hich assets or	liabilities were
	5b(1) Name of plan(s)			5b(2)	EIN(s)	5b(3) PN(s)
Par	rt III Trust Information (optional)					
	Name of trust			6b ™	ust's EIN	
Ju					E	

SCHEDULE R (Form 5500)

Department of the Treasury Internal Revenue Service

Department of Labor Employee Benefits Security Administration

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

2012

This Form is Open to Public Inspection.

	Pension Benefit Guaranty Corporation				mapeonom.	
For		ending	12/31/2	012		
	Name of plan BALLOON MANUFACTURING CO., INC. 401K PROFIT SHARING PLAN		Three-digit plan numbe (PN)	er •	002	
	Plan sponsor's name as shown on line 2a of Form 5500 BALLOON MANUFACTURING CO., INC.	D E	Employer Ide		tion Number (EII	N)
_	5:					
	art I Distributions					
AII	references to distributions relate only to payments of benefits during the plan year.					
1	Total value of distributions paid in property other than in cash or the forms of property specified in the instructions		1			0
2	Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries durpayors who paid the greatest dollar amounts of benefits):	ring the	year (if more	e than	two, enter EINs	of the two
	EIN(s):04-6568107					
	Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.			1		
3	Number of participants (living or deceased) whose benefits were distributed in a single sum, during th year.	•	3			
P	Part II Funding Information (If the plan is not subject to the minimum funding requirements			the Inte	ernal Revenue C	ode or
	ERISA section 302, skip this Part)	OI JOOLIC	011 01 412 01		ciriai revenue e	000 01
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: Mor	nth	Da	ıy	Year _	
	If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the re	emainde	er o <u>f this sc</u>	hedule).	
6	a Enter the minimum required contribution for this plan year (include any prior year accumulated fun deficiency not waived)	•	6a			
	b Enter the amount contributed by the employer to the plan for this plan year					
	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)					
	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 authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or administrator agree with the change?	r plan	🛮	Yes	☐ No	□ N/A
D	art III Amendments					
9	If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box.	ease	Decre	ase	Both	☐ No
Pa	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975 skip this Part.	(e)(7) of	f the Interna	l Rever	nue Code,	
10	Were unallocated employer securities or proceeds from the sale of unallocated securities used to repo	ay any e	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 '(See instructions for definition of "back-to-back" loan.)	"back-to			Yes	No

Pa	rt V	Additional Information for Multiemployer Defined Benefit Pension Plans							
13		nter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in lollars). See instructions. Complete as many entries as needed to report all applicable employers.							
	а	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							
	е	Contribution rate information (If more than one rate applies, check this box and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).) (1) Contribution rate (in dollars and cents) (2) Base unit measure: Hourly Weekly Unit of production Other (specify):							
	а	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							
	е	Contribution rate information (If more than one rate applies, check this box and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).) (1) Contribution rate (in dollars and cents) (2) Base unit measure: Hourly Weekly Unit of production Other (specify):							
	а	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							
	е	Contribution rate information (If more than one rate applies, check this box and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).) (1) Contribution rate (in dollars and cents) (2) Base unit measure: Hourly Weekly Unit of production Other (specify):							
	а	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							
	е	Contribution rate information (If more than one rate applies, check this box and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).) (1) Contribution rate (in dollars and cents) (2) Base unit measure: Hourly Weekly Unit of production Other (specify):							
	а	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							
	е	Contribution rate information (If more than one rate applies, check this box and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).) (1) Contribution rate (in dollars and cents) (2) Base unit measure: Hourly Weekly Unit of production Other (specify):							
	а	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							
	е	Contribution rate information (If more than one rate applies, check this box and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).) (1) Contribution rate (in dollars and cents) (2) Base unit measure: Hourly Weekly Unit of production Other (specify):							

_		•
Н	ane	
•	~5~	-

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 line 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	16b		
17	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.			
Р	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 lines (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:			
	C What duration measure was used to calculate line 19(b)? ☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):			