Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

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

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

OMB Nos. 1210-0110
1210-0089

2013

This Form is Open to Public Inspection

Part I Annual Report Identification Information

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

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

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

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

D Check box if filing under:
- [X] Form 5558;
- [ ] automatic extension;
- [ ] the DFVC program;
- [ ] special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
TY, INC. EMPLOYEES 401K PROFIT SHARING PLAN & TRUST

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 01/01/1993

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

TY, INC.

280 CHESTNUT
WESTMONT, IL 60559

2b Employer Identification Number (EIN)
58-1666131

2c Sponsor's telephone number
630-920-1515

2d Business code (see instructions)
423920

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/13/2014	DONNA SNOPEK
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/13/2014	DONNA SNOPEK
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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

Preparer's telephone number (optional)

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

3b Administrator's EIN

3c Administrator's telephone number

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

a Sponsor's name

4b EIN

4c PN

5	Total number of participants at the beginning of the plan year	**5**	287
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**	263
b	Retired or separated participants receiving benefits	**6b**	1
c	Other retired or separated participants entitled to future benefits	**6c**	75
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	339
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	1
f	Total. Add lines **6d** and **6e**.	**6f**	340
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	278
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	4
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

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

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

9a Plan funding arrangement (check all that apply)

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

9b Plan benefit arrangement (check all that apply)

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

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

a Pension Schedules

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

b General Schedules

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

SCHEDULE A (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Insurance Information

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

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

▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).

OMB No. 1210-0110

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
TY, INC. EMPLOYEES 401K PROFIT SHARING PLAN & TRUST

B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
58-1666131

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

1 Coverage Information:

(a) Name of insurance carrier

ING LIFE INSURANCE & ANNUITY CO.

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
71-0294708	86509	776156	340	01/01/2013	12/31/2013

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

(a) Total amount of commissions paid	(b) Total amount of fees paid
5684	0

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

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

FIRST HEARTLAND CAPITAL INC
1839 LAKE SAINT LOUIS BLVD
LAKE SAINT LOUIS, MO 63367

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
5684			3

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

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

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

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

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

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

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

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

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

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

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

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

Part II Investment and Annuity Contract Information

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

4	Current value of plan's interest under this contract in the general account at year end	4	3639991
5	Current value of plan's interest under this contract in separate accounts at year end	5	

6 Contracts With Allocated Funds:

a State the basis of premium rates ▶

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

Specify nature of costs ▶

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity

(3) ☐ other (specify) ▶

f If contract purchased, in whole or in part, to distribute benefits from a terminating plan, check here ▶ ☐

7 Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)

a Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee

(3) ☐ guaranteed investment (4) ☒ other ▶ GROUP PENSION FUNDING

b	Balance at the end of the previous year			7b	4040453
c	Additions: (1) Contributions deposited during the year	7c(1)	188339		
	(2) Dividends and credits	7c(2)			
	(3) Interest credited during the year	7c(3)	117409		
	(4) Transferred from separate account	7c(4)			
	(5) Other (specify below)	7c(5)	81615		
	▶ *				
	(6)Total additions			7c(6)	387363
d	Total of balance and additions (add lines **7b** and **7c(6)**).			7d	4427816
e	Deductions:				
	(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	59357		
	(2) Administration charge made by carrier	7e(2)	644		
	(3) Transferred to separate account	7e(3)			
	(4) Other (specify below)	7e(4)	821455		
	▶ *				
	(5) Total deductions			7e(5)	881456
f	Balance at the end of the current year (subtract line **7e(5)** from line **7d**)			7f	3546360

Part III Welfare Benefit Contract Information

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

8 Benefit and contract type (check all applicable boxes)

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

9 Experience-rated contracts:				
a Premiums: (1) Amount received	**9a(1)**			
(2) Increase (decrease) in amount due but unpaid	**9a(2)**			
(3) Increase (decrease) in unearned premium reserve	**9a(3)**			
(4) Earned (**(1)** + **(2)** - **(3)**)			**9a(4)**	
b Benefit charges (1) Claims paid	**9b(1)**			
(2) Increase (decrease) in claim reserves	**9b(2)**			
(3) Incurred claims (add **(1)** and **(2)**)			**9b(3)**	
(4) Claims charged			**9b(4)**	
c Remainder of premium: (1) Retention charges (on an accrual basis) --				
(A) Commissions	**9c(1)(A)**			
(B) Administrative service or other fees	**9c(1)(B)**			
(C) Other specific acquisition costs	**9c(1)(C)**			
(D) Other expenses	**9c(1)(D)**			
(E) Taxes	**9c(1)(E)**			
(F) Charges for risks or other contingencies	**9c(1)(F)**			
(G) Other retention charges	**9c(1)(G)**			
(H) Total retention			**9c(1)(H)**	
(2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.)			**9c(2)**	
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement			**9d(1)**	
(2) Claim reserves			**9d(2)**	
(3) Other reserves			**9d(3)**	
e Dividends or retroactive rate refunds due. (Do not include amount entered in line **9c(2)**.)			**9e**	
10 Nonexperience-rated contracts:				
a Total premiums or subscription charges paid to carrier			**10a**	
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, line 2 above, report amount			**10b**	

Specify nature of costs ▶

Part IV Provision of Information

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

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

SCHEDULE C (Form 5500)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	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.**	**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
TY, INC. EMPLOYEES 401K PROFIT SHARING PLAN & TRUST

B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
58-1666131

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).. . . . . [X] 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

ING LIFE INSURANCE AND ANNUITY COMP

71-0294708

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

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

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)

MORNINGSTAR

36-3297908

(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?
26 27	SERVICE PROVIDER	2184	Yes [X] No [ ]	Yes [ ] No [X]	4000	Yes [ ] No [X]

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

ING LIFE INSURANCE AND ANNUITY CO.

71-0294708

(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?
26 27	SERVICE PROVIDER	3759	Yes [X] No [ ]	Yes [X] No [ ]	1000	Yes [ ] No [X]

(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
ING LIFE INSURANCE AND ANNUITY CO.	27	1000

(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.
ING LIFE INSURANCE AND ANNUITY CO. 71-0294708	INVESTMENT ADVISORY (PLAN)

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
MORNINGSTAR	27	4000

(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.
ING LIFE INSURANCE AND ANNUITY CO. 71-0294708	INVESTMENT ADVISORY (PLAN)

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

Part II Service Providers Who Fail or Refuse to Provide Information

4 Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide

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Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)

(complete as many entries as needed)

a	Name:	**b** EIN:
c	Position:	
d	Address:	**e** Telephone:

Explanation:

a	Name:	**b** EIN:
c	Position:	
d	Address:	**e** Telephone:

Explanation:

a	Name:	**b** EIN:
c	Position:	
d	Address:	**e** Telephone:

Explanation:

a	Name:	**b** EIN:
c	Position:	
d	Address:	**e** Telephone:

Explanation:

a	Name:	**b** EIN:
c	Position:	
d	Address:	**e** Telephone:

Explanation:

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

2013

This Form is Open to Public Inspection

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

A Name of plan
TY, INC. EMPLOYEES 401K PROFIT SHARING PLAN & TRUST

B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
58-1666131

Part I Asset and Liability Statement

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	263580	210959
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	12312008	16154281
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)	4040453	3546360
(15) Other	1c(15)		

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(1) Employer securities	1d(1)		
	(2) Employer real property	1d(2)		
e	Buildings and other property used in plan operation	1e		
f	Total assets (add all amounts in lines 1a through 1e)	1f	16616041	19911600
	Liabilities			
g	Benefit claims payable	1g		
h	Operating payables	1h		
i	Acquisition indebtedness	1i		
j	Other liabilities	1j		
k	Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	16616041	19911600

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)		
	(B) Participants	2a(1)(B)	703699	
	(C) Others (including rollovers)	2a(1)(C)		
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		703699
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
	(B) U.S. Government securities	2b(1)(B)		
	(C) Corporate debt instruments	2b(1)(C)		
	(D) Loans (other than to participants)	2b(1)(D)		
	(E) Participant loans	2b(1)(E)	11139	
	(F) Other	2b(1)(F)	117409	
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		128548
	(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
	(B) Common stock	2b(2)(B)		
	(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	422198	
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		422198
	(3) Rents	2b(3)		
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
	(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0
	(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
	(B) Other	2b(5)(B)		
	(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		2523651
c Other income	2c		2619
d Total income. Add all **income** amounts in column (b) and enter total	2d		3780715
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	447108	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines **2e(1)** through **(3)**	2e(4)		447108
f Corrective distributions (see instructions)	2f		32105
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	5943	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		5943
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		485156
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		3295559
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: WOLF & COMPANY LLP **(2)** EIN: 36-2985665

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

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

Part IV Compliance Questions

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

During the plan year:

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

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

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

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

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

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

Part V Trust Information (optional)

6a Name of trust	**6b** Trust's EIN

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).

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

OMB No. 1210-0110

2013

This Form is Open to Public Inspection.

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

A Name of plan
TY, INC. EMPLOYEES 401K PROFIT SHARING PLAN & TRUST

B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
58-1666131

Part I Distributions

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

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

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

EIN(s): 71-0294708

Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.

3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year **3**

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

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

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

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

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

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

b Enter the amount contributed by the employer to the plan for this plan year **6b**

c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount) **6c**

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

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

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

Part III Amendments

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

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

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

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

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

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Ty Inc. Employees 401(k) Profit Sharing Plan & Trust

Financial Statements,
Supplemental Schedule
and
Independent Auditor's Report
For the Years Ended
December 31, 2013 and 2012

Wolf & Company LLP
Certified Public Accountants

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INDEPENDENT AUDITOR'S REPORT

The Trustees
Ty Inc. Employees 401(k)
Profit Sharing Plan & Trust
Westmont, Illinois

We were engaged to audit the accompanying financial statements of TY INC. EMPLOYEES 401(K) PROFIT SHARING PLAN & TRUST, which comprise the statements of net assets available for benefits as of December 31, 2013 and 2012, 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 audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the *Basis for Disclaimer of Opinion* paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 5, which was certified by ING National Trust, the custodian of the Plan, except for comparing the information with the related information included in the financial statements. We have been informed by the plan administrator that the custodian holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained certifications from the custodian as of and for the years ended December 31, 2013 and 2012, that the information provided to the plan administrator by the custodian is complete and accurate.

Disclaimer of Opinion

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

Other Matter

The supplemental Schedule H, Line 4i - Schedule of Assets (Held at End of Year) as of December 31, 2013, is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we do not express an opinion on the supplemental schedule referred to above.

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 custodian, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Oakbrook Terrace, Illinois
October 10, 2014

Wolf & Company LLP

TY INC. EMPLOYEES 401(K) PROFIT SHARING PLAN & TRUST
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

	December 31,	
	2013	2012
Investments, at fair value:		
Registered investment companies	$ 16,154,281	$ 12,312,008
Fixed annuity contract	3,639,991	4,393,403
Total investments, at fair value	19,794,272	16,705,411
Notes receivable from participants	210,959	263,580
Net assets reflecting investments at fair value	20,005,231	16,968,991
Adjustments from fair value to contract value for fully benefit-responsive investment contracts	(93,631)	(352,950)
Net assets available for benefits	$ 19,911,600	$ 16,616,041

See accompanying notes to financial statements and independent auditor's report.

TY INC. EMPLOYEES 401(K) PROFIT SHARING PLAN & TRUST
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

	For the Year Ended December 31,	
	2013	2012
Additions to net assets attributed to:		
Investment income:		
Net appreciation in fair value of investments	$ 2,523,651	$ 1,203,524
Interest and dividends	539,607	412,999
Other	2,619	986
	3,065,877	1,617,509
Interest from participant notes receivable	11,139	11,926
Contributions:		
Participants	703,699	556,064
Transfer from other plan	-	1,611,971
Total additions	3,780,715	3,797,470
Deductions from net assets attributed to:		
Benefits paid to participants	447,108	785,074
Corrective distributions	32,105	9,487
Administrative expenses	5,943	2,627
Total deductions	485,156	797,188
Net increase	3,295,559	3,000,282
Net assets available for benefits:		
Beginning of year	16,616,041	13,615,759
End of year	$ 19,911,600	$ 16,616,041

See accompanying notes to financial statements and independent auditor's report.

TY INC. EMPLOYEES 401(K) PROFIT SHARING PLAN & TRUST
NOTES TO FINANCIAL STATEMENTS

1. Description of Plan

The following description of the Ty Inc. (the Company or Employer) Employees 401(k) Profit Sharing Plan & Trust (the Plan) is provided for general information purposes only. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

General - The Plan is a defined contribution plan covering all employees of the Company who have three months of service and are age 21 or older. The Plan was established effective January 1, 1993, and amended and restated as of January 1, 2009. The primary purpose of the Plan is to provide retirement benefits for eligible employees of the Company. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA), as amended by subsequent legislation.

On June 26, 2012, the Ty Warner Hotels & Resorts, LLC 401K Profit Sharing Plan was merged into the Plan. The transferred net assets of $1,611,971 have been recognized in the accounts of the Plan as of June 26, 2012, as their balances were previously carried in the accounts of the Ty Warner Hotels & Resorts, LLC 401K Profit Sharing Plan. The changes in net assets of the combined plans are included in the accompanying statement of changes in net assets available for benefits for the period from June 26, 2012 through December 31, 2012.

Contributions - Participants may elect to contribute 100% of eligible pre-tax compensation to the Plan up to the maximum amounts allowable by the Internal Revenue Code. Participants who have attained age 50 before the end of the plan year are eligible to make catch-up contributions of $5,500 during 2013 and 2012. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans.

The Company matches 100% of a participant's contribution up to a maximum of 6% of the participant's eligible compensation. Company contribution matching was suspended effective January 1, 2009. The Plan also provides for a discretionary profit sharing contribution for eligible employees. The Plan requires an employee to be actively employed on the last day of the plan year in order to participate in either the match or the profit sharing contribution. Contributions are subject to certain other plan and statutory limitations. No profit sharing contributions were made for 2013. Profit sharing contributions of $70,383 for 2012 were funded by forfeitures.

Participant Accounts - Each participant's account is credited with the participant's contribution and an allocation of the Company's contribution and plan earnings (losses). Participants are charged with an allocation of plan expenses if not paid by the Company. Allocations are based upon participant earnings or account balances, as defined.

Vesting - Participants are immediately vested in their voluntary contributions and the earnings thereon. Vesting in the remainder of their account is based upon the following schedule:

Years of Service	Percentage
Less than 2	0%
2	20%
3	40%
4	60%
5	80%
6	100%

1. Description of Plan (Cont.)

Notes Receivable from Participants - Participants may borrow from their retirement accounts a minimum of $1,000 up to a maximum equal to the lesser of $50,000 or 50% of their vested account balance. Loan terms range from one to five years except for those loans utilized for the purchase of a primary residence, which shall not exceed 30 years. The loans are secured by the balance in the participant's account and bear interest at a rate which is comparable to the rate a bank would charge on a similar loan. Interest rates range from 4.25% to 8.25%. Generally, the principal and interest is repaid ratably through payroll deductions.

Payment of Benefits - On termination of service due to death, disability or retirement, a participant or beneficiary may elect to receive a lump sum amount or annual installments. For termination of service due to other reasons, participants may receive the value of their vested interest as a lump-sum distribution.

Forfeitures - Forfeitures are used to reduce employer contributions. In 2013, no forfeitures were used to offset employer discretionary profit sharing contributions. In 2012, employer discretionary contributions of $70,383 were funded from forfeited non-vested accounts. Forfeitures in the amounts of $40,733 and $34,937, were outstanding as of December 31, 2013 and 2012, respectively.

2. Summary of Significant Accounting Policies

Basis of Accounting - The financial statements of the Plan have been prepared under the accrual basis of accounting in conformity with accounting principles generally accepted in the United States of America.

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

Investment Valuation and Income Recognition - The Plan's investments are stated at fair value. Shares of registered investment companies are valued based on quoted market prices which represent the net asset value of shares held by the Plan at year-end. The ING Fixed Annuity Contract is a fully benefit-responsive investment contract that is valued at contract value as reported by ING.

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 Plan invests in investment contracts through a fixed annuity contract (ING Fixed Account). As required, the statement of net assets available for benefits presents the fair value of the investment in the fixed annuity contract as well as the adjustment from fair value to contract value for fully benefit-responsive investment contracts. The statement of changes in net assets available for benefits is prepared on a contract value basis. The fair value of the Plan's interest in the ING Fixed Account is based on information reported by the issuer of the fixed annuity contract at year-end. The contract value of the ING Fixed Account represents contributions plus earnings, less participant withdrawals and administrative expenses.

For 2013 and 2012, the average yield earned by the fund was approximately 3.00%. The crediting interest rates to participants for 2013 and 2012 was approximately 3.00%.

2. Summary of Significant Accounting Policies (Cont.)

Investment Valuation and Income Recognition (cont.) -

Purchases and sales of securities are recorded on a trade-date basis. Dividends are recorded on the ex-dividend date. Interest income is recorded as earned. Net appreciation (depreciation) includes the Plan's gains and losses on investments bought and sold as well as held during the year.

The Plan provides for investments that, in general, are exposed to various risks, such as changes in interest rate and overall market volatility. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the value of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statement of net assets available for benefits.

Benefit Payments - Benefits are recorded when paid.

Administrative Expenses - Certain expenses incurred in administering the Plan are paid by the Company. Expenses incurred by ING National Trust in administering the Plan are deducted from the current year's investment income earned. Such expenses are not significant.

Notes Receivable from Participants - Notes receivable from participants are reported at their unpaid principal balance plus any accrued but unpaid interest, with no allowance for credit losses, as repayments of principal and interest are received through payroll deductions.

3. Plan Termination

While the Company expects to continue the Plan, it reserves the right to discontinue its contributions at any time and terminate the Plan by action of the trustees of the Plan, subject to the provisions of ERISA. Should the Plan be terminated or partially terminated by the Company, participant account balances as of the date of such termination will become fully vested and will be distributed in accordance with the provisions of the Plan.

4. Tax Status

The Plan obtained its latest determination letter on March 31, 2008, in which the Internal Revenue Service stated that the Plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code. The Plan has been amended since receiving the determination letter. However, the trustees believe that the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code. Therefore, no provision for income taxes has been included in the Plan's financial statements.

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, 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.

5. Information Prepared and Certified by the Custodian of the Plan

The Plan administrator has elected the method of annual reporting compliance permitted by Section 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, ING National Trust, the custodian of the Plan, has certified to the completeness and accuracy of all investments, at fair value and contract value for the ING Fixed Account, and notes receivable from participants as reflected on the accompanying statements of net assets available for benefits as of December 31, 2013 and 2012, and the schedule of assets (held at end of year) as of December 31, 2013, and all investment income (loss) components and interest from participant notes receivable reflected in the statements of changes in net assets available for benefits for the years ended December 31, 2013 and 2012.

6. Investments

The following presents the fair value of investments that represent 5% or more of the Plan's net assets as of December 31, 2013 and 2012:

	2013	2012
ING PIMCO Total Return Portfolio	$ 1,225,273	$ 976,428
American Funds New Perspective Fund	2,120,460	1,551,895
Blackrock Equity Dividend	998,739	*
ING Fixed Account (contract value of $3,546,360 and $4,040,453 at December 31, 2013 and 2012, respectively)	3,639,991	4,393,403
ING Large Cap Growth Portfolio	3,131,918	2,340,331
ING U.S. Stock Index Portfolio	1,113,930	894,212
American Funds American Balanced Fund	1,797,011	1,566,959

*Investment does not exceed 5% of the Plan's net assets.

During the years ended December 31, 2013 and 2012, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value as follows:

	2013	2012
Registered investment companies	$ 2,523,651	$ 1,203,524

7. Transactions with Parties-in-Interest

Certain plan investments are shares of registered investment companies managed by ING. ING is the custodian as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions. Fees paid by the Plan during 2013 and 2012 for legal, accounting and other professional services rendered by parties-in-interest were based on customary and reasonable rates for such services.

8. Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of certain financial statement amounts to the Form 5500 as of and for the years ended December 31, 2013 and 2012:

	2013	2012
Investment in fixed annuity contract at fair value per the financial statements	$ 3,639,991	$ 4,393,403
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	(93,631)	(352,950)
Investment in fixed annuity contract per Form 5500	$ 3,546,360	$ 4,040,453

9. Fair Value Measurements

Generally accepted accounting principles provide a uniform framework for the definition, measurements and disclosure of fair value measurements. Fair value is defined as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. The financial accounting standards also establish a fair value hierarchy which requires the plan to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. The financial accounting standards describe three levels of inputs that may be used to measure fair value:

Level 1: Quoted prices (unadjusted) for identical assets or liabilities in active markets that the plan has the ability to access as of the measurement date.

Level 2: Significant other observable inputs other than Level 1 prices, such as quoted prices for similar assets or liabilities, quoted prices in markets that are not active, and other inputs that are observable or can be corroborated by observable market data.

Level 3: Significant unobservable inputs that reflect a plan's own assumptions about the assumptions that market participants would use in pricing an asset or liability.

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

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2013 and 2012.

Registered investment companies - determined by obtaining quoted market prices on nationally recognized securities exchanges (Level 1).

Fixed annuity contract - ING Fixed Account funds have been reported using significant other unobservable inputs (Level 3 inputs). Short-term investment funds are carried at cost, which approximates fair value. The fair value of the ING Fixed Account is based upon the net asset values of the investments within the fund, including direct and indirect interests in fully benefit-responsive contracts, as determined in accordance with a valuation methodology adopted by the fund manager.

9. Fair Value Measurements (Cont.)

Fixed annuity contract (cont.) -

The Level 3 inputs used to derive the estimated fair values of the ING Fixed Account include directly unobservable discount rates and contract fees to estimate future cash flows, prices obtained from independent pricing services for similar securities, and internal pricing models using a combination of observable and unobservable market data.

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

The following tables set forth by level, within the fair value hierarchy, the Plan's assets carried at fair value as of December 31, 2013 and 2012:

		Fair Value Measurements at Reporting Date Using		
	Fair Value	Quoted Prices in Active Markets for Identical Assets/ Liabilities (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
December 31, 2013:				
Global/International funds	$ 329,735	$ 329,735	$ -	$ -
Small/mid/specialty funds	3,262,897	3,262,897	-	-
Large cap growth funds	5,252,378	5,252,378	-	-
Large cap value funds	2,112,669	2,112,669	-	-
Balanced funds	1,797,011	1,797,011	-	-
Stability of principal funds	40,733	40,733	-	-
Bond funds	1,450,406	1,450,406	-	-
Asset allocation funds	1,908,452	1,908,452	-	-
Fixed annuity contract (a)	3,639,991	-	-	3,639,991
Total	$ 19,794,272	$ 16,154,281	$ -	$ 3,639,991

9. Fair Value Measurements (Cont.)

	Fair Value	Fair Value Measurements at Reporting Date Using: Quoted Prices in Active Markets for Identical Assets/ Liabilities (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
December 31, 2012:				
Global/International funds	$ 215,351	$ 215,351	$ -	$ -
Small/mid/specialty funds	2,188,132	2,188,132	-	-
Large cap growth funds	3,892,226	3,892,226	-	-
Large cap value funds	1,431,242	1,431,242	-	-
Balanced funds	1,566,959	1,566,959	-	-
Stability of principal funds	34,937	34,937	-	-
Bond funds	1,345,236	1,345,236	-	-
Asset allocation funds	1,637,925	1,637,925	-	-
Fixed annuity contract (a)	4,393,403	-	-	4,393,403
Total	$ 16,705,411	$ 12,312,008	$ -	$ 4,393,403

(a) This category consists of a fixed account fund which seeks current income by investing in insurance contracts issued by insurance companies that offer stability of principal. Investments in this category can be redeemed daily at the current net asset value per share based on the contract value of the underlying assets.

Changes in the fair value of assets measured on a recurring basis using significant unobservable inputs (Level 3) for the years ended December 31, 2013 and 2012 are summarized as follows:

	2013	2012
Beginning balance	$ 4,393,403	$ 3,864,857
Purchases	420,598	1,346,583
Sales	(1,032,100)	(990,628)
Interest income	117,409	100,577
Adjustment from contract value to fair value	(259,319)	72,014
Ending balance	$ 3,639,991	$ 4,393,403

9. Fair Value Measurements (Cont.)

The following table represents the Plan's Level 3 financial instruments, the valuation techniques used to measure the fair value of those financial instruments, and the significant unobservable inputs and the ranges of values for those inputs as of December 31, 2013 and 2012.

Type	Fair Value	Valuation Technique	Significant Unobservable Inputs	Rate or Range of Rates
December 31, 2013 Guaranteed interest account	$ 3,639,991	Assumed surrender value at discontinuation	Credited interest rate at December 31, 2013	3.00%
December 31, 2012 Guaranteed interest account	$ 4,393,403	Assumed surrender value at discontinuation	Credited interest rate at December 31, 2012	3.00%

10. Subsequent Events

Management has evaluated subsequent events through October 10, 2014, the date on which the financial statements were available to be issued.

SUPPLEMENTAL SCHEDULE

TY INC. EMPLOYEES 401(K) PROFIT SHARING PLAN & TRUST
EIN: 58-1666131 PLAN NUMBER: 001
SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
December 31, 2013

(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	(d) Cost	(e) Current Value
	Registered investment companies:			
*	ING National Trust	ING Money Market Fund	**	$ 40,733
*	ING National Trust	PIMCO Total Return Portfolio	**	1,225,273
	ING National Trust	American Funds New Perspective Fund	**	2,120,460
	ING National Trust	Oppenheimer Developing Markets Fund	**	49,437
*	ING National Trust	ING International Index - CI S	**	280,298
*	ING National Trust	ING American Century Small-Mid Cap Value Portfolio Fund	**	498,213
*	ING National Trust	ING Clarion Real Estate Portfolio Fund	**	402,554
*	ING National Trust	ING Russell Mid Cap Index Portfolio Fund	**	178,184
*	ING National Trust	ING Russell Small Cap Index Portfolio Fund	**	491,269
	ING National Trust	Eagle Small Cap Growth Fund	**	757,692
	ING National Trust	Prudential Jennison Mid-Cap Growth Fund	**	598,993
	ING National Trust	Victory Established Value Fund	**	335,992
*	ING National Trust	ING Large Cap Growth Portfolio Fund	**	3,131,918
*	ING National Trust	ING U.S. Stock Index Portfolio	**	1,113,930
	ING National Trust	Blackrock Equity Dividend Fund	**	998,739
	ING National Trust	American Funds American Balanced Fund	**	1,797,011
	ING National Trust	Pioneer Strategic Income Fund	**	134,618
	ING National Trust	American Century Short Duration Infl Protect Bond Fund	**	64,629
	ING National Trust	PIMCO Foreign Bond Fund	**	25,886
	T. Rowe Price	T. Rowe Price Retirement 2015 Fund	**	323,590
	T. Rowe Price	T. Rowe Price Retirement 2020 Fund	**	15,266
	T. Rowe Price	T. Rowe Price Retirement 2025 Fund	**	769,702
	T. Rowe Price	T. Rowe Price Retirement 2035 Fund	**	518,739
	T. Rowe Price	T. Rowe Price Retirement 2040 Fund	**	15,435
	T. Rowe Price	T. Rowe Price Retirement 2045 Fund	**	260,089
	T. Rowe Price	T. Rowe Price Retirement 2055 Fund	**	3,620
	T. Rowe Price	T. Rowe Price Retirement Income Fund	**	2,011
				16,154,281
*	ING Life Insurance and Annuity Company	ING Fixed Account	**	3,639,991
*	Notes receivable from participants	Interest rates 4.25% - 8.25%	-0-	210,959
				$ 20,005,231

*Party-in-interest.
**Cost for participant-directed investments.

See independent auditor's report.

Attachment to 2013 Form 5500
Schedule H, line 4i - Schedule of Assets
(Held at End of Year)
TY, Inc. Employees 401(K) Profit Sharing Plan & Trust
EIN#58-1666131
Plan#001
As Of December 31, 2013

(a)	(b) Identity of issue, borrower, lessor or similar party	(c) Description of investments including maturity date, rate of interest, collateral, par, or maturity date	(d)Cost	(e) Current Value
	AmCen ShortDurInflProBd F R	Registered Investment Company		$64,629
	American Funds Am Balanced R4	Registered Investment Company		$1,797,011
	American Funds Nw Prspctv R4	Registered Investment Company		$2,120,460
	Blackrock Equity Dividend-A	Registered Investment Company		$998,739
	Eagle SmCp G F - A	Registered Investment Company		$757,692
*	ING Am Cent SmMid Cap-Svc	Registered Investment Company		$498,213
*	ING Clarion Real Est PrtSvc	Registered Investment Company		$402,554
*	ING Fixed Account	Insurance Company General Account		$3,546,360
*	ING International Index - Cl S	Registered Investment Company		$280,298
*	ING Large Cap Growth Pt Svc2	Registered Investment Company		$3,131,918
*	ING Money Market Fund A	Registered Investment Company		$40,733
*	ING Rusel Small Cap Indx Cl S	Registered Investment Company		$491,269
*	ING Russell Mid Cap Index Cl S	Registered Investment Company		$178,184
*	ING U.S. Stk Ind Port - SvcCl	Registered Investment Company		$1,113,930
	Jennison MdCp GrFund, - Cl R	Registered Investment Company		$598,992
	Oppenheimer Developing Markets	Registered Investment Company		$49,437
	PIMCO Frg Bd F	Registered Investment Company		$25,886
	PIMCO Total Return Fund-A	Registered Investment Company		$1,225,273
	Pioneer Strategic Inc Fd-A	Registered Investment Company		$134,618
	T Rowe Prc Rt 2015 F	Registered Investment Company		$323,590
	T Rowe Prc Rt 2020 F	Registered Investment Company		$15,266
	T Rowe Prc Rt 2025 F	Registered Investment Company		$769,702
	T Rowe Prc Rt 2035 F	Registered Investment Company		$518,739
	T Rowe Prc Rt 2040 F	Registered Investment Company		$15,435
	T Rowe Prc Rt 2045 F	Registered Investment Company		$260,089
	T Rowe Prc Rt 2055 F	Registered Investment Company		$3,620
	T Rowe Prc Rt Inc F	Registered Investment Company		$2,011
	Victory Established Val Fnd A	Registered Investment Company		$335,992
		Participant Loans - Rates 4.25% to 4.25%		$210,959
	TOTAL			$19,911,600

* denotes party-in-interest
Column (d) is not required as the Plan's investments are totally participant directed.

Ty Inc. Employees 401(k) Profit Sharing Plan & Trust

Financial Statements,
Supplemental Schedule
and
Independent Auditor's Report
For the Years Ended
December 31, 2013 and 2012

Wolf & Company LLP
Certified Public Accountants

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INDEPENDENT AUDITOR'S REPORT

The Trustees
Ty Inc. Employees 401(k)
Profit Sharing Plan & Trust
Westmont, Illinois

We were engaged to audit the accompanying financial statements of TY INC. EMPLOYEES 401(K) PROFIT SHARING PLAN & TRUST, which comprise the statements of net assets available for benefits as of December 31, 2013 and 2012, 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 audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the *Basis for Disclaimer of Opinion* paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 5, which was certified by ING National Trust, the custodian of the Plan, except for comparing the information with the related information included in the financial statements. We have been informed by the plan administrator that the custodian holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained certifications from the custodian as of and for the years ended December 31, 2013 and 2012, that the information provided to the plan administrator by the custodian is complete and accurate.

Disclaimer of Opinion

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

Other Matter

The supplemental Schedule H, Line 4i - Schedule of Assets (Held at End of Year) as of December 31, 2013, is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we do not express an opinion on the supplemental schedule referred to above.

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 custodian, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Oakbrook Terrace, Illinois
October 10, 2014

Wolf & Company LLP

TY INC. EMPLOYEES 401(K) PROFIT SHARING PLAN & TRUST
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

	December 31,	
	2013	2012
Investments, at fair value:		
Registered investment companies	$ 16,154,281	$ 12,312,008
Fixed annuity contract	3,639,991	4,393,403
Total investments, at fair value	19,794,272	16,705,411
Notes receivable from participants	210,959	263,580
Net assets reflecting investments at fair value	20,005,231	16,968,991
Adjustments from fair value to contract value for fully benefit-responsive investment contracts	(93,631)	(352,950)
Net assets available for benefits	$ 19,911,600	$ 16,616,041

See accompanying notes to financial statements and independent auditor's report.

TY INC. EMPLOYEES 401(K) PROFIT SHARING PLAN & TRUST
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

	For the Year Ended December 31,	
	2013	2012
Additions to net assets attributed to:		
Investment income:		
Net appreciation in fair value of investments	$ 2,523,651	$ 1,203,524
Interest and dividends	539,607	412,999
Other	2,619	986
	3,065,877	1,617,509
Interest from participant notes receivable	11,139	11,926
Contributions:		
Participants	703,699	556,064
Transfer from other plan	-	1,611,971
Total additions	3,780,715	3,797,470
Deductions from net assets attributed to:		
Benefits paid to participants	447,108	785,074
Corrective distributions	32,105	9,487
Administrative expenses	5,943	2,627
Total deductions	485,156	797,188
Net increase	3,295,559	3,000,282
Net assets available for benefits:		
Beginning of year	16,616,041	13,615,759
End of year	$ 19,911,600	$ 16,616,041

See accompanying notes to financial statements and independent auditor's report.

TY INC. EMPLOYEES 401(K) PROFIT SHARING PLAN & TRUST
NOTES TO FINANCIAL STATEMENTS

1. Description of Plan

The following description of the Ty Inc. (the Company or Employer) Employees 401(k) Profit Sharing Plan & Trust (the Plan) is provided for general information purposes only. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

General - The Plan is a defined contribution plan covering all employees of the Company who have three months of service and are age 21 or older. The Plan was established effective January 1, 1993, and amended and restated as of January 1, 2009. The primary purpose of the Plan is to provide retirement benefits for eligible employees of the Company. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA), as amended by subsequent legislation.

On June 26, 2012, the Ty Warner Hotels & Resorts, LLC 401K Profit Sharing Plan was merged into the Plan. The transferred net assets of $1,611,971 have been recognized in the accounts of the Plan as of June 26, 2012, as their balances were previously carried in the accounts of the Ty Warner Hotels & Resorts, LLC 401K Profit Sharing Plan. The changes in net assets of the combined plans are included in the accompanying statement of changes in net assets available for benefits for the period from June 26, 2012 through December 31, 2012.

Contributions - Participants may elect to contribute 100% of eligible pre-tax compensation to the Plan up to the maximum amounts allowable by the Internal Revenue Code. Participants who have attained age 50 before the end of the plan year are eligible to make catch-up contributions of $5,500 during 2013 and 2012. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans.

The Company matches 100% of a participant's contribution up to a maximum of 6% of the participant's eligible compensation. Company contribution matching was suspended effective January 1, 2009. The Plan also provides for a discretionary profit sharing contribution for eligible employees. The Plan requires an employee to be actively employed on the last day of the plan year in order to participate in either the match or the profit sharing contribution. Contributions are subject to certain other plan and statutory limitations. No profit sharing contributions were made for 2013. Profit sharing contributions of $70,383 for 2012 were funded by forfeitures.

Participant Accounts - Each participant's account is credited with the participant's contribution and an allocation of the Company's contribution and plan earnings (losses). Participants are charged with an allocation of plan expenses if not paid by the Company. Allocations are based upon participant earnings or account balances, as defined.

Vesting - Participants are immediately vested in their voluntary contributions and the earnings thereon. Vesting in the remainder of their account is based upon the following schedule:

Years of Service	Percentage
Less than 2	0%
2	20%
3	40%
4	60%
5	80%
6	100%

1. Description of Plan (Cont.)

Notes Receivable from Participants - Participants may borrow from their retirement accounts a minimum of $1,000 up to a maximum equal to the lesser of $50,000 or 50% of their vested account balance. Loan terms range from one to five years except for those loans utilized for the purchase of a primary residence, which shall not exceed 30 years. The loans are secured by the balance in the participant's account and bear interest at a rate which is comparable to the rate a bank would charge on a similar loan. Interest rates range from 4.25% to 8.25%. Generally, the principal and interest is repaid ratably through payroll deductions.

Payment of Benefits - On termination of service due to death, disability or retirement, a participant or beneficiary may elect to receive a lump sum amount or annual installments. For termination of service due to other reasons, participants may receive the value of their vested interest as a lump-sum distribution.

Forfeitures - Forfeitures are used to reduce employer contributions. In 2013, no forfeitures were used to offset employer discretionary profit sharing contributions. In 2012, employer discretionary contributions of $70,383 were funded from forfeited non-vested accounts. Forfeitures in the amounts of $40,733 and $34,937, were outstanding as of December 31, 2013 and 2012, respectively.

2. Summary of Significant Accounting Policies

Basis of Accounting - The financial statements of the Plan have been prepared under the accrual basis of accounting in conformity with accounting principles generally accepted in the United States of America.

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

Investment Valuation and Income Recognition - The Plan's investments are stated at fair value. Shares of registered investment companies are valued based on quoted market prices which represent the net asset value of shares held by the Plan at year-end. The ING Fixed Annuity Contract is a fully benefit-responsive investment contract that is valued at contract value as reported by ING.

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 Plan invests in investment contracts through a fixed annuity contract (ING Fixed Account). As required, the statement of net assets available for benefits presents the fair value of the investment in the fixed annuity contract as well as the adjustment from fair value to contract value for fully benefit-responsive investment contracts. The statement of changes in net assets available for benefits is prepared on a contract value basis. The fair value of the Plan's interest in the ING Fixed Account is based on information reported by the issuer of the fixed annuity contract at year-end. The contract value of the ING Fixed Account represents contributions plus earnings, less participant withdrawals and administrative expenses.

For 2013 and 2012, the average yield earned by the fund was approximately 3.00%. The crediting interest rates to participants for 2013 and 2012 was approximately 3.00%.

2. Summary of Significant Accounting Policies (Cont.)

Investment Valuation and Income Recognition (cont.) -

Purchases and sales of securities are recorded on a trade-date basis. Dividends are recorded on the ex-dividend date. Interest income is recorded as earned. Net appreciation (depreciation) includes the Plan's gains and losses on investments bought and sold as well as held during the year.

The Plan provides for investments that, in general, are exposed to various risks, such as changes in interest rate and overall market volatility. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the value of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statement of net assets available for benefits.

Benefit Payments - Benefits are recorded when paid.

Administrative Expenses - Certain expenses incurred in administering the Plan are paid by the Company. Expenses incurred by ING National Trust in administering the Plan are deducted from the current year's investment income earned. Such expenses are not significant.

Notes Receivable from Participants - Notes receivable from participants are reported at their unpaid principal balance plus any accrued but unpaid interest, with no allowance for credit losses, as repayments of principal and interest are received through payroll deductions.

3. Plan Termination

While the Company expects to continue the Plan, it reserves the right to discontinue its contributions at any time and terminate the Plan by action of the trustees of the Plan, subject to the provisions of ERISA. Should the Plan be terminated or partially terminated by the Company, participant account balances as of the date of such termination will become fully vested and will be distributed in accordance with the provisions of the Plan.

4. Tax Status

The Plan obtained its latest determination letter on March 31, 2008, in which the Internal Revenue Service stated that the Plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code. The Plan has been amended since receiving the determination letter. However, the trustees believe that the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code. Therefore, no provision for income taxes has been included in the Plan's financial statements.

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, 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.

5. Information Prepared and Certified by the Custodian of the Plan

The Plan administrator has elected the method of annual reporting compliance permitted by Section 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, ING National Trust, the custodian of the Plan, has certified to the completeness and accuracy of all investments, at fair value and contract value for the ING Fixed Account, and notes receivable from participants as reflected on the accompanying statements of net assets available for benefits as of December 31, 2013 and 2012, and the schedule of assets (held at end of year) as of December 31, 2013, and all investment income (loss) components and interest from participant notes receivable reflected in the statements of changes in net assets available for benefits for the years ended December 31, 2013 and 2012.

6. Investments

The following presents the fair value of investments that represent 5% or more of the Plan's net assets as of December 31, 2013 and 2012:

	2013	2012
ING PIMCO Total Return Portfolio	$ 1,225,273	$ 976,428
American Funds New Perspective Fund	2,120,460	1,551,895
Blackrock Equity Dividend	998,739	*
ING Fixed Account (contract value of $3,546,360 and $4,040,453 at December 31, 2013 and 2012, respectively)	3,639,991	4,393,403
ING Large Cap Growth Portfolio	3,131,918	2,340,331
ING U.S. Stock Index Portfolio	1,113,930	894,212
American Funds American Balanced Fund	1,797,011	1,566,959

*Investment does not exceed 5% of the Plan's net assets.

During the years ended December 31, 2013 and 2012, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value as follows:

	2013	2012
Registered investment companies	$ 2,523,651	$ 1,203,524

7. Transactions with Parties-in-Interest

Certain plan investments are shares of registered investment companies managed by ING. ING is the custodian as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions. Fees paid by the Plan during 2013 and 2012 for legal, accounting and other professional services rendered by parties-in-interest were based on customary and reasonable rates for such services.

8. Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of certain financial statement amounts to the Form 5500 as of and for the years ended December 31, 2013 and 2012:

	2013	2012
Investment in fixed annuity contract at fair value per the financial statements	$ 3,639,991	$ 4,393,403
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	(93,631)	(352,950)
Investment in fixed annuity contract per Form 5500	$ 3,546,360	$ 4,040,453

9. Fair Value Measurements

Generally accepted accounting principles provide a uniform framework for the definition, measurements and disclosure of fair value measurements. Fair value is defined as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. The financial accounting standards also establish a fair value hierarchy which requires the plan to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. The financial accounting standards describe three levels of inputs that may be used to measure fair value:

Level 1: Quoted prices (unadjusted) for identical assets or liabilities in active markets that the plan has the ability to access as of the measurement date.

Level 2: Significant other observable inputs other than Level 1 prices, such as quoted prices for similar assets or liabilities, quoted prices in markets that are not active, and other inputs that are observable or can be corroborated by observable market data.

Level 3: Significant unobservable inputs that reflect a plan's own assumptions about the assumptions that market participants would use in pricing an asset or liability.

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

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2013 and 2012.

Registered investment companies - determined by obtaining quoted market prices on nationally recognized securities exchanges (Level 1).

Fixed annuity contract - ING Fixed Account funds have been reported using significant other unobservable inputs (Level 3 inputs). Short-term investment funds are carried at cost, which approximates fair value. The fair value of the ING Fixed Account is based upon the net asset values of the investments within the fund, including direct and indirect interests in fully benefit-responsive contracts, as determined in accordance with a valuation methodology adopted by the fund manager.

9. Fair Value Measurements (Cont.)

Fixed annuity contract (cont.) -

The Level 3 inputs used to derive the estimated fair values of the ING Fixed Account include directly unobservable discount rates and contract fees to estimate future cash flows, prices obtained from independent pricing services for similar securities, and internal pricing models using a combination of observable and unobservable market data.

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

The following tables set forth by level, within the fair value hierarchy, the Plan's assets carried at fair value as of December 31, 2013 and 2012:

		Fair Value Measurements at Reporting Date Using		
	Fair Value	Quoted Prices in Active Markets for Identical Assets/ Liabilities (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
December 31, 2013:				
Global/International funds	$ 329,735	$ 329,735	$ -	$ -
Small/mid/specialty funds	3,262,897	3,262,897	-	-
Large cap growth funds	5,252,378	5,252,378	-	-
Large cap value funds	2,112,669	2,112,669	-	-
Balanced funds	1,797,011	1,797,011	-	-
Stability of principal funds	40,733	40,733	-	-
Bond funds	1,450,406	1,450,406	-	-
Asset allocation funds	1,908,452	1,908,452	-	-
Fixed annuity contract (a)	3,639,991	-	-	3,639,991
Total	$ 19,794,272	$ 16,154,281	$ -	$ 3,639,991

9. Fair Value Measurements (Cont.)

	Fair Value	Fair Value Measurements at Reporting Date Using: Quoted Prices in Active Markets for Identical Assets/ Liabilities (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
December 31, 2012:				
Global/International funds	$ 215,351	$ 215,351	$ -	$ -
Small/mid/specialty funds	2,188,132	2,188,132	-	-
Large cap growth funds	3,892,226	3,892,226	-	-
Large cap value funds	1,431,242	1,431,242	-	-
Balanced funds	1,566,959	1,566,959	-	-
Stability of principal funds	34,937	34,937	-	-
Bond funds	1,345,236	1,345,236	-	-
Asset allocation funds	1,637,925	1,637,925	-	-
Fixed annuity contract (a)	4,393,403	-	-	4,393,403
Total	$ 16,705,411	$ 12,312,008	$ -	$ 4,393,403

(a) This category consists of a fixed account fund which seeks current income by investing in insurance contracts issued by insurance companies that offer stability of principal. Investments in this category can be redeemed daily at the current net asset value per share based on the contract value of the underlying assets.

Changes in the fair value of assets measured on a recurring basis using significant unobservable inputs (Level 3) for the years ended December 31, 2013 and 2012 are summarized as follows:

	2013	2012
Beginning balance	$ 4,393,403	$ 3,864,857
Purchases	420,598	1,346,583
Sales	(1,032,100)	(990,628)
Interest income	117,409	100,577
Adjustment from contract value to fair value	(259,319)	72,014
Ending balance	$ 3,639,991	$ 4,393,403

9. Fair Value Measurements (Cont.)

The following table represents the Plan's Level 3 financial instruments, the valuation techniques used to measure the fair value of those financial instruments, and the significant unobservable inputs and the ranges of values for those inputs as of December 31, 2013 and 2012.

Type	Fair Value	Valuation Technique	Significant Unobservable Inputs	Rate or Range of Rates
December 31, 2013 Guaranteed interest account	$ 3,639,991	Assumed surrender value at discontinuation	Credited interest rate at December 31, 2013	3.00%
December 31, 2012 Guaranteed interest account	$ 4,393,403	Assumed surrender value at discontinuation	Credited interest rate at December 31, 2012	3.00%

10. Subsequent Events

Management has evaluated subsequent events through October 10, 2014, the date on which the financial statements were available to be issued.

SUPPLEMENTAL SCHEDULE

TY INC. EMPLOYEES 401(K) PROFIT SHARING PLAN & TRUST
EIN: 58-1666131 PLAN NUMBER: 001
SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
December 31, 2013

(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	(d) Cost	(e) Current Value
	Registered investment companies:			
*	ING National Trust	ING Money Market Fund	**	$ 40,733
*	ING National Trust	PIMCO Total Return Portfolio	**	1,225,273
	ING National Trust	American Funds New Perspective Fund	**	2,120,460
	ING National Trust	Oppenheimer Developing Markets Fund	**	49,437
*	ING National Trust	ING International Index - CI S	**	280,298
*	ING National Trust	ING American Century Small-Mid Cap Value Portfolio Fund	**	498,213
*	ING National Trust	ING Clarion Real Estate Portfolio Fund	**	402,554
*	ING National Trust	ING Russell Mid Cap Index Portfolio Fund	**	178,184
*	ING National Trust	ING Russell Small Cap Index Portfolio Fund	**	491,269
	ING National Trust	Eagle Small Cap Growth Fund	**	757,692
	ING National Trust	Prudential Jennison Mid-Cap Growth Fund	**	598,993
	ING National Trust	Victory Established Value Fund	**	335,992
*	ING National Trust	ING Large Cap Growth Portfolio Fund	**	3,131,918
*	ING National Trust	ING U.S. Stock Index Portfolio	**	1,113,930
	ING National Trust	Blackrock Equity Dividend Fund	**	998,739
	ING National Trust	American Funds American Balanced Fund	**	1,797,011
	ING National Trust	Pioneer Strategic Income Fund	**	134,618
	ING National Trust	American Century Short Duration Infl Protect Bond Fund	**	64,629
	ING National Trust	PIMCO Foreign Bond Fund	**	25,886
	T. Rowe Price	T. Rowe Price Retirement 2015 Fund	**	323,590
	T. Rowe Price	T. Rowe Price Retirement 2020 Fund	**	15,266
	T. Rowe Price	T. Rowe Price Retirement 2025 Fund	**	769,702
	T. Rowe Price	T. Rowe Price Retirement 2035 Fund	**	518,739
	T. Rowe Price	T. Rowe Price Retirement 2040 Fund	**	15,435
	T. Rowe Price	T. Rowe Price Retirement 2045 Fund	**	260,089
	T. Rowe Price	T. Rowe Price Retirement 2055 Fund	**	3,620
	T. Rowe Price	T. Rowe Price Retirement Income Fund	**	2,011
				16,154,281
*	ING Life Insurance and Annuity Company	ING Fixed Account	**	3,639,991
*	Notes receivable from participants	Interest rates 4.25% - 8.25%	-0-	210,959
				$ 20,005,231

*Party-in-interest.
**Cost for participant-directed investments.

See independent auditor's report.