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:
- [X] Form 5558;
- [ ] automatic extension;
- [ ] the DFVC program;
- [ ] special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
ERDMAN, ANTHONY HOLDING COMPANY, INC. 401(K) PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 01/01/1986

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

ERDMAN ANTHONY HOLDING COMPANY, INC.

145 CULVER ROAD SUITE 200
ROCHESTER, NY 14620

2b Employer Identification Number (EIN)
16-1404980

2c Sponsor's telephone number
585-427-8888

2d Business code (see instructions)
541330

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.	07/30/2013	STEPHEN EASTON
	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:	**4b** EIN	
a Sponsor's name	**4c** PN	
5 Total number of participants at the beginning of the plan year	**5**	411
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**	270
b Retired or separated participants receiving benefits	**6b**	0
c Other retired or separated participants entitled to future benefits	**6c**	103
d Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	373
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f Total. Add lines **6d** and **6e**	**6f**	373
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	329
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	14
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 2F 2G 2J 2K 2T 3D 3H

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

9a Plan funding arrangement (check all that apply)

(1)	[X]	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)	[X]	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)	[X]	1	**A** (Insurance Information)
(4)	[X]		**C** (Service Provider Information)
(5)	[ ]		**D** (DFE/Participating Plan Information)
(6)	[ ]		**G** (Financial Transaction Schedules)

SCHEDULE A (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Insurance Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).

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

▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).

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
ERDMAN, ANTHONY HOLDING COMPANY, INC. 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
ERDMAN ANTHONY HOLDING COMPANY, INC.

D Employer Identification Number (EIN)
16-1404980

Part I **Information Concerning Insurance Contract Coverage, Fees, and Commissions** Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.

1 Coverage Information:

(a) Name of insurance carrier

GREAT-WEST LIFE & ANNUITY INSURANCE COMPANY OF NEW YORK

(b) EIN	**(c)** NAIC code	**(d)** Contract or identification number	**(e)** Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	**(g)** To
93-1225432	60214	1114235-01	81	01/01/2012	12/31/2012

2 Insurance fee and commission information. Enter the total fees and total commissions paid. List in line 3 the agents, brokers, and other persons in descending order of the amount paid.

(a) Total amount of commissions paid	**(b)** Total amount of fees paid

3 Persons receiving commissions and fees. (Complete as many entries as needed to report all persons).

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

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	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

Part II Investment and Annuity Contract Information

Where individual contracts are provided, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

4	Current value of plan's interest under this contract in the general account at year end	4	2821417
5	Current value of plan's interest under this contract in separate accounts at year end	5	0

6 Contracts With Allocated Funds:

a State the basis of premium rates ▶

b	Premiums paid to carrier	6b	
c	Premiums due but unpaid at the end of the year	6c	
d	If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount.	6d	

Specify nature of costs ▶

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity

(3) ☐ other (specify) ▶

f If contract purchased, in whole or in part, to distribute benefits from a terminating plan check here ▶ ☐

7 Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)

a Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee

(3) ☐ guaranteed investment (4) ☒ other ▶ GROUP ANNUITY CONTRACT

b	Balance at the end of the previous year			7b	0
c	Additions: (1) Contributions deposited during the year	7c(1)	3182256		
	(2) Dividends and credits	7c(2)	0		
	(3) Interest credited during the year	7c(3)	15749		
	(4) Transferred from separate account	7c(4)	3357165		
	(5) Other (specify below)	7c(5)	5364		
	▶ LOAN PAYMENTS				
	(6) Total additions			7c(6)	6560534
d	Total of balance and additions (add lines **7b** and **7c(6)**).			7d	6560534
e	Deductions:				
	(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	15036		
	(2) Administration charge made by carrier	7e(2)	-4415		
	(3) Transferred to separate account	7e(3)	3728496		
	(4) Other (specify below)	7e(4)			
	▶				
	(5) Total deductions			7e(5)	3739117
f	Balance at the end of the current year (subtract line **7e(5)** from line **7d**)			7f	2821417

Part III Welfare Benefit Contract Information

If more than one contract covers the same group of employees of the same employer(s) or members of the same employee organizations(s), the information may be combined for reporting purposes if such contracts are experience-rated as a unit. Where contracts cover individual employees, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

8 Benefit and contract type (check all applicable boxes)

- **a** ☐ Health (other than dental or vision)
- **b** ☐ Dental
- **c** ☐ Vision
- **d** ☐ Life insurance
- **e** ☐ Temporary disability (accident and sickness)
- **f** ☐ Long-term disability
- **g** ☐ Supplemental unemployment
- **h** ☐ Prescription drug
- **i** ☐ Stop loss (large deductible)
- **j** ☐ HMO contract
- **k** ☐ PPO contract
- **l** ☐ Indemnity contract
- **m** ☐ Other (specify) ▶

9 Experience-rated contracts:				
a Premiums: (1) Amount received	**9a(1)**			
(2) Increase (decrease) in amount due but unpaid	**9a(2)**			
(3) Increase (decrease) in unearned premium reserve	**9a(3)**			
(4) Earned (**(1)** + **(2)** - **(3)**)			**9a(4)**	0
b Benefit charges (1) Claims paid	**9b(1)**			
(2) Increase (decrease) in claim reserves	**9b(2)**			
(3) Incurred claims (add **(1)** and **(2)**)			**9b(3)**	0
(4) Claims charged			**9b(4)**	
c Remainder of premium: (1) Retention charges (on an accrual basis) --				
(A) Commissions	**9c(1)(A)**			
(B) Administrative service or other fees	**9c(1)(B)**			
(C) Other specific acquisition costs	**9c(1)(C)**			
(D) Other expenses	**9c(1)(D)**			
(E) Taxes	**9c(1)(E)**			
(F) Charges for risks or other contingencies	**9c(1)(F)**			
(G) Other retention charges	**9c(1)(G)**			
(H) Total retention			**9c(1)(H)**	0
(2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.)			**9c(2)**	
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement			**9d(1)**	
(2) Claim reserves			**9d(2)**	
(3) Other reserves			**9d(3)**	
e Dividends or retroactive rate refunds due. (Do not include amount entered in line **9c(2)**.)			**9e**	
10 Nonexperience-rated contracts:				
a Total premiums or subscription charges paid to carrier			**10a**	
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, line 2 above, report amount.			**10b**	

Specify nature of costs ▶

Part IV Provision of Information

11 Did the insurance company fail to provide any information necessary to complete Schedule A? ☐ Yes ☒ No

12 If the answer to line 11 is "Yes," specify the information not provided. ▶

SCHEDULE C (Form 5500)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ **File as an attachment to Form 5500.**	**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	**B** Three-digit plan number (PN) ▶	
ERDMAN, ANTHONY HOLDING COMPANY, INC. 401(K) PLAN		001
C Plan sponsor's name as shown on line 2a of Form 5500	**D** Employer Identification Number (EIN)	
ERDMAN ANTHONY HOLDING COMPANY, INC.	16-1404980	

Part I Service Provider Information (see instructions)

You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions).. . . . . ☐ Yes ☒ No

b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

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(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

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

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
64 60 37 65	RECORDKEEPER	1676	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] No [ ]

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

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

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

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

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

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

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

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

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

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

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

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received $1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

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

(complete as many entries as needed)

a	Name:	**b** EIN:
c	Position:	
d	Address:	**e** Telephone:

Explanation:

a	Name:	**b** EIN:
c	Position:	
d	Address:	**e** Telephone:

Explanation:

a	Name:	**b** EIN:
c	Position:	
d	Address:	**e** Telephone:

Explanation:

a	Name:	**b** EIN:
c	Position:	
d	Address:	**e** Telephone:

Explanation:

a	Name:	**b** EIN:
c	Position:	
d	Address:	**e** Telephone:

Explanation:

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

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
ERDMAN, ANTHONY HOLDING COMPANY, INC. 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
ERDMAN ANTHONY HOLDING COMPANY, INC.

D Employer Identification Number (EIN)
16-1404980

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)	10123	0
(2) Participant contributions	1b(2)	47729	0
(3) Other	1b(3)	0	0
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	2375828	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)	253535	245056
(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)	0	0
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	19862515	22042446
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)	0	2821417
(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	22549730	25108919
Liabilities			
g Benefit claims payable	1g	0	0
h Operating payables	1h		
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	22549730	25108919

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)	292179	
(B) Participants	2a(1)(B)	1397733	
(C) Others (including rollovers)	2a(1)(C)	215422	
(2) Noncash contributions	2a(2)	0	
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		1905334
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	176	
(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)	14683	
(F) Other	2b(1)(F)	15749	
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		30608
(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)	621805	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		621805
(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)		2320826
c Other income	2c		0
d Total income. Add all **income** amounts in column (b) and enter total	2d		4878573
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	2313640	
(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)		2313640
f Corrective distributions (see instructions)	2f		0
g Certain deemed distributions of participant loans (see instructions)	2g		4068
h Interest expense	2h		0
i Administrative expenses: (1) Professional fees	2i(1)	0	
(2) Contract administrator fees	2i(2)	1676	
(3) Investment advisory and management fees	2i(3)	0	
(4) Other	2i(4)	0	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		1676
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		2319384
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		2559189
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: MENGEL, METZGER, BARR & CO., LL **(2)** EIN: 16-1092347

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		500000
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	X		

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

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

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

Part V Trust Information (optional)

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

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
ERDMAN, ANTHONY HOLDING COMPANY, INC. 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
ERDMAN ANTHONY HOLDING COMPANY, INC.

D Employer Identification Number (EIN)
16-1404980

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): 04-6568107 84-1455663

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):

ERDMAN, ANTHONY HOLDING COMPANY, INC.
401(k) PLAN

ROCHESTER, NEW YORK

FINANCIAL STATEMENTS

SUPPLEMENTAL SCHEDULE

AND

INDEPENDENT AUDITOR'S REPORT

DECEMBER 31, 2012 AND 2011



MENGEL METZGER BARR & CO. LLP

Certified Public Accountants

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MENGEL METZGER BARR & CO. LLP
Certified Public Accountants

INDEPENDENT AUDITOR'S REPORT

Plan Administrator
Erdman, Anthony Holding Company, Inc.
401(k) Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Erdman, Anthony Holding Company, Inc. 401(k) 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 ended December 31, 2012 and 2011, 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 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.

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Additional Offices: Elmira, NY • Hornell, NY • Ithaca, NY • An Independent Member of the BDO Seidman Alliance

WE VALUE YOUR FUTURE

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 (ERISA), the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note D, which was certified by Great-West Trust Company, LLC, Great-West Life & Annuity Insurance Company of New York, and Fidelity Management Trust Company, the trustees of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that Fidelity Management Trust Company held the plan's investment assets and executed investment transactions as of December 31, 2010 and for the period from January 1, 2011 to September 28, 2012, and Great-West Trust Company, LLC and Great-West Life & Annuity Insurance Company of New York held the plan's investment assets and executed investment transactions as of December 31, 2012 and for the period from September 29, 2012 to December 31, 2012. The plan administrator has obtained certifications from the trustees as of December 31, 2012 and 2011 and for the years ended December 31, 2012 and 2011, that the information provided to the plan administrator by the trustees 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.

Other Matter

The supplemental Schedule of Assets Held for Investment Purposes at End of Year – December 31, 2012 is required by the DOL's Rules and Regulations for Reporting and Disclosure under ERISA 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 trustees, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the DOL's Rules and Regulations for Reporting and Disclosure under ERISA.

Mengel, Metzger, Barr & Co. LLP

Rochester, New York
July 23, 2013

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ERDMAN, ANTHONY HOLDING COMPANY, INC.
401(k) PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

ASSETS	December 31, 2012	2011
Investments, at fair value:		
Shares of Registered Investment Companies	$ 22,042,446	$ 22,238,343
Guaranteed Investment Contracts - allocated	2,818,916	-
Guaranteed Investment Contracts - unallocated	2,501	-
Receivables:		
Notes receivable from participants	245,056	253,535
Employee contributions	-	47,729
Employer contributions	-	10,123
NET ASSETS AVAILABLE FOR BENEFITS	$ 25,108,919	$ 22,549,730

See accompanying independent auditor's report and notes to financial statements.

ERDMAN, ANTHONY HOLDING COMPANY, INC.
401(k) PLAN

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

	Year ended December 31,	
	2012	2011
ADDITIONS		
Additions to net assets attributed to:		
Investment interest and dividend income	$ 659,450	$ 493,224
Investment results from guaranteed investment contracts	15,693	-
Interest income attributable to notes receivable from participants	17,044	18,900
Net appreciation (depreciation) in fair value of investments	2,291,510	(1,476,593)
	2,983,697	(964,469)
Contributions:		
Employer	292,179	279,752
Employees	1,397,733	1,504,111
Rollover	215,422	317,752
	1,905,334	2,101,615
TOTAL ADDITIONS	4,889,031	1,137,146
DEDUCTIONS		
Deductions from net assets attributed to:		
Benefits paid to participants	2,328,166	2,259,303
Administrative expenses	1,676	13,359
TOTAL DEDUCTIONS	2,329,842	2,272,662
NET INCREASE (DECREASE)	2,559,189	(1,135,516)
Net assets available for benefits at beginning of year	22,549,730	23,685,246
NET ASSETS AVAILABLE FOR BENEFITS AT END OF YEAR	$ 25,108,919	$ 22,549,730

See accompanying independent auditor's report and notes to financial statements.

ERDMAN, ANTHONY HOLDING COMPANY, INC.
401(k) PLAN

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2012 AND 2011

NOTE A: DESCRIPTION OF THE PLAN

The following description of the Erdman, Anthony Holding Company, Inc. 401(k) Plan (the "Plan") provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan covering all employees of Erdman, Anthony Holding Company, Inc.; Erdman, Anthony and Associates, Inc., a New York corporation; Erdman, Anthony Associates, Inc., a Pennsylvania corporation; Erdman, Anthony and Associates of Massachusetts, Inc., a former Massachusetts corporation; and Erdman, Anthony of Florida, Inc., a Florida corporation; except leased employees, nonresident aliens with no U.S. source of income and union employees. The minimum age requirement is 18 years for entry into the Plan. One year of service must be completed in order to participate in the employer's discretionary contributions. Employees are eligible to enter the Plan on the first day of the month following the date the employee satisfies the eligibility requirements. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). As described in Note I, on February 12, 2003, Erdman Anthony and Associates of Massachusetts, Inc. ceased operations and sold the majority of its net assets. As a result, the employees of this operation ceased being active plan participants.

Contributions

Participants may contribute up to 60% of their compensation in any one calendar year subject to Internal Revenue Service limitations. The Company contributed and allocated to each participant's account an amount equal to 30% of the employee's elective deferrals, up to a maximum of 8% of the employee's compensation. In addition, the Company, at its sole discretion, may make a contribution to the Plan and allocate this contribution to each participant based on the ratio of the participant's compensation to total compensation of all the Plan's eligible participants for the year.

Participant accounts

Each participant's account is credited with the participant's contribution and an allocation of (a) the Company's contributions and (b) Plan earnings or losses. A participant is entitled only to the benefit that can be provided from the participant's account.

Investment options

Participants direct contributions, including employer match contributions and employer discretionary contributions, into various investment options of their choice allowed by the Plan.

NOTE A: DESCRIPTION OF THE PLAN, Cont'd

Vesting

Participants are immediately vested in their voluntary contributions and employer discretionary contributions plus actual earnings thereon. Vesting in the remainder of their accounts is based on years of continuous service. Participants will be 100% vested in the employer's matching contributions after three years of service.

Accounts withdrawn or forfeited

Participants who terminate employment prior to the vesting of the employer matching contributions to their retirement accounts forfeit such contributions. Such forfeitures are used to pay administrative expenses and any excess may be allocated to remaining participants through the employer's discretionary contribution or used to offset future matching contributions required by the employer. During 2012 and 2011, $9,156 and $45,956, respectively, of forfeitures were used to reduce the Company's matching contributions.

Payment of benefits

On termination of service, a participant with less than $1,000 of vested interest in his or her account will receive a lump-sum distribution. If the participant's vested interest in his or her account exceeds $1,000 at termination of service, a lump-sum amount or installment payments equal to the vested value of his or her account will be made if requested by the participant. Benefits are recorded when paid.

NOTE B: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of accounting

The financial statements of the Plan are prepared under the accrual method of accounting.

Valuation of investments and income recognition

The investments are valued at fair value as determined by the trustees at December 31, 2012 and 2011. Fair value measurements are described in Note K. Dividend income is recorded on the ex-dividend date and interest income is recorded as earned on the accrual basis.

Valuation of guaranteed investment contracts

Accounting principles generally accepted in the United States of America (GAAP) requires that the statement of net assets available for benefits presents the fair value of the Plan's investments as well as the adjustment from fair value to contract value for the fully benefit-responsive investment contracts. The statement of changes in net assets available for benefits is prepared on a contract value basis for the fully benefit-responsive investment contracts.

The guaranteed investment contracts are valued at contract value, because they are fully benefit responsive. Contract value represents contributions made under the contracts, plus interest at the contract rate, less funds used to pay retirement benefits and administrative expenses. There are no reserves against contract value for credit risk of the contract issuer or otherwise.

Contributions made to the guaranteed investment contracts are invested in the Great-West Life & Annuity Insurance Company of New York's Guaranteed Interest Fund. The principal invested in the Fund is guaranteed as long as the contract is in force. The Guaranteed Interest Fund has interest rates established quarterly, for the entire fund, regardless of when the funds are deposited. The credited interest rate may stay the same or change each quarter.

The Guaranteed Interest Fund is a general account product. The methodology for calculating the interest crediting rate is based on the earnings of the underlying assets in the entire medium-long term new portfolio compared to the minimum interest crediting rate, as stated in the contract, and prevailing market conditions. Interest crediting rate is reset quarterly. The effective annual interest rate will never be less than 0%. The guaranteed interest rate at December 31, 2012 was 2.15%.

The fair value of these investments reflects the relationship between credited rates earned by funds held in the Guaranteed Interest Fund and current market rates. Higher credited rates will produce a higher fair value than lower credited rates under similar market interest rate environments.

Fair value for the Guaranteed Interest Fund, prior to contract determination, equals the contract value.

NOTE B: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, Cont'd

The average yield earned by the plan for the benefit responsive fund can be derived by averaging the quarterly gross interest rates for the fund over the year. The average for 2012 is 2.23%.

The actual average yield earned by the plan for the benefit responsive fund can be derived by averaging the plan's quarterly interest rates. That average for 2012 is 2.15%.

Certain events may limit the ability of the plan sponsor and/or plan participants to transact at contact value with Great-West Life & Annuity Insurance Company of New York. Examples of these events would include (but would not be limited to) full or partial plan termination and premature termination of the guaranteed investment contract. The Plan administrator does not believe that the occurrence of any of the aforementioned events, which would limit the Plan's ability to transact with Great-West Life & Annuity Insurance Company of New York at contract value with participants, are probable.

The investment in guaranteed investment contracts is an alternative investment. Because alternative investments are not readily marketable, their estimated value is subject to uncertainty and therefore may differ from the value that would have been used had a ready market for such investments existed. Such difference could be material.

Administrative expenses

Administrative expenses of the Plan are paid by the Plan out of forfeitures from non-vested balances of terminated participants.

Uses of estimates in the preparation of financial statements

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

Subsequent events

The Plan has conducted an evaluation of potential subsequent events occurring after the statement of net assets available for benefits date through July 23, 2013, which is the date the financial statements are available to be issued. No subsequent events requiring disclosure were noted.

NOTE C: INVESTMENTS

The fair value of individual investments that represent five percent or more of the Plan's net assets available for benefits are as follows:

	December 31,	
	2012	2011
Shares of Registered Investment Companies:		
PIMCO Total Return Admin	$ 2,891,986	N/A
Prudential Jennison Growth Z	2,492,087	N/A
American Funds Washington Mutual R4	2,418,057	N/A
Great-West Lifetime 2015 Fund II T	2,212,825	N/A
American Funds Europacific GR R4	2,103,980	N/A
Great-West Lifetime 2025 Fund II T	1,901,582	N/A
American Funds American Balanced R4	1,655,375	N/A
Vanguard Institutional Index	1,372,484	N/A
Fidelity Magellan Fund	N/A	2,515,481
Fidelity Equity Income Fund	N/A	2,411,157
Fidelity Intermediate Bond Fund	N/A	2,975,987
Fidelity Puritan Fund	N/A	1,666,284
Fidelity Diversified International Fund	N/A	2,188,726
Fidelity Retirement Money Market Fund	N/A	2,375,826
Fidelity Low Priced Stock Fund	N/A	1,378,089
Guaranteed Investment Contract:		
Guaranteed Interest Fund, at contract value	2,821,417	N/A

During 2012 and 2011, the Plan's investments in registered investment companies (including gains and losses on investments bought and sold as well as held during the year) appreciated (depreciated) in value by $2,291,510 and ($1,476,593), respectively.

NOTE D: FINANCIAL INFORMATION CERTIFIED BY THE TRUSTEES (UNAUDITED)

The Plan's funds were maintained by Fidelity Management Trust Company, the Plan's trustee through September 28, 2012. Effective September 29, 2012, Great West Trust Company, LLC and Great-West Life & Annuity Insurance Company of New York became the trustees of the Plan and custodians of the Plan's assets. The plan administrator has instructed the independent public accountants not to examine the information as of and for the years ended December 31, 2012 and 2011, certified as complete and accurate by the trustees which includes the following:

- Investments, at fair value
- Notes receivable from participants
- Investment interest and dividend income
- Investment results from guaranteed investment contracts
- Interest income attributable to notes receivable from participants
- Net appreciation (depreciation) in fair value of investments
- Schedule of Assets Held for Investment Purposes at End of Year – December 31, 2012

NOTE E: NOTES RECEIVABLE FROM PARTICIPANTS

Notes receivable from participants are measured and valued at their unpaid principal balance plus any accrued but unpaid interest. Participants may borrow an amount which does not exceed the lesser of $50,000 or 50% of the participants' account. The interest rate charged on notes is based on prevailing interest rates charged by persons in the business of lending money from loans which would be made under similar circumstances. The interest rate remains fixed throughout the duration of the loan. Principal and interest payments on the loans are redeposited in the participants' accounts based on their current allocation elections.

The Plan classifies all notes receivable from participants as in default if any scheduled loan repayment is not made by the end of the calendar quarter following the calendar quarter in which a payment is first missed. Defaulted loans are deemed distributed and recorded as benefits paid to participants in the statement of changes in net assets available for benefits.

NOTE F: PLAN TERMINATION

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

NOTE G: TAX STATUS

The Internal Revenue Service has determined and informed the Plan applicant by a letter dated March 2008, that the Prototype Plan adopted by the Company in 2012 Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code. The Plan has been amended since receiving the determination letter. However, the Plan administrator and the Plan's tax counsel believe that the Plan is designed and currently being operated in compliance with the applicable requirements of the Internal Revenue Code.

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 reduce an asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the Internal Revenue Service. The Plan Administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2012, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or reduction in an asset) or disclosure in the financial statements. The Plan is subject to routine audits by tax jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan Administrator believes it is no longer subject to income tax examinations for years prior to December 31, 2009. In addition, because the 5500 for the plan year ended December 31, 2010 was audited by the IRS with no changes made, the Plan administrator believes it is unlikely that plan years ended December 31, 2009 and 2010 would be audited.

NOTE H: PARTY-IN-INTEREST TRANSACTIONS

The Plan considers only "prohibited transactions" as reportable party-in-interest transactions. The Plan had no such reportable party-in-interest transactions.

NOTE I: DISCONTINUED OPERATION

Effective February 12, 2003, Erdman Anthony and Associates of Massachusetts, Inc. ceased operations and sold the majority of its net assets. As a result, the employees of this operation ceased being active participants of the Plan on February 12, 2003. Participants are able to remain in the Plan once terminated from employment. Approximately $323,000 of plan assets at December 31, 2012 relate to the participants from the Massachusetts operation.

NOTE J: RISKS AND UNCERTAINTIES

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market and credit 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 statements of net assets available for benefits.

NOTE K: FAIR VALUE MEASUREMENTS

Guidance issued by the Financial Accounting Standards Board establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under FASB ASC 820-10 are described below:

- Level 1 - Quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.
- Level 2 - Quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in inactive markets; inputs other than quoted prices that are observable for the asset or liability; or inputs that are derived principally from or corroborated by observable market data by correlation or other means.
- Level 3 - Instruments whose significant inputs are unobservable.

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

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in methodologies used at December 31, 2012 and 2011.

Mutual funds and cash equivalents: Valued at the net asset value (NAV) of shares held by the Plan at year end.

Guaranteed Investment Contracts: Valued fair value based on the estimated liquation value. Also see Note B for additional factors used to measure fair value.

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

NOTE K: FAIR VALUE MEASUREMENTS, Cont'd

The following presents the financial instruments measured at fair value on a recurring basis at December 31, 2012 and 2011:

	Level 1	Level 2	Level 3	Total
December 31, 2012				
Investment securities:				
Mutual funds:				
Large Growth	$ 2,492,087	$ -	$ -	$ 2,492,087
Large Value	2,418,057	-	-	2,418,057
Large Blend	1,408,122	-	-	1,408,122
Foreign Medium Blend	46,226	-	-	46,226
Foreign Large Blend	2,103,980	-	-	2,103,980
World Bond	39,454	-	-	39,454
Intermediate-Term Bond	2,891,986	-	-	2,891,986
Inflation-Protected Bond	141,154	-	-	141,154
Moderate Allocation	1,655,376	-	-	1,655,376
World Allocation	67,161	-	-	67,161
Mid-Cap Growth	146,696	-	-	146,696
Mid-Cap Value	5,432	-	-	5,432
Mid-Cap Blend	1,202,223	-	-	1,202,223
Target Date	6,345,467	-	-	6,345,467
Small Growth	437,952	-	-	437,952
Small Value	50	-	-	50
Small Blend	608,754	-	-	608,754
Real Estate	32,269	-	-	32,269
Total Mutual Funds	22,042,446	-	-	22,042,446
Guaranteed Investment Contracts	-	2,821,417	-	2,821,417
Total Assets	$ 22,042,446	$ 2,821,417	$ -	$ 24,863,863

NOTE K: FAIR VALUE MEASUREMENTS, Cont'd

	Level 1	Level 2	Level 3	Total
December 31, 2011				
Investment securities:				
Mutual funds:				
Large Growth	$ 2,948,647	$ -	$ -	$ 2,948,647
Large Value	2,411,157	-	-	2,411,157
Large Blend	1,517,906	-	-	1,517,906
Foreign Large Blend	2,188,726	-	-	2,188,726
Intermediate - Term Bond	2,975,987	-	-	2,975,987
Moderate Allocation	1,666,284	-	-	1,666,284
Mid-Cap Blend	1,378,089	-	-	1,378,089
Target Date	3,532,457	-	-	3,532,457
Retirement Income	144,079	-	-	144,079
Small Growth	371,250	-	-	371,250
Small Blend	727,935	-	-	727,935
Total Mutual Funds	19,862,517	-	-	19,862,517
Cash equivalents	2,375,826	-	-	2,375,826
Total Assets	$ 22,238,343	$ -	$ -	$ 22,238,343

ERDMAN, ANTHONY HOLDING COMPANY, INC.
401(k) PLAN

SUPPLEMENTAL SCHEDULE

ERDMAN, ANTHONY HOLDING COMPANY, INC.
401(k) PLAN
EIN: 16-1404980
PLAN NUMBER: 001

FORM 5500 – SCHEDULE H – PART IV

ITEM 4(i) – SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES
AT END OF YEAR - DECEMBER 31, 2012

(a)	(b) & (c) Identity of issue, borrower, lessor or similar party and description of investment including maturity date, rate of interest, collateral, par or maturity value		(e) Current value
	Shares	Registered Investment Company	
	4,582.388	AllianceBernstein Global Bond I	$ 39,454
	81,265.369	American Funds American Balanced R4	1,655,375
	51,975.783	American Funds Europacific GR R4	2,103,980
	77,751.047	American Funds Washington Mutual R4	2,418,057
	3,386.825	Blackrock Global Allocation Institutional	67,161
	499.747	Cohen & Steers Realty Shares	32,269
	1,173.491	Columbia Small Cap Growth I Z	32,236
	34,354.045	Columbia Small Cap Index A	608,754
	41,556.262	Dreyfus Mid Cap Index Fund	1,202,223
*	166,003.377	Great-West Lifetime 2015 Fund II T	2,212,825
*	12,306.071	Great-West Lifetime 2025 Fund I T	163,425
*	134,768.404	Great-West Lifetime 2025 Fund II T	1,901,582
*	25,895.403	Great-West Lifetime 2025 Fund III T	373,412
*	1,247.388	Great-West Lifetime 2035 Fund I T	17,526
*	47,069.300	Great-West Lifetime 2035 Fund II T	690,977
*	30,971.293	Great-West Lifetime 2035 Fund III T	460,233
*	984.427	Great-West Lifetime 2045 Fund I T	14,156
*	17,322.942	Great-West Lifetime 2045 Fund II T	258,285
*	16,014.397	Great-West Lifetime 2045 Fund III T	241,497
*	31.447	Great-West Lifetime 2055 Fund II T	465
*	730.654	Great-West Lifetime 2055 Fund III T	11,084
	1,053.134	Invesco Developing Markets R5	35,638
	2,232.050	Invesco International Small Company R5	46,226
	254.537	Perkins Mid Cap Value Fund T	5,432
	11,504.018	PIMCO Real Return Admin	141,154
	257,294.147	PIMCO Total Return Admin	2,891,986
	114,315.943	Prudential Jennison Growth Z	2,492,087
	17,316.121	Prudential Jennison Small Company Z	405,717
	2,597.769	T. Rowe Price Mid Cap Growth	146,696
	10,515.505	Vanguard Institutional Index	1,372,484
	1.536	Victory Small Company Opportunity I	50
			22,042,446
**		Guaranteed Interest Fund at 2.15%	2,821,417
***	Participant loans	Maturity dates through April 2018, interest rates from 4.25% to 11.25% per annum	245,056
		TOTAL	$ 25,108,919

* Party-in-interest is the Great-West Trust Company, LLC
** Party-in-interest is the Great-West Life & Annuity Insurance Company of New York
*** Additional party-in-interest
Note: Column (d) is not required.

ASSETS HELD FOR INVESTMENT PURPOSES

Erdman, Anthony Holding Company, Inc. 401k Plan
01-JAN-12 to 31-DEC-12

INVESTMENT OPTION	MATURITY DATE	INTEREST RATE	COST OF ASSETS	CURRENT VALUE
1MX15MT			2,231,205.70	2,212,825.01
1MX25CT			163,888.47	163,424.62
1MX25MT			1,903,566.91	1,901,582.11
1MX25AT			370,397.88	373,411.70
1MX35CT			17,444.68	17,525.80
1MX35MT			686,051.25	690,977.32
1MX35AT			458,652.87	460,233.41
1MX45CT			14,103.31	14,156.05
1MX45MT			255,150.47	258,285.08
1MX45AT			238,676.37	241,497.11
1MX55MT			462.25	465.10
1MX55AT			10,984.25	11,084.03
1ANAIX			39,649.98	39,454.36
1AFEP4			2,045,796.30	2,103,979.79
1MALOX			66,485.26	67,160.73
1GTDIX			34,766.62	35,638.05
1IEGIX			45,382.32	46,225.75
1CSRSX			33,650.87	32,268.64
1CMSCX			31,904.67	32,235.78
1NMSAX			616,511.22	608,753.69
1PSCZX			395,355.07	405,716.72
1VSOIX			49.81	49.80
1PESPX			1,210,521.24	1,202,222.71
1JMCVX			5,547.39	5,431.81
1RPMGX			150,385.79	146,696.05
1AFWM4			2,434,583.17	2,418,057.59
1PJFZX			2,525,725.97	2,492,087.54
1VINIX			1,386,437.09	1,372,483.67
1RLBEX			1,647,187.95	1,655,375.56
1PARRX			144,940.21	141,154.30
1PTRAX			2,976,807.50	2,891,986.18
1NYACGF		2.150	2,803,875.02	2,818,915.62
			24,946,147.86	**24,861,361.68**
PARTICIPANT LOANS	VARIOUS	4.250-11.250	244,725.97	245,055.82
FORFEITURES			2,444.90	2,501.11

ASSETS HELD FOR INVESTMENT PURPOSES

Erdman, Anthony Holding Company, Inc. 401k Plan
01-JAN-12 to 31-DEC-12

INVESTMENT OPTION	MATURITY DATE	INTEREST RATE	COST OF ASSETS	CURRENT VALUE

LEGEND

INVESTMENT OPTION:

1MX15MT	Great-West Lifetime 2015 Fund II T	1MX25CT	Great-West Lifetime 2025 Fund I T
1MX25MT	Great-West Lifetime 2025 Fund II T	1MX25AT	Great-West Lifetime 2025 Fund III T
1MX35CT	Great-West Lifetime 2035 Fund I T	1MX35MT	Great-West Lifetime 2035 Fund II T
1MX35AT	Great-West Lifetime 2035 Fund III T	1MX45CT	Great-West Lifetime 2045 Fund I T
1MX45MT	Great-West Lifetime 2045 Fund II T	1MX45AT	Great-West Lifetime 2045 Fund III T
1MX55MT	Great-West Lifetime 2055 Fund II T	1MX55AT	Great-West Lifetime 2055 Fund III T
1ANAIX	AllianceBernstein Global Bond I	1AFEP4	American Funds EuroPacific Gr R4
1MALOX	BlackRock Global Allocation Instl	1GTDIX	Invesco Developing Markets R5
1IEGIX	Invesco International Small Company R5	1CSRSX	Cohen & Steers Realty Shares
1CMSCX	Columbia Small Cap Growth I Z	1NMSAX	Columbia Small Cap Index A
1PSCZX	Prudential Jennison Small Company Z	1VSOIX	Victory Small Company Opportunity I
1PESPX	Dreyfus Mid Cap Index Fund	1JMCVX	Perkins Mid Cap Value Fund T
1RPMGX	T. Rowe Price Mid Cap Growth	1AFWM4	American Funds Washington Mutual R4
1PJFZX	Prudential Jennison Growth Z	1VINIX	Vanguard Institutional Index Instl
1RLBEX	American Funds American Balanced R4	1PARRX	PIMCO Real Return Admin
1PTRAX	PIMCO Total Return Admin	1NYACGF	Guaranteed Interest Fund

COST OF ASSETS: The original cost of the assets in each investment option as of the last day of the plan year
CURRENT VALUE: The value of all assets in each investment option as of the last day of the plan year