# 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

**2012**

**This Form is Open to Public Inspection**

## Part I Annual Report Identification Information

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

**A** This return/report is for:
- [ ] a multiemployer plan;
- [ ] a 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;
- [X] 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
TERRA HOLDINGS 401(K) PLAN

**1b** Three-digit plan number (PN) ▶ 001

**1c** Effective date of plan 01/01/1995

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

TERRA HOLDINGS DBA BHS HOLDINGS, LLC

770 LEXINGTON AVE
NEW YORK, NY 10065-8165

**2b** Employer Identification Number (EIN)
13-3809960

**2c** Sponsor's telephone number
212-508-7304

**2d** Business code (see instructions)
531310

**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. | 10/26/2015 | JUDITH CAPLAN |
| | **Signature of plan administrator** | Date | Enter name of individual signing as plan administrator |
| **SIGN HERE** | Filed with authorized/valid electronic signature. | 10/26/2015 | JUDITH CAPLAN |
| | **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: | **4b** EIN | |
| **a** Sponsor's name | **4c** PN | |
| **5** Total number of participants at the beginning of the plan year | **5** | 440 |
| **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** | 424 |
| **b** Retired or separated participants receiving benefits | **6b** | 0 |
| **c** Other retired or separated participants entitled to future benefits | **6c** | 26 |
| **d** Subtotal. Add lines **6a**, **6b**, and **6c** | **6d** | 450 |
| **e** Deceased participants whose beneficiaries are receiving or are entitled to receive benefits | **6e** | 1 |
| **f** Total. Add lines **6d** and **6e** | **6f** | 451 |
| **g** Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item) | **6g** | 416 |
| **h** Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested | **6h** | 14 |
| **7** Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item) | **7** | |

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

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

**9a** Plan funding arrangement (check all that apply)

| | | |
|---|---|---|
| **(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)** | [X] | | **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

**2012**

**This Form is Open to Public Inspection**

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

**A** Name of plan
TERRA HOLDINGS 401(K) PLAN

**B** Three-digit plan number (PN) ▶ 001

**C** Plan sponsor's name as shown on line 2a of Form 5500
TERRA HOLDINGS DBA BHS HOLDINGS, LLC

**D** Employer Identification Number (EIN)
13-3809960

**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

PRINCIPAL LIFE INSURANCE COMPANY

| **(b)** EIN | **(c)** NAIC code | **(d)** Contract or identification number | **(e)** Approximate number of persons covered at end of policy or contract year | Policy or contract year | |
|---|---|---|---|---|---|
| | | | | **(f)** From | **(g)** To |
| 42-0127290 | 61271 | 419038 | 451 | 01/01/2012 | 12/31/2012 |

**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 |
|---|---|
| 0 | 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

| **(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 | |
| | | | |

**(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 | 29318 |
| 5 | Current value of plan's interest under this contract in separate accounts at year end | 5 | 8280905 |

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 ▶ FLEXIBLE INVESTMENT ANNUITY

| | | | | | |
|---|---|---|---|---|---|
| b | Balance at the end of the previous year | | | 7b | 142322 |
| c | Additions: (1) Contributions deposited during the year | 7c(1) | -2 | | |
| | (2) Dividends and credits | 7c(2) | | | |
| | (3) Interest credited during the year | 7c(3) | 375 | | |
| | (4) Transferred from separate account | 7c(4) | | | |
| | (5) Other (specify below) | 7c(5) | | | |
| | ▶ | | | | |
| | (6) Total additions | | | 7c(6) | 373 |
| d | Total of balance and additions (add lines **7b** and **7c(6)**). | | | 7d | 142695 |
| e | Deductions: | | | | |
| | (1) Disbursed from fund to pay benefits or purchase annuities during year | 7e(1) | 133 | | |
| | (2) Administration charge made by carrier | 7e(2) | 6 | | |
| | (3) Transferred to separate account | 7e(3) | 113172 | | |
| | (4) Other (specify below) | 7e(4) | 66 | | |
| | ▶ LOAN WITHDRAWAL, 401(K) (M) EXCESS CONTRIBUTION | | | | |
| | (5) Total deductions | | | 7e(5) | 113377 |
| f | Balance at the end of the current year (subtract line **7e(5)** from line **7d**) | | | 7f | 29318 |

## 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<br>Internal Revenue Service<br>Department of Labor<br>Employee Benefits Security Administration<br>Pension Benefit Guaranty Corporation | This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).<br>▶ **File as an attachment to Form 5500.** | **2012**<br>**This Form is Open to Public Inspection.** |

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

**A** Name of plan
TERRA HOLDINGS 401(K) PLAN

**B** Three-digit plan number (PN) ▶ 001

**C** Plan sponsor's name as shown on line 2a of Form 5500
TERRA HOLDINGS DBA BHS HOLDINGS, LLC

**D** Employer Identification Number (EIN)
13-3809960

## 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

PRINCIPAL LIFE INSURANCE COMPANY

42-0127290

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

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

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

PRINCIPAL LIFE INSURANCE COMPANY

42-0127290

| (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? |
|---|---|---|---|---|---|---|
| 13 37 50 64 | CONTRACT ADMINISTRATOR | 3779 | Yes [X] No [ ] | Yes [X] No [ ] | 0 | 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 [ ] |

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

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

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

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

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

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

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

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

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

## Part I Service Provider Information (continued)

**3** If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received $1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| | | |
| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. | |
| | | |

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| | | |
| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. | |
| | | |

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| | | |
| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. | |
| | | |

## Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

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

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

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

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

# SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

## DFE/Participating Plan Information

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

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

OMB No. 1210-0110

**2012**

**This Form is Open to Public Inspection.**

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

**A** Name of plan
TERRA HOLDINGS 401(K) PLAN

**B** Three-digit plan number (PN) ▶ 001

**C** Plan or DFE sponsor's name as shown on line 2a of Form 5500
TERRA HOLDINGS DBA BHS HOLDINGS, LLC

**D** Employer Identification Number (EIN)
13-3809960

**Part I** **Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)**
(Complete as many entries as needed to report all interests in DFEs)

**a** Name of MTIA, CCT, PSA, or 103-12 IE: PRINCIPAL STABLE VALUE FUND

**b** Name of sponsor of entity listed in (a): UNION BOND & TRUST COMPANY

| **c** EIN-PN | **d** Entity code | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|---|---|---|
| 93-6274328-001 | C | 3660655 |

**a** Name of MTIA, CCT, PSA, or 103-12 IE: PRIN MIDCAP VALUE III SA-R6

**b** Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY

| **c** EIN-PN | **d** Entity code | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|---|---|---|
| 42-0127290-022 | P | 66301 |

**a** Name of MTIA, CCT, PSA, or 103-12 IE: PRIN SMCAP BLEND SEP ACCT-R6

**b** Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY

| **c** EIN-PN | **d** Entity code | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|---|---|---|
| 42-0127290-029 | P | 132716 |

**a** Name of MTIA, CCT, PSA, or 103-12 IE: PRIN MIDCAP BLEND SEP ACCT-R6

**b** Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY

| **c** EIN-PN | **d** Entity code | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|---|---|---|
| 42-0127290-020 | P | 58841 |

**a** Name of MTIA, CCT, PSA, or 103-12 IE: PRIN BOND EMPH BAL SEP ACCT-R6

**b** Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY

| **c** EIN-PN | **d** Entity code | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|---|---|---|
| 42-0127290-006 | P | 0 |

**a** Name of MTIA, CCT, PSA, or 103-12 IE: PRIN STOCK EMPH BAL SEP ACT-R6

**b** Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY

| **c** EIN-PN | **d** Entity code | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|---|---|---|
| 42-0127290-032 | P | 0 |

**a** Name of MTIA, CCT, PSA, or 103-12 IE: PRIN GOVT & HQ BOND SA-R6

**b** Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY

| **c** EIN-PN | **d** Entity code | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|---|---|---|
| 42-0127290-007 | P | 1195053 |

| | | |
|---|---|---|
| **a** Name of MTIA, CCT, PSA, or 103-12 IE: PRIN MONEY MARKET SEP ACCT-R6 | | |
| **b** Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY | | |
| **c** EIN-PN 42-0127290-024 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0 |
| **a** Name of MTIA, CCT, PSA, or 103-12 IE: PRIN INTL SMALLCAP SEP ACCT-R6 | | |
| **b** Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY | | |
| **c** EIN-PN 42-0127290-014 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 540698 |
| **a** Name of MTIA, CCT, PSA, or 103-12 IE: PRIN SMCAP GROWTH SEP ACCT-R6 | | |
| **b** Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY | | |
| **c** EIN-PN 42-0127290-030 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0 |
| **a** Name of MTIA, CCT, PSA, or 103-12 IE: PRIN U.S. PROPERTY SEP ACCT-R6 | | |
| **b** Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY | | |
| **c** EIN-PN 42-0127290-027 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 545298 |
| **a** Name of MTIA, CCT, PSA, or 103-12 IE: PRIN BOND AND MORTGAGE SA-R6 | | |
| **b** Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY | | |
| **c** EIN-PN 42-0127290-005 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 159399 |
| **a** Name of MTIA, CCT, PSA, or 103-12 IE: PRIN DIVERSIFIED INTL SA-R6 | | |
| **b** Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY | | |
| **c** EIN-PN 42-0127290-015 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 797402 |
| **a** Name of MTIA, CCT, PSA, or 103-12 IE: PRIN LGCAP S&P 500 INDEX SA-R6 | | |
| **b** Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY | | |
| **c** EIN-PN 42-0127290-016 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 466515 |
| **a** Name of MTIA, CCT, PSA, or 103-12 IE: PRIN SMCAP S&P 600 INDEX SA-R6 | | |
| **b** Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY | | |
| **c** EIN-PN 42-0127290-028 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 192313 |
| **a** Name of MTIA, CCT, PSA, or 103-12 IE: PRIN TOTAL MKT STOCK IDX SA-R6 | | |
| **b** Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY | | |
| **c** EIN-PN 42-0127290-033 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 57207 |
| **a** Name of MTIA, CCT, PSA, or 103-12 IE: PRIN MIDCAP GROWTH III SA-R6 | | |
| **b** Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY | | |
| **c** EIN-PN 42-0127290-026 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 606277 |

**a** Name of MTIA, CCT, PSA, or 103-12 IE: PRIN SMALLCAP GROWTH I SA-R6

**b** Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY

| **c** EIN-PN 42-0127290-070 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 2977 |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE: PRIN LARGECAP BLEND II SA-R6

**b** Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY

| **c** EIN-PN 42-0127290-065 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 439859 |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE: PRIN LARGECAP GROWTH II SA-R6

**b** Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY

| **c** EIN-PN 42-0127290-067 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 175668 |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE: PRIN LARGECAP VALUE III SA-R6

**b** Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY

| **c** EIN-PN 42-0127290-068 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 38518 |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE: PRIN LIFETIME 2010 SEP ACCT-R6

**b** Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY

| **c** EIN-PN 42-0127290-075 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 376062 |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE: PRIN LIFETIME 2020 SEP ACCT-R6

**b** Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY

| **c** EIN-PN 42-0127290-076 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 783819 |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE: PRIN LIFETIME 2030 SEP ACCT-R6

**b** Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY

| **c** EIN-PN 42-0127290-077 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 598731 |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE: PRIN LIFETIME 2040 SEP ACCT-R6

**b** Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY

| **c** EIN-PN 42-0127290-078 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 432592 |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE: PRIN LIFETIME 2050 SEP ACCT-R6

**b** Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY

| **c** EIN-PN 42-0127290-079 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 334481 |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE: PRIN LIFETIME STRAT INC SA-R6

**b** Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY

| **c** EIN-PN 42-0127290-080 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 181477 |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE: PRIN FIN GRP, INC. STOCK SA-R6

**b** Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY

| **c** EIN-PN 42-0127290-086 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 38196 |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE: RUSS LIFEPOINT GRWTH STR SA-R6

**b** Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY

| **c** EIN-PN 42-0127290-081 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0 |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE: RUSS LIFEPOINTS BAL STR SA-R6

**b** Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY

| **c** EIN-PN 42-0127290-082 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0 |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE: RUSS LIFEPOINTS CON STR SA-R6

**b** Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY

| **c** EIN-PN 42-0127290-083 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0 |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE: RUSS LFPT EQ GROWTH STR SA-R6

**b** Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY

| **c** EIN-PN 42-0127290-084 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0 |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE: RUSS LIFEPOINTS MOD STR SA-R6

**b** Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY

| **c** EIN-PN 42-0127290-085 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0 |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE: PRIN SMALLCAP VALUE II SA-R6

**b** Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY

| **c** EIN-PN 42-0127290-096 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 60503 |
|---|---|---|

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

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

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

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

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

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

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

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

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

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

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

**a** Plan name

| **b** Name of plan sponsor | **c** EIN-PN |
|---|---|

**a** Plan name

| **b** Name of plan sponsor | **c** EIN-PN |
|---|---|

**a** Plan name

| **b** Name of plan sponsor | **c** EIN-PN |
|---|---|

**a** Plan name

| **b** Name of plan sponsor | **c** EIN-PN |
|---|---|

**a** Plan name

| **b** Name of plan sponsor | **c** EIN-PN |
|---|---|

**a** Plan name

| **b** Name of plan sponsor | **c** EIN-PN |
|---|---|

**a** Plan name

| **b** Name of plan sponsor | **c** EIN-PN |
|---|---|

**a** Plan name

| **b** Name of plan sponsor | **c** EIN-PN |
|---|---|

**a** Plan name

| **b** Name of plan sponsor | **c** EIN-PN |
|---|---|

**a** Plan name

| **b** Name of plan sponsor | **c** EIN-PN |
|---|---|

**a** Plan name

| **b** Name of plan sponsor | **c** EIN-PN |
|---|---|

**a** Plan name

| **b** Name of plan sponsor | **c** EIN-PN |
|---|---|

**a** Plan name

| **b** Name of plan sponsor | **c** EIN-PN |
|---|---|

# 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

**2012**

**This Form is Open to Public Inspection**

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

**A** Name of plan
TERRA HOLDINGS 401(K) PLAN

**B** Three-digit plan number (PN) ▶ 001

**C** Plan sponsor's name as shown on line 2a of Form 5500
TERRA HOLDINGS DBA BHS HOLDINGS, LLC

**D** Employer Identification Number (EIN)
13-3809960

## 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) | 0 | 0 |
| **(2)** Participant contributions | 1b(2) | 0 | 0 |
| **(3)** Other | 1b(3) | 0 | 0 |
| **c** General investments: | | | |
| **(1)** Interest-bearing cash (include money market accounts & certificates of deposit) | 1c(1) | | |
| **(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) | 462170 | 474772 |
| **(9)** Value of interest in common/collective trusts | 1c(9) | 1604727 | 3660655 |
| **(10)** Value of interest in pooled separate accounts | 1c(10) | 9205810 | 8280905 |
| **(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) | 3030340 | 4543319 |
| **(14)** Value of funds held in insurance company general account (unallocated contracts) | 1c(14) | 142322 | 29318 |
| **(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 | 14445369 | 16988969 |
| **Liabilities** | | | |
| **g** Benefit claims payable | 1g | 0 | |
| **h** Operating payables | 1h | 0 | |
| **i** Acquisition indebtedness | 1i | 0 | |
| **j** Other liabilities | 1j | 0 | |
| **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 | 14445369 | 16988969 |

## 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) | 109098 | |
| **(B)** Participants | 2a(1)(B) | 1838438 | |
| **(C)** Others (including rollovers) | 2a(1)(C) | 115405 | |
| **(2)** Noncash contributions | 2a(2) | | |
| **(3)** Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)** | 2a(3) | | 2062941 |
| **b Earnings on investments:** | | | |
| **(1)** Interest: | | | |
| **(A)** Interest-bearing cash (including money market accounts and certificates of deposit) | 2b(1)(A) | 0 | |
| **(B)** U.S. Government securities | 2b(1)(B) | 0 | |
| **(C)** Corporate debt instruments | 2b(1)(C) | 0 | |
| **(D)** Loans (other than to participants) | 2b(1)(D) | 0 | |
| **(E)** Participant loans | 2b(1)(E) | 16478 | |
| **(F)** Other | 2b(1)(F) | 375 | |
| **(G)** Total interest. Add lines **2b(1)(A)** through **(F)** | 2b(1)(G) | | 16853 |
| **(2)** Dividends: **(A)** Preferred stock | 2b(2)(A) | 0 | |
| **(B)** Common stock | 2b(2)(B) | 0 | |
| **(C)** Registered investment company shares (e.g. mutual funds) | 2b(2)(C) | 46296 | |
| **(D)** Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)** | 2b(2)(D) | | 46296 |
| **(3)** Rents | 2b(3) | | 0 |
| **(4)** Net gain (loss) on sale of assets: **(A)** Aggregate proceeds | 2b(4)(A) | 0 | |
| **(B)** Aggregate carrying amount (see instructions) | 2b(4)(B) | 0 | |
| **(C)** Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result | 2b(4)(C) | | 0 |
| **(5)** Unrealized appreciation (depreciation) of assets: **(A)** Real estate | 2b(5)(A) | 0 | |
| **(B)** Other | 2b(5)(B) | 0 | |
| **(C)** Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)** | 2b(5)(C) | | 0 |

| | | (a) Amount | (b) Total |
|---|---|---|---|
| (6) Net investment gain (loss) from common/collective trusts | 2b(6) | | 84847 |
| (7) Net investment gain (loss) from pooled separate accounts | 2b(7) | | 933207 |
| (8) Net investment gain (loss) from master trust investment accounts | 2b(8) | | 0 |
| (9) Net investment gain (loss) from 103-12 investment entities | 2b(9) | | 0 |
| (10) Net investment gain (loss) from registered investment companies (e.g., mutual funds) | 2b(10) | | 486317 |
| c Other income | 2c | | 0 |
| d Total income. Add all **income** amounts in column (b) and enter total | 2d | | 3630461 |
| **Expenses** | | | |
| e Benefit payment and payments to provide benefits: | | | |
| (1) Directly to participants or beneficiaries, including direct rollovers | 2e(1) | 1041763 | |
| (2) To insurance carriers for the provision of benefits | 2e(2) | 0 | |
| (3) Other | 2e(3) | 0 | |
| (4) Total benefit payments. Add lines **2e(1)** through **(3)** | 2e(4) | | 1041763 |
| f Corrective distributions (see instructions) | 2f | | 41318 |
| g Certain deemed distributions of participant loans (see instructions) | 2g | | 0 |
| h Interest expense | 2h | | |
| i Administrative expenses: **(1)** Professional fees | 2i(1) | 0 | |
| (2) Contract administrator fees | 2i(2) | 3780 | |
| (3) Investment advisory and management fees | 2i(3) | 0 | |
| (4) Other | 2i(4) | 0 | |
| (5) Total administrative expenses. Add lines **2i(1)** through **(4)** | 2i(5) | | 3780 |
| j Total expenses. Add all **expense** amounts in column (b) and enter total | 2j | | 1086861 |
| **Net Income and Reconciliation** | | | |
| k Net income (loss). Subtract line **2j** from line **2d** | 2k | | 2543600 |
| l Transfers of assets: | | | |
| (1) To this plan | 2l(1) | | 0 |
| (2) From this plan | 2l(2) | | 0 |

## 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: BERDON, LLP **(2)** EIN: 13-0485070

**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 | 0 |
| **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 | 0 |

| | | | 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 | 0 |
| 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 | 0 |
| e | Was this plan covered by a fidelity bond? | 4e | X | | 100000 |
| 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) |
|---|---|---|
| | | |
| | | |
| | | |

## Part V Trust Information (optional)

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

# SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

## Retirement Plan Information

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

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

OMB No. 1210-0110

**2012**

**This Form is Open to Public Inspection.**

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

**A** Name of plan
TERRA HOLDINGS 401(K) PLAN

**B** Three-digit plan number (PN) ▶ 001

**C** Plan sponsor's name as shown on line 2a of Form 5500
TERRA HOLDINGS DBA BHS HOLDINGS, LLC

**D** Employer Identification Number (EIN)
13-3809960

## 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** 0

**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): 42-0127290

**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):

# TERRA HOLDINGS 401(k) PLAN

## FINANCIAL STATEMENTS

## DECEMBER 31, 2012

**TERRA HOLDINGS 401(k) PLAN**

**INDEX**
**DECEMBER 31, 2012**


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BERDON ACCOUNTANTS AND ADVISORS™

# INDEPENDENT AUDITORS' REPORT

To the Plan Administrator and Participants of
Terra Holdings 401(k) Plan

## Report on the Financial Statements

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

### *Management's Responsibility for the Financial Statements*

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

### *Auditors' Responsibility*

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

### *Basis for Disclaimer of Opinion*

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 (ERISA), the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3 and the supplemental Schedule 1, which was certified by Principal Life Insurance Company and Principal Trust Company, the custodians of the Plan, except for comparing this information with the related information included in the financial statements. We have been informed by the plan administrator that the custodians hold the Plan's investment assets and execute investment transactions. The plan administrator has obtained certifications from the custodians as of December 31, 2012 and 2011, and for the year ended December 31, 2012, that the information provided to the plan administrator by the custodians is complete and accurate.





MEMBER TIAG

*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 - Supplemental Schedule*

The supplemental schedule, Schedule 1, as of December 31, 2012, is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA and is presented for the purposes of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedule.

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

The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the custodians, 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 ERISA.

Berdon LLP

Certified Public Accountants

Jericho, New York
October 9, 2015

EXHIBIT A

# TERRA HOLDINGS 401(k) PLAN

## STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
## DECEMBER 31, 2012 AND 2011

| | 2012 | 2011 |
|---|---|---|
| ASSETS: | | |
| Investments at fair value: | | |
| Common collective trust | $ 3,660,655 | $ 1,604,727 |
| Pooled separate accounts | 8,280,905 | 9,205,810 |
| Mutual funds | 4,543,319 | 3,030,340 |
| Guaranteed investment contract | 29,318 | 142,322 |
| | 16,514,197 | 13,983,199 |
| Notes receivable from participants | 474,772 | 462,170 |
| TOTAL ASSETS | 16,988,969 | 14,445,369 |
| LIABILITIES: | | |
| Excess participant contributions payable | 2,237 | 41,318 |
| NET ASSETS REFLECTING INVESTMENTS AT FAIR VALUE | 16,986,732 | 14,404,051 |
| ADJUSTMENT FROM FAIR VALUE TO CONTRACT VALUE FOR THE PLAN'S INVESTMENT IN THE COMMON COLLECTIVE TRUST AND GUARANTEED INVESTMENT CONTRACT WHOSE UNDERLYING INVESTMENTS INCLUDE FULLY BENEFIT-RESPONSIVE CONTRACTS | (84,065) | (36,465) |
| NET ASSETS AVAILABLE FOR BENEFITS | $ 16,902,667 | $ 14,367,586 |

The accompanying notes to financial statements are an integral part of these statements.

# TERRA HOLDINGS 401(k) PLAN

## STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS FOR THE YEAR ENDED DECEMBER 31, 2012

| | |
|---|---|
| ADDITIONS TO NET ASSETS ATTRIBUTED TO: | |
| Investment income loss: | |
| Net appreciation in fair value of investments | $ 1,456,771 |
| Interest and dividends | 46,671 |
| | 1,503,442 |
| Interest on participants' notes receivable | 16,478 |
| Contributions: | |
| Participants' contributions | 1,838,438 |
| Employer's contributions | 109,098 |
| Rollover contributions | 115,405 |
| | 2,062,941 |
| TOTAL ADDITIONS | 3,582,861 |
| DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO: | |
| Benefits paid to participants | 1,041,763 |
| Corrective distributions | 2,237 |
| Administrative expenses | 3,780 |
| TOTAL DEDUCTIONS | 1,047,780 |
| INCREASE IN NET ASSETS AVAILABLE FOR BENEFITS | 2,535,081 |
| NET ASSETS AVAILABLE FOR BENEFITS - BEGINNING OF YEAR | 14,367,586 |
| NET ASSETS AVAILABLE FOR BENEFITS - END OF YEAR | $ 16,902,667 |

The accompanying notes to financial statements are an integral part of this statement.

NOTE 1 - DESCRIPTION OF THE PLAN

The following description of the Terra Holdings 401(k) Plan (the "Plan") for employees of Terra Holdings, LLC and all affiliates and subsidiaries (the "Company") is provided for general information purposes only. Participants should refer to the plan agreement for a more comprehensive description of the Plan's provisions.

(a) General

The Plan is a defined contribution plan with salary reduction features, which is commonly referred to as a 401(k) plan. It covers all nonunion employees attaining age 21 who have completed three months of service. It is subject to the provisions of the Employee Retirement Income Security Act of 1974.

(b) Contributions

Participants may contribute up to 100% of their annual compensation, as defined by the Plan, on a tax-deferred basis, up to the maximum allowed under the provisions of the Internal Revenue Code (IRC). The Company may make matching and profit sharing contributions to the Plan. The matching contribution would be equal to a discretionary percentage, to the extent of the lesser of a participant's elective deferral or $1,500. The profit sharing contribution is discretionary, with the amount being determined by the Company each year. The discretionary matching or profit sharing contributions for 2012 were $109,098. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contributions plans (rollover).

(c) Participants' Accounts

Each participant's account is self-directed and is credited with the participant's contribution, any rollover contribution, allocations of the Company's contribution, allocations of plan earnings and allocations of plan expenses. Allocations are based on participant earnings, account balances, or specific participant transactions, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

(d) Vesting

Participants are immediately vested in their voluntary contributions, plus actual earnings thereon. A participant becomes vested with respect to the Company's contributions based upon the number of years of service, as follows:

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

(continued)

NOTE 1 - DESCRIPTION OF THE PLAN (Continued)

(e) Investment Options

The trustees of the Plan determine and approve investment options set up for the Plan. Upon enrollment in the Plan, a participant can direct contributions into various investment options offered by the Plan. The custodians of the Plan are Principal Life Insurance Company and Principal Trust Company. The custodians invest in monies according to participant directions.

(f) Notes Receivable from Participants

Participants may borrow from their vested fund accounts. Loans must be for a minimum of $500 up to a maximum amount of $50,000 or 50% of the participant's nonforfeitable account balance. A participant is limited to having two loans outstanding at any time. A participant may be granted two loans during a one period. The loans are secured by the balances in participants' accounts and bear interest at the prime rate (rates on existing loans range from 3.25% to 9.50%). However, the Plan reserves the right to change the basis. Loans must be repaid by payroll deductions if the participant is currently employed by the Company, not to exceed five years, except when the loan is used for the purchase of a primary residence, in which case the repayment period cannot exceed 15 years.

(g) Payments of Benefits

On termination of service due to death, disability, or retirement, a participant is eligible to receive a single lump-sum amount equal to the value of his or her vested account balance or installments only for required minimum distributions. For termination of service for other reasons, a participant may receive the value of the vested interest in his or her account as a lump-sum distribution, either in cash, as a direct rollover, or a combination of both. The Plan permits for hardship withdrawals of the participants vested account balance. Permissible circumstances for hardship withdrawals include education, purchase of a principal residence, medical expenses, to prevent eviction or foreclosure of a principal residence, payments for burial or funeral expenses, and expenses for the repair of damage to a principal residence.

(h) Forfeited Accounts

Nonvested amounts forfeited by departing participants may be used by the Plan for discretionary contributions or the payment of plan administrative expenses. There were forfeitures of $38,411 applied for discretionary contributions or plan administrative expenses for the year ended December 31, 2012. The forfeiture balances as of December 31, 2012 and 2011 were $3,913 and $28,871, respectively.

(i) Administrative Expenses

The Plan is administered by the Company. Administrative expenses are paid by both the Plan and the Company.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(a) Basis of Accounting

The accounting and reporting policies of the Plan conform to accounting principles generally accepted in the United States of America ("GAAP"). The accompanying financial statements of the Plan are prepared using the accrual basis of accounting.

(b) Investments, Valuation and Income Recognition

Investments are stated at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Fair value of investments are based on quoted market prices, where available. Pooled separate accounts' (PSAs) fair value is determined by a per unit value for the number of units held by the Plan at year-end, much like a mutual fund, whose value is the result of the accumulated values of the underlying investments, and are valued based upon their ending net asset value. This is based on information reported by the custodians, using the audited financial statements of the PSAs at year-end. Purchases and sales of securities are reported on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation includes the Plan's gains and losses on investments bought and sold as well as held during the year. See Note 4 for discussion of fair value measurements.

The fully benefit-responsive investment contract with Principal Life Insurance Company is included in the financial statements at contract value, which represents contributions made under the contract, plus earnings, less withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investments at contract value. There are no reserves against contract value for credit risk of the contract issuer or otherwise. The average yields and crediting interest rates approximated the contract rates. The crediting interest rate is based on a formula agreed upon with the issuer. Such interest rates are reviewed quarterly for resetting. The average yield of the guaranteed investment contract was 0.44% and 1.50% at December 31, 2012 and 2011, respectively.

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 attributable to fully benefit-responsive investment contracts, because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. Contract value represents the sum of each participant's invested principal, plus all accrued interest, as further discussed below. The statements of net assets available for benefits present the fair value of the investment contracts, as well as the adjustment of the fully benefit-responsive investment contracts from fair value to contract value. The statement of changes in net assets available for benefits is prepared on a contract value basis. The investment contract is a single group annuity contract with a fixed rate of interest. It is not a portfolio of contracts for which yields are based on changes in fair value of underlying assets. The average yield earned by the Plan is the yield earned on the guaranteed investment contract. Therefore fair value was the same as contract value at both December 31, 2012 and 2011.

(continued)

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

The common collective trust has a guaranteed investment contract as an underlying asset. Investment contracts held by a defined contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribution for that portion of the net assets available for benefits attributable to fully benefit-responsive investment contracts. The average yield of the common collective trust with the underlying guaranteed investment contract was 0.88% and 1.35% at December 31, 2012 and 2011, respectively. The accompanying statements of net assets available for plan benefits present the fair value of the investment contracts, as well as the adjustment of the fully benefit-responsive investment contracts from fair value to contract value.

(c) Payment of Benefits and Other Costs

Benefits are recorded when paid. Certain expenses of maintaining the Plan are paid directly by the Company and are excluded from these financial statements. Fees related to the administration of notes receivable from participants are charged directly to participants' accounts and are included in administrative expenses. Investment-related expenses are included in the net appreciation of fair value of investments.

(d) Excess Participant Contributions Payable

Amounts payable to participants for contributions in excess of amounts allowed by the Internal Revenue Service (IRS) are recorded as a liability with a corresponding reduction to contributions.

(e) Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance, plus any accrued and unpaid interest. Delinquent participant loans are reclassified as distributions based upon the terms of the plan document.

(f) Use of Estimates in the Preparation of Financial Statements

The preparation of financial statements in conformity with GAAP requires the Plan's management and trustee to make estimates and assumptions that affect the reported amounts of plan assets and liabilities and the disclosure of contingencies, if any, at the date of the financial statements, and additions to and reductions from net assets available for plan benefits during the reporting period. Actual results could differ from those estimates.

(g) Subsequent Events

The Plan has evaluated subsequent events after December 31, 2012 through October 9, 2015, the date that the financial statements were available to be issued.

NOTE 3 - INVESTMENTS CERTIFIED BY THE PLAN'S CUSTODIANS

The following information was obtained from data that has been prepared and certified to as complete and accurate by the Plan's custodians, Principal Life Insurance Company and Principal Trust Company. Investments that represent 5% or more of the Plan's net assets available for benefits are separately identified.

The Plan's investments are comprised of the following as of December 31, 2012 and 2011:

| | 2012 | 2011 |
|---|---|---|
| Investments at fair value: | | |
| Pooled separate accounts: | | |
| Principal Life Insurance Company Principal Money Market Sep. Acct - R6 | $ - * | $ 1,930,434 |
| Principal Life Insurance Company Principal Government & HQ Bond SA - R6 | 1,195,053 | 953,745 |
| Other | 7,085,852 | 6,321,631 |
| | 8,280,905 | 9,205,810 |
| Mutual funds | 4,543,319 | 3,030,340 |
| Investments at contract value: | | |
| Common collective trust: | | |
| Union Bond & Trust Company Principal Stable Value Fund | 3,576,590 | 1,568,262 |
| Guaranteed investment contract | 29,318 | 142,322 |
| | $ 16,430,132 | $ 13,946,734 |

*Less than 5% of net assets

During 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:

| Net appreciation in fair value of investments: | |
|---|---|
| Common collective trust | $ 37,247 |
| Pooled separate accounts | 933,207 |
| Mutual funds | 486,317 |
| | $ 1,456,771 |

During the year ended December 31, 2012, the Plan received interest and dividend income in the amount of $46,671.

NOTE 4 - FAIR VALUE MEASUREMENTS

The framework for measuring fair value provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. Based on the observability of the inputs used in the valuation techniques, the Plan is required to provide the following information according to the fair value hierarchy. The fair value hierarchy gives the highest priority to unadjusted quoted market prices in an active market for identical assets (Level 1) and the lowest to unobservable inputs (Level 3). Financial assets and liabilities carried at fair value will be classified and disclosed in one of the following three categories:

- Level 1 - Valuation is based upon quoted prices for identical instruments traded in active markets.

- Level 2 - Valuation is based upon quoted prices for similar instruments in active markets, quoted prices for identical or similar instruments in markets that are not active, and model-based valuation techniques for which all significant assumptions are observable in the market.

- Level 3 - Unobservable inputs supported by little or no market activity for financial instruments whose value is determined using pricing models, discounted cash flow methodologies, or similar techniques, as well as instruments for which the determinant for fair value requires significant management judgment or estimation.

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

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodology used at December 31, 2012 and 2011:

- Common collective trust - Valued at net asset value (NAV) of shares held by the Plan at year-end. Underlying investments are based upon the latest published market quotations, when available. When not available, fair values are determined by the fund manager by reference to quoted market values and other financial data pertaining to investments of similar natural quality and yield.

- Pooled separate accounts - Valued at a per unit value for the number of units held by the Plan at year-end, much like a mutual fund, whose value is the result of the accumulated values of the underlying investments and are classified as level 2 investments.

- Mutual funds - Valued at the closing price reported in the active market in which the individual security is traded.

(continued)

NOTE 4 - FAIR VALUE MEASUREMENTS (Continued)

- Guaranteed investment contract - Valued at contract value, which approximates fair value and is classified as a level 3 investment, as fair value can be measured by observable interest rates in the market.

The following tables set forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2012 and 2011:

| | Fair Value as of December 31, 2012 | | | |
|---|---|---|---|---|
| | Level 1 | Level 2 | Level 3 | Total |
| Common collective trust | $ - | $ 3,660,655 | $ - | $ 3,660,655 |
| Pooled separate accounts: | | | | |
| Large U.S. equity | - | 1,177,768 | - | 1,177,768 |
| Small/Mid U.S. equity | - | 1,061,087 | - | 1,061,087 |
| International equity | - | 1,338,100 | - | 1,338,100 |
| Balanced equity | - | 2,707,162 | - | 2,707,162 |
| Fixed income | - | 1,899,751 | - | 1,899,751 |
| Other | - | 97,037 | - | 97,037 |
| Total pooled separate accounts | - | 8,280,905 | - | 8,280,905 |
| Mutual funds: | | | | |
| Large U.S. equity | 1,744,840 | - | - | 1,744,840 |
| Small/Mid U.S. equity | 2,192,763 | - | - | 2,192,763 |
| International equity | 605,716 | - | - | 605,716 |
| Total mutual funds | 4,543,319 | - | - | 4,543,319 |
| Guaranteed investment contract | - | - | 29,318 | 29,318 |
| | $ 4,543,319 | $ 11,941,560 | $ 29,318 | $ 16,514,197 |

(continued)

NOTE 4 - FAIR VALUE MEASUREMENTS (Continued)

| | Fair Value as of December 31, 2011 | | | |
|---|---|---|---|---|
| | Level 1 | Level 2 | Level 3 | Total |
| Common collective trusts | $ - | $ 1,604,727 | $ - | $ 1,604,727 |
| Pooled separate accounts: | | | | |
| Large U.S. equity | - | 1,124,726 | - | 1,124,726 |
| Small/Mid U.S. equity | - | 2,922,871 | - | 2,922,871 |
| International equity | - | 1,119,004 | - | 1,119,004 |
| Balanced equity | - | 2,271,772 | - | 2,271,772 |
| Fixed income | - | 1,607,590 | - | 1,607,590 |
| Other | - | 159,847 | - | 159,847 |
| Total pooled separate accounts | - | 9,205,810 | - | 9,205,810 |
| Mutual funds: | | | | |
| Large U.S. equity | 1,122,063 | - | - | 1,122,063 |
| Small/Mid U.S. equity | 1,428,578 | - | - | 1,428,578 |
| International equity | 479,699 | - | - | 479,699 |
| Total mutual funds | 3,030,340 | - | - | 3,030,340 |
| Guaranteed investment contract | - | - | 142,322 | 142,322 |
| | $ 3,030,340 | $ 10,810,537 | $ 142,322 | $ 13,983,199 |

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, while 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. There were no transfers between levels 1 and 2 during the years ended December 31, 2012 and 2011.

(continued)

NOTE 4 - FAIR VALUE MEASUREMENTS (Continued)

The following tables summarize investments measured at fair value based on NAV per share as of December 31, 2012 and 2011, respectively:

| December 31, 2012 | Fair Value | Unfunded Commitments | Redemption Frequency (If Currently Eligible) | Redemption Notice Period |
|---|---|---|---|---|
| Common collective trust | $3,660,655 | N/A | Daily | 30 days for benefit payments, one year for all other redemptions |
| Pooled separate accounts | $8,280,905 | N/A | Daily | 30 days |

| December 31, 2011 | Fair Value | Unfunded Commitments | Redemption Frequency (If Currently Eligible) | Redemption Notice Period |
|---|---|---|---|---|
| Common collective trust | $1,604,727 | N/A | Daily | 30 days for benefit payments, one year for all other redemptions |
| Pooled separate accounts | $9,205,810 | N/A | Daily | 30 days |

The securities categorized as level 3 investments as of December 31, 2012 include a guaranteed investment contract. The change in investments measured at fair value for which the Plan has used level 3 inputs to determine fair value is as follows:

| Type of Security | Guaranteed Investment Contract |
|---|---|
| Balance - beginning of year | $ 142,322 |
| Sales of investment | (113,379) |
| Interest | 375 |
| Balance - end of year | $ 29,318 |

(continued)

NOTE 4 - FAIR VALUE MEASUREMENTS (Continued)

The following tables represent the Plan's level 3 financial instruments, the valuation techniques used to measure fair value of those financial instruments, and the significant unobservable inputs and the ranges of values for those inputs:

| Type of Security | Fair Value at December 31, 2012 | Valuation Methodology | Unobservable Input | Range (Weighted Avg. %) |
|---|---|---|---|---|
| Guaranteed investment contract | $ 29,318 | Fair Value | Earnings at guaranteed crediting rate | 1.20% to 1.24% |

| Type of Security | Fair Value at December 31, 2011 | Valuation Methodology | Unobservable Input | Range (Weighted Avg. %) |
|---|---|---|---|---|
| Guaranteed investment contract | $ 142,322 | Fair Value | Earnings at guaranteed crediting rate | .45% to 4.12% |

NOTE 5 - PLAN TERMINATION

Although it has not expressed any intent to do so, the Company has the right to terminate the Plan, subject to the provisions of ERISA, at any time. Upon termination, the Company will discontinue its contributions, and all amounts credited to participants' accounts will become 100% vested. The Plan will direct the distribution of the accounts in a manner permitted by the Plan, as soon as practical.

NOTE 6 - INCOME TAX STATUS

The IRS has determined and informed the Company, by a letter dated March 31, 2008, that the Plan and related trust are designed in accordance with applicable sections of the IRC. The Plan has been amended since receiving the determination letter. However, the plan administrator and the trustees believe that the Plan is designed and is currently operating in compliance with the applicable requirements of the IRC.

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the Plan and recognize a tax liability or asset if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The plan administrator has analyzed the tax positions taken by the Plan, and has concluded that, as of December 31, 2012, there are no uncertain positions taken or expected to be taken that would require recognition of a liability or asset, or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The plan administrator believes it is no longer subject to income tax examinations for years prior to 2011.

## NOTE 7 - RELATED PARTY TRANSACTIONS

Certain plan investments held during 2012 and 2011 were shares of funds managed by Principal Life Insurance Company and Principal Trust Company, custodians of the Plan and, therefore, these transactions qualify as party-in-interest. Fees and commissions paid by the Plan for investment management services amounted to $3,780 for the year ended December 31, 2012.

## NOTE 8 - EXCESS PARTICIPANT CONTRIBUTIONS PAYABLE

The Plan failed the Average Deferral Percentage (ADP) test for both the 2012 and 2011 plan years. The accompanying statements of net assets available for benefits include $2,237 and $41,318, respectively, in excess participant contributions payable to participants related to these issues.

In order to correct the failure of the ADP test for the 2012 plan year, federal law generally requires that corrective distributions be made no later than December 31, 2013. The Company paid these corrective distributions to participants affected by this failure in February 2013.

## NOTE 9 - RISKS AND UNCERTAINTIES

The Plan invests in various investment securities. Investment securities are exposed to various risks, such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits.

NOTE 10 - RECONCILIATION OF PLAN FINANCIAL STATEMENTS TO THE FORM 5500

The net assets of the Plan that are attributed to the common collective trust fund investment in fully benefit-responsive contracts are recorded at fair value on the Form 5500 and related schedules. The net assets of the Plan also include liabilities for excess participant contributions payable and related expense accounts that are not reflected on the Form 5500. The following is a reconciliation of the Plan's net assets available for benefit and changes in net assets available for benefits between the financial statements and Form 5500 as of December 31, 2012 and 2011:

| | 2012 | 2011 |
|---|---|---|
| Net assets available for benefits per financial statements | $ 16,902,667 | $ 14,367,586 |
| Excess participant contributions payable | 2,237 | 41,318 |
| Adjustment from contract value to fair value for common collective trust investing in fully benefit-responsive contracts | 84,065 | 36,465 |
| Net assets per Form 5500 | $ 16,988,969 | $ 14,445,369 |
| Net increase in net assets available for benefits per financial statements | $ 2,535,081 | $ 451,182 |
| Corrective distributions | (39,081) | (7,608) |
| Adjustment from contract value to fair value for common collective trust investing in fully benefit-responsive contracts | 47,600 | 12,549 |
| Net income per Form 5500 | $ 2,543,600 | $ 456,123 |

NOTE 11 - SUBSEQUENT EVENTS

During 2014, the Department of Labor (DOL) rejected the 5500 filing for 2011. This was a result of the Plan's receiving what the DOL deemed to be a deficient audit of the Plan by the Independent Qualified Public Accountant engaged at that time. During 2015, the Plan amended the 5500 and submitted a new audit for the year ended December 31, 2011. The Plan Sponsor is in the process of amending and resubmitting the returns for the years ended 2012 and 2013.

# SUPPLEMENTAL FINANCIAL INFORMATION

# TERRA HOLDINGS 401(k) PLAN

## EIN: 13-3809960, PLAN NO.: 001

## SCHEDULE OF ASSETS (HELD AT END OF YEAR)
## SCHEDULE H, LINE 4(i)
## DECEMBER 31, 2012

| ISSUER | DESCRIPTION | NUMBER OF SHARES | FAIR VALUE |
|---|---|---|---|
| COMMON COLLECTIVE TRUST: | | | |
| Union Bond & Trust Company | Principal Stable Value Fund | 193,852 | $ 3,660,655 |
| POOLED SEPARATE ACCOUNTS: | | | |
| *Principal Life Insurance Company | Principal Bond and Mortgage SA - R6 | 148 | 159,400 |
| *Principal Life Insurance Company | Principal Bond Diversified Int'l SA - R6 | 13,065 | 797,402 |
| *Principal Life Insurance Company | Principal Financial Group, Inc. Stock SA - R6 | 2,677 | 38,196 |
| *Principal Life Insurance Company | Principal Government & HQ Bond SA - R6 | 48,212 | 1,195,053 |
| *Principal Life Insurance Company | Principal Int'l SmallCap Sep. Acct - R6 | 7,727 | 540,698 |
| *Principal Life Insurance Company | Principal LargeCap Blend II SA - R6 | 30,461 | 439,859 |
| *Principal Life Insurance Company | Principal LargeCap Growth II SA - R6 | 14,573 | 175,668 |
| *Principal Life Insurance Company | Principal LargeCap Value III SA - R6 | 2,131 | 38,519 |
| *Principal Life Insurance Company | Principal LargeCap S&P 500 Index SA - R6 | 7,620 | 466,515 |
| *Principal Life Insurance Company | Principal Lifetime Start Inc. SA - R6 | 10,524 | 181,477 |
| *Principal Life Insurance Company | Principal Lifetime 2010 Sep. Acct - R6 | 21,097 | 376,062 |
| *Principal Life Insurance Company | Principal Lifetime 2020 Sep. Acct - R6 | 42,272 | 783,819 |
| *Principal Life Insurance Company | Principal Lifetime 2030 Sep. Acct - R6 | 32,834 | 598,731 |
| *Principal Life Insurance Company | Principal Lifetime 2040 Sep. Acct - R6 | 23,764 | 432,592 |
| *Principal Life Insurance Company | Principal Lifetime 2050 Sep. Acct - R6 | 19,124 | 334,481 |
| *Principal Life Insurance Company | Principal MidCap Blend Sep. Acct - R6 | 894 | 58,841 |
| *Principal Life Insurance Company | Principal MidCap Growth III SA - R6 | 36,854 | 606,277 |
| *Principal Life Insurance Company | Principal MidCap Value III SA - R6 | 1,061 | 66,301 |
| *Principal Life Insurance Company | Principal SmallCap Growth I SA - R6 | 214 | 2,977 |
| *Principal Life Insurance Company | Principal SmallCap Value II SA - R6 | 3,781 | 60,503 |
| *Principal Life Insurance Company | Principal SmallCap Blend Sep. Acct - R6 | 824 | 132,716 |
| *Principal Life Insurance Company | Principal SmallCap S&P 600 Index SA - R6 | 6,596 | 192,313 |
| *Principal Life Insurance Company | Principal Total Market Stock Index SA - R6 | 3,874 | 57,207 |
| *Principal Life Insurance Company | Principal U.S. Property Sep. Acct - R6 | 853 | 545,298 |
| | TOTAL POOLED SEPARATE ACCOUNTS | | 8,280,905 |

The accompanying notes to financial statements and independent auditors' report should be read in conjunction with this supplemental schedule.

# TERRA HOLDINGS 401(k) PLAN

## EIN: 13-3809960, PLAN NO.: 001

## SCHEDULE OF ASSETS (HELD AT END OF YEAR)
## SCHEDULE H, LINE 4(i)
## DECEMBER 31, 2012

| ISSUER | DESCRIPTION | NUMBER OF SHARES | FAIR VALUE |
|---|---|---|---|
| MUTUAL FUNDS: | | | |
| Alger | Alger MidCap Growth A Fund | 19,897 | 146,440 |
| The American Funds | American Funds Growth Fund of America R3 Fund | 20,658 | 700,106 |
| American Century Investments | American Century Equity Income A Fund | 105,285 | 823,328 |
| Fidelity Investments | Fidelity Advisor Small Cap. A Fund | 7,871 | 178,909 |
| Fidelity Investments | Fidelity Advisor Value Str. A Fund | 2,696 | 76,537 |
| Franklin Templeton Investments | Franklin Small Cap Value R Fund | 6,237 | 287,544 |
| Goldman Sachs | Goldman Sachs Gr. Opp. A Fund | 34,609 | 792,896 |
| AIM Investments | Invesco Mid Cap Core Equity R Fund | 3,428 | 71,988 |
| Lord Abbett | Lord Abbett Mid-Cap Value P Fund | 11,218 | 195,299 |
| Franklin Templeton Investments | Templeton Developing Markets A Fund | 25,655 | 605,716 |
| *Principal Life Insurance Company | Russ Lifepoint Equity Growth Str. SA - R3 | 9,286 | 87,847 |
| *Principal Life Insurance Company | Russ Lifepoint Growth Str. SA - R3 | 12,942 | 133,559 |
| *Principal Life Insurance Company | Russ Lifepoint Balance Str. SA - R3 | 20,148 | 219,819 |
| *Principal Life Insurance Company | Russ Lifepoint Con. Str. SA - R3 | 11,377 | 124,804 |
| *Principal Life Insurance Company | Russ Lifepoint Mod. Str. SA - R3 | 8,884 | 98,527 |
| | TOTAL MUTUAL FUNDS | | 4,543,319 |
| GUARANTEED INVESTMENT CONTRACT - AT CONTRACT VALUE (Equals fair value): | | | |
| *Principal Life Insurance Company | Insurance Company General Guaranteed Interest | | 29,318 |
| PARTICIPANT LOANS (Interest rate: 3.25% to 9.50%) | | | 474,772 |
| | | | $ 16,988,969 |

*Indicates party-in-interest

The accompanying notes to financial statements and independent auditors' report should be read in conjunction with this supplemental schedule.

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# SCHEDULE H, line 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

TERRA HOLDINGS 401(K) PLAN

EIN 13 3809960
PLAN NUMBER 001
PLAN YEAR 01/01/2012 TO 12/31/2012

| (A) | (B) Identity of issuer, 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 |
|---|---|---|---|---|
| | Alger | Registered Investment Company Alger MidCap Growth A Fund | $ 0.00 | $ 146,439.63 |
| | The American Funds | Registered Investment Company Am Fds Grth Fd of Am R3 Fund | $ 0.00 | $ 700,106.21 |
| | American Century Investments | Registered Investment Company Amer Cent Equity Inc A Fd | $ 0.00 | $ 823,328.57 |
| | Fidelity Investments | Registered Investment Company Fidelity Adv Small Cap A Fund | $ 0.00 | $ 178,908.76 |
| | Fidelity Investments | Registered Investment Company Fidelity Adv Value Str A Fund | $ 0.00 | $ 76,537.08 |
| | Franklin Templeton Investments | Registered Investment Company Franklin Small Cap Value R Fd | $ 0.00 | $ 287,543.84 |
| | Goldman Sachs | Registered Investment Company Goldman Sachs Gr Opp A Fund | $ 0.00 | $ 792,896.20 |
| * | Principal Life Insurance Company | Insurance Company General Guaranteed Interest | $ 0.00 | $ 29,318.13 |
| | AIM Investments | Registered Investment Company Invesco Mid Cap Core Eq R Fund | $ 0.00 | $ 71,988.38 |
| | Lord Abbett | Registered Investment Company Lord Abbett Mid-Cap Stock P Fd | $ 0.00 | $ 195,298.88 |
| * | Principal Life Insurance Company | Pooled Separate Accounts Prin Bond and Mortgage SA-R6 | $ 0.00 | $ 159,399.44 |
| * | Principal Life Insurance Company | Pooled Separate Accounts Prin Diversified Intl SA-R6 | $ 0.00 | $ 797,402.18 |
| * | Principal Life Insurance Company | Pooled Separate Accounts Prin Fin Grp, Inc. Stock SA-R6 | $ 0.00 | $ 38,196.08 |
| * | Principal Life Insurance Company | Pooled Separate Accounts Prin Govt & HQ Bond SA-R6 | $ 0.00 | $ 1,195,053.47 |
| * | Principal Life Insurance Company | Pooled Separate Accounts Prin Intl SmallCap Sep Acct-R6 | $ 0.00 | $ 540,698.15 |

SCHEDULE H, line 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

# SCHEDULE H, line 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

TERRA HOLDINGS 401(K) PLAN

EIN 13 3809960
PLAN NUMBER 001
PLAN YEAR 01/01/2012 TO 12/31/2012

| (A) | (B) Identity of issuer, 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 |
|---|---|---|---|---|
| * | Principal Life Insurance Company | Pooled Separate Accounts Prin LargeCap Blend II SA-R6 | $ 0.00 | $ 439,859.11 |
| * | Principal Life Insurance Company | Pooled Separate Accounts Prin LargeCap Growth II SA-R6 | $ 0.00 | $ 175,667.57 |
| * | Principal Life Insurance Company | Pooled Separate Accounts Prin LargeCap Value III SA-R6 | $ 0.00 | $ 38,518.45 |
| * | Principal Life Insurance Company | Pooled Separate Accounts Prin LgCap S&P 500 Index SA-R6 | $ 0.00 | $ 466,514.87 |
| * | Principal Life Insurance Company | Pooled Separate Accounts Prin LifeTime Strat Inc SA-R6 | $ 0.00 | $ 181,477.24 |
| * | Principal Life Insurance Company | Pooled Separate Accounts Prin LifeTime 2010 Sep Acct-R6 | $ 0.00 | $ 376,062.26 |
| * | Principal Life Insurance Company | Pooled Separate Accounts Prin LifeTime 2020 Sep Acct-R6 | $ 0.00 | $ 783,818.58 |
| * | Principal Life Insurance Company | Pooled Separate Accounts Prin LifeTime 2030 Sep Acct-R6 | $ 0.00 | $ 598,730.57 |
| * | Principal Life Insurance Company | Pooled Separate Accounts Prin LifeTime 2040 Sep Acct-R6 | $ 0.00 | $ 432,592.03 |
| * | Principal Life Insurance Company | Pooled Separate Accounts Prin LifeTime 2050 Sep Acct-R6 | $ 0.00 | $ 334,480.86 |
| * | Principal Life Insurance Company | Pooled Separate Accounts Prin MidCap Blend Sep Acct-R6 | $ 0.00 | $ 58,840.84 |
| * | Principal Life Insurance Company | Pooled Separate Accounts Prin MidCap Growth III SA-R6 | $ 0.00 | $ 606,277.18 |
| * | Principal Life Insurance Company | Pooled Separate Accounts Prin MidCap Value III SA-R6 | $ 0.00 | $ 66,300.90 |
| * | Principal Life Insurance Company | Pooled Separate Accounts Prin SmallCap Growth I SA-R6 | $ 0.00 | $ 2,976.94 |
| * | Principal Life Insurance Company | Pooled Separate Accounts Prin SmallCap Value II SA-R6 | $ 0.00 | $ 60,503.18 |

SCHEDULE H, line 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

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# SCHEDULE H, line 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

TERRA HOLDINGS 401(K) PLAN

EIN 13 3809960
PLAN NUMBER 001
PLAN YEAR 01/01/2012 TO 12/31/2012

| (A) | (B) Identity of issuer, 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 |
|---|---|---|---|---|
| * | Principal Life Insurance Company | Pooled Separate Accounts<br>Prin SmCap Blend Sep Acct-R6 | $ 0.00 | $ 132,716.09 |
| * | Principal Life Insurance Company | Pooled Separate Accounts<br>Prin SmCap S&P 600 Index SA-R6 | $ 0.00 | $ 192,312.98 |
| * | Principal Life Insurance Company | Pooled Separate Accounts<br>Prin Total Mkt Stock Idx SA-R6 | $ 0.00 | $ 57,207.29 |
| * | Principal Life Insurance Company | Pooled Separate Accounts<br>Prin U.S. Property Sep Acct-R6 | $ 0.00 | $ 545,298.38 |
| * | Union Bond & Trust Company | Common/Collective Trust<br>Principal Stable Value Fund | $ 0.00 | $ 3,660,655.00 |
| | Frank Russell Investment Co. | Registered Investment Company<br>RUSSELL LFPT BALST R3 FUND | $ 0.00 | $ 219,819.07 |
| | Frank Russell Investment Co. | Registered Investment Company<br>RUSSELL LFPT CONST R3 FUND | $ 0.00 | $ 124,803.95 |
| | Frank Russell Investment Co. | Registered Investment Company<br>RUSSELL LFPT GROWTH ST R3 FUND | $ 0.00 | $ 133,559.47 |
| | Frank Russell Investment Co. | Registered Investment Company<br>RUSSELL LFPT MODST R3 FUND | $ 0.00 | $ 98,526.88 |
| | Frank Russell Investment Co. | Registered Investment Company<br>RUSSELL LIFEPT EQ GR ST R3 FD | $ 0.00 | $ 87,846.76 |
| | Franklin Templeton Investments | Registered Investment Company<br>Templeton Developing Mkts A Fd | $ 0.00 | $ 605,715.62 |
| | Participant Loans | Range of Interest Rates<br>Rates Range From 3.25% To 9.50% | $ 0.00 | $ 474,772.00 |
| | | | | |
| | | | | |
| | | | | |

SCHEDULE H, line 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)