Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

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

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

OMB Nos. 1210-0110
1210-0089

2012

This Form is Open to Public Inspection

Part I Annual Report Identification Information

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

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

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

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

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

Part II Basic Plan Information—enter all requested information

1a Name of plan
QUEST SPECIALTY CHEMICALS 401(K) PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 05/01/1989

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

QUEST SPECIALTY CHEMICALS, INC.

N92W14701 ANTHONY AVENUE
MENOMONEE FALLS, WI 53051

N92W14701 ANTHONY AVENUE
MENOMONEE FALLS, WI 53051

2b Employer Identification Number (EIN)
42-1650321

2c Sponsor's telephone number
262-502-7531

2d Business code (see instructions)
325500

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/14/2013	SHERI TIERNAN
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/14/2013	SHERI TIERNAN
	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

QUEST SPECIALTY CHEMICALS, INC.

N92W14701 ANTHONY AVENUE
MENOMONEE FALLS, WI 53051

3b Administrator's EIN 42-1650321

3c Administrator's telephone number 262-502-7531

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**	323
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**	351
b	Retired or separated participants receiving benefits	**6b**	1
c	Other retired or separated participants entitled to future benefits	**6c**	21
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	373
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	5
f	Total. Add lines **6d** and **6e**	**6f**	378
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	205
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	2
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

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

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

9a Plan funding arrangement (check all that apply)

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

9b Plan benefit arrangement (check all that apply)

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

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

a Pension Schedules

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

b General Schedules

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

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

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

A Name of plan
QUEST SPECIALTY CHEMICALS 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
QUEST SPECIALTY CHEMICALS, INC.

D Employer Identification Number (EIN)
42-1650321

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

FID.INV.INST.OPS.CO.

04-2647786

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

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

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

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
64 37 65 60	RECORDKEEPER	2713	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] No [ ]

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

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

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
ARTISAN MID CAP VAL - BOSTON FINANC 330 W. 9TH STREET KANSAS CITY, MO 66160	0.40%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
COL SM CAP VAL II Z - COLUMBIA MGT P.O. BOX 8081 BOSTON, MA 02266-8081	0.40%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
LOOMIS SM CP GRTH R - BOSTON FINANC 330 W. 9TH STREET KANSAS CITY, MO 66160	0.40%

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
MAINSTAY LGCP GR R1 - NYLIM SERVICE 52-2206685	0.35%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
MFS VALUE R3 - MFS SERVICE CENTER I 04-2865649	0.50%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
MSIF MID CAP GRTH P - MORGAN STANLE 13-3799749	0.40%

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
NB GUARDIAN TRUST - STATE STREET BA 04-0025081	0.40%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
PIMCO TOT RETURN ADM - BOSTON FINAN P.O. BOX 8480 BOSTON, MA 02266	0.27%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
RS EMERGING MKTS A - BOSTON FINANCI P.O. BOX 8480 BOSTON, MA 02266	0.55%

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
WA CORE PLUS BOND FI - BOSTON FINAN 330 W. 9TH STREET KANSAS CITY, MO 66160	0.40%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

2012

This Form is Open to Public Inspection

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

A Name of plan
QUEST SPECIALTY CHEMICALS 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
QUEST SPECIALTY CHEMICALS, INC.

D Employer Identification Number (EIN)
42-1650321

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)	432953	429690
(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)	333977	430934
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	9473933	11542731
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(1) Employer securities	1d(1)		
	(2) Employer real property	1d(2)		
e	Buildings and other property used in plan operation	1e		
f	Total assets (add all amounts in lines 1a through 1e)	1f	10240863	12403355
	Liabilities			
g	Benefit claims payable	1g		
h	Operating payables	1h		
i	Acquisition indebtedness	1i		
j	Other liabilities	1j		
k	Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	10240863	12403355

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)	355007	
	(B) Participants	2a(1)(B)	1079967	
	(C) Others (including rollovers)	2a(1)(C)	25519	
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		1460493
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	39	
	(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)	15401	
	(F) Other	2b(1)(F)		
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		15440
	(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)	261046	
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		261046
	(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)		
	(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
	(B) Other	2b(5)(B)		
	(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		955849
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		2692828
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	527616	
(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)		527616
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	2720	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		2720
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		530336
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		2162492
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: VRAKAS/BLUM, S.C. **(2)** EIN: 39-1453055

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

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

Part IV Compliance Questions

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

During the plan year:

		Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	4a	X		5148
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	4b		X	

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

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

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

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

Part V Trust Information (optional)

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

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

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

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

OMB No. 1210-0110

2012

This Form is Open to Public Inspection.

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

A Name of plan
QUEST SPECIALTY CHEMICALS 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
QUEST SPECIALTY CHEMICALS, INC.

D Employer Identification Number (EIN)
42-1650321

Part I Distributions

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

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

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

EIN(s): 04-6568107

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

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

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

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

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

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

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

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

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

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

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

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

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

Part III Amendments

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

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

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

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

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

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

QUEST SPECIALTY CHEMICALS
401(K) PLAN

FINANCIAL STATEMENTS - MODIFIED CASH BASIS

AND SUPPLEMENTARY INFORMATION

DECEMBER 31, 2012 AND 2011

WITH INDEPENDENT AUDITORS' REPORT

INDEPENDENT AUDITORS' REPORT

To the Plan Administrator
Quest Specialty Chemicals 401(k) Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of QUEST SPECIALTY CHEMICALS 401(K) PLAN, which comprise the statements of net assets available for benefits - modified cash basis as of December 31, 2012 and 2011 and the related statements of changes in net assets available for benefits - modified cash basis for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Plan management is responsible for the preparation and fair presentation of these financial statements in accordance with the modified cash basis of accounting described in Note 1; this includes determining that the modified cash basis of accounting is an acceptable basis for the preparation of the financial statements in the circumstances. Plan management is also responsible for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

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

Disclaimer of Opinion

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

Basis of Accounting

We draw attention to Note 1 of the financial statements, which describes the basis of accounting. The financial statements were prepared on a modified cash basis of accounting, which is a comprehensive basis of accounting other than generally accepted accounting principles.

Other Matter

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

Report on Form and Content in Compliance With Department of Labor's Rules and Regulations

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

Vrabas/Blum, S.C.

Brookfield, Wisconsin
August 30, 2013

QUEST SPECIALTY CHEMICALS 401(K) PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS - MODIFIED CASH BASIS

DECEMBER 31, 2012 AND 2011

	2012	2011
INVESTMENTS AT FAIR VALUE		
Fidelity Retirement Money Market Portfolio	$ 429,690	$ 432,953
Mutual funds		
Fidelity Contrafund Fund	375,079	186,970
Fidelity Capital & Income Fund	102,943	61,723
Fidelity International Discovery Fund	100,231	74,999
Fidelity Freedom 2000 Fund	56,847	63,395
Fidelity Freedom 2005 Fund	30,334	29,067
Fidelity Freedom 2010 Fund	249,665	350,741
Fidelity Freedom 2015 Fund	1,434,012	1,230,061
Fidelity Freedom 2020 Fund	3,147,614	2,697,151
Fidelity Freedom 2025 Fund	1,429,168	1,176,996
Fidelity Freedom 2030 Fund	1,414,984	1,104,329
Fidelity Freedom 2035 Fund	748,942	670,588
Fidelity Freedom 2040 Fund	503,518	415,658
Fidelity Freedom 2045 Fund	196,920	138,288
Fidelity Freedom 2050 Fund	39,997	37,393
Fidelity Freedom 2055 Fund	1,045	-
Fidelity Freedom Income Fund	200,011	34,794
Fidelity Spartan 500 Index Fund - Advantage Class	157,539	-
Fidelity Spartan 500 Index Investor Fund	-	43,479
PIMCO Total Return Administrative Fund	138,057	84,682
Morgan Stanley Institutional Mid Cap Growth P Fund	344,117	284,116
Neuberger Berman Guardian Trust Fund	-	72,981
Columbia Small Cap Value II Z Fund	81,733	66,128
RS Emerging Markets A Fund	281,727	238,835
Artisan Mid Cap Value Investor Fund	153,411	119,808
Western Asset Core Plus Bond FI Fund	2,624	2,424
MainStay Large Cap Growth R1 Fund	147,826	119,446
MFS Value R3 Fund	101,909	83,932
Loomis Sayles Small Cap Growth Fund	102,478	85,949
TOTAL INVESTMENTS AT FAIR VALUE	11,972,421	9,906,886
NOTES RECEIVABLE FROM PARTICIPANTS	430,934	333,977
NET ASSETS AVAILABLE FOR BENEFITS	$12,403,355	$10,240,863

The accompanying notes are an integral part of these statements.

QUEST SPECIALTY CHEMICALS 401(K) PLAN

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS - MODIFIED CASH BASIS

FOR THE YEARS ENDED DECEMBER 31, 2012 AND 2011

	2012	2011
ADDITIONS TO NET ASSETS ATTRIBUTED TO		
Employee elective deferral contributions	$ 1,079,967	$ 892,916
Employer matching contributions	355,007	309,961
Rollover contributions	25,519	-
Dividend and capital gain distributions from mutual funds	261,046	321,960
Net appreciation (depreciation) in fair value of mutual funds	955,849	(584,347)
Interest income on Fidelity Retirement Money Market Portfolio	39	30
Interest income on notes receivable from participants	15,401	11,853
TOTAL ADDITIONS	2,692,828	952,373
DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO		
Benefits to participants	527,616	942,996
Administrative fees	2,720	2,444
TOTAL DEDUCTIONS	530,336	945,440
NET CHANGE	2,162,492	6,933
NET ASSETS AVAILABLE FOR BENEFITS		
Beginning of year	10,240,863	10,233,930
End of year	$12,403,355	$10,240,863

The accompanying notes are an integral part of these statements.

QUEST SPECIALTY CHEMICALS 401(K) PLAN

NOTES TO FINANCIAL STATEMENTS - MODIFIED CASH BASIS

DECEMBER 31, 2012 AND 2011

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Participating employers - In March 2008, the Quest Specialty Chemicals 401(k) Plan was formed and the assets of the existing 401(k) plans of the following related entities were transferred into the plan. In June 2013, the companies had formal name changes and began doing business under the names listed below. Quest Specialty Chemicals Holdings, LLC is the parent company.

- United Coatings Manufacturing Co. became a component of Quest Construction Products, LLC
- Hydro-Stop LLC became a component of Quest Construction Products, LLC
- Raabe Company, LLC became a component of Quest Specialty Coatings, LLC doing business as Quest Industrial Products
- Matrix System Automotive Finishes, LLC became a component of Quest Specialty Coatings, LLC doing business as Quest Automotive Products

These entities are collectively referred to as the employer. Also in June 2013, the company acquired U.S. Chemicals & Plastics which became an additional covered employer operating in Quest Specialty Coatings, LLC.

Method of accounting - The accompanying financial statements have been prepared on the modified cash basis of accounting. Under that basis, certain additions and the related assets are recognized when received rather than when earned and certain deductions are recognized when paid rather than when the obligation is incurred. That basis differs from accounting principles generally accepted in the United States of America primarily because the plan has not recognized contributions receivable and the related effect on changes in net assets in the accompanying financial statements.

Key parties of the plan - The employer is the plan sponsor and the plan administrator. Fidelity Management Trust Company (Fidelity) is the trustee and plan agent that holds custody of plan assets. Fidelity Workplace Services LLC (formerly known as Fidelity Investments Institutional Operations Company, Inc.) is the third party administrator that maintains plan and participant records and performs various compliance tests as tax counsel.

Accounting estimates - The preparation of financial statements in conformity with the modified cash basis of accounting requires management to make estimates and assumptions that affect certain reported amounts and disclosures. Actual results could differ from those estimates.

Subsequent events - The financial statements include management's evaluation of the events and transactions occurring subsequent to December 31, 2012 through August 30, 2013, which is the date the financial statements were available to be issued.

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

I**nvestments -** The plan sponsor determines the investments available to plan participants. The participants allocate their contributions and transfer existing balances among the available investment options. The investments in the money market portfolio and mutual funds are recorded at fair value based on quoted market prices. The net appreciation (depreciation) in fair value of investments bought, sold and held during the years is reflected in the statements of changes in net assets available for benefits - modified cash basis. Participants should refer to the prospectuses and annual reports of the mutual funds for more information.

Fair value measurements - Accounting principles generally accepted in the United States of America establish 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. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy are described as follows.

Level 1 - Valuation is based upon quoted prices in active markets for identical investments.

Level 2 - Valuation is based upon other significant observable inputs (including quoted prices for similar investments, interest rates, prepayment speeds, credit risk, etc.).

Level 3 - Valuation is based upon significant unobservable inputs (including the plan's assumptions in determining the fair value of investments).

Following is a description of the valuation methodologies used for assets measured at fair value:

Mutual funds and money market portfolio - Valued at the net asset value (NAV) of shares held by the plan.

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

The plan administrator determines by level, within the fair value hierarchy, the plan's investments at fair value as of December 31, 2012 and 2011 as summarized below.

	Investments at fair value as of December 31, 2012			
	Level 1	Level 2	Level 3	Total
Fidelity Retirement Money Market Portfolio	$ 429,690	$ -	$ -	$ 429,690
Mutual funds:				
Lifecycle funds	9,453,057	-	-	9,453,057
High yield fund	102,943	-	-	102,943
Large blend fund	157,539	-	-	157,539
Large growth fund	375,079	-	-	375,079
International/global funds	381,958	-	-	381,958
Large cap funds	249,735	-	-	249,735
Mid cap funds	497,528	-	-	497,528
Small cap funds	184,211	-	-	184,211
Income funds	140,681	-	-	140,681
Total investments at fair value	$11,972,421	$ -	$ -	$11,972,421

	Investments at fair value as of December 31, 2011			
	Level 1	Level 2	Level 3	Total
Fidelity Retirement Money Market Portfolio	$ 432,953	$ -	$ -	$ 432,953
Mutual funds:				
Lifecycle funds	7,948,461	-	-	7,948,461
High yield fund	61,723	-	-	61,723
Large blend fund	43,479	-	-	43,479
Large growth fund	186,970	-	-	186,970
International/global funds	313,834	-	-	313,834
Large cap funds	276,359	-	-	276,359
Mid cap funds	403,924	-	-	403,924
Small cap funds	152,077	-	-	152,077
Income funds	87,106	-	-	87,106
Total investments at fair value	$ 9,906,886	$ -	$ -	$ 9,906,886

2. DESCRIPTION OF PLAN

The following brief description of the plan is provided for general information purposes only. Participants should refer to the plan agreement for more complete information.

General - The plan has a deferred income arrangement as provided for by section 401(a) of the Internal Revenue Code of 1954, as amended. It is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA) and subsequent amendments. The plan was amended and restated effective June 21, 2013.

Eligibility - Employees are eligible for participation if they have completed three months of service and have reached their eighteenth birthday. Effective June 21, 2013, there is no age requirement to participate in the plan. An employee can enter the plan on the first day of each month after meeting the eligibility requirements.

Contributions - Contributions to the plan can be made in the following ways:

a. Participants may contribute a percentage of their wages subject to certain limitations (elective deferral contributions). Participants may change or resume a deferral election on the first day of each month and may revoke an election at any time.

b. Participants may make rollover contributions from other qualified plans.

c. The employer makes a matching contribution equal to 50% of the elective deferral contributions. The maximum amount eligible for matching is 6% of the employee's compensation.

d. A non-elective contribution may be made at the employer's discretion. There were no non-elective contributions in 2012 and 2011. To receive a nonelective employer contribution, an employee must be employed on the last day of the year to which the contribution relates. This requirement is waived upon death, disability or attainment of the normal retirement age during the year to which the contribution relates.

Participant accounts - Earnings, including the fair value appreciation or depreciation, are allocated to participant accounts on a daily basis based upon the performance of the investment options selected. Each participant's account is credited with the participant's elective deferral and rollover contributions and an allocation of the employer's contributions, if any. Participants are allowed to transfer funds between the various investment options daily.

Vesting - Participants are always 100% vested in their elective deferral contributions, rollover contributions, and the related earnings. Employer matching contributions and non-elective contributions and the related earnings become 100% vested after one year of service. Upon death, disability or qualified retirement participants become 100% vested.

Forfeitures - Forfeited nonvested accounts are retained in the plan and are used to pay certain administrative expenses and to reduce the amount of the employer's matching contributions. Forfeitures are not significant.

Benefits to participants - Benefit payments begin after death, disability, normal retirement or termination of employment. Participants will generally receive the distribution of their vested account balance in the form of a single lump sum payment. In addition, hardship withdrawals are permitted under the plan. In-service withdrawals can commence upon attaining the age of 59 ½.

Notes receivable from participants - Plan participants may borrow from their accounts a minimum of $1,000 up to a maximum of the lesser of $50,000 or 50% of their vested account balance. The maximum loan term for a general purpose loan is five years. Loan proceeds used to purchase a primary residence may be repaid over a period of up to ten years. Participants may only have one loan outstanding at any given time. Loans are secured by the balance in the participant's account and bear interest at rates set by the plan administrator. Interest rates are fixed for the duration of the loan. As of December 31, 2012, the notes receivable from participants had interest rates ranging from 4.25% to 9.25% with various repayment schedules through July 2022. The notes receivable from participants are recorded at their unpaid principal balances plus any accrued but unpaid interest.

Administrative fees - Certain administrative fees of the plan are paid by the employer.

3. TERMINATION OF PLAN

Although it has not expressed any intent to do so, the employer has the right to discontinue its contributions at any time and terminate the plan subject to the provisions of ERISA.

4. RELATED PARTY TRANSACTIONS

Certain plan investments are shares of funds managed by Fidelity. Fidelity is the trustee and plan agent that holds custody of plan assets and therefore, these transactions qualify as party-in-interest transactions. Administrative fees paid to Fidelity were $2,720 and $2,444 in 2012 and 2011. All of these party-in-interest transactions are exempt from the prohibited transaction rules of ERISA.

5. INCOME TAX STATUS

The plan adopted the Fidelity Basic Plan Document No. 14. This volume submitter plan received its most recent favorable determination letter on March 31, 2008 in which the Internal Revenue Service stated that the plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code. The plan has been amended since receiving the determination letter. The plan administrator has not obtained a separate Internal Revenue Service determination letter for the plan. The

plan administrator and tax counsel believe that the plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code.

The plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits in progress. The plan administrator believes it is no longer subject to income tax examinations for years prior to 2009.

6. INFORMATION CERTIFIED BY TRUSTEE

The plan administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosures under ERISA. Accordingly, the trustee has certified that the following data is complete and accurate.

a. Investments held for the plan and the fair values of such as of December 31, 2012 and 2011;

b. Investment income and net appreciation (depreciation) in fair value of investments during 2012 and 2011;

c. Purchases and sales of investments during 2012 and 2011;

d. Contributions to, withdrawals from and transfers between investment accounts during 2012 and 2011;

e. Notes receivable from participants as of December 31, 2012 and 2011 and the increases and decreases in notes receivable from participants during 2012 and 2011, including interest income; and

f. The report of individual participant accounts (which includes beginning account balances, contributions, net investment income, withdrawals, transfers and ending account balances) during 2012 and 2011.

Since the trustee certified the above information is complete and accurate with respect to investments, Department of Labor regulations allow these investments and related activity to be excluded from the scope of the independent auditors' auditing procedures. All noninvestment activity for the plan, including contributions, benefit payments and participant account activity, has been subject to the independent auditors' auditing procedures. See the accompanying independent auditors' report.

7. NONEXEMPT PARTY-IN-INTEREST TRANSACTIONS

The employer remitted employee elective deferral contributions, employer matching contributions, and participant loan payments totaling $5,148 to Fidelity later than required by Department of Labor Regulation 2510.3-102. The company filed Form 5330 in March 2013 with the Internal Revenue Service and paid the required excise tax on the transaction. In addition, participant accounts were credited with the amount of investment income (loss) that would have been earned had the contributions been remitted on a timely basis.

SUPPLEMENTARY INFORMATION

Schedule 1
Employer ID No. 42-1650321
Plan No. 001

QUEST SPECIALTY CHEMICALS 401(K) PLAN

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

AS OF DECEMBER 31, 2012

(a)	(b) Identity of issuer/borrower	(c) Description of investment	(d) Cost	(e) Current value
*	Fidelity	Retirement Money Market Portfolio	**	$ 429,690
*	Fidelity	Contrafund Fund	**	375,079
*	Fidelity	Capital & Income Fund	**	102,943
*	Fidelity	International Discovery Fund	**	100,231
*	Fidelity	Freedom 2000 Fund	**	56,847
*	Fidelity	Freedom 2005 Fund	**	30,334
*	Fidelity	Freedom 2010 Fund	**	249,665
*	Fidelity	Freedom 2015 Fund	**	1,434,012
*	Fidelity	Freedom 2020 Fund	**	3,147,614
*	Fidelity	Freedom 2025 Fund	**	1,429,168
*	Fidelity	Freedom 2030 Fund	**	1,414,984
*	Fidelity	Freedom 2035 Fund	**	748,942
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*	Fidelity	Freedom 2045 Fund	**	196,920
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*	Fidelity	Freedom Income Fund	**	200,011
*	Fidelity	Spartan 500 Index Fund - Advantage Class	**	157,539
	PIMCO	Total Return Administrative Fund	**	138,057
	Morgan Stanley	Institutional Mid Cap Growth P Fund	**	344,117
	Columbia	Small Cap Value II Z Fund	**	81,733
	RS	Emerging Markets A Fund	**	281,727
	Artisan	Mid Cap Value Investor Fund	**	153,411
	Western	Asset Core Plus Bond FI Fund	**	2,624
	MainStay	Large Cap Growth R1 Fund	**	147,826
	MFS	Value R3 Fund	**	101,909
	Loomis Sayles	Small Cap Growth Fund	**	102,478
	Participant loans	Notes receivable from participants - various repayment schedules through July 2022, with interest rates ranging from 4.25% to 9.25%	-	430,934

This schedule was prepared from information certified by Fidelity Management Trust Company (Fidelity).

* Party-in-interest

** The cost information is omitted because the plan is an individual account plan where the participants or beneficiaries direct the investment of the assets allocated to their accounts.

Schedule 2
Employer ID No. 42-1650321
Plan No. 001

QUEST SPECIALTY CHEMICALS 401(K) PLAN

SCHEDULE H, LINE 4a - SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS

FOR THE YEAR ENDED DECEMBER 31, 2012

Participant contributions transferred late to plan	Total that constitutes nonexempt prohibited transactions			
Check here if late participant loans are included: ☑	Contributions not corrected	Contributions corrected outside of VFCP	Contributions pending correction in VFCP	Total fully corrected under VFCP and PTE 2002-51
$ 5,148	$ -	$ -	$ -	$ 5,148

QUEST SPECIALTY CHEMICALS
401(K) PLAN

FINANCIAL STATEMENTS - MODIFIED CASH BASIS

AND SUPPLEMENTARY INFORMATION

DECEMBER 31, 2012 AND 2011

WITH INDEPENDENT AUDITORS' REPORT

INDEPENDENT AUDITORS' REPORT

To the Plan Administrator
Quest Specialty Chemicals 401(k) Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of QUEST SPECIALTY CHEMICALS 401(K) PLAN, which comprise the statements of net assets available for benefits - modified cash basis as of December 31, 2012 and 2011 and the related statements of changes in net assets available for benefits - modified cash basis for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Plan management is responsible for the preparation and fair presentation of these financial statements in accordance with the modified cash basis of accounting described in Note 1; this includes determining that the modified cash basis of accounting is an acceptable basis for the preparation of the financial statements in the circumstances. Plan management is also responsible for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

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

Disclaimer of Opinion

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

Basis of Accounting

We draw attention to Note 1 of the financial statements, which describes the basis of accounting. The financial statements were prepared on a modified cash basis of accounting, which is a comprehensive basis of accounting other than generally accepted accounting principles.

Other Matter

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

Report on Form and Content in Compliance With Department of Labor's Rules and Regulations

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

Vrabas/Blum, S.C.

Brookfield, Wisconsin
August 30, 2013

QUEST SPECIALTY CHEMICALS 401(K) PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS - MODIFIED CASH BASIS

DECEMBER 31, 2012 AND 2011

	2012	2011
INVESTMENTS AT FAIR VALUE		
Fidelity Retirement Money Market Portfolio	$ 429,690	$ 432,953
Mutual funds		
Fidelity Contrafund Fund	375,079	186,970
Fidelity Capital & Income Fund	102,943	61,723
Fidelity International Discovery Fund	100,231	74,999
Fidelity Freedom 2000 Fund	56,847	63,395
Fidelity Freedom 2005 Fund	30,334	29,067
Fidelity Freedom 2010 Fund	249,665	350,741
Fidelity Freedom 2015 Fund	1,434,012	1,230,061
Fidelity Freedom 2020 Fund	3,147,614	2,697,151
Fidelity Freedom 2025 Fund	1,429,168	1,176,996
Fidelity Freedom 2030 Fund	1,414,984	1,104,329
Fidelity Freedom 2035 Fund	748,942	670,588
Fidelity Freedom 2040 Fund	503,518	415,658
Fidelity Freedom 2045 Fund	196,920	138,288
Fidelity Freedom 2050 Fund	39,997	37,393
Fidelity Freedom 2055 Fund	1,045	-
Fidelity Freedom Income Fund	200,011	34,794
Fidelity Spartan 500 Index Fund - Advantage Class	157,539	-
Fidelity Spartan 500 Index Investor Fund	-	43,479
PIMCO Total Return Administrative Fund	138,057	84,682
Morgan Stanley Institutional Mid Cap Growth P Fund	344,117	284,116
Neuberger Berman Guardian Trust Fund	-	72,981
Columbia Small Cap Value II Z Fund	81,733	66,128
RS Emerging Markets A Fund	281,727	238,835
Artisan Mid Cap Value Investor Fund	153,411	119,808
Western Asset Core Plus Bond FI Fund	2,624	2,424
MainStay Large Cap Growth R1 Fund	147,826	119,446
MFS Value R3 Fund	101,909	83,932
Loomis Sayles Small Cap Growth Fund	102,478	85,949
TOTAL INVESTMENTS AT FAIR VALUE	11,972,421	9,906,886
NOTES RECEIVABLE FROM PARTICIPANTS	430,934	333,977
NET ASSETS AVAILABLE FOR BENEFITS	$12,403,355	$10,240,863

The accompanying notes are an integral part of these statements.

QUEST SPECIALTY CHEMICALS 401(K) PLAN

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS - MODIFIED CASH BASIS

FOR THE YEARS ENDED DECEMBER 31, 2012 AND 2011

	2012	2011
ADDITIONS TO NET ASSETS ATTRIBUTED TO		
Employee elective deferral contributions	$ 1,079,967	$ 892,916
Employer matching contributions	355,007	309,961
Rollover contributions	25,519	-
Dividend and capital gain distributions from mutual funds	261,046	321,960
Net appreciation (depreciation) in fair value of mutual funds	955,849	(584,347)
Interest income on Fidelity Retirement Money Market Portfolio	39	30
Interest income on notes receivable from participants	15,401	11,853
TOTAL ADDITIONS	2,692,828	952,373
DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO		
Benefits to participants	527,616	942,996
Administrative fees	2,720	2,444
TOTAL DEDUCTIONS	530,336	945,440
NET CHANGE	2,162,492	6,933
NET ASSETS AVAILABLE FOR BENEFITS		
Beginning of year	10,240,863	10,233,930
End of year	$12,403,355	$10,240,863

The accompanying notes are an integral part of these statements.

QUEST SPECIALTY CHEMICALS 401(K) PLAN

NOTES TO FINANCIAL STATEMENTS - MODIFIED CASH BASIS

DECEMBER 31, 2012 AND 2011

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Participating employers - In March 2008, the Quest Specialty Chemicals 401(k) Plan was formed and the assets of the existing 401(k) plans of the following related entities were transferred into the plan. In June 2013, the companies had formal name changes and began doing business under the names listed below. Quest Specialty Chemicals Holdings, LLC is the parent company.

- United Coatings Manufacturing Co. became a component of Quest Construction Products, LLC
- Hydro-Stop LLC became a component of Quest Construction Products, LLC
- Raabe Company, LLC became a component of Quest Specialty Coatings, LLC doing business as Quest Industrial Products
- Matrix System Automotive Finishes, LLC became a component of Quest Specialty Coatings, LLC doing business as Quest Automotive Products

These entities are collectively referred to as the employer. Also in June 2013, the company acquired U.S. Chemicals & Plastics which became an additional covered employer operating in Quest Specialty Coatings, LLC.

Method of accounting - The accompanying financial statements have been prepared on the modified cash basis of accounting. Under that basis, certain additions and the related assets are recognized when received rather than when earned and certain deductions are recognized when paid rather than when the obligation is incurred. That basis differs from accounting principles generally accepted in the United States of America primarily because the plan has not recognized contributions receivable and the related effect on changes in net assets in the accompanying financial statements.

Key parties of the plan - The employer is the plan sponsor and the plan administrator. Fidelity Management Trust Company (Fidelity) is the trustee and plan agent that holds custody of plan assets. Fidelity Workplace Services LLC (formerly known as Fidelity Investments Institutional Operations Company, Inc.) is the third party administrator that maintains plan and participant records and performs various compliance tests as tax counsel.

Accounting estimates - The preparation of financial statements in conformity with the modified cash basis of accounting requires management to make estimates and assumptions that affect certain reported amounts and disclosures. Actual results could differ from those estimates.

Subsequent events - The financial statements include management's evaluation of the events and transactions occurring subsequent to December 31, 2012 through August 30, 2013, which is the date the financial statements were available to be issued.

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

I**nvestments -** The plan sponsor determines the investments available to plan participants. The participants allocate their contributions and transfer existing balances among the available investment options. The investments in the money market portfolio and mutual funds are recorded at fair value based on quoted market prices. The net appreciation (depreciation) in fair value of investments bought, sold and held during the years is reflected in the statements of changes in net assets available for benefits - modified cash basis. Participants should refer to the prospectuses and annual reports of the mutual funds for more information.

Fair value measurements - Accounting principles generally accepted in the United States of America establish 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. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy are described as follows.

Level 1 - Valuation is based upon quoted prices in active markets for identical investments.

Level 2 - Valuation is based upon other significant observable inputs (including quoted prices for similar investments, interest rates, prepayment speeds, credit risk, etc.).

Level 3 - Valuation is based upon significant unobservable inputs (including the plan's assumptions in determining the fair value of investments).

Following is a description of the valuation methodologies used for assets measured at fair value:

Mutual funds and money market portfolio - Valued at the net asset value (NAV) of shares held by the plan.

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

The plan administrator determines by level, within the fair value hierarchy, the plan's investments at fair value as of December 31, 2012 and 2011 as summarized below.

	Investments at fair value as of December 31, 2012			
	Level 1	Level 2	Level 3	Total
Fidelity Retirement Money Market Portfolio	$ 429,690	$ -	$ -	$ 429,690
Mutual funds:				
Lifecycle funds	9,453,057	-	-	9,453,057
High yield fund	102,943	-	-	102,943
Large blend fund	157,539	-	-	157,539
Large growth fund	375,079	-	-	375,079
International/global funds	381,958	-	-	381,958
Large cap funds	249,735	-	-	249,735
Mid cap funds	497,528	-	-	497,528
Small cap funds	184,211	-	-	184,211
Income funds	140,681	-	-	140,681
Total investments at fair value	$11,972,421	$ -	$ -	$11,972,421

	Investments at fair value as of December 31, 2011			
	Level 1	Level 2	Level 3	Total
Fidelity Retirement Money Market Portfolio	$ 432,953	$ -	$ -	$ 432,953
Mutual funds:				
Lifecycle funds	7,948,461	-	-	7,948,461
High yield fund	61,723	-	-	61,723
Large blend fund	43,479	-	-	43,479
Large growth fund	186,970	-	-	186,970
International/global funds	313,834	-	-	313,834
Large cap funds	276,359	-	-	276,359
Mid cap funds	403,924	-	-	403,924
Small cap funds	152,077	-	-	152,077
Income funds	87,106	-	-	87,106
Total investments at fair value	$ 9,906,886	$ -	$ -	$ 9,906,886

2. DESCRIPTION OF PLAN

The following brief description of the plan is provided for general information purposes only. Participants should refer to the plan agreement for more complete information.

General - The plan has a deferred income arrangement as provided for by section 401(a) of the Internal Revenue Code of 1954, as amended. It is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA) and subsequent amendments. The plan was amended and restated effective June 21, 2013.

Eligibility - Employees are eligible for participation if they have completed three months of service and have reached their eighteenth birthday. Effective June 21, 2013, there is no age requirement to participate in the plan. An employee can enter the plan on the first day of each month after meeting the eligibility requirements.

Contributions - Contributions to the plan can be made in the following ways:

a. Participants may contribute a percentage of their wages subject to certain limitations (elective deferral contributions). Participants may change or resume a deferral election on the first day of each month and may revoke an election at any time.

b. Participants may make rollover contributions from other qualified plans.

c. The employer makes a matching contribution equal to 50% of the elective deferral contributions. The maximum amount eligible for matching is 6% of the employee's compensation.

d. A non-elective contribution may be made at the employer's discretion. There were no non-elective contributions in 2012 and 2011. To receive a nonelective employer contribution, an employee must be employed on the last day of the year to which the contribution relates. This requirement is waived upon death, disability or attainment of the normal retirement age during the year to which the contribution relates.

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Vesting - Participants are always 100% vested in their elective deferral contributions, rollover contributions, and the related earnings. Employer matching contributions and non-elective contributions and the related earnings become 100% vested after one year of service. Upon death, disability or qualified retirement participants become 100% vested.

Forfeitures - Forfeited nonvested accounts are retained in the plan and are used to pay certain administrative expenses and to reduce the amount of the employer's matching contributions. Forfeitures are not significant.

Benefits to participants - Benefit payments begin after death, disability, normal retirement or termination of employment. Participants will generally receive the distribution of their vested account balance in the form of a single lump sum payment. In addition, hardship withdrawals are permitted under the plan. In-service withdrawals can commence upon attaining the age of 59 ½.

Notes receivable from participants - Plan participants may borrow from their accounts a minimum of $1,000 up to a maximum of the lesser of $50,000 or 50% of their vested account balance. The maximum loan term for a general purpose loan is five years. Loan proceeds used to purchase a primary residence may be repaid over a period of up to ten years. Participants may only have one loan outstanding at any given time. Loans are secured by the balance in the participant's account and bear interest at rates set by the plan administrator. Interest rates are fixed for the duration of the loan. As of December 31, 2012, the notes receivable from participants had interest rates ranging from 4.25% to 9.25% with various repayment schedules through July 2022. The notes receivable from participants are recorded at their unpaid principal balances plus any accrued but unpaid interest.

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plan administrator and tax counsel believe that the plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code.

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b. Investment income and net appreciation (depreciation) in fair value of investments during 2012 and 2011;

c. Purchases and sales of investments during 2012 and 2011;

d. Contributions to, withdrawals from and transfers between investment accounts during 2012 and 2011;

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f. The report of individual participant accounts (which includes beginning account balances, contributions, net investment income, withdrawals, transfers and ending account balances) during 2012 and 2011.

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SUPPLEMENTARY INFORMATION

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Employer ID No. 42-1650321
Plan No. 001

QUEST SPECIALTY CHEMICALS 401(K) PLAN

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

AS OF DECEMBER 31, 2012

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	PIMCO	Total Return Administrative Fund	**	138,057
	Morgan Stanley	Institutional Mid Cap Growth P Fund	**	344,117
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	Western	Asset Core Plus Bond FI Fund	**	2,624
	MainStay	Large Cap Growth R1 Fund	**	147,826
	MFS	Value R3 Fund	**	101,909
	Loomis Sayles	Small Cap Growth Fund	**	102,478
	Participant loans	Notes receivable from participants - various repayment schedules through July 2022, with interest rates ranging from 4.25% to 9.25%	-	430,934

This schedule was prepared from information certified by Fidelity Management Trust Company (Fidelity).

* Party-in-interest

** The cost information is omitted because the plan is an individual account plan where the participants or beneficiaries direct the investment of the assets allocated to their accounts.

Schedule 2
Employer ID No. 42-1650321
Plan No. 001

QUEST SPECIALTY CHEMICALS 401(K) PLAN

SCHEDULE H, LINE 4a - SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS

FOR THE YEAR ENDED DECEMBER 31, 2012

Participant contributions transferred late to plan	Total that constitutes nonexempt prohibited transactions			
Check here if late participant loans are included: ☑	Contributions not corrected	Contributions corrected outside of VFCP	Contributions pending correction in VFCP	Total fully corrected under VFCP and PTE 2002-51
$ 5,148	$ -	$ -	$ -	$ 5,148