

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 THE F. DOHMEN CO. 401(K) PLAN	1b Three-digit plan number (PN) ▶ <u>002</u>	1c Effective date of plan <u>10/01/1995</u>	
	2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) THE F. DOHMEN CO. <div style="display: flex; justify-content: space-between;"> <div>800 WOODLAND PRIME SUITE 200 MILWAUKEE, WI 53202</div> <div>800 WOODLAND PRIME SUITE 200 MILWAUKEE, WI 53202</div> </div>		
2b Employer Identification Number (EIN) <u>39-0246060</u>	2c Sponsor's telephone number <u>414-299-4900</u>		
	2d Business code (see instructions) <u>424210</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.	04/03/2014	SHANNON BRAUN
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	04/03/2014	SHANNON BRAUN
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)			Preparer's telephone number (optional)

3a Plan administrator's name and address ☒ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address		3b Administrator's EIN
		3c Administrator's telephone number
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:		4b EIN
a Sponsor's name		4c PN
5 Total number of participants at the beginning of the plan year		5 699
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	668
b Retired or separated participants receiving benefits.....	6b	
c Other retired or separated participants entitled to future benefits.....	6c	114
d Subtotal. Add lines 6a , 6b , and 6c	6d	782
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	1
f Total. Add lines 6d and 6e	6f	783
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)		7
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2E 2F 2G 2J 2K 2T 3D 3H		
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)		9b Plan benefit arrangement (check all that apply)
(1) ☐ Insurance	(1) ☐ Insurance	
(2) ☐ Code section 412(e)(3) insurance contracts	(2) ☐ Code section 412(e)(3) insurance contracts	
(3) ☒ Trust	(3) ☒ Trust	
(4) ☐ General assets of the sponsor	(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		b General Schedules
(1) ☒ R (Retirement Plan Information)	(1) ☒ H (Financial Information)	
(2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary	(2) ☐ I (Financial Information – Small Plan)	
(3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	(3) ☐ A (Insurance Information)	
	(4) ☒ C (Service Provider Information)	
	(5) ☒ D (DFE/Participating Plan Information)	
	(6) ☐ G (Financial Transaction Schedules)	

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 <u>THE F. DOHMEN CO. 401(K) PLAN</u>	B Three-digit plan number (PN) ▶ <u>002</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>THE F. DOHMEN CO.</u>	D Employer Identification Number (EIN) <u>39-0246060</u>

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

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

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

FIDELITY INVESTMENTS INSTITUTION

04-2647786

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
64 37 65	RECORDKEEPING	9800	Yes ☒ No ☐	Yes ☒ No ☐	0	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

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 <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>THE F. DOHMEN CO. 401(K) PLAN</u>	B Three-digit plan number (PN) ►	<u>002</u>
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>THE F. DOHMEN CO.</u>	D Employer Identification Number (EIN) <u>39-0246060</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)
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a Name of MTIA, CCT, PSA, or 103-12 IE: FID MGD INC PORT

b Name of sponsor of entity listed in (a): FIDELITY MANAGEMENT TRUST COMPANY

c EIN-PN <u>04-3022712-024</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>1515118</u>
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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)
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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)
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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)
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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)
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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)
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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)
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a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

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

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

a Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
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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 <div style="font-size: 1.5em; font-weight: bold;">2012</div> 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 THE F. DOHMEN CO. 401(K) PLAN		B Three-digit plan number (PN) ► 002
C Plan sponsor's name as shown on line 2a of Form 5500 THE F. DOHMEN CO.		D Employer Identification Number (EIN) 39-0246060

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)	93088	123270
	(2) Participant contributions	1b(2)		
	(3) Other.....	1b(3)		
c	General investments:			
	(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
	(2) U.S. Government securities.....	1c(2)		
	(3) Corporate debt instruments (other than employer securities):			
	(A) Preferred	1c(3)(A)		
	(B) All other.....	1c(3)(B)		
	(4) Corporate stocks (other than employer securities):			
	(A) Preferred	1c(4)(A)		
	(B) Common	1c(4)(B)		
	(5) Partnership/joint venture interests	1c(5)		
	(6) Real estate (other than employer real property)	1c(6)		
	(7) Loans (other than to participants)	1c(7)		
	(8) Participant loans	1c(8)	517910	507942
	(9) Value of interest in common/collective trusts.....	1c(9)	1632019	1515118
	(10) Value of interest in pooled separate accounts.....	1c(10)		
	(11) Value of interest in master trust investment accounts	1c(11)		
	(12) Value of interest in 103-12 investment entities	1c(12)		
	(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	16774305	23647305
	(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
	(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	19017322	25793635

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j	22171	
k Total liabilities (add all amounts in lines 1g through 1j)	1k	22171	0

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	18995151	25793635
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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)	1624863	
(B) Participants	2a(1)(B)	3244157	
(C) Others (including rollovers)	2a(1)(C)	2036007	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		6905027
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)	21722	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		21722
(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)	656459	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		656459
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		21342
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		1918034
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		9522584

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	2711253	
(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)		2711253
f Corrective distributions (see instructions)	2f		2903
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	9944	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		9944
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		2724100

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		6798484
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: **BAKER TILLY VIRCHOW KRAUSE**

(2) EIN: **39-0859910**

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	
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		500000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		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

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2012 This Form is Open to Public Inspection.
---	--	--

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

A Name of plan <u>THE F. DOHMEN CO. 401(K) PLAN</u>	B Three-digit plan number (PN) ▶ <u>002</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>THE F. DOHMEN CO.</u>	D Employer Identification Number (EIN) <u>39-0246060</u>

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	<u>0</u>
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): <u>04-6568107</u>		
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): _____

THE F. DOHMEN CO. 401(K) PLAN

Milwaukee, Wisconsin

FINANCIAL STATEMENTS AND SUPPLEMENTAL INFORMATION

Including Independent Auditors' Report

As of December 31, 2012 and 2011
and for the Year Ended December 31, 2012

THE F. DOHMEN CO. 401(K) PLAN

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Note: Supplemental schedules required by the Employee Retirement Income Security Act of 1974 not included as part of these statements are not applicable to The F. Dohmen Co. 401(k) Plan.

INDEPENDENT AUDITORS' REPORT

To the Plan Sponsor and Participants
The F. Dohmen Co. 401(k) Plan
Milwaukee, Wisconsin

Report on the Financial Statements

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

Management's Responsibility for the Financial Statements

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.

Auditors' Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's ("DOL") Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 ("ERISA"), the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the investment information summarized in Note 3, which was certified by Fidelity Management Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedule. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee, as of December 31, 2012 and 2011 and for the year ended December 31, 2012, that the information provided to the plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion

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

Other Matter

We were engaged for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedule, Schedule H, Part IV, Line 4i - Schedule of Assets (Held at End of Year), 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 is required by the DOL's Rules and Regulations for Reporting and Disclosure under ERISA. 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 schedule.

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

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

Baker Tilly Vinchow Kraus, LLP

Milwaukee, Wisconsin
October 11, 2013

THE F. DOHMEN CO. 401(K) PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS As of December 31, 2012 and 2011

ASSETS		
	<u>2012</u>	<u>2011</u>
Investments, at fair value		
Common collective trust fund	\$ 1,515,118	\$ 1,632,019
Mutual funds	<u>23,647,305</u>	<u>16,774,305</u>
Total investments, at fair value	<u>25,162,423</u>	<u>18,406,324</u>
Receivables		
Company contributions	123,270	93,088
Notes receivable from participants	<u>507,942</u>	<u>517,910</u>
Total receivables	<u>631,212</u>	<u>610,998</u>
TOTAL ASSETS	<u>25,793,635</u>	<u>19,017,322</u>
LIABILITIES		
Excess contributions payable	<u>-</u>	<u>22,171</u>
TOTAL LIABILITIES	<u>-</u>	<u>22,171</u>
NET ASSETS AVAILABLE FOR BENEFITS, REFLECTING INVESTMENTS AT FAIR VALUE	25,793,635	18,995,151
Adjustment from fair value to contract value for investment in common collective trust fund relating to fully benefit-responsive investment contracts	<u>(43,359)</u>	<u>(40,252)</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u>\$ 25,750,276</u>	<u>\$ 18,954,899</u>

See accompanying notes to financial statements.

THE F. DOHMEN CO. 401(K) PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS For the Year Ended December 31, 2012

ADDITIONS

Additions to net assets attributed to	
Investment income	
Net appreciation in fair value of investments	\$ 1,918,035
Interest and dividends	<u>674,689</u>
Total investment income	<u>2,592,724</u>
Interest on notes receivable from participants	<u>21,722</u>
Contributions	
Participants	3,244,157
Company	1,624,863
Participant rollovers	<u>2,036,011</u>
Total contributions	<u>6,905,031</u>
Total additions	<u>9,519,477</u>

DEDUCTIONS

Benefits paid to participants	2,714,156
Administrative expenses	<u>9,944</u>
Total deductions	<u>2,724,100</u>
Net increase	6,795,377

NET ASSETS AVAILABLE FOR BENEFITS

Beginning of year	<u>18,954,899</u>
End of year	<u>\$ 25,750,276</u>

See accompanying notes to financial statements.

THE F. DOHMEN CO. 401(K) PLAN

NOTES TO FINANCIAL STATEMENTS

As of December 31, 2012 and 2011 and for the Year Ended December 31, 2012

NOTE 1 - Description of the Plan

The following description of The F. Dohmen Co. 401(k) Plan (the "Plan") provides only general information. Participants should refer to the plan document for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan for non-union employees of The F. Dohmen Company (the "Company") and its wholly-owned subsidiaries and is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended ("ERISA"). Newly hired employees are eligible to participate in the Plan as of the first day of the month following employment and after attainment of age 21. All newly eligible participants are automatically enrolled in the Plan.

Contributions

Each year participants may contribute up to 60% of their eligible compensation, as defined in the Plan and subject to Internal Revenue Service ("IRS") limitations. Participants may also contribute amounts representing distributions from other qualified plans (rollover contributions). The Company contributes a matching contribution of 100% of the first 4% of defined compensation that a participant contributes to the Plan. Eligible employees are required to complete six months of service before they are eligible for the matching contribution. Employees receive the matching contribution on the first day of the quarter coinciding with or immediately following the attainment of this requirement. The Company may contribute a discretionary profit sharing contribution to the Plan each year. The amount of the discretionary contribution, if any, shall be determined by the Company and shall be allocated among participants based upon the ratio of each participant's compensation, as defined in the Plan. The Company did not make a discretionary profit sharing contribution to the Plan for the year ended December 31, 2012.

Participant Accounts

Each participant's account is credited with the participant's salary reduction contribution, rollover contributions, Company contributions, and investment earnings (net of administrative expenses). The maximum benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting

Participants are immediately vested in their contributions, rollover contributions, and Company matching contributions plus earnings thereon. Participants who leave the Plan because of death, early or normal retirement, or disability retirement, as defined in the Plan, are considered 100% vested. Company discretionary contributions and earnings thereon vest in accordance with provisions of the Plan as follows:

<u>Vesting Years of Service</u>	<u>Percentage Vested</u>
Less than two	0%
2 years	20%
3 years	40%
4 years	60%
5 years or more	100%

THE F. DOHMEN CO. 401(K) PLAN

NOTES TO FINANCIAL STATEMENTS

As of December 31, 2012 and 2011 and for the Year Ended December 31, 2012

NOTE 1 - Description of the Plan (cont.)

Forfeited Accounts

As of December 31, 2012 and 2011, forfeited nonvested accounts totaled \$58,468 and \$53,217, respectively. These accounts may be used to pay Plan administrative expenses or reduce future Company contributions. There were no forfeitures used to reduce Company contributions during the year ended December 31, 2012.

Investment Options

The Plan enables participants to direct the investment of salary deferral contributions, rollover contributions, employer matching and profit sharing contributions and related earnings to various mutual funds and a common collective trust fund. Participants may change their investment selections daily.

Participant Loans

Participants may borrow from their fund accounts a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50% of their vested account balance. Note terms range from one to five years or up to ten years for the purchase of a primary residence. The notes are collateralized by the balance in the participant's account. The loans bear interest at fixed rates that range from 4.25% to 6.00% which are commensurate with the rate which would be charged by commercial lenders for similar loans as of the loan origination date. Principal and interest is paid ratably through bi-weekly payroll deductions.

Payment of Benefits

Benefits may be paid to the participant or beneficiary upon death, disability, retirement or termination of employment, as defined in the plan agreement. The Plan provides for normal retirement at age 55. There is no early retirement age designated under the Plan. Prior to termination of service, a participant age 59-1/2 or older who is 100% vested may elect to receive all or a portion of their interest in their participant contribution account. Hardship withdrawals are not allowed.

Distributions Upon Termination of Employment

Benefits are distributed in one of the following methods dependent upon the participant's age, election and the participant account balance at the time of termination of employment:

- (i) in lump sum; or
- (ii) in monthly, quarterly, or annual installments; or
- (iii) in a combination of (i) and (ii) above.

If no election is made and the participant's vested account balance is between \$1,000 and \$5,000, the plan administrator will distribute the balance to an individual retirement account or annuity for the participant's benefit. If no election is made and the participant's vested account balance is \$1,000 or less, the plan administrator will distribute the balance to the participant as a lump sum distribution. Notwithstanding, distributions shall commence following a participant reaching age 70-1/2.

THE F. DOHMEN CO. 401(K) PLAN

NOTES TO FINANCIAL STATEMENTS

As of December 31, 2012 and 2011 and for the Year Ended December 31, 2012

NOTE 1 - Description of the Plan (cont.)

Plan Termination

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

NOTE 2 - Summary of Significant Accounting Policies

Basis of Accounting and Use of Estimates

The accompanying financial statements have been prepared on the accrual basis of accounting. The preparation of the financial statements in conformity with accounting principles generally accepted in the United States of America ("U.S. GAAP") requires the Plan's management to use estimates and assumptions that affect the accompanying financial statements and disclosures. Actual results could differ from these estimates.

Investment Valuation and Income Recognition

All investments in common collective trust funds and mutual funds are stated at fair value as determined by the Plan's trustee by reference to published market data except for the Fidelity Managed Income Portfolio Fund. The Fidelity Managed Income Portfolio Fund is a common collective trust fund, which includes investments in fully benefit-responsive guaranteed investment contracts. It is valued at the fair value of the underlying investment by the issuer and then adjusted to contract value. The Statements of Net Assets Available for Benefits presents the common collective trust fund at fair value as well as an additional line item showing an adjustment from fair value to contract value. The Statement of Changes in Net Assets Available for Benefits are presented on a contract value basis.

The Plan invests in a common collective trust fund that determines fair value using the net asset value ("NAV") of the fund. The NAV is determined by the fund's trustee using the fair value of the underlying securities within the fund at year end.

Net appreciation or depreciation of investments included in the accompanying statement of changes in net assets available for benefits includes realized gains or losses from the sale of investments and unrealized appreciation or depreciation in fair value of investments. Net unrealized appreciation or depreciation in the fair value of investments represents the net change in the fair value of the investments held during the period. The net realized gains or losses on the sale of investments represents the difference between the sale proceeds and the fair value of the cost of the investment.

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

Notes Receivable From Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. No allowance for credit losses has been recorded as of December 31, 2012 and 2011. Delinquent participant loans are reclassified as distributions based upon the terms of the Plan document.

THE F. DOHMEN CO. 401(K) PLAN

NOTES TO FINANCIAL STATEMENTS

As of December 31, 2012 and 2011 and for the Year Ended December 31, 2012

NOTE 2 - Summary of Significant Accounting Policies (cont.)

Benefit Payments

Benefits are recorded when paid. There were no benefit payments requested and unprocessed as of December 31, 2012 and 2011.

Administrative Expenses

The Company pays a portion of the Plan's administrative expenses.

Subsequent Events

Management of the Plan has evaluated subsequent events through October 11, 2013, which is the date that the financial statements were approved and available to be issued, for events requiring recording or disclosure in the Plan's financial statements.

NOTE 3 - Information Prepared and Certified by Trustee - Unaudited

The following information (unaudited) included in the accompanying financial statements and supplemental schedule was obtained from data that has been prepared and certified to as complete and accurate by Fidelity Management Trust Company ("Fidelity"), the trustee of the Plan, at December 31:

	<u>2012</u>		<u>2011</u>	
Investments, at fair value				
Common collective trust fund:				
Fidelity Managed Income Portfolio Fund	\$ 1,515,118	*	\$ 1,632,019	*
Mutual funds:				
Large cap equity funds:				
Fidelity Equity Income Fund	1,025,237		743,767	
Fidelity Dividend Growth Fund	1,786,240	*	1,245,686	*
Spartan 500 Index Advantage Fund	609,739		-	
Spartan U.S. Equity Index Fund	<u>1,121,162</u>		<u>293,958</u>	
Total large cap equity funds	<u>4,542,378</u>		<u>2,283,411</u>	
Mid cap equity funds:				
Fidelity Value Fund	1,081,444		1,009,823	*
Fidelity Low-Priced Stock Fund	1,938,338	*	1,402,775	*
Fidelity Mid-Cap Stock Fund	<u>1,986,465</u>	*	<u>1,788,841</u>	*
Total mid cap equity funds	<u>5,006,247</u>		<u>4,201,439</u>	
International equity funds:				
Fidelity Diversified International Fund	1,343,572	*	1,075,977	*
Fidelity Export and Multinational Fund	<u>710,190</u>		<u>641,715</u>	
Total international equity funds	<u>2,053,762</u>		<u>1,717,692</u>	

THE F. DOHMEN CO. 401(K) PLAN

NOTES TO FINANCIAL STATEMENTS

As of December 31, 2012 and 2011 and for the Year Ended December 31, 2012

NOTE 3 - Information Prepared and Certified by Trustee - Unaudited (cont.)

	<u>2012</u>		<u>2011</u>
Mutual funds (cont.):			
Fixed income funds:			
Fidelity U.S. Bond Index Fund	\$ -		\$ 896,970
Fidelity Institutional Short-Intermediate Government Fund	<u>515,976</u>		<u>423,277</u>
Total fixed income funds	<u>515,976</u>		<u>1,320,247</u>
Target date funds:			
Fidelity Freedom 2000 Fund	55,523		42,322
Fidelity Freedom 2005 Fund	78,337		68,758
Fidelity Freedom 2010 Fund	389,597		310,913
Fidelity Freedom 2015 Fund	373,044		288,822
Fidelity Freedom 2020 Fund	1,794,642	*	1,476,277
Fidelity Freedom 2025 Fund	1,260,192		530,336
Fidelity Freedom 2030 Fund	1,903,212	*	1,308,326
Fidelity Freedom 2035 Fund	1,067,305		568,027
Fidelity Freedom 2040 Fund	1,196,576		615,114
Fidelity Freedom 2045 Fund	975,604		446,904
Fidelity Freedom 2050 Fund	511,605		282,017
Fidelity Freedom 2055 Fund	<u>32,146</u>		-
Total target date funds	<u>9,637,783</u>		<u>5,937,816</u>
Balanced funds:			
Fidelity Balanced Fund	1,847,256	*	1,256,874
Fidelity Freedom Income Fund	<u>43,903</u>		<u>56,826</u>
Total balanced funds	<u>1,891,159</u>		<u>1,313,700</u>
Total mutual funds	<u>23,647,305</u>		<u>16,774,305</u>
Total investments, at fair value	<u>\$ 25,162,423</u>		<u>\$ 18,406,324</u>
Notes receivable from participants	<u>\$ 507,942</u>		<u>\$ 517,910</u>

Investments that represent 5% or more of the Plan's net assets are separately identified with an "**".

	<u>2012</u>		<u>2011</u>
Common collective trust fund			
Fidelity Managed Income Portfolio Fund, at fair value	\$ 1,515,118		\$ 1,632,019
Adjustment to contract value	(43,359)		(40,252)
Fidelity Managed Income Portfolio Fund, at contract value	<u>\$ 1,471,759</u>		<u>\$ 1,591,767</u>

THE F. DOHMEN CO. 401(K) PLAN

NOTES TO FINANCIAL STATEMENTS

As of December 31, 2012 and 2011 and for the Year Ended December 31, 2012

NOTE 3 - Information Prepared and Certified by Trustee - Unaudited (cont.)

During the year ended December 31, 2012, the Plan's net assets (including investments bought, sold, and held during the year) performed as follows:

	<u>2012</u>
Mutual funds - net appreciation	\$ 1,918,035
Common collective trust fund - interest and dividends	18,235
Mutual funds - interest and dividends	<u>656,454</u>
Net investment income	<u>\$ 2,592,724</u>
Interest on notes receivable from participants	<u>\$ 21,722</u>

Investments, in general, are exposed to various risks, including interest, credit, and overall market volatility. Due to the level of risk associated with certain investments, it is reasonably possible that changes in values of certain investments will occur in the near term and that such changes could materially affect the amounts reported in the statements of net assets available for benefits.

NOTE 4 - Fair Value of Financial Instruments

The Plan follows U.S. GAAP for measuring, reporting, and disclosing fair value. These standards apply to all assets and liabilities that are measured, reported, and/or disclosed on a fair value basis.

As defined in the accounting standards, fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value hierarchy ranks the quality and reliability of the information used to determine fair values. Assets and liabilities measured, reported and/or disclosed at fair value will be classified and disclosed in one of the following three categories:

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

Level 2 - Observable market based inputs or unobservable inputs that are corroborated by market data. Inputs to the valuation methodology include

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

Level 3 - Unobservable inputs that are not corroborated by market data.

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

THE F. DOHMEN CO. 401(K) PLAN

NOTES TO FINANCIAL STATEMENTS

As of December 31, 2012 and 2011 and for the Year Ended December 31, 2012

NOTE 4 - Fair Value of Financial Instruments (cont.)

The plan sponsor is responsible for the determination of fair value. Accordingly, they perform periodic analysis on the prices received from the pricing services used to determine whether the prices are reasonable estimates of fair value. As a result of these reviews, the plan sponsor has not historically adjusted the prices obtained from the pricing services. The methods described to determine fair value may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although management of the Plan believes its valuation methods are consistent with other market participants, the use of different methodologies or assumptions to determine fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

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

Mutual funds: Valued at the closing price reported on an active market in which the funds are traded.

Common collective trust fund: The common collective trusts invest in collective investments and reinvestment in one or more bank, insurance company or synthetic investment contracts, and in short-term investments or other collective investment funds. The funds are valued at the NAV per unit on the valuation date (December 31, 2012 and 2011). The common collective trust fund provides daily liquidity; therefore, there are no redemption restrictions for Plan participants with these funds. At December 31, 2012 and 2011, there were no unfunded commitments or contingencies related to these funds.

The tables below present the balances of investments held by the Plan measured at fair value on a recurring basis by level within the hierarchy:

	December 31, 2012			
	Total	Level 1	Level 2	Level 3
Common collective trust fund	\$ 1,515,118	\$ -	\$ 1,515,118	\$ -
Mutual funds				
Large cap equity funds	4,542,378	4,542,378	-	-
Mid cap equity funds	5,006,247	5,006,247	-	-
International equity funds	2,053,762	2,053,762	-	-
Fixed income funds	515,976	515,976	-	-
Target date funds	9,637,783	9,637,783	-	-
Balanced funds	<u>1,891,159</u>	<u>1,891,159</u>	-	-
 Total investments, at fair value	 <u>\$25,162,423</u>	 <u>\$23,647,305</u>	 <u>\$ 1,515,118</u>	 <u>\$ -</u>

THE F. DOHMEN CO. 401(K) PLAN

NOTES TO FINANCIAL STATEMENTS

As of December 31, 2012 and 2011 and for the Year Ended December 31, 2012

NOTE 4 - Fair Value of Financial Instruments (cont.)

	December 31, 2011			
	Total	Level 1	Level 2	Level 3
Common collective trust fund	\$ 1,632,019	\$ -	\$ 1,632,019	\$ -
Mutual funds				
Large cap equity funds	2,283,411	2,283,411	-	-
Mid cap equity funds	4,201,439	4,201,439	-	-
International equity funds	1,717,692	1,717,692	-	-
Fixed income funds	1,320,247	1,320,247	-	-
Target date funds	5,937,816	5,937,816	-	-
Balanced funds	<u>1,313,700</u>	<u>1,313,700</u>	<u>-</u>	<u>-</u>
 Total investments, at fair value	 <u>\$18,406,324</u>	 <u>\$16,774,305</u>	 <u>\$ 1,632,019</u>	 <u>\$ -</u>

NOTE 5 - Fidelity Managed Income Portfolio Fund

The Fidelity Managed Income Portfolio Fund ("Fund") invests in a variety of investment contracts such as guaranteed investment contracts ("GICs") issued by insurance companies and other financial institutions and other investment products (synthetic GICs and collective investment trusts) with similar characteristics. The Fund holds investments in fully benefit-responsive investment contracts that provide that the Plan may make withdrawals at contract value for benefit-responsive requirements.

The interest crediting rate is the periodic interest rate accrued to participants and is either set at the beginning of the contract and held constant, or reset periodically to reflect the performance of the underlying securities. Traditional GICs do not reset their crediting rates as they provide a fixed rate of interest over the term to maturity of the contract. Synthetic GICs are designed to reset their respective crediting rates typically on a quarterly basis and cannot credit interest at a rate less than zero percent. Synthetic GICs will track current market yields on a trailing basis. The rate reset allows the contract value of the portfolio to converge to the market value over time. Variables impacting future crediting rates on synthetic GICs include current yield of the assets backing the wrap contracts, duration of the assets backing the wrap contracts, and existing differences between the market values of assets backing wrap contracts and the contract values of the wrap contracts. The crediting interest rate for the Fund was 1.05% and 1.39% at December 31, 2012 and 2011, respectively. The crediting interest rates on the underlying investments are reviewed periodically for resetting. The average yield of the Fund at December 31, 2012 and 2011 was 1.70% and 1.92%, respectively. GICs generally do not permit issuers to terminate the agreement prior to the scheduled maturity date.

Certain events limit the ability of the Plan to transact at contract value with the issuer. Such events include the following: (1) material plan amendments (including partial or complete termination of the Plan or merger of the Plan with another plan); (2) the failure of the Plan's trust to qualify for exemption from federal income taxes or any required prohibited exemption under ERISA; (3) changes in the Plan's prohibition on competing investment options; (4) the closing of a plant, facility, or other business unit of the plan sponsor or the bankruptcy of the plan sponsor. The plan administrator does not believe that the occurrence of any such event, which would limit the Plan's ability to transact at contract value with participants, is probable of occurring.

THE F. DOHMEN CO. 401(K) PLAN

NOTES TO FINANCIAL STATEMENTS

As of December 31, 2012 and 2011 and for the Year Ended December 31, 2012

NOTE 6 - Parties In Interest

The Plan's investments consist primarily of an investment in a common collective trust fund and investments in shares of mutual funds managed by Fidelity Management Trust Company, the trustee of the Plan; therefore, these transactions are considered party-in-interest transactions. Fees paid by the Plan for recordkeeping services amounted to \$9,944 for the year ended December 31, 2012. Additional amounts charged for investment management fees were netted against investment income for the year ended December 31, 2012. The Plan allows participants to obtain loans from the Plan, which are also considered party-in-interest transactions. These transactions are not, however, considered prohibited transactions under ERISA.

NOTE 7 - Tax Status

The Plan is designed as a prototype plan through Fidelity Management Trust Company, the trustee of the Plan. Although the Plan has not obtained a determination letter from the Internal Revenue Service ("IRS"), the prototype plan received a favorable determination letter dated March 31, 2008, in which the IRS stated that the prototype plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code ("IRC"). The Plan has been amended since receiving the determination letter. The plan administrator believes that the Plan, as amended, is designed and being operated in compliance with the applicable requirement of the IRC. Therefore, the plan administrator believes that the Plan was qualified and the related trust was tax-exempt at the financial statement date.

U.S. GAAP requires the Plan's management to evaluate uncertain tax positions taken by the Plan. The financial statement effects of a tax position are recognized when the position is more likely than not, based on the technical merits to be sustained upon examination by the IRS. The plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2012 and 2011, there were no uncertain positions taken or expected to be taken. The Plan has recognized no interest or penalties related to uncertain tax positions. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The plan administrator believes the Plan is no longer subject to income tax examinations for tax returns filed in years prior to 2010.

THE F. DOHMEN CO. 401(K) PLAN

NOTES TO FINANCIAL STATEMENTS

As of December 31, 2012 and 2011 and for the Year Ended December 31, 2012

NOTE 8 - Reconciliation of Financial Statements to Form 5500, Schedule H

The following is a reconciliation of net assets available for benefits per the financial statements to the net assets reported on the 2012 Form 5500, Schedule H, Part I:

	<u>2012</u>	<u>2011</u>
Net assets available for benefits as reported in the financial statements	\$ 25,750,276	\$ 18,954,899
Adjustment to fair value from contract value for investment in common collective trust fund relating to fully benefit-responsive investment contracts	<u>43,359</u>	<u>40,252</u>
Net assets as reported on the Form 5500	<u>\$ 25,793,635</u>	<u>\$ 18,995,151</u>

The following is a reconciliation of the net increase in net assets available for benefits reported in the financial statements to the total reported on the 2012 Form 5500, Schedule H, Part II:

	<u>2012</u>
Net increase in net assets available for benefits as reported in the financial statements	\$ 6,795,377
Change in adjustment to fair value from contract value for investment in common collective trust fund relating to fully benefit-responsive investment contracts	<u>3,107</u>
Net income as reported on the Form 5500	<u>\$ 6,798,484</u>

SUPPLEMENTAL INFORMATION

THE F. DOHMEN CO. 401(K) PLAN

FORM 5500, SCHEDULE H, PART IV, LINE 4(i) - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

Plan 002

EIN 39-0246060

As of December 31, 2012

	(b)	(c)	(d)	(e)
(a)	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
	Common Collective Trust Fund:			
*	Fidelity Investments	Fidelity Managed Income Portfolio Fund	**	<u>\$ 1,515,118</u>
	Mutual Funds:			
*	Fidelity Investments	Fidelity Equity Income Fund	**	1,025,237
*	Fidelity Investments	Fidelity Dividend Growth Fund	**	1,786,240
*	Fidelity Investments	Spartan 500 Index Advantage Fund	**	609,739
*	Fidelity Investments	Spartan U.S. Equity Index Fund	**	1,121,162
*	Fidelity Investments	Fidelity Value Fund	**	1,081,444
*	Fidelity Investments	Fidelity Low-Priced Stock Fund	**	1,938,338
*	Fidelity Investments	Fidelity Mid-Cap Stock Fund	**	1,986,465
*	Fidelity Investments	Fidelity Diversified International Fund	**	1,343,572
*	Fidelity Investments	Fidelity Export and Multinational Fund	**	710,190
*	Fidelity Investments	Fidelity Institutional Short-Intermediate Government Fund	**	515,976
*	Fidelity Investments	Fidelity Freedom 2000 Fund	**	55,523
*	Fidelity Investments	Fidelity Freedom 2005 Fund	**	78,337
*	Fidelity Investments	Fidelity Freedom 2010 Fund	**	389,597
*	Fidelity Investments	Fidelity Freedom 2015 Fund	**	373,044
*	Fidelity Investments	Fidelity Freedom 2020 Fund	**	1,794,642
*	Fidelity Investments	Fidelity Freedom 2025 Fund	**	1,260,192
*	Fidelity Investments	Fidelity Freedom 2030 Fund	**	1,903,212
*	Fidelity Investments	Fidelity Freedom 2035 Fund	**	1,067,305
*	Fidelity Investments	Fidelity Freedom 2040 Fund	**	1,196,576
*	Fidelity Investments	Fidelity Freedom 2045 Fund	**	975,604
*	Fidelity Investments	Fidelity Freedom 2050 Fund	**	511,605
*	Fidelity Investments	Fidelity Freedom 2055 Fund	**	32,146
*	Fidelity Investments	Fidelity Balanced Fund	**	1,847,256
*	Fidelity Investments	Fidelity Freedom Income Fund	**	<u>43,903</u>
	Total Mutual Funds			<u>23,647,305</u>
*	Participant Loans	Various participants, interest rates ranging from 4.25% to 6.00%, due in various amounts through September 2022	- 0 -	<u>507,942</u>
	Total Assets (Held at End of Year)			<u>\$ 25,670,365</u>

* Represents a party in interest

** Cost omitted for participant directed investments

This schedule has been prepared based on information certified as complete and accurate by Fidelity Management Trust Company, trustee.

THE F. DOHMEN CO. 401(K) PLAN

FORM 5500, SCHEDULE H, PART IV, LINE 4(i) - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

Plan 002

EIN 39-0246060

As of December 31, 2012

(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
Common Collective Trust Fund:				
*	Fidelity Investments	Fidelity Managed Income Portfolio Fund	**	\$ 1,515,118
Mutual Funds:				
*	Fidelity Investments	Fidelity Equity Income Fund	**	1,025,237
*	Fidelity Investments	Fidelity Dividend Growth Fund	**	1,786,240
*	Fidelity Investments	Spartan 500 Index Advantage Fund	**	609,739
*	Fidelity Investments	Spartan U.S. Equity Index Fund	**	1,121,162
*	Fidelity Investments	Fidelity Value Fund	**	1,081,444
*	Fidelity Investments	Fidelity Low-Priced Stock Fund	**	1,938,338
*	Fidelity Investments	Fidelity Mid-Cap Stock Fund	**	1,986,465
*	Fidelity Investments	Fidelity Diversified International Fund	**	1,343,572
*	Fidelity Investments	Fidelity Export and Multinational Fund	**	710,190
*	Fidelity Investments	Fidelity Institutional Short-Intermediate Government Fund	**	515,976
*	Fidelity Investments	Fidelity Freedom 2000 Fund	**	55,523
*	Fidelity Investments	Fidelity Freedom 2005 Fund	**	78,337
*	Fidelity Investments	Fidelity Freedom 2010 Fund	**	389,597
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*	Fidelity Investments	Fidelity Freedom 2025 Fund	**	1,260,192
*	Fidelity Investments	Fidelity Freedom 2030 Fund	**	1,903,212
*	Fidelity Investments	Fidelity Freedom 2035 Fund	**	1,067,305
*	Fidelity Investments	Fidelity Freedom 2040 Fund	**	1,196,576
*	Fidelity Investments	Fidelity Freedom 2045 Fund	**	975,604
*	Fidelity Investments	Fidelity Freedom 2050 Fund	**	511,605
*	Fidelity Investments	Fidelity Freedom 2055 Fund	**	32,146
*	Fidelity Investments	Fidelity Balanced Fund	**	1,847,256
*	Fidelity Investments	Fidelity Freedom Income Fund	**	43,903
	Total Mutual Funds			23,647,305
*	Participant Loans	Various participants, interest rates ranging from 4.25% to 6.00%, due in various amounts through September 2022	- 0 -	507,942
	Total Assets (Held at End of Year)			\$ 25,670,365

* Represents a party in interest

** Cost omitted for participant directed investments

This schedule has been prepared based on information certified as complete and accurate by Fidelity Management Trust Company, trustee.