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;
- [ ] 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
HOMEMAKER'S UPSTATE GROUP, INC. RETIREMENT PLAN & TRUST

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 12/01/1993

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

HOMEMAKERS UPSTATE GROUP, INC.

2465 SHERIDAN DRIVE
TONAWANDA, NY 14150-1264

P.O. BOX 1264
TONAWANDA, NY 14150-1264

2b Employer Identification Number (EIN)
16-0979130

2c Sponsor's telephone number
716-838-6060

2d Business code (see instructions)
621610

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.	07/16/2013	CARMEN P FLITT
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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:

a Sponsor's name

4b EIN

4c PN

5	Total number of participants at the beginning of the plan year	**5**	708
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**	596
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	21
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	617
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	617
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	144
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	0
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:
2E 2G 2J 2K 3D 3H 2F

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
HOMEMAKER'S UPSTATE GROUP, INC. RETIREMENT PLAN & TRUST

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
HOMEMAKERS UPSTATE GROUP, INC.

D Employer Identification Number (EIN)
16-0979130

Part I Asset and Liability Statement

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	0	0
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	0	0
(2) Participant contributions	1b(2)	3729	665
(3) Other	1b(3)	0	0
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	0	0
(2) U.S. Government securities	1c(2)	0	0
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	0	0
(B) All other	1c(3)(B)	0	0
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	0	0
(B) Common	1c(4)(B)	0	0
(5) Partnership/joint venture interests	1c(5)	0	0
(6) Real estate (other than employer real property)	1c(6)	0	0
(7) Loans (other than to participants)	1c(7)	0	0
(8) Participant loans	1c(8)	43673	36424
(9) Value of interest in common/collective trusts	1c(9)	0	0
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)	0	0
(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)	1429175	1671404
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)	0	0

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)	0	0
(2) Employer real property	1d(2)	0	0
e Buildings and other property used in plan operation	1e	0	0
f Total assets (add all amounts in lines 1a through 1e)	1f	1476577	1708493
Liabilities			
g Benefit claims payable	1g	0	0
h Operating payables	1h	0	0
i Acquisition indebtedness	1i	0	0
j Other liabilities	1j	0	0
k Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	1476577	1708493

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)	0	
(B) Participants	2a(1)(B)	119744	
(C) Others (including rollovers)	2a(1)(C)	418	
(2) Noncash contributions	2a(2)	0	
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		120162
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	0	
(B) U.S. Government securities	2b(1)(B)	0	
(C) Corporate debt instruments	2b(1)(C)	0	
(D) Loans (other than to participants)	2b(1)(D)	0	
(E) Participant loans	2b(1)(E)	2258	
(F) Other	2b(1)(F)	0	
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		2258
(2) Dividends: **(A)** Preferred stock	2b(2)(A)	0	
(B) Common stock	2b(2)(B)	0	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	34065	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		34065
(3) Rents	2b(3)		0
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)	0	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	0	
(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)	0	
(B) Other	2b(5)(B)	0	
(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		0
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		0
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		0
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		0
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		167013
c Other income	2c		0
d Total income. Add all **income** amounts in column (b) and enter total	2d		323498
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	83351	
(2) To insurance carriers for the provision of benefits	2e(2)	0	
(3) Other	2e(3)	0	
(4) Total benefit payments. Add lines **2e(1)** through **(3)**	2e(4)		83351
f Corrective distributions (see instructions)	2f		0
g Certain deemed distributions of participant loans (see instructions)	2g		5632
h Interest expense	2h		0
i Administrative expenses: (1) Professional fees	2i(1)	0	
(2) Contract administrator fees	2i(2)	2114	
(3) Investment advisory and management fees	2i(3)	485	
(4) Other	2i(4)	0	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		2599
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		91582
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		231916
l Transfers of assets:			
(1) To this plan	2l(1)		0
(2) From this plan	2l(2)		0

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: TRONCONI SEGARRA & ASSOCIATES, LLP **(2)** EIN: 04-3728817

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		250000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n			

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

If "Yes," enter the amount of any plan assets that reverted to the employer this year **Amount:**

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

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

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
HOMEMAKER'S UPSTATE GROUP, INC. RETIREMENT PLAN & TRUST

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
HOMEMAKERS UPSTATE GROUP, INC.

D Employer Identification Number (EIN)
16-0979130

Part I Distributions

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions **1** 0

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

EIN(s): 75-3182674

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

3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year. **3** 16

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

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

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

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

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

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

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

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

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

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

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

Part III Amendments

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

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

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

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

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

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

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

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

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

Homemakers Upstate Group, Inc.
Retirement Plan & Trust

Financial Statements and
Supplemental Schedule

December 31, 2012 and 2011

Homemakers Upstate Group, Inc.
Retirement Plan & Trust

Financial Statements
Table of Contents

Page

Report of Independent Auditors

Financial Statements

Statements of Net Assets Available for Benefits – Modified Cash Basis 1

Statement of Changes in Net Assets Available for Benefits – Modified Cash Basis 2

Notes to Financial Statements 3 – 7

Supplemental Schedule

Schedule H - Line 4i – Schedule of Assets Held for Investment Purposes 8

TRONCONI SEGARRA & ASSOCIATES LLP
Certified Public Accountants
Business Consultants

Report of Independent Auditors

To the Plan Trustee
Homemakers Upstate Group, Inc. Retirement Plan & Trust
Tonawanda, New York

Report on the Financial Statements

We were engaged to audit the financial statements of Homemakers Upstate Group, Inc. Retirement Plan & Trust, which comprise the statement of net assets available for benefits (modified cash basis) as of December 31, 2012 and 2011 and the related statement of changes in net assets available for benefits (modified cash basis)for the year ended December 31, 2012, 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 the modified cash basis of accounting described in Note 2; this includes determining that the modified cash basis of accounting is an acceptable basis for the preparation of the financial statements in the circumstances. Management is also responsible for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statement that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express and opinion on these financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

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 3, which was certified by MG Trust Company, LLC, the custodian 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

administrator that the custodian holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the custodian as of December 31, 2012 and 2011 and for the year ended December 31, 2012, that the information provided to the plan administrator by the custodian is complete and accurate.

Disclaimer of Opinion

Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Basis of Accounting

We draw attention to Note 2 to the financial statements, that describes the basis of accounting. The financial statements are prepared on the modified cash basis of accounting, which is a basis of accounting other than accounting principles generally accepted in the United States of America. Our opinion is not modified with respect to this matter.

Other Matter

The supplemental schedule as of December 31, 2012 is required by the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedule.

Report on Form and Content in Compliance With DOL Rules and Regulations

The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the custodian, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Tronconi Sezarra + Associates, LLP

July 11, 2013

Homemakers Upstate Group, Inc.
Retirement Plan & Trust
Statements of Net Assets Available for Benefits - Modified Cash Basis
As of December 31, 2012 and 2011

	2012	2011
Investments, at fair value		
Mutual funds	$ 1,671,404	$ 1,429,175
Receivables		
Notes receivable from participants	36,424	43,673
Employee contribution	665	3,729
Total receivables	37,089	47,402
Net assets available for benefits	$ 1,708,493	$ 1,476,577

See accompanying notes and independent auditors' report.

Homemakers Upstate Group, Inc.
Retirement Plan & Trust

Statement of Changes in Net Assets Available for Benefits - Modified Cash Basis
for the year ended December 31, 2012

Additions to Net Asset Attributed to:		
Investment income		
Interest on participant notes receivable	$	2,258
Net appreciation in fair value of investments		167,013
Dividends		34,065
Total investment income		203,336
Contributions		
Participant		119,744
Rollover		418
Total contributions		120,162
Total additions		323,498
Deductions from Net Assets Attributed to:		
Administrative expenses		(2,599)
Benefits paid to participants or beneficiaries		(83,351)
Deemed distributions		(5,632)
Total deductions		(91,582)
Net increase in net assets available for benefits		231,916
Net Assets Available for Benefits, beginning of year		1,476,577
Net Assets Available for Benefits, end of year	$	1,708,493

See accompanying notes and independent auditors' report.

1. Description of Plan

The following description of the Homemakers Upstate Group, Inc. and Subsidiaries (the "Company") Retirement Plan & Trust (the "Plan") provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General - The Plan is a salary reduction plan covering all non-union, non-leased, and non-highly compensated employees of the Company who have one year of service and are age twenty-one and older. It is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"). The Plan is administered by P & A Administrative Services, Inc. The Plan was amended and restated effective January 1, 2009 to comply with the provisions of the Economic Growth and Tax Relief Reconciliation Act of 2001 ("EGTRRA").

Contributions - Each year, subject to legal limits, participants may contribute a percentage of their pre-tax annual compensation as subject to specified limits defined in the Plan. Participants may also contribute rollover amounts representing distributions from other qualified defined benefit or contribution plans.

The Company may make an annual discretionary contribution, a percentage of which is allocated to all Class I eligible employees (employed by Homemakers Upstate Group, Inc. at year end) based on their eligible salary, and a percentage of which is allocated to Class II participating employees (employed by other subsidiaries at year end) based on their eligible salary. No annual discretionary contribution was made for the years ended December 31, 2012 and 2011.

Participants direct the investment of their salary reduction contributions and employer discretionary contributions into various investment options offered by the Plan. The Plan currently offers eighteen mutual funds as investment options for participants.

Participant Accounts - Individual accounts are maintained for each Plan participant. Participant accounts are increased by participant contributions, Company contributions, and the participant's share of Plan earnings. Participant accounts are decreased by participant distributions, the participant's share of Plan losses and certain administrative expenses. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Expenses - Expenses are allocated to all participants' accounts either proportionately based on value of account balances or on an equal dollar amount based on the number of participants in the Plan dependant on the nature of the expense.

Forfeitures - Forfeitures are allocated to (1) pay any administrative expenses and (2) any remaining forfeitures may be used to offset employer contributions. No forfeitures were utilized for the year ended December 31, 2012.

1. Description of Plan (continued)

Vesting - Participants are immediately vested in their contributions plus actual earnings thereon. Vesting in the Company's contribution of participant accounts plus actual earnings thereon is based on three (3) whole years of service, at which time, a participant becomes 100% vested.

Payment of Benefits - On termination of employment due to termination, disability, or retirement, a participant may elect to receive a lump-sum amount equal to the value of the participant's vested interest in his or her account. Distributions in excess of $1,000 require written consent from the participant before distribution may be made. Upon death of a participant, their estate or beneficiary will be entitled to a single lump-sum distribution of 100% of the vested account balance. The spouse or beneficiary of a deceased participant may make certain legally-defined elections to defer distribution of the vested account balance. Hardship withdrawals, as defined by the Plan, are allowed up to 100% of their salary reduction amount.

Notes Receivable from Participants - Participants are permitted to borrow a minimum of $1,000, up to a maximum amount of the lesser of (1) $50,000 or (2) 50% of their vested balance. The notes receivable are secured by the balance in the participant's account and bear interest at prevailing rates as determined by the Plan administrator. Notes receivable are valued at amortized cost. Principal and interest is paid ratably through each payroll deduction. Delinquent notes receivable from participants are recorded as a distribution based upon the terms of the plan document.

2. Summary of Significant Accounting Principles

Basis of Accounting - These financial statements are prepared on the modified cash basis of accounting. Under the modified cash basis of accounting used in the financial statements, employee and employer contributions receivable at Plan year-end are included; distributions and immaterial expenses payable at Plan year-end are not included.

Estimates - The preparation of financial statements requires the Plan administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results may differ from those estimates.

Investment Valuation and Income Recognition - The plan allows participants to self-direct their account investments within certain specified investment vehicles. The Plan's investments were in mutual funds maintained by MG Trust Company, LLC. The fair value of each mutual fund is provided by MG Trust Company, LLC, based on quoted market prices. There are no reserves against these investment values for credit risk.

2. Summary of Significant Accounting Principles (Continued)

Fair value measurements topic of the FASB Accounting Standards Codification (ASC 820) establishes a framework for measuring fair value which provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy consists of three levels, with level 1 as the highest priority and 3, the lowest priority. The three levels of the fair value hierarchy are as follows:

Level 1: Valuations are unadjusted quoted prices for identical assets in active markets.

Level 2: Valuations are quoted prices for similar assets in active market or identical or similar assets in inactive markets.

Level 3: Valuation methods are unobservable and significant to the fair value measurement.

Purchases and sales of securities are recorded net of related investment fees on a trade-date basis.

Concentrations of Credit Risk - The Plan invests in mutual funds which are exposed to various risks such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities, it 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.

3. Investments

The Plan investments are held, accounted for, and certified as correct by MG Trust Company, LLC. The following presents investments and changes in investments as of and for the years ended December 31, 2012 and 2011 certified by MG Trust Company, LLC. Investments which represent 5% or more of the Plan's net assets are specifically identified.

3. Investments (continued)

	2012	2011
American Funds AM Cap	$ 375,094	$ -
Vanguard 500 Index Fund	199,999	184,600
Black Knight AM Stable Value Fund	184,011	160,498
Dodge & Cox Income Fund	124,623	112,224
Vanguard Inflation Protected	124,274	88,628
Vanguard Morgan Growth Fund	104,672	102,044
AM FDS Growth Fund of America	-	308,784
Other	558,731	472,397
	$ 1,671,404	$ 1,429,175

Changes in Net Assets	
Net appreciation / (depreciation)	$ 167,013
Dividends	34,065

4. Plan Termination

Although it has expressed no intent to do so, the Company has the right to terminate the Plan at any time subject to the provisions of ERISA. Upon termination, all amounts credited to participants' accounts would become 100% vested.

5. Tax Status and Plan Amendments

Effective March 2008, the Plan delegated authority to the Sponsoring Organization (Sunguard) to adopt a volume submitter plan (a specimen plan that the sponsoring organization prepares that the Plan adopts on an identical or substantially identical basis). The IRS issues advisory letters to sponsoring organizations on the acceptability of the form of the specimen plans.

The Plan was submitted to expedited review as a volume submitter plan. No modifications from the approved specimen plan have been made to the Plan.

The Plan administrator believes that the volume submitter plan is designed and is currently being operated in compliance with the applicable requirements of the Internal Revenue Code ("IRC").

5. Tax Status and Plan Amendments (continued)

Accordingly, no provision for income taxes has been included in the accompanying financial statements. The Company believes the Plan is no longer subject to tax examinations for years prior to 2009.

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the Plan and recognize a tax liability or asset if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. Management is not aware of any uncertain tax positions that would cause the Plan to lose its tax status or to otherwise be subject to other taxes or penalties.

6. Fair Value Measurements

The Plan's investments are measured at fair value at December 31, using the following fair value hierarchy.

	Level 1	Level 2	Level 3	
2012	$ 1,671,404	$ -	$ -	$ 1,671,404
2011	$ 1,429,175	$ -	$ -	$ 1,429,175

Level 1: The fair value of mutual funds is based on quoted net asset values of the shares held by the fund at year end.

7. Subsequent Events

Management has evaluated subsequent events through July 11, 2013, the date on which the financial statements were available to be issued.

Supplemental Schedule

Homemakers Upstate Group, Inc. Retirement Plan & Trust

Schedule of Assets Held for Investment Purposes
for the year ended December 31, 2012

ID No.: 16-0979130
Plan No.: 001
Form 5500, Schedule H, Line 4i
Schedule of Assets Held for Investment Purposes

(a)	Identity of Issue, Borrower, Lessor, or Similar Party (b)	Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value (c)	Cost* (d)	Current Value (e)
	Black Knight AM Stable Value Fund	Mutual Fund	$ -	$ 184,011
	AM FDS Cap World Growth/ Income	Mutual Fund	-	63,916
	AM FDS New Perspective Fund	Mutual Fund	-	34,877
	AM FDS New World Fund	Mutual Fund	-	37,363
	AM FDS Fundamental Investors	Mutual Fund	-	63,128
	Dodge & Cox Income Fund	Mutual Fund	-	124,623
	Prudential Jennison US Emerging Growth	Mutual Fund	-	65,916
	T Rowe Price Mid Cap Value	Mutual Fund	-	48,122
	T Rowe Price Cap Appreciation	Mutual Fund	-	79,361
	Vanguard 500 Index Fund	Mutual Fund	-	199,999
	Vanguard Inflation Protected Securities Fund	Mutual Fund	-	124,274
	Vanguard Morgan Growth Fund	Mutual Fund	-	104,672
	Vanguard REIT Index Fund	Mutual Fund	-	56,502
	Vanguard Selected Value Fund	Mutual Fund	-	31,646
	Vanguard Small Cap Brow th Index Fund	Mutual Fund	-	16,948
	Vanguard Windsor II Fund	Mutual Fund	-	33,603
	AM FDS AM Cap	Mutual Fund	-	375,094
	T Rowe Price Equity Income Fund	Mutual Fund	-	27,349
	Loans	5.25%	-	36,424

***** Cost data is not required for participant directed investments.

See accompanying notes and independent auditors' report.

Attachment to 2012 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name HOMEMAKER'S UPSTATE GROUP, INC. RETIREMENT PLAN & TRUST **EIN:** 16-0979130
Plan Sponsor's Name HOMEMAKERS UPSTATE GROUP, INC. **PN:** 001

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
	BLACK KNIGHT STABLE VAL	MUTUAL FUND	0	184,011
	DODGE & COX INCOME FUND	MUTUAL FUND	0	124,623
	PRUDENTIAL JENNISON MID CAP GRTH Z	MUTUAL FUND	0	65,916
	T ROWE PRICE EQUITY INCOME	MUTUAL FUND	0	27,349
	T ROWE PRICE CAPITAL APPRECIATION	MUTUAL FUND	0	79,361
	AMERICAN FUNDS AMCAP R6	MUTUAL FUND	0	375,094
	AMERICAN FUNDS FDMNTL INV R5	MUTUAL FUND	0	63,128

Attachment to 2012 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name HOMEMAKER'S UPSTATE GROUP, INC. RETIREMENT PLAN & TRUST **EIN:** 16-0979130
Plan Sponsor's Name HOMEMAKERS UPSTATE GROUP, INC. **PN:** 001

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
	AMERICAN FUNDS GRWTH FUND R5	MUTUAL FUND	0	0
	AMERICAN FUNDS NEW PERSPECTIVE R5	MUTUAL FUND	0	34,877
	AMERICAN FUNDS NEW WORLD R5	MUTUAL FUND	0	37,363
	AMERICAN FUNDS CAP WLD G&I R5	MUTUAL FUND	0	63,916
	T ROWE PRICE MID CAP VALUE	MUTUAL FUND	0	48,122
	COLUMBIA VALUE & RESTRUCTURING	MUTUAL FUND	0	0
	VANGUARD SELECTED VALUE	MUTUAL FUND	0	31,646

Attachment to 2012 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name HOMEMAKER'S UPSTATE GROUP, INC. RETIREMENT PLAN & TRUST **EIN:** 16-0979130
Plan Sponsor's Name HOMEMAKERS UPSTATE GROUP, INC. **PN:** 001

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
	VANGUARD 500 INDEX	MUTUAL FUND	0	199,999
	VANGUARD REIT INDEX	MUTUAL FUND	0	56,502
	VANGUARD INFLATION PROTECTED SECURI	MUTUAL FUND	0	124,274
	VANGUARD SMALL-CAP GRTH INDEX	MUTUAL FUND	0	16,948
	VANGUARD MORGAN GROWTH	MUTUAL FUND	0	104,672
	VANGUARD WINDSOR II FUND	MUTUAL FUND	0	33,603