

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 <u>01/01/2012</u> and ending <u>12/31/2012</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☐
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information —enter all requested information
1a Name of plan <u>DISC GRAPHICS, INC. 401(K) PLAN</u>	1b Three-digit plan number (PN) ► <u>001</u> 1c Effective date of plan <u>09/01/1985</u>
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>DISC GRAPHICS, INC.</u> <u>10 GILPIN AVENUE</u> <u>HAPPAGUE, NY 11788</u>	2b Employer Identification Number (EIN) <u>13-3678012</u> 2c Sponsor's telephone number <u>631-300-1252</u> 2d Business code (see instructions) <u>323100</u>

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

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

SIGN HERE	<u>Filed with authorized/valid electronic signature.</u>	<u>10/11/2013</u>	<u>MARGARET KRUMHOLZ</u>
	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		3b Administrator's EIN
		3c Administrator's telephone number
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name		4b EIN 4c PN
5 Total number of participants at the beginning of the plan year		5 455
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 236	
b Retired or separated participants receiving benefits.....	6b 0	
c Other retired or separated participants entitled to future benefits.....	6c 45	
d Subtotal. Add lines 6a , 6b , and 6c	6d 281	
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e 0	
f Total. Add lines 6d and 6e	6f 281	
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g 260	
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h 1	
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: 2F 2G 2J 2K 3D 2E		
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:		
9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor		9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)		
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

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

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

A Name of plan <u>DISC GRAPHICS, INC. 401(K) PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>DISC GRAPHICS, INC.</u>	D Employer Identification Number (EIN) <u>13-3678012</u>

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
ING INSTITUTIONAL PLAN SERVICES LLC

04-3516284

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

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

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

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

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

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

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

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

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

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

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

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

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

ING INSTITUTIONAL PLAN SERVICES LLC

04-3516284

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 37 64 26 27 63 60	RECORDKEEPER	12398	Yes ☒ No ☐	Yes ☒ No ☐	14938	Yes ☐ No ☒

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

MAINSTAY INVESTMENTS

52-2206685

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 52 63	INVESTMENT PRODUCT PROVID	0	Yes ☒ No ☐	Yes ☐ No ☒	21167	Yes ☐ No ☒

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

OPPENHEIMERFUNDS

13-2527171

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 52 63	INVESTMENT PRODUCT PROVID	0	Yes ☒ No ☐	Yes ☐ No ☒	18508	Yes ☐ No ☒

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

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

DAVIS FUNDS

52-1346931

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 52	INVESTMENT PRODUCT PROVID	0	Yes ☒ No ☐	Yes ☐ No ☒	8794	Yes ☐ No ☒

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

ALLIANCE FUNDS

13-3191825

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 52 63	INVESTMENT PRODUCT PROVID	0	Yes ☒ No ☐	Yes ☐ No ☒	6948	Yes ☐ No ☒

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

COLUMBIA WANGER ASSET MANAGEMENT

93-0577450

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 52	INVESTMENT PRODUCT PROVID	0	Yes ☒ No ☐	Yes ☐ No ☒	5485	Yes ☐ No ☒

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

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

MORGAN STANLEY SMITH BARNEY

THAMES STREET WARF 6TH FLOOR
1300 THAMES ST
BALTIMORE, MD 21231

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
55	BROKER/DEALER	0	Yes ☒ No ☐	Yes ☐ No ☒	25667	Yes ☐ No ☒

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

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

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
ALLIANCE FUNDS	28 52 63	5767
(d) Enter name and EIN (address) of source of indirect compensation ALLIANCEBERN SMALL CAP GRWTH PRT R 13-2625045		
(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. INVESTMENT MANAGEMENT INVESTMENT MANAGEMENT FEES		
(a) Enter service provider name as it appears on line 2 COLUMBIA WANGER ASSET MANAGEMENT		
(b) Service Codes (see instructions) 28 52		
(c) Enter amount of indirect compensation 5485		
(d) Enter name and EIN (address) of source of indirect compensation COLUMBIA INTERMEDIATE BOND FUND Z 36-2988056		
(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. INVESTMENT MANAGEMENT INVESTMENT MANAGEMENT FEES		
(a) Enter service provider name as it appears on line 2 DAVIS FUNDS		
(b) Service Codes (see instructions) 28 52		
(c) Enter amount of indirect compensation 8794		
(d) Enter name and EIN (address) of source of indirect compensation DAVIS NEW YORK VENTURE FUND Y 13-2601967		
(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. INVESTMENT MANAGEMENT INVESTMENT MANAGEMENT FEES		

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
ING FINANCIAL ADVISERS	63	1774
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
ALLIANCEBERN SMALL CAP GRWTH PRT R 13-2625045	12B-1 DISTRIBUTION FEES	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
ING FINANCIAL ADVISERS	63	4468
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
MAINSTAY LARGE CAP GROWTH FUND R2 52-2206685	12B-1 DISTRIBUTION FEES	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
ING FINANCIAL ADVISERS	63	5444
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
OPPENHEIMER DEVELOPING MARKETS FND 93-6305075	12B-1 DISTRIBUTION FEES	

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
ING INSTITUTIONAL PLAN SERVICE, LLC	60	3135
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
COLUMBIA INTERMEDIATE BOND FUND Z 36-2988056	SUB-TRANSFER/REIMBURSEMENT FEES	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
ING INSTITUTIONAL PLAN SERVICE, LLC	60	1702
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
DAVIS NEW YORK VENTURE FUND Y 13-2601967	SUB-TRANSFER/REIMBURSEMENT FEES	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
ING INSTITUTIONAL PLAN SERVICE, LLC	60	4468
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
MAINSTAY LARGE CAP GROWTH FUND R2 52-2206685	SUB-TRANSFER/REIMBURSEMENT FEES	

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
MAINSTAY INVESTMENTS	28 52 63	21167
<p>(d) Enter name and EIN (address) of source of indirect compensation</p> <p>MAINSTAY LARGE CAP GROWTH FUND R2</p> <p>52-2206685</p>		
<p>(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</p> <p>INVESTMENT MANAGEMENT INVESTMENT MANAGEMENT FEES 12B-1 DISTRIBUTION FEES</p>		
<p>(a) Enter service provider name as it appears on line 2</p> <p>OPPENHEIMERFUNDS</p>		
<p>(b) Service Codes (see instructions)</p> <p>28 52 63</p>		18508
<p>(d) Enter name and EIN (address) of source of indirect compensation</p> <p>OPPENHEIMER DEVELOPING MARKETS FND</p> <p>93-6305075</p>		
<p>(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</p> <p>INVESTMENT MANAGEMENT INVESTMENT MANAGEMENT FEES 12B-1 DISTRIBUTION FEES</p>		
<p>(a) Enter service provider name as it appears on line 2</p>		
<p>(b) Service Codes (see instructions)</p>		(c) Enter amount of indirect compensation
<p>(d) Enter name and EIN (address) of source of indirect compensation</p>		
<p>(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</p>		

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small>	DFE/Participating Plan Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2012 This Form is Open to Public Inspection.
---	--	--

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

A Name of plan <u>DISC GRAPHICS, INC. 401(K) PLAN</u>	B Three-digit plan number (PN) ►	<u>001</u>
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>DISC GRAPHICS, INC.</u>	D Employer Identification Number (EIN) <u>13-3678012</u>	

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

a Name of MTIA, CCT, PSA, or 103-12 IE: ING STABLE VALUE FUND 50

b Name of sponsor of entity listed in (a): WILMINGTON TRUST RETIREMENT AND INSTITUTIONAL SERVICES CO

c EIN-PN <u>26-1928760-140</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>240258</u>
---------------------------------------	-------------------------------	---

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

a Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	<small>OMB No. 1210-0110</small> 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 DISC GRAPHICS, INC. 401(K) PLAN		B Three-digit plan number (PN) ► 001
C Plan sponsor's name as shown on line 2a of Form 5500 DISC GRAPHICS, INC.		D Employer Identification Number (EIN) 13-3678012

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)	1234817	0
(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)	529614	402348
(9) Value of interest in common/collective trusts.....	1c(9)		240258
(10) Value of interest in pooled separate accounts.....	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	8970810	11145030
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)		

1d Employer-related investments:		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	10735241	11787636

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 through 1j)	1k	0	0

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	10735241	11787636
---	-----------	----------	----------

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)	32306	
(B) Participants	2a(1)(B)	661113	
(C) Others (including rollovers)	2a(1)(C)	52519	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		745938
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)	17553	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		17553
(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)		
(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)		1040458
c Other income.....	2c		17259
d Total income. Add all income amounts in column (b) and enter total.....	2d		1821208

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	645324	
(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)		645324
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		84485
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)	39004	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		39004
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		768813

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		1052395
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: **MARCUM LLP**

(2) EIN: **11-1986323**

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

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

Part IV Compliance Questions

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

During the plan year:

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

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

	Yes	No	Amount
4a		X	
4b		X	

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

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

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

5b(1) Name of plan(s)

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

Part V Trust Information (optional)

6a Name of trust

6b Trust's EIN

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

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

A Name of plan <u>DISC GRAPHICS, INC. 401(K) PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>DISC GRAPHICS, INC.</u>	D Employer Identification Number (EIN) <u>13-3678012</u>

Part I	Distributions
---------------	----------------------

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>71-0294708</u>	
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.	
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3

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

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

Part III	Amendments
-----------------	-------------------

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

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

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?.....	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.).....	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

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

Schedule R (Form 5500) 2012
v. 120126

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

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

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

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

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

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

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

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

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

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

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

- a** Enter the percentage of plan assets held as:
 Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%
- b** Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more
- c** What duration measure was used to calculate line 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify): _____

DISC GRAPHICS, INC. 401(k) PLAN
FINANCIAL STATEMENTS AND SUPPLEMENTAL SCHEDULE
DECEMBER 31, 2012 AND 2011

DISC GRAPHICS, INC. 401(k) PLAN

CONTENTS

Independent Auditors' Report.....	1-2
--	------------

Financial Statements

Statements of Net Assets Available for Benefits	3
Statement of Changes in Net Assets Available for Benefits.....	4

Notes to Financial Statements.....	5-16
---	-------------

Supplemental Schedule

Schedule of Assets (Held at End of Year)	17
--	----



INDEPENDENT AUDITORS' REPORT

To the Plan Administrator and Trustee of
Disc Graphics, Inc. 401(k) Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Disc Graphics, Inc. 401(k) Plan, which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statements of changes in net assets available for benefits for the year ended December 31, 2012, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 6, which was certified by ING Institutional Plan Services, LLC ("ING"), the record keeper of the Plan as an agent for, Reliance Trust Company, the former trustee of the Plan, and ING National Trust ("ING Trust"), the current trustee of the



Plan, except for comparing the information with the related information included in the financial statements and supplemental schedule. We have been informed by the plan administrator that ING held the Plan's investment assets and executed investment transactions from January 1, 2012 to March 31, 2012 and ING Trust held the Plan's investment assets and executed investment transactions for the period April 1, 2012 to December 31, 2012. The plan administrator has obtained certifications from the current and former trustees 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 current and former trustees is complete and accurate.

Disclaimer of Opinion

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

Other Matter

We were engaged for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedule of assets (held at end of year), which is the responsibility of plan management, is presented for the purpose of additional analysis and is not a required part of the financial statements but is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, it is inappropriate to and we do not express an opinion on the supplemental schedule referred to above.

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

The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the current and former trustees, 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.

Marcum LLP

Melville, NY
October 11, 2013

DISC GRAPHICS, INC. 401(k) PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

DECEMBER 31, 2012 AND 2011

	2012	2011
Assets		
Investments		
Common and collective trust, at fair value	\$ 240,258	\$ --
Mutual funds, at fair value	<u>11,145,030</u>	<u>10,205,627</u>
Total Investments	<u>11,385,288</u>	<u>10,205,627</u>
Receivables		
Notes receivable from participants	402,348	462,019
Participant contributions	<u>--</u>	<u>25,779</u>
Total Receivables	<u>402,348</u>	<u>487,798</u>
Total Assets	<u>11,787,636</u>	<u>10,693,425</u>
Liabilities		
Administrative fees payable	<u>4,554</u>	<u>10,929</u>
Total Liabilities	<u>4,554</u>	<u>10,929</u>
Net Assets Available for Benefits	<u>\$ 11,783,082</u>	<u>\$ 10,682,496</u>

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

DISC GRAPHICS, INC. 401(k) PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

FOR THE YEAR ENDED DECEMBER 31, 2012

Additions to Net Assets Attributed to:

Net appreciation in fair value of investments \$ 781,269

Dividend Income 259,189

Interest Income on Notes Receivable From Participants 17,553

Other Income 3,536

Contributions

Participant \$ 635,334

Employer 32,306

Rollover 52,519

Total Contributions 720,159

Total Additions 1,781,706

Deductions From Net Assets

Benefits paid to participants 648,491

Administrative expenses 32,629

Total Deductions 681,120

Net Increase 1,100,586

Net Assets Available for Benefits - Beginning 10,682,496

Net Assets Available for Benefits - Ending \$ 11,783,082

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

DISC GRAPHICS, INC. 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2012 AND 2011

NOTE 1 - DESCRIPTION OF THE PLAN

Disc Graphics, Inc. 401(k) Plan (the "Plan") is a defined contribution plan for the benefit of the employees of Disc Graphics, Inc. (the "Company"). The Plan was adopted effective September 1, 1985 and covers all eligible employees. All employees are eligible, except for those who are members of a collective bargaining agreement, leased, seasonal, or temporary employees. The Plan is qualified under Section 401(k) of the Internal Revenue Code ("IRC") and is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended ("ERISA"). The following description of the Plan provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

ELIGIBILITY

Under the terms of the Plan, either on January first or July first of each Plan year, all eligible employees who are age eighteen or older and have completed six months of service within the Company may elect to participate in the Plan.

CONTRIBUTIONS

An eligible employee may contribute up to 92% of his or her annual compensation, up to a maximum of \$17,000 for 2012, on a pretax basis, through the execution of a salary reduction agreement. Unless an eligible employee requests in writing not to participate in the Plan, all eligible employees are automatically enrolled in the Plan, with 2% of their annual cash compensation contributed to a mutual fund designated by the employer. Participants who have reached the age of 50 before the end of the Plan year are eligible to make catch-up contributions. The maximum catch-up contribution for 2012 was \$5,500 on a pre-tax basis.

In September 2012, the Company reinstated discretionary employer matching contributions. The amount of contributions made by the Employer for any given year shall not exceed the maximum amount allowable as a deduction by the Employer for federal income tax purposes. Total employer matching contributions were \$32,306 for the Plan year ended December 31, 2012.

PARTICIPANT ACCOUNTS

Each participant's account is credited with the participant's contribution and an allocation of Employer contributions, if any, and Plan earnings. All allocations are based on participant earnings or account balances to various investment options offered by the Plan. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

DISC GRAPHICS, INC. 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2012 AND 2011

NOTE 1 - DESCRIPTION OF THE PLAN (CONTINUED)

VESTING

Participants are immediately vested in their contributions plus actual earnings thereon. Vesting of the Company's discretionary matching contributions if any, and any income or loss is based on years of continuous service. A participant becomes fully vested after five years of credited service on a graded vesting schedule. However, a participant shall also become fully vested immediately upon death, permanent disability or attaining the normal retirement age of 65.

Years of Service	Vesting %
Less than 1 year	0%
1 year	20%
2 years	40%
3 years	60%
4 years	80%
5 years or more	100%

NOTES RECEIVABLE FROM PARTICIPANTS

Participants may borrow up to fifty percent (50%) of their vested account balance, subject to a minimum of \$1,000 and a maximum of \$50,000. The \$50,000 maximum amount is reduced by the highest outstanding loan balance during the one-year period ending the day before the loan. The participant may have no more than two (2) loans outstanding at one time. The loans are secured by the balance in the participant's accounts and bear annual interest. Rates on outstanding loans at December 31, 2012 ranged from 4.25% to 9.25%, which are commensurate with local prevailing rates determined by the Plan Administrator. Principal and interest are paid ratably through payroll deductions over a one to five year period, except for loans for the purchase of a principal residence, which may be repaid over a reasonable period of time that may be longer than five years. If any scheduled loan repayment is not made by the end of the calendar quarter following the calendar quarter that the missed payment was due, the loan is considered to be in default. During the year ended December 31, 2012, \$6,565 of loans in default were deemed distributions and were included in benefits paid to participants.

PAYMENT OF BENEFITS

All distributions from the Plan are made in one lump-sum cash payment. Participants are entitled to receive distributions upon attaining age 65 (normal retirement age), age 59½ (pre-retirement age) or as a result of a financial hardship as defined in the Plan.

DISC GRAPHICS, INC. 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2012 AND 2011

NOTE 1 - DESCRIPTION OF THE PLAN (CONTINUED)

PAYMENT OF BENEFITS (CONTINUED)

Participants that are terminated as a result of death, disability, or for other reasons are also entitled to distributions. The Plan was amended on January 1, 2005, whereby participant account balances in excess of \$1,000 require written authorization for distribution. Participant account balances of \$1,000 or less are automatically distributed in one lump-sum.

FORFEITURES

Forfeitures resulting from non-vested portions of participants' accounts who terminate prior to being fully vested are used first to reduce administrative expenses and any remaining forfeitures will be used to reduce any Employer contribution. For the year ended December 31, 2012, no forfeited non-vested amounts were used to reduce administrative expenses.

ADMINISTRATIVE EXPENSES

Administrative expenses are paid out of the net assets available for benefit unless paid by the Company. For the year ended December 31, 2012, the administrative expenses, primarily recordkeeping fees charged by ING, were paid out of the net assets available for benefits. These amounts were allocated among accounts of participants in the Plan, proportionately based on the value of the participants' account balances or an equal dollar value based on the number of participants in the Plan. Fees related to the administration of notes receivable from participants are charged directly to the participant's account and are included in administrative expenses. Investment related expenses are included in net appreciation of fair value of investments.

CHANGE IN TRUSTEES

Effective April 1, 2012, the Trustee of the Plan is ING National Trust. The recordkeeper of the Plan is ING Institutional Plan Services, LLC. Prior to April 1, 2012, the Trustee of the Plan was Reliance Trust Company.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

BASIS OF PRESENTATION

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

DISC GRAPHICS, INC. 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2012 AND 2011

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

BASIS OF PRESENTATION (CONTINUED)

Investment contracts held by a defined contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the plan. The Plan invests in investment contracts through a common and collective trust.

As of December 31, 2012, the fair value of the investment contracts in the common and collective trust was equal to the contract value. As a result, there is no adjustment to the statements of net assets available for benefits from fair value to contract value for fully benefit-responsive investment contracts at December 31, 2012.

INVESTMENT VALUATION AND INCOME RECOGNITION

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Plan's management determines the Plan's valuation policies utilizing information provided by the investment advisers, custodians and insurance company. See Note 3 for discussion of fair value measurements.

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

NOTES RECEIVABLE FROM PARTICIPANTS

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

DISC GRAPHICS, INC. 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2012 AND 2011

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

USE OF ESTIMATES IN THE FINANCIAL STATEMENTS

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reported period. Actual results could differ from those estimates.

PAYMENT OF BENEFITS

Benefits are recorded when paid.

RECLASSIFICATIONS

Certain amounts in the prior year's financial statements have been reclassified for comparative purposes to confirm to the presentation in the current year's financial statements. These reclassifications have no effect on previously reported net increase in net assets available for benefits.

NOTE 3 - FAIR VALUE MEASUREMENTS

Financial Accounting Standards Board ("FASB") *Accounting Standards Codification* ("ASC") 820, "Fair Value Measurements and Disclosures", establishes a framework for measuring fair value. That framework provides 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 prices in active markets for identical assets and have the highest priority, Level 2 inputs consist of observable inputs other than quoted prices for identical assets, and Level 3 inputs have the lowest priority. The plan uses appropriate valuation techniques based on the available inputs to measure the fair value of its investments. When available, the Plan measures fair value using Level 1 inputs because they generally provide the most reliable evidence of fair value. Level 3 inputs were used only when Level 1 or Level 2 inputs were not available. The three levels of the fair value hierarchy under FASB ASC 820 are described below:

LEVEL 1

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

DISC GRAPHICS, INC. 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2012 AND 2011

NOTE 3 - FAIR VALUE MEASUREMENTS (CONTINUED)

LEVEL 2

Inputs to the valuation methodology include:

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

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

LEVEL 3

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

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

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

Common and Collective Trust: Valued at the net value of participation units held by the Plan at year-end. The value of these units is determined by the trustee of the Plan based on the current market values of the underlying assets of the common and collective trust.

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

DISC GRAPHICS, INC. 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2012 AND 2011

NOTE 3 - FAIR VALUE MEASUREMENTS (CONTINUED)

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

Assets at Fair Value at December 31, 2012

	Level 1	Level 2	Level 3	Total
Common and Collective Trust:				
Stable Value Fund	\$ --	\$240,258	\$ --	\$ 240,258
Mutual Funds:				
Money Market Funds	1,029,841	--	--	1,029,841
Foreign Large Blend	533,001	--	--	533,001
Large Blend	2,117,590	--	--	2,117,590
Bonds	1,459,617	--	--	1,459,617
Diversified Emerging Markets	1,565,999	--	--	1,565,999
Government Funds	555,589	--	--	555,589
Growth Funds	2,418,558	--	--	2,418,558
Micro-Cap Fund	421,750	--	--	421,750
Moderate Allocations	149,536	--	--	149,536
Small Cap	484,998	--	--	484,998
Mid-Cap Growth	250,060	--	--	250,060
Target Date	158,491	--	--	158,491
Total Assets at Fair Value	<u>\$11,145,030</u>	<u>\$240,258</u>	<u>\$ --</u>	<u>\$11,385,288</u>

Assets at Fair Value at December 31, 2011

	Level 1	Level 2	Level 3	Total
Mutual Funds:				
Money Market Fund	1,234,817	--	--	1,234,817
Foreign Large Blend	464,453	--	--	464,453
Large Blend	1,862,721	--	--	1,862,721
Bonds	1,406,965	--	--	1,406,965
Diversified Emerging Markets	1,385,878	--	--	1,385,878
Government Funds	370,068	--	--	370,068
Growth Funds	2,374,594	--	--	2,374,594
Micro-Cap Fund	420,057	--	--	420,057
Moderate Allocations	57,261	--	--	57,261
Small Cap	445,246	--	--	445,246
Mid-Cap Growth	183,567	--	--	183,567
Total Assets at Fair Value	<u>\$10,205,627</u>	<u>\$ --</u>	<u>\$ --</u>	<u>\$10,205,627</u>

DISC GRAPHICS, INC. 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2012 AND 2011

NOTE 3 - FAIR VALUE MEASUREMENTS (CONTINUED)

FAIR VALUE OF INVESTMENTS IN ENTITIES THAT USE NAV

The following table summarizes investments measured at fair value based on NAV per share as of December 31, 2012:

December 31, 2012	Fair Value	Unfunded Commitments	Redemption Frequency (if currently eligible)	Redemption Notice Period
Common and Collective Trust:				
ING Stable Value Fund	\$240,258	n/a	Daily	30 days

NOTE 4 - INVESTMENTS

The fair value of investments that represent five percent (5%) or more of the Plan's net assets available for benefits as of December 31, 2012 and 2011 are as follows:

	December 31,	
	2012	2011
Columbia Intermediate Bond Z	\$ 1,217,826	\$ 1,143,249
Davis NY Venture Fund Y	1,958,830	1,759,214
Growth Fund of America	*	2,374,594
Western Asset Government Money Market	1,026,376	1,234,817
MainStay Large Cap Growth Fund Class R2	2,418,558	*
Oppenheimer Developing Markets Fund Class N	1,565,999	*
SSGA Emerging Markets Fund	*	1,385,878

* The investment balance does not represent five percent (5%) or more of the Plan's net assets available for benefits for the respective plan year end.

NOTE 5 - PLAN TERMINATION

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

DISC GRAPHICS, INC. 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2012 AND 2011

NOTE 6 - INFORMATION CERTIFIED BY THE PLAN'S TRUSTEES

The Plan Administrator has elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under such election, the Plan Administrator instructed the Plan's independent auditors not to perform auditing procedures with respect to the information certified by ING Institutional Plan Services, LLC, the record keeper of the Plan as an agent for Reliance Trust Company, the former trustee for the Plan, at December 31, 2011, and for the period January 1, 2012 to March 31, 2012, as well as the information certified by ING Trust, the current trustee of the Plan, at December 31, 2012 and for the period April 1, 2012 to December 31, 2012 except for comparing the information certified by the trustees to information included in the Plan's financial statements and supplemental schedule. The information certified by the Plan trustees as of December 31, 2012 and 2011 and for the year ended December 31, 2012 is as follows:

		December 31, 2012	2011
Investments:			
Common and Collective Trust, at fair value		\$ 240,258	\$ --
Mutual funds at fair value		<u>11,145,030</u>	<u>10,205,627</u>
Total Investments		<u>\$11,385,288</u>	<u>\$10,205,627</u>
		For the Period April 1, 2012 to December 31, 2012	For the Period January 1, 2012 to March 31, 2012
	Total		
Investment Income:			
Net appreciation in fair value of investments	\$ 781,269	\$(165,618)	\$946,887
Dividend income	<u>259,189</u>	<u>239,476</u>	<u>19,713</u>
Net Investment Income	<u>\$1,040,458</u>	<u>\$ 73,858</u>	<u>\$966,600</u>

During the year ended December 31, 2012, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated in net value by \$781,269 as follows:

Common and collective trust	\$ 2,319
Mutual Funds	<u>778,950</u>
Total	<u>\$781,269</u>

DISC GRAPHICS, INC. 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2012 AND 2011

NOTE 7 - TAX STATUS

The Company adopted a Prototype plan, which received an opinion letter from the Internal Revenue Service ("IRS"), dated June 5, 2002, which stated that the Company may rely on the opinion letter with respect to the qualification of the Plan under IRC Section 401(a) except as stated below, and also informed the Company that the Prototype Plan will not receive a determination letter. The opinion of the IRS does not apply for purposes of IRC401(a)(10)(B) and 401(a)(16); however, the Company may separately request a determination from the IRS with respect thereto. The Company has not requested such a determination. The Plan sponsor believes that the Plan is designed and is currently being operated in compliance with the applicable provisions of the IRC. Therefore, no provision for income taxes has been included in the Plan's financial statements.

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

NOTE 8 - PARTY-IN-INTEREST TRANSACTIONS

Certain Plan investments are shares of mutual funds and interest in a common and collective trust which are managed by an affiliate of the Plan's current trustee and, therefore, these transactions qualify as party-in-interest transactions.

NOTE 9 - RISKS AND UNCERTAINTIES

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

DISC GRAPHICS, INC. 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2012 AND 2011

NOTE 10 - 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:

	December 31,	
	2012	2011
Net assets available for benefits per the financial statements	\$11,783,082	\$10,682,496
Accrual for contributions receivable	--	(25,779)
Accrual for administrative fees	4,554	10,929
Deemed distribution	--	67,595
Net Assets Available for Benefits per Form 5500	<u>\$11,787,636</u>	<u>\$10,735,241</u>

The following is a reconciliation of contributions, benefits paid to participants and administrative expenses per the financial statements for the year ended December 31, 2012 to Form 5500:

	For the Year Ended December 31, 2012
Participant contributions per the financial statements	\$635,334
Add: Accrual for contributions receivable, 2011	<u>25,779</u>
Participant Contributions per Form 5500	<u>\$661,113</u>
Other income per the financial statements	\$ 3,536
Add: Interest related to deemed distribution	<u>13,723</u>
Other Income per Form 5500	<u>\$17,259</u>

DISC GRAPHICS, INC. 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2012 AND 2011

NOTE 10 - RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500 (CONTINUED)

Benefits paid to participants per the financial statements	\$648,491
Add: Loans defaulted in prior years, deemed distributed in 2012	67,595
Add: Interest related to deemed distributions	<u>13,723</u>
Benefits Paid to Participants per Form 5500	<u>\$729,809</u>
Administrative expenses per the financial statements	\$ 32,629
Add: Accrual for administrative expenses, 2011	10,929
Less: Accrual for administrative expenses, 2012	<u>(4,554)</u>
Administrative Expenses per Form 5500	<u>\$ 39,004</u>

The reconciliations are due to Form 5500 being prepared on the cash basis, while the financial statements are prepared on the accrual basis.

NOTE 11 - SUBSEQUENT EVENTS

The Plan's management evaluated events occurring subsequent to December 31, 2012 through October 11, 2013 for potential recognition and disclosure in the financial statements. No events have occurred that would require adjustment to the financial statements, which were available to be issued October 11, 2013.

DISC GRAPHICS, INC. 401(k) PLAN

SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

EIN: 13-3678012

PN: 001

DECEMBER 31, 2012

(a)	(b) Identity of Issue, Borrower, Lessor or similar party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost**	(e) Current Value
Mutual Funds:				
	Western Asset Government Money Market	Money Market Fund	\$	1,026,376
	Black Rock Liquidity Temp Fund	Money Market Fund		3,465
	Europacific Growth Fund	Mutual Fund		533,001
	Investment Company of America	Mutual Fund		158,760
	Oppenheimer Developing Markets Fund-Class N	Mutual Fund		1,565,999
	Dreyfus US Treasury Long-Term	Mutual Fund		100,739
	American Balanced Fund	Mutual Fund		149,536
	Davis NY Venture Fund Y	Mutual Fund		1,958,830
*	ING GNMA Income Fund A	Mutual Fund		454,850
	Columbia Intermediate Bond Z	Mutual Fund		1,217,826
	Alliance Bernstein Small Cap Growth Portfolio Class R	Mutual Fund		484,998
	Royce Micro Cap Fund Investment	Mutual Fund		421,750
	Prudential Jennison Mid Cap Growth Fund, Inc. Class R	Mutual Fund		250,060
	T Rowe Price International Bond Advanced	Mutual Fund		241,791
	MainStay Large Cap Growth Fund-Class R2	Mutual Fund		2,418,558
	Alliance Bernstein 2025 Retirement Strategy Class R	Mutual Fund		5,507
	Alliance Bernstein 2030 Retirement Strategy Class R	Mutual Fund		5,067
	Alliance Bernstein 2035 Retirement Strategy Class R	Mutual Fund		127,407
	Alliance Bernstein 2040 Retirement Strategy Class R	Mutual Fund		5,071
	Alliance Bernstein 2045 Retirement Strategy Class R	Mutual Fund		5,073
	Alliance Bernstein 2050 Retirement Strategy Class R	Mutual Fund		5,076
	Alliance Bernstein 2055 Retirement Strategy Class R	Mutual Fund		5,290
	Total Mutual Funds			<u>11,145,030</u>
Common and Collective Trust:				
*	ING Stable Value Fund	Common and Collective Trust		<u>240,258</u>
				11,385,288
	Participant loans	Annual interest rates ranging from 4.25% to 9.25% with maturities ranging from 1-5 years	\$ --	<u>402,348</u>
	Total		<u>\$ --</u>	<u>\$ 11,787,636</u>

The above information has been certified as complete and accurate by the Plan's trustee.

* Fund is managed by ING Trust, the current trustee of the Plan, and therefore,
a party-in-interest as defined by ERISA.

** Cost information is not required for participant directed investments.

See independent auditor's report.

Attachment to 2012 Form 5500
Schedule H, line 4i - Schedule of Assets
(Held at End of Year)
Disc Graphics, Inc. 401(k) Plan
EIN# 13-3678012
Plan# 001
As Of December 31, 2012

(a) (b) Identity of issue, borrower, lessor or similar party	(c) Description of investments including maturity date, rate of interest, collateral, par, or maturity date	(d) Cost	(e) Current Value
AllBern 2025 Retire Strat R	Registered Investment Company		\$5,507
AllBern 2030 Retire Strat R	Registered Investment Company		\$5,067
AllBern 2035 Retire Strat R	Registered Investment Company		\$127,407
AllBern 2040 Retire Strat R	Registered Investment Company		\$5,069
AllBern 2045 Retire Strat R	Registered Investment Company		\$5,073
AllBern 2050 Retire Strat R	Registered Investment Company		\$5,076
AllBern 2055 Retire Strat R	Registered Investment Company		\$5,290
AllBern Small Cap Grw Port R	Registered Investment Company		\$484,998
American Funds Am Balancd F1	Registered Investment Company		\$149,536
American Funds EuroPacific F1	Registered Investment Company		\$533,001
American Funds Inv Co Am F1	Registered Investment Company		\$158,760
BlkRck Liquid TempFund CM	Registered Investment Company		\$3,465
Columbia Intermediate Bd Fnd Z	Registered Investment Company		\$1,217,826
Davis New York Venture Fund Y	Registered Investment Company		\$1,958,830
Dreyfus US Trsy Long Term Fd	Registered Investment Company		\$100,739
* ING GNMA Income Fund A	Registered Investment Company		\$454,850
* ING Stable Value Fund 50	Common Collective Trust		\$240,258
MainStay LgCp Growth Fnd R2	Registered Investment Company		\$2,418,558
Oppenhrm Developing Mkts Fnd N	Registered Investment Company		\$1,565,999
Prudential Jenn Md Cp Grw Fd R	Registered Investment Company		\$250,060
Royce Micro-Cap Fund Inv	Registered Investment Company		\$421,750
TRwPr Intl Bond Fnd Adv	Registered Investment Company		\$241,791
WstAsst Govmt Money Mrkt Fnd A	Registered Investment Company		\$1,026,376
Participant Loans - Rates 4.25% to 6.00%	Registered Investment Company		\$402,348
TOTAL			\$11,787,636

* denotes party-in-interest

Column (d) is not required as the Plan's investments are totally participant directed.

DISC GRAPHICS, INC. 401(k) PLAN
FINANCIAL STATEMENTS AND SUPPLEMENTAL SCHEDULE
DECEMBER 31, 2012 AND 2011

DISC GRAPHICS, INC. 401(k) PLAN

CONTENTS

Independent Auditors' Report.....	1-2
-----------------------------------	-----

Financial Statements

Statements of Net Assets Available for Benefits	3
Statement of Changes in Net Assets Available for Benefits.....	4

Notes to Financial Statements.....	5-16
------------------------------------	------

Supplemental Schedule

Schedule of Assets (Held at End of Year)	17
--	----



INDEPENDENT AUDITORS' REPORT

To the Plan Administrator and Trustee of
Disc Graphics, Inc. 401(k) Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Disc Graphics, Inc. 401(k) Plan, which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statements of changes in net assets available for benefits for the year ended December 31, 2012, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 6, which was certified by ING Institutional Plan Services, LLC ("ING"), the record keeper of the Plan as an agent for, Reliance Trust Company, the former trustee of the Plan, and ING National Trust ("ING Trust"), the current trustee of the



Plan, except for comparing the information with the related information included in the financial statements and supplemental schedule. We have been informed by the plan administrator that ING held the Plan's investment assets and executed investment transactions from January 1, 2012 to March 31, 2012 and ING Trust held the Plan's investment assets and executed investment transactions for the period April 1, 2012 to December 31, 2012. The plan administrator has obtained certifications from the current and former trustees 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 current and former trustees is complete and accurate.

Disclaimer of Opinion

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

Other Matter

We were engaged for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedule of assets (held at end of year), which is the responsibility of plan management, is presented for the purpose of additional analysis and is not a required part of the financial statements but is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, it is inappropriate to and we do not express an opinion on the supplemental schedule referred to above.

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

The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the current and former trustees, 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.

Marcum LLP

Melville, NY
October 11, 2013

DISC GRAPHICS, INC. 401(k) PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

DECEMBER 31, 2012 AND 2011

	2012	2011
Assets		
Investments		
Common and collective trust, at fair value	\$ 240,258	\$ --
Mutual funds, at fair value	<u>11,145,030</u>	<u>10,205,627</u>
Total Investments	<u>11,385,288</u>	<u>10,205,627</u>
Receivables		
Notes receivable from participants	402,348	462,019
Participant contributions	<u>--</u>	<u>25,779</u>
Total Receivables	<u>402,348</u>	<u>487,798</u>
Total Assets	<u>11,787,636</u>	<u>10,693,425</u>
Liabilities		
Administrative fees payable	<u>4,554</u>	<u>10,929</u>
Total Liabilities	<u>4,554</u>	<u>10,929</u>
Net Assets Available for Benefits	<u>\$ 11,783,082</u>	<u>\$ 10,682,496</u>

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

DISC GRAPHICS, INC. 401(k) PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

FOR THE YEAR ENDED DECEMBER 31, 2012

Additions to Net Assets Attributed to:

Net appreciation in fair value of investments \$ 781,269

Dividend Income 259,189

Interest Income on Notes Receivable From Participants 17,553

Other Income 3,536

Contributions

Participant \$ 635,334

Employer 32,306

Rollover 52,519

Total Contributions 720,159

Total Additions 1,781,706

Deductions From Net Assets

Benefits paid to participants 648,491

Administrative expenses 32,629

Total Deductions 681,120

Net Increase 1,100,586

Net Assets Available for Benefits - Beginning 10,682,496

Net Assets Available for Benefits - Ending \$ 11,783,082

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

DISC GRAPHICS, INC. 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2012 AND 2011

NOTE 1 - DESCRIPTION OF THE PLAN

Disc Graphics, Inc. 401(k) Plan (the "Plan") is a defined contribution plan for the benefit of the employees of Disc Graphics, Inc. (the "Company"). The Plan was adopted effective September 1, 1985 and covers all eligible employees. All employees are eligible, except for those who are members of a collective bargaining agreement, leased, seasonal, or temporary employees. The Plan is qualified under Section 401(k) of the Internal Revenue Code ("IRC") and is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended ("ERISA"). The following description of the Plan provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

ELIGIBILITY

Under the terms of the Plan, either on January first or July first of each Plan year, all eligible employees who are age eighteen or older and have completed six months of service within the Company may elect to participate in the Plan.

CONTRIBUTIONS

An eligible employee may contribute up to 92% of his or her annual compensation, up to a maximum of \$17,000 for 2012, on a pretax basis, through the execution of a salary reduction agreement. Unless an eligible employee requests in writing not to participate in the Plan, all eligible employees are automatically enrolled in the Plan, with 2% of their annual cash compensation contributed to a mutual fund designated by the employer. Participants who have reached the age of 50 before the end of the Plan year are eligible to make catch-up contributions. The maximum catch-up contribution for 2012 was \$5,500 on a pre-tax basis.

In September 2012, the Company reinstated discretionary employer matching contributions. The amount of contributions made by the Employer for any given year shall not exceed the maximum amount allowable as a deduction by the Employer for federal income tax purposes. Total employer matching contributions were \$32,306 for the Plan year ended December 31, 2012.

PARTICIPANT ACCOUNTS

Each participant's account is credited with the participant's contribution and an allocation of Employer contributions, if any, and Plan earnings. All allocations are based on participant earnings or account balances to various investment options offered by the Plan. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

DISC GRAPHICS, INC. 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2012 AND 2011

NOTE 1 - DESCRIPTION OF THE PLAN (CONTINUED)

VESTING

Participants are immediately vested in their contributions plus actual earnings thereon. Vesting of the Company's discretionary matching contributions if any, and any income or loss is based on years of continuous service. A participant becomes fully vested after five years of credited service on a graded vesting schedule. However, a participant shall also become fully vested immediately upon death, permanent disability or attaining the normal retirement age of 65.

Years of Service	Vesting %
Less than 1 year	0%
1 year	20%
2 years	40%
3 years	60%
4 years	80%
5 years or more	100%

NOTES RECEIVABLE FROM PARTICIPANTS

Participants may borrow up to fifty percent (50%) of their vested account balance, subject to a minimum of \$1,000 and a maximum of \$50,000. The \$50,000 maximum amount is reduced by the highest outstanding loan balance during the one-year period ending the day before the loan. The participant may have no more than two (2) loans outstanding at one time. The loans are secured by the balance in the participant's accounts and bear annual interest. Rates on outstanding loans at December 31, 2012 ranged from 4.25% to 9.25%, which are commensurate with local prevailing rates determined by the Plan Administrator. Principal and interest are paid ratably through payroll deductions over a one to five year period, except for loans for the purchase of a principal residence, which may be repaid over a reasonable period of time that may be longer than five years. If any scheduled loan repayment is not made by the end of the calendar quarter following the calendar quarter that the missed payment was due, the loan is considered to be in default. During the year ended December 31, 2012, \$6,565 of loans in default were deemed distributions and were included in benefits paid to participants.

PAYMENT OF BENEFITS

All distributions from the Plan are made in one lump-sum cash payment. Participants are entitled to receive distributions upon attaining age 65 (normal retirement age), age 59½ (pre-retirement age) or as a result of a financial hardship as defined in the Plan.

DISC GRAPHICS, INC. 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2012 AND 2011

NOTE 1 - DESCRIPTION OF THE PLAN (CONTINUED)

PAYMENT OF BENEFITS (CONTINUED)

Participants that are terminated as a result of death, disability, or for other reasons are also entitled to distributions. The Plan was amended on January 1, 2005, whereby participant account balances in excess of \$1,000 require written authorization for distribution. Participant account balances of \$1,000 or less are automatically distributed in one lump-sum.

FORFEITURES

Forfeitures resulting from non-vested portions of participants' accounts who terminate prior to being fully vested are used first to reduce administrative expenses and any remaining forfeitures will be used to reduce any Employer contribution. For the year ended December 31, 2012, no forfeited non-vested amounts were used to reduce administrative expenses.

ADMINISTRATIVE EXPENSES

Administrative expenses are paid out of the net assets available for benefit unless paid by the Company. For the year ended December 31, 2012, the administrative expenses, primarily recordkeeping fees charged by ING, were paid out of the net assets available for benefits. These amounts were allocated among accounts of participants in the Plan, proportionately based on the value of the participants' account balances or an equal dollar value based on the number of participants in the Plan. Fees related to the administration of notes receivable from participants are charged directly to the participant's account and are included in administrative expenses. Investment related expenses are included in net appreciation of fair value of investments.

CHANGE IN TRUSTEES

Effective April 1, 2012, the Trustee of the Plan is ING National Trust. The recordkeeper of the Plan is ING Institutional Plan Services, LLC. Prior to April 1, 2012, the Trustee of the Plan was Reliance Trust Company.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

BASIS OF PRESENTATION

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

DISC GRAPHICS, INC. 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2012 AND 2011

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

BASIS OF PRESENTATION (CONTINUED)

Investment contracts held by a defined contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the plan. The Plan invests in investment contracts through a common and collective trust.

As of December 31, 2012, the fair value of the investment contracts in the common and collective trust was equal to the contract value. As a result, there is no adjustment to the statements of net assets available for benefits from fair value to contract value for fully benefit-responsive investment contracts at December 31, 2012.

INVESTMENT VALUATION AND INCOME RECOGNITION

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Plan's management determines the Plan's valuation policies utilizing information provided by the investment advisers, custodians and insurance company. See Note 3 for discussion of fair value measurements.

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

NOTES RECEIVABLE FROM PARTICIPANTS

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

DISC GRAPHICS, INC. 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2012 AND 2011

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

USE OF ESTIMATES IN THE FINANCIAL STATEMENTS

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reported period. Actual results could differ from those estimates.

PAYMENT OF BENEFITS

Benefits are recorded when paid.

RECLASSIFICATIONS

Certain amounts in the prior year's financial statements have been reclassified for comparative purposes to confirm to the presentation in the current year's financial statements. These reclassifications have no effect on previously reported net increase in net assets available for benefits.

NOTE 3 - FAIR VALUE MEASUREMENTS

Financial Accounting Standards Board ("FASB") *Accounting Standards Codification* ("ASC") 820, "Fair Value Measurements and Disclosures", establishes a framework for measuring fair value. That framework provides 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 prices in active markets for identical assets and have the highest priority, Level 2 inputs consist of observable inputs other than quoted prices for identical assets, and Level 3 inputs have the lowest priority. The plan uses appropriate valuation techniques based on the available inputs to measure the fair value of its investments. When available, the Plan measures fair value using Level 1 inputs because they generally provide the most reliable evidence of fair value. Level 3 inputs were used only when Level 1 or Level 2 inputs were not available. The three levels of the fair value hierarchy under FASB ASC 820 are described below:

LEVEL 1

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

DISC GRAPHICS, INC. 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2012 AND 2011

NOTE 3 - FAIR VALUE MEASUREMENTS (CONTINUED)

LEVEL 2

Inputs to the valuation methodology include:

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

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

LEVEL 3

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

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

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

Common and Collective Trust: Valued at the net value of participation units held by the Plan at year-end. The value of these units is determined by the trustee of the Plan based on the current market values of the underlying assets of the common and collective trust.

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

DISC GRAPHICS, INC. 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2012 AND 2011

NOTE 3 - FAIR VALUE MEASUREMENTS (CONTINUED)

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

Assets at Fair Value at December 31, 2012

	Level 1	Level 2	Level 3	Total
Common and Collective Trust:				
Stable Value Fund	\$ --	\$240,258	\$ --	\$ 240,258
Mutual Funds:				
Money Market Funds	1,029,841	--	--	1,029,841
Foreign Large Blend	533,001	--	--	533,001
Large Blend	2,117,590	--	--	2,117,590
Bonds	1,459,617	--	--	1,459,617
Diversified Emerging Markets	1,565,999	--	--	1,565,999
Government Funds	555,589	--	--	555,589
Growth Funds	2,418,558	--	--	2,418,558
Micro-Cap Fund	421,750	--	--	421,750
Moderate Allocations	149,536	--	--	149,536
Small Cap	484,998	--	--	484,998
Mid-Cap Growth	250,060	--	--	250,060
Target Date	158,491	--	--	158,491
Total Assets at Fair Value	<u>\$11,145,030</u>	<u>\$240,258</u>	<u>\$ --</u>	<u>\$11,385,288</u>

Assets at Fair Value at December 31, 2011

	Level 1	Level 2	Level 3	Total
Mutual Funds:				
Money Market Fund	1,234,817	--	--	1,234,817
Foreign Large Blend	464,453	--	--	464,453
Large Blend	1,862,721	--	--	1,862,721
Bonds	1,406,965	--	--	1,406,965
Diversified Emerging Markets	1,385,878	--	--	1,385,878
Government Funds	370,068	--	--	370,068
Growth Funds	2,374,594	--	--	2,374,594
Micro-Cap Fund	420,057	--	--	420,057
Moderate Allocations	57,261	--	--	57,261
Small Cap	445,246	--	--	445,246
Mid-Cap Growth	183,567	--	--	183,567
Total Assets at Fair Value	<u>\$10,205,627</u>	<u>\$ --</u>	<u>\$ --</u>	<u>\$10,205,627</u>

DISC GRAPHICS, INC. 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2012 AND 2011

NOTE 3 - FAIR VALUE MEASUREMENTS (CONTINUED)

FAIR VALUE OF INVESTMENTS IN ENTITIES THAT USE NAV

The following table summarizes investments measured at fair value based on NAV per share as of December 31, 2012:

December 31, 2012	Fair Value	Unfunded Commitments	Redemption Frequency (if currently eligible)	Redemption Notice Period
Common and Collective Trust:				
ING Stable Value Fund	\$240,258	n/a	Daily	30 days

NOTE 4 - INVESTMENTS

The fair value of investments that represent five percent (5%) or more of the Plan's net assets available for benefits as of December 31, 2012 and 2011 are as follows:

	December 31,	
	2012	2011
Columbia Intermediate Bond Z	\$ 1,217,826	\$ 1,143,249
Davis NY Venture Fund Y	1,958,830	1,759,214
Growth Fund of America	*	2,374,594
Western Asset Government Money Market	1,026,376	1,234,817
MainStay Large Cap Growth Fund Class R2	2,418,558	*
Oppenheimer Developing Markets Fund Class N	1,565,999	*
SSGA Emerging Markets Fund	*	1,385,878

* The investment balance does not represent five percent (5%) or more of the Plan's net assets available for benefits for the respective plan year end.

NOTE 5 - PLAN TERMINATION

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

DISC GRAPHICS, INC. 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2012 AND 2011

NOTE 6 - INFORMATION CERTIFIED BY THE PLAN'S TRUSTEES

The Plan Administrator has elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under such election, the Plan Administrator instructed the Plan's independent auditors not to perform auditing procedures with respect to the information certified by ING Institutional Plan Services, LLC, the record keeper of the Plan as an agent for Reliance Trust Company, the former trustee for the Plan, at December 31, 2011, and for the period January 1, 2012 to March 31, 2012, as well as the information certified by ING Trust, the current trustee of the Plan, at December 31, 2012 and for the period April 1, 2012 to December 31, 2012 except for comparing the information certified by the trustees to information included in the Plan's financial statements and supplemental schedule. The information certified by the Plan trustees as of December 31, 2012 and 2011 and for the year ended December 31, 2012 is as follows:

		December 31, 2012	2011
Investments:			
Common and Collective Trust, at fair value		\$ 240,258	\$ --
Mutual funds at fair value		<u>11,145,030</u>	<u>10,205,627</u>
Total Investments		<u>\$11,385,288</u>	<u>\$10,205,627</u>
		For the Period April 1, 2012 to December 31, 2012	For the Period January 1, 2012 to March 31, 2012
	Total		
Investment Income:			
Net appreciation in fair value of investments	\$ 781,269	\$(165,618)	\$946,887
Dividend income	<u>259,189</u>	<u>239,476</u>	<u>19,713</u>
Net Investment Income	<u>\$1,040,458</u>	<u>\$ 73,858</u>	<u>\$966,600</u>

During the year ended December 31, 2012, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated in net value by \$781,269 as follows:

Common and collective trust	\$ 2,319
Mutual Funds	<u>778,950</u>
Total	<u>\$781,269</u>

DISC GRAPHICS, INC. 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2012 AND 2011

NOTE 7 - TAX STATUS

The Company adopted a Prototype plan, which received an opinion letter from the Internal Revenue Service ("IRS"), dated June 5, 2002, which stated that the Company may rely on the opinion letter with respect to the qualification of the Plan under IRC Section 401(a) except as stated below, and also informed the Company that the Prototype Plan will not receive a determination letter. The opinion of the IRS does not apply for purposes of IRC401(a)(10)(B) and 401(a)(16); however, the Company may separately request a determination from the IRS with respect thereto. The Company has not requested such a determination. The Plan sponsor believes that the Plan is designed and is currently being operated in compliance with the applicable provisions of the IRC. Therefore, no provision for income taxes has been included in the Plan's financial statements.

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

NOTE 8 - PARTY-IN-INTEREST TRANSACTIONS

Certain Plan investments are shares of mutual funds and interest in a common and collective trust which are managed by an affiliate of the Plan's current trustee and, therefore, these transactions qualify as party-in-interest transactions.

NOTE 9 - RISKS AND UNCERTAINTIES

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

DISC GRAPHICS, INC. 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2012 AND 2011

NOTE 10 - 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:

	December 31,	
	2012	2011
Net assets available for benefits per the financial statements	\$11,783,082	\$10,682,496
Accrual for contributions receivable	--	(25,779)
Accrual for administrative fees	4,554	10,929
Deemed distribution	--	67,595
Net Assets Available for Benefits per Form 5500	<u>\$11,787,636</u>	<u>\$10,735,241</u>

The following is a reconciliation of contributions, benefits paid to participants and administrative expenses per the financial statements for the year ended December 31, 2012 to Form 5500:

	For the Year Ended December 31, 2012
Participant contributions per the financial statements	\$635,334
Add: Accrual for contributions receivable, 2011	<u>25,779</u>
Participant Contributions per Form 5500	<u>\$661,113</u>
Other income per the financial statements	\$ 3,536
Add: Interest related to deemed distribution	<u>13,723</u>
Other Income per Form 5500	<u>\$17,259</u>

DISC GRAPHICS, INC. 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2012 AND 2011

NOTE 10 - RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500 (CONTINUED)

Benefits paid to participants per the financial statements	\$648,491
Add: Loans defaulted in prior years, deemed distributed in 2012	67,595
Add: Interest related to deemed distributions	<u>13,723</u>
Benefits Paid to Participants per Form 5500	<u>\$729,809</u>
Administrative expenses per the financial statements	\$ 32,629
Add: Accrual for administrative expenses, 2011	10,929
Less: Accrual for administrative expenses, 2012	<u>(4,554)</u>
Administrative Expenses per Form 5500	<u>\$ 39,004</u>

The reconciliations are due to Form 5500 being prepared on the cash basis, while the financial statements are prepared on the accrual basis.

NOTE 11 - SUBSEQUENT EVENTS

The Plan's management evaluated events occurring subsequent to December 31, 2012 through October 11, 2013 for potential recognition and disclosure in the financial statements. No events have occurred that would require adjustment to the financial statements, which were available to be issued October 11, 2013.

DISC GRAPHICS, INC. 401(k) PLAN

SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

EIN: 13-3678012

PN: 001

DECEMBER 31, 2012

(a)	(b) Identity of Issue, Borrower, Lessor or similar party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost**	(e) Current Value
Mutual Funds:				
	Western Asset Government Money Market	Money Market Fund	\$	1,026,376
	Black Rock Liquidity Temp Fund	Money Market Fund		3,465
	Europacific Growth Fund	Mutual Fund		533,001
	Investment Company of America	Mutual Fund		158,760
	Oppenheimer Developing Markets Fund-Class N	Mutual Fund		1,565,999
	Dreyfus US Treasury Long-Term	Mutual Fund		100,739
	American Balanced Fund	Mutual Fund		149,536
	Davis NY Venture Fund Y	Mutual Fund		1,958,830
*	ING GNMA Income Fund A	Mutual Fund		454,850
	Columbia Intermediate Bond Z	Mutual Fund		1,217,826
	Alliance Bernstein Small Cap Growth Portfolio Class R	Mutual Fund		484,998
	Royce Micro Cap Fund Investment	Mutual Fund		421,750
	Prudential Jennison Mid Cap Growth Fund, Inc. Class R	Mutual Fund		250,060
	T Rowe Price International Bond Advanced	Mutual Fund		241,791
	MainStay Large Cap Growth Fund-Class R2	Mutual Fund		2,418,558
	Alliance Bernstein 2025 Retirement Strategy Class R	Mutual Fund		5,507
	Alliance Bernstein 2030 Retirement Strategy Class R	Mutual Fund		5,067
	Alliance Bernstein 2035 Retirement Strategy Class R	Mutual Fund		127,407
	Alliance Bernstein 2040 Retirement Strategy Class R	Mutual Fund		5,071
	Alliance Bernstein 2045 Retirement Strategy Class R	Mutual Fund		5,073
	Alliance Bernstein 2050 Retirement Strategy Class R	Mutual Fund		5,076
	Alliance Bernstein 2055 Retirement Strategy Class R	Mutual Fund		5,290
	Total Mutual Funds			11,145,030
Common and Collective Trust:				
*	ING Stable Value Fund	Common and Collective Trust		240,258
				11,385,288
	Participant loans	Annual interest rates ranging from 4.25% to 9.25% with maturities ranging from 1-5 years	\$ --	402,348
	Total		\$ --	\$ 11,787,636

The above information has been certified as complete and accurate by the Plan's trustee.

* Fund is managed by ING Trust, the current trustee of the Plan, and therefore,
a party-in-interest as defined by ERISA.

** Cost information is not required for participant directed investments.

See independent auditor's report.