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

2012

This Form is Open to Public Inspection

Part I Annual Report Identification Information

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

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

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

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

D Check box if filing under:
- [ ] Form 5558;
- [ ] automatic extension;
- [ ] the DFVC program;
- [ ] special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
STEWART'S SHOPS CORP EMPLOYEE STOCK OWNERSHIP PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 04/01/1974

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

STEWART'S SHOPS CORP

PO BOX 435
SARATOGA SPRINGS, NY 12866-0435

2b Employer Identification Number (EIN) 14-1323607

2c Sponsor's telephone number 518-581-1200

2d Business code (see instructions) 445120

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.	06/24/2013	DAVID FARR
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	06/24/2013	DAVID FARR
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE	Filed with authorized/valid electronic signature.	06/24/2013	DAVID FARR
	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)

3a Plan administrator's name and address [X] Same as Plan Sponsor Name [ ] Same as Plan Sponsor Address	**3b** Administrator's EIN	
	3c Administrator's telephone number	
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:	**4b** EIN	
a Sponsor's name	**4c** PN	
5 Total number of participants at the beginning of the plan year	**5**	3349
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**	2474
b Retired or separated participants receiving benefits	**6b**	234
c Other retired or separated participants entitled to future benefits	**6c**	623
d Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	3331
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	11
f Total. Add lines **6d** and **6e**	**6f**	3342
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	3240
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	466
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 Characteristics Codes in the instructions:
2P

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics 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)** [ ] **C** (Service Provider Information)
- **(5)** [ ] **D** (DFE/Participating Plan Information)
- **(6)** [ ] **G** (Financial Transaction Schedules)

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

2012

This Form is Open to Public Inspection

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

A Name of plan
STEWART'S SHOPS CORP EMPLOYEE STOCK OWNERSHIP PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
STEWART'S SHOPS CORP

D Employer Identification Number (EIN)
14-1323607

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	4707559	8891551
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other	1b(3)	301560	
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(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)	1018528	831741
(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)		
(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)	228907209	236175048
(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	234934856	245898340
Liabilities			
g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i	1153000	
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through1j)	1k	1153000	0
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	233781856	245898340

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)	9000000	
(B) Participants	2a(1)(B)		
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		9000000
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	13281	
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	45517	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		58798
(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		0
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
(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)		0
(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
(B) Other	2b(5)(B)	14579630	
(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		14579630

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		23638428
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	11438292	
(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)		11438292
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		83593
i Administrative expenses: **(1)** Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)	59	
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		59
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		11521944
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		12116484
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: BOLLAM SHEEDY TORANI CO LLP, CPA'S **(2)** EIN: 14-1442607

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:

		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	

			Yes	No	Amount
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		1000000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n			

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

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

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

Part V Trust Information (optional)

6a Name of trust	**6b** Trust's EIN

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

2012

This Form is Open to Public Inspection.

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

A Name of plan
STEWART'S SHOPS CORP EMPLOYEE STOCK OWNERSHIP PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
STEWART'S SHOPS CORP

D Employer Identification Number (EIN)
14-1323607

Part I Distributions

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

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

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

EIN(s): _____ _____

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 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:

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 line 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 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):

BOLLAM, SHEEDY, TORANI & CO. LLP
Certified Public Accountants
26 Computer Drive West
Albany, New York 12205
(518) 459-6700

INDEPENDENT AUDITOR'S REPORT

Board of Trustees
Stewart's Shops Corp. Employee Stock Ownership Plan
Saratoga Springs, New York

Report on the Financial Statements

We have audited the accompanying financial statements of the Stewart's Shops Corp. Employee Stock Ownership Plan (Plan), which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

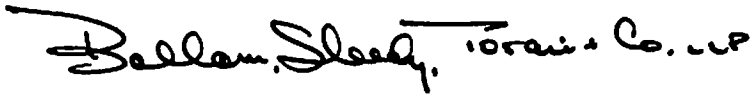
We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2012 and 2011, and the changes in net assets available for benefits for the years then ended, in conformity with accounting principles generally accepted in the United States of America.

Other Matter-Report on Supplementary Information

Our audits were performed for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplementary schedule H, Line 4i, schedule of assets (held at end of year) as of December 31, 2012, is presented for the purpose of additional analysis and is not a required part of the basic financial statements, but is supplementary information required by the United States Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audits of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the basic financial statements taken as a whole.



Albany, New York
June 17, 2013

STEWART'S SHOPS CORP.
EMPLOYEE STOCK OWNERSHIP PLAN

SUPPLEMENTARY SCHEDULE REQUIRED UNDER ERISA AND
DEPARTMENT OF LABOR REGULATIONS
SCHEDULE H
December 31, 2012

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

The following schedule presents the fair value of investments at December 31, 2012:

(a) Identity of Party Involved	(b) Identity of Issue, Borrower, lesser, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral Par, or Maturity Value	(d) Cost	(e) Current Value
*	Stewart's Shops Corp., (Qualifying Employer Securities)	1,454,907 shares	$ 88,324,907	$ 236,175,048

* Represents party in interest transaction.

STEWART'S SHOPS CORP.
EMPLOYEE STOCK OWNERSHIP PLAN

FINANCIAL STATEMENTS
and
INDEPENDENT AUDITOR'S REPORT

December 31, 2012 and 2011

STEWART'S SHOPS CORP.
EMPLOYEE STOCK OWNERSHIP PLAN

FINANCIAL STATEMENTS
and
INDEPENDENT AUDITOR'S REPORT

December 31, 2012 and 2011

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BOLLAM, SHEEDY, TORANI & CO. LLP
Certified Public Accountants
26 Computer Drive West
Albany, New York 12205
(518) 459-6700

INDEPENDENT AUDITOR'S REPORT

Board of Trustees
Stewart's Shops Corp. Employee Stock Ownership Plan
Saratoga Springs, New York

Report on the Financial Statements

We have audited the accompanying financial statements of the Stewart's Shops Corp. Employee Stock Ownership Plan (Plan), which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

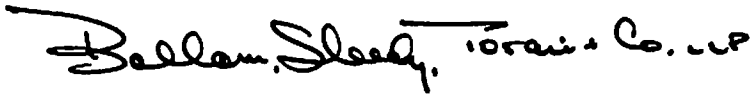
We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2012 and 2011, and the changes in net assets available for benefits for the years then ended, in conformity with accounting principles generally accepted in the United States of America.

Other Matter-Report on Supplementary Information

Our audits were performed for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplementary schedule H, Line 4i, schedule of assets (held at end of year) as of December 31, 2012, is presented for the purpose of additional analysis and is not a required part of the basic financial statements, but is supplementary information required by the United States Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audits of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the basic financial statements taken as a whole.



Albany, New York
June 17, 2013

STEWART'S SHOPS CORP.
EMPLOYEE STOCK OWNERSHIP PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

	December 31,					
	2012			2011		
	Allocated	Unallocated	Total	Allocated	Unallocated	Total
ASSETS						
Investment in Sponsor Company common stock, at fair market value	$ 236,175,048	$ -	$ 236,175,048	$ 227,168,105	$ 1,739,104	$ 228,907,209
Receivables						
Employer	-	-	-	301,560	-	301,560
Participant loans	831,741	-	831,741	1,018,528	-	1,018,528
	831,741	-	831,741	1,320,088	-	1,320,088
Cash and cash equivalents	8,891,551	-	8,891,551	4,707,559	-	4,707,559
Total assets	245,898,340	-	245,898,340	233,195,752	1,739,104	234,934,856
LIABILITIES						
Loan payable	-	-	-	-	1,153,000	1,153,000
Net assets available for benefits	**$ 245,898,340**	**$ -**	**$ 245,898,340**	**$ 233,195,752**	**$ 586,104**	**$ 233,781,856**

The accompanying Notes to Financial Statements are an integral part of these statements.

STEWART'S SHOPS CORP.
EMPLOYEE STOCK OWNERSHIP PLAN

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

	Years Ended December 31,					
	2012			2011		
	Company Stock			Company Stock		
	Allocated	Unallocated	Total	Allocated	Unallocated	Total
ADDITIONS TO NET ASSETS ATTRIBUTED TO						
Employer contribution	$ 7,763,407	$ 1,236,593	$ 9,000,000	$ 4,553,908	$ 5,446,092	$ 10,000,000
Allocation of Stewart's Shop Corp. common stock - 11,412 shares in 2012 and 50,260 in 2011	1,852,535	-	1,852,535	7,659,683	-	7,659,683
Appreciation of Stewart's Shop Corp. common stock	14,466,199	113,431	14,579,630	12,675,027	542,718	13,217,745
Interest income from loans	45,517	-	45,517	60,584	-	60,584
Interest income from other securities	13,281	-	13,281	17,756	-	17,756
Total additions to net assets	24,140,939	1,350,024	25,490,963	24,966,958	5,988,810	30,955,768
DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO						
Plan benefits paid to participants	11,438,292	-	11,438,292	9,776,708	-	9,776,708
Allocation of Stewart's Shop Corp. common stock - 11,412 shares in 2012 and 50,260 in 2011	-	1,852,535	1,852,535	-	7,659,683	7,659,683
Interest expense	-	83,593	83,593	-	446,093	446,093
Investment fees	59	-	59	18	-	18
Total deductions from net assets	11,438,351	1,936,128	13,374,479	9,776,726	8,105,776	17,882,502
Net increase (decrease) in net assets available for benefits	**12,702,588**	**(586,104)**	**12,116,484**	**15,190,232**	**(2,116,966)**	**13,073,266**
NET ASSETS AVAILABLE FOR BENEFITS, ***beginning of year***	233,195,752	586,104	233,781,856	218,005,520	2,703,070	220,708,590
NET ASSETS AVAILABLE FOR BENEFITS, ***end of year***	**$ 245,898,340**	**$ -**	**$ 245,898,340**	**$ 233,195,752**	**$ 586,104**	**$ 233,781,856**

The accompanying Notes to Financial Statements are an integral part of these statements.

NOTE 1 - DESCRIPTION OF PLAN

Stewart's Shops Corp. (Company) established the Stewart's Shops Corp. Employee Stock Ownership Plan (Plan) on January 1, 2001. The Plan was previously known as the Stewart's Ice Cream Co., Inc. Profit Sharing Retirement Plan, which was established effective April 1, 1974. The following brief description of the Plan is provided for general information purposes only. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

a. General

The Plan was originally established as a leveraged Employee Stock Ownership Plan (ESOP). The Plan purchased Company common shares using the proceeds of a Company borrowing (Note 4), and holds the stock in a trust established under the Plan. The borrowing was repaid over a period of twelve years by fully deductible Company contributions to the trust fund. As the Plan made each payment of principal, an appropriate percentage of stock was allocated to eligible employees' accounts in accordance with applicable regulations under the Code.

The borrowing was collateralized by the unallocated shares of stock. The Company has no rights against shares once they are allocated under the ESOP. Accordingly, the financial statements of the Plan present separately the assets and liabilities and changes therein pertaining to:

i. The accounts of employees with vested rights in allocated stock (allocated), and

ii. Stock not yet allocated to employees (unallocated).

As of December 31, 2012, the loan was paid in full, and all shares of Company stock were allocated to participants.

The Plan is designed to comply with Section 4975(e)(7), and the regulations thereunder, of the Internal Revenue Code (IRC) and is subject to the provisions of the Employee Retirement Income Security Act (ERISA).

The Plan was amended in January 2012 to clarify the definition of "Total and Permanent Disability," and make certain changes to the Plan in response to IRS comments in reviewing the pending determination letter on the Plan.

The Plan is administered by the Company.

b. Eligibility

The Plan covers substantially all employees of the Company who have worked at least 500 hours during a Plan quarter or 1,000 hours during a Plan year, or completed one year of service and have attained age 19 on the first entry date of the Plan following the completion of the above required hours or year of service. The entry dates for the Plan are the first day of each Plan quarter. The normal retirement age is 62.

c. Participant Accounts

Each active participant's account is credited with an allocation of (a) the Company's contribution, (b) Plan earnings, and (c) forfeitures of terminated participants' nonvested accounts. Inactive participants receive an allocation of the Plan earnings. Allocations are based on participant eligible compensation or account balances, as defined in the Plan.

d. Contributions

Contributions to the Plan are determined annually by the Company. The Company makes contributions in cash, Company stock, or forgiveness of debt to the Plan which, when aggregated with the Plan's dividend and interest earnings, equal the amount necessary to enable the Plan to make its regularly scheduled payments of principal and interest due on its term loan. Additionally, the Company may contribute, with respect to each Plan year, a discretionary contribution out of its net profit, as specified by the limits of the Plan. Contributions are allocated on a participant's eligible compensation, relative to total compensation.

NOTE 1 - DESCRIPTION OF PLAN - Continued

e. Benefit Options

Termination

A terminated participant may elect to receive pension benefits as installment payments payable at least annually over a specified number of years, determined by the Administrative Committee at the time that benefits commence as a cash-out, or may defer payments until age 70½ when minimum distribution regulations apply. A cash-out is a distribution of accrued benefits made on account of the employee's termination of participation in the Plan, at the employee's election, before the end of the Plan year following such termination. However, if at the time of termination the participant's vested accrued balance does not exceed $5,000, the entire amount of such accrued benefit shall be distributed in the form of an involuntary cash-out. Involuntary cash-outs are distributed after the participant has a five-year break in service.

Death or Disability

Upon the death or disability of a participant before their termination date, all amounts credited to the participant's account shall become fully vested. Upon the death of a former participant, any remaining vested amounts are to be deferred or distributed to such former participant's beneficiary in accordance with the Plan document.

Retirement

Upon retirement, participants may elect to receive their pension benefits under one of two options available; a lump sum payment or installment payments. Distribution will be made in cash unless the participant requests that distribution be made entirely in the form of whole shares of Company stock, with cash for any fractional shares. The Plan's normal retirement age is 62.

In Service Withdrawals

The Plan allows for certain hardship withdrawals up to one-third of the participant's vested account balance and 100% of amounts rolled over into the Plan.

Diversification

Participants who are at least age fifty-five with at least ten years of participation in the Plan may elect to diversify a portion of their account as a cash distribution from the Plan. Diversification is offered to each eligible participant over a six-year period. In each of the first five years, a participant may diversify up to 25% of the shares allocated to his or her account, less any shares previously diversified. In the sixth year, the participant may diversify up to 50%.

f. Vesting Provisions

The vested portion of any participant's account is a percentage of the total amount credited to this account determined on the basis of the number of years of service.

Effective January 1, 2012, the following vesting schedule applies:

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

NOTE 1 - PLAN DESCRIPTION - Continued

f. Vesting Provisions - Continued

The following schedule applies to any participant that terminated employment prior to January 1, 2012:

Years of Service	Vested Percentage
Less than 3 years	0%
3 years	20%
4 years	40%
5 years	60%
6 years	80%
7 years	100%

g. Forfeitures

Forfeitures may be used to pay Plan expenses or reduce the Company's discretionary contribution.

Forfeitures totaled $1,748,042 and $2,621,586 for the years ended December 31, 2012 and 2011, respectively.

If a terminated participant, who had previously forfeited a nonvested interest, returns to employment without having incurred five or more one-year breaks in service, their balance is reinstated if they repay the full amount of any distribution before the earlier of five years after the first date on which the participant is subsequently re-employed or the close of the first period of five consecutive one-year breaks in service commencing after the distribution.

h. Participant Loans

Participants may borrow from their fund accounts the lesser of $50,000 or one-third of their account balance. The loans are secured by the balance in the participant's account and bear interest at rates that range from 4.25% to 8.00%, which are commensurate with local prevailing rates as determined by the Plan administrator. Principal and interest are paid ratably through payroll deductions.

i. Voting Rights

The Trustee shall vote all Company stock held by it as part of the Plan assets. Each participant or beneficiary in the Plan shall be entitled to direct the Trustee as to the manner in which voting rights on shares of Company stock which are allocated to the Company Stock Account of such participant or beneficiary are to be exercised with respect to any corporate matter which involves the voting of such shares with respect to the approval or disapproval of any corporate merger or consolidation, recapitalization, or such similar transactions. If the Trustee does not timely receive voting directions from a participant or beneficiary with respect to any Company stock allocated to that participant's or beneficiary's Company Stock Account, the Trustee shall vote such Company stock.

j. Put Option

Under federal income tax regulations, the employer stock that is held by the Plan and its participants and is not readily tradable on an established market, or is subject to trading limitations includes a put option. The put option is a right to demand that the Company buy any shares of its stock distributed to participants for which there is no market. The put price is representative of the fair market value of the stock. The purpose of the put option is to ensure that the participant has the ability to ultimately obtain cash.

NOTE 1 - PLAN DESCRIPTION - Continued

k. Administrative Fees

The Company pays for all administrative fees on behalf of the Plan.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

A summary of the significant accounting policies consistently applied in the preparation of the accompanying financial statements and schedule follows.

a. Basis of Accounting and Financial Statement Presentation

The accompanying financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America (GAAP) for employee benefit plans.

b. Use of Estimates

The preparation of the financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, and the changes therein, and the disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

c. Cash and Cash Equivalents

The Plan considers all short-term investments purchased with a maturity of three months or less to be cash equivalents.

d. Investment Valuation and Income Recognition

Investments are reported at estimated fair value.

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

Effective December 31, 2012, the Plan adopted Accounting Standards Update (ASU) 2011-04, *Fair Value Measurement: Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S GAAP and IFRS*. ASU 2011-04 clarifies existing guidance and makes wording changes to align with International Financial Reporting Standards. In addition, certain amendments to this ASU change a particular principle or requirement for measuring fair value or disclosing information about fair value measurements. The adoption of ASU 2011-04 did not have a material impact on the Plan's financial statements for the years ended December 31, 2012 and 2011.

e. Payments of Benefits

Benefits are recorded when paid.

f. Risks and Uncertainties

The Plan is primarily comprised of investments in the Company's common stock. Investment securities are exposed to various risks, such as interest rate, market, and credit. Due to the level of risk 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 accompanying statements of net assets available for benefits.

g. Subsequent Events

The Plan has evaluated subsequent events that provide additional evidence about conditions that existed at the financial statement date through June 17, 2013, the date the financial statements were available to be issued.

NOTE 3 - INVESTMENTS AND FAIR VALUE MEASUREMENTS

U.S. GAAP provides a framework for measuring fair value. That framework includes 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 following three levels of inputs may be used to measure fair value:

Level 1 Unadjusted quoted market prices in active markets for identical assets or liabilities.

Level 2 Observable inputs other than quoted market prices and can include active markets and markets not considered to be active.

Level 3 Unobservable inputs that are supported by little or no market activity.

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 methodology used for assets measured at fair value at December 31, 2012 and 2011:

Stewart's Company, Inc.'s common stock: The fair value of the sponsor's common stock was valued at $162.33 and $152.40 per share, at December 31, 2012 and 2011, respectively. The fair value is valued based upon an independent appraisal. This appraisal was based upon a combination of the market and income valuation techniques consistent with prior years. The appraiser took into account historical and projected cash flow and net income, return on assets, return on equity, market comparables, and estimated fair value of company assets and liabilities.

The method 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 tables set forth by level within the fair value hierarchy, the major categories of the Plan's assets measured at fair value and presents separately those assets that represent 5% or more of the Plan's net assets:

	December 31, 2012			
	Level 1	Level 2	Level 3	Total
*Sponsor Company's Common Stock	$ -	$ 236,175,048	$ -	$ 236,175,048

	December 31, 2011			
	Level 1	Level 2	Level 3	Total
*Sponsor Company's Common Stock	$ -	$ 228,907,209	$ -	$ 228,907,209

* Represents 5% or more of Plan assets.

NOTE 3 - INVESTMENTS AND FAIR VALUE MEASUREMENTS - Continued

The Plan's investment in Company common stock is as follows:

	December 31, 2012		
	Allocated	Unallocated	Total
Number of shares	1,454,907	-	1,454,907
Cost	$ 88,324,907	$ -	$ 88,324,907
Fair value	$ 236,175,048	$ -	$ 236,175,048

	December 31, 2001		
	Allocated	Unallocated	Total
Number of shares	1,490,604	11,412	1,502,016
Cost	$ 89,650,777	$ 871,994	$ 90,522,771
Fair value	$ 227,168,105	$ 1,739,104	$ 228,907,209

During 2012 and 2011, the Plan's investments in Company common stock appreciated in value by $14,579,630 and $13,217,745, respectively.

NOTE 4 - LOAN PAYABLE

During 2001, the Plan entered into a $60,000,000, 7.25% term loan agreement with the Company to be repaid over twelve years. The balance of the loan payable was $-0- and $1,153,000 at December 31, 2012 and 2011, respectively, as the loan was paid off during 2012. The proceeds of the loan were used to purchase Company common stock. Unallocated shares were used as collateral for the loan.

NOTE 5 - PLAN TERMINATION

Although it has not expressed any intent to do so, the Company has the right to discontinue its contributions and to terminate the Plan at any time, subject to the provisions of ERISA. Upon any full or partial termination, all amounts credited to the affected participants' accounts shall become 100% vested and shall not be subject to forfeiture. The Company shall direct the distribution of the assets of the Trust Fund to participants in a manner which is consistent with and satisfies the provisions of the Plan document, ERISA, and the Internal Revenue Code.

NOTE 6 - TAX STATUS

The Internal Revenue Service (IRS), in a letter dated March 5, 2005, has determined that the Plan constitutes a qualified plan under Section 401(a) of the IRC and is, therefore, exempt from federal income taxes under the provisions of Section 401(a). Once qualified, the Plan is required to operate in conformity with the IRC to maintain its qualification. The Plan was amended effective January 1, 2012, and has requested a new determination letter which has not been received as of March 2013. The Plan Administrator believes the Plan, as amended, is being operated in compliance with the applicable requirements of the IRC and, therefore, believes that the Plan is qualified, and the related trust is tax-exempt.

Annually, the Plan files Form 5500 with the Department of Labor, which is subject to examination by the Internal Revenue Service. The Plan is no longer subject to examination for the years ended December 31, 2008, and prior.

NOTE 7 - ADMINISTRATION OF PLAN ASSETS

The Plan assets, which consist principally of Company common stock, are held by the Trustee of the Plan.

Generally, the Trustee has the responsibility to invest, manage, and control the Plan assets, pay benefits required under the Plan, and maintain records as required in the Plan document. The Trustee also administers the payment of interest and principal on the loan, which is reimbursed to the Trustee through contributions as determined by the Company.

Certain administrative functions are performed by officers or employees of the Company or its subsidiaries. No such officer or employee received compensation from the Plan. Administrative expenses for the Trustee fees are paid directly by the Company.

NOTE 8 - RELATED PARTY TRANSACTIONS

The Company paid certain administrative fees on behalf of the Plan, which totaled $49,507 and $27,725 for the years ended December 31, 2012 and 2011, respectively. The Company contributions to the Plan totaled $9,000,000 and $10,000,000 for the years ended December 31, 2012 and 2011, respectively. At December 31, 2012 and 2011, the Company owed the Plan $-0- and $301,560, respectively, relating to the purchase of stock.

The participants' interest in net assets available for Plan benefits is summarized below:

	December 31, 2012	December 31, 2011
Vested		
For retired, disabled, deceased, or terminated participants	$ 75,289,608	$ 66,055,632
For active participants not presently receiving Plan benefits	161,378,721	152,734,402
	236,668,329	218,790,034
Nonvested	9,230,011	14,405,718
	$ 245,898,340	$ 233,195,752

NOTE 9 - CONCENTRATIONS

Stewart's Shops Corp. operates 324 retail convenience stores primarily in upstate New York and Vermont, as well as a dairy and ice cream plant.

NOTE 10 - COMMITMENTS AND CONTINGENCIES

Terminated participants have until March 31 to request a distribution of their vested account balance which will be paid out on May 1. Therefore, participants may request a distribution prior to year-end, but the Plan will not make the payment until May of the following year.

NOTE 11 - SUBSEQUENT EVENT

Effective January 1, 2013, the Plan document was amended and restated to update the Plan for applicable qualification requirements, as well as to apply the previous amendments that were made.

STEWART'S SHOPS CORP.
EMPLOYEE STOCK OWNERSHIP PLAN

SUPPLEMENTARY SCHEDULE REQUIRED UNDER ERISA AND
DEPARTMENT OF LABOR REGULATIONS
SCHEDULE H
December 31, 2012

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

The following schedule presents the fair value of investments at December 31, 2012:

(a) Identity of Party Involved	(b) Identity of Issue, Borrower, lesser, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral Par, or Maturity Value	(d) Cost	(e) Current Value
*	Stewart's Shops Corp., (Qualifying Employer Securities)	1,454,907 shares	$ 88,324,907	$ 236,175,048

* Represents party in interest transaction.