

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). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 2012 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2012 or fiscal plan year beginning <u>01/01/2012</u> and ending <u>12/31/2012</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☒
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information —enter all requested information				
1a Name of plan <u>THE SAVAGE COMPANIES RETIREMENT & EMPLOYEE SAVINGS PLAN</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>001</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>07/01/1972</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>001</u>	1c Effective date of plan <u>07/01/1972</u>	
1b Three-digit plan number (PN) ▶	<u>001</u>				
1c Effective date of plan <u>07/01/1972</u>					
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>SAVAGE COMPANIES</u> <u>6340 SOUTH 3000 EAST 600</u> <u>SALT LAKE CITY, UT 84121</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>87-0387049</u></td> </tr> <tr> <td>2c Sponsor's telephone number <u>801-944-6600</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>484110</u></td> </tr> </table>	2b Employer Identification Number (EIN) <u>87-0387049</u>	2c Sponsor's telephone number <u>801-944-6600</u>	2d Business code (see instructions) <u>484110</u>	
2b Employer Identification Number (EIN) <u>87-0387049</u>					
2c Sponsor's telephone number <u>801-944-6600</u>					
2d Business code (see instructions) <u>484110</u>					

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

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

SIGN HERE	Filed with authorized/valid electronic signature. Signature of plan administrator	10/09/2013 Date	HOWARD GOODMAN Enter name of individual signing as plan administrator
SIGN HERE	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)			Preparer's telephone number (optional)

3a Plan administrator's name and address ☒ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address		3b Administrator's EIN
		3c Administrator's telephone number
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name		4b EIN 4c PN
5 Total number of participants at the beginning of the plan year		5 2726
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	2277
b Retired or separated participants receiving benefits.....	6b	0
c Other retired or separated participants entitled to future benefits.....	6c	377
d Subtotal. Add lines 6a , 6b , and 6c	6d	2654
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	0
f Total. Add lines 6d and 6e	6f	2654
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	2589
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	99
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: 2A 2E 2F 2G 2J 2K 2S 2T 3D 3H		
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:		
9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor		9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)		
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

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

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

A Name of plan THE SAVAGE COMPANIES RETIREMENT & EMPLOYEE SAVINGS PLAN	B Three-digit plan number (PN) ▶	001
C Plan sponsor's name as shown on line 2a of Form 5500 SAVAGE COMPANIES	D Employer Identification Number (EIN) 87-0387049	

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
CHARLES SCHWAB & CO. INC. AND AFFIL

94-1737782

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

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

SCHWAB RETIREMENT PLAN SERVICES CO.

74-2279754

(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?
13 15 50 64	NONE	40529	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

HANSEN, BARNETT & MAXWELL P.C.

87-0281467

(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	13750	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

CHARLES SCHWAB BANK

42-1558009

(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?
21 25 59 62	NONE	0	Yes ☒ No ☐	Yes ☒ No ☐	0	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)

CHARLES SCHWAB & CO.

94-1737782

(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?
33 71 59 62	NONE	0	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

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

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

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
CHARLES SCHWAB & CO. INC. AND AFFIL	59	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
SEE ATTACHMENT 11-1111111	SEE ATTACHMENT	
(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
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(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide

Part III **Termination Information on Accountants and Enrolled Actuaries (see instructions)**
(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small>	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 <div style="border: 1px solid black; padding: 5px; font-size: 1.2em; font-weight: bold;">2012</div> This Form is Open to Public Inspection.
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For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan <u>THE SAVAGE COMPANIES RETIREMENT & EMPLOYEE SAVINGS PLAN</u>	B Three-digit plan number (PN) ►	<u>001</u>
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>SAVAGE COMPANIES</u>	D Employer Identification Number (EIN) <u>87-0387049</u>	

Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)
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a Name of MTIA, CCT, PSA, or 103-12 IE: SCHWAB STABLE VALUE CL R

b Name of sponsor of entity listed in (a): CHARLES SCHWAB BANK

c EIN-PN <u>81-0625180-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>0</u>
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a Name of MTIA, CCT, PSA, or 103-12 IE: STATE STREET S & P 500 INDEX L

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

c EIN-PN <u>04-0025081-460</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>1701915</u>
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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)
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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)
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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)
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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)
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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)
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a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
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103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
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
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plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	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 <div style="border: 1px solid black; padding: 5px; font-size: 1.2em; font-weight: bold;">2012</div> This Form is Open to Public Inspection
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For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012		
A Name of plan THE SAVAGE COMPANIES RETIREMENT & EMPLOYEE SAVINGS PLAN	B Three-digit plan number (PN) ▶	001
C Plan sponsor's name as shown on line 2a of Form 5500 SAVAGE COMPANIES	D Employer Identification Number (EIN) 87-0387049	

	Part I Asset and Liability Statement		(a) Beginning of Year	(b) End of Year
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	Total noninterest-bearing cash	1a	0	69587
b	Receivables (less allowance for doubtful accounts):			
	(1) Employer contributions	1b(1)	2805766	3588300
	(2) Participant contributions	1b(2)		87953
	(3) Other.....	1b(3)	57327	19357
c	General investments:			
	(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		11624738
	(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)	2616296	2972400
	(9) Value of interest in common/collective trusts.....	1c(9)	14058066	1701915
	(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)	46249093	57398160
	(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
	(15) Other	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	65786548	77462410

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h		2904
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	0	2904

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	65786548	77459506
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Part II Income and Expense Statement

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

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	5567427	
(B) Participants	2a(1)(B)	5484416	
(C) Others (including rollovers)	2a(1)(C)	443976	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		11495819
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	822	
(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)	135986	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		136808
(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)	2042210	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		2042210
(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)		217401
(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)		5077411
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		18969649

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	7228992	
(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)		7228992
f Corrective distributions (see instructions)	2f		13420
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)	13750	
(2) Contract administrator fees	2i(2)	40529	
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		54279
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		7296691

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		11672958
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: **HANSEN, BARNETT, & MAXWELL**

(2) EIN: **87-0281467**

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

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

Part IV Compliance Questions

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

During the plan year:

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

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

	Yes	No	Amount
4a		X	
4b		X	

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

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

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

5b(1) Name of plan(s)

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

Part V Trust Information (optional)

6a Name of trust

6b Trust's EIN

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

A Name of plan <u>THE SAVAGE COMPANIES RETIREMENT & EMPLOYEE SAVINGS PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>SAVAGE COMPANIES</u>	D Employer Identification Number (EIN) <u>87-0387049</u>

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>42-1558009</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	

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

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

Part III	Amendments
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9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box.....	☐ Increase	☐ Decrease	☐ Both	☐ No
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Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
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10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?.....	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.).....	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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



HANSEN, BARNETT & MAXWELL, P.C.
Certified Public Accountants

**THE SAVAGE COMPANIES RETIREMENT &
EMPLOYEE SAVINGS PLAN**

**INDEPENDENT AUDITORS' REPORT
AND
CONSOLIDATED FINANCIAL STATEMENTS**

December 31, 2012 and 2011

**THE SAVAGE COMPANIES RETIREMENT &
EMPLOYEE SAVINGS PLAN**

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INDEPENDENT AUDITORS' REPORT

To the Board of Trustees
The Savage Companies Retirement &
Employee Savings Plan

Report on the Financial Statements

We have audited the accompanying statements of net assets available for benefits of The Savage Companies Retirement & Employee Savings Plan (the Plan) as of December 31, 2012 and 2011, and the related statements of changes in net assets available for benefits for the year ended December 31, 2012 and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting our audits in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph 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 8, which was certified by Charles Schwab, the trustee of the Plan, except for comparing the information with the related information included in the 2012 and 2011 financial statements. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of and for the years ended December 31, 2012 and 2011, that the information provided to the plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion

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

Other Matter

We were engaged for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedules of The Savage Companies Retirement & Employee Savings Plan, 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.

Hansen, Barnett & Maxwell, P.C.

HANSEN, BARNETT & MAXWELL, P.C.

Salt Lake City, Utah
August 29, 2013

**THE SAVAGE COMPANIES RETIREMENT &
EMPLOYEE SAVINGS PLAN**
Statements of Net Assets Available for Benefits
December 31, 2012 and 2011

	December 31, 2012	December 31, 2011
Assets:		
Cash equivalents	\$ 69,587	\$ -
Investments at fair value:		
Mutual funds	57,398,160	46,249,093
Money market fund	11,624,738	-
Common/collective trust	1,701,915	14,058,066
Total investments	70,724,813	60,307,159
Receivables:		
Employer contributions	3,588,300	2,805,766
Participant contributions	87,953	-
Other receivables	19,357	57,327
Notes receivable from participants	2,972,400	2,616,296
Total receivables	6,668,010	5,479,389
Total assets	77,462,410	65,786,548
Liabilities:		
Other payables	2,904	-
Total liabilities	2,904	-
Net assets reflecting investments at fair value	77,459,506	65,786,548
Adjustment from fair value to contract value for fully benefit-responsive investment contract	-	(87,362)
Net assets available for benefits	\$ 77,459,506	\$ 65,699,186

See accompanying notes to the financial statements.

**THE SAVAGE COMPANIES RETIREMENT &
EMPLOYEE SAVINGS PLAN**
Statement of Changes in Net Assets Available for Benefits
for the Year Ended December 31, 2012

Additions:

Additions to net assets attributed to:

Investment income:

Dividends and interest	\$ 2,042,466
Net appreciation in fair value of investments	5,382,740
	<hr/>
Net investment income	7,425,206

Interest income:

Interest income on notes receivable from participants	135,986
	<hr/>

Contributions:

Employer contributions	5,567,427
Participant contributions	5,484,416
Rollovers	443,976
	<hr/>

Total contributions	11,495,819
	<hr/>

Total additions	19,057,011
	<hr/>

Deductions:

Deductions from net assets attributed to:

Participant withdrawals and payment of benefits	7,228,992
Corrective distributions	13,420
Administrative expenses	54,279
	<hr/>

Total deductions	7,296,691
	<hr/>

Net increase	11,760,320
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Net assets available for benefits:

Beginning of year	65,699,186
	<hr/>
End of year	\$ 77,459,506
	<hr/> <hr/>

See accompanying notes to the financial statements.

**THE SAVAGE COMPANIES RETIREMENT &
EMPLOYEE SAVINGS PLAN**
Notes to Financial Statements
December 31, 2012 and 2011

(1) Description of the Plan

The following description of The Savage Companies Retirement & Employee Savings Plan (the “Plan”) is provided for general information purposes only. Participants should refer to the plan agreement for a more complete description of the Plan’s provisions.

(a) General

Savage Companies and its U.S. subsidiaries (collectively, the “Employer” or the “Company”) established the Plan effective January 1, 1972, under Section 401(k) of the Internal Revenue Code (IRC). The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA), as amended. The Plan has been amended several times subsequent to its effective date.

The Plan is a defined contribution plan that allows participation in the Plan for all full-time employees who become eligible on the first day of the month following 60 days of employment and part-time employees who have worked at least 1,000 hours in a plan year. Employees covered by certain collective bargaining agreements may participate in the Plan when they meet eligibility requirements. All eligible employees are automatically enrolled at 2% of before-tax compensation unless they elect otherwise. Employees must meet certain eligibility requirements to receive the employer match which is immediately vested.

(b) Contributions

Participants may elect under a salary reduction agreement to contribute to the Plan from 1% to 100% of their compensation on a (a) pre-tax or (b) after-tax basis, subject to the maximum amount allowable under the IRC, which was \$17,000 and \$16,500 for the calendar years 2012 and 2011, respectively.

The Employer matches 25% for participants with 0-2 years of service, 35% for participants with 2-4 years of service, and 50% for participants with over 4 years of service, up to 8% of the participant’s compensation. Combined contributions are limited to the lesser of \$50,000 and \$49,000 for calendar years 2012 and 2011, or 100% of a participant’s compensation. The Employer may, at its discretion, contribute to the Plan a percentage of each participant’s annual compensation, excluding bonuses and expense allowances. The Employer contributed 3% of each eligible participant’s base compensation as a discretionary contribution for the year ended December 31, 2012.

Participants who are 50 years of age or older may also make additional “catch-up” contributions on a pre-tax or after-tax basis of up to \$5,500, the maximum amount allowable under the IRC, for calendar years 2012 and 2011. Catch-up contributions are not matched by the Employer.

(c) Participant Accounts

Each participant’s account is credited with (a) the employee’s contribution, (b) any Employer’s matching and any discretionary contributions, and (c) a daily allocation of applicable investment earnings.

Participant accounts are charged for (a) plan expenses and (b) a daily allocation of the plan losses, based upon the participant’s investment choices. The benefit to which a participant is entitled is the vested balance in the participant’s account.

**THE SAVAGE COMPANIES RETIREMENT &
EMPLOYEE SAVINGS PLAN**
Notes to Financial Statements
December 31, 2012 and 2011

(d) *Participant Options for Investments*

For participant and Employer contributions, participants may designate how their account balances are allocated into various investment options selected by the Plan's Trustees.

Account balances are allocated to a target date model that assumes the participants will retire at age 65 for those participants who are automatically enrolled and do not designate an investment allocation of their account balances.

(e) *Vesting*

Employee contributions and Employer matching contributions and earnings thereon are 100% vested. Employer discretionary contributions vest 20% after two periods of service (a period in which at least 12 cumulative months are worked) and 20% for each additional plan year of service. A participant is, therefore, 100% vested in employer discretionary contributions after six years of such service. Participants also become fully vested in such contributions upon attaining the age of 65 or upon death or disability.

(f) *Allocation of Earnings (Losses)*

The net increase or decrease in the value of each fund attributable to interest, dividends, changes in market value, expenses, and gains and losses realized from the sale of assets is allocated daily to participant accounts based upon relative fund account balances.

(g) *Forfeitures*

Upon termination of employment, participants forfeit their nonvested balances. Forfeited balances of terminated participants' nonvested accounts are used to reduce Employer matching, pay plan expenses, and fund discretionary contributions. Forfeiture balances as of December 31, 2012 and 2011 were \$352,753 and \$288,664, respectively.

(h) *Distributions*

Benefits are available for distribution upon retirement, attainment of age 59½, disability, death, or termination of employment. Under certain circumstances participants may withdraw, due to hardship, their contributions prior to the occurrence of one of these events. Death benefits are paid to the designated beneficiary of the participant. Upon termination of service, a participant may receive a lump-sum distribution or installment payments equal to the value of his or her account. If at the time of termination the participant's vested benefits do not exceed \$1,000, the total vested benefits are mandatorily distributed.

(i) *Notes Receivable from Participants*

Participants may borrow from their fund accounts up to the lesser of \$50,000 or 50% of their vested account balances. Loan terms range from one to thirty years. Each loan is secured by the balance in the participant's account and bears interest at the prevailing market rate at the date the loan is taken. Principal and interest payments are collected ratably through payroll deductions. As of December 31, 2012, interest rates on outstanding loans ranged from 4.10% to 9.13% with various maturity dates through July 2033. Unpaid loans in default are treated as taxable distributions from the Plan.

As of December 31, 2012 and 2011, participant loans totaled \$2,972,400 and \$2,616,296, respectively, and no notes were considered to be in default.

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(2) Summary of Significant Accounting Policies

The following are the significant accounting policies followed by the Plan.

(a) Basis of Accounting

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

(b) Use of Estimates

The preparation of financial statements in accordance with accounting principles generally accepted in the United States of America (GAAP) requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

(c) Investment Contracts

GAAP requires fully benefit-responsive investment contracts held by a defined contribution plan to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the plan. The statement of net assets available for benefits presents the fair value of the investment contracts as well as the adjustment of the fully benefit-responsive investment contracts from fair value to contract value. The accompanying statement of changes in net assets available for benefits is prepared on a contract value basis.

(d) Investment Valuation and Income Recognition

The plan investments are stated at fair value. Quoted market prices are used to value investments. The value of shares of mutual funds is based on quoted market prices in active markets at year-end. The fair value of fully benefit-responsive investment contracts is calculated by discounting the related cash flows based on current yields of similar instruments with comparable duration. Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Dividends and interest are reinvested as earned.

Net unrealized appreciation (or depreciation) represents the differences between the carrying value (which represents the prior year ending market value) and the current market value of investments.

(e) Payment of Benefits

Benefits are recorded when paid.

(f) Administrative Expenses

The primary costs of administration are paid by the Employer. The Plan pays for certain participant-directed transaction fees from participant account balances which totaled \$54,279 for the year ended December 31, 2012.

(g) Risks and Uncertainties

The Plan invests in various investment securities. Investment Securities are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the value

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of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statement of net assets available for benefits.

(3) Tax Status of the Plan

The Internal Revenue Service (IRS) issued a favorable determination letter dated August 5, 2010 stating that the plan document is structured to qualify for tax-exempt status under Section 401(a) of the IRC. The Plan has been amended since receiving the determination letter; however, in the opinion of the plan administrator, the Plan is designed and is operating in accordance with the applicable requirements of ERISA and the IRC. Accordingly, no income taxes have been accrued in the accompanying financial statements.

GAAP requires plan management to evaluate tax positions taken by the Plan and recognize a tax liability if the organization has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. 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.

(4) Plan Termination

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

(5) Investments

The following presents investments that represent 5% or more of the Plan's net assets at December 31, 2012 and 2011:

Investments at fair value:	2012
Dodge & Cox International Stock	\$ 4,329,453
EuroPacific Growth Fund/R4	5,139,233
Growth Fund of America/R4	8,776,867
T. Rowe Price Equity Income Fund	10,272,764
Schwab Government Money Fund	11,624,738
PIMCO Total Return Admin Shares	17,005,575

Investments at fair value:	2011
Dodge & Cox International Stock	\$ 3,306,412
EuroPacific Growth Fund/R4	3,944,974
Growth Fund of America/R4	7,430,570
T. Rowe Price Equity Income Fund	8,850,875
Charles Schwab Stable Value Retirement	12,643,438
PIMCO Total Return Admin Shares	15,537,649

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During the year ended December 31, 2012, the Plan's investments in mutual funds and common/collective trusts (including gains and losses on investments bought and sold as well as held during the period) appreciated in value by \$5,382,740 as follows:

Mutual funds	\$ 5,077,977
Common/collective trusts	<u>304,763</u>
	<u><u>\$ 5,382,740</u></u>

(6) Investment Contract With Insurance Company

The Plan has a benefit-responsive investment contract with Charles Schwab Trust Company (Charles Schwab). The Schwab Stable Value Fund is a common/collective trust that invests in a diversified portfolio of high quality investments, certain of which are fully benefit-responsive investment contracts.

Charles Schwab maintains the contributions in a general account. The account is credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses. The fully benefit-responsive investment contract issuers are contractually obligated to repay the principal and a specified interest rate that is guaranteed to the Plan.

As described in Note 2, because the investment is fully benefit-responsive, contract value is the relevant measurement attributable for that portion of the net assets available for benefits attributable to the fully benefit-responsive investment contract.

Contract value, as reported to the Plan by Charles Schwab, represents contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value.

There are no reserves against contract value for credit risk of any contract issuers or otherwise. The crediting interest rate is based on a formula agreed upon with the issuer.

Certain events limit the Plan's ability to transact at contract value. Such events include the following: (a) amendments to the plan documents (including complete or partial plan termination or merger with another plan), (b) changes to the Plan's prohibition on competing investment options or deletion of equity wash provisions, (c) bankruptcy of the plan sponsor or other plan sponsor events (for example, divestitures or spin-offs of a subsidiary) that cause a significant withdrawal from the Plan, or (d) the failure of the trust to qualify for exemption from federal income taxes or any required prohibited transaction exemption under ERISA. The plan administrator does not believe that the occurrence of any such value event, which would limit the Plan's ability to transact at contract value with plan participants, is probable.

The guaranteed investment contract does not permit the issuers to terminate the agreement prior to the scheduled maturity date. The Schwab Stable Value Fund was sold during April 2012. The average yields earned by the guaranteed investment contract for January through April 2012 and the year ended December 31, 2011 are as follows:

	<u>2012</u>	<u>2011</u>
Average Yields:		
Based on actual earnings	2.88%	3.60%
Based on interest rate credited to participants	2.88%	3.60%

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(7) Fair Value Measurements

The framework for measuring fair value provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1) and the lowest priority to unobservable inputs (level 3). The three levels of the fair value hierarchy under Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) 820 are described as follows:

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

Level 2: Inputs to the valuation methodology include:

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in inactive markets;
- Inputs other than quoted prices that are observable for the asset or liability;
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

Level 3: Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The asset's or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used 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.

Collective investment trusts—The fair value of the collective investment trusts (guaranteed investment contracts) is based on discounted related cash flows using current yields of similar instruments with comparable durations considering the credit worthiness of the issuer (see Note 6).

Mutual funds—The fair values of mutual funds are based on quoted market prices in active markets at year-end.

Money market funds—Valued at the daily closing price as reported by the fund. Money market funds held by the Plan are registered with the Securities and Exchange Commission. These funds are required to publish their daily net asset value and to transact at that price. The money market funds held by the Plan are deemed to be actively traded.

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

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

	<u>Total</u>	<u>Level 1</u>	<u>Level 2</u>
Mutual funds:			
High yield	\$ 22,116,986	\$ 22,116,986	\$ -
Foreign large blend	9,468,686	9,468,686	-
Large growth equity	10,272,764	10,272,764	-
Large value equity	8,776,867	8,776,867	-
Mid-cap growth equity	1,465,947	1,465,947	-
Mid-cap value equity	1,853,852	1,853,852	-
Small growth equity	1,188,826	1,188,826	-
Small value equity	2,254,232	2,254,232	-
	<u>57,398,160</u>	<u>57,398,160</u>	<u>-</u>
Money market fund:	11,624,738	11,624,738	-
Common/collective trusts:			
Investment contracts	<u>1,701,915</u>	<u>-</u>	<u>1,701,915</u>
Total assets at fair value	<u><u>\$ 70,724,813</u></u>	<u><u>\$ 69,022,898</u></u>	<u><u>\$ 1,701,915</u></u>

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

	<u>Total</u>	<u>Level 1</u>	<u>Level 2</u>
Mutual funds:			
Bond	\$ 15,537,649	\$ 15,537,649	\$ -
Foreign large blend	7,251,386	7,251,386	-
Large growth equity	983,252	983,252	-
Large value equity	7,430,570	7,430,570	-
Mid-cap growth equity	8,850,875	8,850,875	-
Mid-cap value equity	1,507,320	1,507,320	-
Small growth equity	1,898,149	1,898,149	-
Small value equity	1,026,047	1,026,047	-
	<u>1,763,845</u>	<u>1,763,845</u>	<u>-</u>
	<u>46,249,093</u>	<u>46,249,093</u>	<u>-</u>
Common/collective trusts:			
Investment contracts	<u>14,058,066</u>	<u>-</u>	<u>14,058,066</u>
Total assets at fair value	<u><u>\$ 60,307,159</u></u>	<u><u>\$ 46,249,093</u></u>	<u><u>\$ 14,058,066</u></u>

**THE SAVAGE COMPANIES RETIREMENT &
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Notes to Financial Statements
December 31, 2012 and 2011**

(8) Certified Financial Information

As permitted by the Department of Labor, a limited-scope audit was performed on the Plan using the information supplied by the plan custodian, Charles Schwab, who certified that the following data provided was both complete and accurate:

- Investment assets of the Plan.
- Recorded plan transactions (receipts and disbursements).
- Income and expenses recorded by the Plan.
- Supplemental schedules of investments and reportable transactions (supplied for IRS Form 5500).

(9) Party-in-Interest Transactions

The notes receivable from participants in the amount of \$2,972,400 and \$2,616,296, as of December 31, 2012 and 2011, respectively, are party-in-interest transactions.

(10) Reconciliation of Financial Statements to Schedule H of Form 5500

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

	<u>2012</u>	<u>2011</u>
Net assets available for benefits per the financial statements	\$ 77,459,506	\$ 65,699,186
Adjustment from contract value to fair value for fully benefit-responsive investment contract	-	87,362
Net assets available for benefits per Form 5500	<u>\$ 77,459,506</u>	<u>\$ 65,786,548</u>

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

Net increase in net assets available for benefits per the financial statements	\$ 11,760,320
Add: Prior year adjustment from fair value to contract value for fully benefit-responsive investment contract	(87,362)
Add: Current year adjustment from fair value to contract value for fully benefit-responsive investment contract	-
Net income per Form 5500	<u>\$ 11,672,958</u>

Amounts allocated to withdrawing participants are recorded on the Schedule H of Form 5500 for distributions that have been processed and approved for payment prior to December 31, 2012 but not yet paid as of that date.

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(11) Subsequent Events

The Plan has evaluated subsequent events through August 29, 2013, the date the financial statements were available to be issued.

**THE SAVAGE COMPANIES RETIREMENT &
EMPLOYEE SAVINGS PLAN
EIN 87-0387049, PN 001
SUPPLEMENTAL SCHEDULE**

Schedule H, Part IV, Line 4i—Schedule of Assets (Held at End of Year) as of December 31, 2012

Column A	Column B	Column C	Column E
Party-In Interest	Identity of Issuer, Borrower, Lessor Similar Party	Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or, Maturity Value	Current Value
	Allianz Funds: NFJ Small Cap Value/A	Mutual Funds, 79,290.5930 shares/units	\$ 2,254,232
	EuroPacific Growth Fund/R4	Mutual Funds, 126,957.3220 shares/units	5,139,233
	Growth Fund of America/R4	Mutual Funds, 257,159.8740 shares/units	8,776,867
	Artisan Small Cap Investor	Mutual Funds, 57,320.4580 shares/units	1,188,826
	Dodge & Cox International Stock	Mutual Funds, 124,984.1940 shares/units	4,329,453
	Munder Mid Cap Core Growth/A	Mutual Funds, 45,896.8960 shares/units	1,465,947
	Perkins Mid Cap Value S	Mutual Funds, 87,117.1120 shares/units	1,853,852
	PIMCO High Yield/Admin	Mutual Funds, 160,825.9800 shares/units	1,550,362
	PIMCO Low Duration Admin	Mutual Funds, 338,824.7970 shares/units	3,561,049
	PIMCO Total Return Admin Shares	Mutual Funds, 1,512,951.5170 shares/units	17,005,575
*	Schwab Government Money Fund	Money Market Fund, 11,624,738 shares/units	11,624,738
	State Street Bank S&P 500 Index	Common Collective Trust Fund, 39,700.3750 shares/units	1,701,915
	T. Rowe Price Equity Income Fund/Ad	Mutual Funds, 389,267.2970 shares/units	10,272,764
*	Participant Loans	Participant loans made to participants or beneficiaries under the plan (interest rate ranging from 4% - 6%)	2,972,400
*	Party-In Interest		
	Note: Column (d) cost information is not required as all investments are participant-directed.		

THE SAVAGE COMPANIES RETIREMENT AND EMPLOYEE SAVINGS PLAN
Schedule C, Part I, Line 3 - Service Provider Indirect Compensation Information
December 31, 2012

EIN: 87-0387049
Plan Number: 001

Received by Charles Schwab & Co., Inc. (EIN#94-1737782)

Fund Family/Provider	EIN	Formula
Allianz Funds	33-0457728	Range of 0.25 - 0.40% of average daily balance of assets
American Funds	95-1411037	Rate of 0.35% of average daily balance of asset(s)
Artisan	39-1811840	Rate of 0.40% of average daily balance of asset(s)
Dodge & Cox	94-1441976	Rate of 0.10% of average daily balance of asset(s)
Janus	43-1804048	Rate of 0.50% of average daily balance of asset(s)
Munder	Not Available	Rate of 0.50% of average daily balance of asset(s)
Perimeter Capital	23-3040006	Rate of 0.40% of average daily balance of asset(s)
T. Rowe Price	52-2264646	Rate of 0.40% of average daily balance of asset(s)

Received by Charles Schwab Bank (EIN#42-1558009)

Fund Family/Provider	EIN	Formula
American Funds	95-1411037	Rate of 0.35% of average daily balance of asset(s)
Schwab Funds	94-3106735	Rate of 0.35% of average daily balance of asset(s)
State Street Global Advisors	42-1704580	Rate of 0.15% of average daily balance of asset(s)

**THE SAVAGE COMPANIES RETIREMENT &
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EIN 87-0387049, PN 001
SUPPLEMENTAL SCHEDULE**

Schedule H, Part IV, Line 4i—Schedule of Assets (Held at End of Year) as of December 31, 2012

Column A	Column B	Column C	Column E
Party-In Interest	Identity of Issuer, Borrower, Lessor Similar Party	Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or, Maturity Value	Current Value
	Allianz Funds: NFJ Small Cap Value/A	Mutual Funds, 79,290.5930 shares/units	\$ 2,254,232
	EuroPacific Growth Fund/R4	Mutual Funds, 126,957.3220 shares/units	5,139,233
	Growth Fund of America/R4	Mutual Funds, 257,159.8740 shares/units	8,776,867
	Artisan Small Cap Investor	Mutual Funds, 57,320.4580 shares/units	1,188,826
	Dodge & Cox International Stock	Mutual Funds, 124,984.1940 shares/units	4,329,453
	Munder Mid Cap Core Growth/A	Mutual Funds, 45,896.8960 shares/units	1,465,947
	Perkins Mid Cap Value S	Mutual Funds, 87,117.1120 shares/units	1,853,852
	PIMCO High Yield/Admin	Mutual Funds, 160,825.9800 shares/units	1,550,362
	PIMCO Low Duration Admin	Mutual Funds, 338,824.7970 shares/units	3,561,049
	PIMCO Total Return Admin Shares	Mutual Funds, 1,512,951.5170 shares/units	17,005,575
*	Schwab Government Money Fund	Money Market Fund, 11,624,738 shares/units	11,624,738
	State Street Bank S&P 500 Index	Common Collective Trust Fund, 39,700.3750 shares/units	1,701,915
	T. Rowe Price Equity Income Fund/Ad	Mutual Funds, 389,267.2970 shares/units	10,272,764
*	Participant Loans	Participant loans made to participants or beneficiaries under the plan (interest rate ranging from 4% - 6%)	2,972,400
*	Party-In Interest		
	Note: Column (d) cost information is not required as all investments are participant-directed.		