Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

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

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

OMB Nos. 1210-0110
1210-0089

2013

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

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

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

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

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

Part II Basic Plan Information—enter all requested information

1a Name of plan
MADELAINE CHOCOLATE NOVELTIES, INC. UNION PENSION PLAN TRUST

1b Three-digit plan number (PN) ▶ 002

1c Effective date of plan 01/01/1982

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

MADELAINE CHOCOLATE NOVELTIES, INC.

96-03 BEACH CHANNEL DRIVE
ROCKAWAY BEACH, NY 11693

2b Employer Identification Number (EIN)
11-1844700

2c Sponsor's telephone number
718-945-1500

2d Business code (see instructions)
311300

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/14/2014	JORGE FARBER
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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

Preparer's telephone number (optional)

3a Plan administrator's name and address ☐ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address

MADELAINE CHOCOLATE NOVELTIES, INC.

96-03 BEACH CHANNEL DRIVE
ROCKAWAY BEACH, NY 11693

3b Administrator's EIN: 11-1844700

3c Administrator's telephone number: 718-945-1500

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**	383
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**	151
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	207
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	358
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	0
f	Total. Add lines **6d** and **6e**.	**6f**	358
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**	0
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:
1B 3D

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

9a Plan funding arrangement (check all that apply)

- (1) ☐ Insurance
- (2) ☐ Code section 412(e)(3) insurance contracts
- (3) ☒ 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) ☐ 0 **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

2013

This Form is Open to Public Inspection

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

▶ **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
MADELAINE CHOCOLATE NOVELTIES, INC. UNION PENSION PLAN TRUST

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF
MADELAINE CHOCOLATE NOVELTIES, INC.

D Employer Identification Number (EIN)
11-1844700

E Type of plan: [X] Single [ ] Multiple-A [ ] Multiple-B

F Prior year plan size: [ ] 100 or fewer [X] 101-500 [ ] More than 500

Part I Basic Information

1	Enter the valuation date: Month 01 Day 01 Year 2013			
2	Assets:			
	a Market value	**2a**		2382605
	b Actuarial value	**2b**		2382605
3	Funding target/participant count breakdown:		**(1)** Number of participants	**(2)** Funding Target
	a For retired participants and beneficiaries receiving payment	**3a**	0	0
	b For terminated vested participants	**3b**	369	2621294
	c For active participants:			
	(1) Non-vested benefits	**3c(1)**		0
	(2) Vested benefits	**3c(2)**		105612
	(3) Total active	**3c(3)**	15	105612
	d Total	**3d**	384	2726906
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**		6.77 %
6	Target normal cost	**6**		1709

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 — Date: 10/06/2014

WILLIAM E. BUCKHEIT, F.C.A. — Type or print name of actuary

14-03076 — Most recent enrollment number

SENTINEL BENEFITS GROUP, LLC — Firm name

516-333-2800 — Telephone number (including area code)

538 BROADHOLLOW ROAD
MELVILLE, NY 11747

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 [ ]

Part II Beginning of Year Carryover and Prefunding Balances

		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	0	8968
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	0
9	Amount remaining (line 7 minus line 8)	0	8968
10	Interest on line 9 using prior year's actual return of 11.77 %	0	1056
11	Prior year's excess contributions to be added to prefunding balance:		
	a Present value of excess contributions (line 38a from prior year)		0
	b Interest on (a) using prior year's effective interest rate of 7.10 % except as otherwise provided (see instructions)		0
	c Total available at beginning of current plan year to add to prefunding balance		0
	d Portion of (c) to be added to prefunding balance		0
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	10024

Part III Funding Percentages

14	Funding target attainment percentage	14	87.00 %
15	Adjusted funding target attainment percentage	15	87.37 %
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	89.09 %
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
09/12/2014	130000	0			
			Totals ► 18(b)	130000	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	112234

20 Quarterly contributions and liquidity shortfalls:

a Did the plan have a "funding shortfall" for the prior year? [X] Yes [ ] No

b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner? [ ] Yes [X] 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:	2nd segment:	3rd segment:	
5.23%	6.51%	7.16 %	☐ N/A, full yield curve used

b Applicable month (enter code)	**21b**	0
22 Weighted average retirement age	**22**	66

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**	1709
b Excess assets, if applicable, but not greater than line 31a	**31b**	0

32 Amortization installments:

	Outstanding Balance	Installment
a Net shortfall amortization installment	354325	108441
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**	
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)	**34**	110150

	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement	0	0	0

36 Additional cash requirement (line 34 minus line 35)	**36**	110150
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	**37**	112234

38 Present value of excess contributions for current year (see instructions)

a Total (excess, if any, of line 37 over line 36)	**38a**	2084
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)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ **File as an attachment to Form 5500.**	**2013** **This Form is Open to Public Inspection.**

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

A Name of plan MADELAINE CHOCOLATE NOVELTIES, INC. UNION PENSION PLAN TRUST	**B** Three-digit plan number (PN) ▶ 002
C Plan sponsor's name as shown on line 2a of Form 5500 MADELAINE CHOCOLATE NOVELTIES, INC.	**D** Employer Identification Number (EIN) 11-1844700

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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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)

MORGAN STANLEY SMITH BARNEY

ONE PENN PLAZA
43RD FLOOR
NEW YORK, NY 10119

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28	NONE	12011	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] No [ ]

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

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

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

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

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

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

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

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

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

2013

This Form is Open to Public Inspection

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

A Name of plan
MADELAINE CHOCOLATE NOVELTIES, INC. UNION PENSION PLAN TRUST

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
MADELAINE CHOCOLATE NOVELTIES, INC.

D Employer Identification Number (EIN)
11-1844700

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)	232310	130000
(2) Participant contributions	1b(2)		
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	258610	194756
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)		
(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)	2094213	1912502
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	2585133	2237258
Liabilities			
g Benefit claims payable	1g	191700	63830
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through1j)	1k	191700	63830
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	2393433	2173428

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)	130000	
(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)		130000
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	30	
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)		
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		30
(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	69448	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		69448
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)	1456362	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	1342309	
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		114053
(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
(B) Other	2b(5)(B)	30907	
(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		30907

		(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		344438
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	552432	
(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)		552432
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)	12011	
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		12011
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		564443
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		-220005
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) [X] Unqualified **(2)** [ ] Qualified **(3)** [ ] Disclaimer **(4)** [ ] Adverse

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

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

(1) Name: RONNIE MILLMAN ZOLIN CPA, PC **(2)** EIN: 11-3347081

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

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

Part IV Compliance Questions

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

During the plan year:

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

			Yes	No	Amount
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		500000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j	X		
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m			
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n			

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

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

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

5c If the plan is a defined benefit plan, is it covered under the PBGC insurance program (see ERISA section 4021)? ..... ☒ Yes ☐ No ☐ Not determined

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

2013

This Form is Open to Public Inspection.

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

A Name of plan
MADELAINE CHOCOLATE NOVELTIES, INC. UNION PENSION PLAN TRUST

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
MADELAINE CHOCOLATE NOVELTIES, INC.

D Employer Identification Number (EIN)
11-1844700

Part I Distributions

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

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

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

EIN(s): 11-6422970

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** 26

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

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

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

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

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

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

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

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

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

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

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

Part III Amendments

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

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

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

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

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

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

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

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

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

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

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

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

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

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

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

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

a Enter the percentage of plan assets held as:
Stock: 00% 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):

RONNIE MILLMAN ZOLIN
CERTIFIED PUBLIC ACCOUNTANT

63 WATERBURY LANE
WESTBURY, NEW YORK 11590
TEL: 516-333-1238
FAX: 516-338-7516

October 13, 2014

MADELAINE CHOCOLATE NOVELTIES, INC.
96-03 Beach Channel Drive
Rockaway Beach, NY 11693

2013 REPORT OF INDEPENDENT ACCOUNTANTS

We have audited the statement of net assets available for plan benefits of **MADELAINE CHOCOLATE NOVELTIES, INC. UNION PENSION PLAN** as of December 31, 2013 and 2012, the related statement of changes in net assets available for plan benefits for the years then ended, the statement of accumulated plan benefits as of December 31, 2013 and December 31, 2012 and the related statements of changes in accumulated plan benefits for the years then ended. These financial statements are the responsibility of the Plan Administrator. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audit in accordance with generally accepted auditing standards. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial status of the Plan as of December 31, 2013, and changes in its financial status for the year then ended and information regarding net assets available for plan benefits and changes therein as of and for the years ended December 31, 2013 and 2012 in conformity with generally accepted accounting principles.

Our audit was conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental schedule of investments accompanying the financial statements is presented for purposes of complying with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is not a required part of the basic financial statements. The supplemental schedule has been subjected to the auditing procedures applied in the audit of the basic financial statements and, in our opinion, is fairly stated, in all material respects, in relation to the basic financial statements taken as a whole.

Very truly yours,

RONNIE MILLMAN ZOLIN
CERTIFIED PUBLIC ACCOUNTANT

RMZ:jyz
Enclosures

Statement 1

MADELAINE CHOCOLATE NOVELTIES, INC. UNION PENSION PLAN

STATEMENT OF NET ASSETS AVAILABLE FOR PLAN BENEFITS

AS OF DECEMBER 31, 2013 AND DECEMBER 31, 2012

	December 31, 2013	December 31, 2012
Assets		
Investments, at fair value (Note 5)		
Marketable Securities - Mutual Funds	1,912,502	2,094,213
Total Investments	1,912,502	2,094,213
Receivables		
Employer's contribution	130,000	232,310
Total Receivables	130,000	232,310
Cash		
Money Market Accounts	194,756	258,610
Total Cash	194,756	258,610
Total Assets	2,237,258	2,585,133
Liabilities		
Benefits Payable	63,830	191,700
Net Assets Available for Plan Benefits	2,173,428	2,393,433

The accompanying notes are an integral part of the financial statements.

MADELAINE CHOCOLATE NOVELTIES, INC. UNION PENSION PLAN

STATEMENT OF CHANGES IN NET ASSETS

AVAILABLE FOR PLAN BENEFITS

FOR THE YEARS ENDED DECEMBER 31, 2013 AND DECEMBER 31, 2012

	December 31, 2013	December 31, 2012
Additions:		
Dividend Income	69,448	78,780
Interest Income	30	18
Employer's contribution	130,000	232,310
Investment Gain(Loss) on Sale of Securities	114,053	72,421
Unrealized appreciation (depreciation) of assets	30,907	76,578
Total Additions	344,438	460,107
Deductions:		
Benefits paid directly to participants	552,432	318,328
Management Fees	12,011	11,927
Total Deductions	564,443	361,255
Net Increase (Decrease) during year	(220,005)	98,852
Net assets available for plan benefits at beginning of year	2,393,433	2,294,581
Net assets available for plan benefits at end of year	2,173,428	2,393,433

The accompanying notes are an integral part of the financial statements.

MADELAINE CHOCOLATE NOVELTIES, INC. UNION PENSION PLAN

STATEMENT OF ACCUMULATED PLAN BENEFITS

AS OF DECEMBER 31, 2013 AND DECEMBER 31, 2012

	December 31, 2013	December 31, 2012
Actuarial present value of accumulated plan benefits:		
Vested benefits		
Participants currently receiving payments	0	0
Other participants	1,841,104	1,965,296
Nonvested benefits	0	0
Total actuarial present value of accumulated plan benefits	1,841,104	1,965,296

The accompanying notes are an integral part of the financial statements.

MADELAINE CHOCOLATE NOVELTIES, INC. UNION PENSION PLAN

STATEMENT OF CHANGES IN ACCUMULATED PLAN BENEFITS

FOR THE YEARS ENDED DECEMBER 31, 2013 AND 2012

	December 31, 2013	December 31, 2012
Actuarial present value of accumulated plan benefits at beginning of year	1,965,296	1,916,946
Increase (decrease) during the year attributable to:		
Benefits paid	(552,431)	(349,328)
Benefits accumulated	280,842	253,907
Decrease in Discount Period	147,397	143,771
Net increase (decrease)	(124,192)	48,350
Actuarial present value of accumulated plan benefits at end of year	1,841,104	1,965,296

The accompanying notes are an integral part of the financial statements.

MADELAINE CHOCOLATE NOVELTIES, INC. UNION PENSION PLAN

NOTES TO FINANCIAL STATEMENTS

AS AT DECEMBER 31, 2013

1. Description of Plan:

The following brief description of MADELAINE CHOCOLATE NOVELTIES, INC. UNION PENSION PLAN is provided for general information purposes only. Participants should refer to the Plan agreement for more complete information.

The Plan is a defined benefit plan covering the union employees of MADELAINE CHOCOLATE NOVELTIES, INC. The Plan is noncontributory on the part of the employees and is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). Eligible employees participate in the Plan on the entry date (January 1) nearest completion of twelve months of continuous employment with the Company and attainment of age 21.

Upon termination of employment for any reason other than retirement, death or disability, participants are entitled to the following vested percentage of their accrued benefit:

Years of Service	Vested Percentage
Less than 5 years	0
5	100

Retirement Benefit

Subject to the top heavy provisions and those governing limitations on benefits, each Participant shall be eligible to retire upon attaining his or her Normal Retirement Age and shall thereafter be entitled to receive a monthly Normal Form of Retirement Income equal to eight dollars and forty cents ($8.40) multiplied by his or her full Years of Service to a maximum of twenty-five (25) years: such benefit to be reduced by any monthly pension payable by the Pension Benefit Guaranty Corporation.

The monthly benefit of each Participant shall not be less than the largest periodic benefit that would have been payable to the Participant upon separation from Service at or prior to Normal Retirement Age under the Plan exclusive of Social Security supplements, premiums on disability or term insurance, and the value of Disability benefits not in excess of the Normal Retirement Benefit. For purposes of comparing periodic benefits in the same form, commencing prior to and at Normal Retirement Age, the greater benefit is determined by converting the benefit payable prior to Normal Retirement Age into the same form of annuity benefit payable at Normal Retirement Age and comparing the amount of such annuity payments.

Benefits shall be payable in the normal form or the Actuarial Equivalent thereof or in one of the optional forms of payment permitted by the Plan.

The nonvested portion of any employee's accrued benefits is used to reduce the Company's contribution for future plan years.

Upon retirement, the employee is entitled to a normal retirement pension consisting of a monthly annuity for life or the employee may elect one of the following methods of benefit payment.

(a) A lump sum payment;

(b) A joint and survivor annuity for the life of the employee and for the life of another person, providing a survivor annuity which is either 50% or 100% of the amount of the employee's annuity;

(c) A period certain and continuous annuity based upon the employee's life expectancy, as of his income commencement date, providing the income to continue to the participant's beneficiary should his death occur during the period certain.

(d) Installments, providing periodic income to the participant's and/or beneficiary of varying amount, over a period of years.

Death Benefits:

Death benefits are paid to the employee's beneficiary in accordance with the form of benefit payment elected by the employee at retirement. Death benefits paid to the eligible spouse of any employee who dies before retirement equal 50% of the actuarial equivalent of the accrued benefit determined as of the date of death.

2. Summary of Significant Accounting Policies:

Basis of Accounting:

The accompanying financial statements have been prepared on the accrual basis of accounting.

Valuation of Investments:

Marketable Securities are stated at fair value. Securities are valued at the last reported sales price on the last business day of the plan year.

Actuarial Present Value of Accumulated Plan Benefits:

Accumulated plan benefits are those future periodic payments, including lump-sum distributions, that are attributable under the Plan's provisions to the service employees have rendered. 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 payable under all circumstances - retirement, death and termination of employment - are included, to the extent they are deemed attributable to employee service rendered to the valuation date.

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 (by means of decrements such as for death, withdrawal, or retirement) between the valuation date and the expected date of payment.

Actuarial Cost Method - Aggregate

Under the Pension Protection Act (PPA) of 2006, a new funding method is mandatory under Internal Revenue Code Section 430(a). The Company's annual Minimum Required Contribution is the sum of:

(a) Target Normal Cost – the actuarial present value of benefits expected to be earned by Active participants in the current plan year, PLUS

(b) Shortfall Amortization Payment – (i) the excess, if any, of the actuarial present value of benefits already earned by all participants over (ii) the actuarial value of plan assets, amortized over seven (7) plan years.

Rate of Investment Return – Under PPA, segmented interest rates are mandatory as defined under Internal Revenue Code Section 430 (h)(2). For purposes of accumulated plan benefits, the interest rates are defined in the plan as 7.5%.

Retirement Age - It is assumed that normal retirements will occur in the first month coincident with or following attainment of the later of age 65 and 5 years of participation.

Rates of Mortality - Under PPA, new mandatory mortality tables are required, based on the Applicable Mortality tables for the Plan Year. Separate rates apply for Males and Females, for pre-retirement and post-retirement years. Lump sum payments are based on the Applicable Unisex Mortality Table for the Plan Year. For purposes of accumulated plan benefits, the mortality table is defined as 1971 GAM.

3. Funding Policy:

The Company contributes on an annual basis such amounts as are necessary on an actuarial basis to provide the Plan with assets sufficient to meet the benefits to be paid to Plan members. In addition, all expenses incurred in the administration of the Plan are paid by the Company.

The yield on investments of the Plan serves to reduce future contributions that would otherwise be required to provide for the defined level of benefits under the Plan. Company contributions to 1999 met the minimum funding requirements of ERISA. Although it has not expressed any intention to do so, the Company has the right, under the Plan, to discontinue its contributions at anytime and to terminate the Plan subject to the provisions set forth in ERISA.

4. Plan Termination:

In the event the Plan terminates, the net assets of the Plan will be allocated as prescribed by ERISA and its related regulations, generally to provide the following benefits in the order indicated:

(a) Benefits attributable to employee contributions, if any, taking into account those paid out before termination.

(b) Annuity benefits under the Plan which former employees or their beneficiaries have been receiving for at least three years, or that employees eligible to retire for that three-year period would have been receiving if they had retired with benefits under the Plan. The priority amount is limited to the lowest benefit that was payable (or would have been payable) during those three years. The amount is further limited to the lowest benefit that would be payable under Plan provisions in effect at any time during the five years preceding Plan termination.

(c) Other vested benefits insured by the Pension Benefit Guaranty Corporation (PBGC) (a U.S. governmental agency) up to the applicable limitations (discussed below).

(d) All other vested benefits (that is, vested benefits not insured by the PBGC).

(e) All nonvested benefits.

The PBGC guarantees most vested normal age retirement benefits, early retirement benefits and certain disability and survivor's pensions. The PBGC does not guarantee all types of benefits under the Plan, and the amount of benefit protection is subject to certain limitations. Vested benefits under the Plan are guaranteed at the level in effect on the date of the Plan's termination subject to a statutory ceiling on the amount of an individual's monthly benefit that the PBGC guarantees.

Whether all participants receive their benefits should the Plan terminate at some future time, will depend on the sufficiency, at that time, of the Plan's net assets to provide those benefits and may also depend on the level of benefits guaranteed by the PBGC.

5. Investments:

The following presents the fair value of the Plan's investments. Investments that represent five percent or more of the total fund assets are separately identified:

	December 31, 2013 Fair Value		December 31, 2012 Fair Value	
American Europacific Growth Fund (formerly Europacific Growth Fund)	251,827	*	130,769	*
Artisan Midcap Value	57,869		43,103	
Baron Small Cap	38,627		43,894	
Blackrock Bond	436,201	*	40,688	
Davis New York Venture	174,269	*	191,166	*
Delaware Smallcap	39,441		43,280	
Goldman Sachs High Yield	113,958	*	41,632	
Ivy Mid Cap Growth	57,677		43,220	
Mainstay Large Cap Growth Fund (A)	211,629	*	298,420	*
PIMCO Emerging Markets	18,913		62,209	
PIMCO Short-Term	0		122,605	
PIMCO Total Return Fund	189,119	*	695,136	*
Schroder Emerging Markets	38,541		133,417	*
T Rowe Price International Bond Fund	56,837		163,697	*
Western Asset Money Market	227,594	*	40,977	
TOTAL	1,912,502		2,094,213	

*Investments that represent 5% or more of the Plan's assets.

6. Tax Status:

The United States Treasury Department advised on July 28, 1996 that the Plan constitutes a qualified plan under Section 1.401-1(b) (3) of the Internal Revenue Code. Accordingly, income of the Plan is exempt from federal taxes under the provisions of Section 501(a). Subsequently, on August 23, 2002, the plan as restated for GUST was submitted to the Internal Revenue Service for a determination letter. The IRS issued a favorable determination letter dated April 30, 2003.

MADELAINE CHOCOLATE NOVELTIES, INC. UNION PENSION PLAN
SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES
AS OF DECEMBER 31, 2013

Marketable Securities - Mutual Funds	Number of Shares	Cost	Value
*American Europacific Growth Fund	5059.966	219,406	251,827
Artisan Midcap Value	2143.281	50,141	57,869
Baron Small Cap	1110.288	28,703	38,627
*Blackrock Low Dur Bond	44738.571	440,357	436,201
*Davis New York Venture	4158.182	143,601	174,269
Delaware Smallcap	751.408	29,649	39,441
*Goldman Sachs High Yield	16005.343	116,087	113,958
Ivy Mid Cap Growth	2489.287	49,300	57,677
*Mainstay Large Cap Growth Fund (A)	21057.586	143,206	211,629
PIMCO Emerging Markets	1767.591	20,659	18,913
*PIMCO Total Return Fund	17691.240	194,047	189,119
Schroder Emerging Markets	2899.958	36,310	38,541
T Rowe Price International Bond Fund	5976.582	59,252	56,837
*Western Asset Money Market		227,594	227,594
TOTAL		1,758,312	1,912,502
TOTAL INVESTMENTS AT FAIR VALUE			1,912,502

*Investments that represent 5% or more of the Plan's assets.

The accompanying notes are an integral part of the financial statements.

MADELAINE CHOCOLATE NOVELTIES, INC. UNION PENSION PLAN
SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES
AS OF DECEMBER 31, 2012

Marketable Securities - Mutual Funds	Number of Shares	Cost	Value
*American Europacific Growth Fund	3,190.270	122,189	130,769
Artisan Midcap Value	2,073.235	43,265	43,103
Baron Small Cap	1,674.048	42,703	43,894
Blackrock Bond	3,413.443	40,862	40,688
*Davis New York Venture	5,438.571	175,691	191,166
Delaware Smallcap	1,066.012	41,768	43,280
Goldman Sachs High Yield	5,710.889	39,663	41,632
Ivy Mid Cap Growth	2,334.935	41,241	43,220
*Mainstay Large Cap Growth Fund (A)	38,555.526	241,073	298,420
PIMCO Emerging Markets	4,976.709	60,488	62,209
*PIMCO Short-Term	12,409.441	122,359	122,605
*PIMCO Total Return Fund	61,844.832	675,983	695,136
*Schroder Emerging Markets	9,724.262	121,021	133,417
*T Rowe Price International Bond Fund	25,289.523	161,647	163,697
Western Asset Money Market		40,977	40,977
TOTAL		1,970,930	2,094,213
TOTAL INVESTMENTS AT FAIR VALUE			2,094,213

*Investments that represent 5% or more of the Plan's assets.

The accompanying notes are an integral part of the financial statements.

MADELAINE CHOCOLATE NOVELTIES, INC. UNION PENSION PLAN
SCHEDULE OF REPORTABLE TRANSACTIONS
AS OF DECEMBER 31, 2013

Disclosure of Transactions

Identity of Party Involved	Purchase Price	Current Value of Asset on Transaction Date
Purchases		
Mutual Funds (at cost)	1,182,466	
Less Sales of Mutual Funds (at cost)	(1,395,084)	
NET INCREASE IN MUTUAL FUNDS	(212,618)	
TOTAL CURRENT VALUE OF ASSET ON TRANSACTION DATE		1,912,502

Sales & Redemptions	Purchase Price	Sales Price	Profit / Loss on Sale of Securities
See Attached	1,342,309	1,456,362	114,053

The accompanying notes are an integral part of the financial statements.

MADELAINE CHOCOLATE NOVELTIES, INC. UNION PENSION PLAN
SCHEDULE OF REPORTABLE TRANSACTIONS
AS OF DECEMBER 31, 2012

Disclosure of Transactions

Identity of Party Involved	Purchase Price	Current Value of Asset on Transaction Date
Purchases		
Mutual Funds (at cost)	767,933	
Less Sales of Mutual Funds (at cost)	755,719	
NET INCREASE IN MUTUAL FUNDS	12,214	
TOTAL CURRENT VALUE OF ASSET ON TRANSACTION DATE		2,094,213

Sales & Redemptions	Purchase Price	Sales Price	Profit / Loss on Sale of Securities
See Attached	739,414	811,835	72,421

The accompanying notes are an integral part of the financial statements.

	CAPITAL GAINS SCHEDULE					PAGE 1	
	NAME- MADELAINE #002 SALES					YEAR ENDED - 1/1 - 6/30/13	
		PURCHASES		SALES		LONG TERM	SHORT TERM
UNITS	SECURITIES	DATE	PRICE	DATE	PROCEED	GAIN(LOSS)	GAIN(LOSS)
219.532	ARTISAN MIDCAP	8/24/12	4,581.63	3/8/13	5,165.59	583.96	
170.820	BARON SMALL CAP	8/24/12	4,357.62	3/8/13	4,950.36	592.74	
3414.037	BLACKROCK	12/21/12	40,868.97	3/8/13	40,149.08	(719.89)	
980.094	DAVIS NEW YORK VENTURE Y	11/12/09	30,010.48	3/8/13	38,096.25	8,085.77	
96.000	DELAWARE SMALL CAP VALUE A	8/24/12	3,761.28	3/8/13	4,304.66	543.38	
169.507	IVY MID CAP GROWTH A	8/24/12	2,993.49	3/8/13	3,429.13	435.64	
7610.026	MAINSTAY LARGE CAP GRW A	11/12/09	44,277.45	3/8/13	63,924.22	19,646.77	
12436.806	PIMCO S/ T A	8/24/12	122,629.31	3/8/13	122,875.64	246.33	
37391.698	PIMCO TOTAL RETURN D	8/24/12	408,132.02	3/8/13	418,413.10	10,281.08	
3370.365	SCHRODER EMERGING MKT EQU	8/24/12	41,927.34	3/8/13	46,275.11	4,347.77	
9704.407	T ROWE PRICE INTL BOND ADV	10/7/11	97,036.83	3/8/13	93,841.59	(3,195.24)	
	TOTAL		800,576.42		841,424.73	40,848.31	
1061.131	DAVIS NY	11/12/09	3,249.73	5/1/2013	4,190.05	940.32	
478.708	MAINSTAY	6/4/10	2,728.64	5/1/2013	4,045.08	1,316.44	
17.800	AM EUROPACIFIC	6/4/10	593.99	5/1/2013	764.87	170.88	
	TOTAL		6,572.36		9,000.00	2,427.64	
	TOTALS OF THIS PAGE		807,148.78		850,424.73		
		NET LONG TERM GAIN OR (LOSS)				43,275.95	
		NET SHORT TERM GAIN OR (LOSS)					0.00
			TOTALS				

	CAPITAL GAINS SCHEDULE					PAGE 2	
	NAME- MADELAINE #002 SALES					YEAR ENDED - 1/1 - 6/30/13	
		PURCHASES		SALES		LONG TERM	SHORT TERM
UNITS	SECURITIES	DATE	COST	DATE	COST	GAIN(LOSS)	GAIN(LOSS)
308.657	AMERICAN EUROPACIFIC GRW F1	6/4/10	11,386.93	5/6/13	13,552.66	2,165.73	
175.641	ARTISAN MIDCAP VALUE INV	8/24/12	3,665.62	5/6/13	4,285.32	619.70	
135.444	BARON SMALL CAP RETAIL	8/24/12	3,455.18	5/6/13	4,064.07	608.89	
2718.037	BLACKROCK LOW DUR BD INV A	3/8/13	26,772.66	5/6/13	26,799.85	27.19	
151.884	DAVIS NEW YORK VENTURE Y	11/12/09	9,473.49	5/6/13	12,512.41	3,038.92	
68.572	DELAWARE SMALL CAP VALUE A	8/24/12	2,686.65	5/6/13	3,137.67	451.02	
720.826	GOLDMAN SACHS HIGH YLD A	1/3/11	5,312.14	5/6/13	5,431.57	119.43	
156.399	IVY MID CAP GROWTH A	8/24/12	2,762.01	5/6/13	3,192.47	430.46	
2124.205	MAINSTAY LARGE CAP GRW A	6/4/10	12,885.33	5/6/13	19,642.29	6,756.96	
375.173	PIMCO EMERGING MKTS BOND A	8/24/12	4,558.35	5/6/13	4,673.18	114.83	
1419.944	PIMCO TOTAL RETURN D	12/8/11	15,448.99	5/6/13	16,045.36	596.37	
344.175	SCHRODER EMERGING MKT EQU	8/24/12	4,281.54	5/6/13	4,708.29	426.75	
358.745	T ROWE PRICE INTL BOND ADV	12/8/11	3,583.87	5/6/13	3,526.60	(57.27)	
	TOTAL PAGE 2		106,272.76		121,571.74	15,298.98	
	TOTAL PAGE 1		807,148.78		850,424.73	43,275.95	
	TOTAL 1/1/13-12/31/13		913,421.54		971,996.47		
		NET LONG TERM GAIN OR (LOSS)				58,574.93	
		NET SHORT TERM GAIN OR (LOSS)					0.00
MAD-PENSION #002 SALES JAN-JUN 2013			TOTALS				

	CAPITAL GAINS SCHEDULE					PAGE 1	
	NAME- MADELAINE #002 SALES					YEAR ENDED - 7/1 - 12/31/13	
		PURCHASES		SALES		LONG TERM	SHORT TERM
UNITS	SECURITIES	DATE	COST	DATE	COST	GAIN(LOSS)	GAIN(LOSS)
4122.612	MAINSTAY	7/23/10	24,364.65	9/18/13	38,876.23	14,511.58	
168.573	IVY MID CAP	8/24/12	2,977.00	9/18/13	3,786.15	809.15	
97.082	BARON SMALL CAP	8/24/12	2,476.50	9/18/13	3,152.25	675.75	
100.305	ARTISAN	8/24/12	2,093.36	9/18/13	2,617.96	524.60	
46.011	DELAWARE	8/24/12	1,802.71	9/18/13	2,218.63	415.92	
	WESTERN ASSET		36,397.31		36,397.31	0.00	
5996.402	PIMCO TOTAL RETURN	8/24/12	65,240.85	11/14/13	65,060.96	(179.89)	
3762.205	PIMCO EMERGING MKTS BOND A	8/24/12	45,710.75	11/14/13	41,986.21	(3724.54)	
3105.383	SCHRODER	8/24/12	38,630.96	11/14/13	41,208.43	2577.47	
537.233	MAINSTAY	7/23/10	3,175.05	11/14/13	5,361.59	2186.54	
52.803	DAVIS NY	11/13/09	1,627.39	11/14/13	2,193.98	566.59	
17.506	DELAWARE	8/24/12	685.88	11/14/13	892.47	206.59	
23.970	BARON	8/24/12	611.47	11/14/13	819.76	208.29	
34.161	T ROWE PRICE	12/8/11	341.27	11/14/13	326.58	(14.69)	
	WESTERN ASSET		12,132.95		12,132.95	0.00	
	BANK OF AMERICA FAIR FUND		0.00	09/05/13	87.01	87.01	
	TOTALS OF THIS PAGE		238,268.10		257,118.47		
		NET LONG TERM GAIN OR (LOSS)				18,850.37	
		NET SHORT TERM GAIN OR (LOSS)					0.00
MAD-PENSION #002 SALES JULY-DEC 2013			TOTALS				

CAPITAL GAINS SCHEDULE							PAGE 2
NAME- MADELAINE #002 SALES						YEAR ENDED - 7/1 - 12/31/13	
		PURCHASES		SALES		LONG TERM	SHORT TERM
UNITS	SECURITIES	DATE	PRICE	DATE	PROCEED	GAIN(LOSS)	GAIN(LOSS)
	AMERICAN EURO PACIFIC		27,309.16	12/3/13	35,039.82	7,730.66	
	ARTISAN		5,897.96	12/3/13	7,468.97	1,571.01	
	BARON		4,700.35	12/3/13	6,210.88	1,510.53	
	BLACKROCK		53,438.14	12/3/13	52,885.85	(552.29)	
	DAVIS NY		19,356.08	12/3/13	26,977.96	7621.88	
	DELAWARE		4,042.56	12/3/13	5,366.69	1324.13	
	GOLDMAN SACHS		13,210.15	12/3/13	14,179.78	969.63	
	IVY		6,416.37	12/3/13	8,485.29	2068.92	
	MAINSTAY		21,498.79	12/3/13	36,286.55	14787.76	
	PIMCO EMERGING		2,794.07	12/3/13	2,523.88	(270.19)	
	PIMCO TOTAL RETURN		21,542.04	12/3/13	21,412.84	(129.20)	
	SCHRODER		3,457.95	12/3/13	3,753.92	295.97	
	T ROWE PRICE		6,955.77	12/3/13	6,654.81	(300.96)	
	TOTAL PAGE 2		190,619.39		227,247.24	36,627.85	
	TOTAL PAGE 1		238,268.10		257,118.47	18,850.37	
	TOTAL 7/1-12/31/13		428887.49		484365.71	5547.22	
	TOTAL 1/1-12/31/14		134209.03		145362.18	11153.15	
	TOTAL						
		NET LONG TERM GAIN OR (LOSS)					
		NET SHORT TERM GAIN OR (LOSS)					0.00
			TOTALS				

Schedule SB, line 26 - Schedule of Active Participant Data

YEARS OF CREDITED SERVICE

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

Name of plan: MADELAINE CHOCOLATE NOVELTIES, INC. UNION PENSION PLAN
Plan number: 002
Plan sponsor's name: MADELAINE CHOCOLATE NOVELTIES, INC.
EIN: 11-1844700

Statement of Actuarial Assumptions

Target Assumptions:

Male Nonannuitant:	2013 Nonannuitant Male
Female Nonannuitant:	2013 Nonannuitant Female
Male Annuitant:	2013 Annuitant Male
Female Annuitant:	2013 Annuitant Female
Applicable months from valuation month:	0
Probability of lump sum:	100.00%
Use pre-retirement mortality:	Yes

Options:

Use optional combined mortality table for small plans:	No
Use discount rate transition:	No
Lump sums use proposed regulations:	Yes

Actuarial Equivalent Floor

Stability period:	plan year
Lookback months:	2
Nonannuitant:	2013 Applicable
Annuitant:	2013 Applicable

	1st	2nd	3rd
Segment rates:	1.62	4.40	5.45
Final rates:	4.94	6.15	6.76
Override:	5.23	6.51	7.16
Effective Interest Rate:		6.77	

	1st	2nd	3rd
Current:	0.97	3.50	4.60
Override:	0.00	0.00	0.00

Salary Scale

Male:	0.00%
Female:	0.00%

Withdrawal

Male:	T-5 Only
Female:	T-5 Only

Withdrawal-Select

Male:	None
Female:	None

Early Retirement Rates

Male:	None
Female:	None

Subsidized Early Retirement Rates

Male:	None
Female:	None

Late Retirement Rates

Male:	None
Female:	None

Marriage Probability		**Setback**
Male:	100.00%	-4
Female:	100.00%	
Expense loading:	0.00%	

Disability Rates

Male:	None
Female:	None

	Mortality	**Setback**
Male:	None	0
Female:	None	0

Name of Plan: MADELAINE CHOCOLATE NOVELTIES, INC. UNION PENSION PLAN TRUST
Plan Sponsor's EIN: 11-1844700
Plan Number: 002

Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

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

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

OMB Nos. 1210-0110
1210-0089

2013

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

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
MADELAINE CHOCOLATE NOVELTIES, INC. UNION PENSION PLAN TRUST

1b Three-digit plan number (PN) ▶ 002

1c Effective date of plan 01/01/1982

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

96-03 BEACH CHANNEL DRIVE

ROCKAWAY BEACH NY 11693

2b Employer Identification Number (EIN) 11-1844700

2c Sponsor's telephone number 718-945-1500

2d Business code (see instructions) 311300

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	Jorge Farber	10/15/14	Jorge Farber
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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

Preparer's telephone number (optional)

3a Plan administrator's name and address ☐ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address

MADELAINE CHOCOLATE NOVELTIES, INC.

96-03 BEACH CHANNEL DRIVE

ROCKAWAY BEACH NY 11693

3b Administrator's EIN 11-1844700

3c Administrator's telephone number 718-945-1500

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	383
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	151
b	Retired or separated participants receiving benefits	0
c	Other retired or separated participants entitled to future benefits	207
d	Subtotal. Add lines **6a**, **6b**, and **6c**	358
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	0
f	Total. Add lines **6d** and **6e**	358
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	0
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	

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

1B 3D

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

9a Plan funding arrangement (check all that apply)

- (1) ☐ Insurance
- (2) ☐ Code section 412(e)(3) insurance contracts
- (3) ☒ 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)

MADELAINE CHOCOLATE NOVELTIES, INC. UNION PENSION PLAN
SCHEDULE OF REPORTABLE TRANSACTIONS
AS OF DECEMBER 31, 2013

Disclosure of Transactions

Identity of Party Involved	Purchase Price	Current Value of Asset on Transaction Date
Purchases		
Mutual Funds (at cost)	1,182,466	
Less Sales of Mutual Funds (at cost)	(1,395,084)	
NET INCREASE IN MUTUAL FUNDS	(212,618)	
TOTAL CURRENT VALUE OF ASSET ON TRANSACTION DATE		1,912,502

Sales & Redemptions	Purchase Price	Sales Price	Profit / Loss on Sale of Securities
See Attached	1,342,309	1,456,362	114,053

The accompanying notes are an integral part of the financial statements.

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

2013

This Form is Open to Public Inspection

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

▶ **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
MADELAINE CHOCOLATE NOVELTIES, INC. UNION PENSION PLAN TRUST

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF
MADELAINE CHOCOLATE NOVELTIES, INC.

D Employer Identification Number (EIN)
11-1844700

E Type of plan: [X] Single [ ] Multiple-A [ ] Multiple-B

F Prior year plan size: [ ] 100 or fewer [X] 101-500 [ ] More than 500

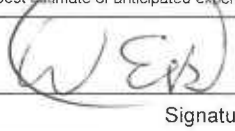
Part I Basic Information

1	Enter the valuation date: Month 01 Day 01 Year 2013			
2	Assets:			
	a Market value	2a		2382605
	b Actuarial value	2b		2382605
3	Funding target/participant count breakdown:		(1) Number of participants	(2) Funding Target
	a For retired participants and beneficiaries receiving payment	3a	0	0
	b For terminated vested participants	3b	369	2621294
	c For active participants:			
	(1) Non-vested benefits	3c(1)		0
	(2) Vested benefits	3c(2)		105612
	(3) Total active	3c(3)	15	105612
	d Total	3d	384	2726906
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		6.77%
6	Target normal cost	6		1709

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

10/06/2014
Date

WILLIAM E. BUCKHEIT, F.C.A.
Type or print name of actuary

1403076
Most recent enrollment number

SENTINEL BENEFITS GROUP, LLC
Firm name

516-333-2800
Telephone number (including area code)

538 BROADHOLLOW ROAD
MELVILLE NY 11747
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 [ ]

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	8968
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	0
9	Amount remaining (line 7 minus line 8)	0	8968
10	Interest on line 9 using prior year's actual return of 11.77%	0	1056
11	Prior year's excess contributions to be added to prefunding balance:		
	a Present value of excess contributions (line 38a from prior year)		0
	b Interest on (a) using prior year's effective interest rate of 7.10% except as otherwise provided (see instructions)		0
	c Total available at beginning of current plan year to add to prefunding balance		0
	d Portion of (c) to be added to prefunding balance		0
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	10024

Part III Funding Percentages

14	Funding target attainment percentage	14	87.00%
15	Adjusted funding target attainment percentage	15	87.37%
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	89.09%
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
09/12/2014	130000	0			
		Totals ► 18(b)	130000	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	112234

20 Quarterly contributions and liquidity shortfalls:

a Did the plan have a "funding shortfall" for the prior year? [X] Yes [ ] No

b If 20a is "Yes," were required quarterly installments for the current year made in a timely manner? [ ] Yes [X] No

c If 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:	2nd segment:	3rd segment:	☐ N/A, full yield curve used
5.23%	6.51%	7.16%	

b Applicable month (enter code) — **21b**: 0

22 Weighted average retirement age — **22**: 66

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**: 1709

b Excess assets, if applicable, but not greater than line 31a — **31b**: 0

32 Amortization installments:

	Outstanding Balance	Installment
a Net shortfall amortization installment	354325	108441
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**:

34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33) — **34**: 110150

	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement	0	0	0

36 Additional cash requirement (line 34 minus line 35) — **36**: 110150

37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c) — **37**: 112234

38 Present value of excess contributions for current year (see instructions)

a Total (excess, if any, of line 37 over line 36) — **38a**: 2084

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**:

Attachment to 2012 Form 5500

Schedule SB, line 19 - Discounted Employer Contributions

Plan Name:	Madelaine Chocolate Novelties, Inc Union Pension Plan Trust	EIN:	11-1844700
Plan Sponsor's Name:	Madelaine Chocolate Novelties, Inc.	PN:	002

Date of Contributon	Amount	Year Applied	Effective Interest Rate	Interest Adjusted Contribution:
9/12/2014	130,000	2013	6.77%	112,234

Attachment to 2013 Form 5500
Schedule SB, line 22 - Description of Weighted Average Retirement Age

Plan Name: Madelaine Chocolate Novelties, Inc Union Pension Plan Trust EIN: 11-1844700
Plan Sponsor's Name: Madelaine Chocolate Novelties, Inc PN: 002

The weighted average retirement age is equal to the normal retirement age of 66

List the rate of retirement at each age and describe the methodology used to compute the weighted average retirement age, including a description of the weight applied at each potential retirement age.

The method used to determine the weighted average retirement age is weight the retirement age for each participant by their Funding target.

Schedule SB, Part V - Summary of Plan Provisions

Eligibility Requirements

Age (yrs) :	21
Age (months) :	0
Wait (months) :	6
Two year eligibility :	No

Service/Participation Requirements

Definition of years:	Hours worked
Continuing hours:	1,000
Excluded classes:	Other

Earnings

Total compensation excluding :

Bonus
Commissions
Commissions
Overtime
403(b)
Cafeteria
Other
Prior to participation
415 prior to participation

Retirement	**Normal**	**Early**	**Subsidized Early**	**Disability**	**Death**
Age:	65				
Service:	0				
Participation:	5				
Defined:	1st of month following				
Benefit Reduction / Mortality table & setback					
Male:		Actuarial Equivalence	Actuarial Equivalence	None	0
Female:		Actuarial Equivalence	Actuarial Equivalence	None	0
Rates - Male:		None	None	None	
Rates - Female:		None	None	None	

Use Social Security Retirement Age:	No	**REACT Benefits Percentage:**	50.00%
Vesting Schedule:	Immediate	**Pre-retirement death benefit**	
Vesting Definition:	Hours Worked	**Percentage of accrued benefit:**	0.00%
		Death Benefit Payment method:	PVAB

	Annuity	**Percent**	**Years**
Normal:	Life only	0.00%	0
QJSA:	Joint and contingent	50.00%	0

Significant Changes in Plan Provisions Since Last Valuation

Name of Plan:	MADELAINE CHOCOLATE NOVELTIES, INC. UNION PENSION PLAN TRUST
Plan Sponsor's EIN:	11-1844700
Plan Number:	002
Plan Sponsor's Name:	MADELAINE CHOCOLATE NOVELTIES, INC.

Schedule SB, Part V - Summary of Plan Provisions

Benefits

Pension Formula:	Benefit formula		
Type of Formula:	Unit benefit non-integrated		
Effective Date:	01/01/1982		
Unit type:	Dollar		
Unit based on:	Service		
Maximum total percent:			
Tiers based on:	None		
First tier:	$8.40	**for 1st**	None
Second tier:	None	**for next**	None
Third tier:	None	**for remaining yrs**	
Maximum credit:			
Past years:	99		
Future years:	99		
Total years:	25		

Averaging

Projection method:	Current Compensation	**Apply exclusion to accrued benefit:**	No
Based on:	Career Average	**Annualize short compensation years:**	No
Highest:	0	**Annualize short plan years:**	No
In the last:	0	**Include compensations based**	
Excluding:	0	**on years of:**	Accrual

Accrual

Frozen:	No						
Definition of years:	Hours worked					**Fractions based on:**	N/A
Accrual credit:	**Continuing**	**Died**	**Disabled**	**Retired**	**Terminated**	**Precision:**	N/A
	1000	1000	1000	1000	1000	**Limit current credit to:**	N/A

Years based on:	Service	**Cap/floor years:**	25
Maximum past accrual years:	0.0000	**Cap or floor:**	Cap
Method:	Fractional	**Accrual % per year:**	0.00%
		Apply 415 before accrual:	No

MADELAINE CHOCOLATE NOVELTIES, INC. UNION PENSION PLAN
SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES
AS OF DECEMBER 31, 2013

Marketable Securities - Mutual Funds	Number of Shares	Cost	Value
*American Europacific Growth Fund	5059.966	219,406	251,827
Artisan Midcap Value	2143.281	50,141	57,869
Baron Small Cap	1110.288	28,703	38,627
*Blackrock Low Dur Bond	44738.571	440,357	436,201
*Davis New York Venture	4158.182	143,601	174,269
Delaware Smallcap	751.408	29,649	39,441
*Goldman Sachs High Yield	16005.343	116,087	113,958
Ivy Mid Cap Growth	2489.287	49,300	57,677
*Mainstay Large Cap Growth Fund (A)	21057.586	143,206	211,629
PIMCO Emerging Markets	1767.591	20,659	18,913
*PIMCO Total Return Fund	17691.240	194,047	189,119
Schroder Emerging Markets	2899.958	36,310	38,541
T Rowe Price International Bond Fund	5976.582	59,252	56,837
*Western Asset Money Market		227,594	227,594
TOTAL		1,758,312	1,912,502
TOTAL INVESTMENTS AT FAIR VALUE			1,912,502

*Investments that represent 5% or more of the Plan's assets.

The accompanying notes are an integral part of the financial statements.

Schedule SB, line 32 - Schedule of Amortization Bases

Charges/Credits

Type of Base	Effective Date	Interest Rate	Initial Amount	Initial Amort	Current Balance	Rem Amort	Payment
Shortfall	01/01/2008	5.23 / 0.00	179,865	7.00	58,999	2.00	30,251
Shortfall	01/01/2009	5.23 / 0.00	337,072	7.00	161,954	3.00	56,759
Shortfall	01/01/2010	5.23 / 0.00	-82,742	7.00	-51,323	4.00	-13,828
Shortfall	01/01/2011	5.23 / 6.51	150,003	7.00	109,737	5.00	24,240
Shortfall	01/01/2012	5.23 / 6.51	-81,606	7.00	-72,810	6.00	-13,851
Shortfall	01/01/2013	5.23 / 6.51	147,768	7.00	147,768	7.00	24,870
Totals					354,325		108,441

Name of Plan: MADELAINE CHOCOLATE NOVELTIES, INC. UNION PENSION PLAN TRUST

Plan Sponsor's EIN: 11-1844700

Plan Number: 002

Plan Sponsor's Name: MADELAINE CHOCOLATE NOVELTIES, INC.