

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). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 2012 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2012 or fiscal plan year beginning <u>01/01/2012</u> and ending <u>12/31/2012</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ 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:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information —enter all requested information				
1a Name of plan <u>CRI WORLDWIDE, LLC 401(K) PLAN</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>001</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>01/01/2001</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>001</u>	1c Effective date of plan <u>01/01/2001</u>	
1b Three-digit plan number (PN) ▶	<u>001</u>				
1c Effective date of plan <u>01/01/2001</u>					
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>CRI WORLDWIDE, LLC</u> <u>16000 HORIZON WAY, SUITE 100</u> <u>SUITE 100</u> <u>MOUNT LAUREL, NJ 08054</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>20-3794538</u></td> </tr> <tr> <td>2c Sponsor's telephone number <u>856-566-9000</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>621111</u></td> </tr> </table>	2b Employer Identification Number (EIN) <u>20-3794538</u>	2c Sponsor's telephone number <u>856-566-9000</u>	2d Business code (see instructions) <u>621111</u>	
2b Employer Identification Number (EIN) <u>20-3794538</u>					
2c Sponsor's telephone number <u>856-566-9000</u>					
2d Business code (see instructions) <u>621111</u>					

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. Signature of plan administrator	10/15/2013 Date	JAMES L. CALLAHAN III Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature. Signature of employer/plan sponsor	10/15/2013 Date	JAMES L. CALLAHAN III Enter name of individual signing as employer or plan sponsor
SIGN HERE	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)			Preparer's telephone number (optional)

3a Plan administrator's name and address ☒ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address		3b Administrator's EIN
		3c Administrator's telephone number
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name		4b EIN 4c PN
5 Total number of participants at the beginning of the plan year		5 148
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 121	
b Retired or separated participants receiving benefits.....	6b 8	
c Other retired or separated participants entitled to future benefits.....	6c 26	
d Subtotal. Add lines 6a , 6b , and 6c	6d 155	
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	
f Total. Add lines 6d and 6e	6f 155	
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g 95	
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: 2A 2E 2F 2G 2J 2K 3D		
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:		
9a Plan funding arrangement (check all that apply) (1) ☒ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ 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) ☒ 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) ☒ 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) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☒ <u>1</u> A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

SCHEDULE A (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <hr/> <small>Department of Labor Employee Benefits Security Administration</small> <hr/> <small>Pension Benefit Guaranty Corporation</small>	Insurance Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500. ► Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).	OMB No. 1210-0110 <hr/> 2012 <hr/> This Form is Open to Public Inspection
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For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan <u>CRI WORLDWIDE, LLC 401(K) PLAN</u>	B Three-digit plan number (PN)	<u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>CRI WORLDWIDE, LLC</u>	D Employer Identification Number (EIN) <u>20-3794538</u>	

Part I	Information Concerning Insurance Contract Coverage, Fees, and Commissions Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.
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1 Coverage Information:

(a) Name of insurance carrier

TRANSAMERICA LIFE INSURANCE COMPANY

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
<u>39-0989781</u>	<u>86231</u>	<u>803532-000</u>		<u>01/01/2012</u>	<u>12/31/2012</u>

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

(a) Total amount of commissions paid	(b) Total amount of fees paid
<u>3365</u>	<u>0</u>

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

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

LINCOLN FINANCIAL ADVISORS CORP.
PRODUCER JOHN L. MCCRAW
1300 S. CLINTON STREET
FORT WAYNE, IN 46802-3506

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
<u>3365</u>			<u>3</u>

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

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

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

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

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

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

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

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

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

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

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

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

Part II Investment and Annuity Contract Information

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

4 Current value of plan's interest under this contract in the general account at year end	4	
5 Current value of plan's interest under this contract in separate accounts at year end	5	2312815

6 Contracts With Allocated Funds:**a** State the basis of premium rates ▶

b Premiums paid to carrier	6b	
c Premiums due but unpaid at the end of the year	6c	0
d If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount. Specify nature of costs ▶	6d	

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity
(3) ☐ other (specify) ▶

f If contract purchased, in whole or in part, to distribute benefits from a terminating plan check here ▶ ☐**7 Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)**

a Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee
(3) ☐ guaranteed investment (4) ☐ other ▶

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

Part III Welfare Benefit Contract Information

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

8 Benefit and contract type (check all applicable boxes)

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

9 Experience-rated contracts:

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

10 Nonexperience-rated contracts:

a Total premiums or subscription charges paid to carrier.....	10a	
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, line 2 above, report amount.....	10b	

Specify nature of costs ▶

Part IV Provision of Information

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

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

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider 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 CRI WORLDWIDE, LLC 401(K) PLAN	B Three-digit plan number (PN) ▶	001
C Plan sponsor's name as shown on line 2a of Form 5500 CRI WORLDWIDE, LLC	D Employer Identification Number (EIN) 20-3794538	

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

39-0989781

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

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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 ☐

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) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small>	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 <div style="border: 1px solid black; padding: 5px; font-size: 1.2em; font-weight: bold;">2012</div> This Form is Open to Public Inspection.
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For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan <u>CRI WORLDWIDE, LLC 401(K) PLAN</u>	B Three-digit plan number (PN) ►	<u>001</u>
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>CRI WORLDWIDE, LLC</u>	D Employer Identification Number (EIN) <u>20-3794538</u>	

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: <u>SIDX2 TRANS PARTNERS STOCK INDEX</u>				
b Name of sponsor of entity listed in (a): <u>TRANSAMERICA LIFE INSURANCE COMPANY</u>				
c EIN-PN <u>39-0989781-587</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>262308</u>		
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>TSCIX SSGA RUSSELL SMALL CAP INDEX</u>				
b Name of sponsor of entity listed in (a): <u>TRANSAMERICA LIFE INSURANCE COMPANY</u>				
c EIN-PN <u>39-0989781-033</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>9300</u>		
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>TISIX SSGA INTERNATIONAL INDEX RET</u>				
b Name of sponsor of entity listed in (a): <u>TRANSAMERICA LIFE INSURANCE COMPANY</u>				
c EIN-PN <u>39-0989781-035</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>65979</u>		
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>TMCIX SSGA S&P MID CAP INDEX RET</u>				
b Name of sponsor of entity listed in (a): <u>TRANSAMERICA LIFE INSURANCE COMPANY</u>				
c EIN-PN <u>39-0989781-036</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>25842</u>		
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>TBDIX SSGA US BOND INDEX RET OPT</u>				
b Name of sponsor of entity listed in (a): <u>TRANSAMERICA LIFE INSURANCE COMPANY</u>				
c EIN-PN <u>39-0989781-037</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>208856</u>		
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>AMPEP2 AMERICAN FUNDS EUROPACIFIC</u>				
b Name of sponsor of entity listed in (a): <u>TRANSAMERICA LIFE INSURANCE COMPANY</u>				
c EIN-PN <u>39-0989781-068</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>92356</u>		
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>TLSIGB LOOMIS SAYLES INVESTED GR BD</u>				
b Name of sponsor of entity listed in (a): <u>TRANSAMERICA LIFE INSURANCE COMPANY</u>				
c EIN-PN <u>39-0989781-086</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>208820</u>		

a Name of MTIA, CCT, PSA, or 103-12 IE: TIXSMV TRANS SMALL/MID CAP VALUE		
b Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY		
c EIN-PN 39-0989781-093	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 15335
a Name of MTIA, CCT, PSA, or 103-12 IE: VANGUARD REIT INDEX RET OPT		
b Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY		
c EIN-PN 39-0989781-099	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 34082
a Name of MTIA, CCT, PSA, or 103-12 IE: SSGA EMERGING MARKETS INDEX RET OPT		
b Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY		
c EIN-PN 39-0989781-117	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 10722
a Name of MTIA, CCT, PSA, or 103-12 IE: ACPA 2 ALGER CAPITAL APPRECIATION		
b Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY		
c EIN-PN 39-0989781-132	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 22774
a Name of MTIA, CCT, PSA, or 103-12 IE: AFW4 AMERICAN FUNDS WASHINGTON MUT		
b Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY		
c EIN-PN 39-0989781-235	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 278325
a Name of MTIA, CCT, PSA, or 103-12 IE: BEDR4 BLACK ROCK EQUITY DIVIDEND		
b Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY		
c EIN-PN 39-0989781-240	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 6143
a Name of MTIA, CCT, PSA, or 103-12 IE: AFAR4 AMERICAN FUNDS AMCAP RET OPT		
b Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY		
c EIN-PN 39-0989781-249	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 9803
a Name of MTIA, CCT, PSA, or 103-12 IE: AFGF4 AMERICAN FUNDS GROWTH FUND		
b Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY		
c EIN-PN 39-0989781-250	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 293166
a Name of MTIA, CCT, PSA, or 103-12 IE: AFNP4 AMERICAN FUNDS NEW PERSPECTIV		
b Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY		
c EIN-PN 39-0989781-259	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 15193
a Name of MTIA, CCT, PSA, or 103-12 IE: FUR04 FRANKLIN UTILITIES RET OPT		
b Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY		
c EIN-PN 39-0989781-267	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 2646

a Name of MTIA, CCT, PSA, or 103-12 IE: AARY4 ALLIANCEBERNSTEIN HIGH INC**b** Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY

c EIN-PN 39-0989781-508	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 176784
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a Name of MTIA, CCT, PSA, or 103-12 IE: ABPD4 ALLIANCEBERNSTEIN SMALLCAP GR**b** Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY

c EIN-PN 39-0989781-509	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 20804
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a Name of MTIA, CCT, PSA, or 103-12 IE: IAPY4 IVY MID CAP GROWTH RET**b** Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY

c EIN-PN 39-0989781-515	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 8002
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a Name of MTIA, CCT, PSA, or 103-12 IE: MANU4 MFS INTERNATIONAL VALUE**b** Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY

c EIN-PN 39-0989781-518	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 13115
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a Name of MTIA, CCT, PSA, or 103-12 IE: DFAS4 DFA EMERGING MARKETS PORTFOLI**b** Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY

c EIN-PN 39-0989781-525	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 38731
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a Name of MTIA, CCT, PSA, or 103-12 IE: DFAC4 DFA INFLATION-PROTECTED SEC**b** Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY

c EIN-PN 39-0989781-526	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 95563
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a Name of MTIA, CCT, PSA, or 103-12 IE: ISSX4 INVESCO SMALL CAP EQUITY**b** Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY

c EIN-PN 39-0989781-533	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 21620
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a Name of MTIA, CCT, PSA, or 103-12 IE: PMSX4 PRUDENTIAL JENNISON MID CAP G**b** Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY

c EIN-PN 39-0989781-542	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 28353
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a Name of MTIA, CCT, PSA, or 103-12 IE: DFAG4 DFA US TARGETED VALUE**b** Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY

c EIN-PN 39-0989781-527	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 33823
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a Name of MTIA, CCT, PSA, or 103-12 IE: ACMC4 AMERICAN CENTURY MID CAP VALU**b** Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY

c EIN-PN 39-0989781-280	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 22843
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a Name of MTIA, CCT, PSA, or 103-12 IE: NBGR4 NEUBERGER BERMAN GENESIS		
b Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY		
c EIN-PN 39-0989781-311	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 2723
a Name of MTIA, CCT, PSA, or 103-12 IE: TGBR4 TEMPLETON GLOBAL BOND RET OPT		
b Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY		
c EIN-PN 39-0989781-313	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 111312
a Name of MTIA, CCT, PSA, or 103-12 IE: ACGB4 AMERICAN CENTURY GOVT BOND		
b Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY		
c EIN-PN 39-0989781-355	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 97002
a Name of MTIA, CCT, PSA, or 103-12 IE: MMIR4 MFS MASSACHUSETTS INVESTORS		
b Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY		
c EIN-PN 39-0989781-470	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 7593
a Name of MTIA, CCT, PSA, or 103-12 IE: ODMR4 OPPENHEIMER DEVELOPING MKTS		
b Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY		
c EIN-PN 39-0989781-471	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 6444
a Name of MTIA, CCT, PSA, or 103-12 IE: PSIR4 PIONEER STRATEGIC INCOME		
b Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY		
c EIN-PN 39-0989781-474	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 2737
a Name of MTIA, CCT, PSA, or 103-12 IE: PJSC4 PRUDENTIAL JENNISON SMALL CO		
b Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY		
c EIN-PN 39-0989781-476	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 38263
a Name of MTIA, CCT, PSA, or 103-12 IE: RLCV4 RIDGEWORTH LG CAP VALUE EQ		
b Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY		
c EIN-PN 39-0989781-477	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 18617
a Name of MTIA, CCT, PSA, or 103-12 IE: JPEZ4 JP MORGAN EXTENDED DURATION		
b Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY		
c EIN-PN 39-0989781-145	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 6836
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
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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) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	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 <u>01/01/2012</u> and ending <u>12/31/2012</u>		
A Name of plan <u>CRI WORLDWIDE, LLC 401(K) PLAN</u>	B Three-digit plan number (PN) ►	<u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>CRI WORLDWIDE, LLC</u>	D Employer Identification Number (EIN) <u>20-3794538</u>	

	Part I Asset and Liability Statement		(a) Beginning of Year	(b) End of Year
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	Total noninterest-bearing cash	1a		
b	Receivables (less allowance for doubtful accounts):			
	(1) Employer contributions	1b(1)	15350	8225
	(2) Participant contributions	1b(2)		14181
	(3) Other	1b(3)	161	906
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)	21596	41234
	(9) Value of interest in common/collective trusts	1c(9)		
	(10) Value of interest in pooled separate accounts	1c(10)	2090816	2312812
	(11) Value of interest in master trust investment accounts	1c(11)		
	(12) Value of interest in 103-12 investment entities	1c(12)		
	(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)		
	(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		313105
	(15) Other	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(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	2127923	2690463

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j	131	268
k Total liabilities (add all amounts in lines 1g through 1j)	1k	131	268

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	2127792	2690195
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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)	151153	
(B) Participants	2a(1)(B)	268062	
(C) Others (including rollovers)	2a(1)(C)	464	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		419679
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)	521	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		521
(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)		
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		262341
(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)		
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		682541

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	119584	
(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)		119584
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)	554	
(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)		554
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		120138

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		562403
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) ☒ Disclaimer (4) ☐ Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)?

☒ Yes ☐ No

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

(1) Name: BEMENT & COMPANY

(2) EIN: 87-0491451

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:

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.).....

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.).....

	Yes	No	Amount
4a	X		240650
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.)		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.).....		X	
e Was this plan covered by a fidelity bond?.....	X		1000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		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?		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?		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.).....	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.).....		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?.....		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....	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.	X		

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

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

5b(1) Name of plan(s)

5b(2) EIN(s)	5b(3) PN(s)

Part V Trust Information (optional)

6a Name of trust

6b Trust's EIN

<div>SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation</div>	<div>Retirement Plan Information</div> <div>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).</div> <div>► File as an attachment to Form 5500.</div>	<div>OMB No. 1210-0110</div> <div>2012</div> <div>This Form is Open to Public Inspection.</div>
For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012		
A Name of plan CRI WORLDWIDE, LLC 401(K) PLAN		B Three-digit plan number (PN) ► 001
C Plan sponsor's name as shown on line 2a of Form 5500 CRI WORLDWIDE, LLC		D Employer Identification Number (EIN) 20-3794538
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): 06-0974148 39-0989781		
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 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		
For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.		
Schedule R (Form 5500) 2012 v. 120126		

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): _____

CRI WORLDWIDE, LLC
401(K) PLAN

AUDITED FINANCIAL STATEMENTS
AND SUPPLEMENTAL SCHEDULES

YEAR ENDED DECEMBER 31, 2012

CRI WORLDWIDE, LLC 401(K) PLAN

**TABLE OF CONTENTS TO FINANCIAL STATEMENTS
AND SUPPLEMENTAL SCHEDULES**

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- * Other schedules required by 29 CFR 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA have been omitted because they are not applicable.



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October 15, 2013

INDEPENDENT AUDITORS' REPORT

The Retirement Plan Administrator
CRI Worldwide LLC, 401(K) Plan

REPORT ON THE FINANCIAL STATEMENTS

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

MANAGEMENT'S RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

Plan 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 3, which was certified by Reliance Trust Company and

Transamerica Retirement Services, the trustees of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedules. We have been informed by the plan administrator that the trustees hold the Plan's investment assets and executes investment transactions. The plan administrator has obtained certifications from the trustees as of and for the years ended December 31, 2012 and 2011, that the information provided to the plan administrator by the trustees is complete and accurate.

DISCLAIMER OF OPINION

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

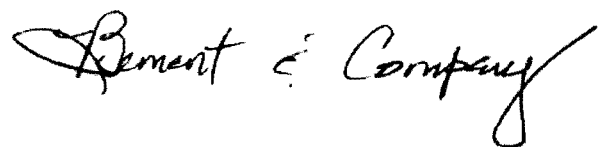
OTHER

We were engaged for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedule of assets held for investment purposes at end of year (Schedule H, Line 4i), which is the responsibility of plan management, is presented for the purpose of additional analysis and is not a required part of the financial statements but are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, it is inappropriate to and we do not express an opinion on the supplemental schedules referred to above.

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, and with the exceptions noted in the paragraphs below, 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.

As described in Note 9 to the financial statements, CRI Worldwide, LLC used the incorrect definition of compensation for purposes of participant deferral calculation and withholding as well as for employer matching contributions. CRI Worldwide, LLC did not timely remit many of the participant deferrals to the retirement plan. CRI Worldwide, LLC used the incorrect definition of eligible employee when ascertaining which of the employees were eligible to participate in the retirement plan.

A handwritten signature in cursive script that reads "Bement & Company". The signature is written in dark ink and is located at the bottom left of the page.

CRI WORLDWIDE, LLC 401(K) PLAN
STATEMENT OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2012 AND 2011

<u>ASSETS</u>	<u>December 31, 2012</u>	<u>December 31, 2011</u>
Investments (at fair value via quoted market prices):		
Pooled separate accounts	\$ 2,312,821	\$ 2,090,784
Fully benefit responsive contract	313,097	-
Receivables:		
Notes receivable from participants	42,717	21,595
Employer contributions	8,225	15,350
Participant contributions	14,139	-
Total assets	<u>\$ 2,690,999</u>	<u>\$ 2,127,729</u>
<u>LIABILITIES</u>		
Excess contributions refundable	<u>\$ 17,141</u>	<u>\$ -</u>
Total liabilities	<u>\$ 17,141</u>	<u>\$ -</u>
<u>NET ASSETS AVAILABLE FOR BENEFITS</u>		
Net assets available for benefits at fair value	\$ 2,673,858	\$ 2,127,729
Adjustment from fair value to contract value for fully benefit-responsive investment contract	<u>-</u>	<u>-</u>
Net assets available for benefits	<u>\$ 2,673,858</u>	<u>\$ 2,127,729</u>

The accompanying notes are an integral part of these
financial statements

CRI WORLDWIDE, LLC 401(K) PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
FOR THE PERIOD ENDED DECEMBER 31, 2012

<u>ADDITIONS</u>		<u>December 31, 2012</u>
Investment Income:		
	Net increase in fair value of other investments	\$ 261,711
	Net increase in fair value fully benefit responsive fund	536
	Interest	1,345
	Less investment expenses	(554)
		<u>263,038</u>
Contributions:		
	Employer	151,078
	Participants	<u>268,738</u>
	Total Additions	<u>682,854</u>
 <u>DEDUCTIONS</u>		
Administrative expenses:		
	Excess contributions	17,141
	Benefits paid to participants:	<u>119,584</u>
	Total Deductions	<u>136,725</u>
	Net Increase	546,129
 <u>NET ASSETS AVAILABLE FOR BENEFITS</u>		
	Beginning of year	<u>2,127,729</u>
	As of December 31, 2012	<u>\$ 2,673,858</u>

The accompanying notes are an integral part of these
financial statements

CRI WORLDWIDE, LLC 401(K) PLAN
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED DECEMBER 31, 2012

NOTE 1 - DESCRIPTION OF PLAN

The following description of the CRI Worldwide, LLC (the Company) 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 is a defined contribution plan with a plan effective date of January 1, 2001. The plan was created by adopting a volume submitter plan. The Internal Revenue Service has determined the volume submitter plan prototype plan is designed in accordance with applicable sections of the Internal Revenue Code (IRC). The Company has obtained a copy of the determination letter dated March 31, 2008 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 was amended and restated in its entirety effective January 1, 2009. However, the plan administrator and the plan's tax counsel believe that the plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code. The plan covers all employees of the Company. The Plan is subject to the Internal Revenue Code, as amended (the "Code"), and the Employee Retirement Income Security Act of 1974 (ERISA). The Plan is a safe harbor plan. The 2010 and 2011 tax year remain subject to examination by the Internal Revenue Service.

Contributions

Participants may contribute any amount from 1% up to 100% of their pretax annual compensation, as defined in the Plan agreement. The Plan allows for traditional 401(k) accounts. Contributions are participant directed; the Plan has 37 investment options comprising pooled separate accounts and a cash equivalent fund. Participants can choose one or any combination of the investment options. The Company matches participant deferral contributions dollar for dollar up to 3% of the participant compensation, as defined in the plan document. The Company also matches 50% of the participant deferral contributions that are in excess of 3% of plan compensation and are 5% or less of plan compensation.

CRI WORLDWIDE, LLC 401(K) PLAN
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED DECEMBER 31, 2012

Participant Accounts

Each participant's account is credited with the participant's contributions, Company matching contributions, and allocations of the Plan's earnings. Allocations are based on participant earnings or account balances as defined in the Plan agreement. The benefit to which a participant is entitled is the participant's vested account balance, as defined below.

Vesting

Participants are immediately vested in their contributions plus actual earnings thereon. Vesting in the Company matching portion of their accounts, plus actual earnings thereon, is based on the following schedule:

<u>Years of Service</u>	<u>Percent Vested</u>
Less than 2	0%
2	20%
3	40%
4	60%
5	80%
6	100%

Notes Receivable From Participants

Notes receivable from participants are recorded at original cost and are adjusted for principal payments made. Interest is recognized on the accrual basis. The participant pays for all loan related fees and costs outside of the actual note and consequently such costs are not deferred or amortized.

Payment of Benefits

Upon termination of service, participants will receive their benefits with a lump-sum payment, without regard to the amount. Terminated employees with account balances of \$1,000 or more may choose to defer distribution of their account balance. Distributions must be made within 60 days after the close of the plan year, subject to exceptions. Normal retirement age under the Plan is 65 years. Death benefits are paid to a designated beneficiary of the participant.

CRI WORLDWIDE, LLC 401(K) PLAN
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED DECEMBER 31, 2012

Forfeited Accounts

At the Company's discretion, forfeited balances of terminated participants' non-vested accounts can be treated as a reduction of Company matching contributions made during a subsequent Plan year or applied to reduce administrative expenses of the plan. There was \$4,549 forfeited during the year ended December 31, 2012.

NOTE 2 - ACCOUNTING POLICIES

Estimates

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

Basis of Accounting

The financial statements as of and for the year ended December 31, 2012 have been prepared using the accrual basis of accounting.

Pursuant to provisions of the Plan, expenses incurred in the administration of the Plan may, but are not required, to be paid by the employer. If the employer elects not to pay such expenses, these expenses shall be paid by the Plan. The Plan paid all of the expenses of the Plan totaling \$554 for the year ended December 31, 2012.

Investment Valuations and Income Recognition

The Plan's investments are stated at fair value. Quoted market prices on an active market are the underlying factor used to value pooled separate accounts. Pooled separate accounts are valued at the net asset value of units held by the Plan at year end. At year end the Plan did not hold any guaranteed investment contracts.

Purchases and sales of securities are recorded on a trade-date basis. Dividends are recorded on the ex-dividend date.

CRI WORLDWIDE, LLC 401(K) PLAN
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED DECEMBER 31, 2012

Payment of Benefits

Benefits are recorded when paid.

NOTE 3 - INVESTMENTS

Unaudited Information Certified by the Plan Trustee:

The December 31, 2012 Statement of Net Assets Available for Benefits, the investment activities included on the Statement of Changes in Net Assets Available for Benefits for the period ended December 31, 2012 and the accompanying notes to the financial statements were prepared in part or entirely from information certified by the Trustee in accordance with 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 information certified includes total investments of \$2,625,918 at December 31, 2012, and total related gains of \$262,247 for the year ended December 31, 2012.

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

SSGA U.S. BOND INDEX RET OPT	\$208,857
TRANSAMERICA PARTNERS STOCK INDEX RET OPT	\$262,308
LOOMIS SAYLES INVESTMENT GRADE BOND RET OPT	\$208,820
AMERICAN FUNDS WASHINGTON MUTUAL INVESTORS RET OPT	\$278,325
AMERICAN FUNDS GROWTH FUND OF AMERICA RET OPT	\$293,166
TRANSAMERICA STABLE VALUE CORE OPTION	\$313,097
ALLIANCEBERNSTEIN HIGH INCOME RET OPT	\$176,784

At year end the plan did not have any nonparticipant-directed investments.

CRI WORLDWIDE, LLC 401(K) PLAN
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED DECEMBER 31, 2012

NOTE 4 - FULLY BENEFIT-RESPONSIVE INVESTMENT CONTRACT

In 2012, the Plan entered into a benefit-responsive contract with Transamerica Life Insurance Company (Transamerica). Because Transamerica is also the trustee, Transamerica is a party-in-interest. Transamerica maintains the contributions in a general account. The account is credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses. However, the contract is not a guaranteed investment contract due to a fluctuating interest rate that has no stated minimum or maximum percentage. An effective annual rate of interest is established every six months on January 1 and July 1. Based on that effective annual interest rate a daily equivalent interest rate is applied to the daily balance of the fully benefit-responsive contract in order to credit interest to the contract during the month. The interest rates in large part are based on the credit rating of the insurance companies issuing the contracts which are as follows:

The Plan's investment in a fully benefit-responsive contract is detailed as follows:

Name	A.M			
	Best	Moody's	Fitch	S&P
Transamerica Life Insurance Company	A+	AA1	AA-	AA-
Transamerica Financial Life Insurance Company	A+	AA1	AA-	AA-

Average yields during 2012 for the fully benefit-responsive contract are as follows:

Minimum Rate	1.00%
Average Rate	1.07%
Closing Rate	1.00%

The Plan's investment in a fully benefit-responsive contract is detailed as follows:

Name	Investment at Fair Value	Adjustment to Contract Value
Transamerica Stable Value Option	\$313,097	\$0

CRI WORLDWIDE, LLC 401(K) PLAN
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED DECEMBER 31, 2012

Accounting Standards Codification (ASC) requires certain fully benefit-responsive investment contracts 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. Contract value, as reported to the Plan by Transamerica, represents contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value. As required by the ASC, 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 on a contract value basis. The fully benefit-responsive investment contract has no stated maturity. The fair value disclosed is the amount payable on demand at the reporting date. Accordingly, the contract value is also the fair market value disclosed and no adjustment is needed. There are no reserves against contract value for credit risk of the contract issuer or otherwise.

NOTE 5 - FAIR VALUE MEASUREMENTS

As required by Statements of Financial Accounting Standards (SFAS) No. 157, "Fair Value Measurements" the fair value of assets reported in the financial statements are measured as follows:

Assets measured at fair value on a recurring basis -

<u>Description</u>	<u>Carrying Amount at 12/31/2012</u>	<u>Fair value measurements at reporting date using</u>		
		<u>Quoted Prices in Active Markets for Identical Assets</u>	<u>Significant Other Observable Inputs</u>	<u>Significant Other Unobservable Inputs</u>
Pooled separate accounts	\$2,312,821	\$ 2,312,821	\$ -	\$ -
Other investments	<u>313,097</u>	<u>-</u>	<u>313,097</u>	<u>-</u>
Total	<u>\$2,625,918</u>	<u>\$ 2,312,821</u>	<u>\$ 313,097</u>	<u>\$ -</u>

CRI WORLDWIDE, LLC 401(K) PLAN
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED DECEMBER 31, 2012

NOTE 6 - PLAN TERMINATION

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. If the Plan is terminated, the interests of all participants in the Plan shall become fully vested and nonforfeitable as of the terminated date.

NOTE 7 - RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of net assets available for benefits per the financial statements prepared on the accrual basis of accounting to Schedule H of Form 5500 prepared on the cash basis of accounting for the year ended December 31, 2012:

Net assets available for benefits per the financial statements	\$ 2,673,858
Excess contributions distributable on financial statements not on 5500	17,141
Misc cash/accrual adjustment for participant contributions	42
Misc cash/accrual adjustments for notes receivable from participants	(578)
Other liabilities on 5500 not on financial statements	(268)
Net assets available for benefits per Schedule H to the Form 5500	<u>\$ 2,690,195</u>

The following is a reconciliation of changes in net assets per the financial statements prepared on the accrual basis of accounting to the Form 5500 prepared on the cash basis of accounting for the year ended December 31, 2012:

Increase in net assets per the financial statements	\$ 546,129
Misc cash/accrual adjustment for contributions	(137)
Misc cash/accrual adjustment for investment gains	94
Misc cash/accrual adjustment for investment interest	(824)
Excess contributions distributable on financial statements not on 5500	17,141
Decrease in net assets per Form 5500	<u>\$ 562,403</u>

CRI WORLDWIDE, LLC 401(K) PLAN
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED DECEMBER 31, 2012

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 - CONTINGENT LIABILITY

The Company used the incorrect definition of compensation for purposes of participant deferral calculation and withholding as well as for employer matching contributions. The incorrect calculations result in both underwithholding and overwithholding. The underwithholding and overwithholding net to a overwithholding amount of \$17,141 as seen on the statement of net assets available for benefits. The Company is communicating with their third party administrator and they are in the process of calculating whatever earnings may be needed to distribute to the participants and collect from the Company as they correct the participant deferral miscalculation.

Matching allocations were similarly incorrectly calculated. The net effect is an overmatching of \$3,380. The Company used the net overmatch to reduce the employer matching receivable at December 31, 2012. The Company is communicating with their third party administrator and they are in the process of calculating whatever earnings may be needed as they reallocate the matching contributions to the correct participants.

The Company did not timely remit many of the participant deferrals to the retirement plan. The Company communicated with their third party administrator, obtained a calculation of lost earnings on the late remittals, and authorized the correcting contribution of \$1,857 to the Plan on October 14, 2013.

CRI WORLDWIDE, LLC 401(K) PLAN
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED DECEMBER 31, 2012

The Company used the incorrect definition of eligible employee when ascertaining which of the employees were eligible to participate in the retirement plan. The Company estimates the number of employees affected from the period January 01, 2009 (the restatement and amendment date of the Plan) to December 31, 2012 as approximately 90 with corresponding wages of approximately \$1.4 million. The Company estimates 60% of the potentially affected employees worked less than two years and would have forfeited any Company matching contributions. The Company estimates less than 10% of the potentially affected employees worked long enough to have been 20% vested in matching contributions and 30% of potentially affected employees remain currently employed at the Company. The Company is exploring the VCP correction program for appropriate remediation of this matter.

NOTE 10 - SUBSEQUENT EVENTS

The Company and the Plan have evaluated subsequent events through October 15, 2013; the issuance date of the financial statements.

CRI WORLDWIDE, LLC 401(K) PLAN
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED DECEMBER 31, 2012
CRI WORLDWIDE, LLC 401(K) PLAN

Schedule H, line 4a-Schedule of Delinquent Participant Contributions
Plan Number 001; Plan Sponsor EIN 20-3794538

Participant Contributions Transferred Late to Plan	Total that Constitute Nonexempt Prohibited Transactions			Total Fully Corrected Under VFCP and PTE 2002-51
	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	
Check here if Late Participant Loan Repayments are included: ☒ X				
240,650		240,650		

CRI WORLDWIDE, LLC 401(K) PLAN
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED DECEMBER 31, 2012
CRI WORLDWIDE, LLC 401(K) PLAN

Schedule H, line 4i-Schedule of Assets
Plan Number 001: Plan Sponsor EIN 20-3794538

(a)	(b)	(c)	(d)	(e)
	Identity of issue, borrower, lessor or similar party	Description of Investment, including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	Cost	Current Value
*	Transamerica Life Ins Co	TRANSAMERICA PARTNERS STOCK INDEX RET OPT	N/A	\$ 262,308
*	Transamerica Life Ins Co	SSGA RUSSELL SMALL CAP INDEX RET OPT	N/A	9,300.00
*	Transamerica Life Ins Co	SSGA INTERNATIONAL INDEX RET OPT	N/A	65,979.00
*	Transamerica Life Ins Co	SSGA S&P MID CAP INDEX RET OPT	N/A	25,841.00
*	Transamerica Life Ins Co	SSGA U.S. BOND INDEX RET OPT	N/A	208,857.00
*	Transamerica Life Ins Co	AMERICAN FUNDS EUROPACIFIC GROWTH RET OPT	N/A	92,356.00
*	Transamerica Life Ins Co	LOOMIS SAYLES INVESTMENT GRADE BOND RET OPT	N/A	208,820.00
*	Transamerica Life Ins Co	TRANSAMERICA SMALL/MID CAP VALUE RET OPT	N/A	15,335.00
*	Transamerica Life Ins Co	VANGUARD REIT INDEX RET OPT	N/A	34,084.00
*	Transamerica Life Ins Co	SSGA EMERGING MARKETS INDEX RET OPT	N/A	10,722.00
*	Transamerica Life Ins Co	ALGER CAPITAL APPRECIATION RET OPT	N/A	22,774.00
*	Transamerica Life Ins Co	AMERICAN FUNDS WASHINGTON MUTUAL INVESTORS RET OPT	N/A	278,325.00
*	Transamerica Life Ins Co	BLACKROCK EQUITY DIVIDEND RET OPT	N/A	6,143.00
*	Transamerica Life Ins Co	AMERICAN FUNDS AMCAP RET OPT	N/A	9,803.00
*	Transamerica Life Ins Co	AMERICAN FUNDS GROWTH FUND OF AMERICA RET OPT	N/A	293,166.00
*	Transamerica Life Ins Co	AMERICAN FUNDS NEW PERSPECTIVE RET OPT	N/A	15,193.00
*	Transamerica Life Ins Co	FRANKLIN UTILITIES RET OPT	N/A	2,646.00
*	Transamerica Life Ins Co	AMERICAN CENTURY MID CAP VALUE RET OPT	N/A	22,843.00
*	Transamerica Life Ins Co	NEUBERGER BERMAN GENESIS RET OPT	N/A	2,723.00
*	Transamerica Life Ins Co	TEMPLETON GLOBAL BOND RET OPT	N/A	111,312.00
*	Transamerica Life Ins Co	AMERICAN CENTURY GOVERNMENT BOND RET OPT	N/A	97,003.00
*	Transamerica Life Ins Co	MFS MASSACHUSETTS INVESTORS RET OPT	N/A	7,593.00
*	Transamerica Life Ins Co	OPPENHEIMER DEVELOPING MARKETS RET OPT	N/A	6,444.00
*	Transamerica Life Ins Co	PIONEER STRATEGIC INCOME RET OPT	N/A	2,737.00
*	Transamerica Life Ins Co	PRUDENTIAL JENNISON SMALL COMPANY RET OPT	N/A	38,263.00
*	Transamerica Life Ins Co	RIDGEWORTH LARGE CAP VALUE EQUITY RET OPT	N/A	18,617.00
*	Transamerica Life Ins Co	JPMorgan Extended Duration Ret Opt	N/A	6,836.00
*	Transamerica Life Ins Co	AllianceBernstein High Income Ret Opt	N/A	176,784.00
*	Transamerica Life Ins Co	AllianceBernstein Small Cap Growth Ret Opt	N/A	20,804.00
*	Transamerica Life Ins Co	Ivy Mid Cap Growth Ret Opt	N/A	8,002.00
*	Transamerica Life Ins Co	MFS International Value Ret Opt	N/A	13,115.00
*	Transamerica Life Ins Co	DFA Emerging Markets Portfolio Ret Opt	N/A	38,732.00
*	Transamerica Life Ins Co	DFA Inflation-Protected Securities Portfolio Ret Opt	N/A	95,564.00
*	Transamerica Life Ins Co	Invesco Small Cap Equity Ret Opt	N/A	21,620.00
*	Transamerica Life Ins Co	Prudential Jennison Mid Cap Growth Ret Opt	N/A	28,353.00
*	Transamerica Life Ins Co	DFA U.S. Targeted Value Portfolio Ret Opt	N/A	33,824.00
				<u>\$ 2,312,821</u>

Data obtained from information certified by Transamerica Retirement Company.

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 4085 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). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1510-0110 1510-0089 <div style="text-align: center; font-size: 24pt; font-weight: bold;">2012</div> This Form is Open to Public Inspection
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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 single-employer plan;	☐ a multiple-employer plan; or ☐ a DFE (specify) _____
B This return/report is:	☐ the first return/report; ☐ an amended return/report;	☐ the final 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:	☒ Form 5558; ☐ special extension (enter description) _____	☐ automatic extension; ☐ the DFVC program;

Part II Basic Plan Information — enter all requested information		
1a Name of plan CRI Worldwide, LLC 401(k) Plan	1b Three-digit plan number (PN) ▶	001
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) CRI Worldwide, LLC 16000 Horizon Way, Suite 100 Suite 100 US Mount Laurel NJ 08054		1c Effective date of plan 01/01/2001 2b Employer Identification Number (EIN) 20-3794538 2c Sponsor's telephone number (856) 566-9000 2d Business code (see instructions) 621111

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

HERE Signature of plan administrator	10/15/13 Date	JAMES L. CALLAHAN III Enter name of individual signing as plan administrator
HERE Signature of employer/plan sponsor	10/15/13 Date	JAMES L. CALLAHAN III Enter name of individual signing as employer or plan sponsor
Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)		Preparer's telephone number (optional)

3a Plan administrator's name and address ☒ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address		3b Administrator's EIN 3c Administrator's telephone number <div style="background-color: black; height: 20px; width: 100%;"></div>
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name		4b EIN 4c PN
5 Total number of participants at the beginning of the plan year	5	148
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	121
b Retired or separated participants receiving benefits	6b	8
c Other retired or separated participants entitled to future benefits	6c	26
d Subtotal. Add lines 6a, 6b, and 6c	6d	155
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	6e	
f Total. Add lines 6d and 6e	6f	155
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	6g	95
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: 2A 2E 2F 2G 2J 2K 3D b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:		
9a Plan funding arrangement (check all that apply) (1) ☒ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ 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) ☒ 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) ☒ 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) ☒ H (Financial Information) (2) ☐ I (Financial Information - Small Plan) (3) ☒ 1 A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)	

Schedule H, line 4i

Schedule of Assets (Held At End of Year)

For the plan year beginning **01/01/2012** and ending **12/31/2012**

Name of plan

CRI Worldwide, LLC 401(k) Plan

Employer Identification Number

20-3794538

Three-digit
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
	TRANSAMERICA LIFE INS CO	SIDX2 TRANSAMERICA PARTNERS		262,308
	TRANSAMERICA LIFE INS CO	TSCIX SSGA RUSSELL SMALL CAP		9,300
	TRANSAMERICA LIFE INS CO	TISIX SSGA INTERNATIONAL IND		65,979
	TRANSAMERICA LIFE INS CO	SSGA S&P MID CAP INDEX		25,841
	TRANSAMERICA LIFE INS CO	SSGA US BOND INDEX		20,857
	TRANSAMERICA LIFE INS CO	AMEP2 AM FUNDS EUROPAC		92,356
	TRANSAMERICA LIFE INS CO	TLSIGB LOOMIS SAYLES INV BD		208,820
	TRANSAMERICA LIFE INS CO	TIAXMV TRANSAMERICA SMALL/MID		15,335
	TRANSAMERICA LIFE INS CO	TVREIT VANGUARD REIT INDEX RET		34,084
	TRANSAMERICA LIFE INS CO	TEMKT SSGA EMERG MKTS		10,722
	TRANSAMERICA LIFE INS CO	ACAP2 ALGER CAP APPRECIATION		22,774
	TRANSAMERICA LIFE INS CO	AFWM4 AM FUNDS WASHINGTON		278,325
	TRANSAMERICA LIFE INS CO	BEDR4 BLACKROCK EQUITY DIV		6,143
	TRANSAMERICA LIFE INS CO	AFAR4 AM FUNDS AMCAP		9,803
	TRANSAMERICA LIFE INS CO	AFGF4 AM FUNDS GROWTH TUND		293,166
	TRANSAMERICA LIFE INS CO	AFNP4 AM FUNDS NEW PERSPECT		15,193
	TRANSAMERICA LIFE INS CO	FUR04 FRANKLIN UTILITIES		2,646
	TRANSAMERICA LIFE INS CO	ACMC4 AM CENTURY MID CAP VAL		22,843
	TRANSAMERICA LIFE INS CO	NBGR4 NEUBERGER BERMAN GENESIS		2,723
	TRANSAMERICA LIFE INS CO	TGBR4 TEMPLETON GLOBAL BOND		111,312
	TRANSAMERICA LIFE INS CO	ACGB4 AM CENTURY GOVT BOND		97,003
	TRANSAMERICA LIFE INS CO	MMIR4 MFS MASSACHUSETTS INV		7,593
	TRANSAMERICA LIFE INS CO	ODMR4 OPPENHEIMER DEV MKTS		6,444
	TRANSAMERICA LIFE INS CO	PSIR4 PIONEER STRATEGIC INCOME		2,737
	TRANSAMERICA LIFE INS CO	PJSC4 PRUDENTIAL JENNIS SM CO		38,263
	TRANSAMERICA LIFE INS CO	RLCV4 RIDGEWORTH LG CAP VAL EQ		18,617
	TRANSAMERICA LIFE INS CO	JPEZ4 JPMORGAN EXTENDED DUR		6,836
	TRANSAMERICA LIFE INS CO	AARY4 ALLIANCEBERNSTEIN HI INC		176,784
	TRANSAMERICA LIFE INS CO	ABPD4 ALLIANCEBERNSTEIN SM CAP		20,804
	TRANSAMERICA LIFE INS CO	IAPY4 IVY MID CAP GROWTH		8,002
	TRANSAMERICA LIFE INS CO	MANU4 MFS INTL VALUE		13,115
	TRANSAMERICA LIFE INS CO	DFAS4 DFA EMG MKTS		38,732
	TRANSAMERICA LIFE INS CO	DFAC4 DFA INFL-PROT SEC		95,564
	TRANSAMERICA LIFE INS CO	ISSX4 INVESCO SMALL CAP EQ		21,620
	TRANSAMERICA LIFE INS CO	PMSX4 PRUDENTIAL JENNIS MID CP		28,353
	TRANSAMERICA LIFE INS CO	DFAG4 DFA US TARGETED VALUE		33,824

Schedule H, Line 4

Schedule of Delinquent Participant Contributions

For the Plan Year Beginning 01/01/2012 and Ending 12/31/2012

Name of Plan: **CRI Worldwide, LLC 401(k) Plan**

Employer Identification Number: **20-3794538** Three-digit plan number: **001**

[illegible]