Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

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

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

OMB Nos. 1210-0110
1210-0089

2012

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

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:
- [ ] Form 5558;
- [ ] automatic extension;
- [ ] the DFVC program;
- [ ] special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
PRUDENTIAL OVERALL SUPPLY PROFIT SHARING AND RETIREMENT PLAN

1b Three-digit plan number (PN) ▶ 003

1c Effective date of plan 04/01/2002

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

PRUDENTIAL OVERALL SUPPLY

1661 ALTON PARKWAY
IRVINE, CA 92606

1661 ALTON PARKWAY
IRVINE, CA 92606

2b Employer Identification Number (EIN)
95-1535681

2c Sponsor's telephone number
949-250-4855

2d Business code (see instructions)
812330

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.	07/23/2013	KAREN TRUAX
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	07/23/2013	KAREN TRUAX
	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

Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)

Preparer's telephone number (optional)

3a Plan administrator's name and address ☐ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address

PRUDENTIAL OVERALL SUPPLY

1661 ALTON PARKWAY
IRVINE, CA 92606

3b Administrator's EIN
95-1535681

3c Administrator's telephone number
949-250-4855

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**	1299
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**	995
b	Retired or separated participants receiving benefits	**6b**	9
c	Other retired or separated participants entitled to future benefits	**6c**	283
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	1287
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	4
f	Total. Add lines **6d** and **6e**	**6f**	1291
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	1271
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	80
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 Characteristics Codes in the instructions:
2E 2F 2G 2J 2K 2S 2T 3D

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

9a Plan funding arrangement (check all that apply)

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

9b Plan benefit arrangement (check all that apply)

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

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

a Pension Schedules

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

b General Schedules

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

SCHEDULE C (Form 5500)	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.**	**2012** **This Form is Open to Public Inspection.**

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan
PRUDENTIAL OVERALL SUPPLY PROFIT SHARING AND RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 003

C Plan sponsor's name as shown on line 2a of Form 5500
PRUDENTIAL OVERALL SUPPLY

D Employer Identification Number (EIN)
95-1535681

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

FID.INV.INST.OPS.CO.

04-2647786

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

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

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

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

FIDELITY INVESTMENTS INSTITUTIONAL

HARBORSIDE FINANCIAL CTR PLAZA 2
2ND FL
JERSEY CITY, NJ 07311

04-2647786

(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?
64 37 65 60	RECORDKEEPER	43676	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] No [ ]

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

INDEPENDENT FINANCIA

59-3331424

(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 16 27	INVESTMENT ADVISOR	22984	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

SQUAR MILNER LLP

33-0835986

(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	ACCOUNTANT/AUDITOR	7125	Yes [ ] No [X]	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
FIDELITY INVESTMENTS INSTITUTIONAL	60	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.
ABF LG CAP VAL INV - STATE STREET B 225 FRANKLIN STREET BOSTON, MA 02111	0.35%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	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.
DREY BASIC S&P 500 - DREYFUS TRANSF 13-2614959	0.15%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	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.
JPM US EQUITY SELECT - BOSTON FINAN 330 W. 9TH STREET KANSAS CITY, MO 66160	0.25%

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	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.
NUVEEN MDCP INDEX I - BOSTON FINANC P.O. BOX 8480 BOSTON, MA 02266	0.15%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	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.
RS PARTNERS Y - BOSTON FINANCIAL DA P.O. BOX 8480 BOSTON, MA 02266	0.10%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	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.
THORNBURG INT VAL R5 - BOSTON FINAN P.O. BOX 8480 BOSTON, MA 02266	0.25%

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

2012

This Form is Open to Public Inspection.

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan
PRUDENTIAL OVERALL SUPPLY PROFIT SHARING AND RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 003

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
PRUDENTIAL OVERALL SUPPLY

D Employer Identification Number (EIN)
95-1535681

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: FA STABLE VALUE

b Name of sponsor of entity listed in (a): FIDELITY MANAGEMENT TRUST COMPANY

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)
04-3022712-026	C	15003383

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

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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

2012

This Form is Open to Public Inspection

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan
PRUDENTIAL OVERALL SUPPLY PROFIT SHARING AND RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 003

C Plan sponsor's name as shown on line 2a of Form 5500
PRUDENTIAL OVERALL SUPPLY

D Employer Identification Number (EIN)
95-1535681

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)	988335	1124903
(2) Participant contributions	1b(2)	80912	0
(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)	3243429	3239247
(9) Value of interest in common/collective trusts	1c(9)	14458857	15003383
(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)	29241824	33920278
(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	48013357	53287811
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		
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	48013357	53287811

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)	1124503	
(B) Participants	2a(1)(B)	2576388	
(C) Others (including rollovers)	2a(1)(C)	148486	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		3849377
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)	136906	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		136906
(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)	942353	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		942353
(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)		
(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)		

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		251013
(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)		2962640
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		8142289
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	2768878	
(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)		2768878
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		25173
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)	73784	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		73784
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		2867835
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		5274454
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: SQUAR MILNER LLP **(2)** EIN: 33-0835986

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 lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 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	

			Yes	No	Amount
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		5000000
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		X	

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?
If "Yes," enter the amount of any plan assets that reverted to the employer this year ☐ **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)

Part V Trust Information (optional)

6a Name of trust	**6b** Trust's EIN

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

2012

This Form is Open to Public Inspection.

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan
PRUDENTIAL OVERALL SUPPLY PROFIT SHARING AND RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 003

C Plan sponsor's name as shown on line 2a of Form 5500
PRUDENTIAL OVERALL SUPPLY

D Employer Identification Number (EIN)
95-1535681

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): 04-6568107

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 lines 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 lines 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 lines 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 lines 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 lines 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 lines 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 line 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	**16b**	

17 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 lines (a) through (c)

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

b Provide the average duration of the combined investment-grade and high-yield debt:
☐ 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 line 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):



Certified Public Accountants
and Financial Advisors

Prudential Overall Supply Profit Sharing and Retirement Plan

Financial Statements
December 31, 2012 and 2011

INDEX TO FINANCIAL STATEMENTS

Independent Auditors' Report 1

Statements of Net Assets Available for Benefits 3

Statement of Changes in Net Assets Available for Benefits 4

Notes to Financial Statements 5

Supplemental Schedule*

Schedule H, Line 4i – Schedule of Assets (Held at End of Year) 14

* Schedules other than that listed above have been omitted because the information is otherwise disclosed, not applicable or are not required by 29 CFR 2520.103-10 of the Department of Labor Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

squarmilner
Certified Public Accountants
and Financial Advisors

Squar, Milner, Peterson, Miranda & Williamson, LLP

INDEPENDENT AUDITORS' REPORT

To the Administrative Committee
Prudential Overall Supply
Profit Sharing and Retirement Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Prudential Overall Supply Profit Sharing and Retirement Plan (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statement of changes in net assets available for benefits for the year ended December 31, 2012, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 5, which was certified by Fidelity Management Trust Company (the "Trustee"), except for comparing such information with the related information included in the financial statements. 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 December 31, 2012 and 2011, and for the year ended December 31, 2012, that the information provided to the Plan administrator by the Trustee is complete and accurate.

Disclaimer of Opinion

Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

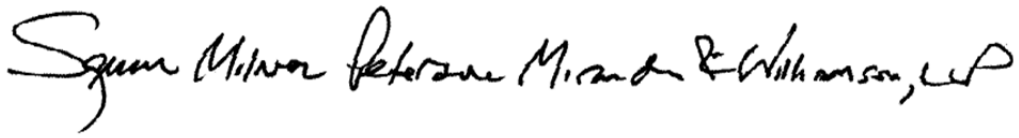
Other Matter

The supplemental Schedule H, Line 4i – Schedule of Assets (Held at End of Year) as of December 31, 2012 is required by the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on this supplemental schedule.

Report on Form and Content in Compliance with DOL Rules and Regulations

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.

SQUAR, MILNER, PETERSON, MIRANDA & WILLIAMSON, LLP



Newport Beach, California
July 22, 2013

PRUDENTIAL OVERALL SUPPLY
PROFIT SHARING AND RETIREMENT PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
December 31, 2012 and 2011

	2012	2011
Investments, at fair value:		
Common/collective trust	$ 15,003,383	$ 14,458,857
Mutual funds	33,920,278	29,241,824
	48,923,661	43,700,681
Receivables:		
Employer contributions	1,124,903	988,335
Participant contributions	–	80,912
Notes receivable from participants	3,239,247	3,243,429
	4,364,150	4,312,676
NET ASSETS REFLECTING INVESTMENTS AT FAIR VALUE	53,287,811	48,013,357
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	(502,484)	(461,591)
NET ASSETS AVAILABLE FOR BENEFITS	$ 52,785,327	$ 47,551,766

See accompanying notes to financial statements.

PRUDENTIAL OVERALL SUPPLY
PROFIT SHARING AND RETIREMENT PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
For The Year Ended December 31, 2012

ADDITIONS TO NET ASSETS ATTRIBUTED TO	
Investment income:	
Net appreciation in fair value of mutual funds	$ 2,962,640
Net investment gain from common/collective trust	210,120
Dividends	942,353
Total investment income	4,115,113
Interest income on notes receivable from participants	136,906
Contributions:	
Employer	1,124,503
Participant	2,724,874
Total contributions	3,849,377
Total additions	8,101,396
DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO	
Benefit payments to participants	2,794,051
Administrative expenses	73,784
Total deductions	2,867,835
NET INCREASE IN NET ASSETS AVAILABLE FOR BENEFITS	5,233,561
NET ASSETS AVAILABLE FOR BENEFITS – beginning of year	47,551,766
NET ASSETS AVAILABLE FOR BENEFITS – end of year	$ 52,785,327

See accompanying notes to financial statements.

1. DESCRIPTION OF PLAN

The following description of the Prudential Overall Supply Profit Sharing and Retirement Plan (the "Plan") provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution profit sharing plan that provides certain benefits in the event of death, disability, or other termination of employment and covers substantially all non-union employees of Prudential Overall Supply (the "Company") who are at least 18 years of age and have completed three months of service within a 12-month period. Enrollment periods are January 1 and July 1 of each year. The Company is the Plan Administrator and Plan Sponsor. Fidelity Management Trust Company is the Trustee of the Plan. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

Employee and Employer Matching Contributions

Participants, at their option, can make tax-deferred contributions from two percent up to a maximum of 100% of their annual earnings to the Plan; however, each participant's total annual contributions are subject to the annual limits of the Internal Revenue Code ("IRC"). The maximum contribution allowed for 2012 was $17,000. Participants over age 50 can defer an additional amount in excess of the dollar limit in the Code. For the 2012 plan year, the maximum catch-up contribution was $5,500.

The Company matches 50% of the first five percent of the employee's contributions to the Plan. The Company makes contributions to the Plan within the guidelines of ERISA and the regulations of the IRC.

Participant Accounts

Separate accounts are maintained for each participant. These accounts are credited with the participant's contribution and allocations of the Company's contributions, Plan earnings or losses, net of administrative expenses. Participants can direct the investment of their contributions into various investment options offered by the Plan and may change their investments options on a daily basis.

1. DESCRIPTION OF PLAN (continued)

Vesting

Participants are immediately vested in their contributions plus actual earnings or losses thereon. Vesting in the employer matching and profit sharing portions of the participants' accounts is based on years of service. A participant is 100% vested after six years of service as follows:

Year 1	0%
Year 2	20%
Year 3	40%
Year 4	60%
Year 5	80%
Year 6	100%

Notes Receivable from Participants

The Plan may loan to each participant a minimum of $1,000 up to the lesser of 50% of the participant's vested account balance or $50,000, reduced by the highest outstanding loan balance during the previous 12 months. A participant may originate only two loans per calendar year and is limited to two outstanding loans at any one time. Such loans are for a fixed term, bear interest at market rate, and are fully secured by the participant's account balance. Interest rates range from 4.25% to 9.25% and 4.25% to 10.50% on loans outstanding as of December 31, 2012 and 2011, respectively. Principal and interest are paid ratably through payroll deductions.

Forfeitures

Participants forfeit their nonvested share of employer contributions if they withdraw their employee contributions after having completed less than six years of service with the Company. Forfeitures may be used by the Company to offset future profit sharing contribution requirements, as an additional contribution to participants allocated in the same manner as the profit sharing contribution, or to offset administrative expenses. During 2012 and 2011, $37,865 and $29,439 of forfeitures were used to offset the Company's matching and discretionary profit sharing contributions to participants during the Plan year, respectively. At December 31, 2012 and 2011, there were no unutilized forfeitures.

1. DESCRIPTION OF PLAN (continued)

Payment of Benefits

On termination of service due to death, disability, or retirement, a participant may elect to either receive a lump sum or direct rollover distribution (or combination thereof) in an amount equal to the value of the participant's vested interest in his or her account, or annual installments over a specified period of time. Upon termination from employment, a participant will be considered as having terminated from the Plan and will receive a distribution, equal to the value of the vested portion of his or her account, in accordance with the Plan documents and ERISA guidelines. Benefits are recorded when paid.

Administrative Expenses

Certain transaction processing fees are charged to the participants and therefore, are reflected in the accompanying statements of changes in net assets available for benefits as administrative expenses and qualify as party-in-interest transactions.

Plan Termination

It is the intent of the Company to continue the Plan; however, the Plan may be terminated by the Company at any time subject to the provisions of ERISA. In the event the Plan terminates, the net assets of the Plan will be allocated in accordance with the Plan document. All participants will immediately vest 100% and will receive their credited balance as of the date of liquidation.

Plan Amendments

There were minor amendments to the Plan during the years ended December 31, 2012 and 2011. Such amendments did not affect the net assets of the Plan or the Plan's tax status.

2. SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The accompanying financial statements have been prepared on the accrual basis of accounting and in conformity with accounting principles generally accepted in the United States of America ("GAAP").

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

Investments and Income Recognition

Investments are stated at fair value. The fair value of mutual funds is based upon quotations obtained from national securities exchanges or established market makers at the last reported sales price on the last business day of the Plan year. The fair value of the common/collective trust is based upon the net assets value reported by the fund.

Investment income is recorded on an accrual basis. Purchases and sales of securities are recorded on a trade-date basis. The net realized and unrealized gains and losses are reflected in the statements of changes in net assets available for benefits as a net appreciation (depreciation) in the fair value of investments.

Use of Estimates

The preparation of the financial statements in conformity with GAAP requires management to make estimates and assumptions that affect reported amounts of assets, liabilities and changes therein and disclosures of contingent assets at the date of the financial statements and the reported amounts of additions and deductions during the reporting period. Actual results could differ from those estimates.

Notes Receivable from Participants

Notes receivable from participants reflected in the accompanying statements of net assets available for benefits are measured at their unpaid principal balance plus any accrued but unpaid interest. Interest income is recorded on the accrual basis. If a participant ceases to make a loan repayments and the Plan Administrator deems the participant loan to be in default, the participant loan balance is reduced and a benefit payment is recorded.

Risk and Uncertainties

The Plan provides for various investment options. Investment securities are exposed to various risks, such as interest rate, market, and credit. Due to the level of uncertainty related to changes in the value of the investment securities, it is at least reasonably possible that changes in the various risk factors, in the near term, could materially affect participants' accounts balances and the amounts reported in the accompanying financial statements.

Subsequent Events

The Plan evaluated subsequent events for their potential impact on the financial statements and disclosures through July 22, 2013 which is the date the financial statements were available to be issued.

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

Recent Accounting Pronouncements

In May 2011, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2011-04, *Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in GAAP and International Financial Reporting Standards (Topic 820)—Fair Value Measurement*, to provide a consistent definition of fair value and ensure that the fair value measurement and disclosure requirements are similar between GAAP and International Financial Reporting Standards. ASU 2011-04 changes certain fair value measurement principles and enhances the disclosure requirements particularly for level 3 fair value measurements. The Plan adopted ASU 2011-04 for the year ended December 31, 2012. Adoption of ASU 2011-04 had no effect on the Plan's financial statements.

3. INVESTMENTS

The following presents investments at December 31, 2012 and 2011 that represent five percent or more of the Plan's net assets:

	2012	2011
Common/collective trust:		
Fidelity Advisor Stable Value Fund	$ 15,003,383	$ 14,458,857
Mutual funds:		
JPMorgan US Equity Select	$ 3,111,457	$ *
Neuberger Berman Partners Fund	$ *	$ 2,870,038
Fidelity Advisor New Insights Fund	$ 4,556,828	$ 3,999,585
Fidelity Advisor Strategic Income Fund	$ 3,853,181	$ 3,098,806

**Less than 5% of the Plan's net assets*

4. TAX STATUS

The Plan has received a favorable determination letter, dated October 9, 2003, from the Internal Revenue Service indicating that the Plan is qualified under Section 401(a) of the IRC and the Trust is exempt from federal income taxes under Section 501(a) of the IRC. Therefore, no provision for income taxes has been included in the Plan's financial statements. Although the Plan has been amended since receiving the determination letter, the Plan Administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC.

4. TAX STATUS (continued)

GAAP requires plan management to evaluate tax positions taken by the plan and recognize a tax liability (or asset) if the organization has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS.

The Plan Administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2012, there are no uncertain positions taken or expected to be taken that would require recognition of the liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions and the Plan could be subject to income tax if certain issues were found by the IRS that could result in the disqualification of the Plan's tax-exempt status; however, there are currently no audits for any tax periods in progress.

5. INFORMATION CERTIFIED BY THE PLAN'S TRUSTEE

The Plan Administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the ERISA. Accordingly, the Plan Administrator has obtained certifications from the Trustee that the following information included in the accompanying financial statements and supplemental schedule is complete and accurate:

- Investments, at fair value (and contract value), as reflected in the statements of net assets available for benefits as of December 31, 2012 and 2011;
- Investment income, as reflected in the statement of changes in net assets available for benefits for the year ended December 31, 2012;
- Investments, as reflected in Schedule H, Line 4i – Schedule of Assets (Held at End of Year) as of December 31, 2012.

The Plan Administrator instructed the Plan's independent auditors not to perform any auditing procedures with respect to this certified information except for comparing such information with the related information included in the accompanying financial statements and supplemental schedule.

6. FAIR VALUE MEASUREMENTS

The Plan adopted the provision of FASB Accounting Standards Codification No. 820 ("ASC 820"), *Fair Value Measurements*, with respect to its investments. ASC 820 defines fair value as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants at the measurement

6. FAIR VALUE MEASUREMENTS (continued)

date. ASC 820 establishes a three-level fair value hierarchy that prioritizes the inputs used to measure fair value. This hierarchy requires entities to maximize the use of observable inputs and minimize the use of unobservable inputs. The level in the fair value hierarchy is determined based on the lowest level input that is significant to the fair value measurement in its entirety. The three levels of inputs used to measure fair value are as follows:

Level 1 – Inputs to the valuation methodology are quoted prices available in active markets for identical investments as of the reporting date.

Mutual Funds:

These investments are public investment securities valued using the Net Asset Value ("NAV"). The NAV is a quoted price in an active market.

Level 2 – Inputs to the valuation methodology are other than quoted prices in active markets, which are either directly or indirectly observable as of the reporting date, and fair value can be determined through the use of models or other valuation methodologies.

Common/Collective Trust:

These investments are public investment securities valued using the NAV. The NAV is used as a practical expedient to estimate fair value. The NAV is quoted on a private market that is not active; however, the unit price is based on underlying investments traded in an active market.

Level 3 – Inputs to the valuation methodology are unobservable inputs in situations where there is little or no market activity for the asset or liability and the reporting entity makes estimates and assumptions related to the pricing of the asset or liability including assumptions regarding risk. The Plan had no level 3 investments at December 31, 2012 and 2011.

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while 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.

6. FAIR VALUE MEASUREMENTS (continued)

The following tables set forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2012 and 2011:

	Asset Fair Value as of December 31, 2012			
	Level 1	**Level 2**	**Level 3**	**Total**
Mutual funds:				
Asset allocation fund	$ 8,314,606	$ –	$ –	$ 8,314,606
Blended fund	9,748,194	–	–	9,748,194
Bond fund	6,238,682	–	–	6,238,682
Growth fund	4,556,828	–	–	4,556,828
Index fund	1,947,053	–	–	1,947,053
Intl/Global fund	2,190,358	–	–	2,190,358
Value fund	924,557	–	–	924,557
Common/collective trust	–	15,003,383	–	15,003,383
Investments, at fair value	$ 33,920,278	$ 15,003,383	$ –	$ 48,923,661

	Asset Fair Value as of December 31, 2011			
	Level 1	**Level 2**	**Level 3**	**Total**
Mutual funds:				
Asset allocation fund	$ 6,498,748	$ –	$ –	$ 6,498,748
Blended fund	8,968,530	–	–	8,968,530
Bond fund	5,531,098	–	–	5,531,098
Growth fund	3,999,585	–	–	3,999,585
Index fund	1,435,517	–	–	1,435,517
Intl/Global fund	2,016,413	–	–	2,016,413
Value fund	791,933	–	–	791,933
Common/collective trust	–	14,458,857	–	14,458,857
Investments, at fair value	$ 29,241,824	$ 14,458,857	$ –	$ 43,700,681

During the years ended December 31, 2012 and 2011 there were no transfers between Level 1 and Level 2 or in or out of Level 3. There were no changes in methodologies at December 31, 2012 and 2011.

7. PARTY-IN-INTEREST AND REPORTABLE TRANSACTIONS

The Trustee is a party-in-interest as defined by ERISA. The Trustee invests certain Plan assets in its investment funds and is paid administrative expenses. Such transactions qualify as party-in-interest transactions permitted by Department of Labor regulations. The Company is the Plan Sponsor, as defined by the Plan and therefore, these transactions qualify as party-in-interest transactions for which a statutory exception exists.

No prohibited transactions with parties-in-interest, as defined by ERISA, occurred during the Plan year ended December 31, 2012.

8. RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is reconciliation of net assets available for Plan benefits per financial statements at December 31, 2012 and 2011 to Form 5500:

	2012	2011
Net assets available for plan benefits per financial statements	$ 52,785,327	$ 47,551,766
Adjustment from contract value to fair value for fully benefit-responsive investment contracts	502,484	461,591
Net assets available for plan benefits per Form 5500 – Schedule H	$ 53,287,811	$ 48,013,357

The following is a reconciliation of changes in net assets available for Plan benefits per financial statements for the year ended December 31, 2012 to Form 5500:

Increase in net assets per financial statements	$ 5,233,561
Change in adjustment from contract value to fair value for fully benefit-responsive investment contracts	40,893
Increase in net assets per Form 5500 – Schedule H	$ 5,274,454

SUPPLEMENTAL SCHEDULE

PRUDENTIAL OVERALL SUPPLY
PROFIT SHARING AND RETIREMENT PLAN
SCHEDULE H, LINE 4i –
SCHEDULE OF ASSETS (HELD AT END OF YEAR)
December 31, 2012
Employer I.D. 95-1535681
Plan Number 003

(a)	(b) Identity of issuer, borrower, lessor, or similar party	(c) Description of investment (Including rate of interest)	(d) Cost**	(e) Current Value
	American Beacon	American Beacon Large Cap Value Fund	**	$ 924,557
	RS Funds	RS Partners Fund	**	2,543,611
	JPMorgan	JPMorgan US Equity Select	**	3,111,457
	Thornburg	Thornburg International Value R5	**	2,190,358
	Dreyfus	Dreyfus Basic S&P 500	**	1,947,053
	Nuveen	Nuveen Mid Cap Index I	**	2,278,602
*	Fidelity Investments	Fidelity Advisor Mortgage Securities Fund	**	1,601,595
*	Fidelity Investments	Fidelity Advisor Freedom 2010 Fund	**	293,843
*	Fidelity Investments	Fidelity Advisor Freedom 2020 Fund	**	2,059,499
*	Fidelity Investments	Fidelity Advisor Freedom 2030 Fund	**	922,283
*	Fidelity Investments	Fidelity Advisor Freedom 2040 Fund	**	996,492
*	Fidelity Investments	Fidelity Advisor Freedom Income Fund	**	61,527
*	Fidelity Investments	Fidelity Advisor Freedom 2005 Fund	**	19,766
*	Fidelity Investments	Fidelity Advisor Freedom 2015 Fund	**	472,349
*	Fidelity Investments	Fidelity Advisor Freedom 2025 Fund	**	1,199,750
*	Fidelity Investments	Fidelity Advisor Freedom 2035 Fund	**	834,126
*	Fidelity Investments	Fidelity Advisor Freedom 2045 Fund	**	669,017
*	Fidelity Investments	Fidelity Advisor Freedom 2050 Fund	**	756,535
*	Fidelity Investments	Fidelity Advisor Freedom 2055 Fund	**	29,420
*	Fidelity Investments	Fidelity Advisor Inflation Protected Bond Fund	**	783,905
*	Fidelity Investments	Fidelity Advisor New Insights Fund	**	4,556,828
*	Fidelity Investments	Fidelity Advisor Strategic Income Fund	**	3,853,181
*	Fidelity Investments	Fidelity Advisor Small Cap Fund	**	1,814,524
*	Fidelity Investments	Fidelity Advisor Stable Value Fund	**	15,003,383
	Total investments, at fair value			48,923,661
*	Participant loans	Interest rates ranging from 4.25% to 9.25%	–	3,239,247
	Total			$ 52,162,908

* Denotes party-in-interest for which a statutory exemption exists.
** Cost information may be omitted with respect to participant-directed investments.

The information in this schedule has been certified as complete and accurate by Fidelity Trust Management Company, the Trustee.



Certified Public Accountants
and Financial Advisors

Prudential Overall Supply Profit Sharing and Retirement Plan

Financial Statements
December 31, 2012 and 2011

INDEX TO FINANCIAL STATEMENTS

Independent Auditors' Report 1

Statements of Net Assets Available for Benefits 3

Statement of Changes in Net Assets Available for Benefits 4

Notes to Financial Statements 5

Supplemental Schedule*

Schedule H, Line 4i – Schedule of Assets (Held at End of Year) 14

* Schedules other than that listed above have been omitted because the information is otherwise disclosed, not applicable or are not required by 29 CFR 2520.103-10 of the Department of Labor Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

squarmilner
Certified Public Accountants
and Financial Advisors

Squar, Milner, Peterson, Miranda & Williamson, LLP

INDEPENDENT AUDITORS' REPORT

To the Administrative Committee
Prudential Overall Supply
Profit Sharing and Retirement Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Prudential Overall Supply Profit Sharing and Retirement Plan (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statement of changes in net assets available for benefits for the year ended December 31, 2012, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 5, which was certified by Fidelity Management Trust Company (the "Trustee"), except for comparing such information with the related information included in the financial statements. 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 December 31, 2012 and 2011, and for the year ended December 31, 2012, that the information provided to the Plan administrator by the Trustee is complete and accurate.

Disclaimer of Opinion

Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

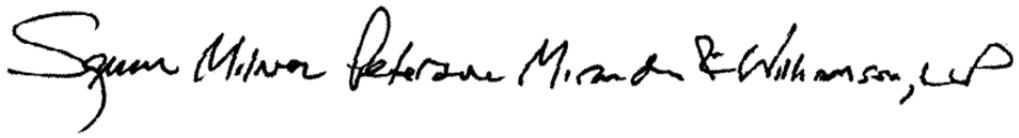
Other Matter

The supplemental Schedule H, Line 4i – Schedule of Assets (Held at End of Year) as of December 31, 2012 is required by the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on this supplemental schedule.

Report on Form and Content in Compliance with DOL Rules and Regulations

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.

SQUAR, MILNER, PETERSON, MIRANDA & WILLIAMSON, LLP



Newport Beach, California
July 22, 2013

PRUDENTIAL OVERALL SUPPLY
PROFIT SHARING AND RETIREMENT PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
December 31, 2012 and 2011

	2012	2011
Investments, at fair value:		
Common/collective trust	$ 15,003,383	$ 14,458,857
Mutual funds	33,920,278	29,241,824
	48,923,661	43,700,681
Receivables:		
Employer contributions	1,124,903	988,335
Participant contributions	–	80,912
Notes receivable from participants	3,239,247	3,243,429
	4,364,150	4,312,676
NET ASSETS REFLECTING INVESTMENTS AT FAIR VALUE	53,287,811	48,013,357
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	(502,484)	(461,591)
NET ASSETS AVAILABLE FOR BENEFITS	$ 52,785,327	$ 47,551,766

See accompanying notes to financial statements.

PRUDENTIAL OVERALL SUPPLY
PROFIT SHARING AND RETIREMENT PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
For The Year Ended December 31, 2012

ADDITIONS TO NET ASSETS ATTRIBUTED TO	
Investment income:	
Net appreciation in fair value of mutual funds	$ 2,962,640
Net investment gain from common/collective trust	210,120
Dividends	942,353
Total investment income	4,115,113
Interest income on notes receivable from participants	136,906
Contributions:	
Employer	1,124,503
Participant	2,724,874
Total contributions	3,849,377
Total additions	8,101,396
DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO	
Benefit payments to participants	2,794,051
Administrative expenses	73,784
Total deductions	2,867,835
NET INCREASE IN NET ASSETS AVAILABLE FOR BENEFITS	5,233,561
NET ASSETS AVAILABLE FOR BENEFITS – beginning of year	47,551,766
NET ASSETS AVAILABLE FOR BENEFITS – end of year	$ 52,785,327

See accompanying notes to financial statements.

1. DESCRIPTION OF PLAN

The following description of the Prudential Overall Supply Profit Sharing and Retirement Plan (the "Plan") provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution profit sharing plan that provides certain benefits in the event of death, disability, or other termination of employment and covers substantially all non-union employees of Prudential Overall Supply (the "Company") who are at least 18 years of age and have completed three months of service within a 12-month period. Enrollment periods are January 1 and July 1 of each year. The Company is the Plan Administrator and Plan Sponsor. Fidelity Management Trust Company is the Trustee of the Plan. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

Employee and Employer Matching Contributions

Participants, at their option, can make tax-deferred contributions from two percent up to a maximum of 100% of their annual earnings to the Plan; however, each participant's total annual contributions are subject to the annual limits of the Internal Revenue Code ("IRC"). The maximum contribution allowed for 2012 was $17,000. Participants over age 50 can defer an additional amount in excess of the dollar limit in the Code. For the 2012 plan year, the maximum catch-up contribution was $5,500.

The Company matches 50% of the first five percent of the employee's contributions to the Plan. The Company makes contributions to the Plan within the guidelines of ERISA and the regulations of the IRC.

Participant Accounts

Separate accounts are maintained for each participant. These accounts are credited with the participant's contribution and allocations of the Company's contributions, Plan earnings or losses, net of administrative expenses. Participants can direct the investment of their contributions into various investment options offered by the Plan and may change their investments options on a daily basis.

1. DESCRIPTION OF PLAN (continued)

Vesting

Participants are immediately vested in their contributions plus actual earnings or losses thereon. Vesting in the employer matching and profit sharing portions of the participants' accounts is based on years of service. A participant is 100% vested after six years of service as follows:

Year 1	0%
Year 2	20%
Year 3	40%
Year 4	60%
Year 5	80%
Year 6	100%

Notes Receivable from Participants

The Plan may loan to each participant a minimum of $1,000 up to the lesser of 50% of the participant's vested account balance or $50,000, reduced by the highest outstanding loan balance during the previous 12 months. A participant may originate only two loans per calendar year and is limited to two outstanding loans at any one time. Such loans are for a fixed term, bear interest at market rate, and are fully secured by the participant's account balance. Interest rates range from 4.25% to 9.25% and 4.25% to 10.50% on loans outstanding as of December 31, 2012 and 2011, respectively. Principal and interest are paid ratably through payroll deductions.

Forfeitures

Participants forfeit their nonvested share of employer contributions if they withdraw their employee contributions after having completed less than six years of service with the Company. Forfeitures may be used by the Company to offset future profit sharing contribution requirements, as an additional contribution to participants allocated in the same manner as the profit sharing contribution, or to offset administrative expenses. During 2012 and 2011, $37,865 and $29,439 of forfeitures were used to offset the Company's matching and discretionary profit sharing contributions to participants during the Plan year, respectively. At December 31, 2012 and 2011, there were no unutilized forfeitures.

1. DESCRIPTION OF PLAN (continued)

Payment of Benefits

On termination of service due to death, disability, or retirement, a participant may elect to either receive a lump sum or direct rollover distribution (or combination thereof) in an amount equal to the value of the participant's vested interest in his or her account, or annual installments over a specified period of time. Upon termination from employment, a participant will be considered as having terminated from the Plan and will receive a distribution, equal to the value of the vested portion of his or her account, in accordance with the Plan documents and ERISA guidelines. Benefits are recorded when paid.

Administrative Expenses

Certain transaction processing fees are charged to the participants and therefore, are reflected in the accompanying statements of changes in net assets available for benefits as administrative expenses and qualify as party-in-interest transactions.

Plan Termination

It is the intent of the Company to continue the Plan; however, the Plan may be terminated by the Company at any time subject to the provisions of ERISA. In the event the Plan terminates, the net assets of the Plan will be allocated in accordance with the Plan document. All participants will immediately vest 100% and will receive their credited balance as of the date of liquidation.

Plan Amendments

There were minor amendments to the Plan during the years ended December 31, 2012 and 2011. Such amendments did not affect the net assets of the Plan or the Plan's tax status.

2. SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The accompanying financial statements have been prepared on the accrual basis of accounting and in conformity with accounting principles generally accepted in the United States of America ("GAAP").

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

Investments and Income Recognition

Investments are stated at fair value. The fair value of mutual funds is based upon quotations obtained from national securities exchanges or established market makers at the last reported sales price on the last business day of the Plan year. The fair value of the common/collective trust is based upon the net assets value reported by the fund.

Investment income is recorded on an accrual basis. Purchases and sales of securities are recorded on a trade-date basis. The net realized and unrealized gains and losses are reflected in the statements of changes in net assets available for benefits as a net appreciation (depreciation) in the fair value of investments.

Use of Estimates

The preparation of the financial statements in conformity with GAAP requires management to make estimates and assumptions that affect reported amounts of assets, liabilities and changes therein and disclosures of contingent assets at the date of the financial statements and the reported amounts of additions and deductions during the reporting period. Actual results could differ from those estimates.

Notes Receivable from Participants

Notes receivable from participants reflected in the accompanying statements of net assets available for benefits are measured at their unpaid principal balance plus any accrued but unpaid interest. Interest income is recorded on the accrual basis. If a participant ceases to make a loan repayments and the Plan Administrator deems the participant loan to be in default, the participant loan balance is reduced and a benefit payment is recorded.

Risk and Uncertainties

The Plan provides for various investment options. Investment securities are exposed to various risks, such as interest rate, market, and credit. Due to the level of uncertainty related to changes in the value of the investment securities, it is at least reasonably possible that changes in the various risk factors, in the near term, could materially affect participants' accounts balances and the amounts reported in the accompanying financial statements.

Subsequent Events

The Plan evaluated subsequent events for their potential impact on the financial statements and disclosures through July 22, 2013 which is the date the financial statements were available to be issued.

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

Recent Accounting Pronouncements

In May 2011, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2011-04, *Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in GAAP and International Financial Reporting Standards (Topic 820)—Fair Value Measurement*, to provide a consistent definition of fair value and ensure that the fair value measurement and disclosure requirements are similar between GAAP and International Financial Reporting Standards. ASU 2011-04 changes certain fair value measurement principles and enhances the disclosure requirements particularly for level 3 fair value measurements. The Plan adopted ASU 2011-04 for the year ended December 31, 2012. Adoption of ASU 2011-04 had no effect on the Plan's financial statements.

3. INVESTMENTS

The following presents investments at December 31, 2012 and 2011 that represent five percent or more of the Plan's net assets:

	2012	2011
Common/collective trust:		
Fidelity Advisor Stable Value Fund	$ 15,003,383	$ 14,458,857
Mutual funds:		
JPMorgan US Equity Select	$ 3,111,457	$ *
Neuberger Berman Partners Fund	$ *	$ 2,870,038
Fidelity Advisor New Insights Fund	$ 4,556,828	$ 3,999,585
Fidelity Advisor Strategic Income Fund	$ 3,853,181	$ 3,098,806

**Less than 5% of the Plan's net assets*

4. TAX STATUS

The Plan has received a favorable determination letter, dated October 9, 2003, from the Internal Revenue Service indicating that the Plan is qualified under Section 401(a) of the IRC and the Trust is exempt from federal income taxes under Section 501(a) of the IRC. Therefore, no provision for income taxes has been included in the Plan's financial statements. Although the Plan has been amended since receiving the determination letter, the Plan Administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC.

4. TAX STATUS (continued)

GAAP requires plan management to evaluate tax positions taken by the plan and recognize a tax liability (or asset) if the organization has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS.

The Plan Administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2012, there are no uncertain positions taken or expected to be taken that would require recognition of the liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions and the Plan could be subject to income tax if certain issues were found by the IRS that could result in the disqualification of the Plan's tax-exempt status; however, there are currently no audits for any tax periods in progress.

5. INFORMATION CERTIFIED BY THE PLAN'S TRUSTEE

The Plan Administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the ERISA. Accordingly, the Plan Administrator has obtained certifications from the Trustee that the following information included in the accompanying financial statements and supplemental schedule is complete and accurate:

- Investments, at fair value (and contract value), as reflected in the statements of net assets available for benefits as of December 31, 2012 and 2011;
- Investment income, as reflected in the statement of changes in net assets available for benefits for the year ended December 31, 2012;
- Investments, as reflected in Schedule H, Line 4i – Schedule of Assets (Held at End of Year) as of December 31, 2012.

The Plan Administrator instructed the Plan's independent auditors not to perform any auditing procedures with respect to this certified information except for comparing such information with the related information included in the accompanying financial statements and supplemental schedule.

6. FAIR VALUE MEASUREMENTS

The Plan adopted the provision of FASB Accounting Standards Codification No. 820 ("ASC 820"), *Fair Value Measurements*, with respect to its investments. ASC 820 defines fair value as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants at the measurement

6. FAIR VALUE MEASUREMENTS (continued)

date. ASC 820 establishes a three-level fair value hierarchy that prioritizes the inputs used to measure fair value. This hierarchy requires entities to maximize the use of observable inputs and minimize the use of unobservable inputs. The level in the fair value hierarchy is determined based on the lowest level input that is significant to the fair value measurement in its entirety. The three levels of inputs used to measure fair value are as follows:

Level 1 – Inputs to the valuation methodology are quoted prices available in active markets for identical investments as of the reporting date.

Mutual Funds:

These investments are public investment securities valued using the Net Asset Value ("NAV"). The NAV is a quoted price in an active market.

Level 2 – Inputs to the valuation methodology are other than quoted prices in active markets, which are either directly or indirectly observable as of the reporting date, and fair value can be determined through the use of models or other valuation methodologies.

Common/Collective Trust:

These investments are public investment securities valued using the NAV. The NAV is used as a practical expedient to estimate fair value. The NAV is quoted on a private market that is not active; however, the unit price is based on underlying investments traded in an active market.

Level 3 – Inputs to the valuation methodology are unobservable inputs in situations where there is little or no market activity for the asset or liability and the reporting entity makes estimates and assumptions related to the pricing of the asset or liability including assumptions regarding risk. The Plan had no level 3 investments at December 31, 2012 and 2011.

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while 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.

6. FAIR VALUE MEASUREMENTS (continued)

The following tables set forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2012 and 2011:

	Asset Fair Value as of December 31, 2012			
	Level 1	**Level 2**	**Level 3**	**Total**
Mutual funds:				
Asset allocation fund	$ 8,314,606	$ –	$ –	$ 8,314,606
Blended fund	9,748,194	–	–	9,748,194
Bond fund	6,238,682	–	–	6,238,682
Growth fund	4,556,828	–	–	4,556,828
Index fund	1,947,053	–	–	1,947,053
Intl/Global fund	2,190,358	–	–	2,190,358
Value fund	924,557	–	–	924,557
Common/collective trust	–	15,003,383	–	15,003,383
Investments, at fair value	$ 33,920,278	$ 15,003,383	$ –	$ 48,923,661

	Asset Fair Value as of December 31, 2011			
	Level 1	**Level 2**	**Level 3**	**Total**
Mutual funds:				
Asset allocation fund	$ 6,498,748	$ –	$ –	$ 6,498,748
Blended fund	8,968,530	–	–	8,968,530
Bond fund	5,531,098	–	–	5,531,098
Growth fund	3,999,585	–	–	3,999,585
Index fund	1,435,517	–	–	1,435,517
Intl/Global fund	2,016,413	–	–	2,016,413
Value fund	791,933	–	–	791,933
Common/collective trust	–	14,458,857	–	14,458,857
Investments, at fair value	$ 29,241,824	$ 14,458,857	$ –	$ 43,700,681

During the years ended December 31, 2012 and 2011 there were no transfers between Level 1 and Level 2 or in or out of Level 3. There were no changes in methodologies at December 31, 2012 and 2011.

7. PARTY-IN-INTEREST AND REPORTABLE TRANSACTIONS

The Trustee is a party-in-interest as defined by ERISA. The Trustee invests certain Plan assets in its investment funds and is paid administrative expenses. Such transactions qualify as party-in-interest transactions permitted by Department of Labor regulations. The Company is the Plan Sponsor, as defined by the Plan and therefore, these transactions qualify as party-in-interest transactions for which a statutory exception exists.

No prohibited transactions with parties-in-interest, as defined by ERISA, occurred during the Plan year ended December 31, 2012.

8. RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is reconciliation of net assets available for Plan benefits per financial statements at December 31, 2012 and 2011 to Form 5500:

	2012	2011
Net assets available for plan benefits per financial statements	$ 52,785,327	$ 47,551,766
Adjustment from contract value to fair value for fully benefit-responsive investment contracts	502,484	461,591
Net assets available for plan benefits per Form 5500 – Schedule H	$ 53,287,811	$ 48,013,357

The following is a reconciliation of changes in net assets available for Plan benefits per financial statements for the year ended December 31, 2012 to Form 5500:

Increase in net assets per financial statements	$ 5,233,561
Change in adjustment from contract value to fair value for fully benefit-responsive investment contracts	40,893
Increase in net assets per Form 5500 – Schedule H	$ 5,274,454

SUPPLEMENTAL SCHEDULE

PRUDENTIAL OVERALL SUPPLY
PROFIT SHARING AND RETIREMENT PLAN
SCHEDULE H, LINE 4i –
SCHEDULE OF ASSETS (HELD AT END OF YEAR)
December 31, 2012
Employer I.D. 95-1535681
Plan Number 003

(a)	(b) Identity of issuer, borrower, lessor, or similar party	(c) Description of investment (Including rate of interest)	(d) Cost**	(e) Current Value
	American Beacon	American Beacon Large Cap Value Fund	**	$ 924,557
	RS Funds	RS Partners Fund	**	2,543,611
	JPMorgan	JPMorgan US Equity Select	**	3,111,457
	Thornburg	Thornburg International Value R5	**	2,190,358
	Dreyfus	Dreyfus Basic S&P 500	**	1,947,053
	Nuveen	Nuveen Mid Cap Index I	**	2,278,602
*	Fidelity Investments	Fidelity Advisor Mortgage Securities Fund	**	1,601,595
*	Fidelity Investments	Fidelity Advisor Freedom 2010 Fund	**	293,843
*	Fidelity Investments	Fidelity Advisor Freedom 2020 Fund	**	2,059,499
*	Fidelity Investments	Fidelity Advisor Freedom 2030 Fund	**	922,283
*	Fidelity Investments	Fidelity Advisor Freedom 2040 Fund	**	996,492
*	Fidelity Investments	Fidelity Advisor Freedom Income Fund	**	61,527
*	Fidelity Investments	Fidelity Advisor Freedom 2005 Fund	**	19,766
*	Fidelity Investments	Fidelity Advisor Freedom 2015 Fund	**	472,349
*	Fidelity Investments	Fidelity Advisor Freedom 2025 Fund	**	1,199,750
*	Fidelity Investments	Fidelity Advisor Freedom 2035 Fund	**	834,126
*	Fidelity Investments	Fidelity Advisor Freedom 2045 Fund	**	669,017
*	Fidelity Investments	Fidelity Advisor Freedom 2050 Fund	**	756,535
*	Fidelity Investments	Fidelity Advisor Freedom 2055 Fund	**	29,420
*	Fidelity Investments	Fidelity Advisor Inflation Protected Bond Fund	**	783,905
*	Fidelity Investments	Fidelity Advisor New Insights Fund	**	4,556,828
*	Fidelity Investments	Fidelity Advisor Strategic Income Fund	**	3,853,181
*	Fidelity Investments	Fidelity Advisor Small Cap Fund	**	1,814,524
*	Fidelity Investments	Fidelity Advisor Stable Value Fund	**	15,003,383
	Total investments, at fair value			48,923,661
*	Participant loans	Interest rates ranging from 4.25% to 9.25%	–	3,239,247
	Total			$ 52,162,908

* Denotes party-in-interest for which a statutory exemption exists.
** Cost information may be omitted with respect to participant-directed investments.

The information in this schedule has been certified as complete and accurate by Fidelity Trust Management Company, the Trustee.