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
BYRNE DAIRY, INC. AND SONBYRNE SALES, INC. 401(K) PROFIT SHARING PLAN

1b Three-digit plan number (PN) ▶ 005

1c Effective date of plan 10/01/1981

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

BYRNE DAIRY, INC.

245 TEX SIMONE DRIVE
SYRACUSE, NY 13206

2b Employer Identification Number (EIN)
15-0258780

2c Sponsor's telephone number
315-475-2121

2d Business code (see instructions)
112120

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.	09/04/2013	PHILIP A. MAZZA
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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

Preparer's telephone number (optional)

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

3b Administrator's EIN

3c Administrator's telephone number

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

a Sponsor's name

4b EIN

4c PN

5	Total number of participants at the beginning of the plan year	**5**	1159
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**	977
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	185
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	1162
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	1162
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	1106
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	229
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

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

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
BYRNE DAIRY, INC. AND SONBYRNE SALES, INC. 401(K) PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 005

C Plan sponsor's name as shown on line 2a of Form 5500
BYRNE DAIRY, INC.

D Employer Identification Number (EIN)
15-0258780

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

PRUDENTIAL RETIREMENT INSURANCE & ANNUITY CO.

(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
06-1050034	93629	41317	1162	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
0	24956

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

M & T SECURITIES, INC.
285 DELWARE AVENUE, SUITE 2000
BUFFALO, NY 14202-1885

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	
	24956	SERVICES TO INSURER OR PLAN	4

(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	2510103
5	Current value of plan's interest under this contract in separate accounts at year end	5	8366890

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. Specify nature of costs ▶	6d	

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 ▶ GUARANTEED GENERAL ACCOUNT CONTRACT

b	Balance at the end of the previous year			7b	2574464
c	Additions: (1) Contributions deposited during the year	7c(1)	185426		
	(2) Dividends and credits	7c(2)			
	(3) Interest credited during the year	7c(3)	51315		
	(4) Transferred from separate account	7c(4)	333058		
	(5) Other (specify below)	7c(5)	293524		
	▶ LOAN REPAYMENTS TRANSFERS IN, MISCELLANEOUS IN FORFEITURE CREDITS				
	(6) Total additions			7c(6)	863323
d	Total of balance and additions (add lines **7b** and **7c(6)**).			7d	3437787
e	Deductions:				
	(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	582843		
	(2) Administration charge made by carrier	7e(2)	345		
	(3) Transferred to separate account	7e(3)	274094		
	(4) Other (specify below)	7e(4)	70402		
	▶ LOAN INITIATIONS TRANSFERS OUT, MISCELLANEOUS OUT FORFEITURE DEBITS				
	(5) Total deductions			7e(5)	927684
f	Balance at the end of the current year (subtract line **7e(5)** from line **7d**)			7f	2510103

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
BYRNE DAIRY, INC. AND SONBYRNE SALES, INC. 401(K) PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 005

C Plan sponsor's name as shown on line 2a of Form 5500
BYRNE DAIRY, INC.

D Employer Identification Number (EIN)
15-0258780

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).. . . . . [X] 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

PRUDENTIAL RETIREMENT INSURANCE AND

06-1050034

(b) Enter name and EIN or address of person who provided you disclosure 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)

M & T SECURITIES INC

16-1263079

(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?
33 71	NONE	0	Yes [X] No [ ]	Yes [ ] No [X]	20061	Yes [ ] No [X]

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

PRUDENTIAL RETIREMENT INSURANCE AND

06-1050034

(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?
13 15 37 50 60 64	NONE	17416	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] No [ ]

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

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

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
PRUDENTIAL RETIREMENT INSURANCE AND	15 64	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
PRUDENTIAL RETIREMENT INSURANCE AND 06-1050034	75.000 BPS AND $0.00 PER PARTICIPANT INVESTED IN THE FUND FROM 1/1/2012 TO 12/31/2012 GUARANTEED INCOME FUND

(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
BYRNE DAIRY, INC. AND SONBYRNE SALES, INC. 401(K) PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 005

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
BYRNE DAIRY, INC.

D Employer Identification Number (EIN)
15-0258780

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: LGE CP GRTH/NEUBERG BERM

b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.

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)
06-1050034-350	P	2630757

a Name of MTIA, CCT, PSA, or 103-12 IE: CORE PLUS BOND/PIMCO

b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.

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)
06-1050034-299	P	3275841

a Name of MTIA, CCT, PSA, or 103-12 IE: SMALL CAP GROWTH/COLUMBUS

b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.

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)
06-1050034-650	P	772632

a Name of MTIA, CCT, PSA, or 103-12 IE: MID CAP VALUE/SYSTEMATIC

b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.

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)
06-1050034-647	P	682570

a Name of MTIA, CCT, PSA, or 103-12 IE: MID CAP GROWTH/FRONTIER

b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.

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)
06-1050034-559	P	903960

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

b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.

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)
06-1050034-123	P	101130

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

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
BYRNE DAIRY, INC. AND SONBYRNE SALES, INC. 401(K) PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 005

C Plan sponsor's name as shown on line 2a of Form 5500
BYRNE DAIRY, INC.

D Employer Identification Number (EIN)
15-0258780

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)	404701	431655
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)	6631834	8366890
(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)	7744545	8063427
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)	2574464	2510103
(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	17355544	19372075
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	17355544	19372075

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)	445281	
(B) Participants	2a(1)(B)	978991	
(C) Others (including rollovers)	2a(1)(C)	50222	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		1474494
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)	21325	
(F) Other	2b(1)(F)	51315	
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		72640
(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)	124850	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		124850
(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)		872920
(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)		1034888
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		3579792
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	1515854	
(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)		1515854
f Corrective distributions (see instructions)	2f		28656
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)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	18751	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		18751
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		1563261
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		2016531
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: DERMODY, BURKE & BROWN CPAS, LLC **(2)** EIN: 01-0723685

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

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

Part IV Compliance Questions

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

During the plan year:

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

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

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

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

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

Part V Trust Information (optional)

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

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

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

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

OMB No. 1210-0110

2012

This Form is Open to Public Inspection.

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

A Name of plan
BYRNE DAIRY, INC. AND SONBYRNE SALES, INC. 401(K) PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 005

C Plan sponsor's name as shown on line 2a of Form 5500
BYRNE DAIRY, INC.

D Employer Identification Number (EIN)
15-0258780

Part I Distributions

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

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

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

EIN(s): 22-1211670

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):

BYRNE DAIRY, INC. AND SONBYRNE SALES, INC. 401(k) PROFIT SHARING PLAN

FINANCIAL STATEMENTS

December 31, 2012 and 2011

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BYRNE DAIRY, INC. AND SONBYRNE SALES, INC.
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Dermody, Burke & Brown, CPAs, LLC

INDEPENDENT AUDITORS' REPORT

TRUSTEES
BYRNE DAIRY, INC. AND SONBYRNE SALES, INC.
401(k) PROFIT SHARING PLAN

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of **BYRNE DAIRY, INC. AND SONBYRNE SALES, INC. 401(k) PROFIT SHARING PLAN**, which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by Prudential Retirement Insurance and Annuity Company, the Trustee of the Plan, 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 Trustee holds the Plan's investment assets and executes investment transactions. The Plan Administrator has obtained a certification from the Trustee as of and for the years ended December 31, 2012 and 2011, that the information provided to the Plan Administrator by the Trustee is complete and accurate.

Disclaimer of Opinion

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

Other Matter

We were engaged for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedule of assets (held at end of year), which are 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 of 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 Trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, is 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.

Dermody, Burke & Brown

DERMODY, BURKE & BROWN, CPAs, LLC

Syracuse, NY

June 28, 2013

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

December 31, 2012 and 2011

	2012	2011
INVESTMENTS, AT FAIR VALUE		
Pooled Separate Accounts	$ 8,366,890	$ 6,631,832
Registered Investment Company Funds	8,063,427	7,744,547
Guaranteed Income Fund	2,510,103	2,574,464
Total Investments, at Fair Value	18,940,420	16,950,843
RECEIVABLES		
Employer's Contribution	317,500	274,000
Notes Receivable from Participants	431,655	404,701
Total Receivables	749,155	678,701
NET ASSETS AVAILABLE FOR BENEFITS	$ 19,689,575	$ 17,629,544

See notes to financial statements.

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

Years Ended December 31, 2012 and 2011

	2012	2011
ADDITIONS		
Investment Income (Loss):		
Net Appreciation (Depreciation) in Fair Value of Investments:		
Registered Investment Company Funds	$ 1,034,888	$ (884,099)
Pooled Separate Accounts	872,920	(76,396)
Interest and Dividends	176,165	161,837
Other Income	0	1,692
Total Investment Income (Loss)	2,083,973	(796,966)
Interest Income on Notes Receivable from Participants	21,325	18,673
Contributions:		
Employer	488,781	438,186
Employee	978,991	840,427
Rollover	50,222	75,862
Total Contributions	1,517,994	1,354,475
Total Additions	3,623,292	576,182
DEDUCTIONS		
Benefits Paid to Participants	1,544,510	766,980
Administrative Fees	18,751	12,423
Total Deductions	1,563,261	779,403
CHANGE IN NET ASSETS AVAILABLE FOR BENEFITS	2,060,031	(203,221)
NET ASSETS AVAILABLE FOR BENEFITS		
Beginning of Year	17,629,544	17,832,765
End of Year	$ 19,689,575	$ 17,629,544

See notes to financial statements.

NOTES TO FINANCIAL STATEMENTS
December 31, 2012 and 2011

NOTE 1 – DESCRIPTION OF PLAN

The following description of the Byrne Dairy, Inc. and Sonbyrne Sales, Inc. 401(k) Profit Sharing Plan (the Plan) provides only general information. Participants should refer to the Summary Plan Description or Plan Document for a more complete description of the Plan's provisions. The participating employers in the Plan are Byrne Dairy, Inc., Sonbyrne Sales, Inc., Ultra Dairy, LLC, Syracuse Cold Storage, LLC and MaCabe Family Development, LLC (Companies).

1. **General** – The Plan is a 401(k) deferred savings plan and defined contribution profit sharing plan covering all employees of the Companies who have six months of service and are age 21 or older. The Plan was restated effective June 1, 2012. After that time, employees who have six months of service and are age 18 or older are eligible to participate in the Plan providing they are not covered by a collective bargaining agreement and they are not a non-resident alien. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

2. **Contributions** – Employees who are eligible to participate may elect to defer up to the maximum amount allowed under the law into the Plan. Each participating employer, at its discretion, may elect each year to provide a matching contribution based on the participant's salary reduction contributions. In addition, each participating employer may also make an additional profit sharing contribution to employees. The matching and profit sharing contributions are determined by each participating employer, rather than at the Plan level. Effective June 1, 2012, there was an amendment to increase the automatic enrollment deferral rate from 1% to 2%. The automatic deferral is effective for newly eligible participants who do not make a contrary election.

3. **Participant Accounts** – Each participant's account is credited with the participant's contribution and allocation of (a) the Companies' contribution, if applicable, (b) Plan earnings or losses, and (c) forfeitures of terminated participant's nonvested accounts. Allocations are based upon participant compensation or account balances, as defined in the Plan. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

NOTES TO FINANCIAL STATEMENTS
December 31, 2012 and 2011

NOTE 1 – DESCRIPTION OF PLAN – Continued

4. **Vesting** – Participants are immediately vested in their salary reduction contributions, rollovers from other plans, special contributions and all earnings thereon. Vesting in the employer discretionary profit sharing and matching amounts is based upon years of service as follows:

Less Than 2 Years	None
2 Years	20%
3 Years	40%
4 Years	60%
5 Years	80%
6 Years	100%

5. **Notes Receivable from Participants** – Plan participants may borrow from their accounts a minimum of $1,000 up to the lesser of $50,000 or 50% of their vested account balance. Loan terms may be for a period of up to five years, unless the loan is for the purchase of a primary residence, in which case the term may be for a period of up to ten years. The loans are collateralized by the balance in a participant's account and bear interest at the prevailing market rates at the time of the loan. Principal and interest are paid ratably through payroll deductions.

6. **Payment of Benefits** – No distributions from the Plan will be made until a participant retires, dies (in which case, payments shall be made to their beneficiary) or otherwise terminates employment with the Companies. A participant may, however, upon attainment of age 60, elect to receive a pre-retirement distribution, while remaining in the service of the sponsor. A participant's normal form of distribution is a lump sum equal to the value of their vested account balance. Hardship withdrawals from the Plan are permitted under certain circumstances.

7. **Forfeitures** – The outstanding balance of forfeited non-vested contributions totaled $29,158 and $21,278 at December 31, 2012 and 2011, respectively. For the years ended December 31, 2012 and 2011, $85,003 and $44,545, respectively, were used to offset employer contributions and expenses.

NOTES TO FINANCIAL STATEMENTS
December 31, 2012 and 2011

NOTE 1 – DESCRIPTION OF PLAN – Continued

8. **Administration of the Plan** – The Companies' contributions are held and managed by Prudential Retirement Insurance and Annuity Company (the Trustee), which invests cash received and interest, and makes distributions to participants. Certain administrative functions are performed by officers or employees of the Companies. No such officer or employee receives compensation from the Plan. Investment manager fees incurred by the Plan are paid from Plan assets. Certain administrative expenses are paid by the Plan sponsors.

9. **Plan Termination** – Although they have not expressed any intent to do so, the Companies have the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions set forth in ERISA. In the event of termination of the Plan, participants will become 100% vested in the value of their accounts.

10. **Risks and Uncertainties** – The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits.

NOTE 2 – SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

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

Investment Valuation and Income Recognition

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 4 for discussion of fair value measurements.

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

NOTES TO FINANCIAL STATEMENTS
December 31, 2012 and 2011

NOTE 2 – SIGNIFICANT ACCOUNTING POLICIES – Continued

Payment of Benefits

Benefits are recorded when paid.

Administrative Expenses

Certain administrative fees are paid from the Plan assets, while other administrative expenses are paid by the Companies.

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 estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results could differ from those estimates.

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Interest income on notes receivable from participants is recorded when it is earned. Delinquent participant loans are reclassified as distributions based upon the terms of the Plan Document.

Subsequent Events

Management has evaluated subsequent events through June 28, 2013, which is the date the financial statements were available to be issued.

NOTES TO FINANCIAL STATEMENTS
December 31, 2012 and 2011

NOTE 3 – CERTIFIED INVESTMENT INFORMATION

The Plan Administrator has elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under such election, the Plan Administrator has obtained a certification from the Trustee that all of the information provided by them is complete and accurate.

The following information included in the accompanying financial statements and supplemental schedule of assets (held at end of year) was obtained from data that has been prepared as certified and accurate by Prudential Retirement Insurance and Annuity Company, the Trustee, as of and for the years ended December 31, 2012 and 2011:

	2012	2011
Investments, at Fair Value	$ 18,940,420	$ 16,950,843
Notes Receivable from Participants	$ 431,655	$ 404,701
Investment Income (Loss)	$ 2,083,973	$ (796,966)
Interest Income on Notes Receivable from Participants	$ 21,325	$ 18,673

The Plan invests in several different mutual funds offered. These investments are subject to varying degrees of risk. The fair value of individual investments that represent 5% or more of the Plan's net assets as of December 31, 2012 and 2011 are as follows:

	2012	2011
Registered Investment Company Funds:		
Amer:Europacific Grow R3	$ 4,494,194	$ 3,994,645
Core Plus Bond/Pimco	3,275,841	2,748,099
Guaranteed Income Fund	2,510,103	2,574,464
Eaton Vance Large Cap Value A	-	2,381,803
Large Cap Growth/Neuberg Berm	2,630,757	2,355,290
Mid Cap Growth/Frontier	-	1,356,359
Columbia Small Cap Value I A	-	1,347,937
Columbia Dividend Income	2,647,354	-

NOTES TO FINANCIAL STATEMENTS
December 31, 2012 and 2011

NOTE 4 – FAIR VALUE MEASUREMENTS

The framework for measuring fair value provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1) and the lowest priority to unobservable inputs (level 3). The three levels of the fair value hierarchy are described as follows:

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

Level 2 Inputs to the valuation methodology include:

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

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

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

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

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

Registered Investment Company Funds: Valued at the net asset value, based on quoted market prices in active markets, of shares held by the Plan at year end.

Guaranteed Income Fund: Valued at contract value. See Note 5.

Pooled Separate Accounts: Valued at the net asset value, based on quoted market prices in active markets, of shares held by the Plan at year end, as reported by the investment manager of the separate account.

NOTES TO FINANCIAL STATEMENTS
December 31, 2012 and 2011

NOTE 4 – FAIR VALUE MEASUREMENTS – Continued

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

The following table sets forth by level, within the fair value hierarchy, the fair value of the Plan's assets recorded at fair value on a recurring basis.

As of December 31, 2012:

	Level 1	Level 2	Level 3	Total
Pooled Separate Accounts:				
Core Plus Bond/Pimco	$ 0	$ 3,275,841	$ 0	$ 3,275,841
US Stocks	0	5,091,049	0	5,091,049
Total Pooled Separate Accounts	0	8,366,890	0	8,366,890
Mutual Funds:				
Columbia Sm Cap Val	887,564	0	0	887,564
Columbia Dividend Income	2,647,354	0	0	2,647,354
Amer:EuroPacific Grow	4,494,194	0	0	4,494,194
Legg Mason	34,315	0	0	34,315
Total Mutual Funds	8,063,427	0	0	8,063,427
Guaranteed Income Fund	0	2,510,103	0	2,510,103
Total Investments at Fair Value	$ 8,063,427	$ 10,876,993	$ 0	$ 18,940,420

NOTES TO FINANCIAL STATEMENTS
December 31, 2012 and 2011

NOTE 4 – FAIR VALUE MEASUREMENTS – Continued

As of December 31, 2011:

	Level 1	Level 2	Level 3	Total
Pooled Separate Accounts:				
Core Plus Bond/Pimco	$ 0	$ 2,748,098	$ 0	$ 2,748,098
US Stocks	0	3,883,734	0	3,883,734
Total Pooled Separate Accounts	0	6,631,832	0	6,631,832
Mutual Funds:				
Eaton Vance Lg Cap Val	2,381,804	0	0	2,381,804
Columbia Sm Cap Val	1,347,938	0	0	1,347,938
Amer:EuroPacific Grow	3,994,645	0	0	3,994,645
Legg Mason	20,160	0	0	20,160
Total Mutual Funds	7,744,547	0	0	7,744,547
Guaranteed Income Fund	0	2,574,464	0	2,574,464
Total Investments at Fair Value	$ 7,744,547	$ 9,206,296	$ 0	$ 16,950,843

NOTES TO FINANCIAL STATEMENTS
December 31, 2012 and 2011

NOTE 5 – GUARANTEED INVESTMENT CONTRACT

The Plan's investments include a benefit-responsive guaranteed investment contract. The guaranteed investment contract issuer is contractually obligated to repay the principal and a specified interest rate that is guaranteed to the Plan.

Because the guaranteed investment contract is fully benefit-responsive, contract value is the relevant measurement attribute for that portion of the net assets available for benefits attributable to the guaranteed investment contract. Contract value, as reported to the Plan, represents contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value.

The concept of a value other than contract value does not apply to this insurance company issued general account backed evergreen (no maturity date) group annuity spread product even upon a discontinuance of the contract in which case contract value would be paid no later than 90 days from the date the sponsor provides notice to discontinue. This contract's operation is different than many other evergreen group annuity products in the market by virtue of the fact that a market value or fair value adjustment does not apply upon a discontinuance. There are not any specific securities in the general account that back the liabilities of this annuity contract and it would be inappropriate to look to the market value of the securities within the insurer's general account to determine a fair value. The Plan owns a promise to pay interest at crediting rates which are announced in advance and guaranteed for a specified period of time as outlined in the group annuity contract. This product is not a traditional GIC and therefore there are not any known cash flows that could be discounted. As a result, fair value is equal to the contract value.

NOTES TO FINANCIAL STATEMENTS
December 31, 2012 and 2011

NOTE 5 – GUARANTEED INVESTMENT CONTRACT – Continued

There are no reserves against contract value for credit risk of the contract issuer or otherwise. Interest is credited on contract balances using a single "portfolio rate" approach. Under this methodology, a single interest crediting rate is applied to all contributions made to the product regardless of the timing of those contributions. Interest crediting rates are reviewed on a semi-annual basis for resetting. When establishing interest crediting rates for this product, Prudential considers many factors, including current economic and market conditions, the general interest rate environment and both the expected and actual experience of a reference portfolio within the issuer's general account. These rates are established without the use of a specific formula. The minimum crediting rate under the contract is 1.50%. The average yield based on actual earnings and the interest rate credited to actual participants was 2.10% for the year ended December 31, 2012. The average yield based on actual earnings and the interest rate credited to actual participants was 2.6% for the year ended December 31, 2011.

Certain events limit the ability of the Plan to transact at contract value with the issuer. Such events include the following: (1) amendments to the Plan documents (including complete or actuarial plan termination or merger with another plan), (2) changes to the Plan's prohibition on competing investment options or deletion of equity wash provisions, (3) bankruptcy of the Plan Sponsor or other Plan Sponsor events (for example, divestitures or spin-offs of a subsidiary) that cause a significant withdrawal from the Plan, or (4) the failure of the trust to qualify for exemption from federal income taxes or any required prohibited transaction exemption under ERISA. The Plan Administrator does not believe that any events which would limit the Plan's ability to transact at contract value with participants are probable of occurring.

NOTES TO FINANCIAL STATEMENTS
December 31, 2012 and 2011

NOTE 6 – TAX STATUS

The Internal Revenue Service has ruled that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code (IRC). The Plan utilizes a Non-Standardized Prototype document. The IRS issued an opinion letter to the Prototype Sponsor on March 31, 2008. The Plan did not opt to apply for its own determination letter. The Plan Administrator believes that the Plan is currently being operated in compliance with the applicable requirements of the IRC.

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan Administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2012, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan Administrator believes it is no longer subject to income tax examinations for years prior to 2009.

NOTE 7 – PARTY-IN-INTEREST TRANSACTIONS

Prudential Retirement Insurance and Annuity Company (Prudential) is the Trustee of the Plan's assets. As such, transactions between Prudential and the Plan qualify as party-in-interest transactions. Transactions involving notes receivable from participants also qualify as party-in-interest transactions.

NOTES TO FINANCIAL STATEMENTS
December 31, 2012 and 2011

NOTE 8 – RECONCILIATION TO FORM 5500

The following table reconciles the Plan's net assets available for benefits per the financial statements to Form 5500 for the year ended December 31:

	2012	2011
Net Assets Available for Benefits, Per the Financial Statements	$ 19,689,575	$ 17,629,544
Less: Contributions Receivable	317,500	274,000
Net Assets Available for Benefits, Per Form 5500	$ 19,372,075	$ 17,355,544

The following table reconciles the Plan's contributions per the financial statements to Form 5500 for the year ended December 31:

	2012	2011
Total Contributions Per the Financial Statements	$ 1,517,994	$ 1,354,475
Less: Contributions Receivable at End of Year	317,500	274,000
Add: Contributions Receivable at Beginning of Year	274,000	137,312
Contributions Per Form 5500	$ 1,474,494	$ 1,217,787

SCHEDULE OF ASSETS (HELD AT END OF YEAR)

Year Ended December 31, 2012

EIN #15-0258780
Plan #005
Schedule H, Line 4i

(a)	(b)	(c)	(d)	(e)
	Identity of Issue, Borrower, Lessor or Similar Party	**Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value**	**Cost (1)**	**Current Value**
*	Prudential Retirement Insurance and Annuity Company	Guaranteed Income Fund		$ 2,510,103
*	Prudential Retirement Insurance and Annuity Company	Lge Cp Grth/Neuberg Berm		2,630,757
*	Prudential Retirement Insurance and Annuity Company	Core Plus Bond/Pimco		3,275,841
*	Prudential Retirement Insurance and Annuity Company	Small Cap Growth/Columbus		772,632
*	Prudential Retirement Insurance and Annuity Company	Mid Cap Value/Systematic		682,570
*	Prudential Retirement Insurance and Annuity Company	Mid Cap Growth/Frontier		903,960
*	Prudential Retirement Insurance and Annuity Company	Dryden S&P 500 Index Fund		101,130
*	Prudential Mutual Fund	Legg Mason CB Apprec A		34,315
*	Prudential Mutual Fund	Amer:Europacific Grow R3		4,494,194
*	Prudential Mutual Fund	Columbia Small Cap Val I A		887,564
*	Prudential Mutual Fund	Columbia Dividend Income		2,647,354
				18,940,420
*	Notes Receivable from Participants	Interest rates ranging from 5.25% to 7.00%, secured by participant notes, with maturity dates through January 2018	-0-	431,655
		Total		$ 19,372,075

* Denotes a Party-in-Interest

(1) Cost has been omitted as the investments are participant-directed.

BYRNE DAIRY, INC. AND SONBYRNE SALES, INC. 401(k) PROFIT SHARING PLAN

FINANCIAL STATEMENTS

December 31, 2012 and 2011

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Dermody, Burke & Brown, CPAs, LLC

INDEPENDENT AUDITORS' REPORT

TRUSTEES
BYRNE DAIRY, INC. AND SONBYRNE SALES, INC.
401(k) PROFIT SHARING PLAN

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of **BYRNE DAIRY, INC. AND SONBYRNE SALES, INC. 401(k) PROFIT SHARING PLAN**, which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by Prudential Retirement Insurance and Annuity Company, the Trustee of the Plan, 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 Trustee holds the Plan's investment assets and executes investment transactions. The Plan Administrator has obtained a certification from the Trustee as of and for the years ended December 31, 2012 and 2011, that the information provided to the Plan Administrator by the Trustee is complete and accurate.

Disclaimer of Opinion

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

Other Matter

We were engaged for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedule of assets (held at end of year), which are 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 of 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 Trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, is 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.

Dermody, Burke & Brown

DERMODY, BURKE & BROWN, CPAs, LLC

Syracuse, NY

June 28, 2013

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

December 31, 2012 and 2011

	2012	2011
INVESTMENTS, AT FAIR VALUE		
Pooled Separate Accounts	$ 8,366,890	$ 6,631,832
Registered Investment Company Funds	8,063,427	7,744,547
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See notes to financial statements.

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

Years Ended December 31, 2012 and 2011

	2012	2011
ADDITIONS		
Investment Income (Loss):		
Net Appreciation (Depreciation) in Fair Value of Investments:		
Registered Investment Company Funds	$ 1,034,888	$ (884,099)
Pooled Separate Accounts	872,920	(76,396)
Interest and Dividends	176,165	161,837
Other Income	0	1,692
Total Investment Income (Loss)	2,083,973	(796,966)
Interest Income on Notes Receivable from Participants	21,325	18,673
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Total Contributions	1,517,994	1,354,475
Total Additions	3,623,292	576,182
DEDUCTIONS		
Benefits Paid to Participants	1,544,510	766,980
Administrative Fees	18,751	12,423
Total Deductions	1,563,261	779,403
CHANGE IN NET ASSETS AVAILABLE FOR BENEFITS	2,060,031	(203,221)
NET ASSETS AVAILABLE FOR BENEFITS		
Beginning of Year	17,629,544	17,832,765
End of Year	$ 19,689,575	$ 17,629,544

See notes to financial statements.

NOTES TO FINANCIAL STATEMENTS
December 31, 2012 and 2011

NOTE 1 – DESCRIPTION OF PLAN

The following description of the Byrne Dairy, Inc. and Sonbyrne Sales, Inc. 401(k) Profit Sharing Plan (the Plan) provides only general information. Participants should refer to the Summary Plan Description or Plan Document for a more complete description of the Plan's provisions. The participating employers in the Plan are Byrne Dairy, Inc., Sonbyrne Sales, Inc., Ultra Dairy, LLC, Syracuse Cold Storage, LLC and MaCabe Family Development, LLC (Companies).

1. **General** – The Plan is a 401(k) deferred savings plan and defined contribution profit sharing plan covering all employees of the Companies who have six months of service and are age 21 or older. The Plan was restated effective June 1, 2012. After that time, employees who have six months of service and are age 18 or older are eligible to participate in the Plan providing they are not covered by a collective bargaining agreement and they are not a non-resident alien. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

2. **Contributions** – Employees who are eligible to participate may elect to defer up to the maximum amount allowed under the law into the Plan. Each participating employer, at its discretion, may elect each year to provide a matching contribution based on the participant's salary reduction contributions. In addition, each participating employer may also make an additional profit sharing contribution to employees. The matching and profit sharing contributions are determined by each participating employer, rather than at the Plan level. Effective June 1, 2012, there was an amendment to increase the automatic enrollment deferral rate from 1% to 2%. The automatic deferral is effective for newly eligible participants who do not make a contrary election.

3. **Participant Accounts** – Each participant's account is credited with the participant's contribution and allocation of (a) the Companies' contribution, if applicable, (b) Plan earnings or losses, and (c) forfeitures of terminated participant's nonvested accounts. Allocations are based upon participant compensation or account balances, as defined in the Plan. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

NOTES TO FINANCIAL STATEMENTS
December 31, 2012 and 2011

NOTE 1 – DESCRIPTION OF PLAN – Continued

4. **Vesting** – Participants are immediately vested in their salary reduction contributions, rollovers from other plans, special contributions and all earnings thereon. Vesting in the employer discretionary profit sharing and matching amounts is based upon years of service as follows:

Less Than 2 Years	None
2 Years	20%
3 Years	40%
4 Years	60%
5 Years	80%
6 Years	100%

5. **Notes Receivable from Participants** – Plan participants may borrow from their accounts a minimum of $1,000 up to the lesser of $50,000 or 50% of their vested account balance. Loan terms may be for a period of up to five years, unless the loan is for the purchase of a primary residence, in which case the term may be for a period of up to ten years. The loans are collateralized by the balance in a participant's account and bear interest at the prevailing market rates at the time of the loan. Principal and interest are paid ratably through payroll deductions.

6. **Payment of Benefits** – No distributions from the Plan will be made until a participant retires, dies (in which case, payments shall be made to their beneficiary) or otherwise terminates employment with the Companies. A participant may, however, upon attainment of age 60, elect to receive a pre-retirement distribution, while remaining in the service of the sponsor. A participant's normal form of distribution is a lump sum equal to the value of their vested account balance. Hardship withdrawals from the Plan are permitted under certain circumstances.

7. **Forfeitures** – The outstanding balance of forfeited non-vested contributions totaled $29,158 and $21,278 at December 31, 2012 and 2011, respectively. For the years ended December 31, 2012 and 2011, $85,003 and $44,545, respectively, were used to offset employer contributions and expenses.

NOTES TO FINANCIAL STATEMENTS
December 31, 2012 and 2011

NOTE 1 – DESCRIPTION OF PLAN – Continued

8. **Administration of the Plan** – The Companies' contributions are held and managed by Prudential Retirement Insurance and Annuity Company (the Trustee), which invests cash received and interest, and makes distributions to participants. Certain administrative functions are performed by officers or employees of the Companies. No such officer or employee receives compensation from the Plan. Investment manager fees incurred by the Plan are paid from Plan assets. Certain administrative expenses are paid by the Plan sponsors.

9. **Plan Termination** – Although they have not expressed any intent to do so, the Companies have the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions set forth in ERISA. In the event of termination of the Plan, participants will become 100% vested in the value of their accounts.

10. **Risks and Uncertainties** – The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits.

NOTE 2 – SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

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

Investment Valuation and Income Recognition

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 4 for discussion of fair value measurements.

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

NOTES TO FINANCIAL STATEMENTS
December 31, 2012 and 2011

NOTE 2 – SIGNIFICANT ACCOUNTING POLICIES – Continued

Payment of Benefits

Benefits are recorded when paid.

Administrative Expenses

Certain administrative fees are paid from the Plan assets, while other administrative expenses are paid by the Companies.

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 estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results could differ from those estimates.

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Interest income on notes receivable from participants is recorded when it is earned. Delinquent participant loans are reclassified as distributions based upon the terms of the Plan Document.

Subsequent Events

Management has evaluated subsequent events through June 28, 2013, which is the date the financial statements were available to be issued.

NOTES TO FINANCIAL STATEMENTS
December 31, 2012 and 2011

NOTE 3 – CERTIFIED INVESTMENT INFORMATION

The Plan Administrator has elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under such election, the Plan Administrator has obtained a certification from the Trustee that all of the information provided by them is complete and accurate.

The following information included in the accompanying financial statements and supplemental schedule of assets (held at end of year) was obtained from data that has been prepared as certified and accurate by Prudential Retirement Insurance and Annuity Company, the Trustee, as of and for the years ended December 31, 2012 and 2011:

	2012	2011
Investments, at Fair Value	$ 18,940,420	$ 16,950,843
Notes Receivable from Participants	$ 431,655	$ 404,701
Investment Income (Loss)	$ 2,083,973	$ (796,966)
Interest Income on Notes Receivable from Participants	$ 21,325	$ 18,673

The Plan invests in several different mutual funds offered. These investments are subject to varying degrees of risk. The fair value of individual investments that represent 5% or more of the Plan's net assets as of December 31, 2012 and 2011 are as follows:

	2012	2011
Registered Investment Company Funds:		
Amer:Europacific Grow R3	$ 4,494,194	$ 3,994,645
Core Plus Bond/Pimco	3,275,841	2,748,099
Guaranteed Income Fund	2,510,103	2,574,464
Eaton Vance Large Cap Value A	-	2,381,803
Large Cap Growth/Neuberg Berm	2,630,757	2,355,290
Mid Cap Growth/Frontier	-	1,356,359
Columbia Small Cap Value I A	-	1,347,937
Columbia Dividend Income	2,647,354	-

NOTES TO FINANCIAL STATEMENTS
December 31, 2012 and 2011

NOTE 4 – FAIR VALUE MEASUREMENTS

The framework for measuring fair value provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1) and the lowest priority to unobservable inputs (level 3). The three levels of the fair value hierarchy are described as follows:

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

Level 2 Inputs to the valuation methodology include:

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

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

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

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

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

Registered Investment Company Funds: Valued at the net asset value, based on quoted market prices in active markets, of shares held by the Plan at year end.

Guaranteed Income Fund: Valued at contract value. See Note 5.

Pooled Separate Accounts: Valued at the net asset value, based on quoted market prices in active markets, of shares held by the Plan at year end, as reported by the investment manager of the separate account.

NOTES TO FINANCIAL STATEMENTS
December 31, 2012 and 2011

NOTE 4 – FAIR VALUE MEASUREMENTS – Continued

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

The following table sets forth by level, within the fair value hierarchy, the fair value of the Plan's assets recorded at fair value on a recurring basis.

As of December 31, 2012:

	Level 1	Level 2	Level 3	Total
Pooled Separate Accounts:				
Core Plus Bond/Pimco	$ 0	$ 3,275,841	$ 0	$ 3,275,841
US Stocks	0	5,091,049	0	5,091,049
Total Pooled Separate Accounts	0	8,366,890	0	8,366,890
Mutual Funds:				
Columbia Sm Cap Val	887,564	0	0	887,564
Columbia Dividend Income	2,647,354	0	0	2,647,354
Amer:EuroPacific Grow	4,494,194	0	0	4,494,194
Legg Mason	34,315	0	0	34,315
Total Mutual Funds	8,063,427	0	0	8,063,427
Guaranteed Income Fund	0	2,510,103	0	2,510,103
Total Investments at Fair Value	$ 8,063,427	$ 10,876,993	$ 0	$ 18,940,420

NOTES TO FINANCIAL STATEMENTS
December 31, 2012 and 2011

NOTE 4 – FAIR VALUE MEASUREMENTS – Continued

As of December 31, 2011:

	Level 1	Level 2	Level 3	Total
Pooled Separate Accounts:				
Core Plus Bond/Pimco	$ 0	$ 2,748,098	$ 0	$ 2,748,098
US Stocks	0	3,883,734	0	3,883,734
Total Pooled Separate Accounts	0	6,631,832	0	6,631,832
Mutual Funds:				
Eaton Vance Lg Cap Val	2,381,804	0	0	2,381,804
Columbia Sm Cap Val	1,347,938	0	0	1,347,938
Amer:EuroPacific Grow	3,994,645	0	0	3,994,645
Legg Mason	20,160	0	0	20,160
Total Mutual Funds	7,744,547	0	0	7,744,547
Guaranteed Income Fund	0	2,574,464	0	2,574,464
Total Investments at Fair Value	$ 7,744,547	$ 9,206,296	$ 0	$ 16,950,843

NOTES TO FINANCIAL STATEMENTS
December 31, 2012 and 2011

NOTE 5 – GUARANTEED INVESTMENT CONTRACT

The Plan's investments include a benefit-responsive guaranteed investment contract. The guaranteed investment contract issuer is contractually obligated to repay the principal and a specified interest rate that is guaranteed to the Plan.

Because the guaranteed investment contract is fully benefit-responsive, contract value is the relevant measurement attribute for that portion of the net assets available for benefits attributable to the guaranteed investment contract. Contract value, as reported to the Plan, represents contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value.

The concept of a value other than contract value does not apply to this insurance company issued general account backed evergreen (no maturity date) group annuity spread product even upon a discontinuance of the contract in which case contract value would be paid no later than 90 days from the date the sponsor provides notice to discontinue. This contract's operation is different than many other evergreen group annuity products in the market by virtue of the fact that a market value or fair value adjustment does not apply upon a discontinuance. There are not any specific securities in the general account that back the liabilities of this annuity contract and it would be inappropriate to look to the market value of the securities within the insurer's general account to determine a fair value. The Plan owns a promise to pay interest at crediting rates which are announced in advance and guaranteed for a specified period of time as outlined in the group annuity contract. This product is not a traditional GIC and therefore there are not any known cash flows that could be discounted. As a result, fair value is equal to the contract value.

NOTES TO FINANCIAL STATEMENTS
December 31, 2012 and 2011

NOTE 5 – GUARANTEED INVESTMENT CONTRACT – Continued

There are no reserves against contract value for credit risk of the contract issuer or otherwise. Interest is credited on contract balances using a single "portfolio rate" approach. Under this methodology, a single interest crediting rate is applied to all contributions made to the product regardless of the timing of those contributions. Interest crediting rates are reviewed on a semi-annual basis for resetting. When establishing interest crediting rates for this product, Prudential considers many factors, including current economic and market conditions, the general interest rate environment and both the expected and actual experience of a reference portfolio within the issuer's general account. These rates are established without the use of a specific formula. The minimum crediting rate under the contract is 1.50%. The average yield based on actual earnings and the interest rate credited to actual participants was 2.10% for the year ended December 31, 2012. The average yield based on actual earnings and the interest rate credited to actual participants was 2.6% for the year ended December 31, 2011.

Certain events limit the ability of the Plan to transact at contract value with the issuer. Such events include the following: (1) amendments to the Plan documents (including complete or actuarial plan termination or merger with another plan), (2) changes to the Plan's prohibition on competing investment options or deletion of equity wash provisions, (3) bankruptcy of the Plan Sponsor or other Plan Sponsor events (for example, divestitures or spin-offs of a subsidiary) that cause a significant withdrawal from the Plan, or (4) the failure of the trust to qualify for exemption from federal income taxes or any required prohibited transaction exemption under ERISA. The Plan Administrator does not believe that any events which would limit the Plan's ability to transact at contract value with participants are probable of occurring.

NOTES TO FINANCIAL STATEMENTS
December 31, 2012 and 2011

NOTE 6 – TAX STATUS

The Internal Revenue Service has ruled that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code (IRC). The Plan utilizes a Non-Standardized Prototype document. The IRS issued an opinion letter to the Prototype Sponsor on March 31, 2008. The Plan did not opt to apply for its own determination letter. The Plan Administrator believes that the Plan is currently being operated in compliance with the applicable requirements of the IRC.

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan Administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2012, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan Administrator believes it is no longer subject to income tax examinations for years prior to 2009.

NOTE 7 – PARTY-IN-INTEREST TRANSACTIONS

Prudential Retirement Insurance and Annuity Company (Prudential) is the Trustee of the Plan's assets. As such, transactions between Prudential and the Plan qualify as party-in-interest transactions. Transactions involving notes receivable from participants also qualify as party-in-interest transactions.

NOTES TO FINANCIAL STATEMENTS
December 31, 2012 and 2011

NOTE 8 – RECONCILIATION TO FORM 5500

The following table reconciles the Plan's net assets available for benefits per the financial statements to Form 5500 for the year ended December 31:

	2012	2011
Net Assets Available for Benefits, Per the Financial Statements	$ 19,689,575	$ 17,629,544
Less: Contributions Receivable	317,500	274,000
Net Assets Available for Benefits, Per Form 5500	$ 19,372,075	$ 17,355,544

The following table reconciles the Plan's contributions per the financial statements to Form 5500 for the year ended December 31:

	2012	2011
Total Contributions Per the Financial Statements	$ 1,517,994	$ 1,354,475
Less: Contributions Receivable at End of Year	317,500	274,000
Add: Contributions Receivable at Beginning of Year	274,000	137,312
Contributions Per Form 5500	$ 1,474,494	$ 1,217,787

SCHEDULE OF ASSETS (HELD AT END OF YEAR)

Year Ended December 31, 2012

EIN #15-0258780
Plan #005
Schedule H, Line 4i

(a)	(b)	(c)	(d)	(e)
	Identity of Issue, Borrower, Lessor or Similar Party	**Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value**	**Cost (1)**	**Current Value**
*	Prudential Retirement Insurance and Annuity Company	Guaranteed Income Fund		$ 2,510,103
*	Prudential Retirement Insurance and Annuity Company	Lge Cp Grth/Neuberg Berm		2,630,757
*	Prudential Retirement Insurance and Annuity Company	Core Plus Bond/Pimco		3,275,841
*	Prudential Retirement Insurance and Annuity Company	Small Cap Growth/Columbus		772,632
*	Prudential Retirement Insurance and Annuity Company	Mid Cap Value/Systematic		682,570
*	Prudential Retirement Insurance and Annuity Company	Mid Cap Growth/Frontier		903,960
*	Prudential Retirement Insurance and Annuity Company	Dryden S&P 500 Index Fund		101,130
*	Prudential Mutual Fund	Legg Mason CB Apprec A		34,315
*	Prudential Mutual Fund	Amer:Europacific Grow R3		4,494,194
*	Prudential Mutual Fund	Columbia Small Cap Val I A		887,564
*	Prudential Mutual Fund	Columbia Dividend Income		2,647,354
				18,940,420
*	Notes Receivable from Participants	Interest rates ranging from 5.25% to 7.00%, secured by participant notes, with maturity dates through January 2018	-0-	431,655
		Total		$ 19,372,075

* Denotes a Party-in-Interest

(1) Cost has been omitted as the investments are participant-directed.

BYRNE DAIRY, INC. AND SONBYRNE SALES, INC. 401(k) PROFIT SHARING PLAN

FINANCIAL STATEMENTS

December 31, 2012 and 2011

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Dermody, Burke & Brown, CPAs, LLC

INDEPENDENT AUDITORS' REPORT

TRUSTEES
BYRNE DAIRY, INC. AND SONBYRNE SALES, INC.
401(k) PROFIT SHARING PLAN

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of **BYRNE DAIRY, INC. AND SONBYRNE SALES, INC. 401(k) PROFIT SHARING PLAN**, which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by Prudential Retirement Insurance and Annuity Company, the Trustee of the Plan, 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 Trustee holds the Plan's investment assets and executes investment transactions. The Plan Administrator has obtained a certification from the Trustee as of and for the years ended December 31, 2012 and 2011, that the information provided to the Plan Administrator by the Trustee is complete and accurate.

Disclaimer of Opinion

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

Other Matter

We were engaged for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedule of assets (held at end of year), which are 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 of 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 Trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, is 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.

Dermody, Burke & Brown

DERMODY, BURKE & BROWN, CPAs, LLC

Syracuse, NY

June 28, 2013

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

December 31, 2012 and 2011

	2012	2011
INVESTMENTS, AT FAIR VALUE		
Pooled Separate Accounts	$ 8,366,890	$ 6,631,832
Registered Investment Company Funds	8,063,427	7,744,547
Guaranteed Income Fund	2,510,103	2,574,464
Total Investments, at Fair Value	18,940,420	16,950,843
RECEIVABLES		
Employer's Contribution	317,500	274,000
Notes Receivable from Participants	431,655	404,701
Total Receivables	749,155	678,701
NET ASSETS AVAILABLE FOR BENEFITS	$ 19,689,575	$ 17,629,544

See notes to financial statements.

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

Years Ended December 31, 2012 and 2011

	2012	2011
ADDITIONS		
Investment Income (Loss):		
Net Appreciation (Depreciation) in Fair Value of Investments:		
Registered Investment Company Funds	$ 1,034,888	$ (884,099)
Pooled Separate Accounts	872,920	(76,396)
Interest and Dividends	176,165	161,837
Other Income	0	1,692
Total Investment Income (Loss)	2,083,973	(796,966)
Interest Income on Notes Receivable from Participants	21,325	18,673
Contributions:		
Employer	488,781	438,186
Employee	978,991	840,427
Rollover	50,222	75,862
Total Contributions	1,517,994	1,354,475
Total Additions	3,623,292	576,182
DEDUCTIONS		
Benefits Paid to Participants	1,544,510	766,980
Administrative Fees	18,751	12,423
Total Deductions	1,563,261	779,403
CHANGE IN NET ASSETS AVAILABLE FOR BENEFITS	2,060,031	(203,221)
NET ASSETS AVAILABLE FOR BENEFITS		
Beginning of Year	17,629,544	17,832,765
End of Year	$ 19,689,575	$ 17,629,544

See notes to financial statements.

NOTES TO FINANCIAL STATEMENTS
December 31, 2012 and 2011

NOTE 1 – DESCRIPTION OF PLAN

The following description of the Byrne Dairy, Inc. and Sonbyrne Sales, Inc. 401(k) Profit Sharing Plan (the Plan) provides only general information. Participants should refer to the Summary Plan Description or Plan Document for a more complete description of the Plan's provisions. The participating employers in the Plan are Byrne Dairy, Inc., Sonbyrne Sales, Inc., Ultra Dairy, LLC, Syracuse Cold Storage, LLC and MaCabe Family Development, LLC (Companies).

1. **General** – The Plan is a 401(k) deferred savings plan and defined contribution profit sharing plan covering all employees of the Companies who have six months of service and are age 21 or older. The Plan was restated effective June 1, 2012. After that time, employees who have six months of service and are age 18 or older are eligible to participate in the Plan providing they are not covered by a collective bargaining agreement and they are not a non-resident alien. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

2. **Contributions** – Employees who are eligible to participate may elect to defer up to the maximum amount allowed under the law into the Plan. Each participating employer, at its discretion, may elect each year to provide a matching contribution based on the participant's salary reduction contributions. In addition, each participating employer may also make an additional profit sharing contribution to employees. The matching and profit sharing contributions are determined by each participating employer, rather than at the Plan level. Effective June 1, 2012, there was an amendment to increase the automatic enrollment deferral rate from 1% to 2%. The automatic deferral is effective for newly eligible participants who do not make a contrary election.

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NOTES TO FINANCIAL STATEMENTS
December 31, 2012 and 2011

NOTE 1 – DESCRIPTION OF PLAN – Continued

4. **Vesting** – Participants are immediately vested in their salary reduction contributions, rollovers from other plans, special contributions and all earnings thereon. Vesting in the employer discretionary profit sharing and matching amounts is based upon years of service as follows:

Less Than 2 Years	None
2 Years	20%
3 Years	40%
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5. **Notes Receivable from Participants** – Plan participants may borrow from their accounts a minimum of $1,000 up to the lesser of $50,000 or 50% of their vested account balance. Loan terms may be for a period of up to five years, unless the loan is for the purchase of a primary residence, in which case the term may be for a period of up to ten years. The loans are collateralized by the balance in a participant's account and bear interest at the prevailing market rates at the time of the loan. Principal and interest are paid ratably through payroll deductions.

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7. **Forfeitures** – The outstanding balance of forfeited non-vested contributions totaled $29,158 and $21,278 at December 31, 2012 and 2011, respectively. For the years ended December 31, 2012 and 2011, $85,003 and $44,545, respectively, were used to offset employer contributions and expenses.

NOTES TO FINANCIAL STATEMENTS
December 31, 2012 and 2011

NOTE 1 – DESCRIPTION OF PLAN – Continued

8. **Administration of the Plan** – The Companies' contributions are held and managed by Prudential Retirement Insurance and Annuity Company (the Trustee), which invests cash received and interest, and makes distributions to participants. Certain administrative functions are performed by officers or employees of the Companies. No such officer or employee receives compensation from the Plan. Investment manager fees incurred by the Plan are paid from Plan assets. Certain administrative expenses are paid by the Plan sponsors.

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10. **Risks and Uncertainties** – The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits.

NOTE 2 – SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

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

Investment Valuation and Income Recognition

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 4 for discussion of fair value measurements.

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

NOTES TO FINANCIAL STATEMENTS
December 31, 2012 and 2011

NOTE 2 – SIGNIFICANT ACCOUNTING POLICIES – Continued

Payment of Benefits

Benefits are recorded when paid.

Administrative Expenses

Certain administrative fees are paid from the Plan assets, while other administrative expenses are paid by the Companies.

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 estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results could differ from those estimates.

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Interest income on notes receivable from participants is recorded when it is earned. Delinquent participant loans are reclassified as distributions based upon the terms of the Plan Document.

Subsequent Events

Management has evaluated subsequent events through June 28, 2013, which is the date the financial statements were available to be issued.

NOTES TO FINANCIAL STATEMENTS
December 31, 2012 and 2011

NOTE 3 – CERTIFIED INVESTMENT INFORMATION

The Plan Administrator has elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under such election, the Plan Administrator has obtained a certification from the Trustee that all of the information provided by them is complete and accurate.

The following information included in the accompanying financial statements and supplemental schedule of assets (held at end of year) was obtained from data that has been prepared as certified and accurate by Prudential Retirement Insurance and Annuity Company, the Trustee, as of and for the years ended December 31, 2012 and 2011:

	2012	2011
Investments, at Fair Value	$ 18,940,420	$ 16,950,843
Notes Receivable from Participants	$ 431,655	$ 404,701
Investment Income (Loss)	$ 2,083,973	$ (796,966)
Interest Income on Notes Receivable from Participants	$ 21,325	$ 18,673

The Plan invests in several different mutual funds offered. These investments are subject to varying degrees of risk. The fair value of individual investments that represent 5% or more of the Plan's net assets as of December 31, 2012 and 2011 are as follows:

	2012	2011
Registered Investment Company Funds:		
Amer:Europacific Grow R3	$ 4,494,194	$ 3,994,645
Core Plus Bond/Pimco	3,275,841	2,748,099
Guaranteed Income Fund	2,510,103	2,574,464
Eaton Vance Large Cap Value A	-	2,381,803
Large Cap Growth/Neuberg Berm	2,630,757	2,355,290
Mid Cap Growth/Frontier	-	1,356,359
Columbia Small Cap Value I A	-	1,347,937
Columbia Dividend Income	2,647,354	-

NOTES TO FINANCIAL STATEMENTS
December 31, 2012 and 2011

NOTE 4 – FAIR VALUE MEASUREMENTS

The framework for measuring fair value provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1) and the lowest priority to unobservable inputs (level 3). The three levels of the fair value hierarchy are described as follows:

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

Level 2 Inputs to the valuation methodology include:

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

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

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

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

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

Registered Investment Company Funds: Valued at the net asset value, based on quoted market prices in active markets, of shares held by the Plan at year end.

Guaranteed Income Fund: Valued at contract value. See Note 5.

Pooled Separate Accounts: Valued at the net asset value, based on quoted market prices in active markets, of shares held by the Plan at year end, as reported by the investment manager of the separate account.

NOTES TO FINANCIAL STATEMENTS
December 31, 2012 and 2011

NOTE 4 – FAIR VALUE MEASUREMENTS – Continued

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

The following table sets forth by level, within the fair value hierarchy, the fair value of the Plan's assets recorded at fair value on a recurring basis.

As of December 31, 2012:

	Level 1	Level 2	Level 3	Total
Pooled Separate Accounts:				
Core Plus Bond/Pimco	$ 0	$ 3,275,841	$ 0	$ 3,275,841
US Stocks	0	5,091,049	0	5,091,049
Total Pooled Separate Accounts	0	8,366,890	0	8,366,890
Mutual Funds:				
Columbia Sm Cap Val	887,564	0	0	887,564
Columbia Dividend Income	2,647,354	0	0	2,647,354
Amer:EuroPacific Grow	4,494,194	0	0	4,494,194
Legg Mason	34,315	0	0	34,315
Total Mutual Funds	8,063,427	0	0	8,063,427
Guaranteed Income Fund	0	2,510,103	0	2,510,103
Total Investments at Fair Value	$ 8,063,427	$ 10,876,993	$ 0	$ 18,940,420

NOTES TO FINANCIAL STATEMENTS
December 31, 2012 and 2011

NOTE 4 – FAIR VALUE MEASUREMENTS – Continued

As of December 31, 2011:

	Level 1	Level 2	Level 3	Total
Pooled Separate Accounts:				
Core Plus Bond/Pimco	$ 0	$ 2,748,098	$ 0	$ 2,748,098
US Stocks	0	3,883,734	0	3,883,734
Total Pooled Separate Accounts	0	6,631,832	0	6,631,832
Mutual Funds:				
Eaton Vance Lg Cap Val	2,381,804	0	0	2,381,804
Columbia Sm Cap Val	1,347,938	0	0	1,347,938
Amer:EuroPacific Grow	3,994,645	0	0	3,994,645
Legg Mason	20,160	0	0	20,160
Total Mutual Funds	7,744,547	0	0	7,744,547
Guaranteed Income Fund	0	2,574,464	0	2,574,464
Total Investments at Fair Value	$ 7,744,547	$ 9,206,296	$ 0	$ 16,950,843

NOTES TO FINANCIAL STATEMENTS
December 31, 2012 and 2011

NOTE 5 – GUARANTEED INVESTMENT CONTRACT

The Plan's investments include a benefit-responsive guaranteed investment contract. The guaranteed investment contract issuer is contractually obligated to repay the principal and a specified interest rate that is guaranteed to the Plan.

Because the guaranteed investment contract is fully benefit-responsive, contract value is the relevant measurement attribute for that portion of the net assets available for benefits attributable to the guaranteed investment contract. Contract value, as reported to the Plan, represents contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value.

The concept of a value other than contract value does not apply to this insurance company issued general account backed evergreen (no maturity date) group annuity spread product even upon a discontinuance of the contract in which case contract value would be paid no later than 90 days from the date the sponsor provides notice to discontinue. This contract's operation is different than many other evergreen group annuity products in the market by virtue of the fact that a market value or fair value adjustment does not apply upon a discontinuance. There are not any specific securities in the general account that back the liabilities of this annuity contract and it would be inappropriate to look to the market value of the securities within the insurer's general account to determine a fair value. The Plan owns a promise to pay interest at crediting rates which are announced in advance and guaranteed for a specified period of time as outlined in the group annuity contract. This product is not a traditional GIC and therefore there are not any known cash flows that could be discounted. As a result, fair value is equal to the contract value.

NOTES TO FINANCIAL STATEMENTS
December 31, 2012 and 2011

NOTE 5 – GUARANTEED INVESTMENT CONTRACT – Continued

There are no reserves against contract value for credit risk of the contract issuer or otherwise. Interest is credited on contract balances using a single "portfolio rate" approach. Under this methodology, a single interest crediting rate is applied to all contributions made to the product regardless of the timing of those contributions. Interest crediting rates are reviewed on a semi-annual basis for resetting. When establishing interest crediting rates for this product, Prudential considers many factors, including current economic and market conditions, the general interest rate environment and both the expected and actual experience of a reference portfolio within the issuer's general account. These rates are established without the use of a specific formula. The minimum crediting rate under the contract is 1.50%. The average yield based on actual earnings and the interest rate credited to actual participants was 2.10% for the year ended December 31, 2012. The average yield based on actual earnings and the interest rate credited to actual participants was 2.6% for the year ended December 31, 2011.

Certain events limit the ability of the Plan to transact at contract value with the issuer. Such events include the following: (1) amendments to the Plan documents (including complete or actuarial plan termination or merger with another plan), (2) changes to the Plan's prohibition on competing investment options or deletion of equity wash provisions, (3) bankruptcy of the Plan Sponsor or other Plan Sponsor events (for example, divestitures or spin-offs of a subsidiary) that cause a significant withdrawal from the Plan, or (4) the failure of the trust to qualify for exemption from federal income taxes or any required prohibited transaction exemption under ERISA. The Plan Administrator does not believe that any events which would limit the Plan's ability to transact at contract value with participants are probable of occurring.

NOTES TO FINANCIAL STATEMENTS
December 31, 2012 and 2011

NOTE 6 – TAX STATUS

The Internal Revenue Service has ruled that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code (IRC). The Plan utilizes a Non-Standardized Prototype document. The IRS issued an opinion letter to the Prototype Sponsor on March 31, 2008. The Plan did not opt to apply for its own determination letter. The Plan Administrator believes that the Plan is currently being operated in compliance with the applicable requirements of the IRC.

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan Administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2012, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan Administrator believes it is no longer subject to income tax examinations for years prior to 2009.

NOTE 7 – PARTY-IN-INTEREST TRANSACTIONS

Prudential Retirement Insurance and Annuity Company (Prudential) is the Trustee of the Plan's assets. As such, transactions between Prudential and the Plan qualify as party-in-interest transactions. Transactions involving notes receivable from participants also qualify as party-in-interest transactions.

NOTES TO FINANCIAL STATEMENTS
December 31, 2012 and 2011

NOTE 8 – RECONCILIATION TO FORM 5500

The following table reconciles the Plan's net assets available for benefits per the financial statements to Form 5500 for the year ended December 31:

	2012	2011
Net Assets Available for Benefits, Per the Financial Statements	$ 19,689,575	$ 17,629,544
Less: Contributions Receivable	317,500	274,000
Net Assets Available for Benefits, Per Form 5500	$ 19,372,075	$ 17,355,544

The following table reconciles the Plan's contributions per the financial statements to Form 5500 for the year ended December 31:

	2012	2011
Total Contributions Per the Financial Statements	$ 1,517,994	$ 1,354,475
Less: Contributions Receivable at End of Year	317,500	274,000
Add: Contributions Receivable at Beginning of Year	274,000	137,312
Contributions Per Form 5500	$ 1,474,494	$ 1,217,787

SCHEDULE OF ASSETS (HELD AT END OF YEAR)

Year Ended December 31, 2012

EIN #15-0258780
Plan #005
Schedule H, Line 4i

(a)	(b)	(c)	(d)	(e)
	Identity of Issue, Borrower, Lessor or Similar Party	**Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value**	**Cost (1)**	**Current Value**
*	Prudential Retirement Insurance and Annuity Company	Guaranteed Income Fund		$ 2,510,103
*	Prudential Retirement Insurance and Annuity Company	Lge Cp Grth/Neuberg Berm		2,630,757
*	Prudential Retirement Insurance and Annuity Company	Core Plus Bond/Pimco		3,275,841
*	Prudential Retirement Insurance and Annuity Company	Small Cap Growth/Columbus		772,632
*	Prudential Retirement Insurance and Annuity Company	Mid Cap Value/Systematic		682,570
*	Prudential Retirement Insurance and Annuity Company	Mid Cap Growth/Frontier		903,960
*	Prudential Retirement Insurance and Annuity Company	Dryden S&P 500 Index Fund		101,130
*	Prudential Mutual Fund	Legg Mason CB Apprec A		34,315
*	Prudential Mutual Fund	Amer:Europacific Grow R3		4,494,194
*	Prudential Mutual Fund	Columbia Small Cap Val I A		887,564
*	Prudential Mutual Fund	Columbia Dividend Income		2,647,354
				18,940,420
*	Notes Receivable from Participants	Interest rates ranging from 5.25% to 7.00%, secured by participant notes, with maturity dates through January 2018	-0-	431,655
		Total		$ 19,372,075

* Denotes a Party-in-Interest

(1) Cost has been omitted as the investments are participant-directed.