

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
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Part I	Annual Report Identification Information
For calendar plan year 2011 or fiscal plan year beginning <u>01/01/2011</u> and ending <u>12/31/2011</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☐
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information —enter all requested information				
1a Name of plan <u>THE DELANEY GROUP, INC. 401(K) SUPPLEMENTAL RETIREMENT PLAN</u>	<table border="1"> <tr> <td>1b Three-digit plan number (PN) ►</td> <td><u>002</u></td> </tr> <tr> <td>1c Effective date of plan</td> <td><u>01/01/2001</u></td> </tr> </table>	1b Three-digit plan number (PN) ►	<u>002</u>	1c Effective date of plan	<u>01/01/2001</u>
1b Three-digit plan number (PN) ►	<u>002</u>				
1c Effective date of plan	<u>01/01/2001</u>				
2a Plan sponsor's name and address, including room or suite number (Employer, if for single-employer plan) <u>THE DELANEY GROUP, INC.</u> <u>P.O. BOX 219</u> <u>MAYFIELD, NY 12117-0199</u>	<table border="1"> <tr> <td>2b Employer Identification Number (EIN) <u>14-1662980</u></td> </tr> <tr> <td>2c Sponsor's telephone number <u>518-661-5304</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>237310</u></td> </tr> </table>	2b Employer Identification Number (EIN) <u>14-1662980</u>	2c Sponsor's telephone number <u>518-661-5304</u>	2d Business code (see instructions) <u>237310</u>	
2b Employer Identification Number (EIN) <u>14-1662980</u>					
2c Sponsor's telephone number <u>518-661-5304</u>					
2d Business code (see instructions) <u>237310</u>					

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

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

SIGN HERE	<u>Filed with authorized/valid electronic signature.</u>	<u>10/12/2012</u>	<u>ANDY IANNOTTI</u>
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	<u>Filed with authorized/valid electronic signature.</u>	<u>10/12/2012</u>	<u>ANDY IANNOTTI</u>
	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") THE DELANEY GROUP, INC. P.O. BOX 219 MAYFIELD, NY 12117-0199	3b Administrator's EIN 14-1662980 3c Administrator's telephone number 518-661-5304
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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
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5 Total number of participants at the beginning of the plan year	5	224
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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	163
b Retired or separated participants receiving benefits.....	6b	0
c Other retired or separated participants entitled to future benefits.....	6c	61
d Subtotal. Add lines 6a , 6b , and 6c	6d	224
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	0
f Total. Add lines 6d and 6e	6f	224
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	170
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	9

7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7	
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8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:

2E 2J 2A 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)

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 <u>01/01/2011</u> and ending <u>12/31/2011</u>		
A Name of plan <u>THE DELANEY GROUP, INC. 401(K) SUPPLEMENTAL RETIREMENT PLAN</u>	B Three-digit plan number (PN) ►	<u>002</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>THE DELANEY GROUP, INC.</u>	D Employer Identification Number (EIN) <u>14-1662980</u>	

Part I	Asset and Liability Statement
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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	<u>7409</u>	
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	<u>234275</u>	
(2) Participant contributions	1b(2)	<u>58639</u>	<u>5818</u>
(3) Other.....	1b(3)	<u>4244</u>	
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	<u>96905</u>	<u>305723</u>
(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)	<u>2511609</u>	<u>2672663</u>
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(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	2913081	2984204

Liabilities

g Benefit claims payable	1g		0
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		7977
k Total liabilities (add all amounts in lines 1g through 1j)	1k	0	7977

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	2913081	2976227
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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 Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)		
(B) Participants	2a(1)(B)	519476	
(C) Others (including rollovers)	2a(1)(C)	50032	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		569508

b Earnings on investments:**(1) Interest:**

(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	26	
(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)		26

(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)	60826	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		60826
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	804538	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	762538	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		42000

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate.....	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0
(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)		-161651
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		510709

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	442592	
(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)		442592
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)		
(4) Other	2i(4)	4971	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		4971
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		447563

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		63146
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

(1) ☐ Unqualified (2) ☐ Qualified (3) ☒ Disclaimer (4) ☐ Adverse

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

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

(1) Name: FIRLEY, MORAN, FREER & EASSA, P.C.

(2) EIN: 16-1148763

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.).....	☒	☐	48496
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.).....	☐	☒	
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.)	☐	☒	
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.).....	☐	☒	
e Was this plan covered by a fidelity bond?.....	☐	☒	
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	☐	☒	
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?	☐	☒	
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?	☐	☒	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....	☒	☐	
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.).....	☒	☐	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....	☐	☒	
l Has the plan failed to provide any benefit when due under the plan?	☐	☒	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....	☐	☒	
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.	☐	☒	

- 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 <u>THE DELANEY GROUP, INC. 401(K) SUPPLEMENTAL RETIREMENT PLAN</u>	B Three-digit plan number (PN) ▶ <u>002</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>THE DELANEY GROUP, INC.</u>	D Employer Identification Number (EIN) <u>14-1662980</u>

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>51-0589866</u> Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.	
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3 <u>18</u>

Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part)
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4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?.....	☐ Yes	☐ No	☐ N/A
If the plan is a defined benefit plan, go to line 8.			
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____ If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.			
6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived)	6a		
b Enter the amount contributed by the employer to the plan for this plan year	6b		
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount).....	6c		
If you completed line 6c, skip lines 8 and 9.			
7 Will the minimum funding amount reported on line 6c be met by the funding deadline?	☐ Yes	☐ No	☐ N/A
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?.....	☐ Yes	☐ No	☐ N/A

Part III	Amendments
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9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box.....	☐ Increase	☐ Decrease	☐ Both	☐ No
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Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
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10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?.....	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.).....	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete 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): _____

Audited Financial Statements

**THE DELANEY GROUP, INC. 401(k)
SUPPLEMENTAL RETIREMENT PLAN**

December 31, 2011

Audited Financial Statements

THE DELANEY GROUP, INC. 401(k) SUPPLEMENTAL RETIREMENT PLAN

December 31, 2011

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Firley, Moran, Freer & Eassa, CPA, P.C.

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INDEPENDENT AUDITOR'S REPORT

To the Plan Administrator
The Delaney Group, Inc. 401(k)
Supplemental Retirement Plan
Mayfield, New York

We were engaged to audit the accompanying statements of net assets available for benefits of The Delaney Group, Inc. 401(k) Supplemental Retirement Plan as of December 31, 2011 and 2010 and the related statements of changes in net assets available for benefits for the years then ended, and the supplemental schedules as of and for the year ended December 31, 2011, as listed in the accompanying index. These financial statements and supplemental schedules are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 (ERISA), the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note C, which was certified by NBT Bank, N.A., the trustee of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedules. We have been informed by the Plan Administrator that the trustee holds the Plan's investment assets and executes investment transactions. The Plan Administrator has obtained certifications from the trustee regarding the completeness and accuracy of the information summarized in Note C that was provided to the Plan Administrator by the trustee as of and for the years ended December 31, 2011 and 2010.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and supplemental schedules taken as a whole. The supplemental schedules are presented for the purposes of additional analysis and are not a required part of the financial statements but are required by the DOL's Rules and Regulations for Reporting and Disclosure under ERISA. The form and content of the information included in the financial statements and supplemental schedules, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the DOL's Rules and Regulations for Reporting and Disclosure under ERISA.

Firley, Moran, Freer & Eassa, CPA, P.C.

East Syracuse, New York
October 11, 2012

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STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

THE DELANEY GROUP, INC. 401(k) SUPPLEMENTAL RETIREMENT PLAN

	December 31,	
	2011	2010
ASSETS		
Investments, at fair value:		
Interest-bearing cash	\$ 305,723	\$ 96,905
Mutual funds	<u>2,672,663</u>	<u>2,511,609</u>
TOTAL INVESTMENTS	2,978,386	2,608,514
Receivables:		
Employer contributions	-0-	234,275
Participant contributions	5,818	58,639
Accrued interest and dividends	<u>-0-</u>	<u>4,244</u>
	5,818	297,158
Cash	<u>-0-</u>	<u>7,409</u>
TOTAL ASSETS	2,984,204	2,913,081
LIABILITIES		
Other	<u>7,977</u>	<u>-0-</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u>\$ 2,976,227</u>	<u>\$ 2,913,081</u>

See notes to financial statements.

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

THE DELANEY GROUP, INC. 401(k) SUPPLEMENTAL RETIREMENT PLAN

	Year ended December 31,	
	2011	2010
ADDITIONS		
Additions to net assets attributed to:		
Investment income:		
Net appreciation in fair value of investments	\$ -0-	\$ 214,354
Interest and dividend income	60,852	47,746
	<u>60,852</u>	<u>262,100</u>
Contributions:		
Participants' elective deferrals	519,476	422,378
Rollovers	50,032	-0-
Employer	-0-	236,441
	<u>569,508</u>	<u>658,819</u>
TOTAL ADDITIONS	<u>630,360</u>	<u>920,919</u>
DEDUCTIONS		
Deductions from net assets attributed to:		
Net depreciation in fair value of investments	119,651	-0-
Benefits paid to participants	442,592	76,971
Other	4,971	-0-
	<u>567,214</u>	<u>76,971</u>
TOTAL DEDUCTIONS	<u>567,214</u>	<u>76,971</u>
NET INCREASE	<u>63,146</u>	<u>843,948</u>
NET ASSETS AVAILABLE FOR BENEFITS		
Beginning of year	<u>2,913,081</u>	<u>2,069,133</u>
END OF YEAR	<u><u>\$ 2,976,227</u></u>	<u><u>\$ 2,913,081</u></u>

See notes to financial statements.

NOTES TO FINANCIAL STATEMENTS

THE DELANEY GROUP, INC. 401(k) SUPPLEMENTAL RETIREMENT PLAN

December 31, 2011 and 2010

NOTE A--DESCRIPTION OF THE PLAN

The following description of the The Delaney Group, Inc. 401(k) Supplemental Retirement Plan (the Plan) provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General: The Plan is a defined contribution plan covering all eligible employees of The Delaney Group, Inc. and its affiliated company, Delaney Crushed Stone Products, Inc. (collectively referred to as the Company). An employee is eligible to participate in the elective deferral feature of the Plan on the first day of employment with the Company. To become eligible to participate in Company discretionary matching contributions (as defined in the Plan agreement), an employee must have made elective deferral contributions to the Plan, be employed on the last day of the Plan year and have completed 1,000 hours of service. To become eligible to participate in Company discretionary nonelective profit sharing contributions (as defined in the Plan agreement), an employee must be employed on the last day of the Plan year and have completed 1,000 hours of service. The Plan is subject to the provisions of ERISA.

Contributions: Participants may contribute, the lesser of 100% of their annual compensation, as defined by the Plan, or \$16,500 for the years ended December 31, 2011 and 2010. Additionally, if a participant has or is projected to attain age 50 before the end of the Plan year, that participant may make "catch-up" contributions as determined by the IRS. Participants may also contribute amounts representing distributions from other qualified retirement plans. Contributions are subject to certain individual account and aggregate Plan limitations as determined by the Internal Revenue Service (IRS).

The Company may elect to contribute a discretionary matching contribution equal to a uniform percentage (determined each year by the employer) of each participant's elective deferrals except for catch-up contributions which are not subject to the matching contribution. There were no Company discretionary matching contributions made to the Plan for 2011 and 2010. The Company may also make a discretionary nonelective profit sharing contribution on behalf of certain groups of participants. The Company's nonelective discretionary profit sharing contribution made to the Plan was \$-0- and \$236,441 for 2011 and 2010, respectively.

Participant Accounts: Each participant's account is credited with the elective deferral, discretionary matching contributions, discretionary nonelective profit sharing contributions and Plan earnings and losses. Allocation of discretionary nonelective profit sharing contributions is based on job classification and compensation. Plan earnings and losses are allocated based on account balances. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

NOTES TO FINANCIAL STATEMENTS--Continued

THE DELANEY GROUP, INC. 401(k) SUPPLEMENTAL RETIREMENT PLAN

December 31, 2011 and 2010

NOTE A--DESCRIPTION OF THE PLAN--Continued

Vesting: Participants are 100% vested in their elective deferral accounts and rollover transfer accounts plus actual earnings or losses thereon. Vesting in Company discretionary matching or profit sharing contributions and the earnings thereon, is based upon years of service in which a participant is credited with at least 1,000 hours of service. A participant is 100% vested after six years of credited service.

Payment of Benefits: Upon termination of service due to death, disability or retirement, a participant or their beneficiary will receive a lump-sum cash distribution equal to the value of the participant's vested interest in his or her account. For termination of service for other reasons, at the election of the participant, the participant's vested account balance will become due and payable.

Forfeitures: When termination of employment occurs, the nonvested portion of a participant's account represents a forfeiture. Forfeitures from a participant's employer contribution account are available to reduce subsequent employer contributions or to offset Plan administrative expenses. At December 31, 2011 and 2010, forfeited nonvested accounts totaled approximately \$36,906 and \$16,487, respectively. At December 31, 2011, unused forfeitures totaled \$4,971. Forfeitures used to reduce employer contributions totaled \$714 in 2010.

NOTE B--SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting: The financial statements of the Plan are prepared on the accrual method of accounting.

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

Investment Valuation and Income Recognition: The Plan's investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note D for discussion of fair value measurements.

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

NOTES TO FINANCIAL STATEMENTS--Continued

THE DELANEY GROUP, INC. 401(k) SUPPLEMENTAL RETIREMENT PLAN

December 31, 2011 and 2010

NOTE B--SIGNIFICANT ACCOUNTING POLICIES--Continued

Payment of Benefits: Benefits are recorded when paid.

Events Occurring After Reporting Date: The Plan's management has evaluated events and transactions that occurred between December 31, 2011 and October 11, 2012, which is the date the financial statements were available to be issued, for possible disclosure and recognition in the financial statements. There were no such events or transactions identified by Plan management.

NOTE C--INFORMATION CERTIFIED AND PROVIDED BY NBT BANK, N.A. (UNAUDITED)

The following is a summary of the Plan's investment information as of and for the years ended December 31, 2011 and 2010, included throughout the Plan's financial statements and supplemental schedules, that were prepared by or derived from information provided by the trustee, and furnished to the Plan Administrator. The Plan Administrator has obtained certifications from the trustee that investment information provided to the Plan Administrator by the trustee related to the investments below is complete and accurate. Accordingly, as permitted by 29 CFR 2520.103-8 of the DOL's Rules and Regulations for Reporting and Disclosure under ERISA, the Plan Administrator instructed the Plan's independent auditors not to perform any auditing procedures with respect to information which appears throughout the financial statements and supplemental schedules related to the following investments. None of the investments are participant directed. Each investment representing 5% or more of the Plan's net assets is separately identified:

	2011	2010
Interest-bearing cash:		
Federated Government Money Market	\$ 305,723	\$ 96,905
Mutual funds at fair value:		
Dodge Cox Income Fund	315,088	267,072
Federated Total Return Bond Fund	321,493	265,327
Vanguard GNMA Fund Admiral Shares	323,835	262,468
American Beacon Large Cap Value Fund	191,986	155,595
T. Rowe Price Equity Income Fund	140,120	159,195
Vanguard Morgan Growth Fund	274,433	263,749
Vanguard 500 Index Fund	286,357	262,144
Dodge Cox International Stock Fund	242,723	251,257
Other	576,628	624,802
	<u>2,672,663</u>	<u>2,511,609</u>
Total	<u>\$ 2,978,386</u>	<u>\$ 2,608,514</u>

NOTES TO FINANCIAL STATEMENTS--Continued

THE DELANEY GROUP, INC. 401(k) SUPPLEMENTAL RETIREMENT PLAN

December 31, 2011 and 2010

NOTE C--INFORMATION CERTIFIED AND PROVIDED BY NBT BANK, N.A. (UNAUDITED)--Continued

NBT Bank, N.A. also certified to the completeness and accuracy of \$(119,651) and \$214,354 of net (depreciation) appreciation in fair value of investments and \$60,852 and \$47,746 of interest and dividend income related to the aforementioned Plan investments for the years ended December 31, 2011 and 2010, respectively.

NOTE D--FAIR VALUE MEASUREMENTS

The Plan follows Financial Accounting Standards Board Accounting Standards Codification (FASB ASC) Topic 820, "Fair Value Measurements and Disclosures", which governs the application of accounting principles generally accepted in the United States of America that requires fair value measurements of the Plan's assets and liabilities. Fair value is an estimate of the price the Plan would receive upon selling a financial instrument in a timely transaction to an independent buyer or the most advantageous market of the financial instrument. FASB ASC Topic 820 established a three tier hierarchy to maximize the use of observable market data and minimize the use of unobservable inputs and to establish classification of fair value measurements for disclosure purposes. Various inputs are used in determining the value of the financial instruments as noted below:

Level 1 Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

Level 2 Inputs to the valuation methodology include:

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in inactive markets;
- Inputs other than quoted prices that are observable for the asset or liability;
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

Level 3 Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

NOTES TO FINANCIAL STATEMENTS--Continued

THE DELANEY GROUP, INC. 401(k) SUPPLEMENTAL RETIREMENT PLAN

December 31, 2011 and 2010

NOTE D--FAIR VALUE MEASUREMENTS--Continued

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

Following is a description of the valuation methodologies used for investments measured at fair value:

Interest-bearing cash: The fair value of interest-bearing cash approximates carrying value due to the nature of the instrument.

Mutual funds: Shares of mutual funds are reported at fair value based on the quoted market prices of the fund, which represent the net asset value of shares held by the Plan at year end.

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair value. Furthermore, while the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date. There have been no changes in the methodologies used at December 31, 2011 and 2010.

The following table sets forth by Level, within the fair value hierarchy, the Plan's investments at fair value:

Investments at Fair Value as of				
December 31, 2011				
	Level 1	Level 2	Level 3	Total
Interest-bearing cash	\$ 305,723	\$ -0-	\$ -0-	\$ 305,723
Mutual funds	2,672,663	-0-	-0-	2,672,663
Total investments at fair value	<u>\$2,978,386</u>	<u>\$ -0-</u>	<u>\$ -0-</u>	<u>\$ 2,978,386</u>
December 31, 2010				
	Level 1	Level 2	Level 3	Total
Interest-bearing cash	\$ 96,905	\$ -0-	\$ -0-	\$ 96,905
Mutual funds	2,511,609	-0-	-0-	2,511,609
Total investments at fair value	<u>\$2,608,514</u>	<u>\$ -0-</u>	<u>\$ -0-</u>	<u>\$ 2,608,514</u>

NOTES TO FINANCIAL STATEMENTS--Continued

THE DELANEY GROUP, INC. 401(k) SUPPLEMENTAL RETIREMENT PLAN

December 31, 2011 and 2010

NOTE E--PARTY-IN-INTEREST TRANSACTIONS

The Plan has not considered Company contributions to the Plan or benefits paid by the Plan to participants as party-in-interest transactions. Plan investments include mutual funds and interest-bearing cash managed by NBT Bank, N.A. who is the trustee as defined by the Plan and therefore, these transactions qualify as party-in-interest transactions, which are exempt from prohibited transaction rules.

Administrative expenses for compliance, recordkeeping, and auditing services are provided by parties-in-interest and are paid directly by the Company.

NOTE F--PLAN TERMINATION

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants will become 100% vested in their accounts.

NOTE G--INCOME TAX STATUS

The IRS has determined and informed the Company by a letter dated July 15, 2011 that the Plan and the related trust are designed in accordance with applicable sections of the Internal Revenue Code (IRC). The Plan Administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC and, therefore believes that the Plan continues to qualify and the related trust continues to be tax-exempt as of December 31, 2011.

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan. Plan management evaluated the Plan's tax positions and concluded that the Plan had maintained its tax exempt status and had taken no uncertain tax positions that require adjustment to the financial statements. Therefore, no provision or liability for income taxes has been included in the financial statements. The Plan is potentially subject to income tax examination for years 2008 through 2011.

NOTES TO FINANCIAL STATEMENTS--Continued

THE DELANEY GROUP, INC. 401(k) SUPPLEMENTAL RETIREMENT PLAN

December 31, 2011 and 2010

NOTE H--RISKS AND UNCERTAINTIES

The Plan's investments are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investments, it is at least reasonably possible that changes in the values of these investments will occur in the near term and that such changes could materially affect participant account balances and the amounts reported in the Plan's Statements of Net Assets Available for Benefits.

NOTE I--PROHIBITED TRANSACTIONS

During 2011 and 2010, the Company inadvertently failed to timely remit certain employee contributions to the Plan's trustee. Contributions totaling \$48,496 and \$134,804, respectively, were not remitted to the trustee within the time period prescribed by DOL regulations. As a result, the Company will calculate and remit lost earnings to the Plan. The Company believes the lost earnings calculation will result in a nominal remittance to the Plan. In addition, filings required due to the identification of these prohibited transactions will be submitted to the IRS and the DOL in accordance with applicable regulations.

SCHEDULE H, LINE 4a--SCHEDULE OF DELINQUENT
PARTICIPANT CONTRIBUTIONS

THE DELANEY GROUP, INC. 401(k) SUPPLEMENTAL RETIREMENT PLAN

EIN: 14-1662980

PLAN NUMBER: 002

December 31, 2011

Late Contributions	Total that Constitutes Nonexempt Prohibited Transactions				Total Fully Corrected Under VFCP and PTE 2002-51
	Late Contributions Not Corrected	Correction Outside VFCP	Correction Using VFCP	Pending Correction in VFCP	
<u>\$48,496</u>	<u>\$ -0-</u>	<u>\$48,496</u>	<u>\$ -0-</u>	<u>\$ -0-</u>	<u>\$-0-</u>

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

THE DELANEY GROUP, INC. 401(k) SUPPLEMENTAL RETIREMENT PLAN

EIN: 14-1662980

PLAN NO.: 002

December 31, 2011

(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value		(d) Cost	(e) Current Value
		Shares/Units	Other Information		
	<u>Interest-Bearing Cash</u>				
	Federated Government Money Market	305,723	Money Market Account	\$ 305,723	\$ 305,723
	<u>Mutual Funds</u>				
	Dodge & Cox Income Fund	23,691	Mutual Funds	306,696	315,088
	Federated Total Return Bond Fund	28,501	Mutual Funds	305,578	321,493
	Vanguard GNMA Fund	29,253	Mutual Funds	320,252	323,835
	Vanguard Intermediate Term Treasury	7,507	Mutual Funds	83,767	87,828
	American Beacon Large Cap Value Fund	10,333	Mutual Funds	191,374	191,986
	Hartford Mid Cap Fund Class I	5,822	Mutual Funds	120,509	113,638
	T. Rowe Price Equity Income Fund	6,076	Mutual Funds	142,794	140,120
	Royce Pennsylvania Mutual Fund	12,087	Mutual Funds	121,630	130,056
	Vanguard Morgan Growth Fund	5,067	Mutual Funds	258,511	274,433
	Vanguard 500 Index Fund	2,994	Mutual Funds	267,602	286,357
	CRM Mid Cap Value Fund	4,851	Mutual Funds	124,784	128,416
	Dodge & Cox International Stock Fund	8,301	Mutual Funds	284,614	242,723
	Lazard Emerging Markets Portfolio	6,946	Mutual Funds	139,411	116,690
				<u>2,667,522</u>	<u>2,672,663</u>
				<u>\$2,973,245</u>	<u>\$2,978,386</u>

SCHEDULE H, LINE 4j--SCHEDULE OF REPORTABLE TRANSACTIONS

THE DELANEY GROUP, INC. 401(k) SUPPLEMENTAL RETIREMENT PLAN

EIN: 14-1662980

PLAN NO.: 002

December 31, 2011

<u>(a) Identity of party involved</u>	<u>(b) Description of asset</u>	<u>(c) Purchase price</u>	<u>(d) Selling price</u>	<u>(e) Lease rental</u>	<u>(f) Expense incurred with transaction</u>	<u>(g) Cost of asset</u>	<u>(h) Current value of asset on transaction date</u>	<u>(i) Net gain or (loss)</u>
<u>Category (3) - A series of transactions in excess of 5% of plan assets</u>								
	Federated Government Money Market (62 purchases - 952,481 units aggregate) (20 sales - 743,663 units aggregate)	\$ 952,481				\$ 952,481 743,663	\$ 952,481 743,663	\$ -0-
	Hartford Mid Cap Fund Class I (1 purchase - 298 units aggregate) (2 sales - 6,384 units aggregate)	6,657	141,716			6,657 119,982	6,657 141,716	21,734
	T. Rowe Price Equity Income Fund (1 purchase - 3,140 units aggregate) (2 sales - 3,784 units aggregate)	76,302	90,151			76,302 88,785	76,302 90,151	1,366

Information scheduled is alternative disclosure permitted by
29 CFR 2520.103-6(d)(2)

There were no category (1), (2) or (4) reportable transactions
during the year ended December 31, 2011

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

THE DELANEY GROUP, INC. 401(k) SUPPLEMENTAL RETIREMENT PLAN

EIN: 14-1662980

PLAN NO.: 002

December 31, 2011

(a)	(b)Identity of Issue, Borrower, Lessor or Similar Party	(c)Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value		(d)Cost	(e)Current Value
		Shares/Units	Other Information		
	<u>Interest-Bearing Cash</u>				
	Federated Government Money Market	305,723	Money Market Account	\$ 305,723	\$ 305,723
	<u>Mutual Funds</u>				
	Dodge & Cox Income Fund	23,691	Mutual Funds	306,696	315,088
	Federated Total Return Bond Fund	28,501	Mutual Funds	305,578	321,493
	Vanguard GNMA Fund	29,253	Mutual Funds	320,252	323,835
	Vanguard Intermediate Term Treasury	7,507	Mutual Funds	83,767	87,828
	American Beacon Large Cap Value Fund	10,333	Mutual Funds	191,374	191,986
	Hartford Mid Cap Fund Class I	5,822	Mutual Funds	120,509	113,638
	T. Rowe Price Equity Income Fund	6,076	Mutual Funds	142,794	140,120
	Royce Pennsylvania Mutual Fund	12,087	Mutual Funds	121,630	130,056
	Vanguard Morgan Growth Fund	5,067	Mutual Funds	258,511	274,433
	Vanguard 500 Index Fund	2,994	Mutual Funds	267,602	286,357
	CRM Mid Cap Value Fund	4,851	Mutual Funds	124,784	128,416
	Dodge & Cox International Stock Fund	8,301	Mutual Funds	284,614	242,723
	Lazard Emerging Markets Portfolio	6,946	Mutual Funds	139,411	116,690
				<u>2,667,522</u>	<u>2,672,663</u>
				<u>\$ 2,973,245</u>	<u>\$ 2,978,386</u>

SCHEDULE H, LINE 4j--SCHEDULE OF REPORTABLE TRANSACTIONS

THE DELANEY GROUP, INC. 401(k) SUPPLEMENTAL RETIREMENT PLAN

EIN: 14-1662980 PLAN NO.: 002

December 31, 2011

(a) Identity of party involved	(b) Description of asset	(c) Purchase price	(d) Selling price	(e) Lease rental	(f) Expense incurred with transaction	(g) Cost of asset	(h) Current value of asset on transaction date	(i) Net gain or (loss)
<u>Category (3) - A series of transactions in excess of 5% of plan assets</u>								
	Federated Government Money Market (62 purchases - 952,481 units aggregate) (20 sales - 743,663 units aggregate)	\$ 952,481	\$ 743,663			\$ 952,481 743,663	\$ 952,481 743,663	\$ -0-
	Hartford Mid Cap Fund Class I (1 purchase - 298 units aggregate) (2 sales - 6,384 units aggregate)	6,657	141,716			6,657 119,982	6,657 141,716	21,734
	T. Rowe Price Equity Income Fund (1 purchase - 3,140 units aggregate) (2 sales - 3,784 units aggregate)	76,302	90,151			76,302 88,785	76,302 90,151	1,366

Information scheduled is alternative disclosure permitted by
29 CFR 2520.103-6(d)(2)

There were no category (1), (2) or (4) reportable transactions
during the year ended December 31, 2011

Attachment to 2011 Form 5500
Schedule H, line 4a - Schedule of Delinquent Participant Contributions

Plan Name The Delaney Group, Inc. 401(k) Supplemental Ret. Plan **EIN:** 14-1662980
Plan Sponsor's Name The Delaney Group, Inc. **PN:** 002

Participant Contributions Transferred Late to Plan	Total that Constitute Nonexempt Prohibited Transactions			Total Fully Corrected Under VFCP and PTE 2002-51
	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	
Check here if Late Participant Loan Repayments are included: ☐	0	48,496	0	0