

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). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 2012 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2012 or fiscal plan year beginning <u>06/01/2012</u> and ending <u>05/31/2013</u>	
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 <u>HOPES WINDOWS, INC. PENSION PLAN FOR SHOPMENS LOCAL 470</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>004</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>05/30/1960</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>004</u>	1c Effective date of plan <u>05/30/1960</u>			
1b Three-digit plan number (PN) ▶	<u>004</u>						
1c Effective date of plan <u>05/30/1960</u>							
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>HOPES WINDOWS, INC.</u> <u>P.O. BOX 580</u> <u>JAMESTOWN, NY 14702-0580</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">2b Employer Identification Number (EIN) <u>16-1184041</u></td> <td style="width: 20%;"></td> </tr> <tr> <td>2c Sponsor's telephone number <u>716-665-5124</u></td> <td></td> </tr> <tr> <td>2d Business code (see instructions) <u>332300</u></td> <td></td> </tr> </table>	2b Employer Identification Number (EIN) <u>16-1184041</u>		2c Sponsor's telephone number <u>716-665-5124</u>		2d Business code (see instructions) <u>332300</u>	
2b Employer Identification Number (EIN) <u>16-1184041</u>							
2c Sponsor's telephone number <u>716-665-5124</u>							
2d Business code (see instructions) <u>332300</u>							
<u>84 HOPKINS AVENUE</u> <u>JAMESTOWN, NY 14702-0580</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.

SIGN HERE	Filed with authorized/valid electronic signature. Signature of plan administrator	<u>02/04/2014</u> Date	<u>DAVID GERRINGER</u> Enter name of individual signing as plan administrator
SIGN HERE	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)			Preparer's telephone number (optional)

3a Plan administrator's name and address ☒ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address		3b Administrator's EIN 3c Administrator's telephone number <div style="background-color: #cccccc; height: 40px; width: 100%;"></div>
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name		4b EIN 4c PN
5 Total number of participants at the beginning of the plan year		5 351
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	166
b Retired or separated participants receiving benefits.....	6b	75
c Other retired or separated participants entitled to future benefits.....	6c	77
d Subtotal. Add lines 6a , 6b , and 6c	6d	318
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	18
f Total. Add lines 6d and 6e	6f	336
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	12
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: 1B 1G		
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) ☒ 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) ☒ 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) ☒ 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)

SCHEDULE SB (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Single-Employer Defined Benefit Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500 or 5500-SF.	OMB No. 1210-0110 2012 This Form is Open to Public Inspection
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For calendar plan year 2012 or fiscal plan year beginning 06/01/2012 and ending 05/31/2013

▶ **Round off amounts to nearest dollar.**

▶ **Caution:** A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan <u>HOPES WINDOWS, INC. PENSION PLAN FOR SHOPMENS LOCAL 470</u>	B Three-digit plan number (PN) ▶ <u>004</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF <u>HOPES WINDOWS, INC.</u>	D Employer Identification Number (EIN) <u>16-1184041</u>
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	F Prior year plan size: ☐ 100 or fewer ☒ 101-500 ☐ More than 500

Part I	Basic Information
1 Enter the valuation date: Month <u>06</u> Day <u>01</u> Year <u>2012</u>	
2 Assets:	
a Market value	2a <u>3763884</u>
b Actuarial value	2b <u>3763884</u>
3 Funding target/participant count breakdown:	
a For retired participants and beneficiaries receiving payment.....	3a <u>94</u> <u>2119679</u>
b For terminated vested participants.....	3b <u>76</u> <u>421302</u>
c For active participants:	
(1) Non-vested benefits.....	3c(1) <u>62487</u>
(2) Vested benefits.....	3c(2) <u>1350352</u>
(3) Total active	3c(3) <u>181</u> <u>1412839</u>
d Total	3d <u>351</u> <u>3953820</u>
4 If the plan is in at-risk status, check the box and complete lines (a) and (b)	☐
a Funding target disregarding prescribed at-risk assumptions	4a
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor	4b
5 Effective interest rate	5 <u>7.07 %</u>
6 Target normal cost.....	6 <u>85395</u>

Statement by Enrolled Actuary

To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

SIGN HERE	
Signature of actuary	<u>02/04/2014</u> Date
<u>DON J. BOETGER, EA MAAA</u> Type or print name of actuary	<u>11-03998</u> Most recent enrollment number
<u>BOETGER & ASSOCIATES, INC.</u> Firm name	<u>814-871-5900</u> Telephone number (including area code)
<u>1030 STATE STREET, SUITE 2</u> <u>ERIE, PA 16501</u> Address of the firm	

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions ☐

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

Schedule SB (Form 5500) 2012
v. 120126

Part II Beginning of Year Carryover Prefunding Balances		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	0	132945
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	132945
9	Amount remaining (line 7 minus line 8)	0	0
10	Interest on line 9 using prior year's actual return of <u>-2.88%</u>		
11	Prior year's excess contributions to be added to prefunding balance:		
	a Present value of excess contributions (line 38a from prior year)		98990
	b Interest on (a) using prior year's effective interest rate of <u>5.72%</u> except as otherwise provided (see instructions)		5662
	c Total available at beginning of current plan year to add to prefunding balance		104652
	d Portion of (c) to be added to prefunding balance		104652
12	Other reductions in balances due to elections or deemed elections	0	0
13	Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	0	104652

Part III Funding Percentages			
14	Funding target attainment percentage	14	92.54 %
15	Adjusted funding target attainment percentage	15	92.54 %
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	84.65 %
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and Liquidity Shortfalls					
18 Contributions made to the plan for the plan year by employer(s) and employees:					
(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
09/17/2012	60000				
12/17/2012	60000				
03/18/2013	60000				
			Totals ►	18(b)	180000
				18(c)	0

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:		
a Contributions allocated toward unpaid minimum required contributions from prior years.	19a	0
b Contributions made to avoid restrictions adjusted to valuation date	19b	0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	173435
20 Quarterly contributions and liquidity shortfalls:		
a Did the plan have a "funding shortfall" for the prior year? ☒ Yes ☐ No		
b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner? ☒ Yes ☐ No		
c If line 20a is "Yes," see instructions and complete the following table as applicable:		

Liquidity shortfall as of end of quarter of this plan year			
(1) 1st	(2) 2nd	(3) 3rd	(4) 4th
0	0	0	0

Part V Assumptions Used to Determine Funding Target and Target Normal Cost

21 Discount rate:				
a Segment rates:	1st segment: 5.54%	2nd segment: 6.85%	3rd segment: 7.52 %	☐ N/A, full yield curve used
b Applicable month (enter code).....				21b 0
22 Weighted average retirement age				22 65
23 Mortality table(s) (see instructions) ☒ Prescribed - combined ☐ Prescribed - separate ☐ Substitute				

Part VI Miscellaneous Items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment.	☐ Yes ☒ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment.	☐ Yes ☒ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment.....	☒ Yes ☐ No
27 If the plan is subject to alternative funding rules, enter applicable code and see instructions regarding attachment.....	27

Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years

28 Unpaid minimum required contributions for all prior years	28	0
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a).....	29	0
30 Remaining amount of unpaid minimum required contributions (line 28 minus line 29)	30	0

Part VIII Minimum Required Contribution For Current Year

31 Target normal cost and excess assets (see instructions):			
a Target normal cost (line 6)	31a	85395	
b Excess assets, if applicable, but not greater than line 31a	31b	0	
32 Amortization installments:	Outstanding Balance	Installment	
a Net shortfall amortization installment	294588	96785	
b Waiver amortization installment	0	0	
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33	0	
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)...	34	182180	
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement.....	0	104652	104652
36 Additional cash requirement (line 34 minus line 35)	36	77528	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	37	173435	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	95907	
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b	0	
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	39	0	
40 Unpaid minimum required contributions for all years.....	40	0	

Part IX Pension Funding Relief Under Pension Relief Act of 2010 (See Instructions)

41 If an election was made to use PRA 2010 funding relief for this plan:			
a Schedule elected	☐ 2 plus 7 years ☐ 15 years		
b Eligible plan year(s) for which the election in line 41a was made	☐ 2008 ☐ 2009 ☐ 2010 ☐ 2011		
42 Amount of acceleration adjustment	42		
43 Excess installment acceleration amount to be carried over to future plan years	43		

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider 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 **06/01/2012** and ending **05/31/2013**

A Name of plan HOPES WINDOWS, INC. PENSION PLAN FOR SHOPMENS LOCAL 470	B Three-digit plan number (PN) ▶ 004
C Plan sponsor's name as shown on line 2a of Form 5500 HOPES WINDOWS, INC.	D Employer Identification Number (EIN) 16-1184041

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)

MANNING & NAPIER ADVISORS, INC.

16-0995736

(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?
10	NONE	10961	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

NORTHWEST SAVINGS BANK

25-6402875

(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?
21	NONE	14114	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
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(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 H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	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 06/01/2012 and ending 05/31/2013		
A Name of plan HOPES WINDOWS, INC. PENSION PLAN FOR SHOPMENS LOCAL 470	B Three-digit plan number (PN) ►	004
C Plan sponsor's name as shown on line 2a of Form 5500 HOPES WINDOWS, INC.	D Employer Identification Number (EIN) 16-1184041	

Part I Asset and Liability Statement			
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.			
Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	60000	0
(2) Participant contributions	1b(2)		
(3) Other.....	1b(3)	0	12639
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	322526	112792
(2) U.S. Government securities.....	1c(2)	833723	730899
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other.....	1c(3)(B)		597467
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)	1221376	1257519
(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)		
(9) Value of interest in common/collective trusts.....	1c(9)		
(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)	1326424	1543770
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)		

1d Employer-related investments:		(a) Beginning of Year	(b) End of Year
(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	3764049	4255086

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 through 1j)	1k	0	0

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	3764049	4255086
---	-----------	---------	---------

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)	180000	
(B) Participants	2a(1)(B)		
(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)		180000
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	18105	
(B) U.S. Government securities	2b(1)(B)	27487	
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		45592
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)	56685	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		56685
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	4255086	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	3819899	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		435187
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)	44416	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		44416

		(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		
d Total income. Add all income amounts in column (b) and enter total.....	2d		761880

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	245768	
(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)		245768
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)	25075	
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		25075
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		270843

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		491037
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: **BUFFAMANTE WHIPPLE BUTTAFARO, P.C.**

(2) EIN: **16-1117932**

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
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.)		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.).....		X	
e Was this plan covered by a fidelity bond?.....	X		400000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		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?		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?		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.).....	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.).....	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?.....		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....		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.			

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 06/01/2012 and ending 05/31/2013

A Name of plan <u>HOPES WINDOWS, INC. PENSION PLAN FOR SHOPMENS LOCAL 470</u>	B Three-digit plan number (PN) ▶ <u>004</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>HOPES WINDOWS, INC.</u>	D Employer Identification Number (EIN) <u>16-1184041</u>

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	<u>0</u>
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): <u>25-6402875</u>		
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	<u>0</u>

Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 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):

**THE HOPE'S WINDOWS PENSION PLAN
FOR EMPLOYEES WITHIN THE BARGAINING
UNITS REPRESENTED BY SHOPMEN'S
LOCAL NO. 470, AFL, CIO**

REPORT ON FINANCIAL STATEMENTS

**YEARS ENDED
MAY 31, 2013 AND 2012**

**THE HOPE'S WINDOWS PENSION PLAN
FOR EMPLOYEES WITHIN THE BARGAINING
UNITS REPRESENTED BY SHOPMEN'S
LOCAL NO. 470, AFL, CIO**

TABLE OF CONTENTS

	<u>Page</u>
Independent Auditor's Report	1-2
 Financial Statements:	
Statements of Net Assets Available for Benefits	3
Statements of Changes in Net Assets Available for Benefits	4
Statements of Accumulated Plan Benefits	5
Statements of Changes in Accumulated Plan Benefits	6
 Notes to Financial Statements	7-10
 Supplemental Information:	
Schedule of Assets Held for Investment Purposes	11-13
Schedule of Reportable Transactions	14



BUFFAMANTE WHIPPLE BUTTAFARO, P.C.

Certified Public Accountants • Business Advisors

INDEPENDENT AUDITOR'S REPORT

To the Administrative Committee of
***The Hope's Windows Pension Plan for
Employees Within the Bargaining Units
Represented by Shopmen's
Local No. 470, AFL, CIO***
Jamestown, New York

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of ***The Hope's Windows Pension Plan for Employees Within the Bargaining Units Represented by Shopmen's Local No. 470, AFL, CIO***, which comprise the statements of net assets available for benefits and of accumulated plan benefits as of May 31, 2013 and 2012, and the related statements of changes in net assets available for benefits and of changes in accumulated plan benefits for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by Northwest Savings Bank, the custodian of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedules. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the custodian as of and for the years ended May 31, 2013 and 2012, that the information provided to the plan administrator by the custodian is complete and accurate.

Disclaimer of Opinion

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

Other Matter

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

Report on Form and Content in Compliance With DOL Rules and Regulations

The form and content of the information included in the financial statements and supplemental schedules, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Buffamante Whipple Buttafaro PC

BUFFAMANTE WHIPPLE BUTTAFARO, P.C.

**Jamestown, New York
January 20, 2014**

**THE HOPE'S WINDOWS PENSION PLAN
FOR EMPLOYEES WITHIN THE BARGAINING
UNITS REPRESENTED BY SHOPMEN'S
LOCAL NO. 470, AFL, CIO
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS**

Page 3

As of May 31,	2013	2012
ASSETS		
Investments, at fair value:		
Cash management fund	\$ 112,792	\$ 97,194
U.S. government and fiduciary obligations	730,899	1,053,884
Common stocks	1,257,519	1,221,376
Mutual funds	1,543,770	1,326,424
Corporate bonds	597,467	-
	4,242,447	3,698,878
Receivables:		
Employer's contribution	-	60,000
Accrued income	12,639	5,171
	\$ 4,255,086	\$ 3,764,049

See accompanying independent auditor's report and notes to financial statements.

**THE HOPE'S WINDOWS PENSION PLAN
FOR EMPLOYEES WITHIN THE BARGAINING
UNITS REPRESENTED BY SHOPMEN'S
LOCAL NO. 470, AFL, CIO
STATEMENTS OF CHANGES IN NET ASSETS
AVAILABLE FOR BENEFITS**

Page 4

For the Years Ended May 31,	2013	2012
Additions to net assets:		
Investment income:		
Net realized and unrealized gains on investments	\$ 479,603	\$ --
Dividends and interest	102,277	95,329
Contributions from Hope's Windows, Inc.	180,000	220,000
Total additions to net assets	761,880	315,329
Deductions from net assets:		
Net realized and unrealized losses on investments	--	170,523
Benefits paid to participants	245,768	227,227
Custodian fees	25,075	35,090
Total deductions from net assets	270,843	432,840
Total change in net assets	491,037	(117,511)
Net assets available for benefits, at beginning of year	3,764,049	3,881,560
Net assets available for benefits, at end of year	\$ 4,255,086	\$ 3,764,049

See accompanying independent auditor's report and notes to financial statements.

**THE HOPE'S WINDOWS PENSION PLAN
FOR EMPLOYEES WITHIN THE BARGAINING
UNITS REPRESENTED BY SHOPMEN'S
LOCAL NO. 470, AFL, CIO
STATEMENTS OF ACCUMULATED PLAN BENEFITS**

Page 5

As of May 31,	2013	2012
Valuation Date	June 1, 2013	June 1, 2012
Actuarial present value of accumulated plan benefits:		
Vested benefit:		
Participants currently receiving payments	\$ 1,959,080	\$ 2,084,336
Other participants	2,011,584	1,834,954
Total vested benefits	3,970,664	3,919,290
Nonvested benefits	38,283	66,283
Total actuarial present value of accumulated plan benefits	\$ 4,008,947	\$ 3,985,573

See accompanying independent auditor's report and notes to financial statements.

**THE HOPE'S WINDOWS PENSION PLAN
FOR EMPLOYEES WITHIN THE BARGAINING
UNITS REPRESENTED BY SHOPMEN'S
LOCAL NO. 470, AFL, CIO**

STATEMENTS OF CHANGES IN ACCUMULATED PLAN BENEFITS

Page 6

For the Years Ended May 31,

	2013	2012
Valuation Date	<u>June 1, 2013</u>	<u>June 1, 2012</u>
Actuarial present value of accumulated plan benefits at beginning of year	\$ 3,985,573	\$ 3,803,158
Increase (decrease) during the year attributable to:		
Additonal benefits accumulated	(529)	141,485
Increase for interest due to the decrease in discount period	269,671	257,605
Benefits paid	(245,768)	(227,227)
Plan changes	--	10,552
Net increase	23,374	182,415
Actuarial present value of accumulated plan benefits at end of year	\$ 4,008,947	\$ 3,985,573

See accompanying independent auditor's report and notes to financial statements.

**THE HOPE'S WINDOWS PENSION PLAN
FOR EMPLOYEES WITHIN THE BARGAINING
UNITS REPRESENTED BY SHOPMEN'S
LOCAL NO. 470, AFL, CIO
NOTES TO FINANCIAL STATEMENTS
FOR THE YEARS ENDED MAY 31, 2013 AND 2012**

Page 7

**NOTE 1 - DESCRIPTION OF THE PLAN AND SUMMARY OF
SIGNIFICANT ACCOUNTING POLICIES**

The following brief description of the *The Hope's Windows Pension Plan for Employees Within the Bargaining Units Represented by Shopmen's Local No. 470, AFL, CIO* is provided for general information purposes only. Participants should refer to the Plan agreement for more complete information.

General - The Plan is a defined benefit pension plan covering substantially all members covered by a collective bargaining agreement between Hope's Windows, Inc. and the Shopmen's Local Union No. 470. It is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). The Plan provides for retirement, disability and death benefits. The provisions of the Plan provide for 100% vesting at the end of 5 years of service. Pension benefit payments are made from Plan assets by the Plan Sponsor upon the direction of the Plan's Administrative Committee.

Actuarial assumptions - The actuarial assumptions have been modified to reflect the required assumptions under the Pension Protection Act.

Contributions - The Company has agreed to voluntarily contribute such amounts as are necessary to provide assets sufficient to meet the benefits to be paid to Plan participants. The Company makes sufficient contributions in an amount determined by actuarial calculations to meet the minimum funding requirements of the Employee Retirement Income Security Act of 1974 (ERISA), to fund the Plan's current service costs on a current basis and to fund initial past service costs plus interest thereon over a period of 30 years.

Pension Benefits - At normal retirement age (65), an eligible employee of Hope's Windows, Inc. will begin to receive monthly benefit payments equal to the benefit rate currently in effect at the termination of his employment, or the date on which he ceased to qualify as an eligible employee, if earlier, multiplied by the number of years of credited service (up to 30 years). The plan permits early retirement at ages 55-64 and at least 10 years of vested service. If participants terminate before rendering 5 years of service, they forfeit the right to receive the portion of their accumulated plan benefits attributable to the Company's contributions. That portion of forfeited accrued benefits will be used only to reduce future costs of the plan.

**NOTE 1 - DESCRIPTION OF THE PLAN AND SUMMARY OF
SIGNIFICANT ACCOUNTING POLICIES (CONT'D)**

Death and Disability Benefits - If an active participant dies at normal retirement age or older, or dies after completing at least 5 years of vested service, a death benefit equal to the value of the employee's accumulated pension benefits is paid to the employee's beneficiary. Active employees who attain the age of 50, complete at least 10 years of vested service and become totally disabled are eligible for benefit payments equal to his accrued benefits as of his termination of employment.

Funding Policy - The employer's policy is to fund pension costs computed by the Plan's actuary as accrued. ERISA minimum funding requirements have been met for the years ended May 31, 2013 and 2012.

Termination - The Company has the right under the Plan to discontinue contributions at any time and terminate the Plan. Should the Plan terminate at some future time, its net assets will generally not be available on a pro-rata basis to provide participants' benefits. Whether a particular participant's accumulated plan benefits will be paid depends on both the priority of those benefits and the level of benefits guaranteed by the Pension Benefit Guaranty Corporation (PBGC) at that time. Some benefits may be fully or partially provided for by the then existing assets and the PBGC's benefit guarantee, while other benefits may not be provided for at all.

Basis of Accounting - The accounting records of the Plan are maintained on the accrual basis.

Valuation of Investments - Marketable securities are stated at fair value. Securities traded on a national securities exchange are valued at the last reported sales price on the last business day of the plan year; investments traded in the over-the-counter market and listed securities for which no sale was reported on that date are valued at the average of the last reported bid and ask prices.

Actuarial Present Value of Accumulated Plan Benefits - Accumulated plan benefits are those estimated future periodic payments, including lump-sum distributions, which are attributable under the Plan's provisions to services rendered by the employees to the valuation date. Accumulated plan benefits include benefits expected to be paid to (a) retired or terminated employees or their beneficiaries, (b) beneficiaries of employees who have died, and (c) present employees or their beneficiaries. Benefits for employees or their beneficiaries are based on employees' credited years of service. Benefits payable under all circumstances - retirement, death, disability and termination of employment - are included, to the extent they are considered attributable to employee service rendered to the valuation date.

**THE HOPE'S WINDOWS PENSION PLAN
FOR EMPLOYEES WITHIN THE BARGAINING
UNITS REPRESENTED BY SHOPMEN'S
LOCAL NO. 470, AFL, CIO
NOTES TO FINANCIAL STATEMENTS
FOR THE YEARS ENDED MAY 31, 2013 AND 2012**

Page 8

**NOTE 1 - DESCRIPTION OF THE PLAN AND SUMMARY OF
SIGNIFICANT ACCOUNTING POLICIES (CONT'D)**

The actuarial present value of accumulated plan benefits is that amount that results from applying actuarial assumptions to adjust the accumulated plan benefits to reflect the time value of money (through discounts for interest) and the probability of payment (by means of decrements such as for death, withdrawal or retirement) between the valuation date and the expected date of payment. The significant actuarial assumptions used in the valuations as of May 31, 2013 and 2012 were:

Actuarial cost method	Entry age normal with frozen initial liability
Mortality basis	Combined Static Mortality Tables for males and females
Employee turnover and disability	In accordance with Crocker Sarason Straight Table T-7
Retirement	At the later of age 65 or 5 years of service
Assumed rate of return	7%

Use of Estimates - The preparation of the 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 amounts reported. Accordingly, actual results could differ from those estimates.

NOTE 2 - INVESTMENTS

The Plan's investments, which are held by a bank-administered trust fund, are summarized as follows at May 31, 2013 and 2012:

	2013	2012
Fair value as determined by quoted market price:		
Cash management fund	\$ 112,792	\$ 97,194
U.S. government obligations and federal agency obligations	730,899	1,053,884
Common stocks	1,257,519	1,221,376
Mutual funds	1,543,770	1,326,424
Corporate Bonds	597,467	--
	\$ 4,242,447	\$ 3,698,878

NOTE 2 - INVESTMENTS (CONT'D)

The fair value of individual investments that represent 5% or more of the Plan's net assets are as follows:

May 31,	2012
Mutual Funds:	
Manning & Napier Core Plus Bond Fund	\$ 691,109
May 31,	2013
Mutual Funds:	
Manning & Napier Core Plus Bond Fund	\$ 737,573

**NOTE 3 - SUMMARY OF FINANCIAL DATA CERTIFIED BY
THE CUSTODIANS**

The investment assets of the Plan are held in a trust fund administered by Northwest Savings Bank. The following financial data is based on information certified by Northwest Savings Bank as of and for the years ended May 31, 2013 and 2012, in accordance with 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

	2013	2012
Northwest Savings Bank:		
Plan Assets:		
Investments	\$ 4,242,447	\$ 3,698,878
Accrued income	12,639	5,171

NOTE 4 - TRANSACTIONS WITH PARTIES-IN-INTEREST

All administrative fees are paid by the Plan Sponsor, Hope's Windows, Inc., except for custodian fees, which are paid out of the Plan's assets.

NOTE 5 - INCOME TAX STATUS

The Plan has received a determination letter from the Internal Revenue Service dated July 26, 2012, stating that the Plan is qualified under Section 401(a) of the Internal Revenue Code (the Code) and, therefore, the related trust is exempt from taxation. Once qualified, the Plan is required to operate in conformity with the Code to maintain its qualification. The Plan Administrator believes the Plan is being operated in compliance with the applicable requirements of the Code and, therefore, believes that the Plan is qualified and the related trust is tax exempt.

The Plan's Form 5500 is subject to examination by the Internal Revenue Service; plan years that remain open for examination include May 31, 2010 and later.

**THE HOPE'S WINDOWS PENSION PLAN
FOR EMPLOYEES WITHIN THE BARGAINING
UNITS REPRESENTED BY SHOPMEN'S
LOCAL NO. 470, AFL, CIO
NOTES TO FINANCIAL STATEMENTS
FOR THE YEARS ENDED MAY 31, 2013 AND 2012**

Page 9

NOTE 6- RISKS AND UNCERTAINTIES

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that change in the values of investment securities will occur in the near term and that such change could materially affect the amounts reported in the statement of net assets available for benefits.

Plan contributions are made and the actuarial present value of accumulated plan benefits are reported based on certain assumptions pertaining to interest rates, inflation rates and employee demographics, all of which are subject to change. Due to uncertainties inherent in the estimations and assumptions process, it is at least reasonably possible that changes in these estimates and assumptions in the near term would be material to the financial statements.

NOTE 8 - FAIR VALUE MEASUREMENTS

Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) 820, Fair Value Measurements and Disclosures, provides the framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy under FASB ASC 820 are described as follows:

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

Level 2 Inputs to the valuation methodology include:

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

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

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

The asset or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs. The Plan's money market funds, bond funds and equity funds have been valued at the closing price reported in the active market in which the individual security is traded. There have been no changes in the methodologies used at May 31, 2013 and 2012.

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

NOTE 7 – SUBSEQUENT EVENTS

Subsequent events were evaluated by Management through January 20, 2014, which is the date that the financial statements were available to be issued.

As of June 1, 2013, the Benefit Multiplier was increased from \$12.50 to \$12.75 per month for the Hope's Specialty Products participants. The multiplier is scheduled to increase to \$13.00 effective June 1, 2014.

**THE HOPE'S WINDOWS PENSION PLAN
FOR EMPLOYEES WITHIN THE BARGAINING
UNITS REPRESENTED BY SHOPMEN'S
LOCAL NO. 470, AFL, CIO
NOTES TO FINANCIAL STATEMENTS
FOR THE YEARS ENDED MAY 31, 2013 AND 2012**

Page 10

NOTE 8 - FAIR VALUE MEASUREMENTS (CONT'D)

The following table sets forth by level, within the fair value hierarchy, the plan's assets at fair value as of May 31, 2013 and 2012:

	Level 1 May 31, 2013	Level 1 May 31, 2012
Money market funds	\$ 112,792	\$ 97,194
Bonds and U.S gov't obligations and federal agency obligations	730,899	1,053,884
Common stocks	1,257,519	1,221,376
Mutual funds	1,543,770	1,326,424
Corporate Bonds	597,467	--
Total	<u>\$ 4,242,447</u>	<u>\$ 3,698,878</u>

SUPPLEMENTAL INFORMATION

**THE HOPE'S WINDOWS PENSION PLAN
FOR EMPLOYEES WITHIN THE BARGAINING
UNITS REPRESENTED BY SHOPMEN'S
LOCAL NO. 470, AFL, CIO
FORM 5500, SCHEDULE H, LINE 4I
EMPLOYER ID #16-1184041; PLAN #004
SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES
AS OF MAY 31, 2013**

Page 11

(a)	(b)	(c)	(d)	(e)
	Identity of issue, borrower, Lessor or similar party	Description of investment including maturity date, rate of interest, collateral, par or maturity value	Cost	Current value
	Manning & Napier Fund, Inc.	5,982.736 shares Real Estate Series	\$ 50,938	\$ 92,673
	Manning & Napier Fund, Inc.	65,271.934 shares Core Plus Bond	661,639	737,573
	Manning & Napier Fund, Inc.	11,675.833 shares International Series	93,840	106,250
	Manning & Napier Fund, Inc.	4,542.316 shares Life Sciences Series	42,343	63,002
	Manning & Napier Fund, Inc.	8,536.837 shares Small Cap Series	77,508	100,905
	Manning & Napier Fund, Inc.	4,976.323 shares Technology Series	41,344	62,105
	Manning & Napier Fund, Inc.	6,093.050 shares World Opportunities Series	45,697	50,511
	Manning & Napier Fund, Inc.	2,887.784 shares Emerging Markets Fund	29,024	34,162
	Manning & Napier Fund, Inc.	2,786.262 shares Inflation Focus Equity Fund	28,121	32,014
	Manning & Napier Fund, Inc.	12,594.412 shares High Yield Bond Series	134,821	140,050
	Manning & Napier Fund, Inc.	12,655 shares Global Fixed Income	126,423	124,525
	Accor Sa LTD Acrff	470 shares	13,925	16,699
	Adecco Sa-Reg	300 shares	13,054	16,818
	Alcoa Incorporated	2,790 shares	27,372	23,715
	Apache Corp	100 shares	9,448	8,213
	Autodesk, Inc.	410 shares	11,720	15,469
	Baker Hughes, Inc.	760 shares	33,195	34,565
	Banco Santander	1 shares	6	7
	Becton Dickinson & Co.	230 shares	16,504	22,683
	Biomed Realty Trust, Inc.	310 shares	5,679	6,488
	Caterpillar Inc Del	380 shares	31,515	32,604
	Cerner Corporation	440 shares	24,790	43,190
	Corporate Offices Property Trust	250 shares	6,435	6,658
	Digital Realty Trust, Inc.	90 shares	5,011	5,482
	Directv Group, Inc.	800 shares	37,787	48,952
	Disney Walt Co Com Disney	710 shares	22,673	44,787
	Dupont Fabros Technology	300 shares	6,550	7,269
	EMC Corp Mass Com	3,220 shares	68,315	79,727
	Electronic Arts Inc.	2,450 shares	48,651	56,326
	Eog Resources, Inc.	110 shares	11,262	14,201
	Google Inc	40 shares	18,660	34,849
	Hess Corporation	1,500 shares	74,993	101,115
	Johnson & Johnson Com	380 shares	26,246	31,988
	Joy Global Inc	290 shares	15,372	15,683
	Juniper Networks	2,730 shares	53,433	48,403
	Kraft Foods Com	257 shares	8,031	14,168
	McGraw Hill Companies Inc	620 shares	34,520	33,821
	Mondelez Intl Inc	770 shares	14,857	22,696

See accompanying independent auditor's report.

**THE HOPE'S WINDOWS PENSION PLAN
FOR EMPLOYEES WITHIN THE BARGAINING
UNITS REPRESENTED BY SHOPMEN'S
LOCAL NO. 470, AFL, CIO
FORM 5500, SCHEDULE H, LINE 4i
EMPLOYER ID #16-1184041; PLAN #004
SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES (CONT'D)
AS OF MAY 31, 2013**

Page 12

(a)	(b)	(c)	(d)	(e)
	Identity of issue, borrower, Lessor or similar party	Description of investment including maturity date, rate of interest, collateral, par or maturity value	Cost	Current value
	Monsanto Co New	310 shares	\$ 19,755	\$ 31,198
	News Corporation Class A	830 shares	13,719	26,651
	Nova Nordisk A/S	100 shares	15,832	16,975
	Pall Corp	320 shares	17,529	21,824
	Peabody Energy Corp	840 shares	16,804	16,523
	Qiagen N.V.	690 shares	11,256	12,889
	Qualcomm Incorporated	490 shares	24,093	31,105
	Range Resources Corp	230 shares	13,582	17,291
	Schlumberger LTD	480 shares	31,100	35,054
	Starz - Liberty Capital	910 shares	21,099	21,003
	Syngenta CHF10	50 shares	14,924	19,670
	Telenor ASA ORD	1,780 shares	28,583	28,626
	Time Warner Inc (New)	710 shares	22,068	41,443
	Unilever Plc ADR New	827 shares	21,606	34,742
	Verifone Holdings	930 shares	24,335	21,697
	Viacom Inc New Cl B	680 shares	39,120	44,805
	Weatherford Intl (New)	2,460 shares	38,841	33,185
	Yum Brands Inc Com	240 shares	15,906	16,260
	American Express Cr Corp Mtnbe	Note 2.75% due 9/15/2015	36,928	36,505
	Bottling Group	Note 5.50% due 4/1/2016	40,426	39,344
	CVS Caremark Corp	Note 4.875% due 9/15/2014	21,331	21,084
	Caterpillar Inc	Note 1.5% due 6/26/2017	40,684	40,226
	Citigroup Inc Sr	Note 5.3% due 1/07/2016	22,173	21,951
	Comcast Corp New	Note 6.5% due 1/15/2015	39,725	38,282
	Conocophillips Gtd	Note 4.6% due 1/15/2015	21,512	21,261
	Walt Disney Company	Note 1.35% due 8/16/2016	20,433	20,310
	General Electric Corsr	Note 2.1% due 1/7/2014	40,774	40,422
	General Mills Inc	Note 5.25% due 8/15/2013	36,707	35,327
	Goldman Sachs Group Inc	Note 2.375% due 1/22/2018	20,275	20,104
	Hewlett-Pack Co	Note 2.12% due 9/13/2015	40,731	40,845
	Intel Corp	Note 1.95% due 10/1/2016	20,747	20,654
	Kroger Co	Note 7.5% due 1/15/2014	21,182	20,830
	McDonalds Corp	Note 5.35% due 3/1/2018	17,954	17,627
	Pfizer Inc	Note 5.35% due 3/15/2015	21,911	21,621
	Texas Instruments Inc	Note 1.375% due 5/15/2014	40,632	40,367
	United Technologies Corp	Note 1.8% due 6/1/2017	41,028	40,797
	Verizon Communications	Note 5.55% due 2/15/2016	40,630	39,087
	Wast Management Inc	Note 2.6% due 9/1/2016	20,979	20,824
	US Treasury	Note 2.250% due 11/30/2017	107,750	105,875

See accompanying independent auditor's report.

**THE HOPE'S WINDOWS PENSION PLAN
FOR EMPLOYEES WITHIN THE BARGAINING
UNITS REPRESENTED BY SHOPMEN'S
LOCAL NO. 470, AFL, CIO
FORM 5500, SCHEDULE H, LINE 4i
EMPLOYER ID #16-1184041; PLAN #004
SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES (CONT'D)
AS OF MAY 31, 2013**

Page 13

(a)	(b)	(c)	(d)	(e)
	Identity of issue, borrower, Lessor or similar party	Description of investment including maturity date, rate of interest, collateral, par or maturity value	Cost	Current value
	US Treasury	Note 2.375% due 7/31/2017	\$ 140,481	\$ 138,217
	US Treasury	Note 3.00% due 2/28/2017	55,270	54,200
	Federated Prime Cash Obligations	102,508.310 shares	112,792	112,792
	Federal Home Loan Mortgage	3.75% due 3/27/2019	41,336	40,748
	Federal Home Loan Mortgage	2.375% due 1/13/2022	46,205	45,756
	Federal Home Loan Mortgage	6.25% due 7/15/2032	64,547	63,525
	Federal Natl Mtg Assn Pool	6.00% 10/01/38	32,846	32,811
	Federal Natl Mtg Assn	4.5% due 8/01/2040	95,731	96,609
	Federal Natl Mtg Assn	5.375% due 6/12/2017	154,323	153,157
			<u>\$ 3,819,899</u>	<u>\$ 4,242,447</u>

See accompanying independent auditor's report.

THE HOPE'S WINDOWS PENSION PLAN
FOR EMPLOYEES WITHIN THE BARGAINING
UNITS REPRESENTED BY SHOPMEN'S
LOCAL NO. 470, AFL, CIO
EMPLOYER ID #16-1184041; PLAN #004
FORM 5500, SCHEDULE H, ITEM 4(j)
SCHEDULE OF REPORTABLE TRANSACTIONS
YEAR ENDED MAY 31, 2013

Page 14

(a) (b) (c) (d) (e) (f) (g) (h) (i)

Category 3 - Series of transactions in same security exceeds 5% of value									
Identity of party involved	Description of Asset	Purchase Price	Selling Price	Lease Rental	Expense incurred with transaction	Cost of Asset	Current value of asset on transaction date		Net gain or (loss)
Federated Prime	Cash Obligations Fund #851	\$ 1,814,746	N/A	N/A	N/A	\$ 1,814,746	\$	1,814,746	N/A
Federated Prime	Cash Obligations Fund #851	N/A	\$ 1,870,146	N/A	N/A	\$ 1,870,146	\$	1,870,146	N/A

See accompanying independent auditor's report.

**HOPES WINDOWS, INC. PENSION PLAN
FOR SHOPMENS LOCAL 470**

EIN: 16-1184041

PLAN NO: 004

6/1/2012 – 5/31/2013 Plan Year

SCHEDULE SB, Line 22 – Description of Weighted Average Retirement Age

Each participant is assumed to retire at age 65, the Normal Retirement Age of the Plan.

**HOPES WINDOWS, INC. PENSION PLAN
FOR SHOPMENS LOCAL 470**

EIN: 16-1184041

PLAN NO: 004

6/1/2012 – 5/31/2013 Plan Year

Schedule SB, Part V – Statement of Actuarial Assumptions/Methods

Method for Contributions

Contributions required to fund the plan benefits are determined according to the provisions under MAP-21. The Target Normal Cost is the present value of benefits earned during the plan year. The Funding Target is the present value of benefits earned as of the beginning of the plan year. The excess of the Funding Target over the actuarial value of assets represents the Funding Shortfall.

Method for Accrued Benefits

The actuarial present value of accumulated plan benefits is a measure of plan benefits that have been earned to date. This is not only a valuation of retirement benefits, but also of deferred vested, death, and disability benefits. Earnings and service for benefit purposes expected to be earned after the valuation date are excluded from this value.

The actuarial assumptions used to determine this value are identical to those used for the funding purposes with the exception of an interest rate of 7.0%.

Method of Asset Valuation

Plan assets are valued at fair market value.

In general, the actuarial value of assets must fall between 90% and 110% of the market value of assets.

Data

The valuation results are based upon participant census and financial data provided by the plan sponsor. The data was tested for reasonableness and consistency with the prior valuation.

Actuarial Assumptions

The following actuarial assumptions were employed in the determination of the liabilities and annual contributions of the plan as developed in accordance with the funding methods described in this report.

1. The rates of mortality will be in accordance with the Combined Static Mortality Table for males and females.
2. The MAP-21 adjusted interest rates used for determining the minimum funding requirements and the plan's AFTAP are developed as follows:

Segment	25-year average As of 9/30/11	90% - 110% Corridor	June 2012 Unadjusted Rate	MAP-21 Adjusted Rate
1	6.15%	5.54%	1.84%	5.54%
2	7.61%	6.85%	4.79%	6.85%
3	8.35%	7.52%	5.90%	7.52%

The Effective Interest Rate is 7.07%.

3. The interest rates used for determining the maximum tax deductible contribution are the 24-month average corporate bond segment rates for June 2012 as published by the IRS. The interest rate for this purpose is 5.21%.
4. Withdrawal prior to retirement is assumed to occur in accordance with Crocker Sarason Straight Table T-7.
5. The rates of mortality for disabled lives are based on the Disability Mortality Table per Revenue Ruling 96-7.
6. Retirement will occur at the later of age 65 or 5 years of service.
7. All plan participants have been included in the funding.
8. As required by Section 415 of the Internal Revenue Code, the determination of a participant's projected retirement benefit has been limited so that the amount does not exceed \$200,000 per year adjusted if necessary to recognize the participant's assumed retirement age, cost of living adjustments on the valuation date and optional forms of payment.

**HOPES WINDOWS, INC. PENSION PLAN
FOR SHOPMENS LOCAL 470**

EIN: 16-1184041

PLAN NO: 004

6/1/2012 – 5/31/2013 Plan Year

Schedule SB, Part V – Summary of Plan Provisions

Effective Date

May 30, 1960. Most recently restated June 1, 2011.

Plan Eligibility

Employees of Hope's Architectural Products, Inc. covered by the Shopmen's Local No. 470, AFL-CIO bargaining agreement participate in the Plan.

Effective June 1, 1996, employees of Hope's Security Products, Inc. covered by the Shopmen's Local No. 470, AFL-CIO bargaining agreement participate in the Plan.

Normal Retirement

Normal Retirement occurs at age 65.

The monthly normal retirement benefit is equal to the applicable benefit multiplier in effect as of termination retirement, death or disability multiplied by Years of Credited Service.

The negotiated benefit multipliers are as follows:

Hope's Architectural Products, Inc.

Effective May 2, 2005	17.75
Effective June 25, 2006	18.00
Effective June 24, 2007	18.25
Effective May 5, 2008	18.50
Effective June 21, 2009	18.75
Effective June 21, 2010	19.00
Effective June 30, 2011	19.75

Hope's Security Products, Inc.

Effective June 1, 2005	9.50
Effective June 1, 2006	9.75
Effective June 1, 2007	10.00
Effective June 1, 2008	10.25
Effective June 1, 2009	10.75
Effective June 1, 2010	11.25

Effective June 1, 2011	11.75
Effective June 1, 2012	12.50

Early Retirement

Early retirement is permitted upon the attainment of age 55 and 10 years of service.

The early retirement benefit is based on service at the time of retirement. The benefit is reduced by 0.5% for each month early retirement precedes normal retirement.

Late Retirement

Late retirement is permitted.

The late retirement benefit is equal to the greater of the benefit computed as of the employee's late retirement date or the actuarial equivalent of the employee's normal retirement benefit.

Disability Retirement

Disability retirement is available for any disabled employee upon the age of 50 and who has completed 10 years of Credited Service and is receiving Social Security disability payments.

The disability benefit is based on service at the time of disability with no reduction.

Termination Benefits

Upon termination after 5 years or upon attainment of age 65, a participant is fully vested in his accrued benefit.

The accrued benefit is equal to the benefit developed under the normal retirement formula based on service to date of termination.

Pre-Retirement Spouse's Benefit

Upon the death of an active participant eligible for early retirement but prior to normal retirement, the surviving spouse will receive 50% of the accrued benefit reduced for early retirement and a 50% joint and survivor annuity.

The Retirement Equity Act (REA) requires the plan to allow a pre-retirement spouse's benefit for a vested participant prior to eligibility for early retirement. The surviving spouse will receive 50% of the accrued benefit the participant has accrued on the day before his death reduced for the 50% joint and survivor form of payment. This death benefit is payable on the date in which the participant would have been eligible for early retirement and is subject to an early retirement reduction on that date.

Payments of Benefits

The benefit is payable for the lifetime of the retired participant. The married participant is deemed to have elected a 50% joint and survivor option. This benefit is the actuarial equivalent of the normal retirement benefit.

**HOPE'S WINDOWS, INC. PENSION PLAN
FOR EMPLOYEES WITHIN THE BARGAINING UNIT
REPRESENTED BY SHOPMEN'S LOCAL NO. 470, AFL-CIO**

EIN: 16-1184041

PLAN NO: 004

6/1/2012 - 5/31/2013 Plan Year

Schedule SB, line 26 - Schedule of Active Participant Data

Years of credited service:

	Under 1		1 to 4		5 to 9		10 to 14		15 to 19		20 to 24		25 to 29	
Attained Age	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.
Under 25	16		5		2		0		0		0		0	
25 to 29	5		9		4		0		0		0		0	
30 to 34	6		4		6		5		0		0		0	
35 to 39	5		2		3		13		0		0		0	
40 to 44	0		2		0		5		2		0		0	
45 to 49	2		4		3		3		4		3		1	
50 to 54	4		3		4		6		4		1		8	
55 to 59	1		2		3		6		5		3		1	
60 to 64	0		2		0		2		2		1		1	
65 to 69	0		0		1		0		0		0		0	
70 & up	0		0		0		0		0		0		0	

	30 to 34		35 to 39		40 & up	
Attained Age	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.
Under 25	0		0		0	
25 to 29	0		0		0	
30 to 34	0		0		0	
35 to 39	0		0		0	
40 to 44	0		0		0	
45 to 49	0		0		0	
50 to 54	2		0		0	
55 to 59	4		0		0	
60 to 64	0		0		0	
65 to 69	1		0		0	
70 & up	0		0		0	

**HOPES WINDOWS, INC. PENSION PLAN
FOR SHOPMENS LOCAL 470**

EIN: 16-1184041

PLAN NO: 004

6/1/2012 – 5/31/2013 Plan Year

Schedule SB, line 32 – Schedule of Amortization Bases

1.	Funding Target	\$ 3,953,820
2.	Adjusted Plan Assets	
	a) Actuarial Value of Assets	3,763,884
	b) Funding Standard Carryover Balance	0
	c) Prefunding Balance	104,652
	d) Adjusted Assets: (a) - (b) - (c)	3,659,232
3.	Funding Shortfall / (Excess): (1) - (2)(d)	294,588
4.	Exemption From New Shortfall Amortization Base	
	a) Target Liability Percentage	100%
	b) Shortfall Funding Target (1) x (a)	3,953,820
	c) Exempt if [(2)(a) – (2)(c)] ≥ (4)(b)	No
5.	Shortfall Amortization Base: 4(b) – 2(d)	\$ 294,588

Shortfall Amortization Charge

<u>Date</u>	<u>Base</u>	<u>Current Amount</u>	<u>Amortization Period Remaining</u>	<u>Shortfall Amortization Charge</u>
6/1/08	\$ 362,185	\$ 172,134	3	\$ 60,498
6/1/09	\$ 40,553	\$ 25,310	4	\$ 6,848
6/1/10	\$ 209,749	\$ 156,595	5	\$ 34,784
6/1/11	\$ 261,254	\$ 217,201	6	\$ 41,610
6/1/12	\$ (276,652)	\$ (276,652)	7	\$ (46,955)
		\$ 294,588		\$ 96,785

**THE HOPE'S WINDOWS PENSION PLAN
FOR EMPLOYEES WITHIN THE BARGAINING
UNITS REPRESENTED BY SHOPMEN'S
LOCAL NO. 470, AFL, CIO
FORM 5500, SCHEDULE H, LINE 4i
EMPLOYER ID #16-1184041; PLAN #004
SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES
AS OF MAY 31, 2013**

Page 11

(a)	(b)	(c)	(d)	(e)
	Identity of issue, borrower, Lessor or similar party	Description of investment including maturity date, rate of interest, collateral, par or maturity value	Cost	Current value
	Manning & Napier Fund, Inc.	5,982.736 shares Real Estate Series	\$ 50,938	\$ 92,673
	Manning & Napier Fund, Inc.	65,271.934 shares Core Plus Bond	661,639	737,573
	Manning & Napier Fund, Inc.	11,675.833 shares International Series	93,840	106,250
	Manning & Napier Fund, Inc.	4,542.316 shares Life Sciences Series	42,343	63,002
	Manning & Napier Fund, Inc.	8,536.837 shares Small Cap Series	77,508	100,905
	Manning & Napier Fund, Inc.	4,976.323 shares Technology Series	41,344	62,105
	Manning & Napier Fund, Inc.	6,093.050 shares World Opportunities Series	45,697	50,511
	Manning & Napier Fund, Inc.	2,887.784 shares Emerging Markets Fund	29,024	34,162
	Manning & Napier Fund, Inc.	2,786.262 shares Inflation Focus Equity Fund	28,121	32,014
	Manning & Napier Fund, Inc.	12,594.412 shares High Yield Bond Series	134,821	140,050
	Manning & Napier Fund, Inc.	12,655 shares Global Fixed Income	126,423	124,525
	Accor Sa LTD Acrff	470 shares	13,925	16,699
	Adecco Sa-Reg	300 shares	13,054	16,818
	Alcoa Incorporated	2,790 shares	27,372	23,715
	Apache Corp	100 shares	9,448	8,213
	Autodesk, Inc.	410 shares	11,720	15,469
	Baker Hughes, Inc.	760 shares	33,195	34,565
	Banco Santander	1 shares	6	7
	Becton Dickinson & Co.	230 shares	16,504	22,683
	Biomed Realty Trust, Inc.	310 shares	5,679	6,488
	Caterpillar Inc Del	380 shares	31,515	32,604
	Cerner Corporation	440 shares	24,790	43,190
	Corporate Offices Property Trust	250 shares	6,435	6,658
	Digital Realty Trust, Inc.	90 shares	5,011	5,482
	Directv Group, Inc.	800 shares	37,787	48,952
	Disney Walt Co Com Disney	710 shares	22,673	44,787
	Dupont Fabros Technology	300 shares	6,550	7,269
	EMC Corp Mass Com	3,220 shares	68,315	79,727
	Electronic Arts Inc.	2,450 shares	48,651	56,326
	Eog Resources, Inc.	110 shares	11,262	14,201
	Google Inc	40 shares	18,660	34,849
	Hess Corporation	1,500 shares	74,993	101,115
	Johnson & Johnson Com	380 shares	26,246	31,988
	Joy Global Inc	290 shares	15,372	15,683
	Juniper Networks	2,730 shares	53,433	48,403
	Kraft Foods Com	257 shares	8,031	14,168
	McGraw Hill Companies Inc	620 shares	34,520	33,821
	Mondelez Intl Inc	770 shares	14,857	22,696

See accompanying independent auditor's report.

**THE HOPE'S WINDOWS PENSION PLAN
FOR EMPLOYEES WITHIN THE BARGAINING
UNITS REPRESENTED BY SHOPMEN'S
LOCAL NO. 470, AFL, CIO
FORM 5500, SCHEDULE H, LINE 4i
EMPLOYER ID #16-1184041; PLAN #004
SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES (CONT'D)
AS OF MAY 31, 2013**

Page 12

(a)	(b)	(c)	(d)	(e)
	Identity of issue, borrower, Lessor or similar party	Description of Investment including maturity date, rate of interest, collateral, par or maturity value	Cost	Current value
	Monsanto Co New	310 shares	\$ 19,755	\$ 31,198
	News Corporation Class A	830 shares	13,719	26,651
	Nova Nordisk A/S	100 shares	15,832	16,975
	Pall Corp	320 shares	17,529	21,824
	Peabody Energy Corp	840 shares	16,804	16,523
	Qiagen N.V.	690 shares	11,256	12,889
	Qualcomm Incorporated	490 shares	24,093	31,105
	Range Resources Corp	230 shares	13,582	17,291
	Schlumberger LTD	480 shares	31,100	35,054
	Starz - Liberty Capital	910 shares	21,099	21,003
	Syngenta CHF10	50 shares	14,924	19,670
	Telenor ASA ORD	1,780 shares	28,583	28,626
	Time Warner Inc (New)	710 shares	22,068	41,443
	Unilever Plc ADR New	827 shares	21,606	34,742
	Verifone Holdings	930 shares	24,335	21,697
	Viacom Inc New Cl B	680 shares	39,120	44,805
	Weatherford Intl (New)	2,460 shares	38,841	33,185
	Yum Brands Inc Com	240 shares	15,906	16,260
	American Express Cr Corp Minbe	Note 2.75% due 9/15/2015	36,928	36,505
	Bottling Group	Note 5.50% due 4/1/2016	40,426	39,344
	CVS Caremark Corp	Note 4.875% due 9/15/2014	21,331	21,084
	Caterpillar Inc	Note 1.5% due 6/26/2017	40,684	40,226
	Citigroup Inc Sr	Note 5.3% due 1/07/2016	22,173	21,951
	Comcast Corp New	Note 6.5% due 1/15/2015	39,725	38,282
	Conocophillips Gtd	Note 4.6% due 1/15/2015	21,512	21,261
	Walt Disney Company	Note 1.35% due 8/16/2016	20,433	20,310
	General Electric Corsr	Note 2.1% due 1/7/2014	40,774	40,422
	General Mills Inc	Note 5.25% due 8/15/2013	36,707	35,327
	Goldman Sachs Group Inc	Note 2.375% due 1/22/2018	20,275	20,104
	Hewlett-Pack Co	Note 2.12% due 9/13/2015	40,731	40,845
	Intel Corp	Note 1.95% due 10/1/2016	20,747	20,654
	Kroger Co	Note 7.5% due 1/15/2014	21,182	20,830
	McDonalds Corp	Note 5.35% due 3/1/2018	17,954	17,627
	Pfizer Inc	Note 5.35% due 3/15/2015	21,911	21,621
	Texas Instruments Inc	Note 1.375% due 5/15/2014	40,632	40,367
	United Technologies Corp	Note 1.8% due 6/1/2017	41,028	40,797
	Verizon Communications	Note 5.55% due 2/15/2016	40,630	39,087
	Wast Management Inc	Note 2.6% due 9/1/2016	20,979	20,824
	US Treasury	Note 2.250% due 11/30/2017	107,750	105,875

See accompanying independent auditor's report.

**THE HOPE'S WINDOWS PENSION PLAN
FOR EMPLOYEES WITHIN THE BARGAINING
UNITS REPRESENTED BY SHOPMEN'S
LOCAL NO. 470, AFL, CIO
FORM 5500, SCHEDULE H, LINE 4i
EMPLOYER ID #16-1184041; PLAN #004
SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES (CONT'D)
AS OF MAY 31, 2013**

Page 13

(a)	(b)	(c)	(d)	(e)
	Identity of issue, borrower, Lessor or similar party	Description of investment including maturity date, rate of interest, collateral, par or maturity value	Cost	Current value
	US Treasury	Note 2.375% due 7/31/2017	\$ 140,481	\$ 138,217
	US Treasury	Note 3.00% due 2/28/2017	55,270	54,200
	Federated Prime Cash Obligations	102,508.310 shares	112,792	112,792
	Federal Home Loan Mortgage	3.75% due 3/27/2019	41,336	40,748
	Federal Home Loan Mortgage	2.375% due 1/13/2022	46,205	45,756
	Federal Home Loan Mortgage	6.25% due 7/15/2032	64,547	63,525
	Federal Natl Mtg Assn Pool	6.00% 10/01/38	32,846	32,811
	Federal Natl Mtg Assn	4.5% due 8/01/2040	95,731	96,609
	Federal Natl Mtg Assn	5.375% due 6/12/2017	154,323	153,157
			<u>\$ 3,819,899</u>	<u>\$ 4,242,447</u>

THE HOPE'S WINDOWS PENSION PLAN
FOR EMPLOYEES WITHIN THE BARGAINING
UNITS REPRESENTED BY SHOPMEN'S
LOCAL NO. 470, AFL, CIO
EMPLOYER ID #16-1184041; PLAN #004
FORM 5500, SCHEDULE H, ITEM 4(j)
SCHEDULE OF REPORTABLE TRANSACTIONS
YEAR ENDED MAY 31, 2013

Page 14

(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)
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Category 3 - Series of transactions in same security exceeds 5% of value										
Identity of party involved	Description of Asset	Purchase Price		Selling Price	Lease Rental	Expense incurred with transaction		Current value of asset on transaction date		Net gain or (loss)
								Cost of Asset		
Federated Prime	Cash Obligations Fund #851		\$ 1,814,746	N/A	N/A	N/A		\$ 1,814,746	\$ 1,814,746	N/A
Federated Prime	Cash Obligations Fund #851		N/A	\$ 1,870,146	N/A	N/A		\$ 1,870,146	\$ 1,870,146	N/A

See accompanying independent auditor's report.

**SCHEDULE SB
(Form 5500)**Department of the Treasury
Internal Revenue ServiceDepartment of Labor
Employee Benefits Security Administration
Pension Benefit Guaranty Corporation**Single-Employer Defined Benefit Plan
Actuarial Information**

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500 or 5500-SF.**

OMB No. 1210-0110

2012**This Form is Open to Public
Inspection**

For calendar plan year 2012 or fiscal plan year beginning 06/01/2012 and ending 05/31/2013

▶ **Round off amounts to nearest dollar.**▶ **Caution:** A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan Hopes Windows, Inc. Pension Plan for Shopmens Local 470	B Three-digit plan number (PN) ▶ 004
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF Hopes Windows, Inc.	D Employer Identification Number (EIN) 16-1184041
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	F Prior year plan size: ☐ 100 or fewer ☒ 101-500 ☐ More than 500

Part I Basic Information

1 Enter the valuation date: Month <u>6</u> Day <u>1</u> Year <u>2012</u>		
2 Assets:		
a Market value	2a	3,763,884
b Actuarial value	2b	3,763,884
3 Funding target/participant count breakdown:	(1) Number of participants	(2) Funding Target
a For retired participants and beneficiaries receiving payment.....	3a 94	2,119,679
b For terminated vested participants.....	3b 76	421,302
c For active participants:		
(1) Non-vested benefits	3c(1)	62,487
(2) Vested benefits	3c(2)	1,350,352
(3) Total active.....	3c(3) 181	1,412,839
d Total.....	3d 351	3,953,820
4 If the plan is in at-risk status, check the box and complete lines (a) and (b)..... ☐		
a Funding target disregarding prescribed at-risk assumptions	4a	
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor	4b	
5 Effective interest rate	5	7.07
6 Target normal cost	6	85,395

Statement by Enrolled Actuary

To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

SIGN HERE <u>Don J. Boetger</u> Signature of actuary Don J. Boetger, EA MAAA Type or print name of actuary Boetger & Associates, Inc. Firm name 1030 State Street, Suite 2 Erie PA 16501 Address of the firm	<u>2/4/14</u> Date 11-03998 Most recent enrollment number (814) 871-5900 Telephone number (including area code)
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If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions ☐

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

Schedule SB (Form 5500) 2012
v. 120126

Part II Beginning of Year Carryover Prefunding Balances

	(a) Carryover balance	(b) Prefunding balance
7 Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	0	132,945
8 Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	132,945
9 Amount remaining (line 7 minus line 8)	0	0
10 Interest on line 9 using prior year's actual return of <u>2.88</u> %		
11 Prior year's excess contributions to be added to prefunding balance:		
a Present value of excess contributions (line 38a from prior year)		98,990
b Interest on (a) using prior year's effective interest rate of <u>5.72</u> % except as otherwise provided (see instructions)		5,662
c Total available at beginning of current plan year to add to prefunding balance		104,652
d Portion of (c) to be added to prefunding balance		104,652
12 Other reductions in balances due to elections or deemed elections	0	0
13 Balance at beginning of current year (line 9 + line 10 + line 11d - line 12)	0	104,652

Part III Funding Percentages

14 Funding target attainment percentage	14	92.54 %
15 Adjusted funding target attainment percentage	15	92.54 %
16 Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	84.65 %
17 If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and Liquidity Shortfalls**18** Contributions made to the plan for the plan year by employer(s) and employees:

(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
09/17/2012	60,000				
12/17/2012	60,000				
03/18/2013	60,000				
Totals ▶			18(b)	180,000	18(c) 0

19 Discounted employer contributions - see instructions for small plan with a valuation date after the beginning of the year:

a Contributions allocated toward unpaid minimum required contributions from prior years	19a	0
b Contributions made to avoid restrictions adjusted to valuation date	19b	0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	173,435

20 Quarterly contributions and liquidity shortfalls:

- a** Did the plan have a "funding shortfall" for the prior year? ☒ Yes ☐ No
- b** If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner? ☒ Yes ☐ No
- c** If line 20a is "Yes," see instructions and complete the following table as applicable:

Liquidity shortfall as of end of quarter of this plan year

(1) 1st	(2) 2nd	(3) 3rd	(4) 4th
0	0	0	0

Part V Assumptions Used to Determine Funding Target and Target Normal Cost**21** Discount rate:**a** Segment rates:1st segment:
5.54 %2nd segment:
6.85 %3rd segment:
7.52 %☐ N/A, full yield curve used**b** Applicable month (enter code).....**21b**

0

22 Weighted average retirement age**22**

65

23 Mortality table(s) (see instructions) ☒ Prescribed - combined☐ Prescribed - separate☐ Substitute**Part VI Miscellaneous Items****24** Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment..... ☐ Yes ☒ No**25** Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment..... ☐ Yes ☒ No**26** Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment..... ☒ Yes ☐ No**27** If the plan is subject to alternative funding rules, enter applicable code and see instructions regarding attachment.....**27****Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years****28** Unpaid minimum required contributions for all prior years..... **28** 0**29** Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a)..... **29** 0**30** Remaining amount of unpaid minimum required contributions (line 28 minus line 29)..... **30** 0**Part VIII Minimum Required Contribution For Current Year****31** Target normal cost and excess assets (see instructions):**a** Target normal cost (line 6)..... **31a** 85,395**b** Excess assets, if applicable, but not greater than line 31a..... **31b** 0**32** Amortization installments:

Outstanding Balance

Installment

a Net shortfall amortization installment..... 294,588 96,785**b** Waiver amortization installment..... 0 0**33** If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount..... **33** 0**34** Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)..... **34** 182,180

	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement.....	0	104,652	104,652

36 Additional cash requirement (line 34 minus line 35)..... **36** 77,528**37** Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)..... **37** 173,435**38** Present value of excess contributions for current year (see instructions)**a** Total (excess, if any, of line 37 over line 36)..... **38a** 95,907**b** Portion included in line 38a attributable to use of prefunding and funding standard carryover balances..... **38b** 0**39** Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)..... **39** 0**40** Unpaid minimum required contributions for all years..... **40** 0**Part IX Pension Funding Relief Under Pension Relief Act of 2010 (See Instructions)****41** If an election was made to use PRA 2010 funding relief for this plan:**a** Schedule elected..... ☐ 2 plus 7 years ☐ 15 years**b** Eligible plan year(s) for which the election in line 41a was made..... ☐ 2008 ☐ 2009 ☐ 2010 ☐ 2011**42** Amount of acceleration adjustment..... **42****43** Excess installment acceleration amount to be carried over to future plan years..... **43**