

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

Part II	Basic Plan Information —enter all requested information				
1a Name of plan <u>AINSWORTH PET NUTRITION PROFIT SHARING/401(K) PLAN</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>001</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>10/25/1961</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>001</u>	1c Effective date of plan <u>10/25/1961</u>	
1b Three-digit plan number (PN) ▶	<u>001</u>				
1c Effective date of plan <u>10/25/1961</u>					
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>AINSWORTH PET NUTRITION, INC.</u> <u>984 WATER STREET</u> <u>MEADVILLE, PA 16335</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>25-1235222</u></td> </tr> <tr> <td>2c Sponsor's telephone number <u>814-724-7710</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>311110</u></td> </tr> </table>	2b Employer Identification Number (EIN) <u>25-1235222</u>	2c Sponsor's telephone number <u>814-724-7710</u>	2d Business code (see instructions) <u>311110</u>	
2b Employer Identification Number (EIN) <u>25-1235222</u>					
2c Sponsor's telephone number <u>814-724-7710</u>					
2d Business code (see instructions) <u>311110</u>					

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

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

SIGN HERE	Filed with authorized/valid electronic signature. Signature of plan administrator	<u>09/11/2013</u> Date	<u>JOY SHERRY</u> 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 AINSWORTH PET NUTRITION, INC. 984 WATER STREET MEADVILLE, PA 16335		3b Administrator's EIN 25-1235222
		3c Administrator's telephone number 814-724-7710
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		5 489
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	424
b Retired or separated participants receiving benefits.....	6b	6
c Other retired or separated participants entitled to future benefits.....	6c	88
d Subtotal. Add lines 6a , 6b , and 6c	6d	518
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	0
f Total. Add lines 6d and 6e	6f	518
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	498
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	89
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)		7
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2E 2F 2G 2J 2K 2R 2T 3D		
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:		
9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor		9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)		
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2012
		This Form is Open to Public Inspection.

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

A Name of plan AINSWORTH PET NUTRITION PROFIT SHARING/401(K) PLAN	B Three-digit plan number (PN) ▶ 001
C Plan sponsor's name as shown on line 2a of Form 5500 AINSWORTH PET NUTRITION, INC.	D Employer Identification Number (EIN) 25-1235222

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
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 65 71 60	RECORDKEEPER	2441	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

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

RBC WEALTH MGMT A DIV OF RBC CAP MK

41-1416330

(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?
61	ADVISOR	0	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
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.	
DREYFUS S&P 500 INDX - DREYFUS TRAN 13-2614959	0.15%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
HARBOR CAP APPR INST - PRINCIPAL SH P.O. BOX 804660 CHICAGO, IL 60680-4108	0.10%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
INVS ASIA PAC GR A - INVESCO CANADA 98-0557567	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.	
MFS INTL NEW DISC R3 - MFS SERVICE 04-2865649	0.25%	
(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.	
PERKINS MID CP VAL S - JANUS SERVIC 43-1804048	0.25%	
(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.	
PIM TOTAL RETURN A - BOSTON FINANCI P.O. BOX 8480 BOSTON, MA 02266	0.25%	

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation PIONEER FNDML VAL A - PIONEER INVES 04-2890696		
(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. 0.35%		
(a) Enter service provider name as it appears on line 2 FIDELITY INVESTMENTS INSTITUTIONAL		
(b) Service Codes (see instructions) 60		
(c) Enter amount of indirect compensation 0		
(d) Enter name and EIN (address) of source of indirect compensation RS PARTNERS A - BOSTON FINANCIAL DA P.O. BOX 8480 BOSTON, MA 02266		
(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. 0.25%		
(a) Enter service provider name as it appears on line 2 FIDELITY INVESTMENTS INSTITUTIONAL		
(b) Service Codes (see instructions) 60		
(c) Enter amount of indirect compensation 0		
(d) Enter name and EIN (address) of source of indirect compensation TRP EQUITY INCOME R - T. ROWE PRICE 52-2269240		
(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. 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
RBC WEALTH MGMT A DIV OF RBC CAP MK	61	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.	
PIONEER FNDML VAL A - PIONEER FUNDS 04-3042318	\$0-<\$50M=0.50% \$50M+=0.25%	
(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.	

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

A Name of plan <u>AINSWORTH PET NUTRITION PROFIT SHARING/401(K) PLAN</u>	B Three-digit plan number (PN)	<u>001</u>
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>AINSWORTH PET NUTRITION, INC.</u>	D Employer Identification Number (EIN) <u>25-1235222</u>	

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)
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a Name of MTIA, CCT, PSA, or 103-12 IE: <u>FA STABLE VALUE</u>		
b Name of sponsor of entity listed in (a): <u>FIDELITY MANAGEMENT TRUST COMPANY</u>		
c EIN-PN <u>04-3022712-026</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>9018483</u>
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
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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
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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
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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 AINSWORTH PET NUTRITION PROFIT SHARING/401(K) PLAN	B Three-digit plan number (PN) ►	001
C Plan sponsor's name as shown on line 2a of Form 5500 AINSWORTH PET NUTRITION, INC.	D Employer Identification Number (EIN) 25-1235222	

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	444	0
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	22342	13890
(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)	3780731	3656168
(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)	861721	1020022
(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)	8224	4490
(9) Value of interest in common/collective trusts.....	1c(9)	7312627	9018483
(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)	26504615	28294955
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	38490704	42008008

Liabilities

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

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	38490704	42008008
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Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	512804	
(B) Participants	2a(1)(B)	1575592	
(C) Others (including rollovers)	2a(1)(C)	27531	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		2115927
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	382	
(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)	610	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		992
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)	20879	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	626111	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		646990
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	1513352	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	1460299	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		53053
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)	23091	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		23091

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		161817
(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)		3286685
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		6288555

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	2770318	
(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)		2770318
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	933	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		933
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		2771251

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		3517304
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: MALIN BERGQUIST & COMPANY

(2) EIN: 25-1249913

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

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

Part IV Compliance Questions

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

During the plan year:

a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....

b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.).....

	Yes	No	Amount
4a		X	
4b		X	

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

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

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

5b(1) Name of plan(s)

5b(2) EIN(s)	5b(3) PN(s)

Part V Trust Information (optional)

6a Name of trust

6b Trust's EIN

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2012 This Form is Open to Public Inspection.
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For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan <u>AINSWORTH PET NUTRITION PROFIT SHARING/401(K) PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>AINSWORTH PET NUTRITION, INC.</u>	D Employer Identification Number (EIN) <u>25-1235222</u>

Part I	Distributions
---------------	----------------------

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>04-6568107</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	

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

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

Part III	Amendments
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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.
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10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?.....	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.).....	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

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

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

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

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

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

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

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

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

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

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

- a** Enter the percentage of plan assets held as:
 Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%
- b** Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more
- c** What duration measure was used to calculate line 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify): _____



Malin, Bergquist & Company, LLP

CERTIFIED PUBLIC ACCOUNTANTS & BUSINESS ADVISORS

Independent Auditors' Report

Profit Sharing 401(k) Committee
Ainsworth Pet Nutrition, Inc. Profit Sharing 401(k) Plan
Meadville, Pennsylvania

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the Ainsworth Pet Nutrition, Inc. Profit Sharing 401(k) Plan, which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 5, which was certified by Fidelity Management Trust Company, the Trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the Plan Administrator that the Trustee holds the Plan's investment assets and executes investment transactions. The Plan Administrator has obtained 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

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

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

The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Malin, Bergquist & Company, LLP

Erie, Pennsylvania
July 25, 2013

Ainsworth Pet Nutrition, Inc.
Profit Sharing 401(k) Plan

Financial Statements and Supplemental Schedule

December 31, 2012 and 2011

Ainsworth Pet Nutrition, Inc. Profit Sharing 401(k) Plan
Financial Statements and Supplemental Schedule
December 31, 2012 and 2011
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Note: Other schedules required by Section 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted, because they are not applicable.



Malin, Bergquist & Company, LLP

CERTIFIED PUBLIC ACCOUNTANTS & BUSINESS ADVISORS

Independent Auditors' Report

Profit Sharing 401(k) Committee
Ainsworth Pet Nutrition, Inc. Profit Sharing 401(k) Plan
Meadville, Pennsylvania

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the Ainsworth Pet Nutrition, Inc. Profit Sharing 401(k) Plan, which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 5, which was certified by Fidelity Management Trust Company, the Trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the Plan Administrator that the Trustee holds the Plan's investment assets and executes investment transactions. The Plan Administrator has obtained 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

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

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

The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Malin, Bergquist & Company, LLP

Erie, Pennsylvania
July 25, 2013

Ainsworth Pet Nutrition, Inc. Profit Sharing 401(k) Plan
Statements of Net Assets Available for Benefits
December 31, 2012 and 2011

<i>ASSETS</i>	<u>2012</u>	<u>2011</u>
Non interest-bearing cash accounts	\$ <u>-</u>	\$ <u>444</u>
Investments, at fair value:		
Interest bearing cash accounts	3,656,167	3,780,731
Mutual funds	28,294,955	26,504,615
Corporate stock - common	1,020,022	861,721
Collective trust fund	<u>9,018,483</u>	<u>7,312,627</u>
Total investments	<u>41,989,627</u>	<u>38,459,694</u>
Receivables:		
Employer contributions receivable	13,890	22,342
Notes receivable from participants	<u>4,490</u>	<u>8,224</u>
Total receivables	<u>18,380</u>	<u>30,566</u>
Net assets available for plan benefits at fair value	42,008,007	38,490,704
Adjustment from fair value to contract value for investment in fully benefit-responsive investment contract	<u>(302,041)</u>	<u>(233,451)</u>
Net assets available for benefits	<u><u>\$ 41,705,966</u></u>	<u><u>\$ 38,257,253</u></u>

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

Ainsworth Pet Nutrition, Inc. Profit Sharing 401(k) Plan
Statements of Changes in Net Assets Available for Benefits
Years Ended December 31, 2012 and 2011

	<u>2012</u>	<u>2011</u>
Investment income (loss):		
Net appreciation (depreciation) in fair value of investments:		
Mutual funds	\$ 3,286,684	\$ (1,405,524)
Collective trust fund	93,227	76,635
Corporate stock - common	76,144	(129,677)
Interest and dividend income	<u>647,982</u>	<u>573,488</u>
Total investment income (loss)	<u>4,104,037</u>	<u>(885,078)</u>
Contributions:		
Employer	512,804	655,078
Participant	1,575,592	1,614,452
Participant rollover	<u>27,531</u>	<u>59,863</u>
Total contributions	<u>2,115,927</u>	<u>2,329,393</u>
Total additions	<u>6,219,964</u>	<u>1,444,315</u>
Benefits paid directly to participants	2,770,318	2,145,483
Administrative expenses	<u>933</u>	<u>732</u>
Total deductions	<u>2,771,251</u>	<u>2,146,215</u>
Change in net assets	3,448,713	(701,900)
Transfer in	-	1,697,696
Net assets available for benefits at beginning of year	<u>38,257,253</u>	<u>37,261,457</u>
Net assets available for benefits at end of year	<u><u>\$ 41,705,966</u></u>	<u><u>\$ 38,257,253</u></u>

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

Ainsworth Pet Nutrition, Inc. Profit Sharing 401(k) Plan
Notes to Financial Statements
December 31, 2012 and 2011

1. **Plan Description**

The following description of the Ainsworth Pet Nutrition, Inc. Profit Sharing 401(k) Plan (the Plan) provides only general information. Participants should refer to the Plan Agreement for a more complete description of the Plan's provisions.

General

The Plan is a profit sharing and a salary deferral plan. The profit sharing portion covers all employees of Ainsworth Pet Nutrition, Inc. (the Company) who have completed one year of service and have attained twenty-one years of age. Eligible employees who have completed sixty days of service are eligible to participate in the salary deferral feature of the Plan. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Administration

The Plan is administered by a committee appointed by the Plan Sponsor. The duties of the committee include interpretation of the Plan Agreement, determination of benefits due participants, and authorization of disbursements from the fund.

Contributions

For each year in which the Company has net profits or accumulated net profits, the Company may make a profit sharing contribution to the Plan, as determined annually by the Company's board of directors.

The Company makes matching contributions to participants equal to 1% for the first 1% of elective deferrals and 0.5% for each 1% of elective deferrals thereafter, up to a maximum of 3.5%. Participants are eligible for the matching contribution after 60 days of service. Management calculates the employer match each pay period based upon current deferral percentage. At the end of the year, management averages the deferral percentage for the entire year to ensure that participants receive the full amount of employer match to which they are entitled. This additional deposit is contributed into the Plan after year end.

Each participant may elect to defer, on a pretax basis or as a Roth deferral, up to 60% of their eligible compensation, subject to the limitations set by the Internal Revenue Service. Participants are automatically enrolled at a deferral rate of 3% when they meet the eligibility requirements of the Plan, unless they elect a different percentage or elect not to contribute. The deferral rate for these participants will automatically increase by 1% each year until a rate of 6% is reached, unless the participants elect otherwise.

A participant may elect to have their account invested in one or more of the investment funds established by the Trustee of the Plan.

Investment Options

All participant account balances in the Plan are maintained in a trust fund managed by Fidelity Management Trust Company (the Trustee). The Plan offers various mutual funds (fixed and equity), a money market fund, a self-directed brokerage fund, and a collective trust fund as the investment options available to participants. All contributions are invested at the direction of the participants.

Ainsworth Pet Nutrition, Inc. Profit Sharing 401(k) Plan
Notes to Financial Statements
December 31, 2012 and 2011

1. **Plan Description (Continued)**

Participant Accounts

A separate account is maintained for each participant. Net investment income (loss) is comprised of interest income, dividend income, and net appreciation (depreciation) in fair value of investments and is allocated daily to each participant's account, on a proportional basis according to account balances, so that each account bears its proportionate share of income or loss. Employer profit-sharing contributions are allocated to each participant based on each participant's compensation to total compensation of all participants during the year.

Vesting

Participants are immediately vested in their voluntary contributions plus actual earnings thereon. Vesting in the Company's profit sharing portion of participant accounts, plus actual earnings thereon, is based on years of service. A participant is 20% vested in profit sharing contributions after two years, 40% vested after three years, 60% vested after four years, and 100% vested after five years. Vesting in the Company's matching portion of participant accounts, plus actual earnings thereon, is 100% after two years of service.

Forfeitures

Forfeited nonvested accounts are used by the Company to reduce its contributions. Terminating participants of the Plan forfeited balances of \$121,426 and \$71,413 during the years ended December 31, 2012 and 2011, respectively. Total unallocated accumulated forfeiture account balances at December 31, 2012 and 2011 were \$514 and \$0, respectively.

Benefit Payments

On termination of service or retirement, a participant may elect to receive either a lump-sum amount equal to the value of his or her account or periodic installments over a period of years. Account balances of \$1,000 or less may be distributed to participants without their consent. Employees who reach the age of 59½ may withdraw all or a portion of their vested account balance while still employed. Employees who reach the later of age 55 or five years of service may withdraw all or a part of their vested balance; however, these funds may be subject to penalties unless the beneficiary elects to roll them into a qualified retirement account. Hardship withdrawals for financial needs, as defined in the Plan, are available to participants while currently employed.

Loans to Participants

Participant loans are not generally allowed by the Plan. However, as of January 1, 2011, the assets of the former employee benefit plan of the Company's Dumas, Arkansas location were merged into the Plan. At the time of the merger, there were participant loans included in the assets of the former plan. These loans will be included in the Plan's assets until they have been repaid. No new loans will be issued.

Expenses

The Plan Sponsor pays significant costs of the Plan.

Ainsworth Pet Nutrition, Inc. Profit Sharing 401(k) Plan
Notes to Financial Statements
December 31, 2012 and 2011

2. **Significant Accounting Policies**

Basis of Accounting

The financial statements of the Plan have been prepared on the accrual basis of accounting in conformity with accounting principles generally accepted in the United States of America (GAAP). A summary of the Plan's significant accounting policies consistently applied follows.

Valuation of Investments

Under the terms of a trust agreement between Fidelity Management Trust Company (the Trustee) and the Company, the Trustee administers a trust fund on behalf of the Plan. The value of the investments and changes therein of this trust have been reported to the Plan by the Trustee.

Shares of mutual funds and common stock are reported at fair value as determined based on quoted market prices. Plan interests in collective trust funds are stated at fair value as determined based on quoted redemption prices, with a corresponding adjustment to contract value for investment contracts that are deemed to be fully benefit-responsive. Contract value represents contributions made under the contract plus earnings on the underlying investments, less Plan withdrawals and administrative expenses.

Use of Estimates

The preparation of financial statements in conformity with GAAP requires the Plan Administrator to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Risk and Uncertainties

Investment securities are exposed to various risks, such as interest rates, market fluctuations and credit conditions. Due to the level of risk associated with certain investment securities and the level of uncertainty related to changes in the value of investment securities, it is at least reasonably possible that changes in risks in the near term would materially affect participants' account balances and the amounts reported in the Statements of Net Assets Available for Benefits and the Statements of Changes in Net Assets Available for Benefits.

Valuation of Investments and Related Income

Fully benefit-responsive 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 a defined contribution plan's net assets available for plan benefits, which is attributable to fully benefit-responsive investment contracts, as contract value is the amount participants would receive if they were to initiate permitted transactions, including participant-directed transfers, under the terms of the Plan.

Ainsworth Pet Nutrition, Inc. Profit Sharing 401(k) Plan
Notes to Financial Statements
December 31, 2012 and 2011

2. **Significant Accounting Policies (Continued)**

Valuation of Investments and Related Income (Continued)

One of the investment options offered by the Plan, the Fidelity Stable Value Fund, a collective trust fund, is a commingled pool that invests in (i) investment contracts issued by insurance companies and other financial institutions, (ii) fixed income securities, and (iii) money market funds. Investment contracts have been presented in the financial statements at fair value, with a corresponding adjustment to contract value, because such investments are deemed to be fully benefit-responsive in that they provide that trust participants may make withdrawals, or transfer all of or a portion of their account balance at contract value during the term of the contract. Contract value represents contributions made under the contract, plus earnings on the underlying investments, less participant withdrawals and administrative expenses. Accordingly, the Statements of Net Assets Available for Benefits present such investments at fair value, with a corresponding adjustment to contract value. The Statements of Changes in Net Assets Available for Benefits are prepared on the contract value basis.

Realized gains and losses on investment transactions are recorded as the difference between proceeds received and the beginning of the year fair market value, or cost if acquired during the year, of the respective investments sold. Net unrealized appreciation or depreciation in the fair market value of investments is recorded as the change between the fair market value of investments at the end of the year and the beginning of the year, or cost if acquired during the year. Both realized and unrealized gains (losses) are reported in the financial statements as net appreciation (depreciation) in fair value of investments.

Payments of Benefits

Benefits are recorded when paid.

Notes Receivable from Participants

The Plan reports notes receivable from participants at amortized cost which approximates fair value. Interest income is recognized monthly throughout the term of the notes receivable.

3. **Plan Termination**

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants would become 100% vested in their employer contributions.

4. **Income Tax Status**

The Plan obtained an opinion letter, dated October 9, 2003, in which the Internal Revenue Service (IRS) stated the Plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code (IRC). The Plan is required to operate in conformity with the IRC to maintain its qualification. The Plan Administrator believes the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC and, therefore, believes the Plan, as amended and restated, is qualified and the related trust is tax-exempt.

Ainsworth Pet Nutrition, Inc. Profit Sharing 401(k) Plan
Notes to Financial Statements
December 31, 2012 and 2011

5. **Summary of Financial Data Certified by the Trustee**

The Plan Administrator has elected the method of compliance permitted by Section 2520.103-8 of the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under such election, all investment information disclosed in the accompanying financial statements and schedule, including investments held at December 31, 2012 and 2011 and net realized and unrealized appreciation (depreciation) in fair value of investments, interest, and dividend income, and purchase fees for the years ended December 31, 2012 and 2011 were obtained or derived from information supplied to the Plan Administrator and certified as complete and accurate by the Trustee, Fidelity Management Trust Company.

The Trustee has certified the following investment information by type as of December 31, 2012 and 2011:

	<u>2012</u>	<u>2011</u>
Cash and cash equivalents	\$ 3,656,167	\$ 3,781,175
Mutual funds	28,294,955	26,504,615
Corporate stock - common	1,020,022	861,721
Collective trust fund at contract value	<u>8,716,442</u>	<u>7,079,176</u>
Total certified investments	<u>\$ 41,687,586</u>	<u>\$ 38,226,687</u>

The Trustee also certified to the completeness and accuracy of \$3,456,055 and \$(1,458,566) of net appreciation (depreciation) in fair market value of investments and \$647,982 and \$573,488 of interest and dividend income related to the aforementioned investments for the years ended December 31, 2012 and 2011, respectively.

6. **Investments**

The following presents investments, at fair value, which exceeded 5% of the Plan's net assets available for benefits at December 31, 2012:

	<u>2012</u>
Fidelity Stable Value Fund	\$ 9,018,483
Fidelity Equity Growth A	4,486,780
Fidelity Treasury Fund	3,433,220
Fidelity Mid Cap A Fund	3,000,729
Blackrock International Opportunities	2,515,508
Fidelity High Income A Fund	2,464,647
PIMCO Total Return A	2,175,412

Ainsworth Pet Nutrition, Inc. Profit Sharing 401(k) Plan
Notes to Financial Statements
December 31, 2012 and 2011

6. **Investments (Continued)**

The following presents investments, at fair value, which exceeded 5% of the Plan's net assets available for benefits at December 31, 2011:

	<u>2011</u>
Fidelity Stable Value Fund	\$ 7,312,627
Fidelity Equity Growth A	4,577,745
Fidelity Treasury Fund	3,595,112
Fidelity Mid Cap A Fund	2,747,878
Blackrock International Opportunities	2,562,105
Fidelity High Income A Fund	2,178,399

Fully Benefit-Responsive Contracts

The Fidelity Advisor Stable Value Fund (the Fund) is a fully benefit-responsive contract. "Fully benefit-responsive" is a term used to describe a contract that satisfies the requirements for contract value accounting as described in FSP AAG INV-1 and FSP SOP 94-4-1. Generally, the term "fully-benefit responsive" describes the contract's guarantee that (1) the crediting rate provided under the contract will not fall below zero and (2) participant-initiated withdrawals from the fund will be covered at contract value.

The existence of certain conditions can limit the Fund's ability to transact at contract value with the issuers of its investment contracts. Any event outside the normal operation of the Fund, which causes a withdrawal from an investment contract, may result in a negative market value adjustment with respect to such withdrawal. Examples of such events include, but are not limited to, partial or complete termination of the Fund or liquidation by a significant unit holder, tax disqualification of the Fund or a significant unit holder, and certain Fund amendments if issuers' consent is not obtained. As of December 31, 2012, the Fund Administrator believes that the occurrence of an event outside the normal operation of the Fund is not considered to be probable. In addition to the limitations noted above, issuers of investment contracts have certain rights to terminate a contract and settle at an amount that differs from the contract value. Synthetic investment contracts may also provide issuers with the right to reduce contract value in the event an underlying security suffers a credit event or the right to terminate the contract in the event certain investment guidelines are materially breached and not cured. The Fund Administrator believes that it is not probable that events may occur that will limit the ability of the Fund to transact at contract values with the issuer.

The average yield earned by the Fund was calculated by dividing the annualized one-day GAAP earnings of the Fund's investments at December 31, 2012 (irrespective of the interest rate credited to unit holders in the Fund) by the fair value of the Fund's investments on that date. The average yield earned by the Fund for December 31, 2012 and 2011 was 1.69% and 1.74%, respectively. The average yield earned by the Fund, as adjusted to reflect the actual interest rate credited to unit holders, was calculated by dividing the annualized one-day earnings credited to unit holders on December 31, 2012 by the fair value of the Fund's investments on that date. The average yield credited to unit holders for the Fund at December 31, 2012 and 2011 was 1.11% and 1.26%, respectively.

Ainsworth Pet Nutrition, Inc. Profit Sharing 401(k) Plan
Notes to Financial Statements
December 31, 2012 and 2011

7. **Fair Value Measurements**

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

The three levels of the fair value hierarchy under FASB ASC 820 are described below:

- *Level 1* – Inputs to the valuation methodology are quoted prices available in active markets for identical investments as of the reporting date;
- *Level 2* – Inputs to the valuation methodology include: 1) Quoted prices for similar assets or liabilities in active markets, 2) Quoted prices for identical or similar assets or liabilities in inactive markets, 3) Inputs other than quoted prices that are observable for the asset or liability, and 4) Inputs that are derived principally from or corroborated by observable market data by correlation or other means.
- *Level 3* – Inputs to the valuation methodology are unobservable inputs in situations where there is little or no market activity for the asset or liability, and the reporting entity makes estimates and assumptions related to the pricing of the asset or liability including assumptions regarding risk.

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

The following is a description of the valuation methodologies used for the Plan's assets measured at fair value:

- *Money Market Funds* – These investments are public investment vehicles valued using \$1 for the net asset value (NAV).
- *Common Stocks* – These investments are valued primarily on the basis of the market quotations or official closing prices as of the close of business of various stock exchanges.
- *Mutual Funds* – These investments are public investment vehicles valued using the Net Asset Value (NAV) provided by the administrator of the fund. The NAV is based on the value of the underlying assets owned by the fund, minus its liabilities, and then divided by the number of shares outstanding. The value of the underlying assets is based on quoted prices in active markets.
- *Collective Trust Funds* – The fund is valued daily based upon a blend of the contract's rate of return and the liquidity component's daily mil rate for income accretion.

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

Ainsworth Pet Nutrition, Inc. Profit Sharing 401(k) Plan
Notes to Financial Statements
December 31, 2012 and 2011

7. **Fair Value Measurements (Continued)**

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

Assets at Fair Value as of December 31, 2012

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Money market funds	\$ -	\$ 3,656,167	\$ -	\$ 3,656,167
Common stocks	1,030,045	-	-	1,030,045
Mutual funds				
Index funds	1,690,000	-	-	1,690,000
Balanced funds	5,580,667	-	-	5,580,667
Growth funds	13,576,740	-	-	13,576,740
Fixed income funds	2,675,856	-	-	2,675,856
Blended funds	3,133,549	-	-	3,133,549
Other funds	1,628,120	-	-	1,628,120
Collective trusts	-	9,018,483	-	9,018,483
Total investments at fair value	<u>\$ 29,314,977</u>	<u>\$ 12,674,650</u>	<u>\$ -</u>	<u>\$ 41,989,627</u>

Assets at Fair Value as of December 31, 2011

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Money market	\$ -	\$ 3,781,175	\$ -	\$ 3,781,175
Common stocks	861,745	-	-	861,745
Mutual funds				
Index funds	1,597,351	-	-	1,597,351
Balanced funds	4,663,358	-	-	4,663,358
Growth funds	14,624,308	-	-	14,624,308
Fixed income funds	1,458,658	-	-	1,458,658
Blended funds	2,852,882	-	-	2,852,882
Other funds	1,308,034	-	-	1,308,034
Collective trusts	-	7,312,627	-	7,312,627
Total investments at fair value	<u>\$ 27,366,336</u>	<u>\$ 11,093,802</u>	<u>\$ -</u>	<u>\$ 38,460,138</u>

Ainsworth Pet Nutrition, Inc. Profit Sharing 401(k) Plan
Notes to Financial Statements
December 31, 2012 and 2011

8. **Party-in-Interest Transactions**

Almost all Plan investments represent shares of mutual funds managed by Fidelity Management Trust Company. Fidelity Management Trust Company is the Trustee recordkeeper of the Plan. Therefore, these transactions qualify as party-in-interest transactions, which are exempt from the prohibited transaction rules. Administrative fees paid by the Plan to Fidelity Management Trust Company amounted to \$933 and \$732 for the years ended December 31, 2012 and 2011, respectively.

9. **Plan Merger**

Plan participants' investment account balances in the Arkat Nutrition, Inc. 401(k) Plan, totaling \$1,697,696, were liquidated, and the cash and participant loans were transferred into the Ainsworth Pet Nutrition, Inc. Plan. As a result of the merger, these participants were eligible to participate in the Plan, effective January 1, 2011.

10. **Subsequent Events**

The Plan has evaluated their December 31, 2012 financial statements for subsequent events through July 25, 2013, the date the financial statements were available to be issued. The Plan is not aware of any subsequent events which would require recognition or disclosure in the financial statements.

11. **Reconciliation of Financial Statements to Schedule H of Form 5500**

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

	<u>2012</u>	<u>2011</u>
Net assets available for benefits per the financial statements	\$ 41,705,966	\$ 38,257,253
Plus:		
Adjustment from fair value to contract value for fully benefit-responsive investment contracts held by collective trust fund	<u>302,041</u>	<u>233,451</u>
Net assets available for benefits per Schedule H of Form 5500	<u>\$ 42,008,007</u>	<u>\$ 38,490,704</u>

Ainsworth Pet Nutrition, Inc. Profit Sharing 401(k) Plan
Notes to Financial Statements
December 31, 2012 and 2011

11. **Reconciliation of Financial Statements to Schedule H of Form 5500 (Continued)**

The following is a reconciliation of the net increase (decrease) in the Statements of Changes in Net Assets Available for Benefits per the financial statements for the years ended December 31, 2012 and 2011 to net income per Schedule H of Form 5500:

	<u>2012</u>	<u>2011</u>
Changes in net assets available for benefits per the financial statements	\$ 3,448,713	\$ (701,900)
Less:		
Previous year's adjustment from fair value to contract value for fully benefit-responsive investment contracts held by collective trust fund	(233,451)	(107,024)
Plus:		
Current year's adjustment from fair value to contract value for fully benefit-responsive investment contracts held by collective trust fund	<u>302,041</u>	<u>233,451</u>
Net income per Schedule H of Form 5500	<u>\$ 3,517,303</u>	<u>\$ (575,473)</u>

Ainsworth Pet Nutrition, Inc. Profit Sharing 401(k) Plan
Schedule H, Line 4i – Schedule of Assets (Held at End of Year)
Employer Identification Number 25-1235222
Plan Number 001
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
*	Fidelity Investments	Fidelity Treasury Fund	\$ **	\$ 3,433,220
*	Fidelity Investments	Fidelity Cash Reserves	**	222,947
	Dreyfus Corporation	Dreyfus S & P 500 Fund	**	1,690,000
	PIMCO	PIMCO Total Return A	**	2,175,412
	Invesco	Invesco Asia Pacific Growth A	**	352,359
	R S Investments	R S Partners	**	1,054,566
	T. Rowe Price Group, Inc.	T. Rowe Price Equity Income R	**	1,291,636
	Blackrock, Inc.	Blackrock International Opportunities	**	2,515,508
	American Century Investments	American Century Inflation Adj Bond A	**	378,567
	MFS Investment Management	MFS International New Discovery R3	**	56,259
	Janus Investments	Perkins Mid Cap Value S	**	68,045
*	Fidelity Investments	Fidelity Technology A	**	897,194
*	Fidelity Investments	Fidelity Equity Growth A	**	4,486,780
*	Fidelity Investments	Fidelity Balanced A Fund	**	940,608
*	Fidelity Investments	Fidelity Mid Cap A Fund	**	3,000,729
*	Fidelity Investments	Fidelity High Income A Fund	**	2,464,647
*	Fidelity Investments	Fidelity Strategic Income A	**	314,401
*	Fidelity Investments	Fidelity Interim Bond A Fund	**	1,069,819
*	Fidelity Investments	Fidelity Dividend Growth A Fund	**	608,084
*	Fidelity Investments	Fidelity Freedom 2005 A Fund	**	836
*	Fidelity Investments	Fidelity Freedom 2010 A Fund	**	29,882
*	Fidelity Investments	Fidelity Freedom 2020 A Fund	**	483,739
*	Fidelity Investments	Fidelity Freedom 2025 A Fund	**	580,933
*	Fidelity Investments	Fidelity Freedom 2030 A Fund	**	281,495
*	Fidelity Investments	Fidelity Freedom 2035 A Fund	**	443,761
*	Fidelity Investments	Fidelity Freedom 2040 A Fund	**	328,899
*	Fidelity Investments	Fidelity Freedom 2045 A Fund	**	240,014
*	Fidelity Investments	Fidelity Freedom 2050 A Fund	**	475,819
*	Fidelity Investments	Fidelity Freedom 2055 A Fund	**	36,230
*	Fidelity Investments	Fidelity Freedom Inc A Fund	**	1,940
*	Fidelity Investments	Fidelity Freedom 2015 A Fund	**	230,001
*	Fidelity Investments	Fidelity New Insights A Fund	**	1,786,769
*	Fidelity Investments	Fidelity Brokerage Link Self Directed Assets	**	1,020,022
*	Fidelity Investments	Fidelity Brokerage Link Unit Account	**	35
*	Fidelity Investments	Fidelity Brokeragelink External Fund	**	9,988
*	Fidelity Investments	Fidelity Stable Value Fund	**	9,018,483
*	Participant Loans	Participant loans, bearing interest at 10%	**	4,490
				\$ 41,994,117

* Represents a party-in-interest

** Cost information not required for participant-directed investments

See Independent Auditors' Report.

Ainsworth Pet Nutrition, Inc. Profit Sharing 401(k) Plan
Schedule H, Line 4i – Schedule of Assets (Held at End of Year)
Employer Identification Number 25-1235222
Plan Number 001
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
*	Fidelity Investments	Fidelity Treasury Fund	\$ **	\$ 3,433,220
*	Fidelity Investments	Fidelity Cash Reserves	**	222,947
	Dreyfus Corporation	Dreyfus S & P 500 Fund	**	1,690,000
	PIMCO	PIMCO Total Return A	**	2,175,412
	Invesco	Invesco Asia Pacific Growth A	**	352,359
	R S Investments	R S Partners	**	1,054,566
	T. Rowe Price Group, Inc.	T. Rowe Price Equity Income R	**	1,291,636
	Blackrock, Inc.	Blackrock International Opportunities	**	2,515,508
	American Century Investments	American Century Inflation Adj Bond A	**	378,567
	MFS Investment Management	MFS International New Discovery R3	**	56,259
	Janus Investments	Perkins Mid Cap Value S	**	68,045
*	Fidelity Investments	Fidelity Technology A	**	897,194
*	Fidelity Investments	Fidelity Equity Growth A	**	4,486,780
*	Fidelity Investments	Fidelity Balanced A Fund	**	940,608
*	Fidelity Investments	Fidelity Mid Cap A Fund	**	3,000,729
*	Fidelity Investments	Fidelity High Income A Fund	**	2,464,647
*	Fidelity Investments	Fidelity Strategic Income A	**	314,401
*	Fidelity Investments	Fidelity Interim Bond A Fund	**	1,069,819
*	Fidelity Investments	Fidelity Dividend Growth A Fund	**	608,084
*	Fidelity Investments	Fidelity Freedom 2005 A Fund	**	836
*	Fidelity Investments	Fidelity Freedom 2010 A Fund	**	29,882
*	Fidelity Investments	Fidelity Freedom 2020 A Fund	**	483,739
*	Fidelity Investments	Fidelity Freedom 2025 A Fund	**	580,933
*	Fidelity Investments	Fidelity Freedom 2030 A Fund	**	281,495
*	Fidelity Investments	Fidelity Freedom 2035 A Fund	**	443,761
*	Fidelity Investments	Fidelity Freedom 2040 A Fund	**	328,899
*	Fidelity Investments	Fidelity Freedom 2045 A Fund	**	240,014
*	Fidelity Investments	Fidelity Freedom 2050 A Fund	**	475,819
*	Fidelity Investments	Fidelity Freedom 2055 A Fund	**	36,230
*	Fidelity Investments	Fidelity Freedom Inc A Fund	**	1,940
*	Fidelity Investments	Fidelity Freedom 2015 A Fund	**	230,001
*	Fidelity Investments	Fidelity New Insights A Fund	**	1,786,769
*	Fidelity Investments	Fidelity Brokerage Link Self Directed Assets	**	1,020,022
*	Fidelity Investments	Fidelity Brokerage Link Unit Account	**	35
*	Fidelity Investments	Fidelity Brokeragelink External Fund	**	9,988
*	Fidelity Investments	Fidelity Stable Value Fund	**	9,018,483
*	Participant Loans	Participant loans, bearing interest at 10%	**	4,490
				<u>\$ 41,994,117</u>

* Represents a party-in-interest

** Cost information not required for participant-directed investments

See Independent Auditors' Report.

**Application for Extension of Time
To File Certain Employee Plan Returns**

OMB No. 1545-0212

► For Privacy Act and Paperwork Reduction Act Notice, see instructions.
► Information about Form 5558 and its instructions is at www.irs.gov/form5558

File With IRS Only

Part I Identification

A Name of filer, plan administrator, or plan sponsor (see instructions) Ainsworth Pet Nutrition, Inc. Number, street, and room or suite no. (If a P.O. box, see instructions) 984 Water Street City or town, state, and ZIP code Meadville, PA 16335	B Filer's identifying number (see instructions) Employer identification number (EIN)(9 digits XX-XXXXXXX) 25-1235222 Social security number (SSN) (9 digits XXX-XX-XXXX)											
C Plan name Ainsworth Pet Nutrition Profit Sharing/401(k) Plan	<table><tr><th rowspan="2">Plan number</th><th colspan="3">Plan year ending-</th></tr><tr><th>MM</th><th>DD</th><th>YYYY</th></tr><tr><td>0 0 1</td><td>12</td><td>31</td><td>2012</td></tr></table>	Plan number	Plan year ending-			MM	DD	YYYY	0 0 1	12	31	2012
Plan number	Plan year ending-											
	MM	DD	YYYY									
0 0 1	12	31	2012									

Part II Extension of Time To File Form 5500 Series, and/or Form 8955-SSA

1 ☐ Check this box if you are requesting an extension of time on line 2 to file the first Form 5500 series return/report for the plan listed in Part I, C above.

2 I request an extension of time until 10 / 15 / 2013 to file Form 5500 series (see instructions).
Note. A signature IS NOT required if you are requesting an extension to file Form 5500 series.

3 I request an extension of time until 10 / 15 / 2013 to file Form 8955-SSA (see instructions).
Note. A signature IS NOT required if you are requesting an extension to file Form 8955-SSA

The application is **automatically approved** to the date shown on line 2 and/or line 3 (above) if: **(a)** the Form 5558 is filed on or before the normal due date of Form 5500 series, and/or Form 8955-SSA for which this extension is requested, and **(b)** the date on line 2 and/or line 3 (above) is not later than the 15th day of the third month after the normal due date.

Part III Extension of Time To File Form 5330 (see instructions)

4 I request an extension of time until ____ / ____ / ____ to file Form 5330.
You may be approved for up to a 6 month extension to file Form 5330, after the normal due date of Form 5330.

a Enter the Code section(s) imposing the tax ►	a
b Enter the payment amount attached ►	b
c For excise taxes under section 4980 or 4980F of the Code, enter the reversion/amendment date ►	c

5 State in detail why you need the extension:

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Under penalties of perjury, I declare that to the best of my knowledge and belief, the statements made on this form are true, correct, and complete, and that I am authorized to prepare this application.

Signature ►	Date ►

07/01/2013 Cat. No. 12005T 10248 Form **5558** (Rev. 8-2012)