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
PALADIN BRANDS RETIREMENT SAVINGS PLAN

1b Three-digit plan number (PN) ▶ 002

1c Effective date of plan 09/28/2011

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

PALADIN BRANDS

2211 YORK ROAD
SUITE 320
OAK BROOK, IL 60523

2b Employer Identification Number (EIN)
90-0218944

2c Sponsor's telephone number
319-395-6110

2d Business code (see instructions)
333100

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.	09/27/2013	DAVID TIPTON
	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:

a Sponsor's name

4b EIN

4c PN

5	Total number of participants at the beginning of the plan year	**5**	1001
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**	1039
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	41
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	1080
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	2
f	Total. Add lines **6d** and **6e**	**6f**	1082
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	787
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	17
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 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)	[X]	**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)	[ ]	**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
PALADIN BRANDS RETIREMENT SAVINGS PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
PALADIN BRANDS

D Employer Identification Number (EIN)
90-0218944

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

RIVERSOURCE

13-3180631

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

PIMCO FUNDS

95-2632339

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

MANNING & NAPIER

16-0995736

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

COLUMBIA

41-1533211

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

DAVIS FUNDS

52-1346931

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

AMERICAN FUNDS

95-1411037

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

NORTHERN FUNDS

39-1777365

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

NEUBERGER BERMAN

13-5521910

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

HARTFORD MUTUAL FUNDS

13-3317783

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

ARTISAN

39-1811840

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

ABERDEEN FUNDS

51-0368279

(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)

WELLS FARGO BANK, N.A.

94-1347393

(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?
15 21 37 49 50 52 60 62 63 64	SERVICE PROVIDER	36943	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [ ] No [X]

(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
PALADIN BRANDS RETIREMENT SAVINGS PLAN

B Three-digit plan number (PN) ▶ 002

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
PALADIN BRANDS

D Employer Identification Number (EIN)
90-0218944

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: RVST INCOME FUND II

b Name of sponsor of entity listed in (a): AMERIPRISE 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)
41-0007957-018	C	3363491

a Name of MTIA, CCT, PSA, or 103-12 IE: COLUMBIA TR LARGE CAP INDEX FD CL B

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

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)
41-0007957-010	C	2884473

a Name of MTIA, CCT, PSA, or 103-12 IE: WF THORNBURG INTL FUND N25 1689

b Name of sponsor of entity listed in (a): WELLS FARGO BANK, N.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)
25-6906219-001	C	2049557

a Name of MTIA, CCT, PSA, or 103-12 IE: MANNINGNAPIER RET TARGET INC TRUST

b Name of sponsor of entity listed in (a): EXETER 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)
02-0476209-026	C	86389

a Name of MTIA, CCT, PSA, or 103-12 IE: MANNINGNAPIER RET TARGET 2010 TRUST

b Name of sponsor of entity listed in (a): EXETER 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)
02-0476209-025	C	328759

a Name of MTIA, CCT, PSA, or 103-12 IE: MANNINGNAPIER RET TARGET 2020 TRUST

b Name of sponsor of entity listed in (a): EXETER 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)
02-0476209-024	C	2102894

a Name of MTIA, CCT, PSA, or 103-12 IE: MANNINGNAPIER RET TARGET 2030 TRUST

b Name of sponsor of entity listed in (a): EXETER 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)
02-0476209-023	C	2735605

a Name of MTIA, CCT, PSA, or 103-12 IE: MANNINGNAPIER RET TARGET 2040 TRUST

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

c EIN-PN 02-0476209-022	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 3269413

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

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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
PALADIN BRANDS RETIREMENT SAVINGS PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
PALADIN BRANDS

D Employer Identification Number (EIN)
90-0218944

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		3679
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		0
(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)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	969963	1019116
(9) Value of interest in common/collective trusts	1c(9)	13473036	16820581
(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)	5625008	7625251
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(1) Employer securities	1d(1)	684615	
	(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	20752622	25468627
	Liabilities			
g	Benefit claims payable	1g		
h	Operating payables	1h		
i	Acquisition indebtedness	1i		
j	Other liabilities	1j		
k	Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	20752622	25468627

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)	590183	
	(B) Participants	2a(1)(B)	2638880	
	(C) Others (including rollovers)	2a(1)(C)	181092	
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		3410155
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
	(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)	32429	
	(F) Other	2b(1)(F)		
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		32429
	(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
	(B) Common stock	2b(2)(B)		
	(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	234889	
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		234889
	(3) Rents	2b(3)		
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
	(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0
	(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
	(B) Other	2b(5)(B)		
	(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		1691929
(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)		636947
c Other income	2c		3959
d Total income. Add all **income** amounts in column (b) and enter total	2d		6010308
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	1251363	
(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)		1251363
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		3079
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)	39317	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		39317
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		1293759
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		4716549
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		544

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: CLIFTONLARSONALLEN LLP **(2)** EIN: 41-0746749

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		108
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		2500000
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			

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

If "Yes," enter the amount of any plan assets that reverted to the employer this year **Amount:**

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

5b(1) Name of plan(s)	**5b(2)** EIN(s)	**5b(3)** PN(s)
DOVER CORPORATION RETIREMENT SAVINGS PLAN	53-0257888	030

Part V Trust Information (optional)

6a Name of trust	**6b** Trust's EIN

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).

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

OMB No. 1210-0110

2012

This Form is Open to Public Inspection.

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

A Name of plan
PALADIN BRANDS RETIREMENT SAVINGS PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
PALADIN BRANDS

D Employer Identification Number (EIN)
90-0218944

Part I Distributions

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions **1** 0

2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits):

EIN(s): 41-6257133

Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.

3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year. **3**

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

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

If the plan is a defined benefit plan, go to line 8.

5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. **Date:** Month _____ Day _____ Year _____

If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.

6 **a** Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived) **6a**

b Enter the amount contributed by the employer to the plan for this plan year **6b**

c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount) **6c**

If you completed line 6c, skip lines 8 and 9.

7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

Part III Amendments

9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box. ..... ☐ **Increase** ☐ **Decrease** ☐ **Both** ☐ **No**

Part IV ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? ..... ☐ **Yes** ☐ **No**

11 **a** Does the ESOP hold any preferred stock? ..... ☐ **Yes** ☐ **No**

b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.) ..... ☐ **Yes** ☐ **No**

12 Does the ESOP hold any stock that is not readily tradable on an established securities market? ..... ☐ **Yes** ☐ **No**

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

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

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

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

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

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

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

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

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

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

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

a Enter the percentage of plan assets held as:
Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

b Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

c What duration measure was used to calculate line 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):

PALADIN BRANDS RETIREMENT SAVINGS PLAN
Oak Brook, Illinois

FINANCIAL STATEMENTS
December 31, 2012 and 2011

CliftonLarsonAllen

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Schedule of Assets (Held at End of Year) -
Form 5500, Schedule H, Part IV, Line 4(i) 19
Schedule of Delinquent Participant Contributions -
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NOTE: Supplemental schedules required by the Employee Retirement Income Security Act of 1974 that have not been included herein are not applicable to Paladin Brands Retirement Savings Plan.

CliftonLarsonAllen LLP
1301 West 22nd Street, Suite 1100
Oak Brook, IL 60523
630-573-8600 | fax 630-573-0798
CLAconnect.com

INDEPENDENT AUDITORS' REPORT

Plan Administrator
Paladin Brands Retirement Savings Plan
Oak Brook, Illinois

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Paladin Brands Retirement Savings Plan (the "Plan"), which comprise the statements of net assets available for benefits as of the year ended December 31, 2012 and the period ended December 31, 2011, and the related statements of changes in net assets available for benefits for the year and period then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditors' Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 (ERISA), the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 4, which was certified by Wells Fargo Bank, N.A., 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 related transactions. The Plan administrator has obtained certifications from the Trustee as of and for the year ended December 31, 2012 and the period ended December 31, 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 assets (held at end of year) as of December 31, 2012, and the schedule of delinquent participant contributions for the year ended December 31, 2012, are required by the DOL's Rules and Regulations for Reporting and Disclosure under ERISA and are presented for the purpose of additional analysis and are 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 these supplemental schedules.

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

The form and content of the information included in the financial statements and supplemental schedules, other than that derived from the information certified by the Trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the DOL's Rules and Regulations for Reporting and Disclosure under ERISA.

CliftonLarsonAllen LLP

CliftonLarsonAllen LLP

Oak Brook, Illinois
August 22, 2013

PALADIN BRANDS RETIREMENT SAVINGS PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
December 31, 2012 and 2011

	2012	2011
ASSETS		
Cash	$ 3,679	$ -
Participant-directed investments, at fair value	24,505,386	19,828,830
Receivables:		
Participant contributions	95,299	79,604
Employer contributions	20,979	18,373
Notes receivable from participants	1,022,195	969,963
Total receivables	1,138,473	1,067,940
Total assets	25,647,538	20,896,770
LIABILITIES		
Excess contributions payable	55,057	-
NET ASSETS AVAILABLE FOR BENEFITS, AT FAIR VALUE	25,592,481	20,896,770
Adjustment from fair value to contract value for interest in collective trust fund relating to the fully benefit-responsive investment contract	(59,554)	(46,171)
NET ASSETS AVAILABLE FOR BENEFITS	$ 25,532,927	$ 20,850,599

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

PALADIN BRANDS RETIREMENT SAVINGS PLAN
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
Year Ended December 31, 2012 and Period Ended December 31, 2011

	2012	2011
ADDITIONS TO NET ASSETS ATTRIBUTED TO:		
Investment income	$ 2,567,724	$ 466
Interest income from notes receivable from participants	32,429	2,552
Contributions:		
Participants	2,654,575	581,539
Employer	592,789	131,757
Rollover	181,092	14,206
Total contributions	3,428,456	727,502
Transfers in from other plan	-	20,128,121
Total additions	6,028,609	20,858,641
DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO:		
Benefits paid to participants	1,306,420	7,892
Administrative expenses	39,317	150
Transfer of applicable net assets to other plan	544	-
Total deductions	1,346,281	8,042
NET INCREASE	4,682,328	20,850,599
NET ASSETS AVAILABLE FOR BENEFITS, BEGINNING OF YEAR/PERIOD	20,850,599	-
NET ASSETS AVAILABLE FOR BENEFITS, END OF YEAR/PERIOD	$ 25,532,927	$ 20,850,599

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

PALADIN BRANDS RETIREMENT SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2012 and 2011

NOTE 1 - DESCRIPTION OF THE PLAN

The following description of the Paladin Brands Retirement Savings Plan (the "Plan") provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

General

Effective September 28, 2011, Paladin Brands Holding, Inc. (the "Employer") adopted a prototype non-standardized qualified retirement plan and formed the Paladin Brands Retirement Savings Plan. The assets of the Plan were previously held under the Dover Corporation Retirement Savings Plan and were transferred into this Plan on September 28, 2011.

The Plan is a defined contribution plan that allows participants to defer receiving some of their compensation until their retirement and, in the event of death, receipt by their beneficiaries. The Plan is intended to satisfy all of the requirements for a qualified retirement plan under the appropriate provisions of the Internal Revenue Code (IRC) and similar state tax laws. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Eligibility

All employees of the Employer, excluding union employees covered by a collective bargaining agreement, non-resident aliens, and part-time employees with less than 1,000 hours of service, are eligible to make pre-tax contributions to the Plan immediately on the date in which the employee attains age 18. Employees that meet these eligibility requirements are also eligible to receive employer matching and discretionary non-elective contributions.

Automatic Enrollment

The Plan has an automatic enrollment feature for eligible employees at a 3% pre-tax contribution rate unless the employee elects to formally opt-out within 30 days or elect to contribute at a higher or lower rate. Such employees receive an immediate Employer match upon entering the Plan.

Contributions

Each year, participants may elect to contribute to the Plan, through regular payroll deductions, up to 50% of eligible payroll period compensation, as defined by the Plan, subject to limitations imposed by the IRC. Participants may also roll over amounts representing distributions from other qualified employee benefit or defined contribution plans. Participants who have attained the age of 50 before the end of the Plan year are eligible to make catch-up contributions.

NOTE 1 - DESCRIPTION OF THE PLAN (continued)

Contributions (continued)

The Plan allows for both a fixed per-payroll matching contribution (Basic Employer Matching Contribution) and an additional discretionary annual year-end matching contribution (Year-end Employer Matching Contribution). The Basic Employer Matching Contribution is a fixed 30% of the first 6% of a participant's compensation that they contribute to the Plan. At the discretion of Plan management, an additional Year-end Employer Matching Contribution may be made to the Plan on behalf of contributing participants employed on the last day of the Plan year.

The Employer may also elect to contribute a discretionary non-elective employer contribution to the Plan for participants who have satisfied the eligibility requirements specified above. Such contributions are allocated in proportion to the compensation of participants who are employed on the last day of the Plan year whether or not they have deferred any of their compensation into the Plan. The Employer did not make a discretionary non-elective employer contribution for the year ended December 31, 2012 or for the period ended December 31, 2011.

Participant Accounts

Each participant's account is credited with the participant's contributions, the Employer's contributions and Plan earnings (losses), and charged with an allocation of administrative expenses. Allocations are based on participant compensation or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Participants' Investment Options

The Plan permits participants to direct the investment of their accounts into their choice of a variety of funds. Each participant has the option of directing their contributions into any of the investment accounts.

Vesting

Participants are immediately vested in their voluntary contributions plus actual earnings thereon. Vesting in the Employer's contribution portion of their accounts plus earnings thereon is based on years of continuous service. Matching contributions, plus earnings thereon, are 100% vested after the participant completes one year of service. As the Plan was formed by an asset transfer from another plan, all participants carried over their vesting percentage from that plan.

A participant's discretionary non-elective employer contribution account becomes 20% vested upon the completion of two years of service and increases 20% for each year of service thereafter, until fully vested after six years. A participant's matching contribution and discretionary non-elective employer contribution account may also become fully vested upon the participant's attainment of age 65, while he/she is employed by the Employer, or his/her employment must have terminated during the Plan year due to death, permanent disability, or retirement.

NOTE 1 - DESCRIPTION OF THE PLAN (continued)

Payment of Benefits

Upon termination of service due to death, retirement on or after normal retirement age, or other reasons, a participant may elect to receive the value of the vested interest in his/her account. Distributions from the Plan are generally made in the form of single lump-sum payments, although the Plan allows installment distribution payments in the case of fully vested terminated participants who have reached age 55. The Plan's provisions also provide for in-service withdrawals or withdrawals in the event of financial hardship, as defined by the Plan.

Notes Receivable from Participants

A participant may borrow from his/her fund accounts, a minimum of $1,000 up to a maximum equal to the lesser of $50,000 or 50% of his/her vested account balance. The loans are secured by the balance in the participant's account and bear interest at the current prime rate, or such other rates prescribed by the Employer. Interest rates ranged from 3.25% to 8% as of the year ended December 31, 2012 and the period ended December 31, 2011. Loan terms range from one to five years, or longer for the purchase of a primary residence. Principal and interest are paid ratably through payroll deductions. These loans mature at various dates through August 2022. A participant may have up to two notes outstanding at one time.

Forfeitures

Forfeitures are used to reduce Employer contributions. At December 31, 2012 and December 31, 2011, forfeited non-vested accounts were $0. No forfeitures were used to reduce the Employer contributions for the year ended December 31, 2012 and the period ended December 31, 2011.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis for Accounting

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

Use of Estimates in Preparing Financial Statements

The preparation of financial statements in conformity with generally accepted accounting principles (GAAP) requires management to make estimates and assumptions that affect the reported amounts of net assets available for benefits and changes therein. Actual results could differ from those estimates.

NOTE 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 with no allowance for credit losses, as repayments of principal and interest are received through payroll deductions and the notes are collateralized by the participants' account balances. Delinquent participant loans, if any, are reclassified as distributions based upon the terms of the Plan document.

Investments Valuation and Income Recognition

The Plan's investments are stated at fair value. Common stock is valued at the closing price reported on the active market on which the individual securities are traded. The fair value of mutual funds is obtained from quoted prices on national securities exchanges. Investments in collective investment funds are based on net asset values as of the last business day of the Plan year as determined by their respective investment managers and recent transactions prices, which approximates fair value.

Purchases and sales of investment securities are reflected on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

As described in Financial Accounting Standards Board Staff Position, ASC 962-325-50, *Reporting of Fully Benefit-Responsive Investment Contracts Held by Certain Investment Companies Subject to the AICPA Investment Company Guide and Defined Contribution Health and Welfare and Pension Plans* (the ASC), investment contracts held by a defined contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The Plan invests in an investment contract through a collective trust fund. As required by the ASC, the Statements of Net Assets Available for Benefits present the fair value of the investment in the collective trust fund as well as the adjustment of the investment in the common trust fund from fair value to contract value relating to the investment contract. The Statements of Changes in Net Assets Available for Benefits are prepared on a contract value basis.

Administrative Expenses

Certain administrative expenses of the Plan related to the Trustee, recordkeeping, legal, and audit fees are paid by the Employer. Fees or commissions associated with each of the investment options and certain administrative expenses of the Plan are paid primarily by participants as a deduction from the amount invested or as an offset to investment earnings.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Payment of Benefits

Benefit payments to participants are recorded upon distribution.

Excess Contributions

Refunds of excess participant deferral contributions and forfeited employer matching contributions may be required to satisfy the relevant nondiscrimination provisions of the Plan. Such refunds are accrued as a liability and as additions to distributions in the Plan year in which the excess deferrals were made to the Plan.

NOTE 3 - FAIR VALUE MEASUREMENTS

The Plan measures, monitors, and discloses its assets on a fair value basis in accordance with Financial Accounting Standards Board Accounting Standards Codification 820 (ASC 820), *Fair Value Measurements and Disclosures*. ASC 820 establishes 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 are described below:

- Level 1 - Valuations based on quoted prices for identical assets or liabilities in active markets;
- Level 2 - Valuations based on quoted prices for similar assets or liabilities or identical assets or liabilities in less active markets, such as dealer or broker markets; and
- Level 3 - Valuations derived from valuation techniques in which one or more significant inputs or significant value drivers are unobservable, such as pricing models, discounted cash flow models and similar techniques not based on market, exchange, dealer or broker-traded transactions.

The following is a description of the valuation methodologies used for instruments measured at fair value and their classification in the valuation hierarchy:

- Common stock is valued at the closing price reported on the active market on which the security is traded. The equity securities are not traded daily and therefore are valued as of the most recent trade date in an active market. The equity securities are considered Level 1 investments.
- Mutual funds are valued at quoted market prices which represent the net asset value of shares held by the Plan at year-end. Mutual funds are considered Level 1 investments.

NOTE 3 - FAIR VALUE MEASUREMENTS (continued)

- Collective investment funds are valued based on the net asset values as of the last business day of the Plan year as determined by their respective investment managers. The collective investment funds do not have finite lives, unfunded commitments relating to these types of investments, or significant restrictions on redemptions. Collective investment funds are considered Level 2 investments.

The following is a description of the nature and risks of the categories of assets by major security type for Level 2 investments:

Stable value: A stable value investment is an instrument in which contractual terms provide for a high assurance of return of principal at a specified rate of interest. A key feature of stable value instruments is their treatment form an accounting standpoint. Provided key criteria are met, stable value instruments can be held at contract value, also known as book value. Book value accounting eliminates the market value fluctuations experienced by other asset classes and contributes to stable, risk-adjustment returns.

Large cap blend: Funds in this asset class invest their equity assets primarily in companies with large market capitalizations. Large market capitalization is generally defined as being in excess of $5 billion. Large cap core funds focus on companies that are fairly representative of the overall stock market in both size and price. While these funds have wide latitude in the companies in which they invest, they tend to diversify across the spectrum of U.S. industries.

Target date/retirement income: Targeted portfolios offer investment options that provide flexible investment strategies designed to change over specific time horizons. The portfolios use an investment strategy that allocates assets across the major asset classes: stocks, bonds, and cash. The asset mix of each portfolio is generated by an investment model that recommends and administers an appropriate asset allocation strategy for each time horizon. The portfolios aim for higher returns early on, investing for the greatest growth during the early years. As the years go by, each portfolio gradually shifts from a more aggressive investment strategy to a less aggressive investment strategy.

Foreign large cap blend: International equity funds invest in any country outside the U.S. Most of these funds divide their assets among a dozen or more developed markets including Japan, Britain, France, and Germany. They tend to invest the rest in emerging markets such as Hong Kong, Brazil, Mexico, and Thailand. Some funds are more aggressive in their country selection, which can cause them to carry additional risk. Foreign large cap blend funds focus on companies that are fairly representative of the overall foreign stock market in both size and price. While these funds have wide latitude in the companies in which they invest, they tend to diversify across the spectrum of foreign industries.

NOTE 3 - FAIR VALUE MEASUREMENTS (continued)

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

	Fair Value Measurements Using			
December 31, 2012	**Quoted Prices in Active Markets for Identical Assets (Level 1)**	**Significant Other Observable Inputs (Level 2)**	**Significant Unobservable Inputs (Level 3)**	**Total**
Mutual funds:				
Small cap blend	$ 53,964	$ -	$ -	$ 53,964
World stock	225,709	-	-	225,709
Large cap growth	1,683,168	-	-	1,683,168
Mid cap value	283,425	-	-	283,425
Large cap blend	1,214,372	-	-	1,214,372
Small cap growth	241,992	-	-	241,992
Mid cap growth	1,555,856	-	-	1,555,856
Small cap value	283,208	-	-	283,208
Intermediate bond	1,958,307	-	-	1,958,307
Moderate allocation	125,250	-	-	125,250
Collective investment funds:				
Stable value	-	3,423,045	-	3,423,045
Large cap blend	-	2,884,473	-	2,884,473
Target date	-	8,436,671	-	8,436,671
Retirement income	-	86,389	-	86,389
Foreign large cap blend	-	2,049,557	-	2,049,557
Total assets at fair value	$ 7,625,251	$ 16,880,135	$ -	$ 24,505,386

NOTE 3 - FAIR VALUE MEASUREMENTS (continued)

	Fair Value Measurements Using			
December 31, 2011	**Quoted Prices in Active Markets for Identical Assets (Level 1)**	**Significant Other Observable Inputs (Level 2)**	**Significant Unobservable Inputs (Level 3)**	**Total**
Mutual funds:				
Small cap blend	$ 16,245	$ -	$ -	$ 16,245
World stock	86,414	-	-	86,414
Large cap growth	1,289,485	-	-	1,289,485
Mid cap value	78,869	-	-	78,869
Large cap blend	827,120	-	-	827,120
Small cap growth	155,433	-	-	155,433
Mid cap growth	1,258,806	-	-	1,258,806
Small cap value	217,058	-	-	217,058
Intermediate bond	1,645,567	-	-	1,645,567
Moderate allocation	50,010	-	-	50,010
Collective investment funds:				
Stable value	-	3,007,085	-	3,007,085
Large cap blend	-	2,442,824	-	2,442,824
Target date	-	6,250,047	-	6,250,047
Retirement income	-	62,752	-	62,752
Foreign large cap blend	-	1,756,500	-	1,756,500
Common stock:				
Dover stock fund	684,615	-	-	684,615
Total assets at fair value	$ 6,309,622	$ 13,519,208	$ -	$ 19,828,830

The methods used to measure fair value may produce an amount that may not be indicative of net realizable value or reflective of future values. Furthermore, although the Plan believes its value 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.

NOTE 4 - SUMMARY OF INFORMATION CERTIFIED BY THE TRUSTEE

The Plan administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the DOL's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under such election, the Trustee has certified that the following data included in the accompanying financial statements and supplemental schedules is complete and accurate:

NOTE 4 - SUMMARY OF INFORMATION CERTIFIED BY THE TRUSTEE (continued)

a. Investments as shown in the accompanying Statements of Net Assets Available for Benefits of $24,505,386 and $19,828,830 as of December 31, 2012 and 2011, respectively.

b. Notes receivable from participants as shown in the accompanying Statements of Net Assets Available for Benefits of $1,022,195 and $969,963 as of December 31, 2012 and 2011, respectively.

c. Investment income as shown in the accompanying Statements of Changes in Net Assets Available for Benefits of $2,567,724 and $466 for the year and period ended December 31, 2012 and 2011, respectively.

d. Interest income from notes receivable from participants as shown in the accompanying Statements of Changes in Net Assets Available for Benefits of $32,429 and $2,552 for the year and period ended December 31, 2012 and 2011, respectively.

The fair value of individual investments that represents 5% or more of the Plan's net assets as of December 31, 2012 or 2011 is as follows:

	2012	2011
RiverSource Trust Income Fund II	$ 3,423,045	$ 3,007,085
RiverSource Trust Income Equity Fund	-	2,442,824
Columbia Large Cap Index Fund	2,884,473	-
Manning & Napier Retirement Target CIT Fund 2040	3,269,413	2,137,791
Manning & Napier Retirement Target CIT Fund 2030	2,735,606	1,883,654
Manning & Napier Retirement Target CIT Fund 2020	2,102,894	1,913,436
Wells Fargo/Thornburg International CIT Collective Fund	2,049,557	1,756,500
American Funds Growth Fund of America	1,683,168	1,289,485
Neuberger Berman Genesis Fund	1,555,856	1,258,806
PIMCO Total Return Fund	1,958,307	1,645,567

Investment income is comprised of the following for the year ended December 31, 2012 and the period ended December 31, 2011:

	2012	2011
Interest and dividends:		
Mutual funds	$ 130,362	$ 29,187
Common stock	-	3,871
Net appreciation (depreciation) in fair value of investments:		
Mutual funds	745,436	(57,269)
Collective trust funds	1,691,926	(10,540)
Common stock	-	35,217
Investment income	$ 2,567,724	$ 466

NOTE 4 - SUMMARY OF INFORMATION CERTIFIED BY THE TRUSTEES (continued)

The "net appreciation (depreciation) in fair value of investments" consists of the realized gains or losses, unrealized appreciation (depreciation) on Plan investments, and reinvested dividends and interest.

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

NOTE 5 - INVESTMENT CONTRACT WITH TRUST COMPANY

The Plan entered into a benefit-responsive investment contract with Ameriprise Trust Company (ATC), a wholly owned subsidiary of Ameriprise Financial, Inc. (Ameriprise Financial), which maintains the ATC Collective Investment Trust for Employee Benefit Plans (the "Trust") and its constituent funds pursuant to a Declaration of Trust by ATC. ATC established the RiverSource Trust Income Fund II (the "Fund"). The Fund is governed by the Amended and Restated Declaration of Trust (the "Declaration"). The Fund's net assets are invested in RiverSource Trust Income Fund I (the "Underlying Fund"). The Fund's investment objective is to preserve principal and income while maximizing current income. The Underlying Fund primarily invests in fixed-income instruments, stable value investment contracts issued by various banks, life insurance companies and other financial institutions, and in units of collective investment funds with investment objectives similar to those of the Fund, as authorized by the Declaration.

These accounts are credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses. The Underlying Fund also invests in book value investment contracts (BVCs), also known as synthetic investment contracts, which consists of an investment component that is "wrapped" by contracts (Wrapper Agreements) issued by third party financial institutions (generally, insurance companies or banks). These Wrapper Agreements guarantee that the contract's interest crediting rate will not be less than zero. This minimizes the risk of loss of the participants' principal and accrued interest.

The Fund held by the Trust at December 31, 2012 and 2011, is fully benefit-responsive. As described in Note 2, 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 investment contract. Contract value, as reported to the Plan by the Trustee, 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.

NOTE 5 - INVESTMENT CONTRACT WITH TRUST COMPANY (continued)

There are no reserves against contract value for credit risk of the contract issuer or otherwise. The interest crediting rates are typically reset on a quarterly basis according to the underlying wrapper contracts.

Certain events limit the ability of the Plan to transact at contract value with the issuer. Such events include the following: 1) termination of the trust holding the Fund assets, 2) replacement of the trustee of the Fund without the consent of the Wrapper provider, 3) a breach of the contract by a counterparty, or 4) a legal or regulatory event such as an adverse ruling by a regulatory agency. The Plan administrator does not believe that the occurrence of any such event, which would limit the Plan's ability to transact at contract value with participants, is probable. In the event the Fund is terminated, the net assets of the Fund would be distributed to the participating trusts with an interest in the Fund.

Average yields on this contract are:

	2012	2011
Based on actual earnings	2.78%	3.13%
Based on interest rate credited to participants	1.85%	1.88%

NOTE 6 - INCOME TAX STATUS

The Plan, through its adoption of a prototype plan sponsored by Wells Fargo Bank, N.A. (the "Trustee"), has obtained an opinion letter issued to the Trustee dated March 31, 2008, from the IRS stating that the prototype plan is qualified under Section 401(a) of the IRC and that any employer adopting this plan will be considered to have a qualified plan under Section 401(a) of the IRC. Therefore, the Plan is exempt from taxation. Once qualified, the Plan is required to operate in conformity with the IRC to maintain its qualification. The Plan has been amended since receiving the determination letter. However, the Plan administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC.

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

NOTE 7 - PLAN TERMINATION

Although it has not expressed any intent to do so, the Employer 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 accounts. Any unallocated assets of the Plan would be allocated to participant accounts and distributed in such manner as the Employer may determine.

NOTE 8 - PARTY-IN-INTEREST TRANSACTIONS

The Plan's investments are managed by the Trustee of the Plan. Therefore, the investment transactions qualify as party-in-interest transactions. Plan investments managed by the Trustee are $8,666,150 and $7,300,445 as of December 31, 2012 and 2011, respectively.

The Plan paid administration fees to the Trustee for the year ended December 31, 2012 and the period ended December 31, 2011, totaling $39,317 and $150, respectively.

NOTE 9 - RISKS AND UNCERTAINTIES

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the Statements of Net Assets Available for Benefits.

NOTE 10 - RECONCILIATION TO FORM 5500

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

	2012	2011
Net assets available for benefits per the financial statements	$ 25,532,927	$ 20,850,599
Excess contributions payable	55,057	-
Deemed distributions	(3,079)	-
Contributions receivable	(116,278)	(97,977)
Net assets available for benefits per Form 5500	$ 25,468,627	$ 20,752,622

NOTE 10 - RECONCILIATION TO FORM 5500 (continued)

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

	2012	2011
Net increase in net assets available for benefits per the financial statements	$ 4,682,328	$ 20,850,599
Net change in excess contributions payable	55,057	-
Net change in deemed distributions	(3,079)	-
Net change in contributions receivable	(18,301)	(97,977)
Transfers to (from) from other plan	544	(20,128,121)
Net increase in net assets available for benefits per Form 5500	$ 4,716,549	$ 624,501

NOTE 11 - SUBSEQUENT EVENTS

Management evaluated subsequent events through August 22, 2013, the date the financial statements were available to be issued. Events or transactions occurring after December 31, 2012, but prior to August 22, 2013 that provided additional evidence about conditions that existed at December 31, 2012, have been recognized in the financial statements for the year ended December 31, 2012. Events or transactions that provided evidence about conditions that did not exist at December 31, 2012, but arose before the financial statements were available to be issued have not been recognized in the financial statements for the year ended December 31, 2012.

SUPPLEMENTARY INFORMATION

PALADIN BRANDS RETIREMENT SAVINGS PLAN
SCHEDULE OF ASSETS (HELD AT END OF YEAR) -
FORM 5500, SCHEDULE H, PART IV, LINE 4(i)
E.I.N. 90-0218944 PLAN #002
December 31, 2012

	(a)	(b)	(c)	(d)	(e)
		Identity of issue, borrower, lessor or similar party	Description of investment, including maturity date, rate of interest, collateral, par, or maturity value	Cost	Current Value
	Mutual funds:				
		Aberdeen	Small Cap Institutional Fund	(1)	$ 53,964
		American Funds	Capital World Growth and Income Fund	(1)	225,709
		American Funds	Growth Fund of America	(1)	1,683,168
		Artisan	Mid Cap Value Fund	(1)	283,425
*		Columbia	Large Core Quantitative	(1)	183,825
		Davis Funds	New York Venture Fund	(1)	1,030,547
		Hartford Mutual Funds	Small Company HLS Fund	(1)	241,992
		Neuberger Berman	Genesis Fund	(1)	1,555,856
		Northern Trust	Small Cap Value	(1)	283,208
		PIMCO	Total Return Fund	(1)	1,958,307
*		Columbia	Balanced Fund	(1)	125,250
	Collective investment funds:				
*		Riversource Trust	Income Fund II	(1)	3,423,045
*		Columbia	Large Cap Index Fund	(1)	2,884,473
		Manning & Napier	Retirement Target CIT Fund 2040	(1)	3,269,413
		Manning & Napier	Retirement Target CIT Fund 2030	(1)	2,735,606
		Manning & Napier	Retirement Target CIT Fund 2020	(1)	2,102,894
		Manning & Napier	Retirement Target CIT Fund 2010	(1)	328,759
		Manning & Napier	Retirement Target Income CIT Fund	(1)	86,388
*		Wells Fargo/Thornburg	International CIT Collective Fund	(1)	2,049,557
	Notes receivable from participants:				
		Plan participants	Interest rates from 3.25% to 8% with various maturities		1,022,195
	TOTAL ASSETS HELD FOR INVESTMENT PURPOSES				$ 25,527,581

The above information has been certified as complete and accurate by Wells Fargo, N.A., the Trustee of the Plan.

* Represents party-in-interest.

(1) Cost information may be omitted as the investments are participant-directed.

PALADIN BRANDS RETIREMENT SAVINGS PLAN
SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS -
FORM 5500, SCHEDULE H, PART IV, LINE 4(a)
Year Ended December 31, 2012

EIN: 90-0218944
Plan Number: 002

<table>
<tr><td>Participant contributions transferred late to the Plan:
$108</td><td colspan="3">Total that constitutes non-exempt prohibited transactions:
$108</td><td rowspan="2">Total fully corrected under VFCP and PTE 2002-51
$0</td></tr>
<tr><td>Check here if late participant loan contributions are included ☒</td><td>Contributions not corrected:
$108</td><td>Contributions corrected outside VFCP:
$0</td><td>Contributions pending correction in VFCP:
$0</td></tr>
</table>

PALADIN BRANDS RETIREMENT SAVINGS PLAN
SCHEDULE OF ASSETS (HELD AT END OF YEAR) -
FORM 5500, SCHEDULE H, PART IV, LINE 4(i)
E.I.N. 90-0218944 PLAN #002
December 31, 2012

	(a)	(b)	(c)	(d)	(e)
		Identity of issue, borrower, lessor or similar party	Description of investment, including maturity date, rate of interest, collateral, par, or maturity value	Cost	Current Value
	Mutual funds:				
		Aberdeen	Small Cap Institutional Fund	(1)	$ 53,964
		American Funds	Capital World Growth and Income Fund	(1)	225,709
		American Funds	Growth Fund of America	(1)	1,683,168
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		Northern Trust	Small Cap Value	(1)	283,208
		PIMCO	Total Return Fund	(1)	1,958,307
*		Columbia	Balanced Fund	(1)	125,250
	Collective investment funds:				
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		Manning & Napier	Retirement Target CIT Fund 2030	(1)	2,735,606
		Manning & Napier	Retirement Target CIT Fund 2020	(1)	2,102,894
		Manning & Napier	Retirement Target CIT Fund 2010	(1)	328,759
		Manning & Napier	Retirement Target Income CIT Fund	(1)	86,388
*		Wells Fargo/Thornburg	International CIT Collective Fund	(1)	2,049,557
	Notes receivable from participants:				
		Plan participants	Interest rates from 3.25% to 8% with various maturities		1,022,195
	TOTAL ASSETS HELD FOR INVESTMENT PURPOSES				$ 25,527,581

The above information has been certified as complete and accurate by Wells Fargo, N.A., the Trustee of the Plan.

* Represents party-in-interest.

(1) Cost information may be omitted as the investments are participant-directed.