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
A.L. GEORGE LLC. 401(K) SALARY SAVINGS PLAN

1b Three-digit plan number (PN) ▶ 002

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)

A.L. GEORGE LLC

1 LINK DR
BINGHAMTON, NY 13904

2b Employer Identification Number (EIN)
16-1613705

2c Sponsor's telephone number
607-722-2300

2d Business code (see instructions)
424800

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	ANTHONY VAN SLYKE
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	07/30/2013	ANTHONY VAN SLYKE
	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**	253
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**	239
b Retired or separated participants receiving benefits	**6b**	0
c Other retired or separated participants entitled to future benefits	**6c**	16
d Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	255
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f Total. Add lines **6d** and **6e**	**6f**	255
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	142
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	10
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 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)	[ ]	Insurance
(2)	[ ]	Code section 412(e)(3) insurance contracts
(3)	[X]	Trust
(4)	[ ]	General assets of the sponsor

9b Plan benefit arrangement (check all that apply)

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

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

a Pension Schedules

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

b General Schedules

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

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

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
A.L. GEORGE LLC

D Employer Identification Number (EIN)
16-1613705

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)

HARTFORD RETIREMENT SERVICES, LLC

26-1589907

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 37 38 49 50 59 60 62 63 64 65 72 99	N/A	4676	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [ ] No [X]

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

MORNINGSTAR ASSOCIATES, LLC

36-4317381

(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?
49	N/A	0	Yes [X] No [ ]	Yes [ ] No [X]	19	Yes [ ] No [X]

(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
HARTFORD RETIREMENT SERVICES, LLC	52 59 60 63	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
SEE FEE AND COMPENSATION REPORT 26-1589907	SEE FEE AND COMPENSATION DISCLOSURE REPORT ATTACH

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
MORNINGSTAR ASSOC LLC	49	19

(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.
HARTFORD RETIREMENT SERVICES 06-0974148	SEE FEE AND COMPENSATION DISCLOSURE REPORT ATTACH

(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

(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

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 D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan 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.**

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
A.L. GEORGE LLC. 401(K) SALARY SAVINGS PLAN

B Three-digit plan number (PN) ▶ 002

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
A.L. GEORGE LLC

D Employer Identification Number (EIN)
16-1613705

Part I **Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)**
(Complete as many entries as needed to report all interests in DFEs)

a Name of MTIA, CCT, PSA, or 103-12 IE: SEI FIXED FUND

b Name of sponsor of entity listed in (a): SEI TRUST COMPANY

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
23-2852249-001	C	1780596

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

Part II Information on Participating Plans (to be completed by DFEs)

(Complete as many entries as needed to report all participating plans)

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

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a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

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
A.L. GEORGE LLC. 401(K) SALARY SAVINGS PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
A.L. GEORGE LLC

D Employer Identification Number (EIN)
16-1613705

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		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	179075	181295
(2) Participant contributions	1b(2)		
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	241973	310047
(9) Value of interest in common/collective trusts	1c(9)	1610576	1780596
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	6208769	7361942
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)	21593	

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	8261986	9633880
Liabilities			
g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j	8785	8785
k Total liabilities (add all amounts in lines 1g through1j)	1k	8785	8785
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	8253201	9625095

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)	309859	
(B) Participants	2a(1)(B)	351338	
(C) Others (including rollovers)	2a(1)(C)	6797	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		667994
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	12866	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		12866
(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	164997	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		164997
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(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)		13553
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		766516
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		1625926
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	249357	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines **2e(1)** through **(3)**	2e(4)		249357
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: **(1)** Professional fees	2i(1)	4675	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		4675
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		254032
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		1371894
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: BOWERS & COMPANY CPAS PLLC **(2)** EIN: 20-1317788

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

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

Part IV Compliance Questions

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

During the plan year:

		Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	4a		X	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	4b		X	

			Yes	No	Amount
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		1000000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n			

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

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

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

Part V Trust Information (optional)

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

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).

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

OMB No. 1210-0110

2012

This Form is Open to Public Inspection.

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

A Name of plan
A.L. GEORGE LLC. 401(K) SALARY SAVINGS PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
A.L. GEORGE LLC

D Employer Identification Number (EIN)
16-1613705

Part I Distributions

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

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

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

EIN(s): 06-0974148

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):

A.L. George LLC 401(K) Salary Savings Plan
EIN: 16-1613705
Plan #002

A.L. GEORGE LLC 401(K)
SALARY SAVINGS PLAN

FINANCIAL STATEMENTS
December 31, 2012 and 2011

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A.L. GEORGE LLC 401(K) SALARY SAVINGS PLAN

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BOWERS & COMPANY
CPAs PLLC
CERTIFIED PUBLIC ACCOUNTANTS • BUSINESS CONSULTANTS

INDEPENDENT AUDITORS' REPORT

TO THE PARTICIPANTS AND ADMINISTRATOR OF
A.L. GEORGE LLC 401(K) SALARY SAVINGS PLAN

We were engaged to audit the accompanying financial statements of the **A.L. George LLC 401(k) Salary Savings Plan** (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Plan 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.

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 6, which was certified by Reliance Trust Company, the custodian of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedules. We have been informed by the plan 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 years then ended, 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.

Other Matter

We were engaged for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedule of assets (held at end of year), which is the responsibility of plan management, is presented for the purpose of additional analysis and is not a required part of the financial statements but is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, it is inappropriate to and we do not express an opinion on the supplemental schedule referred to above.

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 Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Bowers & Company

Syracuse, New York
July 12, 2013

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
December 31, 2012 and 2011

ASSETS

	2012	2011
Investments, at Fair Value		
Common Collective Trust	$ 1,821,837	$ 1,607,999
Mutual Funds	7,361,942	6,208,769
Cash Value of Life Insurance	0	21,593
Total Investments, at Fair Value	9,183,779	7,838,361
Notes Receivable from Participants	310,047	241,973
Receivables		
Employer Contributions	181,295	179,075
Total Assets	$ 9,675,121	$ 8,259,409

LIABILITIES

Other	8,785	8,785
Total Liabilities	8,785	8,785
Net Assets Available For Benefits at Fair Value	9,666,336	8,250,624
Adjustment From Fair Value to Contract Value For Fully Benefit-Responsive Investment Contracts	(41,241)	2,577
NET ASSETS AVAILABLE FOR BENEFITS	$ 9,625,095	$ 8,253,201

See notes to financial statements.

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

Years Ended December 31, 2012 and 2011

	2012	2011
ADDITIONS		
Contributions:		
Participant	$ 351,338	$ 355,400
Employer	309,859	317,056
Rollovers	6,797	65,486
Interest Income on Notes Receivable from Participants	12,866	10,542
Increase in Cash Value of Life Insurance	0	1,285
Interest and Dividends	164,997	127,794
Net Investment Gain from Common Collective Trust	13,553	9,484
Net Investment Gain (Loss) from Mutual Funds	766,516	(242,477)
Total Additions	1,625,926	644,570
DEDUCTIONS		
Benefit Payments to Participants and Beneficiaries	249,357	730,814
Administrative Expenses	4,675	0
Insurance Premiums Paid	0	715
Transfer to Other Plan	0	1,596,967
Total Deductions	254,032	2,328,496
INCREASE (DECREASE) IN NET ASSETS DURING THE YEAR	1,371,894	(1,683,926)
NET ASSETS AVAILABLE FOR BENEFITS		
Beginning of Year	8,253,201	9,937,127
End of Year	$ 9,625,095	$ 8,253,201

See notes to financial statements.

NOTES TO FINANCIAL STATEMENTS
December 31, 2012 and 2011

NOTE 1 – GENERAL DESCRIPTION OF THE PLAN

The following brief description of the A. L. George, LLC (the "Company") 401(k) Salary Savings 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 full-time employees of the Company who have six months of service and are age eighteen or older. On October 29, 2010, the Company acquired the assets of Onondaga Beverage Corporation at which time all employees of Onondaga Beverage Corporation became employees of A.L. George, LLC. Further, the Company adopted the Owasco and Onondaga Beverage 401(k) salary savings plan. Additionally, at this time, Employees of Owasco Beverage, Inc. were no longer participants of the Plan. It is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

Contributions

Each year, participants may contribute a percentage of their annual compensation, as defined in the Plan, subject to Internal Revenue Service (IRS) limitations. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions. Participants may also contribute amounts representing distributions from other qualified defined benefit or contribution plans. The Company will match 50% of the participant's contributions up to a maximum matching contribution of 3 percent. Additionally, the Company may make a discretionary profit sharing contribution each year for participants who have one year of service and 1,000 hours of service in that year. Participants direct the investment of their contributions and the employer matching and discretionary contributions into various investment options offered by the plan. Participants may change their investment options at any time.

Participant Accounts

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

NOTES TO FINANCIAL STATEMENTS
December 31, 2012 and 2011

NOTE 1 – GENERAL DESCRIPTION OF THE PLAN – Continued

Vesting

Participants are immediately vested in their contributions, plus actual earnings thereon. Vesting in the Company's matching and discretionary contributions plus actual earnings is based on years of continuous service. A participant is 100% vested after six years of service.

Payment of Benefits

On termination of service due to death, disability or retirement, a participant may elect to receive either a lump-sum amount equal to the value of the participant's vested interest in his or her account, or annual installments over a ten-year period. For termination of service due to other reasons, a participant may receive the value of the vested interest in his or her account as a lump-sum distribution. A financial hardship withdrawal provision is available, enabling a participant to withdraw an amount to cover an immediate and heavy financial need, in accordance with current Internal Revenue Service regulations.

Notes Receivable from Participants

Participants may borrow from their fund accounts a minimum of $1,000 up to a maximum equal to the lesser of $50,000 or 50% of their vested account balance. The loans are secured by the balance in the participant's account and bear interest at rates from 4.25% to 9.25%, which are commensurate with local prevailing rates as determined quarterly by the Plan Administrator. Principal and interest is paid ratably through bi-weekly payroll deductions.

Forfeitures

At December 31, 2012 and 2011, forfeited nonvested accounts totaled $27,315 and $34,935, respectively. These accounts can be used to reduce employer contributions. Forfeitures used to reduce 2012 matching contributions amounted to $19,351 for the year ended December 31, 2012.

NOTES TO FINANCIAL STATEMENTS
December 31, 2012 and 2011

NOTE 2 – SIGNIFICANT ACCOUNTING POLICIES

The accounting principles and practices which affect the more significant elements of the financial statements are:

Investment Valuation and Income Recognition

The Plan's investments are stated at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 5 for discussion of fair value measurements.

Purchase and sales are recorded on trade-date basis. Interest is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation includes plan's gains and losses on investments bought and sold as well as held during the year.

Notes Receivable from Participants

Loans to participants are reported at their unpaid principal balance plus any accrued but unpaid interest. Delinquent participant loans are reclassified as distributions based upon the terms of the plan document.

Payment of Benefits

Benefits are recorded when paid.

Administrative Expenses

Some administrative expenses incurred by the Plan are paid by the employers.

Risks and Uncertainties

The Plan provides for various investment options in any combination of a variety of mutual funds. Investments in mutual funds are exposed to various risks, such as interest rate, market and credit. Due to the level of risk associated with certain mutual funds and the level of uncertainty related to changes in the value of mutual funds, it is at least reasonably possible that changes in risks in the near term would materially affect participants' account balances and the amounts reported in the statement of net assets available for benefits and the statement of changes in net assets available for benefits.

NOTES TO FINANCIAL STATEMENTS
December 31, 2012 and 2011

NOTE 2 – SIGNIFICANT ACCOUNTING POLICIES – Continued

Estimates

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

Basis of Accounting

The financial statements of the Plan are prepared on the accrual basis of accounting.

Investment contracts held by a defined contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the plan. The Statement of Net Assets Available for Benefits presents the fair value of the investment contracts as well as the adjustment of the fully benefit responsive investment contracts from fair value to contract value. The Statement of Changes in Net Assets Available for Benefits is prepared on a contract value basis.

Date of Management's Review

The Plan has evaluated subsequent events through July 12, 2013, which is the date the financial statements were available to be issued.

NOTES TO FINANCIAL STATEMENTS
December 31, 2012 and 2011

NOTE 3 – INCOME TAX STATUS

The Employer has adopted the Hartford Retirement Services LLC Prototype Defined Contribution Plan. The Plan obtained its latest determination letter on March 31, 2008, in which the Internal Revenue Service ruled that the prototype plan of Hartford Retirement Services LLC is acceptable under Section 401(a) of the Internal Revenue Code ("IRC") and, therefore, is not subject to federal income tax under present law. Although the plan has been amended and restated since receiving the determination letter, the Plan administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC.

NOTE 4 – INVESTMENTS

Reliance Trust Company, custodian of the Plan's funds, held the Plan's investments and executed transactions therein for 2012 and 2011.

The following presents investments that represent 5% or more of the Plan's net assets at either December 31, 2012 and 2011:

	2012	2011
MFS Fund – Bond Fund	$ 406,927	$ 369,117
MFS Fund – Total Return Fund	$ 618,735	$ 553,264
MFS Fund – Value Fund	$ 503,305	$ 420,434
MFS Fund – Moderate Allocation Fund	$ 891,068	$ 759,506
MFS Fund – Growth Allocation Fund	$ 1,243,432	$ 1,204,493
MFS Fund – Aggressive Growth Allocation Fund	$ 1,278,634	$ 1,088,705
MFS Fund – Research International Fund	$ 311,557	$ 256,140
Davis New York Venture Fund	$ 0	$ 337,219
Alger Mid-Cap Growth Fund	$ 0	$ 269,383
Prud Jennison Mid Cap Growth Fund	$ 493,919	$ 175,489
JP Morgan US Equity Fund	$ 515,345	$ 0
Mass Investors Growth Fund	$ 548,683	$ 477,798
Common Collective Trust – MFS Fixed Institutional Fund	$ 1,753,281	$ 1,575,641

NOTES TO FINANCIAL STATEMENTS
December 31, 2012 and 2011

NOTE 5 - FAIR VALUE

Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") No. 820, *Fair Value Measurements and Disclosures,* establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy under FASB ASC No. 820 are described below:

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

Level 2 Inputs to the valuation methodology include:

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in inactive markets;
- Inputs other than quoted prices that are observable for the asset or liability;
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

Level 3 Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The asset'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.

NOTES TO FINANCIAL STATEMENTS
December 31, 2012 and 2011

NOTE 5 - FAIR VALUE - Continued

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

Mutual Funds: Valued at the net asset value ("NAV") of shares held by the plan at year end.

Common Collective Trust: Valued based on the relative interest of each participating investor (including each participant) in the fair value of the common/collective trust.

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

The fair value of the Common/Collective Trust Fund has been estimated using the net asset value per share of the underlying investments. There are no unfunded commitments for the Common/Collective Trust Fund as of December 31, 2012 or 2011. The Trust requires twelve months written notice for non-benefit related withdrawals from investment contracts. The following is a description of the Common/Collective Trust Fund:

The Common/Collective Trust Fund's principal objective is to earn a current income stream that is relatively consistent over time, while preserving capital through a broadly diversified high quality portfolio. The Common/Collective Trust Fund invests in a variety of investment contracts issued by insurance companies and other financial institutions and other investment products with similar characteristics. The fund strives to maintain a stable $1 unit value. However, there is no guarantee that this objective can be achieved.

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

	Level 1	Level 2	Level 3	Total
Mutual Funds:				
Asset Allocation	$ 3,599,100	$ 0	$ 0	$ 3,599,100
Bonds	406,927			406,927
Balanced	618,735			618,735
US Stocks	2,425,623			2,425,623
Global	311,557			311,557
Common Collective Trust	0	0	1,821,837	1,821,837
Total Assets at Fair Value	$ 7,361,942	$ 0	$ 1,821,837	$ 9,183,779

NOTES TO FINANCIAL STATEMENTS
December 31, 2012 and 2011

NOTE 5 - FAIR VALUE - Continued

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2011:

	Level 1	Level 2	Level 3	Total
Mutual Funds				
Asset Allocation	$ 3,016,949	$ 0	$ 0	$ 3,016,949
Bonds	369,117			369,117
Balanced	553,264			553,264
US Stocks	2,008,349			2,008,349
Global	261,090			261,090
Common Collective Trust	0	0	1,607,999	1,607,999
Total Assets at Fair Value	$ 6,208,769	$ 0	$ 1,607,999	$ 7,816,768

Level 3 Gains and Losses

The table below sets forth a summary of changes in the fair value of the Plan's level 3 assets for the year ended December 31, 2012:

	Common Collective Trust
Balance, Beginning of Year	$ 1,607,999
Purchases, Sales, Issuances and Settlements (net)	213,838
Balance, End of Year	$ 1,821,837

The table below sets forth a summary of changes in the fair value of the Plan's level 3 assets for the year ended December 31, 2011:

	Common Collective Trust
Balance, Beginning of Year	$ 1,458,033
Purchases, Sales, Issuances and Settlements (net)	149,966
Balance, End of Year	$ 1,607,999

NOTES TO FINANCIAL STATEMENTS
December 31, 2012 and 2011

NOTE 6 – FINANCIAL INFORMATION CERTIFIED BY PLAN CUSTODIAN

The Plan administrator has elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under such election, the Plan administrator has obtained a certification from Reliance Trust Company, custodian of the Plan, that all of the information provided by them is complete and accurate. Information included in the accompanying financial statements as of investments, investment and interest income, net investment gain (loss) in fair value of investments and all information in the supplemental schedule is presented in reliance solely upon those certifications.

NOTE 7 – PLAN TERMINATION

Although it has not expressed an intention to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants will become 100% vested in their accounts.

NOTE 8 – TRANSFER TO OTHER PLAN

At January 1, 2011, an additional amount of $1,596,967 was recorded as a Transfer to Other Plan for net assets of additional Owasco Beverage Inc. employees not reflected at December 31, 2010 as the Owasco Beverage Inc. employees were no longer participants of the Plan. The net assets of the Owasco Beverage Inc. employees were transferred out of the Plan in 2011.

SCHEDULE OF ASSETS (HELD AT END OF YEAR)

December 31, 2012

EIN: 16-1613705
PLAN #002
SCHEDULE H, LINE 4I

(a)/(b) Identity of Issue	(c) Description of Investment	(d) Cost	(e) Current Value
Reliance Trust Company	MFS Fund - Bond Fund	*	$ 406,927
Reliance Trust Company	MFS Fund - Total Return Fund	*	618,735
Reliance Trust Company	MFS Fund - Value Fund	*	503,305
Reliance Trust Company	MFS Fund - Research International Fund	*	311,557
Reliance Trust Company	MFS Fund - Conservative Allocation Fund	*	170,728
Reliance Trust Company	MFS Fund - Moderate Allocation Fund	*	891,068
Reliance Trust Company	MFS Fund - Growth Allocation Fund	*	1,243,432
Reliance Trust Company	MFS Fund - Aggressive Growth Allocation Fund	*	1,278,634
Reliance Trust Company	Mass Investors Growth Fund	*	548,683
Reliance Trust Company	JP Morgan Small Cap Growth Fund	*	198,073
Reliance Trust Company	JP Morgan U S Equity Fund	*	515,345
Reliance Trust Company	Prud Jennison Mid Cap Growth Fund	*	493,919
Reliance Trust Company	Invesco Real Estate Fund	*	24,911
Reliance Trust Company	American Century Livestrong Inc	*	15,238
Reliance Trust Company	Invesco Van Kempen Small Cap Value	*	9,540
Reliance Trust Company	Columbia Small Cap Core	*	19,821
Reliance Trust Company	First American Mid Cap Index Fund	*	112,026
Reliance Trust Company	Common Collective Trust - MFS Fixed Institutional	*	1,753,281
Reliance Trust Company	Common Collective Trust - MFS Fixed Fund	*	27,315
Participant Loans	Notes (Interest Rates Ranging from 4.25% to 9.25%)		310,047
			$ 9,452,585

*Cost Omitted for Participant Directed Investments

A.L. George LLC 401(K) Salary Savings Plan
EIN: 16-1613705
Plan #002

A.L. GEORGE LLC 401(K)
SALARY SAVINGS PLAN

FINANCIAL STATEMENTS
December 31, 2012 and 2011

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BOWERS & COMPANY
CPAs PLLC
CERTIFIED PUBLIC ACCOUNTANTS • BUSINESS CONSULTANTS

INDEPENDENT AUDITORS' REPORT

TO THE PARTICIPANTS AND ADMINISTRATOR OF
A.L. GEORGE LLC 401(K) SALARY SAVINGS PLAN

We were engaged to audit the accompanying financial statements of the **A.L. George LLC 401(k) Salary Savings Plan** (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Plan 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.

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 6, which was certified by Reliance Trust Company, the custodian of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedules. We have been informed by the plan 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 years then ended, 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.

Other Matter

We were engaged for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedule of assets (held at end of year), which is the responsibility of plan management, is presented for the purpose of additional analysis and is not a required part of the financial statements but is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, it is inappropriate to and we do not express an opinion on the supplemental schedule referred to above.

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 Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Bowers & Company

Syracuse, New York
July 12, 2013

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
December 31, 2012 and 2011

ASSETS

	2012	2011
Investments, at Fair Value		
Common Collective Trust	$ 1,821,837	$ 1,607,999
Mutual Funds	7,361,942	6,208,769
Cash Value of Life Insurance	0	21,593
Total Investments, at Fair Value	9,183,779	7,838,361
Notes Receivable from Participants	310,047	241,973
Receivables		
Employer Contributions	181,295	179,075
Total Assets	$ 9,675,121	$ 8,259,409

LIABILITIES

Other	8,785	8,785
Total Liabilities	8,785	8,785
Net Assets Available For Benefits at Fair Value	9,666,336	8,250,624
Adjustment From Fair Value to Contract Value For Fully Benefit-Responsive Investment Contracts	(41,241)	2,577
NET ASSETS AVAILABLE FOR BENEFITS	$ 9,625,095	$ 8,253,201

See notes to financial statements.

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

Years Ended December 31, 2012 and 2011

	2012	2011
ADDITIONS		
Contributions:		
Participant	$ 351,338	$ 355,400
Employer	309,859	317,056
Rollovers	6,797	65,486
Interest Income on Notes Receivable from Participants	12,866	10,542
Increase in Cash Value of Life Insurance	0	1,285
Interest and Dividends	164,997	127,794
Net Investment Gain from Common Collective Trust	13,553	9,484
Net Investment Gain (Loss) from Mutual Funds	766,516	(242,477)
Total Additions	1,625,926	644,570
DEDUCTIONS		
Benefit Payments to Participants and Beneficiaries	249,357	730,814
Administrative Expenses	4,675	0
Insurance Premiums Paid	0	715
Transfer to Other Plan	0	1,596,967
Total Deductions	254,032	2,328,496
INCREASE (DECREASE) IN NET ASSETS DURING THE YEAR	1,371,894	(1,683,926)
NET ASSETS AVAILABLE FOR BENEFITS		
Beginning of Year	8,253,201	9,937,127
End of Year	$ 9,625,095	$ 8,253,201

See notes to financial statements.

NOTES TO FINANCIAL STATEMENTS
December 31, 2012 and 2011

NOTE 1 – GENERAL DESCRIPTION OF THE PLAN

The following brief description of the A. L. George, LLC (the "Company") 401(k) Salary Savings 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 full-time employees of the Company who have six months of service and are age eighteen or older. On October 29, 2010, the Company acquired the assets of Onondaga Beverage Corporation at which time all employees of Onondaga Beverage Corporation became employees of A.L. George, LLC. Further, the Company adopted the Owasco and Onondaga Beverage 401(k) salary savings plan. Additionally, at this time, Employees of Owasco Beverage, Inc. were no longer participants of the Plan. It is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

Contributions

Each year, participants may contribute a percentage of their annual compensation, as defined in the Plan, subject to Internal Revenue Service (IRS) limitations. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions. Participants may also contribute amounts representing distributions from other qualified defined benefit or contribution plans. The Company will match 50% of the participant's contributions up to a maximum matching contribution of 3 percent. Additionally, the Company may make a discretionary profit sharing contribution each year for participants who have one year of service and 1,000 hours of service in that year. Participants direct the investment of their contributions and the employer matching and discretionary contributions into various investment options offered by the plan. Participants may change their investment options at any time.

Participant Accounts

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

NOTES TO FINANCIAL STATEMENTS
December 31, 2012 and 2011

NOTE 1 – GENERAL DESCRIPTION OF THE PLAN – Continued

Vesting

Participants are immediately vested in their contributions, plus actual earnings thereon. Vesting in the Company's matching and discretionary contributions plus actual earnings is based on years of continuous service. A participant is 100% vested after six years of service.

Payment of Benefits

On termination of service due to death, disability or retirement, a participant may elect to receive either a lump-sum amount equal to the value of the participant's vested interest in his or her account, or annual installments over a ten-year period. For termination of service due to other reasons, a participant may receive the value of the vested interest in his or her account as a lump-sum distribution. A financial hardship withdrawal provision is available, enabling a participant to withdraw an amount to cover an immediate and heavy financial need, in accordance with current Internal Revenue Service regulations.

Notes Receivable from Participants

Participants may borrow from their fund accounts a minimum of $1,000 up to a maximum equal to the lesser of $50,000 or 50% of their vested account balance. The loans are secured by the balance in the participant's account and bear interest at rates from 4.25% to 9.25%, which are commensurate with local prevailing rates as determined quarterly by the Plan Administrator. Principal and interest is paid ratably through bi-weekly payroll deductions.

Forfeitures

At December 31, 2012 and 2011, forfeited nonvested accounts totaled $27,315 and $34,935, respectively. These accounts can be used to reduce employer contributions. Forfeitures used to reduce 2012 matching contributions amounted to $19,351 for the year ended December 31, 2012.

NOTES TO FINANCIAL STATEMENTS
December 31, 2012 and 2011

NOTE 2 – SIGNIFICANT ACCOUNTING POLICIES

The accounting principles and practices which affect the more significant elements of the financial statements are:

Investment Valuation and Income Recognition

The Plan's investments are stated at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 5 for discussion of fair value measurements.

Purchase and sales are recorded on trade-date basis. Interest is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation includes plan's gains and losses on investments bought and sold as well as held during the year.

Notes Receivable from Participants

Loans to participants are reported at their unpaid principal balance plus any accrued but unpaid interest. Delinquent participant loans are reclassified as distributions based upon the terms of the plan document.

Payment of Benefits

Benefits are recorded when paid.

Administrative Expenses

Some administrative expenses incurred by the Plan are paid by the employers.

Risks and Uncertainties

The Plan provides for various investment options in any combination of a variety of mutual funds. Investments in mutual funds are exposed to various risks, such as interest rate, market and credit. Due to the level of risk associated with certain mutual funds and the level of uncertainty related to changes in the value of mutual funds, it is at least reasonably possible that changes in risks in the near term would materially affect participants' account balances and the amounts reported in the statement of net assets available for benefits and the statement of changes in net assets available for benefits.

NOTES TO FINANCIAL STATEMENTS
December 31, 2012 and 2011

NOTE 2 – SIGNIFICANT ACCOUNTING POLICIES – Continued

Estimates

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

Basis of Accounting

The financial statements of the Plan are prepared on the accrual basis of accounting.

Investment contracts held by a defined contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the plan. The Statement of Net Assets Available for Benefits presents the fair value of the investment contracts as well as the adjustment of the fully benefit responsive investment contracts from fair value to contract value. The Statement of Changes in Net Assets Available for Benefits is prepared on a contract value basis.

Date of Management's Review

The Plan has evaluated subsequent events through July 12, 2013, which is the date the financial statements were available to be issued.

NOTES TO FINANCIAL STATEMENTS
December 31, 2012 and 2011

NOTE 3 – INCOME TAX STATUS

The Employer has adopted the Hartford Retirement Services LLC Prototype Defined Contribution Plan. The Plan obtained its latest determination letter on March 31, 2008, in which the Internal Revenue Service ruled that the prototype plan of Hartford Retirement Services LLC is acceptable under Section 401(a) of the Internal Revenue Code ("IRC") and, therefore, is not subject to federal income tax under present law. Although the plan has been amended and restated since receiving the determination letter, the Plan administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC.

NOTE 4 – INVESTMENTS

Reliance Trust Company, custodian of the Plan's funds, held the Plan's investments and executed transactions therein for 2012 and 2011.

The following presents investments that represent 5% or more of the Plan's net assets at either December 31, 2012 and 2011:

	2012	2011
MFS Fund – Bond Fund	$ 406,927	$ 369,117
MFS Fund – Total Return Fund	$ 618,735	$ 553,264
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December 31, 2012 and 2011

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NOTES TO FINANCIAL STATEMENTS
December 31, 2012 and 2011

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

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Total Assets at Fair Value	$ 7,361,942	$ 0	$ 1,821,837	$ 9,183,779

NOTES TO FINANCIAL STATEMENTS
December 31, 2012 and 2011

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December 31, 2012

EIN: 16-1613705
PLAN #002
SCHEDULE H, LINE 4I

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Reliance Trust Company	MFS Fund - Aggressive Growth Allocation Fund	*	1,278,634
Reliance Trust Company	Mass Investors Growth Fund	*	548,683
Reliance Trust Company	JP Morgan Small Cap Growth Fund	*	198,073
Reliance Trust Company	JP Morgan U S Equity Fund	*	515,345
Reliance Trust Company	Prud Jennison Mid Cap Growth Fund	*	493,919
Reliance Trust Company	Invesco Real Estate Fund	*	24,911
Reliance Trust Company	American Century Livestrong Inc	*	15,238
Reliance Trust Company	Invesco Van Kempen Small Cap Value	*	9,540
Reliance Trust Company	Columbia Small Cap Core	*	19,821
Reliance Trust Company	First American Mid Cap Index Fund	*	112,026
Reliance Trust Company	Common Collective Trust - MFS Fixed Institutional	*	1,753,281
Reliance Trust Company	Common Collective Trust - MFS Fixed Fund	*	27,315
Participant Loans	Notes (Interest Rates Ranging from 4.25% to 9.25%)		310,047
			$ 9,452,585

*Cost Omitted for Participant Directed Investments

A.L. George LLC 401(K) Salary Savings Plan
EIN: 16-1613705
Plan #002

A.L. GEORGE LLC 401(K)
SALARY SAVINGS PLAN

FINANCIAL STATEMENTS
December 31, 2012 and 2011

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BOWERS & COMPANY
CPAs PLLC
CERTIFIED PUBLIC ACCOUNTANTS • BUSINESS CONSULTANTS

INDEPENDENT AUDITORS' REPORT

TO THE PARTICIPANTS AND ADMINISTRATOR OF
A.L. GEORGE LLC 401(K) SALARY SAVINGS PLAN

We were engaged to audit the accompanying financial statements of the **A.L. George LLC 401(k) Salary Savings Plan** (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Plan 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.

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 6, which was certified by Reliance Trust Company, the custodian of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedules. We have been informed by the plan 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 years then ended, 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.

Other Matter

We were engaged for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedule of assets (held at end of year), which is the responsibility of plan management, is presented for the purpose of additional analysis and is not a required part of the financial statements but is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, it is inappropriate to and we do not express an opinion on the supplemental schedule referred to above.

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 Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Bowers & Company

Syracuse, New York
July 12, 2013

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
December 31, 2012 and 2011

ASSETS

	2012	2011
Investments, at Fair Value		
Common Collective Trust	$ 1,821,837	$ 1,607,999
Mutual Funds	7,361,942	6,208,769
Cash Value of Life Insurance	0	21,593
Total Investments, at Fair Value	9,183,779	7,838,361
Notes Receivable from Participants	310,047	241,973
Receivables		
Employer Contributions	181,295	179,075
Total Assets	$ 9,675,121	$ 8,259,409

LIABILITIES

Other	8,785	8,785
Total Liabilities	8,785	8,785
Net Assets Available For Benefits at Fair Value	9,666,336	8,250,624
Adjustment From Fair Value to Contract Value For Fully Benefit-Responsive Investment Contracts	(41,241)	2,577
NET ASSETS AVAILABLE FOR BENEFITS	$ 9,625,095	$ 8,253,201

See notes to financial statements.

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

Years Ended December 31, 2012 and 2011

	2012	2011
ADDITIONS		
Contributions:		
Participant	$ 351,338	$ 355,400
Employer	309,859	317,056
Rollovers	6,797	65,486
Interest Income on Notes Receivable from Participants	12,866	10,542
Increase in Cash Value of Life Insurance	0	1,285
Interest and Dividends	164,997	127,794
Net Investment Gain from Common Collective Trust	13,553	9,484
Net Investment Gain (Loss) from Mutual Funds	766,516	(242,477)
Total Additions	1,625,926	644,570
DEDUCTIONS		
Benefit Payments to Participants and Beneficiaries	249,357	730,814
Administrative Expenses	4,675	0
Insurance Premiums Paid	0	715
Transfer to Other Plan	0	1,596,967
Total Deductions	254,032	2,328,496
INCREASE (DECREASE) IN NET ASSETS DURING THE YEAR	1,371,894	(1,683,926)
NET ASSETS AVAILABLE FOR BENEFITS		
Beginning of Year	8,253,201	9,937,127
End of Year	$ 9,625,095	$ 8,253,201

See notes to financial statements.

NOTES TO FINANCIAL STATEMENTS
December 31, 2012 and 2011

NOTE 1 – GENERAL DESCRIPTION OF THE PLAN

The following brief description of the A. L. George, LLC (the "Company") 401(k) Salary Savings 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 full-time employees of the Company who have six months of service and are age eighteen or older. On October 29, 2010, the Company acquired the assets of Onondaga Beverage Corporation at which time all employees of Onondaga Beverage Corporation became employees of A.L. George, LLC. Further, the Company adopted the Owasco and Onondaga Beverage 401(k) salary savings plan. Additionally, at this time, Employees of Owasco Beverage, Inc. were no longer participants of the Plan. It is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

Contributions

Each year, participants may contribute a percentage of their annual compensation, as defined in the Plan, subject to Internal Revenue Service (IRS) limitations. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions. Participants may also contribute amounts representing distributions from other qualified defined benefit or contribution plans. The Company will match 50% of the participant's contributions up to a maximum matching contribution of 3 percent. Additionally, the Company may make a discretionary profit sharing contribution each year for participants who have one year of service and 1,000 hours of service in that year. Participants direct the investment of their contributions and the employer matching and discretionary contributions into various investment options offered by the plan. Participants may change their investment options at any time.

Participant Accounts

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

NOTES TO FINANCIAL STATEMENTS
December 31, 2012 and 2011

NOTE 1 – GENERAL DESCRIPTION OF THE PLAN – Continued

Vesting

Participants are immediately vested in their contributions, plus actual earnings thereon. Vesting in the Company's matching and discretionary contributions plus actual earnings is based on years of continuous service. A participant is 100% vested after six years of service.

Payment of Benefits

On termination of service due to death, disability or retirement, a participant may elect to receive either a lump-sum amount equal to the value of the participant's vested interest in his or her account, or annual installments over a ten-year period. For termination of service due to other reasons, a participant may receive the value of the vested interest in his or her account as a lump-sum distribution. A financial hardship withdrawal provision is available, enabling a participant to withdraw an amount to cover an immediate and heavy financial need, in accordance with current Internal Revenue Service regulations.

Notes Receivable from Participants

Participants may borrow from their fund accounts a minimum of $1,000 up to a maximum equal to the lesser of $50,000 or 50% of their vested account balance. The loans are secured by the balance in the participant's account and bear interest at rates from 4.25% to 9.25%, which are commensurate with local prevailing rates as determined quarterly by the Plan Administrator. Principal and interest is paid ratably through bi-weekly payroll deductions.

Forfeitures

At December 31, 2012 and 2011, forfeited nonvested accounts totaled $27,315 and $34,935, respectively. These accounts can be used to reduce employer contributions. Forfeitures used to reduce 2012 matching contributions amounted to $19,351 for the year ended December 31, 2012.

NOTES TO FINANCIAL STATEMENTS
December 31, 2012 and 2011

NOTE 2 – SIGNIFICANT ACCOUNTING POLICIES

The accounting principles and practices which affect the more significant elements of the financial statements are:

Investment Valuation and Income Recognition

The Plan's investments are stated at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 5 for discussion of fair value measurements.

Purchase and sales are recorded on trade-date basis. Interest is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation includes plan's gains and losses on investments bought and sold as well as held during the year.

Notes Receivable from Participants

Loans to participants are reported at their unpaid principal balance plus any accrued but unpaid interest. Delinquent participant loans are reclassified as distributions based upon the terms of the plan document.

Payment of Benefits

Benefits are recorded when paid.

Administrative Expenses

Some administrative expenses incurred by the Plan are paid by the employers.

Risks and Uncertainties

The Plan provides for various investment options in any combination of a variety of mutual funds. Investments in mutual funds are exposed to various risks, such as interest rate, market and credit. Due to the level of risk associated with certain mutual funds and the level of uncertainty related to changes in the value of mutual funds, it is at least reasonably possible that changes in risks in the near term would materially affect participants' account balances and the amounts reported in the statement of net assets available for benefits and the statement of changes in net assets available for benefits.

NOTES TO FINANCIAL STATEMENTS
December 31, 2012 and 2011

NOTE 2 – SIGNIFICANT ACCOUNTING POLICIES – Continued

Estimates

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

Basis of Accounting

The financial statements of the Plan are prepared on the accrual basis of accounting.

Investment contracts held by a defined contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the plan. The Statement of Net Assets Available for Benefits presents the fair value of the investment contracts as well as the adjustment of the fully benefit responsive investment contracts from fair value to contract value. The Statement of Changes in Net Assets Available for Benefits is prepared on a contract value basis.

Date of Management's Review

The Plan has evaluated subsequent events through July 12, 2013, which is the date the financial statements were available to be issued.

NOTES TO FINANCIAL STATEMENTS
December 31, 2012 and 2011

NOTE 3 – INCOME TAX STATUS

The Employer has adopted the Hartford Retirement Services LLC Prototype Defined Contribution Plan. The Plan obtained its latest determination letter on March 31, 2008, in which the Internal Revenue Service ruled that the prototype plan of Hartford Retirement Services LLC is acceptable under Section 401(a) of the Internal Revenue Code ("IRC") and, therefore, is not subject to federal income tax under present law. Although the plan has been amended and restated since receiving the determination letter, the Plan administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC.

NOTE 4 – INVESTMENTS

Reliance Trust Company, custodian of the Plan's funds, held the Plan's investments and executed transactions therein for 2012 and 2011.

The following presents investments that represent 5% or more of the Plan's net assets at either December 31, 2012 and 2011:

	2012	2011
MFS Fund – Bond Fund	$ 406,927	$ 369,117
MFS Fund – Total Return Fund	$ 618,735	$ 553,264
MFS Fund – Value Fund	$ 503,305	$ 420,434
MFS Fund – Moderate Allocation Fund	$ 891,068	$ 759,506
MFS Fund – Growth Allocation Fund	$ 1,243,432	$ 1,204,493
MFS Fund – Aggressive Growth Allocation Fund	$ 1,278,634	$ 1,088,705
MFS Fund – Research International Fund	$ 311,557	$ 256,140
Davis New York Venture Fund	$ 0	$ 337,219
Alger Mid-Cap Growth Fund	$ 0	$ 269,383
Prud Jennison Mid Cap Growth Fund	$ 493,919	$ 175,489
JP Morgan US Equity Fund	$ 515,345	$ 0
Mass Investors Growth Fund	$ 548,683	$ 477,798
Common Collective Trust – MFS Fixed Institutional Fund	$ 1,753,281	$ 1,575,641

NOTES TO FINANCIAL STATEMENTS
December 31, 2012 and 2011

NOTE 5 - FAIR VALUE

Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") No. 820, *Fair Value Measurements and Disclosures,* establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy under FASB ASC No. 820 are described below:

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

Level 2 Inputs to the valuation methodology include:

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in inactive markets;
- Inputs other than quoted prices that are observable for the asset or liability;
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

Level 3 Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The asset'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.

NOTES TO FINANCIAL STATEMENTS
December 31, 2012 and 2011

NOTE 5 - FAIR VALUE - Continued

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

Mutual Funds: Valued at the net asset value ("NAV") of shares held by the plan at year end.

Common Collective Trust: Valued based on the relative interest of each participating investor (including each participant) in the fair value of the common/collective trust.

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

The fair value of the Common/Collective Trust Fund has been estimated using the net asset value per share of the underlying investments. There are no unfunded commitments for the Common/Collective Trust Fund as of December 31, 2012 or 2011. The Trust requires twelve months written notice for non-benefit related withdrawals from investment contracts. The following is a description of the Common/Collective Trust Fund:

The Common/Collective Trust Fund's principal objective is to earn a current income stream that is relatively consistent over time, while preserving capital through a broadly diversified high quality portfolio. The Common/Collective Trust Fund invests in a variety of investment contracts issued by insurance companies and other financial institutions and other investment products with similar characteristics. The fund strives to maintain a stable $1 unit value. However, there is no guarantee that this objective can be achieved.

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

	Level 1	Level 2	Level 3	Total
Mutual Funds:				
Asset Allocation	$ 3,599,100	$ 0	$ 0	$ 3,599,100
Bonds	406,927			406,927
Balanced	618,735			618,735
US Stocks	2,425,623			2,425,623
Global	311,557			311,557
Common Collective Trust	0	0	1,821,837	1,821,837
Total Assets at Fair Value	$ 7,361,942	$ 0	$ 1,821,837	$ 9,183,779

NOTES TO FINANCIAL STATEMENTS
December 31, 2012 and 2011

NOTE 5 - FAIR VALUE - Continued

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2011:

	Level 1	Level 2	Level 3	Total
Mutual Funds				
Asset Allocation	$ 3,016,949	$ 0	$ 0	$ 3,016,949
Bonds	369,117			369,117
Balanced	553,264			553,264
US Stocks	2,008,349			2,008,349
Global	261,090			261,090
Common Collective Trust	0	0	1,607,999	1,607,999
Total Assets at Fair Value	$ 6,208,769	$ 0	$ 1,607,999	$ 7,816,768

Level 3 Gains and Losses

The table below sets forth a summary of changes in the fair value of the Plan's level 3 assets for the year ended December 31, 2012:

	Common Collective Trust
Balance, Beginning of Year	$ 1,607,999
Purchases, Sales, Issuances and Settlements (net)	213,838
Balance, End of Year	$ 1,821,837

The table below sets forth a summary of changes in the fair value of the Plan's level 3 assets for the year ended December 31, 2011:

	Common Collective Trust
Balance, Beginning of Year	$ 1,458,033
Purchases, Sales, Issuances and Settlements (net)	149,966
Balance, End of Year	$ 1,607,999

NOTES TO FINANCIAL STATEMENTS
December 31, 2012 and 2011

NOTE 6 – FINANCIAL INFORMATION CERTIFIED BY PLAN CUSTODIAN

The Plan administrator has elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under such election, the Plan administrator has obtained a certification from Reliance Trust Company, custodian of the Plan, that all of the information provided by them is complete and accurate. Information included in the accompanying financial statements as of investments, investment and interest income, net investment gain (loss) in fair value of investments and all information in the supplemental schedule is presented in reliance solely upon those certifications.

NOTE 7 – PLAN TERMINATION

Although it has not expressed an intention to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants will become 100% vested in their accounts.

NOTE 8 – TRANSFER TO OTHER PLAN

At January 1, 2011, an additional amount of $1,596,967 was recorded as a Transfer to Other Plan for net assets of additional Owasco Beverage Inc. employees not reflected at December 31, 2010 as the Owasco Beverage Inc. employees were no longer participants of the Plan. The net assets of the Owasco Beverage Inc. employees were transferred out of the Plan in 2011.

SCHEDULE OF ASSETS (HELD AT END OF YEAR)

December 31, 2012

EIN: 16-1613705
PLAN #002
SCHEDULE H, LINE 4I

(a)/(b) Identity of Issue	(c) Description of Investment	(d) Cost	(e) Current Value
Reliance Trust Company	MFS Fund - Bond Fund	*	$ 406,927
Reliance Trust Company	MFS Fund - Total Return Fund	*	618,735
Reliance Trust Company	MFS Fund - Value Fund	*	503,305
Reliance Trust Company	MFS Fund - Research International Fund	*	311,557
Reliance Trust Company	MFS Fund - Conservative Allocation Fund	*	170,728
Reliance Trust Company	MFS Fund - Moderate Allocation Fund	*	891,068
Reliance Trust Company	MFS Fund - Growth Allocation Fund	*	1,243,432
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