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
HUNTER DOUGLAS, INC. EMPLOYEE SAVINGS 401(K) PLAN

1b Three-digit plan number (PN) ▶ 004

1c Effective date of plan 02/01/1990

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

HUNTER DOUGLAS, INC

1 BLUE HILL PLAZA
PEARL RIVER, NY 10965

2b Employer Identification Number (EIN) 13-2614416

2c Sponsor's telephone number 201-327-8200

2d Business code (see instructions) 339900

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.	10/15/2013	JODY MUTI
	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:	**4b** EIN	
a Sponsor's name	**4c** PN	
5 Total number of participants at the beginning of the plan year	**5**	5317
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**	4076
b Retired or separated participants receiving benefits	**6b**	1
c Other retired or separated participants entitled to future benefits	**6c**	658
d Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	4735
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	17
f Total. Add lines **6d** and **6e**	**6f**	4752
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	2985
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	47
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 2G 2J 2K

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

9a Plan funding arrangement (check all that apply)

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

9b Plan benefit arrangement (check all that apply)

(1)	[ ]	Insurance
(2)	[ ]	Code section 412(e)(3) insurance contracts
(3)	[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)	[ ]	**A** (Insurance Information)
(4)	[X]	**C** (Service Provider Information)
(5)	[X]	**D** (DFE/Participating Plan Information)
(6)	[ ]	**G** (Financial Transaction Schedules)

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

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

A Name of plan
HUNTER DOUGLAS, INC. EMPLOYEE SAVINGS 401(K) PLAN

B Three-digit plan number (PN) ▶ 004

C Plan sponsor's name as shown on line 2a of Form 5500
HUNTER DOUGLAS, INC

D Employer Identification Number (EIN)
13-2614416

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

ING INSTITUTIONAL PLAN SERVICES

04-3516284

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

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

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

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

ING INSTITUTIONAL PLAN SERVICES

04-3516284

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
26 37 49	RECORD KEEPER	115615	Yes [X] No [ ]	Yes [X] No [ ]	156	Yes [ ] No [X]

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

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

(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

(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

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
HUNTER DOUGLAS, INC. EMPLOYEE SAVINGS 401(K) PLAN

B Three-digit plan number (PN) ▶ 004

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
HUNTER DOUGLAS, INC

D Employer Identification Number (EIN)
13-2614416

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: SSGA TARGET RETIREMENT 2015 FUND

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

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)
90-0337987-313	C	3080329

a Name of MTIA, CCT, PSA, or 103-12 IE: SSGA TARGET RETIREMENT 2025 FUND

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

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)
90-0337987-315	C	1891708

a Name of MTIA, CCT, PSA, or 103-12 IE: SSGA TARGET RETIREMENT 2035 FUND

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

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)
90-0337987-317	C	1151206

a Name of MTIA, CCT, PSA, or 103-12 IE: SSGA TARGET RETIREMENT 2045 FUND

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

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)
90-0337987-319	C	878393

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

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

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)
90-0337987-326	C	1571855

a Name of MTIA, CCT, PSA, or 103-12 IE: SSGA TARGET RETIREMENT 2010 FUND

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

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)
90-0337987-312	C	2293532

a Name of MTIA, CCT, PSA, or 103-12 IE: SSGA TARGET RETIREMENT 2020 FUND

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

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)
90-0337987-314	C	5682069

a Name of MTIA, CCT, PSA, or 103-12 IE: SSGA TARGET RETIREMENT 2030 FUND

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

c EIN-PN 90-0337987-316	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 5050449

a Name of MTIA, CCT, PSA, or 103-12 IE: SSGA TARGET RETIREMENT 2040 FUND

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

c EIN-PN 90-0337987-318	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 2889908

a Name of MTIA, CCT, PSA, or 103-12 IE: SSGA TARGET RETIREMENT 2050 FUND

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

c EIN-PN 90-0337987-320	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 114388

a Name of MTIA, CCT, PSA, or 103-12 IE: WELLS FARGO STABLE RETURN

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

c EIN-PN 52-2250959-001	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 5983163

a Name of MTIA, CCT, PSA, or 103-12 IE: RIVERSOURCE STABLE CAPITAL FUND

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

c EIN-PN 41-0007957-058	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 5980132

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

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

c EIN-PN 04-3159710-202	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 5992014

a Name of MTIA, CCT, PSA, or 103-12 IE: NEW YORK LIFE INS CO ANCHOR ACCT

b Name of sponsor of entity listed in (a): NEW YORK LIFE INS CO

c EIN-PN 13-5582869-001	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 5812386

a Name of MTIA, CCT, PSA, or 103-12 IE: BNY MELLON US STOCK INDEX FUND

b Name of sponsor of entity listed in (a): BNY MELLON US

c EIN-PN 25-6078903-226	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 11883050

a Name of MTIA, CCT, PSA, or 103-12 IE: BNY MELLON US MID CAP INDEX FUND

b Name of sponsor of entity listed in (a): BNY MELLON US

c EIN-PN 25-6078903-237	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 7352401

a Name of MTIA, CCT, PSA, or 103-12 IE: BNY MELLON US SMALL CAP INDEX FUND

b Name of sponsor of entity listed in (a): BNY MELLON US

c EIN-PN 25-6078903-234	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1474544

a Name of MTIA, CCT, PSA, or 103-12 IE: SSGA TARGET RETIREMENT 2055 FUND

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

c EIN-PN 90-0337987-325	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 7006

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

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a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

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
HUNTER DOUGLAS, INC. EMPLOYEE SAVINGS 401(K) PLAN

B Three-digit plan number (PN) ▶ 004

C Plan sponsor's name as shown on line 2a of Form 5500
HUNTER DOUGLAS, INC

D Employer Identification Number (EIN)
13-2614416

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)	56562	47780
(2) Participant contributions	1b(2)	144654	141130
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	5430743	5348692
(9) Value of interest in common/collective trusts	1c(9)	61000127	69088533
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	93311231	104834201
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)	265456	480244

		(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	160208773	179940580
Liabilities			
g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	160208773	179940580

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)	3391252	
(B) Participants	2a(1)(B)	8966442	
(C) Others (including rollovers)	2a(1)(C)	1121354	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		13479048
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	178874	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		178874
(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	3153522	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		3153522
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		5968263
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		10037504
c Other income	2c		42226
d Total income. Add all **income** amounts in column (b) and enter total	2d		32859437
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	12935644	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines **2e(1)** through **(3)**	2e(4)		12935644
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		3336
h Interest expense	2h		
i Administrative expenses: **(1)** Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	188650	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		188650
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		13127630
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		19731807
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: BECHER, DELLA TORRE, GITTO & CO. **(2)** EIN: 22-2625944

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		3000000
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
HUNTER DOUGLAS, INC. EMPLOYEE SAVINGS 401(K) PLAN

B Three-digit plan number (PN) ▶ 004

C Plan sponsor's name as shown on line 2a of Form 5500
HUNTER DOUGLAS, INC

D Employer Identification Number (EIN)
13-2614416

Part I Distributions

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

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

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

EIN(s): 04-6568107 04-3516284

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):

BECHER
DELLA TORRE
GITTO & COMPANY
Certified Public Accountants
A PROFESSIONAL CORPORATION

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Independent Auditor's Report

To the Plan Administrator of
Hunter Douglas Inc. Employee Savings 401(k) Plan
Pearl River, New York

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the Hunter Douglas Inc. Employee Savings 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 statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 4, which was certified by ING National Trust, the trustee 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 trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of December 31, 2012 and 2011, and for the years then ended, that the information provided to the plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion

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

Other Matter

The supplemental schedule, 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 this supplemental schedule.

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

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

Becher, Della Torre, Gitto & Company

Ridgewood, NJ
October 14, 2013

BECHER
DELLA TORRE
GITTO & COMPANY

HUNTER DOUGLAS INC.
EMPLOYEE SAVINGS 401(k) PLAN

FINANCIAL STATEMENTS
and
SUPPLEMENTAL SCHEDULE

DECEMBER 31, 2012 and 2011

(With Independent Auditor's Report Thereon)

BECHER
DELLA TORRE
GITTO & COMPANY
Certified Public Accountants
A PROFESSIONAL CORPORATION

Hunter Douglas Inc. Employee Savings 401(k) Plan
Index of
Financial Statements and Supplemental Schedule

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BECHER
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Independent Auditor's Report

To the Plan Administrator of
Hunter Douglas Inc. Employee Savings 401(k) Plan
Pearl River, New York

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the Hunter Douglas Inc. Employee Savings 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 statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 4, which was certified by ING National Trust, the trustee 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 trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of December 31, 2012 and 2011, and for the years then ended, that the information provided to the plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion

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

Other Matter

The supplemental schedule, 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 this supplemental schedule.

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

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

Becher, Della Torre, Gitto & Company

Ridgewood, NJ
October 14, 2013

BECHER
DELLA TORRE
GITTO & COMPANY

Hunter Douglas Inc. Employee Savings 401(k) Plan
Statements of Net Assets Available For Benefits
December 31,

	2012	2011
Assets		
Investments, at fair value	$ 174,402,978	$ 154,576,814
Receivables:		
Participant contributions	141,130	144,654
Employer contribution	47,780	56,562
Notes receivable from participants	5,374,519	5,453,234
Total receivables	5,563,429	5,654,450
Total assets	179,966,407	160,231,264
Net assets reflecting investments at fair value	179,966,407	160,231,264
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	(518,151)	(645,706)
Net assets available for benefits	$ 179,448,256	$ 159,585,558

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

Hunter Douglas Inc. Employee Savings 401(k) Plan
Statements of Changes in Net Assets Available for Benefits

For the years ended December 31,

	2012	2011
Additions to net assets attributed to:		
Investment income:		
Net appreciation / (depreciation) in value of investments*	$ 16,175,548	$ (3,154,646)
Interest and dividends	3,153,522	3,088,915
Total investment income / (loss)	19,329,070	(65,731)
Interest income on notes receivable from participants	178,874	192,633
Contributions:		
Participant	8,966,442	8,682,741
Employer	3,391,252	3,347,768
Rollover	1,121,354	205,981
Total contributions	13,479,048	12,236,490
Total additions	32,986,992	12,363,392
Deductions from net assets attributed to:		
Benefits paid to participants	12,935,644	11,443,351
Administrative expenses	188,650	151,634
Total deductions	13,124,294	11,594,985
Net additions	19,862,698	768,407
Net assets transferred in upon merger (Note 1)	-	489,265
Net increase	19,862,698	1,257,672
Net assets available for benefits, beginning of year	159,585,558	158,327,886
Net assets available for benefits, end of year	$ 179,448,256	$ 159,585,558

* The net appreciation / (depreciation) in value of investments is presented at fair value with the exception of the fully benefit-responsive investment contracts, which are presented at contract value.

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

Note 1 – Plan Description

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

General: The Plan is a defined contribution plan covering substantially all salaried employees of Hunter Douglas Inc. (the "Company" and "Plan Sponsor"). Participants must complete 1,000 hours of service in a Plan year or six months after the date of hire in order to be eligible to participate in the Plan. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

Participant Contributions: Participant contributions are made on a pre-tax basis. Participants may elect to contribute from 1% to 25% of their compensation through pre-tax contributions, subject to Plan limits and the dollar deferral and non-discrimination limitations as prescribed by the Internal Revenue Code. Participants who have attained age 50 before the end of the plan year are eligible to make catch-up contributions. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans. Participants direct the investment of their contributions into various investment options offered by the Plan.

Employer Contributions: Through March 31, 2010, the Company had suspended employer matching contributions. Effective April 1, 2010, the Company amended the Plan to restore employer matching contributions equal to 50% on the first 6% that participants contribute to the Plan. Elective deferrals are required to receive any matching contributions. Effective January 1, 2011, the Company amended the Plan to state that all employer contributions will be discretionary contributions.

Participants' Accounts: Each participant's account is credited with the participant's contributions and Company matching contributions, as well as allocations of Plan earnings. Participant accounts are charged with an allocation of administrative expenses that are paid by the Plan. Allocations are based on participant earnings, account balances, or specific participant transactions, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting: Participants are always 100% vested in their pre-tax contributions and any investment earnings on those contributions, as well as funds rolled into the Plan from another employer's plan.

Note 1 – Plan Description (continued)

Participants become vested in the Plan Sponsor's matching contributions and nonelective contributions according to the following schedule:

Years of Service	Vested %
Less than 1 year	0%
At least 1 year, but less than 2	20%
At least 2 years, but less that 3	40%
At least 3 years, but less than 4	60%
At least 4 years, but less than 5	80%
5 years or more	100%

Upon termination of employment, the non-vested portion, if any, of a participant's Company matching contribution account shall be forfeited as the employee takes distribution of the vested portion. Forfeited balances of terminated participants' non-vested accounts are used to reduce future Company contributions or to offset administrative expenses. During 2012 and 2011, $73,035 and $59,000 in forfeitures, respectively, were used to offset administrative expenses. At December 31, 2012 and 2011 there were $94,982 and $119,104 of forfeitures available to reduce future employer contributions or to offset administrative expenses.

Payment of Benefits: Benefits may be paid upon death, disability, termination, normal retirement or attainment of age 65 to the participants or their beneficiaries. These benefits are generally paid in lump-sum amounts equal to the value of the participant's vested interest in his or her account. The Plan also permits installment distributions.

Notes Receivable From Participants: Participants may borrow from their accounts a minimum of $500 up to a maximum of $50,000 or 50% of their vested account balance, whichever is less. The term of the loans ranges from one to five years. However, if the loan is used to acquire a principal residence, the payment term can exceed five years. The loans are secured by the balance in the participant's account and bear interest at the prevailing market interest rates. Principal and interest are paid through payroll deductions.

Note 1 – Plan Description (continued)

Plan Mergers: During June 2011, the Electronic Solutions, Inc. 401(k) Plan was merged into the Plan. The transferred net assets have been recognized in the accounts of the Plan as of the merger date at their balances previously carried in the accounts of the Electronic Solutions, Inc. 401(k) Plan. A summary of the transferred net assets follows:

Investments, at fair value	$	489,265
Loans		-
	$	489,265

Note 2 – Summary of Accounting Policies

Basis of Accounting: The financial statements of the Plan are prepared on the accrual basis of accounting.

Investment contracts held by a defined contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the plan. The Statement of Net Assets Available for Benefits presents the fair value of the investment contracts as well as the adjustment of the fully benefit-responsive investment contracts from fair value to contract value. The Statement of Changes in Net Assets Available for Benefits is prepared using the contract value basis for fully benefit-responsive investment contracts.

Use of Estimates: The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the plan administrator to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Investment Valuation and Income Recognition: Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Plan's Investment Committee determines the Plan's valuation policies utilizing information provided by the investment advisers and custodian. See note 3 for discussion of fair value measurements.

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

Note 2 – Summary of Accounting Policies (continued)

Notes Receivable From Participants: Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Interest income is recorded on the accrual basis. Related fees are recorded as administrative expenses and are expensed when they are incurred. No allowance for credit losses has been recorded as of December 31, 2012 and 2011. If a participant ceases to make loan repayments and the plan administrator deems the participant loan to be in default, the participant loan balance is reduced and a benefit payment is recorded.

Payment of Benefits: Benefits are recorded when paid.

Administrative Expenses: Certain expenses of maintaining the Plan are paid directly by the Company and are excluded from these financial statements. Fees related to the administration of notes receivable from participants are charged directly to the participant's account and are included in administrative expenses. Investment related expenses are included in net appreciation of fair value of investments.

Note 3 – Fair Value Measurements

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

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

Level 2 Inputs to the valuation methodology include:

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in inactive markets;
- Inputs other than quoted prices that are observable for the asset or liability; and
- 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.

Note 3 – Fair Value Measurements (continued)

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

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

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

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

Commingled funds: Valued at the NAV of units of a bank collective trust. The NAV, as provided by the trustee, is used as a practical expedient to estimate fair value. The NAV is based on the fair value of the underlying investments held by the fund less its liabilities. This practical expedient is not used when it is determined to be probable that the fund will sell the investment for an amount different than the reported NAV. Participant transactions (purchased and sales) may occur daily. Were the Plan to initiate a full redemption of the collective trust, the investment adviser reserves the right to temporarily delay withdrawal from the trust in order to ensure that securities liquidations will be carried out in an orderly business manner.

The categorization of an investment within the fair value hierarchy is based upon the pricing transparency of the investment and does not necessarily correspond to Plan management's perceived risk of that investment.

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair value. While 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.

Note 3 – Fair Value Measurements (continued)

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

	Assets at Fair Value as of December 31, 2012			
	Level 1	*Level 2*	*Level 3*	*Total*
Mutual funds:				
Domestic stock growth funds	$ 30,203,168	$ -	$ -	$ 30,203,168
Domestic stock blend funds	14,861,466	-	-	14,861,466
Domestic stock value funds	7,623,833	-	-	7,623,833
Balanced funds	10,793,587	-	-	10,793,587
International stock funds	13,104,555	-	-	13,104,555
Fixed income funds	25,575,507	-	-	25,575,507
Other funds	2,672,085	-	-	2,672,085
Total mutual funds	104,834,201	-	-	104,834,201
Commingled funds	-	69,088,533	-	69,088,533
Self-managed account	480,244	-	-	480,244
Total assets at fair value	$105,314,445	$ 69,088,533	$ -	$174,402,978

Note 3 – Fair Value Measurements (continued)

	Assets at Fair Value as of December 31, 2011			
	Level 1	*Level 2*	*Level 3*	*Total*
Mutual funds:				
Domestic stock growth funds	$ 27,528,543	$ -	$ -	$ 27,528,543
Domestic stock blend funds	13,235,693	-	-	13,235,693
Domestic stock value funds	7,052,550	-	-	7,052,550
Balanced funds	10,163,965	-	-	10,163,965
International stock funds	10,864,210	-	-	10,864,210
Fixed income funds	22,597,150	-	-	22,597,150
Other funds	1,869,120	-	-	1,869,120
Total mutual funds	93,311,231	-	-	93,311,231
Commingled funds	-	61,000,127	-	61,000,127
Self-managed account	265,456	-	-	265,456
Total assets at fair value	$ 93,576,687	$ 61,000,127	$ -	$154,576,814

Fair Value of Investments in Entities that Use NAV

The following table summarizes investments measured at fair value based on NAV per share as of December 31, 2012 and 2011, respectively:

Investment	*Fair Value December 31, 2012*	*Fair Value December 31, 2011*	*Unfunded Commitments*	*Redemption Frequency (if currently eligible)*	*Redemption Notice Period*
Commingled funds	$ 69,088,533	$ 61,000,127	n/a	Daily	30 days

Note 4 – Investments

The following presents investments that represent 5 percent or more of the Plan's net assets.

	December 31,	
	2012	*2011*
Julius Baer Total Return Fund	$ 23,107,787	$ 21,229,918
Wells Fargo Advantage Growth Fund	20,943,433	18,642,617
JP Morgan U.S. Equity Fund	14,861,466	13,235,693
BNY Mellon U.S. Stock Index Fund	11,883,050	9,952,522
Fidelity Balanced Fund	10,793,587	10,163,965

During 2012 and 2011, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year), appreciated (depreciated) in value as follows:

	2012	2011
Mutual funds	$ 10,036,910	$ (4,500,643)
Commingled funds	6,096,412	1,359,603
Other	42,226	(13,606)
	$ 16,175,548	$ (3,154,646)

ING National Trust has certified that the Plan's investment balances and transactions as of December 31, 2012 and 2011, and for the years then ended, are complete and accurate.

Note 5 – Related-Party Transactions and Party In Interest Transactions

Certain Plan investments are shares of mutual funds managed by ING National Trust. ING National Trust is the trustee as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions. Fees incurred by the Plan for the investment management services are included in net appreciation in fair value of the investment, as they are paid through revenue sharing, rather than a direct payment.

Note 6 – Plan Termination

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

Note 7 – Income Tax Status

The Plan obtained its latest determination letter on August 3, 2007, in which the Internal Revenue Service stated that the Plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code. The Plan has been amended since receiving the determination letter. However, the plan administrator and the Plan's tax counsel believe that the Plan is designed, and is currently being operated, in compliance with the applicable requirements of the Internal Revenue Code and, therefore, believe that the Plan is qualified and the related trust is tax-exempt.

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

Note 8 – Risks and Uncertainties

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

Note 9 – Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements at December 31, 2012 and 2011 to Form 5500:

	2012	2011
Net assets available for benefits per the financial statements	$179,448,256	$159,585,558
Less: Deemed distribution of participant loans	(25,827)	(22,491)
Adjustment from contract value to fair value for fully benefit-responsive investments contracts	518,151	645,706
Net assets available for benefits per the Form 5500	$179,940,580	$160,208,773

The following is a reconciliation of the net increase in net assets available for benefits per the financial statements for the year ended December 31, 2012 to Form 5500:

Net increase in net assets available for benefits per the financial statements	$ 19,862,698
Less: Deemed distribution of participant loans	(3,336)
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	(127,555)
Net increase in net assets available for benefits per the Form 5500	$ 19,731,807

Note 10 – Subsequent Events

The Plan has evaluated subsequent events through October 14, 2013, the date the financial statements were available to be issued.

Hunter Douglas Inc. Employee Savings 401(k) Plan
Schedule H, Line 4i - Schedule of Assets (Held At End of Year)
December 31, 2012

Plan sponsor's employer identification number: 13-2614416
Plan number: 004

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(e) Current Value
	Julius Baer Total Return Fund	Mutual funds	$ 23,107,787
	Wells Fargo Advantage Growth Fund	Mutual funds	20,943,433
	JP Morgan U.S. Equity Fund	Mutual funds	14,861,466
	BNY Mellon U.S. Stock Index Fund	Commingled funds	11,883,050
	Fidelity Balanced Fund	Mutual funds	10,793,587
	Thornburg International Value Fund	Mutual funds	7,936,085
	Columbia Acorn	Mutual funds	7,356,897
	BNY Mellon U.S. Mid Cap Index Fund	Commingled funds	7,352,401
	Putnam Stable Value Fund	Commingled funds	5,992,014
	Wells Fargo Stable Return Fund	Commingled funds	5,983,163
	RiverSource Stable Capital Fund I	Commingled funds	5,980,132
	New York Life Insurance Company Anchor Account	Commingled funds	5,812,386
	SSGA Target 2020	Commingled funds	5,682,069
	Lazard Emerging Markets	Mutual funds	5,168,470
	SSGA Target 2030	Commingled funds	5,050,449
	SSGA Target 2015	Commingled funds	3,080,329
	SSGA Target 2040	Commingled funds	2,889,908
	Columbia Small Cap Value 1 Z	Mutual funds	2,795,157
	American Beacon Large VI Plan	Mutual funds	2,739,112
	1st American Real Estate	Mutual funds	2,672,085
	Templeton Global Bond Fund	Mutual funds	2,467,720
	SSGA Target 2010	Commingled funds	2,293,532
	Goldman Sachs Mid Value 1s	Mutual funds	2,089,564
	Morgan Stanley Ins Small Company Growth	Mutual funds	1,902,838
	SSGA Target 2025	Commingled funds	1,891,708
	SSGA Target Retirement Income Fund	Commingled funds	1,571,855
	BNY Mellon U.S. Small Cap Index Fund	Commingled funds	1,474,544
	SSGA Target 2035	Commingled funds	1,151,206
	SSGA Target 2045	Commingled funds	878,393
	Self-Managed Account	Other	480,244
	SSGA Target 2050	Commingled funds	114,388
	SSGA Target 2055	Commingled funds	7,006
*	Participant notes receivable	Interest rates, 3.25% to 9.50%, various maturities	5,374,519
			$ 179,777,497

* Party-in-interest

The "Cost" column is not applicable as all investment options are fully participant-directed.

See independent auditor's report.

Hunter Douglas Inc. Employee Savings 401(k) Plan
Schedule H, Line 4i - Schedule of Assets (Held At End of Year)
December 31, 2012

Plan sponsor's employer identification number: 13-2614416
Plan number: 004

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(e) Current Value
	Julius Baer Total Return Fund	Mutual funds	$ 23,107,787
	Wells Fargo Advantage Growth Fund	Mutual funds	20,943,433
	JP Morgan U.S. Equity Fund	Mutual funds	14,861,466
	BNY Mellon U.S. Stock Index Fund	Commingled funds	11,883,050
	Fidelity Balanced Fund	Mutual funds	10,793,587
	Thornburg International Value Fund	Mutual funds	7,936,085
	Columbia Acorn	Mutual funds	7,356,897
	BNY Mellon U.S. Mid Cap Index Fund	Commingled funds	7,352,401
	Putnam Stable Value Fund	Commingled funds	5,992,014
	Wells Fargo Stable Return Fund	Commingled funds	5,983,163
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*	Participant notes receivable	Interest rates, 3.25% to 9.50%, various maturities	5,374,519
			$ 179,777,497

* Party-in-interest

The "Cost" column is not applicable as all investment options are fully participant-directed.

See independent auditor's report.

HUNTER DOUGLAS INC.
EMPLOYEE SAVINGS 401(k) PLAN

FINANCIAL STATEMENTS
and
SUPPLEMENTAL SCHEDULE

DECEMBER 31, 2012 and 2011

(With Independent Auditor's Report Thereon)

BECHER
DELLA TORRE
GITTO & COMPANY
Certified Public Accountants
A PROFESSIONAL CORPORATION

Hunter Douglas Inc. Employee Savings 401(k) Plan
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Financial Statements and Supplemental Schedule

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BECHER
DELLA TORRE
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Independent Auditor's Report

To the Plan Administrator of
Hunter Douglas Inc. Employee Savings 401(k) Plan
Pearl River, New York

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the Hunter Douglas Inc. Employee Savings 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 statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 4, which was certified by ING National Trust, the trustee 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 trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of December 31, 2012 and 2011, and for the years then ended, that the information provided to the plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion

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

Other Matter

The supplemental schedule, 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 this supplemental schedule.

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

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

Becher, Della Torre, Gitto & Company

Ridgewood, NJ
October 14, 2013

BECHER
DELLA TORRE
GITTO & COMPANY

Hunter Douglas Inc. Employee Savings 401(k) Plan
Statements of Net Assets Available For Benefits
December 31,

	2012	2011
Assets		
Investments, at fair value	$ 174,402,978	$ 154,576,814
Receivables:		
Participant contributions	141,130	144,654
Employer contribution	47,780	56,562
Notes receivable from participants	5,374,519	5,453,234
Total receivables	5,563,429	5,654,450
Total assets	179,966,407	160,231,264
Net assets reflecting investments at fair value	179,966,407	160,231,264
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	(518,151)	(645,706)
Net assets available for benefits	$ 179,448,256	$ 159,585,558

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

Hunter Douglas Inc. Employee Savings 401(k) Plan
Statements of Changes in Net Assets Available for Benefits

For the years ended December 31,

	2012	2011
Additions to net assets attributed to:		
Investment income:		
Net appreciation / (depreciation) in value of investments*	$ 16,175,548	$ (3,154,646)
Interest and dividends	3,153,522	3,088,915
Total investment income / (loss)	19,329,070	(65,731)
Interest income on notes receivable from participants	178,874	192,633
Contributions:		
Participant	8,966,442	8,682,741
Employer	3,391,252	3,347,768
Rollover	1,121,354	205,981
Total contributions	13,479,048	12,236,490
Total additions	32,986,992	12,363,392
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Note 1 – Plan Description

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

General: The Plan is a defined contribution plan covering substantially all salaried employees of Hunter Douglas Inc. (the "Company" and "Plan Sponsor"). Participants must complete 1,000 hours of service in a Plan year or six months after the date of hire in order to be eligible to participate in the Plan. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

Participant Contributions: Participant contributions are made on a pre-tax basis. Participants may elect to contribute from 1% to 25% of their compensation through pre-tax contributions, subject to Plan limits and the dollar deferral and non-discrimination limitations as prescribed by the Internal Revenue Code. Participants who have attained age 50 before the end of the plan year are eligible to make catch-up contributions. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans. Participants direct the investment of their contributions into various investment options offered by the Plan.

Employer Contributions: Through March 31, 2010, the Company had suspended employer matching contributions. Effective April 1, 2010, the Company amended the Plan to restore employer matching contributions equal to 50% on the first 6% that participants contribute to the Plan. Elective deferrals are required to receive any matching contributions. Effective January 1, 2011, the Company amended the Plan to state that all employer contributions will be discretionary contributions.

Participants' Accounts: Each participant's account is credited with the participant's contributions and Company matching contributions, as well as allocations of Plan earnings. Participant accounts are charged with an allocation of administrative expenses that are paid by the Plan. Allocations are based on participant earnings, account balances, or specific participant transactions, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting: Participants are always 100% vested in their pre-tax contributions and any investment earnings on those contributions, as well as funds rolled into the Plan from another employer's plan.

Note 1 – Plan Description (continued)

Participants become vested in the Plan Sponsor's matching contributions and nonelective contributions according to the following schedule:

Years of Service	Vested %
Less than 1 year	0%
At least 1 year, but less than 2	20%
At least 2 years, but less that 3	40%
At least 3 years, but less than 4	60%
At least 4 years, but less than 5	80%
5 years or more	100%

Upon termination of employment, the non-vested portion, if any, of a participant's Company matching contribution account shall be forfeited as the employee takes distribution of the vested portion. Forfeited balances of terminated participants' non-vested accounts are used to reduce future Company contributions or to offset administrative expenses. During 2012 and 2011, $73,035 and $59,000 in forfeitures, respectively, were used to offset administrative expenses. At December 31, 2012 and 2011 there were $94,982 and $119,104 of forfeitures available to reduce future employer contributions or to offset administrative expenses.

Payment of Benefits: Benefits may be paid upon death, disability, termination, normal retirement or attainment of age 65 to the participants or their beneficiaries. These benefits are generally paid in lump-sum amounts equal to the value of the participant's vested interest in his or her account. The Plan also permits installment distributions.

Notes Receivable From Participants: Participants may borrow from their accounts a minimum of $500 up to a maximum of $50,000 or 50% of their vested account balance, whichever is less. The term of the loans ranges from one to five years. However, if the loan is used to acquire a principal residence, the payment term can exceed five years. The loans are secured by the balance in the participant's account and bear interest at the prevailing market interest rates. Principal and interest are paid through payroll deductions.

Note 1 – Plan Description (continued)

Plan Mergers: During June 2011, the Electronic Solutions, Inc. 401(k) Plan was merged into the Plan. The transferred net assets have been recognized in the accounts of the Plan as of the merger date at their balances previously carried in the accounts of the Electronic Solutions, Inc. 401(k) Plan. A summary of the transferred net assets follows:

Investments, at fair value	$	489,265
Loans		-
	$	489,265

Note 2 – Summary of Accounting Policies

Basis of Accounting: The financial statements of the Plan are prepared on the accrual basis of accounting.

Investment contracts held by a defined contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the plan. The Statement of Net Assets Available for Benefits presents the fair value of the investment contracts as well as the adjustment of the fully benefit-responsive investment contracts from fair value to contract value. The Statement of Changes in Net Assets Available for Benefits is prepared using the contract value basis for fully benefit-responsive investment contracts.

Use of Estimates: The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the plan administrator to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Investment Valuation and Income Recognition: Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Plan's Investment Committee determines the Plan's valuation policies utilizing information provided by the investment advisers and custodian. See note 3 for discussion of fair value measurements.

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

Note 2 – Summary of Accounting Policies (continued)

Notes Receivable From Participants: Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Interest income is recorded on the accrual basis. Related fees are recorded as administrative expenses and are expensed when they are incurred. No allowance for credit losses has been recorded as of December 31, 2012 and 2011. If a participant ceases to make loan repayments and the plan administrator deems the participant loan to be in default, the participant loan balance is reduced and a benefit payment is recorded.

Payment of Benefits: Benefits are recorded when paid.

Administrative Expenses: Certain expenses of maintaining the Plan are paid directly by the Company and are excluded from these financial statements. Fees related to the administration of notes receivable from participants are charged directly to the participant's account and are included in administrative expenses. Investment related expenses are included in net appreciation of fair value of investments.

Note 3 – Fair Value Measurements

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

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

Level 2 Inputs to the valuation methodology include:

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in inactive markets;
- Inputs other than quoted prices that are observable for the asset or liability; and
- 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.

Note 3 – Fair Value Measurements (continued)

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

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

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

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

Commingled funds: Valued at the NAV of units of a bank collective trust. The NAV, as provided by the trustee, is used as a practical expedient to estimate fair value. The NAV is based on the fair value of the underlying investments held by the fund less its liabilities. This practical expedient is not used when it is determined to be probable that the fund will sell the investment for an amount different than the reported NAV. Participant transactions (purchased and sales) may occur daily. Were the Plan to initiate a full redemption of the collective trust, the investment adviser reserves the right to temporarily delay withdrawal from the trust in order to ensure that securities liquidations will be carried out in an orderly business manner.

The categorization of an investment within the fair value hierarchy is based upon the pricing transparency of the investment and does not necessarily correspond to Plan management's perceived risk of that investment.

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair value. While 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.

Note 3 – Fair Value Measurements (continued)

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

	Assets at Fair Value as of December 31, 2012			
	Level 1	*Level 2*	*Level 3*	*Total*
Mutual funds:				
Domestic stock growth funds	$ 30,203,168	$ -	$ -	$ 30,203,168
Domestic stock blend funds	14,861,466	-	-	14,861,466
Domestic stock value funds	7,623,833	-	-	7,623,833
Balanced funds	10,793,587	-	-	10,793,587
International stock funds	13,104,555	-	-	13,104,555
Fixed income funds	25,575,507	-	-	25,575,507
Other funds	2,672,085	-	-	2,672,085
Total mutual funds	104,834,201	-	-	104,834,201
Commingled funds	-	69,088,533	-	69,088,533
Self-managed account	480,244	-	-	480,244
Total assets at fair value	$105,314,445	$ 69,088,533	$ -	$174,402,978

Note 3 – Fair Value Measurements (continued)

	Assets at Fair Value as of December 31, 2011			
	Level 1	*Level 2*	*Level 3*	*Total*
Mutual funds:				
Domestic stock growth funds	$ 27,528,543	$ -	$ -	$ 27,528,543
Domestic stock blend funds	13,235,693	-	-	13,235,693
Domestic stock value funds	7,052,550	-	-	7,052,550
Balanced funds	10,163,965	-	-	10,163,965
International stock funds	10,864,210	-	-	10,864,210
Fixed income funds	22,597,150	-	-	22,597,150
Other funds	1,869,120	-	-	1,869,120
Total mutual funds	93,311,231	-	-	93,311,231
Commingled funds	-	61,000,127	-	61,000,127
Self-managed account	265,456	-	-	265,456
Total assets at fair value	$ 93,576,687	$ 61,000,127	$ -	$154,576,814

Fair Value of Investments in Entities that Use NAV

The following table summarizes investments measured at fair value based on NAV per share as of December 31, 2012 and 2011, respectively:

Investment	*Fair Value December 31, 2012*	*Fair Value December 31, 2011*	*Unfunded Commitments*	*Redemption Frequency (if currently eligible)*	*Redemption Notice Period*
Commingled funds	$ 69,088,533	$ 61,000,127	n/a	Daily	30 days

Note 4 – Investments

The following presents investments that represent 5 percent or more of the Plan's net assets.

	December 31,	
	2012	*2011*
Julius Baer Total Return Fund	$ 23,107,787	$ 21,229,918
Wells Fargo Advantage Growth Fund	20,943,433	18,642,617
JP Morgan U.S. Equity Fund	14,861,466	13,235,693
BNY Mellon U.S. Stock Index Fund	11,883,050	9,952,522
Fidelity Balanced Fund	10,793,587	10,163,965

During 2012 and 2011, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year), appreciated (depreciated) in value as follows:

	2012	2011
Mutual funds	$ 10,036,910	$ (4,500,643)
Commingled funds	6,096,412	1,359,603
Other	42,226	(13,606)
	$ 16,175,548	$ (3,154,646)

ING National Trust has certified that the Plan's investment balances and transactions as of December 31, 2012 and 2011, and for the years then ended, are complete and accurate.

Note 5 – Related-Party Transactions and Party In Interest Transactions

Certain Plan investments are shares of mutual funds managed by ING National Trust. ING National Trust is the trustee as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions. Fees incurred by the Plan for the investment management services are included in net appreciation in fair value of the investment, as they are paid through revenue sharing, rather than a direct payment.

Note 6 – Plan Termination

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

Note 7 – Income Tax Status

The Plan obtained its latest determination letter on August 3, 2007, in which the Internal Revenue Service stated that the Plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code. The Plan has been amended since receiving the determination letter. However, the plan administrator and the Plan's tax counsel believe that the Plan is designed, and is currently being operated, in compliance with the applicable requirements of the Internal Revenue Code and, therefore, believe that the Plan is qualified and the related trust is tax-exempt.

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

Note 8 – Risks and Uncertainties

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

Note 9 – Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements at December 31, 2012 and 2011 to Form 5500:

	2012	2011
Net assets available for benefits per the financial statements	$179,448,256	$159,585,558
Less: Deemed distribution of participant loans	(25,827)	(22,491)
Adjustment from contract value to fair value for fully benefit-responsive investments contracts	518,151	645,706
Net assets available for benefits per the Form 5500	$179,940,580	$160,208,773

The following is a reconciliation of the net increase in net assets available for benefits per the financial statements for the year ended December 31, 2012 to Form 5500:

Net increase in net assets available for benefits per the financial statements	$ 19,862,698
Less: Deemed distribution of participant loans	(3,336)
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	(127,555)
Net increase in net assets available for benefits per the Form 5500	$ 19,731,807

Note 10 – Subsequent Events

The Plan has evaluated subsequent events through October 14, 2013, the date the financial statements were available to be issued.

Hunter Douglas Inc. Employee Savings 401(k) Plan
Schedule H, Line 4i - Schedule of Assets (Held At End of Year)
December 31, 2012

Plan sponsor's employer identification number: 13-2614416
Plan number: 004

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(e) Current Value
	Julius Baer Total Return Fund	Mutual funds	$ 23,107,787
	Wells Fargo Advantage Growth Fund	Mutual funds	20,943,433
	JP Morgan U.S. Equity Fund	Mutual funds	14,861,466
	BNY Mellon U.S. Stock Index Fund	Commingled funds	11,883,050
	Fidelity Balanced Fund	Mutual funds	10,793,587
	Thornburg International Value Fund	Mutual funds	7,936,085
	Columbia Acorn	Mutual funds	7,356,897
	BNY Mellon U.S. Mid Cap Index Fund	Commingled funds	7,352,401
	Putnam Stable Value Fund	Commingled funds	5,992,014
	Wells Fargo Stable Return Fund	Commingled funds	5,983,163
	RiverSource Stable Capital Fund I	Commingled funds	5,980,132
	New York Life Insurance Company Anchor Account	Commingled funds	5,812,386
	SSGA Target 2020	Commingled funds	5,682,069
	Lazard Emerging Markets	Mutual funds	5,168,470
	SSGA Target 2030	Commingled funds	5,050,449
	SSGA Target 2015	Commingled funds	3,080,329
	SSGA Target 2040	Commingled funds	2,889,908
	Columbia Small Cap Value 1 Z	Mutual funds	2,795,157
	American Beacon Large VI Plan	Mutual funds	2,739,112
	1st American Real Estate	Mutual funds	2,672,085
	Templeton Global Bond Fund	Mutual funds	2,467,720
	SSGA Target 2010	Commingled funds	2,293,532
	Goldman Sachs Mid Value 1s	Mutual funds	2,089,564
	Morgan Stanley Ins Small Company Growth	Mutual funds	1,902,838
	SSGA Target 2025	Commingled funds	1,891,708
	SSGA Target Retirement Income Fund	Commingled funds	1,571,855
	BNY Mellon U.S. Small Cap Index Fund	Commingled funds	1,474,544
	SSGA Target 2035	Commingled funds	1,151,206
	SSGA Target 2045	Commingled funds	878,393
	Self-Managed Account	Other	480,244
	SSGA Target 2050	Commingled funds	114,388
	SSGA Target 2055	Commingled funds	7,006
*	Participant notes receivable	Interest rates, 3.25% to 9.50%, various maturities	5,374,519
			$ 179,777,497

* Party-in-interest

The "Cost" column is not applicable as all investment options are fully participant-directed.

See independent auditor's report.