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
KALLE USA, INC. 401(K) PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 01/01/1998

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

KALLE USA, INC.

5750-B CENTERPOINT COURT
GURNEE, IL 60031-5279

2b Employer Identification Number (EIN)
22-3585009

2c Sponsor's telephone number
847-775-0380

2d Business code (see instructions)
327210

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	PAUL MAZZOLENI
	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**	233
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**	249
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	23
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	272
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	272
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	133
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	0
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

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

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)	[ ]	0	**A** (Insurance Information)
(4)	[ ]		**C** (Service Provider Information)
(5)	[ ]		**D** (DFE/Participating Plan Information)
(6)	[ ]		**G** (Financial Transaction Schedules)

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
KALLE USA, INC. 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
KALLE USA, INC.

D Employer Identification Number (EIN)
22-3585009

Part I Asset and Liability Statement

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	243963	379779
(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)	25945	93353
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	1053391	2779439
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)	470119	439397

			(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	1793418	3691968
	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	1793418	3691968

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)	229911	
	(B) Participants	2a(1)(B)	467612	
	(C) Others (including rollovers)	2a(1)(C)	227909	
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		925432
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	209	
	(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)	3311	
	(F) Other	2b(1)(F)		
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		3520
	(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)	58687	
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		58687
	(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)		
(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)		194235
c Other income	2c		-118130
d Total income. Add all **income** amounts in column (b) and enter total	2d		1063744
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	115703	
(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)		115703
f Corrective distributions (see instructions)	2f		12
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: **(1)** Professional fees	2i(1)	900	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		900
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		116615
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		947129
l Transfers of assets:			
(1) To this plan	2l(1)		951421
(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: LESLEY, THOMAS, SCHWARZ & POSTMA **(2)** EIN: 95-3864890

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		50000
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
KALLE USA, INC. 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
KALLE USA, INC.

D Employer Identification Number (EIN)
22-3585009

Part I Distributions

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

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

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

EIN(s): 75-3182674

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):

Kalle USA, Inc. 401(k) Plan

Report, Financial Statements and Supplemental Schedule

December 31, 2012 and 2011 and Year Ended December 31, 2012

LESLEY, THOMAS, SCHWARZ & POSTMA, INC.
CERTIFIED PUBLIC ACCOUNTANTS
A Professional Accountancy Corporation

Principals
George M. Lesley
John Postma II
Thomas R. Madigan
Mark D. Murphy
Doris D. Farinacci
Mark A. Simurda
Cyndi M. LeBerthon

Independent Auditor's Report

To the Plan Administrator of the
Kalle USA, Inc. 401(k) Plan

Report on the Financial Statements

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

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 (ERISA), the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 5, which was certified by MG Trust Company, LLC, the investment custodian of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the investment custodian holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained certifications from the investment custodian as of as December 31, 2012 and 2011 and for the year ended December 31, 2012, that the information provided to the plan administrator by the investment custodian 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 of Schedule H, Line 4i – Schedule of Assets (Held at End of Year) as of December 31, 2012 is required by the DOL's Rules and Regulations for Reporting and Disclosure under ERISA 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 investment custodian, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the DOL's Rules and Regulations for Reporting and Disclosure under ERISA.

A Professional Accountancy Corporation
Newport Beach, California
October 15, 2013

Kalle USA, Inc. 401(k) Plan
Statements of Net Assets Available for Benefits
As of December 31, 2012 and 2011

	December 31,	
	2012	**2011**
Assets		
Self-directed brokerage accounts	$ 439,397	$ 470,119
Money market	379,779	243,963
Mutual funds	2,779,439	1,053,390
	3,598,615	1,767,472
Receivables		
Employer contributions	36,993	4,031
Participant contributions	-	7,411
Notes receivable from participants	93,353	25,945
	130,346	37,387
Total assets	3,728,961	1,804,859
Net assets available for benefits	$ 3,728,961	$ 1,804,859

See the accompanying notes to these financial statements

Kalle USA, Inc. 401(k) Plan
Statement of Changes in Net Assets Available for Benefits
Year Ended December 31, 2012

Additions to net assets attributed to:	
Investment income	
Net apreciation in fair value of investments	$ 76,106
Interest and dividends	58,896
	135,002
Interest income from notes receivables from participants	3,311
Contributions	
Employer	262,873
Participants	460,201
Participant rollovers	227,909
	950,983
Total additions to net assets	1,089,296
Deductions from net assets attributed to:	
Benefits paid to participants	115,715
Administration fees	900
Total deductions from net assets	116,615
Net increase in net assets available for benefits	972,681
Transfers from another qualified plan (Note 11)	951,421
Net assets available for benefits, beginning of year	1,804,859
Net assets available for benefits, end of year	$ 3,728,961

See the accompanying notes to these financial statements

Note 1. Description of the Plan

The following description of the Kalle USA, Inc. 401(k) Plan (the "Plan") provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General

The Plan was adopted on January 1, 1998 and amended and restated on July 1, 2008 to qualify as a defined contribution plan for Kalle USA, Inc. 401(k) Plan's (the "Company") eligible employees. The Plan has a pre-tax salary reduction provision as defined under Section 401(k) of the Internal Revenue Code (the "IRC"). It is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

Participant Eligibility

Each of the Company's employees is eligible to participate in the Plan upon attaining the age of eighteen and after the completion of 1,000 hours of service. Eligible participants may enter the Plan on the first day of each month coincident with or following the date the eligibility requirements are satisfied.

Contributions

The Company's eligible employees may contribute from 1% up to 100% of their compensation, subject to the limitations as defined by the IRC, each year on a pre-tax basis by salary reduction. The Plan also provides for participant rollover contributions from other qualified plans.

The Company makes a "Safe Harbor" qualified matching contributions of 100% of deferrals not exceeding 3% of the participants' compensation, plus 50% of deferrals in excess of 3% but not exceeding 5% of the participants' compensation. The Company made safe harbor matching contributions on participants' compensation of $262,873 for the year ended December 31, 2012.

The Company may also make a qualified non-elective contribution ("QNEC") which is not a matching contribution. The non-elective contribution may be discretionary or may be utilized to satisfy certain administrative provisions relating to the Plan's operations. For the year ended December 31, 2012 the Company made a QNEC of approximately $37,000

The Plan provides for rollover contributions which represent distributions from other tax-qualified retirement plans. The maximum amount of a participant's rollover contributions is not affected by the limits otherwise applicable to participant contributions.

Note 1. Description of the Plan (continued)

Participant Directed Investments

Upon enrollment in the Plan, participants must direct the investment of their account balances among various investment options as made available and determined by the plan administrator.

Participant Accounts

Each participant's account is credited with the participant's contribution during the Plan year and allocations of (a) Plan earnings less an allocation of investment and operating expenses, and (b) Company contributions.

Vesting

Participants are 100% vested in their contributions, rollover contributions, safe harbor matching contributions and earnings on their contributions.

Forfeitures

Amounts forfeited from terminating participants' non-vested portion of their Company matching contribution accounts and earnings on Company contributions may be used to pay administrative expenses. Any forfeitures which have not been used to pay administrative expenses shall be used to reduce Company contributions. During the year ended December 31, 2012, no forfeitures were used to pay Plan expanses or reduce employer contributions. As of December 31, 2012 and 2011, the Plan had forfeitures available of $955 and $234, respectively.

Payment of Benefits

On termination of service due to death, disability, retirement, or termination of service, a participant may elect to receive either a lump-sum amount equal to the value of the participant's vested interest or an annuity.

Involuntary distributions may be made to terminated participants with an account balance of $1,000 or less. Participants attaining age 59 ½ may take in-service distributions from their elective deferral account.

Contribution Funding

The Company makes contributions to the Plan for employee and Company safe harbor matching contributions concurrent with each pay period.

Plan Administrative Expenses

The Company provides or pays for certain accounting, legal and management services without charge to the Plan.

Note 1. Description of the Plan (continued)

Safe Harbor Election

The Plan has elected to be a Safe Harbor Plan according to IRC regulations. Accordingly, the Plan must meet certain requirements relating to employer contributions and vesting schedule and meet the applicable "Safe Harbor" requirements. If the Plan meets the "Safe Harbor" requirements it is not subject to the Average Deferral Percentage or Average Contribution Percentage discrimination tests required by the IRC.

Note 2. Summary of Significant Accounting Policies

Basis of Accounting

The financial statements of the Plan are prepared under the accrual method of accounting in accordance with accounting principles generally accepted in the United States of America and present the net assets available for benefits and the changes in those net assets. The net assets of the Plan are allocated entirely to individual participants' accounts with the exception of the unallocated forfeitures.

Valuation of Investments

All investments are carried at fair value or an approximation of fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 6 for discussion of fair value measurements.

Purchases and sales of securities are recorded on a trade-date basis. Dividends are recorded on the ex-dividend date and interest is accrued as earned.

Use of Estimates

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

Note 2. Summary of Significant Accounting Policies (continued)

Notes Receivables from Participants

Participants may borrow from their accounts up to a maximum of $50,000 or 50% of their vested account balance. The loans are secured by the balance in the participant's account and must be repaid at a fixed interest rate which is commensurate with local prevailing rates as determined by the Plan. Loans must be repaid within five years. Principal and interest is paid ratably through payroll deductions. Delinquent or defaulted notes receivables from participants are written off as "deemed" distributions at the end of the quarter following the quarter in which the default occurs.

The Plan classifies participant loans as notes receivable from participants in the statements of net assets available for benefits and measures them at their unpaid principal balance plus any accrued interest.

Non-Distributed Benefits

The Plan does not accrue non-distributed benefits related to participants who have withdrawn from the Plan, but recognizes such benefits as a deduction from net assets in the period in which such benefits are paid.

Subsequent Events

Subsequent events have been evaluated through October 15, 2013, the date the financial statements were available for issuance.

Note 3. Investments

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

	December 31,	
	2012	**2011**
Mutual funds		
Vanguard 500 Index	$ ---*	$ 97,286
Vanguard Target Retirement 2020	$ 659,861	$ ---*
Vanguard Target Retirement 2025	$ 420,144	$ ---*
Vanguard Target Retirement 2035	$ 254,886	$ 136,417
Money market		
Vanguard Prime Money Market	$ 379,779	$ 243,963
Self-directed brokerage accounts		
Ameritrade IDA Asset	$ 439,397	$ 470,119

**This investment was not 5% of the Plan's net assets for the respective year end. It is presented for comparison purposes.*

Note 3. Investments (continued)

During the year ended December 31, 2012, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated (depreciated) in value, by investment type, as follows:

	Year Ended December 31, 2012
Net appreciation (depreciation) in fair value of investments	
Mutual Funds	$ 194,236
Self-directed brokerage accounts	(118,130)
	$ 76,106

Note 4. Information Certified by the Investment Custodian

The plan administrator has elected the method of compliance as permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under such election, the plan administrator instructed the Plan's independent auditor not to perform any auditing procedures with respect to the following information certified by MG Trust Company, LLC, the investment custodian of the Plan, as complete and accurate, except for comparing such information certified by the investment custodian to information included in the Plan's financial statements and supplemental schedule:

a) Investments

	December 31,	
	2012	2011
Mutual funds	$ 2,779,439	$ 1,053,390
Money market	$ 379,779	$ 243,960
Self-directed brokerage account	$ 439,397	$ 470,119

Note 4. Information Certified by the Investment Custodian (continued)

b) Investment income

	Year Ended December 31, 2012
Net appreciation in fair value of investments	$ 76,106
Interest and dividends income	$ 58,896

c) Supplemental Schedule:
Schedule H, Line 4i – Schedule of Assets (Held At End of Year)*

**Except for the notes receivable from participants, which are not certified by the investment custodian. The notes receivable from participants are participant loans allowed under the related regulations. They are included as investments on the supplemental schedule, Schedule H, Line 4i – Schedule of Assets (Held at End of Year) as required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.*

Note 5. Fair Value Measurements

Fair value measurements are based on a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy are described as follows:

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

Level 2 – Inputs to the valuation methodology include:

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

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

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

Note 5. Fair Value Measurements (continued)

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

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

Money market funds: These investments are public investment securities valued at the closing market price reported on the active market on which the public investment securities are traded.

Mutual funds: These investments are valued at the closing quoted market price reported on the active market on which the public investment securities are traded.

Self-directed brokerage accounts: These investments represent amounts invested in common stocks and are valued at the closing quoted market price reported on the active market in which the individual securities are traded.

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

The following tables set forth by level within the fair value hierarchy the investments held by the Plan as of December 31, 2012 and 2011:

	Fair Value Measurements Using Input Type			
December 31, 2012	**Level 1**	**Level 2**	**Level 3**	**Total**
Mutual Funds				
Foreign large blend	$ 257,761	$ ---	$ ---	$ 257,761
Large value funds	261,894	---	---	261,894
Large blend funds	322,781	---	---	322,781
Large growth funds	103,455	---	---	103,455
Mid cap growth funds	71,076	---	---	71,076
Bond funds	250,791	---	---	250,791
Target date funds	1,224,024	---	---	1,224,024
Other funds	287,657	---	---	287,657
Money market	379,779	---	---	379,779
Self-directed brokerage accounts				
Common stocks (a)	439,397	---	---	439,397
Total investments measured at fair value	$3,598,615	$ ---	$ ---	$3,598,615

Note 5. Fair Value Measurements (continued)

December 31, 2011	Fair Value Measurements Using Input Type Level 1	Level 2	Level 3	Total
Mutual Funds				
Foreign large blend	$ 120,388	$ ---	$ ---	$ 120,388
Large value funds	147,699	---	---	147,699
Large blend funds	170,859	---	---	170,859
Large growth funds	81,655	---	---	81,655
Mid cap growth funds	31,942	---	---	31,942
Bond funds	69,779	---	---	69,799
Target date funds	350,779	---	---	350,779
Other funds	80,289	---	---	80,289
Money market	243,963	---	---	243,963
Self-directed brokerage accounts				
Common stock (a)	470,119	---	---	470,119
Total investments measured at fair value	$1,767,472	$ ---	$ ---	$1,767,472

The self-directed brokerage accounts allow participants to invest in investment holdings of their choice. The following represents the primary categories of the investments held in the self-directed brokerage accounts.

a) *Common stocks* – these investments consist primarily of equity securities of domestic companies.

Note 6. 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 possible that changes in the values of investment securities will occur in the near term and such changes could materially affect the amounts reported in the statements of net assets available for plan benefits.

Note 7. 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, the account of each member shall be fully vested and nonforfeitable at the time of termination.

Note 8. Tax Status

The Plan has adopted a non-standardized prototype plan which received a favorable opinion letter on March 31, 2008 from the Internal Revenue Service stating that the non-standardized prototype plan document as then designed was in compliance with the applicable requirements of the Internal Revenue Code. The plan administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code.

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the plan has taken an uncertain position that more likely than not would not be sustained upon examination by the Internal Revenue Service. The plan administrator has analyzed the positions taken by the Plan, and has concluded that as of December 31, 2012, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan has recognized no interest or penalties related to uncertain tax positions. 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 the Plan is no longer subject to income tax examinations for years prior to 2009.

Note 9. Party-In-Interest Transactions

The Plan allows for the issuance of notes receivable to participants in accordance with the related regulations. These transactions qualify as party-in-interest transactions for which there is a statutory exemption.

Note 10. Transfer from Another Qualified Plan

During 2012, the Company acquired Jif-Pak, Inc. In connection with the acquisition the Company amended the Plan, and allowed employees of Jif-Pak, Inc. to participate in the Plan, and transfer all participant account balances into the Kalle 401(k) Plan. The total amount transferred to the Plan from Jif-Pak, Inc. 401(k) Plan in 2012 was $951,421.

Note 11. Reconciliation of Financial Statements to the Form 5500

Due to timing differences, the financial statements for the year ended December 31, 2012 and 2011 reflect a difference in net assets available for benefits or a difference in the changes in net assets available for benefits as compared to the Form 5500:

Note 11. Reconciliation of Financial Statements to the Form 5500 (continued)

The following is a reconciliation of net assets available for benefits per the financial statements to the Form 5500:

	December 31,	
	2012	**2011**
Net assets available for benefits per the financial statements	$ 3,728,961	$ 1,804,859
Employer contribution receivable	(36,993)	(4,031)
Participant contribution receivable	---	(7,411)
Net assets available for benefits per the Form 5500	$ 3,691,968	$ 1,793,417

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

	Year Ended December 31, 2012
Net increase in assets available for benefits per the financial statements	$ 972,681
2011 employer contribution receivable	4,031
2011 participant contributions receivable	7,411
2012 employer contribution receivable	(36,993)
Change in net assets available for benefits per the Form 5500	$ 947,130

Supplemental Schedule

Kalle USA, Inc. 401(k) Plan
Supplemental Schedule
December 31, 2012
FEIN: 22-3585009
Plan Number: 001

Form 5500 Schedule H, Line 4i
Schedule of Assets (Held at End of Year)

(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	(d) Cost	(e) Current Value
	Money Market			
	Vanguard Prime Money Market	Money market	**	$ 379,779
	Brokerage Accounts			
	Ameritrade IDA Asset	Self-Directed brokerage account	**	$ 439,397
	Mutual Funds			
	Baron Partners	Mutual fund	**	$ 71,076
	Dodge & Cox Income	Mutual fund	**	$ 175,331
	Dodge & Cox International	Mutual fund	**	$ 128,991
	Dodge & Cox Stock	Mutual fund	**	$ 129,524
	Fairholme Fund	Mutual fund	**	$ 132,370
	Third Ave Small Cap	Mutual fund	**	$ 68,592
	Vanguard 500 Index Fund	Mutual fund	**	$ 172,213
	Vanguard Extended Mkt Index	Mutual fund	**	$ 38,389
	Vanguard FTSE All-World ex US	Mutual fund	**	$ 38,527
	Vanguard GNMA	Mutual fund	**	$ 67,980
	Vanguard Health Care	Mutual fund	**	$ 63,727
	Vanguard Prime Cap Core	Mutual fund	**	$ 103,455
	Vanguard Target Retirement 2015	Mutual fund	**	$ 102,056
	Vanguard Target Retirement 2020	Mutual fund	**	$ 254,853
	Vanguard Target Retirement 2025	Mutual fund	**	$ 335,895
	Vanguard Target Retirement 2030	Mutual fund	**	$ 148,908
	Vanguard Target Retirement 2035	Mutual fund	**	$ 211,138
	Vanguard Target Retirement 2040	Mutual fund	**	$ 19,202
	Vanguard Target Retirement 2045	Mutual fund	**	$ 101,115
	Vanguard Target Retirement 2050	Mutual fund	**	$ 50,857
	Vanguard Target Retirement Income	Mutual fund	**	$ 48,968
	Vanguard Tot Bond Mkt	Mutual fund	**	$ 75,460
	Vanguard Total Intl Stock Index	Mutual fund	**	$ 90,243
	Vanguard Total Stck Mkt Index	Mutual fund	**	$ 150,569
*	**Participant Loans**	Interest rates ranging 4.25% to 6.00%	**	$ 93,353

* *Party-in-interest*
** *Historical cost is not required for participant directed investments*

See Independent Auditor's Report
and the accompanying notes to the financial statements

Schedule H, Line 4i
Schedule of Assets (Held At End of Year)

Name of Plan:

► **Kalle USA, Inc. 401(k) Plan**

Employer Identification Number:► 22-3585009

For plan year (beginning/ending):► 1/1/2012 - 12/31/2012 Plan number:► 001

(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	(d) Cost	(e) Current value
	Ameritrade Account	Self Directed Brokerage Account		$ 439,396.76
	Baron Partners	Registered Investment Company		$ 71,076.10
	Dodge & Cox Income	Registered Investment Company		$ 175,331.00
	Dodge & Cox International	Registered Investment Company		$ 128,990.69
	Dodge & Cox Stock	Registered Investment Company		$ 129,524.47
	Fairholme Fund	Registered Investment Company		$ 132,369.59
	Participant Loan	4.25 - 6.00%		$ 93,352.50
	Third Ave Small Cap	Registered Investment Company		$ 68,592.26
	Vanguard 500 Index Fund	Registered Investment Company		$ 172,212.70
	Vanguard Extended Mkt Index	Registered Investment Company		$ 38,388.78
	Vanguard FTSE All-World ex-US	Registered Investment Company		$ 38,527.47
	Vanguard GNMA	Registered Investment Company		$ 67,980.49
	Vanguard Health Care	Registered Investment Company		$ 63,727.47
	Vanguard Prime Cap Core	Registered Investment Company		$ 103,455.41
	Vanguard Prime Money Market	Money Market Fund		$ 379,778.80
	Vanguard Target Retirement 2015	Registered Investment Company		$ 102,055.82
	Vanguard Target Retirement 2020	Registered Investment Company		$ 254,853.39
	Vanguard Target Retirement 2025	Registered Investment Company		$ 335,894.57
	Vanguard Target Retirement 2030	Registered Investment Company		$ 148,907.63
	Vanguard Target Retirement 2035	Registered Investment Company		$ 211,138.04
	Vanguard Target Retirement 2040	Registered Investment Company		$ 19,202.05
	Vanguard Target Retirement 2045	Registered Investment Company		$ 101,115.18
	Vanguard Target Retirement 2050	Registered Investment Company		$ 50,856.64
	Vanguard Target Retirement Income	Registered Investment Company		$ 48,968.26
	Vanguard Total Bond Market	Registered Investment Company		$ 75,459.91
	Vanguard Total Int'l Stock Index	Registered Investment Company		$ 90,242.99
	Vanguard Total Stock Mkt Idx	Registered Investment Company		$ 150,568.90