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;
- [X] 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
HAVI GROUP PROFIT SHARING AND SAVINGS PLAN, THE

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 02/01/1975

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

THE HAVI GROUP LIMITED PARTNERSHIP

3500 LACEY ROAD, SUITE 600
DOWNERS GROVE, IL 60515

2b Employer Identification Number (EIN) 36-3600106

2c Sponsor's telephone number 630-493-7376

2d Business code (see instructions) 424100

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.	10/08/2013	MARTIN BREESE
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/08/2013	CHARLES SCHULMAN
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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

Preparer's telephone number (optional)

3a Plan administrator's name and address [ ] Same as Plan Sponsor Name [X] Same as Plan Sponsor Address

PLAN COMMITTEE

3b Administrator's EIN 36-3600106

3c Administrator's telephone number

4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:

a Sponsor's name

4b EIN

4c PN

5	Total number of participants at the beginning of the plan year	**5**	1078
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**	601
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	488
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	1089
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	7
f	Total. Add lines **6d** and **6e**	**6f**	1096
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	1074
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	18
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

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

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

9a Plan funding arrangement (check all that apply)

(1)	[ ]	Insurance
(2)	[ ]	Code section 412(e)(3) insurance contracts
(3)	[X]	Trust
(4)	[ ]	General assets of the sponsor

9b Plan benefit arrangement (check all that apply)

(1)	[ ]	Insurance
(2)	[ ]	Code section 412(e)(3) insurance contracts
(3)	[X]	Trust
(4)	[ ]	General assets of the sponsor

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

a Pension Schedules

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

b General Schedules

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

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

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

A Name of plan	**B** Three-digit plan number (PN) ▶	
HAVI GROUP PROFIT SHARING AND SAVINGS PLAN, THE		001
C Plan sponsor's name as shown on line 2a of Form 5500	**D** Employer Identification Number (EIN)	
THE HAVI GROUP LIMITED PARTNERSHIP	36-3600106	

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

AMERICAN FUNDS

95-1411037

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

ARTISIAN

39-1811840

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

DODGE & COX

94-1441976

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

FRANKLIN TEMPLETON INVESTMENTS

94-3167260

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

HARBOR

04-2679462

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

JANUS

43-1804048

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

PIMCO FUNDS

95-2632339

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

VANGUARD

23-1945930

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

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

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

(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)

WOLF & COMPANY LLP

36-2985665

(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?
10 50	NONE	15100	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

WELLS FARGO BANK, N.A.

94-1347393

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 21 37 49 50 52 62 64	NONE	116223	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [ ] No [X]

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

AON HEWITT ENNIS KNUPP, INC.

36-3109431

(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?
27 50	SERVICE PROVIDER	59250	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

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

KAYE SCHOLER, LLP

70 W. MADISON STREET, SUITE 4200
CHICAGO, IL 60602

(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?
29 50	NONE	12105	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

LEVY & ASSOCIATES

1522 GREENLEAF STREET
EVANSTON, IL 60202

(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?
17 50	NONE	13068	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

BPS&M, LLC

62-0853448

(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?
10 50	NONE	5437	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

Part I Service Provider Information (continued)

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

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

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

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

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

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

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

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

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

OMB No. 1210-0110

2012

This Form is Open to Public Inspection.

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

A Name of plan
HAVI GROUP PROFIT SHARING AND SAVINGS PLAN, THE

B Three-digit plan number (PN) ▶ 001

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
THE HAVI GROUP LIMITED PARTNERSHIP

D Employer Identification Number (EIN)
36-3600106

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: WELLS FARGO STABLE RETURN FUND

b Name of sponsor of entity listed in (a): WELLS FARGO BANK, N.A.

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
41-6202499-001	C	16465888

a Name of MTIA, CCT, PSA, or 103-12 IE: WELLS FARGO SHORT-TERM INVESTMENT

b Name of sponsor of entity listed in (a): WELLS FARGO BANK, N.A.

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
41-6292499-001	C	22

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

2012

This Form is Open to Public Inspection

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

A Name of plan
HAVI GROUP PROFIT SHARING AND SAVINGS PLAN, THE

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
THE HAVI GROUP LIMITED PARTNERSHIP

D Employer Identification Number (EIN)
36-3600106

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)	3598939	3775361
(2) Participant contributions	1b(2)	121830	
(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)	1747627	1639183
(9) Value of interest in common/collective trusts	1c(9)	17242048	16465906
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	102072888	118508873
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)		
(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	124783332	140389323
Liabilities			
g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j	34278	41000
k Total liabilities (add all amounts in lines 1g through1j)	1k	34278	41000
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	124749054	140348323

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)	6525432	
(B) Participants	2a(1)(B)	5327695	
(C) Others (including rollovers)	2a(1)(C)	1173625	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		13026752
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)	58022	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		58022
(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)	2411430	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		2411430
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		345941
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		13230313
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		29072458
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	13231323	
(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)		13231323
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		11279
h Interest expense	2h		
i Administrative expenses: **(1)** Professional fees	2i(1)	32642	
(2) Contract administrator fees	2i(2)	99058	
(3) Investment advisory and management fees	2i(3)	76500	
(4) Other	2i(4)	22387	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		230587
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		13473189
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		15599269
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: WOLF & COMPANY LLP **(2)** EIN: 36-2985665

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		175339
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		15000000
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
HAVI GROUP PROFIT SHARING AND SAVINGS PLAN, THE

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
THE HAVI GROUP LIMITED PARTNERSHIP

D Employer Identification Number (EIN)
36-3600106

Part I Distributions

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

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

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

EIN(s): 41-6257133

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

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

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

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

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

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

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

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

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

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

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

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

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

Part III Amendments

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

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

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

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

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

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

The HAVI Group Limited Partnership Profit Sharing and Savings Plan

Financial Statements,
Supplemental Schedules
and
Independent Auditor's Report
For the Year Ended
December 31, 2012

Wolf & Company LLP
Certified Public Accountants

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INDEPENDENT AUDITOR'S REPORT

Participants and Profit Sharing Committee
The HAVI Group Limited Partnership
Profit Sharing and Savings Plan

We were engaged to audit the accompanying financial statements of THE HAVI GROUP LIMITED PARTNERSHIP PROFIT SHARING AND 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.

Management's Responsibility for the Financial Statements

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

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 administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by Wells Fargo Bank, N.A., the trustee of the Plan, except for comparing such information with the related information included in the financial statements and the supplemental schedules. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained certifications from the trustee as of and for the years ended December 31, 2012 and 2011, that the information provided to the plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion

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

Other Matter

We were engaged for the purpose of forming an opinion on the financial statements as a whole. The supplemental Schedule H, Line 4a - Schedule of Delinquent Participant Contributions for the year ending December 31, 2012 and Schedule H, Line 4i - Schedule of Assets (Held at End of Year) as of December 31, 2012, which are the responsibility of plan management, 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 trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Oakbrook Terrace, Illinois
August 29, 2013

Wolf & Company LLP

THE HAVI GROUP LIMITED PARTNERSHIP
PROFIT SHARING AND SAVINGS PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

ASSETS

	December 31, 2012	December 31, 2011
Investments, at fair value:		
Common/collective trust funds	$ 16,943,439	$ 17,683,599
Registered investment companies	118,508,873	102,072,888
Total investments	135,452,312	119,756,487
Receivables:		
Notes receivable from participants	1,639,183	1,747,627
Employer contributions	3,775,360	3,598,939
Participant contributions	-	121,830
Total receivables	5,414,543	5,468,396
Total assets	140,866,855	125,224,883
LIABILITIES		
Accrued expenses	41,000	34,278
Net assets reflecting investments at fair value	140,825,855	125,190,605
Adjustments from fair value to contract value for interest in common/collective trust funds relating to fully benefit-responsive investment contracts	(477,533)	(441,551)
Net assets available for benefits	$ 140,348,322	$ 124,749,054

See accompanying notes to financial statements and independent auditor's report.

THE HAVI GROUP LIMITED PARTNERSHIP
PROFIT SHARING AND SAVINGS PLAN
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

	For the Year Ended December 31,	
	2012	2011
Additions to net assets attributed to:		
Investment income (loss):		
Net appreciation (depreciation) in fair value of investments	$ 13,576,253	$ (3,123,124)
Interest and dividends	2,411,430	2,101,247
	15,987,683	(1,021,877)
Interest from participant notes receivable	58,022	55,983
Contributions:		
Employer	6,525,432	5,943,672
Participants	5,327,695	4,861,941
Rollovers	1,173,625	260,104
	13,026,752	11,065,717
Total additions	29,072,457	10,099,823
Deductions from net assets attributed to:		
Benefits paid to participants	13,242,602	12,019,658
Corrective distribution	-	17,537
Administrative expenses	230,587	267,855
Total deductions	13,473,189	12,305,050
Net increase (decrease)	15,599,268	(2,205,227)
Net assets available for benefits:		
Beginning of year	124,749,054	126,954,281
End of year	$ 140,348,322	$ 124,749,054

See accompanying notes to financial statements and independent auditor's report.

THE HAVI GROUP LIMITED PARTNERSHIP
PROFIT SHARING AND SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS

1. Description of Plan

The following description of The HAVI Group Limited Partnership Profit Sharing and Savings Plan (the Plan) provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions. The Plan is subject to the Employee Retirement Income Security Act of 1974 (ERISA), as amended.

General – The Plan is a defined contribution and profit-sharing savings plan covering most employees of The HAVI Group Inc, HAVI Global Solutions LLC, HAVI Global Solutions Direct LLC, and The Marketing Store Worldwide US LP (collectively, "The Company"). The Plan was established effective June 1, 1974, and amended and restated as of January 1, 2012. The primary purpose of the Plan is to provide retirement benefits for eligible employees of the Company.

Administration – The Plan is administered by a committee appointed by the General Partner of the Company. Wells Fargo Bank, N.A. (the Trustee) is the trustee, custodian and record keeper. The Plan holds various mutual fund investments, as well as a Stable Return Fund which is managed by the Trustee.

The Plan offers participant-directed investments and is intended to comply with Section 404(c) of ERISA.

Contributions – Participants in the Plan may contribute from 1% to 75% of their eligible compensation in accordance with Section 401(k) of the Internal Revenue Code.

The Company matches 100% of each participant's contribution up to a maximum of 3% of his or her eligible annual compensation plus 50% of the next 2% of eligible compensation. The Company's matching contribution is subject to change by the General Partner upon written notice to employees.

The Company may also make discretionary profit sharing contributions to the Plan as determined by the General Partner. For the years ended December 31, 2012 and 2011, the discretionary profit sharing contributions were $3,775,360 and $3,522,205, respectively.

Participation and Vesting – Employees become participants in the Plan on the first day of employment and immediately vest in their contributions, employer-matching contributions and union contributions, as well as earnings thereon. Vesting in the discretionary profit sharing contribution is based on completed years of continuous service as follows:

Years of Service	Vesting Percentage
Less than 1	0%
1	25%
2	50%
3	75%
4	100%

Should participants terminate employment with the Company by reason of death, normal retirement, or total and permanent disability, they immediately become fully vested in the remainder of their accounts.

1. Description of Plan (Cont.)

Benefit Payments – Upon death, retirement, disability, or other termination of employment, benefits are payable to the participant in a lump sum equal to the value of the participant's vested account balance.

Participants may, for reason of hardship (as defined by the Plan), withdraw all or a portion of their individual contributions.

Notes Receivable from Participants – Participants may borrow a minimum of $1,000 up to a maximum equal to the lessor of $50,000 or 50% of their vested account balance collateralized by their account balance as set forth in the Plan document. The maximum repayment period is five years and interest rates are based on the Prime interest rate in effect when the loan is approved. Interest and repayment terms are determined under the provisions of the Plan document.

Participant Accounts – Each participant's account is credited with the participant's contribution and the Company's match. Investment income (loss) of the Plan is allocated to the account balances of participants in proportion of their respective shares of each investment fund. Administrative expenses are allocated among participants at a fixed rate per month, net of forfeitures, and allocated thereafter in proportion to account balances on the day the monthly allocation is made.

Discretionary profit sharing contributions are allocated among those participants employed on the last day of the plan year who have completed 1,000 hours of service in the plan year. Allocations are made on the basis of the participant's compensation as compared with the total compensation of all eligible participants.

Forfeitures – Unvested account balances of terminated participants can be used to offset administrative expenses or employer contributions. Forfeitures used to offset the 2012 and 2011 administrative expense amounts were $30,988 and $45,016, respectively. At December 31, 2012, forfeitures available for future use were $7,320. At December 31, 2011, no forfeitures were available for future use.

Termination – The Company anticipates that the Plan will continue without interruption but reserves the right to amend or discontinue the Plan at any time, subject to the provisions of ERISA. Should the Plan be terminated or partially terminated by the Company, participant account balances as of the date of such termination will become fully vested and will be distributed in accordance with the provisions of the Plan.

2. Summary of Significant Accounting Policies

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

Use of Estimates – The preparation of the Plan's financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make significant estimates and assumptions that affect the reported amounts of net assets available for benefits at the date of the financial statements and changes in net assets available for benefits during the reporting periods and, when applicable, disclosures of contingent assets and liabilities at the date of the financial statements. Actual results could differ from those estimates.

2. Summary of Significant Accounting Policies (Cont.)

Fully Benefit Responsive Investment Contracts – Investment contracts held by a defined contribution plan are reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The Plan invests in investment contracts through a common/collective trust fund. The statement of net assets available for benefits presents the fair value of the investment in the collective trust as well as the adjustment of the investment in the collective trust from fair value to contract value relating to the investment contracts. The statement of changes in net assets available for benefits is prepared on the contract basis.

The Plan holds an interest in a common/collective trust fund that invests primarily in investment contracts with benefit-responsive features that are carried at contract value (cost plus accrued interest, less withdrawals and administrative expense) and synthetic investment contracts stated at the contract book value, which approximates cost. At December 31, 2012 and 2011, the average yield earned by the fund was approximately 0.94% and 1.56%, respectively. The crediting interest rates to participants at December 31, 2012 and 2011 were approximately 1.95% and 2.33%, respectively.

Investment Valuation and Income Recognition – Investments, other than the common/collective trust Wells Fargo Stable Return Fund, are presented at fair value as of the end of the Plan year. Fair value of registered investment companies securities is determined by closing prices of such investments on national security exchanges. The Wells Fargo Stable Return Fund is a fully benefit-responsive investment contract that is valued based on contract value as reported by Wells Fargo.

The Plan provides for investments that, in general, are exposed to various risks such as interest rates, credit, and overall market volatility risks. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term, and that such changes could materially affect the amounts reported in the statement of net assets available for benefits.

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

Fair Value Measurements – In May 2011, the Financial Accounting Standards Board issued guidance in Accounting Standards Update No. 2011-04, *Fair Value Measurements (Topic 820): Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs* (ASU No. 2011-04). ASU No. 2011-04 was issued to improve comparability of fair value application, measurements and disclosures between U.S. GAAP reporting and IFRS reporting. ASU No. 2011-04 clarifies fair value definitions and enhances fair value measurement guidance with respect to highest and best use measurements, equity instrument measurements, and measurement of financial instruments that are managed within a portfolio. Additionally, ASU No. 2011-04 expands disclosures for unobservable inputs used in Level 3 fair value measurements. ASU No. 2011-04 is effective for annual periods beginning after December 15, 2011. The Plan has adopted this guidance in 2012.

2. Summary of Significant Accounting Policies (Cont.)

Contributions – Company discretionary profit sharing contributions are recognized during the period for which they are granted by the General Partner. Participant contributions and Company matching contributions are recognized during the period in which the related compensation is reported for income tax purposes.

Benefit Payments – Plan benefit payments are recorded when paid.

Administrative Expenses – Generally, expenses incurred in the administration of the Plan have been paid from Plan assets. Administrative expenses paid by the Plan totaled $230,587 and $267,855 for the years ended December 31, 2012 and 2011, respectively. Certain participants of the Plan are employees of the Company and provide administrative and trustee services to the Plan, and the Company is not reimbursed by the Plan for such services. Additionally, certain investment management fees are netted in the appreciation (depreciation) in the fair value of investments.

Notes Receivable from Participants – Notes receivable from participants are reported at their unpaid principal balance plus any accrued but unpaid interest, with no allowance for credit losses, as repayments of principal and interest are received through payroll deductions.

3. Investments and Information Certified by the Trustee

The plan administrator has elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, Wells Fargo Bank, N.A., the trustee for the Plan, has certified to the completeness and accuracy of all investments, at fair value, with the exception of the Wells Fargo Bank, N.A. Stable Return Fund, which was certified at contract value, and notes receivable from participants reflected on the accompanying statements of net assets available for benefits as of December 31, 2012 and 2011, the supplemental schedule of assets (held at end of year) as of December 31, 2012, and investment income (loss) and interest from participant notes receivable reflected in the statements of changes in net assets available for benefits for the years ended December 31, 2012 and 2011.

The following table represents the fair value of the Plan's investments that represent 5% or more of the Plan's net assets as of December 31, 2012 and 2011:

	2012	2011
Common/collective trust fund:		
Wells Fargo Bank N.A. Stable Return Fund (contract value of $16,465,884 and $17,242,026 at December 31, 2012 and 2011, respectively)	$ 16,943,417	$ 17,683,577
Registered investment companies:		
PIMCO Total Return Fund	7,514,298	6,270,671
Dodge & Cox Stock Fund	8,530,250	7,503,246
Vanguard Target Retirement 2025 Fund	11,330,445	10,098,280
Vanguard Target Retirement 2030 Fund	12,321,173	10,018,882
Vanguard Target Retirement 2035 Fund	11,232,953	9,362,736
Vanguard Extended Market Index Fund	7,645,228	7,197,522
Vanguard Institutional Index Fund	10,358,955	9,792,036

3. Investments and Information Certified by the Trustee (Cont.)

The Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated (depreciated) in value during the years ended December 31, 2012 and 2011:

	2012	2011
Common/collective trust funds	$ 345,941	$ 401,091
Registered investment companies	13,230,312	(3,524,215)
Net appreciation (depreciation) in fair value of investments	$ 13,576,253	$ (3,123,124)

4. Fair Value Measurements

Generally accepted accounting principles provide a uniform framework for the definition, measurement and disclosure of fair value measurements. Fair value is defined as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. The financial accounting standards establish a fair value hierarchy which requires the plan to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. The financial accounting standards describe three levels of inputs that may be used to measure fair value:

Level 1: Quoted market prices (unadjusted) for identical assets or liabilities in active markets that the plan has the ability to access as of the measurement date.

Level 2: Significant other observable inputs other than Level 1 prices, such as quoted prices for similar assets or liabilities, quoted market prices in markets that are not active, and other inputs that are observable or can be corroborated by observable market data.

Level 3: Significant unobservable inputs that reflect the plan's own assumptions about the assumptions that market participants would use in pricing an asset or liability.

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

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2012 and 2011.

Common/collective trust funds have been reported using significant other observable inputs (Level 2 inputs). Short-term investment funds are carried at cost, which approximates fair value. The fair value of the Wells Fargo Stable Return Fund is based upon the net asset values of the investments within the fund, including direct and indirect interests in fully benefit-responsive contracts, as determined in accordance with a valuation methodology adopted by the fund manager. The Level 2 inputs used to derive the estimated fair values of the Stable Return Fund include directly observable discount rates and contract fees to estimate future cash flows, prices obtained from independent pricing services for similar securities, and internal pricing models using a combination of observable and unobservable market data.

4. Fair Value Measurements (Cont.)

The fair value of registered investment companies is determined by obtaining quoted prices on nationally recognized securities exchanges (Level 1 inputs).

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

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

		Fair Value Measurements at Reporting Date Using		
	Fair Value	Quoted Prices in Active Markets for Identical Assets/ Liabilities (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
December 31, 2012:				
Common/collective trust funds (a)	$ 16,943,439	$ -	$ 16,943,439	$ -
Registered investment companies:				
Bond fund	11,203,680	11,203,680	-	-
Target maturity	59,963,962	59,963,962	-	-
Large cap equity	23,980,116	23,980,116	-	-
Mid cap equity	5,671,408	5,671,408	-	-
Small cap equity	7,645,228	7,645,228	-	-
Global equity	495,468	495,468	-	-
International equity	9,549,011	9,549,011	-	-
Total	$ 135,452,312	$ 118,508,873	$ 16,943,439	$ -

4. Fair Value Measurements (Cont.)

	Fair Value	Fair Value Measurements at Reporting Date Using: Quoted Prices in Active Markets for Identical Assets/ Liabilities (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
December 31, 2011:				
Common/collective trust funds (a)	$ 17,683,599	$ -	$ 17,683,599	$ -
Registered investment companies:				
Bond fund	8,006,376	8,006,376	-	-
Target maturity	50,806,638	50,806,638	-	-
Large cap equity	21,961,023	21,961,023	-	-
Mid cap equity	5,630,420	5,630,420	-	-
Small cap equity	7,197,522	7,197,522	-	-
Global equity	208,145	208,145	-	-
International equity	8,262,764	8,262,764	-	-
Total	$ 119,756,487	$ 102,072,888	$ 17,683,599	$ -

(a) This is a collective investment trust (CIT) for which the net asset value (NAV) is based on the market value of its underlying investments which contain fully benefit-responsive contracts. The fund's objective is to protect principal while providing a higher rate of return than shorter maturity investments, such as money market funds or certificates of deposit. To achieve this, the fund invests in instruments which are not expected to experience significant price fluctuation in most economic or interest rate environments. The CIT can be redeemed at NAV as of the measurement date on a daily basis.

5. Related-Party Transactions

Certain Plan investments are in common/collective trust funds managed by the Trustee. Therefore, transactions with the Trustee qualify as party-in-interest transactions. Administrative expenses paid by the Plan during the year for investment management, recordkeeping, and other professional services rendered by parties-in-interest were based on customary and reasonable rates for such services.

6. Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of corrective distributions paid to participants per the financial statements to the Form 5500 for the year ended December 31, 2011:

	2011
Corrective distributions per the financial statements	$ 17,537
Benefits payable for corrective distribution per Form 5500 at December 31, 2010	(2,665)
Corrective distributions per the Form 5500	$ 14,872

7. Income Tax Status

The Plan obtained its latest determination letter dated April 17, 2012, in which the Internal Revenue Service (IRS) stated that the Plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code. The plan sponsor believes that the Plan continues to qualify and to operate as designed. Accordingly, no provision for income taxes has been included in the Plan's financial statements.

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

8. Late Deposits

During the plan years ended December 31, 2012 and 2011, the Plan engaged in prohibited transactions related to the late deposits of employee deferrals in the amounts of $175,339 and $139,362, respectively. The Company has chosen to self-correct these transactions by filing Form 5330 and paying the applicable excise taxes.

9. Subsequent Events

Subsequent events have been evaluated through August 29, 2013, the date the financial statements were available to be issued.

SUPPLEMENTAL SCHEDULES

THE HAVI GROUP LIMITED PARTNERSHIP
PROFIT SHARING AND SAVINGS PLAN
EIN: 36-3600106 Plan Number: 001
SCHEDULE H, LINE 4a - SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS
For the Year Ended December 31, 2012

Participant Contributions Transferred Late to Plan Check Here If Late Participant Loan Repayments are Included □	Totals that Constitute Nonexempt Prohibited Transactions			Total Fully Corrected Under VFCP and PTE 2002-51
	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	
$175,339		$175,339		$0

See independent auditor's report.

THE HAVI GROUP LIMITED PARTNERSHIP
PROFIT SHARING AND SAVINGS PLAN
EIN: 36-3600106 Plan Number: 001
SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
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) Fair Value
		Common/collective trust funds:		
*	Wells Fargo Bank, N.A.	Short Term Investment	**	$ 22
*	Wells Fargo Bank, N.A.	Stable Return Fund	**	16,943,417
				16,943,439
		Registered investment companies:		
	PIMCO	Total Return Fund	**	7,514,298
	Dodge & Cox	Stock Fund	**	8,530,250
	Harbor	Capital Appreciation Fund	**	5,090,911
	Artisan	International Fund	**	6,171,576
	Franklin Templeton	Institutional Foreign Equity Fund	**	2,675,221
	Vanguard	Target Retirement Income Fund	**	429,808
	Vanguard	Target Retirement 2010 Fund	**	992,748
	Vanguard	Target Retirement 2015 Fund	**	6,243,181
	Vanguard	Target Retirement 2020 Fund	**	6,544,234
	Vanguard	Target Retirement 2025 Fund	**	11,330,445
	Vanguard	Target Retirement 2030 Fund	**	12,321,173
	Vanguard	Target Retirement 2035 Fund	**	11,232,953
	Vanguard	Target Retirement 2040 Fund	**	5,479,457
	Vanguard	Target Retirement 2045 Fund	**	3,651,410
	Vanguard	Target Retirement 2050 Fund	**	1,588,567
	Vanguard	Target Retirement 2055 Fund	**	144,456
	Vanguard	Target Retirement 2060 Fund	**	5,530
	American	New Perspective Fund	**	495,468
	Perkins	Mid Cap Value Fund	**	5,671,408
	Vanguard	Extended Market Index Fund	**	7,645,228
	Vanguard	FTSE All World Ex-U.S. Index Fund	**	702,214
	Vanguard	Inflation Protected Securities Fund	**	1,767,775
	Vanguard	Institutional Index Fund	**	10,358,955
	Vanguard	Total Bond Market Index Fund	**	1,921,607
				118,508,873
*	Loans to participants	Interest at 3.25% to 8.25% per annum	-0-	1,639,183
				$ 137,091,495

* Represents a party-in-interest.
** Cost information omitted as the Plan is fully participant directed.

See independent auditor's report.

The HAVI Group Limited Partnership Profit Sharing and Savings Plan

Financial Statements,
Supplemental Schedules
and
Independent Auditor's Report
For the Year Ended
December 31, 2012

Wolf & Company LLP
Certified Public Accountants

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INDEPENDENT AUDITOR'S REPORT

Participants and Profit Sharing Committee
The HAVI Group Limited Partnership
Profit Sharing and Savings Plan

We were engaged to audit the accompanying financial statements of THE HAVI GROUP LIMITED PARTNERSHIP PROFIT SHARING AND 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.

Management's Responsibility for the Financial Statements

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

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 administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by Wells Fargo Bank, N.A., the trustee of the Plan, except for comparing such information with the related information included in the financial statements and the supplemental schedules. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained certifications from the trustee as of and for the years ended December 31, 2012 and 2011, that the information provided to the plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion

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

Other Matter

We were engaged for the purpose of forming an opinion on the financial statements as a whole. The supplemental Schedule H, Line 4a - Schedule of Delinquent Participant Contributions for the year ending December 31, 2012 and Schedule H, Line 4i - Schedule of Assets (Held at End of Year) as of December 31, 2012, which are the responsibility of plan management, 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 trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Oakbrook Terrace, Illinois
August 29, 2013

Wolf & Company LLP

THE HAVI GROUP LIMITED PARTNERSHIP
PROFIT SHARING AND SAVINGS PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

ASSETS

	December 31, 2012	December 31, 2011
Investments, at fair value:		
Common/collective trust funds	$ 16,943,439	$ 17,683,599
Registered investment companies	118,508,873	102,072,888
Total investments	135,452,312	119,756,487
Receivables:		
Notes receivable from participants	1,639,183	1,747,627
Employer contributions	3,775,360	3,598,939
Participant contributions	-	121,830
Total receivables	5,414,543	5,468,396
Total assets	140,866,855	125,224,883
LIABILITIES		
Accrued expenses	41,000	34,278
Net assets reflecting investments at fair value	140,825,855	125,190,605
Adjustments from fair value to contract value for interest in common/collective trust funds relating to fully benefit-responsive investment contracts	(477,533)	(441,551)
Net assets available for benefits	$ 140,348,322	$ 124,749,054

See accompanying notes to financial statements and independent auditor's report.

THE HAVI GROUP LIMITED PARTNERSHIP
PROFIT SHARING AND SAVINGS PLAN
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

	For the Year Ended December 31,	
	2012	2011
Additions to net assets attributed to:		
Investment income (loss):		
Net appreciation (depreciation) in fair value of investments	$ 13,576,253	$ (3,123,124)
Interest and dividends	2,411,430	2,101,247
	15,987,683	(1,021,877)
Interest from participant notes receivable	58,022	55,983
Contributions:		
Employer	6,525,432	5,943,672
Participants	5,327,695	4,861,941
Rollovers	1,173,625	260,104
	13,026,752	11,065,717
Total additions	29,072,457	10,099,823
Deductions from net assets attributed to:		
Benefits paid to participants	13,242,602	12,019,658
Corrective distribution	-	17,537
Administrative expenses	230,587	267,855
Total deductions	13,473,189	12,305,050
Net increase (decrease)	15,599,268	(2,205,227)
Net assets available for benefits:		
Beginning of year	124,749,054	126,954,281
End of year	$ 140,348,322	$ 124,749,054

See accompanying notes to financial statements and independent auditor's report.

THE HAVI GROUP LIMITED PARTNERSHIP
PROFIT SHARING AND SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS

1. Description of Plan

The following description of The HAVI Group Limited Partnership Profit Sharing and Savings Plan (the Plan) provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions. The Plan is subject to the Employee Retirement Income Security Act of 1974 (ERISA), as amended.

General – The Plan is a defined contribution and profit-sharing savings plan covering most employees of The HAVI Group Inc, HAVI Global Solutions LLC, HAVI Global Solutions Direct LLC, and The Marketing Store Worldwide US LP (collectively, "The Company"). The Plan was established effective June 1, 1974, and amended and restated as of January 1, 2012. The primary purpose of the Plan is to provide retirement benefits for eligible employees of the Company.

Administration – The Plan is administered by a committee appointed by the General Partner of the Company. Wells Fargo Bank, N.A. (the Trustee) is the trustee, custodian and record keeper. The Plan holds various mutual fund investments, as well as a Stable Return Fund which is managed by the Trustee.

The Plan offers participant-directed investments and is intended to comply with Section 404(c) of ERISA.

Contributions – Participants in the Plan may contribute from 1% to 75% of their eligible compensation in accordance with Section 401(k) of the Internal Revenue Code.

The Company matches 100% of each participant's contribution up to a maximum of 3% of his or her eligible annual compensation plus 50% of the next 2% of eligible compensation. The Company's matching contribution is subject to change by the General Partner upon written notice to employees.

The Company may also make discretionary profit sharing contributions to the Plan as determined by the General Partner. For the years ended December 31, 2012 and 2011, the discretionary profit sharing contributions were $3,775,360 and $3,522,205, respectively.

Participation and Vesting – Employees become participants in the Plan on the first day of employment and immediately vest in their contributions, employer-matching contributions and union contributions, as well as earnings thereon. Vesting in the discretionary profit sharing contribution is based on completed years of continuous service as follows:

Years of Service	Vesting Percentage
Less than 1	0%
1	25%
2	50%
3	75%
4	100%

Should participants terminate employment with the Company by reason of death, normal retirement, or total and permanent disability, they immediately become fully vested in the remainder of their accounts.

1. Description of Plan (Cont.)

Benefit Payments – Upon death, retirement, disability, or other termination of employment, benefits are payable to the participant in a lump sum equal to the value of the participant's vested account balance.

Participants may, for reason of hardship (as defined by the Plan), withdraw all or a portion of their individual contributions.

Notes Receivable from Participants – Participants may borrow a minimum of $1,000 up to a maximum equal to the lessor of $50,000 or 50% of their vested account balance collateralized by their account balance as set forth in the Plan document. The maximum repayment period is five years and interest rates are based on the Prime interest rate in effect when the loan is approved. Interest and repayment terms are determined under the provisions of the Plan document.

Participant Accounts – Each participant's account is credited with the participant's contribution and the Company's match. Investment income (loss) of the Plan is allocated to the account balances of participants in proportion of their respective shares of each investment fund. Administrative expenses are allocated among participants at a fixed rate per month, net of forfeitures, and allocated thereafter in proportion to account balances on the day the monthly allocation is made.

Discretionary profit sharing contributions are allocated among those participants employed on the last day of the plan year who have completed 1,000 hours of service in the plan year. Allocations are made on the basis of the participant's compensation as compared with the total compensation of all eligible participants.

Forfeitures – Unvested account balances of terminated participants can be used to offset administrative expenses or employer contributions. Forfeitures used to offset the 2012 and 2011 administrative expense amounts were $30,988 and $45,016, respectively. At December 31, 2012, forfeitures available for future use were $7,320. At December 31, 2011, no forfeitures were available for future use.

Termination – The Company anticipates that the Plan will continue without interruption but reserves the right to amend or discontinue the Plan at any time, subject to the provisions of ERISA. Should the Plan be terminated or partially terminated by the Company, participant account balances as of the date of such termination will become fully vested and will be distributed in accordance with the provisions of the Plan.

2. Summary of Significant Accounting Policies

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

Use of Estimates – The preparation of the Plan's financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make significant estimates and assumptions that affect the reported amounts of net assets available for benefits at the date of the financial statements and changes in net assets available for benefits during the reporting periods and, when applicable, disclosures of contingent assets and liabilities at the date of the financial statements. Actual results could differ from those estimates.

2. Summary of Significant Accounting Policies (Cont.)

Fully Benefit Responsive Investment Contracts – Investment contracts held by a defined contribution plan are reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The Plan invests in investment contracts through a common/collective trust fund. The statement of net assets available for benefits presents the fair value of the investment in the collective trust as well as the adjustment of the investment in the collective trust from fair value to contract value relating to the investment contracts. The statement of changes in net assets available for benefits is prepared on the contract basis.

The Plan holds an interest in a common/collective trust fund that invests primarily in investment contracts with benefit-responsive features that are carried at contract value (cost plus accrued interest, less withdrawals and administrative expense) and synthetic investment contracts stated at the contract book value, which approximates cost. At December 31, 2012 and 2011, the average yield earned by the fund was approximately 0.94% and 1.56%, respectively. The crediting interest rates to participants at December 31, 2012 and 2011 were approximately 1.95% and 2.33%, respectively.

Investment Valuation and Income Recognition – Investments, other than the common/collective trust Wells Fargo Stable Return Fund, are presented at fair value as of the end of the Plan year. Fair value of registered investment companies securities is determined by closing prices of such investments on national security exchanges. The Wells Fargo Stable Return Fund is a fully benefit-responsive investment contract that is valued based on contract value as reported by Wells Fargo.

The Plan provides for investments that, in general, are exposed to various risks such as interest rates, credit, and overall market volatility risks. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term, and that such changes could materially affect the amounts reported in the statement of net assets available for benefits.

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

Fair Value Measurements – In May 2011, the Financial Accounting Standards Board issued guidance in Accounting Standards Update No. 2011-04, *Fair Value Measurements (Topic 820): Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs* (ASU No. 2011-04). ASU No. 2011-04 was issued to improve comparability of fair value application, measurements and disclosures between U.S. GAAP reporting and IFRS reporting. ASU No. 2011-04 clarifies fair value definitions and enhances fair value measurement guidance with respect to highest and best use measurements, equity instrument measurements, and measurement of financial instruments that are managed within a portfolio. Additionally, ASU No. 2011-04 expands disclosures for unobservable inputs used in Level 3 fair value measurements. ASU No. 2011-04 is effective for annual periods beginning after December 15, 2011. The Plan has adopted this guidance in 2012.

2. Summary of Significant Accounting Policies (Cont.)

Contributions – Company discretionary profit sharing contributions are recognized during the period for which they are granted by the General Partner. Participant contributions and Company matching contributions are recognized during the period in which the related compensation is reported for income tax purposes.

Benefit Payments – Plan benefit payments are recorded when paid.

Administrative Expenses – Generally, expenses incurred in the administration of the Plan have been paid from Plan assets. Administrative expenses paid by the Plan totaled $230,587 and $267,855 for the years ended December 31, 2012 and 2011, respectively. Certain participants of the Plan are employees of the Company and provide administrative and trustee services to the Plan, and the Company is not reimbursed by the Plan for such services. Additionally, certain investment management fees are netted in the appreciation (depreciation) in the fair value of investments.

Notes Receivable from Participants – Notes receivable from participants are reported at their unpaid principal balance plus any accrued but unpaid interest, with no allowance for credit losses, as repayments of principal and interest are received through payroll deductions.

3. Investments and Information Certified by the Trustee

The plan administrator has elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, Wells Fargo Bank, N.A., the trustee for the Plan, has certified to the completeness and accuracy of all investments, at fair value, with the exception of the Wells Fargo Bank, N.A. Stable Return Fund, which was certified at contract value, and notes receivable from participants reflected on the accompanying statements of net assets available for benefits as of December 31, 2012 and 2011, the supplemental schedule of assets (held at end of year) as of December 31, 2012, and investment income (loss) and interest from participant notes receivable reflected in the statements of changes in net assets available for benefits for the years ended December 31, 2012 and 2011.

The following table represents the fair value of the Plan's investments that represent 5% or more of the Plan's net assets as of December 31, 2012 and 2011:

	2012	2011
Common/collective trust fund:		
Wells Fargo Bank N.A. Stable Return Fund (contract value of $16,465,884 and $17,242,026 at December 31, 2012 and 2011, respectively)	$ 16,943,417	$ 17,683,577
Registered investment companies:		
PIMCO Total Return Fund	7,514,298	6,270,671
Dodge & Cox Stock Fund	8,530,250	7,503,246
Vanguard Target Retirement 2025 Fund	11,330,445	10,098,280
Vanguard Target Retirement 2030 Fund	12,321,173	10,018,882
Vanguard Target Retirement 2035 Fund	11,232,953	9,362,736
Vanguard Extended Market Index Fund	7,645,228	7,197,522
Vanguard Institutional Index Fund	10,358,955	9,792,036

3. Investments and Information Certified by the Trustee (Cont.)

The Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated (depreciated) in value during the years ended December 31, 2012 and 2011:

	2012	2011
Common/collective trust funds	$ 345,941	$ 401,091
Registered investment companies	13,230,312	(3,524,215)
Net appreciation (depreciation) in fair value of investments	$ 13,576,253	$ (3,123,124)

4. Fair Value Measurements

Generally accepted accounting principles provide a uniform framework for the definition, measurement and disclosure of fair value measurements. Fair value is defined as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. The financial accounting standards establish a fair value hierarchy which requires the plan to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. The financial accounting standards describe three levels of inputs that may be used to measure fair value:

Level 1: Quoted market prices (unadjusted) for identical assets or liabilities in active markets that the plan has the ability to access as of the measurement date.

Level 2: Significant other observable inputs other than Level 1 prices, such as quoted prices for similar assets or liabilities, quoted market prices in markets that are not active, and other inputs that are observable or can be corroborated by observable market data.

Level 3: Significant unobservable inputs that reflect the plan's own assumptions about the assumptions that market participants would use in pricing an asset or liability.

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

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2012 and 2011.

Common/collective trust funds have been reported using significant other observable inputs (Level 2 inputs). Short-term investment funds are carried at cost, which approximates fair value. The fair value of the Wells Fargo Stable Return Fund is based upon the net asset values of the investments within the fund, including direct and indirect interests in fully benefit-responsive contracts, as determined in accordance with a valuation methodology adopted by the fund manager. The Level 2 inputs used to derive the estimated fair values of the Stable Return Fund include directly observable discount rates and contract fees to estimate future cash flows, prices obtained from independent pricing services for similar securities, and internal pricing models using a combination of observable and unobservable market data.

4. Fair Value Measurements (Cont.)

The fair value of registered investment companies is determined by obtaining quoted prices on nationally recognized securities exchanges (Level 1 inputs).

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

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

		Fair Value Measurements at Reporting Date Using		
	Fair Value	Quoted Prices in Active Markets for Identical Assets/ Liabilities (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
December 31, 2012:				
Common/collective trust funds (a)	$ 16,943,439	$ -	$ 16,943,439	$ -
Registered investment companies:				
Bond fund	11,203,680	11,203,680	-	-
Target maturity	59,963,962	59,963,962	-	-
Large cap equity	23,980,116	23,980,116	-	-
Mid cap equity	5,671,408	5,671,408	-	-
Small cap equity	7,645,228	7,645,228	-	-
Global equity	495,468	495,468	-	-
International equity	9,549,011	9,549,011	-	-
Total	$ 135,452,312	$ 118,508,873	$ 16,943,439	$ -

4. Fair Value Measurements (Cont.)

	Fair Value	Fair Value Measurements at Reporting Date Using: Quoted Prices in Active Markets for Identical Assets/ Liabilities (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
December 31, 2011:				
Common/collective trust funds (a)	$ 17,683,599	$ -	$ 17,683,599	$ -
Registered investment companies:				
Bond fund	8,006,376	8,006,376	-	-
Target maturity	50,806,638	50,806,638	-	-
Large cap equity	21,961,023	21,961,023	-	-
Mid cap equity	5,630,420	5,630,420	-	-
Small cap equity	7,197,522	7,197,522	-	-
Global equity	208,145	208,145	-	-
International equity	8,262,764	8,262,764	-	-
Total	$ 119,756,487	$ 102,072,888	$ 17,683,599	$ -

(a) This is a collective investment trust (CIT) for which the net asset value (NAV) is based on the market value of its underlying investments which contain fully benefit-responsive contracts. The fund's objective is to protect principal while providing a higher rate of return than shorter maturity investments, such as money market funds or certificates of deposit. To achieve this, the fund invests in instruments which are not expected to experience significant price fluctuation in most economic or interest rate environments. The CIT can be redeemed at NAV as of the measurement date on a daily basis.

5. Related-Party Transactions

Certain Plan investments are in common/collective trust funds managed by the Trustee. Therefore, transactions with the Trustee qualify as party-in-interest transactions. Administrative expenses paid by the Plan during the year for investment management, recordkeeping, and other professional services rendered by parties-in-interest were based on customary and reasonable rates for such services.

6. Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of corrective distributions paid to participants per the financial statements to the Form 5500 for the year ended December 31, 2011:

	2011
Corrective distributions per the financial statements	$ 17,537
Benefits payable for corrective distribution per Form 5500 at December 31, 2010	(2,665)
Corrective distributions per the Form 5500	$ 14,872

7. Income Tax Status

The Plan obtained its latest determination letter dated April 17, 2012, in which the Internal Revenue Service (IRS) stated that the Plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code. The plan sponsor believes that the Plan continues to qualify and to operate as designed. Accordingly, no provision for income taxes has been included in the Plan's financial statements.

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

8. Late Deposits

During the plan years ended December 31, 2012 and 2011, the Plan engaged in prohibited transactions related to the late deposits of employee deferrals in the amounts of $175,339 and $139,362, respectively. The Company has chosen to self-correct these transactions by filing Form 5330 and paying the applicable excise taxes.

9. Subsequent Events

Subsequent events have been evaluated through August 29, 2013, the date the financial statements were available to be issued.

SUPPLEMENTAL SCHEDULES

THE HAVI GROUP LIMITED PARTNERSHIP
PROFIT SHARING AND SAVINGS PLAN
EIN: 36-3600106 Plan Number: 001
SCHEDULE H, LINE 4a - SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS
For the Year Ended December 31, 2012

Participant Contributions Transferred Late to Plan Check Here If Late Participant Loan Repayments are Included □	Totals that Constitute Nonexempt Prohibited Transactions			Total Fully Corrected Under VFCP and PTE 2002-51
	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	
$175,339		$175,339		$0

See independent auditor's report.

THE HAVI GROUP LIMITED PARTNERSHIP
PROFIT SHARING AND SAVINGS PLAN
EIN: 36-3600106 Plan Number: 001
SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
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) Fair Value
		Common/collective trust funds:		
*	Wells Fargo Bank, N.A.	Short Term Investment	**	$ 22
*	Wells Fargo Bank, N.A.	Stable Return Fund	**	16,943,417
				16,943,439
		Registered investment companies:		
	PIMCO	Total Return Fund	**	7,514,298
	Dodge & Cox	Stock Fund	**	8,530,250
	Harbor	Capital Appreciation Fund	**	5,090,911
	Artisan	International Fund	**	6,171,576
	Franklin Templeton	Institutional Foreign Equity Fund	**	2,675,221
	Vanguard	Target Retirement Income Fund	**	429,808
	Vanguard	Target Retirement 2010 Fund	**	992,748
	Vanguard	Target Retirement 2015 Fund	**	6,243,181
	Vanguard	Target Retirement 2020 Fund	**	6,544,234
	Vanguard	Target Retirement 2025 Fund	**	11,330,445
	Vanguard	Target Retirement 2030 Fund	**	12,321,173
	Vanguard	Target Retirement 2035 Fund	**	11,232,953
	Vanguard	Target Retirement 2040 Fund	**	5,479,457
	Vanguard	Target Retirement 2045 Fund	**	3,651,410
	Vanguard	Target Retirement 2050 Fund	**	1,588,567
	Vanguard	Target Retirement 2055 Fund	**	144,456
	Vanguard	Target Retirement 2060 Fund	**	5,530
	American	New Perspective Fund	**	495,468
	Perkins	Mid Cap Value Fund	**	5,671,408
	Vanguard	Extended Market Index Fund	**	7,645,228
	Vanguard	FTSE All World Ex-U.S. Index Fund	**	702,214
	Vanguard	Inflation Protected Securities Fund	**	1,767,775
	Vanguard	Institutional Index Fund	**	10,358,955
	Vanguard	Total Bond Market Index Fund	**	1,921,607
				118,508,873
*	Loans to participants	Interest at 3.25% to 8.25% per annum	-0-	1,639,183
				$ 137,091,495

* Represents a party-in-interest.
** Cost information omitted as the Plan is fully participant directed.

See independent auditor's report.

The HAVI Group Limited Partnership Profit Sharing and Savings Plan

Financial Statements,
Supplemental Schedules
and
Independent Auditor's Report
For the Year Ended
December 31, 2012

Wolf & Company LLP
Certified Public Accountants

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INDEPENDENT AUDITOR'S REPORT

Participants and Profit Sharing Committee
The HAVI Group Limited Partnership
Profit Sharing and Savings Plan

We were engaged to audit the accompanying financial statements of THE HAVI GROUP LIMITED PARTNERSHIP PROFIT SHARING AND 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.

Management's Responsibility for the Financial Statements

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

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 administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by Wells Fargo Bank, N.A., the trustee of the Plan, except for comparing such information with the related information included in the financial statements and the supplemental schedules. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained certifications from the trustee as of and for the years ended December 31, 2012 and 2011, that the information provided to the plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion

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

Other Matter

We were engaged for the purpose of forming an opinion on the financial statements as a whole. The supplemental Schedule H, Line 4a - Schedule of Delinquent Participant Contributions for the year ending December 31, 2012 and Schedule H, Line 4i - Schedule of Assets (Held at End of Year) as of December 31, 2012, which are the responsibility of plan management, 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 trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Oakbrook Terrace, Illinois
August 29, 2013

Wolf & Company LLP

THE HAVI GROUP LIMITED PARTNERSHIP
PROFIT SHARING AND SAVINGS PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

ASSETS

	December 31, 2012	December 31, 2011
Investments, at fair value:		
Common/collective trust funds	$ 16,943,439	$ 17,683,599
Registered investment companies	118,508,873	102,072,888
Total investments	135,452,312	119,756,487
Receivables:		
Notes receivable from participants	1,639,183	1,747,627
Employer contributions	3,775,360	3,598,939
Participant contributions	-	121,830
Total receivables	5,414,543	5,468,396
Total assets	140,866,855	125,224,883
LIABILITIES		
Accrued expenses	41,000	34,278
Net assets reflecting investments at fair value	140,825,855	125,190,605
Adjustments from fair value to contract value for interest in common/collective trust funds relating to fully benefit-responsive investment contracts	(477,533)	(441,551)
Net assets available for benefits	$ 140,348,322	$ 124,749,054

See accompanying notes to financial statements and independent auditor's report.

THE HAVI GROUP LIMITED PARTNERSHIP
PROFIT SHARING AND SAVINGS PLAN
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

	For the Year Ended December 31,	
	2012	2011
Additions to net assets attributed to:		
Investment income (loss):		
Net appreciation (depreciation) in fair value of investments	$ 13,576,253	$ (3,123,124)
Interest and dividends	2,411,430	2,101,247
	15,987,683	(1,021,877)
Interest from participant notes receivable	58,022	55,983
Contributions:		
Employer	6,525,432	5,943,672
Participants	5,327,695	4,861,941
Rollovers	1,173,625	260,104
	13,026,752	11,065,717
Total additions	29,072,457	10,099,823
Deductions from net assets attributed to:		
Benefits paid to participants	13,242,602	12,019,658
Corrective distribution	-	17,537
Administrative expenses	230,587	267,855
Total deductions	13,473,189	12,305,050
Net increase (decrease)	15,599,268	(2,205,227)
Net assets available for benefits:		
Beginning of year	124,749,054	126,954,281
End of year	$ 140,348,322	$ 124,749,054

See accompanying notes to financial statements and independent auditor's report.

THE HAVI GROUP LIMITED PARTNERSHIP
PROFIT SHARING AND SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS

1. Description of Plan

The following description of The HAVI Group Limited Partnership Profit Sharing and Savings Plan (the Plan) provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions. The Plan is subject to the Employee Retirement Income Security Act of 1974 (ERISA), as amended.

General – The Plan is a defined contribution and profit-sharing savings plan covering most employees of The HAVI Group Inc, HAVI Global Solutions LLC, HAVI Global Solutions Direct LLC, and The Marketing Store Worldwide US LP (collectively, "The Company"). The Plan was established effective June 1, 1974, and amended and restated as of January 1, 2012. The primary purpose of the Plan is to provide retirement benefits for eligible employees of the Company.

Administration – The Plan is administered by a committee appointed by the General Partner of the Company. Wells Fargo Bank, N.A. (the Trustee) is the trustee, custodian and record keeper. The Plan holds various mutual fund investments, as well as a Stable Return Fund which is managed by the Trustee.

The Plan offers participant-directed investments and is intended to comply with Section 404(c) of ERISA.

Contributions – Participants in the Plan may contribute from 1% to 75% of their eligible compensation in accordance with Section 401(k) of the Internal Revenue Code.

The Company matches 100% of each participant's contribution up to a maximum of 3% of his or her eligible annual compensation plus 50% of the next 2% of eligible compensation. The Company's matching contribution is subject to change by the General Partner upon written notice to employees.

The Company may also make discretionary profit sharing contributions to the Plan as determined by the General Partner. For the years ended December 31, 2012 and 2011, the discretionary profit sharing contributions were $3,775,360 and $3,522,205, respectively.

Participation and Vesting – Employees become participants in the Plan on the first day of employment and immediately vest in their contributions, employer-matching contributions and union contributions, as well as earnings thereon. Vesting in the discretionary profit sharing contribution is based on completed years of continuous service as follows:

Years of Service	Vesting Percentage
Less than 1	0%
1	25%
2	50%
3	75%
4	100%

Should participants terminate employment with the Company by reason of death, normal retirement, or total and permanent disability, they immediately become fully vested in the remainder of their accounts.

1. Description of Plan (Cont.)

Benefit Payments – Upon death, retirement, disability, or other termination of employment, benefits are payable to the participant in a lump sum equal to the value of the participant's vested account balance.

Participants may, for reason of hardship (as defined by the Plan), withdraw all or a portion of their individual contributions.

Notes Receivable from Participants – Participants may borrow a minimum of $1,000 up to a maximum equal to the lessor of $50,000 or 50% of their vested account balance collateralized by their account balance as set forth in the Plan document. The maximum repayment period is five years and interest rates are based on the Prime interest rate in effect when the loan is approved. Interest and repayment terms are determined under the provisions of the Plan document.

Participant Accounts – Each participant's account is credited with the participant's contribution and the Company's match. Investment income (loss) of the Plan is allocated to the account balances of participants in proportion of their respective shares of each investment fund. Administrative expenses are allocated among participants at a fixed rate per month, net of forfeitures, and allocated thereafter in proportion to account balances on the day the monthly allocation is made.

Discretionary profit sharing contributions are allocated among those participants employed on the last day of the plan year who have completed 1,000 hours of service in the plan year. Allocations are made on the basis of the participant's compensation as compared with the total compensation of all eligible participants.

Forfeitures – Unvested account balances of terminated participants can be used to offset administrative expenses or employer contributions. Forfeitures used to offset the 2012 and 2011 administrative expense amounts were $30,988 and $45,016, respectively. At December 31, 2012, forfeitures available for future use were $7,320. At December 31, 2011, no forfeitures were available for future use.

Termination – The Company anticipates that the Plan will continue without interruption but reserves the right to amend or discontinue the Plan at any time, subject to the provisions of ERISA. Should the Plan be terminated or partially terminated by the Company, participant account balances as of the date of such termination will become fully vested and will be distributed in accordance with the provisions of the Plan.

2. Summary of Significant Accounting Policies

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

Use of Estimates – The preparation of the Plan's financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make significant estimates and assumptions that affect the reported amounts of net assets available for benefits at the date of the financial statements and changes in net assets available for benefits during the reporting periods and, when applicable, disclosures of contingent assets and liabilities at the date of the financial statements. Actual results could differ from those estimates.

2. Summary of Significant Accounting Policies (Cont.)

Fully Benefit Responsive Investment Contracts – Investment contracts held by a defined contribution plan are reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The Plan invests in investment contracts through a common/collective trust fund. The statement of net assets available for benefits presents the fair value of the investment in the collective trust as well as the adjustment of the investment in the collective trust from fair value to contract value relating to the investment contracts. The statement of changes in net assets available for benefits is prepared on the contract basis.

The Plan holds an interest in a common/collective trust fund that invests primarily in investment contracts with benefit-responsive features that are carried at contract value (cost plus accrued interest, less withdrawals and administrative expense) and synthetic investment contracts stated at the contract book value, which approximates cost. At December 31, 2012 and 2011, the average yield earned by the fund was approximately 0.94% and 1.56%, respectively. The crediting interest rates to participants at December 31, 2012 and 2011 were approximately 1.95% and 2.33%, respectively.

Investment Valuation and Income Recognition – Investments, other than the common/collective trust Wells Fargo Stable Return Fund, are presented at fair value as of the end of the Plan year. Fair value of registered investment companies securities is determined by closing prices of such investments on national security exchanges. The Wells Fargo Stable Return Fund is a fully benefit-responsive investment contract that is valued based on contract value as reported by Wells Fargo.

The Plan provides for investments that, in general, are exposed to various risks such as interest rates, credit, and overall market volatility risks. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term, and that such changes could materially affect the amounts reported in the statement of net assets available for benefits.

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

Fair Value Measurements – In May 2011, the Financial Accounting Standards Board issued guidance in Accounting Standards Update No. 2011-04, *Fair Value Measurements (Topic 820): Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs* (ASU No. 2011-04). ASU No. 2011-04 was issued to improve comparability of fair value application, measurements and disclosures between U.S. GAAP reporting and IFRS reporting. ASU No. 2011-04 clarifies fair value definitions and enhances fair value measurement guidance with respect to highest and best use measurements, equity instrument measurements, and measurement of financial instruments that are managed within a portfolio. Additionally, ASU No. 2011-04 expands disclosures for unobservable inputs used in Level 3 fair value measurements. ASU No. 2011-04 is effective for annual periods beginning after December 15, 2011. The Plan has adopted this guidance in 2012.

2. Summary of Significant Accounting Policies (Cont.)

Contributions – Company discretionary profit sharing contributions are recognized during the period for which they are granted by the General Partner. Participant contributions and Company matching contributions are recognized during the period in which the related compensation is reported for income tax purposes.

Benefit Payments – Plan benefit payments are recorded when paid.

Administrative Expenses – Generally, expenses incurred in the administration of the Plan have been paid from Plan assets. Administrative expenses paid by the Plan totaled $230,587 and $267,855 for the years ended December 31, 2012 and 2011, respectively. Certain participants of the Plan are employees of the Company and provide administrative and trustee services to the Plan, and the Company is not reimbursed by the Plan for such services. Additionally, certain investment management fees are netted in the appreciation (depreciation) in the fair value of investments.

Notes Receivable from Participants – Notes receivable from participants are reported at their unpaid principal balance plus any accrued but unpaid interest, with no allowance for credit losses, as repayments of principal and interest are received through payroll deductions.

3. Investments and Information Certified by the Trustee

The plan administrator has elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, Wells Fargo Bank, N.A., the trustee for the Plan, has certified to the completeness and accuracy of all investments, at fair value, with the exception of the Wells Fargo Bank, N.A. Stable Return Fund, which was certified at contract value, and notes receivable from participants reflected on the accompanying statements of net assets available for benefits as of December 31, 2012 and 2011, the supplemental schedule of assets (held at end of year) as of December 31, 2012, and investment income (loss) and interest from participant notes receivable reflected in the statements of changes in net assets available for benefits for the years ended December 31, 2012 and 2011.

The following table represents the fair value of the Plan's investments that represent 5% or more of the Plan's net assets as of December 31, 2012 and 2011:

	2012	2011
Common/collective trust fund:		
Wells Fargo Bank N.A. Stable Return Fund (contract value of $16,465,884 and $17,242,026 at December 31, 2012 and 2011, respectively)	$ 16,943,417	$ 17,683,577
Registered investment companies:		
PIMCO Total Return Fund	7,514,298	6,270,671
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Vanguard Target Retirement 2030 Fund	12,321,173	10,018,882
Vanguard Target Retirement 2035 Fund	11,232,953	9,362,736
Vanguard Extended Market Index Fund	7,645,228	7,197,522
Vanguard Institutional Index Fund	10,358,955	9,792,036

3. Investments and Information Certified by the Trustee (Cont.)

The Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated (depreciated) in value during the years ended December 31, 2012 and 2011:

	2012	2011
Common/collective trust funds	$ 345,941	$ 401,091
Registered investment companies	13,230,312	(3,524,215)
Net appreciation (depreciation) in fair value of investments	$ 13,576,253	$ (3,123,124)

4. Fair Value Measurements

Generally accepted accounting principles provide a uniform framework for the definition, measurement and disclosure of fair value measurements. Fair value is defined as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. The financial accounting standards establish a fair value hierarchy which requires the plan to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. The financial accounting standards describe three levels of inputs that may be used to measure fair value:

Level 1: Quoted market prices (unadjusted) for identical assets or liabilities in active markets that the plan has the ability to access as of the measurement date.

Level 2: Significant other observable inputs other than Level 1 prices, such as quoted prices for similar assets or liabilities, quoted market prices in markets that are not active, and other inputs that are observable or can be corroborated by observable market data.

Level 3: Significant unobservable inputs that reflect the plan's own assumptions about the assumptions that market participants would use in pricing an asset or liability.

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

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2012 and 2011.

Common/collective trust funds have been reported using significant other observable inputs (Level 2 inputs). Short-term investment funds are carried at cost, which approximates fair value. The fair value of the Wells Fargo Stable Return Fund is based upon the net asset values of the investments within the fund, including direct and indirect interests in fully benefit-responsive contracts, as determined in accordance with a valuation methodology adopted by the fund manager. The Level 2 inputs used to derive the estimated fair values of the Stable Return Fund include directly observable discount rates and contract fees to estimate future cash flows, prices obtained from independent pricing services for similar securities, and internal pricing models using a combination of observable and unobservable market data.

4. Fair Value Measurements (Cont.)

The fair value of registered investment companies is determined by obtaining quoted prices on nationally recognized securities exchanges (Level 1 inputs).

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

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

		Fair Value Measurements at Reporting Date Using		
	Fair Value	Quoted Prices in Active Markets for Identical Assets/ Liabilities (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
December 31, 2012:				
Common/collective trust funds (a)	$ 16,943,439	$ -	$ 16,943,439	$ -
Registered investment companies:				
Bond fund	11,203,680	11,203,680	-	-
Target maturity	59,963,962	59,963,962	-	-
Large cap equity	23,980,116	23,980,116	-	-
Mid cap equity	5,671,408	5,671,408	-	-
Small cap equity	7,645,228	7,645,228	-	-
Global equity	495,468	495,468	-	-
International equity	9,549,011	9,549,011	-	-
Total	$ 135,452,312	$ 118,508,873	$ 16,943,439	$ -

4. Fair Value Measurements (Cont.)

	Fair Value	Fair Value Measurements at Reporting Date Using: Quoted Prices in Active Markets for Identical Assets/ Liabilities (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
December 31, 2011:				
Common/collective trust funds (a)	$ 17,683,599	$ -	$ 17,683,599	$ -
Registered investment companies:				
Bond fund	8,006,376	8,006,376	-	-
Target maturity	50,806,638	50,806,638	-	-
Large cap equity	21,961,023	21,961,023	-	-
Mid cap equity	5,630,420	5,630,420	-	-
Small cap equity	7,197,522	7,197,522	-	-
Global equity	208,145	208,145	-	-
International equity	8,262,764	8,262,764	-	-
Total	$ 119,756,487	$ 102,072,888	$ 17,683,599	$ -

(a) This is a collective investment trust (CIT) for which the net asset value (NAV) is based on the market value of its underlying investments which contain fully benefit-responsive contracts. The fund's objective is to protect principal while providing a higher rate of return than shorter maturity investments, such as money market funds or certificates of deposit. To achieve this, the fund invests in instruments which are not expected to experience significant price fluctuation in most economic or interest rate environments. The CIT can be redeemed at NAV as of the measurement date on a daily basis.

5. Related-Party Transactions

Certain Plan investments are in common/collective trust funds managed by the Trustee. Therefore, transactions with the Trustee qualify as party-in-interest transactions. Administrative expenses paid by the Plan during the year for investment management, recordkeeping, and other professional services rendered by parties-in-interest were based on customary and reasonable rates for such services.

6. Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of corrective distributions paid to participants per the financial statements to the Form 5500 for the year ended December 31, 2011:

	2011
Corrective distributions per the financial statements	$ 17,537
Benefits payable for corrective distribution per Form 5500 at December 31, 2010	(2,665)
Corrective distributions per the Form 5500	$ 14,872

7. Income Tax Status

The Plan obtained its latest determination letter dated April 17, 2012, in which the Internal Revenue Service (IRS) stated that the Plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code. The plan sponsor believes that the Plan continues to qualify and to operate as designed. Accordingly, no provision for income taxes has been included in the Plan's financial statements.

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

8. Late Deposits

During the plan years ended December 31, 2012 and 2011, the Plan engaged in prohibited transactions related to the late deposits of employee deferrals in the amounts of $175,339 and $139,362, respectively. The Company has chosen to self-correct these transactions by filing Form 5330 and paying the applicable excise taxes.

9. Subsequent Events

Subsequent events have been evaluated through August 29, 2013, the date the financial statements were available to be issued.

SUPPLEMENTAL SCHEDULES

THE HAVI GROUP LIMITED PARTNERSHIP
PROFIT SHARING AND SAVINGS PLAN
EIN: 36-3600106 Plan Number: 001
SCHEDULE H, LINE 4a - SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS
For the Year Ended December 31, 2012

Participant Contributions Transferred Late to Plan Check Here If Late Participant Loan Repayments are Included □	Totals that Constitute Nonexempt Prohibited Transactions			Total Fully Corrected Under VFCP and PTE 2002-51
	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	
$175,339		$175,339		$0

See independent auditor's report.

THE HAVI GROUP LIMITED PARTNERSHIP
PROFIT SHARING AND SAVINGS PLAN
EIN: 36-3600106 Plan Number: 001
SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
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) Fair Value
		Common/collective trust funds:		
*	Wells Fargo Bank, N.A.	Short Term Investment	**	$ 22
*	Wells Fargo Bank, N.A.	Stable Return Fund	**	16,943,417
				16,943,439
		Registered investment companies:		
	PIMCO	Total Return Fund	**	7,514,298
	Dodge & Cox	Stock Fund	**	8,530,250
	Harbor	Capital Appreciation Fund	**	5,090,911
	Artisan	International Fund	**	6,171,576
	Franklin Templeton	Institutional Foreign Equity Fund	**	2,675,221
	Vanguard	Target Retirement Income Fund	**	429,808
	Vanguard	Target Retirement 2010 Fund	**	992,748
	Vanguard	Target Retirement 2015 Fund	**	6,243,181
	Vanguard	Target Retirement 2020 Fund	**	6,544,234
	Vanguard	Target Retirement 2025 Fund	**	11,330,445
	Vanguard	Target Retirement 2030 Fund	**	12,321,173
	Vanguard	Target Retirement 2035 Fund	**	11,232,953
	Vanguard	Target Retirement 2040 Fund	**	5,479,457
	Vanguard	Target Retirement 2045 Fund	**	3,651,410
	Vanguard	Target Retirement 2050 Fund	**	1,588,567
	Vanguard	Target Retirement 2055 Fund	**	144,456
	Vanguard	Target Retirement 2060 Fund	**	5,530
	American	New Perspective Fund	**	495,468
	Perkins	Mid Cap Value Fund	**	5,671,408
	Vanguard	Extended Market Index Fund	**	7,645,228
	Vanguard	FTSE All World Ex-U.S. Index Fund	**	702,214
	Vanguard	Inflation Protected Securities Fund	**	1,767,775
	Vanguard	Institutional Index Fund	**	10,358,955
	Vanguard	Total Bond Market Index Fund	**	1,921,607
				118,508,873
*	Loans to participants	Interest at 3.25% to 8.25% per annum	-0-	1,639,183
				$ 137,091,495

* Represents a party-in-interest.
** Cost information omitted as the Plan is fully participant directed.

See independent auditor's report.

The HAVI Group Limited Partnership Profit Sharing and Savings Plan

Financial Statements,
Supplemental Schedules
and
Independent Auditor's Report
For the Year Ended
December 31, 2012

Wolf & Company LLP
Certified Public Accountants

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INDEPENDENT AUDITOR'S REPORT

Participants and Profit Sharing Committee
The HAVI Group Limited Partnership
Profit Sharing and Savings Plan

We were engaged to audit the accompanying financial statements of THE HAVI GROUP LIMITED PARTNERSHIP PROFIT SHARING AND 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.

Management's Responsibility for the Financial Statements

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

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 administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by Wells Fargo Bank, N.A., the trustee of the Plan, except for comparing such information with the related information included in the financial statements and the supplemental schedules. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained certifications from the trustee as of and for the years ended December 31, 2012 and 2011, that the information provided to the plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion

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

Other Matter

We were engaged for the purpose of forming an opinion on the financial statements as a whole. The supplemental Schedule H, Line 4a - Schedule of Delinquent Participant Contributions for the year ending December 31, 2012 and Schedule H, Line 4i - Schedule of Assets (Held at End of Year) as of December 31, 2012, which are the responsibility of plan management, 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 trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Oakbrook Terrace, Illinois
August 29, 2013

Wolf & Company LLP

THE HAVI GROUP LIMITED PARTNERSHIP
PROFIT SHARING AND SAVINGS PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

ASSETS

	December 31, 2012	December 31, 2011
Investments, at fair value:		
Common/collective trust funds	$ 16,943,439	$ 17,683,599
Registered investment companies	118,508,873	102,072,888
Total investments	135,452,312	119,756,487
Receivables:		
Notes receivable from participants	1,639,183	1,747,627
Employer contributions	3,775,360	3,598,939
Participant contributions	-	121,830
Total receivables	5,414,543	5,468,396
Total assets	140,866,855	125,224,883
LIABILITIES		
Accrued expenses	41,000	34,278
Net assets reflecting investments at fair value	140,825,855	125,190,605
Adjustments from fair value to contract value for interest in common/collective trust funds relating to fully benefit-responsive investment contracts	(477,533)	(441,551)
Net assets available for benefits	$ 140,348,322	$ 124,749,054

See accompanying notes to financial statements and independent auditor's report.

THE HAVI GROUP LIMITED PARTNERSHIP
PROFIT SHARING AND SAVINGS PLAN
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

	For the Year Ended December 31,	
	2012	2011
Additions to net assets attributed to:		
Investment income (loss):		
Net appreciation (depreciation) in fair value of investments	$ 13,576,253	$ (3,123,124)
Interest and dividends	2,411,430	2,101,247
	15,987,683	(1,021,877)
Interest from participant notes receivable	58,022	55,983
Contributions:		
Employer	6,525,432	5,943,672
Participants	5,327,695	4,861,941
Rollovers	1,173,625	260,104
	13,026,752	11,065,717
Total additions	29,072,457	10,099,823
Deductions from net assets attributed to:		
Benefits paid to participants	13,242,602	12,019,658
Corrective distribution	-	17,537
Administrative expenses	230,587	267,855
Total deductions	13,473,189	12,305,050
Net increase (decrease)	15,599,268	(2,205,227)
Net assets available for benefits:		
Beginning of year	124,749,054	126,954,281
End of year	$ 140,348,322	$ 124,749,054

See accompanying notes to financial statements and independent auditor's report.

THE HAVI GROUP LIMITED PARTNERSHIP
PROFIT SHARING AND SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS

1. Description of Plan

The following description of The HAVI Group Limited Partnership Profit Sharing and Savings Plan (the Plan) provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions. The Plan is subject to the Employee Retirement Income Security Act of 1974 (ERISA), as amended.

General – The Plan is a defined contribution and profit-sharing savings plan covering most employees of The HAVI Group Inc, HAVI Global Solutions LLC, HAVI Global Solutions Direct LLC, and The Marketing Store Worldwide US LP (collectively, "The Company"). The Plan was established effective June 1, 1974, and amended and restated as of January 1, 2012. The primary purpose of the Plan is to provide retirement benefits for eligible employees of the Company.

Administration – The Plan is administered by a committee appointed by the General Partner of the Company. Wells Fargo Bank, N.A. (the Trustee) is the trustee, custodian and record keeper. The Plan holds various mutual fund investments, as well as a Stable Return Fund which is managed by the Trustee.

The Plan offers participant-directed investments and is intended to comply with Section 404(c) of ERISA.

Contributions – Participants in the Plan may contribute from 1% to 75% of their eligible compensation in accordance with Section 401(k) of the Internal Revenue Code.

The Company matches 100% of each participant's contribution up to a maximum of 3% of his or her eligible annual compensation plus 50% of the next 2% of eligible compensation. The Company's matching contribution is subject to change by the General Partner upon written notice to employees.

The Company may also make discretionary profit sharing contributions to the Plan as determined by the General Partner. For the years ended December 31, 2012 and 2011, the discretionary profit sharing contributions were $3,775,360 and $3,522,205, respectively.

Participation and Vesting – Employees become participants in the Plan on the first day of employment and immediately vest in their contributions, employer-matching contributions and union contributions, as well as earnings thereon. Vesting in the discretionary profit sharing contribution is based on completed years of continuous service as follows:

Years of Service	Vesting Percentage
Less than 1	0%
1	25%
2	50%
3	75%
4	100%

Should participants terminate employment with the Company by reason of death, normal retirement, or total and permanent disability, they immediately become fully vested in the remainder of their accounts.

1. Description of Plan (Cont.)

Benefit Payments – Upon death, retirement, disability, or other termination of employment, benefits are payable to the participant in a lump sum equal to the value of the participant's vested account balance.

Participants may, for reason of hardship (as defined by the Plan), withdraw all or a portion of their individual contributions.

Notes Receivable from Participants – Participants may borrow a minimum of $1,000 up to a maximum equal to the lessor of $50,000 or 50% of their vested account balance collateralized by their account balance as set forth in the Plan document. The maximum repayment period is five years and interest rates are based on the Prime interest rate in effect when the loan is approved. Interest and repayment terms are determined under the provisions of the Plan document.

Participant Accounts – Each participant's account is credited with the participant's contribution and the Company's match. Investment income (loss) of the Plan is allocated to the account balances of participants in proportion of their respective shares of each investment fund. Administrative expenses are allocated among participants at a fixed rate per month, net of forfeitures, and allocated thereafter in proportion to account balances on the day the monthly allocation is made.

Discretionary profit sharing contributions are allocated among those participants employed on the last day of the plan year who have completed 1,000 hours of service in the plan year. Allocations are made on the basis of the participant's compensation as compared with the total compensation of all eligible participants.

Forfeitures – Unvested account balances of terminated participants can be used to offset administrative expenses or employer contributions. Forfeitures used to offset the 2012 and 2011 administrative expense amounts were $30,988 and $45,016, respectively. At December 31, 2012, forfeitures available for future use were $7,320. At December 31, 2011, no forfeitures were available for future use.

Termination – The Company anticipates that the Plan will continue without interruption but reserves the right to amend or discontinue the Plan at any time, subject to the provisions of ERISA. Should the Plan be terminated or partially terminated by the Company, participant account balances as of the date of such termination will become fully vested and will be distributed in accordance with the provisions of the Plan.

2. Summary of Significant Accounting Policies

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

Use of Estimates – The preparation of the Plan's financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make significant estimates and assumptions that affect the reported amounts of net assets available for benefits at the date of the financial statements and changes in net assets available for benefits during the reporting periods and, when applicable, disclosures of contingent assets and liabilities at the date of the financial statements. Actual results could differ from those estimates.

2. Summary of Significant Accounting Policies (Cont.)

Fully Benefit Responsive Investment Contracts – Investment contracts held by a defined contribution plan are reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The Plan invests in investment contracts through a common/collective trust fund. The statement of net assets available for benefits presents the fair value of the investment in the collective trust as well as the adjustment of the investment in the collective trust from fair value to contract value relating to the investment contracts. The statement of changes in net assets available for benefits is prepared on the contract basis.

The Plan holds an interest in a common/collective trust fund that invests primarily in investment contracts with benefit-responsive features that are carried at contract value (cost plus accrued interest, less withdrawals and administrative expense) and synthetic investment contracts stated at the contract book value, which approximates cost. At December 31, 2012 and 2011, the average yield earned by the fund was approximately 0.94% and 1.56%, respectively. The crediting interest rates to participants at December 31, 2012 and 2011 were approximately 1.95% and 2.33%, respectively.

Investment Valuation and Income Recognition – Investments, other than the common/collective trust Wells Fargo Stable Return Fund, are presented at fair value as of the end of the Plan year. Fair value of registered investment companies securities is determined by closing prices of such investments on national security exchanges. The Wells Fargo Stable Return Fund is a fully benefit-responsive investment contract that is valued based on contract value as reported by Wells Fargo.

The Plan provides for investments that, in general, are exposed to various risks such as interest rates, credit, and overall market volatility risks. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term, and that such changes could materially affect the amounts reported in the statement of net assets available for benefits.

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

Fair Value Measurements – In May 2011, the Financial Accounting Standards Board issued guidance in Accounting Standards Update No. 2011-04, *Fair Value Measurements (Topic 820): Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs* (ASU No. 2011-04). ASU No. 2011-04 was issued to improve comparability of fair value application, measurements and disclosures between U.S. GAAP reporting and IFRS reporting. ASU No. 2011-04 clarifies fair value definitions and enhances fair value measurement guidance with respect to highest and best use measurements, equity instrument measurements, and measurement of financial instruments that are managed within a portfolio. Additionally, ASU No. 2011-04 expands disclosures for unobservable inputs used in Level 3 fair value measurements. ASU No. 2011-04 is effective for annual periods beginning after December 15, 2011. The Plan has adopted this guidance in 2012.

2. Summary of Significant Accounting Policies (Cont.)

Contributions – Company discretionary profit sharing contributions are recognized during the period for which they are granted by the General Partner. Participant contributions and Company matching contributions are recognized during the period in which the related compensation is reported for income tax purposes.

Benefit Payments – Plan benefit payments are recorded when paid.

Administrative Expenses – Generally, expenses incurred in the administration of the Plan have been paid from Plan assets. Administrative expenses paid by the Plan totaled $230,587 and $267,855 for the years ended December 31, 2012 and 2011, respectively. Certain participants of the Plan are employees of the Company and provide administrative and trustee services to the Plan, and the Company is not reimbursed by the Plan for such services. Additionally, certain investment management fees are netted in the appreciation (depreciation) in the fair value of investments.

Notes Receivable from Participants – Notes receivable from participants are reported at their unpaid principal balance plus any accrued but unpaid interest, with no allowance for credit losses, as repayments of principal and interest are received through payroll deductions.

3. Investments and Information Certified by the Trustee

The plan administrator has elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, Wells Fargo Bank, N.A., the trustee for the Plan, has certified to the completeness and accuracy of all investments, at fair value, with the exception of the Wells Fargo Bank, N.A. Stable Return Fund, which was certified at contract value, and notes receivable from participants reflected on the accompanying statements of net assets available for benefits as of December 31, 2012 and 2011, the supplemental schedule of assets (held at end of year) as of December 31, 2012, and investment income (loss) and interest from participant notes receivable reflected in the statements of changes in net assets available for benefits for the years ended December 31, 2012 and 2011.

The following table represents the fair value of the Plan's investments that represent 5% or more of the Plan's net assets as of December 31, 2012 and 2011:

	2012	2011
Common/collective trust fund:		
Wells Fargo Bank N.A. Stable Return Fund (contract value of $16,465,884 and $17,242,026 at December 31, 2012 and 2011, respectively)	$ 16,943,417	$ 17,683,577
Registered investment companies:		
PIMCO Total Return Fund	7,514,298	6,270,671
Dodge & Cox Stock Fund	8,530,250	7,503,246
Vanguard Target Retirement 2025 Fund	11,330,445	10,098,280
Vanguard Target Retirement 2030 Fund	12,321,173	10,018,882
Vanguard Target Retirement 2035 Fund	11,232,953	9,362,736
Vanguard Extended Market Index Fund	7,645,228	7,197,522
Vanguard Institutional Index Fund	10,358,955	9,792,036

3. Investments and Information Certified by the Trustee (Cont.)

The Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated (depreciated) in value during the years ended December 31, 2012 and 2011:

	2012	2011
Common/collective trust funds	$ 345,941	$ 401,091
Registered investment companies	13,230,312	(3,524,215)
Net appreciation (depreciation) in fair value of investments	$ 13,576,253	$ (3,123,124)

4. Fair Value Measurements

Generally accepted accounting principles provide a uniform framework for the definition, measurement and disclosure of fair value measurements. Fair value is defined as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. The financial accounting standards establish a fair value hierarchy which requires the plan to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. The financial accounting standards describe three levels of inputs that may be used to measure fair value:

Level 1: Quoted market prices (unadjusted) for identical assets or liabilities in active markets that the plan has the ability to access as of the measurement date.

Level 2: Significant other observable inputs other than Level 1 prices, such as quoted prices for similar assets or liabilities, quoted market prices in markets that are not active, and other inputs that are observable or can be corroborated by observable market data.

Level 3: Significant unobservable inputs that reflect the plan's own assumptions about the assumptions that market participants would use in pricing an asset or liability.

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

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2012 and 2011.

Common/collective trust funds have been reported using significant other observable inputs (Level 2 inputs). Short-term investment funds are carried at cost, which approximates fair value. The fair value of the Wells Fargo Stable Return Fund is based upon the net asset values of the investments within the fund, including direct and indirect interests in fully benefit-responsive contracts, as determined in accordance with a valuation methodology adopted by the fund manager. The Level 2 inputs used to derive the estimated fair values of the Stable Return Fund include directly observable discount rates and contract fees to estimate future cash flows, prices obtained from independent pricing services for similar securities, and internal pricing models using a combination of observable and unobservable market data.

4. Fair Value Measurements (Cont.)

The fair value of registered investment companies is determined by obtaining quoted prices on nationally recognized securities exchanges (Level 1 inputs).

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

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

		Fair Value Measurements at Reporting Date Using		
	Fair Value	Quoted Prices in Active Markets for Identical Assets/ Liabilities (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
December 31, 2012:				
Common/collective trust funds (a)	$ 16,943,439	$ -	$ 16,943,439	$ -
Registered investment companies:				
Bond fund	11,203,680	11,203,680	-	-
Target maturity	59,963,962	59,963,962	-	-
Large cap equity	23,980,116	23,980,116	-	-
Mid cap equity	5,671,408	5,671,408	-	-
Small cap equity	7,645,228	7,645,228	-	-
Global equity	495,468	495,468	-	-
International equity	9,549,011	9,549,011	-	-
Total	$ 135,452,312	$ 118,508,873	$ 16,943,439	$ -

4. Fair Value Measurements (Cont.)

	Fair Value	Fair Value Measurements at Reporting Date Using: Quoted Prices in Active Markets for Identical Assets/ Liabilities (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
December 31, 2011:				
Common/collective trust funds (a)	$ 17,683,599	$ -	$ 17,683,599	$ -
Registered investment companies:				
Bond fund	8,006,376	8,006,376	-	-
Target maturity	50,806,638	50,806,638	-	-
Large cap equity	21,961,023	21,961,023	-	-
Mid cap equity	5,630,420	5,630,420	-	-
Small cap equity	7,197,522	7,197,522	-	-
Global equity	208,145	208,145	-	-
International equity	8,262,764	8,262,764	-	-
Total	$ 119,756,487	$ 102,072,888	$ 17,683,599	$ -

(a) This is a collective investment trust (CIT) for which the net asset value (NAV) is based on the market value of its underlying investments which contain fully benefit-responsive contracts. The fund's objective is to protect principal while providing a higher rate of return than shorter maturity investments, such as money market funds or certificates of deposit. To achieve this, the fund invests in instruments which are not expected to experience significant price fluctuation in most economic or interest rate environments. The CIT can be redeemed at NAV as of the measurement date on a daily basis.

5. Related-Party Transactions

Certain Plan investments are in common/collective trust funds managed by the Trustee. Therefore, transactions with the Trustee qualify as party-in-interest transactions. Administrative expenses paid by the Plan during the year for investment management, recordkeeping, and other professional services rendered by parties-in-interest were based on customary and reasonable rates for such services.

6. Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of corrective distributions paid to participants per the financial statements to the Form 5500 for the year ended December 31, 2011:

	2011
Corrective distributions per the financial statements	$ 17,537
Benefits payable for corrective distribution per Form 5500 at December 31, 2010	(2,665)
Corrective distributions per the Form 5500	$ 14,872

7. Income Tax Status

The Plan obtained its latest determination letter dated April 17, 2012, in which the Internal Revenue Service (IRS) stated that the Plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code. The plan sponsor believes that the Plan continues to qualify and to operate as designed. Accordingly, no provision for income taxes has been included in the Plan's financial statements.

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

8. Late Deposits

During the plan years ended December 31, 2012 and 2011, the Plan engaged in prohibited transactions related to the late deposits of employee deferrals in the amounts of $175,339 and $139,362, respectively. The Company has chosen to self-correct these transactions by filing Form 5330 and paying the applicable excise taxes.

9. Subsequent Events

Subsequent events have been evaluated through August 29, 2013, the date the financial statements were available to be issued.

SUPPLEMENTAL SCHEDULES

THE HAVI GROUP LIMITED PARTNERSHIP
PROFIT SHARING AND SAVINGS PLAN
EIN: 36-3600106 Plan Number: 001
SCHEDULE H, LINE 4a - SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS
For the Year Ended December 31, 2012

Participant Contributions Transferred Late to Plan Check Here If Late Participant Loan Repayments are Included □	Totals that Constitute Nonexempt Prohibited Transactions			Total Fully Corrected Under VFCP and PTE 2002-51
	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	
$175,339		$175,339		$0

See independent auditor's report.

THE HAVI GROUP LIMITED PARTNERSHIP
PROFIT SHARING AND SAVINGS PLAN
EIN: 36-3600106 Plan Number: 001
SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
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) Fair Value
		Common/collective trust funds:		
*	Wells Fargo Bank, N.A.	Short Term Investment	**	$ 22
*	Wells Fargo Bank, N.A.	Stable Return Fund	**	16,943,417
				16,943,439
		Registered investment companies:		
	PIMCO	Total Return Fund	**	7,514,298
	Dodge & Cox	Stock Fund	**	8,530,250
	Harbor	Capital Appreciation Fund	**	5,090,911
	Artisan	International Fund	**	6,171,576
	Franklin Templeton	Institutional Foreign Equity Fund	**	2,675,221
	Vanguard	Target Retirement Income Fund	**	429,808
	Vanguard	Target Retirement 2010 Fund	**	992,748
	Vanguard	Target Retirement 2015 Fund	**	6,243,181
	Vanguard	Target Retirement 2020 Fund	**	6,544,234
	Vanguard	Target Retirement 2025 Fund	**	11,330,445
	Vanguard	Target Retirement 2030 Fund	**	12,321,173
	Vanguard	Target Retirement 2035 Fund	**	11,232,953
	Vanguard	Target Retirement 2040 Fund	**	5,479,457
	Vanguard	Target Retirement 2045 Fund	**	3,651,410
	Vanguard	Target Retirement 2050 Fund	**	1,588,567
	Vanguard	Target Retirement 2055 Fund	**	144,456
	Vanguard	Target Retirement 2060 Fund	**	5,530
	American	New Perspective Fund	**	495,468
	Perkins	Mid Cap Value Fund	**	5,671,408
	Vanguard	Extended Market Index Fund	**	7,645,228
	Vanguard	FTSE All World Ex-U.S. Index Fund	**	702,214
	Vanguard	Inflation Protected Securities Fund	**	1,767,775
	Vanguard	Institutional Index Fund	**	10,358,955
	Vanguard	Total Bond Market Index Fund	**	1,921,607
				118,508,873
*	Loans to participants	Interest at 3.25% to 8.25% per annum	-0-	1,639,183
				$ 137,091,495

* Represents a party-in-interest.
** Cost information omitted as the Plan is fully participant directed.

See independent auditor's report.