

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
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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>PROFILL HOLDINGS, LLC RETIREMENT 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>05/22/2000</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>001</u>	1c Effective date of plan <u>05/22/2000</u>	
1b Three-digit plan number (PN) ▶	<u>001</u>				
1c Effective date of plan <u>05/22/2000</u>					
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>PROFILL HOLDINGS, LLC</u> <u>12080 MOSTELLAR CINCINNATI, OH 45241</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>61-1413396</u></td> </tr> <tr> <td>2c Sponsor's telephone number <u>513-742-4000</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>424300</u></td> </tr> </table>	2b Employer Identification Number (EIN) <u>61-1413396</u>	2c Sponsor's telephone number <u>513-742-4000</u>	2d Business code (see instructions) <u>424300</u>	
2b Employer Identification Number (EIN) <u>61-1413396</u>					
2c Sponsor's telephone number <u>513-742-4000</u>					
2d Business code (see instructions) <u>424300</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	<u>10/11/2013</u> Date	<u>HEATHER SCHWAB</u> 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 PROFILL HOLDINGS, LLC 12080 MOSTELLAR CINCINNATI, OH 45241	3b Administrator's EIN 61-1413396 3c Administrator's telephone number 513-742-4000
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	5 370
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 278
b Retired or separated participants receiving benefits.....	6b 0
c Other retired or separated participants entitled to future benefits.....	6c 126
d Subtotal. Add lines 6a , 6b , and 6c	6d 404
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e 1
f Total. Add lines 6d and 6e	6f 405
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g 310
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h 29
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 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 <u>PROFILL HOLDINGS, LLC RETIREMENT 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>PROFILL HOLDINGS, LLC</u>	D Employer Identification Number (EIN) <u>61-1413396</u>

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
FID.INV.INST.OPS.CO.

04-2647786

(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)

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(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?
64 37 65 60	RECORDKEEPER	3850	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 ☐

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	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.	
ROYCE OPPORTUNITY S - BOSTON FINANC P.O. BOX 8480 BOSTON, MA 02266	0.45%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE 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
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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 PROFILL HOLDINGS, LLC RETIREMENT PLAN	B Three-digit plan number (PN) ►	001
C Plan sponsor's name as shown on line 2a of Form 5500 PROFILL HOLDINGS, LLC	D Employer Identification Number (EIN) 61-1413396	

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)	207739	175660
(2) Participant contributions	1b(2)		
(3) Other.....	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	200157	202999
(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)	173405	233610
(9) Value of interest in common/collective trusts.....	1c(9)		
(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)	3359634	4413593
(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	3940935	5025862

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j	8902	0
k Total liabilities (add all amounts in lines 1g through 1j)	1k	8902	0

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	3932033	5025862
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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 Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	175660	
(B) Participants	2a(1)(B)	441613	
(C) Others (including rollovers)	2a(1)(C)	98915	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		716188

b Earnings on investments:**(1) Interest:**

(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	21	
(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)	11978	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		11999

(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)	97899	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		97899

(3) Rents	2b(3)		
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(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		

(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(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)		439916
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		1266002

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	168219	
(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)		168219
f Corrective distributions (see instructions)	2f		1
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)	84	
(4) Other	2i(4)	3869	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		3953
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		172173

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		1093829
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: **BALESTRA, HARR & SCHERER**

(2) EIN: **31-1413363**

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		400000
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.
---	--	--

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

A Name of plan <u>PROFILL HOLDINGS, LLC RETIREMENT 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>PROFILL HOLDINGS, LLC</u>	D Employer Identification Number (EIN) <u>61-1413396</u>

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	<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>04-6568107</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
-----------------	-------------------

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

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.

Schedule R (Form 5500) 2012
v. 120126

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): _____

**PROFILL HOLDINGS, LLC
RETIREMENT PLAN**

**FINANCIAL STATEMENTS
AND SUPPLEMENTAL SCHEDULE**

**DECEMBER 31, 2012 AND 2011 AND FOR THE
YEARS ENDED DECEMBER 31, 2012 AND 2011
with**

INDEPENDENT AUDITORS' REPORT

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INDEPENDENT AUDITORS' REPORT

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Notes to the Financial Statements

SUPPLEMENTAL SCHEDULE

Schedule H, line 4i - Schedule of Assets (Held at
End of Year) - December 31, 2012

SCHEDULE

1



Balestra, Harr & Scherer, CPAs, Inc.

To the Plan Administrator
Profill Holdings, LLC Retirement Plan
Cincinnati, Ohio

Independent Auditors' Report

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the Profill Holdings, LLC Retirement Plan (the Plan), which comprise the statement of net assets available for benefits as of December 31, 2012 and 2011, and the related statement 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

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

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate 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 or provided by Fidelity Management Trust Company, the trustee of the Plan, except for comparing this information with the related information included in the financial statements. We have been informed by the Plan Administrator that the trustee holds the Plan's assets and executes transactions. The Plan Administrator has obtained certifications from the trustee as of December 31, 2012 and 2011, and for the years then ended, that the information provided to the Plan Administrator by the trustee is complete and accurate.

To the Plan Administrator
Profill Holdings, LLC Retirement Plan
Page Two

Disclaimer of Opinion

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

Other Matter

The supplemental schedule of assets (held at end of year) as of December 31, 2012, is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and is not a required part of the financial statements. The supplemental schedule is the responsibility of the Plan's management. Because of the significance of the matter described in the Basis of Disclaimer paragraph, we do not express an opinion on the supplemental schedule.

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 schedule, 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.

September 4, 2013
Circleville, Ohio

Balestra, Han & Scherer, CPAs

PROFILL HOLDINGS, LLC RETIREMENT PLAN
STATEMENT OF NET ASSETS AVAILABLE FOR BENEFITS
December 31, 2012 and 2011

	<u>2012</u>	<u>2011</u>
ASSETS:		
INVESTMENTS at fair value (see Note 3)	\$ 4,616,592	\$ 3,559,791
RECEIVABLES:		
Employer contributions	175,660	207,739
Notes receivable from participants	<u>233,610</u>	<u>173,405</u>
Total receivables	<u>409,270</u>	<u>381,144</u>
Total assets	5,025,862	3,940,935
LIABILITIES:		
Excess contributions payable	<u>-</u>	<u>8,902</u>
Total liabilities	<u>-</u>	<u>8,902</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u><u>\$ 5,025,862</u></u>	<u><u>\$ 3,932,033</u></u>

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

PROFILL HOLDINGS, LLC RETIREMENT PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

For the Years Ended December 31, 2012 and 2011

	<u>2012</u>	<u>2011</u>
ADDITIONS:		
ADDITIONS TO NET ASSETS ATTRIBUTED TO:		
Investment income:		
Net appreciation in fair value of investments (see Note 3)	\$ 439,916	\$ -
Interest on cash investments	21	18
Dividends	97,899	88,143
	<u>537,836</u>	<u>88,161</u>
Contributions:		
Participant	441,613	413,494
Employer	175,660	208,071
Rollovers	98,915	-
	<u>716,188</u>	<u>621,565</u>
Interest income on notes receivable from participants	<u>11,978</u>	<u>10,120</u>
Total additions	1,266,002	719,846
DEDUCTIONS:		
DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO:		
Investment loss:		
Net depreciation in fair value of investments (see Note 3)	-	210,208
Benefits paid to participants	168,220	74,228
Deemed distributions of loans	-	1,261
Administrative expenses	3,953	3,675
Total deductions	<u>172,173</u>	<u>289,372</u>
Net increase	1,093,829	430,474
NET ASSETS AVAILABLE FOR BENEFITS:		
Beginning of year	<u>3,932,033</u>	<u>3,501,559</u>
End of year	<u><u>\$ 5,025,862</u></u>	<u><u>\$ 3,932,033</u></u>

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

PROFILL HOLDINGS, LLC RETIREMENT PLAN

NOTES TO THE FINANCIAL STATEMENTS

December 31, 2012 and 2011

1. **DESCRIPTION OF PLAN**

The following description of the Profill Holdings, LLC (the Company) Retirement Plan (the Plan) provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General - The Plan is a defined contribution plan covering substantially all non-union employees of Profill Holdings, LLC and its wholly-owned subsidiaries (collectively, the Employer), who have attained age 21 and have completed three months of service. The Plan is subject to the provisions of the Employee Retirement Income Security Act (ERISA). Employees are automatically enrolled upon eligibility, and escalating default contribution rates and investment choices are applicable until changed or suspended by the employee.

The Plan Administrator is responsible for the oversight of the Plan, including determining the appropriateness of the Plan's investment offerings and monitoring investment performance. Fidelity Management Trust Company (Fidelity) is the trustee. Fidelity Investment Institutional Operations Company (FIIOC) is the recordkeeper. Certain administrative functions are performed by officers or employees of the Company. No such officer or employee receives compensation from the Plan.

Contributions - Each year, participants may contribute up to the maximum allowable, as defined in the Plan and permitted by the Internal Revenue Code. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans (rollover). The Plan includes an auto-enrollment provision whereby all newly eligible employees are automatically enrolled in the Plan unless they affirmatively elect not to participate in the Plan. Automatically enrolled participants have their deferral rate set at 5 percent of eligible compensation and their contributions invested in a designated balanced fund until changed by the participant. Participant deferrals are increased by 1 percent annually, not to exceed 10 percent. Participants direct the investment of their contributions into various investment options offered by the Plan.

The employer's contribution for each Plan year is discretionary. The discretionary matching percentage will be announced each Plan year by the employer. The matching percentages for 2012 and 2011 are presented below:

<u>Employee Contribution</u>	<u>Employer Match</u>
< 3%	75%
Between 3% and 5%	50%
> 5%	0%

Participant Accounts - Each participant's account is credited with the participant's contributions

PROFILL HOLDINGS, LLC RETIREMENT PLAN

NOTES TO THE FINANCIAL STATEMENTS

December 31, 2012 and 2011

1. **DESCRIPTION OF PLAN** (Continued)

and Company matching contribution as well as Plan earnings. Participant accounts are charged with defined administrative expenses. Allocations are based on participant contributions or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting - Participants are vested immediately in their contributions, plus actual earnings thereon. Vesting in the Company's contribution portion of their accounts is based on years of continuous service. A participant is 100 percent vested after four years of credited service.

Notes Receivable From Participants - Participants may borrow from their fund accounts a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50 percent of their account balance. The loans are secured by the balance in the participant's account. The loan interest rate is set at 2.75 percent above the prime rate, as defined. Principal and interest is paid ratably through payroll deductions.

Payment of Benefits - On termination of service due to death, disability, or retirement, a participant will receive a lump-sum amount equal to the value of the participant's vested interest in his or her account. For termination of service for other reasons, a participant may receive the value of the vested interest in his or her account as a lump-sum distribution.

Forfeited Accounts - At December 31, 2012 and 2011, forfeited non-vested accounts totaled \$36,970 and \$18,609, respectively. These accounts will be used to pay Plan expenses, then may be used to reduce future employer contributions. Subsequent to year end, employer contributions were reduced by approximately \$37,000 from forfeited non-vested accounts.

2. **SUMMARY OF ACCOUNTING POLICIES**

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

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

Investment Valuation and Income Recognition - Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Plan Administrator determines the Plan's valuation policies utilizing information provided by Fidelity. See Note 8 for discussion of fair value measurements.

PROFILL HOLDINGS, LLC RETIREMENT PLAN

NOTES TO THE FINANCIAL STATEMENTS

December 31, 2012 and 2011

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

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

Notes Receivable from Participants - Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Interest income is recorded on the accrual basis. Related fees are recorded as administrative expenses and are expensed when they are incurred. No allowance for credit losses has been recorded as of December 31, 2012 and 2011. If a participant ceases to make loan repayments and the Plan Administrator deems the participant loan to be in default, the participant loan balance is reduced and a benefit payment is recorded.

Excess Contributions Payable - Amounts payable to participants for contributions in excess of amounts allowed by the Internal Revenue Service (IRS) are recorded as a liability with a corresponding reduction to contributions.

Payment of Benefits - Benefits are recorded when paid.

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

Subsequent Events - The Plan has evaluated subsequent events through September 4, 2013, the date the financial statements were available to be issued.

3. **CERTIFIED INFORMATION**

Certain information related to investments and notes receivable from participants disclosed in the accompanying financial statements and supplemental schedule, including investments and notes receivable from participants held at December 31, 2012 and 2011, and net appreciation or depreciation in fair value of investments, interest, dividends and interest income on notes receivable from participants for the year ended December 31, 2012, was obtained or derived from information supplied to the Plan Administrator and certified as complete and accurate by Fidelity (the trustee of the Plan).

Information certified by Fidelity is presented in the following table. Investments that represent 5 percent or more of the Plan's net assets are separately identified.

PROFILL HOLDINGS, LLC RETIREMENT PLAN

NOTES TO THE FINANCIAL STATEMENTS

December 31, 2012 and 2011

3. **CERTIFIED INFORMATION** (Continued)

	December 31	
	<u>2012</u>	<u>2011</u>
Mutual funds:		
Fidelity Contrafund, 10,046 and 9,762 shares, respectively	\$ 779,249	\$ 658,545
Fidelity Mid-Cap Stock Fund, 9,663 and 9,250 shares, respectively	283,909	246,595
Fidelity Retirement Money Market, 200,157 shares	*	200,157
Fidelity Freedom 2025 Fund, 26,885 and 22,506 shares, respectively	321,276	243,288
Fidelity Freedom 2030 Fund, 22,638 and 18,739 shares, respectively	322,138	240,605
Fidelity Freedom 2035 Fund, 20,925 shares	*	220,758
Fidelity Freedom 2040 Fund, 36,359 and 29,077 shares, respectively	300,325	214,004
All other investment options	<u>2,609,695</u>	<u>1,535,839</u>
	<u>\$4,616,592</u>	<u>\$3,559,791</u>

* Investment did not represent 5 percent of net assets.

During 2012 and 2011, the Plan's investments appreciated (depreciated) in value by \$439,916 and (\$210,208) as follows:

	For the Years Ended December 31,	
	<u>2012</u>	<u>2011</u>
Mutual funds	<u>\$439,916</u>	<u>(\$210,208)</u>

4. **PARTY-IN-INTEREST TRANSACTIONS**

Certain Plan investments are shares of mutual funds managed by an affiliate of Fidelity. Fidelity is the trustee as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions. Fees incurred by the Plan for investment management services are included in net appreciation (depreciation) in fair value of investments. Fees paid directly by the Plan to Fidelity for administrative services amounted to \$3,953 and \$3,675 for the years ended December 31, 2012 and 2011, respectively.

5. **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 percent vested in the employer

PROFILL HOLDINGS, LLC RETIREMENT PLAN

NOTES TO THE FINANCIAL STATEMENTS

December 31, 2012 and 2011

5. **PLAN TERMINATION** (Continued)
contributions.

6. **TAX STATUS**

The Plan operates under a prototype defined contribution plan sponsored by Fidelity. The IRS has determined and informed Fidelity by a letter dated March 31, 2008, that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code (IRC). Although the Plan has been amended since receiving the determination letter, the Plan Administrator and the Plan's tax counsel believe that the Plan is designed, and is currently being operated, in compliance with the applicable requirements of the IRC and, therefore, believe the Plan is qualified, and the related trust is tax-exempt.

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability if the Plan 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.

7. **RISKS AND UNCERTAINTIES**

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

8. **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 3 levels of the fair value hierarchy under FASB 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.

PROFILL HOLDINGS, LLC RETIREMENT PLAN

NOTES TO THE FINANCIAL STATEMENTS

December 31, 2012 and 2011

8. **FAIR VALUE MEASUREMENTS** (Continued)

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.

If the asset or liability has a specified (contractual) term, the level 2 input must be observable for substantially the full term of the asset or liability.

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

The asset 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 maximize the use of relevant observable inputs and minimize the use of unobservable inputs.

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

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

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

	Assets at Fair Value at December 31, 2012			
	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual funds:				
Money market fund	\$ 202,999	\$ -	\$ -	\$ 202,999
Domestic value	188,779	-	-	188,779
Domestic blend	615,337	-	-	615,337
Domestic growth	1,081,477	-	-	1,081,477
Bond	202,457	-	-	202,457
International	205,000	-	-	205,000
Lifestyle	<u>2,120,543</u>	<u>-</u>	<u>-</u>	<u>2,120,543</u>
	<u>\$4,616,592</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$4,616,592</u>

PROFILL HOLDINGS, LLC RETIREMENT PLAN

NOTES TO THE FINANCIAL STATEMENTS

December 31, 2012 and 2011

8. **FAIR VALUE MEASUREMENTS** (Continued)

	Assets at Fair Value at December 31, 2011			
	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual funds:				
Money market fund	\$ 200,157	\$ -	\$ -	\$ 200,157
Domestic value	125,782	-	-	125,782
Domestic blend	424,307	-	-	424,307
Domestic growth	951,865	-	-	951,865
Bond	161,098	-	-	161,098
International	169,295	-	-	169,295
Lifestyle	<u>1,527,287</u>	<u>-</u>	<u>-</u>	<u>1,527,287</u>
	<u>\$3,559,791</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$3,559,791</u>

9. **SUBSEQUENT EVENT**

Effective January 1, 2013, the Company amended the Plan to state a participant must be employed by the employer on the last day of the contribution period to receive the matching employer contribution.

10. **RECLASSIFICATIONS**

Certain 2011 balances have been reclassified to conform with the 2012 presentation.

SUPPLEMENTAL SCHEDULE

PROFILL HOLDINGS, LLC RETIREMENT PLAN

EMPLOYER IDENTIFICATION NUMBER 61-1413396 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) Current value
	Royce Opportunity Fund	Mutual Fund	Participant Directed	\$ 104,023
*	Fidelity Contrafund	Mutual Fund	Participant Directed	779,249
*	Fidelity Value Fund	Mutual Fund	Participant Directed	39,461
*	Fidelity Leveraged Company Stock Fund	Mutual Fund	Participant Directed	168,232
*	Fidelity International Discovery Fund	Mutual Fund	Participant Directed	205,000
*	Fidelity Disciplined Equity Fund	Mutual Fund	Participant Directed	156,622
*	Fidelity Stock Selector Small Cap Fund	Mutual Fund	Participant Directed	18,319
*	Fidelity Mid-Cap Stock Fund	Mutual Fund	Participant Directed	283,909
*	Fidelity Small Cap Stock Fund	Mutual Fund	Participant Directed	73,244
*	Fidelity Freedom Income Fund	Mutual Fund	Participant Directed	3,679
*	Spartan 500 Index Advantage Fund	Mutual Fund	Participant Directed	217,239
*	Fidelity Large Cap Value Fund	Mutual Fund	Participant Directed	45,295
*	Fidelity Total Bond Fund	Mutual Fund	Participant Directed	202,457
*	Fidelity Freedom 2000 Fund	Mutual Fund	Participant Directed	2,898
*	Fidelity Freedom 2005 Fund	Mutual Fund	Participant Directed	9,637
*	Fidelity Freedom 2010 Fund	Mutual Fund	Participant Directed	178,450
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*	Fidelity Freedom 2020 Fund	Mutual Fund	Participant Directed	239,755
*	Fidelity Freedom 2025 Fund	Mutual Fund	Participant Directed	321,276
*	Fidelity Freedom 2030 Fund	Mutual Fund	Participant Directed	322,138
*	Fidelity Freedom 2035 Fund	Mutual Fund	Participant Directed	245,313
*	Fidelity Freedom 2040 Fund	Mutual Fund	Participant Directed	300,325
*	Fidelity Freedom 2045 Fund	Mutual Fund	Participant Directed	147,701
*	Fidelity Freedom 2050 Fund	Mutual Fund	Participant Directed	189,075
*	Fidelity Freedom 2055 Fund	Mutual Fund	Participant Directed	10,688
*	Fidelity Retirement Money Market	Mutual Fund	Participant Directed	202,999
				4,616,592
*	Participant Loans	Interest rates of 6% with various maturity dates through April 2020	Participant Directed	233,610
				\$ 4,850,202

* Represents party-in-interest

**PROFILL HOLDINGS, LLC
RETIREMENT PLAN**

**FINANCIAL STATEMENTS
AND SUPPLEMENTAL SCHEDULE**

**DECEMBER 31, 2012 AND 2011 AND FOR THE
YEARS ENDED DECEMBER 31, 2012 AND 2011
with**

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End of Year) - December 31, 2012

SCHEDULE

1



Balestra, Harr & Scherer, CPAs, Inc.

To the Plan Administrator
Profill Holdings, LLC Retirement Plan
Cincinnati, Ohio

Independent Auditors' Report

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the Profill Holdings, LLC Retirement Plan (the Plan), which comprise the statement of net assets available for benefits as of December 31, 2012 and 2011, and the related statement 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

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

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate 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 or provided by Fidelity Management Trust Company, the trustee of the Plan, except for comparing this information with the related information included in the financial statements. We have been informed by the Plan Administrator that the trustee holds the Plan's assets and executes transactions. The Plan Administrator has obtained certifications from the trustee as of December 31, 2012 and 2011, and for the years then ended, that the information provided to the Plan Administrator by the trustee is complete and accurate.

Disclaimer of Opinion

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

Other Matter

The supplemental schedule of assets (held at end of year) as of December 31, 2012, is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and is not a required part of the financial statements. The supplemental schedule is the responsibility of the Plan's management. Because of the significance of the matter described in the Basis of Disclaimer paragraph, we do not express an opinion on the supplemental schedule.

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 schedule, 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.

September 4, 2013
Circleville, Ohio

Balestra, Han & Scherer, CPAs

PROFILL HOLDINGS, LLC RETIREMENT PLAN
STATEMENT OF NET ASSETS AVAILABLE FOR BENEFITS
December 31, 2012 and 2011

	<u>2012</u>	<u>2011</u>
ASSETS:		
INVESTMENTS at fair value (see Note 3)	\$ 4,616,592	\$ 3,559,791
RECEIVABLES:		
Employer contributions	175,660	207,739
Notes receivable from participants	<u>233,610</u>	<u>173,405</u>
Total receivables	<u>409,270</u>	<u>381,144</u>
Total assets	5,025,862	3,940,935
LIABILITIES:		
Excess contributions payable	<u>-</u>	<u>8,902</u>
Total liabilities	<u>-</u>	<u>8,902</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u><u>\$ 5,025,862</u></u>	<u><u>\$ 3,932,033</u></u>

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

PROFILL HOLDINGS, LLC RETIREMENT PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

For the Years Ended December 31, 2012 and 2011

	<u>2012</u>	<u>2011</u>
ADDITIONS:		
ADDITIONS TO NET ASSETS ATTRIBUTED TO:		
Investment income:		
Net appreciation in fair value of investments (see Note 3)	\$ 439,916	\$ -
Interest on cash investments	21	18
Dividends	97,899	88,143
	<u>537,836</u>	<u>88,161</u>
Contributions:		
Participant	441,613	413,494
Employer	175,660	208,071
Rollovers	98,915	-
	<u>716,188</u>	<u>621,565</u>
Interest income on notes receivable from participants	<u>11,978</u>	<u>10,120</u>
Total additions	1,266,002	719,846
DEDUCTIONS:		
DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO:		
Investment loss:		
Net depreciation in fair value of investments (see Note 3)	-	210,208
Benefits paid to participants	168,220	74,228
Deemed distributions of loans	-	1,261
Administrative expenses	3,953	3,675
Total deductions	<u>172,173</u>	<u>289,372</u>
Net increase	1,093,829	430,474
NET ASSETS AVAILABLE FOR BENEFITS:		
Beginning of year	<u>3,932,033</u>	<u>3,501,559</u>
End of year	<u><u>\$ 5,025,862</u></u>	<u><u>\$ 3,932,033</u></u>

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

PROFILL HOLDINGS, LLC RETIREMENT PLAN

NOTES TO THE FINANCIAL STATEMENTS

December 31, 2012 and 2011

1. **DESCRIPTION OF PLAN**

The following description of the Profill Holdings, LLC (the Company) Retirement Plan (the Plan) provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General - The Plan is a defined contribution plan covering substantially all non-union employees of Profill Holdings, LLC and its wholly-owned subsidiaries (collectively, the Employer), who have attained age 21 and have completed three months of service. The Plan is subject to the provisions of the Employee Retirement Income Security Act (ERISA). Employees are automatically enrolled upon eligibility, and escalating default contribution rates and investment choices are applicable until changed or suspended by the employee.

The Plan Administrator is responsible for the oversight of the Plan, including determining the appropriateness of the Plan's investment offerings and monitoring investment performance. Fidelity Management Trust Company (Fidelity) is the trustee. Fidelity Investment Institutional Operations Company (FIIOC) is the recordkeeper. Certain administrative functions are performed by officers or employees of the Company. No such officer or employee receives compensation from the Plan.

Contributions - Each year, participants may contribute up to the maximum allowable, as defined in the Plan and permitted by the Internal Revenue Code. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans (rollover). The Plan includes an auto-enrollment provision whereby all newly eligible employees are automatically enrolled in the Plan unless they affirmatively elect not to participate in the Plan. Automatically enrolled participants have their deferral rate set at 5 percent of eligible compensation and their contributions invested in a designated balanced fund until changed by the participant. Participant deferrals are increased by 1 percent annually, not to exceed 10 percent. Participants direct the investment of their contributions into various investment options offered by the Plan.

The employer's contribution for each Plan year is discretionary. The discretionary matching percentage will be announced each Plan year by the employer. The matching percentages for 2012 and 2011 are presented below:

<u>Employee Contribution</u>	<u>Employer Match</u>
< 3%	75%
Between 3% and 5%	50%
> 5%	0%

Participant Accounts - Each participant's account is credited with the participant's contributions

PROFILL HOLDINGS, LLC RETIREMENT PLAN

NOTES TO THE FINANCIAL STATEMENTS

December 31, 2012 and 2011

1. **DESCRIPTION OF PLAN** (Continued)

and Company matching contribution as well as Plan earnings. Participant accounts are charged with defined administrative expenses. Allocations are based on participant contributions or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting - Participants are vested immediately in their contributions, plus actual earnings thereon. Vesting in the Company's contribution portion of their accounts is based on years of continuous service. A participant is 100 percent vested after four years of credited service.

Notes Receivable From Participants - Participants may borrow from their fund accounts a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50 percent of their account balance. The loans are secured by the balance in the participant's account. The loan interest rate is set at 2.75 percent above the prime rate, as defined. Principal and interest is paid ratably through payroll deductions.

Payment of Benefits - On termination of service due to death, disability, or retirement, a participant will receive a lump-sum amount equal to the value of the participant's vested interest in his or her account. For termination of service for other reasons, a participant may receive the value of the vested interest in his or her account as a lump-sum distribution.

Forfeited Accounts - At December 31, 2012 and 2011, forfeited non-vested accounts totaled \$36,970 and \$18,609, respectively. These accounts will be used to pay Plan expenses, then may be used to reduce future employer contributions. Subsequent to year end, employer contributions were reduced by approximately \$37,000 from forfeited non-vested accounts.

2. **SUMMARY OF ACCOUNTING POLICIES**

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

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

Investment Valuation and Income Recognition - Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Plan Administrator determines the Plan's valuation policies utilizing information provided by Fidelity. See Note 8 for discussion of fair value measurements.

PROFILL HOLDINGS, LLC RETIREMENT PLAN

NOTES TO THE FINANCIAL STATEMENTS

December 31, 2012 and 2011

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

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

Notes Receivable from Participants - Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Interest income is recorded on the accrual basis. Related fees are recorded as administrative expenses and are expensed when they are incurred. No allowance for credit losses has been recorded as of December 31, 2012 and 2011. If a participant ceases to make loan repayments and the Plan Administrator deems the participant loan to be in default, the participant loan balance is reduced and a benefit payment is recorded.

Excess Contributions Payable - Amounts payable to participants for contributions in excess of amounts allowed by the Internal Revenue Service (IRS) are recorded as a liability with a corresponding reduction to contributions.

Payment of Benefits - Benefits are recorded when paid.

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

Subsequent Events - The Plan has evaluated subsequent events through September 4, 2013, the date the financial statements were available to be issued.

3. **CERTIFIED INFORMATION**

Certain information related to investments and notes receivable from participants disclosed in the accompanying financial statements and supplemental schedule, including investments and notes receivable from participants held at December 31, 2012 and 2011, and net appreciation or depreciation in fair value of investments, interest, dividends and interest income on notes receivable from participants for the year ended December 31, 2012, was obtained or derived from information supplied to the Plan Administrator and certified as complete and accurate by Fidelity (the trustee of the Plan).

Information certified by Fidelity is presented in the following table. Investments that represent 5 percent or more of the Plan's net assets are separately identified.

PROFILL HOLDINGS, LLC RETIREMENT PLAN

NOTES TO THE FINANCIAL STATEMENTS

December 31, 2012 and 2011

3. **CERTIFIED INFORMATION** (Continued)

	December 31	
	<u>2012</u>	<u>2011</u>
Mutual funds:		
Fidelity Contrafund, 10,046 and 9,762 shares, respectively	\$ 779,249	\$ 658,545
Fidelity Mid-Cap Stock Fund, 9,663 and 9,250 shares, respectively	283,909	246,595
Fidelity Retirement Money Market, 200,157 shares	*	200,157
Fidelity Freedom 2025 Fund, 26,885 and 22,506 shares, respectively	321,276	243,288
Fidelity Freedom 2030 Fund, 22,638 and 18,739 shares, respectively	322,138	240,605
Fidelity Freedom 2035 Fund, 20,925 shares	*	220,758
Fidelity Freedom 2040 Fund, 36,359 and 29,077 shares, respectively	300,325	214,004
All other investment options	<u>2,609,695</u>	<u>1,535,839</u>
	<u>\$4,616,592</u>	<u>\$3,559,791</u>

* Investment did not represent 5 percent of net assets.

During 2012 and 2011, the Plan's investments appreciated (depreciated) in value by \$439,916 and (\$210,208) as follows:

	For the Years Ended December 31,	
	<u>2012</u>	<u>2011</u>
Mutual funds	<u>\$439,916</u>	<u>(\$210,208)</u>

4. **PARTY-IN-INTEREST TRANSACTIONS**

Certain Plan investments are shares of mutual funds managed by an affiliate of Fidelity. Fidelity is the trustee as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions. Fees incurred by the Plan for investment management services are included in net appreciation (depreciation) in fair value of investments. Fees paid directly by the Plan to Fidelity for administrative services amounted to \$3,953 and \$3,675 for the years ended December 31, 2012 and 2011, respectively.

5. **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 percent vested in the employer

PROFILL HOLDINGS, LLC RETIREMENT PLAN

NOTES TO THE FINANCIAL STATEMENTS

December 31, 2012 and 2011

5. **PLAN TERMINATION** (Continued)
contributions.

6. **TAX STATUS**

The Plan operates under a prototype defined contribution plan sponsored by Fidelity. The IRS has determined and informed Fidelity by a letter dated March 31, 2008, that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code (IRC). Although the Plan has been amended since receiving the determination letter, the Plan Administrator and the Plan's tax counsel believe that the Plan is designed, and is currently being operated, in compliance with the applicable requirements of the IRC and, therefore, believe the Plan is qualified, and the related trust is tax-exempt.

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability if the Plan 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.

7. **RISKS AND UNCERTAINTIES**

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

8. **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 3 levels of the fair value hierarchy under FASB 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.

PROFILL HOLDINGS, LLC RETIREMENT PLAN

NOTES TO THE FINANCIAL STATEMENTS

December 31, 2012 and 2011

8. **FAIR VALUE MEASUREMENTS** (Continued)

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.

If the asset or liability has a specified (contractual) term, the level 2 input must be observable for substantially the full term of the asset or liability.

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

The asset 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 maximize the use of relevant observable inputs and minimize the use of unobservable inputs.

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

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

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

	Assets at Fair Value at December 31, 2012			
	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual funds:				
Money market fund	\$ 202,999	\$ -	\$ -	\$ 202,999
Domestic value	188,779	-	-	188,779
Domestic blend	615,337	-	-	615,337
Domestic growth	1,081,477	-	-	1,081,477
Bond	202,457	-	-	202,457
International	205,000	-	-	205,000
Lifestyle	<u>2,120,543</u>	<u>-</u>	<u>-</u>	<u>2,120,543</u>
	<u>\$4,616,592</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$4,616,592</u>

PROFILL HOLDINGS, LLC RETIREMENT PLAN

NOTES TO THE FINANCIAL STATEMENTS

December 31, 2012 and 2011

8. **FAIR VALUE MEASUREMENTS** (Continued)

	Assets at Fair Value at December 31, 2011			
	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual funds:				
Money market fund	\$ 200,157	\$ -	\$ -	\$ 200,157
Domestic value	125,782	-	-	125,782
Domestic blend	424,307	-	-	424,307
Domestic growth	951,865	-	-	951,865
Bond	161,098	-	-	161,098
International	169,295	-	-	169,295
Lifestyle	<u>1,527,287</u>	<u>-</u>	<u>-</u>	<u>1,527,287</u>
	<u>\$3,559,791</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$3,559,791</u>

9. **SUBSEQUENT EVENT**

Effective January 1, 2013, the Company amended the Plan to state a participant must be employed by the employer on the last day of the contribution period to receive the matching employer contribution.

10. **RECLASSIFICATIONS**

Certain 2011 balances have been reclassified to conform with the 2012 presentation.

SUPPLEMENTAL SCHEDULE

PROFILL HOLDINGS, LLC RETIREMENT PLAN

EMPLOYER IDENTIFICATION NUMBER 61-1413396 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) Current value
	Royce Opportunity Fund	Mutual Fund	Participant Directed	\$ 104,023
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*	Fidelity Freedom 2050 Fund	Mutual Fund	Participant Directed	189,075
*	Fidelity Freedom 2055 Fund	Mutual Fund	Participant Directed	10,688
*	Fidelity Retirement Money Market	Mutual Fund	Participant Directed	202,999
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*	Participant Loans	Interest rates of 6% with various maturity dates through April 2020	Participant Directed	233,610
				\$ 4,850,202

* Represents party-in-interest