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. . . . . ▶ [ ]

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
CAPITAL CITIES LEASING 401(K) PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 01/01/1992

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

CAPITAL CITIES LEASING, INC.

34 GRANGE ROAD
PO BOX 8
WEST SAND LAKE, NY 12196

2b Employer Identification Number (EIN)
14-1504271

2c Sponsor's telephone number
518-674-2893

2d Business code (see instructions)
532400

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/15/2012	ANDREW CLEMENTE
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/15/2012	ANDREW CLEMENTE
	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")
CAPITAL CITIES LEASING, INC.

34 GRANGE ROAD
PO BOX 8
WEST SAND LAKE, NY 12196

3b Administrator's EIN
14-1504271

3c Administrator's telephone number
518-674-2893

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**	138
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**	130
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	7
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	137
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	137
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	93
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**	

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

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

9a Plan funding arrangement (check all that apply)

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

9b Plan benefit arrangement (check all that apply)

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

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

a Pension Schedules

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

b General Schedules

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

SCHEDULE C (Form 5500)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ **File as an attachment to Form 5500.**	**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
CAPITAL CITIES LEASING 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
14-1504271

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)

NATIONWIDE TRUST COMPANY

ONE NATIONWIDE PLAZA
COLUMBUS, OH 43215

31-1592130

(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?
15 64	NONE	32951	Yes [X] No [ ]	Yes [ ] No [X]	19435	Yes [ ] No [X]

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

WELLS FARGO ADVISORS, LLC

401 S TRYON STREET 19TH FLOOR
CHARLOTTE, NC 28288-1207

41-0449260

(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?
33 71	NONE	0	Yes [X] No [ ]	Yes [ ] No [X]	19222	Yes [ ] No [X]

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

CREATIVE PLAN ADMINISTRATORS,INC.

433 NEW KARNER ROAD
ALBANY, NY 12205

14-1694851

(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?
17 37 50 64	NONE	2140	Yes [X] No [ ]	Yes [ ] No [X]	3153	Yes [ ] No [X]

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
NATIONWIDE TRUST COMPANY	15 64	2597

(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.
EAGLE FAMILY OF FUNDS 880 CARILLON PARKWAY ST PETERSBURGH, FL 33733 59-3472973	MUTUAL FUND PAYMENTS FOR PROCESSING INDIVIDUAL TRANSACTIONS AND DISTRIBUTION COSTS ASSOCIATED WITH SELLING FUND. AVERAGE OF 64 BASIS POINTS

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
NATIONWIDE TRUST COMPANY	15 64	1510

(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.
BLACKROCK FUNDS PO BOX 9819 PROVIDENCE, RI 02940 22-6437098	MUTUAL FUND PAYMENTS FOR PROCESSING INDIVIDUAL TRANSACTIONS AND DISTRIBUTION COSTS ASSOCIATED WITH SELLING FUND. AVERAGE OF 64 BASIS POINTS

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
WELLS FARGO ADVISORS, LLC	33 71	19222

(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.
NATIONWIDE TRUST COMPANY ONE NATIONWIDE PLAZA COLUMBUS, OH 43215 31-1592130	COMMISSIONS AND FEES TO INVESTMENT ADVISOR AND BROKER/DEALER. 40 BASIS POINTS ON ALL ASSETS.

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
NATIONWIDE TRUST COMPANY	15 64	2010

(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.
RIDGEWORTH INVESTMENTS ONE NATIONWIDE PLAZA COLUMBUS, OH 43215	MUTUAL FUND PAYMENTS FOR PROCESSING INDIVIDUAL TRANSACTIONS AND DISTRIBUTION COSTS ASSOCIATED WITH SELLING FUND. AVERAGE OF 64 BASIS POINTS

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
CREATIVE PLAN ADMINISTRATORS INC.	17 37 64	3153

(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.
NATIONWIDE TRUST COMPANY ONE NATIONWIDE PLAZA COLUMBUS, OH 43215 31-1592130	DAILY PROCESSING, THIRD PARTY ADMINISTRATION. AVERAGE OF 5 BASIS POINTS

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
NATIONWIDE TRUST COMPANY	15 64	3120

(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.
INVESCO INVESTMENTS 1555 PEACHTREE STREET, N.E. SUITE 1800 ATLANTA, GA 30309 98-0557567	MUTUAL FUND PAYMENTS FOR PROCESSING INDIVIDUAL TRANSACTIONS AND DISTRIBUTION COSTS ASSOCIATED WITH SELLING FUND. AVERAGE OF 64 BASIS POINTS

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
NATIONWIDE TRUST COMPANY	15 64	1427

(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.
MASSACHUSETTS FINANCIAL SERVICES CO ONE NATIONWIDE PLAZA COLUMBUS, OH 43215	MUTUAL FUND PAYMENTS FOR PROCESSING INDIVIDUAL TRANSACTIONS AND DISTRIBUTION COSTS ASSOCIATED WITH SELLING FUND. AVERAGE OF 64 BASIS POINTS

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
NATIONWIDE TRUST COMPANY	15 64	5135

(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.
NATIONWIDE FUNDS GROUP ONE NATIONWIDE PLAZA COLUMBUS, OH 43215 31-1592130	MUTUAL FUND PAYMENTS FOR PROCESSING INDIVIDUAL TRANSACTIONS AND DISTRIBUTION COSTS ASSOCIATED WITH SELLING FUND. AVERAGE OF 64 BASIS POINTS

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

(complete as many entries as needed)

a Name: MARVIN AND COMPANY, P.C.

b EIN: 14-1567343

c Position: ACCOUNTANT FOR PLAN AUDIT

d Address: 11 BRITISH AMERICAN BLVD.
LATHAM, NY 12110

e Telephone: 518-785-0134

Explanation: THE PLAN AUDIT WAS PUT OUT TO BID. MARVIN AND COMPANY LOST CONTRACT TO CURRENT FIRM BASED ON PRICE.

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
CAPITAL CITIES LEASING 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
14-1504271

Part I Asset and Liability Statement

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	0	0
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	1933	5326
(2) Participant contributions	1b(2)	4282	2332
(3) Other	1b(3)	1800	1618
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	75601	86612
(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)	192304	191455
(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)	4543009	4499038
(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	4818929	4786381
Liabilities			
g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		71
k Total liabilities (add all amounts in lines 1g through1j)	1k	0	71
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	4818929	4786310

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)	126853	
(B) Participants	2a(1)(B)	300138	
(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)		426991
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)	9788	
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)		
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		9788
(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)	96777	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		96777
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		

		(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)		
(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)		-248654
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		284902
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	315381	
(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)		315381
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)	2140	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		2140
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		317521
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		-32619
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: BUCKLEY GENT MACDONALD & CARY, P.C. (2) EIN: 14-1744775

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		400000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n			

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year? ☐ **Yes** ☒ **No**

If "Yes," enter the amount of any plan assets that reverted to the employer this year **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
CAPITAL CITIES LEASING 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
14-1504271

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): 31-1592130

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

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

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

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

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

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

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

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

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

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

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

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

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

Part III Amendments

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

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

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

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

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

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

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

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

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

CAPITAL CITIES LEASING, INC.
401(K) PLAN

FINANCIAL STATEMENTS

DECEMBER 31, 2011 AND 2010

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** Other schedules required by Section 2520-103.10 of the Department of Labor Rules and Regulations for Reporting and Disclosure under ERISA have been omitted because they are not applicable.*

BUCKLEY GENT MACDONALD & CARY, P.C.
CERTIFIED PUBLIC ACCOUNTANTS

INDEPENDENT AUDITORS' REPORT

October 8, 2012

Plan Trustees of the Capital Cities Leasing, Inc. 401(k) Plan

We were engaged to audit the accompanying statements of net assets available for benefits (modified cash basis) for Capital Cities Leasing, Inc. 401(k) Plan (the "Plan") as of December 31, 2011 and 2010, and the related statements of changes in net assets available for benefits (modified cash basis) for the years ended December 31, 2011 and 2010 and the supplemental schedule - Schedule H, line 4i - Schedule of Assets (Held At End of Year) at December 31, 2011.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 6, which was certified by Nationwide Trust Company, the custodian of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedule. The Plan administrator has informed us that the custodian holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained a certification from the custodian as of and for the years ended December 31, 2011 and 2010, that the information provided to the Plan administrator by the custodian is complete and accurate.

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

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 schedule taken as a whole. The supplemental schedule is presented for the purposes of additional analysis and is not a required part of the financial statements but is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirment Income Security Act of 1974. The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the custodian, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Buckley Gent MacDonald & Cary, P.C.
Certified Public Accountants

100 GREAT OAKS BLVD, SUITE 121 ▲ ALBANY, NEW YORK 12203 ▲ (518) 437-0430 ▲ FAX (518) 437-1157 ▲ bgmccpa.com

CAPITAL CITIES LEASING, INC. 401(K) PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS (MODIFIED CASH BASIS)

DECEMBER 31, 2011 AND 2010

	2011	2010
Assets		
Investments at fair value	$ 4,585,650	$ 4,618,610
Notes receivable from participants	193,073	194,104
Total assets	4,778,723	4,812,714
Liabilities		
Refund payable - note receivable overpayment	71	-
Total liabilities	71	-
Net assets available for benefits	$ 4,778,652	$ 4,812,714

See accompanying notes to the financial statements.

CAPITAL CITIES LEASING, INC. 401(K) PLAN

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS (MODIFIED CASH BASIS)

YEARS ENDED DECEMBER 31, 2011 AND 2010

	2011	2010
Investment income		
Net appreciation (depreciation) in fair value of investments	$ (248,654)	$ 425,514
Dividend income	96,777	95,241
	(151,877)	520,755
Less: investment expenses	2,140	930
Investment gain (loss)	(154,017)	519,825
Interest income on notes receivable from participants	9,788	10,302
Contributions		
Employee contributions	299,094	322,424
Employer contribution	126,454	148,126
Total contributions	425,548	470,550
Total additions	281,319	1,000,677
Benefits paid to participants	315,381	104,345
Net increase (decrease)	(34,062)	896,332
Net assets available for benefits:		
Beginning of year	4,812,714	3,916,382
End of year	$ 4,778,652	$ 4,812,714

See accompanying notes to the financial statements.

1. DESCRIPTION OF PLAN

The following description of the Capital Cities Leasing, Inc. 401(k) 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 savings plan covering all non-union employees of Capital Cities Leasing, Inc. and the other members of a controlled group consisting of Bonded Concrete, Inc., Troy Sand and Gravel Co., Inc. and Certified Road Constructors, Inc., d/b/a Material Sand and Gravel. Employees are eligible to participate upon completion of three months of service. The Plan is subject to the provisions of the Employee Retirement income Security Act of 1974 (ERISA).

Contributions

The Plan's provisions allow employees to contribute a maximum of 15% of compensation (subject to a maximum of $16,500 for 2011 and 2010). Matching contributions by the employers are discretionary each Plan year. Employers made matching contributions of 50% of electing deferrals up to 8% of compensation for the years ended December 31, 2011 and 2010. Participants direct the investment of their contributions into various investment options offered by the Plan.

Participant Accounts

Each participant's account is credited with the participant's contribution, the employer's matching contribution and an allocation of Plan earnings and charged with an allocation of investment expenses. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Investment earnings and gains or losses are posted to participant accounts on a daily basis based on actual investments held by the participants.

Vesting

Participants are immediately vested in their contribution plus earnings thereon. Employer contributions are vested based upon a six-year graduated schedule as follows:

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

Notwithstanding the vesting schedule above, all participants shall be 100% vested when they attain age 65.

1. DESCRIPTION OF PLAN (CONTINUED)

Investment Options

The Plan provides a variety of investment funds with diversified portfolios sponsored by Nationwide Trust Company. All investment options were selected by the Plan's sponsor. Upon enrollment in the Plan, a participant may direct employee and employer contributions to any of the investment options. Participants may change their investment options at any time during the year.

Notes Receivable From Participants

Participants may borrow from their accounts up to a maximum equal to the lesser of $50,000 or 50% of their vested account balance. Loans are generally repayable over a period of one to five years, however, if the loan is for the purchase of the participant's principal residence, the term of the loan can be up to ten years. The loans are collateralized by the balance in the participant's account. The loans bear a reasonable rate of interest. Interest rates on existing loans range from 4.75% to 11%. Principal and interest is paid ratably through weekly payroll deductions.

Payments of Benefits

On termination of employment, death, disability or retirement, participants may receive either a lump sum distribution, installment payment or a life sum annuity equal to the value of their account.

Participants who have attained age 59 and 1/2 will be permitted to withdraw the vested portion of their employer account balances while still employed by the employer.

Termination

Although they have not expressed any interest to do so, the Plan sponsors have the right, under the Plan, to terminate the Plan subject to the provisions of ERISA. In the event of the Plan terminating, participants would become 100% vested in the employer contribution portion of their account.

Forfeitures

Upon participant termination, any non-vested employer contributions are forfeited by the employee. Forfeitures for the years ended December 31, 2011 and 2010 totaled $15,783 and $9,471, respectively, and were deposited into a holding account. Such forfeitures are available to pay Plan expenses and reduce future employer contributions to the Plan. In 2011, employer contributions were reduced by $9,842 from forfeited nonvested accounts.

2. SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The accompanying financial statements are prepared using the modified cash basis of accounting, which is a comprehensive basis of accounting other than generally accepted accounting principles. Contributions have been accounted for as cash is received and withdrawals and expenses have been accounted for as cash is paid.

Estimates

The preparation of financial statements in conformity with the modified cash basis of accounting requires management to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results could differ from these estimates.

Investment Valuation and Income Recognition

The Plan's investments are stated at fair value. Shares in mutual funds are valued at quoted market prices, which represent the net asset value of shares held by the Plan at year-end. Purchases and sales of securities are recorded on a trade-date basis. Interest and dividend income is recorded on the cash basis. The Plan presents in the statement of changes in net assets the net appreciation (depreciation) in the fair value of investments, which consists of realized gains or losses and unrealized appreciation (depreciation) on these investments.

Plan Expenses

Investment expenses and loan transaction fees are paid by the Plan participants. Administrative expenses for the Plan's audit are paid directly by the Plan sponsor.

3. INFORMATION PREPARED AND CERTIFIED BY CUSTODIAN

The Plan Administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the Department of Labor Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, the custodian, Nationwide Trust Company (Nationwide) has certified that the following data included in the accompanying financial statements and supplemental schedule is complete and accurate:

	2011	2010
Investments at fair value:		
Mutual Funds	$ 4,585,650	$ 4,618,610

4. INVESTMENTS

The following presents investments that represent 5% or more of the Plan's net assets:

Investment	December 31, 2011	2010
Growth Fund of America	$ 293,691	$ 314,017
Black Rock Equity Div	260,512	279,329
Eagle Series Midcap Stock	355,492	492,875
Franklin Strat Income Fd A	254,362	220,214
Invsco Glbl Cor Eq	463,594	591,626
Mfs Research Bond fd A	377,351	248,379
Nationwide Inv Dest Mod Aggr Sc	517,475	627,823
Nationwide Inv Dest Mod Svc	390,613	361,844
Rdgwrth Growth Sm Cap Val Eq I Stock	299,351	291,933

During 2011 and 2010, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated (depreciated) in value as follows:

	2011	2010
Mutual funds	$ (248,654)	$ 425,514
Total	$ (248,654)	$ 425,514

5. NONPARTICIPANT-DIRECTED INVESTMENTS

Information about the net assets and the significant components of the changes in net assets relating to the nonparticipant-directed investments is as follows:

	December 31, 2011	2010
Net assets:		
Mutual funds	$ 9,314	$ 3,423

	2011
Changes in Net Assets:	
Non-vested forfeitures	$ 15,783
Investment loss	(50)
Forfeitures used to reduce Company's contribution	(9,842)
	$ 5,891

6. FAIR VALUE MEASUREMENTS

FASB ASC 820 provides the framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under FASB ASC 820 are described as follows:

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

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

Level 2: Inputs other than quoted prices that are observable for the asset or liability; and 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

The asset 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 outputs.

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2011 and 2010.

Common stocks, corporate bonds, and U.S. government securities : Valued at the closing price reported on the active market on which the individual securities are traded.

Mutual Funds: Valued at the quoted net asset value of shares held by the plan at year end.

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

6. FAIR VALUE MEASUREMENTS (CONTINUED)

The following table sets forth by level, within the fair value hierarchy, the Plan's fair value measurements at December 31, 2011 and 2010:

Fair Value Measurement at December 31, 2011

	Quoted Prices in Active Markets for Identical Assets Level 1	Significant Other Observable Inputs Level 2	Significant Unobservable Inputs Level 3	Total
Mutual Funds:				
Balanced funds	$ 1,446,002	$ -	$ -	$ 1,446,002
Growth funds	1,398,827	-	-	1,398,827
Fixed income funds	1,035,007	-	-	1,035,007
International funds	552,794	-	-	552,794
Other funds	153,020	-	-	153,020
Total	$ 4,585,650	$ -	$ -	$ 4,585,650

Fair Value Measurement at December 31, 2010

	Quoted Prices in Active Markets for Identical Assets Level 1	Significant Other Observable Inputs Level 2	Significant Unobservable Inputs Level 3	Total
Mutual Funds:				
Growth funds	$ 2,374,121	$ -	$ -	$ 2,374,121
Balanced funds	1,448,550	-	-	1,448,550
Fixed income funds	683,583	-	-	683,583
International funds	58,730	-	-	58,730
Other funds	53,626	-	-	53,626
Total	$ 4,618,610	$ -	$ -	$ 4,618,610

7. TAX STATUS

The Internal Revenue Service (IRS) has determined and informed the Plan sponsor by letter dated March 31, 2008, that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code (IRC). The Plan has been amended since receiving the determination letter, however, the Plan sponsor believes the Plan, as amended, continues to qualify and operate in accordance with applicable provisions of the IRC.

Generally accepted accounting practices in the United States require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability or asset if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the Internal Revenue Service. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan administrator believes it is no longer subject to income tax examinations for years prior to 2008.

8. RISKS AND UNCERTAINTIES

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

9. PARTIES-IN-INTEREST

The following organizations are considered parties-in-interest based upon services they provide to the Plan:

Capital Cities Leasing, Inc - Plan Sponsor
Bonded Concrete, Inc. - Controlled Group Member
Troy Sand & Gravel Co., Inc. - Controlled Group Member
Certified Road Constructors, Inc., d/b/a Material Sand & Gravel - Controlled Group Member
Buckley Gent MacDonald & Cary, PC -Plan Audit Firm
Creative Pension Consultants, Inc - Third Party Administrator
Nationwide Trust Company - Asset Custodian

Certain Plan investments are shares of mutual funds managed by Nationwide. Nationwide is the custodian as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions. These mutual funds are noted on the supplemental information, Schedule H, line 4i - Schedule of Assets (Held At Year End) at December 31, 2011. Fees paid by the Plan for the investment management services are included in net appreciation of fair value of assets.

10. RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of net assets available for benefits per the financial statements at December 31 to Form 5500:

	2011	2010
Net assets available for benefits per the financial statements	$ 4,778,652	$ 4,812,714
Receivables	7,658	6,215
Net assets available for benefits per the Form 5500	$ 4,786,310	$ 4,818,929

The following is a reconciliation of contributions per the financial statements for the years ended December 31 to Form 5500:

	2011	2010
Contributions per the financial statements	$ 425,548	$ 470,550
Add: Contributions receivable at end of year	7,658	6,215
Less: Contributions receivable at beginning of year	(6,215)	(5,790)
Contributions per the Form 5500	$ 426,991	$ 470,975

The following is a reconciliation of participant notes receivable per the financial statements at December 31 to Form 5500:

	2011	2010
Participant notes receivable per the financial statements	$ 193,073	$ 194,104
Less: Unapplied note repayments	1,618	1,800
Participant notes receivable per the Form 5500	$ 191,455	$ 192,304

The financial statements were prepared using the modified cash basis. The Form 5500 was prepared on the accrual basis.

11. SUBSEQUENT EVENTS

Management has evaluated all subsequent events through October 8, 2012, which is the date the financial statements were available to be issued, and have determined that there are no subsequent events that require recording or disclosure.

CAPITAL CITIES LEASING, INC. 401(K) PLAN
SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
DECEMBER 31, 2011

	Name of Plan Sponsor: Capital Cities Leasing, Inc.			
	Name of Plan: Capital Cities Leasiing 401(k) Plan			
	EIN: 14-1504271			
	Plan Number: 001			
(a)	(b)	(c)	(d)	(e)
	IDENTITY OF ISSUE	**DESCRIPTION OF INVESTMENT**	**COST**	**CURRENT VALUE**
	Alger Cap App Inst I - 938 Units	Mutual Fund	$15,832.46	$18,508.51
	Alger Midcap Gr Inst - 333 Units	Mutual Fund	3,955	4,365
	Amcent Eq Indx Inv - 121 Units	Mutual Fund	562	582
	Amcent Vis Inst - 266 Units	Mutual Fund	3,955	4,215
	Amfds Cap Inc Bldr R5 - 3,631 Units	Mutual Fund	153,280	178,719
	Amfds Gr Fd Am R5 - 10,240 Units	Mutual Fund	253,247	293,691
	Baron Partners Fund - 3,055 Units	Mutual Fund	53,853	59,236
	Black Rock Equity Div - 14,353 Units	Mutual Fund	214,257	260,512
	Buf Small Cap Fd - 375 Units	Mutual Fund	8,888	9,350
	Dodge Cox Intl Stock Fd - 1,517 Units	Mutual Fund	53,330	44,361
	EV Dividend Bldr - 358 Units	Mutual Fund	3,344	3,507
	Eagle Series Tr Mdcapstk - 14,197 Units	Mutual Fund	341,864	355,492
	Franklin Strat Income Fd A - 25,209 Units	Mutual Fund	207,146	254,362
	Gdmnscs Govt Income Fd A - 11,612 Units	Mutual Fund	152,925	179,051
	Heartland Value Inv - 219 Units	Mutual Fund	8,888	8,384
	Haertland Value Plus Inv - 242 Units	Mutual Fund	6,142	6,716
	Invsco Glbl Cor Eq - 40,348 Units	Mutual Fund	537,159	463,594
	Invsco Vk Eq Inc - 16,376 Units	Mutual Fund	126,644	136,248
	John Hancock Large Cap Equity - 15 Units	Mutual Fund	350	345
	Jns overseas - 109 Units	Mutual Fund	3,999	3,414
	Mfs Research Bond fd A - 35,266 Units	Mutual Fund	315,739	377,351
*	Nationwide Inv Dest Aggr Sc - 15,196 Units	Mutual Fund	112,602	122,629
*	Nationwide Inv Dest Cnsrv Sc - 1,452 Units	Mutual Fund	14,376	14,854
*	Nationwide Inv Dest Mod Aggr Sc - 59,343 Units	Mutual Fund	480,821	517,475
*	Nationwide Inv Dest Mod Consrv Sc - 1,165 Units	Mutual Fund	11,312	11,583
*	Nationwide Inv Dest Mod Svc - 42,597 Units	Mutual Fund	359,648	390,613
*	Nationwide Money Market Inst - 78,916 Units	Mutual Fund	86,676	86,612
	NeuBer Genesis Tr - 780 Units	Mutual Fund	38,964	37,611
	NeuBer Partners Fd Tc - 1,177 Units	Mutual Fund	24,048	21,995
	Neuber Real Est Trust - 228 Units	Mutual Fund	1,980	2,744
	NeuBer Small Cap Growth - 354 Units	Mutual Fund	5,934	6,795
	Opp Gold Spec Mnrls - 626 Units	Mutual Fund	25,976	21,710
	Rdgwrth Hi Inc - 20,107 Units	Mutual Fund	137,310	132,103
	Rdgwrth Growth Sm Cap Gr Stock - 532 Units	Mutual Fund	888	8,174
	Rdgwrth Growth Sm Cap Val Eq I Stock - 24,180 Units	Mutual Fund	242,110	299,351
	Thornburg Intl Value Fund I - 1,685 Units	Mutual Fund	41,978	41,424
	Vaneck Intl Inv Gold - 1,148 Units	Mutual Fund	25,976	21,909
	Vanguard Intrm-Term Trsry Inv - 473 Units	Mutual Fund	4,858	5,530
	Wfa Precious Metals - 1,477 Units	Mutual Fund	118,101	106,657
	Wr Ivy Asset Strat - 3,313 Units	Mutual Fund	67,776	73,881
	Participant Notes Receivable; Interest rates (4.75%-11%)	Participant Notes	-	193,073
	* Indicates party-in-interest as defined by the Employee Retirement Income Security Act of 1974.			

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 the 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 . . . . . ► [ ]

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
Capital Cities Leasing 401(k) Plan

1b Three-digit plan number (PN) ► 001

1c Effective date of plan 01/01/1992

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

Capital Cities Leasing, Inc.

34 Grange Road
PO Box 8
US West Sand Lake NY 12196

2b Employer Identification Number (EIN)
14-1504271

2c Sponsor's telephone number
(518) 674-2893

2d Business code (see instructions)
532400

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	Andrew E Clemente	10/10/2012	ANDREW CLEMENTE
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Andrew E Clemente	10/10/2012	ANDREW CLEMENTE
	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

CAPITAL CITIES LEASING, INC. 401(K) PLAN
SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
DECEMBER 31, 2011

	Name of Plan Sponsor: Capital Cities Leasing, Inc.			
	Name of Plan: Capital Cities Leasiing 401(k) Plan			
	EIN: 14-1504271			
	Plan Number: 001			
(a)	(b)	(c)	(d)	(e)
	IDENTITY OF ISSUE	**DESCRIPTION OF INVESTMENT**	**COST**	**CURRENT VALUE**
	Alger Cap App Inst I - 938 Units	Mutual Fund	$15,832.46	$18,508.51
	Alger Midcap Gr Inst - 333 Units	Mutual Fund	3,955	4,365
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	EV Dividend Bldr - 358 Units	Mutual Fund	3,344	3,507
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	Opp Gold Spec Mnrls - 626 Units	Mutual Fund	25,976	21,710
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	Rdgwrth Growth Sm Cap Gr Stock - 532 Units	Mutual Fund	888	8,174
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	Wfa Precious Metals - 1,477 Units	Mutual Fund	118,101	106,657
	Wr Ivy Asset Strat - 3,313 Units	Mutual Fund	67,776	73,881
	Participant Notes Receivable; Interest rates (4.75%-11%)	Participant Notes	-	193,073
	* Indicates party-in-interest as defined by the Employee Retirement Income Security Act of 1974.			

Schedule H, line 4i
Schedule of Assets (Held At End of Year)

For the plan year beginning 01/01/2011 and ending 12/31/2011

Name of plan
Capital Cities Leasing 401(k) Plan

Employer Identification Number
14-1504271

Three-digit plan number ► 001

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current value
	RDGWRTH SMALL CAP GR STOCK I	MUTUAL FUND		8,174
	VANECK INTL INV GOLD A	MUTUAL FUND		21,909

Schedule H, line 4i
Schedule of Assets (Held At End of Year)

For the plan year beginning 01/01/2011 and ending 12/31/2011

Name of plan

Capital Cities Leasing 401(k) Plan

Employer Identification Number

14-1504271

Three-digit plan number ► 001

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current value
	CAPITAL INCOME BUILDER R5	MUTUAL FUND		178,719
	GROWTH FUND OF AMERICA R5	MUTUAL FUND		293,691
	ALGER CAP APP INST I	MUTUAL FUND		18,509
	ALGER MIDCAP GROWTH INST	MUTUAL FUND		4,365
	BLACKROCK EQUITY DIV	MUTUAL FUND		260,512
	EV DIVIDEND BLDR	MUTUAL FUND		3,507
	AMERICAN CENTURY VISTA	MUTUAL FUND		4,215
	BARON PARTNERS	MUTUAL FUND		59,236
	BUF SMALL CAP	MUTUAL FUND		9,350
	DODGE COX INTL STOCK	MUTUAL FUND		44,361
	EAGLE SERIES MDCAP STK	MUTUAL FUND		355,492
	FRANKLIN STRAT INCOME	MUTUAL FUND		254,362
	GOLDMAN SACS GOVT INCOME	MUTUAL FUND		179,051
	HEARTLAND VALUE	MUTUAL FUND		8,384
	HEARTLAND VALUE PLUS	MUTUAL FUND		6,716
	WR IVY ASSET STRATEGY	MUTUAL FUND		73,881
	JANUS OVERSEAS S	MUTUAL FUND		3,414
	MFS RESEARCH BOND	MUTUAL FUND		377,351
*	NW INV DEST AGGR	MUTUAL FUND		122,629
*	NW INV DEST CONSERVATIVE	MUTUAL FUND		14,854
*	NW INV DEST MOD AGGR	MUTUAL FUND		517,475
*	NW INV DEST MOD	MUTUAL FUND		11,583
*	NW MONEY MARKET INST	MUTUAL FUND		86,612
	NEU BERG PARTNERS	MUTUAL FUND		21,995
	NEU BERG SMCAP GRW	MUTUAL FUND		6,795
	NUEBER REAL EST FUND	MUTUAL FUND		2,744
	OPENHIEMER GOLD SPEC	MUTUAL FUND		21,710
	RDGWRTH SM CAP GR STK	MUTUAL FUND		132,103
	INVSCO GLOBAL COR EQUITY A	MUTUAL FUND		463,594
	INVSCO VAN KAMPEN EQUITY & INC	MUTUAL FUND		136,248
	VANGUARD INTM-TRM USTRS	MUTUAL FUND		5,530
	WFA PREC METALS	MUTUAL FUND		106,657
*	NW INV DEST MOD CONSERVATIVE	MUTUAL FUND		390,613
	RDGWRTH SMALL CAP VAL EQ	MUTUAL FUND		299,351
	THORNBURGH INTL VALUE	MUTUAL FUND		41,424
	JNHNCK LGCAP Equity A	MUTUAL FUND		345
	PARTICIPANT LOANS	RATE OF INTEREST 4.75% - 11%		191,384
	AMERICAN CENTURY EQ INDEX INV	MUTUAL FUND		582
	NUE BERG GENESIS TRUST	MUTUAL FUND		37,611