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
ELKAY PLASTICS CO., INC. 401(K) PROFIT SHARING PLAN

1b Three-digit plan number (PN) ▶ 004

1c Effective date of plan 01/01/1990

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

ELKAY PLASTICS CO., INC.

6000 SHEILA STREET
COMMERCE, CA 90040

2b Employer Identification Number (EIN)
95-4290939

2c Sponsor's telephone number
323-722-7073

2d Business code (see instructions)
423990

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	STEWART HORWITZ
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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

Preparer's telephone number (optional)

3a Plan administrator's name and address [X] Same as Plan Sponsor Name [ ] Same as Plan Sponsor Address

3b Administrator's EIN

3c Administrator's telephone number

4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:

a Sponsor's name

4b EIN

4c PN

5	Total number of participants at the beginning of the plan year	**5**	218
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**	180
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	29
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	209
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	209
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	169
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	3
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

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

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
ELKAY PLASTICS CO., INC. 401(K) PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 004

C Plan sponsor's name as shown on line 2a of Form 5500
ELKAY PLASTICS CO., INC.

D Employer Identification Number (EIN)
95-4290939

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

GREAT-WEST LIFE & ANNUITY 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
84-0467907	68322	938110-01	169	01/01/2012	12/31/2012

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

(a) Total amount of commissions paid	**(b)** Total amount of fees paid
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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(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	1291988
5	Current value of plan's interest under this contract in separate accounts at year end	5	8729169

6 Contracts With Allocated Funds:

a State the basis of premium rates ▶

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

Specify nature of costs ▶

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

(3) ☐ other (specify) ▶

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

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

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

(3) ☐ guaranteed investment (4) ☒ other ▶ GROUP ANNUITY CONTRACT

b	Balance at the end of the previous year			7b	1524530
c	Additions: (1) Contributions deposited during the year	7c(1)	139610		
	(2) Dividends and credits	7c(2)	0		
	(3) Interest credited during the year	7c(3)	17531		
	(4) Transferred from separate account	7c(4)	209684		
	(5) Other (specify below)	7c(5)	17233		
	▶ LOAN REPAYMENTS				
	(6) Total additions			7c(6)	384058
d	Total of balance and additions (add lines **7b** and **7c(6)**).			7d	1908588
e	Deductions:				
	(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	427320		
	(2) Administration charge made by carrier	7e(2)	538		
	(3) Transferred to separate account	7e(3)	188742		
	(4) Other (specify below)	7e(4)	0		
	▶				
	(5) Total deductions			7e(5)	616600
f	Balance at the end of the current year (subtract line **7e(5)** from line **7d**)			7f	1291988

Part III Welfare Benefit Contract Information

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

8 Benefit and contract type (check all applicable boxes)

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

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

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

m ☐ Other (specify) ▶

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

Specify nature of costs ▶

Part IV Provision of Information

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

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

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

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

A Name of plan	**B** Three-digit plan number (PN) ▶	
ELKAY PLASTICS CO., INC. 401(K) PROFIT SHARING PLAN		004
C Plan sponsor's name as shown on line 2a of Form 5500	**D** Employer Identification Number (EIN)	
ELKAY PLASTICS CO., INC.	95-4290939	

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

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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)

M HOLDINGS SECURITIES

1125 NW COUCH STREET #900
PORTLAND, OR 97209

(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?
27	INVESTMENT ADVISOR	33839	Yes [ ] No [X]	Yes [ ] No [X]	0	Yes [ ] No [X]

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

GREAT-WEST LIFE & ANNUITY COMPANY

8515 EAST ORCHARD ROAD
GREENWOOD VILLAGE, CO 80111

(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	RECORDKEEPER	38665	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 [ ]

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
(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.	

(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
ELKAY PLASTICS CO., INC. 401(K) PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 004

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
ELKAY PLASTICS CO., INC.

D Employer Identification Number (EIN)
95-4290939

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: AMERICAN FUNDS EUROPACIFIC

b Name of sponsor of entity listed in (a): GREAT-WEST LIFE & ANNUITY 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)
84-0467907-001	P	215147

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

b Name of sponsor of entity listed in (a): GREAT-WEST LIFE & ANNUITY 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)
84-0467907-001	P	444429

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

b Name of sponsor of entity listed in (a): GREAT-WEST LIFE & ANNUITY 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)
84-0467907-001	P	375630

a Name of MTIA, CCT, PSA, or 103-12 IE: BLACKROCK MID CAP VALUE OPPS

b Name of sponsor of entity listed in (a): GREAT-WEST LIFE & ANNUITY 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)
84-0467907-001	P	49390

a Name of MTIA, CCT, PSA, or 103-12 IE: COLUMBIA MID CAP GROWTH

b Name of sponsor of entity listed in (a): GREAT-WEST LIFE & ANNUITY 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)
84-0467907-001	P	142445

a Name of MTIA, CCT, PSA, or 103-12 IE: FRANKLIN GOLD & PRECIOUS METALS

b Name of sponsor of entity listed in (a): GREAT-WEST LIFE & ANNUITY 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)
84-0467907-001	P	100458

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

b Name of sponsor of entity listed in (a): GREAT-WEST LIFE & ANNUITY 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)
84-0467907-001	P	90209

a Name of MTIA, CCT, PSA, or 103-12 IE: JPMORGAN US REAL ESTATE

b Name of sponsor of entity listed in (a): GREAT-WEST LIFE & ANNUITY INSURANCE COMPANY

c EIN-PN 84-0467907-001	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 41040

a Name of MTIA, CCT, PSA, or 103-12 IE: NUVEEN MID CAP INDEX

b Name of sponsor of entity listed in (a): GREAT-WEST LIFE & ANNUITY INSURANCE COMPANY

c EIN-PN 84-0467907-001	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 77872

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

b Name of sponsor of entity listed in (a): GREAT-WEST LIFE & ANNUITY INSURANCE COMPANY

c EIN-PN 84-0467907-001	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 144908

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

b Name of sponsor of entity listed in (a): GREAT-WEST LIFE & ANNUITY INSURANCE COMPANY

c EIN-PN 84-0467907-001	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 42378

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

b Name of sponsor of entity listed in (a): GREAT-WEST LIFE & ANNUITY INSURANCE COMPANY

c EIN-PN 84-0467907-001	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 383280

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

b Name of sponsor of entity listed in (a): GREAT-WEST LIFE & ANNUITY INSURANCE COMPANY

c EIN-PN 84-0467907-001	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 675683

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

b Name of sponsor of entity listed in (a): GREAT-WEST LIFE & ANNUITY INSURANCE COMPANY

c EIN-PN 84-0467907-001	**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: T. ROWE PRICE EQUITY INCOME FUND

b Name of sponsor of entity listed in (a): GREAT-WEST LIFE & ANNUITY INSURANCE COMPANY

c EIN-PN 84-0467907-001	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 260922

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

b Name of sponsor of entity listed in (a): GREAT-WEST LIFE & ANNUITY INSURANCE COMPANY

c EIN-PN 84-0467907-001	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 351472

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

b Name of sponsor of entity listed in (a): GREAT-WEST LIFE & ANNUITY INSURANCE COMPANY

c EIN-PN 84-0467907-001	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 344138

a Name of MTIA, CCT, PSA, or 103-12 IE: VANGUARD FTSE ALL-WORLD

b Name of sponsor of entity listed in (a): GREAT-WEST LIFE & ANNUITY INSURANCE COMPANY

c EIN-PN 84-0467907-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 16073

a Name of MTIA, CCT, PSA, or 103-12 IE: VANGUARD HEALTH CARE FUND

b Name of sponsor of entity listed in (a): GREAT-WEST LIFE & ANNUITY INSURANCE COMPANY

c EIN-PN 84-0467907-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 170761

a Name of MTIA, CCT, PSA, or 103-12 IE: VANGUARD INDEX TRUST-TOTAL STOCK

b Name of sponsor of entity listed in (a): GREAT-WEST LIFE & ANNUITY INSURANCE COMPANY

c EIN-PN 84-0467907-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1019774

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

b Name of sponsor of entity listed in (a): GREAT-WEST LIFE & ANNUITY INSURANCE COMPANY

c EIN-PN 84-0467907-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 7915

a Name of MTIA, CCT, PSA, or 103-12 IE: VANGUARD TARGET 2010

b Name of sponsor of entity listed in (a): GREAT-WEST LIFE & ANNUITY INSURANCE COMPANY

c EIN-PN 84-0467907-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 29584

a Name of MTIA, CCT, PSA, or 103-12 IE: VANGUARD TARGET 2015

b Name of sponsor of entity listed in (a): GREAT-WEST LIFE & ANNUITY INSURANCE COMPANY

c EIN-PN 84-0467907-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 225129

a Name of MTIA, CCT, PSA, or 103-12 IE: VANGUARD TARGET 2020

b Name of sponsor of entity listed in (a): GREAT-WEST LIFE & ANNUITY INSURANCE COMPANY

c EIN-PN 84-0467907-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 418191

a Name of MTIA, CCT, PSA, or 103-12 IE: VANGUARD TARGET 2025

b Name of sponsor of entity listed in (a): GREAT-WEST LIFE & ANNUITY INSURANCE COMPANY

c EIN-PN 84-0467907-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 111940

a Name of MTIA, CCT, PSA, or 103-12 IE: VANGUARD TARGET 2030

b Name of sponsor of entity listed in (a): GREAT-WEST LIFE & ANNUITY INSURANCE COMPANY

c EIN-PN 84-0467907-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 184588

a Name of MTIA, CCT, PSA, or 103-12 IE: VANGUARD TARGET 2035

b Name of sponsor of entity listed in (a): GREAT-WEST LIFE & ANNUITY INSURANCE COMPANY

c EIN-PN 84-0467907-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1796193

a Name of MTIA, CCT, PSA, or 103-12 IE: VANGUARD TARGET 2040

b Name of sponsor of entity listed in (a): GREAT-WEST LIFE & ANNUITY INSURANCE COMPANY

c EIN-PN 84-0467907-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 21707

a Name of MTIA, CCT, PSA, or 103-12 IE: VANGUARD TARGET 2045

b Name of sponsor of entity listed in (a): GREAT-WEST LIFE & ANNUITY INSURANCE COMPANY

c EIN-PN 84-0467907-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 284364

a Name of MTIA, CCT, PSA, or 103-12 IE: VANGUARD TARGET 2050

b Name of sponsor of entity listed in (a): GREAT-WEST LIFE & ANNUITY INSURANCE COMPANY

c EIN-PN 84-0467907-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 7452

a Name of MTIA, CCT, PSA, or 103-12 IE: VANGUARD TARGET RETIREMENT INCOME

b Name of sponsor of entity listed in (a): GREAT-WEST LIFE & ANNUITY INSURANCE COMPANY

c EIN-PN 84-0467907-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 4436

a Name of MTIA, CCT, PSA, or 103-12 IE: VANGUARD TOTAL BOND MARKET

b Name of sponsor of entity listed in (a): GREAT-WEST LIFE & ANNUITY INSURANCE COMPANY

c EIN-PN 84-0467907-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 272001

a Name of MTIA, CCT, PSA, or 103-12 IE: WELLS FARGO ADVANTAGE GROWTH

b Name of sponsor of entity listed in (a): GREAT-WEST LIFE & ANNUITY INSURANCE COMPANY

c EIN-PN 84-0467907-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 419660

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

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

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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
ELKAY PLASTICS CO., INC. 401(K) PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 004

C Plan sponsor's name as shown on line 2a of Form 5500
ELKAY PLASTICS CO., INC.

D Employer Identification Number (EIN)
95-4290939

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)	0	
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	439435	398698
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)	7773290	8729169
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)		
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)	1524530	1291988
(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	9737255	10419855
	Liabilities			
g	Benefit claims payable	1g		
h	Operating payables	1h		
i	Acquisition indebtedness	1i		
j	Other liabilities	1j	22372	653
k	Total liabilities (add all amounts in lines 1g through1j)	1k	22372	653
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	9714883	10419202

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)	222987	
	(B) Participants	2a(1)(B)	761481	
	(C) Others (including rollovers)	2a(1)(C)	230541	
	(2) Noncash contributions	2a(2)	0	
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		1215009
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	243742	
	(B) U.S. Government securities	2b(1)(B)	0	
	(C) Corporate debt instruments	2b(1)(C)	0	
	(D) Loans (other than to participants)	2b(1)(D)	0	
	(E) Participant loans	2b(1)(E)	17201	
	(F) Other	2b(1)(F)	0	
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		260943
	(2) Dividends: **(A)** Preferred stock	2b(2)(A)	0	
	(B) Common stock	2b(2)(B)	0	
	(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	0	
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		0
	(3) Rents	2b(3)		0
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)	0	
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)	0	
	(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0
	(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)	0	
	(B) Other	2b(5)(B)	0	
	(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		0
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		825010
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		0
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		0
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		
c Other income	2c		1212
d Total income. Add all **income** amounts in column (b) and enter total	2d		2302174
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	1547778	
(2) To insurance carriers for the provision of benefits	2e(2)	0	
(3) Other	2e(3)	0	
(4) Total benefit payments. Add lines **2e(1)** through **(3)**	2e(4)		1547778
f Corrective distributions (see instructions)	2f		653
g Certain deemed distributions of participant loans (see instructions)	2g		7792
h Interest expense	2h		0
i Administrative expenses: (1) Professional fees	2i(1)	0	
(2) Contract administrator fees	2i(2)	41632	
(3) Investment advisory and management fees	2i(3)	0	
(4) Other	2i(4)	0	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		41632
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		1597855
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		704319
l Transfers of assets:			
(1) To this plan	2l(1)		0
(2) From this plan	2l(2)		0

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: BDO USA, LLP **(2)** EIN: 13-5381590

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

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

Part IV Compliance Questions

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

During the plan year:

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

			Yes	No	Amount
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		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			

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
ELKAY PLASTICS CO., INC. 401(K) PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 004

C Plan sponsor's name as shown on line 2a of Form 5500
ELKAY PLASTICS CO., INC.

D Employer Identification Number (EIN)
95-4290939

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): 84-0467907

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

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

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

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

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

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

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

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

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

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

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

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

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

Part III Amendments

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

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

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

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

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

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Elkay Plastics Co., Inc.
401(k) Profit Sharing Plan

Financial Statements and
Supplemental Schedule
As of December 31, 2012 and 2011 and
For the Year Ended December 31, 2012

The report accompanying these financial statements was issued by BDO USA, LLP, a Delaware limited liability partnership and the U.S. member of BDO International Limited, a UK company limited by guarantee.

Elkay Plastics Co., Inc.
401(k) Profit Sharing Plan

Financial Statements and
Supplemental Schedule
As of December 31, 2012 and 2011 and
For the Year Ended December 31, 2012

Elkay Plastics Co., Inc.
401(k) Profit Sharing Plan

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Note: Schedules other than that listed above have been omitted because they are not applicable or not required by 29 CFR 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, as amended.

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Independent Auditor's Report

To the Plan Administrator of
Elkay Plastics Co., Inc. 401(k) Profit Sharing Plan
City of Commerce, California

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

Management's Responsibility for the Financial Statements

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

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 Orchard Trust Company, LLC, the custodian of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the custodian holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the custodian as of December 31, 2012 and 2011, and for the year ended December 31, 2012, that the information provided to the plan administrator by the custodian is complete and accurate.

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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 is required by the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and is 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 schedule.

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

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

Emphasis of Matter

As described in Note 4, effective January 1, 2012, the Company revised the estimate for the fair value measurement of the guaranteed interest account from a Level 3 classification to a Level 2 classification prospectively. This revision primarily reflects a change in valuation technique and not a change in accounting principles. As a result of this revision, there was no change to the statement of changes in net asset available for benefits for the year ended December 31, 2012.

BDO USA, LLP

October 11, 2013

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Financial Statements

Elkay Plastics Co., Inc.
401(k) Profit Sharing Plan

Statements of Net Assets Available for Benefits

December 31,	**2012**	2011
Assets		
Investments, at fair value:		
Pooled separate accounts	**$ 8,729,169**	$ 7,773,290
Guaranteed interest account	**1,291,988**	1,524,530
Total investments, at fair value	**10,021,157**	9,297,820
Notes receivable from participants	**398,698**	439,435
Total assets	**10,419,855**	9,737,255
Liabilities		
Excess contribution payable	**653**	22,372
Net assets available for benefits	**$ 10,419,202**	$ 9,714,883

See accompanying notes to financial statements.

Elkay Plastics Co., Inc.
401(k) Profit Sharing Plan

Statement of Changes in Net Assets Available for Benefits

Year ended December 31,	2012
Changes in net assets attributed to	
Net investment income:	
Net appreciation in fair value of investments	$ 825,010
Interest and dividends	244,954
Total net investment income	1,069,964
Contributions:	
Participant	761,481
Employer	222,987
Rollover	230,541
Total contributions	1,215,009
Interest income on notes receivable from participants	17,201
Total additions	2,302,174
Deductions from net assets attributed to	
Benefits paid to participants and beneficiaries	1,556,224
Administrative expenses	41,631
Total deductions	1,597,855
Net increase	704,319
Net assets available for benefits, beginning of year	9,714,883
Net assets available for benefits, end of year	$10,419,202

See accompanying notes to financial statements.

1. Plan Description

The following description of Elkay Plastics Co., Inc. 401(k) Profit Sharing Plan (the "Plan") is provided for general information purposes only. Participants should refer to the Plan Agreement and Summary Plan Description for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution 401(k) plan available to qualifying employees of Elkay Plastics Co., Inc. (the "Company"). The Company's Chief Financial Officer has been appointed as the Plan's trustee and administrator. The Investment Committee (the "Committee") is charged with the responsibility of reviewing the performance of the Plan's investment options, the reasonableness of the fees charged by the parties-in-interest, and other administrative matters. The Committee consists of the Chief Financial Officer and another employee of the Company. Orchard Trust Company, LLC is the custodian, and Great-West Life and Annuity Insurance Company is the record keeper. The Custodian distributes all Plan benefits.

Eligibility

To be eligible to participate in the Plan, an employee must have attained the age of 18, have completed at least three months of service or have worked at least 1,000 hours during such plan year. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"). The Plan was amended on September 1, 2012 to reduce the completed months of service from one year to three months.

Contributions

Each year participants may contribute up to 100 percent of their pre-tax annual compensation, subject to certain limitations. These participant contributions are typically made through payroll deductions. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans.

The Company contributes to each qualifying participant a matching percentage of each participant's contribution equal to 50 percent of the participant's contribution up to the first 6 percent of the participant's eligible compensation for the period. The Company may also contribute a discretionary amount to all qualified participants.

The Plan allows for participant catch-up contributions to be made to the Plan by participants age 50 and over subject to the legal limits. Such catch-up contributions shall be matched by the Company in accordance with the Plan's matching contribution formula.

Participant Accounts

Each participant's account is credited with the participant's contribution and an allocation of the Company's matching contribution and Plan earnings. The Company's matching contributions are allocated in accordance with participant allocation elections. Plan earnings are allocated based on participant earnings or account balance, as defined. The benefits to which a participant is entitled are the benefits that can be provided from a participant's account.

Vesting

Participants are immediately vested in their voluntary contributions plus actual earnings thereon. Vesting of the Company contribution account is based on years of credited service, with 20 percent vesting beginning after 1 year, 40 percent after 2 years, 60 percent after 3 years, and 80 percent after 4 years. A participant is 100 percent vested after 5 years of credited service. The portion, if any, of a terminated participant's matching contribution account which is not vested in the Company contribution account will be forfeited as of the last day of the Plan year in which the participant incurs a one-year break in service.

Payment of Benefits

On retirement, disability or death, a participant or beneficiary will have a 100 percent vested interest in all the participant's contribution accounts, including the Company contribution account. The normal form for benefit payments approximates equal monthly installments paid over a 10-year period. Optional forms of payment such as a single lump sum payment, or fixed installment payments paid out over a period not greater than the joint life expectancy of the participant and a designated beneficiary, may be elected by a participant or beneficiary. If a participant's employment is terminated for any reason, other than his/her retirement, disability or death, he/she will be entitled to termination benefits based on the value of his/her contribution account and the vested interest in his/her Company contribution account.

Forfeitures

Forfeited balances of terminated participants' non-vested accounts may be used to reduce future Company contributions, applied against the administrative expenses of the Plan, or allocated among the participants of the Plan. At December 31, 2012 and 2011, forfeited non-vested accounts totaled $28,932 and $23,415, respectively. No forfeitures were used during the year ended December 31, 2012.

Notes Receivable from Participants

Participants may borrow up to a maximum equal to the lesser of $50,000 or 50 percent of their vested account balance. The minimum loan amount is $1,000. The loans are secured by the balance in the participant's account and bear interest at prime rate (3.25% as of December 31, 2012) plus 1 percent. Interest rates, on loans outstanding at December 31, 2012, range from 4.25 percent to 9.25 percent. The loans are repaid ratably through semi-monthly payroll deductions over a period of five years or less. Loans to purchase a qualified residence can mature over a period of up to ten years.

Administrative Expenses

The Company pays the expenses associated with the administration of the Plan, except for certain investment management fees, distribution, and loan fees which are deducted directly from the participants' accounts. The expenses paid by the Company, which is a party-in-interest, are not reflected in the accompanying financial statements and constitute exempt transactions under ERISA. Certain administrative functions are performed by officers or employees of the Company. No such officer or employee receives compensation from the Plan.

2. Summary of Significant Accounting Policies

Basis of Accounting

The financial statements of the Plan have been prepared on the accrual basis of accounting in conformity with accounting principles generally accepted in the United States of America ("GAAP").

As described in Accounting Standards Codification ("ASC") 962, *Defined Contribution Pension Plans*, investment contracts held by a defined contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to a fully benefit-responsive investment contract because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. This accounting guidance does not have a material effect on the Plan's financial statements as interest rates for the guaranteed interest accounts approximate market interest rates for interest bearing investments of a similar credit risk for a similar duration. Accordingly, contract value, which represents net contributions plus interest at the contract rate, approximates fair value.

Impact of Recently Issued Accounting Pronouncements

In May 2011, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update "(ASU") 2011-04, *Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRS* ("ASU 2011-04"). ASU 2011-04 amended ASC 820, *Fair Value Measurements and Disclosures,* to provide a consistent definition of fair value and improve the comparability of fair value measurements presented and disclosed in financial statements prepared in accordance with U.S. GAAP and IFRS. Some of the amendments clarify the application of existing fair value measurement and disclosure requirements, while other amendments change a particular principle or requirement for measuring fair value or disclosing information about fair value measurements. The amendments are to be applied prospectively and are effective for annual periods beginning after December 15, 2011. The adoption of these changes did not have a material impact to the Plan's financial statements or notes thereto.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of net assets available for benefits and changes therein, and disclosure of contingent assets and liabilities. Actual results could materially differ from those estimates.

Investment Valuation and Income Recognition

The Plan's investments in pooled separate accounts represent the number of fund participation units owned by the Plan and are stated at fair value. Quoted market prices of the underlying investments are used to value each fund, and are based on the net asset value of the shares held by the Plan at the end of the year. The guaranteed interest account is included in the financial statements at contract value (which represents contributions made under the contract, plus earnings, less withdrawals and administrative expenses), which approximates fair value.

Purchases and sales of securities are recorded on a trade-date basis. Interest and dividend income is recorded on the accrual basis.

Investment Contracts

The Plan is a party to an investment contract with Great-West Retirement Services ("Great-West"), under which it provides a guaranteed interest account investment option to participants. Great-West maintains the contributions to the guaranteed interest account in a pooled account. The account is credited with earnings on the underlying investments and charged for Plan withdrawals and administrative expenses. The guaranteed interest account is included in the financial statements at contract value (which represents contributions made under the contract, plus earnings, less withdrawals and administrative expenses), which approximates fair value as reported to the Plan by Orchard Trust Company, LLC. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value. There are no reserves against contract value for credit risk of the contract issuer or otherwise.

The contract value of the guaranteed interest account at December 31, 2012 and 2011 were $1,291,988 and $1,524,530, respectively. The average yields were 1.45 percent and 2.03 percent for the years ended December 31, 2012 and 2011, respectively, and the crediting interest rates were 1.24 percent and 1.84 percent at December 31, 2012 and 2011, respectively. The crediting interest rate is based on an agreed-upon formula with the issuer. Such interest rates are reset on a quarterly basis.

Net Appreciation (Depreciation) in Fair Value of Investments

Realized and unrealized appreciation (depreciation) in the fair value of investments is based on the difference between the fair value of the assets at the beginning of the year, or at the time of purchase for assets purchased during the year, the related fair value on the day investments are sold with respect to realized appreciation (depreciation), or on the last day of the year for unrealized appreciation (depreciation).

Realized and unrealized appreciation (depreciation) is recorded in the accompanying Statement of Changes in Net Assets Available for Benefits as net appreciation (depreciation) in fair values of investments.

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 and that such changes could materially affect participants' account balances and the amounts reported in the financial statements.

The Plan provides investment options that hold securities of foreign companies, which involve special risks and considerations not typically associated with investing in U.S. companies. These risks include devaluation of currencies, less reliable information about issuers, different securities transaction clearance and settlement practices, and possible adverse political and economic developments. Moreover, securities of many foreign companies and their markets may be less liquid and their prices may be more volatile than those of securities of comparable U.S. companies.

Payment of Benefits

Benefits are recorded when paid. There were no amounts owed to current or terminated participants as of December 31, 2012 and 2011.

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Management determines the collectability of notes receivable from participants on a periodic basis. This determination is made based on the terms of the Plan document and the related Plan policies and procedures. If notes receivable from participants are deemed to be uncollectible, they are written off and included as benefits paid to participants in the financial statements and deemed distributions in the Form 5500 for financial reporting purposes in the year the determination is made.

3. Investments

The following presents investments that represent 5 percent or more of the Plan's net assets at December 31, 2012 and 2011:

December 31,	**2012**	2011
Vanguard Target Retirement 2035 Fund	**$ 1,796,194**	$ 1,922,641
Guaranteed Portfolio Fund	**1,291,988**	1,524,530
Vanguard Index Trust – Total Stock Market	**1,019,774**	926,652
PIMCO Total Return Fund	**675,683**	510,582

Net appreciation in fair value of investments amounting to $825,010 for the year ended December 31, 2012, consists of net appreciation in fair value of the pooled separate accounts.

4. Fair Value Measurements

ASC 820 provides the framework for measuring fair value. That framework provides a fair value that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy under ASC 820 are described below:

Level 1 – Inputs to the valuation methodology are unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities.

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.

A financial instrument's level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. The valuation methodologies discussed in Note 2 may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although Plan management believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

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

	Level 1	Level 2	Level 3	Total
Pooled separate accounts:				
Asset Allocation	**$ -**	**$ 3,083,584**	**$ -**	**$ 3,083,584**
Large Cap	**-**	**2,144,785**	**-**	**2,144,785**
International Fund	**-**	**759,673**	**-**	**759,673**
Small Cap	**-**	**727,418**	**-**	**727,418**
Specialty	**-**	**753,940**	**-**	**753,940**
Bond Fund	**-**	**990,062**	**-**	**990,062**
Mid Cap	**-**	**269,707**	**-**	**269,707**
Guaranteed Interest Account	**-**	**1,291,988**	**-**	**1,291,988**
Total investments at fair value	**$ -**	**$ 10,021,157**	**$ -**	**$ 10,021,157**

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

	Level 1	Level 2	Level 3	Total
Pooled separate accounts:				
Asset Allocation	$ -	$ 3,185,635	$ -	$ 3,185,635
Large Cap	-	1,582,385	-	1,582,385
International Fund	-	688,203	-	688,203
Small Cap	-	758,627	-	758,627
Specialty	-	671,207	-	671,207
Bond Fund	-	820,239	-	820,239
Mid Cap	-	66,994	-	66,994
Guaranteed Interest Account	-	-	1,524,530	1,524,530
Total investments at fair value	$ -	$ 7,773,290	$ 1,524,530	$ 9,297,820

The Plan invests in pooled separate accounts for which the valuation is based on the values of the underlying investments adjusted for certain maintenance fees. The underlying investments are primarily valued using quoted market prices. However, the pooled separate accounts themselves are not traded on an active exchange independent of the plan's custodian. As a result, these investments are classified as Level 2.

The guaranteed interest account is valued by discounting the related cash flows based on current yields of similar instruments with comparable durations which historically had relied on certain unobservable inputs and therefore is classified as Level 2 as of December 31, 2012.

Transfers Between Levels of the Fair Value Hierarchy

Transfers between levels are reported at the beginning of the reporting period in which they occur. During the year ended December 31, 2012, transfers into level 2 from level 3 were $1,524,530, which represents the transfer of the guaranteed interest account. The primary reason attributable to this transfer is that management obtained additional information on the nature of the underlying investments. The change became evident in 2012.

The following table sets forth a summary of changes in fair value of the Plan's Level 3 investment assets as of December 31, 2012:

Level 3 Investment Assets as of December 31, 2012	*Guaranteed Interest Account*
Balance, beginning of year	**$ 1,524,530**
Realized gains/(losses)	**-**
Unrealized gains/(losses) relating to instruments still held at the reporting date	**-**
Purchases	**-**
Sales	**-**
Transfers in or out of Level 3	**(1,524,530)**
Balance, end of year	**$ -**

Level 3 Investment Assets as of December 31, 2011	*Guaranteed Interest Account*
Balance, beginning of year	$ 1,336,555
Realized gains/(losses)	-
Unrealized gains/(losses) relating to instruments still held at the reporting date	-
Purchases	165,108
Sales	(24,879)
Transfers in or out of Level 3	47,746
Balance, end of year	$ 1,524,530

5. Information Certified by the Plan's Custodian

The Plan administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, Orchard Trust Company, LLC, who hold the assets and execute investment transactions of the Plan, have certified on January 21, 2012 and January 22, 2011, respectively, that the following data included in the accompanying financial statements and supplemental schedule are complete and accurate:

December 31,	**2012**	2011
Pooled separate accounts	**$ 8,729,169**	$ 7,773,290
Guaranteed interest account*	**1,291,988**	1,524,530
Notes receivable from participants	**398,698**	439,435

* *At contract value, which approximates fair value*.

Year ended December 31,	2012
Net appreciation in fair value of investments	$ 825,010
Interest and dividends	244,954
Interest income on notes receivable from participants	17,201

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 schedule.

6. Excess Contributions Payable

Excess contributions payable represents amounts owed to participants who made excess contributions based on the compliance testing performed by the Plan's custodian. The excess contributions payable balances as of December 31, 2012 and 2011 were returned by the Plan to the participants in March 2013 and March 2012, respectively.

7. Plan Termination

Although the intention of the Company is to continue the Plan indefinitely, the Company reserves the right 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 percent vested in their accounts.

8. Related Party Transactions

Certain Plan investments are units of pooled separate accounts and a guaranteed interest account managed by Orchard Trust Company, LLC. Great-West Life and Annuity Insurance Company is the record keeper, and Orchard Trust Company the custodian of the Plan at December 31, 2012 and 2011 and, therefore, these transactions qualified as party-in-interest transactions.

9. Income Tax Status

The Plan, which is based on a Prototype Profit Sharing Plan, received a determination letter from the Internal Revenue Service ("IRS") dated December 5, 2002 stating that the Prototype Profit Sharing Plan was designed in accordance with the provisions of the Internal Revenue Code, including provisions to comply with recent legislation. The Plan has not yet filed for its own determination letter from the IRS. The Plan has been amended since receiving the determination letter; however, the Plan administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the Internal Revenue Code. Therefore, no provision for income taxes has been included in the Plan's financial statements.

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the Internal Revenue Service. The Plan administrator has analyzed the tax positions taken by the Plan and has concluded that as of December 31, 2012, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan administrator believes it is no longer subject to income tax examinations for years prior to 2008.

10. Subsequent Event

Management has evaluated subsequent events through October 11, 2013, the date the financial statements were available to be issued and determined that there were no other material recognizable subsequent events requiring recognition or disclosure.

Supplemental Schedule

Elkay Plastics Co., Inc.
401(k) Profit Sharing Plan

Schedule of Assets (Held at End of Year)
December 31, 2012

EIN: 95-4290939
Plan Number: 004
Form: 5500

(a)	(b) Identity of Issuer, Borrower, Lessor or Similar Party	(c) Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost**	(e) Current Value
	Pooled Separate Accounts:			
*	Great-West Retirement Services	Vanguard Target Retirement 2035 Fund	**	$ 1,796,194
*	Great-West Retirement Services	Vanguard Index Trust – Total Stock Market	**	1,019,774
*	Great-West Retirement Services	PIMCO Total Return Fund - R	**	675,683
*	Great-West Retirement Services	American Funds Growth Fund R5	**	444,429
*	Great-West Retirement Services	Wells Fargo Advantage Growth I	**	419,660
*	Great-West Retirement Services	Vanguard Target Retirement 2020 Fund	**	418,191
*	Great-West Retirement Services	Perkins Small Cap Value Fund T	**	383,280
*	Great-West Retirement Services	Artisan International Value Investor	**	375,629
*	Great-West Retirement Services	Vanguard Energy Fund	**	351,472
*	Great-West Retirement Services	Vanguard Explorer ADM	**	344,138
*	Great-West Retirement Services	Vanguard Target Retirement 2045 Fund	**	284,364
*	Great-West Retirement Services	Vanguard Total Bond Market Index	**	272,001
*	Great-West Retirement Services	T. Rowe Price Equity Income Fund	**	260,922
*	Great-West Retirement Services	Vanguard Target Retirement 2015 Fund	**	225,129
*	Great-West Retirement Services	American Funds Europacific R5	**	215,147
*	Great-West Retirement Services	Vanguard Target Retirement 2030 Fund	**	184,588
*	Great-West Retirement Services	Vanguard Health Care Fund	**	170,761
*	Great-West Retirement Services	Oppenheimer Developing Markets A	**	144,908
*	Great-West Retirement Services	Columbia Mid Cap Growth A	**	142,445
*	Great-West Retirement Services	Vanguard Target Retirement 2025 Fund	**	111,940
*	Great-West Retirement Services	Franklin Gold & Precious Metals Adv	**	100,458
*	Great-West Retirement Services	Franklin Utilities A	**	90,209
*	Great-West Retirement Services	Nuveen Mid Cap Index Fund I	**	77,872
*	Great-West Retirement Services	Blackrock Mid Cap value OPPS INSTL	**	49,390
*	Great-West Retirement Services	Oppenheimer International Bond Fund A	**	42,378
*	Great-West Retirement Services	JPMorgan U.S. Real Estate A	**	41,040
*	Great-West Retirement Services	Vanguard Target Retirement 2010 Fund	**	29,584
*	Great-West Retirement Services	Vanguard Target Retirement 2040 Fund	**	21,707
*	Great-West Retirement Services	Vanguard FTSE All-World Ex-US Index INV	**	16,073
*	Great-West Retirement Services	Vanguard International Explorer Fund	**	7,915
	Great-West Retirement Services	Vanguard Target Retirement 2050 Fund	**	7,452
*	Great-West Retirement Services	Vanguard Target Retirement Income Fund	**	4,436
		Total Pooled Separate Accounts:		8,729,169
	Guaranteed Interest Account:			
*	Great-West Retirement Services	Guaranteed Portfolio Fund	**	1,291,988
	Notes Receivable:			
*	Participant Loans	Collateralized by participant accounts maturing through 2016 and bearing interest between 4.25 percent and 9.25 percent		398,698
				$ 10,419,855

* Party-in-interest as defined by ERISA.

** All investments are participant-directed; therefore, disclosure of cost is not required.

The above information has been certified by the Custodian as being complete and accurate.

Elkay Plastics Co., Inc.
401(k) Profit Sharing Plan

Financial Statements and
Supplemental Schedule
As of December 31, 2012 and 2011 and
For the Year Ended December 31, 2012

The report accompanying these financial statements was issued by BDO USA, LLP, a Delaware limited liability partnership and the U.S. member of BDO International Limited, a UK company limited by guarantee.

BDO

Elkay Plastics Co., Inc.
401(k) Profit Sharing Plan

Financial Statements and
Supplemental Schedule
As of December 31, 2012 and 2011 and
For the Year Ended December 31, 2012

Elkay Plastics Co., Inc.
401(k) Profit Sharing Plan

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Note: Schedules other than that listed above have been omitted because they are not applicable or not required by 29 CFR 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, as amended.

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Independent Auditor's Report

To the Plan Administrator of
Elkay Plastics Co., Inc. 401(k) Profit Sharing Plan
City of Commerce, California

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

Management's Responsibility for the Financial Statements

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

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 Orchard Trust Company, LLC, the custodian of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the custodian holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the custodian as of December 31, 2012 and 2011, and for the year ended December 31, 2012, that the information provided to the plan administrator by the custodian is complete and accurate.

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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 is required by the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and is 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 schedule.

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

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

Emphasis of Matter

As described in Note 4, effective January 1, 2012, the Company revised the estimate for the fair value measurement of the guaranteed interest account from a Level 3 classification to a Level 2 classification prospectively. This revision primarily reflects a change in valuation technique and not a change in accounting principles. As a result of this revision, there was no change to the statement of changes in net asset available for benefits for the year ended December 31, 2012.

BDO USA, LLP

October 11, 2013

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Financial Statements

Elkay Plastics Co., Inc.
401(k) Profit Sharing Plan

Statements of Net Assets Available for Benefits

December 31,	**2012**	2011
Assets		
Investments, at fair value:		
Pooled separate accounts	**$ 8,729,169**	$ 7,773,290
Guaranteed interest account	**1,291,988**	1,524,530
Total investments, at fair value	**10,021,157**	9,297,820
Notes receivable from participants	**398,698**	439,435
Total assets	**10,419,855**	9,737,255
Liabilities		
Excess contribution payable	**653**	22,372
Net assets available for benefits	**$ 10,419,202**	$ 9,714,883

See accompanying notes to financial statements.

Elkay Plastics Co., Inc.
401(k) Profit Sharing Plan

Statement of Changes in Net Assets Available for Benefits

Year ended December 31,	2012
Changes in net assets attributed to	
Net investment income:	
Net appreciation in fair value of investments	$ 825,010
Interest and dividends	244,954
Total net investment income	1,069,964
Contributions:	
Participant	761,481
Employer	222,987
Rollover	230,541
Total contributions	1,215,009
Interest income on notes receivable from participants	17,201
Total additions	2,302,174
Deductions from net assets attributed to	
Benefits paid to participants and beneficiaries	1,556,224
Administrative expenses	41,631
Total deductions	1,597,855
Net increase	704,319
Net assets available for benefits, beginning of year	9,714,883
Net assets available for benefits, end of year	$ 10,419,202

See accompanying notes to financial statements.

1. Plan Description

The following description of Elkay Plastics Co., Inc. 401(k) Profit Sharing Plan (the "Plan") is provided for general information purposes only. Participants should refer to the Plan Agreement and Summary Plan Description for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution 401(k) plan available to qualifying employees of Elkay Plastics Co., Inc. (the "Company"). The Company's Chief Financial Officer has been appointed as the Plan's trustee and administrator. The Investment Committee (the "Committee") is charged with the responsibility of reviewing the performance of the Plan's investment options, the reasonableness of the fees charged by the parties-in-interest, and other administrative matters. The Committee consists of the Chief Financial Officer and another employee of the Company. Orchard Trust Company, LLC is the custodian, and Great-West Life and Annuity Insurance Company is the record keeper. The Custodian distributes all Plan benefits.

Eligibility

To be eligible to participate in the Plan, an employee must have attained the age of 18, have completed at least three months of service or have worked at least 1,000 hours during such plan year. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"). The Plan was amended on September 1, 2012 to reduce the completed months of service from one year to three months.

Contributions

Each year participants may contribute up to 100 percent of their pre-tax annual compensation, subject to certain limitations. These participant contributions are typically made through payroll deductions. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans.

The Company contributes to each qualifying participant a matching percentage of each participant's contribution equal to 50 percent of the participant's contribution up to the first 6 percent of the participant's eligible compensation for the period. The Company may also contribute a discretionary amount to all qualified participants.

The Plan allows for participant catch-up contributions to be made to the Plan by participants age 50 and over subject to the legal limits. Such catch-up contributions shall be matched by the Company in accordance with the Plan's matching contribution formula.

Participant Accounts

Each participant's account is credited with the participant's contribution and an allocation of the Company's matching contribution and Plan earnings. The Company's matching contributions are allocated in accordance with participant allocation elections. Plan earnings are allocated based on participant earnings or account balance, as defined. The benefits to which a participant is entitled are the benefits that can be provided from a participant's account.

Vesting

Participants are immediately vested in their voluntary contributions plus actual earnings thereon. Vesting of the Company contribution account is based on years of credited service, with 20 percent vesting beginning after 1 year, 40 percent after 2 years, 60 percent after 3 years, and 80 percent after 4 years. A participant is 100 percent vested after 5 years of credited service. The portion, if any, of a terminated participant's matching contribution account which is not vested in the Company contribution account will be forfeited as of the last day of the Plan year in which the participant incurs a one-year break in service.

Payment of Benefits

On retirement, disability or death, a participant or beneficiary will have a 100 percent vested interest in all the participant's contribution accounts, including the Company contribution account. The normal form for benefit payments approximates equal monthly installments paid over a 10-year period. Optional forms of payment such as a single lump sum payment, or fixed installment payments paid out over a period not greater than the joint life expectancy of the participant and a designated beneficiary, may be elected by a participant or beneficiary. If a participant's employment is terminated for any reason, other than his/her retirement, disability or death, he/she will be entitled to termination benefits based on the value of his/her contribution account and the vested interest in his/her Company contribution account.

Forfeitures

Forfeited balances of terminated participants' non-vested accounts may be used to reduce future Company contributions, applied against the administrative expenses of the Plan, or allocated among the participants of the Plan. At December 31, 2012 and 2011, forfeited non-vested accounts totaled $28,932 and $23,415, respectively. No forfeitures were used during the year ended December 31, 2012.

Notes Receivable from Participants

Participants may borrow up to a maximum equal to the lesser of $50,000 or 50 percent of their vested account balance. The minimum loan amount is $1,000. The loans are secured by the balance in the participant's account and bear interest at prime rate (3.25% as of December 31, 2012) plus 1 percent. Interest rates, on loans outstanding at December 31, 2012, range from 4.25 percent to 9.25 percent. The loans are repaid ratably through semi-monthly payroll deductions over a period of five years or less. Loans to purchase a qualified residence can mature over a period of up to ten years.

Administrative Expenses

The Company pays the expenses associated with the administration of the Plan, except for certain investment management fees, distribution, and loan fees which are deducted directly from the participants' accounts. The expenses paid by the Company, which is a party-in-interest, are not reflected in the accompanying financial statements and constitute exempt transactions under ERISA. Certain administrative functions are performed by officers or employees of the Company. No such officer or employee receives compensation from the Plan.

2. Summary of Significant Accounting Policies

Basis of Accounting

The financial statements of the Plan have been prepared on the accrual basis of accounting in conformity with accounting principles generally accepted in the United States of America ("GAAP").

As described in Accounting Standards Codification ("ASC") 962, *Defined Contribution Pension Plans*, investment contracts held by a defined contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to a fully benefit-responsive investment contract because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. This accounting guidance does not have a material effect on the Plan's financial statements as interest rates for the guaranteed interest accounts approximate market interest rates for interest bearing investments of a similar credit risk for a similar duration. Accordingly, contract value, which represents net contributions plus interest at the contract rate, approximates fair value.

Impact of Recently Issued Accounting Pronouncements

In May 2011, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update "(ASU") 2011-04, *Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRS* ("ASU 2011-04"). ASU 2011-04 amended ASC 820, *Fair Value Measurements and Disclosures,* to provide a consistent definition of fair value and improve the comparability of fair value measurements presented and disclosed in financial statements prepared in accordance with U.S. GAAP and IFRS. Some of the amendments clarify the application of existing fair value measurement and disclosure requirements, while other amendments change a particular principle or requirement for measuring fair value or disclosing information about fair value measurements. The amendments are to be applied prospectively and are effective for annual periods beginning after December 15, 2011. The adoption of these changes did not have a material impact to the Plan's financial statements or notes thereto.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of net assets available for benefits and changes therein, and disclosure of contingent assets and liabilities. Actual results could materially differ from those estimates.

Investment Valuation and Income Recognition

The Plan's investments in pooled separate accounts represent the number of fund participation units owned by the Plan and are stated at fair value. Quoted market prices of the underlying investments are used to value each fund, and are based on the net asset value of the shares held by the Plan at the end of the year. The guaranteed interest account is included in the financial statements at contract value (which represents contributions made under the contract, plus earnings, less withdrawals and administrative expenses), which approximates fair value.

Purchases and sales of securities are recorded on a trade-date basis. Interest and dividend income is recorded on the accrual basis.

Investment Contracts

The Plan is a party to an investment contract with Great-West Retirement Services ("Great-West"), under which it provides a guaranteed interest account investment option to participants. Great-West maintains the contributions to the guaranteed interest account in a pooled account. The account is credited with earnings on the underlying investments and charged for Plan withdrawals and administrative expenses. The guaranteed interest account is included in the financial statements at contract value (which represents contributions made under the contract, plus earnings, less withdrawals and administrative expenses), which approximates fair value as reported to the Plan by Orchard Trust Company, LLC. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value. There are no reserves against contract value for credit risk of the contract issuer or otherwise.

The contract value of the guaranteed interest account at December 31, 2012 and 2011 were $1,291,988 and $1,524,530, respectively. The average yields were 1.45 percent and 2.03 percent for the years ended December 31, 2012 and 2011, respectively, and the crediting interest rates were 1.24 percent and 1.84 percent at December 31, 2012 and 2011, respectively. The crediting interest rate is based on an agreed-upon formula with the issuer. Such interest rates are reset on a quarterly basis.

Net Appreciation (Depreciation) in Fair Value of Investments

Realized and unrealized appreciation (depreciation) in the fair value of investments is based on the difference between the fair value of the assets at the beginning of the year, or at the time of purchase for assets purchased during the year, the related fair value on the day investments are sold with respect to realized appreciation (depreciation), or on the last day of the year for unrealized appreciation (depreciation).

Realized and unrealized appreciation (depreciation) is recorded in the accompanying Statement of Changes in Net Assets Available for Benefits as net appreciation (depreciation) in fair values of investments.

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 and that such changes could materially affect participants' account balances and the amounts reported in the financial statements.

The Plan provides investment options that hold securities of foreign companies, which involve special risks and considerations not typically associated with investing in U.S. companies. These risks include devaluation of currencies, less reliable information about issuers, different securities transaction clearance and settlement practices, and possible adverse political and economic developments. Moreover, securities of many foreign companies and their markets may be less liquid and their prices may be more volatile than those of securities of comparable U.S. companies.

Payment of Benefits

Benefits are recorded when paid. There were no amounts owed to current or terminated participants as of December 31, 2012 and 2011.

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Management determines the collectability of notes receivable from participants on a periodic basis. This determination is made based on the terms of the Plan document and the related Plan policies and procedures. If notes receivable from participants are deemed to be uncollectible, they are written off and included as benefits paid to participants in the financial statements and deemed distributions in the Form 5500 for financial reporting purposes in the year the determination is made.

3. Investments

The following presents investments that represent 5 percent or more of the Plan's net assets at December 31, 2012 and 2011:

December 31,	**2012**	2011
Vanguard Target Retirement 2035 Fund	**$ 1,796,194**	$ 1,922,641
Guaranteed Portfolio Fund	**1,291,988**	1,524,530
Vanguard Index Trust – Total Stock Market	**1,019,774**	926,652
PIMCO Total Return Fund	**675,683**	510,582

Net appreciation in fair value of investments amounting to $825,010 for the year ended December 31, 2012, consists of net appreciation in fair value of the pooled separate accounts.

4. Fair Value Measurements

ASC 820 provides the framework for measuring fair value. That framework provides a fair value that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy under ASC 820 are described below:

Level 1 – Inputs to the valuation methodology are unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities.

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.

A financial instrument's level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. The valuation methodologies discussed in Note 2 may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although Plan management believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

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

	Level 1	Level 2	Level 3	Total
Pooled separate accounts:				
Asset Allocation	**$ -**	**$ 3,083,584**	**$ -**	**$ 3,083,584**
Large Cap	**-**	**2,144,785**	**-**	**2,144,785**
International Fund	**-**	**759,673**	**-**	**759,673**
Small Cap	**-**	**727,418**	**-**	**727,418**
Specialty	**-**	**753,940**	**-**	**753,940**
Bond Fund	**-**	**990,062**	**-**	**990,062**
Mid Cap	**-**	**269,707**	**-**	**269,707**
Guaranteed Interest Account	**-**	**1,291,988**	**-**	**1,291,988**
Total investments at fair value	**$ -**	**$ 10,021,157**	**$ -**	**$ 10,021,157**

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

	Level 1	Level 2	Level 3	Total
Pooled separate accounts:				
Asset Allocation	$ -	$ 3,185,635	$ -	$ 3,185,635
Large Cap	-	1,582,385	-	1,582,385
International Fund	-	688,203	-	688,203
Small Cap	-	758,627	-	758,627
Specialty	-	671,207	-	671,207
Bond Fund	-	820,239	-	820,239
Mid Cap	-	66,994	-	66,994
Guaranteed Interest Account	-	-	1,524,530	1,524,530
Total investments at fair value	$ -	$ 7,773,290	$ 1,524,530	$ 9,297,820

The Plan invests in pooled separate accounts for which the valuation is based on the values of the underlying investments adjusted for certain maintenance fees. The underlying investments are primarily valued using quoted market prices. However, the pooled separate accounts themselves are not traded on an active exchange independent of the plan's custodian. As a result, these investments are classified as Level 2.

The guaranteed interest account is valued by discounting the related cash flows based on current yields of similar instruments with comparable durations which historically had relied on certain unobservable inputs and therefore is classified as Level 2 as of December 31, 2012.

Transfers Between Levels of the Fair Value Hierarchy

Transfers between levels are reported at the beginning of the reporting period in which they occur. During the year ended December 31, 2012, transfers into level 2 from level 3 were $1,524,530, which represents the transfer of the guaranteed interest account. The primary reason attributable to this transfer is that management obtained additional information on the nature of the underlying investments. The change became evident in 2012.

The following table sets forth a summary of changes in fair value of the Plan's Level 3 investment assets as of December 31, 2012:

Level 3 Investment Assets as of December 31, 2012	*Guaranteed Interest Account*
Balance, beginning of year	**$ 1,524,530**
Realized gains/(losses)	**-**
Unrealized gains/(losses) relating to instruments still held at the reporting date	**-**
Purchases	**-**
Sales	**-**
Transfers in or out of Level 3	**(1,524,530)**
Balance, end of year	**$ -**

Level 3 Investment Assets as of December 31, 2011	*Guaranteed Interest Account*
Balance, beginning of year	$ 1,336,555
Realized gains/(losses)	-
Unrealized gains/(losses) relating to instruments still held at the reporting date	-
Purchases	165,108
Sales	(24,879)
Transfers in or out of Level 3	47,746
Balance, end of year	$ 1,524,530

5. Information Certified by the Plan's Custodian

The Plan administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, Orchard Trust Company, LLC, who hold the assets and execute investment transactions of the Plan, have certified on January 21, 2012 and January 22, 2011, respectively, that the following data included in the accompanying financial statements and supplemental schedule are complete and accurate:

December 31,	**2012**	2011
Pooled separate accounts	**$ 8,729,169**	$ 7,773,290
Guaranteed interest account*	**1,291,988**	1,524,530
Notes receivable from participants	**398,698**	439,435

* *At contract value, which approximates fair value.*

Year ended December 31,	2012
Net appreciation in fair value of investments	$ 825,010
Interest and dividends	244,954
Interest income on notes receivable from participants	17,201

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 schedule.

6. Excess Contributions Payable

Excess contributions payable represents amounts owed to participants who made excess contributions based on the compliance testing performed by the Plan's custodian. The excess contributions payable balances as of December 31, 2012 and 2011 were returned by the Plan to the participants in March 2013 and March 2012, respectively.

7. Plan Termination

Although the intention of the Company is to continue the Plan indefinitely, the Company reserves the right 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 percent vested in their accounts.

8. Related Party Transactions

Certain Plan investments are units of pooled separate accounts and a guaranteed interest account managed by Orchard Trust Company, LLC. Great-West Life and Annuity Insurance Company is the record keeper, and Orchard Trust Company the custodian of the Plan at December 31, 2012 and 2011 and, therefore, these transactions qualified as party-in-interest transactions.

9. Income Tax Status

The Plan, which is based on a Prototype Profit Sharing Plan, received a determination letter from the Internal Revenue Service ("IRS") dated December 5, 2002 stating that the Prototype Profit Sharing Plan was designed in accordance with the provisions of the Internal Revenue Code, including provisions to comply with recent legislation. The Plan has not yet filed for its own determination letter from the IRS. The Plan has been amended since receiving the determination letter; however, the Plan administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the Internal Revenue Code. Therefore, no provision for income taxes has been included in the Plan's financial statements.

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the Internal Revenue Service. The Plan administrator has analyzed the tax positions taken by the Plan and has concluded that as of December 31, 2012, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan administrator believes it is no longer subject to income tax examinations for years prior to 2008.

10. Subsequent Event

Management has evaluated subsequent events through October 11, 2013, the date the financial statements were available to be issued and determined that there were no other material recognizable subsequent events requiring recognition or disclosure.

Supplemental Schedule

Elkay Plastics Co., Inc.
401(k) Profit Sharing Plan

Schedule of Assets (Held at End of Year)
December 31, 2012

EIN: 95-4290939
Plan Number: 004
Form: 5500

(a)	(b) Identity of Issuer, Borrower, Lessor or Similar Party	(c) Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost**	(e) Current Value
	Pooled Separate Accounts:			
*	Great-West Retirement Services	Vanguard Target Retirement 2035 Fund	**	$ 1,796,194
*	Great-West Retirement Services	Vanguard Index Trust – Total Stock Market	**	1,019,774
*	Great-West Retirement Services	PIMCO Total Return Fund - R	**	675,683
*	Great-West Retirement Services	American Funds Growth Fund R5	**	444,429
*	Great-West Retirement Services	Wells Fargo Advantage Growth I	**	419,660
*	Great-West Retirement Services	Vanguard Target Retirement 2020 Fund	**	418,191
*	Great-West Retirement Services	Perkins Small Cap Value Fund T	**	383,280
*	Great-West Retirement Services	Artisan International Value Investor	**	375,629
*	Great-West Retirement Services	Vanguard Energy Fund	**	351,472
*	Great-West Retirement Services	Vanguard Explorer ADM	**	344,138
*	Great-West Retirement Services	Vanguard Target Retirement 2045 Fund	**	284,364
*	Great-West Retirement Services	Vanguard Total Bond Market Index	**	272,001
*	Great-West Retirement Services	T. Rowe Price Equity Income Fund	**	260,922
*	Great-West Retirement Services	Vanguard Target Retirement 2015 Fund	**	225,129
*	Great-West Retirement Services	American Funds Europacific R5	**	215,147
*	Great-West Retirement Services	Vanguard Target Retirement 2030 Fund	**	184,588
*	Great-West Retirement Services	Vanguard Health Care Fund	**	170,761
*	Great-West Retirement Services	Oppenheimer Developing Markets A	**	144,908
*	Great-West Retirement Services	Columbia Mid Cap Growth A	**	142,445
*	Great-West Retirement Services	Vanguard Target Retirement 2025 Fund	**	111,940
*	Great-West Retirement Services	Franklin Gold & Precious Metals Adv	**	100,458
*	Great-West Retirement Services	Franklin Utilities A	**	90,209
*	Great-West Retirement Services	Nuveen Mid Cap Index Fund I	**	77,872
*	Great-West Retirement Services	Blackrock Mid Cap value OPPS INSTL	**	49,390
*	Great-West Retirement Services	Oppenheimer International Bond Fund A	**	42,378
*	Great-West Retirement Services	JPMorgan U.S. Real Estate A	**	41,040
*	Great-West Retirement Services	Vanguard Target Retirement 2010 Fund	**	29,584
*	Great-West Retirement Services	Vanguard Target Retirement 2040 Fund	**	21,707
*	Great-West Retirement Services	Vanguard FTSE All-World Ex-US Index INV	**	16,073
*	Great-West Retirement Services	Vanguard International Explorer Fund	**	7,915
	Great-West Retirement Services	Vanguard Target Retirement 2050 Fund	**	7,452
*	Great-West Retirement Services	Vanguard Target Retirement Income Fund	**	4,436
		Total Pooled Separate Accounts:		8,729,169
	Guaranteed Interest Account:			
*	Great-West Retirement Services	Guaranteed Portfolio Fund	**	1,291,988
	Notes Receivable:			
*	Participant Loans	Collateralized by participant accounts maturing through 2016 and bearing interest between 4.25 percent and 9.25 percent		398,698
				$ 10,419,855

* Party-in-interest as defined by ERISA.

** All investments are participant-directed; therefore, disclosure of cost is not required.

The above information has been certified by the Custodian as being complete and accurate.