# 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
SUNRIDER INTERNATIONAL RETIREMENT SAVINGS PLAN

**1b** Three-digit plan number (PN) ▶ 001

**1c** Effective date of plan 04/01/1993

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

SUNRIDER INTERNATIONAL

1625 ABALONE AVE.
TORRANCE, CA 90501

1625 ABALONE AVE.
TORRANCE, CA 90501

**2b** Employer Identification Number (EIN)
87-0333784

**2c** Sponsor's telephone number
310-781-3808

**2d** Business code (see instructions)
424210

**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. | 09/10/2013 | DANIEL HESS |
| | **Signature of plan administrator** | Date | Enter name of individual signing as plan administrator |
| **SIGN HERE** | | | |
| | **Signature of employer/plan sponsor** | Date | Enter name of individual signing as employer or plan sponsor |
| **SIGN HERE** | | | |
| | **Signature of DFE** | Date | Enter name of individual signing as DFE |

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

Preparer's telephone number (optional)

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

SUNRIDER INTERNATIONAL

1625 ABALONE AVE.
TORRANCE, CA 90501

**3b** Administrator's EIN
87-0333784

**3c** Administrator's telephone number
310-781-3808

**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** | 475 |
| **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** | 376 |
| **b** | Retired or separated participants receiving benefits | **6b** | 0 |
| **c** | Other retired or separated participants entitled to future benefits | **6c** | 76 |
| **d** | Subtotal. Add lines **6a**, **6b**, and **6c** | **6d** | 452 |
| **e** | Deceased participants whose beneficiaries are receiving or are entitled to receive benefits | **6e** | 2 |
| **f** | Total. Add lines **6d** and **6e** | **6f** | 454 |
| **g** | Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item) | **6g** | 358 |
| **h** | Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested | **6h** | 12 |
| **7** | Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item) | **7** | |

**8a** If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:
2F 2G 2J 2K 2R 2T 3D

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

**9a** Plan funding arrangement (check all that apply)

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

**9b** Plan benefit arrangement (check all that apply)

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

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

**a Pension Schedules**

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

**b General Schedules**

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

| SCHEDULE C (Form 5500) | Service Provider Information | OMB No. 1210-0110 |
|---|---|---|
| Department of the Treasury<br>Internal Revenue Service<br>Department of Labor<br>Employee Benefits Security Administration<br>Pension Benefit Guaranty Corporation | This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).<br>▶ **File as an attachment to Form 5500.** | **2012**<br>**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
SUNRIDER INTERNATIONAL RETIREMENT SAVINGS PLAN

**B** Three-digit plan number (PN) ▶ 001

**C** Plan sponsor's name as shown on line 2a of Form 5500
SUNRIDER INTERNATIONAL

**D** Employer Identification Number (EIN)
87-0333784

## 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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**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 | 10498 | 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. |
|---|---|
| ARTISAN MID CAP VAL - BOSTON FINANC 330 W. 9TH STREET KANSAS CITY, MO 66160 | 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. |
|---|---|
| COL MID CAP GRTH Z - COLUMBIA MGT I P.O. BOX 8081 BOSTON, MA 02266-8081 | 0.40% |

## 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. |
|---|---|---|
| COL/ACORN INTL Z - COLUMBIA MGT INV | P.O. BOX 8081<br>BOSTON, MA 02266-8081 | 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. |
|---|---|---|
| INVS DEVLP MKTS R5 - INVESCO CANADA | P.O. BOX 4739<br>HOUSTON, TX 77210-4739 | 0.35% |

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| FIDELITY INVESTMENTS INSTITUTIONAL | 60 | 0 |

| **(d)** Enter name and EIN (address) of source of indirect compensation | | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---|---|---|
| OAKMARK EQ & INC I - BOSTON FINANCI | P.O. BOX 8480<br>BOSTON, MA 02266 | 0.35% |

## 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. |
|---|---|
| PIMCO TOT RETURN ADM - BOSTON FINAN P.O. BOX 8480 BOSTON, MA 02266 | 0.27% |

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| FIDELITY INVESTMENTS INSTITUTIONAL | 60 | 0 |

| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---|---|
| RS PARTNERS A - BOSTON FINANCIAL DA P.O. BOX 8480 BOSTON, MA 02266 | 0.55% |

| **(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. |
|---|---|
| SENTINEL COM STK I - SENTINEL ADMIN<br><br>03-0316212 | 0.10% |

## 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. |
|---|---|
| VICTORY DIVERS STK A - CITI FUND SE<br><br>31-1249295 | 0.35% |

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

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

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

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

## Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

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

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

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

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

# SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

# DFE/Participating Plan Information

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

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

OMB No. 1210-0110

**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
SUNRIDER INTERNATIONAL RETIREMENT SAVINGS PLAN

**B** Three-digit plan number (PN) ▶ 001

**C** Plan or DFE sponsor's name as shown on line 2a of Form 5500
SUNRIDER INTERNATIONAL

**D** Employer Identification Number (EIN)
87-0333784

## 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: MIP CL 1

**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 | 7403459 |

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

**a** Plan name

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

**a** Plan name

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

**a** Plan name

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

**a** Plan name

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

**a** Plan name

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

**a** Plan name

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

**a** Plan name

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

**a** Plan name

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

**a** Plan name

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

**a** Plan name

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

**a** Plan name

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

**a** Plan name

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

**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
SUNRIDER INTERNATIONAL RETIREMENT SAVINGS PLAN

**B** Three-digit plan number (PN) ▶ 001

**C** Plan sponsor's name as shown on line 2a of Form 5500
SUNRIDER INTERNATIONAL

**D** Employer Identification Number (EIN)
87-0333784

## 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) | | |
| **(2)** Participant contributions | 1b(2) | | |
| **(3)** Other | 1b(3) | | |
| **c** General investments: | | | |
| **(1)** Interest-bearing cash (include money market accounts & certificates of deposit) | 1c(1) | 581667 | 778303 |
| **(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) | 920349 | 1047035 |
| **(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) | 930655 | 997401 |
| **(9)** Value of interest in common/collective trusts | 1c(9) | 7719983 | 7403459 |
| **(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) | 15345331 | 18531608 |
| **(14)** Value of funds held in insurance company general account (unallocated contracts) | 1c(14) | | |
| **(15)** Other | 1c(15) | 5190 | 0 |

| | | (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 | 25503175 | 28757806 |
| **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 | 25503175 | 28757806 |

## 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) | 858225 | |
| **(B)** Participants | 2a(1)(B) | 1655255 | |
| **(C)** Others (including rollovers) | 2a(1)(C) | 13957 | |
| **(2)** Noncash contributions | 2a(2) | | |
| **(3)** Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)** | 2a(3) | | 2527437 |
| **b Earnings on investments:** | | | |
| **(1)** Interest: | | | |
| **(A)** Interest-bearing cash (including money market accounts and certificates of deposit) | 2b(1)(A) | 115 | |
| **(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) | 31409 | |
| **(F)** Other | 2b(1)(F) | | |
| **(G)** Total interest. Add lines **2b(1)(A)** through **(F)** | 2b(1)(G) | | 31524 |
| **(2)** Dividends: **(A)** Preferred stock | 2b(2)(A) | | |
| **(B)** Common stock | 2b(2)(B) | 10751 | |
| **(C)** Registered investment company shares (e.g. mutual funds) | 2b(2)(C) | 663872 | |
| **(D)** Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)** | 2b(2)(D) | | 674623 |
| **(3)** Rents | 2b(3) | | |
| **(4)** Net gain (loss) on sale of assets: **(A)** Aggregate proceeds | 2b(4)(A) | 2296023 | |
| **(B)** Aggregate carrying amount (see instructions) | 2b(4)(B) | 2222266 | |
| **(C)** Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result | 2b(4)(C) | | 73757 |
| **(5)** Unrealized appreciation (depreciation) of assets: **(A)** Real estate | 2b(5)(A) | | |
| **(B)** Other | 2b(5)(B) | 133986 | |
| **(C)** Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)** | 2b(5)(C) | | 133986 |

| | | (a) Amount | (b) Total |
|---|---|---|---|
| (6) Net investment gain (loss) from common/collective trusts | 2b(6) | | 110016 |
| (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) | | 1510335 |
| c Other income | 2c | | |
| d Total income. Add all **income** amounts in column (b) and enter total | 2d | | 5061678 |
| **Expenses** | | | |
| e Benefit payment and payments to provide benefits: | | | |
| (1) Directly to participants or beneficiaries, including direct rollovers | 2e(1) | 1779211 | |
| (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) | | 1779211 |
| f Corrective distributions (see instructions) | 2f | | 20354 |
| 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) | 7482 | |
| (5) Total administrative expenses. Add lines **2i(1)** through **(4)** | 2i(5) | | 7482 |
| j Total expenses. Add all **expense** amounts in column (b) and enter total | 2j | | 1807047 |
| **Net Income and Reconciliation** | | | |
| k Net income (loss). Subtract line **2j** from line **2d** | 2k | | 3254631 |
| 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: FARBER HASS HURLEY LLP **(2)** EIN: 20-4207759

**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
SUNRIDER INTERNATIONAL RETIREMENT SAVINGS PLAN

**B** Three-digit plan number (PN) ▶ 001

**C** Plan sponsor's name as shown on line 2a of Form 5500
SUNRIDER INTERNATIONAL

**D** Employer Identification Number (EIN)
87-0333784

## 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):

# SUNRIDER INTERNATIONAL
# RETIREMENT SAVINGS PLAN

## FINANCIAL STATEMENTS

## DECEMBER 31, 2012 AND 2011

**FARBER HASS HURLEY LLP**
**CERTIFIED PUBLIC ACCOUNTANTS**

# SUNRIDER INTERNATIONAL
# RETIREMENT SAVINGS PLAN

## FINANCIAL STATEMENTS

## DECEMBER 31, 2012 AND 2011

**SUNRIDER INTERNATIONAL RETIREMENT SAVINGS PLAN**
**INDEX TO FINANCIAL STATEMENTS**
**DECEMBER 31, 2012 and 2011**


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Farber Hass Hurley LLP

Certified Public Accountants

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Telephone: (818) 895-1943
Facsimile: (818) 895-1994

# INDEPENDENT AUDITORS' REPORT

To the Administrative Committee of
Sunrider International Retirement Savings Plan

**Report on the Financial Statements**

We were engaged to audit the accompanying financial statements of Sunrider International Retirement Savings Plan, which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statement of changes in net assets available for benefits for the year ended December 31, 2012, and the related notes to the financial statements.

**Management's Responsibility for the Financial Statements**

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 the information summarized in Note C, 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**

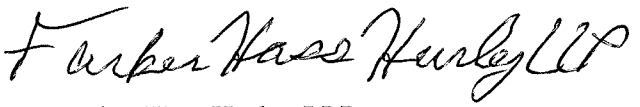
Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient, appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

**Other Matter**

We were engaged for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedule of Schedule H, part IV, line 4i – Schedule of assets held, 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 schedules, 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.



Farber Hass Hurley LLP

Granada Hills, California
July 31, 2013

SUNRIDER INTERNATIONAL RETIREMENT SAVINGS PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2012 AND 2011

| | 2012 | 2011 |
|---|---|---|
| ASSETS: | | |
| Investments - at fair value | $ 26,982,102 | $ 23,990,853 |
| Cash | 778,303 | 581,667 |
| Notes receivable from participants | 997,401 | 930,655 |
| Total assets | 28,757,806 | 25,503,175 |
| LIABILITIES: | | |
| Refundable excess contributions | 235 | 21,833 |
| Total liabilities | 235 | 21,833 |
| Net assets reflecting investments at fair value | 28,757,571 | 25,481,342 |
| Adjustment from fair value to contract value for fully benefit-responsive investment contracts | (211,867) | (190,405) |
| Net assets available for benefits | $ 28,545,704 | $ 25,290,937 |

The accompanying notes are an integral part of these financial statements.

SUNRIDER INTERNATIONAL RETIREMENT SAVINGS PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
YEAR ENDED DECEMBER 31, 2012

| | |
|---|---|
| Additions to net assets attributable to: | |
| Contributions: | |
| Participant deferrals | $ 1,655,020 |
| Employer contributions | 858,225 |
| Rollover contributions | 13,957 |
| Total contributions | 2,527,202 |
| Investment activity: | |
| Net appreciation in fair value of investments | 1,734,267 |
| Interest and dividend income | 747,103 |
| Total investment income | 2,481,370 |
| Interest income on notes receivable from participants | 31,409 |
| Total additions | 5,039,981 |
| Deductions to net assets attributable to: | |
| Benefits paid to participants | 1,777,732 |
| Administrative expenses | 7,482 |
| Total deductions | 1,785,214 |
| Net increase | 3,254,767 |
| Net assets available for benefits: | |
| Beginning of year | 25,290,937 |
| End of year | $ 28,545,704 |

The accompanying notes are an integral part of this financial statement.

## NOTE A. DESCRIPTION OF THE PLAN

The following description of the Sunrider International Retirement Savings Plan (the "Plan") provides only general information. More complete information may be found in the Plan document.

General

The Plan is a defined salary reduction plan. It is available to substantially all employees of Sunrider Corporation and its affiliates, Sunrider Manufacturing, LP and Sunrider Ohio Manufacturing, Inc., (collectively, the "Company", "Sponsor", and "Employer") and provides for distribution of benefits upon retirement or death. The Plan is subject to the provisions of the Employee Retirement Income Security Act (ERISA).

All employees who have been employed by the Company for at least six months are eligible to participate in the Plan.

Contributions

The participant may make voluntary contributions to the Plan in accordance with Internal Revenue Code limitations.

Amounts contributed by the Company are discretionary. For the Plan year ended December 31, 2012, the Company matched each participants' contribution at the rate of 60 percent of total dollars contributed, not to exceed 15 percent of the participants' gross annual compensation. In addition, the Company matches, for first time participants, 100 percent of initial contributions up to $250.

At the option of the Company, additional Employer contributions can be made. No additional contributions were made for the Plan year ended December 31, 2012.

Investment Options

Upon enrollment in the Plan, a participant may direct employee and employer contributions as desired, in any of a variety of options held by Fidelity Management Trust Company, as chosen by the Employer, as well as self-directed investment accounts. Participants may change their investment options daily.

Participant Accounts

Each participant's account is credited with the participant's contribution, the Company's matching contributions, and an allocation of Plan's earnings, and charged with an allocation of administrative expenses. Allocations are based on participant's earnings or account balances, as defined. A participant is entitled to the benefit that can be provided from their vested account.

## NOTE A. DESCRIPTION OF THE PLAN (Continued)

Vesting

Participants are vested in their contributions plus actual earnings thereon. The Company's contributions vest based on years of service. Participants are vested in Company contributions at 50 percent after two years of service, 75 percent after three years of service, and 100 percent after four years of service.

Notes Receivable from Participants

Participants may borrow from their fund up to a maximum of $50,000 or 50 percent of their vested benefits. All Notes Receivable are secured by the balance in the participant's account and bear interest at rates commensurate with commercial lending institution rates as determined by the Plan administrator. Principle and interest is paid ratably through payroll deductions.

Payment of Benefits

At retirement, disability, or death, a participant automatically becomes 100% vested, and may elect to receive either a lump-sum amount equal to the value of the participant's account or periodic installments as defined by the Plan. For termination of services for other reasons, a participant may receive the value of the vested interest in his or her account as defined by the Plan.

Forfeitures

Forfeitures may be used to reduce future discretionary Company contributions. Forfeitures in the amount of $44,358 were applied to Company contributions during the year ended December 31, 2012. As of December 31, 2012, outstanding forfeitures available totaled $17,601 and are included in net assets available for benefits.

Other Expenses

Certain expenses of maintaining the Plan are paid directly by the Company and are excluded from these financial statements. Fees related to the administration of notes receivable from participants are charged directly to the participant’s account and are included in administrative expenses. Investment related expenses are included in net appreciation of fair value of investments.

Subsequent Events

Plan management has evaluated subsequent events through July 31, 2013, the date the financial statements were available to be issued.

## NOTE B. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The accompanying financial statements of the Plan have been prepared on the accrual basis of accounting, and present the net assets available for benefits and changes in those net assets.

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 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 statements of net assets available for benefits present the fair value of the investment contracts as well as the adjustment of the fully benefit-responsive investment contracts from fair value to contract value. The statement of changes in net assets available for benefits is prepared on a contract value basis.

Plan Administration

The Employer is the Plan sponsor and Plan administrator. The Plan administrator is responsible for carrying out the duties imposed under ERISA.

Use of Estimates

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

Investment Valuation

The Plan's investments are stated at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants and the measurement date. See note D for discussion of fair value measurements.

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

Payment of Benefits

Benefits are recorded when paid. Included in net assets available for plan benefits at December 31, 2012 are amounts which may become payable to participants who are not active participants of the Plan.

## NOTE B. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Notes Receivable from Participants

Notes Receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent participant loans are reclassified as distributions based on the terms of the Plan document.

Concentration of Risk

The Plan investments are subject to market fluctuations and interest rate changes that may materially affect their fair value. Certain investment options could include contracts with insurance companies and other financial institutions. These contracts could impose a contract penalty on withdrawals or exchanges from the fund caused by extraordinary events.

The Plan invests, through mutual funds, in the securities of foreign companies, which involve special risks and considerations not typically associated with investing in U.S. companies. These risks include devaluation of currencies, less reliable information about issuers, different securities transaction clearance and settlement practices, and possible adverse political and economic developments.

## NOTE C. INVESTMENTS

The Trustee, Fidelity Management Trust Company, has been granted discretionary authority to invest and reinvest the assets of the trust, subject to the investment discretion of the individual participants over the Employer contributions and participant contributions.

The following investments represent 5 percent or more of the Plan's assets at December 31, 2012 and 2011, respectively:

| | 2012 | 2011 |
|---|---|---|
| Fidelity Managed Income Portfolio Fund | $ 7,403,459 | $ 7,719,983 |
| Oakmark Equity & Income | $ 2,465,267 | $ 2,385,856 |
| Spartan 500 Index Fund | $ 2,748,038 | $ 2,310,986 |
| Fidelity Capital & Income Fund | $ 1,588,120 | $ 1,537,415 |
| Fidelity Contrafund | $ 1,546,607 | ** |
| Victory Diversified Stock | ** | $ 1,339,941 |

** Represents less than 5% of net assets

## NOTE C. INVESTMENTS (Continued)

The Plan administrator has elected the method of compliance as permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under such election, the Plan administrator instructed the Plan's independent auditors not to perform any auditing procedures with respect to the information certified by Fidelity Management Trust Company, the Trustee of the Plan, as complete and accurate, except for comparing such information certified by the Trustee to information included in the Plan's financial statements and supplemental schedule.

Total investments, cash, and notes receivable from participants held and certified by Fidelity Management Trust Company, the Trustee, in the accompanying statements of net assets available for plan benefits were $28,757,806 and $25,503,175 as of December 31, 2012 and 2011, respectively. Net investment gain and interest on notes receivable from participants certified by Fidelity Management Trust Company was $2,512,779 for the year ended December 31, 2012.

During the year ended December 31, 2012, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated (depreciated) in value as follows:

| | |
|---|---|
| Mutual funds | $ 1,511,727 |
| Common stock - Self-directed brokerage account | 133,986 |
| Common collective trust - Managed income portfolio | 88,554 |
| | $ 1,734,267 |

## NOTE D. FAIR VALUE MEASUREMENTS

Financial Accounting Standards Board (FASB) *Accounting Standards Codification* (ASC 820), *Fair Value Measurements and Disclosures*, provides the framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurement) and the lowest priority to unobservable inputs (Level 3 measurement).

## NOTE D. FAIR VALUE MEASUREMENTS (Continued)

The three levels of the fair value hierarchy under FASB ASC 820 are as follows:

| | |
|---|---|
| Level 1 | Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access. |
| Level 2 | Inputs to the valuation methodology include:<br>• quoted prices for similar assets or liabilities in active markets;<br>• quoted prices for identical or similar assets or liabilities in inactive markets;<br>• inputs other than quoted prices that are observable for the asset or liability;<br>• inputs that are derived principally from or corroborated by observable market data by correlation or other means.<br>If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability. |
| Level 3 | Inputs to the valuation methodology are unobservable and significant to the fair value measurement. |

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

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2012.

*Self-directed brokerage accounts*: The self-directed brokerage accounts consist primarily of Common stocks, which are valued at the closing price reported on the active market on which the individual securities are traded.

*Mutual funds*: Valued at the quoted net asset value (NAV) of shares held by the Plan at year end.

**NOTE D. FAIR VALUE MEASUREMENTS (Continued)**

*Managed income portfolio*: The Managed Income Portfolio Fund (the 'Fund") is a fully benefit-responsive investment contract. It is a commingled pool that seeks to preserve principal while earning a competitive level of income over time. To achieve its investment objective, the Fund invests in assets (typically fixed-income securities or bond funds and may include derivative instruments such as futures contracts and swap agreements) and cash equivalents represented by shares in money market funds.

Investments are valued as of 4:00 p.m. Eastern time on the last calendar day of the period. It is the policy of the Fund to use its best efforts to maintain a stable net asset value (NAV) of $1.00 per unit; although there is no guarantee that the Fund will be able to maintain this value. The Fund uses independent pricing services approved by the Trustee of the Fund. When current market prices or quotations are not readily available or reliable, valuations may be determined in good faith in accordance with procedures adopted by the Trustee of the Fund. Factors used in determining value may include market or security specific events, changes in interest rates and credit quality. The frequency with which these procedures are used cannot be predicted and they may be utilized to a significant extent. The value used for NAV calculation under these procedures may differ from published prices for the same securities.

Debt securities, including restricted securities are valued based on evaluated prices received from independent pricing services or from dealers who make markets in such securities. For corporate bonds, U.S. government and foreign government agency obligations, pricing services utilize matrix pricing which considers yield or price of bonds of comparable quality, coupon, maturity and type as well as dealer-supplied prices.

For asset backed securities, collateralized mortgage obligations, commercial mortgage securities and U.S. government agency mortgage securities, pricing utilize matrix pricing which considers prepayment speed assumptions, attributes of the collateral, yield or price of bonds of comparable quality, coupon, maturity and types as well as dealer-supplied prices. When independent prices are unavailable or unreliable, debt securities may be valued utilizing pricing matrices which consider similar factors that would be used by independent pricing services.

## NOTE D. FAIR VALUE MEASUREMENTS (Continued)

Investments in open-end investment companies are valued at their closing net asset value each business day. Registered investment companies are categorized as Level 1 in the hierarchy and non-registered investment companies are categorized as Level 2 in the hierarchy. If an unaffiliated investment company's NAV is unavailable, shares or units of that fund may be valued by another method that Fidelity Management Trust Company believes reflects fair value in accordance with its fair value pricing policies. Short-term securities with remaining maturities of sixty days or less for which quotations are not readily available are valued at amortized cost, which approximates value.

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

The Managed income portfolio does not have any unfunded commitments relating to its investments, or any significant restrictions on participant-directed withdrawals or transfers. Participant-directed withdrawals can be made on any business day and do not have a redemption notice period.

The common collective trust investment is presented at fair value in the statements of net assets available for benefits with a separate disclosure of the adjustment to contract value. The contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The interest rate history for the contract is as follows:

| | |
|---|---|
| Contract value spot yield: | 1.35% |
| Market value spot yield: | 1.22% |

Distributions from net investment income are declared daily and reinvested monthly.

## NOTE D. FAIR VALUE MEASUREMENTS (Continued)

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2012:

| | Level 1 | Level 2 | Level 3 | Total |
|---|---|---|---|---|
| Self-directed investments: | | | | |
| Common stock | | | | |
| Investment | $ 322,811 | $ - | $ - | $ 322,811 |
| Energy and Resources | 69,059 | - | - | 69,059 |
| Science and Technology | 255,075 | - | - | 255,075 |
| Financial Institutions | 376,981 | - | - | 376,981 |
| Other | 86,241 | - | - | 86,241 |
| Total Common stock | 1,110,167 | - | - | 1,110,167 |
| Mutual funds | | | | |
| Income fund | 8,308,892 | - | - | 8,308,892 |
| Growth fund | 4,145,898 | - | - | 4,145,898 |
| Index fund | 1,372,711 | - | - | 1,372,711 |
| Int'l fund | 1,445,165 | - | - | 1,445,165 |
| Target fund | 1,576,701 | - | - | 1,576,701 |
| Mid Cap fund | 1,244,233 | - | - | 1,244,233 |
| Large Cap fund | 374,876 | - | - | 374,876 |
| Total mutual funds | 18,468,476 | - | - | 18,468,476 |
| Managed income portfolio Fund | - | 7,403,459 | - | 7,403,459 |
| Total assets at fair value | $19,578,643 | $ 7,403,459 | $ - | $26,982,102 |

## NOTE D. FAIR VALUE MEASUREMENTS (Continued)

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2011:

| | Level 1 | Level 2 | Level 3 | Total |
|---|---|---|---|---|
| Self-directed investments: | | | | |
| Common stock | | | | |
| Investment | $ 181,465 | $ - | $ - | $ 181,465 |
| Energy and Resources | 105,662 | - | - | 105,662 |
| Science and Technology | 320,972 | - | - | 320,972 |
| Financial Institutions | 223,119 | - | - | 223,119 |
| Other | 109,940 | - | - | 109,940 |
| Total Common stock | 941,158 | - | - | 941,158 |
| Mutual funds | | | | |
| Income fund | 6,078,323 | - | - | 6,078,323 |
| Growth fund | 3,176,794 | - | - | 3,176,794 |
| Index fund | 2,311,497 | - | - | 2,311,497 |
| Int'l fund | 979,408 | - | - | 979,408 |
| Target fund | 1,575,561 | - | - | 1,575,561 |
| Mid Cap fund | 997,416 | - | - | 997,416 |
| Large Cap fund | 210,713 | - | - | 210,713 |
| Total mutual funds | 15,329,712 | - | - | 15,329,712 |
| Managed income portfolio fund | - | 7,719,983 | - | 7,719,983 |
| Total assets at fair value | $16,270,870 | $ 7,719,983 | $ - | $ 23,990,853 |

## NOTE E. PARTY IN INTEREST TRANSACTIONS

During the year ended December 31, 2012, there were transactions involving participant loans and investment of Plan assets in investment funds maintained by the Plan's trustee or its affiliates. These transactions are considered parties-in-interest as defined in Section 3(14) of ERISA for which a statutory exemption exists.

## NOTE F. PLAN TERMINATION

Although it has not expressed any intent to do so, the Company has the right under the Plan document to terminate the Plan at any time subject to the provisions of ERISA. In the event of Plan termination, participants become fully vested in their accounts.

## NOTE G. INCOME TAX STATUS

The Employer adopted a volume submitter document, which received a favorable opinion letter from the Internal Revenue Service (IRS) on March 31, 2008, which stated that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code. Although the Plan has been amended since receiving the opinion letter, the Plan administrator believes that the Plan is currently being operated in compliance with the applicable requirements of the Internal Revenue Code. Therefore, no provision for income taxes has been included in the Plan's financial statements. Administration errors, if any, that are insignificant or operational in nature, are handled by the Plan administrator in accordance with applicable IRS correction policies.

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 December 31, 2009.

## NOTE H. RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

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

| | 2012 | 2011 |
|---|---|---|
| Net assets available for benefits per the financial statements | $ 28,545,704 | $ 25,290,937 |
| Adjustment from fair value to contract value for fully benefit-responsive investment contracts | 211,867 | 190,405 |
| Refundable excess contribution | 235 | 21,833 |
| Net assets available for benefits per the 5500 | $ 28,757,806 | $ 25,503,175 |

## NOTE H. RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500 (Continued)

The following is a reconciliation of net decrease per the financial statements for the year ended December 31, 2012 to Form 5500:

| | |
|---|---|
| Net increase per financial statements | $ 3,254,767 |
| Adjustment from fair value to contract value for fully benefit-responsive investment contracts for 2012 | 211,867 |
| Refundable excess contribution for 2012 | 235 |
| Adjustment from fair value to contract value for fully benefit-responsive investment contracts for 2011 | (190,405) |
| Refundable excess contribution for 2011 | (21,833) |
| Net increase per Form 5500 | $ 3,254,631 |

SCHEDULES FURNISHED PURSUANT
TO DOL REQUIREMENTS UNDER ERISA
FOR THE YEAR ENDED DECEMBER 31, 2012

SUNRIDER INTERNATIONAL RETIREMENT SAVINGS PLAN

Plan Number: 001 EIN: 87-0333784

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

As of December 31, 2012

| ( a ) | (b) | ( c ) | (d) | (e) |
|---|---|---|---|---|
| | Identity of issuer, borrower, lessor, or similar party | Description of investment including maturity date, rate of interest, collateral, par or maturity value | Cost | Current value |
| | ABF | Large Cap Value Inv | ** | $ 374,876 |
| | Artisan Fund | Artisan Mid Cap Value | ** | 893,788 |
| | Bankers Trust Fund | Spartan Ext Market Index | ** | 673 |
| | Bankers Trust Fund | Spartan 500 Index | ** | 484 |
| | Bankers Trust Fund | Spartan Ext Mkt Idx Adv | ** | 24,103 |
| | Bankers Trust Fund | Spartan 500 Index Adv | ** | 2,748,038 |
| | Bankers Trust Fund | Spartan Sm Cap Idx Adv | ** | 24,256 |
| | Columbia Management | Acorn International Z | ** | 35,009 |
| | Columbia Management | Mid Cap Growth Z | ** | 350,445 |
| * | Fidelity Investments | Brokeragelink (Self-directed) | ** | 1,047,035 |
| * | Fidelity Investments | Brokeragelink (Self-directed) Units | ** | 63,132 |
| * | Fidelity Investments | RS Partners A | ** | 881,078 |
| * | Fidelity Investments | Invs Devlp Mkts Inst | ** | 140,336 |
| * | Fidelity Investments | Contrafund | ** | 1,546,607 |
| * | Fidelity Investments | Capital & Income | ** | 1,588,120 |
| * | Fidelity Investments | Government Income | ** | 1,293,911 |
| * | Fidelity Investments | International Discovery Fund | ** | 1,119,951 |
| * | Fidelity Investments | Capital Appreciation Fund | ** | 574,661 |
| * | Fidelity Investments | Freedom Income Fund | ** | 25,374 |
| * | Fidelity Investments | Freedom 2000 Fund | ** | 1,656 |
| * | Fidelity Investments | Freedom 2010 Fund | ** | 177,990 |
| * | Fidelity Investments | Freedom 2020 Fund | ** | 239,705 |
| * | Fidelity Investments | Freedom 2030 Fund | ** | 192,681 |
| * | Fidelity Investments | Managed Income Portfolio | ** | 7,403,459 |
| * | Fidelity Investments | Freedom 2040 Fund | ** | 127,281 |
| * | Fidelity Investments | Freedom 2005 Fund | ** | 239 |
| * | Fidelity Investments | Freedom 2015 Fund | ** | 334,046 |
| * | Fidelity Investments | Freedom 2025 Fund | ** | 217,157 |
| * | Fidelity Investments | Freedom 2035 Fund | ** | 56,761 |
| * | Fidelity Investments | Freedom 2045 Fund | ** | 29,237 |
| * | Fidelity Investments | Freedom 2050 Fund | ** | 174,574 |
| | Oakmark Fund | Oakmark Equity & Income I | ** | 2,465,267 |
| | Pimco | Pimco Total Return Adm | ** | 1,014,286 |
| | Vanguard Funds | Total International Stock Index | ** | 116,245 |
| | Vanguard Funds | Intermediate Bond Index Signal | ** | 125,467 |
| | Vanguard Funds | Short-Term Bond Index Signal | ** | 107,209 |
| | Vanguard Funds | Total Bond Market Signal | ** | 143,770 |
| | Sentinel Investments | Sentinel Common Stock 1 | ** | 1,323,195 |
| | | Total Investments | | 26,982,102 |
| * | Fidelity Investments | Brokeragelink (Self-directed) Cash | ** | 778,303 |
| * | Participants Loans | 3.25% to 8.25% | -0- | 997,401 |
| | | Total Net Assets | | $ 28,757,806 |

* Represents a party in interest (Trustee).

** Cost omitted for participant directed investments

# SUNRIDER INTERNATIONAL
# RETIREMENT SAVINGS PLAN

## FINANCIAL STATEMENTS

## DECEMBER 31, 2012 AND 2011

**FARBER HASS HURLEY LLP**
**CERTIFIED PUBLIC ACCOUNTANTS**

# SUNRIDER INTERNATIONAL
# RETIREMENT SAVINGS PLAN

## FINANCIAL STATEMENTS

## DECEMBER 31, 2012 AND 2011

**SUNRIDER INTERNATIONAL RETIREMENT SAVINGS PLAN**
**INDEX TO FINANCIAL STATEMENTS**
**DECEMBER 31, 2012 and 2011**


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Farber Hass Hurley LLP

Certified Public Accountants

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Telephone: (818) 895-1943
Facsimile: (818) 895-1994

# INDEPENDENT AUDITORS' REPORT

To the Administrative Committee of
Sunrider International Retirement Savings Plan

**Report on the Financial Statements**

We were engaged to audit the accompanying financial statements of Sunrider International Retirement Savings Plan, which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statement of changes in net assets available for benefits for the year ended December 31, 2012, and the related notes to the financial statements.

**Management's Responsibility for the Financial Statements**

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 the information summarized in Note C, 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**

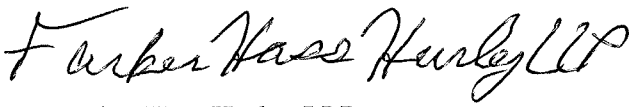
Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient, appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

**Other Matter**

We were engaged for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedule of Schedule H, part IV, line 4i – Schedule of assets held, 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 schedules, 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.



Farber Hass Hurley LLP

Granada Hills, California
July 31, 2013

SUNRIDER INTERNATIONAL RETIREMENT SAVINGS PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2012 AND 2011

| | 2012 | 2011 |
|---|---|---|
| ASSETS: | | |
| Investments - at fair value | $ 26,982,102 | $ 23,990,853 |
| Cash | 778,303 | 581,667 |
| Notes receivable from participants | 997,401 | 930,655 |
| Total assets | 28,757,806 | 25,503,175 |
| LIABILITIES: | | |
| Refundable excess contributions | 235 | 21,833 |
| Total liabilities | 235 | 21,833 |
| Net assets reflecting investments at fair value | 28,757,571 | 25,481,342 |
| Adjustment from fair value to contract value for fully benefit-responsive investment contracts | (211,867) | (190,405) |
| Net assets available for benefits | $ 28,545,704 | $ 25,290,937 |

The accompanying notes are an integral part of these financial statements.

SUNRIDER INTERNATIONAL RETIREMENT SAVINGS PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
YEAR ENDED DECEMBER 31, 2012

| | |
|---|---|
| Additions to net assets attributable to: | |
| Contributions: | |
| Participant deferrals | $ 1,655,020 |
| Employer contributions | 858,225 |
| Rollover contributions | 13,957 |
| Total contributions | 2,527,202 |
| Investment activity: | |
| Net appreciation in fair value of investments | 1,734,267 |
| Interest and dividend income | 747,103 |
| Total investment income | 2,481,370 |
| Interest income on notes receivable from participants | 31,409 |
| Total additions | 5,039,981 |
| Deductions to net assets attributable to: | |
| Benefits paid to participants | 1,777,732 |
| Administrative expenses | 7,482 |
| Total deductions | 1,785,214 |
| Net increase | 3,254,767 |
| Net assets available for benefits: | |
| Beginning of year | 25,290,937 |
| End of year | $ 28,545,704 |

The accompanying notes are an integral part of this financial statement.

## NOTE A. DESCRIPTION OF THE PLAN

The following description of the Sunrider International Retirement Savings Plan (the "Plan") provides only general information. More complete information may be found in the Plan document.

General

The Plan is a defined salary reduction plan. It is available to substantially all employees of Sunrider Corporation and its affiliates, Sunrider Manufacturing, LP and Sunrider Ohio Manufacturing, Inc., (collectively, the "Company", "Sponsor", and "Employer") and provides for distribution of benefits upon retirement or death. The Plan is subject to the provisions of the Employee Retirement Income Security Act (ERISA).

All employees who have been employed by the Company for at least six months are eligible to participate in the Plan.

Contributions

The participant may make voluntary contributions to the Plan in accordance with Internal Revenue Code limitations.

Amounts contributed by the Company are discretionary. For the Plan year ended December 31, 2012, the Company matched each participants' contribution at the rate of 60 percent of total dollars contributed, not to exceed 15 percent of the participants' gross annual compensation. In addition, the Company matches, for first time participants, 100 percent of initial contributions up to $250.

At the option of the Company, additional Employer contributions can be made. No additional contributions were made for the Plan year ended December 31, 2012.

Investment Options

Upon enrollment in the Plan, a participant may direct employee and employer contributions as desired, in any of a variety of options held by Fidelity Management Trust Company, as chosen by the Employer, as well as self-directed investment accounts. Participants may change their investment options daily.

Participant Accounts

Each participant's account is credited with the participant's contribution, the Company's matching contributions, and an allocation of Plan's earnings, and charged with an allocation of administrative expenses. Allocations are based on participant's earnings or account balances, as defined. A participant is entitled to the benefit that can be provided from their vested account.

## NOTE A. DESCRIPTION OF THE PLAN (Continued)

Vesting

Participants are vested in their contributions plus actual earnings thereon. The Company's contributions vest based on years of service. Participants are vested in Company contributions at 50 percent after two years of service, 75 percent after three years of service, and 100 percent after four years of service.

Notes Receivable from Participants

Participants may borrow from their fund up to a maximum of $50,000 or 50 percent of their vested benefits. All Notes Receivable are secured by the balance in the participant's account and bear interest at rates commensurate with commercial lending institution rates as determined by the Plan administrator. Principle and interest is paid ratably through payroll deductions.

Payment of Benefits

At retirement, disability, or death, a participant automatically becomes 100% vested, and may elect to receive either a lump-sum amount equal to the value of the participant's account or periodic installments as defined by the Plan. For termination of services for other reasons, a participant may receive the value of the vested interest in his or her account as defined by the Plan.

Forfeitures

Forfeitures may be used to reduce future discretionary Company contributions. Forfeitures in the amount of $44,358 were applied to Company contributions during the year ended December 31, 2012. As of December 31, 2012, outstanding forfeitures available totaled $17,601 and are included in net assets available for benefits.

Other Expenses

Certain expenses of maintaining the Plan are paid directly by the Company and are excluded from these financial statements. Fees related to the administration of notes receivable from participants are charged directly to the participant’s account and are included in administrative expenses. Investment related expenses are included in net appreciation of fair value of investments.

Subsequent Events

Plan management has evaluated subsequent events through July 31, 2013, the date the financial statements were available to be issued.

## NOTE B. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The accompanying financial statements of the Plan have been prepared on the accrual basis of accounting, and present the net assets available for benefits and changes in those net assets.

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 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 statements of net assets available for benefits present the fair value of the investment contracts as well as the adjustment of the fully benefit-responsive investment contracts from fair value to contract value. The statement of changes in net assets available for benefits is prepared on a contract value basis.

Plan Administration

The Employer is the Plan sponsor and Plan administrator. The Plan administrator is responsible for carrying out the duties imposed under ERISA.

Use of Estimates

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

Investment Valuation

The Plan's investments are stated at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants and the measurement date. See note D for discussion of fair value measurements.

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

Payment of Benefits

Benefits are recorded when paid. Included in net assets available for plan benefits at December 31, 2012 are amounts which may become payable to participants who are not active participants of the Plan.

## NOTE B. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Notes Receivable from Participants

Notes Receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent participant loans are reclassified as distributions based on the terms of the Plan document.

Concentration of Risk

The Plan investments are subject to market fluctuations and interest rate changes that may materially affect their fair value. Certain investment options could include contracts with insurance companies and other financial institutions. These contracts could impose a contract penalty on withdrawals or exchanges from the fund caused by extraordinary events.

The Plan invests, through mutual funds, in the securities of foreign companies, which involve special risks and considerations not typically associated with investing in U.S. companies. These risks include devaluation of currencies, less reliable information about issuers, different securities transaction clearance and settlement practices, and possible adverse political and economic developments.

## NOTE C. INVESTMENTS

The Trustee, Fidelity Management Trust Company, has been granted discretionary authority to invest and reinvest the assets of the trust, subject to the investment discretion of the individual participants over the Employer contributions and participant contributions.

The following investments represent 5 percent or more of the Plan's assets at December 31, 2012 and 2011, respectively:

| | 2012 | 2011 |
|---|---|---|
| Fidelity Managed Income Portfolio Fund | $ 7,403,459 | $ 7,719,983 |
| Oakmark Equity & Income | $ 2,465,267 | $ 2,385,856 |
| Spartan 500 Index Fund | $ 2,748,038 | $ 2,310,986 |
| Fidelity Capital & Income Fund | $ 1,588,120 | $ 1,537,415 |
| Fidelity Contrafund | $ 1,546,607 | ** |
| Victory Diversified Stock | ** | $ 1,339,941 |

** Represents less than 5% of net assets

## NOTE C. INVESTMENTS (Continued)

The Plan administrator has elected the method of compliance as permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under such election, the Plan administrator instructed the Plan's independent auditors not to perform any auditing procedures with respect to the information certified by Fidelity Management Trust Company, the Trustee of the Plan, as complete and accurate, except for comparing such information certified by the Trustee to information included in the Plan's financial statements and supplemental schedule.

Total investments, cash, and notes receivable from participants held and certified by Fidelity Management Trust Company, the Trustee, in the accompanying statements of net assets available for plan benefits were $28,757,806 and $25,503,175 as of December 31, 2012 and 2011, respectively. Net investment gain and interest on notes receivable from participants certified by Fidelity Management Trust Company was $2,512,779 for the year ended December 31, 2012.

During the year ended December 31, 2012, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated (depreciated) in value as follows:

| | |
|---|---|
| Mutual funds | $ 1,511,727 |
| Common stock - Self-directed brokerage account | 133,986 |
| Common collective trust - Managed income portfolio | 88,554 |
| | $ 1,734,267 |

## NOTE D. FAIR VALUE MEASUREMENTS

Financial Accounting Standards Board (FASB) *Accounting Standards Codification* (ASC 820), *Fair Value Measurements and Disclosures*, provides the framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurement) and the lowest priority to unobservable inputs (Level 3 measurement).

## NOTE D. FAIR VALUE MEASUREMENTS (Continued)

The three levels of the fair value hierarchy under FASB ASC 820 are as follows:

| | |
|---|---|
| Level 1 | Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access. |
| Level 2 | Inputs to the valuation methodology include:<br>• quoted prices for similar assets or liabilities in active markets;<br>• quoted prices for identical or similar assets or liabilities in inactive markets;<br>• inputs other than quoted prices that are observable for the asset or liability;<br>• inputs that are derived principally from or corroborated by observable market data by correlation or other means.<br>If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability. |
| Level 3 | Inputs to the valuation methodology are unobservable and significant to the fair value measurement. |

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

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2012.

*Self-directed brokerage accounts*: The self-directed brokerage accounts consist primarily of Common stocks, which are valued at the closing price reported on the active market on which the individual securities are traded.

*Mutual funds*: Valued at the quoted net asset value (NAV) of shares held by the Plan at year end.

**NOTE D. FAIR VALUE MEASUREMENTS (Continued)**

*Managed income portfolio*: The Managed Income Portfolio Fund (the 'Fund") is a fully benefit-responsive investment contract. It is a commingled pool that seeks to preserve principal while earning a competitive level of income over time. To achieve its investment objective, the Fund invests in assets (typically fixed-income securities or bond funds and may include derivative instruments such as futures contracts and swap agreements) and cash equivalents represented by shares in money market funds.

Investments are valued as of 4:00 p.m. Eastern time on the last calendar day of the period. It is the policy of the Fund to use its best efforts to maintain a stable net asset value (NAV) of $1.00 per unit; although there is no guarantee that the Fund will be able to maintain this value. The Fund uses independent pricing services approved by the Trustee of the Fund. When current market prices or quotations are not readily available or reliable, valuations may be determined in good faith in accordance with procedures adopted by the Trustee of the Fund. Factors used in determining value may include market or security specific events, changes in interest rates and credit quality. The frequency with which these procedures are used cannot be predicted and they may be utilized to a significant extent. The value used for NAV calculation under these procedures may differ from published prices for the same securities.

Debt securities, including restricted securities are valued based on evaluated prices received from independent pricing services or from dealers who make markets in such securities. For corporate bonds, U.S. government and foreign government agency obligations, pricing services utilize matrix pricing which considers yield or price of bonds of comparable quality, coupon, maturity and type as well as dealer-supplied prices.

For asset backed securities, collateralized mortgage obligations, commercial mortgage securities and U.S. government agency mortgage securities, pricing utilize matrix pricing which considers prepayment speed assumptions, attributes of the collateral, yield or price of bonds of comparable quality, coupon, maturity and types as well as dealer-supplied prices. When independent prices are unavailable or unreliable, debt securities may be valued utilizing pricing matrices which consider similar factors that would be used by independent pricing services.

## NOTE D. FAIR VALUE MEASUREMENTS (Continued)

Investments in open-end investment companies are valued at their closing net asset value each business day. Registered investment companies are categorized as Level 1 in the hierarchy and non-registered investment companies are categorized as Level 2 in the hierarchy. If an unaffiliated investment company's NAV is unavailable, shares or units of that fund may be valued by another method that Fidelity Management Trust Company believes reflects fair value in accordance with its fair value pricing policies. Short-term securities with remaining maturities of sixty days or less for which quotations are not readily available are valued at amortized cost, which approximates value.

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

The Managed income portfolio does not have any unfunded commitments relating to its investments, or any significant restrictions on participant-directed withdrawals or transfers. Participant-directed withdrawals can be made on any business day and do not have a redemption notice period.

The common collective trust investment is presented at fair value in the statements of net assets available for benefits with a separate disclosure of the adjustment to contract value. The contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The interest rate history for the contract is as follows:

| | |
|---|---|
| Contract value spot yield: | 1.35% |
| Market value spot yield: | 1.22% |

Distributions from net investment income are declared daily and reinvested monthly.

## NOTE D. FAIR VALUE MEASUREMENTS (Continued)

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2012:

| | Level 1 | Level 2 | Level 3 | Total |
|---|---|---|---|---|
| Self-directed investments: | | | | |
| Common stock | | | | |
| Investment | $ 322,811 | $ - | $ - | $ 322,811 |
| Energy and Resources | 69,059 | - | - | 69,059 |
| Science and Technology | 255,075 | - | - | 255,075 |
| Financial Institutions | 376,981 | - | - | 376,981 |
| Other | 86,241 | - | - | 86,241 |
| Total Common stock | 1,110,167 | - | - | 1,110,167 |
| Mutual funds | | | | |
| Income fund | 8,308,892 | - | - | 8,308,892 |
| Growth fund | 4,145,898 | - | - | 4,145,898 |
| Index fund | 1,372,711 | - | - | 1,372,711 |
| Int'l fund | 1,445,165 | - | - | 1,445,165 |
| Target fund | 1,576,701 | - | - | 1,576,701 |
| Mid Cap fund | 1,244,233 | - | - | 1,244,233 |
| Large Cap fund | 374,876 | - | - | 374,876 |
| Total mutual funds | 18,468,476 | - | - | 18,468,476 |
| Managed income portfolio Fund | - | 7,403,459 | - | 7,403,459 |
| Total assets at fair value | $19,578,643 | $ 7,403,459 | $ - | $26,982,102 |

## NOTE D. FAIR VALUE MEASUREMENTS (Continued)

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2011:

| | Level 1 | Level 2 | Level 3 | Total |
|---|---|---|---|---|
| Self-directed investments: | | | | |
| Common stock | | | | |
| Investment | $ 181,465 | $ - | $ - | $ 181,465 |
| Energy and Resources | 105,662 | - | - | 105,662 |
| Science and Technology | 320,972 | - | - | 320,972 |
| Financial Institutions | 223,119 | - | - | 223,119 |
| Other | 109,940 | - | - | 109,940 |
| Total Common stock | 941,158 | - | - | 941,158 |
| Mutual funds | | | | |
| Income fund | 6,078,323 | - | - | 6,078,323 |
| Growth fund | 3,176,794 | - | - | 3,176,794 |
| Index fund | 2,311,497 | - | - | 2,311,497 |
| Int'l fund | 979,408 | - | - | 979,408 |
| Target fund | 1,575,561 | - | - | 1,575,561 |
| Mid Cap fund | 997,416 | - | - | 997,416 |
| Large Cap fund | 210,713 | - | - | 210,713 |
| Total mutual funds | 15,329,712 | - | - | 15,329,712 |
| Managed income portfolio fund | - | 7,719,983 | - | 7,719,983 |
| Total assets at fair value | $16,270,870 | $ 7,719,983 | $ - | $ 23,990,853 |

## NOTE E. PARTY IN INTEREST TRANSACTIONS

During the year ended December 31, 2012, there were transactions involving participant loans and investment of Plan assets in investment funds maintained by the Plan's trustee or its affiliates. These transactions are considered parties-in-interest as defined in Section 3(14) of ERISA for which a statutory exemption exists.

## NOTE F. PLAN TERMINATION

Although it has not expressed any intent to do so, the Company has the right under the Plan document to terminate the Plan at any time subject to the provisions of ERISA. In the event of Plan termination, participants become fully vested in their accounts.

## NOTE G. INCOME TAX STATUS

The Employer adopted a volume submitter document, which received a favorable opinion letter from the Internal Revenue Service (IRS) on March 31, 2008, which stated that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code. Although the Plan has been amended since receiving the opinion letter, the Plan administrator believes that the Plan is currently being operated in compliance with the applicable requirements of the Internal Revenue Code. Therefore, no provision for income taxes has been included in the Plan's financial statements. Administration errors, if any, that are insignificant or operational in nature, are handled by the Plan administrator in accordance with applicable IRS correction policies.

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 December 31, 2009.

## NOTE H. RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

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

| | 2012 | 2011 |
|---|---|---|
| Net assets available for benefits per the financial statements | $ 28,545,704 | $ 25,290,937 |
| Adjustment from fair value to contract value for fully benefit-responsive investment contracts | 211,867 | 190,405 |
| Refundable excess contribution | 235 | 21,833 |
| Net assets available for benefits per the 5500 | $ 28,757,806 | $ 25,503,175 |

## NOTE H. RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500 (Continued)

The following is a reconciliation of net decrease per the financial statements for the year ended December 31, 2012 to Form 5500:

| | |
|---|---|
| Net increase per financial statements | $ 3,254,767 |
| Adjustment from fair value to contract value for fully benefit-responsive investment contracts for 2012 | 211,867 |
| Refundable excess contribution for 2012 | 235 |
| Adjustment from fair value to contract value for fully benefit-responsive investment contracts for 2011 | (190,405) |
| Refundable excess contribution for 2011 | (21,833) |
| Net increase per Form 5500 | $ 3,254,631 |

SCHEDULES FURNISHED PURSUANT
TO DOL REQUIREMENTS UNDER ERISA
FOR THE YEAR ENDED DECEMBER 31, 2012

SUNRIDER INTERNATIONAL RETIREMENT SAVINGS PLAN

Plan Number: 001 EIN: 87-0333784

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

As of December 31, 2012

| ( a ) | (b) | ( c ) | (d) | (e) |
|---|---|---|---|---|
| | Identity of issuer, borrower, lessor, or similar party | Description of investment including maturity date, rate of interest, collateral, par or maturity value | Cost | Current value |
| | ABF | Large Cap Value Inv | ** | $ 374,876 |
| | Artisan Fund | Artisan Mid Cap Value | ** | 893,788 |
| | Bankers Trust Fund | Spartan Ext Market Index | ** | 673 |
| | Bankers Trust Fund | Spartan 500 Index | ** | 484 |
| | Bankers Trust Fund | Spartan Ext Mkt Idx Adv | ** | 24,103 |
| | Bankers Trust Fund | Spartan 500 Index Adv | ** | 2,748,038 |
| | Bankers Trust Fund | Spartan Sm Cap Idx Adv | ** | 24,256 |
| | Columbia Management | Acorn International Z | ** | 35,009 |
| | Columbia Management | Mid Cap Growth Z | ** | 350,445 |
| * | Fidelity Investments | Brokeragelink (Self-directed) | ** | 1,047,035 |
| * | Fidelity Investments | Brokeragelink (Self-directed) Units | ** | 63,132 |
| * | Fidelity Investments | RS Partners A | ** | 881,078 |
| * | Fidelity Investments | Invs Devlp Mkts Inst | ** | 140,336 |
| * | Fidelity Investments | Contrafund | ** | 1,546,607 |
| * | Fidelity Investments | Capital & Income | ** | 1,588,120 |
| * | Fidelity Investments | Government Income | ** | 1,293,911 |
| * | Fidelity Investments | International Discovery Fund | ** | 1,119,951 |
| * | Fidelity Investments | Capital Appreciation Fund | ** | 574,661 |
| * | Fidelity Investments | Freedom Income Fund | ** | 25,374 |
| * | Fidelity Investments | Freedom 2000 Fund | ** | 1,656 |
| * | Fidelity Investments | Freedom 2010 Fund | ** | 177,990 |
| * | Fidelity Investments | Freedom 2020 Fund | ** | 239,705 |
| * | Fidelity Investments | Freedom 2030 Fund | ** | 192,681 |
| * | Fidelity Investments | Managed Income Portfolio | ** | 7,403,459 |
| * | Fidelity Investments | Freedom 2040 Fund | ** | 127,281 |
| * | Fidelity Investments | Freedom 2005 Fund | ** | 239 |
| * | Fidelity Investments | Freedom 2015 Fund | ** | 334,046 |
| * | Fidelity Investments | Freedom 2025 Fund | ** | 217,157 |
| * | Fidelity Investments | Freedom 2035 Fund | ** | 56,761 |
| * | Fidelity Investments | Freedom 2045 Fund | ** | 29,237 |
| * | Fidelity Investments | Freedom 2050 Fund | ** | 174,574 |
| | Oakmark Fund | Oakmark Equity & Income I | ** | 2,465,267 |
| | Pimco | Pimco Total Return Adm | ** | 1,014,286 |
| | Vanguard Funds | Total International Stock Index | ** | 116,245 |
| | Vanguard Funds | Intermediate Bond Index Signal | ** | 125,467 |
| | Vanguard Funds | Short-Term Bond Index Signal | ** | 107,209 |
| | Vanguard Funds | Total Bond Market Signal | ** | 143,770 |
| | Sentinel Investments | Sentinel Common Stock 1 | ** | 1,323,195 |
| | | Total Investments | | 26,982,102 |
| * | Fidelity Investments | Brokeragelink (Self-directed) Cash | ** | 778,303 |
| * | Participants Loans | 3.25% to 8.25% | -0- | 997,401 |
| | | Total Net Assets | | $ 28,757,806 |

* Represents a party in interest (Trustee).

** Cost omitted for participant directed investments