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

2011

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

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

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

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

D Check box if filing under:
- [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
MADELAINE CHOCOLATE NOVELTIES, INC. UNION PENSION PLAN TRUST

1b Three-digit plan number (PN) ▶ 002

1c Effective date of plan 01/01/1982

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

MADELAINE CHOCOLATE NOVELTIES, INC.

96-03 BEACH CHANNEL DRIVE
ROCKAWAY BEACH, NY 11693

2b Employer Identification Number (EIN) 11-1844700

2c Sponsor's telephone number 718-945-1500

2d Business code (see instructions) 311300

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.	09/27/2012	NORMAN GOLD
	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")
MADELAINE CHOCOLATE NOVELTIES, INC.

96-03 BEACH CHANNEL DRIVE
ROCKAWAY BEACH, NY 11693

3b Administrator's EIN
11-1844700

3c Administrator's telephone number
718-945-1500

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**	382
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**	309
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	48
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	357
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	1
f	Total. Add lines **6d** and **6e**	**6f**	358
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	6
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:
1B 1G 3D

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)	X	**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 SB (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Single-Employer Defined Benefit Plan Actuarial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500 or 5500-SF.**

OMB No. 1210-0110

2011

This Form is Open to Public Inspection

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

▶ **Round off amounts to nearest dollar.**

▶ **Caution:** A penalty of $1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan
MADELAINE CHOCOLATE NOVELTIES, INC. UNION PENSION PLAN TRUST

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF
MADELAINE CHOCOLATE NOVELTIES, INC.

D Employer Identification Number (EIN)
11-1844700

E Type of plan: [X] Single [ ] Multiple-A [ ] Multiple-B

F Prior year plan size: [ ] 100 or fewer [X] 101-500 [ ] More than 500

Part I Basic Information

1	Enter the valuation date: Month 01 Day 01 Year 2011			
2	Assets:			
a	Market value	**2a**		2418846
b	Actuarial value	**2b**		2418846
3	Funding target/participant count breakdown:		**(1)** Number of participants	**(2)** Funding Target
a	For retired participants and beneficiaries receiving payment	**3a**	0	0
b	For terminated vested participants	**3b**	52	239467
c	For active participants:			
	(1) Non-vested benefits	**3c(1)**		49312
	(2) Vested benefits	**3c(2)**		2579002
	(3) Total active	**3c(3)**	330	2628314
d	Total	**3d**	382	2867781
4	If the plan is in at-risk status, check the box and complete lines (a) and (b) [ ]			
a	Funding target disregarding prescribed at-risk assumptions	**4a**		
b	Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor	**4b**		
5	Effective interest rate	**5**		6.05 %
6	Target normal cost	**6**		133141

Statement by Enrolled Actuary

To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

SIGN HERE

09/26/2012
Signature of actuary — Date

WILLIAM E. BUCKHEIT, F.C.A. — 11-03076
Type or print name of actuary — Most recent enrollment number

SENTINEL BENEFITS GROUP, LLC — 516-333-2800
Firm name — Telephone number (including area code)

1400 OLD COUNTRY RD., SUITE 310
WESTBURY, NY 11590-5125
Address of the firm

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions [ ]

Part II Beginning of year carryover and prefunding balances

		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	0	8219
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)		
9	Amount remaining (line 7 minus line 8)	0	8219
10	Interest on line 9 using prior year's actual return of 13.20%		1085
11	Prior year's excess contributions to be added to prefunding balance:		
a	Present value of excess contributions (line 38 from prior year)		6101
b	Interest on (a) using prior year's effective rate of 6.64 % except as otherwise provided (see instructions)		405
c	Total available at beginning of current plan year to add to prefunding balance		6506
d	Portion of (c) to be added to prefunding balance		0
12	Other reductions in balances due to elections or deemed elections		
13	Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	0	9304

Part III Funding percentages

14	Funding target attainment percentage	14	84.02 %
15	Adjusted funding target attainment percentage	15	84.02 %
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	85.87 %
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and liquidity shortfalls

18 Contributions made to the plan for the plan year by employer(s) and employees:

(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
09/14/2012	265000				
			Totals ► 18(b)	265000	18(c) 0

19	Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:		
a	Contributions allocated toward unpaid minimum required contributions from prior years.	19a	0
b	Contributions made to avoid restrictions adjusted to valuation date	19b	0
c	Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	231500

20 Quarterly contributions and liquidity shortfalls:

a Did the plan have a "funding shortfall" for the prior year? [X] Yes [ ] No

b If 20a is "Yes," were required quarterly installments for the current year made in a timely manner? [ ] Yes [X] No

c If 20a is "Yes," see instructions and complete the following table as applicable:

Liquidity shortfall as of end of quarter of this plan year

(1) 1st	(2) 2nd	(3) 3rd	(4) 4th

Part V Assumptions used to determine funding target and target normal cost

21 Discount rate:

a Segment rates:

1st segment:	2nd segment:	3rd segment:	
2.94%	5.82%	6.46 %	☐ N/A, full yield curve used

b Applicable month (enter code)	**21b**	0
22 Weighted average retirement age	**22**	66

23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute

Part VI Miscellaneous items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment.	☐ Yes	☒ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment.	☐ Yes	☒ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment.	☒ Yes	☐ No

27 If the plan is eligible for (and is using) alternative funding rules, enter applicable code and see instructions regarding attachment	**27**	

Part VII Reconciliation of unpaid minimum required contributions for prior years

28 Unpaid minimum required contributions for all prior years	**28**	
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a)	**29**	0
30 Remaining amount of unpaid minimum required contributions (line 28 minus line 29)	**30**	0

Part VIII Minimum required contribution for current year

31 Target normal cost and excess assets (see instructions):

a Target normal cost (line 6)	**31a**	133141
b Excess assets, if applicable, but not greater than 31a	**31b**	0

32 Amortization installments:

	Outstanding Balance	Installment
a Net shortfall amortization installment	458239	97422
b Waiver amortization installment		0

33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	**33**	
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)	**34**	230563

	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement			0

36 Additional cash requirement (line 34 minus line 35)	**36**	230563
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	**37**	231500

38 Present value of excess contributions for current year (see instructions)

a Total (excess, if any, of line 37 over line 36)	**38a**	937
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	**38b**	0
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	**39**	0
40 Unpaid minimum required contributions for all years	**40**	0

Part IX Pension funding relief under Pension Relief Act of 2010 (see instructions)

41 If a shortfall amortization base is being amortized pursuant to an alternative amortization schedule:

a Schedule elected ☐ 2 plus 7 years ☐ 15 years

b Eligible plan year(s) for which the election in line 41a was made ☐ 2008 ☐ 2009 ☐ 2010 ☐ 2011

42 Amount of acceleration adjustment	**42**	
43 Excess installment acceleration amount to be carried over to future plan years	**43**	

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.**	**2011** **This Form is Open to Public Inspection.**

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

A Name of plan
MADELAINE CHOCOLATE NOVELTIES, INC. UNION PENSION PLAN TRUST

B Three-digit plan number (PN) ▶ 002

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

D Employer Identification Number (EIN)
11-1844700

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)

MORGAN STANLEY SMITH BARNEY

ONE PENN PLAZA
43RD FLOOR
NEW YORK, NY 10119

(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?
27	NONE	12208	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] No [ ]

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

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

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

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

2011

This Form is Open to Public Inspection

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

A Name of plan
MADELAINE CHOCOLATE NOVELTIES, INC. UNION PENSION PLAN TRUST

B Three-digit plan number (PN) ▶ 002

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

D Employer Identification Number (EIN)
11-1844700

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)	230000	265000
(2) Participant contributions	1b(2)		
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	49839	24068
(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)		
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	2146443	2005421
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	2426282	2294489
Liabilities			
g Benefit claims payable	1g	20	-92
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through1j)	1k	20	-92
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	2426262	2294581

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)	265000	
(B) Participants	2a(1)(B)		
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		265000
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	55301	
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)		
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		55301
(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		0
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)	881369	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	844329	
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		37040

			(a) Amount	(b) Total
2b	**(5)** Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
	(B) Other	2b(5)(B)	-157924	
	(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		-157924
	(6) Net investment gain (loss) from common/collective trusts	2b(6)		
	(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
	(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
	(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
	(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		
c	Other income	2c		
d	Total income. Add all **income** amounts in column (b) and enter total	2d		199417
	Expenses			
e	Benefit payment and payments to provide benefits:			
	(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	318865	
	(2) To insurance carriers for the provision of benefits	2e(2)		
	(3) Other	2e(3)		
	(4) Total benefit payments. Add lines **2e(1)** through **(3)**	2e(4)		318865
f	Corrective distributions (see instructions)	2f		
g	Certain deemed distributions of participant loans (see instructions)	2g		
h	Interest expense	2h		
i	Administrative expenses: **(1)** Professional fees	2i(1)		
	(2) Contract administrator fees	2i(2)		
	(3) Investment advisory and management fees	2i(3)	12233	
	(4) Other	2i(4)		
	(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		12233
j	Total expenses. Add all **expense** amounts in column (b) and enter total	2j		331098
	Net Income and Reconciliation			
k	Net income (loss). Subtract line **2j** from line **2d**	2k		-131681
l	Transfers of assets:			
	(1) To this plan	2l(1)		
	(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: RONNIE MILLMAN ZOLAN CPA, PC **(2)** EIN: 11-3347081

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**			
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

2011

This Form is Open to Public Inspection.

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

A Name of plan
MADELAINE CHOCOLATE NOVELTIES, INC. UNION PENSION PLAN TRUST

B Three-digit plan number (PN) ▶ 002

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

D Employer Identification Number (EIN)
11-1844700

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): 11-6422970

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** 16

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 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):

RONNIE MILLMAN ZOLIN
CERTIFIED PUBLIC ACCOUNTANT

63 WATERBURY LANE
WESTBURY, NEW YORK 11590
TEL: 516-333-1238
FAX: 516-338-7516

August 8, 2012

MADELAINE CHOCOLATE NOVELTIES, INC.
96-03 Beach Channel Drive
Rockaway Beach, NY 11693

REPORT OF INDEPENDENT ACCOUNTANTS

We have audited the statement of net assets available for plan benefits of **MADELAINE CHOCOLATE NOVELTIES, INC. UNION PENSION PLAN** as of December 31, 2011 and 2010, the related statement of changes in net assets available for plan benefits for the years then ended, the statement of accumulated plan benefits as of December 31, 2011 and December 31, 2010 and the related statements of changes in accumulated plan benefits for the years then ended. These financial statements are the responsibility of the Plan Administrator. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audit in accordance with generally accepted auditing standards. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial status of the Plan as of December 31, 2011, and changes in its financial status for the year then ended and information regarding net assets available for plan benefits and changes therein as of and for the years ended December 31, 2011 and 2010 in conformity with generally accepted accounting principles.

Our audit was conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental schedule of investments accompanying the financial statements is presented for purposes of complying with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is not a required part of the basic financial statements. The supplemental schedule has been subjected to the auditing procedures applied in the audit of the basic financial statements and, in our opinion, is fairly stated, in all material respects, in relation to the basic financial statements taken as a whole.

Very truly yours,

RONNIE MILLMAN ZOLIN
CERTIFIED PUBLIC ACCOUNTANT

RMZ:sm
Enclosures

MADELAINE CHOCOLATE NOVELTIES, INC. UNION PENSION PLAN

STATEMENT OF NET ASSETS AVAILABLE FOR PLAN BENEFITS

AS OF DECEMBER 31, 2011 AND DECEMBER 31, 2010

	December 31, 2011	December 31, 2010
Assets		
Investments, at fair value (Note 5)		
Marketable Securities - Mutual Funds	2,005,421	2,146,443
Total Investments	2,005,421	2,146,443
Receivables		
Employer's contribution	265,000	230,000
Total Receivables	265,000	230,000
Cash		
Money Market Accounts	24,068	49,839
Total Cash	24,068	49,839
Total Assets	2,294,489	2,426,282
Liabilities		
Benefits Payable	0	20
Loans & Exchanges	(92)	0
Net Assets Available for Plan Benefits	2,294,581	2,426,262

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

MADELAINE CHOCOLATE NOVELTIES, INC. UNION PENSION PLAN

STATEMENT OF CHANGES IN NET ASSETS

AVAILABLE FOR PLAN BENEFITS

FOR THE YEARS ENDED DECEMBER 31, 2011 AND DECEMBER 31, 2010

	December 31, 2011	December 31, 2010
Additions:		
Dividend Income	55,238	65,125
Interest Income	63	80
Employer's contribution	265,000	230,000
Investment Gain(Loss) on Sale of Securities	37,040	16,775
Unrealized appreciation (depreciation) of assets	(157,924)	183,246
Total Additions	199,417	495,226
Deductions:		
Benefits paid directly to participants	318,865	242,987
Management Fees	12,233	11,439
Total Deductions	331,098	254,426
Net Increase (Decrease) during year	(131,681)	240,800
Net assets available for plan benefits at beginning of year	2,426,262	2,185,462
Net assets available for plan benefits at end of year	2,294,581	2,426,262

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

MADELAINE CHOCOLATE NOVELTIES, INC. UNION PENSION PLAN

STATEMENT OF ACCUMULATED PLAN BENEFITS

AS OF DECEMBER 31, 2011 AND DECEMBER 31, 2010

	December 31, 2011	December 31, 2010
Actuarial present value of accumulated plan benefits:		
Vested benefits		
Participants currently receiving payments	0	0
Other participants	1,885,829	1,833,389
Nonvested benefits	31,117	30,470
Total actuarial present value of accumulated plan benefits	1,916,946	1,863,859

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

MADELAINE CHOCOLATE NOVELTIES, INC. UNION PENSION PLAN

STATEMENT OF CHANGES IN ACCUMULATED PLAN BENEFITS

FOR THE YEARS ENDED DECEMBER 31, 2011 AND 2010

	December 31, 2011	December 31, 2010
Actuarial present value of accumulated plan benefits at beginning of year	1,863,859	1,796,277
Increase (decrease) during the year attributable to:		
Benefits paid	(318,865)	(242,987)
Benefits accumulated	232,163	175,848
Decrease in Discount Period	139,789	134,721
Net increase (decrease)	53,087	67,582
Actuarial present value of accumulated plan benefits at end of year	1,916,946	1,863,859

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

MADELAINE CHOCOLATE NOVELTIES, INC. UNION PENSION PLAN

NOTES TO FINANCIAL STATEMENTS

AS AT DECEMBER 31, 2011

1. Description of Plan:

The following brief description of MADELAINE CHOCOLATE NOVELTIES, INC. UNION PENSION PLAN is provided for general information purposes only. Participants should refer to the Plan agreement for more complete information.

The Plan is a defined benefit plan covering the union employees of MADELAINE CHOCOLATE NOVELTIES, INC. The Plan is noncontributory on the part of the employees and is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). Eligible employees participate in the Plan on the entry date (January 1) nearest completion of twelve months of continuous employment with the Company and attainment of age 21.

Upon termination of employment for any reason other than retirement, death or disability, participants are entitled to the following vested percentage of their accrued benefit:

Years of Service	Vested Percentage
Less than 5 years	0
5	100

Retirement Benefit

Subject to the top heavy provisions and those governing limitations on benefits, each Participant shall be eligible to retire upon attaining his or her Normal Retirement Age and shall thereafter be entitled to receive a monthly Normal Form of Retirement Income equal to eight dollars and forty cents ($8.40) multiplied by his or her full Years of Service to a maximum of twenty-five (25) years: such benefit to be reduced by any monthly pension payable by the Pension Benefit Guaranty Corporation.

The monthly benefit of each Participant shall not be less than the largest periodic benefit that would have been payable to the Participant upon separation from Service at or prior to Normal Retirement Age under the Plan exclusive of Social Security supplements, premiums on disability or term insurance, and the value of Disability benefits not in excess of the Normal Retirement Benefit. For purposes of comparing periodic benefits in the same form, commencing prior to and at Normal Retirement Age, the greater benefit is determined by converting the benefit payable prior to Normal Retirement Age into the same form of annuity benefit payable at Normal Retirement Age and comparing the amount of such annuity payments.

Benefits shall be payable in the normal form or the Actuarial Equivalent thereof or in one of the optional forms of payment permitted by the Plan.

The nonvested portion of any employee's accrued benefits is used to reduce the Company's contribution for future plan years.

Upon retirement, the employee is entitled to a normal retirement pension consisting of a monthly annuity for life or the employee may elect one of the following methods of benefit payment.

(a) A lump sum payment;

(b) A joint and survivor annuity for the life of the employee and for the life of another person, providing a survivor annuity which is either 50% or 100% of the amount of the employee's annuity;

(c) A period certain and continuous annuity based upon the employee's life expectancy, as of his income commencement date, providing the income to continue to the participant's beneficiary should his death occur during the period certain.

(d) Installments, providing periodic income to the participant's and/or beneficiary of varying amount, over a period of years.

Death Benefits:

Death benefits are paid to the employee's beneficiary in accordance with the form of benefit payment elected by the employee at retirement. Death benefits paid to the eligible spouse of any employee who dies before retirement equal 50% of the actuarial equivalent of the accrued benefit determined as of the date of death.

2. Summary of Significant Accounting Policies:

Basis of Accounting:

The accompanying financial statements have been prepared on the accrual basis of accounting.

Valuation of Investments:

Marketable Securities are stated at fair value. Securities are valued at the last reported sales price on the last business day of the plan year.

Actuarial Present Value of Accumulated Plan Benefits:

Accumulated plan benefits are those future periodic payments, including lump-sum distributions, that are attributable under the Plan's provisions to the service employees have rendered. Accumulated plan benefits include benefits expected to be paid to (a) retired or terminated employees or their beneficiaries, (b) beneficiaries of employees who have died, and (c) present employees or their beneficiaries.

Benefits payable under all circumstances - retirement, death and termination of employment - are included, to the extent they are deemed attributable to employee service rendered to the valuation date.

The actuarial present value of accumulated plan benefits is that amount that results from applying actuarial assumptions to adjust the accumulated plan benefits to reflect the time value of money (through discounts for interest) and the probability (by means of decrements such as for death, withdrawal, or retirement) between the valuation date and the expected date of payment.

Actuarial Cost Method - Aggregate

Under the Pension Protection Act (PPA) of 2006, a new funding method is mandatory under Internal Revenue Code Section 430(a). The Company's annual Minimum Required Contribution is the sum of:

(a) Target Normal Cost – the actuarial present value of benefits expected to be earned by Active participants in the current plan year, PLUS

(b) Shortfall Amortization Payment – (i) the excess, if any, of the actuarial present value of benefits already earned by all participants over (ii) the actuarial value of plan assets, amortized over seven (7) plan years.

Rate of Investment Return – Under PPA, segmented interest rates are mandatory as defined under Internal Revenue Code Section 430 (h)(2). For purposes of accumulated plan benefits, the interest rates are defined in the plan as 7.5%.

Retirement Age - It is assumed that normal retirements will occur in the first month coincident with or following attainment of the later of age 65 and 5 years of participation.

Rates of Mortality - Under PPA, new mandatory mortality tables are required, based on the Applicable Mortality tables for the Plan Year. Separate rates apply for Males and Females, for pre-retirement and post-retirement years. Lump sum payments are based on the Applicable Unisex Mortality Table for the Plan Year. For purposes of accumulated plan benefits, the mortality table is defined as 1971 GAM.

3. Funding Policy:

The Company contributes on an annual basis such amounts as are necessary on an actuarial basis to provide the Plan with assets sufficient to meet the benefits to be paid to Plan members. In addition, all expenses incurred in the administration of the Plan are paid by the Company.

The yield on investments of the Plan serves to reduce future contributions that would otherwise be required to provide for the defined level of benefits under the Plan. Company contributions to 1999 met the minimum funding requirements of ERISA. Although it has not expressed any intention to do so, the Company has the right, under the Plan, to discontinue its contributions at anytime and to terminate the Plan subject to the provisions set forth in ERISA.

4. Plan Termination:

In the event the Plan terminates, the net assets of the Plan will be allocated as prescribed by ERISA and its related regulations, generally to provide the following benefits in the order indicated:

(a) Benefits attributable to employee contributions, if any, taking into account those paid out before termination.

(b) Annuity benefits under the Plan which former employees or their beneficiaries have been receiving for at least three years, or that employees eligible to retire for that three-year period would have been receiving if they had retired with benefits under the Plan. The priority amount is limited to the lowest benefit that was payable (or would have been payable) during those three years. The amount is further limited to the lowest benefit that would be payable under Plan provisions in effect at any time during the five years preceding Plan termination.

(c) Other vested benefits insured by the Pension Benefit Guaranty Corporation (PBGC) (a U.S. governmental agency) up to the applicable limitations (discussed below).

(d) All other vested benefits (that is, vested benefits not insured by the PBGC).

(e) All nonvested benefits.

The PBGC guarantees most vested normal age retirement benefits, early retirement benefits and certain disability and survivor's pensions. The PBGC does not guarantee all types of benefits under the Plan, and the amount of benefit protection is subject to certain limitations. Vested benefits under the Plan are guaranteed at the level in effect on the date of the Plan's termination subject to a statutory ceiling on the amount of an individual's monthly benefit that the PBGC guarantees.

Whether all participants receive their benefits should the Plan terminate at some future time, will depend on the sufficiency, at that time, of the Plan's net assets to provide those benefits and may also depend on the level of benefits guaranteed by the PBGC.

5. Investments:

The following presents the fair value of the Plan's investments. Investments that represent five percent or more of the total fund assets are separately identified:

	December 31, 2011 Fair Value	December 31, 2010 Fair Value
Davis New York Venture	259,433*	270,238*
Euro Pacific Growth Fund (A)	19,610	216,757*
Goldman Sachs High Yield	60,410	125,624*
Lazard Emerging Markets	-	284,952*
Mainstay Large Cap Growth Fund (A)	381,421*	425,922*
PIMCO Total Return Fund	945,524*	543,247*
T Rowe Price International Bond Fund	259,285*	102,952
Royce Micro-Cap Fund	2,411	47,931
TCW Small Cap Growth Fund	-	91,569
Western Asset Money Market	77,327	37,251
TOTAL	2,005,421	2,146,443

*5% of Plan Assets

6. Tax Status:

The United States Treasury Department advised on July 28, 1996 that the Plan constitutes a qualified plan under Section 1.401-1(b)(3) of the Internal Revenue Code. Accordingly, income of the Plan is exempt from federal taxes under the provisions of Section 501(a). Subsequently, on August 23, 2002, the plan as restated for GUST was submitted to the Internal Revenue Service for a determination letter. The IRS issued a favorable determination letter dated April 30, 2003.

MADELAINE CHOCOLATE NOVELTIES, INC. UNION PENSION PLAN
SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES
AS OF DECEMBER 31, 2011

Marketable Securities - Mutual Funds	Number of Shares	Cost	Value
Davis New York Venture	7,904.728	246,687	259,433*
Euro Pacific Growth Fund	560.612	20,184	19,610
Goldman Sachs High Yield	8,818.923	61,315	60,410
Mainstay Large Cap Growth Fund (A)	55,600.722	334,584	381,421*
PIMCO Total Return Fund	86,984.691	950,038	945,524*
T Rowe Price International Bond Fund	26,620.687	266,182	259,285*
Royce Micro-Cap Fund	165.821	2,399	2,411
Western Asset Money Market	77,327	77,327	77,327
TOTAL		1,958,716	2,005,421
TOTAL INVESTMENTS AT FAIR VALUE			2,005,421

*5% of Plan Assets

MADELAINE CHOCOLATE NOVELTIES, INC. UNION PENSION PLAN
SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES
AS OF DECEMBER 31, 2010

Marketable Securities - Mutual Funds	Number of Shares	Cost	Value
Davis New York Venture	7,790.07	238,629	270,238
Euro Pacific Growth Fund (A)	5,266.205	195,556	216,757
Goldman Sachs High Yield	17,256.025	118,191	125,624
Lazard Emerging Markets	13,083.206	235,118	284,952
Mainstay Large Cap Growth Fund (A)	60,404.539	354,520	425,922
PIMCO Total Return Fund	50,068.887	550,981	543,247
T Rowe Price International Bond Fund	10,737.769	104,120	102,952
Royce Micro-Cap Fund	2,727.992	35,945	47,931
TCW Small Cap Growth Fund	3,241.381	71,503	91,569
Western Asset Money Market	37,251	37,251	37,251
TOTAL		1,941,814	2,146,443

MADELAINE CHOCOLATE NOVELTIES, INC. UNION PENSION PLAN
SCHEDULE OF REPORTABLE TRANSACTIONS
AS OF DECEMBER 31, 2011

Disclosure of Transactions

Identity of Party Involved	Purchase Price	Current Value of Asset on Transaction Date
Purchases		
Mutual Funds (at cost)	937,400	
Less Sales of Mutual Funds (at cost)	(954,302)	
NET DECREASE IN MUTUAL FUNDS	(16,902)	
TOTAL CURRENT VALUE		2,005,421

Sales & Redemptions	Purchase Price	Sales Price	Profit/Loss on Sale of Securities
See Attached	844,329	881,369	37,040

MADELAINE CHOCOLATE NOVELTIES, INC.
PENSION PLAN #002
SALES
FOR THE SIX MONTHS 1/1/11-6/30/11

		PURCHASES		SALES		LONG TERM
UNITS	SECURITIES	DATE	PRICE	DATE	PRICE	GAIN (LOSS)
97.143	Davis - NY Venture Fund Inc.	11/12/09	2,974.52	6/6/11	3,400.00	425.48
1612.535	Euro Pacific	11/12/09	61,953.59	1/14/11	67,242.73	5,289.14
562.175	Euro Pacific	11/12/09	21,598.77	4/15/11	24,257.85	2,659.08
34.600	Euro Pacific	11/12/09	1,329.33	6/6/11	1,475.00	145.67
71.083	Goldman Sachs	11/12/09	484.08	4/15/11	527.44	43.36
202.977	Goldman Sachs	11/12/09	1,382.27	6/6/11	1,500.00	117.73
156.250	Lazard Emerging Mkts. Equity	11/12/09	2,821.88	6/6/11	3,350.00	528.12
458.411	Mainstay Large Capital Growth	11/12/09	2,687.21	1/14/11	3,341.82	654.61
495.860	Mainstay Large Capital Growth	11/12/09	2,906.73	4/5/11	3,709.03	802.30
678.718	Mainstay Large Capital Growth	11/12/09	3,978.64	6/6/11	4,975.00	996.36
621.609	Pimco Total Return Fund	11/12/09	6,812.83	6/6/11	6,875.00	62.17
203.896	T Rowe Price International	11/12/09	2,065.46	4/15/11	2,079.74	14.28
122.010	T Rowe Price International	11/12/09	1,235.96	6/6/11	1,275.00	39.04
146.861	Royce Micro-Cap Fund	11/12/09	1,919.47	4/15/11	2,769.80	850.33
39.841	Royce Micro-Cap Fund	11/12/09	520.72	6/6/11	700.00	179.28
294.384	TCW Small Capital Growth Fund	11/12/09	6,349.86	1/14/11	8,713.77	2,363.91
81.257	TCW Small Capital Growth Fund	11/12/09	1,752.71	4/15/11	2,530.34	777.63
32.952	TCW Small Capital Growth Fund	11/12/09	710.77	6/6/11	950.00	239.23
104.645	Lazard Emerging Mkts. Equity	11/12/09	1,889.89	1/14/11	2,270.80	380.91
	TOTAL		125,374.69		141,943.32	16,568.63

MADELAINE CHOCOLATE NOVELTIES, INC.
PENSION PLAN #002
SALES
FOR THE SIX MONTHS 7/1/11-12/31/11

		PURCHASES		SALES		LONG TERM
UNITS	SECURITIES	DATE	PRICE	DATE	PRICE	GAIN (LOSS)
325.285	Davis - NY Venture Fund Inc.	11/12/09	9,960.23	7/14/11	11,424.00	1,463.77
116.138	Euro Pacific	11/12/09	4,462.02	7/14/11	4,872.00	409.98
689.466	Goldman Sachs	11/12/09	4,695.26	7/14/11	5,040.00	344.74
521.569	Lazard Emerging Mkts. Equity	11/12/09	9,419.54	7/14/11	11,172.00	1,752.46
2264.542	Mainstay Large Capital Growth	11/12/09	13,274.75	7/14/11	17,052.00	3,777.25
2084.783	Pimco Total Return Fund	11/12/09	22,849.22	7/14/11	23,016.00	166.78
414.714	T Rowe Price International	11/12/09	4,201.05	7/14/11	4,284.00	82.95
133.333	Royce Micro-Cap Fund	11/12/09	1,742.66	7/14/11	2,436.00	693.34
107.475	TCW	11/12/09	2,318.24	7/14/11	3,192.00	873.76
763.882	Davis - NY Venture Fund Inc.	11/12/09	23,390.07	10/7/11	23,000.49	(389.58)
1952.877	Euro Pacific	11/12/09	71,864.64	10/7/11	67,276.61	(4,588.03)
12515.747	Goldman Sachs	11/12/09	85,232.24	10/7/11	82,103.30	(3,128.94)
889.347	Lazard Emerging Mkts. Equity	11/12/09	16,061.62	10/7/11	15,536.89	(524.73)
8871.281	Mainstay Large Capital Growth	11/12/09	52,003.45	10/7/11	58,816.59	6,813.14
835.206	Royce Micro-Cap Fund	11/12/09	10,916.15	10/7/11	11,901.69	985.54
155.278	Davis - NY Venture Fund Inc.	11/12/09	4,754.61	10/11/11	4,840.00	85.39
22.415	Euro Pacific	11/12/09	747.99	10/11/11	800.00	52.01
114.977	Goldman Sachs	11/12/09	782.99	10/11/11	760.00	(22.99)
255.840	Lazard Emerging Mkts. Equity	11/12/09	4,620.47	10/11/11	4,600.00	(20.47)
1000.000	Mainstay Large Capital Growth	11/12/09	5,862.00	10/11/11	6,920.00	1,058.00
1324.602	Pimco Total Return Fund	11/12/09	14,517.64	10/11/11	14,160.00	(357.64)
392.079	T Rowe Price International	11/12/09	3,971.76	10/11/11	3,960.00	(11.76)
53.476	Royce Micro-Cap Fund	11/12/09	698.93	10/11/11	800.00	101.07
64.646	TCW	11/12/09	1,394.41	10/11/11	1,600.00	205.59
566.308	Euro Pacific	6/14/10	18,897.69	12/8/11	20,177.55	1,279.86
12135.505	Lazard Emerging Mkts. Equity	Var.	218,403.59	12/8/11	220,138.07	1,734.48
2668.091	Royce	Var.	39,851.81	12/8/11	38,607.28	(1,244.53)
3215.679	TCW	Var.	72,059.05	12/8/11	80,938.64	8,879.59
	TOTAL FOR THE SIX MONTHS ENDED12/31/11		718,954.08		739,425.11	20,471.03
	TOTAL FOR SIX MONTHS ENDED 6/30/11		125,374.69		141,943.32	16,568.63
	GRAND TOTAL FOR YEAR ENDED 12/31/11		844,328.77		881,368.43	37,039.66

MADELAINE CHOCOLATE NOVELTIES, INC. UNION PENSION PLAN
SCHEDULE OF REPORTABLE TRANSACTIONS
AS OF DECEMBER 31, 2010

Disclosure of Transactions

Identity of Party Involved	Purchase Price	Current Value of Asset on Transaction Date
Purchases		
Mutual Funds (at cost)	482,663	
Less Sales of Mutual Funds (at cost)	397,378	
NET INCREASE IN MUTUAL FUNDS	85,285	
TOTAL CURRENT VALUE		2,146,443

Sales & Redemptions	Purchase Price	Sales Price	Profit/Loss on Sale of Securities
See Attached	390,447	407,221	16,775

MADELAINE CHOCOLATE NOVELTIES, INC.
PENSION PLAN #002
SALES
FOR THE SIX MONTHS 1/1/10-6/30/10

		PURCHASES		SALES		LONG TERM
UNITS	SECURITIES	DATE	PRICE	DATE	PRICE	GAIN (LOSS)
2239.690	Davis - NY Venture Fund Inc.	11/12/09	6,857.93	4/20/10	7,550.00	692.07
101.438	Euro Pacific	11/12/09	3,897.25	4/20/10	3,950.00	52.75
406.162	Goldman Sachs	11/12/09	2,765.96	4/20/10	2,900.00	134.04
288.660	Lazard Emerging Mkts. Equity	11/12/09	5,213.20	4/20/10	5,600.00	386.80
950.000	Western Asset Money Market	11/12/09	950.00	4/20/10	950.00	0.00
1064.815	Mainstay Large Capital Growth	11/12/09	6,241.95	4/20/10	6,900.00	658.05
1203.787	Pimco Total Return Fund	11/12/09	13,193.51	4/20/10	13,350.00	156.49
252.838	T Rowe Price International	11/12/09	2,561.25	4/20/10	2,450.00	(111.25)
207.101	Royce Micro-Cap Fund	11/12/09	2,706.81	4/20/10	3,150.00	443.19
123.219	TCW Small Capital Growth Fund	11/12/09	2,657.83	4/20/10	3,200.00	542.17
65.331	Goldman Sachs	11/12/09	444.90	6/4/10	448.17	3.27
2130.299	Pimco Total Return Fund	11/12/09	23,348.08	6/4/10	23,752.83	404.75
(4,362.951)	Royce Micro-Cap Fund	11/12/09	57,023.77	6/4/10	59,554.28	2,530.51
(1,369.389)	TCW Small Capital Growth Fund	11/12/09	29,106.32	6/4/10	30,954.98	1,848.66
(1,278.825)	TCW Small Capital Growth Fund	11/12/09	27,584.25	6/4/10	29,336.25	1,752.00
	ADJ.				1.82	1.82
	TOTAL		184,553.01		194,048.33	9,495.32

MADELAINE CHOCOLATE NOVELTIES, INC.
PENSION PLAN #002
SALES
FOR THE SIX MONTHS 7/1/10-12/31/10

		PURCHASES		SALES		LONG TERM
UNITS	SECURITIES	DATE	PRICE	DATE	PRICE	GAIN (LOSS)
2369.246	Davis - NY Venture Fund Inc.	11/12/09	72,546.31	7/13/10	72,989.32	443.01
252.705	Euro Pacific	11/12/09	9,708.92	7/13/10	9,255.82	(453.10)
348.293	Goldman Sachs	11/12/09	2,371.88	7/23/10	2,443.43	71.55
714.900	Lazard Emerging Mkts. Equity	11/12/09	12,911.09	7/23/10	13,487.86	576.77
493.151	Mainstay Large Capital Growth	11/12/09	2,890.85	7/13/10	2,880.00	(10.85)
672.244	Pimco Total Return Fund	11/12/09	7,367.79	7/13/10	7,575.83	208.04
106.472	T Rowe Price International	11/12/09	1,078.56	7/23/10	1,020.00	(58.56)
404.054	T Rowe Price International	11/12/09	4,093.07	7/23/10	3,923.36	(169.71)
1258.025	Royce Micro-Cap Fund	11/12/09	16,442.39	7/13/10	17,770.69	1,328.30
23.509	TCW Small Capital Growth Fund	11/12/09	507.09	7/23/10	540.00	32.91
	Western Asset Money Market		360.00	7/23/10	360.00	0.00
39.190	Davis - NY Venture Fund Inc.	11/12/09	1,200.00	8/11/10	1,180.00	(20.00)
27.808	Euro Pacific	11/12/09	1,068.38	8/11/10	1,010.00	(58.38)
83.451	Goldman Sachs	11/12/09	568.30	8/11/10	590.00	21.70
71.466	Lazard Emerging Mkts. Equity	11/12/09	1,290.68	8/11/10	1,350.00	59.32
325.976	Mainstay Large Capital Growth	11/12/09	1,910.87	8/11/10	1,920.00	9.13
232.578	Pimco Total Return Fund	11/12/09	2,549.05	8/11/10	2,670.00	120.95
50.607	T Rowe Price International	11/12/09	512.65	8/11/10	500.00	(12.65)
	Western Asset Money Market	11/12/09	190.00	8/11/10	190.00	0.00
14.545	Royce Micro-Cap Fund	11/12/09	190.10	8/11/10	200.00	9.90
17.647	TCW Small Capital Growth Fund	11/12/09	380.65	8/11/10	390.00	9.35
	Western Asset Money Market		2,773.27	9/10	2,773.27	
	Western Asset Money Market		3,095.27	12/13/10	3,095.27	
	TOTAL - PAGE 1					
			146,007.17		148,114.85	2,107.68

MADELAINE CHOCOLATE NOVELTIES, INC.
PENSION PLAN #002
SALES
FOR THE SIX MONTHS 7/1/10-12/31/10

		PURCHASES		SALES		LONG TERM
UNITS	SECURITIES	DATE	PRICE	DATE	PRICE	GAIN (LOSS)
241.197	Davis - NY Venture Fund Inc.	11/12/09	7,385.15	10/19/10	7,800.00	414.85
163.146	Euro Pacific	11/12/09	6,268.07	10/19/10	6,565.00	296.93
520.000	Goldman Sachs	11/12/09	3,541.20	10/19/10	3,770.00	228.80
425.778	Lazard Emerging Mkts. Equity	11/12/09	7,689.55	10/19/10	9,035.00	1,345.45
1903.427	Mainstay Large Capital Growth	11/12/09	11,157.89	10/19/10	12,220.00	1,062.11
1467.921	Pimco Total Return Fund	11/12/09	16,088.41	10/19/10	17,160.00	1,071.59
318.750	T Rowe Price International	11/12/09	3,228.94	10/19/10	3,315.00	86.06
82.697	Royce Micro-Cap Fund	11/12/09	1,080.85	10/19/10	1,300.00	219.15
102.524	TCW Small Capital Growth Fund	11/12/09	2,211.44	10/19/10	2,600.00	388.56
	Western Asset Money Market		1,235.00		1,235.00	
	Settlement				58.08	58.08
	TOTAL - PAGE 2		59,886.50		65,058.08	5,171.58
	TOTAL - PAGE 1		146,007.17		148,114.85	2,107.68
	TOTAL - FOR THE SIX MONTHS 1/1/10-6/30/10		184,553.01		194,048.33	9,495.32
	GRAND TOTAL		390,446.68		407,221.26	16,774.58

Schedule SB, Part V - Statement of Actuarial Assumptions/Methods

Target Assumptions:

Male Nonannuitant:	2011 Nonannuitant Male
Female Nonannuitant:	2011 Nonannuitant Female
Male Annuitant:	2011 Annuitant Male
Female Annuitant:	2011 Annuitant Female
Applicable months from valuation month:	0
Probability of lump sum:	100.00%
Use pre-retirement mortality:	Yes

Options:

Use optional combined mortality table for small plans:	No
Use discount rate transition:	No
Lump sums use proposed regulations:	Yes

Actuarial Equivalent Floor

Stability period:	plan year
Lookback months:	2
Nonannuitant:	2011 Applicable
Annuitant:	2011 Applicable

	1st	2nd	3rd
Segment rates:	2.94	5.82	6.46
High Quality Bond rates:	N/A	N/A	N/A
Final rates:	2.94	5.82	6.46
Override:	0.00	0.00	0.00

	1st	2nd	3rd
Current:	2.16	4.77	6.05
Override:	0.00	0.00	0.00

Salary Scale

Male:	0.00%
Female:	0.00%

Withdrawal

Male:	T-5 Only
Female:	T-5 Only

Withdrawal-Select

Male:	None
Female:	None

Early Retirement Rates

Male:	None
Female:	None

Subsidized Early Retirement Rates

Male:	None
Female:	None

Late Retirement Rates

Male:	None
Female:	None

Marriage Probability		**Setback**
Male:	100.00%	-4
Female:	100.00%	
Expense loading:	0.00%	

Disability Rates

Male:	None
Female:	None

	Mortality	**Setback**
Male:	None	0
Female:	None	0

Name of Plan: UNION PENSION TRUST
Plan Sponsor's EIN: 11-1844700
Plan Number: 002
Plan Sponsor's Name: MADELAINE CHOCOLATE NOVELTIES, INC.

Schedule SB, Part V - Summary of Plan Provisions

Eligibility Requirements

Age (yrs) :	21
Age (months) :	0
Wait (months) :	6
Two year eligibility :	No

Service/Participation Requirements

Definition of years:	Hours worked
Continuing hours:	1,000
Excluded classes:	Other

Earnings

Total compensation excluding :

Bonus
Commissions
Commissions
Overtime
403(b)
Cafeteria
Other
Prior to participation
415 prior to participation

Retirement	**Normal**	**Early**	**Subsidized Early**	**Disability**	**Death**
Age:	65				
Service:	0				
Participation:	5				
Defined:	1st of month following				
Benefit Reduction / Mortality table & setback					
Male:		Actuarial Equivalence	Actuarial Equivalence	None	0
Female:		Actuarial Equivalence	Actuarial Equivalence	None	0
Rates - Male:		None	None	None	
Rates - Female:		None	None	None	

Use Social Security Retirement Age: No
Vesting Schedule: 5 Year Cliff
Vesting Definition: Hours Worked

REACT Benefits Percentage: 50.00%
Pre-retirement death benefit
Percentage of accrued benefit: 0.00%
Death Benefit Payment method: PVAB

	Annuity	**Percent**	**Years**
Normal:	Life only	0.00%	0
QJSA:	Joint and contingent	50.00%	0

Significant Changes in Plan Provisions Since Last Valuation

Name of Plan: UNION PENSION TRUST
Plan Sponsor's EIN: 11-1844700
Plan Number: 002
Plan Sponsor's Name: MADELAINE CHOCOLATE NOVELTIES, INC.

Schedule SB, Part V - Summary of Plan Provisions

Benefits

Pension Formula: Benefit formula
Type of Formula: Unit benefit non-integrated
Effective Date: 01/01/1982

Unit type: Dollar
Unit based on: Service
Maximum total percent:
Tiers based on: None
First tier: $8.40 **for 1st** None
Second tier: None **for next** None
Third tier: None **for remaining yrs**

Maximum credit:
Past years: 99
Future years: 99
Total years: 25

Averaging

Projection method: Current Compensation
Based on: Career Average
Highest: 0
In the last: 0
Excluding: 0

Apply exclusion to accrued benefit: No
Annualize short compensation years: No
Annualize short plan years: No
Include compensations based on years of: Accrual

Accrual

Frozen: No
Definition of years: Hours worked
Fractions based on: N/A

Accrual credit:

Continuing	Died	Disabled	Retired	Terminated
1000	1000	1000	1000	1000

Precision: N/A
Limit current credit to: N/A

Years based on: Service
Maximum past accrual years: 0.0000
Method: Fractional

Cap/floor years: 25
Cap or floor: Cap
Accrual % per year: 0.00%
Apply 415 before accrual: No

Name of Plan: UNION PENSION TRUST
Plan Sponsor's EIN: 11-1844700
Plan Number: 002
Plan Sponsor's Name: MADELAINE CHOCOLATE NOVELTIES, INC.

Schedule SB, line 26 - Schedule of Active Participant Data

YEARS OF CREDITED SERVICE

Attained Age	Under 1		1 To 4		5 To 9		10 To 14		15 To 19		20 To 24		25 To 29		30 To 34		35 To 39		40 & Up	
	No.	Avg. Comp	No.	Avg. Comp	No.	Avg. Comp	No.	Avg. Comp	No.	Avg. Comp	No.	Avg. Comp	No.	Avg. Comp	No.	Avg. Comp	No.	Avg. Comp	No.	Avg. Comp
Under 25	0	0	2	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
25 to 29	0	0	1	0	2	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
30 to 34	0	0	9	0	6	0	4	0	0	0	0	0	0	0	0	0	0	0	0	0
35 to 39	0	0	4	0	3	0	5	0	2	0	1	0	0	0	0	0	0	0	0	0
40 to 44	0	0	3	0	11	0	6	0	3	0	0	0	0	0	0	0	0	0	0	0
45 to 49	0	0	6	0	12	0	15	0	10	0	3	0	3	0	0	0	0	0	0	0
50 to 54	0	0	5	0	12	0	18	0	5	0	9	0	3	0	0	0	0	0	0	0
55 to 59	0	0	5	0	9	0	26	0	7	0	9	0	3	0	2	0	1	0	0	0
60 to 64	0	0	3	0	16	0	16	0	5	0	8	0	6	0	3	0	0	0	0	0
65 to 69	0	0	5	0	6	0	7	0	4	0	7	0	6	0	6	0	0	0	0	0
70 & Up	0	0	2	0	5	0	4	0	2	0	0	0	0	0	2	0	1	0	2	0

Name of plan: UNION PENSION TRUST
Plan sponsor's name: MADELAINE CHOCOLATE NOVELTIES, INC.

Plan number: 002
EIN: 11-1844700

Schedule SB, line 32 - Schedule of Amortization Bases

Charges/Credits

Type of Base	Effective Date	Interest Rate	Initial Amount	Initial Amort	Current Balance	Rem Amort	Payment
Shortfall	01/01/2008	2.94 / 0.00	179,865	7.00	115,918	4.00	30,251
Shortfall	01/01/2009	2.94 / 5.82	337,072	7.00	268,041	5.00	56,759
Shortfall	01/01/2010	2.94 / 5.82	-82,742	7.00	-75,723	6.00	-13,828
Shortfall	01/01/2011	2.94 / 5.82	150,003	7.00	150,003	7.00	24,240
Totals					458,239		97,422

Name of Plan: UNION PENSION TRUST

Plan Sponsor's EIN: 11-1844700

Plan Number: 002

Plan Sponsor's Name: MADELAINE CHOCOLATE NOVELTIES, INC.

SCHEDULE SB (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Single-Employer Defined Benefit Plan Actuarial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code).

▶ File as an attachment to Form 5500 or 5500-SF.

OMB No. 1210-0110

2011

This Form is Open to Public Inspection

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

▶ **Round off amounts to nearest dollar.**

▶ **Caution:** A penalty of $1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan

MADELAINE CHOCOLATE NOVELTIES, INC. UNION PENSION PLAN TRUST

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF

MADELAINE CHOCOLATE NOVELTIES, INC.

D Employer Identification Number (EIN)

11-1844700

E Type of plan: [X] Single [ ] Multiple-A [ ] Multiple-B

F Prior year plan size: [ ] 100 or fewer [X] 101-500 [ ] More than 500

Part I Basic Information

1 Enter the valuation date: Month 1 Day 1 Year 2011

2 Assets:

a	Market value	2a	2,418,846
b	Actuarial value	2b	2,418,846

3 Funding target/participant count breakdown:

			(1) Number of participants	(2) Funding Target
a	For retired participants and beneficiaries receiving payment	3a	0	0
b	For terminated vested participants	3b	52	239,467
c	For active participants:			
	(1) Non-vested benefits	3c(1)		49,312
	(2) Vested benefits	3c(2)		2,579,002
	(3) Total active	3c(3)	330	2,628,314
d	Total	3d	382	2,867,781

4 If the plan is in at-risk status, check the box and complete lines (a) and (b) [ ]

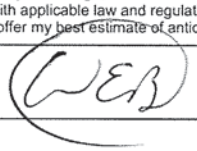
a	Funding target disregarding prescribed at-risk assumptions	4a	
b	Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor	4b	

5	Effective interest rate	5	6.05 %
6	Target normal cost	6	133,141

Statement by Enrolled Actuary

To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

SIGN HERE



Signature of actuary

09/26/2012

Date

WILLIAM E. BUCKHEIT, F.C.A.

Type or print name of actuary

11-03076

Most recent enrollment number

SENTINEL BENEFITS GROUP, LLC

Firm name

(516) 333-2800

Telephone number (including area code)

1400 OLD COUNTRY RD., SUITE 310

WESTBURY NY 11590-5125

Address of the firm

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions [ ]

Part II Beginning of year carryover and prefunding balances

		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	0	8,219
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)		
9	Amount remaining (line 7 minus line 8)	0	8,219
10	Interest on line 9 using prior year's actual return of 13.20%		1,085
11	Prior year's excess contributions to be added to prefunding balance:		
a	Present value of excess contributions (line 38 from prior year)		6,101
b	Interest on (a) using prior year's effective rate of 6.64% except as otherwise provided (see instructions)		405
c	Total available at beginning of current plan year to add to prefunding balance		6,506
d	Portion of (c) to be added to prefunding balance		0
12	Other reductions in balances due to elections or deemed elections		
13	Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	0	9,304

Part III Funding percentages

14	Funding target attainment percentage	14	84.02 %
15	Adjusted funding target attainment percentage	15	84.02 %
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	85.87 %
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and liquidity shortfalls

18 Contributions made to the plan for the plan year by employer(s) and employees:

(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
09/14/2012	265,000				
			Totals • 18(b)	265,000	18(c) 0

19	Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:		
a	Contributions allocated toward unpaid minimum required contributions from prior years	19a	0
b	Contributions made to avoid restrictions adjusted to valuation date	19b	0
c	Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	231,500

20 Quarterly contributions and liquidity shortfalls:

a Did the plan have a "funding shortfall" for the prior year? [X] Yes [ ] No

b If 20a is "Yes," were required quarterly installments for the current year made in a timely manner? [ ] Yes [X] No

c If 20a is "Yes," see instructions and complete the following table as applicable:

Liquidity shortfall as of end of quarter of this plan year

(1) 1st	(2) 2nd	(3) 3rd	(4) 4th

Part V Assumptions used to determine funding target and target normal cost

21 Discount rate:

a Segment rates:

1st segment:	2nd segment:	3rd segment:	☐ N/A, full yield curve used
2.94 %	5.82 %	6.46 %	

b Applicable month (enter code)	21b	0
22 Weighted average retirement age	22	66

23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute

Part VI Miscellaneous items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment		☐ Yes ☒ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment.		☐ Yes ☒ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment.		☒ Yes ☐ No
27 If the plan is eligible for (and is using) alternative funding rules, enter applicable code and see instructions regarding attachment	27	

Part VII Reconciliation of unpaid minimum required contributions for prior years

28 Unpaid minimum required contributions for all prior years	28	
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a)	29	0
30 Remaining amount of unpaid minimum required contributions (line 28 minus line 29)	30	0

Part VIII Minimum required contribution for current year

31 Target normal cost and excess assets (see instructions):

a Target normal cost (line 6)	31a	133,141
b Excess assets, if applicable, but not greater than 31a	31b	0

32 Amortization installments:	Outstanding Balance	Installment
a Net shortfall amortization installment	458,239	97,422
b Waiver amortization installment		0

33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33	
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)	34	230,563

	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement			0

36 Additional cash requirement (line 34 minus line 35)	36	230,563
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	37	231,500

38 Present value of excess contributions for current year (see instructions)

a Total (excess, if any, of line 37 over line 36)	38a	937
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b	0
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	39	0
40 Unpaid minimum required contributions for all years	40	0

Part IX Pension funding relief under Pension Relief Act of 2010 (see instructions)

41 If a shortfall amortization base is being amortized pursuant to an alternative amortization schedule:

a Schedule elected	☐ 2 plus 7 years ☐ 15 years
b Eligible plan year(s) for which the election in line 41a was made	☐ 2008 ☐ 2009 ☐ 2010 ☐ 2011

42 Amount of acceleration adjustment	42	
43 Excess installment acceleration amount to be carried over to future plan years	43	

MADELAINE CHOCOLATE NOVELTIES, INC. UNION PENSION PLAN
SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES
AS OF DECEMBER 31, 2011

Marketable Securities - Mutual Funds	Number of Shares	Cost	Value
Davis New York Venture	7,904.728	246,687	259,433*
Euro Pacific Growth Fund	560.612	20,184	19,610
Goldman Sachs High Yield	8,818.923	61,315	60,410
Mainstay Large Cap Growth Fund (A)	55,600.722	334,584	381,421*
PIMCO Total Return Fund	86,984.691	950,038	945,524*
T Rowe Price International Bond Fund	26,620.687	266,182	259,285*
Royce Micro-Cap Fund	165.821	2,399	2,411
Western Asset Money Market	77,327	77,327	77,327
TOTAL		1,958,716	2,005,421
TOTAL INVESTMENTS AT FAIR VALUE			2,005,421

*5% of Plan Assets

MADELAINE CHOCOLATE NOVELTIES, INC. UNION PENSION PLAN
SCHEDULE OF REPORTABLE TRANSACTIONS
AS OF DECEMBER 31, 2011

Disclosure of Transactions

Identity of Party Involved	Purchase Price	Current Value of Asset on Transaction Date
Purchases		
Mutual Funds (at cost)	937,400	
Less Sales of Mutual Funds (at cost)	(954,302)	
NET DECREASE IN MUTUAL FUNDS	(16,902)	
TOTAL CURRENT VALUE		2,005,421

Sales & Redemptions	Purchase Price	Sales Price	Profit/Loss on Sale of Securities
See Attached	844,329	881,369	37,040

MADELAINE CHOCOLATE NOVELTIES, INC.
PENSION PLAN #002
SALES
FOR THE SIX MONTHS 1/1/11-6/30/11

		PURCHASES		SALES		LONG TERM
UNITS	SECURITIES	DATE	PRICE	DATE	PRICE	GAIN (LOSS)
97.143	Davis - NY Venture Fund Inc.	11/12/09	2,974.52	6/6/11	3,400.00	425.48
1612.535	Euro Pacific	11/12/09	61,953.59	1/14/11	67,242.73	5,289.14
562.175	Euro Pacific	11/12/09	21,598.77	4/15/11	24,257.85	2,659.08
34.600	Euro Pacific	11/12/09	1,329.33	6/6/11	1,475.00	145.67
71.083	Goldman Sachs	11/12/09	484.08	4/15/11	527.44	43.36
202.977	Goldman Sachs	11/12/09	1,382.27	6/6/11	1,500.00	117.73
156.250	Lazard Emerging Mkts. Equity	11/12/09	2,821.88	6/6/11	3,350.00	528.12
458.411	Mainstay Large Capital Growth	11/12/09	2,687.21	1/14/11	3,341.82	654.61
495.860	Mainstay Large Capital Growth	11/12/09	2,906.73	4/5/11	3,709.03	802.30
678.718	Mainstay Large Capital Growth	11/12/09	3,978.64	6/6/11	4,975.00	996.36
621.609	Pimco Total Return Fund	11/12/09	6,812.83	6/6/11	6,875.00	62.17
203.896	T Rowe Price International	11/12/09	2,065.46	4/15/11	2,079.74	14.28
122.010	T Rowe Price International	11/12/09	1,235.96	6/6/11	1,275.00	39.04
146.861	Royce Micro-Cap Fund	11/12/09	1,919.47	4/15/11	2,769.80	850.33
39.841	Royce Micro-Cap Fund	11/12/09	520.72	6/6/11	700.00	179.28
294.384	TCW Small Capital Growth Fund	11/12/09	6,349.86	1/14/11	8,713.77	2,363.91
81.257	TCW Small Capital Growth Fund	11/12/09	1,752.71	4/15/11	2,530.34	777.63
32.952	TCW Small Capital Growth Fund	11/12/09	710.77	6/6/11	950.00	239.23
104.645	Lazard Emerging Mkts. Equity	11/12/09	1,889.89	1/14/11	2,270.80	380.91
	TOTAL		125,374.69		141,943.32	16,568.63

MADELAINE CHOCOLATE NOVELTIES, INC.
PENSION PLAN #002
SALES
FOR THE SIX MONTHS 7/1/11-12/31/11

		PURCHASES		SALES		LONG TERM
UNITS	SECURITIES	DATE	PRICE	DATE	PRICE	GAIN (LOSS)
325.285	Davis - NY Venture Fund Inc.	11/12/09	9,960.23	7/14/11	11,424.00	1,463.77
116.138	Euro Pacific	11/12/09	4,462.02	7/14/11	4,872.00	409.98
689.466	Goldman Sachs	11/12/09	4,695.26	7/14/11	5,040.00	344.74
521.569	Lazard Emerging Mkts. Equity	11/12/09	9,419.54	7/14/11	11,172.00	1,752.46
2264.542	Mainstay Large Capital Growth	11/12/09	13,274.75	7/14/11	17,052.00	3,777.25
2084.783	Pimco Total Return Fund	11/12/09	22,849.22	7/14/11	23,016.00	166.78
414.714	T Rowe Price International	11/12/09	4,201.05	7/14/11	4,284.00	82.95
133.333	Royce Micro-Cap Fund	11/12/09	1,742.66	7/14/11	2,436.00	693.34
107.475	TCW	11/12/09	2,318.24	7/14/11	3,192.00	873.76
763.882	Davis - NY Venture Fund Inc.	11/12/09	23,390.07	10/7/11	23,000.49	(389.58)
1952.877	Euro Pacific	11/12/09	71,864.64	10/7/11	67,276.61	(4,588.03)
12515.747	Goldman Sachs	11/12/09	85,232.24	10/7/11	82,103.30	(3,128.94)
889.347	Lazard Emerging Mkts. Equity	11/12/09	16,061.62	10/7/11	15,536.89	(524.73)
8871.281	Mainstay Large Capital Growth	11/12/09	52,003.45	10/7/11	58,816.59	6,813.14
835.206	Royce Micro-Cap Fund	11/12/09	10,916.15	10/7/11	11,901.69	985.54
155.278	Davis - NY Venture Fund Inc.	11/12/09	4,754.61	10/11/11	4,840.00	85.39
22.415	Euro Pacific	11/12/09	747.99	10/11/11	800.00	52.01
114.977	Goldman Sachs	11/12/09	782.99	10/11/11	760.00	(22.99)
255.840	Lazard Emerging Mkts. Equity	11/12/09	4,620.47	10/11/11	4,600.00	(20.47)
1000.000	Mainstay Large Capital Growth	11/12/09	5,862.00	10/11/11	6,920.00	1,058.00
1324.602	Pimco Total Return Fund	11/12/09	14,517.64	10/11/11	14,160.00	(357.64)
392.079	T Rowe Price International	11/12/09	3,971.76	10/11/11	3,960.00	(11.76)
53.476	Royce Micro-Cap Fund	11/12/09	698.93	10/11/11	800.00	101.07
64.646	TCW	11/12/09	1,394.41	10/11/11	1,600.00	205.59
566.308	Euro Pacific	6/14/10	18,897.69	12/8/11	20,177.55	1,279.86
12135.505	Lazard Emerging Mkts. Equity	Var.	218,403.59	12/8/11	220,138.07	1,734.48
2668.091	Royce	Var.	39,851.81	12/8/11	38,607.28	(1,244.53)
3215.679	TCW	Var.	72,059.05	12/8/11	80,938.64	8,879.59
	TOTAL FOR THE SIX MONTHS ENDED12/31/11		718,954.08		739,425.11	20,471.03
	TOTAL FOR SIX MONTHS ENDED 6/30/11		125,374.69		141,943.32	16,568.63
	GRAND TOTAL FOR YEAR ENDED 12/31/11		844,328.77		881,368.43	37,039.66

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

2011

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

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

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

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

D Check box if filing under: [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 MADELAINE CHOCOLATE NOVELTIES, INC.
UNION PENSION PLAN TRUST

1b Three-digit plan number (PN) ▶ 002

01/01/1982

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

MADELAINE CHOCOLATE NOVELTIES, INC.

96-03 BEACH CHANNEL DRIVE

ROCKAWAY BEACH NY 11693

2b Employer Identification Number (EIN) 11-1844700

2c Sponsor's telephone number (718) 945-1500

2d Business code (see instructions) 311300

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	Norman Gold	9/27/2012	NORMAN GOLD
	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

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.

Form 5500 (2011)
v.012611

3a Plan administrator's name and address (if same as plan sponsor, enter "Same") SAME	**3b** Administrator's EIN	
	3c Administrator's telephone number	

4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: **a** Sponsor's name	**4b** EIN	
	4c PN	

5 Total number of participants at the beginning of the plan year	**5**	382
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**	309
b Retired or separated participants receiving benefits	**6b**	0
c Other retired or separated participants entitled to future benefits	**6c**	48
d Subtotal. Add lines **6a**, **6b**, and **6c**.	**6d**	357
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	1
f Total. Add lines **6d** and **6e**.	**6f**	358
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	6
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:

1B 1G 3D

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)		**9b** Plan benefit arrangement (check all that apply)	
(1)	☐ Insurance	**(1)**	☐ Insurance
(2)	☐ Code section 412(e)(3) insurance contracts	**(2)**	☐ Code section 412(e)(3) insurance contracts
(3)	☒ Trust	**(3)**	☒ Trust
(4)	☐ General assets of the sponsor	**(4)**	☐ General assets of the sponsor

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

a Pension Schedules

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

b General Schedules

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

Attachment to 2011 Form 5500
Schedule SB, line 19 - Discounted Employer Contributions

Plan Name MADELAINE CHOCOLATE NOVELTIES, INC. UNION PENSION PLAN TRUST **EIN:** 11-1844700
Plan Sponsor's Name MADELAINE CHOCOLATE NOVELTIES, INC. **PN:** 002

Date of Contributon	Amount	Year Applied	Effective Interest Rate	Interest Adjusted Contribution:
09/14/2012	265,000	2011	6.05	231,500

Attachment to 2011 Form 5500
Schedule SB, line 22 - Description of Weighted Average Retirement Age

Plan Name MADELAINE CHOCOLATE NOVELTIES, INC. UNION PENSION PLAN TRUST **EIN:** 11-1844700
Plan Sponsor's Name MADELAINE CHOCOLATE NOVELTIES, INC. **PN:** 002

The weighted average retirement age is equal to the normal retirement age of 66 .

List the rate of retirement at each age and describe the methodology used to compute the weighted average retirement age, including a description of the weight applied at each potential retirement age.
The method used to determine the Average Age is to weight the Retirement Age for each participant by their Funding Target.