

<b>Form 5500</b>  Department of the Treasury Internal Revenue Service  Department of Labor Employee Benefits Security Administration  Pension Benefit Guaranty Corporation	<b>Annual Return/Report of Employee Benefit Plan</b>  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).  <p style="text-align: center;">▶ <b>Complete all entries in accordance with the instructions to the Form 5500.</b></p>	OMB Nos. 1210-0110 1210-0089  <b>2012</b>  <b>This Form is Open to Public Inspection</b>
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<b>Part I</b>	<b>Annual Report Identification Information</b>
For calendar plan year 2012 or fiscal plan year beginning <u>01/01/2012</u> and ending <u>12/31/2012</u>	
<b>A</b> This return/report is for:	<input type="checkbox"/> a multiemployer plan; <input type="checkbox"/> a multiple-employer plan; or <input checked="" type="checkbox"/> a single-employer plan; <input type="checkbox"/> a DFE (specify) ____
<b>B</b> This return/report is:	<input type="checkbox"/> the first return/report; <input type="checkbox"/> the final return/report; <input type="checkbox"/> an amended return/report; <input type="checkbox"/> a short plan year return/report (less than 12 months).
<b>C</b> If the plan is a collectively-bargained plan, check here. . . . .	<input type="checkbox"/>
<b>D</b> Check box if filing under:	<input checked="" type="checkbox"/> Form 5558; <input type="checkbox"/> automatic extension; <input type="checkbox"/> the DFVC program; <input type="checkbox"/> special extension (enter description)

<b>Part II</b>	<b>Basic Plan Information</b> —enter all requested information		
<b>1a</b> Name of plan	<u>TEE BAR CORPORATION PROFIT SHARING PLAN</u>		<b>1b</b> Three-digit plan number (PN) ▶ <u>001</u> <b>1c</b> Effective date of plan <u>06/01/1991</u>
<b>2a</b> Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan)	<u>TEE BAR CORPORATION</u>  <u>600 ROUTE 44-55</u> <u>HIGHLAND, NY 12528</u>		<b>2b</b> Employer Identification Number (EIN) <u>14-1437138</u> <b>2c</b> Sponsor's telephone number <u>845-691-2927</u> <b>2d</b> Business code (see instructions) <u>721110</u>

**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.

<b>SIGN HERE</b>	Filed with authorized/valid electronic signature.	09/24/2013	LUDWIG BACH
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
<b>SIGN HERE</b>			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
<b>SIGN HERE</b>			
	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)

<b>3a</b> Plan administrator's name and address <input checked="" type="checkbox"/> Same as Plan Sponsor Name <input type="checkbox"/> Same as Plan Sponsor Address		<b>3b</b> Administrator's EIN  <b>3c</b> Administrator's telephone number  <div style="background-color: #cccccc; height: 40px; width: 100%;"></div>
<b>4</b> 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: <b>a</b> Sponsor's name		<b>4b</b> EIN  <b>4c</b> PN
<b>5</b> Total number of participants at the beginning of the plan year		<b>5</b> 156
<b>6</b> Number of participants as of the end of the plan year (welfare plans complete only lines <b>6a</b> , <b>6b</b> , <b>6c</b> , and <b>6d</b> ).		
<b>a</b> Active participants.....	<b>6a</b>	89
<b>b</b> Retired or separated participants receiving benefits.....	<b>6b</b>	0
<b>c</b> Other retired or separated participants entitled to future benefits.....	<b>6c</b>	36
<b>d</b> Subtotal. Add lines <b>6a</b> , <b>6b</b> , and <b>6c</b> .....	<b>6d</b>	125
<b>e</b> Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	<b>6e</b>	0
<b>f</b> Total. Add lines <b>6d</b> and <b>6e</b> .....	<b>6f</b>	125
<b>g</b> Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	<b>6g</b>	117
<b>h</b> Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	<b>6h</b>	12
<b>7</b> Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item) .....		<b>7</b>
<b>8a</b> If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2E		
<b>b</b> If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:		
<b>9a</b> Plan funding arrangement (check all that apply) (1) <input checked="" type="checkbox"/> Insurance (2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts (3) <input checked="" type="checkbox"/> Trust (4) <input type="checkbox"/> General assets of the sponsor		<b>9b</b> Plan benefit arrangement (check all that apply) (1) <input checked="" type="checkbox"/> Insurance (2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts (3) <input checked="" type="checkbox"/> Trust (4) <input type="checkbox"/> General assets of the sponsor
<b>10</b> Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)		
<b>a Pension Schedules</b> (1) <input type="checkbox"/> <b>R</b> (Retirement Plan Information)  (2) <input type="checkbox"/> <b>MB</b> (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary  (3) <input type="checkbox"/> <b>SB</b> (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		<b>b General Schedules</b> (1) <input checked="" type="checkbox"/> <b>H</b> (Financial Information) (2) <input type="checkbox"/> <b>I</b> (Financial Information – Small Plan) (3) <input type="checkbox"/> <b>A</b> (Insurance Information) (4) <input type="checkbox"/> <b>C</b> (Service Provider Information) (5) <input type="checkbox"/> <b>D</b> (DFE/Participating Plan Information) (6) <input type="checkbox"/> <b>G</b> (Financial Transaction Schedules)

<b>SCHEDULE H</b> <b>(Form 5500)</b>  <small>Department of the Treasury Internal Revenue Service</small>  <small>Department of Labor Employee Benefits Security Administration</small>  <small>Pension Benefit Guaranty Corporation</small>	<b>Financial Information</b>  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).  <b>► File as an attachment to Form 5500.</b>	<small>OMB No. 1210-0110</small>  <b>2012</b>  <b>This Form is Open to Public Inspection</b>
For calendar plan year 2012 or fiscal plan year beginning <b>01/01/2012</b> and ending <b>12/31/2012</b>		
<b>A</b> Name of plan <b>TEE BAR CORPORATION PROFIT SHARING PLAN</b>		<b>B</b> Three-digit plan number (PN) <b>►</b> <b>001</b>
<b>C</b> Plan sponsor's name as shown on line 2a of Form 5500 <b>TEE BAR CORPORATION</b>		<b>D</b> Employer Identification Number (EIN)  <b>14-1437138</b>

Part I Asset and Liability Statement			
<b>1</b> 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. <b>Round off amounts to the nearest dollar.</b> 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
<b>a</b> Total noninterest-bearing cash .....	<b>1a</b>		
<b>b</b> Receivables (less allowance for doubtful accounts):			
<b>(1)</b> Employer contributions .....	<b>1b(1)</b>	103910	151073
<b>(2)</b> Participant contributions .....	<b>1b(2)</b>		
<b>(3)</b> Other.....	<b>1b(3)</b>		
<b>c</b> General investments:			
<b>(1)</b> Interest-bearing cash (include money market accounts & certificates of deposit) .....	<b>1c(1)</b>	432010	216441
<b>(2)</b> U.S. Government securities.....	<b>1c(2)</b>	0	0
<b>(3)</b> Corporate debt instruments (other than employer securities):			
<b>(A)</b> Preferred .....	<b>1c(3)(A)</b>		
<b>(B)</b> All other.....	<b>1c(3)(B)</b>		
<b>(4)</b> Corporate stocks (other than employer securities):			
<b>(A)</b> Preferred .....	<b>1c(4)(A)</b>		
<b>(B)</b> Common .....	<b>1c(4)(B)</b>		
<b>(5)</b> Partnership/joint venture interests .....	<b>1c(5)</b>		
<b>(6)</b> Real estate (other than employer real property) .....	<b>1c(6)</b>		
<b>(7)</b> Loans (other than to participants) .....	<b>1c(7)</b>		
<b>(8)</b> Participant loans .....	<b>1c(8)</b>		
<b>(9)</b> Value of interest in common/collective trusts.....	<b>1c(9)</b>		
<b>(10)</b> Value of interest in pooled separate accounts.....	<b>1c(10)</b>		
<b>(11)</b> Value of interest in master trust investment accounts .....	<b>1c(11)</b>		
<b>(12)</b> Value of interest in 103-12 investment entities .....	<b>1c(12)</b>		
<b>(13)</b> Value of interest in registered investment companies (e.g., mutual funds).....	<b>1c(13)</b>		
<b>(14)</b> Value of funds held in insurance company general account (unallocated contracts).....	<b>1c(14)</b>	5362	5577
<b>(15)</b> Other .....	<b>1c(15)</b>	1482695	1518699

**1d** Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities .....	<b>1d(1)</b>		
(2) Employer real property .....	<b>1d(2)</b>		
<b>e</b> Buildings and other property used in plan operation .....	<b>1e</b>		
<b>f</b> Total assets (add all amounts in lines 1a through 1e) .....	<b>1f</b>	2023977	1891790

**Liabilities**

<b>g</b> Benefit claims payable .....	<b>1g</b>		
<b>h</b> Operating payables .....	<b>1h</b>		
<b>i</b> Acquisition indebtedness .....	<b>1i</b>		
<b>j</b> Other liabilities.....	<b>1j</b>	13451	13515
<b>k</b> Total liabilities (add all amounts in lines 1g through 1j) .....	<b>1k</b>	13451	13515

**Net Assets**

<b>l</b> Net assets (subtract line 1k from line 1f) .....	<b>1l</b>	2010526	1878275
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**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
<b>a Contributions:</b>			
(1) Received or receivable in cash from: <b>(A)</b> Employers.....	<b>2a(1)(A)</b>	151073	
<b>(B)</b> Participants .....	<b>2a(1)(B)</b>		
<b>(C)</b> Others (including rollovers) .....	<b>2a(1)(C)</b>		
(2) Noncash contributions .....	<b>2a(2)</b>		
(3) Total contributions. Add lines <b>2a(1)(A)</b> , <b>(B)</b> , <b>(C)</b> , and line <b>2a(2)</b> .....	<b>2a(3)</b>		151073
<b>b Earnings on investments:</b>			
(1) Interest:			
<b>(A)</b> Interest-bearing cash (including money market accounts and certificates of deposit) .....	<b>2b(1)(A)</b>	1965	
<b>(B)</b> U.S. Government securities .....	<b>2b(1)(B)</b>		
<b>(C)</b> Corporate debt instruments .....	<b>2b(1)(C)</b>		
<b>(D)</b> Loans (other than to participants) .....	<b>2b(1)(D)</b>		
<b>(E)</b> Participant loans .....	<b>2b(1)(E)</b>		
<b>(F)</b> Other .....	<b>2b(1)(F)</b>		
<b>(G)</b> Total interest. Add lines <b>2b(1)(A)</b> through <b>(F)</b> .....	<b>2b(1)(G)</b>		1965
(2) Dividends: <b>(A)</b> Preferred stock .....	<b>2b(2)(A)</b>		
<b>(B)</b> Common stock .....	<b>2b(2)(B)</b>		
<b>(C)</b> Registered investment company shares (e.g. mutual funds) .....	<b>2b(2)(C)</b>	40126	
<b>(D)</b> Total dividends. Add lines <b>2b(2)(A)</b> , <b>(B)</b> , and <b>(C)</b> .....	<b>2b(2)(D)</b>		40126
(3) Rents .....	<b>2b(3)</b>		
(4) Net gain (loss) on sale of assets: <b>(A)</b> Aggregate proceeds .....	<b>2b(4)(A)</b>		
<b>(B)</b> Aggregate carrying amount (see instructions) .....	<b>2b(4)(B)</b>		
<b>(C)</b> Subtract line <b>2b(4)(B)</b> from line <b>2b(4)(A)</b> and enter result .....	<b>2b(4)(C)</b>		
(5) Unrealized appreciation (depreciation) of assets: <b>(A)</b> Real estate .....	<b>2b(5)(A)</b>		
<b>(B)</b> Other .....	<b>2b(5)(B)</b>	87137	
<b>(C)</b> Total unrealized appreciation of assets. Add lines <b>2b(5)(A)</b> and <b>(B)</b> .....	<b>2b(5)(C)</b>		87137

		(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)		
(8) Net investment gain (loss) from master trust investment accounts .....	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities .....	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		
c Other income.....	2c		736
d Total income. Add all <b>income</b> amounts in column (b) and enter total.....	2d		281037

**Expenses**

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers .....	2e(1)	399904	
(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)		399904
f Corrective distributions (see instructions) .....	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees .....	2i(1)		
(2) Contract administrator fees .....	2i(2)		
(3) Investment advisory and management fees .....	2i(3)	13384	
(4) Other .....	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		13384
j Total expenses. Add all <b>expense</b> amounts in column (b) and enter total.....	2j		413288

**Net Income and Reconciliation**

k Net income (loss). Subtract line 2j from line 2d.....	2k		-132251
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) ☐ Disclaimer (4) ☐ Adverse

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

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

(1) Name: **GOLDSTEIN, KARLEWICZ & GOLDSTEIN**

(2) EIN: **13-3692922**

**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:

**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.).....

**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.).....

	Yes	No	Amount
4a		X	
4b		X	

	Yes	No	Amount
<b>c</b> 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.) .....		X	
<b>d</b> 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.).....		X	
<b>e</b> Was this plan covered by a fidelity bond?.....	X		325000
<b>f</b> Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty? .....		X	
<b>g</b> 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? .....		X	
<b>h</b> 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? .....		X	
<b>i</b> Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....	X		
<b>j</b> 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.).....	X		
<b>k</b> Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....		X	
<b>l</b> Has the plan failed to provide any benefit when due under the plan? .....		X	
<b>m</b> If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....		X	
<b>n</b> 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. ....			

**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

**TEE BAR CORPORATION PROFIT SHARING PLAN**

**FINANCIAL STATEMENTS**

**DECEMBER 31, 2012 AND 2011**

**TEE BAR CORPORATION PROFIT SHARING PLAN**  
**FINANCIAL STATEMENTS**  
**DECEMBER 31, 2012 AND 2011**

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**CERTIFIED PUBLIC ACCOUNTANTS  
& BUSINESS CONSULTANTS**

Goldstein, Karlewicz & Goldstein, LLP

CHESTNUT RIDGE, NY | NEWBURGH, NY | POUGHKEEPSIE, NY

## **INDEPENDENT AUDITORS' REPORT**

To the Plan Administrator of the  
Tee Bar Corporation Profit Sharing Plan  
600 Route 44/55  
Highland, New York 12528

### **Report on the Financial Statements**

We have audited the accompanying financial statements of Tee Bar Corporation Profit Sharing Plan, which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statement of changes in net assets available for benefits for the year ended December 31, 2012, 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.

### **Auditors' Responsibility**

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

### **Opinion**

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of Tee Bar Corporation Profit Sharing Plan as of December 31, 2012 and 2011, and the changes in its net assets available for benefits for the year ended December 31, 2012, in accordance with accounting principles generally accepted in the United States of America.



**CERTIFIED PUBLIC ACCOUNTANTS  
& BUSINESS CONSULTANTS**

Goldstein, Karlewicz & Goldstein, LLP

CHESTNUT RIDGE, NY | NEWBURGH, NY | POUGHKEEPSIE, NY

**Report on Supplementary Information**

Our audits were conducted for the purpose of forming an opinion on the financial statements as a whole. The supplemental Schedule of Assets (Held at End of Year) and Schedule of Reportable Transactions, together referred to as "supplemental information," are presented for the purpose of additional analysis and are not a required part of the financial statements but are supplemental information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Such information is the responsibility of the Plan's management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the financial statements as a whole.

  
\_\_\_\_\_  
Certified Public Accountants

Chestnut Ridge, New York  
August 19, 2013

**TEE BAR CORPORATION PROFIT SHARING PLAN**  
**STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS**  
**AS OF DECEMBER 31, 2012 AND 2011**

	<u>2012</u>	<u>2011</u>
<b><u>Assets:</u></b>		
Investments at Fair Value:		
Equity and Bond Index Funds and ETFs	\$ 1,505,184	\$ 1,359,619
State of Israel Bonds	-	110,000
Cash and Cash Equivalents	216,441	432,010
Guaranteed Investment Contract	<u>5,577</u>	<u>5,362</u>
Total Investments	1,727,202	1,906,991
Cash Surrender Value of Life Insurance	13,515	13,076
Employer Contribution Receivable	<u>151,073</u>	<u>103,910</u>
Total Assets	<u>1,891,790</u>	<u>2,023,977</u>
<b><u>Liabilities:</u></b>		
Federal Taxes Withheld Payable	-	375
Insurance Proceeds Payable	<u>13,515</u>	<u>13,076</u>
Total Liabilities	<u>13,515</u>	<u>13,451</u>
Net Assets Available for Benefits	<u>\$ 1,878,275</u>	<u>\$ 2,010,526</u>

The Accompanying Notes are an Integral  
Part of the Financial Statements.

**TEE BAR CORPORATION PROFIT SHARING PLAN**  
**STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS**  
**FOR THE YEAR ENDED DECEMBER 31, 2012**

**Additions (Deductions) to Net Assets Attributed to:**

**Investment Income:**

**Net Realized and Unrealized Appreciation**

**In Value of Investments:**

**Equity and Bond Index Funds and ETFs**

**\$ 87,137**

**Interest and Dividend Income**

**42,091**

**Other Income**

**297**

**Investment Expenses**

**(13,384)**

**Net Investment Income**

**\$ 116,141**

**Cash Surrender Value of Life Insurance**

**439**

**Employer Contribution**

**151,073**

**Total Additions**

**267,653**

**Deductions From Net Assets Attributed to:**

**Benefits Paid to Participants**

**399,904**

**Decrease in Net Assets**

**(132,251)**

**Net Assets Available for Benefits -**

**Beginning of Year**

**2,010,526**

**Net Assets Available for Benefits -**

**End of Year**

**\$ 1,878,275**

**The Accompanying Notes are an Integral  
Part of the Financial Statements.**

**TEE BAR CORPORATION PROFIT SHARING PLAN**  
**NOTES TO FINANCIAL STATEMENTS**  
**DECEMBER 31, 2012 AND 2011**

**Note 1 - Plan Description:**

The Tee Bar Corporation Profit Sharing Plan (the "Plan") is the 401(k) Plan for Tee Bar Corporation and Mega Funworks, Inc. (collectively, the "Company"). The following description of the Plan provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

**General** - The Plan is a defined contribution plan covering all full-time non-union employees of the Company who are 21 years of age or older. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). An employee must complete one year of service before entering the plan. A year of service is completed when an employee has been credited with 1,000 hours over a 12 month period. Employees will enter the Plan on July 1<sup>st</sup> or six months following the completion of the eligibility requirements.

**Contributions** - All contributions made to the Plan are at the discretion of the Company. The Plan does not allow participant contributions, including rollovers, and all Company contributions are nonparticipant directed.

**Participant Accounts** - Each participant's account is credited with an allocation of the employer's contribution, if any, an allocation of Plan earnings, and an allocation of forfeitures of terminated participants' non-vested accounts, and is charged with the participant's distributions and an allocation of administrative expenses. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the participant's vested account balance.

**Vesting** - The vested portion of the participant's account is calculated based on years of continuous service. Participants become 100% vested upon completing six years of credited service at the rate of 20% per year starting with the second year of service.

**Payments of Benefits** - Upon retirement or termination of service, a participant receives either a lump sum payment equal to the vested value of the participant's account or annual installment payments. Upon death or disability, a participant's account will become 100% vested and will be paid to his/her beneficiary in a single lump sum.

**Forfeited Accounts** - The Plan allows for forfeitures of non-vested balances to be allocated to participants in proportion to each participant's compensation. During the year ended December 31, 2012, \$3,404 of forfeitures were re-allocated and \$4,630 of participant funds were forfeited. As of December 31, 2012, there are \$19,009 of forfeitures available.

**Note 2 - Summary of Significant Accounting Policies:**

**Basis of Accounting** - The financial statements of the Plan are prepared using the accrual basis of accounting.

**Accounting Estimates** - The presentation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein and disclosure of contingent assets and liabilities. Accordingly, actual results may differ from those estimates.

**TEE BAR CORPORATION PROFIT SHARING PLAN**  
**NOTES TO FINANCIAL STATEMENTS (CONTINUED)**  
**DECEMBER 31, 2012 AND 2011**

**Note 2 - Summary of Significant Accounting Policies (Continued):**

**Investment Valuation and Income Recognition** - Most of the Plan's investments are stated at fair value. Quoted market prices are used to value investments. 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. Gains and losses on the sales of investments are recognized when realized, while unrealized gains and losses are recognized daily based on fluctuations in market value.

**Investment Contract** - The Plan has a deposit administration contract with Bank of America. Bank of America maintains the Plan's deposits in an unallocated fund of various guaranteed certificates to which it adds interest, currently at 4%, at various contractual rates. The contract has been determined to be a fully-benefit responsive investment contract that is valued at contract value. No adjustment is reflected in the statements of net assets available for benefits as of December 31, 2012 and 2011 and the statement of changes in net assets available for benefits for the year ended December 31, 2012, as contract value approximates fair value.

**Expenses** - Professional fees and other administrative expenses are paid by the Company. However, the Company may direct the trustees to pay such fees from Plan assets.

**Payment of Benefits** - Benefits are recorded when paid.

**Accounting for Uncertainty in Income Taxes** - FASB ASC Topic 740, Subtopic 10 prescribes a comprehensive model for how a plan should measure, recognize, present, and disclose in its financial statements uncertain tax positions that the plan has taken or expects to take on a tax return. The Plan adopted FASB ASC Topic 740, Subtopic 10 and recognizes tax benefits from uncertain tax positions only if it is more likely than not that the tax position will be sustained on examination by taxing authorities, based on the technical merits of the position. The tax benefits recognized in the financial statements from such positions are measured based on the largest benefit that has a greater than 50% likelihood of being realized upon ultimate settlement. There was no impact to the Plan's financial statements as a result of FASB ASC Topic 740, Subtopic 10.

**Subsequent Events** - The Company evaluates events and transactions occurring subsequent to the date of the financial statements for matters requiring recognition or disclosure. The accompanying financial statements consider events through August 19, 2013, the date the financial statements were available to be issued.

**TEE BAR CORPORATION PROFIT SHARING PLAN**  
**NOTES TO FINANCIAL STATEMENTS (CONTINUED)**  
**DECEMBER 31, 2012 AND 2011**

**Note 3 - Investments:**

Investments that represent 5% or more of the Plan's net assets as of December 31, 2012 or 2011 are separately identified as follows:

	<u>2012</u>	<u>2011</u>
iShares Barclays TIPS Bond Fund	\$ 146,542	\$ 171,768
Vanguard Total Bond Market ETF	223,016	108,184
iShares Barclays 7-10 YR Treasury Bond Fund	N/A	109,793
iShares Russell 1000 Growth Index	124,169	*
State of Israel Bonds	N/A	110,000
PowerShares S&P 500 Low Volatility Portfolio	126,664	N/A
Vanguard Whitehall FDS High Dividend Yield ETF	125,326	*
Vanguard Intermediate Bond ETF	N/A	177,506
iShares iBoxx High Yield Corporate Bond Fund	*	102,218
JP Morgan US Treasury Securities Money Market Fund	212,054	400,295

\* Investments are not 5% or more of plan net assets.

N/A - Not a Plan investment as of corresponding date.

**Note 4 - Fair Value Measurements:**

FASB ASC 820, *Fair Value Measurement*, establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy consists of three broad levels: Level 1 inputs consist of unadjusted quoted prices in active markets for identical assets and have the highest priority, and Level 3 inputs have the lowest priority. The Plan uses appropriate valuation techniques based on the available inputs to measure the fair value of its investments. When available, the Plan measures fair value using Level 1 inputs because they generally provide the most reliable evidence of fair value. Level 3 inputs were only used when Level 1 or Level 2 inputs were not available.

**Level 1 Fair Value Measurements** - The fair values of Equity and Bond Index Funds and ETFs are valued at the closing market prices reported on the active market on which identical assets are traded. The fair value of Cash Equivalents is based on money market cash balances held by the Plan at year-end.

**Level 2 Fair Value Measurements** - The fair value of the Guaranteed Investment Contract is based on observable inputs including quoted net asset values for similar assets or liabilities in active or non-active markets. The fair value of the State of Israel Bonds is based on the closing market price reported on the active market in which the debt securities are traded.

**TEE BAR CORPORATION PROFIT SHARING PLAN**  
**NOTES TO FINANCIAL STATEMENTS (CONTINUED)**  
**DECEMBER 31, 2012 AND 2011**

**Note 4 - Fair Value Measurements (Continued):**

The Plan's investments are reported at fair value in the accompanying statement of net assets available for benefit:

**Fair Value Measurements Using:**

	<b><u>Fair Value</u></b>	<b><u>Quoted Prices in Active Markets for Identical Assets (Level 1)</u></b>	<b><u>Significant Other Observable Inputs (Level 2)</u></b>
<b><u>December 31, 2012:</u></b>			
Equity and Bond Index Funds and ETFs	\$ 1,505,184	\$ 1,505,184	\$ -
Cash and Cash Equivalents	216,441	216,441	-
Guaranteed Investment Contract	<u>5,577</u>	<u>-</u>	<u>5,577</u>
Total	<u>\$ 1,727,202</u>	<u>\$ 1,721,625</u>	<u>\$ 5,577</u>
<b><u>December 31, 2011:</u></b>			
Equity and Bond Index Funds and ETFs	\$ 1,359,619	\$ 1,359,619	\$ -
Cash and Cash Equivalents	432,010	432,010	-
Guaranteed Investment Contract	5,362	-	5,362
State of Israel Bonds	<u>110,000</u>	<u>-</u>	<u>110,000</u>
Total	<u>\$ 1,906,991</u>	<u>\$ 1,791,629</u>	<u>\$ 115,362</u>

**Note 5 - Benefit Obligations:**

As of December 31, 2012, the Plan owed \$179,066 to terminated employees.

**Note 6 - Plan Termination:**

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



**TEE BAR CORPORATION PROFIT SHARING PLAN**  
**NOTES TO FINANCIAL STATEMENTS (CONTINUED)**  
**DECEMBER 31, 2012 AND 2011**

**Note 7 - Current Vulnerability Due to Concentrations of Risk:**

The Plan may invest in various types of investment securities. Investment securities are exposed to various market risks, such as interest rate, market and credit risk. 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 the amounts reported in the statement of net assets available for plan benefits.

**Note 8 - Tax Status:**

The Internal Revenue Service has determined and informed the Company by a letter dated December 9, 2003, that the Plan is designed in accordance with applicable sections of the Internal Revenue Code ("IRC"). However, the plan has been amended since receiving the determination letter. The Plan administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC. Therefore, no provision for income taxes has been included in the Plan's financial statements.

**Schedule H , line 4i - Schedule of Assets (Held at End of Year)**

**Tee Bar Corporation Profit Sharing Plan  
EIN 14-1437138, PN 001  
For Plan Year Ended December 31, 2012**

(a)	(b) Identity of Issue	(c) Description of Investment	(d) Cost	(e) Current Value
	Cash	Non-Interest Bearing Cash	4,387	4,387
	JP Morgan US Treasury Securities Money Market Fund	Cash Management Asset	212,054	212,054
	iShares S&P SmallCap 600 Growth Index Fund	Common Equity	14,388	32,523
	iShares S&P SmallCap 600 Value Index Fund	Common Equity	45,142	16,829
	iShares Russell Midcap Value Index	Common Equity	37,712	32,857
	iShares Russell 1000 Growth Index	Common Equity	88,666	124,169
	PowerShares Emerging Markets Sovereign Debt ETF	Common Equity	32,991	36,163
	Vanguard Intl Equity Index	Common Equity	7,624	8,180
	iShares Gold Trust	Common Equity	50,100	71,173
	iShares MSCI Hong Kong Index Fund	Common Equity	61,555	27,110
	iShares MSCI Belgium Investable Market Index Fund	Common Equity	26,708	28,780
	iShares MSCI Singapore Index Fund	Common Equity	59,719	27,257
	iShares MSCI Switzerland Index	Common Equity	45,708	32,696
	iShares MSCI Germany Index	Common Equity	32,391	28,331
	iShares MSCI Mexico Investable Mkt Idx	Common Equity	59,016	28,283
	iShares MSCI ETF Thailand Index	Common Equity	57,323	27,139
	iShares MSCI Turkey Index	Common Equity	30,539	31,587
	PowerShares Dynamic Large Cap Value Portfolio	Common Equity	54,906	61,005
	PowerShares S&P 500 Low Volatility Portfolio	Common Equity	147,638	126,664
	Rydex S&P 500 Pure Growth ETF	Common Equity	70,669	82,741
	Vanguard MidCap Growth Fund	Common Equity	19,690	16,528
	Vanguard REIT	Common Equity	60,284	48,889
	Vanguard Whitehall FDS High Dividend Yield ETF	Common Equity	75,140	125,326
	iShares Barclays TIPS Bond Fund	Corporate Bond	157,382	148,542
	iShares iBoxx High Yield Corporate Bond Fund	Corporate Bond	102,084	81,495
	SPDR Barclays Capital Int'l Treasury Bond ETF	Corporate Bond	44,454	39,901
	Vanguard Total Bond Market ETF	Corporate Bond	108,408	223,016
	Bank of America Executive Life Government Investment Contract	Investment Contract	5,577	5,577

See Independent Auditors' Report.

**Schedule H, line 4j - Schedule of Reportable Transactions**

**Tee Bar Corporation Profit Sharing Plan  
EIN 14-1437138, PN 001  
For Plan Year Ended December 31, 2012**

(a) Identity of Party Involved	(b) Description of Asset	(c) Purchase Price	(d) Selling Price	(e) Lease Rental	(f) Expense Incurred with Transaction	(g) Cost of Asset	(h) Current Value of Asset on Transaction Date	(i) Net Gain or (Loss)
<b>Description</b>								
ISHARES TR-RUSSELL 1000 VALUE INDEX FD	COMMON EQUITY	95,485	101,676	N/A	-	95,485	101,676	6,191
ISHARES BARCLAYS 7-10 YR TREASURY BOND FUND	CORPORATE BOND	108,229	109,102	N/A	-	108,229	109,102	873
VANGUARD INTERMEDIATE BOND	CORPORATE BOND	177,047	178,703	N/A	-	177,047	178,703	1,656
POWERSHARES S&P 500 LOW VOLATILITY PORTFOLIO	COMMON EQUITY	138,189	N/A	N/A	-	138,189	138,189	N/A
VANGUARD TOTAL BOND MARKET	CORPORATE BOND	149,811	N/A	N/A	-	149,811	149,811	N/A
VANGUARD TOTAL BOND MARKET	CORPORATE BOND	141,380	141,709	N/A	-	141,380	141,709	329
STATE OF ISRAEL BONDS	CORPORATE BOND	110,000	110,000	N/A	-	110,000	110,000	-

See Independent Auditors' Report.

**Form 5500**Department of the Treasury  
Internal Revenue ServiceDepartment 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), 6047(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

and ending

- A** This return/report is for: ☐ a multiemployer plan; ☐ a multiple-employer plan; or  
☒ a single-employer plan; ☐ a DFE (specify) \_\_\_\_\_
- B** This return/report is: ☐ the first return/report; ☐ the final return/report;  
☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
- C** If the plan is a collectively-bargained plan, check here ☐
- D** Check box if filing under: ☒ Form 5558; ☐ automatic extension; ☐ the DFVC program;  
☐ special extension (enter description) \_\_\_\_\_

**Part II Basic Plan Information—enter all requested information****1a** Name of plan

TEE BAR CORPORATION PROFIT SHARING PLAN

**1b** Three-digit plan  
number (PN) ►

001

**1c** Effective date of plan  
06/01/1991**2a** Plan sponsor's name and address; including room or suite number (employer, if for a single-employer plan)

TEE BAR CORPORATION


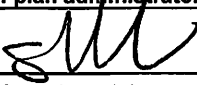
600 ROUTE 44-55

HIGHLAND

NY 12528

**2b** Employer Identification  
Number (EIN)  
14-1437138**2c** Sponsor's telephone  
number  
845-691-2927**2d** Business code (see  
instructions)  
721110**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			STEVEN TURK
	Signature of plan administrator	Date 9/11/13	Enter name of individual signing as plan administrator
SIGN HERE			STEVEN TURK
	Signature of employer/plan sponsor	Date 9/11/13	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)

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.

Form 5500 (2012)

<b>3a</b> Plan administrator's name and address <input checked="" type="checkbox"/> Same as Plan Sponsor Name <input checked="" type="checkbox"/> Same as Plan Sponsor Address	<b>3b</b> Administrator's EIN 14-1437138 <b>3c</b> Administrator's telephone number 845-691-2927
<b>4</b> 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: <b>a</b> Sponsor's name	<b>4b</b> EIN <b>4c</b> PN
<b>5</b> Total number of participants at the beginning of the plan year	<b>5</b> 156
<b>6</b> Number of participants as of the end of the plan year (welfare plans complete only lines 6a, 6b, 6c, and 6d).	
<b>a</b> Active participants	<b>6a</b> 89
<b>b</b> Retired or separated participants receiving benefits	<b>6b</b> 0
<b>c</b> Other retired or separated participants entitled to future benefits	<b>6c</b> 36
<b>d</b> Subtotal. Add lines 6a, 6b, and 6c	<b>6d</b> 125
<b>e</b> Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	<b>6e</b> 0
<b>f</b> Total. Add lines 6d and 6e	<b>6f</b> 125
<b>g</b> Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	<b>6g</b> 117
<b>h</b> Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	<b>6h</b> 12
<b>7</b> Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	<b>7</b>

**8a** If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:

2E

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

<b>9a</b> Plan funding arrangement (check all that apply)	<b>9b</b> Plan benefit arrangement (check all that apply)
(1) <input checked="" type="checkbox"/> Insurance (2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts (3) <input checked="" type="checkbox"/> Trust (4) <input type="checkbox"/> General assets of the sponsor	(1) <input checked="" type="checkbox"/> Insurance (2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts (3) <input checked="" type="checkbox"/> Trust (4) <input type="checkbox"/> 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) ☐ **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) ☒ **H** (Financial Information)  
 (2) ☐ **I** (Financial Information - Small Plan)  
 (3) ☐ **A** (Insurance Information)  
 (4) ☐ **C** (Service Provider Information)  
 (5) ☐ **D** (DFE/Participating Plan Information)  
 (6) ☐ **G** (Financial Transaction Schedules)

**TEE BAR CORPORATION PROFIT SHARING PLAN**

**FINANCIAL STATEMENTS**

**DECEMBER 31, 2012 AND 2011**

**TEE BAR CORPORATION PROFIT SHARING PLAN**  
**FINANCIAL STATEMENTS**  
**DECEMBER 31, 2012 AND 2011**

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**CERTIFIED PUBLIC ACCOUNTANTS  
& BUSINESS CONSULTANTS**

Goldstein, Karlewicz & Goldstein, LLP

CHESTNUT RIDGE, NY | NEWBURGH, NY | POUGHKEEPSIE, NY

## **INDEPENDENT AUDITORS' REPORT**

To the Plan Administrator of the  
Tee Bar Corporation Profit Sharing Plan  
600 Route 44/55  
Highland, New York 12528

### **Report on the Financial Statements**

We have audited the accompanying financial statements of Tee Bar Corporation Profit Sharing Plan, which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statement of changes in net assets available for benefits for the year ended December 31, 2012, 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.

### **Auditors' Responsibility**

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

### **Opinion**

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of Tee Bar Corporation Profit Sharing Plan as of December 31, 2012 and 2011, and the changes in its net assets available for benefits for the year ended December 31, 2012, in accordance with accounting principles generally accepted in the United States of America.





**CERTIFIED PUBLIC ACCOUNTANTS  
& BUSINESS CONSULTANTS**

Goldstein, Karlewicz & Goldstein, LLP

CHESTNUT RIDGE, NY | NEWBURGH, NY | POUGHKEEPSIE, NY

**Report on Supplementary Information**

Our audits were conducted for the purpose of forming an opinion on the financial statements as a whole. The supplemental Schedule of Assets (Held at End of Year) and Schedule of Reportable Transactions, together referred to as "supplemental information," are presented for the purpose of additional analysis and are not a required part of the financial statements but are supplemental information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Such information is the responsibility of the Plan's management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the financial statements as a whole.

  
\_\_\_\_\_  
Certified Public Accountants

Chestnut Ridge, New York  
August 19, 2013

**TEE BAR CORPORATION PROFIT SHARING PLAN**  
**STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS**  
**AS OF DECEMBER 31, 2012 AND 2011**

	<u>2012</u>	<u>2011</u>
<b><u>Assets:</u></b>		
Investments at Fair Value:		
Equity and Bond Index Funds and ETFs	\$ 1,505,184	\$ 1,359,619
State of Israel Bonds	-	110,000
Cash and Cash Equivalents	216,441	432,010
Guaranteed Investment Contract	<u>5,577</u>	<u>5,362</u>
Total Investments	1,727,202	1,906,991
Cash Surrender Value of Life Insurance	13,515	13,076
Employer Contribution Receivable	<u>151,073</u>	<u>103,910</u>
Total Assets	<u>1,891,790</u>	<u>2,023,977</u>
<b><u>Liabilities:</u></b>		
Federal Taxes Withheld Payable	-	375
Insurance Proceeds Payable	<u>13,515</u>	<u>13,076</u>
Total Liabilities	<u>13,515</u>	<u>13,451</u>
Net Assets Available for Benefits	<u>\$ 1,878,275</u>	<u>\$ 2,010,526</u>

The Accompanying Notes are an Integral  
Part of the Financial Statements.

**TEE BAR CORPORATION PROFIT SHARING PLAN**  
**STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS**  
**FOR THE YEAR ENDED DECEMBER 31, 2012**

**Additions (Deductions) to Net Assets Attributed to:**

**Investment Income:**

**Net Realized and Unrealized Appreciation**

**In Value of Investments:**

**Equity and Bond Index Funds and ETFs**

**\$ 87,137**

**Interest and Dividend Income**

**42,091**

**Other Income**

**297**

**Investment Expenses**

**(13,384)**

**Net Investment Income**

**\$ 116,141**

**Cash Surrender Value of Life Insurance**

**439**

**Employer Contribution**

**151,073**

**Total Additions**

**267,653**

**Deductions From Net Assets Attributed to:**

**Benefits Paid to Participants**

**399,904**

**Decrease in Net Assets**

**(132,251)**

**Net Assets Available for Benefits -**

**Beginning of Year**

**2,010,526**

**Net Assets Available for Benefits -**

**End of Year**

**\$ 1,878,275**

**The Accompanying Notes are an Integral  
Part of the Financial Statements.**

**TEE BAR CORPORATION PROFIT SHARING PLAN**  
**NOTES TO FINANCIAL STATEMENTS**  
**DECEMBER 31, 2012 AND 2011**

**Note 1 - Plan Description:**

The Tee Bar Corporation Profit Sharing Plan (the "Plan") is the 401(k) Plan for Tee Bar Corporation and Mega Funworks, Inc. (collectively, the "Company"). The following description of the Plan provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

**General** - The Plan is a defined contribution plan covering all full-time non-union employees of the Company who are 21 years of age or older. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). An employee must complete one year of service before entering the plan. A year of service is completed when an employee has been credited with 1,000 hours over a 12 month period. Employees will enter the Plan on July 1<sup>st</sup> or six months following the completion of the eligibility requirements.

**Contributions** - All contributions made to the Plan are at the discretion of the Company. The Plan does not allow participant contributions, including rollovers, and all Company contributions are nonparticipant directed.

**Participant Accounts** - Each participant's account is credited with an allocation of the employer's contribution, if any, an allocation of Plan earnings, and an allocation of forfeitures of terminated participants' non-vested accounts, and is charged with the participant's distributions and an allocation of administrative expenses. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the participant's vested account balance.

**Vesting** - The vested portion of the participant's account is calculated based on years of continuous service. Participants become 100% vested upon completing six years of credited service at the rate of 20% per year starting with the second year of service.

**Payments of Benefits** - Upon retirement or termination of service, a participant receives either a lump sum payment equal to the vested value of the participant's account or annual installment payments. Upon death or disability, a participant's account will become 100% vested and will be paid to his/her beneficiary in a single lump sum.

**Forfeited Accounts** - The Plan allows for forfeitures of non-vested balances to be allocated to participants in proportion to each participant's compensation. During the year ended December 31, 2012, \$3,404 of forfeitures were re-allocated and \$4,630 of participant funds were forfeited. As of December 31, 2012, there are \$19,009 of forfeitures available.

**Note 2 - Summary of Significant Accounting Policies:**

**Basis of Accounting** - The financial statements of the Plan are prepared using the accrual basis of accounting.

**Accounting Estimates** - The presentation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein and disclosure of contingent assets and liabilities. Accordingly, actual results may differ from those estimates.

**TEE BAR CORPORATION PROFIT SHARING PLAN**  
**NOTES TO FINANCIAL STATEMENTS (CONTINUED)**  
**DECEMBER 31, 2012 AND 2011**

**Note 2 - Summary of Significant Accounting Policies (Continued):**

**Investment Valuation and Income Recognition** - Most of the Plan's investments are stated at fair value. Quoted market prices are used to value investments. 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. Gains and losses on the sales of investments are recognized when realized, while unrealized gains and losses are recognized daily based on fluctuations in market value.

**Investment Contract** - The Plan has a deposit administration contract with Bank of America. Bank of America maintains the Plan's deposits in an unallocated fund of various guaranteed certificates to which it adds interest, currently at 4%, at various contractual rates. The contract has been determined to be a fully-benefit responsive investment contract that is valued at contract value. No adjustment is reflected in the statements of net assets available for benefits as of December 31, 2012 and 2011 and the statement of changes in net assets available for benefits for the year ended December 31, 2012, as contract value approximates fair value.

**Expenses** - Professional fees and other administrative expenses are paid by the Company. However, the Company may direct the trustees to pay such fees from Plan assets.

**Payment of Benefits** - Benefits are recorded when paid.

**Accounting for Uncertainty in Income Taxes** - FASB ASC Topic 740, Subtopic 10 prescribes a comprehensive model for how a plan should measure, recognize, present, and disclose in its financial statements uncertain tax positions that the plan has taken or expects to take on a tax return. The Plan adopted FASB ASC Topic 740, Subtopic 10 and recognizes tax benefits from uncertain tax positions only if it is more likely than not that the tax position will be sustained on examination by taxing authorities, based on the technical merits of the position. The tax benefits recognized in the financial statements from such positions are measured based on the largest benefit that has a greater than 50% likelihood of being realized upon ultimate settlement. There was no impact to the Plan's financial statements as a result of FASB ASC Topic 740, Subtopic 10.

**Subsequent Events** - The Company evaluates events and transactions occurring subsequent to the date of the financial statements for matters requiring recognition or disclosure. The accompanying financial statements consider events through August 19, 2013, the date the financial statements were available to be issued.

**TEE BAR CORPORATION PROFIT SHARING PLAN**  
**NOTES TO FINANCIAL STATEMENTS (CONTINUED)**  
**DECEMBER 31, 2012 AND 2011**

**Note 3 - Investments:**

Investments that represent 5% or more of the Plan's net assets as of December 31, 2012 or 2011 are separately identified as follows:

	<u>2012</u>	<u>2011</u>
iShares Barclays TIPS Bond Fund	\$ 146,542	\$ 171,768
Vanguard Total Bond Market ETF	223,016	108,184
iShares Barclays 7-10 YR Treasury Bond Fund	N/A	109,793
iShares Russell 1000 Growth Index	124,169	*
State of Israel Bonds	N/A	110,000
PowerShares S&P 500 Low Volatility Portfolio	126,664	N/A
Vanguard Whitehall FDS High Dividend Yield ETF	125,326	*
Vanguard Intermediate Bond ETF	N/A	177,506
iShares iBoxx High Yield Corporate Bond Fund	*	102,218
JP Morgan US Treasury Securities Money Market Fund	212,054	400,295

\* Investments are not 5% or more of plan net assets.

N/A - Not a Plan investment as of corresponding date.

**Note 4 - Fair Value Measurements:**

FASB ASC 820, *Fair Value Measurement*, establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy consists of three broad levels: Level 1 inputs consist of unadjusted quoted prices in active markets for identical assets and have the highest priority, and Level 3 inputs have the lowest priority. The Plan uses appropriate valuation techniques based on the available inputs to measure the fair value of its investments. When available, the Plan measures fair value using Level 1 inputs because they generally provide the most reliable evidence of fair value. Level 3 inputs were only used when Level 1 or Level 2 inputs were not available.

**Level 1 Fair Value Measurements** - The fair values of Equity and Bond Index Funds and ETFs are valued at the closing market prices reported on the active market on which identical assets are traded. The fair value of Cash Equivalents is based on money market cash balances held by the Plan at year-end.

**Level 2 Fair Value Measurements** - The fair value of the Guaranteed Investment Contract is based on observable inputs including quoted net asset values for similar assets or liabilities in active or non-active markets. The fair value of the State of Israel Bonds is based on the closing market price reported on the active market in which the debt securities are traded.

**TEE BAR CORPORATION PROFIT SHARING PLAN**  
**NOTES TO FINANCIAL STATEMENTS (CONTINUED)**  
**DECEMBER 31, 2012 AND 2011**

**Note 4 - Fair Value Measurements (Continued):**

The Plan's investments are reported at fair value in the accompanying statement of net assets available for benefit:

**Fair Value Measurements Using:**

	<u>Fair Value</u>	<u>Quoted Prices in Active Markets for Identical Assets (Level 1)</u>	<u>Significant Other Observable Inputs (Level 2)</u>
<b><u>December 31, 2012:</u></b>			
Equity and Bond Index Funds and ETFs	\$ 1,505,184	\$ 1,505,184	\$ -
Cash and Cash Equivalents	216,441	216,441	-
Guaranteed Investment Contract	<u>5,577</u>	<u>-</u>	<u>5,577</u>
Total	<u>\$ 1,727,202</u>	<u>\$ 1,721,625</u>	<u>\$ 5,577</u>
<b><u>December 31, 2011:</u></b>			
Equity and Bond Index Funds and ETFs	\$ 1,359,619	\$ 1,359,619	\$ -
Cash and Cash Equivalents	432,010	432,010	-
Guaranteed Investment Contract	5,362	-	5,362
State of Israel Bonds	<u>110,000</u>	<u>-</u>	<u>110,000</u>
Total	<u>\$ 1,906,991</u>	<u>\$ 1,791,629</u>	<u>\$ 115,362</u>

**Note 5 - Benefit Obligations:**

As of December 31, 2012, the Plan owed \$179,066 to terminated employees.

**Note 6 - Plan Termination:**

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

**TEE BAR CORPORATION PROFIT SHARING PLAN**  
**NOTES TO FINANCIAL STATEMENTS (CONTINUED)**  
**DECEMBER 31, 2012 AND 2011**

**Note 7 - Current Vulnerability Due to Concentrations of Risk:**

The Plan may invest in various types of investment securities. Investment securities are exposed to various market risks, such as interest rate, market and credit risk. 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 the amounts reported in the statement of net assets available for plan benefits.

**Note 8 - Tax Status:**

The Internal Revenue Service has determined and informed the Company by a letter dated December 9, 2003, that the Plan is designed in accordance with applicable sections of the Internal Revenue Code ("IRC"). However, the plan has been amended since receiving the determination letter. The Plan administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC. Therefore, no provision for income taxes has been included in the Plan's financial statements.



**Schedule H , line 4i - Schedule of Assets (Held at End of Year)**

**Tee Bar Corporation Profit Sharing Plan**

**EIN 14-1437138, PN 001**

**For Plan Year Ended December 31, 2012**

(a)	(b) Identity of Issue	(c) Description of Investment	(d) Cost	(e) Current Value
	Cash	Non-Interest Bearing Cash	4,387	4,387
	JP Morgan US Treasury Securities Money Market Fund	Cash Management Asset	212,054	212,054
	iShares S&P SmallCap 600 Growth Index Fund	Common Equity	14,388	32,523
	iShares S&P SmallCap 600 Value Index Fund	Common Equity	45,142	16,829
	iShares Russell Midcap Value Index	Common Equity	37,712	32,857
	iShares Russell 1000 Growth Index	Common Equity	88,666	124,169
	PowerShares Emerging Markets Sovereign Debt ETF	Common Equity	32,991	36,163
	Vanguard Intl Equity Index	Common Equity	7,624	8,180
	iShares Gold Trust	Common Equity	50,100	71,173
	iShares MSCI Hong Kong Index Fund	Common Equity	61,555	27,110
	iShares MSCI Belgium Investable Market Index Fund	Common Equity	26,708	28,780
	iShares MSCI Singapore Index Fund	Common Equity	59,719	27,257
	iShares MSCI Switzerland Index	Common Equity	45,708	32,696
	iShares MSCI Germany Index	Common Equity	32,391	28,331
	iShares MSCI Mexico Investable Mkt Idx	Common Equity	59,016	28,283
	iShares MSCI ETF Thailand Index	Common Equity	57,323	27,139
	iShares MSCI Turkey Index	Common Equity	30,539	31,587
	PowerShares Dynamic Large Cap Value Portfolio	Common Equity	54,906	61,005
	PowerShares S&P 500 Low Volatility Portfolio	Common Equity	147,638	126,664
	Rydex S&P 500 Pure Growth ETF	Common Equity	70,669	82,741
	Vanguard MidCap Growth Fund	Common Equity	19,690	16,528
	Vanguard REIT	Common Equity	60,284	48,889
	Vanguard Whitehall FDS High Dividend Yield ETF	Common Equity	75,140	125,326
	iShares Barclays TIPS Bond Fund	Corporate Bond	157,382	148,542
	iShares iBoxx High Yield Corporate Bond Fund	Corporate Bond	102,084	81,495
	SPDR Barclays Capital Int'l Treasury Bond ETF	Corporate Bond	44,454	39,901
	Vanguard Total Bond Market ETF	Corporate Bond	108,408	223,016
	Bank of America Executive Life Government Investment Contract	Investment Contract	5,577	5,577

See Independent Auditors' Report.

**Schedule H, line 4j - Schedule of Reportable Transactions**

**Tee Bar Corporation Profit Sharing Plan  
EIN 14-1437138, PN 001  
For Plan Year Ended December 31, 2012**

(a) Identity of Party Involved	(b) Description of Asset	(c) Purchase Price	(d) Selling Price	(e) Lease Rental	(f) Expense Incurred with Transaction	(g) Cost of Asset	(h) Current Value of Asset on Transaction Date	(i) Net Gain or (Loss)
<b>Description</b>								
ISHARES TR-RUSSELL 1000 VALUE INDEX FD	COMMON EQUITY	95,485	101,676	N/A	-	95,485	101,676	6,191
ISHARES BARCLAYS 7-10 YR TREASURY BOND FUND	CORPORATE BOND	108,229	109,102	N/A	-	108,229	109,102	873
VANGUARD INTERMEDIATE BOND	CORPORATE BOND	177,047	178,703	N/A	-	177,047	178,703	1,656
POWERSHARES S&P 500 LOW VOLATILITY PORTFOLIO	COMMON EQUITY	138,189	N/A	N/A	-	138,189	138,189	N/A
VANGUARD TOTAL BOND MARKET	CORPORATE BOND	149,811	N/A	N/A	-	149,811	149,811	N/A
VANGUARD TOTAL BOND MARKET	CORPORATE BOND	141,380	141,709	N/A	-	141,380	141,709	329
STATE OF ISRAEL BONDS	CORPORATE BOND	110,000	110,000	N/A	-	110,000	110,000	-

See Independent Auditors' Report.

**TEE BAR CORPORATION PROFIT SHARING PLAN**

**FINANCIAL STATEMENTS**

**DECEMBER 31, 2012 AND 2011**

**TEE BAR CORPORATION PROFIT SHARING PLAN**  
**FINANCIAL STATEMENTS**  
**DECEMBER 31, 2012 AND 2011**

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**CERTIFIED PUBLIC ACCOUNTANTS  
& BUSINESS CONSULTANTS**

Goldstein, Karlewicz & Goldstein, LLP

CHESTNUT RIDGE, NY | NEWBURGH, NY | POUGHKEEPSIE, NY

## **INDEPENDENT AUDITORS' REPORT**

To the Plan Administrator of the  
Tee Bar Corporation Profit Sharing Plan  
600 Route 44/55  
Highland, New York 12528

### **Report on the Financial Statements**

We have audited the accompanying financial statements of Tee Bar Corporation Profit Sharing Plan, which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statement of changes in net assets available for benefits for the year ended December 31, 2012, 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.

### **Auditors' Responsibility**

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

### **Opinion**

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of Tee Bar Corporation Profit Sharing Plan as of December 31, 2012 and 2011, and the changes in its net assets available for benefits for the year ended December 31, 2012, in accordance with accounting principles generally accepted in the United States of America.



**CERTIFIED PUBLIC ACCOUNTANTS  
& BUSINESS CONSULTANTS**

Goldstein, Karlewicz & Goldstein, LLP

CHESTNUT RIDGE, NY | NEWBURGH, NY | POUGHKEEPSIE, NY

**Report on Supplementary Information**

Our audits were conducted for the purpose of forming an opinion on the financial statements as a whole. The supplemental Schedule of Assets (Held at End of Year) and Schedule of Reportable Transactions, together referred to as "supplemental information," are presented for the purpose of additional analysis and are not a required part of the financial statements but are supplemental information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Such information is the responsibility of the Plan's management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the financial statements as a whole.

  
\_\_\_\_\_  
Certified Public Accountants

Chestnut Ridge, New York  
August 19, 2013

**TEE BAR CORPORATION PROFIT SHARING PLAN**  
**STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS**  
**AS OF DECEMBER 31, 2012 AND 2011**

	<u>2012</u>	<u>2011</u>
<b><u>Assets:</u></b>		
Investments at Fair Value:		
Equity and Bond Index Funds and ETFs	\$ 1,505,184	\$ 1,359,619
State of Israel Bonds	-	110,000
Cash and Cash Equivalents	216,441	432,010
Guaranteed Investment Contract	<u>5,577</u>	<u>5,362</u>
Total Investments	1,727,202	1,906,991
Cash Surrender Value of Life Insurance	13,515	13,076
Employer Contribution Receivable	<u>151,073</u>	<u>103,910</u>
Total Assets	<u>1,891,790</u>	<u>2,023,977</u>
<b><u>Liabilities:</u></b>		
Federal Taxes Withheld Payable	-	375
Insurance Proceeds Payable	<u>13,515</u>	<u>13,076</u>
Total Liabilities	<u>13,515</u>	<u>13,451</u>
Net Assets Available for Benefits	<u>\$ 1,878,275</u>	<u>\$ 2,010,526</u>

The Accompanying Notes are an Integral  
Part of the Financial Statements.

**TEE BAR CORPORATION PROFIT SHARING PLAN**  
**STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS**  
**FOR THE YEAR ENDED DECEMBER 31, 2012**

**Additions (Deductions) to Net Assets Attributed to:**

**Investment Income:**

**Net Realized and Unrealized Appreciation**

**In Value of Investments:**

**Equity and Bond Index Funds and ETFs**

**\$ 87,137**

**Interest and Dividend Income**

**42,091**

**Other Income**

**297**

**Investment Expenses**

**(13,384)**

**Net Investment Income**

**\$ 116,141**

**Cash Surrender Value of Life Insurance**

**439**

**Employer Contribution**

**151,073**

**Total Additions**

**267,653**

**Deductions From Net Assets Attributed to:**

**Benefits Paid to Participants**

**399,904**

**Decrease in Net Assets**

**(132,251)**

**Net Assets Available for Benefits -**

**Beginning of Year**

**2,010,526**

**Net Assets Available for Benefits -**

**End of Year**

**\$ 1,878,275**

**The Accompanying Notes are an Integral  
Part of the Financial Statements.**



**TEE BAR CORPORATION PROFIT SHARING PLAN**  
**NOTES TO FINANCIAL STATEMENTS**  
**DECEMBER 31, 2012 AND 2011**

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**TEE BAR CORPORATION PROFIT SHARING PLAN**  
**NOTES TO FINANCIAL STATEMENTS (CONTINUED)**  
**DECEMBER 31, 2012 AND 2011**

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**TEE BAR CORPORATION PROFIT SHARING PLAN**  
**NOTES TO FINANCIAL STATEMENTS (CONTINUED)**  
**DECEMBER 31, 2012 AND 2011**

**Note 3 - Investments:**

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	<u>2012</u>	<u>2011</u>
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**Level 1 Fair Value Measurements** - The fair values of Equity and Bond Index Funds and ETFs are valued at the closing market prices reported on the active market on which identical assets are traded. The fair value of Cash Equivalents is based on money market cash balances held by the Plan at year-end.

**Level 2 Fair Value Measurements** - The fair value of the Guaranteed Investment Contract is based on observable inputs including quoted net asset values for similar assets or liabilities in active or non-active markets. The fair value of the State of Israel Bonds is based on the closing market price reported on the active market in which the debt securities are traded.

**TEE BAR CORPORATION PROFIT SHARING PLAN**  
**NOTES TO FINANCIAL STATEMENTS (CONTINUED)**  
**DECEMBER 31, 2012 AND 2011**

**Note 4 - Fair Value Measurements (Continued):**

The Plan's investments are reported at fair value in the accompanying statement of net assets available for benefit:

**Fair Value Measurements Using:**

	<b><u>Fair Value</u></b>	<b><u>Quoted Prices in Active Markets for Identical Assets (Level 1)</u></b>	<b><u>Significant Other Observable Inputs (Level 2)</u></b>
<b><u>December 31, 2012:</u></b>			
Equity and Bond Index Funds and ETFs	\$ 1,505,184	\$ 1,505,184	\$ -
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Guaranteed Investment Contract	<u>5,577</u>	<u>-</u>	<u>5,577</u>
Total	<u>\$ 1,727,202</u>	<u>\$ 1,721,625</u>	<u>\$ 5,577</u>
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State of Israel Bonds	<u>110,000</u>	<u>-</u>	<u>110,000</u>
Total	<u>\$ 1,906,991</u>	<u>\$ 1,791,629</u>	<u>\$ 115,362</u>

**Note 5 - Benefit Obligations:**

As of December 31, 2012, the Plan owed \$179,066 to terminated employees.

**Note 6 - Plan Termination:**

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

**TEE BAR CORPORATION PROFIT SHARING PLAN**  
**NOTES TO FINANCIAL STATEMENTS (CONTINUED)**  
**DECEMBER 31, 2012 AND 2011**

**Note 7 - Current Vulnerability Due to Concentrations of Risk:**

The Plan may invest in various types of investment securities. Investment securities are exposed to various market risks, such as interest rate, market and credit risk. 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 the amounts reported in the statement of net assets available for plan benefits.

**Note 8 - Tax Status:**

The Internal Revenue Service has determined and informed the Company by a letter dated December 9, 2003, that the Plan is designed in accordance with applicable sections of the Internal Revenue Code ("IRC"). However, the plan has been amended since receiving the determination letter. The Plan administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC. Therefore, no provision for income taxes has been included in the Plan's financial statements.

**Schedule H , line 4i - Schedule of Assets (Held at End of Year)**

**Tee Bar Corporation Profit Sharing Plan  
EIN 14-1437138, PN 001  
For Plan Year Ended December 31, 2012**

(a)	(b) Identity of Issue	(c) Description of Investment	(d) Cost	(e) Current Value
	Cash	Non-Interest Bearing Cash	4,387	4,387
	JP Morgan US Treasury Securities Money Market Fund	Cash Management Asset	212,054	212,054
	iShares S&P SmallCap 600 Growth Index Fund	Common Equity	14,388	32,523
	iShares S&P SmallCap 600 Value Index Fund	Common Equity	45,142	16,829
	iShares Russell Midcap Value Index	Common Equity	37,712	32,857
	iShares Russell 1000 Growth Index	Common Equity	88,666	124,169
	PowerShares Emerging Markets Sovereign Debt ETF	Common Equity	32,991	36,163
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	iShares Gold Trust	Common Equity	50,100	71,173
	iShares MSCI Hong Kong Index Fund	Common Equity	61,555	27,110
	iShares MSCI Belgium Investable Market Index Fund	Common Equity	26,708	28,780
	iShares MSCI Singapore Index Fund	Common Equity	59,719	27,257
	iShares MSCI Switzerland Index	Common Equity	45,708	32,696
	iShares MSCI Germany Index	Common Equity	32,391	28,331
	iShares MSCI Mexico Investable Mkt Idx	Common Equity	59,016	28,283
	iShares MSCI ETF Thailand Index	Common Equity	57,323	27,139
	iShares MSCI Turkey Index	Common Equity	30,539	31,587
	PowerShares Dynamic Large Cap Value Portfolio	Common Equity	54,906	61,005
	PowerShares S&P 500 Low Volatility Portfolio	Common Equity	147,638	126,664
	Rydex S&P 500 Pure Growth ETF	Common Equity	70,669	82,741
	Vanguard MidCap Growth Fund	Common Equity	19,690	16,528
	Vanguard REIT	Common Equity	60,284	48,889
	Vanguard Whitehall FDS High Dividend Yield ETF	Common Equity	75,140	125,326
	iShares Barclays TIPS Bond Fund	Corporate Bond	157,382	148,542
	iShares iBoxx High Yield Corporate Bond Fund	Corporate Bond	102,084	81,495
	SPDR Barclays Capital Int'l Treasury Bond ETF	Corporate Bond	44,454	39,901
	Vanguard Total Bond Market ETF	Corporate Bond	108,408	223,016
	Bank of America Executive Life Government Investment Contract	Investment Contract	5,577	5,577

See Independent Auditors' Report.

**Schedule H, line 4j - Schedule of Reportable Transactions**

**Tee Bar Corporation Profit Sharing Plan  
EIN 14-1437138, PN 001  
For Plan Year Ended December 31, 2012**

(a) Identity of Party Involved	(b) Description of Asset	(c) Purchase Price	(d) Selling Price	(e) Lease Rental	(f) Expense Incurred with Transaction	(g) Cost of Asset	(h) Current Value of Asset on Transaction Date	(i) Net Gain or (Loss)
<u>Description</u>								
ISHARES TR-RUSSELL 1000 VALUE INDEX FD	COMMON EQUITY	95,485	101,676	N/A	-	95,485	101,676	6,191
ISHARES BARCLAYS 7-10 YR TREASURY BOND FUND	CORPORATE BOND	108,229	109,102	N/A	-	108,229	109,102	873
VANGUARD INTERMEDIATE BOND	CORPORATE BOND	177,047	178,703	N/A	-	177,047	178,703	1,656
POWERSHARES S&P 500 LOW VOLATILITY PORTFOLIO	COMMON EQUITY	138,189	N/A	N/A	-	138,189	138,189	N/A
VANGUARD TOTAL BOND MARKET	CORPORATE BOND	149,811	N/A	N/A	-	149,811	149,811	N/A
VANGUARD TOTAL BOND MARKET	CORPORATE BOND	141,380	141,709	N/A	-	141,380	141,709	329
STATE OF ISRAEL BONDS	CORPORATE BOND	110,000	110,000	N/A	-	110,000	110,000	-

See Independent Auditors' Report.

**TEE BAR CORPORATION PROFIT SHARING PLAN**

**FINANCIAL STATEMENTS**

**DECEMBER 31, 2012 AND 2011**



**TEE BAR CORPORATION PROFIT SHARING PLAN**  
**FINANCIAL STATEMENTS**  
**DECEMBER 31, 2012 AND 2011**

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**CERTIFIED PUBLIC ACCOUNTANTS  
& BUSINESS CONSULTANTS**

Goldstein, Karlewicz & Goldstein, LLP

CHESTNUT RIDGE, NY | NEWBURGH, NY | POUGHKEEPSIE, NY

## **INDEPENDENT AUDITORS' REPORT**

To the Plan Administrator of the  
Tee Bar Corporation Profit Sharing Plan  
600 Route 44/55  
Highland, New York 12528

### **Report on the Financial Statements**

We have audited the accompanying financial statements of Tee Bar Corporation Profit Sharing Plan, which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statement of changes in net assets available for benefits for the year ended December 31, 2012, 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.

### **Auditors' Responsibility**

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

### **Opinion**

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of Tee Bar Corporation Profit Sharing Plan as of December 31, 2012 and 2011, and the changes in its net assets available for benefits for the year ended December 31, 2012, in accordance with accounting principles generally accepted in the United States of America.



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**Report on Supplementary Information**

Our audits were conducted for the purpose of forming an opinion on the financial statements as a whole. The supplemental Schedule of Assets (Held at End of Year) and Schedule of Reportable Transactions, together referred to as "supplemental information," are presented for the purpose of additional analysis and are not a required part of the financial statements but are supplemental information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Such information is the responsibility of the Plan's management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the financial statements as a whole.

  
\_\_\_\_\_  
Certified Public Accountants

Chestnut Ridge, New York  
August 19, 2013

**TEE BAR CORPORATION PROFIT SHARING PLAN**  
**STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS**  
**AS OF DECEMBER 31, 2012 AND 2011**

	<u>2012</u>	<u>2011</u>
<b><u>Assets:</u></b>		
Investments at Fair Value:		
Equity and Bond Index Funds and ETFs	\$ 1,505,184	\$ 1,359,619
State of Israel Bonds	-	110,000
Cash and Cash Equivalents	216,441	432,010
Guaranteed Investment Contract	<u>5,577</u>	<u>5,362</u>
Total Investments	1,727,202	1,906,991
Cash Surrender Value of Life Insurance	13,515	13,076
Employer Contribution Receivable	<u>151,073</u>	<u>103,910</u>
Total Assets	<u>1,891,790</u>	<u>2,023,977</u>
<b><u>Liabilities:</u></b>		
Federal Taxes Withheld Payable	-	375
Insurance Proceeds Payable	<u>13,515</u>	<u>13,076</u>
Total Liabilities	<u>13,515</u>	<u>13,451</u>
Net Assets Available for Benefits	<u>\$ 1,878,275</u>	<u>\$ 2,010,526</u>

The Accompanying Notes are an Integral  
Part of the Financial Statements.

**TEE BAR CORPORATION PROFIT SHARING PLAN**  
**STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS**  
**FOR THE YEAR ENDED DECEMBER 31, 2012**

**Additions (Deductions) to Net Assets Attributed to:**

**Investment Income:**

**Net Realized and Unrealized Appreciation**

**In Value of Investments:**

**Equity and Bond Index Funds and ETFs**

**\$ 87,137**

**Interest and Dividend Income**

**42,091**

**Other Income**

**297**

**Investment Expenses**

**(13,384)**

**Net Investment Income**

**\$ 116,141**

**Cash Surrender Value of Life Insurance**

**439**

**Employer Contribution**

**151,073**

**Total Additions**

**267,653**

**Deductions From Net Assets Attributed to:**

**Benefits Paid to Participants**

**399,904**

**Decrease in Net Assets**

**(132,251)**

**Net Assets Available for Benefits -**

**Beginning of Year**

**2,010,526**

**Net Assets Available for Benefits -**

**End of Year**

**\$ 1,878,275**

**The Accompanying Notes are an Integral  
Part of the Financial Statements.**

**TEE BAR CORPORATION PROFIT SHARING PLAN**  
**NOTES TO FINANCIAL STATEMENTS**  
**DECEMBER 31, 2012 AND 2011**

**Note 1 - Plan Description:**

The Tee Bar Corporation Profit Sharing Plan (the "Plan") is the 401(k) Plan for Tee Bar Corporation and Mega Funworks, Inc. (collectively, the "Company"). The following description of the Plan provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

**General** - The Plan is a defined contribution plan covering all full-time non-union employees of the Company who are 21 years of age or older. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). An employee must complete one year of service before entering the plan. A year of service is completed when an employee has been credited with 1,000 hours over a 12 month period. Employees will enter the Plan on July 1<sup>st</sup> or six months following the completion of the eligibility requirements.

**Contributions** - All contributions made to the Plan are at the discretion of the Company. The Plan does not allow participant contributions, including rollovers, and all Company contributions are nonparticipant directed.

**Participant Accounts** - Each participant's account is credited with an allocation of the employer's contribution, if any, an allocation of Plan earnings, and an allocation of forfeitures of terminated participants' non-vested accounts, and is charged with the participant's distributions and an allocation of administrative expenses. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the participant's vested account balance.

**Vesting** - The vested portion of the participant's account is calculated based on years of continuous service. Participants become 100% vested upon completing six years of credited service at the rate of 20% per year starting with the second year of service.

**Payments of Benefits** - Upon retirement or termination of service, a participant receives either a lump sum payment equal to the vested value of the participant's account or annual installment payments. Upon death or disability, a participant's account will become 100% vested and will be paid to his/her beneficiary in a single lump sum.

**Forfeited Accounts** - The Plan allows for forfeitures of non-vested balances to be allocated to participants in proportion to each participant's compensation. During the year ended December 31, 2012, \$3,404 of forfeitures were re-allocated and \$4,630 of participant funds were forfeited. As of December 31, 2012, there are \$19,009 of forfeitures available.

**Note 2 - Summary of Significant Accounting Policies:**

**Basis of Accounting** - The financial statements of the Plan are prepared using the accrual basis of accounting.

**Accounting Estimates** - The presentation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein and disclosure of contingent assets and liabilities. Accordingly, actual results may differ from those estimates.

**TEE BAR CORPORATION PROFIT SHARING PLAN**  
**NOTES TO FINANCIAL STATEMENTS (CONTINUED)**  
**DECEMBER 31, 2012 AND 2011**

**Note 2 - Summary of Significant Accounting Policies (Continued):**

**Investment Valuation and Income Recognition** - Most of the Plan's investments are stated at fair value. Quoted market prices are used to value investments. 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. Gains and losses on the sales of investments are recognized when realized, while unrealized gains and losses are recognized daily based on fluctuations in market value.

**Investment Contract** - The Plan has a deposit administration contract with Bank of America. Bank of America maintains the Plan's deposits in an unallocated fund of various guaranteed certificates to which it adds interest, currently at 4%, at various contractual rates. The contract has been determined to be a fully-benefit responsive investment contract that is valued at contract value. No adjustment is reflected in the statements of net assets available for benefits as of December 31, 2012 and 2011 and the statement of changes in net assets available for benefits for the year ended December 31, 2012, as contract value approximates fair value.

**Expenses** - Professional fees and other administrative expenses are paid by the Company. However, the Company may direct the trustees to pay such fees from Plan assets.

**Payment of Benefits** - Benefits are recorded when paid.

**Accounting for Uncertainty in Income Taxes** - FASB ASC Topic 740, Subtopic 10 prescribes a comprehensive model for how a plan should measure, recognize, present, and disclose in its financial statements uncertain tax positions that the plan has taken or expects to take on a tax return. The Plan adopted FASB ASC Topic 740, Subtopic 10 and recognizes tax benefits from uncertain tax positions only if it is more likely than not that the tax position will be sustained on examination by taxing authorities, based on the technical merits of the position. The tax benefits recognized in the financial statements from such positions are measured based on the largest benefit that has a greater than 50% likelihood of being realized upon ultimate settlement. There was no impact to the Plan's financial statements as a result of FASB ASC Topic 740, Subtopic 10.

**Subsequent Events** - The Company evaluates events and transactions occurring subsequent to the date of the financial statements for matters requiring recognition or disclosure. The accompanying financial statements consider events through August 19, 2013, the date the financial statements were available to be issued.

**TEE BAR CORPORATION PROFIT SHARING PLAN**  
**NOTES TO FINANCIAL STATEMENTS (CONTINUED)**  
**DECEMBER 31, 2012 AND 2011**

**Note 3 - Investments:**

Investments that represent 5% or more of the Plan's net assets as of December 31, 2012 or 2011 are separately identified as follows:

	<u>2012</u>	<u>2011</u>
iShares Barclays TIPS Bond Fund	\$ 146,542	\$ 171,768
Vanguard Total Bond Market ETF	223,016	108,184
iShares Barclays 7-10 YR Treasury Bond Fund	N/A	109,793
iShares Russell 1000 Growth Index	124,169	*
State of Israel Bonds	N/A	110,000
PowerShares S&P 500 Low Volatility Portfolio	126,664	N/A
Vanguard Whitehall FDS High Dividend Yield ETF	125,326	*
Vanguard Intermediate Bond ETF	N/A	177,506
iShares iBoxx High Yield Corporate Bond Fund	*	102,218
JP Morgan US Treasury Securities Money Market Fund	212,054	400,295

\* Investments are not 5% or more of plan net assets.

N/A - Not a Plan investment as of corresponding date.

**Note 4 - Fair Value Measurements:**

FASB ASC 820, *Fair Value Measurement*, establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy consists of three broad levels: Level 1 inputs consist of unadjusted quoted prices in active markets for identical assets and have the highest priority, and Level 3 inputs have the lowest priority. The Plan uses appropriate valuation techniques based on the available inputs to measure the fair value of its investments. When available, the Plan measures fair value using Level 1 inputs because they generally provide the most reliable evidence of fair value. Level 3 inputs were only used when Level 1 or Level 2 inputs were not available.

**Level 1 Fair Value Measurements** - The fair values of Equity and Bond Index Funds and ETFs are valued at the closing market prices reported on the active market on which identical assets are traded. The fair value of Cash Equivalents is based on money market cash balances held by the Plan at year-end.

**Level 2 Fair Value Measurements** - The fair value of the Guaranteed Investment Contract is based on observable inputs including quoted net asset values for similar assets or liabilities in active or non-active markets. The fair value of the State of Israel Bonds is based on the closing market price reported on the active market in which the debt securities are traded.



**TEE BAR CORPORATION PROFIT SHARING PLAN**  
**NOTES TO FINANCIAL STATEMENTS (CONTINUED)**  
**DECEMBER 31, 2012 AND 2011**

**Note 4 - Fair Value Measurements (Continued):**

The Plan's investments are reported at fair value in the accompanying statement of net assets available for benefit:

**Fair Value Measurements Using:**

	<b><u>Fair Value</u></b>	<b><u>Quoted Prices in Active Markets for Identical Assets (Level 1)</u></b>	<b><u>Significant Other Observable Inputs (Level 2)</u></b>
<b><u>December 31, 2012:</u></b>			
Equity and Bond Index Funds and ETFs	\$ 1,505,184	\$ 1,505,184	\$ -
Cash and Cash Equivalents	216,441	216,441	-
Guaranteed Investment Contract	<u>5,577</u>	<u>-</u>	<u>5,577</u>
Total	<u>\$ 1,727,202</u>	<u>\$ 1,721,625</u>	<u>\$ 5,577</u>
<b><u>December 31, 2011:</u></b>			
Equity and Bond Index Funds and ETFs	\$ 1,359,619	\$ 1,359,619	\$ -
Cash and Cash Equivalents	432,010	432,010	-
Guaranteed Investment Contract	5,362	-	5,362
State of Israel Bonds	<u>110,000</u>	<u>-</u>	<u>110,000</u>
Total	<u>\$ 1,906,991</u>	<u>\$ 1,791,629</u>	<u>\$ 115,362</u>

**Note 5 - Benefit Obligations:**

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**TEE BAR CORPORATION PROFIT SHARING PLAN**  
**NOTES TO FINANCIAL STATEMENTS (CONTINUED)**  
**DECEMBER 31, 2012 AND 2011**

**Note 7 - Current Vulnerability Due to Concentrations of Risk:**

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**Note 8 - Tax Status:**

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EIN 14-1437138, PN 001  
For Plan Year Ended December 31, 2012**

(a)	(b) Identity of Issue	(c) Description of Investment	(d) Cost	(e) Current Value
	Cash	Non-Interest Bearing Cash	4,387	4,387
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	iShares MSCI Belgium Investable Market Index Fund	Common Equity	26,708	28,780
	iShares MSCI Singapore Index Fund	Common Equity	59,719	27,257
	iShares MSCI Switzerland Index	Common Equity	45,708	32,696
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	iShares MSCI Mexico Investable Mkt Idx	Common Equity	59,016	28,283
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	SPDR Barclays Capital Int'l Treasury Bond ETF	Corporate Bond	44,454	39,901
	Vanguard Total Bond Market ETF	Corporate Bond	108,408	223,016
	Bank of America Executive Life Government Investment Contract	Investment Contract	5,577	5,577

See Independent Auditors' Report.

**Schedule H, line 4j - Schedule of Reportable Transactions**

**Tee Bar Corporation Profit Sharing Plan  
EIN 14-1437138, PN 001  
For Plan Year Ended December 31, 2012**

(a) Identity of Party Involved	(b) Description of Asset	(c) Purchase Price	(d) Selling Price	(e) Lease Rental	(f) Expense Incurred with Transaction	(g) Cost of Asset	(h) Current Value of Asset on Transaction Date	(i) Net Gain or (Loss)
<u>Description</u>								
ISHARES TR-RUSSELL 1000 VALUE INDEX FD	COMMON EQUITY	95,485	101,676	N/A	-	95,485	101,676	6,191
ISHARES BARCLAYS 7-10 YR TREASURY BOND FUND	CORPORATE BOND	108,229	109,102	N/A	-	108,229	109,102	873
VANGUARD INTERMEDIATE BOND	CORPORATE BOND	177,047	178,703	N/A	-	177,047	178,703	1,656
POWERSHARES S&P 500 LOW VOLATILITY PORTFOLIO	COMMON EQUITY	138,189	N/A	N/A	-	138,189	138,189	N/A
VANGUARD TOTAL BOND MARKET	CORPORATE BOND	149,811	N/A	N/A	-	149,811	149,811	N/A
VANGUARD TOTAL BOND MARKET	CORPORATE BOND	141,380	141,709	N/A	-	141,380	141,709	329
STATE OF ISRAEL BONDS	CORPORATE BOND	110,000	110,000	N/A	-	110,000	110,000	-

See Independent Auditors' Report.