Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

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

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

OMB Nos. 1210-0110
1210-0089

2012

This Form is Open to Public Inspection

Part I Annual Report Identification Information

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

A This return/report is for:
- [ ] a multiemployer plan;
- [ ] a multiple-employer plan; or
- [X] a single-employer plan;
- [ ] a DFE (specify) ____

B This return/report is:
- [ ] the first return/report;
- [ ] the final return/report;
- [ ] an amended return/report;
- [ ] a short plan year return/report (less than 12 months).

C If the plan is a collectively-bargained plan, check here. . . . . ▶ [ ]

D Check box if filing under:
- [X] Form 5558;
- [ ] automatic extension;
- [ ] the DFVC program;
- [ ] special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
DOODLE BUGS HOLDING CO INC 401(K) PROFIT SHARING PLAN & TRUST

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 05/01/2000

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

DOODLE BUGS HOLDING CO INC

20 LOSSON ROAD SUITE 215
CHEEKTOWAGA, NY 14227

2b Employer Identification Number (EIN)
26-3389399

2c Sponsor's telephone number
716-668-5111

2d Business code (see instructions)
611000

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	09/26/2013	DOODLE BUGS HOLDING CO INC
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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

Preparer's telephone number (optional)

3a Plan administrator's name and address [X] Same as Plan Sponsor Name [ ] Same as Plan Sponsor Address	**3b** Administrator's EIN	
	3c Administrator's telephone number	
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:	**4b** EIN	
a Sponsor's name	**4c** PN	

5	Total number of participants at the beginning of the plan year	**5**	202
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**	152
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	9
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	161
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	161
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	50
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	3
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 2T 3D 3H

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

9a Plan funding arrangement (check all that apply)

(1)	[ ]	Insurance
(2)	[ ]	Code section 412(e)(3) insurance contracts
(3)	[X]	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)	[X]	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)	[X]		**H** (Financial Information)
(2)	[ ]		**I** (Financial Information – Small Plan)
(3)	[ ]	0	**A** (Insurance Information)
(4)	[X]		**C** (Service Provider Information)
(5)	[X]		**D** (DFE/Participating Plan Information)
(6)	[ ]		**G** (Financial Transaction Schedules)

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

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

A Name of plan
DOODLE BUGS HOLDING CO INC 401(K) PROFIT SHARING PLAN & TRUST

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
DOODLE BUGS HOLDING CO INC

D Employer Identification Number (EIN)
26-3389399

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

PAYCHEX SECURITIES CORPORATION

16-1486352

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

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

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

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

(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 ☐

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
(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.	

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

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

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

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

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

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

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

OMB No. 1210-0110

2012

This Form is Open to Public Inspection.

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

A Name of plan
DOODLE BUGS HOLDING CO INC 401(K) PROFIT SHARING PLAN & TRUST

B Three-digit plan number (PN) ▶ 001

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
DOODLE BUGS HOLDING CO INC

D Employer Identification Number (EIN)
26-3389399

Part I **Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)**
(Complete as many entries as needed to report all interests in DFEs)

a Name of MTIA, CCT, PSA, or 103-12 IE: SSGA S&P 500 INDEX

b Name of sponsor of entity listed in (a): STATE STREET BANK AND TRUST CO

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
04-0025081-065	C	0

a Name of MTIA, CCT, PSA, or 103-12 IE: INVESCO STABLE ASSET ADP85

b Name of sponsor of entity listed in (a): INVESCO NATIONAL TRUST COMPANY

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
27-3884161-001	C	0

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

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

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a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

2012

This Form is Open to Public Inspection

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

A Name of plan
DOODLE BUGS HOLDING CO INC 401(K) PROFIT SHARING PLAN & TRUST

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
DOODLE BUGS HOLDING CO INC

D Employer Identification Number (EIN)
26-3389399

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	0	
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	0	
(2) Participant contributions	1b(2)	0	
(3) Other	1b(3)	0	
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	0	32670
(2) U.S. Government securities	1c(2)	0	
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	0	
(B) All other	1c(3)(B)	0	
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	0	
(B) Common	1c(4)(B)	0	
(5) Partnership/joint venture interests	1c(5)	0	
(6) Real estate (other than employer real property)	1c(6)	0	
(7) Loans (other than to participants)	1c(7)	0	
(8) Participant loans	1c(8)	14450	12091
(9) Value of interest in common/collective trusts	1c(9)	111283	
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)	0	
(12) Value of interest in 103-12 investment entities	1c(12)	0	
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	238409	447330
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)	0	

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)	0	
(2) Employer real property	1d(2)	0	
e Buildings and other property used in plan operation	1e	0	
f Total assets (add all amounts in lines 1a through 1e)	1f	364142	492091
Liabilities			
g Benefit claims payable	1g	0	
h Operating payables	1h	0	
i Acquisition indebtedness	1i	0	
j Other liabilities	1j	0	
k Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	364142	492091

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)	22886	
(B) Participants	2a(1)(B)	67858	
(C) Others (including rollovers)	2a(1)(C)	0	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		90744
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	0	
(B) U.S. Government securities	2b(1)(B)	0	
(C) Corporate debt instruments	2b(1)(C)	0	
(D) Loans (other than to participants)	2b(1)(D)	0	
(E) Participant loans	2b(1)(E)	640	
(F) Other	2b(1)(F)	0	
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		640
(2) Dividends: **(A)** Preferred stock	2b(2)(A)	0	
(B) Common stock	2b(2)(B)	0	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	5631	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		5631
(3) Rents	2b(3)		0
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)	0	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	0	
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)	0	
(B) Other	2b(5)(B)	0	
(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		0
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		0
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		0
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		0
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		43217
c Other income	2c		0
d Total income. Add all **income** amounts in column (b) and enter total	2d		140232
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	12008	
(2) To insurance carriers for the provision of benefits	2e(2)	0	
(3) Other	2e(3)	0	
(4) Total benefit payments. Add lines **2e(1)** through **(3)**	2e(4)		12008
f Corrective distributions (see instructions)	2f		0
g Certain deemed distributions of participant loans (see instructions)	2g		0
h Interest expense	2h		0
i Administrative expenses: (1) Professional fees	2i(1)	0	
(2) Contract administrator fees	2i(2)	0	
(3) Investment advisory and management fees	2i(3)	275	
(4) Other	2i(4)	0	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		275
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		12283
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		127949
l Transfers of assets:			
(1) To this plan	2l(1)		0
(2) From this plan	2l(2)		0

Part III Accountant's Opinion

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

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

(1) [ ] Unqualified **(2)** [ ] Qualified **(3)** [X] Disclaimer **(4)** [ ] Adverse

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

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

(1) Name: SMOLEN BONGHI CPA, P.C. **(2)** EIN: 46-1624696

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

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

Part IV Compliance Questions

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

During the plan year:

		Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	4a		X	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	4b		X	

			Yes	No	Amount
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		500000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m	X		
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n	X		

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?
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

DOODLE BUGS HOLDING CO INC.
401(k) PROFIT SHARING PLAN AND TRUST

FINANCIAL STATEMENTS AND SUPPLEMENTAL SCHEDULE
DECEMBER 31, 2012 AND 2011
WITH
INDEPENDENT AUDITORS' REPORT

DOODLE BUGS HOLDING CO INC.
401(k) PROFIT SHARING PLAN AND TRUST

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INDEPENDENT AUDITORS' REPORT

To the Trustee
Doodle Bugs Holding Co Inc.
401(k) Profit Sharing Plan and Trust

Report on the Financial Statements
We were engaged to audit the accompanying financial statements of Doodle Bugs Holding Co Inc. 401(k) Profit Sharing Plan and Trust, which comprise the statement of net assets available for benefits as of December 31, 2012, and the related statement of changes in net assets available for benefits for the year then ended, and the related notes to the financial statements.

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

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

Basis for Disclaimer of Opinion
As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 6, which was certified by Mid Atlantic Trust Company and State Street Bank and Trust Company, the custodians of the Plan, except for comparing such information with the related information included in the 2012 financial statements. We have been informed by the Plan Administrator that Mid Atlantic Trust Company held the Plan's investment assets and executed investment transactions from December 5, 2012 to December 31, 2012, and that State Street Bank and Trust Company held the Plan's investment assets and executed investment transactions for the period January 1, 2012 to December 4, 2012. The Plan Administrator has obtained certifications from the custodians as of and for the year ended December 31, 2012, that the information provided to the Plan Administrator by the custodians 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 on the 2012 financial statements. Accordingly, we do not express an opinion on the 2012 financial statements.

Other Matter – Supplemental Schedule
The supplemental 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 the supplemental schedule.

Other Matter – 2011 Financial Statements
The financial statements of the Plan as of December 31, 2011, were audited by predecessor auditors. 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 the predecessor auditors not to perform, and they did not perform, any auditing procedures with respect to the information certified by the custodian. Their report, dated July 25, 2012, indicated that *(a)* because of the significance of the information that they did not audit, they were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion and accordingly, they did not express an opinion on the financial statements, and *(b)* the form and content of the information included in the financial statements other than that derived from the information certified by the custodian, were presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

Report on Form and Content in Compliance With DOL Rules and Regulations 2012
The form and content of the information included in the 2012 financial statements and supplemental schedule, other than that derived from the information certified by the custodians, 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.

Buffalo, New York
September 5, 2013

DOODLE BUGS HOLDING CO INC.
401(k) PROFIT SHARING PLAN AND TRUST

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2012 AND 2011

	2012	2011
ASSETS		
INVESTMENTS, at fair value:		
Mutual funds	$ 480,000	$ 320,011
Stable Value Fund	-	29,681
Total investments	480,000	349,692
NOTES RECEIVABLE FROM PARTICIPANTS	12,091	14,450
NET ASSETS AVAILABLE FOR BENEFITS	$ 492,091	$ 364,142

See accompanying notes to financial statements.

DOODLE BUGS HOLDING CO INC.
401(k) PROFIT SHARING PLAN AND TRUST

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
FOR THE YEARS ENDED DECEMBER 31, 2012 AND 2011

	2012	2011
ADDITIONS TO NET ASSETS ATTRIBUTED TO:		
Investment income (loss):		
Net appreciation (depreciation) in fair value of investments	$ 43,216	$ (8,413)
Interest and dividends	5,631	8,098
Total investment income (loss)	48,847	(315)
Interest income on notes receivable from participants	641	1,294
Contributions:		
Employer	22,886	14,545
Participants	67,858	56,456
Total contributions	90,744	71,001
Total additions	140,232	71,980
DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO:		
Benefits paid to participants	12,008	31,736
Administrative expenses	275	325
Total deductions	12,283	32,061
NET INCREASE IN NET ASSETS AVAILABLE FOR BENEFITS	127,949	39,919
NET ASSETS AVAILABLE FOR BENEFITS:		
Beginning of year, as previously reported	364,142	329,998
Restatement (Note 9)	-	(5,775)
Beginning of year, as restated	364,142	324,223
End of year	$ 492,091	$ 364,142

See accompanying notes to financial statements.

DOODLE BUGS HOLDING CO INC.
401(k) PROFIT SHARING PLAN AND TRUST

NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2012 AND 2011

1. PLAN DESCRIPTION

The following is a brief description of the Doodle Bugs Holding Co Inc. 401(k) Profit Sharing Plan and Trust (the Plan) provided for general informational purposes. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General - The Plan is a defined contribution plan, established on May 1, 2000, as permitted under Section 401(k) of the Internal Revenue Code (IRC) and is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). The Plan is sponsored by Doodle Bugs! Holding Company, Inc. (the Company). Full-time employees who are 21 years of age and have completed one year of service, as defined, are eligible to participate in the Plan. At December 31, 2012, the Plan's assets were maintained in an investment trust held by Mid Atlantic Trust Company (Mid Atlantic). At December 31, 2011, the Plan's assets were maintained in an investment trust held by State Street Bank and Trust Company (State Street).

Contributions - Participants may elect to make tax deferred contributions up to 92% of their annual compensation, subject to certain limitations imposed by the IRC. Participants who attain the age of 50 before the close of the year are eligible to make catch-up contributions. Participants may also contribute amounts representing rollovers from other qualified plans. The Company provides a 50% matching contribution up to 4% of a participant's compensation, as defined. Additional profit-sharing amounts may be contributed at the option of the Company. Participants direct the investment of their contributions into various investment options offered by the Plan.

Participant Accounts - Each participant's account is credited with his or her contributions, the Company's contributions, and actual earnings thereon. Each participant's account is reduced by the actual amount of benefits paid on his or her behalf, investment losses and an allocation of administrative expenses paid by the Plan. Allocations are based on participant earnings, account balances or specific participant transactions, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting - Participants are fully vested in their contributions and earnings thereon at all times. Vesting in the Company's contribution is based on years of continuous service as follows:

Years of Service	Percentage
1	0%
2	20%
3	40%
4	60%
5	80%
6	100%

Notes Receivable From Participants - Participants may borrow from their fund accounts a minimum of $1,000 up to the lesser of $50,000 or 50% of their vested account balance. The loans are secured by the balance in the participant's account and bear interest at the prime rate (on the date of the loan) plus 2% per annum. Principal and interest are paid ratably through payroll deductions.

1. PLAN DESCRIPTION (*Continued*)

Payment of Benefits - Upon termination of service due to death, disability or retirement, a participant may elect to be paid the vested interest in his or her account in one of the following forms of payment: *(1)* in a lump-sum, *(2)* in a partial payment, *(3)* in annual installments over a period not to exceed the participant's assumed life expectancy (or the joint and last survivor life expectancy of the participant and his or her designated beneficiary), or *(4)* applied towards the purchase of an annuity contract. If the value of the participant's account is less than $1,000, such amount will only be paid in a lump-sum.

Forfeited Accounts - Forfeitures of non-vested account balances are used to reduce future Company contributions. There were $418 of forfeitures during the year ended December 31, 2011.

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, Plan assets will be allocated in accordance with the applicable provisions of ERISA.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting – The financial statements are presented on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America.

Investment contracts held by a defined contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the plan. At December 31, 2011, the contract value of the fully benefit-responsive investment contract approximates its fair value.

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

Investment Valuation and Income Recognition - Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 4 for a discussion of fair value measurements.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation or depreciation in fair value of investments includes both realized and unrealized gains and losses incurred during the year.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (*Continued*)

Notes Receivable From Participants - Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Interest income is recorded on the accrual basis. Fees are recorded as administrative expenses and are expensed as incurred. No allowances for credit losses have been recorded at December 31, 2012 or 2011. Delinquent participant loans are reclassified as distributions based upon the terms of the Plan document.

Benefit Payments - Benefits are recorded when paid.

Administrative Expenses - Certain costs of administering the Plan are paid by the Company and are excluded from the accompanying financial statements. Fees related to the administration of notes receivable from participants are charged directly to the participant's account and are included in administrative expenses. Investment related expenses are included in net appreciation or depreciation in fair value of investments.

Subsequent Events - The Plan has evaluated events and transactions that occurred between January 1, 2013 and September 5, 2013, which is the date these financial statements were available to be issued, for possible disclosure and recognition in the financial statements.

Reclassifications - Certain 2011 balances have been reclassified for purposes of conformity with the 2012 financial statement presentation.

3. INVESTMENTS

The following investments represent 5% or more of the Plan's net assets at December 31:

	2012	2011
Alliance Bernstein Global Risk Allocation Adv	$ 154,637	$ 17,275*
Alger Capital Appreciation Institutional I	47,363	34,596
PIMCO Total Return A	47,041	18,313
Nuveen Mid Cap Growth Opportunities A	42,222	31,696
Fidelity Prime Fund	32,670	-
DWS Large Cap Value Fund A	27,705	21,017
Oppenheimer International Growth A	26,784	18,499
State Street Global Advisors S&P 500 Index Fund	-	82,222
Invesco Stable Value Fund	-	29,681

*Does not exceed 5% of Plan net assets; presented for comparative purposes.

The Plan's investments (including gains and losses on investments bought and sold, as well as held during the years) appreciated (depreciated) in value by $43,216 and ($8,413) for the years ended December 31, 2012 and 2011, respectively.

4. FAIR VALUE MEASUREMENTS

Financial Accounting Standards Board Accounting Standards Codification (ASC) No. 820, *Fair Value Measurements and Disclosures*, establishes the 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 are described as follows:

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

Level 2 - Inputs to the valuation methodology that 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 from or corroborated by observable market data by correlation or other means. If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

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

The asset's or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs. The following is a description of the valuation methodologies used for Plan assets measured at fair value. There have been no changes in the methodologies used at December 31, 2012 and 2011.

Mutual funds - Valued at the daily closing price as reported by the fund. Mutual funds held by the Plan are registered with the Securities and Exchange Commission and are required to publish their daily net asset value (NAV) and transact at that price. The mutual funds held by the Plan are deemed to be actively traded.

Stable Value Fund - Valued at contract value (which approximates fair value) by discounting the related cash flows based on current yields of similar instruments with comparable durations considering the creditworthiness of the issuer (Note 5). In determining the reasonableness of the methodology, a variety of factors are evaluated including review of existing contracts, economic conditions, market developments and credit ratings. Certain unobservable inputs are assessed through review of contract terms while others are substantiated using available market data.

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

4. FAIR VALUE MEASUREMENTS *(Continued)*

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

	2012			
	Level 1	Level 2	Level 3	Total
Mutual funds:				
Balanced funds	$ 191,992	$ -	$ -	$ 191,992
Growth funds	118,980	-	-	118,980
Value funds	68,573	-	-	68,573
Fixed income funds	67,785	-	-	67,785
Money market funds	32,670	-	-	32,670
Total	$ 480,000	$ -	$ -	$ 480,000

	2011			
	Level 1	Level 2	Level 3	Total
Mutual funds:				
Balanced funds	$ 112,327	$ -	$ -	$ 112,327
Growth funds	104,356	-	-	104,356
Value funds	69,509	-	-	69,509
Fixed income funds	33,819	-	-	33,819
Stable value fund	-	-	29,681	29,681
Total	$ 320,011	$ -	$ 29,681	$ 349,692

The following is a summary of changes in the value of the Plan's Level 3 assets for the years ended December 31:

	2012	2011
Stable Value Fund:		
Balance, beginning of year	$ 29,681	$ -
Realized gains	239	279
Unrealized gains relating to instruments held at reporting date	-	620
Purchases	2,847	2,131
Sales	-	(6,631)
Transfers into Level 3	-	33,282
Transfers out of Level 3	(32,767)	-
Balance, end of year	$ -	$ 29,681

During the year ended December 31, 2012, the Plan changed its investment selections and eliminated the Level 3 asset alternative. Accordingly, all of the Level 3 assets were transferred into Level 1 investments. During the year ended December 31, 2011, the Plan initially added the Level 3 investment alternative resulting in transfers in from Level 1 assets.

5. STABLE VALUE FUND

At December 31, 2011, the Plan had a fully benefit-responsive contract with Invesco National Trust Company (Invesco). Invesco maintained the contributions in a collective trust fund (the Trust). The account was credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses. The Trust's primary investment objectives are to preserve principal, maintain a stable interest rate, and provide daily liquidity at contract value for participant withdrawals and transfers. The Trust declares income dividends daily and thereby maintains a net asset value of $1 per unit.

Because the investment contract is fully benefit-responsive, contract value is the relevant measurement attribute for that portion of the net assets available for benefits attributable to the Plan. Contract value, as reported to the Plan by Invesco, represents contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value.

There are no reserves against contract value for credit risk of the contract issuer or otherwise. The fair value of the stable value fund at December 31, 2011 was $29,681 which approximated its contract value. Certain events limit the ability of the Plan to transact at contract value with the issuer. Such events include: *(1)* amendments to the Plan document (including complete or partial plan termination), *(2)* breach of the investment contract by the Plan sponsor, or *(3)* the failure of the trust to qualify for exemption from federal income taxes or any required prohibited transaction exemption under ERISA.

Average yields of the stable value fund were as follows for the year ended December 31, 2011:

Based on actual earnings	1.29%
Based on interest rate credited to participants	1.72%

6. SUMMARY OF CERTIFIED UNAUDITED INFORMATION

The following information was provided by the Plan's custodians and was certified by them as complete and accurate.

	2012	2011
Investments, at fair value:		
Mutual funds	$ 480,000	$ 320,011
Stable value fund	-	29,681
	$ 480,000	$ 349,692
Investment income (loss)	$ 48,847	$ (315)
Schedule of assets held (at end of year)	Schedule 1	

7. PARTY-IN-INTEREST TRANSACTIONS

Mid Atlantic was the custodian of the Plan for the period December 5, 2012 to December 31, 2012, and State Street was the custodian for the period January 1, 2011 to December 4, 2012. Additionally, the Plan utilizes a third party administrator for its recordkeeping functions. Consequently, transactions between the Plan and these entities qualify as party-in-interest transactions. Fees incurred by the Plan for the investment management services are generally included in the net appreciation (depreciation) in fair value of the investments. During the years ended December 31, 2012 and 2011, related expenses paid by the Plan amounted to $275 and $325, respectively.

8. INCOME TAX STATUS

The Internal Revenue Service (IRS) issued a determination letter on March 31, 2008, which stated that the Plan and its related trust, as then designed, were in compliance with applicable requirements of the IRC. The Plan has been amended since receiving the determination letter; however, the Plan Administrator and the Plan's tax counsel believe that the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC, and therefore, believe that the Plan is qualified and the related trust is tax-exempt.

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Company has taken an uncertain tax position that more likely than not would not be sustained upon examination by the IRS. The Plan Administrator has concluded that as of December 31, 2012, there are no uncertain tax positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any periods in progress. The Plan Administrator believes it is no longer subject to income tax examinations for years prior to 2009.

9. RESTATEMENT

During the year ended December 31, 2011, Plan management determined that certain notes receivable from participants were deemed distributions in periods prior to the year ended December 31, 2011. As a result, an adjustment was made to net assets available for benefits as of January 1, 2011 in the amount of $5,775 to properly reflect notes receivable from participants.

10. RISKS AND UNCERTAINTIES

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

DOODLE BUGS HOLDING CO INC.
401(k) PROFIT SHARING PLAN AND TRUST

EIN: 26-3389399, PLAN NUMBER 001
FORM 5500: SCHEDULE H, LINE 4i, SCHEDULE OF ASSETS (HELD AT END OF YEAR)
DECEMBER 31, 2012

(a)	(b)	(c)	(d)	(e)
Identity of issue, borrower, lessor, or similar party	**Number of Shares**	**Description of investment including maturity date, rate of interest, collateral, par, or maturity value**	**Cost**	**Current value**
Mutual Funds:				
Alliance Bernstein Global Risk Allocation Adv	9,361	Mutual fund	**	$ 154,637
Alger Capital Appreciation Institutional I	2,124	Mutual fund	**	47,363
PIMCO Total Return A	4,181	Mutual fund	**	47,041
Nuveen Mid Cap Growth Opportunities A	1,050	Mutual fund	**	42,222
Fidelity Prime Fund	32,670	Mutual fund	**	32,670
DWS Large Cap Value A	1,507	Mutual fund	**	27,705
Oppenheimer International Growth A	867	Mutual fund	**	26,784
Invesco Van Kampen Comstock A	1,208	Mutual fund	**	21,509
J.P. Morgan Government Bond A	1,784	Mutual fund	**	20,744
Thornburg International Value R4	708	Mutual fund	**	19,359
T. Rowe Price Retirement 2050 R	1,234	Mutual fund	**	13,003
Invesco Van Kampen Equity and Income A	1,105	Mutual fund	**	10,157
T. Rowe Price Retirement 2030 R	332	Mutual fund	**	6,206
T. Rowe Price Retirement 2040 R	187	Mutual fund	**	3,539
T. Rowe Price Retirement Income R	190	Mutual fund	**	2,656
Oppenheimer Global A	40	Mutual fund	**	2,611
T. Rowe Price Retirement 2020 R	67	Mutual fund	**	1,175
T. Rowe Price Retirement 2010 R	38	Mutual fund	**	619
Total mutual funds				480,000
Notes receivable from participants		Interest rates at 5.25%	-	12,091
				$ 492,091

** *Cost not required for assets held in participant-directed accounts.*

DOODLE BUGS HOLDING CO INC.
401(k) PROFIT SHARING PLAN AND TRUST

FINANCIAL STATEMENTS AND SUPPLEMENTAL SCHEDULE
DECEMBER 31, 2012 AND 2011
WITH
INDEPENDENT AUDITORS' REPORT

DOODLE BUGS HOLDING CO INC.
401(k) PROFIT SHARING PLAN AND TRUST

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INDEPENDENT AUDITORS' REPORT

To the Trustee
Doodle Bugs Holding Co Inc.
401(k) Profit Sharing Plan and Trust

Report on the Financial Statements
We were engaged to audit the accompanying financial statements of Doodle Bugs Holding Co Inc. 401(k) Profit Sharing Plan and Trust, which comprise the statement of net assets available for benefits as of December 31, 2012, and the related statement of changes in net assets available for benefits for the year then ended, and the related notes to the financial statements.

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

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

Basis for Disclaimer of Opinion
As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 6, which was certified by Mid Atlantic Trust Company and State Street Bank and Trust Company, the custodians of the Plan, except for comparing such information with the related information included in the 2012 financial statements. We have been informed by the Plan Administrator that Mid Atlantic Trust Company held the Plan's investment assets and executed investment transactions from December 5, 2012 to December 31, 2012, and that State Street Bank and Trust Company held the Plan's investment assets and executed investment transactions for the period January 1, 2012 to December 4, 2012. The Plan Administrator has obtained certifications from the custodians as of and for the year ended December 31, 2012, that the information provided to the Plan Administrator by the custodians 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 on the 2012 financial statements. Accordingly, we do not express an opinion on the 2012 financial statements.

Other Matter – Supplemental Schedule
The supplemental 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 the supplemental schedule.

Other Matter – 2011 Financial Statements
The financial statements of the Plan as of December 31, 2011, were audited by predecessor auditors. 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 the predecessor auditors not to perform, and they did not perform, any auditing procedures with respect to the information certified by the custodian. Their report, dated July 25, 2012, indicated that *(a)* because of the significance of the information that they did not audit, they were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion and accordingly, they did not express an opinion on the financial statements, and *(b)* the form and content of the information included in the financial statements other than that derived from the information certified by the custodian, were presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

Report on Form and Content in Compliance With DOL Rules and Regulations 2012
The form and content of the information included in the 2012 financial statements and supplemental schedule, other than that derived from the information certified by the custodians, 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.

Buffalo, New York
September 5, 2013

DOODLE BUGS HOLDING CO INC.
401(k) PROFIT SHARING PLAN AND TRUST

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2012 AND 2011

	2012	2011
ASSETS		
INVESTMENTS, at fair value:		
Mutual funds	$ 480,000	$ 320,011
Stable Value Fund	-	29,681
Total investments	480,000	349,692
NOTES RECEIVABLE FROM PARTICIPANTS	12,091	14,450
NET ASSETS AVAILABLE FOR BENEFITS	$ 492,091	$ 364,142

See accompanying notes to financial statements.

DOODLE BUGS HOLDING CO INC.
401(k) PROFIT SHARING PLAN AND TRUST

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
FOR THE YEARS ENDED DECEMBER 31, 2012 AND 2011

	2012	2011
ADDITIONS TO NET ASSETS ATTRIBUTED TO:		
Investment income (loss):		
Net appreciation (depreciation) in fair value of investments	$ 43,216	$ (8,413)
Interest and dividends	5,631	8,098
Total investment income (loss)	48,847	(315)
Interest income on notes receivable from participants	641	1,294
Contributions:		
Employer	22,886	14,545
Participants	67,858	56,456
Total contributions	90,744	71,001
Total additions	140,232	71,980
DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO:		
Benefits paid to participants	12,008	31,736
Administrative expenses	275	325
Total deductions	12,283	32,061
NET INCREASE IN NET ASSETS AVAILABLE FOR BENEFITS	127,949	39,919
NET ASSETS AVAILABLE FOR BENEFITS:		
Beginning of year, as previously reported	364,142	329,998
Restatement (Note 9)	-	(5,775)
Beginning of year, as restated	364,142	324,223
End of year	$ 492,091	$ 364,142

See accompanying notes to financial statements.

DOODLE BUGS HOLDING CO INC.
401(k) PROFIT SHARING PLAN AND TRUST

NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2012 AND 2011

1. PLAN DESCRIPTION

The following is a brief description of the Doodle Bugs Holding Co Inc. 401(k) Profit Sharing Plan and Trust (the Plan) provided for general informational purposes. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General - The Plan is a defined contribution plan, established on May 1, 2000, as permitted under Section 401(k) of the Internal Revenue Code (IRC) and is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). The Plan is sponsored by Doodle Bugs! Holding Company, Inc. (the Company). Full-time employees who are 21 years of age and have completed one year of service, as defined, are eligible to participate in the Plan. At December 31, 2012, the Plan's assets were maintained in an investment trust held by Mid Atlantic Trust Company (Mid Atlantic). At December 31, 2011, the Plan's assets were maintained in an investment trust held by State Street Bank and Trust Company (State Street).

Contributions - Participants may elect to make tax deferred contributions up to 92% of their annual compensation, subject to certain limitations imposed by the IRC. Participants who attain the age of 50 before the close of the year are eligible to make catch-up contributions. Participants may also contribute amounts representing rollovers from other qualified plans. The Company provides a 50% matching contribution up to 4% of a participant's compensation, as defined. Additional profit-sharing amounts may be contributed at the option of the Company. Participants direct the investment of their contributions into various investment options offered by the Plan.

Participant Accounts - Each participant's account is credited with his or her contributions, the Company's contributions, and actual earnings thereon. Each participant's account is reduced by the actual amount of benefits paid on his or her behalf, investment losses and an allocation of administrative expenses paid by the Plan. Allocations are based on participant earnings, account balances or specific participant transactions, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting - Participants are fully vested in their contributions and earnings thereon at all times. Vesting in the Company's contribution is based on years of continuous service as follows:

Years of Service	Percentage
1	0%
2	20%
3	40%
4	60%
5	80%
6	100%

Notes Receivable From Participants - Participants may borrow from their fund accounts a minimum of $1,000 up to the lesser of $50,000 or 50% of their vested account balance. The loans are secured by the balance in the participant's account and bear interest at the prime rate (on the date of the loan) plus 2% per annum. Principal and interest are paid ratably through payroll deductions.

1. PLAN DESCRIPTION (*Continued*)

Payment of Benefits - Upon termination of service due to death, disability or retirement, a participant may elect to be paid the vested interest in his or her account in one of the following forms of payment: *(1)* in a lump-sum, *(2)* in a partial payment, *(3)* in annual installments over a period not to exceed the participant's assumed life expectancy (or the joint and last survivor life expectancy of the participant and his or her designated beneficiary), or *(4)* applied towards the purchase of an annuity contract. If the value of the participant's account is less than $1,000, such amount will only be paid in a lump-sum.

Forfeited Accounts - Forfeitures of non-vested account balances are used to reduce future Company contributions. There were $418 of forfeitures during the year ended December 31, 2011.

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, Plan assets will be allocated in accordance with the applicable provisions of ERISA.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting – The financial statements are presented on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America.

Investment contracts held by a defined contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the plan. At December 31, 2011, the contract value of the fully benefit-responsive investment contract approximates its fair value.

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

Investment Valuation and Income Recognition - Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 4 for a discussion of fair value measurements.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation or depreciation in fair value of investments includes both realized and unrealized gains and losses incurred during the year.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (*Continued*)

Notes Receivable From Participants - Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Interest income is recorded on the accrual basis. Fees are recorded as administrative expenses and are expensed as incurred. No allowances for credit losses have been recorded at December 31, 2012 or 2011. Delinquent participant loans are reclassified as distributions based upon the terms of the Plan document.

Benefit Payments - Benefits are recorded when paid.

Administrative Expenses - Certain costs of administering the Plan are paid by the Company and are excluded from the accompanying financial statements. Fees related to the administration of notes receivable from participants are charged directly to the participant's account and are included in administrative expenses. Investment related expenses are included in net appreciation or depreciation in fair value of investments.

Subsequent Events - The Plan has evaluated events and transactions that occurred between January 1, 2013 and September 5, 2013, which is the date these financial statements were available to be issued, for possible disclosure and recognition in the financial statements.

Reclassifications - Certain 2011 balances have been reclassified for purposes of conformity with the 2012 financial statement presentation.

3. INVESTMENTS

The following investments represent 5% or more of the Plan's net assets at December 31:

	2012	2011
Alliance Bernstein Global Risk Allocation Adv	$ 154,637	$ 17,275*
Alger Capital Appreciation Institutional I	47,363	34,596
PIMCO Total Return A	47,041	18,313
Nuveen Mid Cap Growth Opportunities A	42,222	31,696
Fidelity Prime Fund	32,670	-
DWS Large Cap Value Fund A	27,705	21,017
Oppenheimer International Growth A	26,784	18,499
State Street Global Advisors S&P 500 Index Fund	-	82,222
Invesco Stable Value Fund	-	29,681

*Does not exceed 5% of Plan net assets; presented for comparative purposes.

The Plan's investments (including gains and losses on investments bought and sold, as well as held during the years) appreciated (depreciated) in value by $43,216 and ($8,413) for the years ended December 31, 2012 and 2011, respectively.

4. FAIR VALUE MEASUREMENTS

Financial Accounting Standards Board Accounting Standards Codification (ASC) No. 820, *Fair Value Measurements and Disclosures*, establishes the 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 are described as follows:

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

Level 2 - Inputs to the valuation methodology that 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 from or corroborated by observable market data by correlation or other means. If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

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

The asset's or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs. The following is a description of the valuation methodologies used for Plan assets measured at fair value. There have been no changes in the methodologies used at December 31, 2012 and 2011.

Mutual funds - Valued at the daily closing price as reported by the fund. Mutual funds held by the Plan are registered with the Securities and Exchange Commission and are required to publish their daily net asset value (NAV) and transact at that price. The mutual funds held by the Plan are deemed to be actively traded.

Stable Value Fund - Valued at contract value (which approximates fair value) by discounting the related cash flows based on current yields of similar instruments with comparable durations considering the creditworthiness of the issuer (Note 5). In determining the reasonableness of the methodology, a variety of factors are evaluated including review of existing contracts, economic conditions, market developments and credit ratings. Certain unobservable inputs are assessed through review of contract terms while others are substantiated using available market data.

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

4. FAIR VALUE MEASUREMENTS *(Continued)*

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

	2012			
	Level 1	Level 2	Level 3	Total
Mutual funds:				
Balanced funds	$ 191,992	$ -	$ -	$ 191,992
Growth funds	118,980	-	-	118,980
Value funds	68,573	-	-	68,573
Fixed income funds	67,785	-	-	67,785
Money market funds	32,670	-	-	32,670
Total	$ 480,000	$ -	$ -	$ 480,000

	2011			
	Level 1	Level 2	Level 3	Total
Mutual funds:				
Balanced funds	$ 112,327	$ -	$ -	$ 112,327
Growth funds	104,356	-	-	104,356
Value funds	69,509	-	-	69,509
Fixed income funds	33,819	-	-	33,819
Stable value fund	-	-	29,681	29,681
Total	$ 320,011	$ -	$ 29,681	$ 349,692

The following is a summary of changes in the value of the Plan's Level 3 assets for the years ended December 31:

	2012	2011
Stable Value Fund:		
Balance, beginning of year	$ 29,681	$ -
Realized gains	239	279
Unrealized gains relating to instruments held at reporting date	-	620
Purchases	2,847	2,131
Sales	-	(6,631)
Transfers into Level 3	-	33,282
Transfers out of Level 3	(32,767)	-
Balance, end of year	$ -	$ 29,681

During the year ended December 31, 2012, the Plan changed its investment selections and eliminated the Level 3 asset alternative. Accordingly, all of the Level 3 assets were transferred into Level 1 investments. During the year ended December 31, 2011, the Plan initially added the Level 3 investment alternative resulting in transfers in from Level 1 assets.

5. STABLE VALUE FUND

At December 31, 2011, the Plan had a fully benefit-responsive contract with Invesco National Trust Company (Invesco). Invesco maintained the contributions in a collective trust fund (the Trust). The account was credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses. The Trust's primary investment objectives are to preserve principal, maintain a stable interest rate, and provide daily liquidity at contract value for participant withdrawals and transfers. The Trust declares income dividends daily and thereby maintains a net asset value of $1 per unit.

Because the investment contract is fully benefit-responsive, contract value is the relevant measurement attribute for that portion of the net assets available for benefits attributable to the Plan. Contract value, as reported to the Plan by Invesco, represents contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value.

There are no reserves against contract value for credit risk of the contract issuer or otherwise. The fair value of the stable value fund at December 31, 2011 was $29,681 which approximated its contract value. Certain events limit the ability of the Plan to transact at contract value with the issuer. Such events include: *(1)* amendments to the Plan document (including complete or partial plan termination), *(2)* breach of the investment contract by the Plan sponsor, or *(3)* the failure of the trust to qualify for exemption from federal income taxes or any required prohibited transaction exemption under ERISA.

Average yields of the stable value fund were as follows for the year ended December 31, 2011:

Based on actual earnings	1.29%
Based on interest rate credited to participants	1.72%

6. SUMMARY OF CERTIFIED UNAUDITED INFORMATION

The following information was provided by the Plan's custodians and was certified by them as complete and accurate.

	2012	2011
Investments, at fair value:		
Mutual funds	$ 480,000	$ 320,011
Stable value fund	-	29,681
	$ 480,000	$ 349,692
Investment income (loss)	$ 48,847	$ (315)
Schedule of assets held (at end of year)	Schedule 1	

7. PARTY-IN-INTEREST TRANSACTIONS

Mid Atlantic was the custodian of the Plan for the period December 5, 2012 to December 31, 2012, and State Street was the custodian for the period January 1, 2011 to December 4, 2012. Additionally, the Plan utilizes a third party administrator for its recordkeeping functions. Consequently, transactions between the Plan and these entities qualify as party-in-interest transactions. Fees incurred by the Plan for the investment management services are generally included in the net appreciation (depreciation) in fair value of the investments. During the years ended December 31, 2012 and 2011, related expenses paid by the Plan amounted to $275 and $325, respectively.

8. INCOME TAX STATUS

The Internal Revenue Service (IRS) issued a determination letter on March 31, 2008, which stated that the Plan and its related trust, as then designed, were in compliance with applicable requirements of the IRC. The Plan has been amended since receiving the determination letter; however, the Plan Administrator and the Plan's tax counsel believe that the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC, and therefore, believe that the Plan is qualified and the related trust is tax-exempt.

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Company has taken an uncertain tax position that more likely than not would not be sustained upon examination by the IRS. The Plan Administrator has concluded that as of December 31, 2012, there are no uncertain tax positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any periods in progress. The Plan Administrator believes it is no longer subject to income tax examinations for years prior to 2009.

9. RESTATEMENT

During the year ended December 31, 2011, Plan management determined that certain notes receivable from participants were deemed distributions in periods prior to the year ended December 31, 2011. As a result, an adjustment was made to net assets available for benefits as of January 1, 2011 in the amount of $5,775 to properly reflect notes receivable from participants.

10. RISKS AND UNCERTAINTIES

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

DOODLE BUGS HOLDING CO INC.
401(k) PROFIT SHARING PLAN AND TRUST

EIN: 26-3389399, PLAN NUMBER 001
FORM 5500: SCHEDULE H, LINE 4i, SCHEDULE OF ASSETS (HELD AT END OF YEAR)
DECEMBER 31, 2012

(a)	(b)	(c)	(d)	(e)
Identity of issue, borrower, lessor, or similar party	**Number of Shares**	**Description of investment including maturity date, rate of interest, collateral, par, or maturity value**	**Cost**	**Current value**
Mutual Funds:				
Alliance Bernstein Global Risk Allocation Adv	9,361	Mutual fund	**	$ 154,637
Alger Capital Appreciation Institutional I	2,124	Mutual fund	**	47,363
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Total mutual funds				480,000
Notes receivable from participants		Interest rates at 5.25%	-	12,091
				$ 492,091

** *Cost not required for assets held in participant-directed accounts.*