Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

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

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

OMB Nos. 1210-0110
1210-0089

2012

This Form is Open to Public Inspection

Part I Annual Report Identification Information

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

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

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

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

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

Part II Basic Plan Information—enter all requested information

1a Name of plan
EMPIRE RECYCLING CORPORATION EMPLOYEE SAVINGS PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 11/01/1986

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

EMPIRE RECYCLING CORPORATION

PO BOX 353
UTICA, NY 13503-0353

2b Employer Identification Number (EIN)
15-0300260

2c Sponsor's telephone number
315-724-7161

2d Business code (see instructions)
423930

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature.	10/11/2013	EDWARD KOWALSKY
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/11/2013	EDWARD KOWALSKY
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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

Preparer's telephone number (optional)

3a Plan administrator's name and address [X] Same as Plan Sponsor Name [ ] Same as Plan Sponsor Address	**3b** Administrator's EIN	
	3c Administrator's telephone number	
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:	**4b** EIN	
a Sponsor's name	**4c** PN	
5 Total number of participants at the beginning of the plan year	**5**	196
6 Number of participants as of the end of the plan year (welfare plans complete only lines **6a, 6b, 6c,** and **6d**).		
a Active participants	**6a**	147
b Retired or separated participants receiving benefits	**6b**	0
c Other retired or separated participants entitled to future benefits	**6c**	45
d Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	192
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f Total. Add lines **6d** and **6e**	**6f**	192
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	192
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	8
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

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

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

9a Plan funding arrangement (check all that apply)

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

9b Plan benefit arrangement (check all that apply)

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

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

a Pension Schedules

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

b General Schedules

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

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

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

A Name of plan
EMPIRE RECYCLING CORPORATION EMPLOYEE SAVINGS PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
EMPIRE RECYCLING CORPORATION

D Employer Identification Number (EIN)
15-0300260

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

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

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

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

CADARET GRANT

22-2361254

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 19 28	NONE	19169	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

MANNING & NAPIER

ONE LINCOLN PLAZA
SUITE 1100
ROCHESTER, NY 14604

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28	NONE	800617	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

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

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

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

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

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

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

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

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

OMB No. 1210-0110

2012

This Form is Open to Public Inspection.

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

A Name of plan
EMPIRE RECYCLING CORPORATION EMPLOYEE SAVINGS PLAN

B Three-digit plan number (PN) ▶ 001

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
EMPIRE RECYCLING CORPORATION

D Employer Identification Number (EIN)
15-0300260

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

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

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

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
22-2712853-001	C	532913

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

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a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

2012

This Form is Open to Public Inspection

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

A Name of plan
EMPIRE RECYCLING CORPORATION EMPLOYEE SAVINGS PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
EMPIRE RECYCLING CORPORATION

D Employer Identification Number (EIN)
15-0300260

Part I Asset and Liability Statement

1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	7810	5962
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	14330	20781
(2) Participant contributions	1b(2)	3460	245
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	165272	243214
(9) Value of interest in common/collective trusts	1c(9)	0	532913
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	3034234	2802547
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)	1179152	1298138

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	4404258	4903800
Liabilities			
g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	4404258	4903800

Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

Income		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: **(A)** Employers	2a(1)(A)	64689	
(B) Participants	2a(1)(B)	239433	
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		304122
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	7952	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		7952
(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	101594	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		101594
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
(B) Other	2b(5)(B)	120380	
(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		120380

		(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)		332156
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		866204
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	306455	
(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)		306455
f Corrective distributions (see instructions)	2f		30245
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)	10138	
(3) Investment advisory and management fees	2i(3)	19824	
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		29962
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		366662
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		499542
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) [X] 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 [X] No

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

(1) Name: FITZGERALD, DEPIETRO & WOJNAS, CPAS **(2)** EIN: 16-1161932

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

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

Part IV Compliance Questions

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

During the plan year:

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

			Yes	No	Amount
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		300000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n			

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

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

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

Part V Trust Information (optional)

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

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

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

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

OMB No. 1210-0110

2012

This Form is Open to Public Inspection.

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

A Name of plan
EMPIRE RECYCLING CORPORATION EMPLOYEE SAVINGS PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
EMPIRE RECYCLING CORPORATION

D Employer Identification Number (EIN)
15-0300260

Part I Distributions

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

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

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

EIN(s): 16-1055416 16-1450952

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

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

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

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

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

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

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

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

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

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

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

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

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

Part III Amendments

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

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

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

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

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

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

EMPIRE RECYCLING CORPORATION
EMPLOYEES' DEFERRED SAVINGS
AND PROFIT SHARING PLAN

UTICA, NEW YORK

FINANCIAL STATEMENTS

DECEMBER 31, 2012

Fitzgerald,
DePietro &
Wojnas CPAs, P.C.

Certified Public Accountants

INDEPENDENT AUDITORS' REPORT

September 25, 2013

To the Plan Administrator of
Empire Recycling Corporation
Employees' Deferred Savings and Profit Sharing Plan

Report on the Financial Statements

We have audited the accompanying financial statements of Empire Recycling Corporation Employees' Deferred Savings and Profit Sharing Plan, which comprise the statements of net assets available for benefits as of December 31, 2012, 2011 and 2010, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with U.S. generally accepted auditing standards. 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 auditor's 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 Plan'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.

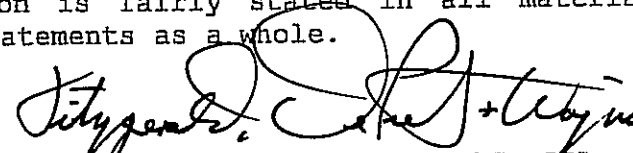
We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of Empire Recycling Corporation Employees' Deferred Savings and Profit Sharing Plan as of December 31, 2012, 2011 and 2010, and the changes in its net assets available for benefits for the years then ended in accordance with U.S. generally accepted accounting principles.

Report on Supplemental 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), referred to as "supplemental information," is presented for the purpose of additional analysis and is not a required part of the financial statements but is 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 U.S. generally accepted auditing standards. In our opinion, the information is fairly stated in all material respects in relation to the financial statements as a whole.



FITZGERALD, DEPIETRO & WOJNAS, CPAs, P.C.

EMPIRE RECYCLING CORPORATION EMPLOYEES'
DEFERRED SAVINGS AND PROFIT SHARING PLAN

UTICA, NEW YORK

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

DECEMBER 31,

A S S E T S

	2012	2011	2010
Investments, at Fair Value – Notes 2(C), 3 and 6:			
Held by Reliance Trust Co.	$3,341,422	$3,042,044	$2,795,168
Held by Cadaret, Grant & Co., Inc.	1,298,138	1,107,747	1,056,034
State of Israel Zero Coupon Bond – Due 2/1/12	-	71,405	64,957
	4,639,560	4,221,196	3,916,159
Receivables:			
Employer's Contribution	20,570	14,330	3,124
Participants' Contributions	456	3,460	3,281
Notes Receivable from Participants – Note 2(D)	243,214	165,272	147,708
	264,240	183,062	154,113
Total Assets	4,903,800	4,404,258	4,070,272

L I A B I L I T I E S

Excess Contributions Payable – Note 8	12,174	27,087	4,007
Net Assets Available for Benefits	$4,891,626	$4,377,171	$4,066,265

See Accompanying Notes to Financial Statements

EMPIRE RECYCLING CORPORATION EMPLOYEES'
DEFERRED SAVINGS AND PROFIT SHARING PLAN

UTICA, NEW YORK

STATEMENTS OF CHANGES IN NET ASSETS
AVAILABLE FOR BENEFITS

FOR THE YEAR ENDED DECEMBER 31,

	2012	2011	2010
ADDITIONS:			
Additions to net assets attributed to:			
Investment Income - Note 6:			
Net Appreciation (Depreciation) in Fair Value of Investments Including Dividends and Interest Reinvested	$ 554,130	$ (172,668)	$ 360,631
Interest on Participants' Loans	7,952	5,926	8,166
	562,082	(166,742)	368,797
Contributions:			
Employer's	64,193	63,215	44,036
Participants'	254,843	243,345	204,971
Rollover - Note 1	-	321,904	-
	319,036	628,464	249,007
Total Additions	881,118	461,722	617,804
DEDUCTIONS:			
Deductions from net assets attributed to:			
Benefits paid to participants	336,700	129,211	271,744
Investment Fees	29,963	21,605	29,127
Total Deductions	366,663	150,816	300,871
Net Increase	514,455	310,906	316,933
Net Assets Available for Benefits:			
- Beginning of Year	4,377,171	4,066,265	3,749,332
- End of Year	$4,891,626	$4,377,171	$4,066,265

See Accompanying Notes to Financial Statements

NOTE 1 - Description of Plan:

The following description of the Empire Recycling Corporation ("Company") Employees' Deferred Savings and Profit Sharing Plan ("Plan") provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions. During 2011 a defined contribution 401(k) plan of a related party (Nathan Steel, Inc.) with assets of $320,000 merged into this Plan.

A. General - The Plan is a defined contribution plan covering all qualified employees of the Company (and several of its affiliates) who have completed three months of service and have attained age twenty-one. It is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA) as amended.

B. Contributions - Participants may contribute up to 75% of their compensation to a maximum of $17,000 for the 2012 Plan year. Participants age 50 or over may contribute an additional "catch-up" contribution of up to $5,500. The Company contributes a non-elective 1% contribution of eligible wages. The Company also has the option to make matching and/or profit sharing contributions for Empire employees, however, the Company currently elected not to make any contributions.

Nathan Steel employees receive a matching contribution of one-half of the employee deferral up to maximum of 4% (2% employer).

C. Participant Accounts - Each participant's separate account is credited with the participant's contribution, their share of Company contributions and earnings thereon. Participants' direct investment of their account into investments selected by the Plan's Administrator. Upon an account reaching a predetermined amount, participants can direct their investment into an individual managed account.

D. Vesting - Participants are immediately 100% vested in their contributions, their share of the Company's 1% non-elective contribution and earnings thereon. Employer matching and profit sharing contributions, and earnings thereon, are vested 20% per year starting after the employee completes two years of service and are 100% vested after six years of service (Six year graded schedule). A participant is also 100% vested upon reaching normal retirement age, or in the event of death or disability.

NOTE 1 - Description of Plan (Continued):

E. Payment of Benefits - Payment of benefits will begin as soon as administratively feasible following the date on which the distribution is requested or otherwise payable. Participants will receive a lump sum distribution unless they elect to receive distributions in the form of an annuity.

F. Participant Loans

Participants may borrow a minimum of $1,000 up to a maximum of one-half of their vested accounts (not to exceed $50,000). Repayments are to the participant's account and the loans carry an interest rate of prime plus 1% fixed at the loan date.

NOTE 2 - Summary of Significant Accounting Policies:

A. Basis of Accounting

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

B. Use of Estimates

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

C. Investment Valuation and Income Recognition

The Plan's investments are stated at fair value (See Note 3). Changes in fair value are included in the change in net assets.

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.

D. Notes Receivable from Participants

Loans to participants are reported at their outstanding balance plus any accrued interest.

E. Payments of Benefits

Benefits are recorded when paid.

NOTE 2 - Summary of Significant Accounting Policies (Continued):

F. Administrative Expenses

Administrative expenses of the Plan are paid by the Company.

Investment fees are paid by the Plan, by direct charge to the individual accounts.

G. Subsequent Events

The Company did not have any subsequent events through September 25, 2013 (the date the financial statements were available) requiring recording or disclosure in the financial statements for the year ended December 31, 2012.

NOTE 3 - Fair Value Measurement:

In accordance with generally accepted accounting principles, the Plan established a hierarchy that prioritizes the inputs used to measure fair value. The hierarchy consists of three broad levels as listed below:

- Level 1 inputs consist of unadjusted quoted prices in active markets for identical assets and have the highest priority.
- Level 2 inputs consist of observable inputs other than quoted prices for the identical assets.
- Level 3 inputs consist of unobservable inputs and should be used only when Level 1 and Level 2 inputs are unavailable. Level 3 inputs have the lowest priority.

The Plan measures Fair Value using the highest level input available because they generally provide the most reliable evidence of Fair Value. Level 3 inputs were only used when level 1 and 2 inputs were not available.

Level 1 - Fair Value Measurement

The Fair Value of Mutual Funds are based on quoted net asset values of the shares held by the Plan at year-end. The Fair Value of Common Stocks, U.S. Government Securities, Corporate Debt (U.S. and Foreign) obligations and money market funds are based on quoted prices.

Level 2 - Fair Value Measurement

The Common/Collection Trust as amortized cost.

NOTE 3 - Fair Value Measurement (Continued):

Level 3 - Fair Value Measurement

State of Israel Zero Coupon Bond was not actively traded and significant other observable inputs were not available. The fair value of the bond is determined by discounting to the present value of the Bond's maturity value.

The Plan's investments are reported at fair value in the accompanying statement of net assets available for benefits and are summarized below.

		Fair Value Measurements Using:		
December 31, 2012	Fair Value	Quoted Prices In Active Markets For Identical Assets (Level 1)	Significant Other Unobservable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Held by Reliance Trust Co.	$3,341,422	$2,808,509	$ 532,913	$ -
Held by Cadaret, Grant & Co., Inc.	1,298,138	1,298,138	-	-
Total	$4,639,560	$4,106,647	$ 532,913	$ -
December 31, 2011				
Held by Reliance Trust Co.	$3,042,044	$2,558,241	$ 483,803	$ -
Held by Cadaret, Grant & Co., Inc.	1,107,747	1,107,747	-	-
State of Israel Zero Coupon Bond	71,405	-	-	71,405
Total	$4,221,196	$3,665,988	$ 483,803	$ 71,405
December 31, 2010				
Held by Reliance Trust Co.	$2,795,168	$2,415,699	$ 379,469	$ -
Held by Cadaret, Grant & Co., Inc.	1,056,034	1,056,034	-	-
State of Israel Zero Coupon Bond	64,957	-	-	64,957
Total	$3,916,159	$3,471,733	$ 379,469	$ 64,957

The following table provides further details on the Level 3 Fair Value Measures.

State of Israel Zero Coupon Bond matured February 2012.

Fair Value Measurements using unobserved inputs (Level 3)

Investment Category	Beginning Balance Jan. 1, 2012	Total Gain (Loss)	Sales	Ending Balance Dec. 31, 2012	Unrealized Gains (Losses)
2012					
State of Israel Bond	$ 71,405	$ 595	$ 72,000	$ -	$ -

NOTE 3 - Fair Value Measurement (Continued):

Investment Category	Beginning Balance Jan. 1, 2011	Total Gain (Loss)	Sales	Ending Balance Dec. 31, 2011	Unrealized Gains (Losses)
2011					
State of Israel Bond	$ 64,957	$ 6,448	$ -	$ 71,405	$ 6,448

Investment Category	Beginning Balance Jan. 1, 2010	Total Gain (Loss)	Sales	Ending Balance Dec. 31, 2010	Unrealized Gains (Losses)
2010					
State of Israel Bond	$ 57,071	$ 7,886	$ -	$ 64,957	$ 7,886

There were no unrealized gains or losses in Level 3 assets still held at the reporting date.

NOTE 4 - Tax Status:

The Plan adopted a prototype plan which received its latest favorable opinion letter on March 31, 2008. The letter stated that the Plan as designed was exempt from income taxes. Therefore, no provision for income taxes has been included in the plan's financial statements.

The tax status of the Plan is subject to audit. Generally years after January 1, 2010 are open to audit.

NOTE 5 - Plan Termination:

Although the Company has not expressed any intent to do so, it has the right under the Plan 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.

NOTE 6 - Investments:

All investments are participant - directed.

The following table presents investments that represent 5% or more of the Plan's net assets at December 31,

Fair Value of Investments	2012	2011	2010
Mutual Funds:			
- Europacific Growth Fund	$ -	$ 494,156	$ 544,724
- Keeley Small Cap Value	-	466,417	429,766

NOTE 6 - Investments (Continued):

Fair Value of Investments (Continued)

	2012	2011	2010
Mutual Funds (Continued):			
- Pioneer Cullen Value	471,490	590,292	557,359
- John Hancock High Yield	-	-	252,796
- Manning & Napier Pro Blend Moderate	548,455	-	-
- Fidelity Small Cap Discovery	421,631	-	-
Common/Collective Trust	532,913	483,803	379,469

The Plan's investments (including investments bought, sold and held during the year) appreciated (depreciated) in value as follows:

	2012	2011	2010
Mutual Funds	$ 402,425	$(200,613)	$ 239,237
Common/Collective Trust	7,234	5,692	11,757
Cadaret, Grant & Co., Inc. Managed Accounts	143,876	15,805	101,751
State of Israel Bond	595	6,448	7,886
	$ 554,130	$(172,668)	$ 360,631

NOTE 7 - Concentration of Risk:

The Plan's mutual funds, although diversified through investment in several different funds are all held by a single custodian, Reliance Trust Co. The Plan is dependent on this Custodian for the safeguarding of its assets.

The Plan's investments are exposed to various risks such as interest rate, credit, and overall market risk. Due to the level of risk associated with investment securities, it is likely that changes in the values of investments securities will occur in the near term and possible that such changes could materially affect the amounts reported in the statement of net assets available for benefits.

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NOTE 10 - Reconciliation of Financial Statements to Form 5500:

The following is a reconciliation of net assets available for benefits per the financial statements to Form 5500 at December 31,:

	2012	2011	2010
Net Assets Available for Benefits per the Financial Statement	$4,891,626	$4,377,171	$4,066,265
Add: Excess Contributions Payable	12,174	27,087	4,007
Net Assets Available for Benefits per Form 5500	$4,903,800	$4,404,258	$4,070,272
Net Increase in Net Assets Available for Benefits per Financial Statements	$ 514,455	$ 310,906	$ 316,933
Add: Adjustment For Change in Excess Contributions Payable	(14,913)	23,080	19,073
Net Increase in Net Assets Available for Benefits per Form 5500	$ 499,542	$ 333,986	$ 336,006

SUPPLEMENTAL INFORMATION

EMPIRE RECYCLING CORPORATION
EMPLOYEES' DEFERRED SAVINGS AND PROFIT
SHARING PLAN/ EIN 15-0300260, PLAN NO.-001 UTICA, NEW YORK

SUPPLEMENTAL SCHEDULE OF ASSETS (HELD AT END OF YEAR)
FORM 5500 - SCHEDULE H, PART IV, ITEM 4i: DECEMBER 31, 2012

(A)	(B) Identity of Issue, Borrower, Lessor or Similar Property	(C) Description of investment including maturity date, rate of interest, collateral, par or maturity value	(D) Cost	(E) Current Value
N/A	Europacific Growth	Equities Fund	N/A	$ 211,700
N/A	ING Mid Cap Opportunity	Equities Fund	N/A	61,548
N/A	Bond Fund of America	Bond Fund	N/A	132,972
N/A	Capital World Growth & Income	Equities Fund	N/A	60,943
N/A	Columbia Mid Cap Value	Equities Fund	N/A	21,232
N/A	Federated Capital Preservation	Common Trust Fund	N/A	532,913
N/A	Fidelity Small Cap Discovery	Equities Fund	N/A	421,631
N/A	Fidelity Adv Levg'd Co Stk	Equities Fund	N/A	30,949
N/A	Growth Fund of America	Equities Fund	N/A	118,824
N/A	T. Rowe New Horizons	Equities Fund	N/A	18,722
N/A	John Hancock High Yield	Bond Fund	N/A	220,526
N/A	Blackrock Natural Resourses	Equities Fund	N/A	9,977
N/A	M & N Pro-Blend Conserv Term	Bond Fund	N/A	105,901
N/A	M & N Pro-Blend Extended Term	Equities Fund	N/A	53,533
N/A	M & N Pro-Blend Maximum Term	Equities Fund	N/A	95,685
N/A	M & N Pro-Blend Moderate Term	Equities Fund	N/A	548,455
N/A	Manning & Napier Target 2010	Equities Fund	N/A	23,729
N/A	Manning & Napier Target 2020	Equities Fund	N/A	46,821
N/A	Manning & Napier Target 2030	Equities Fund	N/A	30,224
N/A	Manning & Napier Target 2040	Equities Fund	N/A	10,580
N/A	Manning & Napier Target 2050	Equities Fund	N/A	4,140
N/A	Pioneer Cullen Value	Equities Fund	N/A	471,490
N/A	Vanguard Small Cap Value	Equities Fund	N/A	39,139
N/A	Vanguard Small Cap Growth	Equities Fund	N/A	34,121
N/A	Wells Fargo Adv. Emerging Mkts	Equities Fund	N/A	22,043
N/A	Fidelity Advisor Small Cap	Equities Fund	N/A	7,662
N/A	Participant Loans	Interest Rates 4.25%-9.25%	-	243,214
N/A	Cadaret, Grant & Co., Inc. Managed Accounts	Equities, U.S. Government Securities & Cash Equivalents	N/A	1,298,138
N/A	Cash Held by Custodian	Cash Equivalents	N/A	5,962
	Total Investments			$4,882,774

See Accompanying Notes to Financial Statements

EMPIRE RECYCLING CORPORATION
EMPLOYEES' DEFERRED SAVINGS
AND PROFIT SHARING PLAN

UTICA, NEW YORK

FINANCIAL STATEMENTS

DECEMBER 31, 2012

Fitzgerald,
DePietro &
Wojnas CPAs, P.C.

Certified Public Accountants

INDEPENDENT AUDITORS' REPORT

September 25, 2013

To the Plan Administrator of
Empire Recycling Corporation
Employees' Deferred Savings and Profit Sharing Plan

Report on the Financial Statements

We have audited the accompanying financial statements of Empire Recycling Corporation Employees' Deferred Savings and Profit Sharing Plan, which comprise the statements of net assets available for benefits as of December 31, 2012, 2011 and 2010, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with U.S. generally accepted auditing standards. 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 auditor's 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 Plan'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.

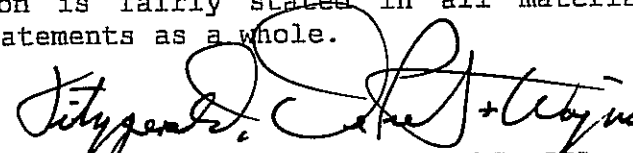
We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of Empire Recycling Corporation Employees' Deferred Savings and Profit Sharing Plan as of December 31, 2012, 2011 and 2010, and the changes in its net assets available for benefits for the years then ended in accordance with U.S. generally accepted accounting principles.

Report on Supplemental 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), referred to as "supplemental information," is presented for the purpose of additional analysis and is not a required part of the financial statements but is 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 U.S. generally accepted auditing standards. In our opinion, the information is fairly stated in all material respects in relation to the financial statements as a whole.



FITZGERALD, DEPIETRO & WOJNAS, CPAs, P.C.

EMPIRE RECYCLING CORPORATION EMPLOYEES'
DEFERRED SAVINGS AND PROFIT SHARING PLAN

UTICA, NEW YORK

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

DECEMBER 31,

A S S E T S

	2012	2011	2010
Investments, at Fair Value – Notes 2(C), 3 and 6:			
Held by Reliance Trust Co.	$3,341,422	$3,042,044	$2,795,168
Held by Cadaret, Grant & Co., Inc.	1,298,138	1,107,747	1,056,034
State of Israel Zero Coupon Bond – Due 2/1/12	-	71,405	64,957
	4,639,560	4,221,196	3,916,159
Receivables:			
Employer's Contribution	20,570	14,330	3,124
Participants' Contributions	456	3,460	3,281
Notes Receivable from Participants – Note 2(D)	243,214	165,272	147,708
	264,240	183,062	154,113
Total Assets	4,903,800	4,404,258	4,070,272

L I A B I L I T I E S

Excess Contributions Payable – Note 8	12,174	27,087	4,007
Net Assets Available for Benefits	$4,891,626	$4,377,171	$4,066,265

See Accompanying Notes to Financial Statements

EMPIRE RECYCLING CORPORATION EMPLOYEES'
DEFERRED SAVINGS AND PROFIT SHARING PLAN

UTICA, NEW YORK

STATEMENTS OF CHANGES IN NET ASSETS
AVAILABLE FOR BENEFITS

FOR THE YEAR ENDED DECEMBER 31,

	2012	2011	2010
ADDITIONS:			
Additions to net assets attributed to:			
Investment Income - Note 6:			
Net Appreciation (Depreciation) in Fair Value of Investments Including Dividends and Interest Reinvested	$ 554,130	$ (172,668)	$ 360,631
Interest on Participants' Loans	7,952	5,926	8,166
	562,082	(166,742)	368,797
Contributions:			
Employer's	64,193	63,215	44,036
Participants'	254,843	243,345	204,971
Rollover - Note 1	-	321,904	-
	319,036	628,464	249,007
Total Additions	881,118	461,722	617,804
DEDUCTIONS:			
Deductions from net assets attributed to:			
Benefits paid to participants	336,700	129,211	271,744
Investment Fees	29,963	21,605	29,127
Total Deductions	366,663	150,816	300,871
Net Increase	514,455	310,906	316,933
Net Assets Available for Benefits:			
- Beginning of Year	4,377,171	4,066,265	3,749,332
- End of Year	$4,891,626	$4,377,171	$4,066,265

See Accompanying Notes to Financial Statements

NOTE 1 - Description of Plan:

The following description of the Empire Recycling Corporation ("Company") Employees' Deferred Savings and Profit Sharing Plan ("Plan") provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions. During 2011 a defined contribution 401(k) plan of a related party (Nathan Steel, Inc.) with assets of $320,000 merged into this Plan.

A. General - The Plan is a defined contribution plan covering all qualified employees of the Company (and several of its affiliates) who have completed three months of service and have attained age twenty-one. It is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA) as amended.

B. Contributions - Participants may contribute up to 75% of their compensation to a maximum of $17,000 for the 2012 Plan year. Participants age 50 or over may contribute an additional "catch-up" contribution of up to $5,500. The Company contributes a non-elective 1% contribution of eligible wages. The Company also has the option to make matching and/or profit sharing contributions for Empire employees, however, the Company currently elected not to make any contributions.

Nathan Steel employees receive a matching contribution of one-half of the employee deferral up to maximum of 4% (2% employer).

C. Participant Accounts - Each participant's separate account is credited with the participant's contribution, their share of Company contributions and earnings thereon. Participants' direct investment of their account into investments selected by the Plan's Administrator. Upon an account reaching a predetermined amount, participants can direct their investment into an individual managed account.

D. Vesting - Participants are immediately 100% vested in their contributions, their share of the Company's 1% non-elective contribution and earnings thereon. Employer matching and profit sharing contributions, and earnings thereon, are vested 20% per year starting after the employee completes two years of service and are 100% vested after six years of service (Six year graded schedule). A participant is also 100% vested upon reaching normal retirement age, or in the event of death or disability.

NOTE 1 - Description of Plan (Continued):

E. Payment of Benefits - Payment of benefits will begin as soon as administratively feasible following the date on which the distribution is requested or otherwise payable. Participants will receive a lump sum distribution unless they elect to receive distributions in the form of an annuity.

F. Participant Loans

Participants may borrow a minimum of $1,000 up to a maximum of one-half of their vested accounts (not to exceed $50,000). Repayments are to the participant's account and the loans carry an interest rate of prime plus 1% fixed at the loan date.

NOTE 2 - Summary of Significant Accounting Policies:

A. Basis of Accounting

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

B. Use of Estimates

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

C. Investment Valuation and Income Recognition

The Plan's investments are stated at fair value (See Note 3). Changes in fair value are included in the change in net assets.

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.

D. Notes Receivable from Participants

Loans to participants are reported at their outstanding balance plus any accrued interest.

E. Payments of Benefits

Benefits are recorded when paid.

NOTE 2 - Summary of Significant Accounting Policies (Continued):

F. Administrative Expenses

Administrative expenses of the Plan are paid by the Company.

Investment fees are paid by the Plan, by direct charge to the individual accounts.

G. Subsequent Events

The Company did not have any subsequent events through September 25, 2013 (the date the financial statements were available) requiring recording or disclosure in the financial statements for the year ended December 31, 2012.

NOTE 3 - Fair Value Measurement:

In accordance with generally accepted accounting principles, the Plan established a hierarchy that prioritizes the inputs used to measure fair value. The hierarchy consists of three broad levels as listed below:

- Level 1 inputs consist of unadjusted quoted prices in active markets for identical assets and have the highest priority.
- Level 2 inputs consist of observable inputs other than quoted prices for the identical assets.
- Level 3 inputs consist of unobservable inputs and should be used only when Level 1 and Level 2 inputs are unavailable. Level 3 inputs have the lowest priority.

The Plan measures Fair Value using the highest level input available because they generally provide the most reliable evidence of Fair Value. Level 3 inputs were only used when level 1 and 2 inputs were not available.

Level 1 - Fair Value Measurement

The Fair Value of Mutual Funds are based on quoted net asset values of the shares held by the Plan at year-end. The Fair Value of Common Stocks, U.S. Government Securities, Corporate Debt (U.S. and Foreign) obligations and money market funds are based on quoted prices.

Level 2 - Fair Value Measurement

The Common/Collection Trust as amortized cost.

NOTE 3 - Fair Value Measurement (Continued):

Level 3 - Fair Value Measurement

State of Israel Zero Coupon Bond was not actively traded and significant other observable inputs were not available. The fair value of the bond is determined by discounting to the present value of the Bond's maturity value.

The Plan's investments are reported at fair value in the accompanying statement of net assets available for benefits and are summarized below.

		Fair Value Measurements Using:		
December 31, 2012	Fair Value	Quoted Prices In Active Markets For Identical Assets (Level 1)	Significant Other Unobservable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Held by Reliance Trust Co.	$3,341,422	$2,808,509	$ 532,913	$ -
Held by Cadaret, Grant & Co., Inc.	1,298,138	1,298,138	-	-
Total	$4,639,560	$4,106,647	$ 532,913	$ -
December 31, 2011				
Held by Reliance Trust Co.	$3,042,044	$2,558,241	$ 483,803	$ -
Held by Cadaret, Grant & Co., Inc.	1,107,747	1,107,747	-	-
State of Israel Zero Coupon Bond	71,405	-	-	71,405
Total	$4,221,196	$3,665,988	$ 483,803	$ 71,405
December 31, 2010				
Held by Reliance Trust Co.	$2,795,168	$2,415,699	$ 379,469	$ -
Held by Cadaret, Grant & Co., Inc.	1,056,034	1,056,034	-	-
State of Israel Zero Coupon Bond	64,957	-	-	64,957
Total	$3,916,159	$3,471,733	$ 379,469	$ 64,957

The following table provides further details on the Level 3 Fair Value Measures.

State of Israel Zero Coupon Bond matured February 2012.

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Investment Category	Beginning Balance Jan. 1, 2012	Total Gain (Loss)	Sales	Ending Balance Dec. 31, 2012	Unrealized Gains (Losses)
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State of Israel Bond	$ 71,405	$ 595	$ 72,000	$ -	$ -

NOTE 3 - Fair Value Measurement (Continued):

Investment Category	Beginning Balance Jan. 1, 2011	Total Gain (Loss)	Sales	Ending Balance Dec. 31, 2011	Unrealized Gains (Losses)
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State of Israel Bond	$ 64,957	$ 6,448	$ -	$ 71,405	$ 6,448

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Fair Value of Investments (Continued)

	2012	2011	2010
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- Fidelity Small Cap Discovery	421,631	-	-
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Net Increase in Net Assets Available for Benefits per Form 5500	$ 499,542	$ 333,986	$ 336,006

SUPPLEMENTAL INFORMATION

EMPIRE RECYCLING CORPORATION
EMPLOYEES' DEFERRED SAVINGS AND PROFIT
SHARING PLAN/ EIN 15-0300260, PLAN NO.-001 UTICA, NEW YORK

SUPPLEMENTAL SCHEDULE OF ASSETS (HELD AT END OF YEAR)
FORM 5500 - SCHEDULE H, PART IV, ITEM 4i: DECEMBER 31, 2012

(A)	(B) Identity of Issue, Borrower, Lessor or Similar Property	(C) Description of investment including maturity date, rate of interest, collateral, par or maturity value	(D) Cost	(E) Current Value
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N/A	Pioneer Cullen Value	Equities Fund	N/A	471,490
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N/A	Cash Held by Custodian	Cash Equivalents	N/A	5,962
	Total Investments			$4,882,774

See Accompanying Notes to Financial Statements

Attachment to 2012 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name Empire Recycling Corporation Employee Savings Plan **EIN:** 15-0300260
Plan Sponsor's Name Empire Recycling Corporation **PN:** 001

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
	MANNING & NAPIER TARGET 2010	Mutual Fund		23,729
	MANNING & NAPIER TARGET 2020	Mutual Fund		46,821
	MANNING & NAPIER TARGET 2030	Mutual Fund		30,224
	MANNING & NAPIER TARGET 2040	Mutual Fund		10,580
	MANNING & NAPIER TARGET 2050	Mutual Fund		4,140
	M&N PRO-BLEND CONSERV	Mutual Fund		105,901
	M&N PRO-BLEND MODERATE	Mutual Fund		548,455

Attachment to 2012 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name Empire Recycling Corporation Employee Savings Plan **EIN:** 15-0300260
Plan Sponsor's Name Empire Recycling Corporation **PN:** 001

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
	M&N PRO-BLEND EXTENDED	MUTUAL FUND		53,533
	M&N PRO-BLEND MAXIMUM	MUTUAL FUND		95,685
	FEDERATED CAPITAL PRESERVATION	CIF		532,913
	AF BOND FUND OF AMERICA	MUTUAL FUND		132,972
	JOHN HANCOCK HIGH YIELD A	MUTUAL FUND		220,526
	PIONEER CULLEN VALUE FUND	MUTUAL FUND		471,490
	AMERICAN FUNDS GROWTH FUND	MUTUAL FUND		118,824

Attachment to 2012 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

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Plan Sponsor's Name Empire Recycling Corporation **PN:** 001

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
	COLUMBIA MID CAP VALUE Z	MUTUAL FUND		21,232
	ing mID cAP oPPORTUNITY	MUTUAL FUND		61,548
	VANGUARD SMALL CAP VALUE INDEX	MUTUAL FUND		39,139
	VANGUARD SMALL-CAP GROWTH INDEX	MUTUAL FUND		34,121
	FIDELITY SMALL CAP DISCOVERY	MUTUAL FUND		421,631
	FIDELITY ADVISOR SMALL CAP	MUTUAL FUND		7,661
	FIDELITY ADV LEVERAGED CO STOCK	MUTUAL FUND		30,949

Attachment to 2012 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name Empire Recycling Corporation Employee Savings Plan **EIN:** 15-0300260
Plan Sponsor's Name Empire Recycling Corporation **PN:** 001

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	AF CAPITAL WORLD G & I	MUTUAL FUND		60,943
	AF EUROPACIFIC R4	MUTUAL FUND		211,700
	WF ADVANTAGE EMERGING MKT	MUTUAL FUND		22,043
	T ROWE PRICE NEW HORIZONS	MUTUAL FUND		18,722
	BLACK ROCK NATURAL RESOURCES	MUTUAL FUND		9,977
	EMPLOYEE LOANS	LOANS		243,214
	BROKERAGE ACCOUNTS	OTHER		1,298,138

Attachment to 2012 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

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Plan Sponsor's Name Empire Recycling Corporation **PN:** 001

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
	CASH	CASH		5,962