Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code).

▶ **Complete all entries in accordance with the instructions to the Form 5500.**

OMB Nos. 1210-0110
1210-0089

2013

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

A This return/report is for:
- [ ] a multiemployer plan;
- [ ] a multiple-employer plan; or
- [X] a single-employer plan;
- [ ] a DFE (specify) ____

B This return/report is:
- [ ] the first return/report;
- [ ] the final return/report;
- [ ] an amended return/report;
- [ ] a short plan year return/report (less than 12 months).

C If the plan is a collectively-bargained plan, check here. . . . . ▶ [X]

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
401K RETIREMENT SAVINGS PLAN FOR EMPLOYEES OF PERRYS ICE CREAM CO., INC.

1b Three-digit plan number (PN) ▶ 002

1c Effective date of plan 11/18/1968

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

PERRY'S ICE CREAM CO., INC.

1 ICE CREAM PLAZA
AKRON, NY 14001

1 ICE CREAM PLAZA
AKRON, NY 14001

2b Employer Identification Number (EIN)
16-0711501

2c Sponsor's telephone number
715-542-5492

2d Business code (see instructions)
311500

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.	07/30/2014	STEVE HELMS
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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

Preparer's telephone number (optional)

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

3b Administrator's EIN

3c Administrator's telephone number

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

a Sponsor's name

4b EIN

4c PN

5	Total number of participants at the beginning of the plan year	**5**	377
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**	328
b	Retired or separated participants receiving benefits	**6b**	2
c	Other retired or separated participants entitled to future benefits	**6c**	46
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	376
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	
f	Total. Add lines **6d** and **6e**.	**6f**	376
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	242
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

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

9a Plan funding arrangement (check all that apply)

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

9b Plan benefit arrangement (check all that apply)

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

10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

- **(1)** [X] **R** (Retirement Plan Information)
- **(2)** [ ] **MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
- **(3)** [ ] **SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

- **(1)** [X] **H** (Financial Information)
- **(2)** [ ] **I** (Financial Information – Small Plan)
- **(3)** [ ] ___ **A** (Insurance Information)
- **(4)** [ ] **C** (Service Provider Information)
- **(5)** [X] **D** (DFE/Participating Plan Information)
- **(6)** [ ] **G** (Financial Transaction Schedules)

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2013

This Form is Open to Public Inspection.

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

A Name of plan
401K RETIREMENT SAVINGS PLAN FOR EMPLOYEES OF PERRYS ICE CREAM CO., INC.

B Three-digit plan number (PN) ▶ 002

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
PERRY'S ICE CREAM CO., INC.

D Employer Identification Number (EIN)
16-0711501

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: MANAGED INCOME PORTFOLIO

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

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
04-6568107-000	C	1780339

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
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b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2013

This Form is Open to Public Inspection

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

A Name of plan
401K RETIREMENT SAVINGS PLAN FOR EMPLOYEES OF PERRYS ICE CREAM CO., INC.

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
PERRY'S ICE CREAM CO., INC.

D Employer Identification Number (EIN)
16-0711501

Part I Asset and Liability Statement

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	32695	31712
(2) Participant contributions	1b(2)	20815	
(3) Other	1b(3)		26312
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)	665252	658322
(9) Value of interest in common/collective trusts	1c(9)	1786252	1780339
(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)	17004973	21538684
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	19509987	24035369
Liabilities			
g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j	11507	8621
k Total liabilities (add all amounts in lines 1g through1j)	1k	11507	8621
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	19498480	24026748

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)	410020	
(B) Participants	2a(1)(B)	763228	
(C) Others (including rollovers)	2a(1)(C)	33978	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		1207226
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)	41690	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		41690
(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)	976401	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		976401
(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)		16752
(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)		2994869
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		5236938
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	688843	
(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)		688843
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		16774
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)	3053	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		3053
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		708670
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		4528268
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: BONADIO & CO., LLP **(2)** EIN: 16-1131146

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

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

Part IV Compliance Questions

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

During the plan year:

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

			Yes	No	Amount
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		500000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n			

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

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

5b(1) Name of plan(s)	**5b(2)** EIN(s)	**5b(3)** PN(s)

5c If the plan is a defined benefit plan, is it covered under the PBGC insurance program (see ERISA section 4021)? ..... ☐ Yes ☐ No ☐ Not determined

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

2013

This Form is Open to Public Inspection.

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

A Name of plan
401K RETIREMENT SAVINGS PLAN FOR EMPLOYEES OF PERRYS ICE CREAM CO., INC.

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
PERRY'S ICE CREAM CO., INC.

D Employer Identification Number (EIN)
16-0711501

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): _____ _____

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 | 15

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

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

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

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

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

6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived) ..... | 6a | 436332

b Enter the amount contributed by the employer to the plan for this plan year ..... | 6b | 436332

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 | 0

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

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

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

Part III Amendments

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

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

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

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

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

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

401(k) RETIREMENT SAVINGS PLAN
FOR EMPLOYEES OF
PERRY'S ICE CREAM COMPANY, INC.

Financial Statements as of
December 31, 2013
Together with
Independent Auditor's Report

Bonadio & Co., LLP
Certified Public Accountants

Bonadio & Co., LLP
Certified Public Accountants

INDEPENDENT AUDITOR'S REPORT

July 29, 2014

To the Trustee of
401(k) Retirement Savings Plan for Employees of
Perry's Ice Cream Company, Inc.:

Report on the Financial Statements
We were engaged to audit the accompanying financial statements of the 401(k) Retirement Savings Plan for Employees of Perry's Ice Cream Company, Inc. ("the Plan"), which comprise the statement of net assets available for benefits as of December 31, 2013, and the related statement 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 7, which was certified by Fidelity Management Trust Company, the custodian of the Plan, except for comparing the information with the related information included in the financial statements. We have been informed by the plan administrator that the custodian holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the custodian as of and for the year ended December 31, 2013, that the information provided to the plan administrator by the custodian is complete and accurate.

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

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(Continued)

INDEPENDENT AUDITOR'S REPORT
(Continued)

Other Matter - Supplemental Schedule
The supplemental Schedule I - Schedule of Assets (Held at End of Year), is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedule referred to above.

Other Matter - 2012 Financial Statements
The financial statements of the Plan as of and for the year ended December 31, 2012, were audited by Gaines Kriner Elliott, LLP, who merged with Bonadio & Co., LLP as of November 1, 2013. 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 (ERISA), the plan administrator instructed the predecessor auditors not to perform, and they did not perform, any auditing procedures with respect to the information certified by Fidelity Management Trust Company, the custodian of the Plan. Their report, dated July 1, 2013, indicated that (a) because of the significance of the information that they did not audit, they were unable to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion and accordingly, they did not express an opinion on the financial statements and (b) the form and content of the information included in the financial statements other than that derived from the information certified by the custodian, were presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

Report on Form and Content in Compliance with DOL Rules and Regulations
The form and content of the information included in the 2013 financial statements and supplemental schedule, other than that derived from the information certified by the custodian, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Bonadio & Co., LLP

401(K) RETIREMENT SAVINGS PLAN FOR EMPLOYEES OF PERRY'S ICE CREAM COMPANY, INC.

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2013 AND 2012

	2013	2012
ASSETS		
INVESTMENTS, at fair value:		
Mutual funds	$ 21,538,684	$ 17,004,973
Common collective trust fund	1,807,582	1,838,876
Total investments, at fair value	23,346,266	18,843,849
RECEIVABLES:		
Employee contributions	-	19,891
Employer contributions	31,712	31,711
Other	26,312	1,908
Notes receivable from participants	658,322	665,252
Total receivables	716,346	718,762
Total assets	24,062,612	19,562,611
LIABILITIES		
EXCESS CONTRIBUTIONS PAYABLE	8,621	11,507
NET ASSETS AVAILABLE FOR BENEFITS AT FAIR VALUE	24,053,991	19,551,104
ADJUSTMENT FROM FAIR VALUE TO CONTRACT VALUE FOR FULLY-BENEFIT RESPONSIVE INVESTMENT CONTRACT	(27,243)	(52,624)
NET ASSETS AVAILABLE FOR BENEFITS	$ 24,026,748	$ 19,498,480

The accompanying notes are an integral part of these statements.

401(K) RETIREMENT SAVINGS PLAN FOR EMPLOYEES OF PERRY'S ICE CREAM COMPANY, INC.

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS FOR THE YEARS ENDED DECEMBER 31, 2013 AND 2012

	2013	2012
ADDITION TO NET ASSETS ATTRIBUTED TO:		
Investment income		
Net appreciation in fair value of assets	$ 2,995,887	$ 1,455,595
Interest and dividends	993,103	496,478
Net investment income	3,988,990	1,952,073
Interest on notes receivable from participants	40,722	44,680
Contributions:		
Employer	410,020	387,524
Employee	763,228	706,417
Other	26,312	1,908
Rollovers	7,666	74,536
Total contributions	1,207,226	1,170,385
Total additions	5,236,938	3,167,138
DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO:		
Benefits paid to participants	688,843	1,121,996
Deemed distributions	16,774	33,438
Administrative expenses	3,053	4,199
Total deductions	708,670	1,159,633
CHANGE IN NET ASSETS AVAILABLE FOR BENEFITS	4,528,268	2,007,505
NET ASSETS AVAILABLE FOR BENEFITS - beginning of year	19,498,480	17,490,975
NET ASSETS AVAILABLE FOR BENEFITS - end of year	$ 24,026,748	$ 19,498,480

The accompanying notes are an integral part of these statements.

1. DESCRIPTION OF PLAN

The following is a description of the 401(k) Retirement Savings Plan for Employees of Perry's Ice Cream Company, Inc. (the "Plan") and is provided for general informational purposes. Participants should refer to the Plan agreement for more complete information.

General

The Plan is a defined contribution plan designed to meet the requirements of Section 401(k) of the Internal Revenue Code. The Plan is sponsored and administered by Perry's Ice Cream Company, Inc. ("Perry's"). It is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

Eligibility

Perry's employees are eligible to participate in the Plan on the first day of the month after hire.

Contributions

Participants may elect to contribute up to 60% of their salary (Salary Reduction Contribution), subject to the maximum contribution allowed by the Internal Revenue Code ($17,500 for the year ended December 31, 2013 and $17,000 for the year ended December 31, 2012). Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions ($5,500 in 2013 and 2012).

For participants who have completed between 1 and 10 years of credited service of at least 1,000 hours in a 12 consecutive month period beginning with the employee's employment commencement date, Perry's makes a matching contribution in an amount equal to the sum of 100% of the first 2% and 50% of the next 4% of the participant's earnings contributed as a Salary Reduction Contribution. For participants who have completed at least 10 years of credited service, the matching contribution is equal to 100% of the first 5% of the participant's earnings contributed as a Salary Reduction Contribution.

Perry's may also make a discretionary profit sharing contribution which will be allocated to participants based on years of credited service and annual compensation. No such contributions were made to the Plan for the years ended December 31, 2013 and 2012.

Participant Accounts

Individual accounts are maintained for each Plan participant. Participant accounts are increased by participant contributions, Perry's contributions, and the participant's share of Plan earnings (allocated daily). Participant accounts are decreased by participant distributions and the participant's share of Plan expenses and losses. Earnings are allocated from the investment chosen by a participant based on the fair value of their respective ownership in the underlying investment.

1. DESCRIPTION OF PLAN (Continued)

Investments
Participants have the option of directing their contributions into twenty separate mutual funds managed by Fidelity Management and Research Company ("Fidelity"). Participants may also invest in the Fidelity Managed Income Portfolio, which is a common collective trust of the Fidelity Group Trust for Employee Benefit Plans, and is considered, in part, a fully benefit-responsive investment contract. Finally, the participants may also invest in four separate mutual funds not managed by Fidelity. Participants may elect to change the allocation of their individual accounts among the investment alternatives at any time.

Plan Administration
The Plan is administered by Perry's. Participant account records are maintained by the Plan's trustee, Fidelity Management Trust Company. Costs of administration are paid primarily by Perry's. A portion of Plan expenses may be charged to the Plan.

Vesting of Contributions
Participants are fully vested in all salary reduction and Perry's contributions, and earnings thereon.

Benefits
On termination of service due to death, disability, retirement, or other reasons, participants or their beneficiaries may elect to receive an amount equal to the value of their vested account in either a lump sum distribution or in scheduled installments over various lengths of time. Normal retirement age is 65. Withdrawals may also be made prior to age 65 for reasons of financial hardship or upon attainment of age 59-1/2.

Notes Receivable from Participants
The Plan provides for general and home purchase loans to participants with the minimum loan amount of $1,000. Loans are limited to the lesser of $50,000 or one-half of the participant's interest in the Plan. The maximum terms of general loans and home purchase loans are five years and ten years, respectively. Interest is charged at a fixed rate established by the Plan as of the date of the loan.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting
The Plan's policy is to prepare its financial statements on the accrual basis of accounting. Under this basis, investment income is recognized when earned. Participant contributions, and the related Perry's matching contributions, are recorded when withheld from participant's paychecks and reported as a receivable until remitted by Perry's to Fidelity Management Trust Company. Excess contributions at the end of a Plan year are recorded as a liability of the Plan prior to the actual repayment of those amounts to the participants.

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

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Estimates
The preparation of financial statements, in conformity with accounting principles generally accepted in the United States of America, requires management to make estimates and assumptions that affect the reported amounts and disclosures that are in the financial statements. Actual results could differ from management's estimates and assumptions.

Investments
Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between knowledgeable unrelated parties at the measurement date. See Note 3 for a discussion of fair value measurements.

Security Transactions and Investment Income
Purchases and sales of investments are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation in fair value of investments includes realized gains and losses, and unrealized gains and losses attributable to the investments.

Payments of Benefits
Benefits are recorded when paid.

Notes Receivable from Participants
Notes receivable from participants are reported at their unpaid principal balance plus any accrued but unpaid interest.

Reclassifications
Certain reclassifications have been made to the prior year information to conform to the current year presentation.

3. FAIR VALUE MEASUREMENTS

Accounting principles generally accepted in the United States of America establish a fair value hierarchy that prioritizes the valuation assumptions used to measure fair value. This hierarchy consists of three broad levels: **Level 1** - assumptions rely on unadjusted quoted prices in active markets for identical assets and must be used when available, **Level 2** - assumptions rely on quoted prices for similar, but not identical, assets, and **Level 3** - assumptions generally are developed by the reporting entity, and may only be utilized when Level 1 and Level 2 information is not available. The Plan uses appropriate valuation techniques on the available information to measure the fair value of its investment assets.

Following is a description of the valuation methodologies used for assets measured at fair value:

Level 1 Fair Value Measurements - The fair value of the mutual funds is based on quoted net asset values of the shares held by the Plan at year-end.

Level 2 Fair Value Measurements - The fair value of the common collective trust fund is based on quoted market prices for the underlying assets owned by the common collective trust. The common collective trust fund itself is not publicly traded.

3. FAIR VALUE MEASUREMENTS (Continued)

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value at December 31, 2013 and 2012:

	Assets at Fair Value as of December 31, 2013			
	Level 1	**Level 2**	**Level 3**	**Total**
Mutual Funds				
Target	$ 8,189,528	$ -	$ -	$ 8,189,528
Growth	6,613,016	-	-	6,613,016
Blend	3,107,339	-	-	3,107,339
Value	2,109,273	-	-	2,109,273
Bond	949,792	-	-	949,792
Government	394,448	-	-	394,448
Small Cap	175,288	-	-	175,288
Common collective trust fund managed income	-	1,807,582	-	1,807,582
Total assets at fair value	$21,538,684	$1,807,582	$ -	$23,346,266

	Assets at Fair Value as of December 31, 2012			
	Level 1	**Level 2**	**Level 3**	**Total**
Mutual Funds				
Target	$ 6,824,876	$ -	$ -	$ 6,824,876
Growth	4,948,752	-	-	4,948,752
Blend	2,191,516	-	-	2,191,516
Value	1,546,849	-	-	1,546,849
Bond	964,258	-	-	964,258
Government	391,220	-	-	391,220
Small Cap	137,502	-	-	137,502
Common collective trust fund managed income	-	1,838,876	-	1,838,876
Total assets at fair value	$17,004,973	$1,838,876	$ -	$18,843,849

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

4. INVESTMENT CONTRACT WITH INSURANCE COMPANY

The Plan allows participants to direct their contributions into a common collective trust fund managed under a benefit-responsive contract with Fidelity Group Trust for Employee Benefit Plans (Fidelity Managed Income Portfolio). The Fidelity Group Trust for Employee Benefit Plans 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. The contract is included in the financial statements at contract value as reported to the Plan by Fidelity Management Trust Company. Contract value 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. The investment contract issuer is contractually obligated to repay the principal and a specified interest rate that is guaranteed to the Plan.

As described in Note 2, because the investment contract is fully benefit-responsive, contract value is the relevant measurement attribute for that portion of net assets available for benefits attributable to the fully benefit-responsive investment contract.

There are no reserves against contract value for credit risk of the contract issuer or otherwise. The fair value of the investment contract at December 31, 2013 and 2012 was $1,807,582 and $1,838,876, respectively. The crediting interest rate is based on a formula agreed upon with the issuer. The crediting interest rates are reset periodically and are based on the market value of the underlying portfolio of assets backing the contract. Inputs used to determine the crediting rate include the contract's portfolio market value, current yield to maturity, duration, and market value relative to contract value. The investment contract has a guaranteed rate of 0% or higher.

Certain events limit the Plan's ability to transact at contract value with Fidelity Group Trust for Employee Benefit Plans. Such events include the following: (a) amendments to the Plan documents (including complete or partial Plan termination or merger with another plan), (b) changes to the Plan's prohibition on competing investment options or deletion of equity wash provisions, (c) bankruptcy of Perry's or other Perry's events (for example, divestitures or spin-offs of a subsidiary) that cause a significant withdrawal from the Plan, or (d) the failure of the Plan to qualify for exemption from federal income taxes or any required prohibited transaction exemption under ERISA. The Plan administrator does not believe that any events which would limit the Plan's ability to transact at contract value with Plan participants are probable of occurring.

The investment contract does not permit the insurance company to terminate the agreement prior to the scheduled maturity date.

	2013	2012
Average Yields:		
Based on actual earnings	1.54%	1.70%
Based on interest rate credited to participants	0.89%	1.05%

5. TAX STATUS

The Plan obtained its latest determination letter on 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 ("IRC"). The Plan has been amended since receiving the determination letter. However, the Plan administrator and the Plan's tax counsel believe that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC.

Accounting principles generally accepted in the United States of America require Plan management to evaluate income tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the Internal Revenue Service. The Plan administrator has analyzed the income tax positions taken by the Plan, and has concluded that as of December 31, 2013 and 2012 there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan files the Annual Return/Report of Employee Benefit Plan (Form 5500) in the U.S. federal jurisdiction. The Plan administrator believes it is no longer subject to income tax examinations for years prior to 2010.

6. PLAN TERMINATION

Although it has not expressed any intent to do so, Perry's has the right under the Plan to discontinue its contributions at any time and terminate the Plan subject to the provisions of ERISA. In the event of termination, participant account balances will be paid out in a single lump sum.

7. INFORMATION PREPARED AND CERTIFIED BY FIDELITY MANAGEMENT TRUST COMPANY

The following information 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, the custodian of the Plan.

	2013	2012
Mutual funds	$ 21,538,684	$ 17,004,973
Common collective trust fund	1,807,582	1,838,876
Total investments, at fair value	$ 23,346,266	$ 18,843,849
Investment income:		
Mutual Funds:		
Appreciation in fair value of assets	$ 2,995,887	$ 1,455,595
Interest and dividends	976,396	474,916
Total mutual fund investment income	3,972,283	1,930,511
Common Collective Trust Fund:		
Interest and dividends	16,707	21,562
Net investment income	$ 3,988,990	$ 1,952,073

8. INVESTMENTS

The following table presents the fair value of investments that represent 5% or more of the Plan's net assets.

	2013	2012
Fidelity Freedom 2020	$ 4,313,797	$ 3,824,803
MSIF Midcap Growth	2,972,547	2,104,055
Spartan U.S. Equity Index	2,294,510	1,730,280
Fidelity Freedom 2030	1,979,602	1,476,266
Fidelity Dividend Growth	1,658,187	1,323,259
DWS Global Opps S	1,630,680	1,229,783
Fidelity Equity Income	1,198,957	907,355
Fidelity Managed Income Portfolio	1,807,582	1,838,876

9. EXCESS CONTRIBUTIONS

Employee and employer contributions for 2013 and 2012 were reduced by $8,621 and $11,507, respectively, due to an excess contribution from Perry's credited to participants. These amounts of excess deferred contributions are also included in the Plan's statements of net assets available for benefits as excess contributions payable at December 31, 2013 and 2012.

10. PARTY-IN-INTEREST TRANSACTIONS

The Plan invests in shares of mutual funds managed by Fidelity, an affiliate of the trustee of the Plan and, therefore transactions in such investments qualify as party-in-interest transactions which are exempt from the prohibited transaction rules.

Notes receivable from participants qualify as party-in-interest transactions which are exempt from the prohibited transaction rules.

11. 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 statements of net assets available for benefits.

12. FORM 5500 TO FINANCIAL STATEMENTS

There are no reconciling items between the financial statements and the Form 5500.

13. SUBSEQUENT EVENTS

Subsequent events have been evaluated through July 29, 2014, which is the date the financial statements were available to be issued.

401(K) RETIREMENT SAVINGS PLAN FOR EMPLOYEES OF **SCHEDULE I**
PERRY'S ICE CREAM COMPANY, INC.
SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
FEDERAL EIN: 16-0711501
PLAN# 002
DECEMBER 31, 2013

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(e) Current value
	Fidelity Management Trust Company:		
*	Fidelity Freedom 2020	Asset Allocation Mutual Fund	$ 4,313,797
*	Spartan U.S. Equity Index	Common Stock Mutual Fund	2,294,510
*	Fidelity Freedom 2030	Asset Allocation Mutual Fund	1,979,602
*	Fidelity Managed Income Portfolio	Common Collective Trust Fund	1,780,339
*	Fidelity Dividend Growth	Common Stock Mutual Fund	1,658,187
*	Fidelity Equity Income	Common Stock Mutual Fund	1,198,957
*	Spartan U.S. Bond Index	Bond Mutual Fund	949,792
*	Fidelity Freedom 2010	Asset Allocation Mutual Fund	813,382
*	Fidelity Freedom 2040	Asset Allocation Mutual Fund	475,198
*	Fidelity Freedom Income	Asset Allocation Mutual Fund	407,202
*	Fidelity Leveraged Co Stock	Common Stock Mutual Fund	395,480
*	Fidelity Ginnie Mae	Bond Mutual Fund	394,448
*	Fidelity Independence	Common Stock Mutual Fund	351,602
*	Fidelity Low Price Stock	Common Stock Mutual Fund	331,353
*	Fidelity Small Cap Independence	Common Stock Mutual Fund	175,288
*	Fidelity Freedom 2000	Asset Allocation Mutual Fund	121,807
*	Spartan Intl Index Adv	Common Stock Mutual Fund	85,996
*	Fidelity Freedom 2050	Asset Allocation Mutual Fund	74,317
*	Fidelity Freedom 2045	Asset Allocation Mutual Fund	3,034
*	Fidelity Freedom 2055	Asset Allocation Mutual Fund	1,189
	MSIF Mid Cap Growth	Common Stock Mutual Fund	2,972,547
	DWS Global Opps S	Common Stock Mutual Fund	1,630,680
	Ridgeworth Mid Cap Value I	Common Stock Mutual Fund	584,725
	Loomis Small Cap Value R	Common Stock Mutual Fund	325,591
			23,319,023
	Participant Loans	Interest Rate 6.00% - 9.25%	658,322
			$ 23,977,345

* Party-in-interest

The accompanying notes are in integral part of this schedule.

401(k) RETIREMENT SAVINGS PLAN FOR EMPLOYEES OF PERRY'S ICE CREAM COMPANY, INC.
SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES AT END OF YEAR
12/31/2013

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(e) Current value
	Fidelity Management Trust Company:		
*	Fidelity Freedom 2020	Asset Allocation Mutual Fund	$ 4,313,797
*	MSIFT Mid Cap Growth	Common Stock Mutual Fund	2,972,547
*	Spartan US Equity Index	Common Stock Mutual Fund	2,294,510
*	Fidelity Freedom 2030	Asset Allocation Mutual Fund	1,979,602
*	Fidelity Managed Income Portfolio	Collective Trust Fund	1,780,339
*	Fidelity Dividend Growth	Common Stock Mutual Fund	1,658,187
*	DWS Global Opps S	Common Stock Mutual Fund	1,630,680
*	Fidelity Equity Income	Common Stock Mutual Fund	1,198,957
*	Spartan US Bond Index	Bond Mutual Fund	949,792
*	Fidelity Freedom 2010	Asset Allocation Mutual Fund	813,382
*	RDGWTH Mid Cap Val I	Common Stock Mutual Fund	584,725
*	Fidelity Freedom 2040	Asset Allocation Mutual Fund	475,198
*	Fidelity Freedom Income	Asset Allocation Mutual Fund	407,202
*	Fidelity Leveraged Co Stock	Common Stock Mutual Fund	395,480
*	Fidelity Ginnie Mae	Common Stock Mutual Fund	394,448
*	Fidelity Independence	Common Stock Mutual Fund	351,602
*	Fidelity Low Price Stock	Common Stock Mutual Fund	331,353
*	LOOMIS Small Cap Val R	Common Stock Mutual Fund	325,591
	Fidelity Small Cap Independence	Common Stock Mutual Fund	175,288
	Fidelity Freedom 2000	Asset Allocation Mutual Fund	121,807
	Spartan Intl Index Adv	Common Stock Mutual Fund	85,996
	Fidelity Freedom 2050	Asset Allocation Mutual Fund	74,317
	Fidelity Freedom 2045	Asset Allocation Mutual Fund	3,034
	Fidelity Freedom 2055	Asset Allocation Mutual Fund	1,189
			23,319,023
	Participant Loans Receivable	Interest Rate 6.00 - 9.25 Percent	658,322
			$ 23,977,345