Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code).

▶ **Complete all entries in accordance with the instructions to the Form 5500.**

OMB Nos. 1210-0110
1210-0089

2011

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2011 or fiscal plan year beginning 10/01/2011 and ending 09/30/2012

A This return/report is for:
- [ ] a multiemployer plan;
- [ ] a multiple-employer plan; or
- [X] a single-employer plan;
- [ ] a DFE (specify) ____

B This return/report is:
- [ ] the first return/report;
- [ ] the final return/report;
- [ ] an amended return/report;
- [ ] a short plan year return/report (less than 12 months).

C If the plan is a collectively-bargained plan, check here. . . . . ▶ [ ]

D Check box if filing under:
- [X] Form 5558;
- [ ] automatic extension;
- [ ] the DFVC program;
- [ ] special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
FOTO-KEM INDUSTRIES, INC. 401(K) PLAN

1b Three-digit plan number (PN) ▶ 002

1c Effective date of plan 07/01/1993

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

FOTO-KEM INDUSTRIES, INC.

2801 W. ALAMEDA AVENUE
BURBANK, CA 91505

2b Employer Identification Number (EIN) 95-2269976

2c Sponsor's telephone number 818-846-3102

2d Business code (see instructions) 512100

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.	07/12/2013	WILLIAM F. BRODERSEN
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	07/12/2013	WILLIAM F. BRODERSEN
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

3a Plan administrator's name and address (if same as plan sponsor, enter "Same")
FOTO-KEM INDUSTRIES, INC.

2801 W. ALAMEDA AVENUE
BURBANK, CA 91505

3b Administrator's EIN
95-2269976

3c Administrator's telephone number
818-846-3101

4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:

a Sponsor's name

4b EIN

4c PN

5	Total number of participants at the beginning of the plan year	**5**	807
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**	781
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	78
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	859
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	859
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	656
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	8
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:
2E 2F 2G 2J 2K 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)	X	Insurance
(2)		Code section 412(e)(3) insurance contracts
(3)	X	Trust
(4)		General assets of the sponsor

9b Plan benefit arrangement (check all that apply)

(1)	X	Insurance
(2)		Code section 412(e)(3) insurance contracts
(3)	X	Trust
(4)		General assets of the sponsor

10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

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

b General Schedules

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

SCHEDULE A (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Insurance Information

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

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

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

OMB No. 1210-0110

2011

This Form is Open to Public Inspection

For calendar plan year 2011 or fiscal plan year beginning 10/01/2011 and ending 09/30/2012

A Name of plan
FOTO-KEM INDUSTRIES, INC. 401(K) PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
FOTO-KEM INDUSTRIES, INC.

D Employer Identification Number (EIN)
95-2269976

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

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

1 Coverage Information:

(a) Name of insurance carrier

THE PRUDENTIAL INSURANCE COMPANY OF AMERICA

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
22-1211670	68241	GA-63096	859	09/18/2012	09/30/2012

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Part II Investment and Annuity Contract Information

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

4	Current value of plan's interest under this contract in the general account at year end	4	0
5	Current value of plan's interest under this contract in separate accounts at year end	5	0

6 Contracts With Allocated Funds:

a State the basis of premium rates ▶

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

Specify nature of costs ▶

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

(3) ☐ other (specify) ▶

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

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

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

(3) ☐ guaranteed investment (4) ☒ other ▶ SYNTHETIC GIC

b	Balance at the end of the previous year			7b	0
c	Additions: (1) Contributions deposited during the year	7c(1)			
	(2) Dividends and credits	7c(2)			
	(3) Interest credited during the year	7c(3)			
	(4) Transferred from separate account	7c(4)			
	(5) Other (specify below)	7c(5)			
	▶				
	(6) Total additions			7c(6)	0
d	Total of balance and additions (add **b** and **c(6)**).			7d	0
e	Deductions:				
	(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)			
	(2) Administration charge made by carrier	7e(2)			
	(3) Transferred to separate account	7e(3)			
	(4) Other (specify below)	7e(4)			
	▶				
	(5) Total deductions			7e(5)	0
f	Balance at the end of the current year (subtract **e(5)** from **d**)			7f	0

Part III Welfare Benefit Contract Information

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

8 Benefit and contract type (check all applicable boxes)

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

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

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

m ☐ Other (specify) ▶

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

Specify nature of costs ▶

Part IV Provision of Information

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

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

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

For calendar plan year 2011 or fiscal plan year beginning 10/01/2011 and ending 09/30/2012

A Name of plan
FOTO-KEM INDUSTRIES, INC. 401(K) PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
FOTO-KEM INDUSTRIES, INC.

D Employer Identification Number (EIN)
95-2269976

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

PRUDENTIAL RETIREMENT INSURANCE AND

06-1050034

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

PRUDENTIAL TRUST CO.

23-6994310

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

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

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

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

PRUDENTIAL RETIREMENT INSURANCE AND

06-1050034

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
10 15 37 50 60 64	NONE	44251	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] No [ ]

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

BENEFIT FUNDING SERVICES GROUP

20-8532658

(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?
16 27	NONE	10000	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

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

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
PRUDENTIAL RETIREMENT INSURANCE AND	15 64	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.
UNION BANK, N.A. 94-0304228	28.000 BPS AND $0.00 PER PARTICIPANT INVESTED IN THE FUND FROM 1/1/2011 TO 12/31/2011 UNION BANK STABLE VAL A

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

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

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

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

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

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

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

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

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

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

OMB No. 1210-0110

2011

This Form is Open to Public Inspection.

For calendar plan year 2011 or fiscal plan year beginning 10/01/2011 and ending 09/30/2012

A Name of plan
FOTO-KEM INDUSTRIES, INC. 401(K) PLAN

B Three-digit plan number (PN) ▶ 002

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
FOTO-KEM INDUSTRIES, INC.

D Employer Identification Number (EIN)
95-2269976

Part I **Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)**
(Complete as many entries as needed to report all interests in DFEs)

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

b Name of sponsor of entity listed in (a): UNION BANK OF CALIFORNIA, N.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)
94-6758698-001	C	0

a Name of MTIA, CCT, PSA, or 103-12 IE: PRU CORE CONSERV INT BD FD

b Name of sponsor of entity listed in (a): PRUDENTIAL TRUST CO.

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)
23-6994310-156	C	5545643

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

2011

This Form is Open to Public Inspection

For calendar plan year 2011 or fiscal plan year beginning 10/01/2011 and ending 09/30/2012

A Name of plan
FOTO-KEM INDUSTRIES, INC. 401(K) PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
FOTO-KEM INDUSTRIES, INC.

D Employer Identification Number (EIN)
95-2269976

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)	7481	13160
(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)	2054914	2053944
(9) Value of interest in common/collective trusts	1c(9)	5727267	5545643
(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)	34140942	41836011
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	41930604	49448758
Liabilities			
g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	41930604	49448758

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)	883321	
(B) Participants	2a(1)(B)	2524219	
(C) Others (including rollovers)	2a(1)(C)	103461	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		3511001
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)	89946	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		89946
(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)	1168583	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		1168583
(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)		270258
(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)		4076272
c Other income	2c		0
d Total income. Add all **income** amounts in column (b) and enter total	2d		9116060
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	1536379	
(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)		1536379
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	61527	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		61527
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		1597906
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		7518154
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

(1) [ ] Unqualified (2) [ ] Qualified (3) [X] Disclaimer (4) [ ] Adverse

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

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

(1) Name: PYNE, WALTRIP, DECKER & MCCOY LLP (2) EIN: 77-0227869

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

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

Part IV Compliance Questions

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

During the plan year:

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

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

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

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

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

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

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

OMB No. 1210-0110

2011

This Form is Open to Public Inspection.

For calendar plan year 2011 or fiscal plan year beginning 10/01/2011 and ending 09/30/2012

A Name of plan
FOTO-KEM INDUSTRIES, INC. 401(K) PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
FOTO-KEM INDUSTRIES, INC.

D Employer Identification Number (EIN)
95-2269976

Part I Distributions

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

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

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

EIN(s): 22-1211670

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

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

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

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

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

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

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

6 **a** Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived) **6a**

b Enter the amount contributed by the employer to the plan for this plan year **6b**

c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount) **6c**

If you completed line 6c, skip lines 8 and 9.

7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

Part III Amendments

9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box. ..... ☐ **Increase** ☐ **Decrease** ☐ **Both** ☐ **No**

Part IV ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? ..... ☐ **Yes** ☐ **No**

11 **a** Does the ESOP hold any preferred stock? ..... ☐ **Yes** ☐ **No**

b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.) ..... ☐ **Yes** ☐ **No**

12 Does the ESOP hold any stock that is not readily tradable on an established securities market? ..... ☐ **Yes** ☐ **No**

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

14 Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a The current year	**14a**	
b The plan year immediately preceding the current plan year	**14b**	
c The second preceding plan year	**14c**	

15 Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year	**15a**	
b The corresponding number for the second preceding plan year	**15b**	

16 Information with respect to any employers who withdrew from the plan during the preceding plan year:

a Enter the number of employers who withdrew during the preceding plan year	**16a**	
b If item 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	**16b**	

17 If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

18 If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment ☐

19 If the total number of participants is 1,000 or more, complete items (a) through (c)

a Enter the percentage of plan assets held as:
Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

b Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

c What duration measure was used to calculate item 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):

FOTO-KEM INDUSTRIES, INC.
401(k) PLAN

FINANCIAL STATEMENTS
and
SUPPLEMENTAL SCHEDULE

SEPTEMBER 30, 2012

with

INDEPENDENT AUDITOR'S REPORT

FOTO-KEM INDUSTRIES, INC.
401(k) PLAN
FINANCIAL STATEMENTS AND SUPPLEMENTAL SCHEDULE
SEPTEMBER 30, 2012

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Pyne, Waltrip, Decker & McCoy, LLP

CERTIFIED PUBLIC ACCOUNTANTS

Litigation Specialists & Business Appraisers

Donald W. Pyne, CPA/ABV/CFF
Catharine F. Waltrip, CPA
Scott M. Decker, CPA/ABV/CVA
Leatha L. McCoy, CPA
Michael J. Farrell, CPA

Bill Soderstedt, CPA
Erica V. Tarazon, CPA
Ryan Barnett, CPA

Lynne M. Wysinger
Firm Administrator

INDEPENDENT AUDITOR'S REPORT

The Administrative Committee
Foto-Kem Industries, Inc. 401(k) Plan
Burbank, California

We were engaged to audit the accompanying statements of net assets available for benefits of Foto-Kem Industries, Inc. 401(k) Plan (the "Plan") as of September 30, 2012 and 2011, the related statement of changes in net assets available for benefits for the year ended September 30, 2012 and the supplemental schedule as of September 30, 2012, as listed in the table of contents. These financial statements 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 4, which was certified by Prudential Retirement Insurance and Annuity Company, the trustee of the Plan (the "Trustee"), except for comparing such information with the related information included in the financial statements and supplemental schedule. We have been informed by the Plan administrator that the 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 September 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 the accompanying financial statements and supplemental schedule taken as a whole. The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the 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.

Pyne, Waltrip, Decker & McCoy, LLP

PYNE, WALTRIP, DECKER & MCCOY, LLP
March 18, 2013

FOTO-KEM INDUSTRIES, INC.
401(k) PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
SEPTEMBER 30, 2012 AND 2011

	2012	2011
Investments:		
Common/collective trusts:		
UBOC Stable Value Fund	$ -	$ 5,727,267
Prudential Stable Value Fund	5,545,643	-
Registered investment companies:		
HighMark Diversified Money Market Fund	6,544,169	8,824,178
Vanguard GNMA Fund	6,599,060	3,402,700
Oakmark Equity and Income Fund II	4,649,945	4,047,215
Vanguard 500 Index Fund	1,972,080	1,467,820
Vanguard Total Stock Market Index Fund	1,484,720	981,378
American Growth Fund of America	1,326,246	813,952
Vanguard Growth Index Fund	1,200,352	733,602
T Rowe Price Midcap Growth Fund	1,850,194	1,317,854
Fidelity Independence Fund	-	2,293,948
Janus Twenty Fund	4,885,588	1,854,996
American Washington Mutual Fund	2,280,294	1,489,943
Dreyfus Mid Cap Index Fund	1,399,095	1,025,045
Goldman Sachs Mid Cap Value Fund	1,012,489	852,201
Columbia Small Cap Value Fund	813,371	507,037
Baron Small Cap Fund	1,856,818	1,353,423
American Europacific Growth Fund	2,218,894	1,493,327
Janus Overseas Fund	1,742,696	1,682,323
Total registered investment companies	41,836,011	34,140,942
Total investments	47,381,654	39,868,209
Notes receivable from participants	2,082,822	2,083,792
Company contributions receivable	13,160	7,481
Net assets available for benefits	$ 49,477,636	$ 41,959,482

See accompanying Notes to Financial Statements.

FOTO-KEM INDUSTRIES, INC.
401(k) PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
YEAR ENDED SEPTEMBER 30, 2012

Additions to (deductions from) net assets:	
Investment income:	
Dividends and capital gain distributions	$ 1,438,841
Net appreciation in fair value of investments	4,076,272
Total investment income	5,515,113
Interest income on notes receivable from participants	89,946
Contributions:	
Company matching	883,321
Participant pre-tax elective salary deferrals	2,498,424
Participant Roth after-tax elective salary deferrals	25,795
Participant rollovers	103,461
Total contributions	3,511,001
Deductions:	
Benefits paid to participants	(1,536,379)
Administrative expenses	(61,527)
Total deductions	(1,597,906)
Net increase	7,518,154
Net assets available for benefits - September 30, 2011	41,959,482
Net assets available for benefits - September 30, 2012	$ 49,477,636

See accompanying Notes to Financial Statements.

FOTO-KEM INDUSTRIES, INC.
401(k) PLAN
NOTES TO FINANCIAL STATEMENTS
SEPTEMBER 30, 2012

1. Description of the Plan

General

The Foto-Kem Industries, Inc. (the "Company") 401(k) Plan (the "Plan") is a prototype non-standardized defined contribution profit sharing plan sponsored by Prudential Retirement Insurance and Annuity Company. The Plan allows participants to make elective salary deferral contributions (Section 401(k) contributions) and the Company to make matching salary deferral and discretionary profit sharing contributions. The Plan covers the employees of the Company and is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"). At September 30, 2012, there were 656 participants in the Plan.

Administration of Plan assets

The Plan is administrated by a committee appointed by the Company Board of Directors. Certain officers or employees of the Company are involved with Plan administration and are not compensated by the Plan for such services.

Participant contributions

Each employee who has attained the age of 21 and who has completed at least 60 days of employment following their date of hire shall be eligible to participate in the Plan on the first day of the month following the completion of his or her 60th day. Participants may make elective salary deferral contributions to the plan in lieu of receiving salary up to a maximum of $17,000 for the 2012 calendar year, subject to other plan limitations. Participants age 50 and over may elect to make an additional $5,500 catch-up contribution.

Company contributions

The Plan provides for the Company to make matching contributions in an amount of 50% of the participant's elective salary deferral up to a maximum match of 3% of the participant's compensation. During the year ended September 30, 2012, the Company's matching contributions totaled $883,321.

The Company may also make a discretionary profit sharing contribution as determined each year by the Company's Board of Directors. During the year ended September 30, 2012, no profit sharing contributions were authorized.

Rollover contributions

Company employees may rollover their benefits from other qualified retirement plans into the Plan. During the year ended September 30, 2012, the Plan received rollover contributions totaling $103,461.

1. **General description (continued)**

Participant accounts

Each participant's account is credited with their salary deferral and rollover contributions and allocations of (a) the Company's matching contribution, (b) the Company's profit sharing contribution, and (c) Plan earnings (losses). Allocations are based on participant's earnings, as defined in the Plan document. The benefit to which a participant is entitled is dependent on the vested balance of the participant's account.

Vesting

Participants are immediately 100% vested in their elective salary deferrals and rollover contributions and the allocated portion of income, gains and losses upon participation.

Participants generally become vested in their portion of the Company contributions and the allocated portion of income, gains and losses as follows:

Years of Service Completed	Vested Percentage
2	20%
3	40%
4	60%
5	80%
6	100%

Upon termination of employment and payment of the vested portion of the participant's matching and profit sharing accounts, the forfeited portion is utilized to offset Plan administrative expenses. During the year ended September 30, 2012, the forfeited amount totaled $24,828.

Payment of benefits

Upon death, disability, retirement (age 65) or termination the participant's vested portion of salary deferral, matching, profit sharing and rollover accounts are paid to the participant or beneficiaries as soon as administratively feasible in the form of a lump-sum distribution.

Participants who attain age 59½ may request an in-service withdrawal to receive a distribution of all or any portion of their vested account.

1. General description (continued)

Investment options

All investments are held in trust and were invested in various mutual funds at September 30, 2012. Each participant chooses how their contributions and respective account balances are to be allocated among the funds through a participant-directed investment program. Prudential Retirement Insurance and Annuity Company (the "Trustee") (deemed to be a party-in-interest), holds the Plan's investment assets and executes investment transactions under a nondiscretionary trust agreement. Investment income, gains and losses are allocated to each participant's account each business day.

Notes receivable from participants

Under the terms of the Plan, participants may borrow up to 50% of their vested account balance with a minimum loan of $1,000 and maximum of $50,000. The loans are secured by the balance in the participants' accounts and bear interest at market rates in effect at the time of the loan. Loan terms are to be no longer than five years except for the purchase or refinancing of the participant's principal residence.

Plan termination

Although it has not expressed any intent to do so, the Company has the right to terminate the Plan subject to the provisions of ERISA. In the event the Plan terminates, the participant's profit sharing and matching accounts will become 100% vested and the net assets of the Plan will be distributed as prescribed by ERISA.

2. Summary of significant accounting policies

Basis of accounting

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

Use of estimates

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

Notes receivable from participants

Notes receivable from participants are reported at their unpaid principal balances plus any accrued but unpaid interest.

2. Summary of significant accounting policies (continued)

Investment valuation and income recognition

The Plan's investments are stated 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.

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

Payment of benefits

Benefits are recorded when paid.

Risks and uncertainties

The Plan, at the participant's direction, invests in various investment securities that are exposed to various risks such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities and the level of uncertainty related to changes in the net value of investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term. Accordingly, such changes could materially affect participants' account balances and the amount reported in the statement of net assets available for benefits as of September 30, 2012.

Administrative expenses

Plan administrative expenses, including Trustee recordkeeping and custodial services, investment advisory fees, auditing fees and legal fees, are paid by the Plan to the extent of forfeited account balances. Unpaid amounts are paid by the Company.

Subsequent events

The Plan's management has evaluated subsequent events through March 18, 2013, the date the financial statements were available to be issued.

3. Fair value measurements

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

The fair value measurement accounting literature establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. This hierarchy consists of three broad levels: Level 1 inputs consist of unadjusted quoted prices in active markets for identical assets and have the highest priority, Level 2 inputs consist of observable inputs other than quoted prices for identical assets and Level 3 inputs are unobservable and have the lowest priority. The Plan uses appropriate valuation techniques based on the available inputs to measure fair value of its investments. When available, the Plan measures fair value using Level 1 inputs because they generally provide the most reliable evidence of fair value. Level 3 inputs were used only when Level 1 or Level 2 inputs were not available.

The 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 September 30, 2012 and 2011.

Level 1 fair value measurements

The fair values of the registered investment companies are based on quoted net asset values of the shares held by the Plan at year-end.

Level 2 fair value measurements

The fair values of common/collective trusts are recorded at fair value; however, since these contracts are fully benefit-responsive, these amounts are presented at contract value. Contract value is the relevant measurement attributable to fully-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 contract value represents contributions plus earnings less participant withdrawals and administrative expenses. The fair values of these investments were determined based on the quoted market values of the underlying investments, as the common/collective trust itself is not actively traded on an exchange.

Level 3 fair value measurements

There were no investments valued using Level 3 fair value measurements.

3. Fair value measurements (continued)

The following tables set forth, by level within the fair value hierarchy, the Plan's investments at fair value as of September 30, 2012 and 2011:

		Fair value measurements at September 30, 2012 using:	
	Fair value	Quoted prices in active markets for identical assets (Level 1)	Significant other observable inputs (Level 2)
Common/collective trust	$ 5,545,643	$ -	$ 5,545,643
Registered investment companies	41,836,011	41,836,011	-
	$ 47,381,654	$ 41,836,011	$ 5,545,643

		Fair value measurements at September 30, 2011 using:	
	Fair value	Quoted prices in active markets for identical assets (Level 1)	Significant other observable inputs (Level 2)
Common/collective trust	$ 5,727,267	$ -	$ 5,727,267
Registered investment companies	34,140,942	34,140,942	-
	$ 39,868,209	$ 34,140,942	$ 5,727,267

4. Certification

The following is a summary of the unaudited information included in the Plan's financial statements and supplemental schedule that were provided by the Trustee and furnished to the Plan administrator. The Plan administrator has obtained certifications from the Trustee that the following information is complete and accurate:

(a) The fair value and cost of investments as of September 30, 2012 and 2011.

(b) Net appreciation in fair value of investments, interest, dividends and capital gain distributions for the year ended September 30, 2012.

(c) Supplemental schedule of assets (held at end of year) as of September 30, 2012.

5. Net appreciation in fair value of investments

During the year ended September 30, 2012, the Plan's investments appreciated (depreciated) in fair value as follows:

Prudential Stable Value Fund	$	1,517
Vanguard GNMA Fund		244
Oakmark Equity and Income Fund II		526,174
Vanguard 500 Index Fund		405,550
Vanguard Total Stock Market Index Fund		288,541
American Growth Fund of America		238,778
Vanguard Growth Index Fund		222,977
T Rowe Price Midcap Growth Fund		196,192
Fidelity Independence Fund		604,330
Janus Twenty Fund		172,854
American Washington Mutual Fund		345,695
Dreyfus Mid Cap Index Fund		226,529
Goldman Sachs Mid Cap Value Fund		210,722
Columbia Small Cap Value Fund		87,445
Baron Small Cap Fund		352,760
American Europacific Growth Fund		275,560
Janus Overseas Fund		(79,596)
Net appreciation in fair value of investments	$	4,076,272

6. Tax status

The Internal Revenue Service ("IRS") has determined and informed the Company by a letter dated March 31, 2008, that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code ("IRC"). Although the Plan has been amended since receiving this determination letter, the Plan administrator and the Plan's tax counsel believe that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC and therefore believe that the Plan is qualified and the related trust is tax-exempt. As of September 30, 2012, The Company's tax years for the years ended June 30, 2009, 2010 and 2011 are subject to examination by taxing authorities.

7. Reconciliation to Form 5500

The financial statements for the year ended September 30, 2012 and 2011 agreed to the IRS Form 5500, Annual Return/Report of Employee Benefit Plan, except for the following:

	2012	2011
Net assets available for benefits per the financial statements	$ 49,477,636	$ 41,959,482
Less deemed distributions of participant loans	(28,878)	(28,878)
Net assets per Form 5500	$ 49,448,758	$ 41,930,604
Net increase (decrease) in net assets available for benefits per the financial statements	$ 7,518,154	$ (389,824)
Less deemed distributions of participant loans	-	(546)
Net income (loss) per Form 5500	$ 7,518,154	$ (390,370)

SUPPLEMENTAL SCHEDULE

FOTO-KEM INDUSTRIES, INC.
401(k) PLAN
SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
E.I.N. 95–2269976 – PLAN NUMBER 002
SEPTEMBER 30, 2012

(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
	Common/collective trust:			
*	Prudential Stable Value Fund	5,544,112.5655 units	$ 5,544,137	$ 5,545,643
	Registered investment companies:			
	HighMark Diversified Money Market Fund	6,544,168.5241 shares	6,544,169	6,544,169
	Vanguard GNMA Fund	593,974.7861 shares	6,505,819	6,599,060
	Oakmark Equity and Income Fund II	159,846.8711 shares	4,283,912	4,649,945
	Vanguard 500 Index Fund	17,973.7560 shares	1,817,795	1,972,080
	Vanguard Total Stock Market Index Fund	42,910.9719 shares	1,381,859	1,484,720
	American Growth Fund of America	39,459.0526 shares	1,150,662	1,326,246
	Vanguard Growth Index Fund	34,782.7313 shares	1,084,721	1,200,352
	T Rowe Price Midcap Growth Fund	31,311.4516 shares	1,757,335	1,850,194
	Janus Twenty Fund	78,081.9488 shares	4,943,969	4,885,588
	American Washington Mutual Fund	73,086.3463 shares	2,010,183	2,280,294
	Dreyfus Mid Cap Index Fund	47,685.5747 shares	1,215,366	1,399,095
	Goldman Sachs Mid Cap Value Fund	26,408.1672 shares	873,507	1,012,489
	Columbia Small Cap Value Fund	18,327.4279 shares	764,532	813,371
	Baron Small Cap Fund	71,060.7732 shares	1,514,894	1,856,818
	American Europacific Growth Fund	56,865.5705 shares	2,169,897	2,218,894
	Janus Overseas Fund	53,720.6007 shares	2,331,174	1,742,696
	Total registered investment companies		40,349,794	41,836,011
	Total investments		45,893,931	47,381,654

FOTO-KEM INDUSTRIES, INC.
401(k) PLAN
SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
E.I.N. 95–2269976 – PLAN NUMBER 002
SEPTEMBER 30, 2012

(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
*	Notes receivable from participants	(1)	$ 2,082,822	$ 2,082,822
	Total assets held at end of year		$ 47,976,753	$ 49,464,476

* Party-in-interest

(1) Loan terms range from one to five years, or up to thirty years for the purchase or refinancing of a primary residence. The loans are secured by the balance in the participant's account. Interest rates on participant loans range from 3.00% to 7.89%.

RUN DATE: 10/04/12
CYCLE: 12SEP#U
PLAN NBR: 820162

PLAN NAME: FOTO-KEM INDUSTRIES , INC .

PLAN SPONSOR EIN: 952269976

SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES FOR PLAN YEAR 2011

(a)	(b)	(c)	(d)	(e)
	IDENTITY OF ISSUE , BORROWER , LESSOR , OR SIMILAR PARTY	DESCRIPTION OF INVESTMENT INCLUDING MATURITY DATE , RATE OF INTEREST ,COLLATERAL , PAR OR MATURITY VALUE	COST	CURRENT VALUE
*	PRUDENTIAL RETIREMENT INSURANCE AND ANNUITY COMPANY	PRUDENTIAL STABLE VAL FND	5,544,137	5,545,643
	PRUDENTIAL MUTUAL FUNDS	HIGHMRK DIV MMK REINV FID	6,544,169	6,544,169
	PRUDENTIAL MUTUAL FUNDS	JANUS TWENTY FUND CL T	4,943,969	4,885,588
	PRUDENTIAL MUTUAL FUNDS	T ROWE PRICE MID-CAP GROW	1,757,335	1,850,194
	PRUDENTIAL MUTUAL FUNDS	GROWTH FUND OF AMERICA R4	1,150,662	1,326,246
	PRUDENTIAL MUTUAL FUNDS	WASHINGTON MUT INVEST R4	2,010,183	2,280,294
	PRUDENTIAL MUTUAL FUNDS	AMER:EUROPACIFIC GROW R4	2,169,897	2,218,895
	PRUDENTIAL MUTUAL FUNDS	GOLDMAN SACHS MID CAP INS	873,507	1,012,489
	PRUDENTIAL MUTUAL FUNDS	BARON SMALL CAP	1,514,894	1,856,818
	PRUDENTIAL MUTUAL FUNDS	VANGUARD GNMA CORE BOND	6,505,819	6,599,060
	PRUDENTIAL MUTUAL FUNDS	COLUMBIA SM CAP VAL I Z	764,532	813,371
	PRUDENTIAL MUTUAL FUNDS	JANUS OVERSEAS FUND T	2,331,174	1,742,696
	PRUDENTIAL MUTUAL FUNDS	VNGRD GR INDEX SIGNAL	1,084,721	1,200,352
	PRUDENTIAL MUTUAL FUNDS	VANGUARD 500 INDEX	1,817,795	1,972,081
	PRUDENTIAL MUTUAL FUNDS	VANGUARD TOT STK MKT IDX	1,381,859	1,484,720
	PRUDENTIAL MUTUAL FUNDS	DREYFUS MID CAP INDEX FD	1,215,366	1,399,095
	PRUDENTIAL MUTUAL FUNDS	OAKMARK EQUITY AND INCOME	4,283,912	4,649,946
	PARTICIPANT LOANS	3.00% - 7.89%	0	2,053,945

$$$% SIDE=NUFRONT ,END;

Ms. Jannie Chew
Prudential Retirement
500 Main Street
Dubuque, IA 52001

FOTO-KEM

Client Account Number: 870493

Form 5500 Information

Plan Year Ended 9/30/2012

Report Released To	
Ms. Chew	Mr. Hay

Prudential Contact	
Jannie Chew	
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Fax	(866) 439-8602
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All clients (or authorized representatives of clients) participating in the commingled accounts discussed in this report are generally provided with uniform written reports regarding the accounts. To the extent additional written information is provided to an account client who requests it, such information will also be made available to any other client making a request for the same information. If you have any questions, please contact your account representative.

Notes

If you have any questions, please contact your Prudential representative.

Information About This Package

Enclosed you will find information necessary to meet the filing requirements of the Department of Labor for plans invested in Insurance Company Pooled Separate Accounts and the Fixed Dollar Account.

This package includes the following information, applicable to your investments, to assist you in completing your Form 5500 for your plan year:

- ***Information for Completion of Schedule A (Form 5500)*** - for investments in Insurance Company Pooled Separate Accounts and/or investment in the Fixed Dollar Account.
- ***Information for Completion of Schedule C and Eligible Indirect Compensation Disclosures (Form 5500)*** - includes direct and indirect compensation, received by service providers, related to investments held during your plan year.
- ***Information for Completion of Schedule D (Form 5500)*** - includes a listing of all Common or Collective Trusts, Master Trust Investment Accounts and Pooled Separate Accounts in which you were invested during the plan year, along with their corresponding Employer Identification and Plan Numbers.

For those invested in Common, Collective and/or Master Trust Investment Accounts, we have enclosed the most recent audited financial statements for the respective trusts in which you were invested during the plan year.

Each Pooled Separate Account is a Direct Filing Entity for which Prudential Insurance Company is filing the financial information on the Separate Account's own Form 5500. Similarly, each Common, Collective or Master Trust Investment Account with more than one unrelated investor is a Direct Filing Entity for which Prudential Trust Company is filing the financial information on the Investment Account's own Form 5500.

For your reference, also included in this package is information to help you review float and slippage (also called 'breakage') associated with your investment.

The attached material is intended to assist you and your tax or legal advisor. It is not intended as legal advice or opinion, nor should it be construed as such.

If you have any questions, please contact your Prudential Account Representative.

Float and Slippage Policies Applicable to Investors in Prudential Separate Accounts and Prudential Trust Funds

The Prudential Insurance Company of America ('Prudential') and Prudential Trust Company ('Prudential Trust') are providing you with the information below to help you review float and slippage (also called 'breakage') associated with your investment.

What Is Float?

'Float' means interest or other earnings from the short-term investment of funds held in omnibus or 'concentration' accounts. These funds may come from contributions to and distributions from your plan. They may also come from dividends and proceeds from redemptions of investments.

What Are Our Procedures For Contributions Awaiting Investment?

When we receive contributions in 'good order' (that is, with appropriate identification and investment direction) by the deadline on a business day, we invest them the same day on behalf of the plan (*e.g.*, among various separate accounts or trust accounts). We do not earn float on these contributions.

If we receive contributions that are not in good order, we hold them in a bank account. We do not earn interest on these contributions, but we may earn bank credits. We use these credits to pay a portion of the bank's fee for maintaining the bank account. The bank credits can only be used to offset banking fees otherwise due and cannot be paid in cash to us.

What Are Our Procedures For Transfers Among Accounts and For Distributions?

We implement transfers among investment accounts and pay many distributions electronically. We issue electronic payments on the business day a payment is due or, if the due date is not a business day, the immediately preceding business day. On the same day a payment is issued, we charge that amount against investments of the plan. We do not earn float on electronic payments.

Prudential Trust rarely makes transfers or distributions by check; however when it does the amount is deducted from your investment on the day the check is written and is transferred to Prudential, which acts as Prudential Trust's agent in making payment. For itself or for Prudential Trust, Prudential issues and mails paper checks on the business day following the day a payment is due; such checks are payable on the issue date. If benefits are to be paid as an annuity, Prudential issues and mails distribution checks one to two weeks in advance of the day a payment is due, and the check is payable on the due date. On the due date, Prudential makes a charge against your investments. Prudential puts funds supporting checks outstanding in a pool of short-term investments held in Prudential's name (the 'Short Term Pool'). Prudential moves funds out of the Short Term Pool into the distribution checking account when the check is presented to be cashed.

Is There Float on Distributions?

Float and Slippage Policies Applicable to Investors in Prudential Separate Accounts and Prudential Trust Funds

As discussed above, Prudential (for its separate accounts or for Prudential Trust accounts) holds cash briefly in the Short Term Pool in connection with distributions made by paper check. For distributions, Prudential allocates to each separate account or trust account its share of earnings from the Short Term Pool. Prudential does not retain float on distributions.

What Is Our Slippage Policy?

We credit transactions consistent with our agreement with you or your recordkeeper, typically on the intended date of the transaction. For example, sometimes we receive a contribution or transfer and are not able to transfer the amount received into the proper investment account the same day (*e.g.*, it was received after the cut-off time for investment). If the intended account has a unit value that changes daily, then the unit value will be different on the next day when the actual investment occurs. Our policy is to give the client the right number of units based on the unit value on the date we have agreed to credit the funds, even if we are not able to transfer the funds into the right investment account until the next day. The difference between the dollar value of the number of units we credit clients on day of our receipt and the value of that number of units on the actual date of investment (usually the next day) is the slippage amount. We net positive and negative slippage in an investment account. On a periodic basis, we either put in funds to make up a net slippage loss or take out funds to remove a net slippage gain. If there is a net slippage gain, we keep the gain.

Can these Float and Slippage Policies Change?

Yes. We may change our float and slippage arrangements in the future. If this happens, we will tell you before the changes take effect. You will be assumed to consent if you do not object.

Information for Completion of Form 5500 Schedule C: Service Provider Information

Plan Name:	Contract Number:	Plan Year Start Date:	Plan Year End Date:
FOTO-KEM	**870493**	**October 01, 2011**	**September 30, 2012**

Service Provider and Fee Information

Information on Service Providers Receiving Direct or Indirect Compensation, Other Than Eligible Indirect Compensation

Direct Compensation Paid by the Plan - Not Inclusive of Payments Directed by the Plan to Third Party Service Providers

Name of service provider/payee	EIN or address of service provider/payee	Nature of service	Amount of fee

Direct Compensation Paid by the Plan - Payments Directed by the Plan to Third Party Service Providers

Name of service provider/payee	Amount of fee

Notes:

The compensation described in this section is reported on a cash basis for your plan year and does not include fees that we billed to you directly, because we cannot identify whether such payments were made from assets of the plan or by the employer or another non-reportable payment source. Please refer to the bills that you received to obtain information that may be necessary to complete your Schedule C.

To assist you with your reporting obligations, this report includes, if applicable, the information in our records for any payments that we made to other service providers at your direction. For those payments, please refer to the plan's records to obtain additional information that may be necessary to complete your Schedule C. The information reported in this section for such payments is limited to amounts that were coded as payments of plan expenses on our recordkeeping system and the name of the service provider payee. When payment is made by check, the name of the service provider is reported. However, when payment is made by wire, the bank name is reported as the service provider payee, because that is the only payee information we maintain in the reporting system. The payments in this section are reported on an aggregate basis for each payee. For details on individual payments and their respective dates, please refer to the Transaction Details section in this 5500 Information Package.

Any negative dollar amounts in this report represent fee waivers, rebates, or reimbursements.

The fees reported in this section are categorized as direct compensation based on how the transactions that we process are coded and recorded in our recordkeeping system and reflected on your client statement. Please review the transactions in both this report and your client statement carefully.

Information for Completion of Form 5500 Schedule C: Service Provider Information

Plan Name:	Contract Number:	Plan Year Start Date:	Plan Year End Date:
FOTO-KEM	**870493**	**October 01, 2011**	**September 30, 2012**

Service Provider and Fee Information

Information on Service Providers Receiving Direct or Indirect Compensation, Other Than Eligible Indirect Compensation

Indirect Compensation, Other Than Eligible Indirect Compensation, Paid by Others

Name of service provider/payee	EIN or address of service provider/payee	Name of payor	EIN or address of payor	Amount of fee or formula	Nature of service	Name of Fund (if formula)

Notes:

Generally, indirect compensation is reported on a calendar year basis. Fees are disclosed in basis points ("bps") and are expressed as annual fee rates on the amount invested. Unless otherwise noted, for plans with non-calendar fiscal years, fee schedules are for the calendar year ending within your plan year.

Note for Short Plan Years - The information in this report is based on the prior calendar year. For more current information, please refer to your account documentation or contact your Prudential Client Service Representative.

Any negative dollar amounts in this report represent fee waivers, rebates, or reimbursements.

This report lists as payees the individual names of any plan sponsor employees that received potentially reportable non-monetary compensation (e.g., gifts, meals, or other entertainment) from us, because we do not have the information necessary to determine whether those employees are reportable on the plan's Schedule C. For those entries, if any, we listed the plan sponsor's name in the EIN or address column.

We allocated non-monetary compensation provided or received in connection with your plan in three different ways: (1) if the compensation related specifically to your plan, the specific amount was allocated to the plan; (2) if the compensation related to a commingled investment account in which your plan invests, and your plan was invested in the account on December 31st, your plan was allocated a pro rata portion of the compensation attributable to the account based on the assets invested in the account by your plan and other plans as of December 31st, and/or (3) if the compensation related to a business relationship encompassing other clients, then your plan's share of the total, based on the percentage your plan represents of the total book of business, was allocated to your plan.

The information contained in this report is generally limited to information contained in our ordinary business records. This report, however, may include some limited information that third parties (e.g., sub-advisors and bank collective trusts) provided to us, which we included for your convenience.

Information for Completion of Form 5500 Schedule C: Service Provider Information

Plan Name:	Contract Number:	Plan Year Start Date:	Plan Year End Date:
FOTO-KEM	**870493**	**October 01, 2011**	**September 30, 2012**

Service Provider and Fee Information

Information on Service Providers Receiving Direct or Indirect Compensation, Other Than Eligible Indirect Compensation

If you have questions about the contents of this report, please contact your Prudential Client Service Representative.

Attachment 1 - Disclosure on Service Providers Receiving Eligible Indirect Compensation

Name of person/entity who provided disclosures on eligible indirect compensation:	EIN or address of entity who provided disclosures on eligible indirect compensation:
Prudential Trust Co.	**23-6994310**
Name of Plan:	Contract Number:
FOTO-KEM	**870493**

Eligible Indirect Compensation

Name of service provider/payee	Name of payor	Amount of fee or formula	Nature of service	Name of fund
Prudential Trust Co.	Prudential Trust Co.	$117.05	Slippage/Breakage	Pru Core Conserv Int Bd Fd

Notes:

Generally, indirect compensation is reported on a calendar year basis. Fees are disclosed in basis points ("bps") and are expressed as annual fee rates on the amount invested. Unless otherwise noted, for plans with non-calendar fiscal years, fee schedules are for the calendar year ending within your plan year.

Note for Short Plan Years - The information in this report is based on the prior calendar year. For more current information, please refer to your account documentation or contact your Prudential Client Service Representative.

With the exception of slippage/breakage, any negative dollar amounts in this report represent fee waivers, rebates,or reimbursements.

Management fees collected by Prudential Insurance Company of America and Prudential Trust Company are based on fees accrued and collected for the four quarters preceding your plan year end date.

Securities lending fees, if any, summarize the fees received for the entire investment fund and not your individual plan.

If your report includes slippage/breakage, it is because in certain circumstances (such as trading errors or delays), market trades may occur at times when the security's share price or account's unit value related to the trade is not the price assured to the plan and participants. At the investment fund level, Prudential will net any pricing differences that occur along with other small differences, and Prudential will either make-up any net loss (reported in this section as a negative number) or retain any net gain that results over the course of the year. The amount reported in this report as slippage/breakage, if any, represents the slippage/breakage incurred for the entire investment fund and not for your individual plan.

For Prudential Insurance Company of America separate accounts and Prudential Trust Company collective trusts, this report includes soft dollar research compensation and/or disclosures for investment managers who are active as of December 31st.

Attachment 1 - Disclosure on Service Providers Receiving Eligible Indirect Compensation

Name of person/entity who provided disclosures on eligible indirect compensation:	EIN or address of entity who provided disclosures on eligible indirect compensation:
Prudential Trust Co.	**23-6994310**
Name of Plan:	Contract Number:
FOTO-KEM	**870493**

Eligible Indirect Compensation

For investment managers who cannot quantify soft dollar research, a description of the eligibility conditions for the receipt of soft dollar research is populated in the "Amount of fee or formula" column, and the top 10 brokers that provide soft dollar research are listed in the "Name of payor" column.

Please contact your Prudential Client Service Representative to obtain a complete list of brokers from whom the manager received soft dollar research.

For clients invested in the Prudential Trust Company Collective Trust, please refer to the audited financial statements for information on fees collected with respect to underlying fund holdings.

In "fund-of-funds" arrangements, one "fund-of-funds" separate account invests in other "investment" separate accounts. In some cases, an "investment" separate account invests in mutual fund shares. We report mutual fund management fees, sub-transfer agency fees, 12b-1 fees, securities lending fees, slippage/breakage, and any soft dollar compensation as attributable to the "investment" separate account and not to the "fund-of-funds" separate account.

This report may not summarize all of the eligible indirect compensation associated with your plan. When applicable, we provided (or will provide) you with additional disclosures on other eligible indirect compensation.

The information contained in this report is generally limited to information contained in our ordinary business records. This report, however, may include some limited information that third parties (e.g., sub-advisors and bank collective trusts) provided to us, which we included for your convenience.

If you have questions about the contents of this report, please contact your Prudential Client Service Representative.

Information for Completion of Schedule D (Form 5500)

The following information is needed to complete the Schedule D attachment to your Form 5500 filing. The information below represents the EIN/PN* number(s) for the Common or Collective Trusts (CCTs), Master Trust Investment Accounts (MTIAs), and Pooled Separate Accounts (PSAs) the plan participated in or was invested in during its plan year.

For the calendar year or fiscal plan year beginning **October 1, 2011** **and ending** **September 30, 2012**

Part I: Information on Interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)

(a) Name of MTIA, CCT, PSA, or 103-12 IE	**(b)** Name of sponsor of entity listed in (a)	**(c)** EIN Code	PN	**(d)** Entity code**
Pru Core Conserv Int Bd Fd	Prudential Trust Co.	23-6994310	156	C

Note: For dollar value of Interest in MTIA, CCT, PSA, or 103-12 IE at the end of the plan year (Part1(e)), please refer to the enclosed Transaction Detail Statement(s).

* *EIN/PN is the nine-digit employer identification number and the three-digit plan/entity number.*

** *Entity Code is C for Common or Collective Trusts, M for Master Trust Investment Accounts or P for Pooled Separate Accounts.*

Asset Composition and Valuation Data

Asset Allocation as of 09/30/2012

Asset Classes	Asset Balance	Fund Valuation Frequency
Pru Core Conserv Int Bd Fd	$5,565,859.71	Daily
Total U.S. Bonds	**$5,565,859.71**	
Total	**$5,565,859.71**	

Valuations are performed on business days. For a description of what is considered a business day, please refer to your contractual or trust documents.

'Unit of Account' Concept Document

Applicable to Pooled Separate Accounts of Prudential Insurance Company and Prudential Trust Company Collective Trust and Commingled Funds (Collectively "Prudential")

This document was prepared in conjunction with other information provided by Prudential for Plan Sponsors and their auditors to help support/facilitate their financial statement disclosure requirements in accordance with Accounting Standards Codification 820 Fair Value Measurements and Disclosures/ Financial Accounting Standard No. 157 and Financial Accounting Standard No. 132R-1.

Unit of Account Concept - each of the funds the Plan holds is a pooled or commingled investment vehicle (each with many investors). The Plan asset in each fund is represented by a unit of account and a per unit value much like in a mutual fund whose value is the result of the accumulated values of the underlying investments. As the sponsor of a fund, Prudential specifies to our fund accountants the source(s) to use for underlying investment asset prices. The fund accountant values the fund using the protocol we have issued. Those underlying investments are valued in the following ways:

Valuation Sources by Asset Class/Fund Type *

U.S. Stock Funds - are primarily comprised of domestic equities. Securities in these funds are typically priced using the closing price from the applicable exchange, NYSE, NASDAQ, etc. Example fund: Jennison U.S. Small Cap Equity

International Stock Funds - are primarily comprised of international equities. Securities are typically priced using the closing price from the local stock exchange. For Prudential Trust Company funds, we also subscribe to Interactive Data Corporation's Fair Value Evaluation Service, which seeks to update prices in the event there are material U.S. market movements between local stock exchange closing time and portfolio valuation time (4PM Eastern each day). Example fund: Emerging Markets Equity. The prices of securities in the Prudential Insurance Company of America international stock index account are not updated to reflect such market movements. Example fund: International Stock Index

U.S. Bond Funds - are primarily comprised of domestic fixed income securities. Securities are priced by Interactive Data Corporation using inputs such as benchmark yields, reported trades, broker/dealer quotes, and issuer spreads. Interactive Data Corporation also monitors market indices and industry and economic events. Prices are reviewed to ensure comfort and can be challenged with Interactive Data Corporation and/or overridden if the adviser believes the price would be more reflective of Fair Value. Example fund: Prudential Core Bond Fund

'Unit of Account' Concept Document

International Bond Funds - are primarily comprised of international fixed income securities. Securities are priced by Interactive Data Corporation using inputs such as benchmark yields, reported trades, broker/dealer quotes, and issuer spreads. Interactive Data Corporation also monitors market indices and industry and economic events. Prices are reviewed to ensure comfort and can be challenged with Interactive Data Corporation and/or overridden if the adviser believes the price would be more reflective of Fair Value. Example fund: Prudential U.S. Corporate Bond

Interest Rate Based Funds - generally the fund's book value is established by applying the stated contractual interest rate against the daily balances. Upon contract liquidation, a market value adjustment may apply based on the economic value at such time, after taking into consideration any Prudential guarantees, expenses, taxes or other charges incurred in liquidating the account. Contract provisions may vary and will govern with respect to the value of actual transfers. Example fund: Fixed Dollar Account

Mortgage Real Estate Funds - Mortgage loans are reflected at estimated market value as determined by Prudential's Asset Liability Pricing Systems ("ALPS"), which have been reviewed and approved by the Chief Real Estate Appraiser of Prudential Investment Management ("PIM"). Mortgage loan data is input to ALPS and discount rates are calculated from the current treasury yield curve and the mortgage spreads corresponding to each loan's quality rating. These discount rates are then used to calculate a loan's estimated market value based on the scheduled cash flows for each loan. The Chief Real Estate Appraiser is responsible to assure the valuation process provides independent and reasonable market value estimates. The "Appraisal Management Firm", an entity not affiliated with Prudential, has been appointed by PIM to assist the Chief Real Estate Appraiser in maintaining and monitoring the objectivity and reasonableness of the appraisal process. Example fund: Union Mortgage Account

Private Placement Funds - where a fair market value is not always commercially available, the fair value of these investments is primarily determined using a discounted cash flow model, which utilizes a discount rate based upon the average of spread surveys collected from private-market intermediaries who are active in both primary and secondary transactions, and takes into account, among other factors, the credit quality and industry sector of the issuer and the reduced liquidity associated with private placements. Example fund: PRIVEST

Short-term Funds - these portfolios are comprised of short term securities. Securities are valued initially at cost and thereafter adjusted for amortization of any discount or premium, i.e. Amortized Cost. Example Fund: Short Term

Real Estate Funds - the fair value of real estate properties is determined through an independent appraisal process. The estimate of fair value is based on the conventional approaches to value, all of which require the exercise of subjective judgment. The three approaches are: (1) current cost of reproducing the real estate less deterioration and functional and economic obsolescence; (2) discounting a series of income streams and reversion at a specific yield or by directly capitalizing a single year income estimate by an appropriate factor; and (3) value indicated by recent sales of comparable real estate in the market. In the reconciliation of these three approaches, the one most heavily relied upon is the one then recognized as the most appropriate by the independent appraiser for the type of real estate in the market. Example fund: PRISA

'Unit of Account' Concept Document

NOTE: Real Estate Funds' portfolio values are typically not updated on a daily basis and as a result, can sometimes be subject to liquidity risk.

Commodities Funds - are primarily invested in commodity futures contracts. Such futures contracts are typically priced using the closing price on the floor of a commodity exchange such as the Chicago Board of Trade or the New York Mercantile Exchange. The fund's exposure to commodity futures is backed by a portfolio of high quality, investment grade, and short-term instruments which is typically comprised of positions in U.S. Treasury Bills, U.S. Government or agency debt, supra-national debt and money market funds. These are valued similarly to assets found in the U.S. Bond Fund and Short-Term Fund (shown above). Example fund: Bache Commodity Select Index (BCSI) Fund

Fund of Funds - are comprised of one or more funds that are valued using the appropriate methodology for each respective fund. Example Fund: Aggressive Pension Asset Management Account

* Please note that the above data represents high level categorizations related to the valuations of asset class types. In other materials provided to you, funds may be classified within asset classes that may represent the primary asset class, the most applicable or most closely related asset type relative to asset categorizations available within the various reports. For specific information on a fund and its investments, please consult that fund's portfolio summary. Fund holdings and financials may also be available upon request.

TO BE USED BY PLAN SPONSORS AND THEIR AUDITORS ONLY

Asset Summary

Plan Year Ended 9/30/2012

	Total	Pru Cr Int Bd
Market Value 09/30/2011	**$0.00**	**$0.00**
Receipts	20,160.80	20,160.80
Transfers	5,576,264.55	5,576,264.55
Disbursements	(52,299.34)	(52,299.34)
Net Investment Income	3,927.41	3,927.41
Realized Gains/Losses	231.05	231.05
Change in Unrealized Gains/Losses	17,575.24	17,575.24
Market Value 09/30/2012	**$5,565,859.71**	**$5,565,859.71**

Transaction Detail Statement

FOTO-KEM INDUSTRIES, INC

Pru Core Conserv Int Bd Fd

Plan Year Ended 9/30/2012

Transaction Description	Transaction Date	Book Value	Market Value	Unit Value	Units
Balance	**09/30/11**	**$0.00**	**$0.00**	**11.44933578**	**0.00**
Receipts					
Deposits					
Cash	09/26/12	1,419.31	1,419.31	12.00565506	118.22
Cash	09/27/12	15,534.84	15,534.84	11.99877253	1,294.70
Loan Repymt Interest	09/27/12	344.94	344.94	11.99877253	28.75
Loan Repymt Principal	09/27/12	2,851.21	2,851.21	11.99877253	237.63
Loan Repymt Interest	09/28/12	0.74	0.74	12.00013939	0.06
Loan Repymt Principal	09/28/12	9.76	9.76	12.00013939	0.81
Total Deposits		**20,160.80**	**20,160.80**		**1,680.17**
Total Receipts		**20,160.80**	**20,160.80**		**1,680.17**
Transfers					
Transfers In					
Transfer	09/18/12	5,451,732.63	5,451,732.63	11.95467110	456,033.68
Transfer	09/24/12	100,671.87	100,671.87	11.98853309	8,397.35
Transfer	09/25/12	42,694.13	42,694.13	11.99661016	3,558.85
Total Transfers In		**5,595,098.63**	**5,595,098.63**		**467,989.88**
Transfers Out					
Transfer	09/19/12	(8,852.31)	(8,856.50)	11.96091407	(740.45)
Transfer	09/25/12	(8,532.03)	(8,558.27)	11.99661016	(713.39)
Transfer	09/26/12	(1,414.01)	(1,419.31)	12.00565506	(118.22)
Total Transfers Out		**(18,798.35)**	**(18,834.08)**		**(1,572.06)**
Total Transfers		**5,576,300.28**	**5,576,264.55**		**466,417.82**

Transaction Detail Statement

FOTO-KEM INDUSTRIES, INC
Pru Core Conserv Int Bd Fd
Plan Year Ended 9/30/2012

Transaction Description	Transaction Date	Book Value	Market Value	Unit Value	Units
Disbursements					
Withdrawals					
Forfeiture Debit	09/26/12	(1,414.01)	(1,419.31)	12.00565506	(118.22)
Withdrawal	09/26/12	(50,690.01)	(50,880.03)	12.00565506	(4,238.01)
Total Withdrawals		**(52,104.02)**	**(52,299.34)**		**(4,356.23)**
Total Disbursements		**(52,104.02)**	**(52,299.34)**		**(4,356.23)**
Net Investment Income		**3,927.41**	**3,927.41**		
Realized Gains/Losses			**231.05**		
Change in Unrealized Gains/Losses			**17,575.24**		
Balance	**09/30/12**	**$5,548,284.47**	**$5,565,859.71**	**12.00206707**	**463,741.76**

The Prudential Trust Company hereby certifies that the foregoing statement furnished pursuant to 29 CFR 2520.103-5(c) is complete and accurate.



John Pharo
Vice President
Prudential Trust Company

Investment Management Fees and Fee Schedules

Plan Year Ended 9/30/2012

Investment Account	Mean Assets	Actual Management Fee	Average Annualized Fee Rate
Pru Core Conserv Int Bd Fd	$179,716.27	$632.45	35bp
Total Plan Year-to-Date	**$179,716.27**	**$632.45**	**35bp**

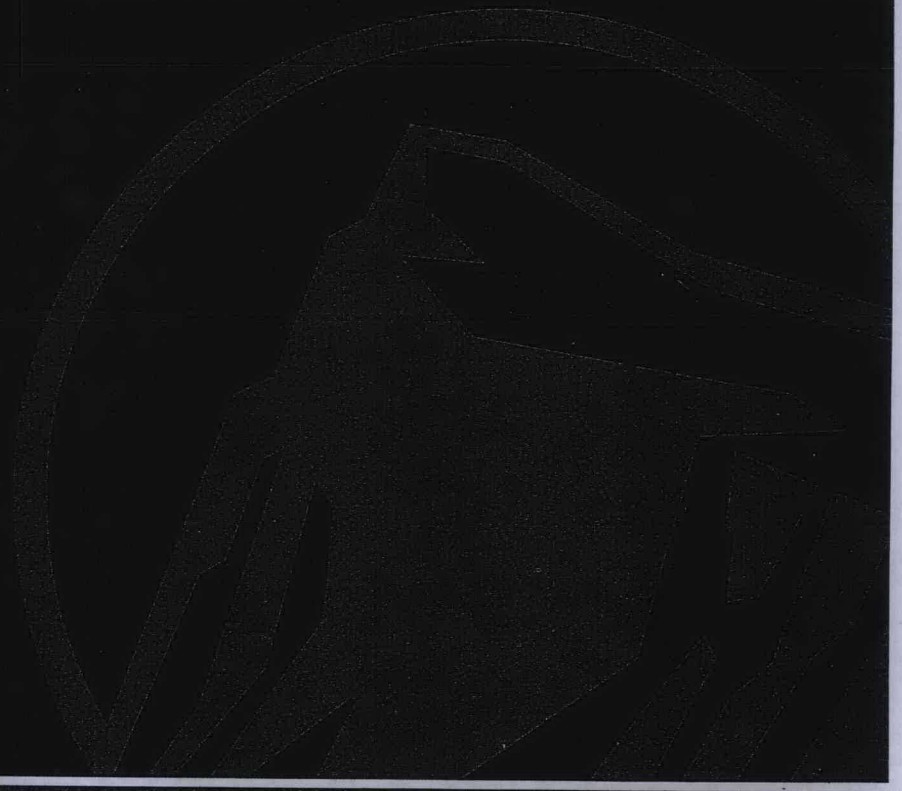
This fee exhibit displays the Actual Management Fee charged to the client for the period shown. Mean Assets represents the sum of assets divided by the number of days in the reported management fee period. For clients with non-quarter-end plan years, the management fees are reported for the period from the quarter-end date preceding your plan year start date to the quarter-end date preceding your plan year end date. On days in the reported period where the assets in an account are $0 or are below $0, the fees and assets used in the calculations and presentation of this exhibit are $0. The Average Annualized Fee Rate is determined by dividing the Actual Management Fee by the Mean Assets and is displayed on an annualized basis. Account assets may be aggregated for purposes of applying an agreed upon fee schedule. When this is the case, the Average Annualized Fee Rate presented in this report is based on the Fee schedule as it applies across all aggregated accounts. Fee Schedules currently in effect for investment accounts follow.

"Prior Plan Year Adjustment" shows updates to management fee information reported in the previous plan year. These adjustments reflect any corrections or adjustments applied since your last plan year report.

Fee Schedules:	Pru Core Conserv Int Bd Fd
	0.350% on all

Prudential Trust Company Collective Trust

2011 Annual Report



Bache Commodity Select Index (BCSI) Fund
Jennison Growth Equity Fund
Jennison Intermediate Core Bond (DuPont) Fund
Jennison U.S. Small Cap Equity Fund
Mercator International Equity Fund
Prudential Bank Loan Fund
Prudential Core Bond Fund
Prudential Core Conservative Bond Fund
Prudential Core Conservative Intermediate (DuPont) Bond Fund
Prudential Core Conservative Intermediate (ex JPM) Bond Fund
Prudential Core Conservative Intermediate (Vanguard) Bond Fund
Prudential Core Conservative Intermediate Bond Fund
Prudential Core Plus Bond Fund
Prudential Core-Plus Bond Fund
Prudential Emerging Markets Debt Fund
Prudential High Yield Fund
Prudential Inflation Protected Securities Fund
Prudential Long Duration Government/Credit Bond Fund
Prudential Private Placement – PRIVEST Fixed Income Fund
Prudential Short Duration Government/Credit Bond Fund
Prudential U.S. Corporate Bond Fund
Prudential U.S. Long Duration Corporate Bond Fund
Prudential U.S. Long Duration High Quality Corporate Bond Fund
QMA Emerging Markets Equity Fund

Prudential Trust Company, 30 Scranton Office Park, Scranton, PA 18507

Prudential
Bring Your Challenges℠

Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code).

▶ **Complete all entries in accordance with the instructions to the Form 5500.**

OMB Nos. 1210-0110
1210-0089

2011

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2011 or fiscal plan year beginning 10/01/2011 and ending 09/30/2012

A This return/report is for:
- [ ] a multiemployer plan;
- [ ] a multiple-employer plan; or
- [X] a single-employer plan;
- [ ] a DFE (specify) ___

B This return/report is:
- [ ] the first return/report;
- [ ] the final return/report;
- [ ] an amended return/report;
- [ ] a short plan year return/report (less than 12 months).

C If the plan is a collectively-bargained plan, check here. ▶ [ ]

D Check box if filing under:
- [X] Form 5558;
- [ ] automatic extension;
- [ ] the DFVC program;
- [ ] special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan FOTO-KEM INDUSTRIES, INC. 401(K) PLAN

1b Three-digit plan number (PN) ▶ 002

07/01/1993

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

FOTO-KEM INDUSTRIES, INC.

2801 W. ALAMEDA AVENUE

BURBANK CA 91505

2b Employer Identification Number (EIN) 95-2269976

2c Sponsor's telephone number (818) 846-3102

2d Business code (see instructions) 512100

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	William F Brodersen	7-12-13	William F. Brodersen
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	William F Brodersen	7-12-13	William F. Brodersen
	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