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), 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

2009

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

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
HOMEMAKER'S UPSTATE GROUP, INC. RETIREMENT PLAN & TRUST

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 12/01/1993

2a Plan sponsor's name and address (employer, if for a single-employer plan)
(Address should include room or suite no.)
HOMEMAKERS UPSTATE GROUP, INC.

2465 SHERIDAN DRIVE
TONAWANDA, NY 14150-1264

P.O. BOX 1264
TONAWANDA, NY 14150-1264

2b Employer Identification Number (EIN)
16-0979130

2c Sponsor's telephone number
716-838-6060

2d Business code (see instructions)
621610

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	07/29/2010	CARMEN FLITT
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

3a Plan administrator's name and address (if same as plan sponsor, enter "Same")
HOMEMAKERS UPSTATE GROUP, INC.

2465 SHERIDAN DRIVE
TONAWANDA, NY 14150-1264

3b Administrator's EIN
16-0979130

3c Administrator's telephone number
716-838-6060

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

a Sponsor's name

4b EIN

4c PN

5	Total number of participants at the beginning of the plan year	**5**	715
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**	626
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	18
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	644
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	644
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	166
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	2
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 Characteristic Codes in the instructions:
2E 2G 2J 2K 3D 3H 2F

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

9a Plan funding arrangement (check all that apply)

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

9b Plan benefit arrangement (check all that apply)

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

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

a Pension Schedules

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

b General Schedules

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

SCHEDULE C (Form 5500)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ **File as an attachment to Form 5500.**	**2009** **This Form is Open to Public Inspection.**

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

A Name of plan
HOMEMAKER'S UPSTATE GROUP, INC. RETIREMENT PLAN & TRUST

B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
16-0979130

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

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

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

P & A FINANCIAL SECURITIES, INC.

17 COURT ST, SUITE 300
BUFFALO, NY 14202

(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 15 28 64 65 72	VENDOR	11165	Yes [ ] No [X]	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 [ ]

(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

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

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

2009

This Form is Open to Public Inspection

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

A Name of plan
HOMEMAKER'S UPSTATE GROUP, INC. RETIREMENT PLAN & TRUST

B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
16-0979130

Part I Asset and Liability Statement

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	0	0
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	12000	12000
(2) Participant contributions	1b(2)	0	536
(3) Other	1b(3)	0	0
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	0	0
(2) U.S. Government securities	1c(2)	0	0
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	0	0
(B) All other	1c(3)(B)	0	0
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	0	0
(B) Common	1c(4)(B)	0	0
(5) Partnership/joint venture interests	1c(5)	0	0
(6) Real estate (other than employer real property)	1c(6)	0	0
(7) Loans (other than to participants)	1c(7)	0	0
(8) Participant loans	1c(8)	40768	42465
(9) Value of interest in common/collective trusts	1c(9)	0	0
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)	0	0
(12) Value of interest in 103-12 investment entities	1c(12)	0	0
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	1045864	1387997
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)	0	0

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)	0	0
(2) Employer real property	1d(2)	0	0
e Buildings and other property used in plan operation	1e	0	0
f Total assets (add all amounts in lines 1a through 1e)	1f	1098632	1442998
Liabilities			
g Benefit claims payable	1g	0	0
h Operating payables	1h	0	0
i Acquisition indebtedness	1i	0	0
j Other liabilities	1j	0	0
k Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	1098632	1442998

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)	12000	
(B) Participants	2a(1)(B)	132238	
(C) Others (including rollovers)	2a(1)(C)	0	
(2) Noncash contributions	2a(2)	0	
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		144238
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)	3405	
(F) Other	2b(1)(F)	0	
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		3405
(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)	21998	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		21998
(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

			(a) Amount	(b) Total
2b	(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
	(6) Net investment gain (loss) from common/collective trusts	2b(6)		0
	(7) Net investment gain (loss) from pooled separate accounts	2b(7)		0
	(8) Net investment gain (loss) from master trust investment accounts	2b(8)		0
	(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		0
	(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		257414
c	Other income	2c		0
d	Total income. Add all **income** amounts in column (b) and enter total	2d		427055
	Expenses			
e	Benefit payment and payments to provide benefits:			
	(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	70344	
	(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)		70344
f	Corrective distributions (see instructions)	2f		0
g	Certain deemed distributions of participant loans (see instructions)	2g		1181
h	Interest expense	2h		0
i	Administrative expenses: (1) Professional fees	2i(1)	0	
	(2) Contract administrator fees	2i(2)	6522	
	(3) Investment advisory and management fees	2i(3)	4642	
	(4) Other	2i(4)	0	
	(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		11164
j	Total expenses. Add all **expense** amounts in column (b) and enter total	2j		82689
	Net Income and Reconciliation			
k	Net income (loss). Subtract line 2j from line 2d	2k		344366
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: DOMACHOWSKI KEMPISTY & SALVATORE PC **(2)** EIN: 16-1450219

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 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete 4j and 4l. MTIAs also do not complete 4l.

During the plan year:

		Yes	No	Amount
a	Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	4a		X	
b	Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	4b		X	
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		500000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n			

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

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

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

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

2009

This Form is Open to Public Inspection.

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

A Name of plan
HOMEMAKER'S UPSTATE GROUP, INC. RETIREMENT PLAN & TRUST

B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
16-0979130

Part I Distributions

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

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

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

EIN(s): 75-3182674

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** 17

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 **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 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(es). 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 items 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 items 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 items 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 items 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 items 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 items 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 items 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 item 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 items (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 item 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):

HOMEMAKERS UPSTATE GROUP, INC.
RETIREMENT PLAN & TRUST

FINANCIAL STATEMENTS

YEARS ENDED DECEMBER 31, 2009 AND 2008

HOMEMAKERS UPSTATE GROUP, INC.
RETIREMENT PLAN & TRUST

FINANCIAL STATEMENTS

YEARS ENDED DECEMBER 31, 2009 AND 2008

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Certified Public Accountants

Domachowski
Kempisty &
Salvatore, P.C

INDEPENDENT AUDITORS' REPORT

To the Trustees
Homemakers Upstate Group, Inc. Retirement Plan & Trust
Tonawanda, New York

We were engaged to audit the financial statements of Homemakers Upstate Group, Inc. Retirement Plan & Trust as of December 31, 2009 and 2008, and for the year ended December 31, 2009, and the supplemental schedule as of and for the year ended December 31, 2009, as listed in the accompanying table of contents. These financial statements and schedule are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by MG Trust Company, LLC, except for comparing the information with the related information included in the financial statements and supplemental schedule. We have been informed by the plan administrator that MG Trust Company, LLC holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from MG Trust Company, LLC as of and for the years ended December 31, 2009 and 2008, that the information provided to the plan administrator by MG Trust Company, LLC is complete and accurate.

As described in Note 2, these financial statements and supplemental schedule were prepared on the modified cash basis of accounting, which is a comprehensive basis of accounting other than accounting principles generally accepted in the United States of America.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and schedule taken as a whole. The form and content of the information included in the financial statements and schedule, other than that derived from the information certified by MG Trust Company, LLC, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Domachowski, Kempisty & Salvatore CPA's, PC

July 27, 2010
Clarence, New York

9280 Main Street P.O. Box 387 Clarence, New York 14031 Phone 716.759.6879 Fax 716.759.8609

HOMEMAKERS UPSTATE GROUP, INC.
RETIREMENT PLAN & TRUST

STATEMENT OF NET ASSETS AVAILABLE FOR BENEFITS – MODIFIED CASH BASIS

As of December 31,

	2009	2008
ASSETS		
Investments, at Fair Value:		
Mutual Funds	$1,387,997	$1,045,864
	1,387,997	1,045,864
Receivables:		
Employer's Contribution Receivable	12,000	12,000
Other	536	-
Loans Receivable	42,465	40,768
	55,001	52,768
NET ASSETS AVAILABLE FOR BENEFITS	$1,442,998	$1,098,632

See accompanying notes and auditors' report.

HOMEMAKERS UPSTATE GROUP, INC.
RETIREMENT PLAN & TRUST

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS – MODIFIED CASH BASIS

For the Year Ended December 31, 2009

Additions to Net Assets Attributed to:	
Interest on Participant Loans	$ 3,405
Participants' Cash Contributions	132,238
Employer Cash Contributions	12,000
Net Appreciation in Fair Value of Investments	257,414
Dividends	21,998
Total Additions	427,055
Deductions from Net Assets Attributed to:	
Benefits Paid to Participants	<70,344>
Administrative Expenses	<11,164>
Deemed Distributions	<1,181>
Total Deductions	<82,689>
Net Increase in Net Assets Available for Benefits	344,366
Net Assets Available for Benefits:	
Beginning of Year	1,098,632
End of Year	$1,442,998

See accompanying notes and auditors' report.

1. DESCRIPTION OF PLAN

The following description of the Homemakers Upstate Group, Inc. and Subsidiaries ("Company") 401(k) Plan ("Plan") provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General

The Plan is a salary reduction plan covering all non-union, non-leased, and non-highly compensated employees of the Company who have one year of service and are age twenty-one and older. It is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). The Plan is administered by P & A Administrative Services, Inc. The Plan was amended and restated effective January 1, 2009 to comply with the provisions of the Economic Growth and Tax Relief Reconciliation Act of 2001 (EGTRRA).

Contributions

Each year, subject to legal limits, participants may contribute up to a percentage of their pre-tax annual compensation as subject to specified limits defined in the Plan. Participants may also contribute rollover amounts representing distributions from other qualified defined benefit or contribution plans.

The Company may make an annual discretionary contribution, a percentage of which is allocated to all Class I eligible employees (employed by Homemakers Upstate Group, Inc. at year end) based on their eligible salary, and a percentage of which is allocated to Class II participating employees (employed by other subsidiaries at year end) based on their eligible salary.

Participants direct the investment of their salary reduction contributions and employer discretionary contributions into various investment options offered by the Plan. The Plan currently offers eighteen mutual funds as investment options for participants.

Participant Accounts

Each participant's account is credited with the participant's contribution and allocations of the Company's contribution and Plan earnings.

1. DESCRIPTION OF PLAN - CONTINUED

Expenses

Expenses are allocated to all participants' accounts either proportionately based on value of account balances or on an equal dollar amount based on the number of participants in the Plan dependant on the nature of the expense.

Forfeitures

Forfeitures are allocated to (1) pay any administrative expenses and (2) any remaining forfeitures may be used to offset employer contributions.

Vesting

Participants are immediately vested in their contributions plus actual earnings thereon. Vesting in the Company's contribution of participant accounts plus actual earnings thereon is based on 3 whole years of service, at which time, a participant becomes 100% vested.

Payment of Benefits

On termination of employment due to termination, disability, or retirement, a participant may elect to receive a lump-sum amount equal to the value of the participant's vested interest in his or her account. Distributions in excess of $1,000 require written consent from the participant before distribution may be made. Upon death of a participant, their estate or beneficiary will be entitled to a single lump-sum distribution of 100% of the vested account balance. The spouse or beneficiary of a deceased participant may make certain legally-defined elections to defer distribution of the vested account balance. Hardship withdrawals, as defined by the Plan, are allowed up to 100% of their salary reduction amount.

Loans to Participants

Participants are permitted to borrow a minimum of $1,000, up to a maximum amount of the lesser of (1) $50,000 or (2) 50% of their vested balance, or $10,000. The loans are secured by the balance in the participant's account and bear interest at prevailing rates as determined by the Plan administrator.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

These financial statements are prepared on the modified cash basis of accounting. Under the modified cash basis of accounting used in the financial statements, employee and employer contributions receivable at Plan year-end are included; distributions and immaterial expenses payable at Plan year-end are not included.

Estimates

The preparation of financial statements requires the Plan administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results may differ from those estimates.

Investment Valuation and Income Recognition

The Plan allows participants to self-direct their account investments within certain specified investment vehicles.

The Plan's investments were in mutual funds maintained by MG Trust Company, LLC. The fair value of each mutual fund is provided by MG Trust Company, LLC, based on quoted market prices. There are no reserves against these investment values for credit risk.

Generally accepted accounting standards sets up a framework for measuring fair value which provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy consists of three levels, with Level 1 as the highest priority and 3, the lowest priority. The three levels of the fair value hierarchy are as follows:

Level 1: Valuations are unadjusted quoted prices for identical assets in active markets.

Level 2: Valuations are quoted prices for similar assets in active market or identical or similar assets in inactive markets.

Level 3: Valuation methods are unobservable and significant to the fair value measurement.

Purchases and sales of securities are recorded net of related investment fees on a trade-date basis. Interest income is recorded on the accrual basis.

Concentrations of Credit Risk

The Plan's investments are not FDIC insured.

3. INVESTMENTS

The Plan investments are held, accounted for, and certified as correct by MG Trust Company, LLC. The following presents investments and changes in investments as of and for the years ended December 31, 2009 and 2008. Investments which represent 5% or more of the Plan's net assets are specifically identified.

	2009	2008
AM FDS Growth Fund of America	$ 318,041	$ 228,915
Vanguard 500 Index Fund	183,999	135,294
Other	412,168	299,808
Vanguard Morgan Growth Fund	126,660	88,841
Vanguard Inflation Protection	126,360	91,317
AM FDS Bond Fund of America	-	85,557
BK Stable Value	129,146	116,132
Dodge & Cox Income Fund	91,623	-
Total	$1,387,997	$1,045,864

Changes in Net Assets (Cash Basis):	
Net Appreciation (Including Loan Interest)	$ 260,819
Participants' Contributions	132,238
Employer Contributions	12,000
Benefits Paid	<70,344>
Deemed Distributions	<1,181>
Administrative Expenses	<11,164>
Dividends	21,998

4. PLAN TERMINATION

Although it has expressed no intent to do so, the Company has the right to terminate the Plan at any time subject to the provisions of ERISA. Upon termination, all amounts credited to participants' accounts would become 100% vested.

5. TAX STATUS AND PLAN AMENDMENTS

The Plan adopted the Nationwide Life Insurance Company's basic non-standardized 401(k) Profit Sharing Plan and Trust (#222-00132) agreement on September 1, 1997 and amended effective January 1, 2001. The Internal Revenue Service determined by letter dated August 7, 2001 that the Plan and related trust are in compliance with applicable requirements of the Internal Revenue Code (IRC).

The Plan was restated effective January 1, 2009 to comply with statutory provisions.

5. TAX STATUS AND PLAN AMENDMENTS - CONTINUED

The Plan administrator believes that the revised, non-prototype plan is designed and is currently being operated in compliance with the applicable requirements of the Internal Revenue Code (IRC).

4. FAIR VALUE MEASUREMENTS

The Plan's investments are measured at fair value at December 31, 2009 using the following fair value hierarchy.

	Level 1	Level 2	Level 3	Total
Mutual Funds	$1,387,997	$ -	$ -	$1,387,997
Participant Loans	-	-	42,465	42,465
	$1,387,997	$ -	$ 42,465	$1,430,462

Level 1: The fair value of mutual funds is based on quoted net asset values of the shares held by the fund at year end. The fair value of stocks and corporate bonds is based on quoted market prices.

Level 3: The participant loans are not actively traded. The fair value is equal to the amortized cost of the loans as the loans are fully secured by the participants' account balance. The changes in Level 3 investments for the year ended December 31, 2009 follows:

	Participant Loans
Balance at December 31, 2008	$ 40,768
Interest Earned	3,405
New Loans Issued	17,949
Loans Defaulted	<1,181>
Payments on Loans by Participants	<18,476>
Balance at December 31, 2009	$ 42,465

5. SUBSEQUENT EVENTS

Management has evaluated subsequent events through July 28, 2010, the date on which the financial statements were available to be issued.

SUPPLEMENTAL SCHEDULE

PLAN NAME: **HOMEMAKERS UPSTATE GROUP, INC. RETIREMENT PLAN & TRUST** **PLAN NO.: 001**

PLAN SPONSOR: HOMEMAKERS UPSTATE GROUP, INC. EIN: 16-0979130

SCHEDULE H – LINE 4i – SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES

As of December 31, 2009

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost*	(e) Current Value
	AM FDS Bond Fund of America	Mutual Fund	N/A	$ 129,145
	AM FDS Cap World Growth/Income	Mutual Fund	N/A	49,952
	AM FDS Growth Fund of America	Mutual Fund	N/A	318,041
	AM FDS New Perspective Fund	Mutual Fund	N/A	37,666
	AM FDS New World Fund	Mutual Fund	N/A	18,123
	AM FDS Fundamental Investors	Mutual Fund	N/A	47,613
	Columbia Value and Restructuring	Mutual Fund	N/A	17,583
	Dodge & Cox Income Fund	Mutual Fund	M/A	91,623
	Dreyfus Prem S&P Stars Oppt-A	Mutual Fund	N/A	31,422
	T Rowe Price Mid Cap Value	Mutual Fund	N/A	35,007
	T Rowe Price Cap Appreciation Fund	Mutual Fund	N/A	66,448
	Vanguard 500 Index Fund	Mutual Fund	N/A	183,999
	Vanguard Inflation Protection Securities Fund	Mutual Fund	N/A	126,360
	Vanguard Morgan Growth Fund	Mutual Fund	N/A	126,660
	Vanguard REIT Index Fund	Mutual Fund	N/A	17,295
	Vanguard Selected Value Fund	Mutual Fund	N/A	37,985
	Vanguard Small Cap Growth Index Fund	Mutual Fund	N/A	20,324
	Vanguard Windsor II Fund	Mutual Fund	N/A	32,751
	Loans	Ranging from 5.25% to 10.25%	-0-	42,465

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

Attachment to 2009 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name HOMEMAKER'S UPSTATE GROUP, INC. RETIREMENT PLAN & TRUST **EIN:** 16-0979130
Plan Sponsor's Name HOMEMAKERS UPSTATE GROUP, INC. **PN:** 001

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
	AM FDS CAP WRLD GRT/INCOME	MUTUAL FUND	0	49,952
	AM FDS FUNDAMENTAL INVESTORS	MUTUAL FUND	0	47,613
	AM FDS GRT FD OF AMERICA	MUTUAL FUND	0	318,041
	AM FDS NEW PERSPECTIVE	MUTUAL FUND	0	37,666
	AM FDS NEW WORLD FUND	MUTUTAL FUND	0	18,123
	BLACK KNIGHT STABLE VAL	MUTUAL FUND	0	129,145
	COLUMBIA VALUE & RESTRUCTURING	MUTUTAL FUND	0	17,583

Attachment to 2009 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name HOMEMAKER'S UPSTATE GROUP, INC. RETIREMENT PLAN & TRUST **EIN:** 16-0979130
Plan Sponsor's Name HOMEMAKERS UPSTATE GROUP, INC. **PN:** 001

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
	DODGE & COX INCOME FUND	MUTUAL FUND	0	91,623
	DREYFUS S & P STARS OPPT	MUTUAL FUND	0	31,422
	T ROWE PRICE CAP APPRECIATION	MUTUAL FUND	0	66,448
	T ROWE PRICE MID-CAP VALUE	MUTUAL FUND	0	35,007
	VANGUARD 500 INDEX	MUTUAL FUND	0	183,999
	VANGUARD INFLTN-PROTECT SECS	MUTUAL FUND	0	126,360
	VANGUARD MORGAN GRTH	MUTUAL FUND	0	126,660

Attachment to 2009 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name HOMEMAKER'S UPSTATE GROUP, INC. RETIREMENT PLAN & TRUST **EIN:** 16-0979130
Plan Sponsor's Name HOMEMAKERS UPSTATE GROUP, INC. **PN:** 001

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
	VANGUARD REIT INDEX	MUTUAL FUND	0	17,295
	VANGUARD SELECTED VALUE	MUTUAL FUND	0	37,985
	VANGUARD SMALL CAP GRTH INDEX	MUTUAL FUND	0	20,324
	VANGUARD WINDSOR II	MUTUAL FUND	0	32,751
	AM FDS CAP WRLD GRT/INCOME	MUTUTAL FUND	0	49,952
	AM FDS FUNDAMENTAL INVESTORS	MUTUAL FUND	0	47,613
	AM FDS GRT FD OF AMERICA	MUTUAL FUND	0	318,041

Attachment to 2009 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name HOMEMAKER'S UPSTATE GROUP, INC. RETIREMENT PLAN & TRUST **EIN:** 16-0979130
Plan Sponsor's Name HOMEMAKERS UPSTATE GROUP, INC. **PN:** 001

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
	AM FDS NEW PERSPECTIVE	MUTUAL FUND	0	37,666
	AM FDS NEW WORLD FUND	MUTUAL FUND	0	18,123
	BLACK KNIGHT STABLE VAL	MUTUAL FUND	0	129,145
	COLUMBIA VALUE & RESTRUCTURING	MUTUAL FUND	0	17,583