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

Part II Basic Plan Information—enter all requested information

1a Name of plan
DICK BLICK PROFIT SHARING PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 12/15/1952

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

DICK BLICK HOLDINGS, INC.

1849 GREEN BAY RD
SUITE 310
HIGHLAND PARK, IL 60035

1849 GREEN BAY RD
SUITE 310
HIGHLAND PARK, IL 60035

2b Employer Identification Number (EIN)
36-4124707

2c Sponsor's telephone number
847-681-6800

2d Business code (see instructions)
453990

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.	08/07/2013	DENA MUMMEY
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	08/07/2013	DENA MUMMEY
	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

DICK BLICK HOLDINGS, INC.

1849 GREEN BAY RD
SUITE 310
HIGHLAND PARK, IL 60035

3b Administrator's EIN
36-4124707

3c Administrator's telephone number
847-681-6800

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**	1513
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**	1146
b	Retired or separated participants receiving benefits	**6b**	7
c	Other retired or separated participants entitled to future benefits	**6c**	460
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	1613
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	9
f	Total. Add lines **6d** and **6e**	**6f**	1622
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	1452
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	0
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 2R 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)	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
DICK BLICK PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
DICK BLICK HOLDINGS, INC.

D Employer Identification Number (EIN)
36-4124707

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

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 71 60	RECORDKEEPER	11992	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] 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 [ ]

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	0.40%

(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.
BARON ASSET FUND - DST SYSTEMS, INC 43-1581814	0.40%

(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.
LOOMIS SM CP GRTH IS - BOSTON FINAN 330 W. 9TH STREET KANSAS CITY, MO 66160	0.15%

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.
NORTHERN SM CAP VAL - NORTHERN TRUS 36-2723087	0.40%

(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.
ROYCE VALUE PLUS SER - BOSTON FINAN P.O. BOX 8480 BOSTON, MA 02266	0.45%

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

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

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

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

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

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

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

OMB No. 1210-0110

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
DICK BLICK PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
DICK BLICK HOLDINGS, INC.

D Employer Identification Number (EIN)
36-4124707

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: FID MGD INC PORT

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)
04-3022712-024	C	577956

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

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b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

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
DICK BLICK PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
DICK BLICK HOLDINGS, INC.

D Employer Identification Number (EIN)
36-4124707

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)	1785615	2107268
(2) Participant contributions	1b(2)	49851	0
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	1199720	1115730
(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)	117099	231790
(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)	692525	769765
(9) Value of interest in common/collective trusts	1c(9)	1128388	577956
(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)	20385214	23119220
(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	25358412	27921729
Liabilities			
g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	25358412	27921729

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)	2108216	
(B) Participants	2a(1)(B)	1454895	
(C) Others (including rollovers)	2a(1)(C)	179360	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		3742471
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	120	
(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)	32981	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		33101
(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)	1478	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	535085	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		536563
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)	144658	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	138385	
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		6273
(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
(B) Other	2b(5)(B)	48379	
(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		48379

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		-60
(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)		2216853
c Other income	2c		26487
d Total income. Add all **income** amounts in column (b) and enter total	2d		6610067
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	4034830	
(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)		4034830
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: **(1)** Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	11920	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		11920
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		4046750
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		2563317
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: WARADY DAVIS LLP **(2)** EIN: 36-2170602

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		500000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n		X	

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year? ☐ **Yes** ☒ **No**

If "Yes," enter the amount of any plan assets that reverted to the employer this year **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
DICK BLICK PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
DICK BLICK HOLDINGS, INC.

D Employer Identification Number (EIN)
36-4124707

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):

DICK BLICK CO. PROFIT SHARING PLAN

FINANCIAL STATEMENTS

DECEMBER 31, 2012

TABLE OF CONTENTS

INDEPENDENT AUDITORS' REPORT 3–4

FINANCIAL STATEMENTS

Statements of Net Assets Available for Benefits 5

Statements of Changes in Net Assets Available for Benefits 6

Notes to Financial Statements 7–12

SUPPLEMENTARY INFORMATION

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

Warady & Davis LLP
Certified Public Accountants & Consultants

INDEPENDENT AUDITORS' REPORT

Plan Committee
Dick Blick Co. Profit Sharing Plan
Highland Park, IL

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of DICK BLICK CO. PROFIT SHARING PLAN, which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statements 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

Plan 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 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 information summarized in Note 6, which was certified by Fidelity Management Trust Company, the trustee of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedule. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of and for the years ended December 31, 2012 and 2011 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

We were engaged for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedule listed in the accompanying table of contents, which is the responsibility of plan management, is presented for the purpose of additional analysis and is not a required part of the financial statements but is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, it is inappropriate to and we do not express an opinion on the supplemental schedule referred to above.

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.

Warady & Davis LLP

July 16, 2013

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

As of December 31	**2012**	2011
ASSETS		
Investments		
Investments, at Fair Value	**$ 24,222,688**	$ 21,530,449
Self-Directed Investments	**244,052**	171,584
Fidelity Managed Income Portfolio	**577,956**	1,128,388
Total Investments at Fair Value	**25,044,696**	22,830,421
Receivables		
Contributions Receivable - Employee	**—**	49,851
Contributions Receivable - Employer	**2,107,268**	1,785,620
Notes Receivable from Participants	**769,765**	692,525
Total Receivables	**2,877,033**	2,527,996
NET ASSETS AVAILABLE FOR BENEFITS AT FAIR VALUE	**27,921,729**	25,358,417
Adjustment from Fair Value to Contract Value for Interest in Collective Trust Relating to Fully Benefit-Responsive Investment Contracts	**(16,540)**	(27,830)
NET ASSETS AVAILABLE FOR BENEFITS	**$ 27,905,189**	$ 25,330,587

See accompanying notes.

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

For the Years Ended December 31	**2012**	2011
ADDITIONS TO NET ASSETS ATTRIBUTED TO		
Investment Income (Loss)		
Net Appreciation (Depreciation) in Fair Value of Investments	**$ 2,271,500**	$ (1,282,655)
Dividends	**547,793**	704,678
Interest	**120**	236
	2,819,413	(577,741)
Interest Income on Notes Receivable from Participants	**32,981**	29,753
Contributions		
Employer	**2,108,216**	1,785,536
Employee	**1,454,895**	1,255,748
Rollovers	**179,360**	13,845
	3,742,471	3,055,129
Other Income	**26,487**	—
Total Additions, net	**6,621,352**	2,507,141
DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO		
Distributions and Benefits Paid to Participants	**4,034,830**	1,692,961
Administrative Expenses	**11,920**	13,664
Total Deductions	**4,046,750**	1,706,625
Net Increase	**2,574,602**	800,516
NET ASSETS AVAILABLE FOR BENEFITS		
Beginning	**25,330,587**	24,530,071
ENDING	**$ 27,905,189**	$ 25,330,587

See accompanying notes.

NOTES TO FINANCIAL STATEMENTS

NOTE 1—PLAN DESCRIPTION

The following description of the Dick Blick Co. Profit Sharing Plan (Plan) provides only general information. Participants should refer to the plan agreement for a more complete description of the Plan's provisions.

GENERAL

The Plan is a defined contribution plan covering all full-time employees of Dick Blick Holdings, Inc. and its wholly-owned subsidiaries (the Company) who have completed at least 90 days of service and are age 21 or older. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

PARTICIPANT ACCOUNTS

Each participant's account is credited with the participant's contributions and an allocation of the Company's contribution and plan earnings. Allocations are based on participant earnings and years of service, or account balance, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's account. At the Company's discretion, the forfeited balances of terminated participants' nonvested accounts may be used to reduce future company contributions.

VESTING

Participants are 100% vested in their profit sharing, matching contribution and voluntary contribution accounts at all times.

PARTICIPANTS LOANS

Participants may borrow from their fund accounts a minimum of $1,000 up to a maximum of $50,000 or 50% of their vested account balance, whichever is less. The loans are secured by the balance in the participant’s account and bear interest at rates originating at Prime plus 1% (ranging from 4.25% to 9.25%). The balance of participant loans was $769,765 as of December 31, 2012, and $692,525 as of December 31, 2011.

PAYMENT OF BENEFITS

Upon termination of service, a participant may elect to receive a lump-sum amount equal to the value of his or her account, or a transfer to an employee's trust described in Section 401(a) of the Internal Revenue Code.

FORFEITURES

The funds available to the Plan related to previous unclaimed distributions, can be utilized by the Plan for Plan expenses or to reduce the funds needed for the employer matching and profit sharing contributions income. Forfeited amounts were $26,485 in 2012, and $-0- in 2011. Forfeited amounts used to reduce employer contributions were $979 in 2012 and $84 in 2011.

NOTE 1—PLAN DESCRIPTION (Continued)

INVESTMENT OPTIONS

Participants direct the investment of their contributions into various investment options offered by the Plan. The Plan currently offers various equity, fixed income, mutual fund and short-term investment options.

FUNDING POLICY

Participants may contribute up to, but not more than the amount permitted by the IRC of their annual compensation. The employer contributes a matching amount equal to 100% of the first 3% of the tax-deferred contribution. If the tax deferred contribution exceeds 3%, the employer shall make an additional matching contribution in an amount equal to 50% of the tax deferred contribution in excess of the 3% but only with respect to the next 2% thereof. The employer may also contribute to the plan a discretionary contribution. The discretionary contribution is allocated based on the points earned by participants. The Company may pay all audit and administrative costs of the Plan if it so chooses.

NOTE 2—SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

BASIS OF ACCOUNTING

The financial statements of the Plan are prepared under the accrual method of accounting.

VALUATION OF INVESTMENTS

Investment contracts held by a defined-contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined-contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The Plan invests in investment contracts through a collective trust. Contract value for this collective trust is based on the net asset value of the fund as reported by the investment advisor. The Statements of Net Assets Available for Benefits present the fair value of the investment in the collective trust as well as the adjustment of the fully benefit-responsive investment contracts from fair value to contract value. The Statements of Changes in Net Assets Available for Benefits are prepared on a contract value basis.

USE OF ESTIMATES

The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

INVESTMENT VALUATION AND INCOME RECOGNITION

The Plan's investments are stated at fair value. Mutual funds are stated at fair value as determined by quoted market prices, which represents the net assets value of shares held by the plan at year-end. The Plan's interest in the collective trust is based on the fair value of the collective trust's underlying investments as based on information reported by the investment advisor using the audited financial statements of the collective trust at year-end.

NOTE 2—SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

PAYMENT OF BENEFITS

Benefits payments to participants are recorded when paid.

NOTE 3—FAIR VALUE MEASUREMENTS

The Plan's investments are reported at fair value in the accompanying statement of net assets available for benefits.

		Fair Value Measurements at Reporting Date Using:	
	Fair Value	(Level 1)	(Level 2)
December 31, 2012			
Money Markets	$ 1,115,730	$ 1,115,730	$ —
Mutual Funds:			
Equity Funds	1,030,486	1,030,486	—
Growth Funds	1,463,028	1,463,028	—
Income Funds	563,634	563,634	—
Asset Allocation Funds	18,445,024	18,445,024	—
Index Funds	1,019,547	1,019,547	—
Fixed Income Funds	590,395	590,395	—
Other Funds	7,107	7,107	—
Non-Employee Corporate Common Stock	231,789	231,789	—
Common Collective Trust	577,956	—	577,956
Total	$ 25,044,696	$ 24,466,740	$ 577,956
December 31, 2011			
Money Markets	$ 1,199,720	$ 1,199,720	$ —
Mutual Funds:			
Equity Funds	735,136	735,136	—
Growth Funds	982,057	982,057	—
Income Funds	376,550	376,550	—
Asset Allocation Funds	17,106,952	17,106,952	—
Index Funds	716,064	716,064	—
Fixed Income Funds	437,508	437,508	—
Other Funds	30,947	30,947	—
Non-Employee Corporate Common Stock	117,099	117,099	—
Common Collective Trust	1,128,388	—	1,128,388
Total	$ 22,830,421	$ 21,702,033	$ 1,128,388

Fidelity Managed Income Portfolio as of December 31:

	2012	2011
At Contract Value	**$ 561,416**	$ 1,100,558
At Fair Value	**577,956**	1,128,388
Adjustment from Fair Value to Contract Value	**$ (16,540)**	$ (27,830)

NOTE 3—FAIR VALUE MEASUREMENTS (Continued)

FASB Accounting Standards Codification (FASB ASC) 820, *Fair Value Measurements and Disclosures*, establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. This hierarchy consists of three broad levels: Level 1 inputs consist of unadjusted quoted prices in active markets for identical assets and have the highest priority, Level 2 inputs consist of observable inputs other than quoted prices for identical assets, and Level 3 inputs have the lowest priority. No level 3 inputs were available to the plan. The Plan uses appropriate valuation techniques based on the available inputs to measure the fair value of its investments.

When available, the Plan measures fair value using Level 1 inputs because they generally provide the most reliable evidence of fair value.

Level 1 Fair Value Measurements

The fair value of mutual funds is based on quoted net asset values of the shares held by the Plan at year-end.

Level 2 Fair Value Measurements

Common collective trusts are valued at the contractual value.

NOTE 4—PLAN TERMINATION

Although it has not expressed any intent to do so, the Company has the right, under the plan, to discontinue its contributions at any time and to terminate the plan subject to the provisions of ERISA.

NOTE 5—TAX STATUS

The Internal Revenue Service has determined and informed the Company by a letter dated December 15, 2010, that the Plan and related trust as designed is in accordance with the applicable sections of the Internal Revenue Code. The Plan has been amended since receiving the determination letter. However, the Plan administrator and the Plan's tax counsel believe that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC.

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the plan and recognize a tax liability (or asset) if the plan has taken an uncertain position that more likely than not would not be sustained upon examination by the Internal Revenue Service. 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 a liability (or asset) or disclosure in the financial statements. The plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The plan administrator believes it is no longer subject to income tax examinations for years prior to 2011.

NOTE 6—INFORMATION CERTIFIED BY THE 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 ERISA. Accordingly, the Trustee, Fidelity Management Trust Company has certified that the following data included in the accompanying financial statements and schedule is complete and accurate:

NOTE 6—INFORMATION CERTIFIED BY THE TRUSTEE (Continued)

a. Investments, as shown in the accompanying statements of net assets available for benefits and Note 7 as of December 31, 2012 and 2011.

b. Investment income as shown in the accompanying statements of changes in net assets available for benefits for the years ended December 31, 2012 and 2011.

c. The schedule of assets (held at end of year) as of December 31, 2012, as shown on Schedule H, Line 4(i).

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

NOTE 7—SCHEDULE OF INVESTMENTS REPRESENTING 5% OR MORE OF NET ASSETS

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

	2012	2011
Fidelity Investments – ABF Large Cap Value PA	**$ 313,211**	$ 221,607
Fidelity Investments – Baron Asset Fund	**7,107**	30,947
Fidelity Investments – Northern Small Cap Value	**99,232**	77,489
Fidelity Investments – Royce Value Plus Service	**—**	126,125
Fidelity Investments – Fidelity Contrafund	**802,937**	567,125
Fidelity Investments – Fidelity Capital and Income	**563,634**	376,550
Fidelity Investments – Fidelity Value	**477,800**	309,915
Fidelity Investments – Fidelity International Discovery	**660,091**	414,932
Fidelity Investments – Fidelity Freedom Income	**44,763**	762,904
Fidelity Investments – Spartan Extended Market Index	**—**	29,385
Fidelity Investments – Spartan Total Market Index Advantage	**61,239**	—
Fidelity Investments – Spartan International Index	**—**	248,948
Fidelity Investments – Spartan International Index Advantage	**305,448**	—
Fidelity Investments – Spartan 500 Index	**—**	247,724
Fidelity Investments – Spartan 500 Index Advantage	**289,838**	—
Fidelity Investments – Spartan US Bond Index	**—**	190,007
Fidelity Investments – Fidelity Total Bond	**590,395**	437,508
Fidelity Investments – Spartan U.S. Bond Index Advantage	**363,022**	—
Fidelity Investments – Fidelity Managed Income (Contract Value)	**561,416**	1,100,558
Fidelity Investments – Fidelity U.S. Government Reserves	**1,103,467**	1,145,235
Fidelity Investments – Fidelity Freedom 2000	**52,400**	56,138
Fidelity Investments – Fidelity Freedom 2005	**39,959**	39,836
Fidelity Investments – Fidelity Freedom 2010	**542,182**	484,591
Fidelity Investments – Fidelity Freedom 2015	**2,263,044***	2,761,996**
Fidelity Investments – Fidelity Freedom 2020	**2,995,448***	2,589,024**
Fidelity Investments – Fidelity Freedom 2025	**3,268,456***	2,750,687**
Fidelity Investments – Fidelity Freedom 2030	**2,576,438***	2,161,260**
Fidelity Investments – Fidelity Freedom 2035	**2,318,331***	1,933,351**
Fidelity Investments – Fidelity Freedom 2040	**1,661,588***	1,492,485**
Fidelity Investments – Fidelity Freedom 2045	**1,571,227***	1,210,827

NOTE 7—SCHEDULE OF INVESTMENTS REPRESENTING 5% OR MORE OF NET ASSETS (Continued)

	2012	2011
Fidelity Investments – Fidelity Freedom 2050	**1,070,150**	863,853
Fidelity Investments – Fidelity Freedom 2055	**41,038**	—
Fidelity Investments – Loomis Small Cap Growth Fund IS	**140,243**	—
Self Directed Investments	**244,052**	171,584
	$ 25,028,156	$ 22,802,591

Investments representing 5% or more of net assets available for benefits are denoted by * for December 31, 2012 and ** for December 31, 2011.

NOTE 8—RELATED PARTY TRANSACTIONS

The Company pays certain expenses of the Plan. The Plan's investments are managed by Fidelity Management Trust Company, which is considered a party-in-interest.

NOTE 9—RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

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

	2012	2011
Net Assets Available for Benefits per the Financial Statements	**$ 27,905,189**	$ 25,330,587
Add (Subtract): Adjustment from Fair Value to Contract Value for Fully Benefit-Responsive Investment Contract at December 31	**16,540**	27,830
Net Assets Available for Benefits per the Form 5500	**$ 27,921,729**	$ 25,358,417

The following is a reconciliation of the net increase (decrease) in net assets per the financial statements to the Form 5500 for the years ended December 31, 2012 and 2011:

	2012	2011
Net Increase in Net Assets per the Financial Statements	**$ 2,574,602**	$ 800,516
Add (Subtract): Adjustment from Fair Value to Contract Value for Fully Benefit-Responsive Investment Contract at December 31, 2011 and December 31, 2010	**(27,830)**	(10,710)
Add (Subtract): Adjustment from Fair Value to Contract Value for Fully Benefit-Responsive Investment Contract at December 31, 2012 and December 31, 2011	**16,540**	27,830
Net Increase in Net Assets per the Form 5500	**$ 2,563,312**	$ 817,636

NOTE 10—SUBSEQUENT EVENTS

Management has evaluated subsequent events through July 16, 2013, the date which the financial statements were available for issue. There were no subsequent events which require disclosure.

SUPPLEMENTARY INFORMATION

SCHEDULE OF ASSETS (HELD AT END OF YEAR)
Form 5500 - Schedule H - Line 4(i)
FEIN 36-4124707
Plan Number 001
As of December 31, 2012

(a) (b) Identity of Issuer, 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
* Fidelity Investments	ABF Large Cap Value PA	**	$ 313,211
* Fidelity Investments	Baron Asset Fund	**	7,107
* Fidelity Investments	Northern Small Cap Value	**	99,232
* Fidelity Investments	Loomis Small Cap Growth IS	**	140,243
* Fidelity Investments	Fidelity Contrafund	**	802,937
* Fidelity Investments	Fidelity Capital & Income	**	563,634
* Fidelity Investments	Fidelity Value	**	477,800
* Fidelity Investments	Fidelity International Discovery	**	660,091
* Fidelity Investments	Fidelity Freedom Income	**	44,763
* Fidelity Investments	Spartan Extended Market Index Advantage	**	61,239
* Fidelity Investments	Spartan International Index Advantage	**	305,448
* Fidelity Investments	Spartan 500 Index Advantage	**	289,838
* Fidelity Investments	Spartan U.S. Bond Index Advantage	**	363,022
* Fidelity Investments	Fidelity Total Bond	**	590,395
* Fidelity Investments	Fidelity Managed Income Portfolio (contract value)	**	561,416
* Fidelity Investments	Fidelity U.S. Government Reserves	**	1,103,467
* Fidelity Investments	Fidelity Freedom 2000	**	52,400
* Fidelity Investments	Fidelity Freedom 2005	**	39,959
* Fidelity Investments	Fidelity Freedom 2010	**	542,182
* Fidelity Investments	Fidelity Freedom 2015	**	2,263,044
* Fidelity Investments	Fidelity Freedom 2020	**	2,995,448
* Fidelity Investments	Fidelity Freedom 2025	**	3,268,456
* Fidelity Investments	Fidelity Freedom 2030	**	2,576,438
* Fidelity Investments	Fidelity Freedom 2035	**	2,318,331
* Fidelity Investments	Fidelity Freedom 2040	**	1,661,588
* Fidelity Investments	Fidelity Freedom 2045	**	1,571,227
* Fidelity Investments	Fidelity Freedom 2050	**	1,070,150
* Fidelity Investments	Fidelity Freedom 2055	**	41,038
Self Directed Investments	Self Directed Investments	**	244,052
Participant Loans	Interest Rate 4.25% to 9.25%, Various Maturity Dates through April 2021	**	769,765
TOTALS			$ 25,797,921

* Represents a Party in Interest.

** Cost basis is not required to be reported for participant-directed accounts.

DICK BLICK CO. PROFIT SHARING PLAN

FINANCIAL STATEMENTS

DECEMBER 31, 2012

TABLE OF CONTENTS

INDEPENDENT AUDITORS' REPORT 3–4

FINANCIAL STATEMENTS

Statements of Net Assets Available for Benefits 5

Statements of Changes in Net Assets Available for Benefits 6

Notes to Financial Statements 7–12

SUPPLEMENTARY INFORMATION

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

Warady & Davis LLP
Certified Public Accountants & Consultants

INDEPENDENT AUDITORS' REPORT

Plan Committee
Dick Blick Co. Profit Sharing Plan
Highland Park, IL

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of DICK BLICK CO. PROFIT SHARING PLAN, which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statements 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

Plan 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 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 information summarized in Note 6, which was certified by Fidelity Management Trust Company, the trustee of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedule. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of and for the years ended December 31, 2012 and 2011 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

We were engaged for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedule listed in the accompanying table of contents, which is the responsibility of plan management, is presented for the purpose of additional analysis and is not a required part of the financial statements but is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, it is inappropriate to and we do not express an opinion on the supplemental schedule referred to above.

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.

Warady & Davis LLP

July 16, 2013

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

As of December 31	**2012**	2011
ASSETS		
Investments		
Investments, at Fair Value	**$ 24,222,688**	$ 21,530,449
Self-Directed Investments	**244,052**	171,584
Fidelity Managed Income Portfolio	**577,956**	1,128,388
Total Investments at Fair Value	**25,044,696**	22,830,421
Receivables		
Contributions Receivable - Employee	**—**	49,851
Contributions Receivable - Employer	**2,107,268**	1,785,620
Notes Receivable from Participants	**769,765**	692,525
Total Receivables	**2,877,033**	2,527,996
NET ASSETS AVAILABLE FOR BENEFITS AT FAIR VALUE	**27,921,729**	25,358,417
Adjustment from Fair Value to Contract Value for Interest in Collective Trust Relating to Fully Benefit-Responsive Investment Contracts	**(16,540)**	(27,830)
NET ASSETS AVAILABLE FOR BENEFITS	**$ 27,905,189**	$ 25,330,587

See accompanying notes.

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

For the Years Ended December 31	**2012**	2011
ADDITIONS TO NET ASSETS ATTRIBUTED TO		
Investment Income (Loss)		
Net Appreciation (Depreciation) in Fair Value of Investments	**$ 2,271,500**	$ (1,282,655)
Dividends	**547,793**	704,678
Interest	**120**	236
	2,819,413	(577,741)
Interest Income on Notes Receivable from Participants	**32,981**	29,753
Contributions		
Employer	**2,108,216**	1,785,536
Employee	**1,454,895**	1,255,748
Rollovers	**179,360**	13,845
	3,742,471	3,055,129
Other Income	**26,487**	—
Total Additions, net	**6,621,352**	2,507,141
DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO		
Distributions and Benefits Paid to Participants	**4,034,830**	1,692,961
Administrative Expenses	**11,920**	13,664
Total Deductions	**4,046,750**	1,706,625
Net Increase	**2,574,602**	800,516
NET ASSETS AVAILABLE FOR BENEFITS		
Beginning	**25,330,587**	24,530,071
ENDING	**$ 27,905,189**	$ 25,330,587

See accompanying notes.

NOTES TO FINANCIAL STATEMENTS

NOTE 1—PLAN DESCRIPTION

The following description of the Dick Blick Co. Profit Sharing Plan (Plan) provides only general information. Participants should refer to the plan agreement for a more complete description of the Plan's provisions.

GENERAL

The Plan is a defined contribution plan covering all full-time employees of Dick Blick Holdings, Inc. and its wholly-owned subsidiaries (the Company) who have completed at least 90 days of service and are age 21 or older. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

PARTICIPANT ACCOUNTS

Each participant's account is credited with the participant's contributions and an allocation of the Company's contribution and plan earnings. Allocations are based on participant earnings and years of service, or account balance, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's account. At the Company's discretion, the forfeited balances of terminated participants' nonvested accounts may be used to reduce future company contributions.

VESTING

Participants are 100% vested in their profit sharing, matching contribution and voluntary contribution accounts at all times.

PARTICIPANTS LOANS

Participants may borrow from their fund accounts a minimum of $1,000 up to a maximum of $50,000 or 50% of their vested account balance, whichever is less. The loans are secured by the balance in the participant’s account and bear interest at rates originating at Prime plus 1% (ranging from 4.25% to 9.25%). The balance of participant loans was $769,765 as of December 31, 2012, and $692,525 as of December 31, 2011.

PAYMENT OF BENEFITS

Upon termination of service, a participant may elect to receive a lump-sum amount equal to the value of his or her account, or a transfer to an employee's trust described in Section 401(a) of the Internal Revenue Code.

FORFEITURES

The funds available to the Plan related to previous unclaimed distributions, can be utilized by the Plan for Plan expenses or to reduce the funds needed for the employer matching and profit sharing contributions income. Forfeited amounts were $26,485 in 2012, and $-0- in 2011. Forfeited amounts used to reduce employer contributions were $979 in 2012 and $84 in 2011.

NOTE 1—PLAN DESCRIPTION (Continued)

INVESTMENT OPTIONS

Participants direct the investment of their contributions into various investment options offered by the Plan. The Plan currently offers various equity, fixed income, mutual fund and short-term investment options.

FUNDING POLICY

Participants may contribute up to, but not more than the amount permitted by the IRC of their annual compensation. The employer contributes a matching amount equal to 100% of the first 3% of the tax-deferred contribution. If the tax deferred contribution exceeds 3%, the employer shall make an additional matching contribution in an amount equal to 50% of the tax deferred contribution in excess of the 3% but only with respect to the next 2% thereof. The employer may also contribute to the plan a discretionary contribution. The discretionary contribution is allocated based on the points earned by participants. The Company may pay all audit and administrative costs of the Plan if it so chooses.

NOTE 2—SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

BASIS OF ACCOUNTING

The financial statements of the Plan are prepared under the accrual method of accounting.

VALUATION OF INVESTMENTS

Investment contracts held by a defined-contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined-contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The Plan invests in investment contracts through a collective trust. Contract value for this collective trust is based on the net asset value of the fund as reported by the investment advisor. The Statements of Net Assets Available for Benefits present the fair value of the investment in the collective trust as well as the adjustment of the fully benefit-responsive investment contracts from fair value to contract value. The Statements of Changes in Net Assets Available for Benefits are prepared on a contract value basis.

USE OF ESTIMATES

The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

INVESTMENT VALUATION AND INCOME RECOGNITION

The Plan's investments are stated at fair value. Mutual funds are stated at fair value as determined by quoted market prices, which represents the net assets value of shares held by the plan at year-end. The Plan's interest in the collective trust is based on the fair value of the collective trust's underlying investments as based on information reported by the investment advisor using the audited financial statements of the collective trust at year-end.

NOTE 2—SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

PAYMENT OF BENEFITS

Benefits payments to participants are recorded when paid.

NOTE 3—FAIR VALUE MEASUREMENTS

The Plan's investments are reported at fair value in the accompanying statement of net assets available for benefits.

		Fair Value Measurements at Reporting Date Using:	
	Fair Value	(Level 1)	(Level 2)
December 31, 2012			
Money Markets	$ 1,115,730	$ 1,115,730	$ —
Mutual Funds:			
Equity Funds	1,030,486	1,030,486	—
Growth Funds	1,463,028	1,463,028	—
Income Funds	563,634	563,634	—
Asset Allocation Funds	18,445,024	18,445,024	—
Index Funds	1,019,547	1,019,547	—
Fixed Income Funds	590,395	590,395	—
Other Funds	7,107	7,107	—
Non-Employee Corporate Common Stock	231,789	231,789	—
Common Collective Trust	577,956	—	577,956
Total	$ 25,044,696	$ 24,466,740	$ 577,956
December 31, 2011			
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Mutual Funds:			
Equity Funds	735,136	735,136	—
Growth Funds	982,057	982,057	—
Income Funds	376,550	376,550	—
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Other Funds	30,947	30,947	—
Non-Employee Corporate Common Stock	117,099	117,099	—
Common Collective Trust	1,128,388	—	1,128,388
Total	$ 22,830,421	$ 21,702,033	$ 1,128,388

Fidelity Managed Income Portfolio as of December 31:

	2012	2011
At Contract Value	**$ 561,416**	$ 1,100,558
At Fair Value	**577,956**	1,128,388
Adjustment from Fair Value to Contract Value	**$ (16,540)**	$ (27,830)

NOTE 3—FAIR VALUE MEASUREMENTS (Continued)

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When available, the Plan measures fair value using Level 1 inputs because they generally provide the most reliable evidence of fair value.

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NOTE 5—TAX STATUS

The Internal Revenue Service has determined and informed the Company by a letter dated December 15, 2010, that the Plan and related trust as designed is in accordance with the applicable sections of the Internal Revenue Code. The Plan has been amended since receiving the determination letter. However, the Plan administrator and the Plan's tax counsel believe that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC.

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the plan and recognize a tax liability (or asset) if the plan has taken an uncertain position that more likely than not would not be sustained upon examination by the Internal Revenue Service. 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 a liability (or asset) or disclosure in the financial statements. The plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The plan administrator believes it is no longer subject to income tax examinations for years prior to 2011.

NOTE 6—INFORMATION CERTIFIED BY THE 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 ERISA. Accordingly, the Trustee, Fidelity Management Trust Company has certified that the following data included in the accompanying financial statements and schedule is complete and accurate:

NOTE 6—INFORMATION CERTIFIED BY THE TRUSTEE (Continued)

a. Investments, as shown in the accompanying statements of net assets available for benefits and Note 7 as of December 31, 2012 and 2011.

b. Investment income as shown in the accompanying statements of changes in net assets available for benefits for the years ended December 31, 2012 and 2011.

c. The schedule of assets (held at end of year) as of December 31, 2012, as shown on Schedule H, Line 4(i).

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

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

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Fidelity Investments – Royce Value Plus Service	**—**	126,125
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Fidelity Investments – Fidelity Freedom Income	**44,763**	762,904
Fidelity Investments – Spartan Extended Market Index	**—**	29,385
Fidelity Investments – Spartan Total Market Index Advantage	**61,239**	—
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Fidelity Investments – Spartan International Index Advantage	**305,448**	—
Fidelity Investments – Spartan 500 Index	**—**	247,724
Fidelity Investments – Spartan 500 Index Advantage	**289,838**	—
Fidelity Investments – Spartan US Bond Index	**—**	190,007
Fidelity Investments – Fidelity Total Bond	**590,395**	437,508
Fidelity Investments – Spartan U.S. Bond Index Advantage	**363,022**	—
Fidelity Investments – Fidelity Managed Income (Contract Value)	**561,416**	1,100,558
Fidelity Investments – Fidelity U.S. Government Reserves	**1,103,467**	1,145,235
Fidelity Investments – Fidelity Freedom 2000	**52,400**	56,138
Fidelity Investments – Fidelity Freedom 2005	**39,959**	39,836
Fidelity Investments – Fidelity Freedom 2010	**542,182**	484,591
Fidelity Investments – Fidelity Freedom 2015	**2,263,044***	2,761,996**
Fidelity Investments – Fidelity Freedom 2020	**2,995,448***	2,589,024**
Fidelity Investments – Fidelity Freedom 2025	**3,268,456***	2,750,687**
Fidelity Investments – Fidelity Freedom 2030	**2,576,438***	2,161,260**
Fidelity Investments – Fidelity Freedom 2035	**2,318,331***	1,933,351**
Fidelity Investments – Fidelity Freedom 2040	**1,661,588***	1,492,485**
Fidelity Investments – Fidelity Freedom 2045	**1,571,227***	1,210,827

NOTE 7—SCHEDULE OF INVESTMENTS REPRESENTING 5% OR MORE OF NET ASSETS (Continued)

	2012	2011
Fidelity Investments – Fidelity Freedom 2050	**1,070,150**	863,853
Fidelity Investments – Fidelity Freedom 2055	**41,038**	—
Fidelity Investments – Loomis Small Cap Growth Fund IS	**140,243**	—
Self Directed Investments	**244,052**	171,584
	$ 25,028,156	$ 22,802,591

Investments representing 5% or more of net assets available for benefits are denoted by * for December 31, 2012 and ** for December 31, 2011.

NOTE 8—RELATED PARTY TRANSACTIONS

The Company pays certain expenses of the Plan. The Plan's investments are managed by Fidelity Management Trust Company, which is considered a party-in-interest.

NOTE 9—RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

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

	2012	2011
Net Assets Available for Benefits per the Financial Statements	**$ 27,905,189**	$ 25,330,587
Add (Subtract): Adjustment from Fair Value to Contract Value for Fully Benefit-Responsive Investment Contract at December 31	**16,540**	27,830
Net Assets Available for Benefits per the Form 5500	**$ 27,921,729**	$ 25,358,417

The following is a reconciliation of the net increase (decrease) in net assets per the financial statements to the Form 5500 for the years ended December 31, 2012 and 2011:

	2012	2011
Net Increase in Net Assets per the Financial Statements	**$ 2,574,602**	$ 800,516
Add (Subtract): Adjustment from Fair Value to Contract Value for Fully Benefit-Responsive Investment Contract at December 31, 2011 and December 31, 2010	**(27,830)**	(10,710)
Add (Subtract): Adjustment from Fair Value to Contract Value for Fully Benefit-Responsive Investment Contract at December 31, 2012 and December 31, 2011	**16,540**	27,830
Net Increase in Net Assets per the Form 5500	**$ 2,563,312**	$ 817,636

NOTE 10—SUBSEQUENT EVENTS

Management has evaluated subsequent events through July 16, 2013, the date which the financial statements were available for issue. There were no subsequent events which require disclosure.

SUPPLEMENTARY INFORMATION

SCHEDULE OF ASSETS (HELD AT END OF YEAR)
Form 5500 - Schedule H - Line 4(i)
FEIN 36-4124707
Plan Number 001
As of December 31, 2012

(a) (b) Identity of Issuer, 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
* Fidelity Investments	ABF Large Cap Value PA	**	$ 313,211
* Fidelity Investments	Baron Asset Fund	**	7,107
* Fidelity Investments	Northern Small Cap Value	**	99,232
* Fidelity Investments	Loomis Small Cap Growth IS	**	140,243
* Fidelity Investments	Fidelity Contrafund	**	802,937
* Fidelity Investments	Fidelity Capital & Income	**	563,634
* Fidelity Investments	Fidelity Value	**	477,800
* Fidelity Investments	Fidelity International Discovery	**	660,091
* Fidelity Investments	Fidelity Freedom Income	**	44,763
* Fidelity Investments	Spartan Extended Market Index Advantage	**	61,239
* Fidelity Investments	Spartan International Index Advantage	**	305,448
* Fidelity Investments	Spartan 500 Index Advantage	**	289,838
* Fidelity Investments	Spartan U.S. Bond Index Advantage	**	363,022
* Fidelity Investments	Fidelity Total Bond	**	590,395
* Fidelity Investments	Fidelity Managed Income Portfolio (contract value)	**	561,416
* Fidelity Investments	Fidelity U.S. Government Reserves	**	1,103,467
* Fidelity Investments	Fidelity Freedom 2000	**	52,400
* Fidelity Investments	Fidelity Freedom 2005	**	39,959
* Fidelity Investments	Fidelity Freedom 2010	**	542,182
* Fidelity Investments	Fidelity Freedom 2015	**	2,263,044
* Fidelity Investments	Fidelity Freedom 2020	**	2,995,448
* Fidelity Investments	Fidelity Freedom 2025	**	3,268,456
* Fidelity Investments	Fidelity Freedom 2030	**	2,576,438
* Fidelity Investments	Fidelity Freedom 2035	**	2,318,331
* Fidelity Investments	Fidelity Freedom 2040	**	1,661,588
* Fidelity Investments	Fidelity Freedom 2045	**	1,571,227
* Fidelity Investments	Fidelity Freedom 2050	**	1,070,150
* Fidelity Investments	Fidelity Freedom 2055	**	41,038
Self Directed Investments	Self Directed Investments	**	244,052
Participant Loans	Interest Rate 4.25% to 9.25%, Various Maturity Dates through April 2021	**	769,765
TOTALS			$ 25,797,921

* Represents a Party in Interest.

** Cost basis is not required to be reported for participant-directed accounts.