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
SOLANTIC 401(K) SAVINGS PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 01/01/2002

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

SOLANTIC CORPORATION

115 EAST PARK DRIVE
SUITE 300
BRENTWOOD, TN 37027

115 EAST PARK DRIVE
SUITE 300
BRENTWOOD, TN 37027

2b Employer Identification Number (EIN)
26-0654036

2c Sponsor's telephone number
615-600-4103

2d Business code (see instructions)
621111

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	LINDA MEADOR
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/14/2013	LINDA MEADOR
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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

Preparer's telephone number (optional)

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

SOLANTIC CORPORATION

115 EAST PARK DRIVE
SUITE 300
BRENTWOOD, TN 37027

3b Administrator's EIN 26-0654036

3c Administrator's telephone number 615-600-4103

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**	364
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**	589
b Retired or separated participants receiving benefits	**6b**	1
c Other retired or separated participants entitled to future benefits	**6c**	25
d Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	615
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f Total. Add lines **6d** and **6e**	**6f**	615
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	198
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 2T 3D

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

9a Plan funding arrangement (check all that apply)

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

9b Plan benefit arrangement (check all that apply)

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

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

a Pension Schedules

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

b General Schedules

(1)	X		**H** (Financial Information)
(2)			**I** (Financial Information – Small Plan)
(3)	X	1	**A** (Insurance Information)
(4)	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
SOLANTIC 401(K) SAVINGS PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
SOLANTIC CORPORATION

D Employer Identification Number (EIN)
26-0654036

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

PRINCIPAL LIFE INSURANCE 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
42-0127290	61271	453361	0	01/01/2012	05/31/2012

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	

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(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	0
5	Current value of plan's interest under this contract in separate accounts at year end	5	0

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 ▶ FLEXIBLE INVESTMENT ANNUITY

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

Part III Welfare Benefit Contract Information

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

8 Benefit and contract type (check all applicable boxes)

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

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

Specify nature of costs ▶

Part IV Provision of Information

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

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

SCHEDULE 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
SOLANTIC 401(K) SAVINGS PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
SOLANTIC CORPORATION

D Employer Identification Number (EIN)
26-0654036

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

FID.INV.INST.OPS.CO.

04-2647786

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

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(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)

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
64 37 65 60	RECORDKEEPER	469	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] No [ ]

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

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

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

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

(d) Enter name and EIN (address) of source of indirect compensation		**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
INVS DIVRS DIVD R5 - INVESCO AIM IN	330 W. 9TH STREET KANSAS CITY, MO 66160	0.35%

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

(d) Enter name and EIN (address) of source of indirect compensation		**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
INVS INTL GROWTH R5 - INVESCO CANAD	P.O. BOX 4739 HOUSTON, TX 77210-4739	0.35%

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

(d) Enter name and EIN (address) of source of indirect compensation		**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
PIF MIDCAP BLEND I - PRINCIPAL SHAR	P.O. BOX 8024 BOSTON, MA 02266-8024	0.10%

Part I Service Provider Information (continued)

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

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

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
PIM ALL ASSET INST - BOSTON FINANCI P.O. BOX 8480 BOSTON, MA 02266	0.02%

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

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

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

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
TRP DIV GROWTH ADV - T. ROWE PRICE 52-2269240	0.40%

Part I Service Provider Information (continued)

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

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

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
TRP SM CAP STOCK ADV - T. ROWE PRIC 52-2269240	0.40%

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

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

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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(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
SOLANTIC 401(K) SAVINGS PLAN

B Three-digit plan number (PN) ▶ 001

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
SOLANTIC CORPORATION

D Employer Identification Number (EIN)
26-0654036

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: PRIN MIDCAP VALUE III SA-R1

b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE 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)
42-0127290-022	P	0

a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN MONEY MARKET SEP ACCT-R1

b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE 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)
42-0127290-024	P	0

a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN INTL EMERG MARKETS SA-R1

b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE 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)
42-0127290-013	P	0

a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN LGCAP VALUE SEP ACCT-R1

b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE 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)
42-0127290-019	P	0

a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN LGCAP GROWTH SEP ACCT-R1

b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE 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)
42-0127290-018	P	0

a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN MIDCAP VALUE I SA-R1

b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE 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)
42-0127290-043	P	0

a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN LARGECAP GROWTH I SA-R1

b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE 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)
42-0127290-066	P	0

a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN LIFETIME 2030 SEP ACCT-R1

b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY

c EIN-PN 42-0127290-077	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN INFLATION PROTECT SA-R1

b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY

c EIN-PN 42-0127290-099	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN SMCAP GROWTH SEP ACCT-R1

b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY

c EIN-PN 42-0127290-030	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN INTL I SEPARATE ACCT-R1

b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY

c EIN-PN 42-0127290-048	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN LARGECAP GROWHT II SA-R1

b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY

c EIN-PN 42-0127290-067	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN LIFETIME 2040 SEP ACCT-R1

b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY

c EIN-PN 42-0127290-078	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN CORE PLUS BOND I SA-R1

b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY

c EIN-PN 42-0127290-115	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN MIDCAP GROWTH SEP ACCT-R1

b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY

c EIN-PN 42-0127290-021	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN SMCAP S&P 600 INDEX SA-R1

b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY

c EIN-PN 42-0127290-028	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN LARGECAP VALUE III SA-R1

b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY

c EIN-PN 42-0127290-068	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN LIFETIME 2050 SEP ACCT-R1

b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY

c EIN-PN 42-0127290-079	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN EQUITY INCOME SA-R1

b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY

c EIN-PN 42-0127290-120	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN BOND AND MORTGAGE SA-R1

b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY

c EIN-PN 42-0127290-005	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN MIDCAP GROWTH III SA-R1

b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY

c EIN-PN 42-0127290-026	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN SMALLCAP GROWTH II SA-R1

b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY

c EIN-PN 42-0127290-071	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN LIFETIME STRAT INC SA-R1

b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY

c EIN-PN 42-0127290-080	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN DIVERSIFIED INTL SA-R1

b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY

c EIN-PN 42-0127290-015	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN INTL GROWTH SEP ACCT-R1

b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY

c EIN-PN 42-0127290-064	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN LIFETIME 2010 SEP ACCT-R1

b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY

c EIN-PN 42-0127290-075	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN REAL ESTATE SECS SA-R1

b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY

c EIN-PN 42-0127290-095	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN LGCAP S&P 500 INDEX SA-R1

b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY

c EIN-PN 42-0127290-016	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN SMALLCAP GROWTH I SA-R1

b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY

c EIN-PN 42-0127290-070	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN LIFETIME 2020 SEP ACCT-R1

b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY

c EIN-PN 42-0127290-076	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN SMALLCAP VALUE II SA-R1

b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY

c EIN-PN 42-0127290-096	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

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

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

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

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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
SOLANTIC 401(K) SAVINGS PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
SOLANTIC CORPORATION

D Employer Identification Number (EIN)
26-0654036

Part I Asset and Liability Statement

1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	56008	73796
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)	1327251	0
(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)	0	1725971
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(1) Employer securities	1d(1)		
	(2) Employer real property	1d(2)		
e	Buildings and other property used in plan operation	1e		
f	Total assets (add all amounts in lines 1a through 1e)	1f	1383259	1799767
	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	1383259	1799767

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)	613248	
	(C) Others (including rollovers)	2a(1)(C)	48213	
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		661461
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)	2476	
	(F) Other	2b(1)(F)		
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		2476
	(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)	33355	
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		33355
	(3) Rents	2b(3)		
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
	(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		
	(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
	(B) Other	2b(5)(B)		
	(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		45725
(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)		99194
c Other income	2c		27
d Total income. Add all **income** amounts in column (b) and enter total	2d		842238
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	344370	
(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)		344370
f Corrective distributions (see instructions)	2f		78501
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)	2270	
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	589	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		2859
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		425730
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		416508
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: ENNIS PELLUM & ASSOCIATES, P.A. **(2)** EIN: 59-1863700

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		70144
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		500000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j	X		
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m	X		
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n	X		

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

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

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

Part V Trust Information (optional)

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

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

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

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

OMB No. 1210-0110

2012

This Form is Open to Public Inspection.

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

A Name of plan
SOLANTIC 401(K) SAVINGS PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
SOLANTIC CORPORATION

D Employer Identification Number (EIN)
26-0654036

Part I Distributions

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

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

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

EIN(s): 04-6568107 42-0127290

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): _____

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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):

SOLANTIC 401(K) SAVINGS PLAN

FINANCIAL STATEMENTS
AS OF AND FOR THE YEARS ENDED
DECEMBER 31, 2012 AND 2011
AND INDEPENDENT AUDITORS' REPORT
AND SUPPLEMENTAL INFORMATION

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Note: Other schedules required by Section 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted because they are not applicable.

ENNIS PELLUM & ASSOCIATES, CPAs

INDEPENDENT AUDITORS' REPORT

To the Plan Administrator
Solantic 401(k) Savings Plan
Jacksonville, Florida

Report on the Financial Statements

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

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 5, which was certified by Principal Life Insurance Company and Fidelity Management Trust Company, the trustees of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedules. We have been informed by the Plan Administrator that Fidelity Management Trust Company held the Plan's investment assets and executed investment transactions from June 1, 2012 to December 31, 2012, and that Principal Life Insurance Company held the Plan's investment assets and executed investment transactions as of December 31, 2011, and for the period January 1, 2011, to May 31, 2012. The Plan Administrator has obtained certifications from the trustees as of December 31, 2012 and 2011, and for the year ended December 31, 2012, that the information provided to the Plan Administrator by the trustees is complete and accurate.

Disclaimer of Opinion

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

Other Matter

The Schedule of Assets (Held at End of Year) as of December 31, 2012, the Schedule of Delinquent Participant Contributions and the Schedule of Reportable Transactions for the year ended December 31, 2012, which are the responsibility of management, are required by the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and are presented for the purpose of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we do not express an opinion on the supplemental schedules.

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

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

Ennis, Pellum & Associates, PA

Jacksonville, Florida
October 3, 2013

SOLANTIC 401(K) SAVINGS PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

DECEMBER 31, 2012 AND 2011

ASSETS

	2012	2011
INVESTMENTS, AT FAIR MARKET VALUE:		
Pooled separate accounts	$ ---	$ 1,327,251
Mutual funds	1,725,971	---
Total Investments	**1,725,971**	**1,327,251**
NOTES RECEIVABLE FROM PARTICIPANTS	**73,796**	**56,008**
TOTAL ASSETS	**1,799,767**	**1,383,259**

LIABILITIES

EXCESS CONTRIBUTIONS PAYABLE	**109,098**	**78,501**
TOTAL LIABILITIES	**109,098**	**78,501**
NET ASSETS AVAILABLE FOR BENEFITS	**$ 1,690,669**	**$ 1,304,758**

See accompanying notes to financial statements.

SOLANTIC 401(K) SAVINGS PLAN

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
FOR THE YEARS ENDED DECEMBER 31, 2012 AND 2011

	2012	2011
INVESTMENT INCOME (LOSS):		
Net appreciation (depreciation) in fair value of investments	$ 144,911	$ (36,700)
Interest and dividends	33,389	---
Total Investment Income (Loss)	**178,300**	**(36,700)**
INTEREST INCOME ON NOTES RECEIVABLE FROM PARTICIPANTS	**2,477**	**2,116**
CONTRIBUTIONS:		
Participants'	613,247	501,938
Rollovers	48,213	2,350
Total Contributions	**661,460**	**504,288**
DEDUCTIONS:		
Benefits paid directly to participants	344,369	212,335
Return of excess contributions	109,098	78,501
Administrative fees and charges	2,859	8,907
Total Deductions	**456,326**	**299,743**
NET INCREASE	**385,911**	**169,961**
NET ASSETS AVAILABLE FOR BENEFITS:		
BEGINNING OF YEAR	**1,304,758**	**1,134,797**
END OF YEAR	**$ 1,690,669**	**$ 1,304,758**

See accompanying notes to financial statements.

1. DESCRIPTION OF THE PLAN:

The following description of the Solantic 401(k) Savings Plan (the Plan) provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

General

The Plan, adopted effective January 1, 2002, is a defined contribution plan covering substantially all employees of Solantic Corporation (previously, Solantic, LLC) (the Employer or Company,), who are at least 18 years of age and have completed at least one month of service. The Plan is subject to the provisions of the Employment Retirement Income Security Act of 1974 (ERISA).

The Principal Life Insurance Company (Principal) served as the trustee and record keeper of the Plan, and maintained and administered the Plan's investment assets for the benefit of participants through May 31, 2012.

Effective June 1, 2012, Fidelity Management Trust Company (Fidelity) serves as the trustee and record keeper of the Plan and maintains and administers the Plan's investment assets for the benefit of participants. As part of the change, the Plan adopted the Fidelity Prototype Non-standardized Profit Sharing Plan with CODA.

Effective January 1, 2011, the Plan was amended to allow participants to make Roth 401(k) deferrals.

Contributions

Prior to the change, participants were automatically enrolled in the Plan to make pre-tax deferrals equal to 2% of pay, as defined in the Plan document, up to the maximum amount prescribed by law. Participants can opt out of the Plan prior to enrollment. Effective June 1, 2012, auto enrollment was removed. Participants may also make Roth 401(k) contributions, pursuant to Section 402A of the Internal Revenue Code (IRC). Participants direct the investment of their contributions into various investment options offered by the Plan. The Employer may make a discretionary matching contribution on behalf of each participant equal to a discretionary percentage of their elective deferral contributions and/or equal to their annual pay divided by the total annual pay of all participants in the Plan at the end of the year. For the years ended December 31, 2012 and 2011, there were no Employer discretionary contributions made to the Plan.

1. DESCRIPTION OF THE PLAN (CONTINUED):

Participant Accounts

Each participant's account is credited with the participant's contribution and allocations of the Employer's contribution and Plan earnings. Allocations are based on participant earnings or account balances, as defined by the Plan document. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting

Participants are immediately vested in their contributions, rollover contributions and actual earnings thereon. Through May 31, 2012, participants vested 25% per year in the Employer's contribution portion of their account plus actual earnings thereon, for each year of credited service as defined by the Plan document. A participant was 100% vested after four years of credited service. Effective June 1, 2012, participants vest 25% per year in the Employer's contribution portion of their account plus actual earnings thereon, for each year of credited service as defined by the Plan document. A participant is 100% vested after three years of credited service.

Payment of Benefits

Prior to the change on termination of service due to death, disability or retirement, a participant, or beneficiary in the case of death, may elect either a single lump-sum amount equal to the value of the participant's vested interest in his or her account, or annuity payments. The Plan also permits in-service withdrawals due to financial hardship, in accordance with provisions specified in the Plan document. Effective June 1, 2012, the option to receive annuity payments was removed from the Plan.

Notes Receivable from Participants

Participants may borrow a minimum of $1,000 up to a maximum equal to the lesser of (i) $50,000 (less the highest outstanding loan balance over the previous twelve months) or (ii) 50% of their vested account balance. A participant may only have one loan outstanding at any one time, and the loans are made for terms not to exceed five years, unless for the purchase of a principal residence. The loans are secured by the participant's vested account balance and bear a reasonable rate of interest. Principal and interest are paid ratably through payroll deductions.

1. DESCRIPTION OF THE PLAN (CONTINUED):

Administrative Expenses

The Plan's expenses are paid either by the Plan or the Company, as provided by the Plan document. Expenses that are paid directly by the Company are excluded from these financial statements. Certain expenses incurred in connection with the general administration of the Plan that are paid by the Plan are recorded as deductions in accompanying statements of changes in net assets available for benefits. In addition, certain investment related expenses are included in net appreciation (depreciation) of fair value of investments presented in the accompanying statements of changes in net assets available for benefits.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES:

Basis of Presentation

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

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the Plan Administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results may differ from those estimates.

Investment Valuation and Income Recognition

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 3 for discussion of fair value measurements.

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

Notes Receivable from Participants

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

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED):

Payments of Benefits

Benefits are recorded when paid.

Excess Contributions Payable

The Plan is required to return contributions received during the Plan year in excess of the IRC limits.

3. FAIR VALUE MEASUREMENTS:

Fair value is the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants at the measurement date. The fair value framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1) and the lowest priority to unobservable inputs (level 3). The three levels of the fair value hierarchy are described as follows:

Level 1: Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

Level 2: Inputs to the valuation methodology include:

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

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

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

3. FAIR VALUE MEASUREMENTS (CONTINUED):

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

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

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

Pooled separate accounts – Valued at the NAV of units held by the Plan at year-end. Financial Accounting Standards Board fair value measurement topic permits the use of NAV as a practical expedient to estimate fair value for investments that do not have a readily determinable fair value. The NAV is based on the fair value of the underlying investments held by the fund less any liabilities. Purchases and sales may occur daily within these accounts. As of December 31, 2011, there were no unfunded commitments. Should the Plan initiate a full redemption on any of the pooled separate investment accounts, the redemption period is immediate.

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

Description	Level 1	Level 2	Level 3	Total
Mutual funds:				
Blend funds	$ 1,645,219	$ ---	$ ---	$ 1,645,219
Value funds	59,069	---	---	59,069
Bond funds	18,988	---	---	18,988
International funds	2,695	---	---	2,695
Total investments, at fair value	$ 1,725,971	$ ---	$ ---	$ 1,725,971

3. FAIR VALUE MEASUREMENTS (CONTINUED):

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

Description	Level 1	Level 2	Level 3	Total
Pooled separate accounts:				
Large U.S. equity	$ ---	$ 109,920	$ ---	$ 109,920
Small/Mid U.S. equity	---	124,889	---	124,889
International equity	---	116,616	---	116,616
Balanced/asset allocation	---	782,079	---	782,079
Short-term fixed income	---	94,051	---	94,051
Fixed income	---	99,696	---	99,696
Total investments, at fair value	$ ---	$ 1,327,251	$ ---	$ 1,327,251

4. INVESTMENTS:

The following investments represent 5% or more of the Plan's net assets at December 31:

	2012	2011
Fidelity Freedom 2020	$ 332,977	$ **
Fidelity Freedom 2030	236,308	**
Fidelity Freedom 2025	221,440	**
Fidelity Freedom 2040	205,656	**
Fidelity Freedom 2035	172,196	**
Fidelity Freedom 2015	156,297	**
Fidelity Freedom 2045	122,619	**
Fidelity Freedom 2010	116,536	**
Principal LifeTime 2020	**	274,386
Principal LifeTime 2030	**	217,479
Principal LifeTime 2040	**	162,459
Principal Money Market	**	94,051
Principal LifeTime 2050	**	86,746
Principal Diversified International	**	67,041

** Investment did not represent greater than 5% of net assets at year end.

During the years ended December 31, 2012 and 2011, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated (depreciated) in value by $144,911 and $(36,700), respectively.

5. INFORMATION CERTIFIED BY THE PLAN'S TRUSTEES:

The Plan Administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the Department of Labor Rules and Regulations for Reporting and Disclosures under ERISA. Accordingly, Principal and Fidelity, the trustees, have certified that the following data included in the accompanying financial statements and supplemental schedules are complete and accurate at December 31:

	2012	2011
Mutual funds	$ 1,725,971	$ ---
Pooled separate accounts	---	1,327,251
Notes receivable from participants	73,796	56,008
Interest on notes receivable from participants	2,477	2,116
Net appreciation (depreciation) in fair market value	144,911	(36,700)
Interest and dividends	33,389	---

The Plan's independent auditor did not perform auditing procedures with respect to this information, except for comparing such information to the related information included in the financial statements and supplemental schedules.

6. INCOME TAX STATUS:

The Internal Revenue Service (IRS) issued an opinion letter dated March 31, 2008, indicating that the Principal Financial Group Prototype Basic Savings Plan is designed in accordance with applicable sections of the IRC.

Effective June 1, 2012, the Plan adopted the Fidelity Management and Research Group Prototype Non-standardized Profit Sharing Plan with CODA. The IRS issued an opinion letter dated March 31, 2008, indicating that the profit sharing plan with CODA is designed in accordance with applicable sections of the IRC. Although the Plan has been amended since receiving the letter, the Plan Administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC. Therefore, no provision for income taxes has been included in the Plan's financial statements.

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

7. TRANSACTIONS WITH PARTIES-IN-INTEREST:

Certain Plan investments are units of pooled separate accounts managed by Principal Global Investors. Principal was the trustee and record keeper of the Plan's assets and, therefore, qualifies as a party-in-interest. Certain Plan investments are shares of mutual funds managed by Fidelity Investments. Fidelity Management Trust Company is the trustee and record keeper of the Plan's assets and, therefore, qualifies as a party-in-interest.

As described in the Schedule of Delinquent Participant Contributions (included in the supplemental information), the Employer did not remit certain contributions to the Plan in a timely manner, as defined by ERISA. These instances were corrected and management estimates that lost income associated with the delay in contributions amounts to $174 and $140 for the years ended December 31, 2012 and 2011, respectively. These contributions are considered non-exempt party-in-interest transactions, which may result in an imposition of a 15% excise tax on the amount of the transactions. The tax status of the Plan is not affected by these non-exempt transactions and the Employer intends to pay all fines that may be imposed.

8. PLAN TERMINATION:

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

9. EXCESS CONTRIBUTIONS PAYABLE:

The Plan must meet certain non-discrimination requirements of the IRC based upon the participants' elective contributions each year. Contributions in excess of the Average Deferral Percentage or the Average Contribution Percentage tests must be refunded to the participant. At December 31, 2012 and 2011, liabilities of $109,098 and $78,501, respectively, are recorded for amounts refundable by the Plan to participants for contributions made in excess of amounts allowed.

10. RISKS AND UNCERTAINTIES:

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

11. RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500:

The following is a reconciliation of net assets available for benefits according to the financial statements as compared to Form 5500 at December 31:

	2012	2011
Net assets available for benefits per the financial statements	$ 1,690,669	$ 1,304,758
Add: return of excess contributions payable	109,098	78,501
Net assets available for benefits per Form 5500	$ 1,799,767	$ 1,383,259

The following is a reconciliation of corrective distributions according to the financial statements as compared to Form 5500 at December 31:

	2012	2011
Total return of excess contributions per the financial statements	$ 109,098	$ 78,501
Add: prior year return of excess contributions payable	78,501	96,382
Less: return of excess contributions payable	(109,098)	(78,501)
Total corrective distributions per Form 5500	$ 78,501	$ 96,382

12. SUBSEQUENT EVENTS:

The Plan has evaluated subsequent events for adjustment to or disclosure in its financial statements through October 3, 2013, the date the financial statements were available to be issued. No recordable or disclosable events occurred through this date.

SUPPLEMENTAL INFORMATION

SOLANTIC 401(K) SAVINGS PLAN

EIN: 26-0654036, PLAN NO. 001

SCHEDULE H, LINE 4i

SCHEDULE OF ASSETS (HELD AT END OF YEAR)

DECEMBER 31, 2012

(a)	(b) IDENTITY OF ISSUE, BORROWER, LESSOR OR SIMILAR PARTY	(c) DESCRIPTION OF INVESTMENT INCLUDING MATURITY DATE, RATE OF INTEREST, PAR OR MATURITY VALUE	(e) CURRENT VALUE
*	Fidelity Investments	Fidelity Freedom 2020	$ 332,977
*	Fidelity Investments	Fidelity Freedom 2030	236,308
*	Fidelity Investments	Fidelity Freedom 2025	221,440
*	Fidelity Investments	Fidelity Freedom 2040	205,656
*	Fidelity Investments	Fidelity Freedom 2035	172,196
*	Fidelity Investments	Fidelity Freedom 2015	156,297
*	Fidelity Investments	Fidelity Freedom 2045	122,619
*	Fidelity Investments	Fidelity Freedom 2010	116,536
*	Fidelity Investments	Fidelity Freedom 2050	50,830
*	Fidelity Investments	Spartan 500 Index Advantage	31,772
	Vanguard Mutual Fund	Vanguard Inflation Protected Securities	14,468
*	Fidelity Investments	Fidelity Freedom 2055	14,426
*	Fidelity Investments	Fidelity Growth Company	12,120
*	Fidelity Investments	Fidelity Freedom Income	10,370
	Principal Financial	PIF Midcap Blend I	7,569
	Invesco Mutual Fund	Invesco Diversified Dividend R5	5,171
	PIMCO Mutual Fund	PIMCO Total Return Admin	4,005
*	Fidelity Investments	Fidelity Freedom 2000	3,052
	Invesco Mutual Fund	Invesco International Growth R5	2,208
	PIMCO Mutual Fund	PIMCO All Asset Institutional	1,804
	T. Rowe Price Mutual Fund	T. Rowe Price Dividend Growth Advantage	1,428
	T. Rowe Price Mutual Fund	T. Rowe Price Small Cap Stock Advantage	1,009
*	Fidelity Investments	Fidelity Freedom 2005	708
*	Fidelity Investments	Fidelity Managed Income Portfolio	515
*	Fidelity Investments	Spartan International Index Advantage	487
*	Participant loans	Participant loans; interest rate ranging between 4.25% and 5.25%, maturing in 2017	73,796
			$ 1,799,767

* Party-in-interest

Note: Investments are participant directed, thus cost information is not required.

See independent auditors' report.

SOLANTIC 401(K) SAVINGS PLAN

EIN: 26-0654036, PLAN NO. 001

SCHEDULE H, LINE 4a

SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS

DECEMBER 31, 2012

(a) PARTICIPANT CONTRIBUTIONS TRANSFERRED LATE TO THE PLAN	(b) TOTAL THAT CONSTITUTES NONEXEMPT PROHIBITED TRANSACTION
Participant contributions for the week ended March 26, 2011	$ 629
Participant contributions for the week ended August 5, 2011	178
Participant contributions for the week ended September 2, 2011	110
Participant contributions for the week ended September 16, 2011	103
Participant contributions for the week ended September 30, 2011	208
Participant contributions for the week ended October 14, 2011	196
Participant contributions for the week ended October 28, 2011	181
Participant contributions for the week ended November 10, 2011	165
Participant contributions for the week ended November 23, 2011	179
Participant contributions for the week ended December 9, 2011	159
Participant contributions for the week ended December 23, 2011	125
Participant contributions for the week ended August 19, 2011	223
Participant contributions for the week ended January 6, 2012	255
Participant contributions for the week ended January 20, 2012	237
Participant contributions for the week ended February 3, 2012	105
Participant contributions for the week ended February 17, 2012	105

See independent auditors' report.

SOLANTIC 401(K) SAVINGS PLAN

EIN: 26-0654036, PLAN NO. 001

SCHEDULE H, LINE 4a

SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS

DECEMBER 31, 2012

(a) PARTICIPANT CONTRIBUTIONS TRANSFERRED LATE TO THE PLAN	(b) TOTAL THAT CONSTITUTES NONEXEMPT PROHIBITED TRANSACTION
* Participant contributions for the week ended May 25, 2012	$ 22,560
* Participant contributions for the week ended June 8, 2012	23,874
* Participant contributions for the week ended June 22, 2012	20,552
	$ 70,144

* Includes participant loan repayments

See independent auditors' report.

SOLANTIC 401(K) SAVINGS PLAN
EIN: 26-0654036, PLAN NO. 001
SCHEDULE H, LINE 4j
SCHEDULE OF REPORTABLE TRANSACTIONS
DECEMBER 31, 2012

(a) IDENTITY OF PARTY INVOLVED	(b) DESCRIPTION OF ASSET	(c) PURCHASE PRICE	(d) SELLING PRICE	(g) COST OF ASSET	(h) CURRENT VALUE OF ASSET ON TRANSACTION DATE	(i) NET GAIN OR (LOSS)
Fidelity	Fidelity Freedom 2010	$ 86,001	$ ---	$ 86,001	$ 86,001	$ ---
Fidelity	Fidelity Freedom 2015	198,367	---	198,367	198,367	---
Fidelity	Fidelity Freedom 2020	246,189	---	246,189	246,189	---
Fidelity	Fidelity Freedom 2025	175,270	---	175,270	175,270	---
Fidelity	Fidelity Freedom 2030	212,369	---	212,369	212,369	---
Fidelity	Fidelity Freedom 2035	119,077	---	119,077	119,077	---
Fidelity	Fidelity Freedom 2040	177,637	---	177,637	177,637	---
Fidelity	Fidelity Freedom 2045	102,711	---	102,711	102,711	---
Principal	Money Market Sep Acct	---	77,493	---	77,493	---
Principal	Principal LifeTm 2020 Sep Acct	---	309,368	---	309,368	---
Principal	Principal LifeTm 2030 Sep Acct	---	218,367	---	218,367	---
Principal	Principal LifeTm 2040 Sep Acct	---	172,032	---	172,032	---
Principal	Principal LifeTm 2050 Sep Acct	---	102,300	---	102,300	---

See independent auditors' report.

SOLANTIC 401(K) SAVINGS PLAN

FINANCIAL STATEMENTS
AS OF AND FOR THE YEARS ENDED
DECEMBER 31, 2012 AND 2011
AND INDEPENDENT AUDITORS' REPORT
AND SUPPLEMENTAL INFORMATION

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Note: Other schedules required by Section 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted because they are not applicable.

ENNIS PELLUM & ASSOCIATES, CPAs

INDEPENDENT AUDITORS' REPORT

To the Plan Administrator
Solantic 401(k) Savings Plan
Jacksonville, Florida

Report on the Financial Statements

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

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 5, which was certified by Principal Life Insurance Company and Fidelity Management Trust Company, the trustees of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedules. We have been informed by the Plan Administrator that Fidelity Management Trust Company held the Plan's investment assets and executed investment transactions from June 1, 2012 to December 31, 2012, and that Principal Life Insurance Company held the Plan's investment assets and executed investment transactions as of December 31, 2011, and for the period January 1, 2011, to May 31, 2012. The Plan Administrator has obtained certifications from the trustees as of December 31, 2012 and 2011, and for the year ended December 31, 2012, that the information provided to the Plan Administrator by the trustees is complete and accurate.

Disclaimer of Opinion

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

Other Matter

The Schedule of Assets (Held at End of Year) as of December 31, 2012, the Schedule of Delinquent Participant Contributions and the Schedule of Reportable Transactions for the year ended December 31, 2012, which are the responsibility of management, are required by the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and are presented for the purpose of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we do not express an opinion on the supplemental schedules.

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

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

Ennis, Pellum & Associates, PA

Jacksonville, Florida
October 3, 2013

SOLANTIC 401(K) SAVINGS PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

DECEMBER 31, 2012 AND 2011

ASSETS

	2012	2011
INVESTMENTS, AT FAIR MARKET VALUE:		
Pooled separate accounts	$ ---	$ 1,327,251
Mutual funds	1,725,971	---
Total Investments	**1,725,971**	**1,327,251**
NOTES RECEIVABLE FROM PARTICIPANTS	**73,796**	**56,008**
TOTAL ASSETS	**1,799,767**	**1,383,259**

LIABILITIES

EXCESS CONTRIBUTIONS PAYABLE	**109,098**	**78,501**
TOTAL LIABILITIES	**109,098**	**78,501**
NET ASSETS AVAILABLE FOR BENEFITS	**$ 1,690,669**	**$ 1,304,758**

See accompanying notes to financial statements.

SOLANTIC 401(K) SAVINGS PLAN

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
FOR THE YEARS ENDED DECEMBER 31, 2012 AND 2011

	2012	2011
INVESTMENT INCOME (LOSS):		
Net appreciation (depreciation) in fair value of investments	$ 144,911	$ (36,700)
Interest and dividends	33,389	---
Total Investment Income (Loss)	**178,300**	**(36,700)**
INTEREST INCOME ON NOTES RECEIVABLE FROM PARTICIPANTS	**2,477**	**2,116**
CONTRIBUTIONS:		
Participants'	613,247	501,938
Rollovers	48,213	2,350
Total Contributions	**661,460**	**504,288**
DEDUCTIONS:		
Benefits paid directly to participants	344,369	212,335
Return of excess contributions	109,098	78,501
Administrative fees and charges	2,859	8,907
Total Deductions	**456,326**	**299,743**
NET INCREASE	**385,911**	**169,961**
NET ASSETS AVAILABLE FOR BENEFITS:		
BEGINNING OF YEAR	**1,304,758**	**1,134,797**
END OF YEAR	**$ 1,690,669**	**$ 1,304,758**

See accompanying notes to financial statements.

1. DESCRIPTION OF THE PLAN:

The following description of the Solantic 401(k) Savings Plan (the Plan) provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

General

The Plan, adopted effective January 1, 2002, is a defined contribution plan covering substantially all employees of Solantic Corporation (previously, Solantic, LLC) (the Employer or Company,), who are at least 18 years of age and have completed at least one month of service. The Plan is subject to the provisions of the Employment Retirement Income Security Act of 1974 (ERISA).

The Principal Life Insurance Company (Principal) served as the trustee and record keeper of the Plan, and maintained and administered the Plan's investment assets for the benefit of participants through May 31, 2012.

Effective June 1, 2012, Fidelity Management Trust Company (Fidelity) serves as the trustee and record keeper of the Plan and maintains and administers the Plan's investment assets for the benefit of participants. As part of the change, the Plan adopted the Fidelity Prototype Non-standardized Profit Sharing Plan with CODA.

Effective January 1, 2011, the Plan was amended to allow participants to make Roth 401(k) deferrals.

Contributions

Prior to the change, participants were automatically enrolled in the Plan to make pre-tax deferrals equal to 2% of pay, as defined in the Plan document, up to the maximum amount prescribed by law. Participants can opt out of the Plan prior to enrollment. Effective June 1, 2012, auto enrollment was removed. Participants may also make Roth 401(k) contributions, pursuant to Section 402A of the Internal Revenue Code (IRC). Participants direct the investment of their contributions into various investment options offered by the Plan. The Employer may make a discretionary matching contribution on behalf of each participant equal to a discretionary percentage of their elective deferral contributions and/or equal to their annual pay divided by the total annual pay of all participants in the Plan at the end of the year. For the years ended December 31, 2012 and 2011, there were no Employer discretionary contributions made to the Plan.

1. DESCRIPTION OF THE PLAN (CONTINUED):

Participant Accounts

Each participant's account is credited with the participant's contribution and allocations of the Employer's contribution and Plan earnings. Allocations are based on participant earnings or account balances, as defined by the Plan document. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting

Participants are immediately vested in their contributions, rollover contributions and actual earnings thereon. Through May 31, 2012, participants vested 25% per year in the Employer's contribution portion of their account plus actual earnings thereon, for each year of credited service as defined by the Plan document. A participant was 100% vested after four years of credited service. Effective June 1, 2012, participants vest 25% per year in the Employer's contribution portion of their account plus actual earnings thereon, for each year of credited service as defined by the Plan document. A participant is 100% vested after three years of credited service.

Payment of Benefits

Prior to the change on termination of service due to death, disability or retirement, a participant, or beneficiary in the case of death, may elect either a single lump-sum amount equal to the value of the participant's vested interest in his or her account, or annuity payments. The Plan also permits in-service withdrawals due to financial hardship, in accordance with provisions specified in the Plan document. Effective June 1, 2012, the option to receive annuity payments was removed from the Plan.

Notes Receivable from Participants

Participants may borrow a minimum of $1,000 up to a maximum equal to the lesser of (i) $50,000 (less the highest outstanding loan balance over the previous twelve months) or (ii) 50% of their vested account balance. A participant may only have one loan outstanding at any one time, and the loans are made for terms not to exceed five years, unless for the purchase of a principal residence. The loans are secured by the participant's vested account balance and bear a reasonable rate of interest. Principal and interest are paid ratably through payroll deductions.

1. DESCRIPTION OF THE PLAN (CONTINUED):

Administrative Expenses

The Plan's expenses are paid either by the Plan or the Company, as provided by the Plan document. Expenses that are paid directly by the Company are excluded from these financial statements. Certain expenses incurred in connection with the general administration of the Plan that are paid by the Plan are recorded as deductions in accompanying statements of changes in net assets available for benefits. In addition, certain investment related expenses are included in net appreciation (depreciation) of fair value of investments presented in the accompanying statements of changes in net assets available for benefits.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES:

Basis of Presentation

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

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the Plan Administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results may differ from those estimates.

Investment Valuation and Income Recognition

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 3 for discussion of fair value measurements.

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

Notes Receivable from Participants

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

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED):

Payments of Benefits

Benefits are recorded when paid.

Excess Contributions Payable

The Plan is required to return contributions received during the Plan year in excess of the IRC limits.

3. FAIR VALUE MEASUREMENTS:

Fair value is the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants at the measurement date. The fair value framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1) and the lowest priority to unobservable inputs (level 3). The three levels of the fair value hierarchy are described as follows:

Level 1: Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

Level 2: Inputs to the valuation methodology include:

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

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

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

3. FAIR VALUE MEASUREMENTS (CONTINUED):

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

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

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

Pooled separate accounts – Valued at the NAV of units held by the Plan at year-end. Financial Accounting Standards Board fair value measurement topic permits the use of NAV as a practical expedient to estimate fair value for investments that do not have a readily determinable fair value. The NAV is based on the fair value of the underlying investments held by the fund less any liabilities. Purchases and sales may occur daily within these accounts. As of December 31, 2011, there were no unfunded commitments. Should the Plan initiate a full redemption on any of the pooled separate investment accounts, the redemption period is immediate.

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

Description	Level 1	Level 2	Level 3	Total
Mutual funds:				
Blend funds	$ 1,645,219	$ ---	$ ---	$ 1,645,219
Value funds	59,069	---	---	59,069
Bond funds	18,988	---	---	18,988
International funds	2,695	---	---	2,695
Total investments, at fair value	$ 1,725,971	$ ---	$ ---	$ 1,725,971

3. FAIR VALUE MEASUREMENTS (CONTINUED):

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

Description	Level 1	Level 2	Level 3	Total
Pooled separate accounts:				
Large U.S. equity	$ ---	$ 109,920	$ ---	$ 109,920
Small/Mid U.S. equity	---	124,889	---	124,889
International equity	---	116,616	---	116,616
Balanced/asset allocation	---	782,079	---	782,079
Short-term fixed income	---	94,051	---	94,051
Fixed income	---	99,696	---	99,696
Total investments, at fair value	$ ---	$ 1,327,251	$ ---	$ 1,327,251

4. INVESTMENTS:

The following investments represent 5% or more of the Plan's net assets at December 31:

	2012	2011
Fidelity Freedom 2020	$ 332,977	$ **
Fidelity Freedom 2030	236,308	**
Fidelity Freedom 2025	221,440	**
Fidelity Freedom 2040	205,656	**
Fidelity Freedom 2035	172,196	**
Fidelity Freedom 2015	156,297	**
Fidelity Freedom 2045	122,619	**
Fidelity Freedom 2010	116,536	**
Principal LifeTime 2020	**	274,386
Principal LifeTime 2030	**	217,479
Principal LifeTime 2040	**	162,459
Principal Money Market	**	94,051
Principal LifeTime 2050	**	86,746
Principal Diversified International	**	67,041

** Investment did not represent greater than 5% of net assets at year end.

During the years ended December 31, 2012 and 2011, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated (depreciated) in value by $144,911 and $(36,700), respectively.

5. INFORMATION CERTIFIED BY THE PLAN'S TRUSTEES:

The Plan Administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the Department of Labor Rules and Regulations for Reporting and Disclosures under ERISA. Accordingly, Principal and Fidelity, the trustees, have certified that the following data included in the accompanying financial statements and supplemental schedules are complete and accurate at December 31:

	2012	2011
Mutual funds	$ 1,725,971	$ ---
Pooled separate accounts	---	1,327,251
Notes receivable from participants	73,796	56,008
Interest on notes receivable from participants	2,477	2,116
Net appreciation (depreciation) in fair market value	144,911	(36,700)
Interest and dividends	33,389	---

The Plan's independent auditor did not perform auditing procedures with respect to this information, except for comparing such information to the related information included in the financial statements and supplemental schedules.

6. INCOME TAX STATUS:

The Internal Revenue Service (IRS) issued an opinion letter dated March 31, 2008, indicating that the Principal Financial Group Prototype Basic Savings Plan is designed in accordance with applicable sections of the IRC.

Effective June 1, 2012, the Plan adopted the Fidelity Management and Research Group Prototype Non-standardized Profit Sharing Plan with CODA. The IRS issued an opinion letter dated March 31, 2008, indicating that the profit sharing plan with CODA is designed in accordance with applicable sections of the IRC. Although the Plan has been amended since receiving the letter, the Plan Administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC. Therefore, no provision for income taxes has been included in the Plan's financial statements.

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

7. TRANSACTIONS WITH PARTIES-IN-INTEREST:

Certain Plan investments are units of pooled separate accounts managed by Principal Global Investors. Principal was the trustee and record keeper of the Plan's assets and, therefore, qualifies as a party-in-interest. Certain Plan investments are shares of mutual funds managed by Fidelity Investments. Fidelity Management Trust Company is the trustee and record keeper of the Plan's assets and, therefore, qualifies as a party-in-interest.

As described in the Schedule of Delinquent Participant Contributions (included in the supplemental information), the Employer did not remit certain contributions to the Plan in a timely manner, as defined by ERISA. These instances were corrected and management estimates that lost income associated with the delay in contributions amounts to $174 and $140 for the years ended December 31, 2012 and 2011, respectively. These contributions are considered non-exempt party-in-interest transactions, which may result in an imposition of a 15% excise tax on the amount of the transactions. The tax status of the Plan is not affected by these non-exempt transactions and the Employer intends to pay all fines that may be imposed.

8. PLAN TERMINATION:

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

9. EXCESS CONTRIBUTIONS PAYABLE:

The Plan must meet certain non-discrimination requirements of the IRC based upon the participants' elective contributions each year. Contributions in excess of the Average Deferral Percentage or the Average Contribution Percentage tests must be refunded to the participant. At December 31, 2012 and 2011, liabilities of $109,098 and $78,501, respectively, are recorded for amounts refundable by the Plan to participants for contributions made in excess of amounts allowed.

10. RISKS AND UNCERTAINTIES:

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

11. RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500:

The following is a reconciliation of net assets available for benefits according to the financial statements as compared to Form 5500 at December 31:

	2012	2011
Net assets available for benefits per the financial statements	$ 1,690,669	$ 1,304,758
Add: return of excess contributions payable	109,098	78,501
Net assets available for benefits per Form 5500	$ 1,799,767	$ 1,383,259

The following is a reconciliation of corrective distributions according to the financial statements as compared to Form 5500 at December 31:

	2012	2011
Total return of excess contributions per the financial statements	$ 109,098	$ 78,501
Add: prior year return of excess contributions payable	78,501	96,382
Less: return of excess contributions payable	(109,098)	(78,501)
Total corrective distributions per Form 5500	$ 78,501	$ 96,382

12. SUBSEQUENT EVENTS:

The Plan has evaluated subsequent events for adjustment to or disclosure in its financial statements through October 3, 2013, the date the financial statements were available to be issued. No recordable or disclosable events occurred through this date.

SUPPLEMENTAL INFORMATION

SOLANTIC 401(K) SAVINGS PLAN

EIN: 26-0654036, PLAN NO. 001

SCHEDULE H, LINE 4i

SCHEDULE OF ASSETS (HELD AT END OF YEAR)

DECEMBER 31, 2012

(a)	(b) IDENTITY OF ISSUE, BORROWER, LESSOR OR SIMILAR PARTY	(c) DESCRIPTION OF INVESTMENT INCLUDING MATURITY DATE, RATE OF INTEREST, PAR OR MATURITY VALUE	(e) CURRENT VALUE
*	Fidelity Investments	Fidelity Freedom 2020	$ 332,977
*	Fidelity Investments	Fidelity Freedom 2030	236,308
*	Fidelity Investments	Fidelity Freedom 2025	221,440
*	Fidelity Investments	Fidelity Freedom 2040	205,656
*	Fidelity Investments	Fidelity Freedom 2035	172,196
*	Fidelity Investments	Fidelity Freedom 2015	156,297
*	Fidelity Investments	Fidelity Freedom 2045	122,619
*	Fidelity Investments	Fidelity Freedom 2010	116,536
*	Fidelity Investments	Fidelity Freedom 2050	50,830
*	Fidelity Investments	Spartan 500 Index Advantage	31,772
	Vanguard Mutual Fund	Vanguard Inflation Protected Securities	14,468
*	Fidelity Investments	Fidelity Freedom 2055	14,426
*	Fidelity Investments	Fidelity Growth Company	12,120
*	Fidelity Investments	Fidelity Freedom Income	10,370
	Principal Financial	PIF Midcap Blend I	7,569
	Invesco Mutual Fund	Invesco Diversified Dividend R5	5,171
	PIMCO Mutual Fund	PIMCO Total Return Admin	4,005
*	Fidelity Investments	Fidelity Freedom 2000	3,052
	Invesco Mutual Fund	Invesco International Growth R5	2,208
	PIMCO Mutual Fund	PIMCO All Asset Institutional	1,804
	T. Rowe Price Mutual Fund	T. Rowe Price Dividend Growth Advantage	1,428
	T. Rowe Price Mutual Fund	T. Rowe Price Small Cap Stock Advantage	1,009
*	Fidelity Investments	Fidelity Freedom 2005	708
*	Fidelity Investments	Fidelity Managed Income Portfolio	515
*	Fidelity Investments	Spartan International Index Advantage	487
*	Participant loans	Participant loans; interest rate ranging between 4.25% and 5.25%, maturing in 2017	73,796
			$ 1,799,767

* Party-in-interest

Note: Investments are participant directed, thus cost information is not required.

See independent auditors' report.

SOLANTIC 401(K) SAVINGS PLAN

EIN: 26-0654036, PLAN NO. 001

SCHEDULE H, LINE 4a

SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS

DECEMBER 31, 2012

(a) PARTICIPANT CONTRIBUTIONS TRANSFERRED LATE TO THE PLAN	(b) TOTAL THAT CONSTITUTES NONEXEMPT PROHIBITED TRANSACTION
Participant contributions for the week ended March 26, 2011	$ 629
Participant contributions for the week ended August 5, 2011	178
Participant contributions for the week ended September 2, 2011	110
Participant contributions for the week ended September 16, 2011	103
Participant contributions for the week ended September 30, 2011	208
Participant contributions for the week ended October 14, 2011	196
Participant contributions for the week ended October 28, 2011	181
Participant contributions for the week ended November 10, 2011	165
Participant contributions for the week ended November 23, 2011	179
Participant contributions for the week ended December 9, 2011	159
Participant contributions for the week ended December 23, 2011	125
Participant contributions for the week ended August 19, 2011	223
Participant contributions for the week ended January 6, 2012	255
Participant contributions for the week ended January 20, 2012	237
Participant contributions for the week ended February 3, 2012	105
Participant contributions for the week ended February 17, 2012	105

See independent auditors' report.

SOLANTIC 401(K) SAVINGS PLAN

EIN: 26-0654036, PLAN NO. 001

SCHEDULE H, LINE 4a

SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS

DECEMBER 31, 2012

(a) PARTICIPANT CONTRIBUTIONS TRANSFERRED LATE TO THE PLAN	(b) TOTAL THAT CONSTITUTES NONEXEMPT PROHIBITED TRANSACTION
* Participant contributions for the week ended May 25, 2012	$ 22,560
* Participant contributions for the week ended June 8, 2012	23,874
* Participant contributions for the week ended June 22, 2012	20,552
	$ 70,144

* Includes participant loan repayments

See independent auditors' report.

SOLANTIC 401(K) SAVINGS PLAN
EIN: 26-0654036, PLAN NO. 001
SCHEDULE H, LINE 4j
SCHEDULE OF REPORTABLE TRANSACTIONS
DECEMBER 31, 2012

(a) IDENTITY OF PARTY INVOLVED	(b) DESCRIPTION OF ASSET	(c) PURCHASE PRICE	(d) SELLING PRICE	(g) COST OF ASSET	(h) CURRENT VALUE OF ASSET ON TRANSACTION DATE	(i) NET GAIN OR (LOSS)
Fidelity	Fidelity Freedom 2010	$ 86,001	$ ---	$ 86,001	$ 86,001	$ ---
Fidelity	Fidelity Freedom 2015	198,367	---	198,367	198,367	---
Fidelity	Fidelity Freedom 2020	246,189	---	246,189	246,189	---
Fidelity	Fidelity Freedom 2025	175,270	---	175,270	175,270	---
Fidelity	Fidelity Freedom 2030	212,369	---	212,369	212,369	---
Fidelity	Fidelity Freedom 2035	119,077	---	119,077	119,077	---
Fidelity	Fidelity Freedom 2040	177,637	---	177,637	177,637	---
Fidelity	Fidelity Freedom 2045	102,711	---	102,711	102,711	---
Principal	Money Market Sep Acct	---	77,493	---	77,493	---
Principal	Principal LifeTm 2020 Sep Acct	---	309,368	---	309,368	---
Principal	Principal LifeTm 2030 Sep Acct	---	218,367	---	218,367	---
Principal	Principal LifeTm 2040 Sep Acct	---	172,032	---	172,032	---
Principal	Principal LifeTm 2050 Sep Acct	---	102,300	---	102,300	---

See independent auditors' report.

SOLANTIC 401(K) SAVINGS PLAN

FINANCIAL STATEMENTS
AS OF AND FOR THE YEARS ENDED
DECEMBER 31, 2012 AND 2011
AND INDEPENDENT AUDITORS' REPORT
AND SUPPLEMENTAL INFORMATION

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Note: Other schedules required by Section 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted because they are not applicable.

ENNIS PELLUM & ASSOCIATES, CPAs

INDEPENDENT AUDITORS' REPORT

To the Plan Administrator
Solantic 401(k) Savings Plan
Jacksonville, Florida

Report on the Financial Statements

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

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 5, which was certified by Principal Life Insurance Company and Fidelity Management Trust Company, the trustees of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedules. We have been informed by the Plan Administrator that Fidelity Management Trust Company held the Plan's investment assets and executed investment transactions from June 1, 2012 to December 31, 2012, and that Principal Life Insurance Company held the Plan's investment assets and executed investment transactions as of December 31, 2011, and for the period January 1, 2011, to May 31, 2012. The Plan Administrator has obtained certifications from the trustees as of December 31, 2012 and 2011, and for the year ended December 31, 2012, that the information provided to the Plan Administrator by the trustees is complete and accurate.

Disclaimer of Opinion

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

Other Matter

The Schedule of Assets (Held at End of Year) as of December 31, 2012, the Schedule of Delinquent Participant Contributions and the Schedule of Reportable Transactions for the year ended December 31, 2012, which are the responsibility of management, are required by the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and are presented for the purpose of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we do not express an opinion on the supplemental schedules.

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

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

Ennis, Pellum & Associates, PA

Jacksonville, Florida
October 3, 2013

SOLANTIC 401(K) SAVINGS PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

DECEMBER 31, 2012 AND 2011

ASSETS

	2012	2011
INVESTMENTS, AT FAIR MARKET VALUE:		
Pooled separate accounts	$ ---	$ 1,327,251
Mutual funds	1,725,971	---
Total Investments	**1,725,971**	**1,327,251**
NOTES RECEIVABLE FROM PARTICIPANTS	**73,796**	**56,008**
TOTAL ASSETS	**1,799,767**	**1,383,259**

LIABILITIES

EXCESS CONTRIBUTIONS PAYABLE	**109,098**	**78,501**
TOTAL LIABILITIES	**109,098**	**78,501**
NET ASSETS AVAILABLE FOR BENEFITS	**$ 1,690,669**	**$ 1,304,758**

See accompanying notes to financial statements.

SOLANTIC 401(K) SAVINGS PLAN

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
FOR THE YEARS ENDED DECEMBER 31, 2012 AND 2011

	2012	2011
INVESTMENT INCOME (LOSS):		
Net appreciation (depreciation) in fair value of investments	$ 144,911	$ (36,700)
Interest and dividends	33,389	---
Total Investment Income (Loss)	**178,300**	**(36,700)**
INTEREST INCOME ON NOTES RECEIVABLE FROM PARTICIPANTS	**2,477**	**2,116**
CONTRIBUTIONS:		
Participants'	613,247	501,938
Rollovers	48,213	2,350
Total Contributions	**661,460**	**504,288**
DEDUCTIONS:		
Benefits paid directly to participants	344,369	212,335
Return of excess contributions	109,098	78,501
Administrative fees and charges	2,859	8,907
Total Deductions	**456,326**	**299,743**
NET INCREASE	**385,911**	**169,961**
NET ASSETS AVAILABLE FOR BENEFITS:		
BEGINNING OF YEAR	**1,304,758**	**1,134,797**
END OF YEAR	**$ 1,690,669**	**$ 1,304,758**

See accompanying notes to financial statements.

1. DESCRIPTION OF THE PLAN:

The following description of the Solantic 401(k) Savings Plan (the Plan) provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

General

The Plan, adopted effective January 1, 2002, is a defined contribution plan covering substantially all employees of Solantic Corporation (previously, Solantic, LLC) (the Employer or Company,), who are at least 18 years of age and have completed at least one month of service. The Plan is subject to the provisions of the Employment Retirement Income Security Act of 1974 (ERISA).

The Principal Life Insurance Company (Principal) served as the trustee and record keeper of the Plan, and maintained and administered the Plan's investment assets for the benefit of participants through May 31, 2012.

Effective June 1, 2012, Fidelity Management Trust Company (Fidelity) serves as the trustee and record keeper of the Plan and maintains and administers the Plan's investment assets for the benefit of participants. As part of the change, the Plan adopted the Fidelity Prototype Non-standardized Profit Sharing Plan with CODA.

Effective January 1, 2011, the Plan was amended to allow participants to make Roth 401(k) deferrals.

Contributions

Prior to the change, participants were automatically enrolled in the Plan to make pre-tax deferrals equal to 2% of pay, as defined in the Plan document, up to the maximum amount prescribed by law. Participants can opt out of the Plan prior to enrollment. Effective June 1, 2012, auto enrollment was removed. Participants may also make Roth 401(k) contributions, pursuant to Section 402A of the Internal Revenue Code (IRC). Participants direct the investment of their contributions into various investment options offered by the Plan. The Employer may make a discretionary matching contribution on behalf of each participant equal to a discretionary percentage of their elective deferral contributions and/or equal to their annual pay divided by the total annual pay of all participants in the Plan at the end of the year. For the years ended December 31, 2012 and 2011, there were no Employer discretionary contributions made to the Plan.

1. DESCRIPTION OF THE PLAN (CONTINUED):

Participant Accounts

Each participant's account is credited with the participant's contribution and allocations of the Employer's contribution and Plan earnings. Allocations are based on participant earnings or account balances, as defined by the Plan document. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting

Participants are immediately vested in their contributions, rollover contributions and actual earnings thereon. Through May 31, 2012, participants vested 25% per year in the Employer's contribution portion of their account plus actual earnings thereon, for each year of credited service as defined by the Plan document. A participant was 100% vested after four years of credited service. Effective June 1, 2012, participants vest 25% per year in the Employer's contribution portion of their account plus actual earnings thereon, for each year of credited service as defined by the Plan document. A participant is 100% vested after three years of credited service.

Payment of Benefits

Prior to the change on termination of service due to death, disability or retirement, a participant, or beneficiary in the case of death, may elect either a single lump-sum amount equal to the value of the participant's vested interest in his or her account, or annuity payments. The Plan also permits in-service withdrawals due to financial hardship, in accordance with provisions specified in the Plan document. Effective June 1, 2012, the option to receive annuity payments was removed from the Plan.

Notes Receivable from Participants

Participants may borrow a minimum of $1,000 up to a maximum equal to the lesser of (i) $50,000 (less the highest outstanding loan balance over the previous twelve months) or (ii) 50% of their vested account balance. A participant may only have one loan outstanding at any one time, and the loans are made for terms not to exceed five years, unless for the purchase of a principal residence. The loans are secured by the participant's vested account balance and bear a reasonable rate of interest. Principal and interest are paid ratably through payroll deductions.

1. DESCRIPTION OF THE PLAN (CONTINUED):

Administrative Expenses

The Plan's expenses are paid either by the Plan or the Company, as provided by the Plan document. Expenses that are paid directly by the Company are excluded from these financial statements. Certain expenses incurred in connection with the general administration of the Plan that are paid by the Plan are recorded as deductions in accompanying statements of changes in net assets available for benefits. In addition, certain investment related expenses are included in net appreciation (depreciation) of fair value of investments presented in the accompanying statements of changes in net assets available for benefits.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES:

Basis of Presentation

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

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the Plan Administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results may differ from those estimates.

Investment Valuation and Income Recognition

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 3 for discussion of fair value measurements.

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

Notes Receivable from Participants

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

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED):

Payments of Benefits

Benefits are recorded when paid.

Excess Contributions Payable

The Plan is required to return contributions received during the Plan year in excess of the IRC limits.

3. FAIR VALUE MEASUREMENTS:

Fair value is the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants at the measurement date. The fair value framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1) and the lowest priority to unobservable inputs (level 3). The three levels of the fair value hierarchy are described as follows:

Level 1: Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

Level 2: Inputs to the valuation methodology include:

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

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

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

3. FAIR VALUE MEASUREMENTS (CONTINUED):

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

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

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

Pooled separate accounts – Valued at the NAV of units held by the Plan at year-end. Financial Accounting Standards Board fair value measurement topic permits the use of NAV as a practical expedient to estimate fair value for investments that do not have a readily determinable fair value. The NAV is based on the fair value of the underlying investments held by the fund less any liabilities. Purchases and sales may occur daily within these accounts. As of December 31, 2011, there were no unfunded commitments. Should the Plan initiate a full redemption on any of the pooled separate investment accounts, the redemption period is immediate.

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

Description	Level 1	Level 2	Level 3	Total
Mutual funds:				
Blend funds	$ 1,645,219	$ ---	$ ---	$ 1,645,219
Value funds	59,069	---	---	59,069
Bond funds	18,988	---	---	18,988
International funds	2,695	---	---	2,695
Total investments, at fair value	$ 1,725,971	$ ---	$ ---	$ 1,725,971

3. FAIR VALUE MEASUREMENTS (CONTINUED):

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

Description	Level 1	Level 2	Level 3	Total
Pooled separate accounts:				
Large U.S. equity	$ ---	$ 109,920	$ ---	$ 109,920
Small/Mid U.S. equity	---	124,889	---	124,889
International equity	---	116,616	---	116,616
Balanced/asset allocation	---	782,079	---	782,079
Short-term fixed income	---	94,051	---	94,051
Fixed income	---	99,696	---	99,696
Total investments, at fair value	$ ---	$ 1,327,251	$ ---	$ 1,327,251

4. INVESTMENTS:

The following investments represent 5% or more of the Plan's net assets at December 31:

	2012	2011
Fidelity Freedom 2020	$ 332,977	$ **
Fidelity Freedom 2030	236,308	**
Fidelity Freedom 2025	221,440	**
Fidelity Freedom 2040	205,656	**
Fidelity Freedom 2035	172,196	**
Fidelity Freedom 2015	156,297	**
Fidelity Freedom 2045	122,619	**
Fidelity Freedom 2010	116,536	**
Principal LifeTime 2020	**	274,386
Principal LifeTime 2030	**	217,479
Principal LifeTime 2040	**	162,459
Principal Money Market	**	94,051
Principal LifeTime 2050	**	86,746
Principal Diversified International	**	67,041

** Investment did not represent greater than 5% of net assets at year end.

During the years ended December 31, 2012 and 2011, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated (depreciated) in value by $144,911 and $(36,700), respectively.

5. INFORMATION CERTIFIED BY THE PLAN'S TRUSTEES:

The Plan Administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the Department of Labor Rules and Regulations for Reporting and Disclosures under ERISA. Accordingly, Principal and Fidelity, the trustees, have certified that the following data included in the accompanying financial statements and supplemental schedules are complete and accurate at December 31:

	2012	2011
Mutual funds	$ 1,725,971	$ ---
Pooled separate accounts	---	1,327,251
Notes receivable from participants	73,796	56,008
Interest on notes receivable from participants	2,477	2,116
Net appreciation (depreciation) in fair market value	144,911	(36,700)
Interest and dividends	33,389	---

The Plan's independent auditor did not perform auditing procedures with respect to this information, except for comparing such information to the related information included in the financial statements and supplemental schedules.

6. INCOME TAX STATUS:

The Internal Revenue Service (IRS) issued an opinion letter dated March 31, 2008, indicating that the Principal Financial Group Prototype Basic Savings Plan is designed in accordance with applicable sections of the IRC.

Effective June 1, 2012, the Plan adopted the Fidelity Management and Research Group Prototype Non-standardized Profit Sharing Plan with CODA. The IRS issued an opinion letter dated March 31, 2008, indicating that the profit sharing plan with CODA is designed in accordance with applicable sections of the IRC. Although the Plan has been amended since receiving the letter, the Plan Administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC. Therefore, no provision for income taxes has been included in the Plan's financial statements.

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

7. TRANSACTIONS WITH PARTIES-IN-INTEREST:

Certain Plan investments are units of pooled separate accounts managed by Principal Global Investors. Principal was the trustee and record keeper of the Plan's assets and, therefore, qualifies as a party-in-interest. Certain Plan investments are shares of mutual funds managed by Fidelity Investments. Fidelity Management Trust Company is the trustee and record keeper of the Plan's assets and, therefore, qualifies as a party-in-interest.

As described in the Schedule of Delinquent Participant Contributions (included in the supplemental information), the Employer did not remit certain contributions to the Plan in a timely manner, as defined by ERISA. These instances were corrected and management estimates that lost income associated with the delay in contributions amounts to $174 and $140 for the years ended December 31, 2012 and 2011, respectively. These contributions are considered non-exempt party-in-interest transactions, which may result in an imposition of a 15% excise tax on the amount of the transactions. The tax status of the Plan is not affected by these non-exempt transactions and the Employer intends to pay all fines that may be imposed.

8. PLAN TERMINATION:

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

9. EXCESS CONTRIBUTIONS PAYABLE:

The Plan must meet certain non-discrimination requirements of the IRC based upon the participants' elective contributions each year. Contributions in excess of the Average Deferral Percentage or the Average Contribution Percentage tests must be refunded to the participant. At December 31, 2012 and 2011, liabilities of $109,098 and $78,501, respectively, are recorded for amounts refundable by the Plan to participants for contributions made in excess of amounts allowed.

10. RISKS AND UNCERTAINTIES:

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

11. RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500:

The following is a reconciliation of net assets available for benefits according to the financial statements as compared to Form 5500 at December 31:

	2012	2011
Net assets available for benefits per the financial statements	$ 1,690,669	$ 1,304,758
Add: return of excess contributions payable	109,098	78,501
Net assets available for benefits per Form 5500	$ 1,799,767	$ 1,383,259

The following is a reconciliation of corrective distributions according to the financial statements as compared to Form 5500 at December 31:

	2012	2011
Total return of excess contributions per the financial statements	$ 109,098	$ 78,501
Add: prior year return of excess contributions payable	78,501	96,382
Less: return of excess contributions payable	(109,098)	(78,501)
Total corrective distributions per Form 5500	$ 78,501	$ 96,382

12. SUBSEQUENT EVENTS:

The Plan has evaluated subsequent events for adjustment to or disclosure in its financial statements through October 3, 2013, the date the financial statements were available to be issued. No recordable or disclosable events occurred through this date.

SUPPLEMENTAL INFORMATION

SOLANTIC 401(K) SAVINGS PLAN

EIN: 26-0654036, PLAN NO. 001

SCHEDULE H, LINE 4i

SCHEDULE OF ASSETS (HELD AT END OF YEAR)

DECEMBER 31, 2012

(a)	(b) IDENTITY OF ISSUE, BORROWER, LESSOR OR SIMILAR PARTY	(c) DESCRIPTION OF INVESTMENT INCLUDING MATURITY DATE, RATE OF INTEREST, PAR OR MATURITY VALUE	(e) CURRENT VALUE
*	Fidelity Investments	Fidelity Freedom 2020	$ 332,977
*	Fidelity Investments	Fidelity Freedom 2030	236,308
*	Fidelity Investments	Fidelity Freedom 2025	221,440
*	Fidelity Investments	Fidelity Freedom 2040	205,656
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*	Fidelity Investments	Fidelity Freedom 2045	122,619
*	Fidelity Investments	Fidelity Freedom 2010	116,536
*	Fidelity Investments	Fidelity Freedom 2050	50,830
*	Fidelity Investments	Spartan 500 Index Advantage	31,772
	Vanguard Mutual Fund	Vanguard Inflation Protected Securities	14,468
*	Fidelity Investments	Fidelity Freedom 2055	14,426
*	Fidelity Investments	Fidelity Growth Company	12,120
*	Fidelity Investments	Fidelity Freedom Income	10,370
	Principal Financial	PIF Midcap Blend I	7,569
	Invesco Mutual Fund	Invesco Diversified Dividend R5	5,171
	PIMCO Mutual Fund	PIMCO Total Return Admin	4,005
*	Fidelity Investments	Fidelity Freedom 2000	3,052
	Invesco Mutual Fund	Invesco International Growth R5	2,208
	PIMCO Mutual Fund	PIMCO All Asset Institutional	1,804
	T. Rowe Price Mutual Fund	T. Rowe Price Dividend Growth Advantage	1,428
	T. Rowe Price Mutual Fund	T. Rowe Price Small Cap Stock Advantage	1,009
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			$ 1,799,767

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Note: Investments are participant directed, thus cost information is not required.

See independent auditors' report.

SOLANTIC 401(K) SAVINGS PLAN

EIN: 26-0654036, PLAN NO. 001

SCHEDULE H, LINE 4a

SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS

DECEMBER 31, 2012

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SOLANTIC 401(K) SAVINGS PLAN

EIN: 26-0654036, PLAN NO. 001

SCHEDULE H, LINE 4a

SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS

DECEMBER 31, 2012

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	$ 70,144

* Includes participant loan repayments

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SOLANTIC 401(K) SAVINGS PLAN
EIN: 26-0654036, PLAN NO. 001
SCHEDULE H, LINE 4j
SCHEDULE OF REPORTABLE TRANSACTIONS
DECEMBER 31, 2012

(a) IDENTITY OF PARTY INVOLVED	(b) DESCRIPTION OF ASSET	(c) PURCHASE PRICE	(d) SELLING PRICE	(g) COST OF ASSET	(h) CURRENT VALUE OF ASSET ON TRANSACTION DATE	(i) NET GAIN OR (LOSS)
Fidelity	Fidelity Freedom 2010	$ 86,001	$ ---	$ 86,001	$ 86,001	$ ---
Fidelity	Fidelity Freedom 2015	198,367	---	198,367	198,367	---
Fidelity	Fidelity Freedom 2020	246,189	---	246,189	246,189	---
Fidelity	Fidelity Freedom 2025	175,270	---	175,270	175,270	---
Fidelity	Fidelity Freedom 2030	212,369	---	212,369	212,369	---
Fidelity	Fidelity Freedom 2035	119,077	---	119,077	119,077	---
Fidelity	Fidelity Freedom 2040	177,637	---	177,637	177,637	---
Fidelity	Fidelity Freedom 2045	102,711	---	102,711	102,711	---
Principal	Money Market Sep Acct	---	77,493	---	77,493	---
Principal	Principal LifeTm 2020 Sep Acct	---	309,368	---	309,368	---
Principal	Principal LifeTm 2030 Sep Acct	---	218,367	---	218,367	---
Principal	Principal LifeTm 2040 Sep Acct	---	172,032	---	172,032	---
Principal	Principal LifeTm 2050 Sep Acct	---	102,300	---	102,300	---

See independent auditors' report.