Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code).

▶ **Complete all entries in accordance with the instructions to the Form 5500.**

OMB Nos. 1210-0110
1210-0089

2012

This Form is Open to Public Inspection

Part I Annual Report Identification Information

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

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

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

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

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

Part II Basic Plan Information—enter all requested information

1a Name of plan
COOK BROTHERS COMPANIES 401(K) PLAN

1b Three-digit plan number (PN) ▶ 002

1c Effective date of plan 01/01/2002

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

TRIPLE CITIES ACQUISITIONS, LLC

76 FREDERICK STREET
BINGHAMTON, NY 13904

2b Employer Identification Number (EIN) 16-1611669

2c Sponsor's telephone number 607-723-7481

2d Business code (see instructions) 811110

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.	08/29/2013	MICHAEL VENUTI
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	08/29/2013	MICHAEL VENUTI
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)

Preparer's telephone number (optional)

3a Plan administrator's name and address [X] Same as Plan Sponsor Name [ ] Same as Plan Sponsor Address

3b Administrator's EIN

3c Administrator's telephone number

4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:

a Sponsor's name

4b EIN

4c PN

5	Total number of participants at the beginning of the plan year	**5**	145
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**	137
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	12
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	149
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	149
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	95
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	0
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:
2F 2G 2J 2K 3D 2E

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

9a Plan funding arrangement (check all that apply)

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

9b Plan benefit arrangement (check all that apply)

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

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

a Pension Schedules

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

b General Schedules

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

SCHEDULE A (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Insurance Information

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

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

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

OMB No. 1210-0110

2012

This Form is Open to Public Inspection

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

A Name of plan
COOK BROTHERS COMPANIES 401(K) PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
TRIPLE CITIES ACQUISITIONS, LLC

D Employer Identification Number (EIN)
16-1611669

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

1 Coverage Information:

(a) Name of insurance carrier

THE GUARDIAN INSURANCE & ANNUITY COMPANY

(b) EIN	**(c)** NAIC code	**(d)** Contract or identification number	**(e)** Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	**(g)** To
13-2656036	78778	606383	85	01/01/2012	12/31/2012

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

(a) Total amount of commissions paid	**(b)** Total amount of fees paid
31667	0

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

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

NFP SECURITIES, INC.
1250 CAPITAL OF TEXAS, HWY S
BUILDING 2 STE 125
AUSTIN, TX 78746-3300

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	
31667			3

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

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

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

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

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

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

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

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

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

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

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

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

Part II Investment and Annuity Contract Information

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

4	Current value of plan's interest under this contract in the general account at year end	**4**	
5	Current value of plan's interest under this contract in separate accounts at year end	**5**	3344714

6 Contracts With Allocated Funds:

a State the basis of premium rates ▶

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

Specify nature of costs ▶

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

(3) ☐ other (specify) ▶

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

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

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

(3) ☐ guaranteed investment (4) ☐ other ▶

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

Part III Welfare Benefit Contract Information

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

8 Benefit and contract type (check all applicable boxes)

a ☐ Health (other than dental or vision) **b** ☐ Dental **c** ☐ Vision **d** ☐ Life insurance

e ☐ Temporary disability (accident and sickness) **f** ☐ Long-term disability **g** ☐ Supplemental unemployment **h** ☐ Prescription drug

i ☐ Stop loss (large deductible) **j** ☐ HMO contract **k** ☐ PPO contract **l** ☐ Indemnity contract

m ☐ Other (specify) ▶

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

Specify nature of costs ▶

Part IV Provision of Information

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

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

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

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

A Name of plan
COOK BROTHERS COMPANIES 401(K) PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
TRIPLE CITIES ACQUISITIONS, LLC

D Employer Identification Number (EIN)
16-1611669

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)

UNITED ADVISORS, LLC

20-4421719

(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 50	TPA	27867	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 ☐

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

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

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

(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
COOK BROTHERS COMPANIES 401(K) PLAN

B Three-digit plan number (PN) ▶ 002

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
TRIPLE CITIES ACQUISITIONS, LLC

D Employer Identification Number (EIN)
16-1611669

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: AM CENTURY STRATEGIC ALLOC AGG

b Name of sponsor of entity listed in (a): THE GUARDIAN INSURANCE & ANNUITY CO

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)
13-2356036-000	P	141530

a Name of MTIA, CCT, PSA, or 103-12 IE: AM CENTURY STRATEGIC ALLOC CON

b Name of sponsor of entity listed in (a): THE GUARDIAN INSURANCE & ANNUITY CO

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)
13-2356036-000	P	140582

a Name of MTIA, CCT, PSA, or 103-12 IE: AM CENTURY STRATEGIC ALLOC MOD

b Name of sponsor of entity listed in (a): THE GUARDIAN INSURANCE & ANNUITY CO

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)
13-2356036-000	P	341939

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

b Name of sponsor of entity listed in (a): THE GUARDIAN INSURANCE & ANNUITY CO

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)
13-2356036-000	P	191159

a Name of MTIA, CCT, PSA, or 103-12 IE: AMERICAN CENTURY ULTRA FUND

b Name of sponsor of entity listed in (a): THE GUARDIAN INSURANCE & ANNUITY CO

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)
13-2356036-000	P	134802

a Name of MTIA, CCT, PSA, or 103-12 IE: AMERICAN CENTURY VALUE FUND

b Name of sponsor of entity listed in (a): THE GUARDIAN INSURANCE & ANNUITY CO

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)
13-2356036-000	P	257247

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

b Name of sponsor of entity listed in (a): THE GUARDIAN INSURANCE & ANNUITY CO

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)
13-2356036-000	P	310638

a Name of MTIA, CCT, PSA, or 103-12 IE: DREYFUS INT TERM INCOME

b Name of sponsor of entity listed in (a): THE GUARDIAN INSURANCE & ANNUITY CO

c EIN-PN 13-2356036-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 321172

a Name of MTIA, CCT, PSA, or 103-12 IE: DREYFUS S & P 500 INDEX FUND

b Name of sponsor of entity listed in (a): THE GUARDIAN INSURANCE & ANNUITY CO

c EIN-PN 13-2356036-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 398573

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

b Name of sponsor of entity listed in (a): THE GUARDIAN INSURANCE & ANNUITY CO

c EIN-PN 13-2356036-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 166289

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

b Name of sponsor of entity listed in (a): THE GUARDIAN INSURANCE & ANNUITY CO

c EIN-PN 13-2356036-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 109767

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

b Name of sponsor of entity listed in (a): THE GUARDIAN INSURANCE & ANNUITY CO

c EIN-PN 13-2356036-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 254240

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

b Name of sponsor of entity listed in (a): THE GUARDIAN INSUARNCE & ANNUITY CO

c EIN-PN 13-2356036-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 493851

a Name of MTIA, CCT, PSA, or 103-12 IE: RS SMALL CAP CORE EQUITY

b Name of sponsor of entity listed in (a): THE GUARDIAN INSURANCE & ANNUITY CO

c EIN-PN 13-2356036-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 82925

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

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

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
COOK BROTHERS COMPANIES 401(K) PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
TRIPLE CITIES ACQUISITIONS, LLC

D Employer Identification Number (EIN)
16-1611669

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)		
(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)	121242	94488
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)	3012049	3344714
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)		
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)		
(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	3133291	3439202
Liabilities			
g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	3133291	3439202

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)	109943	
(B) Participants	2a(1)(B)	263525	
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		373468
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)	3424	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		3424
(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		0
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(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)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		339798
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		716690
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	408852	
(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)		408852
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)		
(2) Contract administrator fees	2i(2)	1927	
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		1927
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		410779
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		305911
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: JOHNSON, LAUDER & SAVAGE, LLP **(2)** EIN: 16-0919630

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

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

Part IV Compliance Questions

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

During the plan year:

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

			Yes	No	Amount
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		250000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n			

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

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

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

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

Part V Trust Information (optional)

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

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

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

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

OMB No. 1210-0110

2012

This Form is Open to Public Inspection.

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

A Name of plan
COOK BROTHERS COMPANIES 401(K) PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
TRIPLE CITIES ACQUISITIONS, LLC

D Employer Identification Number (EIN)
16-1611669

Part I Distributions

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

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

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

EIN(s): _____ _____

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

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

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

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

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

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

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

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

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

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

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

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

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

Part III Amendments

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

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

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

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

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

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

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

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

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

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

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

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

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

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

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

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

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

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

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

a	The current year	**14a**	
b	The plan year immediately preceding the current plan year	**14b**	
c	The second preceding plan year	**14c**	

15 Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a	The corresponding number for the plan year immediately preceding the current plan year	**15a**	
b	The corresponding number for the second preceding plan year	**15b**	

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

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

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

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

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

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

a Enter the percentage of plan assets held as:
Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

b Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

c What duration measure was used to calculate line 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):

COOK BROTHERS COMPANIES
401(k) PLAN

FINANCIAL STATEMENTS

DECEMBER 31, 2012 AND 2011

COOK BROTHERS COMPANIES
401(k) PLAN

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Independent Auditor's Report

The Plan Administrator
Cook Brothers Companies 401(k) Plan
Binghamton, New York

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the Cook Brothers Companies 401(k) Plan, which comprises 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 4, which was certified by The Guardian Insurance & Annuity Company, Inc., the custodian of the Plan's investments, except for comparing the information with the related information included in the financial statements and supplemental schedule. 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 and for the years ended December 31, 2012 and 2011, that the information provided to the plan administrator by the custodian is complete and accurate.

jls@jlscpa.com 2 Court Street, Binghamton, NY 13901 (607) 723-8216

The Plan Administrator
Cook Brothers Companies 401(k) Plan

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

Johnson, Lauder + Savidge, LLP

August 14, 2013
Binghamton, New York

COOK BROTHERS COMPANIES 401(k) PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

DECEMBER 31, 2012 AND 2011

	2012	2011
Assets		
Investments, at fair value	$ 3,344,714	$ 3,012,049
Receivables		
Employer contributions	19,351	5,383
Employee contributions	51,136	13,475
Notes receivable from participants	94,603	121,327
Total assets	$ 3,509,804	$ 3,152,234

The accompanying notes are an integral part of the financial statements

COOK BROTHERS COMPANIES 401(k) PLAN

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

FOR THE YEARS ENDED DECEMBER 31, 2012 AND 2011

	2012	2011
Additions		
Investment income (loss)		
Net appreciation (depreciation) in fair value of investments	$ 339,798	$ (53,885)
Interest income on notes receivable from participants	3,454	3,121
Contributions		
Employer match	123,911	100,826
Employees	301,186	242,152
Total Additions	768,349	292,214
Deductions		
Benefits paid	408,852	51,785
Administrative fees and other expenses	1,927	10,930
Total deductions	410,779	62,715
Net change	357,570	229,499
Net assets available for benefits at beginning of year	3,152,234	2,922,735
Net assets available for benefits at end of year	$ 3,509,804	$ 3,152,234

The accompanying notes are an integral part of the financial statements

NOTE 1: PLAN DESCRIPTION

The following brief description of the Cook Brothers Companies 401(k) Plan (the "Plan") is provided for general information purposes only. Participants should refer to the Plan document for complete information. The Plan was effective January 1, 2002.

General

The Plan is a defined contribution plan sponsored by and covering all employees of Triple Cities Acquisition, LLC (the "Company"). The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). The Plan number is "002" and reports on the calendar year under I.D. # 16-1611669.

Plan Administration

The plan is administered by the Company. The Plan utilizes a third party administrator (United Advisors) for maintaining participant accounts, forms and other administrative functions. The Plan utilizes the Guardian Insurance & Annuity Company, Inc. as custodian of the plan's assets. The Company, United Advisors, and the Guardian Insurance & Annuity Company are all parties in interest and transactions between them and the Plan are considered exempt from parties in interest reporting.

Eligibility

All employees of the Company who have attained age twenty-one and completed one year of service are eligible to participate in the Plan.

Contributions

Employees can defer their salary up to statutory amounts allowed by the Internal Revenue Code, $17,000 and $16,500 for 2012 and 2011, respectively. Participants may also contribute funds representing distributions from other qualified defined benefit or contribution plans. The Company may make a matching contribution. Participants direct their contributions into various investment options offered by the Plan. The Company may also make additional discretionary contributions equal to a percentage of participants qualified compensation. There were no discretionary contributions for 2012 and 2011, other than matching Sponsor contributions.

Vesting

Participants are vested immediately in their contributions to the Plan and employer discretionary contributions plus actual earnings thereon. Vesting in the Company's matching contribution portion of their accounts is based on years of continuous service. Generally, a participant is 100 percent vested in the Company's contributions after 6 years of credited service.

Participant Accounts

Each participant's account is credited with the participant's contribution, the Company's contribution and Plan earnings and is charged with an allocation of administrative expenses. Allocations of Plan earnings and administrative expenses 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 balance.

NOTE 1: PLAN DESCRIPTION (Continued)

Notes Receivable From Participants

Participants may borrow from the Plan a minimum of $1,000 up to a maximum equal to the lesser of $50,000 or 50 percent of their vested account balance. The receivables are collateralized by the vested balance in the participant's account and bear interest at the prime rate. Principal and interest are paid through payroll deductions.

Payment of Benefits

Normal retirement date for participants under the Plan is age 65. Upon termination of service due to death, disability, or retirement, a participant will receive a lump-sum amount equal to the value of the participant's vested interest in his or her account.

Forfeited Accounts

Forfeited participant accounts are used to reduce the Company's contributions to the Plan. Forfeited accounts were not significant in 2012 and 2011.

Plan Termination

Although it has not expressed an intent 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 would become 100 percent vested in their account balances.

NOTE 2: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The financial statements of the Plan have been prepared on an accrual basis in conformity with accounting principles generally accepted in the United States of America. Notes receivable from participants are valued at amortized cost plus accrued interest.

Valuation of Investments

Investments are stated at fair value. Quoted market prices are used to determine fair value of mutual fund investments held in separate accounts. The separate accounts are not publicly traded.

The Plan presents in the statement of changes in net assets available for benefits the net appreciation (depreciation) in the fair value of its investments which consists of the realized gains or losses and the unrealized appreciation (depreciation) on those investments.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make significant estimates and assumptions that affect the reported amounts of changes in net assets available for benefits and disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of increases and decreases in net assets available for benefits during the reporting period. Actual results could differ from those estimates.

NOTE 2: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Notes Receivable from Participants

Loans to participants are reported at their unpaid principal balances plus any accrued but unpaid interest.

Risks and Uncertainties

The Plan invests in various mutual fund securities. Investment securities are exposed to various risks, such as interest rate, market and credit. Due to the level of risk associated with certain investment securities and the level of uncertainty related to changes in the value of investment securities, 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.

Payment of Benefits

Benefits are recorded when paid.

Administrative Expenses and Related Party (exempt party-in-interest)

Administrative expenses incurred as follows:

	2012	2011
Audit fees		
Paid by the plan sponsor	$ 8,300	$ 1,000
Paid by the plan	-	7,279
Total audit fees	8,300	8,279
Third party administrator fees		
Paid by the plan sponsor	5,680	5,350
Paid by the plan	1,927	3,651
Total third party administrator fees	7,607	9,001
Total fees paid by the plan sponsor	13,980	6,350
Total fees paid by the plan	1,927	10,930
Total administrative expenses incurred	$ 15,907	$ 17,280

In addition, the Plan was charged with $31,667 and $29,570 in commissions for 2012 and 2011, respectively. Commission charges were netted from investment income (loss) of $371,072 and $(24,315) in 2012 and 2011, respectively.

Reclassifications

Certain prior year financial statement captions have been reclassified to conform to the current year's presentation.

NOTE 2: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Events Occurring After Reporting Date

Cook Brothers Companies 401(k) Plan has evaluated events and transactions that occurred between December 31, 2012 and August 14, 2013, which is the date the financial statements were available to be issued, for possible disclosure and recognition in the financial statements.

NOTE 3: INVESTMENTS

The Plan utilizes The Guardian Insurance & Annuity Company, Inc. to determine its securities' fair values. The fair value of an asset is the amount at which that asset could be bought or sold in a current transaction between willing parties, that is, other than a forced liquidation sale. The Plan's financial assets carried at fair value, in the separate accounts of the custodian, have been classified for disclosure purposes based on the hierarchy defined by Accounting Standards Codification 820, Fair Value Measurements. The Plan does not have any financial liabilities applicable under this guidance. The levels of fair value hierarchy are as follows:

Level 1: Values are unadjusted quoted prices for identical assets in an active market accessible at the measurement date (December 31, 2012). Assets measured at fair value on a recurring basis and classified as Level 1 include actively traded listed common stocks.

Level 2: Inputs other than quoted prices in active markets for identical assets and liabilities that are observable either directly or indirectly for substantially the full term of the asset or liability. Level 2 inputs include the following:

- Quoted prices for similar assets and liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in markets that are not active;
- Observable inputs other than quoted prices that are used in the valuation of the asset or liabilities (e.g., interest rate and yield curve quotes at commonly quoted intervals); and
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

Level 3: Unobservable inputs for the asset or liability (i.e., supported by little or no market activity). Level 3 inputs include management's own assumption about the assumptions that market participants would use in pricing the asset or liability (including assumptions about risk).

NOTE 3: INVESTMENTS (Continued)

Investment levels by investment category for 2012 are:

Investment Category	Fair Value	Level 1 Inputs	Level 2 Inputs	Level 3 Inputs
Registered investment companies:				
Large cap funds	$ 978,743	$ 978,743		
Mid cap funds	254,240	254,240		
Small cap funds	82,925	82,925		
International equity	191,159	191,159		
Aggressive allocation	141,530	141,530		
Moderate allocation	341,939	341,939		
Conservative allocation	140,582	140,582		
Balanced funds	493,851	493,851		
Index funds	398,573	398,573		
Bond funds	321,172	321,172		
Total	$ 3,344,714	$ 3,344,714	$ -	$ -

Investment levels by investment category for 2011 are:

Investment Category	Fair Value	Level 1 Inputs	Level 2 Inputs	Level 3 Inputs
Registered investment companies				
Large cap funds	$ 938,005	$ 938,005		
Mid cap funds	221,390	221,390		
Small cap funds	64,714	64,714		
International equity	190,409	190,409		
Aggressive allocation	104,186	104,186		
Moderate allocation	262,917	262,917		
Conservative allocation	118,035	118,035		
Balanced funds	400,838	400,838		
Index funds	461,501	461,501		
Bond funds	250,054	250,054		
Total	$ 3,012,049	$ 3,012,049	$ -	$ -

NOTE 3: INVESTMENTS (Continued)

Individual investments that represent concentrations of 5% or more of net assets available for benefits at December 31 are as follows:

	2012	2011
Dreyfus S&P 500 Index Fund	$ 398,573	$ 461,501
RS Money Market Fund	493,851	400,838
Dreyfus Appreciation Fund	310,638	320,761
American Century Value Fund	257,247	273,580
American Century Alloc Mod Investor Fund	341,939	262,917
Dreyfus Interm Term Income Fund	321,172	250,054
Fidelity Advisor Mid Cap Fund	254,239	221,390
American Century International Growth Fund	191,159	190,409
Fidelity Equity Income Fund	166,289	132,481

These holdings are exempt from "reportable transactions."

NOTE 4: FINANCIAL INFORMATION CERTIFIED BY CUSTODIAN

In accordance with Department of Labor Regulation 2520.103-8, a certified "Statement of Account" for the Plan for the years ended December 31, 2012 and 2011 have been provided by the custodian of the Plan. The plan administrator has obtained a certification from the custodian that such information is complete and accurate.

	2012	2011
Statement of Net Assets Available for Benefits – Investments	$3,344,714	$3,012,049
Statements of changes in Net Assets Available for Benefits – Interest and dividends, net appreciation (depreciation) in fair value of investments	339,798	(53,885)

NOTE 5: TAX STATUS

The Internal Revenue Service has determined and informed the Prototype Plan service provider by a letter dated March 31, 2008, that the Plan and related trust are designed in accordance with the Internal Revenue Code ("IRC"). Accordingly, no provision for income taxes has been included in the Plan's financial statements.

NOTE 6: TERMINATED PARTICIPANTS

The value of terminated participant accounts at December 31, 2012 and 2011 was $222,803 and $72,344, respectively.

NOTE 7: RECONCILIATION OF FORM 5500 FINANCIAL DATA

The following is a reconciliation of assets and expenses per the financial statements to the Form 5500:

	Financial Statements	5500	Difference	Explanation
Assets				
Contributions receivable	$ 70,487	$ -	$ 70,487	Contributions
Notes receivable from participants	94,603	94,488	115	Interest accrual
Total assets	3,509,804	3,439,202	70,602	
Income				
Contributions:				
Employers	123,911	109,943	13,968	Change in accrual
Participants	301,186	263,525	37,661	Change in accrual
Participant loan interest	3,454	3,424	30	Change in accrual
Total income	$ 428,551	$ 376,892	$ 51,659	
Net change in net assets available for benefits	$ 17,772	$ (33,887)	$ 51,659	

NOTE 8: CONCENTRATION OF CREDIT RISK

Financial instruments which potentially subject the Plan to concentrations of credit risk consist primarily of cash, cash equivalents and investments. The Plan places its cash and cash equivalents with what it believes to be quality financial institutions. The Plan invests in various debt and equity securities. These investment securities are exposed to interest rate, market, credit and other risks depending on the nature of the specific investment. Accordingly, it is at least reasonably possible that these factors will result in changes in the value of the Plan's investments which could materially affect amounts reported in the financial statements.

SUPPLEMENTAL SCHEDULE
COOK BROTHERS COMPANIES 401(k) PLAN
PLAN NUMBER – 002
EIN 16-1611669
Page 15, Support Schedule H, Line 4i on Form 5500

COOK BROTHERS COMPANIES 401(k) PLAN

SCHEDULE OF ASSETS (HELD AT END OF YEAR)
(EMPLOYER EIN 16-1611669, PLAN 002)
(Reference: Form 5500, Schedule H, Line 4i)

DECEMBER 31, 2012

(a)	(b) Identity of issuer, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Fair Market Value
Mutual Funds:				
	Fidelity Equity Income Fund		**	$ 166,289
	Fidelity Stock Selector Mid Cap Fund		**	254,240
	American Century Ultra Investor Fund		**	134,802
	American Century International Growth Fund		**	191,159
	American Century Value Fund		**	257,247
	American Century Strategic Alloc. Con. Investor Fund		**	140,582
	American Century Strategic Alloc. Mod. Investor Fund		**	341,939
	American Century Strategic Alloc. Agg. Investor Fund		**	141,530
	Dreyfus S&P 500 Index Fund		**	398,573
	Dreyfus Appreciation Fund, Inc.		**	310,638
	Dreyfus Interm Term Income Fund		**	321,172
	RS Money Market Fund		**	493,851
	RS Small Cap Core Equity Fund		**	82,925
	Janus Adviser Worldwide Fund		**	109,767
			-	3,344,714
	Notes receivable from participants	3.25% to 8.25% with maturities through 2018, collateral is plan assets	-	94,603
		Total investments	$ -	$ 3,439,317

** Cost data not included as all accounts are participant directed.

COOK BROTHERS COMPANIES
401(k) PLAN

FINANCIAL STATEMENTS

DECEMBER 31, 2012 AND 2011

COOK BROTHERS COMPANIES
401(k) PLAN

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Independent Auditor's Report

The Plan Administrator
Cook Brothers Companies 401(k) Plan
Binghamton, New York

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the Cook Brothers Companies 401(k) Plan, which comprises 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 4, which was certified by The Guardian Insurance & Annuity Company, Inc., the custodian of the Plan's investments, except for comparing the information with the related information included in the financial statements and supplemental schedule. 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 and for the years ended December 31, 2012 and 2011, that the information provided to the plan administrator by the custodian is complete and accurate.

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The Plan Administrator
Cook Brothers Companies 401(k) Plan

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

Johnson, Lauder + Savidge, LLP

August 14, 2013
Binghamton, New York

COOK BROTHERS COMPANIES 401(k) PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

DECEMBER 31, 2012 AND 2011

	2012	2011
Assets		
Investments, at fair value	$ 3,344,714	$ 3,012,049
Receivables		
Employer contributions	19,351	5,383
Employee contributions	51,136	13,475
Notes receivable from participants	94,603	121,327
Total assets	$ 3,509,804	$ 3,152,234

The accompanying notes are an integral part of the financial statements

COOK BROTHERS COMPANIES 401(k) PLAN

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

FOR THE YEARS ENDED DECEMBER 31, 2012 AND 2011

	2012	2011
Additions		
Investment income (loss)		
Net appreciation (depreciation) in fair value of investments	$ 339,798	$ (53,885)
Interest income on notes receivable from participants	3,454	3,121
Contributions		
Employer match	123,911	100,826
Employees	301,186	242,152
Total Additions	768,349	292,214
Deductions		
Benefits paid	408,852	51,785
Administrative fees and other expenses	1,927	10,930
Total deductions	410,779	62,715
Net change	357,570	229,499
Net assets available for benefits at beginning of year	3,152,234	2,922,735
Net assets available for benefits at end of year	$ 3,509,804	$ 3,152,234

The accompanying notes are an integral part of the financial statements

NOTE 1: PLAN DESCRIPTION

The following brief description of the Cook Brothers Companies 401(k) Plan (the "Plan") is provided for general information purposes only. Participants should refer to the Plan document for complete information. The Plan was effective January 1, 2002.

General

The Plan is a defined contribution plan sponsored by and covering all employees of Triple Cities Acquisition, LLC (the "Company"). The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). The Plan number is "002" and reports on the calendar year under I.D. # 16-1611669.

Plan Administration

The plan is administered by the Company. The Plan utilizes a third party administrator (United Advisors) for maintaining participant accounts, forms and other administrative functions. The Plan utilizes the Guardian Insurance & Annuity Company, Inc. as custodian of the plan's assets. The Company, United Advisors, and the Guardian Insurance & Annuity Company are all parties in interest and transactions between them and the Plan are considered exempt from parties in interest reporting.

Eligibility

All employees of the Company who have attained age twenty-one and completed one year of service are eligible to participate in the Plan.

Contributions

Employees can defer their salary up to statutory amounts allowed by the Internal Revenue Code, $17,000 and $16,500 for 2012 and 2011, respectively. Participants may also contribute funds representing distributions from other qualified defined benefit or contribution plans. The Company may make a matching contribution. Participants direct their contributions into various investment options offered by the Plan. The Company may also make additional discretionary contributions equal to a percentage of participants qualified compensation. There were no discretionary contributions for 2012 and 2011, other than matching Sponsor contributions.

Vesting

Participants are vested immediately in their contributions to the Plan and employer discretionary contributions plus actual earnings thereon. Vesting in the Company's matching contribution portion of their accounts is based on years of continuous service. Generally, a participant is 100 percent vested in the Company's contributions after 6 years of credited service.

Participant Accounts

Each participant's account is credited with the participant's contribution, the Company's contribution and Plan earnings and is charged with an allocation of administrative expenses. Allocations of Plan earnings and administrative expenses 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 balance.

NOTE 1: PLAN DESCRIPTION (Continued)

Notes Receivable From Participants

Participants may borrow from the Plan a minimum of $1,000 up to a maximum equal to the lesser of $50,000 or 50 percent of their vested account balance. The receivables are collateralized by the vested balance in the participant's account and bear interest at the prime rate. Principal and interest are paid through payroll deductions.

Payment of Benefits

Normal retirement date for participants under the Plan is age 65. Upon termination of service due to death, disability, or retirement, a participant will receive a lump-sum amount equal to the value of the participant's vested interest in his or her account.

Forfeited Accounts

Forfeited participant accounts are used to reduce the Company's contributions to the Plan. Forfeited accounts were not significant in 2012 and 2011.

Plan Termination

Although it has not expressed an intent 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 would become 100 percent vested in their account balances.

NOTE 2: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The financial statements of the Plan have been prepared on an accrual basis in conformity with accounting principles generally accepted in the United States of America. Notes receivable from participants are valued at amortized cost plus accrued interest.

Valuation of Investments

Investments are stated at fair value. Quoted market prices are used to determine fair value of mutual fund investments held in separate accounts. The separate accounts are not publicly traded.

The Plan presents in the statement of changes in net assets available for benefits the net appreciation (depreciation) in the fair value of its investments which consists of the realized gains or losses and the unrealized appreciation (depreciation) on those investments.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make significant estimates and assumptions that affect the reported amounts of changes in net assets available for benefits and disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of increases and decreases in net assets available for benefits during the reporting period. Actual results could differ from those estimates.

NOTE 2: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Notes Receivable from Participants

Loans to participants are reported at their unpaid principal balances plus any accrued but unpaid interest.

Risks and Uncertainties

The Plan invests in various mutual fund securities. Investment securities are exposed to various risks, such as interest rate, market and credit. Due to the level of risk associated with certain investment securities and the level of uncertainty related to changes in the value of investment securities, 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.

Payment of Benefits

Benefits are recorded when paid.

Administrative Expenses and Related Party (exempt party-in-interest)

Administrative expenses incurred as follows:

	2012	2011
Audit fees		
Paid by the plan sponsor	$ 8,300	$ 1,000
Paid by the plan	-	7,279
Total audit fees	8,300	8,279
Third party administrator fees		
Paid by the plan sponsor	5,680	5,350
Paid by the plan	1,927	3,651
Total third party administrator fees	7,607	9,001
Total fees paid by the plan sponsor	13,980	6,350
Total fees paid by the plan	1,927	10,930
Total administrative expenses incurred	$ 15,907	$ 17,280

In addition, the Plan was charged with $31,667 and $29,570 in commissions for 2012 and 2011, respectively. Commission charges were netted from investment income (loss) of $371,072 and $(24,315) in 2012 and 2011, respectively.

Reclassifications

Certain prior year financial statement captions have been reclassified to conform to the current year's presentation.

NOTE 2: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Events Occurring After Reporting Date

Cook Brothers Companies 401(k) Plan has evaluated events and transactions that occurred between December 31, 2012 and August 14, 2013, which is the date the financial statements were available to be issued, for possible disclosure and recognition in the financial statements.

NOTE 3: INVESTMENTS

The Plan utilizes The Guardian Insurance & Annuity Company, Inc. to determine its securities' fair values. The fair value of an asset is the amount at which that asset could be bought or sold in a current transaction between willing parties, that is, other than a forced liquidation sale. The Plan's financial assets carried at fair value, in the separate accounts of the custodian, have been classified for disclosure purposes based on the hierarchy defined by Accounting Standards Codification 820, Fair Value Measurements. The Plan does not have any financial liabilities applicable under this guidance. The levels of fair value hierarchy are as follows:

Level 1: Values are unadjusted quoted prices for identical assets in an active market accessible at the measurement date (December 31, 2012). Assets measured at fair value on a recurring basis and classified as Level 1 include actively traded listed common stocks.

Level 2: Inputs other than quoted prices in active markets for identical assets and liabilities that are observable either directly or indirectly for substantially the full term of the asset or liability. Level 2 inputs include the following:

- Quoted prices for similar assets and liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in markets that are not active;
- Observable inputs other than quoted prices that are used in the valuation of the asset or liabilities (e.g., interest rate and yield curve quotes at commonly quoted intervals); and
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

Level 3: Unobservable inputs for the asset or liability (i.e., supported by little or no market activity). Level 3 inputs include management's own assumption about the assumptions that market participants would use in pricing the asset or liability (including assumptions about risk).

NOTE 3: INVESTMENTS (Continued)

Investment levels by investment category for 2012 are:

Investment Category	Fair Value	Level 1 Inputs	Level 2 Inputs	Level 3 Inputs
Registered investment companies:				
Large cap funds	$ 978,743	$ 978,743		
Mid cap funds	254,240	254,240		
Small cap funds	82,925	82,925		
International equity	191,159	191,159		
Aggressive allocation	141,530	141,530		
Moderate allocation	341,939	341,939		
Conservative allocation	140,582	140,582		
Balanced funds	493,851	493,851		
Index funds	398,573	398,573		
Bond funds	321,172	321,172		
Total	$ 3,344,714	$ 3,344,714	$ -	$ -

Investment levels by investment category for 2011 are:

Investment Category	Fair Value	Level 1 Inputs	Level 2 Inputs	Level 3 Inputs
Registered investment companies				
Large cap funds	$ 938,005	$ 938,005		
Mid cap funds	221,390	221,390		
Small cap funds	64,714	64,714		
International equity	190,409	190,409		
Aggressive allocation	104,186	104,186		
Moderate allocation	262,917	262,917		
Conservative allocation	118,035	118,035		
Balanced funds	400,838	400,838		
Index funds	461,501	461,501		
Bond funds	250,054	250,054		
Total	$ 3,012,049	$ 3,012,049	$ -	$ -

NOTE 3: INVESTMENTS (Continued)

Individual investments that represent concentrations of 5% or more of net assets available for benefits at December 31 are as follows:

	2012	2011
Dreyfus S&P 500 Index Fund	$ 398,573	$ 461,501
RS Money Market Fund	493,851	400,838
Dreyfus Appreciation Fund	310,638	320,761
American Century Value Fund	257,247	273,580
American Century Alloc Mod Investor Fund	341,939	262,917
Dreyfus Interm Term Income Fund	321,172	250,054
Fidelity Advisor Mid Cap Fund	254,239	221,390
American Century International Growth Fund	191,159	190,409
Fidelity Equity Income Fund	166,289	132,481

These holdings are exempt from "reportable transactions."

NOTE 4: FINANCIAL INFORMATION CERTIFIED BY CUSTODIAN

In accordance with Department of Labor Regulation 2520.103-8, a certified "Statement of Account" for the Plan for the years ended December 31, 2012 and 2011 have been provided by the custodian of the Plan. The plan administrator has obtained a certification from the custodian that such information is complete and accurate.

	2012	2011
Statement of Net Assets Available for Benefits – Investments	$3,344,714	$3,012,049
Statements of changes in Net Assets Available for Benefits – Interest and dividends, net appreciation (depreciation) in fair value of investments	339,798	(53,885)

NOTE 5: TAX STATUS

The Internal Revenue Service has determined and informed the Prototype Plan service provider by a letter dated March 31, 2008, that the Plan and related trust are designed in accordance with the Internal Revenue Code ("IRC"). Accordingly, no provision for income taxes has been included in the Plan's financial statements.

NOTE 6: TERMINATED PARTICIPANTS

The value of terminated participant accounts at December 31, 2012 and 2011 was $222,803 and $72,344, respectively.

NOTE 7: RECONCILIATION OF FORM 5500 FINANCIAL DATA

The following is a reconciliation of assets and expenses per the financial statements to the Form 5500:

	Financial Statements	5500	Difference	Explanation
Assets				
Contributions receivable	$ 70,487	$ -	$ 70,487	Contributions
Notes receivable from participants	94,603	94,488	115	Interest accrual
Total assets	3,509,804	3,439,202	70,602	
Income				
Contributions:				
Employers	123,911	109,943	13,968	Change in accrual
Participants	301,186	263,525	37,661	Change in accrual
Participant loan interest	3,454	3,424	30	Change in accrual
Total income	$ 428,551	$ 376,892	$ 51,659	
Net change in net assets available for benefits	$ 17,772	$ (33,887)	$ 51,659	

NOTE 8: CONCENTRATION OF CREDIT RISK

Financial instruments which potentially subject the Plan to concentrations of credit risk consist primarily of cash, cash equivalents and investments. The Plan places its cash and cash equivalents with what it believes to be quality financial institutions. The Plan invests in various debt and equity securities. These investment securities are exposed to interest rate, market, credit and other risks depending on the nature of the specific investment. Accordingly, it is at least reasonably possible that these factors will result in changes in the value of the Plan's investments which could materially affect amounts reported in the financial statements.

SUPPLEMENTAL SCHEDULE
COOK BROTHERS COMPANIES 401(k) PLAN
PLAN NUMBER – 002
EIN 16-1611669
Page 15, Support Schedule H, Line 4i on Form 5500

COOK BROTHERS COMPANIES 401(k) PLAN

SCHEDULE OF ASSETS (HELD AT END OF YEAR)
(EMPLOYER EIN 16-1611669, PLAN 002)
(Reference: Form 5500, Schedule H, Line 4i)

DECEMBER 31, 2012

(a)	(b) Identity of issuer, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Fair Market Value
Mutual Funds:				
	Fidelity Equity Income Fund		**	$ 166,289
	Fidelity Stock Selector Mid Cap Fund		**	254,240
	American Century Ultra Investor Fund		**	134,802
	American Century International Growth Fund		**	191,159
	American Century Value Fund		**	257,247
	American Century Strategic Alloc. Con. Investor Fund		**	140,582
	American Century Strategic Alloc. Mod. Investor Fund		**	341,939
	American Century Strategic Alloc. Agg. Investor Fund		**	141,530
	Dreyfus S&P 500 Index Fund		**	398,573
	Dreyfus Appreciation Fund, Inc.		**	310,638
	Dreyfus Interm Term Income Fund		**	321,172
	RS Money Market Fund		**	493,851
	RS Small Cap Core Equity Fund		**	82,925
	Janus Adviser Worldwide Fund		**	109,767
			-	3,344,714
	Notes receivable from participants	3.25% to 8.25% with maturities through 2018, collateral is plan assets	-	94,603
		Total investments	$ -	$ 3,439,317

** Cost data not included as all accounts are participant directed.

COOK BROTHERS COMPANIES
401(k) PLAN

FINANCIAL STATEMENTS

DECEMBER 31, 2012 AND 2011

COOK BROTHERS COMPANIES
401(k) PLAN

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Independent Auditor's Report

The Plan Administrator
Cook Brothers Companies 401(k) Plan
Binghamton, New York

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the Cook Brothers Companies 401(k) Plan, which comprises 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 4, which was certified by The Guardian Insurance & Annuity Company, Inc., the custodian of the Plan's investments, except for comparing the information with the related information included in the financial statements and supplemental schedule. 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 and for the years ended December 31, 2012 and 2011, that the information provided to the plan administrator by the custodian is complete and accurate.

jls@jlscpa.com 2 Court Street, Binghamton, NY 13901 (607) 723-8216

The Plan Administrator
Cook Brothers Companies 401(k) Plan

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

Johnson, Lauder + Savidge, LLP

August 14, 2013
Binghamton, New York

COOK BROTHERS COMPANIES 401(k) PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

DECEMBER 31, 2012 AND 2011

	2012	2011
Assets		
Investments, at fair value	$ 3,344,714	$ 3,012,049
Receivables		
Employer contributions	19,351	5,383
Employee contributions	51,136	13,475
Notes receivable from participants	94,603	121,327
Total assets	$ 3,509,804	$ 3,152,234

The accompanying notes are an integral part of the financial statements

COOK BROTHERS COMPANIES 401(k) PLAN

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

FOR THE YEARS ENDED DECEMBER 31, 2012 AND 2011

	2012	2011
Additions		
Investment income (loss)		
Net appreciation (depreciation) in fair value of investments	$ 339,798	$ (53,885)
Interest income on notes receivable from participants	3,454	3,121
Contributions		
Employer match	123,911	100,826
Employees	301,186	242,152
Total Additions	768,349	292,214
Deductions		
Benefits paid	408,852	51,785
Administrative fees and other expenses	1,927	10,930
Total deductions	410,779	62,715
Net change	357,570	229,499
Net assets available for benefits at beginning of year	3,152,234	2,922,735
Net assets available for benefits at end of year	$ 3,509,804	$ 3,152,234

The accompanying notes are an integral part of the financial statements

NOTE 1: PLAN DESCRIPTION

The following brief description of the Cook Brothers Companies 401(k) Plan (the "Plan") is provided for general information purposes only. Participants should refer to the Plan document for complete information. The Plan was effective January 1, 2002.

General

The Plan is a defined contribution plan sponsored by and covering all employees of Triple Cities Acquisition, LLC (the "Company"). The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). The Plan number is "002" and reports on the calendar year under I.D. # 16-1611669.

Plan Administration

The plan is administered by the Company. The Plan utilizes a third party administrator (United Advisors) for maintaining participant accounts, forms and other administrative functions. The Plan utilizes the Guardian Insurance & Annuity Company, Inc. as custodian of the plan's assets. The Company, United Advisors, and the Guardian Insurance & Annuity Company are all parties in interest and transactions between them and the Plan are considered exempt from parties in interest reporting.

Eligibility

All employees of the Company who have attained age twenty-one and completed one year of service are eligible to participate in the Plan.

Contributions

Employees can defer their salary up to statutory amounts allowed by the Internal Revenue Code, $17,000 and $16,500 for 2012 and 2011, respectively. Participants may also contribute funds representing distributions from other qualified defined benefit or contribution plans. The Company may make a matching contribution. Participants direct their contributions into various investment options offered by the Plan. The Company may also make additional discretionary contributions equal to a percentage of participants qualified compensation. There were no discretionary contributions for 2012 and 2011, other than matching Sponsor contributions.

Vesting

Participants are vested immediately in their contributions to the Plan and employer discretionary contributions plus actual earnings thereon. Vesting in the Company's matching contribution portion of their accounts is based on years of continuous service. Generally, a participant is 100 percent vested in the Company's contributions after 6 years of credited service.

Participant Accounts

Each participant's account is credited with the participant's contribution, the Company's contribution and Plan earnings and is charged with an allocation of administrative expenses. Allocations of Plan earnings and administrative expenses 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 balance.

NOTE 1: PLAN DESCRIPTION (Continued)

Notes Receivable From Participants

Participants may borrow from the Plan a minimum of $1,000 up to a maximum equal to the lesser of $50,000 or 50 percent of their vested account balance. The receivables are collateralized by the vested balance in the participant's account and bear interest at the prime rate. Principal and interest are paid through payroll deductions.

Payment of Benefits

Normal retirement date for participants under the Plan is age 65. Upon termination of service due to death, disability, or retirement, a participant will receive a lump-sum amount equal to the value of the participant's vested interest in his or her account.

Forfeited Accounts

Forfeited participant accounts are used to reduce the Company's contributions to the Plan. Forfeited accounts were not significant in 2012 and 2011.

Plan Termination

Although it has not expressed an intent 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 would become 100 percent vested in their account balances.

NOTE 2: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The financial statements of the Plan have been prepared on an accrual basis in conformity with accounting principles generally accepted in the United States of America. Notes receivable from participants are valued at amortized cost plus accrued interest.

Valuation of Investments

Investments are stated at fair value. Quoted market prices are used to determine fair value of mutual fund investments held in separate accounts. The separate accounts are not publicly traded.

The Plan presents in the statement of changes in net assets available for benefits the net appreciation (depreciation) in the fair value of its investments which consists of the realized gains or losses and the unrealized appreciation (depreciation) on those investments.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make significant estimates and assumptions that affect the reported amounts of changes in net assets available for benefits and disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of increases and decreases in net assets available for benefits during the reporting period. Actual results could differ from those estimates.

NOTE 2: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Notes Receivable from Participants

Loans to participants are reported at their unpaid principal balances plus any accrued but unpaid interest.

Risks and Uncertainties

The Plan invests in various mutual fund securities. Investment securities are exposed to various risks, such as interest rate, market and credit. Due to the level of risk associated with certain investment securities and the level of uncertainty related to changes in the value of investment securities, 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.

Payment of Benefits

Benefits are recorded when paid.

Administrative Expenses and Related Party (exempt party-in-interest)

Administrative expenses incurred as follows:

	2012	2011
Audit fees		
Paid by the plan sponsor	$ 8,300	$ 1,000
Paid by the plan	-	7,279
Total audit fees	8,300	8,279
Third party administrator fees		
Paid by the plan sponsor	5,680	5,350
Paid by the plan	1,927	3,651
Total third party administrator fees	7,607	9,001
Total fees paid by the plan sponsor	13,980	6,350
Total fees paid by the plan	1,927	10,930
Total administrative expenses incurred	$ 15,907	$ 17,280

In addition, the Plan was charged with $31,667 and $29,570 in commissions for 2012 and 2011, respectively. Commission charges were netted from investment income (loss) of $371,072 and $(24,315) in 2012 and 2011, respectively.

Reclassifications

Certain prior year financial statement captions have been reclassified to conform to the current year's presentation.

NOTE 2: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Events Occurring After Reporting Date

Cook Brothers Companies 401(k) Plan has evaluated events and transactions that occurred between December 31, 2012 and August 14, 2013, which is the date the financial statements were available to be issued, for possible disclosure and recognition in the financial statements.

NOTE 3: INVESTMENTS

The Plan utilizes The Guardian Insurance & Annuity Company, Inc. to determine its securities' fair values. The fair value of an asset is the amount at which that asset could be bought or sold in a current transaction between willing parties, that is, other than a forced liquidation sale. The Plan's financial assets carried at fair value, in the separate accounts of the custodian, have been classified for disclosure purposes based on the hierarchy defined by Accounting Standards Codification 820, Fair Value Measurements. The Plan does not have any financial liabilities applicable under this guidance. The levels of fair value hierarchy are as follows:

Level 1: Values are unadjusted quoted prices for identical assets in an active market accessible at the measurement date (December 31, 2012). Assets measured at fair value on a recurring basis and classified as Level 1 include actively traded listed common stocks.

Level 2: Inputs other than quoted prices in active markets for identical assets and liabilities that are observable either directly or indirectly for substantially the full term of the asset or liability. Level 2 inputs include the following:

- Quoted prices for similar assets and liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in markets that are not active;
- Observable inputs other than quoted prices that are used in the valuation of the asset or liabilities (e.g., interest rate and yield curve quotes at commonly quoted intervals); and
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

Level 3: Unobservable inputs for the asset or liability (i.e., supported by little or no market activity). Level 3 inputs include management's own assumption about the assumptions that market participants would use in pricing the asset or liability (including assumptions about risk).

NOTE 3: INVESTMENTS (Continued)

Investment levels by investment category for 2012 are:

Investment Category	Fair Value	Level 1 Inputs	Level 2 Inputs	Level 3 Inputs
Registered investment companies:				
Large cap funds	$ 978,743	$ 978,743		
Mid cap funds	254,240	254,240		
Small cap funds	82,925	82,925		
International equity	191,159	191,159		
Aggressive allocation	141,530	141,530		
Moderate allocation	341,939	341,939		
Conservative allocation	140,582	140,582		
Balanced funds	493,851	493,851		
Index funds	398,573	398,573		
Bond funds	321,172	321,172		
Total	$ 3,344,714	$ 3,344,714	$ -	$ -

Investment levels by investment category for 2011 are:

Investment Category	Fair Value	Level 1 Inputs	Level 2 Inputs	Level 3 Inputs
Registered investment companies				
Large cap funds	$ 938,005	$ 938,005		
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Bond funds	250,054	250,054		
Total	$ 3,012,049	$ 3,012,049	$ -	$ -

NOTE 3: INVESTMENTS (Continued)

Individual investments that represent concentrations of 5% or more of net assets available for benefits at December 31 are as follows:

	2012	2011
Dreyfus S&P 500 Index Fund	$ 398,573	$ 461,501
RS Money Market Fund	493,851	400,838
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NOTE 4: FINANCIAL INFORMATION CERTIFIED BY CUSTODIAN

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	2012	2011
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Statements of changes in Net Assets Available for Benefits – Interest and dividends, net appreciation (depreciation) in fair value of investments	339,798	(53,885)

NOTE 5: TAX STATUS

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NOTE 6: TERMINATED PARTICIPANTS

The value of terminated participant accounts at December 31, 2012 and 2011 was $222,803 and $72,344, respectively.

NOTE 7: RECONCILIATION OF FORM 5500 FINANCIAL DATA

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Income				
Contributions:				
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Participants	301,186	263,525	37,661	Change in accrual
Participant loan interest	3,454	3,424	30	Change in accrual
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Financial instruments which potentially subject the Plan to concentrations of credit risk consist primarily of cash, cash equivalents and investments. The Plan places its cash and cash equivalents with what it believes to be quality financial institutions. The Plan invests in various debt and equity securities. These investment securities are exposed to interest rate, market, credit and other risks depending on the nature of the specific investment. Accordingly, it is at least reasonably possible that these factors will result in changes in the value of the Plan's investments which could materially affect amounts reported in the financial statements.

SUPPLEMENTAL SCHEDULE
COOK BROTHERS COMPANIES 401(k) PLAN
PLAN NUMBER – 002
EIN 16-1611669
Page 15, Support Schedule H, Line 4i on Form 5500

COOK BROTHERS COMPANIES 401(k) PLAN

SCHEDULE OF ASSETS (HELD AT END OF YEAR)
(EMPLOYER EIN 16-1611669, PLAN 002)
(Reference: Form 5500, Schedule H, Line 4i)

DECEMBER 31, 2012

(a)	(b) Identity of issuer, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Fair Market Value
Mutual Funds:				
	Fidelity Equity Income Fund		**	$ 166,289
	Fidelity Stock Selector Mid Cap Fund		**	254,240
	American Century Ultra Investor Fund		**	134,802
	American Century International Growth Fund		**	191,159
	American Century Value Fund		**	257,247
	American Century Strategic Alloc. Con. Investor Fund		**	140,582
	American Century Strategic Alloc. Mod. Investor Fund		**	341,939
	American Century Strategic Alloc. Agg. Investor Fund		**	141,530
	Dreyfus S&P 500 Index Fund		**	398,573
	Dreyfus Appreciation Fund, Inc.		**	310,638
	Dreyfus Interm Term Income Fund		**	321,172
	RS Money Market Fund		**	493,851
	RS Small Cap Core Equity Fund		**	82,925
	Janus Adviser Worldwide Fund		**	109,767
			-	3,344,714
	Notes receivable from participants	3.25% to 8.25% with maturities through 2018, collateral is plan assets	-	94,603
		Total investments	$ -	$ 3,439,317

** Cost data not included as all accounts are participant directed.