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
PALM BAY INTERNATIONAL, INC. 401(K) PLAN

1b Three-digit plan number (PN) ▶ 002

1c Effective date of plan 09/01/1994

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

PALM BAY INTERNATIONAL, INC.

48 HARBOR PARK DRIVE
PORT WASHINGTON, NY 11050

2b Employer Identification Number (EIN)
59-1833544

2c Sponsor's telephone number
516-802-4745

2d Business code (see instructions)
424800

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	HARISH PAREKH
	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 [X] 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**	284
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**	221
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	13
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	234
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	234
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	186
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	0
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:
2E 2F 2G 2J 2K 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)** [X] Insurance
- **(2)** [ ] Code section 412(e)(3) insurance contracts
- **(3)** [X] Trust
- **(4)** [ ] General assets of the sponsor

9b Plan benefit arrangement (check all that apply)

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

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

a Pension Schedules

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

b General Schedules

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

SCHEDULE A (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Insurance Information

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

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

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

OMB No. 1210-0110

2012

This Form is Open to Public Inspection

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

A Name of plan
PALM BAY INTERNATIONAL, INC. 401(K) PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
PALM BAY INTERNATIONAL, INC.

D Employer Identification Number (EIN)
59-1833544

Part I Information Concerning Insurance Contract Coverage, Fees, and Commissions

Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.

1 Coverage Information:

(a) Name of insurance carrier

ING INSURANCE AND ANNUITY COMPANY

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
71-0294708	86509	ZH9	234	12/07/2012	12/31/2012

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

(a) Total amount of commissions paid	(b) Total amount of fees paid
0	0

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Part II Investment and Annuity Contract Information

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

4	Current value of plan's interest under this contract in the general account at year end	4	2897748
5	Current value of plan's interest under this contract in separate accounts at year end	5	8232254

6 Contracts With Allocated Funds:

a State the basis of premium rates ▶

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

Specify nature of costs ▶

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

(3) ☐ other (specify) ▶

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

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

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

(3) ☐ guaranteed investment (4) ☒ other ▶ GROUP PENSION FUNDING

b	Balance at the end of the previous year			7b	0
c	Additions: (1) Contributions deposited during the year	7c(1)			
	(2) Dividends and credits	7c(2)			
	(3) Interest credited during the year	7c(3)	2519		
	(4) Transferred from separate account	7c(4)			
	(5) Other (specify below)	7c(5)	2972229		
	▶ TRANSFERRED ASSETS				
	(6) Total additions			7c(6)	2974748
d	Total of balance and additions (add lines **7b** and **7c(6)**).			7d	2974748
e	Deductions:				
	(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)			
	(2) Administration charge made by carrier	7e(2)			
	(3) Transferred to separate account	7e(3)			
	(4) Other (specify below)	7e(4)			
	▶				
	(5) Total deductions			7e(5)	0
f	Balance at the end of the current year (subtract line **7e(5)** from line **7d**)			7f	2974748

Part III Welfare Benefit Contract Information

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

8 Benefit and contract type (check all applicable boxes)

a ☐ Health (other than dental or vision) **b** ☐ Dental **c** ☐ Vision **d** ☐ Life insurance

e ☐ Temporary disability (accident and sickness) **f** ☐ Long-term disability **g** ☐ Supplemental unemployment **h** ☐ Prescription drug

i ☐ Stop loss (large deductible) **j** ☐ HMO contract **k** ☐ PPO contract **l** ☐ Indemnity contract

m ☐ Other (specify) ▶

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

Specify nature of costs ▶

Part IV Provision of Information

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

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

SCHEDULE 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
PALM BAY INTERNATIONAL, INC. 401(K) PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
PALM BAY INTERNATIONAL, INC.

D Employer Identification Number (EIN)
59-1833544

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

ING INSTITUTIONAL PLAN SERVICES LLC

04-3516284

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

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(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)

MORGAN STANLEY SMITH BARNEY

26-4310632

(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?
49 55 99	BROKER/DEAKER	0	Yes [X] No [ ]	Yes [ ] No [X]	53179	Yes [ ] No [X]

(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 60 63 64	SERVICE PROVIDER	2225	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [ ] No [X]

(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
MORGAN STANLEY SMITH BARNEY	55	53179

(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.
ING INSTITUTIONAL PLAN SERVICES LLC 04-3516284	ASSET BASED COMMISSIONS OTHER SERVICES OTHER FEES

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

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

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

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

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

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

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

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

OMB No. 1210-0110

2012

This Form is Open to Public Inspection.

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

A Name of plan
PALM BAY INTERNATIONAL, INC. 401(K) PLAN

B Three-digit plan number (PN) ▶ 002

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
PALM BAY INTERNATIONAL, INC.

D Employer Identification Number (EIN)
59-1833544

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: VARIBALE ANNUITY ACCOUNT D

b Name of sponsor of entity listed in (a): ING LIFE INSURANCE AND ANNUITY CO.

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)
71-0294708-000	P	8232254

a Name of MTIA, CCT, PSA, or 103-12 IE: SSGA S & P 500 INDEX SERIES H1

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

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)
04-0025081-510	C	0

a Name of MTIA, CCT, PSA, or 103-12 IE: SSGA S & P MIDCAP INDEX SL SERIES F

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

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)
04-0025081-520	C	0

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

b Name of sponsor of entity listed in (a): WILMINGTON TRUST RETIREMENT AND INS

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)
26-0142858-094	C	0

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)

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

a Plan name

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

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

2012

This Form is Open to Public Inspection

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

A Name of plan
PALM BAY INTERNATIONAL, INC. 401(K) PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
PALM BAY INTERNATIONAL, INC.

D Employer Identification Number (EIN)
59-1833544

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)	16013	0
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	248906	203602
(9) Value of interest in common/collective trusts	1c(9)	1360936	0
(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)	9058210	8232254
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		2974748
(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	10684065	11410604
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	10684065	11410604

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)		
(B) Participants	2a(1)(B)	1058802	
(C) Others (including rollovers)	2a(1)(C)	17048	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		1075850
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)	8844	
(F) Other	2b(1)(F)	2519	
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		11363
(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)	121465	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		121465
(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)		108602
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		79213
(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)		588662
c Other income	2c		-6
d Total income. Add all **income** amounts in column (b) and enter total	2d		1985149

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	1256385	
(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)		1256385
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)	2225	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		2225
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		1258610

Net Income and Reconciliation

k Net income (loss). Subtract line **2j** from line **2d**	2k		726539
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: BERDON, LLP **(2)** EIN: 13-0485070

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

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

Part IV Compliance Questions

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

During the plan year:

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

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

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

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

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

Part V Trust Information (optional)

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

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

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

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

OMB No. 1210-0110

2012

This Form is Open to Public Inspection.

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

A Name of plan
PALM BAY INTERNATIONAL, INC. 401(K) PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
PALM BAY INTERNATIONAL, INC.

D Employer Identification Number (EIN)
59-1833544

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): 04-3581074

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):

BERDON

PALM BAY INTERNATIONAL, INC. 401(k) PLAN

FINANCIAL STATEMENTS

DECEMBER 31, 2012

Berdon LLP
CPAs and Advisors

International Association of Practicing Accountants

Reply to:
One Jericho Plaza
Jericho, NY 11753
Ph: 516.931.3100
Fax: 516.931.0034

360 Madison Avenue
New York, NY 10017
Ph: 212.832.0400
Fax: 212.371.1159
www.BERDONLLP.com

PALM BAY INTERNATIONAL, INC. 401(k) PLAN

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DECEMBER 31, 2012

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BERDON

INDEPENDENT AUDITORS' REPORT

To the Plan Administrator of the
Palm Bay International, Inc. 401(k) Plan

Report on the Financial Statements

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

Management's Responsibility for the Financial Statements

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

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate 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 3 and the supplemental Schedule 1, which was certified by Reliance Trust Company, the trustee of the Plan, except for comparing this information with the related information included in the financial statements. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained certifications from the trustee 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 trustee is complete and accurate.

Berdon LLP
CPAs and Advisors

IAPA International Association of Practicing Accountants

Reply to:
One Jericho Plaza
Jericho, NY 11753
Ph: 516.931.3100
Fax: 516.931.0034

360 Madison Avenue
New York, NY 10017
Ph: 212.832.0400
Fax: 212.371.1159
www.BERDONLLP.com

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

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

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

Berdon LLP

Certified Public Accountants

Jericho, New York
October 8, 2013

EXHIBIT A

PALM BAY INTERNATIONAL, INC. 401(k) PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2012 AND 2011

	2012	2011
ASSETS:		
Investments, at fair value:		
Pooled separate accounts	$ 8,232,254	$ -
Guaranteed investment contract	2,974,748	-
Mutual funds	-	9,058,210
Common collective trusts	-	1,360,937
	11,207,002	10,419,147
Receivables:		
Notes receivable from participants	203,602	248,906
Participants' contributions	27,255	16,013
Employer's contributions	368,647	-
	599,504	264,919
NET ASSETS REFLECTING INVESTMENTS AT FAIR VALUE	11,806,506	10,684,066
ADJUSTMENT FROM FAIR VALUE TO CONTRACT VALUE FOR FULLY BENEFIT-RESPONSIVE INVESTMENT CONTRACTS	-	(36,359)
NET ASSETS AVAILABLE FOR BENEFITS	$ 11,806,506	$ 10,647,707

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

EXHIBIT B

PALM BAY INTERNATIONAL, 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:	
Investment income:	
Net appreciation in fair value of investments	$ 776,477
Dividend income	121,465
Interest income	2,513
Total investment income	900,455
Participants' contributions	1,086,057
Employer's contributions	368,647
Interest on notes receivables from participants	8,843
Rollover contributions	17,048
TOTAL ADDITIONS	2,381,050
DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO:	
Distributions to participants	1,256,384
Administrative expenses	2,225
TOTAL DEDUCTIONS	1,258,609
NET INCREASE IN NET ASSETS AVAILABLE FOR BENEFITS	1,122,441
NET ASSETS AVAILABLE FOR BENEFITS - BEGINNING OF YEAR	10,684,065
NET ASSETS AVAILABLE FOR BENEFITS - END OF YEAR	$ 11,806,506

The accompanying notes to financial statements are an integral part of this statement.

NOTE 1 - SUMMARY OF THE PLAN

The following description of the Palm Bay International, Inc. 401(k) Plan (the "Plan") provides only general information. Participants should refer to the plan agreement and all amendments for a more complete description of the Plan's provisions.

(a) General

The Plan is a defined contribution plan, covering substantially all the employees of Palm Bay International, Inc. (the "Employer"), SMT Acquisition, LLC, Sutton and Maxwell Imports and 345 Underhill LLC.

Reliance Trust Company ("Reliance"), the trustee of the Plan, holds and invests contributions made to the Plan in assets which will provide current and future benefits to participants. All investments are participant-directed among the Plan's various investment options. The Employer acts as the plan administrator and is responsible for the overall direction of the Plan. The Plan is subject to the Employee Retirement Income Security Act of 1974 (ERISA).

(b) Eligibility and Contributions

Substantially all employees of the Employer who have attained the age of 21, as defined in the Plan, are eligible for participation in the Plan on the January 1st and July 1st coincident with or next following the date which is six months after their original date of employment. Employees electing to participate in the Plan may contribute up to 50% of their qualifying wages for the year ended December 31, 2012. Under the terms of the Plan, the Employer may make a discretionary matching contribution equal to a discretionary percentage of the participant's elective deferred contribution to be determined by the Employer, or a discretionary dollar amount. Only elective deferred contributions up to the percentage or dollar amount specified will be matched. Additionally, under the terms of the Plan, the Employer may make an annual discretionary profit sharing contribution to the Plan that is allocated to participants based on the ratio each participant's eligible compensation bears to the total of such compensation of all participants as defined in the plan agreement. The Plan permits catch-up contributions for eligible participants as described under the Economic Growth and Tax Relief Act of 2001.

(c) Participant Accounts

An individual participant's account is comprised of the participant's elective deferred contributions, the Employer's matching/profit sharing contributions, applicable fund earnings and unrealized fair market value adjustments, and is charged with an allocation of administration fees. Unrealized fair market value adjustments are based on quoted market prices as of the last business day of each year. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

(continued)

NOTE 1 - SUMMARY OF THE PLAN (Continued)

(d) Vesting

Participants are immediately vested in their elective deferred contributions plus earnings thereon. Vesting in the Employer's contribution portion of their accounts is based on the following schedule:

Years of Service	Vested Interest in Account
Less than 2 years	0%
2 years but less than 3	20%
3 years but less than 4	40%
4 years but less than 5	60%
5 years but less than 6	80%
6 or more years	100%

A participant's vested interest in the Employer's contribution portion of his or her accounts will be 100% under the following conditions:

(i) Death or total and permanent disability of a participant while employed by the Company

(ii) Attainment of retirement age

(iii) Termination of the Plan

(e) Plan Termination

Although they have expressed no intent to do so, the Employer has the right to terminate the Plan at any time subject to the provisions of ERISA.

(f) Payment of Benefits

On termination of service due to death, disability, or retirement, a participant is eligible to receive a single lump-sum amount equal to the value of his or her vested account balance. For termination of service for other reasons, a participant may receive the value of the vested interest in his or her account as a lump-sum distribution.

(continued)

NOTE 1 - SUMMARY OF THE PLAN (Continued)

(g) Notes Receivable from Participants

A participant may borrow from his or her vested account balance. Loans must be for a minimum of $1,000, and a participant is limited to having two loans outstanding at any time. All loans to participants, when added to the outstanding balance of other loans from the Plan, will be limited to 50% of the participant's vested balance. Loans, together with the interest required to be paid thereon, must be repaid within five years, unless the loan is used to build or buy a principal residence, in which case the loan term is between 5 to 30 years. Loans bear interest at a rate equal to the prevailing prime rate plus 2%.

(h) Hardship Withdrawals

The Plan permits for hardship withdrawals of the participant's vested account balance. Permissible circumstances for hardship withdrawals include education, purchase of a principal residence, medical expenses, and to prevent foreclosure of a principal residence.

(i) Forfeitures

Forfeitures of terminated participants' nonvested matching contributions, if any, will be used to reduce the Employer matching contribution under the Plan, if any. Forfeitures of terminated participants' nonvested profit sharing contributions, if any, will be reallocated to all eligible participants. At December 31, 2012 and 2011, forfeited nonvested employer matching contribution accounts totaled approximately $96,000 and $84,000, respectively. These accounts will be used to reduce future employer matching contributions. No forfeitures were utilized in 2012.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The accounting and reporting policies of the Plan conform to accounting principles generally accepted in the United States of America ("GAAP"). The Plan's financial statements are prepared on the accrual basis of accounting. Following are the significant accounting policies followed by the Plan:

(a) Valuation of Investments and Income Recognition

The Plan's investments are stated 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. Fair value is based upon quoted market prices, where available. Pooled separate accounts' (PSAs) fair value is determined by a per unit value for the number of units held by the Plan at year-end, much like a mutual fund, whose value is the result of the accumulated values of the underlying investments, and are valued based upon their ending net unit value. This is based on information reported by the trustee using the audited financial statements of the PSAs at year-end.

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

The MetLife Stable Value Fund held at December 31, 2011 was a common collective trust (CCT) which was an investment fund of Metropolitan Life Insurance Company. The CCT primarily owns investment contracts that invest in conventional, synthetic and separate account investment contracts (collectively, the "contracts") issued by life insurance companies, banks and other financial institutions. In addition, the CCT invests in fixed income securities issued by banks, corporations and the U.S. Government. The contracts are valued at contract value, which represents invested principal plus accrued interest thereon. In determining contract value, Metropolitan Life Insurance Company considers such factors as the benefit responsiveness of the contracts, the ability of the parties to the contracts to perform in accordance with the terms of the contracts and the likelihood of default by the issuer of an investment security Note 5. In accordance with GAAP, the statements of net assets available for plan benefits present The MetLife Stable Value Fund, which invests primarily in benefit-responsive investment contracts, at fair value as well as an additional line showing an adjustment of the fully benefit-responsive investment contracts from fair value to contract value. The contract's value represents contributions made under the fund, plus earnings, less participant withdrawals and administrative expenses. The statements of net assets available for benefits present the fair value of the investment contracts as well as the adjustment of the fully benefit-responsive investment contracts from fair value to contract value. The statements of changes in net assets available for benefits are prepared on the contract value basis.

(continued)

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(b) Net Appreciation or Depreciation of Fair Value of Investments

The Plan presents, in the statement of changes in net assets available for benefits, the net appreciation or depreciation in the fair value of its investments which consists of the realized gains or losses, dividends reinvested, and the unrealized appreciation or depreciation on those investments.

(c) Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance, plus any accrued but unpaid interest. Delinquent participant loans are reclassified as distributions, based upon the terms of the plan document.

(d) Payment of Benefits

Benefits are recorded when paid. Administrative expenses are primarily compromised of record keeping fees. These expenses are paid directly by the Plan. Other expenses related to the Plan are paid directly by the Company.

(e) Accounting Estimates

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

(f) Risk 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.

(g) Subsequent Events

The Plan has evaluated subsequent events after December 31, 2012 through October 8, 2013, the date that the financial statements were available to be issued.

(h) Reclassifications

Certain prior year amounts have been reclassified to conform to current year presentation.

NOTE 3 - INFORMATION CERTIFIED BY THE PLAN'S TRUSTEE

The following information was obtained from data that has been prepared and certified to as complete and accurate by the Plan's trustee, Reliance. Investments that represent 5% or more of the Plan's net assets available for benefits are separately identified.

Investments at fair value, as determined by quoted market price as of December 31, 2012 and 2011, consisted of the following:

	2012	2011
Pooled separate accounts:		
American Funds Capital Income Builder Fund	$ 1,033,251	$ -
BlackRock TempFund Cash Management Fund	-	-
American Funds Fundamental Investors Fund	1,029,210	-
MFS Government Securities Fund	638,996	-
BlackRock Equity Dividend Fund	880,640	-
Other	4,650,157	-
	$ 8,232,254	$ -
Guaranteed investment contract:		
ING Fixed Account	$ 2,974,748	$ -
Mutual funds:		
American Funds Capital Income Builder Fund	$ -	$ 928,689
BlackRock TempFund Cash Management Fund	-	2,180,317
American Funds Fundamental Investors Fund	-	1,016,244
MFS Government Securities Fund	-	660,005
BlackRock Equity Dividend Fund	-	837,766
Other	-	3,435,189
	$ -	$ 9,058,210
Common collective trusts - at contract value:		
MetLife Stable Value Fund - at contract value	$ -	$ 680,915
Other	-	643,663
	$ -	$ 1,324,578

Information contained in the statement of changes in net assets available for benefits:

(continued)

NOTE 3 - INFORMATION CERTIFIED BY THE PLAN'S TRUSTEE (Continued)

Net appreciation in fair value of investments:	
Pooled separate accounts	$ 667,875
Common collective trusts	108,602
	776,477
Interest and dividend income	123,978
	$ 900,455

NOTE 4 - FAIR VALUE MEASUREMENTS

The framework for measuring fair value provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The Plan utilizes valuation techniques that maximize the use of observable inputs and minimize the use of unobservable inputs. Based on the observability of the inputs used in the valuation techniques the Plan is required to provide the following information according to the fair value hierarchy. The fair value hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets (Level 1) and the lowest priority to unobservable inputs (Level 3). Financial assets and liabilities carried at fair value will be classified and disclosed in one of the following three categories:

Level 1

Valuation is based upon quoted prices for identical instruments traded in active markets.

Level 2

Observable inputs other than Level 1 including quoted prices for similar assets or liabilities, quoted prices in less active markets, or other observable inputs that can be corroborated by observable market data.

Level 3

Unobservable inputs supported by little or no market activity for financial instruments whose value is determined using pricing models, discounted cash flow methodologies, or similar techniques, as well as instruments for which the determination of fair value requires significant management judgment or estimation.

The asset'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 minimized the use of unobservable inputs.

(continued)

NOTE 4 - FAIR VALUE MEASUREMENTS (Continued)

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

- Pooled separate accounts: Valued at a per unit value for the number of units held by the Plan at year-end, much like a mutual fund, whose value is the result of the accumulated values of the underlying investments and with similar restrictions as a mutual fund regarding redemptions.
- Guaranteed investment contract: Valued at contract value, which approximates fair value and is classified as a Level 3 investment, as fair value can be measured by observable interest rates in the market.
- Mutual funds: Valued at closing price reported in the active market in which the individual security is traded.
- Common collective trust (whose underlying investments include fully benefit-responsive contracts) - The underlying investments are based upon the latest published market quotations when available. Where not available, fair values are determined by the fund manager by reference to quoted market values or other financial data pertaining to investments of similar nature, quality and yield. The guaranteed deposit contract is valued at fair value by discounting the related cash flows based on current yields of similar instruments with comparable durations considering the creditworthiness of the issuer.

The following tables summarize the Plan's investments as of December 31, 2012 and 2011, based on the inputs used to value them:

	Fair Value as of December 31, 2012			
Type of Security	Level 1	Level 2	Level 3	Total
Pooled separate accounts:				
Growth funds	$ -	$ 2,997,337	$ -	$ 2,997,337
Blend funds	-	2,022,587	-	2,022,587
Fixed funds	-	964,933	-	964,933
Value funds	-	1,913,891	-	1,913,891
Bond fund	-	333,506	-	333,506
Total pooled separate accounts	-	8,232,254	-	8,232,254
Guaranteed investment contract:				
ING fixed account	-	-	2,974,748	2,974,748
	$ -	$ 8,232,254	$ 2,974,748	$ 11,207,002

(continued)

NOTE 4 - FAIR VALUE MEASUREMENTS (Continued)

	Fair Value as of December 31, 2011			
Type of Security	Level 1	Level 2	Level 3	Total
Mutual funds:				
Growth funds	$ 2,063,105	$ -	$ -	$ 2,063,105
Blend funds	1,602,612	-	-	1,602,612
Fixed funds	958,853	-	-	958,853
Target funds	308,308			308,308
Value funds	1,945,015	-	-	1,945,015
Money market fund	2,180,317	-	-	2,180,317
Total mutual funds	9,058,210	-	-	9,058,210
Common collective trusts:				
MetLife Stable Value Fund	-	717,274	-	717,274
SSgA S&P 500 Index Fund	-	411,189	-	411,189
SSgA S&P Mid Cap Index Fund	-	232,474	-	232,474
Total common collective trusts	-	1,360,937	-	1,360,937
	$ 9,058,210	$ 1,360,937	$ -	$ 10,419,147

The preceding method 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. There were no transfers between levels 1 and 2 during the years ending December 31, 2012 and 2011.

The securities categorized as Level 3 investments as of December 31, 2012 include guaranteed investment contract. The change in investments measured at fair value for which the Plan has used Level 3 inputs to determine fair value is as follows:

(continued)

NOTE 4 - FAIR VALUE MEASUREMENTS (Continued)

	Deposit Contract with Insurance Company
Balance, beginning of year	$ -
Purchases of investment	2,972,229
Interest and dividend income	2,519
Balance, end of year	$ 2,974,748

The following table represents the Plan's Level 3 financial instruments, the valuation techniques used to measure fair value of those financial instruments, and the significant unobservable inputs and the ranges of values for those inputs.

Type of Security	Fair Value at December 31, 2012	Valuation Methodology	Unobservable Input	Range (Weighted Avg. %)
Guaranteed investment contract	$ 2,974,748	Assumed proceeds at discontinuance	Composite Crediting Rate	3%

The following table summarizes Level 2 investments measured at fair value based on net asset value per share as of December 31, 2011:

December 31, 2011	Fair Value	Unfunded Commitments	Redemption Frequency	Redemption Notice Period
Common collective trusts	$ 1,360,937	N/A	Daily	12 Months

NOTE 5 - INVESTMENT IN THE METLIFE STABLE VALUE FUND

The Plan included an investment option to participants in the MetLife Stable Value Fund at December 31, 2011, a common collective trust, which simulated the performance of a guaranteed investment contract through an issuer's guarantee of a specific interest rate and a portfolio of financial instruments that are owed by the issuer MetLife. The group annuity contract (GAC) included underlying assets which were held in a trust owned by MetLife, through the Plan's investment in a MetLife separate group annuity contract. The contract provided that participants executed plan transactions at contract value. Contract value represented contributions made to the fund, plus earnings, less participant withdrawals. The investment was stated at fair value as reported by MetLife and adjusted to contract value on the statement of net assets available for benefits. The GAC's fair value equaled the fluctuating value of the separate account of the assets backing the contract. The Plan's fair value of the investment equaled the contract's fair value times the ratio of the Plan's guaranteed value to the GAC's guaranteed value.

The crediting interest was 2.90% in 2011. The average yield was 2.96% for the year ended December 31, 2011. Participants may have ordinarily directed the withdrawal or transfer of all or a portion of their investment at contract value. There were no reserves against contract value for credit risk or the contract issuer or otherwise. MetLife guaranteed principal and accrued interest, based on crediting interest rates, for participant-initiated withdrawals as long as the contract remains active. Interest was credited to the contract at interest rates that reflected the performance of the underlying portfolio. MetLife reset the rate quarterly, by amortizing the difference between the market value of the portfolio and the guaranteed value over the weighted average duration of the fund's investments.

Participants received the principal and accrued earnings credited to their accounts on withdrawal for allowed events. These events included transfers to other plan investment options, and payments because of retirement, termination of employment, disability, death and in-service withdrawals as permitted by the plan. Certain events, such as plan termination or a plan merger initiated by the plan sponsor, may limit the ability of the plan to transact at contract value. The plan sponsor did not believe any events that may limit the ability of the plan to transact at contract value were probable.

NOTE 6 - INCOME TAX STATUS

The Internal Revenue Service (IRS) has determined and informed the Company by a letter dated March 31, 2008, that the Plan and related trust are designed in accordance with applicable sections of the IRC. The Plan has been amended since receiving the determination letter. However, the plan administrator and the Plan's tax counsel believe that the Plan is designed and is currently operating in compliance with the applicable requirements of the IRC.

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 organization has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. 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 examination for years prior to 2008.

NOTE 7 - PARTY-IN-INTEREST TRANSACTIONS

(a) Personnel and facilities of the plan administrator have been provided to the Plan at no charge.

(b) The Plan invests in a diversified range of investments, some of which are managed by the trustee of the Plan and are considered party-in-interest transactions. Administrative fees paid to the trustee for the year ended December 31, 2012 amounted to approximately $2,200.

NOTE 8 - RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The net assets of the Plan that are attributed to the common collective trust investing in fully benefit-responsive contracts are recorded at fair value on the Form 5500 and related schedules. In addition, employer contribution receivable is not recorded on the Form 5500. Accordingly, certain balances included on Schedule H (Part I and II) of the Form 5500 differ from those included in the these financial statements. The following is a reconciliation of the Plan's net assets available for benefits at December 31, 2012 and 2011 and changes in net assets available for benefits for the year ended December 31, 2012, between the financial statements and Form 5500:

(continued)

NOTE 8 - RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500 (Continued)

	2012	2011
Net assets available for benefits shown in financial statements	$ 11,806,506	$ 10,647,707
Contribution receivable - employer	(368,647)	-
Contribution receivable - employee	(27,255)	-
Adjustment from contract value to fair value for fully benefit-responsive investment contracts	-	36,359
Net assets available for benefits shown in Form 5500	$ 11,410,604	$ 10,684,066
Net increase in assets available for benefits per financial statements	$ 1,122,441	$ 935,250
Change in contribution receivable - employer	(368,647)	325,419
Contribution receivable - employee	(27,255)	-
Adjustment from contract value to fair value for fully benefit-responsive investment contracts	-	24,272
Net income per Form 5500	$ 726,539	$ 1,284,941

NOTE 9 - RECONCILIATION TO FORM 5500

For 5500 reporting purposes, pooled separate accounts that are not Direct Filing Entities are reported on Schedule H based on the underlying assets. At December 31, 2012, pooled separate accounts in the amount of $8,232,254 have been reported on Form 5500, Schedule H, Line 1c(13).

NOTE 10 - GUARANTEED INVESTMENT CONTRACT

The Plan entered into a guaranteed investment contract with ING Life Insurance and Annuity Company ("ILIAC"). The account is credited with earnings on the underlying investments (less withdrawals) and charged by ILIAC for administrative expenses, if any. The fair value of the investment contract at December 31, 2012 is $2,974,748. The annual effective yield for the year ended December 31, 2012 is 3.00%, and is guaranteed not to drop below this rate through December 31, 2013. The annual effective yield is based on an agreed-upon formula with the issuer. The contract is not fully benefit-responsive, and has been included in the financial statements at fair value.

SUPPLEMENTAL FINANCIAL INFORMATION

PALM BAY INTERNATIONAL, INC. 401(k) PLAN
EIN: 13-4023549, PLAN NO.: 001
SCHEDULE H, LINE 4(i) - SCHEDULE OF ASSETS HELD FOR INVESTMENT (HELD AT END OF YEAR)
DECEMBER 31, 2012

IDENTITY OF ISSUE, BORROWER, LESSOR, OR SIMILAR PARTY	DESCRIPTION OF INVESTMENT, INCLUDING MATURITY DATE, RATE OF INTEREST, COLLATERAL, PAR, OR MATURITY VALUE	CURRENT VALUE
American EuroPacific Growth Fund	Pooled separate accounts	$ 327,759
ING Oppenheimer Global Portfolio Fund*	Pooled separate accounts	351,671
Oppenheimer Developing Markets Fund	Pooled separate accounts	428,048
American Capital Income Builder	Pooled separate accounts	1,033,251
Oppenheimer Main Street Small & Mid Cap Fund	Pooled separate accounts	323,726
ING Russell Mid Cap Growth Index Portfolio*	Pooled separate accounts	281,805
Lord Abbett Bond-Debenture Fund Inc	Pooled separate accounts	227,161
Oppenheimer Gold & Special Minerals Fund	Pooled separate accounts	249,489
Royce Pennsylvania Mutual Fund	Pooled separate accounts	285,545
Fidelity Advisor New Insights Fund	Pooled separate accounts	234,258
American Funds - Fundamental Investors	Pooled separate accounts	1,029,210
ING US Stock Index Portfolio*	Pooled separate accounts	505,460
BlackRock Equity Dividend Fund	Pooled separate accounts	880,640
American Funds Growth and Income Portfolio	Pooled separate accounts	278,191
PIMCO All Asset All Authority Fund	Pooled separate accounts	164,191
T Rowe Price Retirement 2025 Fund	Pooled separate accounts	65,219
T Rowe Price Retirement 2030 Fund	Pooled separate accounts	46,008
T Rowe Price Retirement 2035 Fund	Pooled separate accounts	36,232
T Rowe Price Retirement 2040 Fund	Pooled separate accounts	185,951
American Funds - Bond Fund of America	Pooled separate accounts	238,970
ING PIMCO High Yield Portfolio*	Pooled separate accounts	333,506
American Century Inflation Adjusted Bond Fund	Pooled separate accounts	86,968
MFS Government Securities Fund	Pooled separate accounts	638,995
		8,232,254
ING Fixed Account*	Guaranteed investment contract	2,974,748
Loan receivable - participants	Interest rate - prime rate plus two percent	203,602
		$ 11,410,604

*Indicates party-in-interest

The accompanying notes to financial statements and independent auditors' report should be read in conjunction with this supplemental schedule.

Attachment to 2012 Form 5500
Schedule H, line 4i - Schedule of Assets
(Held at End of Year)
Palm Bay International, Inc. 401(k) Plan
EIN 59-1833544
Plan 002
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
	AmCen Infl-Adj Bond Fnd A	Registered Investment Company		$86,968
	American Funds Bond Fd Am R3	Registered Investment Company		$238,970
	American Funds Cap In Bld R3	Registered Investment Company		$1,033,251
	American Funds EuroPacific R3	Registered Investment Company		$327,759
	American Funds Fdmntl Inv R3	Registered Investment Company		$1,029,210
	American Funds Income Fnd R3	Registered Investment Company		$278,191
	BlkRck Equity Dividend Fnd R	Registered Investment Company		$880,640
	Fidelity Adv Nw Insight Fd T	Registered Investment Company		$234,258
*	ING Fixed Account	Insurance Company General Account		$2,974,748
*	ING Oppenhmr Global Port Srv	Registered Investment Company		$351,671
*	ING PIMCO High Yield Port Srv	Registered Investment Company		$333,506
*	ING Russell MdCp Indx Prt S	Registered Investment Company		$281,805
*	ING US Stock Index Port Srv2	Registered Investment Company		$505,460
	Lord Abbett Bd Debenture Fd R3	Registered Investment Company		$227,161
	MFS Govmt Securities Fnd R2	Registered Investment Company		$638,996
	Oppenhmr Developing Mkts Fnd A	Registered Investment Company		$428,049
	Oppenhmr Gold & Spec Min Fd N	Registered Investment Company		$249,489
	Oppenhmr Main Str S&MC Fd N	Registered Investment Company		$323,726
	PIMCO All Asset Fund R	Registered Investment Company		$164,191
	Royce Penn Mutual Fund K	Registered Investment Company		$285,545
	TRwPr Retirement 2025 Fund R	Registered Investment Company		$65,219
	TRwPr Retirement 2030 Fund R	Registered Investment Company		$46,008
	TRwPr Retirement 2035 Fund R	Registered Investment Company		$36,232
	TRwPr Retirement 2040 Fund R	Registered Investment Company		$185,951
	Participant Loan Fund	Participant Loans - Rates 4.25% to 7.00%		$203,602
	TOTAL			$11,410,604

* denotes party-in-interest
Column (d) is not required as the Plan's investments are totally participant directed.

BERDON

PALM BAY INTERNATIONAL, INC. 401(k) PLAN

FINANCIAL STATEMENTS

DECEMBER 31, 2012

Berdon LLP
CPAs and Advisors

International Association of Practicing Accountants

Reply to:
One Jericho Plaza
Jericho, NY 11753
Ph: 516.931.3100
Fax: 516.931.0034

360 Madison Avenue
New York, NY 10017
Ph: 212.832.0400
Fax: 212.371.1159
www.BERDONLLP.com

PALM BAY INTERNATIONAL, INC. 401(k) PLAN

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DECEMBER 31, 2012

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BERDON

INDEPENDENT AUDITORS' REPORT

To the Plan Administrator of the
Palm Bay International, Inc. 401(k) Plan

Report on the Financial Statements

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

Management's Responsibility for the Financial Statements

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

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate 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 3 and the supplemental Schedule 1, which was certified by Reliance Trust Company, the trustee of the Plan, except for comparing this information with the related information included in the financial statements. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained certifications from the trustee 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 trustee is complete and accurate.

Berdon LLP
CPAs and Advisors

IAPA International Association of Practicing Accountants

Reply to:
One Jericho Plaza
Jericho, NY 11753
Ph: 516.931.3100
Fax: 516.931.0034

360 Madison Avenue
New York, NY 10017
Ph: 212.832.0400
Fax: 212.371.1159
www.BERDONLLP.com

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

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

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

Berdon LLP

Certified Public Accountants

Jericho, New York
October 8, 2013

EXHIBIT A

PALM BAY INTERNATIONAL, INC. 401(k) PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2012 AND 2011

	2012	2011
ASSETS:		
Investments, at fair value:		
Pooled separate accounts	$ 8,232,254	$ -
Guaranteed investment contract	2,974,748	-
Mutual funds	-	9,058,210
Common collective trusts	-	1,360,937
	11,207,002	10,419,147
Receivables:		
Notes receivable from participants	203,602	248,906
Participants' contributions	27,255	16,013
Employer's contributions	368,647	-
	599,504	264,919
NET ASSETS REFLECTING INVESTMENTS AT FAIR VALUE	11,806,506	10,684,066
ADJUSTMENT FROM FAIR VALUE TO CONTRACT VALUE FOR FULLY BENEFIT-RESPONSIVE INVESTMENT CONTRACTS	-	(36,359)
NET ASSETS AVAILABLE FOR BENEFITS	$ 11,806,506	$ 10,647,707

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

EXHIBIT B

PALM BAY INTERNATIONAL, 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:	
Investment income:	
Net appreciation in fair value of investments	$ 776,477
Dividend income	121,465
Interest income	2,513
Total investment income	900,455
Participants' contributions	1,086,057
Employer's contributions	368,647
Interest on notes receivables from participants	8,843
Rollover contributions	17,048
TOTAL ADDITIONS	2,381,050
DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO:	
Distributions to participants	1,256,384
Administrative expenses	2,225
TOTAL DEDUCTIONS	1,258,609
NET INCREASE IN NET ASSETS AVAILABLE FOR BENEFITS	1,122,441
NET ASSETS AVAILABLE FOR BENEFITS - BEGINNING OF YEAR	10,684,065
NET ASSETS AVAILABLE FOR BENEFITS - END OF YEAR	$ 11,806,506

The accompanying notes to financial statements are an integral part of this statement.

NOTE 1 - SUMMARY OF THE PLAN

The following description of the Palm Bay International, Inc. 401(k) Plan (the "Plan") provides only general information. Participants should refer to the plan agreement and all amendments for a more complete description of the Plan's provisions.

(a) General

The Plan is a defined contribution plan, covering substantially all the employees of Palm Bay International, Inc. (the "Employer"), SMT Acquisition, LLC, Sutton and Maxwell Imports and 345 Underhill LLC.

Reliance Trust Company ("Reliance"), the trustee of the Plan, holds and invests contributions made to the Plan in assets which will provide current and future benefits to participants. All investments are participant-directed among the Plan's various investment options. The Employer acts as the plan administrator and is responsible for the overall direction of the Plan. The Plan is subject to the Employee Retirement Income Security Act of 1974 (ERISA).

(b) Eligibility and Contributions

Substantially all employees of the Employer who have attained the age of 21, as defined in the Plan, are eligible for participation in the Plan on the January 1st and July 1st coincident with or next following the date which is six months after their original date of employment. Employees electing to participate in the Plan may contribute up to 50% of their qualifying wages for the year ended December 31, 2012. Under the terms of the Plan, the Employer may make a discretionary matching contribution equal to a discretionary percentage of the participant's elective deferred contribution to be determined by the Employer, or a discretionary dollar amount. Only elective deferred contributions up to the percentage or dollar amount specified will be matched. Additionally, under the terms of the Plan, the Employer may make an annual discretionary profit sharing contribution to the Plan that is allocated to participants based on the ratio each participant's eligible compensation bears to the total of such compensation of all participants as defined in the plan agreement. The Plan permits catch-up contributions for eligible participants as described under the Economic Growth and Tax Relief Act of 2001.

(c) Participant Accounts

An individual participant's account is comprised of the participant's elective deferred contributions, the Employer's matching/profit sharing contributions, applicable fund earnings and unrealized fair market value adjustments, and is charged with an allocation of administration fees. Unrealized fair market value adjustments are based on quoted market prices as of the last business day of each year. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

(continued)

NOTE 1 - SUMMARY OF THE PLAN (Continued)

(d) Vesting

Participants are immediately vested in their elective deferred contributions plus earnings thereon. Vesting in the Employer's contribution portion of their accounts is based on the following schedule:

Years of Service	Vested Interest in Account
Less than 2 years	0%
2 years but less than 3	20%
3 years but less than 4	40%
4 years but less than 5	60%
5 years but less than 6	80%
6 or more years	100%

A participant's vested interest in the Employer's contribution portion of his or her accounts will be 100% under the following conditions:

(i) Death or total and permanent disability of a participant while employed by the Company

(ii) Attainment of retirement age

(iii) Termination of the Plan

(e) Plan Termination

Although they have expressed no intent to do so, the Employer has the right to terminate the Plan at any time subject to the provisions of ERISA.

(f) Payment of Benefits

On termination of service due to death, disability, or retirement, a participant is eligible to receive a single lump-sum amount equal to the value of his or her vested account balance. For termination of service for other reasons, a participant may receive the value of the vested interest in his or her account as a lump-sum distribution.

(continued)

NOTE 1 - SUMMARY OF THE PLAN (Continued)

(g) Notes Receivable from Participants

A participant may borrow from his or her vested account balance. Loans must be for a minimum of $1,000, and a participant is limited to having two loans outstanding at any time. All loans to participants, when added to the outstanding balance of other loans from the Plan, will be limited to 50% of the participant's vested balance. Loans, together with the interest required to be paid thereon, must be repaid within five years, unless the loan is used to build or buy a principal residence, in which case the loan term is between 5 to 30 years. Loans bear interest at a rate equal to the prevailing prime rate plus 2%.

(h) Hardship Withdrawals

The Plan permits for hardship withdrawals of the participant's vested account balance. Permissible circumstances for hardship withdrawals include education, purchase of a principal residence, medical expenses, and to prevent foreclosure of a principal residence.

(i) Forfeitures

Forfeitures of terminated participants' nonvested matching contributions, if any, will be used to reduce the Employer matching contribution under the Plan, if any. Forfeitures of terminated participants' nonvested profit sharing contributions, if any, will be reallocated to all eligible participants. At December 31, 2012 and 2011, forfeited nonvested employer matching contribution accounts totaled approximately $96,000 and $84,000, respectively. These accounts will be used to reduce future employer matching contributions. No forfeitures were utilized in 2012.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The accounting and reporting policies of the Plan conform to accounting principles generally accepted in the United States of America ("GAAP"). The Plan's financial statements are prepared on the accrual basis of accounting. Following are the significant accounting policies followed by the Plan:

(a) Valuation of Investments and Income Recognition

The Plan's investments are stated 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. Fair value is based upon quoted market prices, where available. Pooled separate accounts' (PSAs) fair value is determined by a per unit value for the number of units held by the Plan at year-end, much like a mutual fund, whose value is the result of the accumulated values of the underlying investments, and are valued based upon their ending net unit value. This is based on information reported by the trustee using the audited financial statements of the PSAs at year-end.

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

The MetLife Stable Value Fund held at December 31, 2011 was a common collective trust (CCT) which was an investment fund of Metropolitan Life Insurance Company. The CCT primarily owns investment contracts that invest in conventional, synthetic and separate account investment contracts (collectively, the "contracts") issued by life insurance companies, banks and other financial institutions. In addition, the CCT invests in fixed income securities issued by banks, corporations and the U.S. Government. The contracts are valued at contract value, which represents invested principal plus accrued interest thereon. In determining contract value, Metropolitan Life Insurance Company considers such factors as the benefit responsiveness of the contracts, the ability of the parties to the contracts to perform in accordance with the terms of the contracts and the likelihood of default by the issuer of an investment security Note 5. In accordance with GAAP, the statements of net assets available for plan benefits present The MetLife Stable Value Fund, which invests primarily in benefit-responsive investment contracts, at fair value as well as an additional line showing an adjustment of the fully benefit-responsive investment contracts from fair value to contract value. The contract's value represents contributions made under the fund, plus earnings, less participant withdrawals and administrative expenses. The statements of net assets available for benefits present the fair value of the investment contracts as well as the adjustment of the fully benefit-responsive investment contracts from fair value to contract value. The statements of changes in net assets available for benefits are prepared on the contract value basis.

(continued)

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(b) Net Appreciation or Depreciation of Fair Value of Investments

The Plan presents, in the statement of changes in net assets available for benefits, the net appreciation or depreciation in the fair value of its investments which consists of the realized gains or losses, dividends reinvested, and the unrealized appreciation or depreciation on those investments.

(c) Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance, plus any accrued but unpaid interest. Delinquent participant loans are reclassified as distributions, based upon the terms of the plan document.

(d) Payment of Benefits

Benefits are recorded when paid. Administrative expenses are primarily compromised of record keeping fees. These expenses are paid directly by the Plan. Other expenses related to the Plan are paid directly by the Company.

(e) Accounting Estimates

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

(f) Risk 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.

(g) Subsequent Events

The Plan has evaluated subsequent events after December 31, 2012 through October 8, 2013, the date that the financial statements were available to be issued.

(h) Reclassifications

Certain prior year amounts have been reclassified to conform to current year presentation.

NOTE 3 - INFORMATION CERTIFIED BY THE PLAN'S TRUSTEE

The following information was obtained from data that has been prepared and certified to as complete and accurate by the Plan's trustee, Reliance. Investments that represent 5% or more of the Plan's net assets available for benefits are separately identified.

Investments at fair value, as determined by quoted market price as of December 31, 2012 and 2011, consisted of the following:

	2012	2011
Pooled separate accounts:		
American Funds Capital Income Builder Fund	$ 1,033,251	$ -
BlackRock TempFund Cash Management Fund	-	-
American Funds Fundamental Investors Fund	1,029,210	-
MFS Government Securities Fund	638,996	-
BlackRock Equity Dividend Fund	880,640	-
Other	4,650,157	-
	$ 8,232,254	$ -
Guaranteed investment contract:		
ING Fixed Account	$ 2,974,748	$ -
Mutual funds:		
American Funds Capital Income Builder Fund	$ -	$ 928,689
BlackRock TempFund Cash Management Fund	-	2,180,317
American Funds Fundamental Investors Fund	-	1,016,244
MFS Government Securities Fund	-	660,005
BlackRock Equity Dividend Fund	-	837,766
Other	-	3,435,189
	$ -	$ 9,058,210
Common collective trusts - at contract value:		
MetLife Stable Value Fund - at contract value	$ -	$ 680,915
Other	-	643,663
	$ -	$ 1,324,578

Information contained in the statement of changes in net assets available for benefits:

(continued)

NOTE 3 - INFORMATION CERTIFIED BY THE PLAN'S TRUSTEE (Continued)

Net appreciation in fair value of investments:	
Pooled separate accounts	$ 667,875
Common collective trusts	108,602
	776,477
Interest and dividend income	123,978
	$ 900,455

NOTE 4 - FAIR VALUE MEASUREMENTS

The framework for measuring fair value provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The Plan utilizes valuation techniques that maximize the use of observable inputs and minimize the use of unobservable inputs. Based on the observability of the inputs used in the valuation techniques the Plan is required to provide the following information according to the fair value hierarchy. The fair value hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets (Level 1) and the lowest priority to unobservable inputs (Level 3). Financial assets and liabilities carried at fair value will be classified and disclosed in one of the following three categories:

Level 1

Valuation is based upon quoted prices for identical instruments traded in active markets.

Level 2

Observable inputs other than Level 1 including quoted prices for similar assets or liabilities, quoted prices in less active markets, or other observable inputs that can be corroborated by observable market data.

Level 3

Unobservable inputs supported by little or no market activity for financial instruments whose value is determined using pricing models, discounted cash flow methodologies, or similar techniques, as well as instruments for which the determination of fair value requires significant management judgment or estimation.

The asset'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 minimized the use of unobservable inputs.

(continued)

NOTE 4 - FAIR VALUE MEASUREMENTS (Continued)

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

- Pooled separate accounts: Valued at a per unit value for the number of units held by the Plan at year-end, much like a mutual fund, whose value is the result of the accumulated values of the underlying investments and with similar restrictions as a mutual fund regarding redemptions.
- Guaranteed investment contract: Valued at contract value, which approximates fair value and is classified as a Level 3 investment, as fair value can be measured by observable interest rates in the market.
- Mutual funds: Valued at closing price reported in the active market in which the individual security is traded.
- Common collective trust (whose underlying investments include fully benefit-responsive contracts) - The underlying investments are based upon the latest published market quotations when available. Where not available, fair values are determined by the fund manager by reference to quoted market values or other financial data pertaining to investments of similar nature, quality and yield. The guaranteed deposit contract is valued at fair value by discounting the related cash flows based on current yields of similar instruments with comparable durations considering the creditworthiness of the issuer.

The following tables summarize the Plan's investments as of December 31, 2012 and 2011, based on the inputs used to value them:

	Fair Value as of December 31, 2012			
Type of Security	Level 1	Level 2	Level 3	Total
Pooled separate accounts:				
Growth funds	$ -	$ 2,997,337	$ -	$ 2,997,337
Blend funds	-	2,022,587	-	2,022,587
Fixed funds	-	964,933	-	964,933
Value funds	-	1,913,891	-	1,913,891
Bond fund	-	333,506	-	333,506
Total pooled separate accounts	-	8,232,254	-	8,232,254
Guaranteed investment contract:				
ING fixed account	-	-	2,974,748	2,974,748
	$ -	$ 8,232,254	$ 2,974,748	$ 11,207,002

(continued)

NOTE 4 - FAIR VALUE MEASUREMENTS (Continued)

	Fair Value as of December 31, 2011			
Type of Security	Level 1	Level 2	Level 3	Total
Mutual funds:				
Growth funds	$ 2,063,105	$ -	$ -	$ 2,063,105
Blend funds	1,602,612	-	-	1,602,612
Fixed funds	958,853	-	-	958,853
Target funds	308,308			308,308
Value funds	1,945,015	-	-	1,945,015
Money market fund	2,180,317	-	-	2,180,317
Total mutual funds	9,058,210	-	-	9,058,210
Common collective trusts:				
MetLife Stable Value Fund	-	717,274	-	717,274
SSgA S&P 500 Index Fund	-	411,189	-	411,189
SSgA S&P Mid Cap Index Fund	-	232,474	-	232,474
Total common collective trusts	-	1,360,937	-	1,360,937
	$ 9,058,210	$ 1,360,937	$ -	$ 10,419,147

The preceding method 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. There were no transfers between levels 1 and 2 during the years ending December 31, 2012 and 2011.

The securities categorized as Level 3 investments as of December 31, 2012 include guaranteed investment contract. The change in investments measured at fair value for which the Plan has used Level 3 inputs to determine fair value is as follows:

(continued)

NOTE 4 - FAIR VALUE MEASUREMENTS (Continued)

	Deposit Contract with Insurance Company
Balance, beginning of year	$ -
Purchases of investment	2,972,229
Interest and dividend income	2,519
Balance, end of year	$ 2,974,748

The following table represents the Plan's Level 3 financial instruments, the valuation techniques used to measure fair value of those financial instruments, and the significant unobservable inputs and the ranges of values for those inputs.

Type of Security	Fair Value at December 31, 2012	Valuation Methodology	Unobservable Input	Range (Weighted Avg. %)
Guaranteed investment contract	$ 2,974,748	Assumed proceeds at discontinuance	Composite Crediting Rate	3%

The following table summarizes Level 2 investments measured at fair value based on net asset value per share as of December 31, 2011:

December 31, 2011	Fair Value	Unfunded Commitments	Redemption Frequency	Redemption Notice Period
Common collective trusts	$ 1,360,937	N/A	Daily	12 Months

NOTE 5 - INVESTMENT IN THE METLIFE STABLE VALUE FUND

The Plan included an investment option to participants in the MetLife Stable Value Fund at December 31, 2011, a common collective trust, which simulated the performance of a guaranteed investment contract through an issuer's guarantee of a specific interest rate and a portfolio of financial instruments that are owed by the issuer MetLife. The group annuity contract (GAC) included underlying assets which were held in a trust owned by MetLife, through the Plan's investment in a MetLife separate group annuity contract. The contract provided that participants executed plan transactions at contract value. Contract value represented contributions made to the fund, plus earnings, less participant withdrawals. The investment was stated at fair value as reported by MetLife and adjusted to contract value on the statement of net assets available for benefits. The GAC's fair value equaled the fluctuating value of the separate account of the assets backing the contract. The Plan's fair value of the investment equaled the contract's fair value times the ratio of the Plan's guaranteed value to the GAC's guaranteed value.

The crediting interest was 2.90% in 2011. The average yield was 2.96% for the year ended December 31, 2011. Participants may have ordinarily directed the withdrawal or transfer of all or a portion of their investment at contract value. There were no reserves against contract value for credit risk or the contract issuer or otherwise. MetLife guaranteed principal and accrued interest, based on crediting interest rates, for participant-initiated withdrawals as long as the contract remains active. Interest was credited to the contract at interest rates that reflected the performance of the underlying portfolio. MetLife reset the rate quarterly, by amortizing the difference between the market value of the portfolio and the guaranteed value over the weighted average duration of the fund's investments.

Participants received the principal and accrued earnings credited to their accounts on withdrawal for allowed events. These events included transfers to other plan investment options, and payments because of retirement, termination of employment, disability, death and in-service withdrawals as permitted by the plan. Certain events, such as plan termination or a plan merger initiated by the plan sponsor, may limit the ability of the plan to transact at contract value. The plan sponsor did not believe any events that may limit the ability of the plan to transact at contract value were probable.

NOTE 6 - INCOME TAX STATUS

The Internal Revenue Service (IRS) has determined and informed the Company by a letter dated March 31, 2008, that the Plan and related trust are designed in accordance with applicable sections of the IRC. The Plan has been amended since receiving the determination letter. However, the plan administrator and the Plan's tax counsel believe that the Plan is designed and is currently operating in compliance with the applicable requirements of the IRC.

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 organization has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. 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 examination for years prior to 2008.

NOTE 7 - PARTY-IN-INTEREST TRANSACTIONS

(a) Personnel and facilities of the plan administrator have been provided to the Plan at no charge.

(b) The Plan invests in a diversified range of investments, some of which are managed by the trustee of the Plan and are considered party-in-interest transactions. Administrative fees paid to the trustee for the year ended December 31, 2012 amounted to approximately $2,200.

NOTE 8 - RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The net assets of the Plan that are attributed to the common collective trust investing in fully benefit-responsive contracts are recorded at fair value on the Form 5500 and related schedules. In addition, employer contribution receivable is not recorded on the Form 5500. Accordingly, certain balances included on Schedule H (Part I and II) of the Form 5500 differ from those included in the these financial statements. The following is a reconciliation of the Plan's net assets available for benefits at December 31, 2012 and 2011 and changes in net assets available for benefits for the year ended December 31, 2012, between the financial statements and Form 5500:

(continued)

NOTE 8 - RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500 (Continued)

	2012	2011
Net assets available for benefits shown in financial statements	$ 11,806,506	$ 10,647,707
Contribution receivable - employer	(368,647)	-
Contribution receivable - employee	(27,255)	-
Adjustment from contract value to fair value for fully benefit-responsive investment contracts	-	36,359
Net assets available for benefits shown in Form 5500	$ 11,410,604	$ 10,684,066
Net increase in assets available for benefits per financial statements	$ 1,122,441	$ 935,250
Change in contribution receivable - employer	(368,647)	325,419
Contribution receivable - employee	(27,255)	-
Adjustment from contract value to fair value for fully benefit-responsive investment contracts	-	24,272
Net income per Form 5500	$ 726,539	$ 1,284,941

NOTE 9 - RECONCILIATION TO FORM 5500

For 5500 reporting purposes, pooled separate accounts that are not Direct Filing Entities are reported on Schedule H based on the underlying assets. At December 31, 2012, pooled separate accounts in the amount of $8,232,254 have been reported on Form 5500, Schedule H, Line 1c(13).

NOTE 10 - GUARANTEED INVESTMENT CONTRACT

The Plan entered into a guaranteed investment contract with ING Life Insurance and Annuity Company ("ILIAC"). The account is credited with earnings on the underlying investments (less withdrawals) and charged by ILIAC for administrative expenses, if any. The fair value of the investment contract at December 31, 2012 is $2,974,748. The annual effective yield for the year ended December 31, 2012 is 3.00%, and is guaranteed not to drop below this rate through December 31, 2013. The annual effective yield is based on an agreed-upon formula with the issuer. The contract is not fully benefit-responsive, and has been included in the financial statements at fair value.

SUPPLEMENTAL FINANCIAL INFORMATION

PALM BAY INTERNATIONAL, INC. 401(k) PLAN
EIN: 13-4023549, PLAN NO.: 001
SCHEDULE H, LINE 4(i) - SCHEDULE OF ASSETS HELD FOR INVESTMENT (HELD AT END OF YEAR)
DECEMBER 31, 2012

IDENTITY OF ISSUE, BORROWER, LESSOR, OR SIMILAR PARTY	DESCRIPTION OF INVESTMENT, INCLUDING MATURITY DATE, RATE OF INTEREST, COLLATERAL, PAR, OR MATURITY VALUE	CURRENT VALUE
American EuroPacific Growth Fund	Pooled separate accounts	$ 327,759
ING Oppenheimer Global Portfolio Fund*	Pooled separate accounts	351,671
Oppenheimer Developing Markets Fund	Pooled separate accounts	428,048
American Capital Income Builder	Pooled separate accounts	1,033,251
Oppenheimer Main Street Small & Mid Cap Fund	Pooled separate accounts	323,726
ING Russell Mid Cap Growth Index Portfolio*	Pooled separate accounts	281,805
Lord Abbett Bond-Debenture Fund Inc	Pooled separate accounts	227,161
Oppenheimer Gold & Special Minerals Fund	Pooled separate accounts	249,489
Royce Pennsylvania Mutual Fund	Pooled separate accounts	285,545
Fidelity Advisor New Insights Fund	Pooled separate accounts	234,258
American Funds - Fundamental Investors	Pooled separate accounts	1,029,210
ING US Stock Index Portfolio*	Pooled separate accounts	505,460
BlackRock Equity Dividend Fund	Pooled separate accounts	880,640
American Funds Growth and Income Portfolio	Pooled separate accounts	278,191
PIMCO All Asset All Authority Fund	Pooled separate accounts	164,191
T Rowe Price Retirement 2025 Fund	Pooled separate accounts	65,219
T Rowe Price Retirement 2030 Fund	Pooled separate accounts	46,008
T Rowe Price Retirement 2035 Fund	Pooled separate accounts	36,232
T Rowe Price Retirement 2040 Fund	Pooled separate accounts	185,951
American Funds - Bond Fund of America	Pooled separate accounts	238,970
ING PIMCO High Yield Portfolio*	Pooled separate accounts	333,506
American Century Inflation Adjusted Bond Fund	Pooled separate accounts	86,968
MFS Government Securities Fund	Pooled separate accounts	638,995
		8,232,254
ING Fixed Account*	Guaranteed investment contract	2,974,748
Loan receivable - participants	Interest rate - prime rate plus two percent	203,602
		$ 11,410,604

*Indicates party-in-interest

The accompanying notes to financial statements and independent auditors' report should be read in conjunction with this supplemental schedule.

BERDON

PALM BAY INTERNATIONAL, INC. 401(k) PLAN

FINANCIAL STATEMENTS

DECEMBER 31, 2012

Berdon LLP
CPAs and Advisors

International Association of Practicing Accountants

Reply to:
One Jericho Plaza
Jericho, NY 11753
Ph: 516.931.3100
Fax: 516.931.0034

360 Madison Avenue
New York, NY 10017
Ph: 212.832.0400
Fax: 212.371.1159
www.BERDONLLP.com

PALM BAY INTERNATIONAL, INC. 401(k) PLAN

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DECEMBER 31, 2012

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BERDON

INDEPENDENT AUDITORS' REPORT

To the Plan Administrator of the
Palm Bay International, Inc. 401(k) Plan

Report on the Financial Statements

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

Management's Responsibility for the Financial Statements

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

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate 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 3 and the supplemental Schedule 1, which was certified by Reliance Trust Company, the trustee of the Plan, except for comparing this information with the related information included in the financial statements. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained certifications from the trustee 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 trustee is complete and accurate.

Berdon LLP
CPAs and Advisors

IAPA International Association of Practicing Accountants

Reply to:
One Jericho Plaza
Jericho, NY 11753
Ph: 516.931.3100
Fax: 516.931.0034

360 Madison Avenue
New York, NY 10017
Ph: 212.832.0400
Fax: 212.371.1159
www.BERDONLLP.com

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

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

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

Berdon LLP

Certified Public Accountants

Jericho, New York
October 8, 2013

EXHIBIT A

PALM BAY INTERNATIONAL, INC. 401(k) PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2012 AND 2011

	2012	2011
ASSETS:		
Investments, at fair value:		
Pooled separate accounts	$ 8,232,254	$ -
Guaranteed investment contract	2,974,748	-
Mutual funds	-	9,058,210
Common collective trusts	-	1,360,937
	11,207,002	10,419,147
Receivables:		
Notes receivable from participants	203,602	248,906
Participants' contributions	27,255	16,013
Employer's contributions	368,647	-
	599,504	264,919
NET ASSETS REFLECTING INVESTMENTS AT FAIR VALUE	11,806,506	10,684,066
ADJUSTMENT FROM FAIR VALUE TO CONTRACT VALUE FOR FULLY BENEFIT-RESPONSIVE INVESTMENT CONTRACTS	-	(36,359)
NET ASSETS AVAILABLE FOR BENEFITS	$ 11,806,506	$ 10,647,707

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

EXHIBIT B

PALM BAY INTERNATIONAL, 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:	
Investment income:	
Net appreciation in fair value of investments	$ 776,477
Dividend income	121,465
Interest income	2,513
Total investment income	900,455
Participants' contributions	1,086,057
Employer's contributions	368,647
Interest on notes receivables from participants	8,843
Rollover contributions	17,048
TOTAL ADDITIONS	2,381,050
DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO:	
Distributions to participants	1,256,384
Administrative expenses	2,225
TOTAL DEDUCTIONS	1,258,609
NET INCREASE IN NET ASSETS AVAILABLE FOR BENEFITS	1,122,441
NET ASSETS AVAILABLE FOR BENEFITS - BEGINNING OF YEAR	10,684,065
NET ASSETS AVAILABLE FOR BENEFITS - END OF YEAR	$ 11,806,506

The accompanying notes to financial statements are an integral part of this statement.

NOTE 1 - SUMMARY OF THE PLAN

The following description of the Palm Bay International, Inc. 401(k) Plan (the "Plan") provides only general information. Participants should refer to the plan agreement and all amendments for a more complete description of the Plan's provisions.

(a) General

The Plan is a defined contribution plan, covering substantially all the employees of Palm Bay International, Inc. (the "Employer"), SMT Acquisition, LLC, Sutton and Maxwell Imports and 345 Underhill LLC.

Reliance Trust Company ("Reliance"), the trustee of the Plan, holds and invests contributions made to the Plan in assets which will provide current and future benefits to participants. All investments are participant-directed among the Plan's various investment options. The Employer acts as the plan administrator and is responsible for the overall direction of the Plan. The Plan is subject to the Employee Retirement Income Security Act of 1974 (ERISA).

(b) Eligibility and Contributions

Substantially all employees of the Employer who have attained the age of 21, as defined in the Plan, are eligible for participation in the Plan on the January 1st and July 1st coincident with or next following the date which is six months after their original date of employment. Employees electing to participate in the Plan may contribute up to 50% of their qualifying wages for the year ended December 31, 2012. Under the terms of the Plan, the Employer may make a discretionary matching contribution equal to a discretionary percentage of the participant's elective deferred contribution to be determined by the Employer, or a discretionary dollar amount. Only elective deferred contributions up to the percentage or dollar amount specified will be matched. Additionally, under the terms of the Plan, the Employer may make an annual discretionary profit sharing contribution to the Plan that is allocated to participants based on the ratio each participant's eligible compensation bears to the total of such compensation of all participants as defined in the plan agreement. The Plan permits catch-up contributions for eligible participants as described under the Economic Growth and Tax Relief Act of 2001.

(c) Participant Accounts

An individual participant's account is comprised of the participant's elective deferred contributions, the Employer's matching/profit sharing contributions, applicable fund earnings and unrealized fair market value adjustments, and is charged with an allocation of administration fees. Unrealized fair market value adjustments are based on quoted market prices as of the last business day of each year. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

(continued)

NOTE 1 - SUMMARY OF THE PLAN (Continued)

(d) Vesting

Participants are immediately vested in their elective deferred contributions plus earnings thereon. Vesting in the Employer's contribution portion of their accounts is based on the following schedule:

Years of Service	Vested Interest in Account
Less than 2 years	0%
2 years but less than 3	20%
3 years but less than 4	40%
4 years but less than 5	60%
5 years but less than 6	80%
6 or more years	100%

A participant's vested interest in the Employer's contribution portion of his or her accounts will be 100% under the following conditions:

(i) Death or total and permanent disability of a participant while employed by the Company

(ii) Attainment of retirement age

(iii) Termination of the Plan

(e) Plan Termination

Although they have expressed no intent to do so, the Employer has the right to terminate the Plan at any time subject to the provisions of ERISA.

(f) Payment of Benefits

On termination of service due to death, disability, or retirement, a participant is eligible to receive a single lump-sum amount equal to the value of his or her vested account balance. For termination of service for other reasons, a participant may receive the value of the vested interest in his or her account as a lump-sum distribution.

(continued)

NOTE 1 - SUMMARY OF THE PLAN (Continued)

(g) Notes Receivable from Participants

A participant may borrow from his or her vested account balance. Loans must be for a minimum of $1,000, and a participant is limited to having two loans outstanding at any time. All loans to participants, when added to the outstanding balance of other loans from the Plan, will be limited to 50% of the participant's vested balance. Loans, together with the interest required to be paid thereon, must be repaid within five years, unless the loan is used to build or buy a principal residence, in which case the loan term is between 5 to 30 years. Loans bear interest at a rate equal to the prevailing prime rate plus 2%.

(h) Hardship Withdrawals

The Plan permits for hardship withdrawals of the participant's vested account balance. Permissible circumstances for hardship withdrawals include education, purchase of a principal residence, medical expenses, and to prevent foreclosure of a principal residence.

(i) Forfeitures

Forfeitures of terminated participants' nonvested matching contributions, if any, will be used to reduce the Employer matching contribution under the Plan, if any. Forfeitures of terminated participants' nonvested profit sharing contributions, if any, will be reallocated to all eligible participants. At December 31, 2012 and 2011, forfeited nonvested employer matching contribution accounts totaled approximately $96,000 and $84,000, respectively. These accounts will be used to reduce future employer matching contributions. No forfeitures were utilized in 2012.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The accounting and reporting policies of the Plan conform to accounting principles generally accepted in the United States of America ("GAAP"). The Plan's financial statements are prepared on the accrual basis of accounting. Following are the significant accounting policies followed by the Plan:

(a) Valuation of Investments and Income Recognition

The Plan's investments are stated 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. Fair value is based upon quoted market prices, where available. Pooled separate accounts' (PSAs) fair value is determined by a per unit value for the number of units held by the Plan at year-end, much like a mutual fund, whose value is the result of the accumulated values of the underlying investments, and are valued based upon their ending net unit value. This is based on information reported by the trustee using the audited financial statements of the PSAs at year-end.

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

The MetLife Stable Value Fund held at December 31, 2011 was a common collective trust (CCT) which was an investment fund of Metropolitan Life Insurance Company. The CCT primarily owns investment contracts that invest in conventional, synthetic and separate account investment contracts (collectively, the "contracts") issued by life insurance companies, banks and other financial institutions. In addition, the CCT invests in fixed income securities issued by banks, corporations and the U.S. Government. The contracts are valued at contract value, which represents invested principal plus accrued interest thereon. In determining contract value, Metropolitan Life Insurance Company considers such factors as the benefit responsiveness of the contracts, the ability of the parties to the contracts to perform in accordance with the terms of the contracts and the likelihood of default by the issuer of an investment security Note 5. In accordance with GAAP, the statements of net assets available for plan benefits present The MetLife Stable Value Fund, which invests primarily in benefit-responsive investment contracts, at fair value as well as an additional line showing an adjustment of the fully benefit-responsive investment contracts from fair value to contract value. The contract's value represents contributions made under the fund, plus earnings, less participant withdrawals and administrative expenses. The statements of net assets available for benefits present the fair value of the investment contracts as well as the adjustment of the fully benefit-responsive investment contracts from fair value to contract value. The statements of changes in net assets available for benefits are prepared on the contract value basis.

(continued)

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(b) Net Appreciation or Depreciation of Fair Value of Investments

The Plan presents, in the statement of changes in net assets available for benefits, the net appreciation or depreciation in the fair value of its investments which consists of the realized gains or losses, dividends reinvested, and the unrealized appreciation or depreciation on those investments.

(c) Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance, plus any accrued but unpaid interest. Delinquent participant loans are reclassified as distributions, based upon the terms of the plan document.

(d) Payment of Benefits

Benefits are recorded when paid. Administrative expenses are primarily compromised of record keeping fees. These expenses are paid directly by the Plan. Other expenses related to the Plan are paid directly by the Company.

(e) Accounting Estimates

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

(f) Risk 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.

(g) Subsequent Events

The Plan has evaluated subsequent events after December 31, 2012 through October 8, 2013, the date that the financial statements were available to be issued.

(h) Reclassifications

Certain prior year amounts have been reclassified to conform to current year presentation.

NOTE 3 - INFORMATION CERTIFIED BY THE PLAN'S TRUSTEE

The following information was obtained from data that has been prepared and certified to as complete and accurate by the Plan's trustee, Reliance. Investments that represent 5% or more of the Plan's net assets available for benefits are separately identified.

Investments at fair value, as determined by quoted market price as of December 31, 2012 and 2011, consisted of the following:

	2012	2011
Pooled separate accounts:		
American Funds Capital Income Builder Fund	$ 1,033,251	$ -
BlackRock TempFund Cash Management Fund	-	-
American Funds Fundamental Investors Fund	1,029,210	-
MFS Government Securities Fund	638,996	-
BlackRock Equity Dividend Fund	880,640	-
Other	4,650,157	-
	$ 8,232,254	$ -
Guaranteed investment contract:		
ING Fixed Account	$ 2,974,748	$ -
Mutual funds:		
American Funds Capital Income Builder Fund	$ -	$ 928,689
BlackRock TempFund Cash Management Fund	-	2,180,317
American Funds Fundamental Investors Fund	-	1,016,244
MFS Government Securities Fund	-	660,005
BlackRock Equity Dividend Fund	-	837,766
Other	-	3,435,189
	$ -	$ 9,058,210
Common collective trusts - at contract value:		
MetLife Stable Value Fund - at contract value	$ -	$ 680,915
Other	-	643,663
	$ -	$ 1,324,578

Information contained in the statement of changes in net assets available for benefits:

(continued)

NOTE 3 - INFORMATION CERTIFIED BY THE PLAN'S TRUSTEE (Continued)

Net appreciation in fair value of investments:	
Pooled separate accounts	$ 667,875
Common collective trusts	108,602
	776,477
Interest and dividend income	123,978
	$ 900,455

NOTE 4 - FAIR VALUE MEASUREMENTS

The framework for measuring fair value provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The Plan utilizes valuation techniques that maximize the use of observable inputs and minimize the use of unobservable inputs. Based on the observability of the inputs used in the valuation techniques the Plan is required to provide the following information according to the fair value hierarchy. The fair value hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets (Level 1) and the lowest priority to unobservable inputs (Level 3). Financial assets and liabilities carried at fair value will be classified and disclosed in one of the following three categories:

Level 1

Valuation is based upon quoted prices for identical instruments traded in active markets.

Level 2

Observable inputs other than Level 1 including quoted prices for similar assets or liabilities, quoted prices in less active markets, or other observable inputs that can be corroborated by observable market data.

Level 3

Unobservable inputs supported by little or no market activity for financial instruments whose value is determined using pricing models, discounted cash flow methodologies, or similar techniques, as well as instruments for which the determination of fair value requires significant management judgment or estimation.

The asset'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 minimized the use of unobservable inputs.

(continued)

NOTE 4 - FAIR VALUE MEASUREMENTS (Continued)

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

- Pooled separate accounts: Valued at a per unit value for the number of units held by the Plan at year-end, much like a mutual fund, whose value is the result of the accumulated values of the underlying investments and with similar restrictions as a mutual fund regarding redemptions.
- Guaranteed investment contract: Valued at contract value, which approximates fair value and is classified as a Level 3 investment, as fair value can be measured by observable interest rates in the market.
- Mutual funds: Valued at closing price reported in the active market in which the individual security is traded.
- Common collective trust (whose underlying investments include fully benefit-responsive contracts) - The underlying investments are based upon the latest published market quotations when available. Where not available, fair values are determined by the fund manager by reference to quoted market values or other financial data pertaining to investments of similar nature, quality and yield. The guaranteed deposit contract is valued at fair value by discounting the related cash flows based on current yields of similar instruments with comparable durations considering the creditworthiness of the issuer.

The following tables summarize the Plan's investments as of December 31, 2012 and 2011, based on the inputs used to value them:

	Fair Value as of December 31, 2012			
Type of Security	Level 1	Level 2	Level 3	Total
Pooled separate accounts:				
Growth funds	$ -	$ 2,997,337	$ -	$ 2,997,337
Blend funds	-	2,022,587	-	2,022,587
Fixed funds	-	964,933	-	964,933
Value funds	-	1,913,891	-	1,913,891
Bond fund	-	333,506	-	333,506
Total pooled separate accounts	-	8,232,254	-	8,232,254
Guaranteed investment contract:				
ING fixed account	-	-	2,974,748	2,974,748
	$ -	$ 8,232,254	$ 2,974,748	$ 11,207,002

(continued)

NOTE 4 - FAIR VALUE MEASUREMENTS (Continued)

	Fair Value as of December 31, 2011			
Type of Security	Level 1	Level 2	Level 3	Total
Mutual funds:				
Growth funds	$ 2,063,105	$ -	$ -	$ 2,063,105
Blend funds	1,602,612	-	-	1,602,612
Fixed funds	958,853	-	-	958,853
Target funds	308,308			308,308
Value funds	1,945,015	-	-	1,945,015
Money market fund	2,180,317	-	-	2,180,317
Total mutual funds	9,058,210	-	-	9,058,210
Common collective trusts:				
MetLife Stable Value Fund	-	717,274	-	717,274
SSgA S&P 500 Index Fund	-	411,189	-	411,189
SSgA S&P Mid Cap Index Fund	-	232,474	-	232,474
Total common collective trusts	-	1,360,937	-	1,360,937
	$ 9,058,210	$ 1,360,937	$ -	$ 10,419,147

The preceding method 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. There were no transfers between levels 1 and 2 during the years ending December 31, 2012 and 2011.

The securities categorized as Level 3 investments as of December 31, 2012 include guaranteed investment contract. The change in investments measured at fair value for which the Plan has used Level 3 inputs to determine fair value is as follows:

(continued)

NOTE 4 - FAIR VALUE MEASUREMENTS (Continued)

	Deposit Contract with Insurance Company
Balance, beginning of year	$ -
Purchases of investment	2,972,229
Interest and dividend income	2,519
Balance, end of year	$ 2,974,748

The following table represents the Plan's Level 3 financial instruments, the valuation techniques used to measure fair value of those financial instruments, and the significant unobservable inputs and the ranges of values for those inputs.

Type of Security	Fair Value at December 31, 2012	Valuation Methodology	Unobservable Input	Range (Weighted Avg. %)
Guaranteed investment contract	$ 2,974,748	Assumed proceeds at discontinuance	Composite Crediting Rate	3%

The following table summarizes Level 2 investments measured at fair value based on net asset value per share as of December 31, 2011:

December 31, 2011	Fair Value	Unfunded Commitments	Redemption Frequency	Redemption Notice Period
Common collective trusts	$ 1,360,937	N/A	Daily	12 Months

NOTE 5 - INVESTMENT IN THE METLIFE STABLE VALUE FUND

The Plan included an investment option to participants in the MetLife Stable Value Fund at December 31, 2011, a common collective trust, which simulated the performance of a guaranteed investment contract through an issuer's guarantee of a specific interest rate and a portfolio of financial instruments that are owed by the issuer MetLife. The group annuity contract (GAC) included underlying assets which were held in a trust owned by MetLife, through the Plan's investment in a MetLife separate group annuity contract. The contract provided that participants executed plan transactions at contract value. Contract value represented contributions made to the fund, plus earnings, less participant withdrawals. The investment was stated at fair value as reported by MetLife and adjusted to contract value on the statement of net assets available for benefits. The GAC's fair value equaled the fluctuating value of the separate account of the assets backing the contract. The Plan's fair value of the investment equaled the contract's fair value times the ratio of the Plan's guaranteed value to the GAC's guaranteed value.

The crediting interest was 2.90% in 2011. The average yield was 2.96% for the year ended December 31, 2011. Participants may have ordinarily directed the withdrawal or transfer of all or a portion of their investment at contract value. There were no reserves against contract value for credit risk or the contract issuer or otherwise. MetLife guaranteed principal and accrued interest, based on crediting interest rates, for participant-initiated withdrawals as long as the contract remains active. Interest was credited to the contract at interest rates that reflected the performance of the underlying portfolio. MetLife reset the rate quarterly, by amortizing the difference between the market value of the portfolio and the guaranteed value over the weighted average duration of the fund's investments.

Participants received the principal and accrued earnings credited to their accounts on withdrawal for allowed events. These events included transfers to other plan investment options, and payments because of retirement, termination of employment, disability, death and in-service withdrawals as permitted by the plan. Certain events, such as plan termination or a plan merger initiated by the plan sponsor, may limit the ability of the plan to transact at contract value. The plan sponsor did not believe any events that may limit the ability of the plan to transact at contract value were probable.

NOTE 6 - INCOME TAX STATUS

The Internal Revenue Service (IRS) has determined and informed the Company by a letter dated March 31, 2008, that the Plan and related trust are designed in accordance with applicable sections of the IRC. The Plan has been amended since receiving the determination letter. However, the plan administrator and the Plan's tax counsel believe that the Plan is designed and is currently operating in compliance with the applicable requirements of the IRC.

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 organization has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. 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 examination for years prior to 2008.

NOTE 7 - PARTY-IN-INTEREST TRANSACTIONS

(a) Personnel and facilities of the plan administrator have been provided to the Plan at no charge.

(b) The Plan invests in a diversified range of investments, some of which are managed by the trustee of the Plan and are considered party-in-interest transactions. Administrative fees paid to the trustee for the year ended December 31, 2012 amounted to approximately $2,200.

NOTE 8 - RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The net assets of the Plan that are attributed to the common collective trust investing in fully benefit-responsive contracts are recorded at fair value on the Form 5500 and related schedules. In addition, employer contribution receivable is not recorded on the Form 5500. Accordingly, certain balances included on Schedule H (Part I and II) of the Form 5500 differ from those included in the these financial statements. The following is a reconciliation of the Plan's net assets available for benefits at December 31, 2012 and 2011 and changes in net assets available for benefits for the year ended December 31, 2012, between the financial statements and Form 5500:

(continued)

NOTE 8 - RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500 (Continued)

	2012	2011
Net assets available for benefits shown in financial statements	$ 11,806,506	$ 10,647,707
Contribution receivable - employer	(368,647)	-
Contribution receivable - employee	(27,255)	-
Adjustment from contract value to fair value for fully benefit-responsive investment contracts	-	36,359
Net assets available for benefits shown in Form 5500	$ 11,410,604	$ 10,684,066
Net increase in assets available for benefits per financial statements	$ 1,122,441	$ 935,250
Change in contribution receivable - employer	(368,647)	325,419
Contribution receivable - employee	(27,255)	-
Adjustment from contract value to fair value for fully benefit-responsive investment contracts	-	24,272
Net income per Form 5500	$ 726,539	$ 1,284,941

NOTE 9 - RECONCILIATION TO FORM 5500

For 5500 reporting purposes, pooled separate accounts that are not Direct Filing Entities are reported on Schedule H based on the underlying assets. At December 31, 2012, pooled separate accounts in the amount of $8,232,254 have been reported on Form 5500, Schedule H, Line 1c(13).

NOTE 10 - GUARANTEED INVESTMENT CONTRACT

The Plan entered into a guaranteed investment contract with ING Life Insurance and Annuity Company ("ILIAC"). The account is credited with earnings on the underlying investments (less withdrawals) and charged by ILIAC for administrative expenses, if any. The fair value of the investment contract at December 31, 2012 is $2,974,748. The annual effective yield for the year ended December 31, 2012 is 3.00%, and is guaranteed not to drop below this rate through December 31, 2013. The annual effective yield is based on an agreed-upon formula with the issuer. The contract is not fully benefit-responsive, and has been included in the financial statements at fair value.

SUPPLEMENTAL FINANCIAL INFORMATION

PALM BAY INTERNATIONAL, INC. 401(k) PLAN
EIN: 13-4023549, PLAN NO.: 001
SCHEDULE H, LINE 4(i) - SCHEDULE OF ASSETS HELD FOR INVESTMENT (HELD AT END OF YEAR)
DECEMBER 31, 2012

IDENTITY OF ISSUE, BORROWER, LESSOR, OR SIMILAR PARTY	DESCRIPTION OF INVESTMENT, INCLUDING MATURITY DATE, RATE OF INTEREST, COLLATERAL, PAR, OR MATURITY VALUE	CURRENT VALUE
American EuroPacific Growth Fund	Pooled separate accounts	$ 327,759
ING Oppenheimer Global Portfolio Fund*	Pooled separate accounts	351,671
Oppenheimer Developing Markets Fund	Pooled separate accounts	428,048
American Capital Income Builder	Pooled separate accounts	1,033,251
Oppenheimer Main Street Small & Mid Cap Fund	Pooled separate accounts	323,726
ING Russell Mid Cap Growth Index Portfolio*	Pooled separate accounts	281,805
Lord Abbett Bond-Debenture Fund Inc	Pooled separate accounts	227,161
Oppenheimer Gold & Special Minerals Fund	Pooled separate accounts	249,489
Royce Pennsylvania Mutual Fund	Pooled separate accounts	285,545
Fidelity Advisor New Insights Fund	Pooled separate accounts	234,258
American Funds - Fundamental Investors	Pooled separate accounts	1,029,210
ING US Stock Index Portfolio*	Pooled separate accounts	505,460
BlackRock Equity Dividend Fund	Pooled separate accounts	880,640
American Funds Growth and Income Portfolio	Pooled separate accounts	278,191
PIMCO All Asset All Authority Fund	Pooled separate accounts	164,191
T Rowe Price Retirement 2025 Fund	Pooled separate accounts	65,219
T Rowe Price Retirement 2030 Fund	Pooled separate accounts	46,008
T Rowe Price Retirement 2035 Fund	Pooled separate accounts	36,232
T Rowe Price Retirement 2040 Fund	Pooled separate accounts	185,951
American Funds - Bond Fund of America	Pooled separate accounts	238,970
ING PIMCO High Yield Portfolio*	Pooled separate accounts	333,506
American Century Inflation Adjusted Bond Fund	Pooled separate accounts	86,968
MFS Government Securities Fund	Pooled separate accounts	638,995
		8,232,254
ING Fixed Account*	Guaranteed investment contract	2,974,748
Loan receivable - participants	Interest rate - prime rate plus two percent	203,602
		$ 11,410,604

*Indicates party-in-interest

The accompanying notes to financial statements and independent auditors' report should be read in conjunction with this supplemental schedule.