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
TWINING LABORATORIES RETIREMENT SAVINGS PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 11/01/1986

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

TWINING , INC. DBA TWINING LABORATORIES OF SOUTHERN CALIFORNIA

2883 SPRING STREET, SUITE 300
LONG BEACH, CA 90806

2b Employer Identification Number (EIN)
95-2040084

2c Sponsor's telephone number
562-426-3355

2d Business code (see instructions)
541380

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	EDWARD TWINING, JR.
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	09/27/2013	EDWARD TWINING, JR.
	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**	114
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**	95
b Retired or separated participants receiving benefits	**6b**	0
c Other retired or separated participants entitled to future benefits	**6c**	30
d Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	125
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f Total. Add lines **6d** and **6e**	**6f**	125
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	118
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	6
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 3F 2G 2J 2K 3H 2F

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)	[X]	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)	[X]	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)	[X]	1	**A** (Insurance Information)
(4)	[X]		**C** (Service Provider Information)
(5)	[X]		**D** (DFE/Participating Plan Information)
(6)	[ ]		**G** (Financial Transaction Schedules)

SCHEDULE A (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Insurance 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.**

▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).

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
TWINING LABORATORIES RETIREMENT SAVINGS PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
TWINING , INC. DBA TWINING LABORATORIES OF SOUTHERN CALIFORNIA

D Employer Identification Number (EIN)
95-2040084

Part I Information Concerning Insurance Contract Coverage, Fees, and Commissions

Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.

1 Coverage Information:

(a) Name of insurance carrier

ING LIFE INSURANCE AND ANNUITY COMPANY

(b) EIN	**(c)** NAIC code	**(d)** Contract or identification number	**(e)** Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	**(g)** To
71-0294708	80837	876384	119	01/01/2012	12/31/2012

2 Insurance fee and commission information. Enter the total fees and total commissions paid. List in line 3 the agents, brokers, and other persons in descending order of the amount paid.

(a) Total amount of commissions paid	**(b)** Total amount of fees paid
16202	1250

3 Persons receiving commissions and fees. (Complete as many entries as needed to report all persons).

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

LPL FINANCIAL CORPORATION
9785 TOWNE CENTRE DRIVE
SAN DIEGO, CA 92121

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	
16202	1250	MARKET OVERRIDE	3

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

Part II Investment and Annuity Contract Information

Where individual contracts are provided, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

4	Current value of plan's interest under this contract in the general account at year end	4	1222662
5	Current value of plan's interest under this contract in separate accounts at year end	5	2509256

6 Contracts With Allocated Funds:

a State the basis of premium rates ▶ NOT APPLICABLE

b	Premiums paid to carrier	6b	
c	Premiums due but unpaid at the end of the year	6c	
d	If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount. Specify nature of costs ▶	6d	

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity (3) ☐ other (specify) ▶

f If contract purchased, in whole or in part, to distribute benefits from a terminating plan check here ▶ ☐

7 Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)

a Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee (3) ☐ guaranteed investment (4) ☒ other ▶ PENSION PLAN FUNDING

b	Balance at the end of the previous year			7b	1000601
c	Additions: (1) Contributions deposited during the year	7c(1)	91111		
	(2) Dividends and credits	7c(2)			
	(3) Interest credited during the year	7c(3)	16160		
	(4) Transferred from separate account	7c(4)	25703		
	(5) Other (specify below)	7c(5)	5005		
	▶ LOAN REPAYMENTS				
	(6) Total additions			7c(6)	137979
d	Total of balance and additions (add lines **7b** and **7c(6)**).			7d	1138580
e	Deductions:				
	(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	2125		
	(2) Administration charge made by carrier	7e(2)	278		
	(3) Transferred to separate account	7e(3)			
	(4) Other (specify below)	7e(4)	13515		
	▶ LOAN DISBURSEMENTS				
	(5) Total deductions			7e(5)	15918
f	Balance at the end of the current year (subtract line **7e(5)** from line **7d**)			7f	1122662

Part III Welfare Benefit Contract Information

If more than one contract covers the same group of employees of the same employer(s) or members of the same employee organizations(s), the information may be combined for reporting purposes if such contracts are experience-rated as a unit. Where contracts cover individual employees, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

8 Benefit and contract type (check all applicable boxes)

a ☐ Health (other than dental or vision) **b** ☐ Dental **c** ☐ Vision **d** ☐ Life insurance

e ☐ Temporary disability (accident and sickness) **f** ☐ Long-term disability **g** ☐ Supplemental unemployment **h** ☐ Prescription drug

i ☐ Stop loss (large deductible) **j** ☐ HMO contract **k** ☐ PPO contract **l** ☐ Indemnity contract

m ☐ Other (specify) ▶

9 Experience-rated contracts:				
a Premiums: (1) Amount received	**9a(1)**			
(2) Increase (decrease) in amount due but unpaid	**9a(2)**			
(3) Increase (decrease) in unearned premium reserve	**9a(3)**			
(4) Earned (**(1)** + **(2)** - **(3)**)			**9a(4)**	
b Benefit charges (1) Claims paid	**9b(1)**			
(2) Increase (decrease) in claim reserves	**9b(2)**			
(3) Incurred claims (add **(1)** and **(2)**)			**9b(3)**	
(4) Claims charged			**9b(4)**	
c Remainder of premium: (1) Retention charges (on an accrual basis) --				
(A) Commissions	**9c(1)(A)**			
(B) Administrative service or other fees	**9c(1)(B)**			
(C) Other specific acquisition costs	**9c(1)(C)**			
(D) Other expenses	**9c(1)(D)**			
(E) Taxes	**9c(1)(E)**			
(F) Charges for risks or other contingencies	**9c(1)(F)**			
(G) Other retention charges	**9c(1)(G)**			
(H) Total retention			**9c(1)(H)**	
(2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.)			**9c(2)**	
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement			**9d(1)**	
(2) Claim reserves			**9d(2)**	
(3) Other reserves			**9d(3)**	
e Dividends or retroactive rate refunds due. (Do not include amount entered in line **9c(2)**.)			**9e**	
10 Nonexperience-rated contracts:				
a Total premiums or subscription charges paid to carrier			**10a**	
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, line 2 above, report amount.			**10b**	

Specify nature of costs ▶

Part IV Provision of Information

11 Did the insurance company fail to provide any information necessary to complete Schedule A? ☐ Yes ☐ No

12 If the answer to line 11 is "Yes," specify the information not provided. ▶

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
TWINING LABORATORIES RETIREMENT SAVINGS PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
TWINING , INC. DBA TWINING LABORATORIES OF SOUTHERN CALIFORNIA

D Employer Identification Number (EIN)
95-2040084

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).. . . . . ☐ 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

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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)

ING LIFE INSURANCE AND ANNUITY COMP

PO BOX 990067
HANFORD, CT 06199-0067

71-0294708

(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?
66 60 64 65	SERVICE PROVIDER	0	Yes [X] No [ ]	Yes [X] No [ ]	21964	Yes [ ] No [X]

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

T. ROWE PRICE FUNDS

100 EAST PRATT STREET
BALTIMORE, MD 21202

52-2264646

(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?
28 52 63	SERVICE PROVIDER		Yes [X] No [ ]	Yes [ ] No [X]	6239	Yes [ ] No [X]

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

ING MUTUAL FUNDS

PO BOX 990067
HARTFORD, CT 06199-0067

95-4516049

(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?
28 63 52	INVMT PRODUCT PROVIDER		Yes [X] No [ ]	Yes [ ] No [X]	7462	Yes [ ] No [X]

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

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

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

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

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

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

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

OMB No. 1210-0110

2012

This Form is Open to Public Inspection.

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

A Name of plan
TWINING LABORATORIES RETIREMENT SAVINGS PLAN

B Three-digit plan number (PN) ▶ 001

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
TWINING , INC. DBA TWINING LABORATORIES OF SOUTHERN CALIFORNIA

D Employer Identification Number (EIN)
95-2040084

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: AMERICAN CENTURY MID CAP VALUE

b Name of sponsor of entity listed in (a): ING LIFE INSURANCE & ANNUITY

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)
71-0294708-000	P	27771

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

b Name of sponsor of entity listed in (a): ING LIFE INSURANCE & ANNUITY

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)
71-0294708-000	P	34221

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

b Name of sponsor of entity listed in (a): ING LIFE INSURANCE & ANNUITY

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)
71-0294708-000	P	233790

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

b Name of sponsor of entity listed in (a): ING LIFE INSURANCE & ANNUITY

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)
71-0294708-000	P	1122662

a Name of MTIA, CCT, PSA, or 103-12 IE: ING FMR DIVERSIFIED MID CAP

b Name of sponsor of entity listed in (a): ING LIFE INSURANCE & ANNUITY

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)
71-0294708-000	P	171465

a Name of MTIA, CCT, PSA, or 103-12 IE: ING LARGE CAP GROWTH

b Name of sponsor of entity listed in (a): ING LIFE INSURANCE & ANNUITY

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)
71-0294708-000	P	122004

a Name of MTIA, CCT, PSA, or 103-12 IE: ING MONEY MARKET FUND

b Name of sponsor of entity listed in (a): ING LIFE INSURANCE & ANNUITY

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)
71-0294708-000	P	753

a Name of MTIA, CCT, PSA, or 103-12 IE: ING RUSSELL MID CAP			
b Name of sponsor of entity listed in (a): ING LIFE INSURANCE & ANNUITY			
c EIN-PN 71-0294708-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	22747
a Name of MTIA, CCT, PSA, or 103-12 IE: ING SOLUTION AGGRESSIVE			
b Name of sponsor of entity listed in (a): ING LIFE INSURANCE & ANNUITY			
c EIN-PN 71-0294708-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	45705
a Name of MTIA, CCT, PSA, or 103-12 IE: ING SOLUTION CONSERVATIVE			
b Name of sponsor of entity listed in (a): ING LIFE INSURANCE & ANNUITY			
c EIN-PN 71-0294708-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	2985
a Name of MTIA, CCT, PSA, or 103-12 IE: ING SOLUTION GROWTH			
b Name of sponsor of entity listed in (a): ING LIFE INSURANCE & ANNUITY			
c EIN-PN 71-0294708-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	11709
a Name of MTIA, CCT, PSA, or 103-12 IE: ING SOLUTION MODERATE			
b Name of sponsor of entity listed in (a): ING LIFE INSURANCE & ANNUITY			
c EIN-PN 71-0294708-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	8661
a Name of MTIA, CCT, PSA, or 103-12 IE: ING US STOCK INDEX			
b Name of sponsor of entity listed in (a): ING LIFE INSURANCE & ANNUITY			
c EIN-PN 71-0294708-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	83002
a Name of MTIA, CCT, PSA, or 103-12 IE: INVESCO DIVERSIFIED FUND			
b Name of sponsor of entity listed in (a): ING LIFE INSURANCE & ANNUITY			
c EIN-PN 71-0294708-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	99497
a Name of MTIA, CCT, PSA, or 103-12 IE: LORD ABBETT DEVELOPING GROWTH FUND			
b Name of sponsor of entity listed in (a): ING LIFE INSURANCE & ANNUITY			
c EIN-PN 71-0294708-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	109775
a Name of MTIA, CCT, PSA, or 103-12 IE: MORGAN STANLEY INSTITUTIONAL FUND			
b Name of sponsor of entity listed in (a): ING LIFE INSURANCE & ANNUITY			
c EIN-PN 71-0294708-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	144618
a Name of MTIA, CCT, PSA, or 103-12 IE: NEUBERGER BERMAN GENESIS FUND			
b Name of sponsor of entity listed in (a): ING LIFE INSURANCE & ANNUITY			
c EIN-PN 71-0294708-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	125503

a Name of MTIA, CCT, PSA, or 103-12 IE: T ROWE PRICE RETIREMENT 2040

b Name of sponsor of entity listed in (a): ING LIFE INSURANCE & ANNUITY

c EIN-PN 71-0294708-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 154185

a Name of MTIA, CCT, PSA, or 103-12 IE: T ROWE PRICE RETIREMENT 2045

b Name of sponsor of entity listed in (a): ING LIFE INSURANCE & ANNUITY

c EIN-PN 71-0294708-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 26606

a Name of MTIA, CCT, PSA, or 103-12 IE: T ROWE PRICE RETIREMENT 2050

b Name of sponsor of entity listed in (a): ING LIFE INSURANCE & ANNUITY

c EIN-PN 71-0294708-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 19764

a Name of MTIA, CCT, PSA, or 103-12 IE: T ROWE PRICE RETIREMENT 2055

b Name of sponsor of entity listed in (a): ING LIFE INSURANCE & ANNUITY

c EIN-PN 71-0294708-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 27040

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

b Name of sponsor of entity listed in (a): ING LIFE INSURANCE & ANNUITY

c EIN-PN 71-0294708-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 138922

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

b Name of sponsor of entity listed in (a): ING LIFE INSURANCE & ANNUITY

c EIN-PN 71-0294708-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 341512

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

b Name of sponsor of entity listed in (a): ING LIFE INSURANCE & ANNUITY

c EIN-PN 71-0294708-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 230996

a Name of MTIA, CCT, PSA, or 103-12 IE: T ROWE PRICE BLUE CHIP

b Name of sponsor of entity listed in (a): ING LIFE INSURANCE & ANNUITY

c EIN-PN 71-0294708-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 203983

a Name of MTIA, CCT, PSA, or 103-12 IE: T ROWE PRICE RETIREMENT 2005

b Name of sponsor of entity listed in (a): ING LIFE INSURANCE & ANNUITY

c EIN-PN 71-0294708-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 472

a Name of MTIA, CCT, PSA, or 103-12 IE: T ROWE PRICE RETIREMENT 2010

b Name of sponsor of entity listed in (a): ING LIFE INSURANCE & ANNUITY

c EIN-PN 71-0294708-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 9583

a Name of MTIA, CCT, PSA, or 103-12 IE: T ROWE PRICE RETIREMENT 2015

b Name of sponsor of entity listed in (a): ING LIFE INSURANCE & ANNUITY

c EIN-PN 71-0294708-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 32942

a Name of MTIA, CCT, PSA, or 103-12 IE: T ROWE PRICE RETIREMENT 2020

b Name of sponsor of entity listed in (a): ING LIFE INSURANCE & ANNUITY

c EIN-PN 71-0294708-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 52021

a Name of MTIA, CCT, PSA, or 103-12 IE: T ROWE PRICE RETIREMENT 2025

b Name of sponsor of entity listed in (a): ING LIFE INSURANCE & ANNUITY

c EIN-PN 71-0294708-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 8505

a Name of MTIA, CCT, PSA, or 103-12 IE: T ROWE PRICE RETIREMENT 2030

b Name of sponsor of entity listed in (a): ING LIFE INSURANCE & ANNUITY

c EIN-PN 71-0294708-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 18047

a Name of MTIA, CCT, PSA, or 103-12 IE: T ROWE PRICE RETIREMENT 2035

b Name of sponsor of entity listed in (a): ING LIFE INSURANCE & ANNUITY

c EIN-PN 71-0294708-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 475

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

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

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
TWINING LABORATORIES RETIREMENT SAVINGS PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
TWINING , INC. DBA TWINING LABORATORIES OF SOUTHERN CALIFORNIA

D Employer Identification Number (EIN)
95-2040084

Part I Asset and Liability Statement

1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	56210	
(2) Participant contributions	1b(2)	3548	4612
(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)	58758	95156
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)	2128348	2509256
(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)		
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)	1000601	1122662
(15) Other	1c(15)		

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(1) Employer securities	1d(1)		
	(2) Employer real property	1d(2)		
e	Buildings and other property used in plan operation	1e		
f	Total assets (add all amounts in lines 1a through 1e)	1f	3247465	3731686
	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	
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	3247465	3731686

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)		
	(B) Participants	2a(1)(B)	445338	
	(C) Others (including rollovers)	2a(1)(C)	30996	
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		476334
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)	4315	
	(F) Other	2b(1)(F)		
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		4315
	(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)		
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		
	(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)		
	(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)		

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		306352
(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)		15881
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		802882
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	294721	
(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)		294721
f Corrective distributions (see instructions)	2f		11646
g Certain deemed distributions of participant loans (see instructions)	2g		9244
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)	3050	
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		3050
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		318661
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		484221
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: TALLEY & COMPANY **(2)** EIN: 33-0689542

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			

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

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

5b(1) Name of plan(s)	**5b(2)** EIN(s)	**5b(3)** PN(s)

Part V Trust Information (optional)

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

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

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

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

OMB No. 1210-0110

2012

This Form is Open to Public Inspection.

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

A Name of plan
TWINING LABORATORIES RETIREMENT SAVINGS PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
TWINING , INC. DBA TWINING LABORATORIES OF SOUTHERN CALIFORNIA

D Employer Identification Number (EIN)
95-2040084

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**

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): 31-0472910

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):

TWINING LABORATORIES
RETIREMENT SAVINGS PLAN

Report, Financial Statements
and Supplemental Information

December 31, 2012 and 2011

TWINING LABORATORIES
RETIREMENT SAVINGS PLAN

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INDEPENDENT AUDITOR'S REPORT

Administrative Committee and Participants of the
Twining Laboratories Retirement Savings Plan

Report on the Financial Statements

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

Administrative Committee's Responsibility for the Financial Statements

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

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the 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's Administrative Committee instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 5, which was certified by ING Life Insurance and Annuity Company, the Custodian of the plan, except for comparing the information with the related information included in the financial statements and supplemental schedules. We have been informed by the Plan's Administrative Committee that the Custodian holds the Plan's investment assets and executes investment transactions. The Plan's Administrative Committee has obtained a certification from the Custodian as of and for the years ended December 31, 2012 and 2011, that the information provided to the Plan's Administrative Committee by the Custodian is complete and accurate.

Disclaimer of Opinion

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

Other Matter

We were engaged for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedules of Assets (Held at End of Year) and Schedule of Assets (Acquired and Disposed of Within Year), which are the responsibility of Plan's Administrative Committee, are presented for the purpose of additional analysis and are not a required part of the financial statements but are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, it is inappropriate to and we do not express an opinion on the supplemental schedules referred to above.

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

The form and content of the information included in the financial statements and supplemental schedules, other than that derived from the information certified by the Custodian, 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.

Tilley & Company
An Accountancy Corporation

Orange, California
September 9, 2013

TWINING LABORATORIES RETIREMENT SAVINGS PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

DECEMBER 31,

ASSETS

	2012	2011
Investments at fair value:		
Pooled separate accounts	$ 2,509,256	$ 2,128,348
Guaranteed investment contract	1,131,303	1,000,601
Total investments	3,640,559	3,128,949
Receivables:		
Employer's contribution	-	56,210
Participants' contribution	4,614	3,549
Notes receivable from participants	95,156	58,759
	99,770	118,518
Total assets	3,740,329	3,247,467

LIABILITIES

Excess contributions payable - total liabilities	21,438	11,646
Net assets reflecting all benefits at fair value	3,718,891	3,235,821
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	(8,641)	-
Net assets available for benefits	$ 3,710,250	$ 3,235,821

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

TWINING LABORATORIES RETIREMENT SAVINGS PLAN

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

YEARS ENDED DECEMBER 31,

	2012	2011
Additions to net assets attributed to:		
Contributions:		
Participants	$ 445,338	$ 388,398
Company	-	56,210
Rollovers	30,996	15,229
	476,334	459,837
Investment income:		
Net appreciation in fair value of investments	322,233	-
Interest income on notes receivable from participants	4,315	3,144
Total additions	802,882	462,981
Deductions from net assets attributed to:		
Net depreciation in fair value of investments	-	38,081
Benefits paid directly to participants	294,721	59,167
Excess contributions	21,438	13,219
Deemed distribution of notes receivable from participants	9,244	-
Administrative expenses	3,050	6,433
Total deductions	328,453	116,900
Net increase in net assets	474,429	346,081
Net assets available for benefits at:		
Beginning of year	3,235,821	2,889,740
End of year	$ 3,710,250	$ 3,235,821

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

NOTE 1 – GENERAL DESCRIPTION OF THE PLAN

The following description of the Twining Laboratories Retirement Savings Plan (the "Plan") provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provision.

1. **General.** The Plan is a salary reduction plan covering all employees of the Company who have completed six-months of service. It is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"). Pursuant to a collective bargaining agreement effective June 22, 1998, Twining Laboratories' union personnel no longer make salary deferrals to the 401(k) Plan. Amounts previously contributed by union personnel will be maintained by the Plan until withdrawn by the employee.

   On October 15, 2003, the Plan was amended and restated for GUST, the final regulations for Minimum Required Distributions, and the interim EGTRAA amendments.

   Effective January 1, 2009, the Plan was amended and restated to adopt a prototype plan offered by the Plan's third-party administrator. The adoption did not change the eligibility requirements or investment options.

2. **Contributions.** Each year, participants may contribute up to 90% of pretax annual compensation, as defined in the Plan. The Company may contribute a discretionary matching contribution equal to a percentage, to be determined by the employer, of the participant's salary reduction. The Company did not make any discretionary matching contributions for the year ended December 31, 2012. The Company made a discretionary matching contribution equal to 15% of the employee salary contributions for the year ended December 31, 2011.

3. **Participants accounts.** Separate accounts are maintained for each participant in the Plan. Allocations of matching contributions are based on a percentage of the participants' elective deferral amounts. Each participant's account is credited with the participant's contribution and allocation of the Company's contributions, and Plan earnings.

4. **Vesting.** Participants are immediately vested in their contributions plus related earnings. Vesting in the Company's matching contribution portions of their accounts, plus related earnings, is based on years of continuous service. Company matching contributions vest 33% after two years, 67% after three years, and 100% after four years of credited service. Participants also become fully vested upon reaching age 65, in the event of death or upon suffering a permanent disability while employed with the Company.

5. **Investment options.** Participants may choose among various investment funds in which their contributions are to be invested. All of the Plan's investment options are participant directed.

NOTE 1 – GENERAL DESCIPTION OF THE PLAN – (Continued)

6. **Participant loans.** Participants may borrow from their fund accounts a minimum of $1,000 up to a maximum equal to the lesser of $50,000 or 50% of their vested account balance. Loan terms range from one to five years or a reasonable period of time for the purchase of a primary residence. The loans are secured by the balance in the participant's account and bear interest at a rate commensurate with local prevailing rates, currently the prime rate plus 1.5%. If more security is required, the participant's primary residence may be used. Principal and interest are paid ratably through weekly payroll deductions. As of December 31, 2012, the interest rate on participant loans was 4.75%. As of December 31, 2011, the interest rates on participant loans ranged from 4.75% to 6.5%. There were no defaulted participant loans as of December 31, 2012 and 2011.

7. **Payment of benefits.** Participants are eligible to receive a distribution of their account balance, to the extent vested, upon termination of employment, death, disability or retirement. Benefits are payable as a lump sum amount, a series of installment payments, or a direct rollover. Terminated employees with account balances greater than $5,000 may elect to keep their vested account balances in the Plan after termination. As of December 31, 2012 and 2011, net assets included vested account balances of terminated employees totaling $607,473 and $244,981, respectively.

8. **Forfeited accounts.** Participants forfeit the unvested portion of their accounts upon receipt of distribution of the vested account balance. Forfeitures may be used to, first, reduce administrative expenses and, then, employer contributions. As of December 31, 2012 and 2011 forfeited non-vested accounts available to offset future employer contributions totaled $7,778 and $7,445, respectively. No forfeited funds were used to offset administrative expenses and employer contributions for the year ended December 31, 2012 and 2011.

9. **Plan Administration.** B&B Benefits Administration, Inc. serves as third-party administrator. Union Central Life Insurance ("Union Central") served as custodian from January 1, 2011 through January 7, 2011 and ING Life Insurance and Annuity Company ("ING") serves as custodian from January 8, 2011 through December 31, 2012. The Company provides accounting and administrative services to the Plan at no cost and pays contract administration fees and asset management fees. Administrative expenses, which amounted to $18,270 and $18,410, were paid by the Company for the years ended December 31, 2012 and 2011, respectively. Administrative expenses paid by the Plan were $3,050 and $6,433 for the years ended December 31, 2012 and 2011, respectively.

10. **Plan Termination.** The Company anticipates and believes that the Plan will continue without interruption but reserves the right to terminate the Plan in whole or in part at any time. In the event of termination of the Plan, each participant would become fully vested to the extent of the balance in their account, and all accumulated plan benefits would be disbursed to the participants.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Use of Estimates

The preparation of financial statements in conformity with U.S. Generally Accepted Accounting Principles requires the Plan administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results may differ from those estimates.

Basis of Accounting

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

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 Statement of Net Assets Available for Benefits presents the fair value of the investment contracts as well as the adjustment of the fully benefit-responsive investment contracts from fair value to contract value. The Statement of Changes in Net Assets Available for Benefits is prepared on a contract value basis.

Notes Receivable from Participants

Notes receivable from participants are reported at their unpaid principal balances plus any accrued but unpaid interest.

Investment Valuation and Income Recognition

The guaranteed investment contract is valued at fair value. Contract value represents contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses. Fair value reflects the relationship between credited rates earned by the funds and current market rates.

Investments in pooled separate accounts are valued at estimated fair value as reported by ING as of December 31, 2012 and 2011, as determined by the quoted market prices of the underlying investments. Investment income is recorded when earned.

Net appreciation (depreciation) in the fair value of investments consists of both realized and unrealized gains and losses. Realized gains and losses are measured as the difference between the historical cost of investments sold or redeemed during the year and the proceeds received from their sale or redemption. Unrealized gains and losses are measured as the difference between cost and fair value at the beginning of the period and at the end of the period. Investment transactions are accounted for on a trade date basis.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – (Continued)

Payment of Benefits

Benefits are recorded when paid.

Subsequent Events

Subsequent events have been evaluated by the Company's management through September 9, 2013, the date these financial statements were available to be issued. No material subsequent events have occurred since December 31, 2012 that required recognition or disclosure in the current period financial statements.

NOTE 3 – GUARANTEED INVESTMENT CONTRACT

The Plan has a benefit-responsive investment contract with Union Central from January 1, 2011 through January 7, 2011 and with ING January 8, 2011 through December 31, 2012. The custodians maintain the contributions in a general account. The account is credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses. As described in Note 2, because the guaranteed 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 fund. The contract is included in the financial statements at fair value as reported to the Plan by ING and Union Central. Contract value represents contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses. Fair value reflects the relationship between credited rates earned by the funds and current market rates. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value. The guaranteed investment contract issuer is contractually obligated to repay the principal and a specified interest rate that is guaranteed to the Plan.

There were no reserves against contract value for credit risk of the contract issuer or otherwise. The interest rate was at 1.5% in 2012 and ranged from 1.8% to 2% in 2011. The crediting interest rate is based on a formula agreed upon with the issuer. Such interest rates are reviewed on a quarterly basis for resetting.

Certain events limit the Plan's ability to transact at contract value with the issuer. Such events include the following: (i) amendments to the Plan documents (including complete or partial plan termination or merger with another plan), (ii) changes to the Plan's prohibition on competing investment options or deletion of equity wash provisions, or (iii) the failure of the trust to qualify for exemption from federal income taxes or any required prohibited transaction exemption under ERISA. The Plan administrator does not believe that the occurrence of any such value event, which would limit the Plan's ability to transact at contract value with participants, is probable.

NOTE 3 – GUARANTEED INVESTMENT CONTRACT (Continued)

	Investments at Fair Value	Adjustment to Contract Value
ING Fixed Account		
December 31, 2012	$ 1,131,303	($ 8,641)
December 31, 2011	$ 1,000,601	$ -

NOTE 4 – INVESTMENTS

The following presents investments that represent 5 percent or more of the Plan's net assets as of December 31,:

	2012	2011
Pooled separate accounts:		
T. Rowe Price Blue Chip Growth Fund	$ 203,983	$ 253,205
Fidelity VIP Contrafund Portfolio	233,790	244,957
Pioneer Strategic Income Funds	230,996	163,663
PIMCO Total Return Fund	341,511	-
Neuberger Berman Genesis Fund	-	175,531
ING FMR SM Diversified Mid Cap Portfolio	-	186,540
Thornburg International Value Fund	-	166,178
Guaranteed investment contract:		
ING Fixed Account	$ 1,131,303	$ 1,000,601

The Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value by $322,233 and depreciated in value by $38,081 during 2012 and 2011, respectively, as follows:

	2012	2011
Pooled separate accounts	$ 306,073	($ 54,599)
ING Fixed Account	16,160	16,419
Union Central Deposit account	-	99
	$ 322,233	($ 38,081)

NOTE 5 – SUMMARY OF FINANCIAL DATA CERTIFIED BY THE CUSTODIANS OF PLAN ASSETS

The following financial data was certified by the Custodians of Plan Assets of the Plan for the years ended December 31, 2012 and 2011 in accordance with Section 2520.103-5 of the Department of Labor Rules and Regulations for Reporting and Disclosure under ERISA.

Statements of net assets available for benefits

	2012	2011
Investments in:		
Pooled separate accounts	$ 2,509,256	$ 2,128,348
Guaranteed investment contract	1,122,662	1,000,601
Net assets available for benefits	$ 3,631,918	$ 3,128,949

Statements of changes in net assets available for benefits

	2012	2011
Additions to net assets:		
Contributions:		
Participants	$ 444,272	$ 390,005
Employer	56,210	46,047
Rollovers	30,997	15,631
Investment income:		
Net appreciation in fair value of assets	322,233	-
Loan principal and interest repayment	41,873	29,503
Total additions	895,585	481,186
Deductions from net assets:		
Net depreciation in fair value of assets	-	39,455
Benefits paid directly to participants	306,367	58,851
Excess contributions refund	-	1,573
Administrative expenses	3,050	2,150
Loans originated	83,199	25,268
Total deductions	392,616	127,297
Net increase	502,969	353,889
Net assets available for benefits:		
Beginning of year	3,128,949	2,775,060
End of year	$ 3,631,918	$ 3,128,949

NOTE 6 – FEDERAL INCOME TAX STATUS

Effective January 1, 2009, the Plan was amended and restated to adopt a prototype plan offered by the Plan's third-party administrator. The Plan has not applied for a determination letter from the Internal Revenue Service. However, the Plan Administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code. Therefore, no provision for income taxes has been included in the Plan's financial statements.

NOTE 7 – PARTY-IN-INTEREST TRANSACTIONS

Certain Plan investments are units of participation in pooled separate accounts managed by ING. ING is the custodian as defined by the Plan, and therefore, these transactions qualify as party-in-interest transactions.

There were no party-in-interest transactions that are prohibited by the Employee Retirement Income Security Act of 1974 Section 406 and for which no statutory or administrative exemption exists.

NOTE 8 – RECONCILIATION WITH FORM 5500

The Statements of Net Assets Available for Benefits and Statements of Changes in Net Assets Available for Benefits as of and for the years ended December 31, 2012 and 2011 differ from the 2012 IRS Form 5500 in the amount of $21,438 and $11,646, respectively. The differences represent corrective distributions of $21,438 and $11,646 as of December 31, 2012 and 2011.

NOTE 9 – FAIR VALUE MEASUREMENT

The Plan's investments are reported at fair value in the accompanying statements of net assets available for benefit. The methods used to measure fair value may produce an amount 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.

Guidance included in ASC 820-10 *Fair Value Measurements and Disclosures* provides a framework for measuring fair value and establishes a fair value hierarchy that prioritizes the inputs used to measure fair value, giving the highest priority to unadjusted quoted prices in active markets for identical assets (Level 1 inputs) and the lowest priority to unobservable inputs (Level 3 inputs).

NOTE 9 – FAIR VALUE MEASUREMENT – (Continued)

Level 1 – The fair value of pooled separate accounts is based on quoted market prices of the underlying investments at year-end.

Level 2 – The fair value of the guaranteed investment contract is determined by discounting the related cash flows based on current yield. The current yield and future cash flows are directly observable inputs, and consequently, guaranteed investment contract fair values are considered Level 2.

The following is a summary of the inputs used as of December 31, 2012 in valuing the Plan's investments:

	Level 1	Level 2	Fair Value Measurements
Pooled separate accounts	$ 2,509,256	$ -	$ 2,509,256
Guaranteed investment contract	$ -	$ 1,131,303	$ 1,131,303

The following is a summary of the inputs used as of December 31, 2011 in valuing the Plan's investments:

	Level 1	Level 2	Fair Value Measurements
Pooled separate accounts	$ 2,128,348	$ -	$ 2,128,348
Guaranteed investment contract	$ -	$ 1,000,601	$ 1,000,601

NOTE 10 – 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 statement of net assets available for benefits.

SUPPLEMENTAL INFORMATION

TWINING LABORATORIES RETIREMENT SAVINGS PLAN

SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
EIN: 95-2040084
PLAN # 001

DECEMBER 31, 2012

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value	(d) Cost	(e) Current value
	Pooled separate accounts:			
	T. Rowe Price	Retirement 2005 Fund	***	$ 472
	T. Rowe Price	Retirement 2010 Fund	***	9,583
	T. Rowe Price	Retirement 2015 Fund	***	32,942
	T. Rowe Price	Retirement 2020 Fund	***	52,021
	T. Rowe Price	Retirement 2025 Fund	***	8,504
	T. Rowe Price	Retirement 2030 Fund	***	18,047
	T. Rowe Price	Retirement 2035 Fund	***	475
	T. Rowe Price	Retirement 2040 Fund	***	154,184
	T. Rowe Price	Retirement 2045 Fund	***	26,606
	T. Rowe Price	Retirement 2050 Fund	***	19,764
	T. Rowe Price	Retirement 2055 Fund	***	27,040
	T. Rowe Price **	Blue Chip Growth Fund	***	203,983
*	ING	Large Cap Growth Portfolio	***	122,004
*	ING	Money Market Fund	***	753
*	ING	Russel Mid Cap Index Portfolio	***	22,747
*	ING	Solution Moderately Aggressive Portfolio	***	45,705
*	ING	Solution Conservative Portfolio	***	$ 2,985

** Party-in-interest.*

*** Represents investments greater than 5% of the Plan's net assets.*

**** Historical cost information is not required for participant directed investment funds.*

TWINING LABORATORIES RETIREMENT SAVINGS PLAN

SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
EIN: 95-2040084
PLAN # 001

DECEMBER 31, 2012

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value	(d) Cost	(e) Current value
	Pooled separate accounts:			
*	ING	Solution Balanced Portfolio	***	$ 11,709
*	ING	Solution Moderately Conservative Portfolio	***	8,661
*	ING	U.S. Stock Index Portfolio	***	83,002
	Lord Abbett	Developing Growth Fund	***	109,775
	Morgan Stanley	Institutional Fund U.S. Real Estate Portfolio	***	144,618
	PIMCO **	Total Return Fund	***	341,511
	Neuberger Berman	Genesis Fund	***	125,503
	American Century	Mid Cap Value Fund	***	27,771
*	ING	Balanced Portfolio	***	34,221
*	ING **	Fidelity VIP Contrafund Portfolio	***	233,790
*	ING	FMRSM Diversified Mid Cap Portfolio	***	171,465
	Thornburg	International Value Fund	***	138,922
	Pioneer **	Strategic Income Fund	***	230,996
	Invesco	Diversified Dividend Fund	***	99,497
				$ 2,509,256

* *Party-in-interest.*

** *Represents investments greater than 5% of the Plan's net assets.*

*** *Historical cost information is not required for participant directed investment funds.*

TWINING LABORATORIES RETIREMENT SAVINGS PLAN

SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
EIN: 95-2040084
PLAN # 001

DECEMBER 31, 2012

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value	(d) Cost	(e) Current value
	Guaranteed investment contract:			
*	ING **	Deposit account, guaranteed rate of return at 1.5%	***	$ 1,131,303
	Participant loans:	Loans to participants with maturity dates ranging from 1 to 5 years and interest rates of 4.25%	$ -	95,156
				$ 3,735,715

* *Party-in-interest.*

** *Represents investments greater than 5% of the Plan's net assets.*

*** *Historical cost information is not required for participant directed investment funds.*

TWINING LABORATORIES RETIREMENT SAVINGS PLAN

SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (ACQUIRED AND DISPOSED OF WITHIN YEAR)
EIN: 95-2040084
PLAN # 001

DECEMBER 31, 2012

(a) Identity of issue, borrower, lessor, or similar party	(b) Description of investment including maturity date, rate of interest, collateral, par or maturity value	(c) Costs of acquisitions	(d) Proceeds of dispositions
Participant loans	Loans to participants with maturity dates ranging from 1 to 5 years and interest rates at 4.25%	$ -	$ -

Form **5558**
(Rev. August 2012)

Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File Certain Employee Plan Returns

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

OMB No. 1545-0212

File With IRS Only

Part I Identification

A Name of filer, plan administrator, or plan sponsor (see instructions)
Twining , Inc. dba

Number, street, and room or suite no. (If a P.O. box, see instructions)
2883 Spring Street, Suite 300

City or town, state, and ZIP code
Long Beach CA 90806

B **Filer's identifying number (see instructions)**
Employer identification number (EIN)(9 digits XX-XXXXXXX)
95-2040084

Social security number (SSN) (9 digits XXX-XX-XXXX)

C Plan name	Plan number	Plan year ending-- MM	DD	YYYY
Twining Laboratories Retirement Savings Plan	0 0 1	12	31	2012

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

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

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

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

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

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

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

a Enter the Code section(s) imposing the tax . . . . . ► a

b Enter the payment amount attached . . . . . ► b

c For excise taxes under section 4980 or 4980F of the Code, enter the reversion/amendment date . . ► c

5 **State in detail why you need the extension:**

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

Signature ► **Date** ►

Form 5500	Annual Return/Report of Employee Benefit Plan	OMB Nos. 1210-0110 1210-0089
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	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.**	**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
Twining Laboratories Retirement Savings Plan

1b Three-digit plan number (PN) ► 001

1c Effective date of plan 11/01/1986

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

Twining , Inc. dba Twining Laboratories of Southern California

2883 Spring Street, Suite 300

US Long Beach CA 90806

2b Employer Identification Number (EIN) 95-2040084

2c Sponsor's telephone number (562) 426-3355

2d Business code (see instructions) 541380

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	Signature of plan administrator	Date 9/27/13	Enter name of individual signing as plan administrator EDWARD TWINING, JR.
SIGN HERE	Signature of employer/plan sponsor	Date 9/27/13	Enter name of individual signing as employer or plan sponsor EDWARD TWINING , JR.
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)

5500 Electronic Filing Authorization

Plan Name: Twining Laboratories Retirement Savings Plan
EIN/PN: 95-2040084/001
Plan Year: 01/01/2012 - 12/31/2012

I hereby authorize B&B Benefits Administration, Inc. % Carolyn Brewer to electronically file the above return with the US Department of Labor's Electronic Filing Acceptance System (EFAST).

I have signed Form 5500 for this return and understand a scanned copy of this return bearing my manual signature will be included in the electronic filing and posted on the US Department of Labor's internet site for public disclosure.

Plan Administrator

(sign)

9/27/13

(date)

Plan Sponsor

(sign)

9/27/13

(date)

TWINING LABORATORIES
RETIREMENT SAVINGS PLAN

Report, Financial Statements
and Supplemental Information

December 31, 2012 and 2011

TWINING LABORATORIES
RETIREMENT SAVINGS PLAN

INDEX TO REPORT, FINANCIAL STATEMENTS AND SUPPLEMENTAL INFORMATION

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TALLEY & COMPANY
AN ACCOUNTANCY CORPORATION

ADVICE. SOLUTIONS. RESULTS.

600 CITY PARKWAY WEST | SUITE 650 | ORANGE, CALIFORNIA 92868 | 714.867.2200 | 714.867.2201 (F)

INDEPENDENT AUDITOR'S REPORT

Administrative Committee and Participants of the
Twining Laboratories Retirement Savings Plan

Report on the Financial Statements

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

Administrative Committee's Responsibility for the Financial Statements

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

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the 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's Administrative Committee instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 5, which was certified by ING Life Insurance and Annuity Company, the Custodian of the plan, except for comparing the information with the related information included in the financial statements and supplemental schedules. We have been informed by the Plan's Administrative Committee that the Custodian holds the Plan's investment assets and executes investment transactions. The Plan's Administrative Committee has obtained a certification from the Custodian as of and for the years ended December 31, 2012 and 2011, that the information provided to the Plan's Administrative Committee by the Custodian is complete and accurate.

Disclaimer of Opinion

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

Other Matter

We were engaged for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedules of Assets (Held at End of Year) and Schedule of Assets (Acquired and Disposed of Within Year), which are the responsibility of Plan's Administrative Committee, are presented for the purpose of additional analysis and are not a required part of the financial statements but are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, it is inappropriate to and we do not express an opinion on the supplemental schedules referred to above.

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

The form and content of the information included in the financial statements and supplemental schedules, other than that derived from the information certified by the Custodian, 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.

Tilley & Company
An Accountancy Corporation

Orange, California
September 9, 2013

TWINING LABORATORIES RETIREMENT SAVINGS PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

DECEMBER 31,

ASSETS

	2012	2011
Investments at fair value:		
Pooled separate accounts	$ 2,509,256	$ 2,128,348
Guaranteed investment contract	1,131,303	1,000,601
Total investments	3,640,559	3,128,949
Receivables:		
Employer's contribution	-	56,210
Participants' contribution	4,614	3,549
Notes receivable from participants	95,156	58,759
	99,770	118,518
Total assets	3,740,329	3,247,467

LIABILITIES

Excess contributions payable - total liabilities	21,438	11,646
Net assets reflecting all benefits at fair value	3,718,891	3,235,821
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	(8,641)	-
Net assets available for benefits	$ 3,710,250	$ 3,235,821

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

TWINING LABORATORIES RETIREMENT SAVINGS PLAN

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

YEARS ENDED DECEMBER 31,

	2012	2011
Additions to net assets attributed to:		
Contributions:		
Participants	$ 445,338	$ 388,398
Company	-	56,210
Rollovers	30,996	15,229
	476,334	459,837
Investment income:		
Net appreciation in fair value of investments	322,233	-
Interest income on notes receivable from participants	4,315	3,144
Total additions	802,882	462,981
Deductions from net assets attributed to:		
Net depreciation in fair value of investments	-	38,081
Benefits paid directly to participants	294,721	59,167
Excess contributions	21,438	13,219
Deemed distribution of notes receivable from participants	9,244	-
Administrative expenses	3,050	6,433
Total deductions	328,453	116,900
Net increase in net assets	474,429	346,081
Net assets available for benefits at:		
Beginning of year	3,235,821	2,889,740
End of year	$ 3,710,250	$ 3,235,821

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

NOTE 1 – GENERAL DESCRIPTION OF THE PLAN

The following description of the Twining Laboratories Retirement Savings Plan (the "Plan") provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provision.

1. **General.** The Plan is a salary reduction plan covering all employees of the Company who have completed six-months of service. It is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"). Pursuant to a collective bargaining agreement effective June 22, 1998, Twining Laboratories' union personnel no longer make salary deferrals to the 401(k) Plan. Amounts previously contributed by union personnel will be maintained by the Plan until withdrawn by the employee.

   On October 15, 2003, the Plan was amended and restated for GUST, the final regulations for Minimum Required Distributions, and the interim EGTRAA amendments.

   Effective January 1, 2009, the Plan was amended and restated to adopt a prototype plan offered by the Plan's third-party administrator. The adoption did not change the eligibility requirements or investment options.

2. **Contributions.** Each year, participants may contribute up to 90% of pretax annual compensation, as defined in the Plan. The Company may contribute a discretionary matching contribution equal to a percentage, to be determined by the employer, of the participant's salary reduction. The Company did not make any discretionary matching contributions for the year ended December 31, 2012. The Company made a discretionary matching contribution equal to 15% of the employee salary contributions for the year ended December 31, 2011.

3. **Participants accounts.** Separate accounts are maintained for each participant in the Plan. Allocations of matching contributions are based on a percentage of the participants' elective deferral amounts. Each participant's account is credited with the participant's contribution and allocation of the Company's contributions, and Plan earnings.

4. **Vesting.** Participants are immediately vested in their contributions plus related earnings. Vesting in the Company's matching contribution portions of their accounts, plus related earnings, is based on years of continuous service. Company matching contributions vest 33% after two years, 67% after three years, and 100% after four years of credited service. Participants also become fully vested upon reaching age 65, in the event of death or upon suffering a permanent disability while employed with the Company.

5. **Investment options.** Participants may choose among various investment funds in which their contributions are to be invested. All of the Plan's investment options are participant directed.

NOTE 1 – GENERAL DESCIPTION OF THE PLAN – (Continued)

6. **Participant loans.** Participants may borrow from their fund accounts a minimum of $1,000 up to a maximum equal to the lesser of $50,000 or 50% of their vested account balance. Loan terms range from one to five years or a reasonable period of time for the purchase of a primary residence. The loans are secured by the balance in the participant's account and bear interest at a rate commensurate with local prevailing rates, currently the prime rate plus 1.5%. If more security is required, the participant's primary residence may be used. Principal and interest are paid ratably through weekly payroll deductions. As of December 31, 2012, the interest rate on participant loans was 4.75%. As of December 31, 2011, the interest rates on participant loans ranged from 4.75% to 6.5%. There were no defaulted participant loans as of December 31, 2012 and 2011.

7. **Payment of benefits.** Participants are eligible to receive a distribution of their account balance, to the extent vested, upon termination of employment, death, disability or retirement. Benefits are payable as a lump sum amount, a series of installment payments, or a direct rollover. Terminated employees with account balances greater than $5,000 may elect to keep their vested account balances in the Plan after termination. As of December 31, 2012 and 2011, net assets included vested account balances of terminated employees totaling $607,473 and $244,981, respectively.

8. **Forfeited accounts.** Participants forfeit the unvested portion of their accounts upon receipt of distribution of the vested account balance. Forfeitures may be used to, first, reduce administrative expenses and, then, employer contributions. As of December 31, 2012 and 2011 forfeited non-vested accounts available to offset future employer contributions totaled $7,778 and $7,445, respectively. No forfeited funds were used to offset administrative expenses and employer contributions for the year ended December 31, 2012 and 2011.

9. **Plan Administration.** B&B Benefits Administration, Inc. serves as third-party administrator. Union Central Life Insurance ("Union Central") served as custodian from January 1, 2011 through January 7, 2011 and ING Life Insurance and Annuity Company ("ING") serves as custodian from January 8, 2011 through December 31, 2012. The Company provides accounting and administrative services to the Plan at no cost and pays contract administration fees and asset management fees. Administrative expenses, which amounted to $18,270 and $18,410, were paid by the Company for the years ended December 31, 2012 and 2011, respectively. Administrative expenses paid by the Plan were $3,050 and $6,433 for the years ended December 31, 2012 and 2011, respectively.

10. **Plan Termination.** The Company anticipates and believes that the Plan will continue without interruption but reserves the right to terminate the Plan in whole or in part at any time. In the event of termination of the Plan, each participant would become fully vested to the extent of the balance in their account, and all accumulated plan benefits would be disbursed to the participants.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Use of Estimates

The preparation of financial statements in conformity with U.S. Generally Accepted Accounting Principles requires the Plan administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results may differ from those estimates.

Basis of Accounting

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

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 Statement of Net Assets Available for Benefits presents the fair value of the investment contracts as well as the adjustment of the fully benefit-responsive investment contracts from fair value to contract value. The Statement of Changes in Net Assets Available for Benefits is prepared on a contract value basis.

Notes Receivable from Participants

Notes receivable from participants are reported at their unpaid principal balances plus any accrued but unpaid interest.

Investment Valuation and Income Recognition

The guaranteed investment contract is valued at fair value. Contract value represents contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses. Fair value reflects the relationship between credited rates earned by the funds and current market rates.

Investments in pooled separate accounts are valued at estimated fair value as reported by ING as of December 31, 2012 and 2011, as determined by the quoted market prices of the underlying investments. Investment income is recorded when earned.

Net appreciation (depreciation) in the fair value of investments consists of both realized and unrealized gains and losses. Realized gains and losses are measured as the difference between the historical cost of investments sold or redeemed during the year and the proceeds received from their sale or redemption. Unrealized gains and losses are measured as the difference between cost and fair value at the beginning of the period and at the end of the period. Investment transactions are accounted for on a trade date basis.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – (Continued)

Payment of Benefits

Benefits are recorded when paid.

Subsequent Events

Subsequent events have been evaluated by the Company's management through September 9, 2013, the date these financial statements were available to be issued. No material subsequent events have occurred since December 31, 2012 that required recognition or disclosure in the current period financial statements.

NOTE 3 – GUARANTEED INVESTMENT CONTRACT

The Plan has a benefit-responsive investment contract with Union Central from January 1, 2011 through January 7, 2011 and with ING January 8, 2011 through December 31, 2012. The custodians maintain the contributions in a general account. The account is credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses. As described in Note 2, because the guaranteed 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 fund. The contract is included in the financial statements at fair value as reported to the Plan by ING and Union Central. Contract value represents contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses. Fair value reflects the relationship between credited rates earned by the funds and current market rates. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value. The guaranteed investment contract issuer is contractually obligated to repay the principal and a specified interest rate that is guaranteed to the Plan.

There were no reserves against contract value for credit risk of the contract issuer or otherwise. The interest rate was at 1.5% in 2012 and ranged from 1.8% to 2% in 2011. The crediting interest rate is based on a formula agreed upon with the issuer. Such interest rates are reviewed on a quarterly basis for resetting.

Certain events limit the Plan's ability to transact at contract value with the issuer. Such events include the following: (i) amendments to the Plan documents (including complete or partial plan termination or merger with another plan), (ii) changes to the Plan's prohibition on competing investment options or deletion of equity wash provisions, or (iii) the failure of the trust to qualify for exemption from federal income taxes or any required prohibited transaction exemption under ERISA. The Plan administrator does not believe that the occurrence of any such value event, which would limit the Plan's ability to transact at contract value with participants, is probable.

NOTE 3 – GUARANTEED INVESTMENT CONTRACT (Continued)

	Investments at Fair Value	Adjustment to Contract Value
ING Fixed Account		
December 31, 2012	$ 1,131,303	($ 8,641)
December 31, 2011	$ 1,000,601	$ -

NOTE 4 – INVESTMENTS

The following presents investments that represent 5 percent or more of the Plan's net assets as of December 31,:

	2012	2011
Pooled separate accounts:		
T. Rowe Price Blue Chip Growth Fund	$ 203,983	$ 253,205
Fidelity VIP Contrafund Portfolio	233,790	244,957
Pioneer Strategic Income Funds	230,996	163,663
PIMCO Total Return Fund	341,511	-
Neuberger Berman Genesis Fund	-	175,531
ING FMR SM Diversified Mid Cap Portfolio	-	186,540
Thornburg International Value Fund	-	166,178
Guaranteed investment contract:		
ING Fixed Account	$ 1,131,303	$ 1,000,601

The Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value by $322,233 and depreciated in value by $38,081 during 2012 and 2011, respectively, as follows:

	2012	2011
Pooled separate accounts	$ 306,073	($ 54,599)
ING Fixed Account	16,160	16,419
Union Central Deposit account	-	99
	$ 322,233	($ 38,081)

NOTE 5 – SUMMARY OF FINANCIAL DATA CERTIFIED BY THE CUSTODIANS OF PLAN ASSETS

The following financial data was certified by the Custodians of Plan Assets of the Plan for the years ended December 31, 2012 and 2011 in accordance with Section 2520.103-5 of the Department of Labor Rules and Regulations for Reporting and Disclosure under ERISA.

Statements of net assets available for benefits

	2012	2011
Investments in:		
Pooled separate accounts	$ 2,509,256	$ 2,128,348
Guaranteed investment contract	1,122,662	1,000,601
Net assets available for benefits	$ 3,631,918	$ 3,128,949

Statements of changes in net assets available for benefits

	2012	2011
Additions to net assets:		
Contributions:		
Participants	$ 444,272	$ 390,005
Employer	56,210	46,047
Rollovers	30,997	15,631
Investment income:		
Net appreciation in fair value of assets	322,233	-
Loan principal and interest repayment	41,873	29,503
Total additions	895,585	481,186
Deductions from net assets:		
Net depreciation in fair value of assets	-	39,455
Benefits paid directly to participants	306,367	58,851
Excess contributions refund	-	1,573
Administrative expenses	3,050	2,150
Loans originated	83,199	25,268
Total deductions	392,616	127,297
Net increase	502,969	353,889
Net assets available for benefits:		
Beginning of year	3,128,949	2,775,060
End of year	$ 3,631,918	$ 3,128,949

NOTE 6 – FEDERAL INCOME TAX STATUS

Effective January 1, 2009, the Plan was amended and restated to adopt a prototype plan offered by the Plan's third-party administrator. The Plan has not applied for a determination letter from the Internal Revenue Service. However, the Plan Administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code. Therefore, no provision for income taxes has been included in the Plan's financial statements.

NOTE 7 – PARTY-IN-INTEREST TRANSACTIONS

Certain Plan investments are units of participation in pooled separate accounts managed by ING. ING is the custodian as defined by the Plan, and therefore, these transactions qualify as party-in-interest transactions.

There were no party-in-interest transactions that are prohibited by the Employee Retirement Income Security Act of 1974 Section 406 and for which no statutory or administrative exemption exists.

NOTE 8 – RECONCILIATION WITH FORM 5500

The Statements of Net Assets Available for Benefits and Statements of Changes in Net Assets Available for Benefits as of and for the years ended December 31, 2012 and 2011 differ from the 2012 IRS Form 5500 in the amount of $21,438 and $11,646, respectively. The differences represent corrective distributions of $21,438 and $11,646 as of December 31, 2012 and 2011.

NOTE 9 – FAIR VALUE MEASUREMENT

The Plan's investments are reported at fair value in the accompanying statements of net assets available for benefit. The methods used to measure fair value may produce an amount 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.

Guidance included in ASC 820-10 *Fair Value Measurements and Disclosures* provides a framework for measuring fair value and establishes a fair value hierarchy that prioritizes the inputs used to measure fair value, giving the highest priority to unadjusted quoted prices in active markets for identical assets (Level 1 inputs) and the lowest priority to unobservable inputs (Level 3 inputs).

NOTE 9 – FAIR VALUE MEASUREMENT – (Continued)

Level 1 – The fair value of pooled separate accounts is based on quoted market prices of the underlying investments at year-end.

Level 2 – The fair value of the guaranteed investment contract is determined by discounting the related cash flows based on current yield. The current yield and future cash flows are directly observable inputs, and consequently, guaranteed investment contract fair values are considered Level 2.

The following is a summary of the inputs used as of December 31, 2012 in valuing the Plan's investments:

	Level 1	Level 2	Fair Value Measurements
Pooled separate accounts	$ 2,509,256	$ -	$ 2,509,256
Guaranteed investment contract	$ -	$ 1,131,303	$ 1,131,303

The following is a summary of the inputs used as of December 31, 2011 in valuing the Plan's investments:

	Level 1	Level 2	Fair Value Measurements
Pooled separate accounts	$ 2,128,348	$ -	$ 2,128,348
Guaranteed investment contract	$ -	$ 1,000,601	$ 1,000,601

NOTE 10 – 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 statement of net assets available for benefits.

SUPPLEMENTAL INFORMATION

TWINING LABORATORIES RETIREMENT SAVINGS PLAN

SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
EIN: 95-2040084
PLAN # 001

DECEMBER 31, 2012

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value	(d) Cost	(e) Current value
	Pooled separate accounts:			
	T. Rowe Price	Retirement 2005 Fund	***	$ 472
	T. Rowe Price	Retirement 2010 Fund	***	9,583
	T. Rowe Price	Retirement 2015 Fund	***	32,942
	T. Rowe Price	Retirement 2020 Fund	***	52,021
	T. Rowe Price	Retirement 2025 Fund	***	8,504
	T. Rowe Price	Retirement 2030 Fund	***	18,047
	T. Rowe Price	Retirement 2035 Fund	***	475
	T. Rowe Price	Retirement 2040 Fund	***	154,184
	T. Rowe Price	Retirement 2045 Fund	***	26,606
	T. Rowe Price	Retirement 2050 Fund	***	19,764
	T. Rowe Price	Retirement 2055 Fund	***	27,040
	T. Rowe Price **	Blue Chip Growth Fund	***	203,983
*	ING	Large Cap Growth Portfolio	***	122,004
*	ING	Money Market Fund	***	753
*	ING	Russel Mid Cap Index Portfolio	***	22,747
*	ING	Solution Moderately Aggressive Portfolio	***	45,705
*	ING	Solution Conservative Portfolio	***	$ 2,985

** Party-in-interest.*

*** Represents investments greater than 5% of the Plan's net assets.*

**** Historical cost information is not required for participant directed investment funds.*

TWINING LABORATORIES RETIREMENT SAVINGS PLAN

SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
EIN: 95-2040084
PLAN # 001

DECEMBER 31, 2012

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value	(d) Cost	(e) Current value
	Pooled separate accounts:			
*	ING	Solution Balanced Portfolio	***	$ 11,709
*	ING	Solution Moderately Conservative Portfolio	***	8,661
*	ING	U.S. Stock Index Portfolio	***	83,002
	Lord Abbett	Developing Growth Fund	***	109,775
	Morgan Stanley	Institutional Fund U.S. Real Estate Portfolio	***	144,618
	PIMCO **	Total Return Fund	***	341,511
	Neuberger Berman	Genesis Fund	***	125,503
	American Century	Mid Cap Value Fund	***	27,771
*	ING	Balanced Portfolio	***	34,221
*	ING **	Fidelity VIP Contrafund Portfolio	***	233,790
*	ING	FMRSM Diversified Mid Cap Portfolio	***	171,465
	Thornburg	International Value Fund	***	138,922
	Pioneer **	Strategic Income Fund	***	230,996
	Invesco	Diversified Dividend Fund	***	99,497
				$ 2,509,256

* *Party-in-interest.*

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TWINING LABORATORIES RETIREMENT SAVINGS PLAN

SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
EIN: 95-2040084
PLAN # 001

DECEMBER 31, 2012

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value	(d) Cost	(e) Current value
	Guaranteed investment contract:			
*	ING **	Deposit account, guaranteed rate of return at 1.5%	***	$ 1,131,303
	Participant loans:	Loans to participants with maturity dates ranging from 1 to 5 years and interest rates of 4.25%	$ -	95,156
				$ 3,735,715

* *Party-in-interest.*

** *Represents investments greater than 5% of the Plan's net assets.*

*** *Historical cost information is not required for participant directed investment funds.*

TWINING LABORATORIES RETIREMENT SAVINGS PLAN

SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (ACQUIRED AND DISPOSED OF WITHIN YEAR)
EIN: 95-2040084
PLAN # 001

DECEMBER 31, 2012

(a) Identity of issue, borrower, lessor, or similar party	(b) Description of investment including maturity date, rate of interest, collateral, par or maturity value	(c) Costs of acquisitions	(d) Proceeds of dispositions
Participant loans	Loans to participants with maturity dates ranging from 1 to 5 years and interest rates at 4.25%	$ -	$ -