

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 2013 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2013 or fiscal plan year beginning <u>01/01/2013</u> and ending <u>12/31/2013</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☒ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☐
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information—enter all requested information										
1a Name of plan <u>RADIO SYSTEMS CORPORATION RETIREMENT SAVINGS PLAN</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>001</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>04/01/1993</u></td> </tr> <tr> <td colspan="2">2b Employer Identification Number (EIN) <u>20-5548897</u></td> </tr> <tr> <td colspan="2">2c Sponsor's telephone number <u>865-824-5525</u></td> </tr> <tr> <td colspan="2">2d Business code (see instructions) <u>423990</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>001</u>	1c Effective date of plan <u>04/01/1993</u>		2b Employer Identification Number (EIN) <u>20-5548897</u>		2c Sponsor's telephone number <u>865-824-5525</u>		2d Business code (see instructions) <u>423990</u>	
1b Three-digit plan number (PN) ▶	<u>001</u>										
1c Effective date of plan <u>04/01/1993</u>											
2b Employer Identification Number (EIN) <u>20-5548897</u>											
2c Sponsor's telephone number <u>865-824-5525</u>											
2d Business code (see instructions) <u>423990</u>											
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>RADIO SYSTEMS CORPORATION</u> <u>10427 PETSAFE AVENUE</u> <u>KNOXVILLE, TN 37932</u>											

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

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

SIGN HERE	Filed with authorized/valid electronic signature. Signature of plan administrator	10/08/2014 Date	JENNY SWANSON 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 ☒ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address	3b Administrator's EIN 3c Administrator's telephone number <div style="background-color: #cccccc; height: 40px; width: 100%;"></div>
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name	4b EIN 4c PN
5 Total number of participants at the beginning of the plan year	5 460
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 441
b Retired or separated participants receiving benefits	6b 0
c Other retired or separated participants entitled to future benefits.....	6c 112
d Subtotal. Add lines 6a , 6b , and 6c	6d 553
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	6e 0
f Total. Add lines 6d and 6e	6f 553
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	6g 519
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	6h 0
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item).....	7
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2G 2J 2K 2T 3D 2E 2F	

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

9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)	
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ 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
		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 <u>RADIO SYSTEMS CORPORATION RETIREMENT SAVINGS PLAN</u>	B Three-digit plan number (PN) <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>RADIO SYSTEMS CORPORATION</u>	D Employer Identification Number (EIN) <u>20-5548897</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
FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

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

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

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

FIDELITY INVESTMENTS INSTITUTIONAL

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?
37 60 64 65	RECORDKEEPER	17789	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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
<p>(d) Enter name and EIN (address) of source of indirect compensation</p> <p>ALZGI NFJ DIV VL ADM - BOSTON FINA</p> <p>31-1249295</p>		
<p>(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</p> <p>0.35%</p>		
<p>(a) Enter service provider name as it appears on line 2</p> <p>FIDELITY INVESTMENTS INSTITUTIONAL</p>		
<p>(b) Service Codes (see instructions)</p> <p>60</p>		
<p>(c) Enter amount of indirect compensation</p> <p>0</p>		
<p>(d) Enter name and EIN (address) of source of indirect compensation</p> <p>ALZGI NFJ SMCPLV ADM - BOSTON FINA 330 W. 9TH STREET KANSAS CITY, MO 66160</p>		
<p>(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</p> <p>0.35%</p>		
<p>(a) Enter service provider name as it appears on line 2</p> <p>FIDELITY INVESTMENTS INSTITUTIONAL</p>		
<p>(b) Service Codes (see instructions)</p> <p>60</p>		
<p>(c) Enter amount of indirect compensation</p> <p>0</p>		
<p>(d) Enter name and EIN (address) of source of indirect compensation</p> <p>AM CENT REAL EST INV - AMERICAN CE</p> <p>44-0619208</p>		
<p>(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</p> <p>0.35%</p>		

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(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.	
BARON ASSET FUND - DST SYSTEMS, IN 43-1581814	0.40%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(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.	
COL/ACORN INTL Z - COLUMBIA MGT IN P.O. BOX 8081 BOSTON, MA 02266	0.40%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(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.	
OAKMARK EQ & INC I - BOSTON FINANC P.O. BOX 8480 BOSTON, MA 02266	0.35%	

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(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.	
PERKINS MID CP VAL T - JANUS SERVI 43-1804048	0.35%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(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.	
PIMCO TOT RETURN ADM - BOSTON FINA P.O. BOX 8480 BOSTON, MA 02266	0.28%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(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.	
ROYCE VALUE PLUS SER - BOSTON FINA P.O. BOX 8480 BOSTON, MA 02266	0.45%	

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:

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

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	<small>OMB No. 1210-0110</small> 2013 This Form is Open to Public Inspection
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For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013		
A Name of plan RADIO SYSTEMS CORPORATION RETIREMENT SAVINGS PLAN	B Three-digit plan number (PN) ►	001
C Plan sponsor's name as shown on line 2a of Form 5500 RADIO SYSTEMS CORPORATION	D Employer Identification Number (EIN) 20-5548897	

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	0	0
b	Receivables (less allowance for doubtful accounts):			
	(1) Employer contributions	1b(1)	0	0
	(2) Participant contributions	1b(2)	0	0
	(3) Other	1b(3)	0	0
c	General investments:			
	(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	212036	538125
	(2) U.S. Government securities	1c(2)	0	0
	(3) Corporate debt instruments (other than employer securities):			
	(A) Preferred	1c(3)(A)	0	0
	(B) All other	1c(3)(B)	0	0
	(4) Corporate stocks (other than employer securities):			
	(A) Preferred	1c(4)(A)	0	0
	(B) Common	1c(4)(B)	0	0
	(5) Partnership/joint venture interests	1c(5)	0	0
	(6) Real estate (other than employer real property)	1c(6)	0	0
	(7) Loans (other than to participants)	1c(7)	0	0
	(8) Participant loans	1c(8)	550880	607942
	(9) Value of interest in common/collective trusts	1c(9)	30847	24456
	(10) Value of interest in pooled separate accounts	1c(10)	0	0
	(11) Value of interest in master trust investment accounts	1c(11)	0	0
	(12) Value of interest in 103-12 investment entities	1c(12)	0	0
	(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	18375579	25789203
	(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
	(15) Other	1c(15)	0	0

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)	0	0
(2) Employer real property	1d(2)	0	0
e Buildings and other property used in plan operation	1e	0	0
f Total assets (add all amounts in lines 1a through 1e)	1f	19169342	26959726

Liabilities

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

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	19169342	26959726
---	-----------	----------	----------

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)	1186860	
(B) Participants	2a(1)(B)	1698880	
(C) Others (including rollovers)	2a(1)(C)	391119	
(2) Noncash contributions	2a(2)	0	
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		3276859
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	54	
(B) U.S. Government securities	2b(1)(B)	0	
(C) Corporate debt instruments	2b(1)(C)	0	
(D) Loans (other than to participants)	2b(1)(D)	0	
(E) Participant loans	2b(1)(E)	18397	
(F) Other	2b(1)(F)	0	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		18451
(2) Dividends: (A) Preferred stock	2b(2)(A)	0	
(B) Common stock	2b(2)(B)	0	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	1171349	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		1171349
(3) Rents	2b(3)		0
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	0	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	0	
(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)	0	
(B) Other	2b(5)(B)	0	
(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)		321
(7) Net investment gain (loss) from pooled separate accounts.....	2b(7)		0
(8) Net investment gain (loss) from master trust investment accounts.....	2b(8)		0
(9) Net investment gain (loss) from 103-12 investment entities.....	2b(9)		0
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		2905377
c Other income.....	2c		0
d Total income. Add all income amounts in column (b) and enter total.....	2d		7372357

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers.....	2e(1)	2311849	
(2) To insurance carriers for the provision of benefits.....	2e(2)	0	
(3) Other.....	2e(3)	0	
(4) Total benefit payments. Add lines 2e(1) through (3).....	2e(4)		2311849
f Corrective distributions (see instructions).....	2f		0
g Certain deemed distributions of participant loans (see instructions).....	2g		-1800
h Interest expense.....	2h		0
i Administrative expenses: (1) Professional fees.....	2i(1)	0	
(2) Contract administrator fees.....	2i(2)	0	
(3) Investment advisory and management fees.....	2i(3)	0	
(4) Other.....	2i(4)	17835	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		17835
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		2327884

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		5044473
l Transfers of assets:			
(1) To this plan.....	2l(1)		2745911
(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: JOSEPH DECOSIMO & COMPANY PLLC

(2) EIN: 62-0852719

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)

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

A Name of plan <u>RADIO SYSTEMS CORPORATION RETIREMENT SAVINGS PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>RADIO SYSTEMS CORPORATION</u>	D Employer Identification Number (EIN) <u>20-5548897</u>

Part I	Distributions
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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): <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
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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
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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.
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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): _____

**RADIO SYSTEMS CORPORATION
RETIREMENT SAVINGS PLAN**

FINANCIAL STATEMENTS

December 31, 2013

RADIO SYSTEMS CORPORATION RETIREMENT SAVINGS PLAN
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INDEPENDENT AUDITOR'S REPORT

To the Plan Administrator
Radio Systems Corporation Retirement Savings Plan
Knoxville, Tennessee

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Radio Systems Corporation Retirement Savings Plan (the Plan), which comprise the statements of net assets available for benefits as of December 31, 2013 and 2012, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 (ERISA), the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 4, 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. 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 and for the years ended December 31, 2013 and 2012, that the information provided to the Plan Administrator by the trustee is complete and accurate.

Disclaimer of Opinion

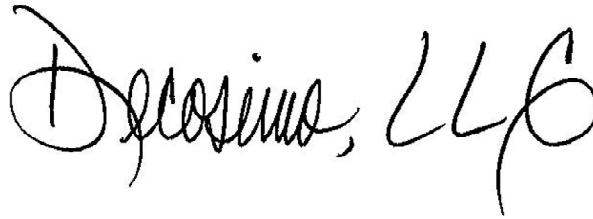
Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Report on Supplemental Schedule

The supplemental schedule of assets held for investment purposes at end of year is required by the DOL's Rules and Regulations for Reporting and Disclosure under ERISA and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on 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.

A handwritten signature in black ink that reads "Decosimo, LLC". The signature is written in a cursive, stylized font. The "D" is large and loops around the "e". The "LLC" is written in a more straightforward, slightly cursive style.

Knoxville, Tennessee
October 8, 2014

RADIO SYSTEMS CORPORATION RETIREMENT SAVINGS PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

December 31, 2013 and 2012

(see auditor's report)

	2013	2012
ASSETS		
Investments, at fair value -		
Cash, interest bearing	\$ 538,125	\$ 212,036
Common/collective trust	24,652	31,742
Mutual funds	<u>25,789,203</u>	<u>18,375,581</u>
Total investments	<u>26,351,980</u>	<u>18,619,359</u>
Receivables -		
Notes receivable from participants	607,942	550,880
Employer	29,672	32,462
Participants	<u>49,116</u>	<u>49,797</u>
Total receivables	<u>686,730</u>	<u>633,139</u>
NET ASSETS AVAILABLE FOR BENEFITS, at fair value	27,038,710	19,252,498
Adjustment from fair value to contract value for fully benefit-responsive investment contract	<u>(196)</u>	<u>(895)</u>
NET ASSETS AVAILABLE FOR BENEFITS	\$ <u>27,038,514</u>	\$ <u>19,251,603</u>

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

RADIO SYSTEMS CORPORATION RETIREMENT SAVINGS PLAN

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

Years Ended December 31, 2013 and 2012

(see auditor's report)

	2013	2012
ADDITIONS		
Investment income -		
Interest	\$ 1,189,842	\$ 474,227
Net appreciation in fair value of investments	<u>2,905,695</u>	<u>1,534,554</u>
	<u>4,095,537</u>	<u>2,008,781</u>
Contributions -		
Participants	1,698,199	1,453,543
Employer	1,184,070	929,964
Rollover	<u>391,119</u>	<u>109,558</u>
	<u>3,273,388</u>	<u>2,493,065</u>
Total additions	<u>7,368,925</u>	<u>4,501,846</u>
DEDUCTIONS		
Benefits paid	2,310,090	715,229
Administrative expenses	<u>17,835</u>	<u>12,633</u>
Total deductions	<u>2,327,925</u>	<u>727,862</u>
NET INCREASE	5,041,000	3,773,984
NET ASSETS AVAILABLE FOR BENEFITS		
Beginning of year	19,251,603	15,477,619
Transfers - from merging Plan (see Note 3)	<u>2,745,911</u>	<u>-</u>
End of year	<u>\$ 27,038,514</u>	<u>\$ 19,251,603</u>

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

RADIO SYSTEMS CORPORATION RETIREMENT SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

(see auditor's report)

NOTE 1 - PLAN DESCRIPTION

The following description of Radio Systems Corporation Retirement Savings Plan provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

GENERAL - The Plan is a defined contribution plan, funded by participant and Radio Systems Corporation (the Company) contributions, covering substantially all full-time employees who have completed six months of service. The Plan is subject to the provisions of ERISA, and the purpose of the Plan is to provide the benefits of a qualified employee retirement and savings plan to participants and their beneficiaries. Employees are eligible to become a participant in the Plan on the first day of the next month after being employed with the Company for six months.

CONTRIBUTIONS - Each year, participants may contribute pre-tax annual compensation, as defined by the Plan, not to exceed Internal Revenue Code (IRC) limitations. In addition, participants who are 50 years of age or older during the Plan year may make catch-up contributions not to exceed the IRC limitations. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans. These rollover amounts plus earnings thereon may be withdrawn from the Plan as a lump-sum distribution during employment.

Participant contributions are matched by Company contributions up to 100% of the first 5% of the participant's eligible compensation. The Company made matching contributions of \$1,086,252 and \$929,964 to the Plan for 2013 and 2012, respectively.

The Company may make additional contributions to the Plan subject to the discretion of the Board of Directors. Participants must be employed on the last day of the year to be eligible for the discretionary contribution allocation. Discretionary Company contributions totaled \$97,818 for 2013. No discretionary Company contributions were made in 2012.

PARTICIPANT ACCOUNTS - Each participant's account is credited with the participant's contributions, the Company's contributions and earnings on the account and charged with an allocation of administrative expenses. Allocations of earnings and expenses are based on participant account balances. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

PAYMENT OF BENEFITS - Upon attaining normal or disability retirement, the participant may apply for retirement benefits. If the participant dies before retirement, his death benefit will be paid to his beneficiary in a lump-sum payment. On termination of service, a participant may elect a lump-sum payment. All participants must begin withdrawing benefits no later than April 1 following the year age 70-1/2 is attained.

HARDSHIP WITHDRAWALS - Participants may withdraw their vested contributions in the event of hardship as defined in the Plan agreement. Participants shall not be permitted to make contributions to the Plan for a period of six months following receipt of the hardship distribution.

RADIO SYSTEMS CORPORATION RETIREMENT SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

(see auditor's report)

NOTE 1 - PLAN DESCRIPTION - continued

VESTING - Participants are fully (100%) vested in all pre-tax voluntary participant contributions and Company matching and discretionary contributions immediately.

NOTES RECEIVABLE FROM PARTICIPANTS - 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 percent of their account balance. Loan transactions are treated as a transfer to (from) the investment fund from (to) the participant loan fund. Loans range in term from one to five years for normal requests and range from one to ten years for residential based loans and are repaid ratably through monthly payroll deductions. The loans are secured by the balance in the participant's account and bear interest, as determined by the Plan Administrator, at rates that are commensurate with local prevailing rates.

PLAN TERMINATION - Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The significant accounting policies and practices followed by the Plan are as follows:

BASIS OF ACCOUNTING - The financial statements of the Plan are prepared under the accrual basis of accounting.

INVESTMENT VALUATION AND INCOME RECOGNITION - The Plan's investments are stated at fair value, which is defined as 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. Generally accepted accounting principles establish a fair value hierarchy which classifies investments into three levels. Level 1 includes investments valued using quoted prices in active markets for identical assets or liabilities, Level 2 includes investments valued based on inputs derived from or corroborated by observable market data and Level 3 includes investments valued based on significant unobservable inputs. Inputs are broadly defined as assumptions market participants would use in pricing an asset or liability. Assets and liabilities are classified based on the lowest level of any input that is significant to the fair value measurement.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recognized as earned on the accrual basis. Dividend income is recognized at the ex-dividend date.

Net appreciation of the fair value of investments consists of the unrealized appreciation or depreciation of investments held during the year, reinvestment of dividends and the realized gain or loss on investments sold during the year.

RADIO SYSTEMS CORPORATION RETIREMENT SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

(see auditor's report)

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - continued

A description of the valuation methodologies used for assets measured at fair value, as reported by the trustee, is as follows:

Cash - Valued at cost, which approximates fair value.

Mutual funds - Valued at the quoted net asset value of shares held by the Plan at year end.

Common/collective trust - Valued at fair value by discounting the related cash flows based on current yields of similar instruments with comparable durations, considering the credit-worthiness of the issuer.

COMMON/COLLECTIVE TRUST - Investment contracts held by a defined contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The statements of net assets available for benefits present investment contracts at fair value as well as an adjustment, if material, for the fully benefit-responsive investment contracts from fair value to contract value. The statements of changes in net assets available for benefits is prepared on a contract value basis. Contract value represents contributions to the fund, plus accrued interest, less participant withdrawals. The fair value of the contract totaled \$24,652 and \$31,742 as of December 31, 2013 and 2012, respectively. The contract value of the contract totaled \$24,456 and \$30,847 as of December 31, 2013 and 2012, respectively.

The Wells Fargo Stable Return Fund G is a common/collective trust fund comprised of guaranteed investment contracts (GICs) and money market instruments. Traditional GICs provide a fixed return of principal plus interest (based on the coupon rate) for a specified period of time. Synthetic GICs provide a variable crediting rate which resets at least quarterly and the issuer of the wrapper contract ensures that the interest crediting does not result in a future crediting interest that is less than zero. The effective yield and crediting interest rate for the fund was approximately 1.36% and 1.52%, respectively, for 2013, and 0.94% and 1.95%, respectively, for 2012.

Certain events limit the ability of the Plan to transact at contract value with Wells Fargo Stable Return Fund G. Such events include: the Plan's failure to qualify under certain tax regulations; the establishment of a participant Plan or similar fund that competes for employee contributions; changes in laws or regulations that could have a material adverse effect on the fund's cash flow; communication to participants influencing them to not invest in the fund; complete or partial termination of the Plan or its merger with another plan. The Plan Administrator does not believe that any events which would limit the Plan's ability to transact at contract value with participants are probable of occurring. There are no reserves against contract value for credit risk of the issuer or otherwise.

INVESTMENT RISKS - 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 financial statements.

RADIO SYSTEMS CORPORATION RETIREMENT SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

(see auditor's report)

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - continued

NOTES RECEIVABLE FROM PARTICIPANTS - Participant loans are classified as notes receivable from participants which are segregated from Plan investments and measured at their unpaid principal balances plus any accrued interest.

PAYMENT OF BENEFITS - Benefits are recognized when paid.

ESTIMATES AND UNCERTAINTIES - The preparation of financial statements in conformity with generally accepted accounting principles requires Plan management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of additions and deductions during the reporting period. Actual results could differ from those estimates.

ADMINISTRATIVE EXPENSES - The Plan's administrative expenses are paid by either the Plan or the Plan Administrator, as provided by the Plan document.

SUBSEQUENT EVENTS - The Plan Administrator has evaluated subsequent events for potential recognition and disclosure through October 8, 2014, the date the financial statements were available to be issued.

NOTE 3 - PLAN MERGER

On November 4, 2010, the Company acquired 100% of the outstanding shares of JGB Distributing. Due to this acquisition, management elected to merge the assets of the JGB Distributing 401(k) Plan into the Radio Systems Corporation Retirement Savings Plan effective February 1, 2013. The net assets of JGB Distributing 401(k) Plan totaling \$2,745,911 were transferred into the Plan in February 2013.

NOTE 4 - INFORMATION CERTIFIED BY THE PLAN'S TRUSTEE

The Plan Administrator has elected the method of compliance permitted by 29 CFR 2520.103-8 of the DOL's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under such election, the Plan Administrator instructed the Plan's independent auditors not to perform any auditing procedures with respect to information certified by Fidelity Management Trust Company, the Plan's trustee. The trustee has certified to the completeness and accuracy of all investments reflected on the accompanying statements of net assets available for benefits as of December 31, 2013 and 2012, and the supplemental schedule of assets held for investment purposes at end of year as of December 31, 2013, and the related investment income reflected in the statements of changes in net assets available for benefits for the years ended December 31, 2013 and 2012.

RADIO SYSTEMS CORPORATION RETIREMENT SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

(see auditor's report)

NOTE 5 - INVESTMENTS

The Plan's investments are held by the trustee. All investment information disclosed in the accompanying financial statements and supplemental schedule was obtained or derived from information supplied by the Plan Administrator and certified by the trustee as complete and accurate. The fair value of individual investments that represents 5% or more of the Plan's net assets is separately identified as follows:

	2013	2012
Mutual funds		
Fidelity Freedom 2020	*	\$ 1,226,092
Fidelity Freedom 2025	\$ 3,716,891	\$ 2,799,312
Fidelity Freedom 2030	\$ 3,585,459	\$ 2,913,811
Fidelity Freedom 2035	\$ 3,559,297	\$ 2,912,142
Fidelity Freedom 2040	\$ 1,830,933	\$ 1,341,304
Fidelity Freedom 2045	\$ 1,362,894	*

* Fair value of investment did not represent 5% or more of the Plan's net assets.

During 2013 and 2012, the Plan's investments (including investments bought, sold and held during the year) appreciated in value by \$2,905,695 and \$1,534,554, respectively, which is summarized as follows:

	2013	2012
Common/collective trust	\$ 321	\$ 488
Mutual funds	<u>2,905,374</u>	<u>1,534,066</u>
	<u>\$ 2,905,695</u>	<u>\$ 1,534,554</u>

The following tables set forth by level, within the fair value hierarchy, the Plan's assets at fair value:

Assets at Fair Value as of December 31, 2013				
	Level 1	Level 2	Level 3	Total
Cash, interest bearing	\$ 538,125	\$ -	\$ -	\$ 538,125
Mutual funds -				
Bond funds	1,404,476	-	-	1,404,476
International equity funds	1,179,983	-	-	1,179,983
Domestic equity funds	5,732,125	-	-	5,732,125
Blended funds	495,784	-	-	495,784
Target date funds	16,976,835	-	-	16,976,835
Common/collective trust	-	-	24,652	24,652
	<u>\$ 26,327,328</u>	<u>\$ -</u>	<u>\$ 24,652</u>	<u>\$ 26,351,980</u>

RADIO SYSTEMS CORPORATION RETIREMENT SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

(see auditor's report)

NOTE 5 - INVESTMENTS - continued

	Assets at Fair Value as of December 31, 2012			
	Level 1	Level 2	Level 3	Total
Cash, interest bearing	\$ 212,036	\$ -	\$ -	\$ 212,036
Mutual funds -				
Bond funds	1,383,732	-	-	1,383,732
International equity funds	893,070	-	-	893,070
Domestic equity funds	2,758,131	-	-	2,758,131
Blended funds	172,892	-	-	172,892
Target date funds	13,167,756	-	-	13,167,756
Common/collective trust	-	-	31,742	31,742
	<u>\$ 18,587,617</u>	<u>\$ -</u>	<u>\$ 31,742</u>	<u>\$ 18,619,359</u>

The following table sets forth a summary of changes in the fair value of the Plan's Level 3 assets:

	2013	2012
BALANCE - beginning of year	\$ 31,742	\$ 37,014
Net appreciation	321	489
Other	(816)	(128)
Sales	<u>(6,595)</u>	<u>(5,633)</u>
BALANCE - end of year	<u>\$ 24,652</u>	<u>\$ 31,742</u>

NOTE 6 - RELATED PARTY TRANSACTIONS

Certain Plan investments are shares of mutual funds managed by Fidelity Management Trust Company, the Plan's trustee, and therefore, these transactions qualify as party-in-interest transactions.

Administrative expenses involving these investments qualify as related party transactions, which totaled \$17,835 and \$12,633 for 2013 and 2012, respectively.

RADIO SYSTEMS CORPORATION RETIREMENT SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

(see auditor's report)

NOTE 7 - TAX STATUS

The Plan adopted a non-standardized 401(k) profit sharing prototype plan sponsored by Fidelity Management Trust Company. The prototype plan sponsor has received an opinion letter dated March 31, 2008, from the Internal Revenue Service as to the prototype plan's qualified status. The prototype plan opinion letter has been relied upon by the Plan Administrator. The Plan Administrator plans to submit an application for determination for the Company's adoption of such prototype plan. The Plan Administrator believes the Plan is designed and is being operated in compliance with the applicable provisions of the IRC.

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the Internal Revenue Service. The Plan Administrator has analyzed the 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 Administrator believes the Plan is no longer subject to income tax examinations for years prior to 2010.

NOTE 8 - RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

A reconciliation of net assets available for benefits per the financial statements to the Form 5500 is as follows:

	2013	2012
Net assets available for benefits	\$ 27,038,514	\$ 19,251,603
Contributions receivable	(78,788)	(82,259)
Rounding	2	(2)
Net assets per Form 5500	<u>\$ 26,959,728</u>	<u>\$ 19,169,342</u>

A reconciliation of the changes in net assets available for benefits per the financial statements to the Form 5500 is as follows:

	2013	2012
Net increase in net assets available for benefits	\$ 5,041,000	\$ 3,773,984
Change in contributions receivable	3,471	76,306
Rounding	2	(4)
Net income per Form 5500	<u>\$ 5,044,473</u>	<u>\$ 3,850,286</u>

SUPPLEMENTAL SCHEDULE

RADIO SYSTEMS CORPORATION RETIREMENT SAVINGS PLAN

SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES AT END OF YEAR

Schedule H, Part IV, Line 4(i) to Form 5500

December 31, 2013

(see auditor's report)

Employer Identification Number: 20-5548897

Plan Number: 001

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
Cash, interest bearing			
*Fidelity Retirement Money Market Portfolio	538,125 shares	**	\$ <u>538,125</u>
Common/collective trust			
*Wells Fargo Stable Return Fund G	512 units	**	<u>24,456</u>
Mutual funds			
*Fidelity Freedom 2000	7,031 shares	**	87,399
*Fidelity Freedom 2005	3,471 shares	**	41,136
*Fidelity Freedom 2010	6,380 shares	**	97,677
*Fidelity Freedom 2015	64,538 shares	**	822,857
*Fidelity Freedom 2020	69,415 shares	**	1,083,570
*Fidelity Freedom 2025	279,046 shares	**	3,716,891
*Fidelity Freedom 2030	219,967 shares	**	3,585,459
*Fidelity Freedom 2035	264,043 shares	**	3,559,297
*Fidelity Freedom 2040	192,325 shares	**	1,830,933
*Fidelity Freedom 2045	124,238 shares	**	1,362,894
*Fidelity Freedom 2050	63,760 shares	**	703,276
*Fidelity Freedom 2055	7,360 shares	**	85,446
*Fidelity Fund	7,039 shares	**	300,211
*Fidelity Government Income	56,850 shares	**	577,593
*Fidelity International Discovery	13,856 shares	**	561,173
*Fidelity Growth Discovery	30,549 shares	**	648,563
*Fidelity Freedom Income	4,253 shares	**	49,926
*Spartan Extended Market Index	10,226 shares	**	546,274
*Spartan International Index	4,902 shares	**	199,371
*Fidelity High Income	25,898 shares	**	242,664
*Fidelity Spartan 500 Index	15,143 shares	**	991,735
American Century Real Estate Investment	6,543 shares	**	152,911
PIMCO Total Return	54,651 shares	**	584,219
Columbia Acorn International Z	8,985 shares	**	419,439
Baron Asset Fund	17,670 shares	**	1,096,945
Allianz NFJ Dividend Value Admin	42,299 shares	**	679,743
Oakmark Equity & Income I	13,656 shares	**	445,858
Perkins Mid Cap Value J	19,575 shares	**	457,477
Allianz NFJ Small Cap Value Admin	14,861 shares	**	491,744
Royce Value Plus Svc	21,649 shares	**	<u>366,522</u>
			<u>25,789,203</u>
Notes receivable from participants			
*Participant loans	Interest rates range from 3.25% to 7.5%		<u>607,942</u>
TOTAL INVESTMENTS			\$ <u>26,959,726</u>

* A party-in-interest as defined by ERISA.

** Cost information is not required for participant-directed investments.

The above information has been certified by Fidelity Management Trust Company, the trustee, as complete and accurate.

**RADIO SYSTEMS CORPORATION
RETIREMENT SAVINGS PLAN**

FINANCIAL STATEMENTS

December 31, 2013

RADIO SYSTEMS CORPORATION RETIREMENT SAVINGS PLAN
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SUPPLEMENTAL SCHEDULE

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INDEPENDENT AUDITOR'S REPORT

To the Plan Administrator
Radio Systems Corporation Retirement Savings Plan
Knoxville, Tennessee

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Radio Systems Corporation Retirement Savings Plan (the Plan), which comprise the statements of net assets available for benefits as of December 31, 2013 and 2012, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 (ERISA), the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 4, 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. 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 and for the years ended December 31, 2013 and 2012, that the information provided to the Plan Administrator by the trustee is complete and accurate.

Disclaimer of Opinion

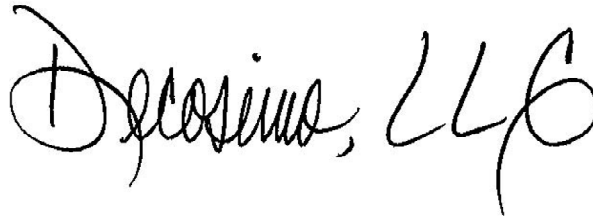
Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Report on Supplemental Schedule

The supplemental schedule of assets held for investment purposes at end of year is required by the DOL's Rules and Regulations for Reporting and Disclosure under ERISA and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on 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.

A handwritten signature in black ink that reads "Decosimo, LLC". The signature is written in a cursive, stylized font. The "D" is large and loops around the "e". The "LLC" is written in a more straightforward, slightly cursive style.

Knoxville, Tennessee
October 8, 2014

RADIO SYSTEMS CORPORATION RETIREMENT SAVINGS PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

December 31, 2013 and 2012

(see auditor's report)

	2013	2012
ASSETS		
Investments, at fair value -		
Cash, interest bearing	\$ 538,125	\$ 212,036
Common/collective trust	24,652	31,742
Mutual funds	<u>25,789,203</u>	<u>18,375,581</u>
Total investments	<u>26,351,980</u>	<u>18,619,359</u>
Receivables -		
Notes receivable from participants	607,942	550,880
Employer	29,672	32,462
Participants	<u>49,116</u>	<u>49,797</u>
Total receivables	<u>686,730</u>	<u>633,139</u>
NET ASSETS AVAILABLE FOR BENEFITS, at fair value	27,038,710	19,252,498
Adjustment from fair value to contract value for fully benefit-responsive investment contract	<u>(196)</u>	<u>(895)</u>
NET ASSETS AVAILABLE FOR BENEFITS	\$ <u>27,038,514</u>	\$ <u>19,251,603</u>

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

RADIO SYSTEMS CORPORATION RETIREMENT SAVINGS PLAN

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

Years Ended December 31, 2013 and 2012

(see auditor's report)

	2013	2012
ADDITIONS		
Investment income -		
Interest	\$ 1,189,842	\$ 474,227
Net appreciation in fair value of investments	<u>2,905,695</u>	<u>1,534,554</u>
	<u>4,095,537</u>	<u>2,008,781</u>
Contributions -		
Participants	1,698,199	1,453,543
Employer	1,184,070	929,964
Rollover	<u>391,119</u>	<u>109,558</u>
	<u>3,273,388</u>	<u>2,493,065</u>
Total additions	<u>7,368,925</u>	<u>4,501,846</u>
DEDUCTIONS		
Benefits paid	2,310,090	715,229
Administrative expenses	<u>17,835</u>	<u>12,633</u>
Total deductions	<u>2,327,925</u>	<u>727,862</u>
NET INCREASE	5,041,000	3,773,984
NET ASSETS AVAILABLE FOR BENEFITS		
Beginning of year	19,251,603	15,477,619
Transfers - from merging Plan (see Note 3)	<u>2,745,911</u>	<u>-</u>
End of year	<u>\$ 27,038,514</u>	<u>\$ 19,251,603</u>

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

RADIO SYSTEMS CORPORATION RETIREMENT SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

(see auditor's report)

NOTE 1 - PLAN DESCRIPTION

The following description of Radio Systems Corporation Retirement Savings Plan provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

GENERAL - The Plan is a defined contribution plan, funded by participant and Radio Systems Corporation (the Company) contributions, covering substantially all full-time employees who have completed six months of service. The Plan is subject to the provisions of ERISA, and the purpose of the Plan is to provide the benefits of a qualified employee retirement and savings plan to participants and their beneficiaries. Employees are eligible to become a participant in the Plan on the first day of the next month after being employed with the Company for six months.

CONTRIBUTIONS - Each year, participants may contribute pre-tax annual compensation, as defined by the Plan, not to exceed Internal Revenue Code (IRC) limitations. In addition, participants who are 50 years of age or older during the Plan year may make catch-up contributions not to exceed the IRC limitations. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans. These rollover amounts plus earnings thereon may be withdrawn from the Plan as a lump-sum distribution during employment.

Participant contributions are matched by Company contributions up to 100% of the first 5% of the participant's eligible compensation. The Company made matching contributions of \$1,086,252 and \$929,964 to the Plan for 2013 and 2012, respectively.

The Company may make additional contributions to the Plan subject to the discretion of the Board of Directors. Participants must be employed on the last day of the year to be eligible for the discretionary contribution allocation. Discretionary Company contributions totaled \$97,818 for 2013. No discretionary Company contributions were made in 2012.

PARTICIPANT ACCOUNTS - Each participant's account is credited with the participant's contributions, the Company's contributions and earnings on the account and charged with an allocation of administrative expenses. Allocations of earnings and expenses are based on participant account balances. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

PAYMENT OF BENEFITS - Upon attaining normal or disability retirement, the participant may apply for retirement benefits. If the participant dies before retirement, his death benefit will be paid to his beneficiary in a lump-sum payment. On termination of service, a participant may elect a lump-sum payment. All participants must begin withdrawing benefits no later than April 1 following the year age 70-1/2 is attained.

HARDSHIP WITHDRAWALS - Participants may withdraw their vested contributions in the event of hardship as defined in the Plan agreement. Participants shall not be permitted to make contributions to the Plan for a period of six months following receipt of the hardship distribution.

RADIO SYSTEMS CORPORATION RETIREMENT SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

(see auditor's report)

NOTE 1 - PLAN DESCRIPTION - continued

VESTING - Participants are fully (100%) vested in all pre-tax voluntary participant contributions and Company matching and discretionary contributions immediately.

NOTES RECEIVABLE FROM PARTICIPANTS - 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 percent of their account balance. Loan transactions are treated as a transfer to (from) the investment fund from (to) the participant loan fund. Loans range in term from one to five years for normal requests and range from one to ten years for residential based loans and are repaid ratably through monthly payroll deductions. The loans are secured by the balance in the participant's account and bear interest, as determined by the Plan Administrator, at rates that are commensurate with local prevailing rates.

PLAN TERMINATION - Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The significant accounting policies and practices followed by the Plan are as follows:

BASIS OF ACCOUNTING - The financial statements of the Plan are prepared under the accrual basis of accounting.

INVESTMENT VALUATION AND INCOME RECOGNITION - The Plan's investments are stated at fair value, which is defined as 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. Generally accepted accounting principles establish a fair value hierarchy which classifies investments into three levels. Level 1 includes investments valued using quoted prices in active markets for identical assets or liabilities, Level 2 includes investments valued based on inputs derived from or corroborated by observable market data and Level 3 includes investments valued based on significant unobservable inputs. Inputs are broadly defined as assumptions market participants would use in pricing an asset or liability. Assets and liabilities are classified based on the lowest level of any input that is significant to the fair value measurement.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recognized as earned on the accrual basis. Dividend income is recognized at the ex-dividend date.

Net appreciation of the fair value of investments consists of the unrealized appreciation or depreciation of investments held during the year, reinvestment of dividends and the realized gain or loss on investments sold during the year.

RADIO SYSTEMS CORPORATION RETIREMENT SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

(see auditor's report)

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - continued

A description of the valuation methodologies used for assets measured at fair value, as reported by the trustee, is as follows:

Cash - Valued at cost, which approximates fair value.

Mutual funds - Valued at the quoted net asset value of shares held by the Plan at year end.

Common/collective trust - Valued at fair value by discounting the related cash flows based on current yields of similar instruments with comparable durations, considering the credit-worthiness of the issuer.

COMMON/COLLECTIVE TRUST - Investment contracts held by a defined contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The statements of net assets available for benefits present investment contracts at fair value as well as an adjustment, if material, for the fully benefit-responsive investment contracts from fair value to contract value. The statements of changes in net assets available for benefits is prepared on a contract value basis. Contract value represents contributions to the fund, plus accrued interest, less participant withdrawals. The fair value of the contract totaled \$24,652 and \$31,742 as of December 31, 2013 and 2012, respectively. The contract value of the contract totaled \$24,456 and \$30,847 as of December 31, 2013 and 2012, respectively.

The Wells Fargo Stable Return Fund G is a common/collective trust fund comprised of guaranteed investment contracts (GICs) and money market instruments. Traditional GICs provide a fixed return of principal plus interest (based on the coupon rate) for a specified period of time. Synthetic GICs provide a variable crediting rate which resets at least quarterly and the issuer of the wrapper contract ensures that the interest crediting does not result in a future crediting interest that is less than zero. The effective yield and crediting interest rate for the fund was approximately 1.36% and 1.52%, respectively, for 2013, and 0.94% and 1.95%, respectively, for 2012.

Certain events limit the ability of the Plan to transact at contract value with Wells Fargo Stable Return Fund G. Such events include: the Plan's failure to qualify under certain tax regulations; the establishment of a participant Plan or similar fund that competes for employee contributions; changes in laws or regulations that could have a material adverse effect on the fund's cash flow; communication to participants influencing them to not invest in the fund; complete or partial termination of the Plan or its merger with another plan. The Plan Administrator does not believe that any events which would limit the Plan's ability to transact at contract value with participants are probable of occurring. There are no reserves against contract value for credit risk of the issuer or otherwise.

INVESTMENT RISKS - 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 financial statements.

RADIO SYSTEMS CORPORATION RETIREMENT SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

(see auditor's report)

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - continued

NOTES RECEIVABLE FROM PARTICIPANTS - Participant loans are classified as notes receivable from participants which are segregated from Plan investments and measured at their unpaid principal balances plus any accrued interest.

PAYMENT OF BENEFITS - Benefits are recognized when paid.

ESTIMATES AND UNCERTAINTIES - The preparation of financial statements in conformity with generally accepted accounting principles requires Plan management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of additions and deductions during the reporting period. Actual results could differ from those estimates.

ADMINISTRATIVE EXPENSES - The Plan's administrative expenses are paid by either the Plan or the Plan Administrator, as provided by the Plan document.

SUBSEQUENT EVENTS - The Plan Administrator has evaluated subsequent events for potential recognition and disclosure through October 8, 2014, the date the financial statements were available to be issued.

NOTE 3 - PLAN MERGER

On November 4, 2010, the Company acquired 100% of the outstanding shares of JGB Distributing. Due to this acquisition, management elected to merge the assets of the JGB Distributing 401(k) Plan into the Radio Systems Corporation Retirement Savings Plan effective February 1, 2013. The net assets of JGB Distributing 401(k) Plan totaling \$2,745,911 were transferred into the Plan in February 2013.

NOTE 4 - INFORMATION CERTIFIED BY THE PLAN'S TRUSTEE

The Plan Administrator has elected the method of compliance permitted by 29 CFR 2520.103-8 of the DOL's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under such election, the Plan Administrator instructed the Plan's independent auditors not to perform any auditing procedures with respect to information certified by Fidelity Management Trust Company, the Plan's trustee. The trustee has certified to the completeness and accuracy of all investments reflected on the accompanying statements of net assets available for benefits as of December 31, 2013 and 2012, and the supplemental schedule of assets held for investment purposes at end of year as of December 31, 2013, and the related investment income reflected in the statements of changes in net assets available for benefits for the years ended December 31, 2013 and 2012.

RADIO SYSTEMS CORPORATION RETIREMENT SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

(see auditor's report)

NOTE 5 - INVESTMENTS

The Plan's investments are held by the trustee. All investment information disclosed in the accompanying financial statements and supplemental schedule was obtained or derived from information supplied by the Plan Administrator and certified by the trustee as complete and accurate. The fair value of individual investments that represents 5% or more of the Plan's net assets is separately identified as follows:

	2013	2012
Mutual funds		
Fidelity Freedom 2020	*	\$ 1,226,092
Fidelity Freedom 2025	\$ 3,716,891	\$ 2,799,312
Fidelity Freedom 2030	\$ 3,585,459	\$ 2,913,811
Fidelity Freedom 2035	\$ 3,559,297	\$ 2,912,142
Fidelity Freedom 2040	\$ 1,830,933	\$ 1,341,304
Fidelity Freedom 2045	\$ 1,362,894	*

* Fair value of investment did not represent 5% or more of the Plan's net assets.

During 2013 and 2012, the Plan's investments (including investments bought, sold and held during the year) appreciated in value by \$2,905,695 and \$1,534,554, respectively, which is summarized as follows:

	2013	2012
Common/collective trust	\$ 321	\$ 488
Mutual funds	<u>2,905,374</u>	<u>1,534,066</u>
	<u>\$ 2,905,695</u>	<u>\$ 1,534,554</u>

The following tables set forth by level, within the fair value hierarchy, the Plan's assets at fair value:

Assets at Fair Value as of December 31, 2013				
	Level 1	Level 2	Level 3	Total
Cash, interest bearing	\$ 538,125	\$ -	\$ -	\$ 538,125
Mutual funds -				
Bond funds	1,404,476	-	-	1,404,476
International equity funds	1,179,983	-	-	1,179,983
Domestic equity funds	5,732,125	-	-	5,732,125
Blended funds	495,784	-	-	495,784
Target date funds	16,976,835	-	-	16,976,835
Common/collective trust	-	-	24,652	24,652
	<u>\$ 26,327,328</u>	<u>\$ -</u>	<u>\$ 24,652</u>	<u>\$ 26,351,980</u>

RADIO SYSTEMS CORPORATION RETIREMENT SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

(see auditor's report)

NOTE 5 - INVESTMENTS - continued

	Assets at Fair Value as of December 31, 2012			
	Level 1	Level 2	Level 3	Total
Cash, interest bearing	\$ 212,036	\$ -	\$ -	\$ 212,036
Mutual funds -				
Bond funds	1,383,732	-	-	1,383,732
International equity funds	893,070	-	-	893,070
Domestic equity funds	2,758,131	-	-	2,758,131
Blended funds	172,892	-	-	172,892
Target date funds	13,167,756	-	-	13,167,756
Common/collective trust	-	-	31,742	31,742
	<u>\$ 18,587,617</u>	<u>\$ -</u>	<u>\$ 31,742</u>	<u>\$ 18,619,359</u>

The following table sets forth a summary of changes in the fair value of the Plan's Level 3 assets:

	2013	2012
BALANCE - beginning of year	\$ 31,742	\$ 37,014
Net appreciation	321	489
Other	(816)	(128)
Sales	<u>(6,595)</u>	<u>(5,633)</u>
BALANCE - end of year	<u>\$ 24,652</u>	<u>\$ 31,742</u>

NOTE 6 - RELATED PARTY TRANSACTIONS

Certain Plan investments are shares of mutual funds managed by Fidelity Management Trust Company, the Plan's trustee, and therefore, these transactions qualify as party-in-interest transactions.

Administrative expenses involving these investments qualify as related party transactions, which totaled \$17,835 and \$12,633 for 2013 and 2012, respectively.

RADIO SYSTEMS CORPORATION RETIREMENT SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

(see auditor's report)

NOTE 7 - TAX STATUS

The Plan adopted a non-standardized 401(k) profit sharing prototype plan sponsored by Fidelity Management Trust Company. The prototype plan sponsor has received an opinion letter dated March 31, 2008, from the Internal Revenue Service as to the prototype plan's qualified status. The prototype plan opinion letter has been relied upon by the Plan Administrator. The Plan Administrator plans to submit an application for determination for the Company's adoption of such prototype plan. The Plan Administrator believes the Plan is designed and is being operated in compliance with the applicable provisions of the IRC.

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the Internal Revenue Service. The Plan Administrator has analyzed the 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 Administrator believes the Plan is no longer subject to income tax examinations for years prior to 2010.

NOTE 8 - RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

A reconciliation of net assets available for benefits per the financial statements to the Form 5500 is as follows:

	2013	2012
Net assets available for benefits	\$ 27,038,514	\$ 19,251,603
Contributions receivable	(78,788)	(82,259)
Rounding	2	(2)
Net assets per Form 5500	\$ <u>26,959,728</u>	\$ <u>19,169,342</u>

A reconciliation of the changes in net assets available for benefits per the financial statements to the Form 5500 is as follows:

	2013	2012
Net increase in net assets available for benefits	\$ 5,041,000	\$ 3,773,984
Change in contributions receivable	3,471	76,306
Rounding	2	(4)
Net income per Form 5500	\$ <u>5,044,473</u>	\$ <u>3,850,286</u>

SUPPLEMENTAL SCHEDULE

RADIO SYSTEMS CORPORATION RETIREMENT SAVINGS PLAN

SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES AT END OF YEAR

Schedule H, Part IV, Line 4(i) to Form 5500

December 31, 2013

(see auditor's report)

Employer Identification Number: 20-5548897

Plan Number: 001

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
Cash, interest bearing			
*Fidelity Retirement Money Market Portfolio	538,125 shares	**	\$ <u>538,125</u>
Common/collective trust			
*Wells Fargo Stable Return Fund G	512 units	**	<u>24,456</u>
Mutual funds			
*Fidelity Freedom 2000	7,031 shares	**	87,399
*Fidelity Freedom 2005	3,471 shares	**	41,136
*Fidelity Freedom 2010	6,380 shares	**	97,677
*Fidelity Freedom 2015	64,538 shares	**	822,857
*Fidelity Freedom 2020	69,415 shares	**	1,083,570
*Fidelity Freedom 2025	279,046 shares	**	3,716,891
*Fidelity Freedom 2030	219,967 shares	**	3,585,459
*Fidelity Freedom 2035	264,043 shares	**	3,559,297
*Fidelity Freedom 2040	192,325 shares	**	1,830,933
*Fidelity Freedom 2045	124,238 shares	**	1,362,894
*Fidelity Freedom 2050	63,760 shares	**	703,276
*Fidelity Freedom 2055	7,360 shares	**	85,446
*Fidelity Fund	7,039 shares	**	300,211
*Fidelity Government Income	56,850 shares	**	577,593
*Fidelity International Discovery	13,856 shares	**	561,173
*Fidelity Growth Discovery	30,549 shares	**	648,563
*Fidelity Freedom Income	4,253 shares	**	49,926
*Spartan Extended Market Index	10,226 shares	**	546,274
*Spartan International Index	4,902 shares	**	199,371
*Fidelity High Income	25,898 shares	**	242,664
*Fidelity Spartan 500 Index	15,143 shares	**	991,735
American Century Real Estate Investment	6,543 shares	**	152,911
PIMCO Total Return	54,651 shares	**	584,219
Columbia Acorn International Z	8,985 shares	**	419,439
Baron Asset Fund	17,670 shares	**	1,096,945
Allianz NFJ Dividend Value Admin	42,299 shares	**	679,743
Oakmark Equity & Income I	13,656 shares	**	445,858
Perkins Mid Cap Value J	19,575 shares	**	457,477
Allianz NFJ Small Cap Value Admin	14,861 shares	**	491,744
Royce Value Plus Svc	21,649 shares	**	<u>366,522</u>
			<u>25,789,203</u>
Notes receivable from participants			
*Participant loans	Interest rates range from 3.25% to 7.5%		<u>607,942</u>
TOTAL INVESTMENTS			\$ <u>26,959,726</u>

* A party-in-interest as defined by ERISA.

** Cost information is not required for participant-directed investments.

The above information has been certified by Fidelity Management Trust Company, the trustee, as complete and accurate.