Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code).

▶ **Complete all entries in accordance with the instructions to the Form 5500.**

OMB Nos. 1210-0110
1210-0089

2012

This Form is Open to Public Inspection

Part I Annual Report Identification Information

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

A This return/report is for:
- [ ] a multiemployer plan;
- [ ] a multiple-employer plan; or
- [X] a single-employer plan;
- [ ] a DFE (specify) ____

B This return/report is:
- [ ] the first return/report;
- [ ] the final return/report;
- [X] an amended return/report;
- [ ] a short plan year return/report (less than 12 months).

C If the plan is a collectively-bargained plan, check here. . . . . ▶ [ ]

D Check box if filing under:
- [X] Form 5558;
- [ ] automatic extension;
- [ ] the DFVC program;
- [ ] special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
MOTHER INDUSTRIES, LLC 401(K) PROFIT SHARING PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 01/01/2005

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

MOTHER INDUSTRIES, LLC

595 11TH AVENUE
NEW YORK, NY 10036

2b Employer Identification Number (EIN) 20-0263558

2c Sponsor's telephone number 212-254-2800

2d Business code (see instructions) 541800

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/11/2013	SUSAN HOLDEN
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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

Preparer's telephone number (optional)

3a Plan administrator's name and address ☐ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address

MOTHER INDUSTRIES, LLC

595 11TH AVENUE
NEW YORK, NY 10036

3b Administrator's EIN: 20-0263558

3c Administrator's telephone number: 212-254-2800

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**	163
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**	136
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	6
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	142
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	142
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	90
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	0
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 2J 2K 2F 2G 3D

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

9a Plan funding arrangement (check all that apply)

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

9b Plan benefit arrangement (check all that apply)

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

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

a Pension Schedules

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

b General Schedules

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

SCHEDULE A (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Insurance Information

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

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

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

OMB No. 1210-0110

2012

This Form is Open to Public Inspection

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

A Name of plan
MOTHER INDUSTRIES, LLC 401(K) PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
MOTHER INDUSTRIES, LLC

D Employer Identification Number (EIN)
20-0263558

Part I **Information Concerning Insurance Contract Coverage, Fees, and Commissions** Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.

1 Coverage Information:

(a) Name of insurance carrier

JOHN HANCOCK LIFE INSURANCE COMPANY OF NEW YORK

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
13-3646501	86375	84803	90	01/01/2012	12/31/2012

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

(a) Total amount of commissions paid	(b) Total amount of fees paid
8522	2484

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

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

TOWER SQUARE SECURITIES

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
8522			3

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

ASSOCIATED PENSION CONSULTANTS, INC
6800 JERICHO TURNPIKE
SUITE 200W
SYOSSET, NY 11791

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
	2484	TPA FEES AND TPA COMPENSATION	3

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

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

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

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

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

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

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

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

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

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

Part II Investment and Annuity Contract Information

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

4	Current value of plan's interest under this contract in the general account at year end	**4**	
5	Current value of plan's interest under this contract in separate accounts at year end	**5**	2291830

6 Contracts With Allocated Funds:

a State the basis of premium rates ▶

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

Specify nature of costs ▶

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity

(3) ☐ other (specify) ▶

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

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

a Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee

(3) ☐ guaranteed investment (4) ☐ other ▶

b	Balance at the end of the previous year			**7b**	0
c	Additions: (1) Contributions deposited during the year	**7c(1)**			
	(2) Dividends and credits	**7c(2)**			
	(3) Interest credited during the year	**7c(3)**			
	(4) Transferred from separate account	**7c(4)**			
	(5) Other (specify below)	**7c(5)**			
	▶				
	(6) Total additions			**7c(6)**	0
d	Total of balance and additions (add lines **7b** and **7c(6)**).			**7d**	0
e	Deductions:				
	(1) Disbursed from fund to pay benefits or purchase annuities during year	**7e(1)**			
	(2) Administration charge made by carrier	**7e(2)**			
	(3) Transferred to separate account	**7e(3)**			
	(4) Other (specify below)	**7e(4)**			
	▶				
	(5) Total deductions			**7e(5)**	0
f	Balance at the end of the current year (subtract line **7e(5)** from line **7d**)			**7f**	0

Part III Welfare Benefit Contract Information

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

8 Benefit and contract type (check all applicable boxes)

- **a** ☐ Health (other than dental or vision)
- **b** ☐ Dental
- **c** ☐ Vision
- **d** ☐ Life insurance
- **e** ☐ Temporary disability (accident and sickness)
- **f** ☐ Long-term disability
- **g** ☐ Supplemental unemployment
- **h** ☐ Prescription drug
- **i** ☐ Stop loss (large deductible)
- **j** ☐ HMO contract
- **k** ☐ PPO contract
- **l** ☐ Indemnity contract
- **m** ☐ Other (specify) ▶

9 Experience-rated contracts:				
a Premiums: (1) Amount received	**9a(1)**			
(2) Increase (decrease) in amount due but unpaid	**9a(2)**			
(3) Increase (decrease) in unearned premium reserve	**9a(3)**			
(4) Earned (**(1)** + **(2)** - **(3)**)			**9a(4)**	0
b Benefit charges (1) Claims paid	**9b(1)**			
(2) Increase (decrease) in claim reserves	**9b(2)**			
(3) Incurred claims (add **(1)** and **(2)**)			**9b(3)**	0
(4) Claims charged			**9b(4)**	
c Remainder of premium: (1) Retention charges (on an accrual basis) --				
(A) Commissions	**9c(1)(A)**			
(B) Administrative service or other fees	**9c(1)(B)**			
(C) Other specific acquisition costs	**9c(1)(C)**			
(D) Other expenses	**9c(1)(D)**			
(E) Taxes	**9c(1)(E)**			
(F) Charges for risks or other contingencies	**9c(1)(F)**			
(G) Other retention charges	**9c(1)(G)**			
(H) Total retention			**9c(1)(H)**	0
(2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.)			**9c(2)**	
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement			**9d(1)**	
(2) Claim reserves			**9d(2)**	
(3) Other reserves			**9d(3)**	
e Dividends or retroactive rate refunds due. (Do not include amount entered in line **9c(2)**.)			**9e**	
10 Nonexperience-rated contracts:				
a Total premiums or subscription charges paid to carrier			**10a**	
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, line 2 above, report amount.			**10b**	

Specify nature of costs ▶

Part IV Provision of Information

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

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

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

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

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

OMB No. 1210-0110

2012

This Form is Open to Public Inspection.

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

A Name of plan
MOTHER INDUSTRIES, LLC 401(K) PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
MOTHER INDUSTRIES, LLC

D Employer Identification Number (EIN)
20-0263558

Part I **Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)**
(Complete as many entries as needed to report all interests in DFEs)

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

b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE CO OF NEW YORK

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)
13-3646501-000	P	6885

a Name of MTIA, CCT, PSA, or 103-12 IE: REAL ESTATE SECURITIES FUND

b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE CO OF NEW YORK

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)
13-3646501-000	P	10221

a Name of MTIA, CCT, PSA, or 103-12 IE: T. ROWE PRICE SMALL CAP VAL

b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE CO OF NEW YORK

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)
13-3646501-000	P	13477

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

b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE CO OF NEW YORK

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)
13-3646501-000	P	16671

a Name of MTIA, CCT, PSA, or 103-12 IE: CAPITAL WORLD GR & INCOME

b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE CO OF NEW YORK

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)
13-3646501-000	P	30080

a Name of MTIA, CCT, PSA, or 103-12 IE: GROWTH FUND OF AMERICA

b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE CO OF NEW YORK

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)
13-3646501-000	P	10797

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

b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE CO OF NEW YORK

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)
13-3646501-000	P	762

a Name of MTIA, CCT, PSA, or 103-12 IE: EATON VANCE LARGE-CAP VALUE

b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE CO OF NEW YORK

c EIN-PN 13-3646501-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 2586

a Name of MTIA, CCT, PSA, or 103-12 IE: SSGA MID GROWTH INDEX

b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE CO OF NEW YORK

c EIN-PN 13-3646501-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 21847

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

b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE CO OF NEW YORK

c EIN-PN 13-3646501-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 2612

a Name of MTIA, CCT, PSA, or 103-12 IE: SMALL CAP GROWTH INDEX

b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE CO OF NEW YORK

c EIN-PN 13-3646501-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 22380

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

b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE CO OF NEW YORK

c EIN-PN 13-3646501-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 38295

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

b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE CO OF NEW YORK

c EIN-PN 13-3646501-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 2587

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

b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE CO OF NEW YORK

c EIN-PN 13-3646501-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 31908

a Name of MTIA, CCT, PSA, or 103-12 IE: FRANKLIN SMALL-MID GROWTH

b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE CO OF NEW YORK

c EIN-PN 13-3646501-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 14767

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

b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE CO OF NEW YORK

c EIN-PN 13-3646501-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1471

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

b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE CO OF NEW YORK

c EIN-PN 13-3646501-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 754

a Name of MTIA, CCT, PSA, or 103-12 IE: REAL RETURN BOND FUND

b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE CO OF NEW YORK

c EIN-PN 13-3646501-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 9688

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

b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE CO OF NEW YORK

c EIN-PN 13-3646501-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 12957

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

b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE CO OF NEW YORK

c EIN-PN 13-3646501-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 2942

a Name of MTIA, CCT, PSA, or 103-12 IE: STRATEGIC INCOME OPP FUND

b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE CO OF NEW YORK

c EIN-PN 13-3646501-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 18786

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

b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE CO OF NEW YORK

c EIN-PN 13-3646501-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 13674

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

b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE CO OF NEW YORK

c EIN-PN 13-3646501-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 12453

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

b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE CO OF NEW YORK

c EIN-PN 13-3646501-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 42185

a Name of MTIA, CCT, PSA, or 103-12 IE: JOHN HANCOCK STABLE VALUE

b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE CO OF NEW YORK

c EIN-PN 13-3646501-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 5615

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

b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE CO OF NEW YORK

c EIN-PN 13-3646501-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 2905

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

b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE CO OF NEW YORK

c EIN-PN 13-3646501-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 10176

a Name of MTIA, CCT, PSA, or 103-12 IE: RETIREMENT LIVING 2040

b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE CO OF NEW YORK

c EIN-PN 13-3646501-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 86889

a Name of MTIA, CCT, PSA, or 103-12 IE: RETIREMENT LIVING 2035

b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE CO OF NEW YORK

c EIN-PN 13-3646501-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 205229

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

b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE CO OF NEW YORK

c EIN-PN 13-3646501-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 66181

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

b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE CO OF NEW YORK

c EIN-PN 13-3646501-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 665167

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

b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE CO OF NEW YORK

c EIN-PN 13-3646501-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 745297

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

b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE CO OF NEW YORK

c EIN-PN 13-3646501-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 48980

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

b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE CO OF NEW YORK

c EIN-PN 13-3646501-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 14545

a Name of MTIA, CCT, PSA, or 103-12 IE: JOHN HANCOCK STABLE VAL

b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE CO OF NEW YORK

c EIN-PN 13-3646501-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

a Name of MTIA, CCT, PSA, or 103-12 IE: RETIREMENT LIVING 2050

b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE CO OF NEW YORK

c EIN-PN 13-3646501-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 38326

a Name of MTIA, CCT, PSA, or 103-12 IE: RETIREMENT LIVING 2045

b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE CO OF NEW YORK

c EIN-PN 13-3646501-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 61736

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

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

2012

This Form is Open to Public Inspection

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

A Name of plan
MOTHER INDUSTRIES, LLC 401(K) PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
MOTHER INDUSTRIES, LLC

D Employer Identification Number (EIN)
20-0263558

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)		
(2) Participant contributions	1b(2)		
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	81212	56338
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)	1824126	2291830
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)		
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	1905338	2348168
Liabilities			
g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	1905338	2348168

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)	80544	
(B) Participants	2a(1)(B)	836021	
(C) Others (including rollovers)	2a(1)(C)	44699	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		961264
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	2896	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		2896
(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		0
(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)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		275853
(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)		
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		1240013
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	795757	
(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)		795757
f Corrective distributions (see instructions)	2f		
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)		
(4) Other	2i(4)	1426	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		1426
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		797183
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		442830
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: KATHERINE R. DORFUSS, CPA **(2)** EIN: 13-3942687

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

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

Part IV Compliance Questions

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

During the plan year:

		Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	4a		X	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	4b		X	

			Yes	No	Amount
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		1000000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n			

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

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

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

Part V Trust Information (optional)

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

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

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

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

OMB No. 1210-0110

2012

This Form is Open to Public Inspection.

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

A Name of plan
MOTHER INDUSTRIES, LLC 401(K) PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
MOTHER INDUSTRIES, LLC

D Employer Identification Number (EIN)
20-0263558

Part I Distributions

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

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

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

EIN(s): 13-3646501

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

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

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

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

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

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

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

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

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

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

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

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

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

Part III Amendments

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

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

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

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

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

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

MOTHER INDUSTRIES, LLC
401(k) PROFIT SHARING PLAN

Plan Number 001
Plan EIN: 20-0263558
DOL Limited Scope Audited Financial Statements
For the Years Ending
December 31, 2012 and 2011

MOTHER INDUSTRIES, LLC
401(k) PROFIT SHARING PLAN

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Supplemental Schedule:

Schedule of Assets Held 10

All other schedules are omitted as they are not applicable or are not required based on the disclosure requirements of the Employee Retirement Income Security Act of 1974 ("ERISA"), as amended, and applicable regulations issued by the U.S. Department of Labor.

KATHERINE R. DORFUSS CPA PC
Certified Public Accountant
201 Covington Green
Patterson, NY 12563

INDEPENDENT AUDITORS REPORT

To: The Board of Trustees of
Mother Industries, LLC
401(k) Profit Sharing Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Mother Industries, LLC 401(k) Profit Sharing Plan, which comprise the statements 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 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 the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note D, which was certified by John Hancock, the custodian, of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the custodian holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the custodian as of December 31, 2012 and 2011,

and for the year ended December 31, 2012, that the information provided to the plan administrator by the custodian is complete and accurate.

Disclaimer of Opinion

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

Other Matter

The supplemental schedule Schedule of Assets Held as of or for the year ended December 31, 2012 are required by the Department of Labor's (DOL) 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 are not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedules.

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

The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the custodian, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.



Katherine R. Dorfuss CPA, PC

Patterson, New York

October 3, 2013

MOTHER INDUSTRIES, LLC
401(k) PROFIT SHARING PLAN

Statements of Net Assets Available for Plan Benefits

December 31,		2012		2011
Assets				
Investments at fair market value, as certified by custodian (Note D)				
Investments in group annuity contract separate accounts	$	2,291,830	$	1,824,126
Participant loans receivable		56,338		81,212
Total investments	$	2,348,168	$	1,905,338
Net assets available for plan benefits	$	2,348,168	$	1,905,338

See accompanying notes to financial statements

MOTHER INDUSTRIES, LLC
401(k) PROFIT SHARING PLAN

Statement of Changes in Net Assets Available for Plan Benefits

Year ended December 31,		**2012**
Additions		
Additions to net assets		
Net appreciation/(depreciation) in investments	$	**275,853**
Interest on participant loans		**2,896**
Rollover contributions		**44,699**
Employee contributions		**836,021**
Employer contributions		**80,544**
Total additions	$	**1,240,013**
Deductions		
Benefit payments to participants	$	**795,757**
Administrative & professional fees		**1,426**
Total deductions	$	**797,183**
Net increase	$	**442,830**
Net assets available for plan benefits, beginning of year	$	**1,905,338**
Net assets available for plan benefits, end of year	$	**2,348,168**

See accompanying notes to financial statements

Notes to Financial Statements

NOTE A – DESCRIPTION OF THE PLAN

The following brief description of the Mother Industries, LLC 401(k) Profit Sharing Plan (the "Plan") is provided for general information purposes only. Participants should refer to the plan document for a complete description of the Plan's provisions.

General:
The plan was established effective January 1, 2005. It is a defined contribution plan covering all nonunion and non-leased employees of Mother Industries, LLC (the "Company"). The Plan was amended and restated effective January 1, 2012. Eligible employees are eligible to make deferrals on the first day of the month following or coincident with the first of the month following attainment of age 21, or their date of hire, whichever is later; provided they are an eligible employee at the end of that period. It is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Amendments:
Effective January 1, 2012, the Plan was amended and restated to remove the 1,000 hours of service requirement for participation in the employer match. In addition, all participants shall have a fully vested and non-forfeitable interest in their matching and profit sharing contribution accounts.

Effective January 1, 2011, the Plan was amended and restated to change the date of participation to remove the requirement that an employee be employed for one calendar month before being eligible to participate.

Contributions:
Each year, participants may contribute up to 75% of pretax annual compensation, as defined in the Plan, not to exceed Federal tax law limits. If over age 50, participants may also elect to defer an additional make up contribution. Participants may contribute amounts representing distributions from other qualified defined benefit or contribution plans. The Plan currently offers 162 various investment options for participants to direct their contributions into.

The Company may at its discretion make a matching contribution of an amount and allocation formula as determined by the Board. The Company also has the option of making a profit sharing contribution. Employees must have completed 1000 hours of service during the year and be employed on the last day of the year to be eligible for a profit sharing contribution.

The Company did not make a profit sharing contribution for 2012.

Participant Accounts:
Each Participant's account is credited with the participant's contribution, allocations of the Company's contributions (if any) and the participant's share of the sub account earnings and expenses. Allocations are based on participant earnings or account balances as defined in the Plan document.

Notes to Financial Statements
NOTE A - Continued

Administrative Expenses:
Administrative expenses are paid by the Plan sponsor.

Vesting:
Participants are immediately and fully vested in all participant and employer matching and profit sharing accounts.

Participant Loans:
Participants may borrow from their fund account a minimum of $1,000 up to a maximum of the lesser of one half of their account balance or $50,000. The loan is secured by the participant's account balance and equal to the amount borrowed divided by the vested account balance and bear interest at a prime plus 1%. Principal and interest is paid ratably as stated in the Loan Agreement. The participant loan is also subject to other obligations and duties under the Loan Agreement.

Payment of Benefits:
On termination of service due to disability or retirement, a participant's vested account balance is payable upon request in one lump sum. A participant may elect to receive the value of the vested interest by direct rollover to another individual retirement account or employer plan, or payment directly to participant.

For distributions due to death, distribution must be completed by December 31 of the calendar year containing the fifth anniversary of death unless an election is made by the Beneficiary to receive distributions as an annuity in a manner described by the Plan.

Forfeited Accounts:
At December 31, 2012 forfeited non-vested accounts totaled $0. These accounts if any will be used to reduce future employer contributions or to pay administrative expenses of the Plans.

NOTE B – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting:
The financial statements of the Plan are prepared under the accrual method of accounting in accordance with U.S. generally accepted accounting principles.

Estimates:
The preparation of financial statements in conformity with generally accepted accounting principles requires the plan administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results may differ from those estimates.

Investment Valuation and Income Recognition:
The Plan's investments were held in Group Annuity Contract Separate Accounts with John Hancock Life Insurance Company of New York (J Hancock). Under John Hancock Separate

NOTE B – Continued

Accounts there are various investment options (sub-accounts). The fund's assets are carried at fair value. Fair value of shares of an underlying fund equals the number of shares of the respective underlying fund multiplied by the closing net asset value per share quoted by that fund. Participant notes receivable are valued at cost, which approximates fair value. 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 dividend payable date.

Benefit Payments:
Benefits are recorded when paid.

NOTE C – TAX STATUS

The Plan has not yet filed for the Internal Revenue Service determination letter. Management and the plan administrator believe that the Plan is designed and is currently being operated in conformity with the applicable requirements of the Internal Revenue Code (IRC). The Plan has been amended before receiving an IRS determination letter. However, the Plan administrator and Plan trustee believe the Plan is designed and is currently being operated in conformity with the applicable requirements of the Internal Revenue Code.

NOTE D – INVESTMENTS

During the year ended December 31, 2012 the plan accounts were held in group annuity contract separate accounts with John Hancock Life Insurance Company of New York (J. Hancock). The Plan administrator has obtained certification from J Hancock, stating that the information provided to the plan administrator is complete and accurate. Accordingly, all information pertaining to investments included in the statement of net assets available for benefits as of December 31, 2012 has been provided and certified by J. Hancock.

The following investments represent 5% or more of the Plan's net assets.

Year ended December 31,	2012	2011
John Hancock - Sub Accounts		
Retirement Choices at 2035	$ 205,229	$ 156,278
Lifestyle Fund Balanced Portfolio	745,297	542,627
Lifestyle Fund Growth Portfolio	665,167	558,536
Total	$ 1,615,693	$ 1,257,441

Notes to Financial Statements
NOTE D – Continued

The Plan's investments (including investments bought, sold and held during the year) appreciated (depreciated) in value by investment type as follows:

Year ended December 31,	2012	2011
Net appreciation (depreciation) in fair value of investments:		
John Hancock - Sub accounts	$ 275,853	$ (91,383)
Net appreciation/(depreciation) in investments	$ 275,853	$ (91,383)

NOTE E – FAIR VALUE MEASUREMENTS

SAS No 157. Fair Value Measurements, establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. This hierarchy consists of three broad levels: Level 1 inputs consist of unadjusted quoted process in active markets for identical assets and have the highest priority, and level 3 inputs have the lowest priority. The three levels of the fair value hierarchy under SFAS No. 157 are described as follows:

Level 1: Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities;
Level 2: Quotes prices in markets that are not considered to be active or financial instruments from which all the significant inputs are observable, either directly or indirectly.
Level 3: Prices or valuations that require inputs that are both significant to the fair value measurement and unobservable.

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

	Level 1	Level 2	Level 3	Total
Mutual funds	$ 2,348,168			$ 2,348,168
Total	$ 2,348,168	$ -	$ -	$ 2,348,168

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

	Level 1	Level 2	Level 3	Total
Mutual funds	$ 1,824,126			$ 1,824,126
Total	$ 1,824,126	$ -	$ -	$ 1,824,126

The Plan's investments that are measured at fair value on a recurring basis, such as money market funds, mutual funds, and equity securities are generally classified within Level 1 of the fair value hierarchy. The fair value of those investments are based on quoted market prices in active markets.

NOTE F – 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 will become 100% vested in their accounts. The participant's accounts will then be distributed as described according to the terms of the Plan document.

NOTE G – ADMINISTRATIVE FEES

Administrative expenses of the Plan that are not paid by the Plan are paid by the Plan Sponsor.

NOTE H – RISK AND UNCERTAINTIES

The Plan may invest in various types of 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 possible that changes in the values of investment securities will occur in the near term and that such change could materially affect the amounts reported in the statement of assets available for plan benefits.

NOTE I – RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

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

	2012	2011
Net assets available for plan benefits per the financial statements	$ 2,348,168	$ 1,905,338
Net assets available for plan benefits per the Form 5500	$ 2,348,168	$ 1,905,338

NOTE J – SUBSEQUENT EVENTS

Plan management has evaluated subsequent events through October 3, 2013, the date the financial statements were able to be issued.

SUPPLEMENTAL SCHEDULE
Schedule I – Schedule H, Part IV, Item 4(i), Form 5500
Schedule of Assets (Held at End of Year)

MOTHER INDUSTRIES, LLC
401(k) PROFIT SHARING PLAN

12/31/2012
Supplemental Information
Schedule H, Line 4(i)- Schedule of Assets (Held at End of Year)

(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
	American Balanced Fund	Mutual Funds		$ 12,957
	BlackRock Global Allocation	Mutual Funds		2,905
	Capital World Growth & Income	Mutual Funds		30,080
	Columbia Equity Value	Mutual Funds		31,908
	Core Bond Fund	Mutual Funds		12,453
	DFA Emerging Markets Value	Mutual Funds		16,671
	Eaton Vance Large-Cap Value	Mutual Funds		2,586
	Explorer	Mutual Funds		2,586
	Fidelity Advisor Gold Fund	Mutual Funds		6,885
	Fidelity ContraFund	Mutual Funds		38,295
	Franklin Small-Mid Growth	Mutual Funds		14,767
	High Yield Fund	Mutual Funds		10,176
	International Value Fund	Mutual Funds		2,612
*	John Hancock Stable Val	Mutual Funds		5,615
*	Lifestyle Aggressive	Mutual Funds		66,181
*	Lifestyle Balanced	Mutual Funds		745,297
*	Lifestyle Conservative	Mutual Funds		14,545
*	Lifestyle Growth	Mutual Funds		665,167
*	Lifestyle Moderate	Mutual Funds		48,980
	Oppenheimer Developing Mkt	Mutual Funds		762
	Oppenheimer Intl Bond	Mutual Funds		2,942
	PIMCO Total Return	Mutual Funds		42,185
	Real Est. Securities Fund	Mutual Funds		10,221
	Real Return Bond Fund	Mutual Funds		9,688
*	Retirement Living through 2035	Mutual Funds		205,229
*	Retirement Living through 2040	Mutual Funds		86,889
*	Retirement Living through 2045	Mutual Funds		61,736
*	Retirement Living through 2050	Mutual Funds		38,326
	Small Cap Growth Index	Mutual Funds		22,380
	Small Cap Value Fund	Mutual Funds		754
	SSgA Mid Growth Index Fund	Mutual Funds		21,847
	Strategic Income Opp Fund	Mutual Funds		18,786
	T. Rowe Price Sml Cap Val	Mutual Funds		13,477
	The Growth Fund of America	Mutual Funds		10,797
	Total Return Fund	Mutual Funds		13,674
	Washington Mutual Investors	Mutual Funds		1,471
	Participant loans	Variable interest rates		56,338
	Total			$ 2,348,168

No cost information provided as all investments are participant directed.
Information certified as complete and accurate by John Hancock.
* Denotes Party-In-Interest as defined by ERISA.

MOTHER INDUSTRIES, LLC
401(k) PROFIT SHARING PLAN

Plan Number 001
Plan EIN: 20-0263558
DOL Limited Scope Audited Financial Statements
For the Years Ending
December 31, 2012 and 2011

MOTHER INDUSTRIES, LLC
401(k) PROFIT SHARING PLAN

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All other schedules are omitted as they are not applicable or are not required based on the disclosure requirements of the Employee Retirement Income Security Act of 1974 ("ERISA"), as amended, and applicable regulations issued by the U.S. Department of Labor.

KATHERINE R. DORFUSS CPA PC
Certified Public Accountant
201 Covington Green
Patterson, NY 12563

INDEPENDENT AUDITORS REPORT

To: The Board of Trustees of
Mother Industries, LLC
401(k) Profit Sharing Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Mother Industries, LLC 401(k) Profit Sharing Plan, which comprise the statements 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 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 the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note D, which was certified by John Hancock, the custodian, of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the custodian holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the custodian as of December 31, 2012 and 2011,

and for the year ended December 31, 2012, that the information provided to the plan administrator by the custodian is complete and accurate.

Disclaimer of Opinion

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

Other Matter

The supplemental schedule Schedule of Assets Held as of or for the year ended December 31, 2012 are required by the Department of Labor's (DOL) 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 are not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedules.

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

The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the custodian, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.



Katherine R. Dorfuss CPA, PC

Patterson, New York

October 3, 2013

MOTHER INDUSTRIES, LLC
401(k) PROFIT SHARING PLAN

Statements of Net Assets Available for Plan Benefits

December 31,		2012		2011
Assets				
Investments at fair market value, as certified by custodian (Note D)				
Investments in group annuity contract separate accounts	$	2,291,830	$	1,824,126
Participant loans receivable		56,338		81,212
Total investments	$	2,348,168	$	1,905,338
Net assets available for plan benefits	$	2,348,168	$	1,905,338

See accompanying notes to financial statements

MOTHER INDUSTRIES, LLC
401(k) PROFIT SHARING PLAN

Statement of Changes in Net Assets Available for Plan Benefits

Year ended December 31,		**2012**
Additions		
Additions to net assets		
Net appreciation/(depreciation) in investments	$	**275,853**
Interest on participant loans		**2,896**
Rollover contributions		**44,699**
Employee contributions		**836,021**
Employer contributions		**80,544**
Total additions	$	**1,240,013**
Deductions		
Benefit payments to participants	$	**795,757**
Administrative & professional fees		**1,426**
Total deductions	$	**797,183**
Net increase	$	**442,830**
Net assets available for plan benefits, beginning of year	$	**1,905,338**
Net assets available for plan benefits, end of year	$	**2,348,168**

See accompanying notes to financial statements

Notes to Financial Statements

NOTE A – DESCRIPTION OF THE PLAN

The following brief description of the Mother Industries, LLC 401(k) Profit Sharing Plan (the "Plan") is provided for general information purposes only. Participants should refer to the plan document for a complete description of the Plan's provisions.

General:
The plan was established effective January 1, 2005. It is a defined contribution plan covering all nonunion and non-leased employees of Mother Industries, LLC (the "Company"). The Plan was amended and restated effective January 1, 2012. Eligible employees are eligible to make deferrals on the first day of the month following or coincident with the first of the month following attainment of age 21, or their date of hire, whichever is later; provided they are an eligible employee at the end of that period. It is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Amendments:
Effective January 1, 2012, the Plan was amended and restated to remove the 1,000 hours of service requirement for participation in the employer match. In addition, all participants shall have a fully vested and non-forfeitable interest in their matching and profit sharing contribution accounts.

Effective January 1, 2011, the Plan was amended and restated to change the date of participation to remove the requirement that an employee be employed for one calendar month before being eligible to participate.

Contributions:
Each year, participants may contribute up to 75% of pretax annual compensation, as defined in the Plan, not to exceed Federal tax law limits. If over age 50, participants may also elect to defer an additional make up contribution. Participants may contribute amounts representing distributions from other qualified defined benefit or contribution plans. The Plan currently offers 162 various investment options for participants to direct their contributions into.

The Company may at its discretion make a matching contribution of an amount and allocation formula as determined by the Board. The Company also has the option of making a profit sharing contribution. Employees must have completed 1000 hours of service during the year and be employed on the last day of the year to be eligible for a profit sharing contribution.

The Company did not make a profit sharing contribution for 2012.

Participant Accounts:
Each Participant's account is credited with the participant's contribution, allocations of the Company's contributions (if any) and the participant's share of the sub account earnings and expenses. Allocations are based on participant earnings or account balances as defined in the Plan document.

Notes to Financial Statements
NOTE A - Continued

Administrative Expenses:
Administrative expenses are paid by the Plan sponsor.

Vesting:
Participants are immediately and fully vested in all participant and employer matching and profit sharing accounts.

Participant Loans:
Participants may borrow from their fund account a minimum of $1,000 up to a maximum of the lesser of one half of their account balance or $50,000. The loan is secured by the participant's account balance and equal to the amount borrowed divided by the vested account balance and bear interest at a prime plus 1%. Principal and interest is paid ratably as stated in the Loan Agreement. The participant loan is also subject to other obligations and duties under the Loan Agreement.

Payment of Benefits:
On termination of service due to disability or retirement, a participant's vested account balance is payable upon request in one lump sum. A participant may elect to receive the value of the vested interest by direct rollover to another individual retirement account or employer plan, or payment directly to participant.

For distributions due to death, distribution must be completed by December 31 of the calendar year containing the fifth anniversary of death unless an election is made by the Beneficiary to receive distributions as an annuity in a manner described by the Plan.

Forfeited Accounts:
At December 31, 2012 forfeited non-vested accounts totaled $0. These accounts if any will be used to reduce future employer contributions or to pay administrative expenses of the Plans.

NOTE B – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting:
The financial statements of the Plan are prepared under the accrual method of accounting in accordance with U.S. generally accepted accounting principles.

Estimates:
The preparation of financial statements in conformity with generally accepted accounting principles requires the plan administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results may differ from those estimates.

Investment Valuation and Income Recognition:
The Plan's investments were held in Group Annuity Contract Separate Accounts with John Hancock Life Insurance Company of New York (J Hancock). Under John Hancock Separate

NOTE B – Continued

Accounts there are various investment options (sub-accounts). The fund's assets are carried at fair value. Fair value of shares of an underlying fund equals the number of shares of the respective underlying fund multiplied by the closing net asset value per share quoted by that fund. Participant notes receivable are valued at cost, which approximates fair value. 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 dividend payable date.

Benefit Payments:
Benefits are recorded when paid.

NOTE C – TAX STATUS

The Plan has not yet filed for the Internal Revenue Service determination letter. Management and the plan administrator believe that the Plan is designed and is currently being operated in conformity with the applicable requirements of the Internal Revenue Code (IRC). The Plan has been amended before receiving an IRS determination letter. However, the Plan administrator and Plan trustee believe the Plan is designed and is currently being operated in conformity with the applicable requirements of the Internal Revenue Code.

NOTE D – INVESTMENTS

During the year ended December 31, 2012 the plan accounts were held in group annuity contract separate accounts with John Hancock Life Insurance Company of New York (J. Hancock). The Plan administrator has obtained certification from J Hancock, stating that the information provided to the plan administrator is complete and accurate. Accordingly, all information pertaining to investments included in the statement of net assets available for benefits as of December 31, 2012 has been provided and certified by J. Hancock.

The following investments represent 5% or more of the Plan's net assets.

Year ended December 31,	2012	2011
John Hancock - Sub Accounts		
Retirement Choices at 2035	$ 205,229	$ 156,278
Lifestyle Fund Balanced Portfolio	745,297	542,627
Lifestyle Fund Growth Portfolio	665,167	558,536
Total	$ 1,615,693	$ 1,257,441

Notes to Financial Statements
NOTE D – Continued

The Plan's investments (including investments bought, sold and held during the year) appreciated (depreciated) in value by investment type as follows:

Year ended December 31,	2012	2011
Net appreciation (depreciation) in fair value of investments:		
John Hancock - Sub accounts	$ 275,853	$ (91,383)
Net appreciation/(depreciation) in investments	$ 275,853	$ (91,383)

NOTE E – FAIR VALUE MEASUREMENTS

SAS No 157. Fair Value Measurements, establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. This hierarchy consists of three broad levels: Level 1 inputs consist of unadjusted quoted process in active markets for identical assets and have the highest priority, and level 3 inputs have the lowest priority. The three levels of the fair value hierarchy under SFAS No. 157 are described as follows:

Level 1: Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities;
Level 2: Quotes prices in markets that are not considered to be active or financial instruments from which all the significant inputs are observable, either directly or indirectly.
Level 3: Prices or valuations that require inputs that are both significant to the fair value measurement and unobservable.

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

	Level 1	Level 2	Level 3	Total
Mutual funds	$ 2,348,168			$ 2,348,168
Total	$ 2,348,168	$ -	$ -	$ 2,348,168

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

	Level 1	Level 2	Level 3	Total
Mutual funds	$ 1,824,126			$ 1,824,126
Total	$ 1,824,126	$ -	$ -	$ 1,824,126

The Plan's investments that are measured at fair value on a recurring basis, such as money market funds, mutual funds, and equity securities are generally classified within Level 1 of the fair value hierarchy. The fair value of those investments are based on quoted market prices in active markets.

NOTE F – 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 will become 100% vested in their accounts. The participant's accounts will then be distributed as described according to the terms of the Plan document.

NOTE G – ADMINISTRATIVE FEES

Administrative expenses of the Plan that are not paid by the Plan are paid by the Plan Sponsor.

NOTE H – RISK AND UNCERTAINTIES

The Plan may invest in various types of 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 possible that changes in the values of investment securities will occur in the near term and that such change could materially affect the amounts reported in the statement of assets available for plan benefits.

NOTE I – RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

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

	2012	2011
Net assets available for plan benefits per the financial statements	$ 2,348,168	$ 1,905,338
Net assets available for plan benefits per the Form 5500	$ 2,348,168	$ 1,905,338

NOTE J – SUBSEQUENT EVENTS

Plan management has evaluated subsequent events through October 3, 2013, the date the financial statements were able to be issued.

SUPPLEMENTAL SCHEDULE
Schedule I – Schedule H, Part IV, Item 4(i), Form 5500
Schedule of Assets (Held at End of Year)

MOTHER INDUSTRIES, LLC
401(k) PROFIT SHARING PLAN

12/31/2012
Supplemental Information
Schedule H, Line 4(i)- Schedule of Assets (Held at End of Year)

(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
	American Balanced Fund	Mutual Funds		$ 12,957
	BlackRock Global Allocation	Mutual Funds		2,905
	Capital World Growth & Income	Mutual Funds		30,080
	Columbia Equity Value	Mutual Funds		31,908
	Core Bond Fund	Mutual Funds		12,453
	DFA Emerging Markets Value	Mutual Funds		16,671
	Eaton Vance Large-Cap Value	Mutual Funds		2,586
	Explorer	Mutual Funds		2,586
	Fidelity Advisor Gold Fund	Mutual Funds		6,885
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*	Lifestyle Conservative	Mutual Funds		14,545
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*	Lifestyle Moderate	Mutual Funds		48,980
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	Real Est. Securities Fund	Mutual Funds		10,221
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*	Retirement Living through 2045	Mutual Funds		61,736
*	Retirement Living through 2050	Mutual Funds		38,326
	Small Cap Growth Index	Mutual Funds		22,380
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	SSgA Mid Growth Index Fund	Mutual Funds		21,847
	Strategic Income Opp Fund	Mutual Funds		18,786
	T. Rowe Price Sml Cap Val	Mutual Funds		13,477
	The Growth Fund of America	Mutual Funds		10,797
	Total Return Fund	Mutual Funds		13,674
	Washington Mutual Investors	Mutual Funds		1,471
	Participant loans	Variable interest rates		56,338
	Total			$ 2,348,168

No cost information provided as all investments are participant directed.
Information certified as complete and accurate by John Hancock.
* Denotes Party-In-Interest as defined by ERISA.

Schedule H, Line 4i
Schedule of Assets (Held At End of Year)

Name of Plan: Mother Industries, LLC 401(k) Profit Sharing Plan

►

Employer Identification Number:► 20-0263558

For plan year (beginning/ending):► 1/1-12/31/2012 Plan 001

(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
*	John Hancock Life Insurance Co of NY	Retirement Living through 2050		$ 38,325.65
*	John Hancock Life Insurance Co of NY	Retirement Living through 2045		$ 61,736.40
*	John Hancock Life Insurance Co of NY	Retirement Living through 2040		$ 86,889.06
*	John Hancock Life Insurance Co of NY	Retirement Living through 2035		$ 205,228.87
*	John Hancock Life Insurance Co of NY	Lifestyle Aggressive		$ 66,181.47
*	John Hancock Life Insurance Co of NY	Lifestyle Growth		$ 665,167.12
*	John Hancock Life Insurance Co of NY	Lifestyle Balanced		$ 745,296.61
*	John Hancock Life Insurance Co of NY	Lifestyle Moderate		$ 48,980.39
*	John Hancock Life Insurance Co of NY	Lifestyle Conservative		$ 14,544.71
*	John Hancock Life Insurance Co of NY	Fidelity Advisor Gold Fund		$ 6,884.60
*	John Hancock Life Insurance Co of NY	Real Est. Securities Fund		$ 10,220.85
*	John Hancock Life Insurance Co of NY	DFA Emerging Markets Value		$ 16,670.74
*	John Hancock Life Insurance Co of NY	Oppenheimer Developing Mkt		$ 762.06
*	John Hancock Life Insurance Co of NY	SSgA Mid Growth Index Fund		$ 21,846.61
*	John Hancock Life Insurance Co of NY	International Value Fund		$ 2,611.75
*	John Hancock Life Insurance Co of NY	Small Cap Growth Index		$ 22,380.20
*	John Hancock Life Insurance Co of NY	Explorer		$ 2,587.03
*	John Hancock Life Insurance Co of NY	Franklin Small-Mid Growth		$ 14,766.90
*	John Hancock Life Insurance Co of NY	Small Cap Value Fund		$ 753.86
*	John Hancock Life Insurance Co of NY	T. Rowe Price Sml Cap Val		$ 13,476.96
*	John Hancock Life Insurance Co of NY	Capital World Growth & Income		$ 30,080.11
*	John Hancock Life Insurance Co of NY	The Growth Fund of America		$ 10,796.81
*	John Hancock Life Insurance Co of NY	Eaton Vance Large-Cap Value		$ 2,585.97
*	John Hancock Life Insurance Co of NY	Fidelity ContraFund		$ 38,294.93
*	John Hancock Life Insurance Co of NY	Columbia Equity Value		$ 31,907.98
*	John Hancock Life Insurance Co of NY	Washington Mutual Investors		$ 1,471.34
*	John Hancock Life Insurance Co of NY	American Balanced Fund		$ 12,956.88
*	John Hancock Life Insurance Co of NY	BlackRock Global Allocation		$ 2,905.32
*	John Hancock Life Insurance Co of NY	High Yield Fund		$ 10,175.60
*	John Hancock Life Insurance Co of NY	Real Return Bond Fund		$ 9,688.19
*	John Hancock Life Insurance Co of NY	Oppenheimer Intl Bond		$ 2,941.99
*	John Hancock Life Insurance Co of NY	Strategic Income Opp Fund		$ 18,786.02
*	John Hancock Life Insurance Co of NY	Total Return Fund		$ 13,674.33
*	John Hancock Life Insurance Co of NY	Core Bond Fund		$ 12,453.04
*	John Hancock Life Insurance Co of NY	PIMCO Total Return		$ 42,184.90
*	John Hancock Life Insurance Co of NY	John Hancock Stable Val		$ 5,614.80
*	John Hancock Life Insurance Co of NY	Capital World Growth & Income		$ 26,217.32
*	John Hancock Life Insurance Co of NY	PIMCO Total Return		$ 33,845.86
*	John Hancock Life Insurance Co of NY	Fidelity ContraFund		$ 35,575.58

*	John Hancock Life Insurance Co of NY	Retirement Living at 2040	$ 56,690.20
*	John Hancock Life Insurance Co of NY	Retirement Living at 2045	$ 60,378.56
*	John Hancock Life Insurance Co of NY	Lifestyle Aggressive	$ 86,187.71
*	John Hancock Life Insurance Co of NY	Retirement Living at 2035	$ 156,278.01
*	John Hancock Life Insurance Co of NY	Lifestyle Balanced	$ 542,627.27
*	John Hancock Life Insurance Co of NY	Lifestyle Growth	$ 558,536.29
		Participant Loans - Interest Variable	$ 56,338.00

Schedule H, Line 4i
Schedule of Assets (Held At End of Year)

Name of Plan: Mother Industries, LLC 401(k) Profit Sharing Plan

►

Employer Identification Number:► 20-0263558

For plan year (beginning/ending):► 1/1-12/31/2012 Plan 001

(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
*	John Hancock Life Insurance Co of NY	American Balanced Fund		12956.88
*	John Hancock Life Insurance Co of NY	BlackRock Global Allocation		2905.32
*	John Hancock Life Insurance Co of NY	Capital World Growth & Income		30080.11
*	John Hancock Life Insurance Co of NY	Columbia Equity Value		31907.98
*	John Hancock Life Insurance Co of NY	Core Bond Fund		12453.04
*	John Hancock Life Insurance Co of NY	DFA Emerging Markets Value		16670.74
*	John Hancock Life Insurance Co of NY	Eaton Vance Large-Cap Value		2585.97
*	John Hancock Life Insurance Co of NY	Explorer		2587.03
*	John Hancock Life Insurance Co of NY	Fidelity Advisor Gold Fund		6884.6
*	John Hancock Life Insurance Co of NY	Fidelity ContraFund		38294.93
*	John Hancock Life Insurance Co of NY	Franklin Small-Mid Growth		14766.9
*	John Hancock Life Insurance Co of NY	High Yield Fund		10175.6
*	John Hancock Life Insurance Co of NY	International Value Fund		2611.75
*	John Hancock Life Insurance Co of NY	John Hancock Stable Val		5614.8
*	John Hancock Life Insurance Co of NY	Lifestyle Aggressive		66181.47
*	John Hancock Life Insurance Co of NY	Lifestyle Balanced		745296.61
*	John Hancock Life Insurance Co of NY	Lifestyle Conservative		14544.71
*	John Hancock Life Insurance Co of NY	Lifestyle Growth		665167.12
*	John Hancock Life Insurance Co of NY	Lifestyle Moderate		48980.39
*	John Hancock Life Insurance Co of NY	Oppenheimer Developing Mkt		762.06
*	John Hancock Life Insurance Co of NY	Oppenheimer Intl Bond		2941.99
*	John Hancock Life Insurance Co of NY	PIMCO Total Return		42184.9
*	John Hancock Life Insurance Co of NY	Real Est. Securities Fund		10220.85
*	John Hancock Life Insurance Co of NY	Real Return Bond Fund		9688.19
*	John Hancock Life Insurance Co of NY	Retirement Living through 2035		205228.87
*	John Hancock Life Insurance Co of NY	Retirement Living through 2040		86889.06
*	John Hancock Life Insurance Co of NY	Retirement Living through 2045		61736.4
*	John Hancock Life Insurance Co of NY	Retirement Living through 2050		38325.65
*	John Hancock Life Insurance Co of NY	Small Cap Growth Index		22380.2
*	John Hancock Life Insurance Co of NY	Small Cap Value Fund		753.86
*	John Hancock Life Insurance Co of NY	SSgA Mid Growth Index Fund		21846.61
*	John Hancock Life Insurance Co of NY	Strategic Income Opp Fund		18786.02
*	John Hancock Life Insurance Co of NY	T. Rowe Price Sml Cap Val		13476.96
*	John Hancock Life Insurance Co of NY	The Growth Fund of America		10796.81
*	John Hancock Life Insurance Co of NY	Total Return Fund		13674.33
*	John Hancock Life Insurance Co of NY	Washington Mutual Investors		1471.34
		Participant Loans - Interest Variable		$ 56,338.00