

<b>Form 5500</b>  Department of the Treasury Internal Revenue Service  Department of Labor Employee Benefits Security Administration  Pension Benefit Guaranty Corporation	<b>Annual Return/Report of Employee Benefit Plan</b>  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).  <p style="text-align: center;">▶ <b>Complete all entries in accordance with the instructions to the Form 5500.</b></p>	OMB Nos. 1210-0110 1210-0089  <b>2012</b>  <b>This Form is Open to Public Inspection</b>
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<b>Part I</b>	<b>Annual Report Identification Information</b>
For calendar plan year 2012 or fiscal plan year beginning <u>01/01/2012</u> and ending <u>12/31/2012</u>	
<b>A</b> This return/report is for:	<input type="checkbox"/> a multiemployer plan; <input type="checkbox"/> a multiple-employer plan; or <input checked="" type="checkbox"/> a single-employer plan; <input type="checkbox"/> a DFE (specify) ____
<b>B</b> This return/report is:	<input type="checkbox"/> the first return/report; <input type="checkbox"/> the final return/report; <input type="checkbox"/> an amended return/report; <input type="checkbox"/> a short plan year return/report (less than 12 months).
<b>C</b> If the plan is a collectively-bargained plan, check here. . . . .	<input checked="" type="checkbox"/>
<b>D</b> Check box if filing under:	<input type="checkbox"/> Form 5558; <input type="checkbox"/> automatic extension; <input type="checkbox"/> the DFVC program; <input type="checkbox"/> special extension (enter description)

<b>Part II</b>	<b>Basic Plan Information</b> —enter all requested information				
<b>1a</b> Name of plan <u>PSK DBA FOODTOWN UNION 401(K) PLAN</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;"><b>1b</b> Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>002</u></td> </tr> <tr> <td colspan="2"><b>1c</b> Effective date of plan <u>10/04/2007</u></td> </tr> </table>	<b>1b</b> Three-digit plan number (PN) ▶	<u>002</u>	<b>1c</b> Effective date of plan <u>10/04/2007</u>	
<b>1b</b> Three-digit plan number (PN) ▶	<u>002</u>				
<b>1c</b> Effective date of plan <u>10/04/2007</u>					
<b>2a</b> Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan)  <u>PSK SUPERMARKETS, INC.</u>  <u>444 S. FULTON AVENUE</u> <u>MT. VERNON, NY 10553</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td><b>2b</b> Employer Identification Number (EIN) <u>13-2669740</u></td> </tr> <tr> <td><b>2c</b> Sponsor's telephone number <u>914-667-6400</u></td> </tr> <tr> <td><b>2d</b> Business code (see instructions) <u>445110</u></td> </tr> </table>	<b>2b</b> Employer Identification Number (EIN) <u>13-2669740</u>	<b>2c</b> Sponsor's telephone number <u>914-667-6400</u>	<b>2d</b> Business code (see instructions) <u>445110</u>	
<b>2b</b> Employer Identification Number (EIN) <u>13-2669740</u>					
<b>2c</b> Sponsor's telephone number <u>914-667-6400</u>					
<b>2d</b> Business code (see instructions) <u>445110</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.

<b>SIGN HERE</b>	Filed with authorized/valid electronic signature. Signature of plan administrator	06/07/2013 Date	MAUREEN DUGGAN Enter name of individual signing as plan administrator
<b>SIGN HERE</b>	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
<b>SIGN HERE</b>	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)			Preparer's telephone number (optional)

<b>3a</b> Plan administrator's name and address <input type="checkbox"/> Same as Plan Sponsor Name <input type="checkbox"/> Same as Plan Sponsor Address  PSK SUPERMARKETS, INC.  444 S. FULTON AVENUE MT. VERNON, NY 10553		<b>3b</b> Administrator's EIN 13-2669740
		<b>3c</b> Administrator's telephone number 914-667-6400
<b>4</b> 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: <b>a</b> Sponsor's name		<b>4b</b> EIN  <b>4c</b> PN
<b>5</b> Total number of participants at the beginning of the plan year		<b>5</b> 690
<b>6</b> Number of participants as of the end of the plan year (welfare plans complete only lines <b>6a</b> , <b>6b</b> , <b>6c</b> , and <b>6d</b> ).		
<b>a</b> Active participants.....	<b>6a</b>	649
<b>b</b> Retired or separated participants receiving benefits.....	<b>6b</b>	0
<b>c</b> Other retired or separated participants entitled to future benefits.....	<b>6c</b>	3
<b>d</b> Subtotal. Add lines <b>6a</b> , <b>6b</b> , and <b>6c</b> .....	<b>6d</b>	652
<b>e</b> Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	<b>6e</b>	0
<b>f</b> Total. Add lines <b>6d</b> and <b>6e</b> .....	<b>6f</b>	652
<b>g</b> Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	<b>6g</b>	115
<b>h</b> Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	<b>6h</b>	0
<b>7</b> Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item) .....		<b>7</b>
<b>8a</b> If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2F 2G 2J 2K 2T 3D 3H		
<b>b</b> If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:		
<b>9a</b> Plan funding arrangement (check all that apply) (1) <input type="checkbox"/> Insurance (2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts (3) <input checked="" type="checkbox"/> Trust (4) <input type="checkbox"/> General assets of the sponsor		<b>9b</b> Plan benefit arrangement (check all that apply) (1) <input type="checkbox"/> Insurance (2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts (3) <input checked="" type="checkbox"/> Trust (4) <input type="checkbox"/> General assets of the sponsor
<b>10</b> Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)		
<b>a Pension Schedules</b> (1) <input checked="" type="checkbox"/> <b>R</b> (Retirement Plan Information) (2) <input type="checkbox"/> <b>MB</b> (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) <input type="checkbox"/> <b>SB</b> (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		<b>b General Schedules</b> (1) <input checked="" type="checkbox"/> <b>H</b> (Financial Information) (2) <input type="checkbox"/> <b>I</b> (Financial Information – Small Plan) (3) <input type="checkbox"/> <b>A</b> (Insurance Information) (4) <input checked="" type="checkbox"/> <b>C</b> (Service Provider Information) (5) <input type="checkbox"/> <b>D</b> (DFE/Participating Plan Information) (6) <input type="checkbox"/> <b>G</b> (Financial Transaction Schedules)

<b>SCHEDULE C</b> <b>(Form 5500)</b>  Department of the Treasury Internal Revenue Service  Department of Labor Employee Benefits Security Administration  Pension Benefit Guaranty Corporation	<b>Service Provider Information</b>  This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).  <b>▶ File as an attachment to Form 5500.</b>	OMB No. 1210-0110
		<b>2012</b>
		<b>This Form is Open to Public Inspection.</b>

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

<b>A</b> Name of plan <u>PSK DBA FOODTOWN UNION 401(K) PLAN</u>	<b>B</b> Three-digit plan number (PN) ▶ <u>002</u>
<b>C</b> Plan sponsor's name as shown on line 2a of Form 5500 <u>PSK SUPERMARKETS, INC.</u>	<b>D</b> Employer Identification Number (EIN) <u>13-2669740</u>

**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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04-2647786

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**(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)

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04-2647786

(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?
64 65 37 60	RECORDKEEPER	4055	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	0	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>

**(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 <input type="checkbox"/> No <input type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

**(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 <input type="checkbox"/> No <input type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

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

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

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

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

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

**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
FIDELITY INVESTMENTS INSTITUTIONAL		60	0
(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.	
COL/ACORN SELECT Z - COLUMBIA MGT I SEE NOTE 2 BOSTON, MA 02266		0.40%	

(a) Enter service provider name as it appears on line 2		(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL		60	0
(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.	
LOOMIS SM CAP VAL R - BOSTON FINANC 330 W. 9TH STREET KANSAS CITY, MO 66160		0.40%	

(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



**Part III** **Termination Information on Accountants and Enrolled Actuaries (see instructions)**  
(complete as many entries as needed)

<b>a</b> Name:	<b>b</b> EIN:
<b>c</b> Position:	
<b>d</b> Address:	<b>e</b> Telephone:

Explanation:

<b>a</b> Name:	<b>b</b> EIN:
<b>c</b> Position:	
<b>d</b> Address:	<b>e</b> Telephone:

Explanation:

<b>a</b> Name:	<b>b</b> EIN:
<b>c</b> Position:	
<b>d</b> Address:	<b>e</b> Telephone:

Explanation:

<b>a</b> Name:	<b>b</b> EIN:
<b>c</b> Position:	
<b>d</b> Address:	<b>e</b> Telephone:

Explanation:

<b>a</b> Name:	<b>b</b> EIN:
<b>c</b> Position:	
<b>d</b> Address:	<b>e</b> Telephone:

Explanation:

<b>SCHEDULE H</b> <b>(Form 5500)</b>  <small>Department of the Treasury Internal Revenue Service</small>  <small>Department of Labor Employee Benefits Security Administration</small>  <small>Pension Benefit Guaranty Corporation</small>	<b>Financial Information</b>  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).  <b>► File as an attachment to Form 5500.</b>	OMB No. 1210-0110  <b>2012</b>  <b>This Form is Open to Public Inspection</b>
For calendar plan year 2012 or fiscal plan year beginning <u>01/01/2012</u> and ending <u>12/31/2012</u>		
<b>A</b> Name of plan <u>PSK DBA FOODTOWN UNION 401(K) PLAN</u>		<b>B</b> Three-digit plan number (PN) <u>002</u>
<b>C</b> Plan sponsor's name as shown on line 2a of Form 5500 <u>PSK SUPERMARKETS, INC.</u>		<b>D</b> Employer Identification Number (EIN) <u>13-2669740</u>

Part I	Asset and Liability Statement		(a) Beginning of Year	(b) End of Year
<b>1</b> 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. <b>Round off amounts to the nearest dollar.</b> 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.				
	<b>Assets</b>			
<b>a</b>	Total noninterest-bearing cash .....	<b>1a</b>		
<b>b</b>	Receivables (less allowance for doubtful accounts):			
	(1) Employer contributions .....	<b>1b(1)</b>		
	(2) Participant contributions .....	<b>1b(2)</b>		
	(3) Other.....	<b>1b(3)</b>		
<b>c</b>	General investments:			
	(1) Interest-bearing cash (include money market accounts & certificates of deposit) .....	<b>1c(1)</b>	139429	185332
	(2) U.S. Government securities.....	<b>1c(2)</b>		
	(3) Corporate debt instruments (other than employer securities):			
	(A) Preferred .....	<b>1c(3)(A)</b>		
	(B) All other.....	<b>1c(3)(B)</b>		
	(4) Corporate stocks (other than employer securities):			
	(A) Preferred .....	<b>1c(4)(A)</b>		
	(B) Common .....	<b>1c(4)(B)</b>		
	(5) Partnership/joint venture interests .....	<b>1c(5)</b>		
	(6) Real estate (other than employer real property) .....	<b>1c(6)</b>		
	(7) Loans (other than to participants) .....	<b>1c(7)</b>		
	(8) Participant loans .....	<b>1c(8)</b>	137503	184933
	(9) Value of interest in common/collective trusts.....	<b>1c(9)</b>		
	(10) Value of interest in pooled separate accounts.....	<b>1c(10)</b>		
	(11) Value of interest in master trust investment accounts .....	<b>1c(11)</b>		
	(12) Value of interest in 103-12 investment entities .....	<b>1c(12)</b>		
	(13) Value of interest in registered investment companies (e.g., mutual funds).....	<b>1c(13)</b>	1416974	2091975
	(14) Value of funds held in insurance company general account (unallocated contracts).....	<b>1c(14)</b>		
	(15) Other .....	<b>1c(15)</b>		

**1d** Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities .....	<b>1d(1)</b>		
(2) Employer real property .....	<b>1d(2)</b>		
<b>e</b> Buildings and other property used in plan operation .....	<b>1e</b>		
<b>f</b> Total assets (add all amounts in lines 1a through 1e) .....	<b>1f</b>	1693906	2462240

**Liabilities**

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

**Net Assets**

<b>l</b> Net assets (subtract line 1k from line 1f) .....	<b>1l</b>	1693906	2462240
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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) Amount	(b) Total
<b>a Contributions:</b>			
(1) Received or receivable in cash from: <b>(A)</b> Employers .....	<b>2a(1)(A)</b>	91785	
<b>(B)</b> Participants .....	<b>2a(1)(B)</b>	474451	
<b>(C)</b> Others (including rollovers) .....	<b>2a(1)(C)</b>		
(2) Noncash contributions .....	<b>2a(2)</b>		
(3) Total contributions. Add lines <b>2a(1)(A)</b> , <b>(B)</b> , <b>(C)</b> , and line <b>2a(2)</b> .....	<b>2a(3)</b>		566236
<b>b Earnings on investments:</b>			
(1) Interest:			
<b>(A)</b> Interest-bearing cash (including money market accounts and certificates of deposit) .....	<b>2b(1)(A)</b>	17	
<b>(B)</b> U.S. Government securities .....	<b>2b(1)(B)</b>		
<b>(C)</b> Corporate debt instruments .....	<b>2b(1)(C)</b>		
<b>(D)</b> Loans (other than to participants) .....	<b>2b(1)(D)</b>		
<b>(E)</b> Participant loans .....	<b>2b(1)(E)</b>	8356	
<b>(F)</b> Other .....	<b>2b(1)(F)</b>		
<b>(G)</b> Total interest. Add lines <b>2b(1)(A)</b> through <b>(F)</b> .....	<b>2b(1)(G)</b>		8373
(2) Dividends: <b>(A)</b> Preferred stock .....	<b>2b(2)(A)</b>		
<b>(B)</b> Common stock .....	<b>2b(2)(B)</b>		
<b>(C)</b> Registered investment company shares (e.g. mutual funds) .....	<b>2b(2)(C)</b>	44406	
<b>(D)</b> Total dividends. Add lines <b>2b(2)(A)</b> , <b>(B)</b> , and <b>(C)</b> .....	<b>2b(2)(D)</b>		44406
(3) Rents .....	<b>2b(3)</b>		
(4) Net gain (loss) on sale of assets: <b>(A)</b> Aggregate proceeds .....	<b>2b(4)(A)</b>		
<b>(B)</b> Aggregate carrying amount (see instructions) .....	<b>2b(4)(B)</b>		
<b>(C)</b> Subtract line <b>2b(4)(B)</b> from line <b>2b(4)(A)</b> and enter result .....	<b>2b(4)(C)</b>		
(5) Unrealized appreciation (depreciation) of assets: <b>(A)</b> Real estate .....	<b>2b(5)(A)</b>		
<b>(B)</b> Other .....	<b>2b(5)(B)</b>		
<b>(C)</b> Total unrealized appreciation of assets. Add lines <b>2b(5)(A)</b> and <b>(B)</b> .....	<b>2b(5)(C)</b>		

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts .....	<b>2b(6)</b>		
(7) Net investment gain (loss) from pooled separate accounts .....	<b>2b(7)</b>		
(8) Net investment gain (loss) from master trust investment accounts .....	<b>2b(8)</b>		
(9) Net investment gain (loss) from 103-12 investment entities .....	<b>2b(9)</b>		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	<b>2b(10)</b>		171766
<b>c</b> Other income.....	<b>2c</b>		
<b>d</b> Total income. Add all <b>income</b> amounts in column (b) and enter total.....	<b>2d</b>		790781

**Expenses**

<b>e</b> Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers .....	<b>2e(1)</b>	22323	
(2) To insurance carriers for the provision of benefits .....	<b>2e(2)</b>		
(3) Other .....	<b>2e(3)</b>		
(4) Total benefit payments. Add lines <b>2e(1)</b> through <b>(3)</b> .....	<b>2e(4)</b>		22323
<b>f</b> Corrective distributions (see instructions) .....	<b>2f</b>		
<b>g</b> Certain deemed distributions of participant loans (see instructions).....	<b>2g</b>		
<b>h</b> Interest expense.....	<b>2h</b>		
<b>i</b> Administrative expenses: (1) Professional fees .....	<b>2i(1)</b>		
(2) Contract administrator fees .....	<b>2i(2)</b>		
(3) Investment advisory and management fees .....	<b>2i(3)</b>		
(4) Other .....	<b>2i(4)</b>	4067	
(5) Total administrative expenses. Add lines <b>2i(1)</b> through <b>(4)</b> .....	<b>2i(5)</b>		4067
<b>j</b> Total expenses. Add all <b>expense</b> amounts in column (b) and enter total.....	<b>2j</b>		26390

**Net Income and Reconciliation**

<b>k</b> Net income (loss). Subtract line <b>2j</b> from line <b>2d</b> .....	<b>2k</b>		764391
<b>l</b> Transfers of assets:			
(1) To this plan.....	<b>2l(1)</b>		3943
(2) From this plan .....	<b>2l(2)</b>		

**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: LISS, OKUN & ASSOCIATES, CPA'S P.C.

(2) EIN: 11-3091272

**d** The opinion of an independent qualified public accountant is **not attached** because:

(1) ☐ This form is filed for a CCT, PSA, or MTIA. (2) ☐ It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

**Part IV Compliance Questions**

**4** CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 4l.

During the plan year:

**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.).....

**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.).....

	Yes	No	Amount
<b>4a</b>		X	
<b>4b</b>		X	

	Yes	No	Amount
<b>c</b> 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.) .....		X	
<b>d</b> 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.).....		X	
<b>e</b> Was this plan covered by a fidelity bond?.....		X	
<b>f</b> Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty? .....		X	
<b>g</b> 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? .....		X	
<b>h</b> 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? .....		X	
<b>i</b> Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....	X		
<b>j</b> 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.).....		X	
<b>k</b> Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....		X	
<b>l</b> Has the plan failed to provide any benefit when due under the plan? .....		X	
<b>m</b> If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....		X	
<b>n</b> 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. ....		X	

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

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

**5b(1)** Name of plan(s)

	5b(2) EIN(s)	5b(3) PN(s)

## Part V Trust Information (optional)

**6a** Name of trust

**6b** Trust's EIN

<b>SCHEDULE R</b> <b>(Form 5500)</b>  Department of the Treasury Internal Revenue Service  Department of Labor Employee Benefits Security Administration  Pension Benefit Guaranty Corporation	<b>Retirement Plan Information</b>  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).  ▶ <b>File as an attachment to Form 5500.</b>	OMB No. 1210-0110  <b>2012</b>  <b>This Form is Open to Public Inspection.</b>
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For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

<b>A</b> Name of plan <u>PSK DBA FOODTOWN UNION 401(K) PLAN</u>	<b>B</b> Three-digit plan number (PN) ▶ <u>002</u>
<b>C</b> Plan sponsor's name as shown on line 2a of Form 5500 <u>PSK SUPERMARKETS, INC.</u>	<b>D</b> Employer Identification Number (EIN) <u>13-2669740</u>

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

<b>1</b> Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	<b>1</b>	<u>0</u>
<b>2</b> 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>04-6568107</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
<b>3</b> Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	<b>3</b>	

<b>Part II</b>	<b>Funding Information</b> (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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<b>4</b> Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? .....	<input type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> N/A
If the plan is a defined benefit plan, go to line 8.			
<b>5</b> 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.			
<b>6 a</b> Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived) .....	<b>6a</b>		
<b>b</b> Enter the amount contributed by the employer to the plan for this plan year .....	<b>6b</b>		
<b>c</b> 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).....	<b>6c</b>		
If you completed line 6c, skip lines 8 and 9.			
<b>7</b> Will the minimum funding amount reported on line 6c be met by the funding deadline? .....	<input type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> N/A
<b>8</b> 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?.....	<input type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> N/A

<b>Part III</b>	<b>Amendments</b>
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<b>9</b> 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.....	<input type="checkbox"/> Increase	<input type="checkbox"/> Decrease	<input type="checkbox"/> Both	<input type="checkbox"/> No
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<b>Part IV</b>	<b>ESOPs</b> (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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<b>10</b> Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?.....	<input type="checkbox"/> Yes	<input type="checkbox"/> No
<b>11 a</b> Does the ESOP hold any preferred stock? .....	<input type="checkbox"/> Yes	<input type="checkbox"/> No
<b>b</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.).....	<input type="checkbox"/> Yes	<input type="checkbox"/> No
<b>12</b> Does the ESOP hold any stock that is not readily tradable on an established securities market? .....	<input type="checkbox"/> Yes	<input type="checkbox"/> No

**Part V Additional Information for Multiemployer Defined Benefit Pension Plans**

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

**a** Name of contributing employer

**b** EIN

**c** Dollar amount contributed by employer

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

**e** Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) \_\_\_\_\_

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): \_\_\_\_\_

**a** Name of contributing employer

**b** EIN

**c** Dollar amount contributed by employer

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

**e** Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) \_\_\_\_\_

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): \_\_\_\_\_

**a** Name of contributing employer

**b** EIN

**c** Dollar amount contributed by employer

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

**e** Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) \_\_\_\_\_

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): \_\_\_\_\_

**a** Name of contributing employer

**b** EIN

**c** Dollar amount contributed by employer

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

**e** Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) \_\_\_\_\_

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): \_\_\_\_\_

**a** Name of contributing employer

**b** EIN

**c** Dollar amount contributed by employer

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

**e** Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) \_\_\_\_\_

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): \_\_\_\_\_

**a** Name of contributing employer

**b** EIN

**c** Dollar amount contributed by employer

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

**e** Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) \_\_\_\_\_

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): \_\_\_\_\_

- 14** Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

<b>a</b> The current year .....	<b>14a</b>	
<b>b</b> The plan year immediately preceding the current plan year .....	<b>14b</b>	
<b>c</b> The second preceding plan year .....	<b>14c</b>	

- 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:

<b>a</b> The corresponding number for the plan year immediately preceding the current plan year .....	<b>15a</b>	
<b>b</b> The corresponding number for the second preceding plan year .....	<b>15b</b>	

- 16** Information with respect to any employers who withdrew from the plan during the preceding plan year:

<b>a</b> Enter the number of employers who withdrew during the preceding plan year .....	<b>16a</b>	
<b>b</b> If line 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers .....	<b>16b</b>	

- 17** If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. .... ☐

**Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans**

- 18** If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment ..... ☐

- 19** If the total number of participants is 1,000 or more, complete lines (a) through (c)

- a** Enter the percentage of plan assets held as:  
 Stock: \_\_\_\_\_% Investment-Grade Debt: \_\_\_\_\_% High-Yield Debt: \_\_\_\_\_% Real Estate: \_\_\_\_\_% Other: \_\_\_\_\_%
- b** Provide the average duration of the combined investment-grade and high-yield debt:  
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more
- c** What duration measure was used to calculate line 19(b)?  
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify): \_\_\_\_\_



PSK D/B/A FOODTOWN UNION 401(K) PLAN  
REPORT ON  
FINANCIAL STATEMENTS AND SUPPLEMENTARY SCHEDULE  
AS OF DECEMBER 31, 2012 AND DECEMBER 31, 2011  
AND FOR THE YEAR ENDED  
DECEMBER 31, 2012

PSK D/B/A FOODTOWN UNION 401(K) PLAN

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LISS OKUN & ASSOCIATES CPA's P.C.

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---

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\*ALSO LICENSED AS CPA IN CALIFORNIA

INDEPENDENT AUDITOR'S REPORT

To the Administrative Committee of the  
PSK D/B/A Foodtown Union 401 (K) Plan  
Mount Vernon, New York 10553

We were engaged to audit the accompanying statements of net assets available for benefits of PSK D/B/A Foodtown Union 401 (K) Plan as of December 31, 2012 and 2011 and the related statement of changes in net assets available for benefits for the year ended December 31, 2012 and supplemental schedule of schedule H, line 4, scheduled assets (held at year end) . These financial statements are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform and we did not perform any auditing procedures with respect to the information summarized in Note C, which was certified by Fidelity Management Trust Company, the trustee of the Plan, except for comparing the information with the related information included in the financial statements. 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 a certification from the trustee as of the years ended December 31, 2012 and 2011 and for the year ended December 31, 2012 that the information provided to the plan administrator by the trustee is complete and accurate.

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 form and content of the information included in the financial statements and supplemental schedule, 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 Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

*Liss Okun & Associates, CPA's P.C.*

Liss Okun & Associates, CPA's P.C.  
Great Neck, New York  
May 10, 2013

PSK D/B/A FOODTOWN UNION 401(K) PLAN  
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS  
AS OF DECEMBER 31,

<u>ASSETS</u>		
	<u>2012</u>	<u>2011</u>
Investments (at fair value)	<u>\$ 2,277,307</u>	<u>\$ 1,556,403</u>
Receivables:		
Participants' loans	184,933	137,503
Participants' contributions		12,216
Employer's contribution	<u>                    </u>	<u>2,484</u>
Total receivables	<u>184,933</u>	<u>152,203</u>
Total Assets	<u>\$ 2,462,240</u>	<u>\$ 1,708,606</u>

<u>NET ASSETS AVAILABLE FOR BENEFITS</u>		
	<u>2012</u>	<u>2011</u>
Net Assets Available For Benefits	<u>\$ 2,462,240</u>	<u>\$ 1,708,606</u>

SEE INDEPENDENT AUDITOR'S REPORT AND ACCOMPANYING NOTES

PSK D/B/A FOODTOWN UNION 401 (K) PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

FOR THE YEAR ENDED DECEMBER 31, 2012

ADDITIONS

Additions to net assets attributed to:

Investment Income/(Loss):

Interest (Including interest from participant loans in the amount of \$8,356)	\$ 8,372
Dividends	44,406
Net gain on sale of assets	30,627
Net appreciation of assets	<u>141,140</u>

Total additions to net assets attributed to investment income	<u>224,545</u>
---	----------------

Contributions:

Participants'	462,235
Employer's	<u>89,301</u>

Total additions to net assets attributed to contributions	<u>551,536</u>
---	----------------

Other Additions:

Transfers from CQM 401(K) Retirement Plan	<u>3,943</u>
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Total Additions	<u>780,024</u>
-----------------	----------------

(DEDUCTIONS)

(Deductions) from net assets attributed to:

Administrative expenses	( 4,067)
Benefits paid to participants	( <u>22,323</u> )

Total (Deductions)	( <u>26,390</u> )
--------------------	-------------------

NET INCREASE IN NET ASSETS AVAILABLE FOR BENEFITS	753,634
---	---------

NET ASSETS AVAILABLE FOR BENEFITS

Beginning of year	<u>1,708,606</u>
-------------------	------------------

End of year	<u>\$ 2,462,240</u>
-------------	---------------------

SEE INDEPENDENT AUDITOR'S REPORT AND ACCOMPANYING NOTES

## PSK D/B/A FOODTOWN UNION 401(K) PLAN

### NOTES TO FINANCIAL STATEMENTS

#### NOTE A — DESCRIPTION OF PLAN

The following description of the PSK D/B/A Foodtown Union 401 (K) Plan (“Plan”) provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan’s provisions.

##### General

The Plan is a defined contribution plan covering all full-time employees of the Company who have three months of service and are age twenty-one or older. It is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

##### Plan Administrator

The plan administrator is responsible for the administration of the Plan and her duties are identified in the plan document. The plan administrator is Maureen Duggan.

##### Trustee

The trustee is responsible for trusteeing the Plan’s assets. The trustee’s duties are identified in the trust agreement and relate only to the assets in its possession. Fidelity Management Trust Company is the Plan’s trustee.

##### Contributions

Each year, participants may contribute regular, catch-up, and bonus contributions, as defined in the Plan. The total amount of these contributions may not exceed 60% of eligible annual pre-tax compensation. These contributions are also subject to, and may be limited by, annual limitations established by the Internal Revenue Code. Participants may also contribute amounts representing distributions from other qualified defined benefit or contribution plans. Participants direct the investment of their contributions into various investment options offered by the Plan. The Plan currently offers various mutual funds as investment options for participants. The Corporations make a matching contribution in an amount equal to 50%, which is limited to 4% of the participants’ eligible compensation. The Corporations may make contributions designated as “qualified nonelective contributions” to help the plan pass one or more annually required Internal Revenue Code nondiscrimination tests. Total contributions are subject to certain limitations established by the Internal Revenue Code.

##### Participant Accounts

Each participant’s account is credited with (a): the participant’s contribution, (b) the participant’s account earnings and (c) an allocation of the Corporations contribution, if any. Each participant’s account is charged with (a): administrative expenses, and (b): participant’s account losses. The benefit to which a participant is entitled is the benefit that can be provided from the participant’s vested account.

##### Investments

The Plan is intended to be a Section 404(c) plan. Participants are responsible for investment decisions relating to the investment of assets in their account under the Plan. The Plan fiduciaries are not responsible for any losses based on the Participants investments instructions.

PSK D/B/A FOODTOWN UNION 401(K) PLAN

NOTES TO FINANCIAL STATEMENTS

NOTE A — DESCRIPTION OF PLAN – (Continued)

Vesting

Participants are immediately vested in their contributions plus actual earnings thereon. Vesting in the Company's contribution portion of their accounts is based on years of continuous service. A participant is 100% vested in qualified non-elective contributions.

Participant Loans

Participants may borrow from their fund accounts. The loans are secured by the balance in the participant's account and bear interest at rates, which are commensurate with local prevailing rates as determined by the Plan Administrator. Principal and interest is paid ratably through payroll deductions.

Payment of Benefits

On termination of service due to death, disability or retirement, the plan participant or the plan participant's beneficiary may elect to receive either a lump-sum amount equal to the value of the participant's vested interest in his or her account, or annual installments over a period of time. Benefits provided by the Plan are not insured or guaranteed by the Pension Benefit Guaranty Corporation under Title IV of the Employee Retirement Income Security Act of 1974 because the insurance provisions under ERISA are not applicable to this particular Plan.

Forfeited Accounts

At December 31, 2012, there were no forfeited non-vested accounts.

NOTE B — SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires the plan administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results may differ from those estimates.

Information Certified by the Trustee

The following information included in the Statements of Changes in Net Assets Available for Benefits for the year ended December 31, 2012, the Statement of Net Assets Available for Benefits as of December 31, 2012 and December 31, 2011 and the supplemental schedule have been provided by the Trustees and certificated by the Trustees to be complete and accurate.

	<u>2012</u>	<u>2011</u>
Investments	\$ 2,277,307	\$ 1,556,403
Loans receivable	184,933	137,503
Interest and dividend income	52,778	52,976
Net realized and unrealized appreciation and (depreciation) in the fair value of investments (all mutual funds)	171,767	( 95,918)

PSK D/B/A FOODTOWN UNION 401(K) PLAN

NOTES TO FINANCIAL STATEMENTS

NOTE B — SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – (Continued)

Investment Valuation and Income Recognition

The Plans' investments are trusted by the Trustee as described in Note A, (Fidelity Management Trust Company). The stated values of the individual plan assets and any changes in those stated values have been reported upon by the Trustee's accountants. As per the Trustee accountant's report, the quoted market prices are used to value the individual investments.

Purchases and sales of securities are recorded on a trade-date basis. Dividends are recorded on the ex-dividend date.

Payment of Benefits

Benefits are recorded when paid.

NOTE C — FAIR VALUE MEASUREMENTS

Financial Accounting Standards Board (FASB) Accounting Standards Codification Topic 820, Fair Value Measurements and Disclosures, establishes a 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 Standards Codification Topic 820 are described 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 of others 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.



PSK D/B/A FOODTOWN UNION 401(K) PLAN

NOTES TO FINANCIAL STATEMENTS

NOTE C — 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 assets measured at fair value. There have been no changes in the methodologies used at December 31, 2012 and 2011.

Mutual funds: Valued at the net asset value (NAV) 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 values. Furthermore, while the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The following table sets forth by level, within the fair value hierarchy, the plan's assets at fair value as of December 31, 2012

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual Funds:				
Large Cap	\$ 256,768	-	-	\$ 256,768
Mid Cap	18,871	-	-	18,871
Small Cap	31,724	-	-	31,724
Blended Investments	1,684,775	-	-	1,684,775
Bonds	38,734	-	-	38,734
International	38,906	-	-	38,906
Specialty	22,197	-	-	22,197
Short Term Investments	<u>185,332</u>	<u>-</u>	<u>-</u>	<u>185,332</u>
Total Assets - Fair Value	<u>\$2,277,307</u>	<u>-</u>	<u>-</u>	<u>\$2,277,307</u>

The following table sets forth by level, within the fair value hierarchy, the plan's assets at fair value as of December 31, 2012 and December 31, 2011.

PSK D/B/A FOODTOWN UNION 401(K) PLAN

NOTES TO FINANCIAL STATEMENTS

NOTE C — FAIR VALUE MEASUREMENTS - (Continued)

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual Funds:				
Large Cap	\$ 172,733	-	-	\$ 172,733
Mid Cap	12,791	-	-	12,791
Small Cap	17,466	-	-	17,466
Blended Investments	1,175,671	-	-	1,175,671
Bonds	21,950	-	-	21,950
International	10,145	-	-	10,145
Specialty	6,219	-	-	6,219
Short Term Investments	<u>139,428</u>	<u>-</u>	<u>-</u>	<u>139,428</u>
Total Assets - Fair Value	<u>\$1,556,403</u>	<u>-</u>	<u>-</u>	<u>\$1,556,403</u>

There were no transfers between the various levels.

NOTE D — INVESTMENTS

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

	December 31,	
	<u>2012</u>	<u>2011</u>
Fidelity Freedom 2025	\$ 325,190	\$ 238,002
Fidelity Freedom 2020	\$ 273,763	\$ 187,956
Fidelity Freedom 2015	\$ 225,860	\$ 143,066
Fidelity Freedom 2035	\$ 220,822	\$ 159,670
Fidelity Retire Mmkt	\$ 198,579	\$ 138,916
Fidelity Freedom 2030	\$ 185,332	\$ 139,429
Fidelity Freedom 2040	\$ 174,542	\$ 116,789
Fidelity Freedom 2045	\$ 144,034	\$ 94,214
Fidelity Blue Chip GR	\$ 133,374	\$ 92,164

During 2012 the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value by \$171,767.

PSK D/B/A FOODTOWN UNION 401(K) PLAN

NOTES TO FINANCIAL STATEMENTS

NOTE E — LOANS RECEIVABLE

During the year, nineteen (19) participants have borrowed money from their “401K” accounts. The loans are to be repaid over periods varying from one to five years with interest rates ranging from 4.25 to 7.5%.

NOTE F — RELATED PARTY TRANSACTIONS

Certain Plan investments are shares of mutual funds managed by Fidelity Investments Institutional Services Company, Inc., a wholly owned subsidiary of Fidelity Management & Research Company. Fidelity Management Trust Company, a subsidiary of Fidelity Management & Research Company, is the trustee as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions.

NOTE G — PLAN TERMINATION

Although it has not expressed any intent to do so, the business operation 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 would become 100% vested in their employer contributions.

NOTE H — TAX STATUS

The Internal Revenue Service has determined and informed the Corporations by a letter dated December 5, 2001, that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code. Although the Plan has been amended since receiving the determination letter, the Plan administrator and the Plan’s tax counsel believe that the Plan is Internal designed and is currently being operated in compliance with the applicable requirements of the Revenue Code.

NOTE I — RECONCILIATION OF FINANCIAL STATEMENTS TO SCHEDULE H OF FORM 5500

The financial statements and schedules are prepared on the accrual method of accounting. The following is a reconciliation of net assets available for benefits per financial statements to Schedule H of Form 5500:

	December 31	
	<u>2012</u>	<u>2011</u>
Net assets available for benefits per the financial statements	\$ 2,462,240	\$ 1,708,606
Less: employer’s and employees’ contributions receivable	<u>                    </u>	<u>14,700</u>
Net assets available for benefits per SCH H to the Form 5500	<u>\$ 2,462,240</u>	<u>\$ 1,693,906</u>

PSK D/B/A FOODTOWN UNION 401(K) PLAN

NOTES TO FINANCIAL STATEMENTS

NOTE I — RECONCILIATION OF FINANCIAL STATEMENTS TO SCHEDULE H OF FORM 5500 – (Continued)

The benefits paid to participants per the financial statements for the year ended December 31, 2012 and Schedule H of Form 5500 are \$22,323.

The plan files its Form 5500, annual return/report of employee benefits plan, utilizing the cash basis of accounting.

NOTE J — RISKS AND UNCERTAINTIES

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

## SUPPLEMENTARY INFORMATION

**PSK D/B/A FOODTOWN UNION 401(K) PLAN**

**EIN: 13-2669740**

**Plan Number: 002**

**Schedule H, Line 4i-Schedule of Assets (Held At End of Year)**

**December 31, 2012**

<u>Fund name (Cusip)</u>	<u>Share Balance of a Mutual Fund at 12/31/2012</u>	<u>Cost</u>	<u>Current Value</u>
LOOMIS SM CAP VAL R	81.095 Shares of mutual fund	\$2,323.89	\$2,417.44
COL/ACORN SELECT Z	125.171 Shares of mutual fund	2,870.01	3,200.62
FID FIDELITY FUND	190.878 Shares of mutual fund	5,700.09	6,835.34
FID PURITAN	318.910 Shares of mutual fund	5,571.43	6,190.04
FID VALUE STRATEGIES	162.755 Shares of mutual fund	4,176.72	5,152.82
FIDELITY EQUITY INCOME	170.766 Shares of mutual fund	7,114.30	8,036.25
FIDELITY INVST GR BD	2,829.636 Shares of mutual fund	21,130.49	22,637.09
FID INTERMED BOND	1,444.975 Shares of mutual fund	15,656.16	16,097.03
FID VALUE	59.249 Shares of mutual fund	3,982.33	4,523.07
FID OTC PORTFOLIO	361.550 Shares of mutual fund	20,482.33	21,906.31
FID OVERSEAS	520.600 Shares of mutual fund	15,428.51	16,825.79
FID REAL ESTATE INVS	690.638 Shares of mutual fund	20,561.00	22,197.11
FID CAPITAL APPREC	91.130 Shares of mutual fund	2,547.59	2,677.40
FID INTL DISCOVERY	667.679 Shares of mutual fund	20,192.37	22,080.14
FID BLUE CHIP GROWTH	2,719.145 Shares of mutual fund	132,206.00	133,374.06
FID EQUITY DIV INCOME	682.070 Shares of mutual fund	11,951.28	13,286.72
FIDELITY GR STRATEGIES	289.468 Shares of mutual fund	5,357.17	5,994.88
FID DIVIDEND GROWTH	322.205 Shares of mutual fund	9,029.69	9,633.93
FID EXP & MULTINATL	471.538 Shares of mutual fund	9,517.04	10,321.97
FID LARGE CAP STOCK	752.039 Shares of mutual fund	12,923.68	15,409.28

**PSK D/B/A FOODTOWN UNION 401(K) PLAN**

**EIN: 13-2669740  
Plan Number: 002**

**Schedule H, Line 4i-Schedule of Assets (Held At End of Year)**

**December 31, 2012**

<b><u>Fund name (Cusip)</u></b>	<b><u>Share Balance of a Mutual Fund at 12/31/2012</u></b>	<b><u>Cost</u></b>	<b><u>Current Value</u></b>
FIDELITY FREEDOM INCM	773.437 Shares of mutual fund	8,793.27	9,056.95
FID FREEDOM 2010	3.367.153 Shares of mutual fund	43,314.94	47,544.20
FID FREEDOM 2020	19,130.905 Shares of mutual fund	250,524.52	273,763.25
FID FREEDOM 2030	13,954.951 Shares of mutual fund	179,433.29	198,578.95
SPTN TOT MKT IDX INV	348.023 Shares of mutual fund	13,593.19	14,345.51
FID SM CAP DISCOVERY	836.786 Shares of mutual fund	17,912.94	20,141.44
FID FIFTY	1,036.716 Shares of mutual fund	17,337.75	20,941.66
FIDELITY RETIRE MMKT	185,332.070 Shares of mutual fund	185,332.07	185,332.07
FIDELITY FREEDOM 2040	21,131.010 Shares of mutual fund	160,431.92	174,542.14
FID FREEDOM 2015	18,697.915 Shares of mutual fund	202,089.43	220,822.38
FID FREEDOM 2025	27,212.580 Shares of mutual fund	294,900.76	325,190.33
FID FREEDOM 2035	19,092.107 Shares of mutual fund	205,995.69	225,859.63
FID SMALL CAP VALUE	566.427 Shares of mutual fund	7,938.99	9,164.79
FID FREEDOM 2045	14,727.433 Shares of mutual fund	132,414.35	144,034.29
FID FREEDOM 2050	6,140.284 Shares of mutual fund	53,832.54	59,192.34
OUTSTANDING LOAN BAL			<u>184,932.92</u>
<b>NET ASSETS AT 12/31/2012</b>			<b><u>\$2,462,240.14</u></b>

PSK D/B/A FOODTOWN UNION 401(K) PLAN  
REPORT ON  
FINANCIAL STATEMENTS AND SUPPLEMENTARY SCHEDULE  
AS OF DECEMBER 31, 2012 AND DECEMBER 31, 2011  
AND FOR THE YEAR ENDED  
DECEMBER 31, 2012



PSK D/B/A FOODTOWN UNION 401(K) PLAN

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\*ALSO LICENSED AS CPA IN CALIFORNIA

INDEPENDENT AUDITOR'S REPORT

To the Administrative Committee of the  
PSK D/B/A Foodtown Union 401 (K) Plan  
Mount Vernon, New York 10553

We were engaged to audit the accompanying statements of net assets available for benefits of PSK D/B/A Foodtown Union 401 (K) Plan as of December 31, 2012 and 2011 and the related statement of changes in net assets available for benefits for the year ended December 31, 2012 and supplemental schedule of schedule H, line 4, scheduled assets (held at year end) . These financial statements are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform and we did not perform any auditing procedures with respect to the information summarized in Note C, which was certified by Fidelity Management Trust Company, the trustee of the Plan, except for comparing the information with the related information included in the financial statements. 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 a certification from the trustee as of the years ended December 31, 2012 and 2011 and for the year ended December 31, 2012 that the information provided to the plan administrator by the trustee is complete and accurate.

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 form and content of the information included in the financial statements and supplemental schedule, 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 Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

*Liss Okun & Associates, CPA's P.C.*

Liss Okun & Associates, CPA's P.C.  
Great Neck, New York  
May 10, 2013

PSK D/B/A FOODTOWN UNION 401(K) PLAN  
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS  
AS OF DECEMBER 31,

<u>ASSETS</u>		
	<u>2012</u>	<u>2011</u>
Investments (at fair value)	<u>\$ 2,277,307</u>	<u>\$ 1,556,403</u>
Receivables:		
Participants' loans	184,933	137,503
Participants' contributions		12,216
Employer's contribution	<u>                    </u>	<u>2,484</u>
Total receivables	<u>184,933</u>	<u>152,203</u>
Total Assets	<u>\$ 2,462,240</u>	<u>\$ 1,708,606</u>

<u>NET ASSETS AVAILABLE FOR BENEFITS</u>		
	<u>2012</u>	<u>2011</u>
Net Assets Available For Benefits	<u>\$ 2,462,240</u>	<u>\$ 1,708,606</u>

SEE INDEPENDENT AUDITOR'S REPORT AND ACCOMPANYING NOTES

PSK D/B/A FOODTOWN UNION 401 (K) PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

FOR THE YEAR ENDED DECEMBER 31, 2012

ADDITIONS

Additions to net assets attributed to:

Investment Income/(Loss):

Interest (Including interest from participant loans in the amount of \$8,356)	\$ 8,372
Dividends	44,406
Net gain on sale of assets	30,627
Net appreciation of assets	<u>141,140</u>

Total additions to net assets attributed to investment income	<u>224,545</u>
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Contributions:

Participants'	462,235
Employer's	<u>89,301</u>

Total additions to net assets attributed to contributions	<u>551,536</u>
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Other Additions:

Transfers from CQM 401(K) Retirement Plan	<u>3,943</u>
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Total Additions	<u>780,024</u>
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(DEDUCTIONS)

(Deductions) from net assets attributed to:

Administrative expenses	( 4,067)
Benefits paid to participants	( <u>22,323</u> )

Total (Deductions)	( <u>26,390</u> )
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NET INCREASE IN NET ASSETS AVAILABLE FOR BENEFITS	753,634
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NET ASSETS AVAILABLE FOR BENEFITS

Beginning of year	<u>1,708,606</u>
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End of year	<u>\$ 2,462,240</u>
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SEE INDEPENDENT AUDITOR'S REPORT AND ACCOMPANYING NOTES

## PSK D/B/A FOODTOWN UNION 401(K) PLAN

### NOTES TO FINANCIAL STATEMENTS

#### NOTE A — DESCRIPTION OF PLAN

The following description of the PSK D/B/A Foodtown Union 401 (K) Plan (“Plan”) provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan’s provisions.

##### General

The Plan is a defined contribution plan covering all full-time employees of the Company who have three months of service and are age twenty-one or older. It is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

##### Plan Administrator

The plan administrator is responsible for the administration of the Plan and her duties are identified in the plan document. The plan administrator is Maureen Duggan.

##### Trustee

The trustee is responsible for trusteeing the Plan’s assets. The trustee’s duties are identified in the trust agreement and relate only to the assets in its possession. Fidelity Management Trust Company is the Plan’s trustee.

##### Contributions

Each year, participants may contribute regular, catch-up, and bonus contributions, as defined in the Plan. The total amount of these contributions may not exceed 60% of eligible annual pre-tax compensation. These contributions are also subject to, and may be limited by, annual limitations established by the Internal Revenue Code. Participants may also contribute amounts representing distributions from other qualified defined benefit or contribution plans. Participants direct the investment of their contributions into various investment options offered by the Plan. The Plan currently offers various mutual funds as investment options for participants. The Corporations make a matching contribution in an amount equal to 50%, which is limited to 4% of the participants’ eligible compensation. The Corporations may make contributions designated as “qualified nonelective contributions” to help the plan pass one or more annually required Internal Revenue Code nondiscrimination tests. Total contributions are subject to certain limitations established by the Internal Revenue Code.

##### Participant Accounts

Each participant’s account is credited with (a): the participant’s contribution, (b) the participant’s account earnings and (c) an allocation of the Corporations contribution, if any. Each participant’s account is charged with (a): administrative expenses, and (b): participant’s account losses. The benefit to which a participant is entitled is the benefit that can be provided from the participant’s vested account.

##### Investments

The Plan is intended to be a Section 404(c) plan. Participants are responsible for investment decisions relating to the investment of assets in their account under the Plan. The Plan fiduciaries are not responsible for any losses based on the Participants investments instructions.

PSK D/B/A FOODTOWN UNION 401(K) PLAN

NOTES TO FINANCIAL STATEMENTS

NOTE A — DESCRIPTION OF PLAN – (Continued)

Vesting

Participants are immediately vested in their contributions plus actual earnings thereon. Vesting in the Company's contribution portion of their accounts is based on years of continuous service. A participant is 100% vested in qualified non-elective contributions.

Participant Loans

Participants may borrow from their fund accounts. The loans are secured by the balance in the participant's account and bear interest at rates, which are commensurate with local prevailing rates as determined by the Plan Administrator. Principal and interest is paid ratably through payroll deductions.

Payment of Benefits

On termination of service due to death, disability or retirement, the plan participant or the plan participant's beneficiary may elect to receive either a lump-sum amount equal to the value of the participant's vested interest in his or her account, or annual installments over a period of time. Benefits provided by the Plan are not insured or guaranteed by the Pension Benefit Guaranty Corporation under Title IV of the Employee Retirement Income Security Act of 1974 because the insurance provisions under ERISA are not applicable to this particular Plan.

Forfeited Accounts

At December 31, 2012, there were no forfeited non-vested accounts.

NOTE B — SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires the plan administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results may differ from those estimates.

Information Certified by the Trustee

The following information included in the Statements of Changes in Net Assets Available for Benefits for the year ended December 31, 2012, the Statement of Net Assets Available for Benefits as of December 31, 2012 and December 31, 2011 and the supplemental schedule have been provided by the Trustees and certificated by the Trustees to be complete and accurate.

	<u>2012</u>	<u>2011</u>
Investments	\$ 2,277,307	\$ 1,556,403
Loans receivable	184,933	137,503
Interest and dividend income	52,778	52,976
Net realized and unrealized appreciation and (depreciation) in the fair value of investments (all mutual funds)	171,767	( 95,918)

PSK D/B/A FOODTOWN UNION 401(K) PLAN

NOTES TO FINANCIAL STATEMENTS

NOTE B — SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – (Continued)

Investment Valuation and Income Recognition

The Plans' investments are trusted by the Trustee as described in Note A, (Fidelity Management Trust Company). The stated values of the individual plan assets and any changes in those stated values have been reported upon by the Trustee's accountants. As per the Trustee accountant's report, the quoted market prices are used to value the individual investments.

Purchases and sales of securities are recorded on a trade-date basis. Dividends are recorded on the ex-dividend date.

Payment of Benefits

Benefits are recorded when paid.

NOTE C — FAIR VALUE MEASUREMENTS

Financial Accounting Standards Board (FASB) Accounting Standards Codification Topic 820, Fair Value Measurements and Disclosures, establishes a 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 Standards Codification Topic 820 are described 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;
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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.

PSK D/B/A FOODTOWN UNION 401(K) PLAN

NOTES TO FINANCIAL STATEMENTS

NOTE C — 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 assets measured at fair value. There have been no changes in the methodologies used at December 31, 2012 and 2011.

Mutual funds: Valued at the net asset value (NAV) 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 values. Furthermore, while the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The following table sets forth by level, within the fair value hierarchy, the plan's assets at fair value as of December 31, 2012

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual Funds:				
Large Cap	\$ 256,768	-	-	\$ 256,768
Mid Cap	18,871	-	-	18,871
Small Cap	31,724	-	-	31,724
Blended Investments	1,684,775	-	-	1,684,775
Bonds	38,734	-	-	38,734
International	38,906	-	-	38,906
Specialty	22,197	-	-	22,197
Short Term Investments	<u>185,332</u>	<u>-</u>	<u>-</u>	<u>185,332</u>
Total Assets - Fair Value	<u>\$2,277,307</u>	<u>-</u>	<u>-</u>	<u>\$2,277,307</u>

The following table sets forth by level, within the fair value hierarchy, the plan's assets at fair value as of December 31, 2012 and December 31, 2011.



PSK D/B/A FOODTOWN UNION 401(K) PLAN

NOTES TO FINANCIAL STATEMENTS

NOTE C — FAIR VALUE MEASUREMENTS - (Continued)

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual Funds:				
Large Cap	\$ 172,733	-	-	\$ 172,733
Mid Cap	12,791	-	-	12,791
Small Cap	17,466	-	-	17,466
Blended Investments	1,175,671	-	-	1,175,671
Bonds	21,950	-	-	21,950
International	10,145	-	-	10,145
Specialty	6,219	-	-	6,219
Short Term Investments	<u>139,428</u>	<u>-</u>	<u>-</u>	<u>139,428</u>
Total Assets - Fair Value	<u>\$1,556,403</u>	<u>-</u>	<u>-</u>	<u>\$1,556,403</u>

There were no transfers between the various levels.

NOTE D — INVESTMENTS

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

	December 31,	
	<u>2012</u>	<u>2011</u>
Fidelity Freedom 2025	\$ 325,190	\$ 238,002
Fidelity Freedom 2020	\$ 273,763	\$ 187,956
Fidelity Freedom 2015	\$ 225,860	\$ 143,066
Fidelity Freedom 2035	\$ 220,822	\$ 159,670
Fidelity Retire Mmkt	\$ 198,579	\$ 138,916
Fidelity Freedom 2030	\$ 185,332	\$ 139,429
Fidelity Freedom 2040	\$ 174,542	\$ 116,789
Fidelity Freedom 2045	\$ 144,034	\$ 94,214
Fidelity Blue Chip GR	\$ 133,374	\$ 92,164

During 2012 the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value by \$171,767.

PSK D/B/A FOODTOWN UNION 401(K) PLAN

NOTES TO FINANCIAL STATEMENTS

NOTE E — LOANS RECEIVABLE

During the year, nineteen (19) participants have borrowed money from their “401K” accounts. The loans are to be repaid over periods varying from one to five years with interest rates ranging from 4.25 to 7.5%.

NOTE F — RELATED PARTY TRANSACTIONS

Certain Plan investments are shares of mutual funds managed by Fidelity Investments Institutional Services Company, Inc., a wholly owned subsidiary of Fidelity Management & Research Company. Fidelity Management Trust Company, a subsidiary of Fidelity Management & Research Company, is the trustee as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions.

NOTE G — PLAN TERMINATION

Although it has not expressed any intent to do so, the business operation 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 would become 100% vested in their employer contributions.

NOTE H — TAX STATUS

The Internal Revenue Service has determined and informed the Corporations by a letter dated December 5, 2001, that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code. Although the Plan has been amended since receiving the determination letter, the Plan administrator and the Plan’s tax counsel believe that the Plan is Internal designed and is currently being operated in compliance with the applicable requirements of the Revenue Code.

NOTE I — RECONCILIATION OF FINANCIAL STATEMENTS TO SCHEDULE H OF FORM 5500

The financial statements and schedules are prepared on the accrual method of accounting. The following is a reconciliation of net assets available for benefits per financial statements to Schedule H of Form 5500:

	December 31	
	<u>2012</u>	<u>2011</u>
Net assets available for benefits per the financial statements	\$ 2,462,240	\$ 1,708,606
Less: employer’s and employees’ contributions receivable	<u>                    </u>	<u>14,700</u>
Net assets available for benefits per SCH H to the Form 5500	<u>\$ 2,462,240</u>	<u>\$ 1,693,906</u>

PSK D/B/A FOODTOWN UNION 401(K) PLAN

NOTES TO FINANCIAL STATEMENTS

NOTE I — RECONCILIATION OF FINANCIAL STATEMENTS TO SCHEDULE H OF FORM 5500 – (Continued)

The benefits paid to participants per the financial statements for the year ended December 31, 2012 and Schedule H of Form 5500 are \$22,323.

The plan files its Form 5500, annual return/report of employee benefits plan, utilizing the cash basis of accounting.

NOTE J — RISKS AND UNCERTAINTIES

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

## SUPPLEMENTARY INFORMATION

**PSK D/B/A FOODTOWN UNION 401(K) PLAN**

**EIN: 13-2669740**

**Plan Number: 002**

**Schedule H, Line 4i-Schedule of Assets (Held At End of Year)**

**December 31, 2012**

<u>Fund name (Cusip)</u>	<u>Share Balance of a Mutual Fund at 12/31/2012</u>	<u>Cost</u>	<u>Current Value</u>
LOOMIS SM CAP VAL R	81.095 Shares of mutual fund	\$2,323.89	\$2,417.44
COL/ACORN SELECT Z	125.171 Shares of mutual fund	2,870.01	3,200.62
FID FIDELITY FUND	190.878 Shares of mutual fund	5,700.09	6,835.34
FID PURITAN	318.910 Shares of mutual fund	5,571.43	6,190.04
FID VALUE STRATEGIES	162.755 Shares of mutual fund	4,176.72	5,152.82
FIDELITY EQUITY INCOME	170.766 Shares of mutual fund	7,114.30	8,036.25
FIDELITY INVST GR BD	2,829.636 Shares of mutual fund	21,130.49	22,637.09
FID INTERMED BOND	1,444.975 Shares of mutual fund	15,656.16	16,097.03
FID VALUE	59.249 Shares of mutual fund	3,982.33	4,523.07
FID OTC PORTFOLIO	361.550 Shares of mutual fund	20,482.33	21,906.31
FID OVERSEAS	520.600 Shares of mutual fund	15,428.51	16,825.79
FID REAL ESTATE INVS	690.638 Shares of mutual fund	20,561.00	22,197.11
FID CAPITAL APPREC	91.130 Shares of mutual fund	2,547.59	2,677.40
FID INTL DISCOVERY	667.679 Shares of mutual fund	20,192.37	22,080.14
FID BLUE CHIP GROWTH	2,719.145 Shares of mutual fund	132,206.00	133,374.06
FID EQUITY DIV INCOME	682.070 Shares of mutual fund	11,951.28	13,286.72
FIDELITY GR STRATEGIES	289.468 Shares of mutual fund	5,357.17	5,994.88
FID DIVIDEND GROWTH	322.205 Shares of mutual fund	9,029.69	9,633.93
FID EXP & MULTINATL	471.538 Shares of mutual fund	9,517.04	10,321.97
FID LARGE CAP STOCK	752.039 Shares of mutual fund	12,923.68	15,409.28

**PSK D/B/A FOODTOWN UNION 401(K) PLAN**

**EIN: 13-2669740  
Plan Number: 002**

**Schedule H, Line 4i-Schedule of Assets (Held At End of Year)**

**December 31, 2012**

<b><u>Fund name (Cusip)</u></b>	<b><u>Share Balance of a Mutual Fund at 12/31/2012</u></b>	<b><u>Cost</u></b>	<b><u>Current Value</u></b>
FIDELITY FREEDOM INCM	773.437 Shares of mutual fund	8,793.27	9,056.95
FID FREEDOM 2010	3.367.153 Shares of mutual fund	43,314.94	47,544.20
FID FREEDOM 2020	19,130.905 Shares of mutual fund	250,524.52	273,763.25
FID FREEDOM 2030	13,954.951 Shares of mutual fund	179,433.29	198,578.95
SPTN TOT MKT IDX INV	348.023 Shares of mutual fund	13,593.19	14,345.51
FID SM CAP DISCOVERY	836.786 Shares of mutual fund	17,912.94	20,141.44
FID FIFTY	1,036.716 Shares of mutual fund	17,337.75	20,941.66
FIDELITY RETIRE MMKT	185,332.070 Shares of mutual fund	185,332.07	185,332.07
FIDELITY FREEDOM 2040	21,131.010 Shares of mutual fund	160,431.92	174,542.14
FID FREEDOM 2015	18,697.915 Shares of mutual fund	202,089.43	220,822.38
FID FREEDOM 2025	27,212.580 Shares of mutual fund	294,900.76	325,190.33
FID FREEDOM 2035	19,092.107 Shares of mutual fund	205,995.69	225,859.63
FID SMALL CAP VALUE	566.427 Shares of mutual fund	7,938.99	9,164.79
FID FREEDOM 2045	14,727.433 Shares of mutual fund	132,414.35	144,034.29
FID FREEDOM 2050	6,140.284 Shares of mutual fund	53,832.54	59,192.34
OUTSTANDING LOAN BAL			<u>184,932.92</u>
<b>NET ASSETS AT 12/31/2012</b>			<b><u>\$2,462,240.14</u></b>