

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 <u>01/01/2012</u> and ending <u>12/31/2012</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☒
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information —enter all requested information
1a Name of plan <u>MAJOR BRANDS, INC. EMPLOYEES' 401(K) PLAN</u>	1b Three-digit plan number (PN) ► <u>001</u> 1c Effective date of plan <u>04/01/1980</u>
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>MAJOR BRANDS, INC.</u> <u>6701 SOUTHWEST AVE.</u> <u>ST. LOUIS, MO 63143</u>	2b Employer Identification Number (EIN) <u>43-0610688</u> 2c Sponsor's telephone number <u>314-633-3701</u> 2d Business code (see instructions) <u>424800</u>

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	<u>Filed with authorized/valid electronic signature.</u>	<u>07/28/2013</u>	<u>THOMAS SCHAWANG</u>
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE
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		3b Administrator's EIN
		3c Administrator's telephone number
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		5 921
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	511
b Retired or separated participants receiving benefits.....	6b	0
c Other retired or separated participants entitled to future benefits.....	6c	160
d Subtotal. Add lines 6a , 6b , and 6c	6d	671
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	0
f Total. Add lines 6d and 6e	6f	671
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	648
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	25
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: 2F 2G 2J 2K 2R 2S 2T 3D 3H		
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) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		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 MAJOR BRANDS, INC. EMPLOYEES' 401(K) PLAN	B Three-digit plan number (PN) ▶	001
C Plan sponsor's name as shown on line 2a of Form 5500 MAJOR BRANDS, INC.	D Employer Identification Number (EIN) 43-0610688	

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
CHARLES SCHWAB & CO. INC. AND AFFIL

94-1737782

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

CHARLES SCHWAB & CO., INC.

94-1737782

(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?
33 50 71 59 62	NONE	365	Yes ☒ No ☐	Yes ☒ No ☐	20	Yes ☒ No ☐

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

CHARLES SCHWAB BANK

42-1558009

(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?
50 49 52 25 62	NONE	85	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☒

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
CHARLES SCHWAB & CO. INC. AND AFFIL	59	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.	
SEE ATTACHMENT 11-1111111	SEE ATTACHMENT	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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 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 MAJOR BRANDS, INC. EMPLOYEES' 401(K) PLAN	B Three-digit plan number (PN) ►	001
C Plan sponsor's name as shown on line 2a of Form 5500 MAJOR BRANDS, INC.	D Employer Identification Number (EIN) 43-0610688	

Part I	Asset and Liability Statement
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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		1123
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	2190	14770
(2) Participant contributions	1b(2)		
(3) Other.....	1b(3)	14514	0
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	2217624	2438255
(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)	190430	202804
(9) Value of interest in common/collective trusts.....	1c(9)		
(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)	39200270	39073794
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)	289597	353818

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	41914625	42084564

Liabilities

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

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	41914625	42084564
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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 Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	1362938	
(B) Participants	2a(1)(B)	2538996	
(C) Others (including rollovers)	2a(1)(C)	136739	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		4038673

b Earnings on investments:**(1) Interest:**

(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	108	
(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)	7950	
(F) Other	2b(1)(F)	118425	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		126483

(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)	755424	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		755424

(3) Rents	2b(3)		
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(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0

(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(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)		4334888
c Other income.....	2c		19155
d Total income. Add all income amounts in column (b) and enter total.....	2d		9274623

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	9101507	
(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)		9101507
f Corrective distributions (see instructions)	2f		967
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	2210	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		2210
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		9104684

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		169939
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)?

☒ Yes ☐ No

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

(1) Name: RUBIN BROWN LLP

(2) EIN: 43-0765316

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:

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.).....

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.).....

	Yes	No	Amount
4a		X	
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.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)		X	
e Was this plan covered by a fidelity bond?	X		1000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			

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

A Name of plan <u>MAJOR BRANDS, INC. EMPLOYEES' 401(K) PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>MAJOR BRANDS, INC.</u>	D Employer Identification Number (EIN) <u>43-0610688</u>

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	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>42-1558009</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	

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

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?.....	☐ Yes	☐ No	☐ N/A
If the plan is a defined benefit plan, go to line 8.			
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____ If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.			
6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived)	6a		
b Enter the amount contributed by the employer to the plan for this plan year	6b		
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount).....	6c		
If you completed line 6c, skip lines 8 and 9.			
7 Will the minimum funding amount reported on line 6c be met by the funding deadline?	☐ Yes	☐ No	☐ N/A
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?.....	☐ Yes	☐ No	☐ N/A

Part III	Amendments
-----------------	-------------------

9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box.....	☐ Increase	☐ Decrease	☐ Both	☐ No
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Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
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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): _____

MAJOR BRANDS, INC.
EMPLOYEES' 401(k) PLAN
FINANCIAL STATEMENTS
DECEMBER 31, 2012

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Independent Auditors' Report

Plan Administrator
Major Brands, Inc. Employees' 401(k) Plan
St. Louis, Missouri

Report On The Financial Statements

We were engaged to audit the accompanying financial statements of the Major Brands, Inc. Employees' 401(k) Plan (the Plan), which comprise the statement 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 years then ended, 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.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audits 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 3, which was certified by Charles Schwab Bank, 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 years then ended, 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 of assets held at end of year as of December 31, 2012 is required by the Department of Labor's 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.

RubinBrown LLP

July 12, 2013

MAJOR BRANDS, INC. EMPLOYEES' 401(k) PLAN

STATEMENT OF NET ASSETS AVAILABLE FOR BENEFITS

	December 31,	
	2012	2011
Assets		
Investments - At Fair Value		
Money market fund	\$ 2,438,255	\$ 2,217,624
Registered investment companies	39,073,794	39,200,270
Self-directed brokerage accounts	353,818	289,597
Total Investments - At Fair Value	41,865,867	41,707,491
Cash	1,123	—
Receivables		
Notes receivable from participants	202,804	190,430
Employer contributions	14,770	2,190
Accrued income	—	14,514
Total Receivables	217,574	207,134
Net Assets Available For Benefits	\$ 42,084,564	\$ 41,914,625

MAJOR BRANDS, INC. EMPLOYEES' 401(k) PLAN

**STATEMENT OF CHANGES IN NET ASSETS
AVAILABLE FOR BENEFITS**

	For The Years Ended December 31,	
	2012	2011
Contributions To Net Assets Attributed To:		
Employer	\$ 1,362,938	\$ 1,564,621
Participants	2,538,996	3,011,986
Rollover	136,739	26,117
Total Contributions	4,038,673	4,602,724
Deductions From Net Assets Attributed To:		
Benefits paid directly to participants	9,102,474	5,361,555
Administrative expenses	2,579	2,540
Other	—	1,763
Total Deductions	9,105,053	5,365,858
Investment Income (Loss)		
Interest and dividend income	877,048	880,120
Net appreciation (depreciation) in fair value of investments	4,351,321	(1,733,049)
Net Investment Income (Loss)	5,228,369	(852,929)
Other Income		
Interest on notes receivable from participants	7,950	9,159
Other income	—	25,146
Total Other Income	7,950	34,305
Net Increase (Decrease)	169,939	(1,581,758)
Net Assets Available For Benefits - Beginning Of Year	41,914,625	43,496,383
Net Assets Available For Benefits - End Of Year	\$ 42,084,564	\$ 41,914,625

MAJOR BRANDS, INC. EMPLOYEES' 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS

December 31, 2012 And 2011

1. Description Of The Plan

The following brief description of the Major Brands, Inc. Employees' 401(k) Plan (the Plan) is provided for general information purposes only. Participants should refer to the Plan Agreement for a more complete description of Plan provisions.

General

The Plan is a defined contribution plan covering all employees of Major Brands, Inc. (the Plan Sponsor), Major Eagle, Inc. and Western Beverage, LLC (collectively the Employers), except certain collective bargaining employees, demonstration personnel and stockers and employees of Quality Acquisition Company, LLC, a wholly owned subsidiary of Major Eagle, Inc. It is subject to provisions of the Employee Retirement Income Security Act of 1974 (ERISA), as amended.

In January 2012, Major Eagle, Inc. sold substantially all assets of Western Beverage, LLC. The sale resulted in a partial plan termination, which requires all participants affected to become 100% vested in their account balances. These participants will have the option to leave their accounts in the Plan (subject to minimum balance of \$5,000) or take a distribution as permitted under Plan provisions, however, they are no longer able to make deferral contributions to the Plan.

Eligibility

Participation is effective the first day of the second month after an employee is hired. Participants are eligible to receive matching contributions after one month of service.

The Plan includes an automatic enrollment provision for all eligible employees. Automatic enrollment provides for default deferral contributions of 3% of eligible compensation, as defined by the Plan. Contributions will be invested in target date retirement funds, based upon the participant's date of birth. The participant has the option to make changes to deferral percentage and investment allocation at any time.

MAJOR BRANDS, INC. EMPLOYEES' 401(k) PLAN

Notes To Financial Statements *(Continued)*

Contributions

Participants may elect to contribute up to 100% of eligible compensation, as defined by the Plan, not to exceed the maximum amount allowed by law. Additionally, participants age 50 and over may make "catch-up contributions." Participants may also make rollover contributions to the Plan, provided such rollover amounts meet the criteria for transfer as established under the Internal Revenue Code (IRC). The Plan Sponsor has implemented a Qualified Automatic Contribution Arrangement under which the Employers make nonelective matching contributions to the Plan equal to 100% of the first 3% of participant deferrals, plus 50% of the next 3% of participant deferrals.

Participant Accounts

Participants direct investment of balances in their accounts among several registered investment companies, a money market fund, and self-directed brokerage accounts.

Each participant's account is credited with the participant's contributions, the Employers' matching contribution, and an allocation of Plan earnings and administrative expenses. Allocations are based on participant earnings or account balances, as defined by the Plan.

Notes Receivable From Participants

Participants may borrow from their account a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50% of their vested account balance. Loans are for a period not exceeding five years unless used to purchase a primary residence, in which case the term may not exceed ten years. Loans are secured by the balance in participant's account and bear interest at rates which are commensurate with local prevailing rates as determined by the Plan Administrator. At December 31, 2012, interest rates on outstanding loans range from 5.25% to 9.75%, are payable in installments through payroll deductions and are due at various dates through November 2022.

Participant Hardship Withdrawals

A participant may withdraw from the Plan the portion of his or her account resulting from elective deferrals in the event of undue financial hardship.

MAJOR BRANDS, INC. EMPLOYEES' 401(k) PLAN

Notes To Financial Statements *(Continued)*

Vesting

Participants are fully vested in their contributions plus actual earnings. Employers' nonelective matching contributions are fully vested after two years of service. Employers' discretionary matching contributions are subject to the following vesting schedule:

Years Of Service	Vested
1	—
2	20%
3	40%
4	60%
5	80%
6	100%

In any event, participants become fully vested upon death, disability, or reaching normal retirement age of 65.

Payment Of Benefits

On termination of service due to death, disability or retirement, the vested account balance of the participant's account becomes payable to the participant as a lump sum distribution or in annual installments. For termination of service due to other reasons, a participant may receive the value of the vested interest in his or her account as a lump sum distribution.

Forfeited Accounts

Forfeited nonvested accounts are used to reduce Employers' contributions and Plan administrative expenses. Forfeitures used to reduce Employers' contributions and administrative expenses were \$45,293 and \$158,873 during 2012 and 2011, respectively. At December 31, 2012 and 2011, forfeited nonvested accounts totaled \$9,543 and \$26,479, respectively. These accounts will be used to reduce future Employers' contributions and administrative expenses.

2. Summary Of Significant Accounting Policies

Basis Of Accounting

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

MAJOR BRANDS, INC. EMPLOYEES' 401(k) PLAN

Notes To Financial Statements *(Continued)*

Estimates And Assumptions

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions affecting the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities at the date of the financial statements and reported amounts of additions to and deductions from net assets during the reporting period. Actual results could differ from those estimates.

Risks And Uncertainties

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

Investment Valuation And Income Recognition

The Plan's investments are stated at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 4 for description of fair value measurements. Purchases and sales of securities are recorded on trade-date basis. Dividends are recorded on the ex-dividend date. Interest income is recorded as earned on the accrual basis.

Notes Receivable From Participants

Notes receivable from participants are measured at unpaid principal balance plus accrued but unpaid interest. Delinquent notes receivable from participants are recorded as a distribution based upon the terms of the Plan Document.

Administrative Expenses

Significant expenses of the Plan are paid by the Plan Sponsor and are not included in the statement of changes in net assets available for benefits.

Reclassifications

Certain balances within the 2011 financial statements have been reclassified to conform to the 2012 presentation.

Subsequent Events

Management has evaluated subsequent events through July 12, 2013, the date which financial statements were available for issue.

MAJOR BRANDS, INC. EMPLOYEES' 401(k) PLAN

Notes To Financial Statements *(Continued)*

3. Investments

Financial information related to assets and earnings thereon is included in the financial statements and is based on information provided by Charles Schwab Bank, the Trustee of the Plan. This information, which has not been audited by the Plan's independent auditors, has been certified as complete and accurate by the Trustee.

Investments that represent 5% or more of the Plan's net assets at the end of the respective Plan year are separately identified.

	December 31,	
	2012	2011
Schwab Value Advantage Fund	\$ 2,438,255	\$ 2,217,624
American Beacon Lg Cap Value	2,581,077	2,213,035
Columbia Intermediate Bond Z	3,346,126	3,406,441
Growth Fund of America R5	3,150,208	2,939,937
Harbor International Fund	4,614,481	3,831,209
Keeley Small Cap Value Fund	3,212,335	2,684,584
Lazard Mid Cap Open Shares	2,258,169	2,392,144
Oakmark Equity Income	2,094,490	2,699,693
Schwab S&P 500 Index	6,937,857	6,475,558
Vanguard Inflation Protect Sec	2,447,572	2,371,064
Other registered investment companies and self-directed brokerage accounts	8,785,297	10,476,202
Total Investments At Fair Value	\$ 41,865,867	\$ 41,707,491

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

	December 31,	
	2012	2011
Mutual funds	\$ 4,345,867	\$ (1,714,446)
Common stocks	(503)	(7,978)
Unit investment trusts	5,957	(10,625)
Net investment appreciation (depreciation)	\$ 4,351,321	\$ (1,733,049)

4. Fair Value Measurements

The Plan utilizes an established framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy are described below:

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

Level 2 Inputs to the valuation methodology include:

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

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

Level 3 Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

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

MAJOR BRANDS, INC. EMPLOYEES' 401(k) PLAN

Notes To Financial Statements *(Continued)*

Following is a description of the valuation methodologies used for assets measured at fair value:

Registered Investment Companies And Money Market Fund

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

Self-Directed Brokerage Accounts

Valued at the closing price reported on the active market on which the individual securities are traded.

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

The 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.

	December 31, 2012			
	Level 1	Level 2	Level 3	Total
Money market fund	\$ 2,438,255	\$ —	\$ —	\$ 2,438,255
Registered investment companies				
Large Company	12,669,142	—	—	12,669,142
Small/Mid Company	5,470,504	—	—	5,470,504
International/Global	5,648,742	—	—	5,648,742
Bonds	5,793,698	—	—	5,793,698
Balanced	9,491,708	—	—	9,491,708
Self-directed brokerage accounts	353,818	—	—	353,818
Total assets at fair value	\$ 41,865,867	\$ —	\$ —	\$ 41,865,867

MAJOR BRANDS, INC. EMPLOYEES' 401(k) PLAN

Notes To Financial Statements (Continued)

	December 31, 2011			
	Level 1	Level 2	Level 3	Total
Money market fund	\$ 2,217,624	\$ —	\$ —	\$ 2,217,624
Registered investment companies				
Large Company	11,628,530	—	—	11,628,530
Small/Mid Company	5,076,728	—	—	5,076,728
International/Global	4,780,336	—	—	4,780,336
Bonds	5,777,505	—	—	5,777,505
Balanced	11,937,171	—	—	11,937,171
Self-directed brokerage accounts	289,597	—	—	289,597
Total assets at fair value	\$ 41,707,491	\$ —	\$ —	\$ 41,707,491

There have been no changes in valuation methodologies used for fair value measurements at December 31, 2012 or 2011.

5. Income Tax Status

The Plan Sponsor adopted a prototype plan provided by the Plan's recordkeeper. The prototype plan received a favorable opinion letter from the Internal Revenue Service that the prototype plan is designed in accordance with the applicable sections of the Internal Revenue Code (the Code) and, therefore, the related trust is tax-exempt. The Plan Administrator has determined it is eligible to and has chosen to rely on the current IRS prototype plan opinion letter. Once qualified, the Plan is required to operate in conformity with the Code to maintain its qualification. The prototype plan and the Plan have been amended since the date of the opinion letter. However, the Plan Administrator believes the Plan is designed and being operated in compliance with the applicable requirement of the Code and, therefore, believes the Plan, as amended, is qualified and the related trust is tax-exempt.

The Plan's federal tax returns for tax years 2009 and later remain subject to examination by taxing authorities.

6. Related Party Transactions

Certain Plan investments are shares of registered investment companies and a money market fund managed by the Trustee. These transactions qualify as party-in-interest transactions allowable under ERISA regulations. Fees paid by the Plan to the Trustee for administrative expenses amounted to \$2,579 in 2012 and \$2,540 in 2011.

7. Plan Termination

Although it has not expressed any intent to do so, the Plan Sponsor has the right to terminate the Plan subject to the provisions of ERISA. In the event of termination of the Plan, participants would become 100% vested in their accounts.

8. Subsequent Events

Effective January 16, 2013, the Company restated its Adoption Agreement to include all employees under collective bargaining agreements. The terms of these agreements state that the Employers are required to make nonelective matching contributions to the Plan equal to 100% of the first 3% of participant deferrals, plus 50% of the next 3% of participant deferrals, consistent with the matching terms of all eligible employees within the Plan. Additionally, effective for all eligible employees covered by the Plan, Employers' discretionary matching contributions are 0% vested after one year of service and 100% vested after two years of service under the restatement.

Supplemental Schedule

MAJOR BRANDS, INC. EMPLOYEES' 401(k) PLAN

EIN: 43-0610688 PLAN NUMBER: 001
SCHEDULE OF ASSETS HELD AT END OF YEAR
December 31, 2012

Identity Of Issue, Borrower, Lessor Or Similar Party	Description Of Investment Including Maturity Date, Rate Of Interest, Collateral, Par Or Maturity Value	Current Value
* Schwab Value Advantage Fund	Money Market Fund	\$ 2,438,255
Schwab Personal Choice Retirement Account	Self-Directed Brokerage Account	353,818
American Beacon Lg Cap Value	Registered Investment Company	2,581,077
WF Adv DJ Target 2010 Adm	Registered Investment Company	52,821
WF Adv DJ Target 2015 Adm	Registered Investment Company	247,323
WF Adv DJ Target 2020 Adm	Registered Investment Company	483,526
WF Adv DJ Target 2025 Adm	Registered Investment Company	857,272
WF Adv DJ Target 2030 Adm	Registered Investment Company	607,486
WF Adv DJ Target 2035 Adm	Registered Investment Company	921,484
WF Adv DJ Target 2040 Adm	Registered Investment Company	1,335,021
WF Adv DJ Target 2045 Adm	Registered Investment Company	1,907,829
WF Adv DJ Target 2050 Adm	Registered Investment Company	953,824
WF Adv DJ Target 2055 Adm	Registered Investment Company	442
WF Adv DJ Target Today Adm	Registered Investment Company	30,190
Columbia Intermediate Bond Z	Registered Investment Company	3,346,126
Growth Fund of America R5	Registered Investment Company	3,150,208
Harbor International Fund	Registered Investment Company	4,614,481
Keeley Small Cap Value Fund	Registered Investment Company	3,212,335
Lazard Mid Cap Open Shares	Registered Investment Company	2,258,169
Oakmark Equity Income	Registered Investment Company	2,094,490
Oppenheimer Developing Mkts A	Registered Investment Company	1,034,261
* Schwab S&P 500 Index	Registered Investment Company	6,937,857
Vanguard Inflation Protect Sec	Registered Investment Company	2,447,572
* Notes receivable from participants	Loans (interest rates ranging from 5.25% 9.75% due at various maturity dates through November 2022)	202,804
Total Assets Held		\$ 42,068,671

* Represents party-in-interest transactions.

The above information is a required disclosure for IRS Form 5500, Schedule H, Part IV, line 4i.

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

NAME OF PLAN SPONSOR:	Major Brands, Inc.
NAME OF PLAN:	Major Brands, Inc. Employees' 401(k) Plan
EIN:	43-0610688
PLAN NUMBER:	001

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current Value
*	PARTICIPANT LOANS	Loans (5.25% -9.75 %)		202,804
*	SCHWAB VALUE ADVANTAGE FUND	Money Market / Cash Equivalent		2,438,255
	PCRA	Self-Directed Brokerage Account		353,818
	AMERICAN BEACON LGCAP VAL INV	Registered Investment Company		2,581,077
	COLUMBIA INTERMEDIATE BOND Z	Registered Investment Company		3,346,126
	HARBOR INTERNATIONAL FUND	Registered Investment Company		4,614,481
	KEELEY SMALL CAP VALUE FUND	Registered Investment Company		3,212,335
	LAZARD MID CAP OPEN SHARES	Registered Investment Company		2,258,169
	OAKMARK EQUITY INCOME	Registered Investment Company		2,094,490
	OPPENHEIMER DEVELOPING MKTS A	Registered Investment Company		1,034,261
*	SCHWAB S&P 500 INDEX FUND	Registered Investment Company		6,937,857
	T ROWE PRICE NEW AMERICA GRTH	Registered Investment Company		3,150,208
	VANGUARD INFLATION PROTECT ADM	Registered Investment Company		2,447,572
	WF ADV DJ TARGET 2010 ADM	Registered Investment Company		52,821
	WF ADV DJ TARGET 2015 ADM	Registered Investment Company		247,323
	WF ADV DJ TARGET 2020 ADM	Registered Investment Company		483,526
	WF ADV DJ TARGET 2025 ADM	Registered Investment Company		857,272
	WF ADV DJ TARGET 2030 ADM	Registered Investment Company		607,486
	WF ADV DJ TARGET 2035 ADM	Registered Investment Company		921,484
	WF ADV DJ TARGET 2040 ADM	Registered Investment Company		1,335,021
	WF ADV DJ TARGET 2045 ADM	Registered Investment Company		1,907,829
	WF ADV DJ TARGET 2050 ADM	Registered Investment Company		953,824
	WF ADV DJ TARGET 2055 ADM	Registered Investment Company		442
	WF ADV DJ TARGET TODAY ADM	Registered Investment Company		30,190

Major Brands, Inc. Employees' 401(k) Plan
Schedule C, Part I, Line 3 - Service Provider Indirect Compensation Information
December 31, 2012

EIN: 43-0610688

PLAN NUMBER: 001

Received by Charles Schwab & Co., Inc. (EIN#94-1737782)

Fund Family/Provider	EIN	Formula
American Beacon	75-2401150	Rate of 0.40% of average daily balance of asset(s)
Columbia	93-0577450	Rate of 0.40% of average daily balance of asset(s)
Harbor	04-2679462	Rate of 0.10% of average daily balance of asset(s)
Keeley	36-3160361	Rate of 0.40% of average daily balance of asset(s)
Lazard	20-4571006	Rate of 0.40% of average daily balance of asset(s)
Oakmark	04-3276558	Rate of 0.35% of average daily balance of asset(s)
OppenheimerFunds	13-2527171	Rate of 0.50% of average daily balance of asset(s)
Schwab Funds	94-3106735	Range of 0.02 - 0.25% of average daily balance of assets
T. Rowe Price	52-2264646	Rate of 0.15% of average daily balance of asset(s)
Wells Fargo Advantage	41-0449260	Rate of 0.40% of average daily balance of asset(s)

Received by Charles Schwab & Co., Inc. (EIN#94-1737782)

Fund Family/Provider	EIN	Formula
AQR Funds	Not Available	Rate of 0.10% of average daily balance of asset(s)
Columbia	93-0577450	Rate of 0.40% of average daily balance of asset(s)
ICON Funds	75-2676133	Rate of 0.40% of average daily balance of asset(s)
Motley Fool	54-1742975	Rate of 0.40% of average daily balance of asset(s)
Schwab Funds	94-3106735	Rate of 0.25% of average daily balance of asset(s)
U.S. Global Investors	74-1619375	Rate of 0.40% of average daily balance of asset(s)