# 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;
- [X] an amended return/report;
- [ ] a short plan year return/report (less than 12 months).

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

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

## Part II Basic Plan Information—enter all requested information

**1a** Name of plan
COLLEGETOWN BAGELS, INC 401(K) PLAN

**1b** Three-digit plan number (PN) ▶ 001

**1c** Effective date of plan 01/01/1993

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

COLLEGETOWN BAGELS, INC
ITHACA BAKERY

400 N MEADOW ST
ITHACA, NY 14850

**2b** Employer Identification Number (EIN)
16-1057527

**2c** Sponsor's telephone number
607-273-7110

**2d** Business code (see instructions)
445299

**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. | 11/09/2016 | RAMONA EASTMAN |
| | **Signature of plan administrator** | Date | Enter name of individual signing as plan administrator |
| **SIGN HERE** | | | |
| | **Signature of employer/plan sponsor** | Date | Enter name of individual signing as employer or plan sponsor |
| **SIGN HERE** | | | |
| | **Signature of DFE** | Date | Enter name of individual signing as DFE |

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

Preparer's telephone number (optional)

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

**3b** Administrator's EIN

**3c** Administrator's telephone number

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

**a** Sponsor's name

**4b** EIN

**4c** PN

| | | | |
|---|---|---|---|
| **5** | Total number of participants at the beginning of the plan year | **5** | 156 |
| **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** | 128 |
| **b** | Retired or separated participants receiving benefits | **6b** | 0 |
| **c** | Other retired or separated participants entitled to future benefits | **6c** | 28 |
| **d** | Subtotal. Add lines **6a**, **6b**, and **6c** | **6d** | 156 |
| **e** | Deceased participants whose beneficiaries are receiving or are entitled to receive benefits. | **6e** | 0 |
| **f** | Total. Add lines **6d** and **6e**. | **6f** | 156 |
| **g** | Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item) | **6g** | 130 |
| **h** | Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested | **6h** | 4 |
| **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:
3D 2E 2F 2G 2J 2K 2T

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

**9a** Plan funding arrangement (check all that apply)

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

**9b** Plan benefit arrangement (check all that apply)

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

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

**a Pension Schedules**

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

**b General Schedules**

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

| SCHEDULE C (Form 5500) | Service Provider Information | OMB No. 1210-0110 |
|---|---|---|
| Department of the Treasury<br>Internal Revenue Service<br>Department of Labor<br>Employee Benefits Security Administration<br>Pension Benefit Guaranty Corporation | This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).<br>▶ **File as an attachment to Form 5500.** | **2013**<br>**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
COLLEGETOWN BAGELS, INC 401(K) PLAN

**B** Three-digit plan number (PN) ▶ 001

**C** Plan sponsor's name as shown on line 2a of Form 5500
COLLEGETOWN BAGELS, INC

**D** Employer Identification Number (EIN)
16-1057527

## Part I Service Provider Information (see instructions)

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

### 1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

MORGAN STANLEY SMITH BARNEY
130 E SENECA ST, STE 500
PO BOX 6516
ITHACA, NY 14851

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

MORGAN STANLEY SMITH BARNEY
1585 BROADWAY
NEW YORK, NY 10036-8293

**(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)

ASCENSUS

11-3665754

| (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? |
|---|---|---|---|---|---|---|
| 37 99 15 60 50 | RECORD KEEPER | 3630 | 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
COLLEGETOWN BAGELS, INC 401(K) PLAN

**B** Three-digit plan number (PN) ▶ 001

**C** Plan sponsor's name as shown on line 2a of Form 5500
COLLEGETOWN BAGELS, INC

**D** Employer Identification Number (EIN)
16-1057527

## 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) | 2169 | 2147 |
| **(2)** Participant contributions | 1b(2) | 3645 | 3892 |
| **(3)** Other | 1b(3) | | |
| **c** General investments: | | | |
| **(1)** Interest-bearing cash (include money market accounts & certificates of deposit) | 1c(1) | 25000 | 30000 |
| **(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) | 37850 | 43755 |
| **(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) | 3562258 | 4487973 |
| **(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 | 3630922 | 4567767 |
| | **Liabilities** | | | |
| **g** | Benefit claims payable | 1g | | |
| **h** | Operating payables | 1h | | |
| **i** | Acquisition indebtedness | 1i | | |
| **j** | Other liabilities | 1j | | |
| **k** | Total liabilities (add all amounts in lines 1g through1j) | 1k | 0 | 0 |
| | **Net Assets** | | | |
| **l** | Net assets (subtract line 1k from line 1f) | 1l | 3630922 | 4567767 |

## 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) | 145286 | |
| | **(B)** Participants | 2a(1)(B) | 207920 | |
| | **(C)** Others (including rollovers) | 2a(1)(C) | 10710 | |
| | **(2)** Noncash contributions | 2a(2) | | |
| | **(3)** Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)** | 2a(3) | | 363916 |
| **b** | **Earnings on investments:** | | | |
| | **(1)** Interest: | | | |
| | **(A)** Interest-bearing cash (including money market accounts and certificates of deposit) | 2b(1)(A) | | |
| | **(B)** U.S. Government securities | 2b(1)(B) | | |
| | **(C)** Corporate debt instruments | 2b(1)(C) | | |
| | **(D)** Loans (other than to participants) | 2b(1)(D) | | |
| | **(E)** Participant loans | 2b(1)(E) | 2852 | |
| | **(F)** Other | 2b(1)(F) | | |
| | **(G)** Total interest. Add lines **2b(1)(A)** through **(F)** | 2b(1)(G) | | 2852 |
| | **(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) | 60777 | |
| | **(D)** Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)** | 2b(2)(D) | | 60777 |
| | **(3)** Rents | 2b(3) | | |
| | **(4)** Net gain (loss) on sale of assets: **(A)** Aggregate proceeds | 2b(4)(A) | | |
| | **(B)** Aggregate carrying amount (see instructions) | 2b(4)(B) | | |
| | **(C)** Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result | 2b(4)(C) | | 0 |
| | **(5)** Unrealized appreciation (depreciation) of assets: **(A)** Real estate | 2b(5)(A) | | |
| | **(B)** Other | 2b(5)(B) | | |
| | **(C)** Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)** | 2b(5)(C) | | 0 |

| | | (a) Amount | (b) Total |
|---|---|---|---|
| (6) Net investment gain (loss) from common/collective trusts | 2b(6) | | |
| (7) Net investment gain (loss) from pooled separate accounts | 2b(7) | | |
| (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) | | 897150 |
| c Other income | 2c | | |
| d Total income. Add all **income** amounts in column (b) and enter total | 2d | | 1324695 |
| **Expenses** | | | |
| e Benefit payment and payments to provide benefits: | | | |
| (1) Directly to participants or beneficiaries, including direct rollovers | 2e(1) | 387468 | |
| (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) | | 387468 |
| f Corrective distributions (see instructions) | 2f | | |
| g Certain deemed distributions of participant loans (see instructions) | 2g | | -3248 |
| h Interest expense | 2h | | |
| i Administrative expenses: **(1)** Professional fees | 2i(1) | | |
| (2) Contract administrator fees | 2i(2) | 3630 | |
| (3) Investment advisory and management fees | 2i(3) | | |
| (4) Other | 2i(4) | | |
| (5) Total administrative expenses. Add lines **2i(1)** through **(4)** | 2i(5) | | 3630 |
| j Total expenses. Add all **expense** amounts in column (b) and enter total | 2j | | 387850 |
| **Net Income and Reconciliation** | | | |
| k Net income (loss). Subtract line **2j** from line **2d** | 2k | | 936845 |
| l Transfers of assets: | | | |
| (1) To this plan | 2l(1) | | |
| (2) From this plan | 2l(2) | | |

## Part III Accountant's Opinion

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

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

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

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

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

**(1)** Name: SARDONE, ROBINSON & ASSOCIATES LLP **(2)** EIN: 16-1587614

**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 | | X | |
| n | If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3. | 4n | | | |

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

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

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

**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
COLLEGETOWN BAGELS, INC 401(K) PLAN

**B** Three-digit plan number (PN) ▶ 001

**C** Plan sponsor's name as shown on line 2a of Form 5500
COLLEGETOWN BAGELS, INC

**D** Employer Identification Number (EIN)
16-1057527

## 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): 45-0404698

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

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

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

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

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

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

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

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

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

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

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

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

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

## Part III Amendments

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

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

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

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

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

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

## Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

**a** Name of contributing employer

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

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

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

---

**a** Name of contributing employer

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

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

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

---

**a** Name of contributing employer

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

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

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

---

**a** Name of contributing employer

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

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

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

---

**a** Name of contributing employer

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

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

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

---

**a** Name of contributing employer

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

# COLLEGETOWN BAGELS, INC.
# 401(K) PLAN

## FINANCIAL STATEMENTS

## DECEMBER 31, 2013 AND 2012

## TABLE OF CONTENTS


PAGE

INDEPENDENT AUDITORS' REPORT ..... 1

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS ..... 2

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS ..... 3

NOTES TO FINANCIAL STATEMENTS ..... 4-9

SCHEDULE H, LINE 4i – SCHEDULE OF ASSETS (HELD AT END OF YEAR) ..... 10

**SARDONE, ROBINSON & ASSOCIATES LLP**

*Certified Public Accountants*

**Christopher M. Sardone, CPA**
**George A. Robinson, CPA**
Michail Babchuk, CPA
Lynn A. Dandrea, CPA
Andrew J. Olschewske, CPA

INDEPENDENT AUDITORS' REPORT

To the Administrative Committee of
Collegetown Bagels, Inc. 401(K) Plan
Ithaca, NY 14850

*Report on the Financial Statement*

We were engaged to audit the accompanying financial statements of Collegetown Bagels, Inc. 401(k) Plan, which comprise the statements of net assets available for benefits as of December 31, 2013 and 2012, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

*Management's Responsibility for the Financial Statements*

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

*Auditor's Responsibility*

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

*Basis for Disclaimer of Opinion*

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information that summarized in Note 6, which was certified by Frontier Trust Company, the Trustee of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedules. We have been informed by the plan administrator that the Trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of and for the years ended December 31, 2013 and 2012, that the information provided to the plan administrator by the trustee is complete and accurate.

*Disclaimer of Opinion*

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

*Other Matter*

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

*Report on Form and Content in Compliance with DOL Rules and Regulations*

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

Gardone Robinson & Assoc. LLP

Rochester, New York
September 2, 2014

**COLLEGETOWN BAGELS, INC. 401(K) PLAN**
**STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS**
**DECEMBER 31, 2013 AND 2012**
**(SEE INDEPENDENT AUDITORS' REPORT)**

**ASSETS**

| | 2013 | 2012 |
|---|---|---|
| ***INVESTMENTS, AT FAIR VALUE*** | | |
| Mutual Funds | $ 4,487,973 | $ 3,562,258 |
| Cash | 30,000 | 25,000 |
| Participant Loan Accounts | 43,755 | 37,850 |
| ***TOTAL INVESTMENTS*** | 4,561,728 | 3,625,108 |
| ***RECEIVABLES*** | | |
| Employer Contributions | 2,147 | 2,169 |
| Employee Contributions | 3,892 | 3,645 |
| ***TOTAL RECEIVABLES*** | 6,039 | 5,814 |
| ***TOTAL ASSETS*** | 4,567,767 | 3,630,922 |
| ***NET ASSETS AVAILABLE FOR BENEFITS*** | **$ 4,567,767** | **$ 3,630,922** |

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

**COLLEGETOWN BAGELS, INC. 401(K) PLAN**
**STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS**
**FOR THE YEARS ENDED DECEMBER 31, 2013 AND 2012**
**(SEE INDEPENDENT AUDITORS' REPORT)**

| | 2013 | 2012 |
|---|---|---|
| ***ADDITIONS TO NET ASSETS ATTRIBUTED TO:*** | | |
| ***INVESTMENT INCOME*** | | |
| Net Appreciation (Depreciation) in Fair Value of Investments | $ 897,150 | $ 408,163 |
| Interest and Dividend Income | 63,629 | 70,806 |
| ***NET INVESTMENT INCOME (LOSS)*** | 960,779 | 478,969 |
| ***CONTRIBUTIONS*** | | |
| Employer | 155,996 | 140,700 |
| Employees | 207,920 | 198,567 |
| ***TOTAL CONTRIBUTIONS*** | 363,916 | 339,267 |
| ***TOTAL ADDITIONS*** | 1,324,695 | 818,236 |
| ***DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO:*** | | |
| Benefits Paid to Participants | 384,220 | 130,939 |
| Administrative Expenses | 3,630 | 2,610 |
| ***TOTAL DEDUCTIONS*** | 387,850 | 133,549 |
| ***NET INCREASE*** | 936,845 | 684,687 |
| ***NET ASSETS AVAILABLE FOR BENEFITS BEGINNING OF YEAR*** | 3,630,922 | 2,946,235 |
| ***NET ASSETS AVAILABLE FOR BENEFITS END OF YEAR*** | **$ 4,567,767** | **$ 3,630,922** |

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

## *NOTE 1 DESCRIPTION OF PLAN:*

The following description of the Collegetown Bagels, Inc. 401(K) Plan (the Plan) provides only general information. Participants should refer to the Plan Agreement for a more complete description of the Plan's provisions.

General
The Plan is a defined contribution plan covering employees 21 years or older who work 1,000 hours or more in the current year and have at least one year of employment with Collegetown Bagels, Inc. (the Company). Participants enter the Plan on any January 1 or July 1 following the date they satisfy the eligibility requirement. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Contributions
After completing one year of service, all employees become eligible to make pretax contributions. Compensation as defined in the plan excludes bonuses for years ending December 31, 2013 and 2012.

The Company has a safe harbor 401(K) plan. Participants are immediately vested 100% in the 401k plan. The Company match is 100% on the first 3% and 50% on the next 2%. All eligible employees may contribute a percentage of their pay ranging from 1% to 15% of their compensation.

Participant Accounts
Each participant's account is credited with the participant's contribution and the Company's matching contribution and allocation of (A) the company's discretionary contribution, (B) Plan earnings, and (C) forfeitures of terminated participants' non-vested accounts. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's account.

Vesting
Participants are immediately vested in their voluntary contributions plus actual earnings thereon. Participants are also immediately vested in Collegetown Bagels, Inc. 401(K) Plan discretionary and matching contribution.

Payment of Benefits
On termination of service, a participant may elect to receive either a lump sum amount equal to the value of his or her account, or periodic payments to be determined at the time of termination.

***NOTE 1 DESCRIPTION OF PLAN (continued):***

Investment Options

Upon enrollment in the Plan, a participant may direct employee contributions in 5% increments in any of the following options. Participants may change their investment mix anytime during the year.

To comply with ASC 962-325 (formerly SOP 94-4), the Plan provides financial information for Guaranteed Interest Accounts at fair market value. Guaranteed Interest Accounts promise contract value for a benefit event (termination, death, disability and retirement); however, there is a possible market value adjustment when funds are withdrawn prior to their maturity. Thus, the Guaranteed Interest Accounts are not considered benefit responsive.

| Mutual Funds | 2013 | 2012 |
|---|---|---|
| American Fund Capital Income Builder | $ 371,134 | $ 320,151 |
| American Funds Capital World Growth and Income Fund | 106,604 | 102,256 |
| American Funds Bond Fund of America | 42,039 | 39,196 |
| American Funds Small Cap World Fund | 454,019 | 324,854 |
| American Funds The Growth Fund of America | 1,670,317 | 1,290,862 |
| American Funds The Income Fund of America | 550,601 | 446,710 |
| American Funds The New Economy Fund | 113,253 | 74,388 |
| American Funds US Government Securities Fund | 113,379 | 109,082 |
| American Funds EuroPacific Growth | 9,823 | 6,471 |
| American Funds Washington Mutual Investors Fund | 973,580 | 800,424 |
| American Funds Target Date Retirement Series | 50,604 | 27,028 |
| American Funds New World Fund | 32,620 | 20,834 |
| Total | $ 4,487,973 | $ 3,562,256 |

**Capital Income Builder** invests at least 50% in common stocks of large established companies based inside and outside the United States to achieve current income and growth.

**Capital World Growth and Income Fund** invests in common stocks, government and corporate bonds to achieve long term growth of capital with current income.

**Bond Fund of America** invests primarily in government and corporate bonds to achieve long term growth of capital.

***NOTE 1 DESCRIPTION OF PLAN (continued):***

**Small Cap World Fund** invests in common stocks, government and corporate debt in U.S and around the world to achieve long term growth.

**The Growth Fund of America** invests primarily in equities of companies that appear to offer superior long-term growth through a diversified portfolio.

**The Income Fund of America** invests in common or preferred stocks, convertible securities, bonds and U.S. and other government securities to achieve current income and secondly, growth of capital through a mix of equity and debt.

**The New Economy Fund** invests in common and preferred stocks, securities convertible into common stocks to achieve long term growth.

**US Government Securities Fund** invests in U.S. Treasury. Mortgage backed securities, and other U.S. backed instruments to achieve income while preserving capital.

**EuroPacific Growth** invests primarily in common stocks of issuers in Europe and the Pacific Basin that the investment adviser believes have the potential for growth.

**Washington Mutual Investors Fund** invests primarily in U.S. companies to achieve current income and opportunity for growth.

**Target Date Retirment Series** depending on the proximity to its target date, the fund will seek to achieve the following objectives to varying degrees: growth, income and conservation of capital. The fund will increasingly emphasis income and conservation of capital by investing a greater portion of its assets in bond, equity income and balanced funds as it approaches and passes its target date.

**New World Fund** invests in common stock and other equity type securities in qualified developing counties to achieve long term capital appreciation.

***NOTE 2 SIGNIFICANT ACCOUNTING POLICES:***

Basis of Accounting
The Plan's financial statements have been prepared on the accrual basis of accounting.

***NOTE 2 SIGNIFICANT ACCOUNTING POLICES (continued):***

Investments

The Plan's investments are recorded at market value, as established by the trustee, as of December 31, 2013 and 2012. Administrative expenses of the Plan include recordkeeping fees and legal fees and are paid by the Plan. The amount charged for administrative expenses totaled $3,630 and $2,610 for the years ended December 31, 2013 and 2012.

Estimates

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

Accounts Forfeited

Participants who terminate employment prior to the vesting of the employer non-elective contribution to their retirement accounts forfeit such contributions.

***NOTE 3 INVESTMENTS:***

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

**Level 1** – Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in an active market. This level includes common stocks, corporate bonds or mutual funds based on the closing price reported in the active market where the securities are traded.

**Level 2** – Inputs to the valuation methodology include quoted prices for similar assets or liabilities in active markets, quoted prices for identical or similar assets or liabilities in inactive markets, inputs other than quoted prices that are observable for the asset or liability, inputs that are derived principally from or corroborated by observable market data by correlation, or other means.

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

***NOTE 3 INVESTMENTS (continued):***

Quoted market prices are used to value investments. The Plan's investments are held by American Funds. The investments are managed by and all transactions are made by the Frontier Trust Company. The fair values of all of the investments listed are based on unadjusted, quoted prices in active markets as of the measurement date (often referred to as Level 1 inputs).

The following investments represent 5% or more of the Plan's Net Assets:

| Mutual Funds | 2013 | 2012 |
|---|---|---|
| American Fund Capital Income Builder<br>6,338 shares at December 31, 2013<br>6,066 shares at December 31, 2012 | $ 371,134 | $ 320,151 |
| American Funds The Growth Fund of America<br>38,845 shares at December 31, 2013<br>37,579 shares at December 31, 2012 | 1,670,317 | 1,290,862 |
| American Funds Washington Mutual Investors Fund<br>24,691 shares at December 31, 2013<br>25,646 shares at December 31, 2012 | 973,580 | 800,424 |
| American Funds Small Cap World Fund<br>9,237 shares at December 31, 2013<br>8,140 shares at December 31, 2012 | 454,019 | 324,854 |
| American Funds Income Fund of America<br>26,663 shares at December 31, 2013<br>24,735 shares at December 31, 2012 | 550,601 | 446,710 |

***NOTE 4 PARTICIPANT NOTES RECEIVABLE:***

The Company allows for loans to plan participants. The loans need to be approved by the Plan Trustee. Ascensus, the third party administrator sets up a repayment plan which includes interest. The term of the payback is five years with payments being made weekly. The interest rate is fixed at the time of a loan to a rate between 5% and 8%.

***NOTE 5 TAX STATUS:***

The trust established under the Plan to hold the Plan's assets is qualified pursuant to the appropriate section of the Internal Revenue Code; and accordingly, the Trust's net investment income is exempt from income taxes. The Plan obtained a favorable tax determination letter dated January 31, 2006 from the Internal Revenue Service and the Plan sponsor believes that the Plan continues to qualify and to operate as designed. The Plan Administrator believes the Plan is no longer subject to income tax examinations for years prior to 2011.

***NOTE 6 SUMMARY OF INFORMATION CERTIFICATE:***

The Trustee of the plan, Frontier Trust Company for plan year ending December 31, 2013 and 2012, has supplied the plan administrator with certifications as to the completeness and accuracy of the information regarding the investment in Collegetown Bagels, Inc. 401(K) Plan presented in the accompanying statements of net assets available for benefits as of December 31, 2013 and 2012 and in the statements of changes in net assets available for benefits for the years then ended and the related schedule.

***NOTE 7 INVESTMENT APPRECIATION (DEPRECIATION):***

The plan's investments (including investments bought, sold, and/or held during the year) appreciated (depreciated) in value for the years ended December 31, 2013 and 2012 as follows:

| | 2013 | 2012 |
|---|---|---|
| Capital Income Builder | $ 35,415 | $ 20,362 |
| Small Cap World Fund | 100,714 | 50,843 |
| The Growth Fund of America | 417,134 | 204,353 |
| The Income Fund of America | 66,557 | 30,032 |
| US Government Securities Fund | (4,688) | 1,202 |
| The New Economy Fund | 33,781 | 13,107 |
| Capital World Growth and Income Fund | 20,141 | 13,717 |
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| Target Date Retirement Series | 7,079 | 2,364 |
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| Washington Mutual Investors Fund | 218,861 | 68,297 |
| Total Appreciation (Depreciation) for Year | $ 897,150 | $ 408,163 |

***NOTE 8 RISKS AND UNCERTAINTIES:***

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***NOTE 9 MANAGEMENT REVIEW:***

Management has evaluated subsequent events through September 2, 2014, the date on which the financial statements were available to be issued.

## Attachment to 2013 Form 5500
## Schedule H, line 4i - Schedule of Assets (Held at End of Year)

**Plan Name** COLLEGETOWN BAGELS, INC 401(K) PLAN **EIN:** 16-1057527
**Plan Sponsor's Name** COLLEGETOWN BAGELS, INC **PN:** 001

| (a) | (b) Identity of issue, borrower, lessor, or similar party | (c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value. | (d) Cost | (e) Current value |
|---|---|---|---|---|
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| | American Funds | American Funds Washington Mutual Inv A | 0 | 973,580 |
| | American Funds | American Funds Capital Income Bldr | 0 | 371,134 |
| | American Funds | American Funds Income Fd Of America A | 0 | 550,601 |
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**EIN:** 16-1057527
**PN:** 001

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|---|---|---|---|---|
| | Participants Loan Account | Various Rates and Maturities | 0 | 43,755 |
| | Frontier Trust Company | Contribution Account | 0 | 30,000 |
| | | | | |
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# COLLEGETOWN BAGELS, INC.
# 401(K) PLAN

## FINANCIAL STATEMENTS

## DECEMBER 31, 2013 AND 2012

## TABLE OF CONTENTS


PAGE

INDEPENDENT AUDITORS' REPORT ..... 1

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS ..... 2

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS ..... 3

NOTES TO FINANCIAL STATEMENTS ..... 4-9

SCHEDULE H, LINE 4i – SCHEDULE OF ASSETS (HELD AT END OF YEAR) ..... 10

**SARDONE, ROBINSON & ASSOCIATES LLP**

*Certified Public Accountants*

**Christopher M. Sardone, CPA**
**George A. Robinson, CPA**
Michail Babchuk, CPA
Lynn A. Dandrea, CPA
Andrew J. Olschewske, CPA

INDEPENDENT AUDITORS' REPORT

To the Administrative Committee of
Collegetown Bagels, Inc. 401(K) Plan
Ithaca, NY 14850

*Report on the Financial Statement*

We were engaged to audit the accompanying financial statements of Collegetown Bagels, Inc. 401(k) Plan, which comprise the statements of net assets available for benefits as of December 31, 2013 and 2012, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

*Management's Responsibility for the Financial Statements*

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

*Auditor's Responsibility*

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

*Basis for Disclaimer of Opinion*

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information that summarized in Note 6, which was certified by Frontier Trust Company, the Trustee of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedules. We have been informed by the plan administrator that the Trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of and for the years ended December 31, 2013 and 2012, that the information provided to the plan administrator by the trustee is complete and accurate.

*Disclaimer of Opinion*

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

*Other Matter*

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

*Report on Form and Content in Compliance with DOL Rules and Regulations*

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

Gardone Robinson & Assoc. LLP

Rochester, New York
September 2, 2014

**COLLEGETOWN BAGELS, INC. 401(K) PLAN**
**STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS**
**DECEMBER 31, 2013 AND 2012**
**(SEE INDEPENDENT AUDITORS' REPORT)**

**ASSETS**

| | 2013 | 2012 |
|---|---|---|
| ***INVESTMENTS, AT FAIR VALUE*** | | |
| Mutual Funds | $ 4,487,973 | $ 3,562,258 |
| Cash | 30,000 | 25,000 |
| Participant Loan Accounts | 43,755 | 37,850 |
| ***TOTAL INVESTMENTS*** | 4,561,728 | 3,625,108 |
| ***RECEIVABLES*** | | |
| Employer Contributions | 2,147 | 2,169 |
| Employee Contributions | 3,892 | 3,645 |
| ***TOTAL RECEIVABLES*** | 6,039 | 5,814 |
| ***TOTAL ASSETS*** | 4,567,767 | 3,630,922 |
| ***NET ASSETS AVAILABLE FOR BENEFITS*** | **$ 4,567,767** | **$ 3,630,922** |

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

**COLLEGETOWN BAGELS, INC. 401(K) PLAN**
**STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS**
**FOR THE YEARS ENDED DECEMBER 31, 2013 AND 2012**
**(SEE INDEPENDENT AUDITORS' REPORT)**

| | 2013 | 2012 |
|---|---|---|
| ***ADDITIONS TO NET ASSETS ATTRIBUTED TO:*** | | |
| ***INVESTMENT INCOME*** | | |
| Net Appreciation (Depreciation) in Fair Value of Investments | $ 897,150 | $ 408,163 |
| Interest and Dividend Income | 63,629 | 70,806 |
| ***NET INVESTMENT INCOME (LOSS)*** | 960,779 | 478,969 |
| ***CONTRIBUTIONS*** | | |
| Employer | 155,996 | 140,700 |
| Employees | 207,920 | 198,567 |
| ***TOTAL CONTRIBUTIONS*** | 363,916 | 339,267 |
| ***TOTAL ADDITIONS*** | 1,324,695 | 818,236 |
| ***DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO:*** | | |
| Benefits Paid to Participants | 384,220 | 130,939 |
| Administrative Expenses | 3,630 | 2,610 |
| ***TOTAL DEDUCTIONS*** | 387,850 | 133,549 |
| ***NET INCREASE*** | 936,845 | 684,687 |
| ***NET ASSETS AVAILABLE FOR BENEFITS BEGINNING OF YEAR*** | 3,630,922 | 2,946,235 |
| ***NET ASSETS AVAILABLE FOR BENEFITS END OF YEAR*** | **$ 4,567,767** | **$ 3,630,922** |

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

## *NOTE 1 DESCRIPTION OF PLAN:*

The following description of the Collegetown Bagels, Inc. 401(K) Plan (the Plan) provides only general information. Participants should refer to the Plan Agreement for a more complete description of the Plan's provisions.

General
The Plan is a defined contribution plan covering employees 21 years or older who work 1,000 hours or more in the current year and have at least one year of employment with Collegetown Bagels, Inc. (the Company). Participants enter the Plan on any January 1 or July 1 following the date they satisfy the eligibility requirement. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Contributions
After completing one year of service, all employees become eligible to make pretax contributions. Compensation as defined in the plan excludes bonuses for years ending December 31, 2013 and 2012.

The Company has a safe harbor 401(K) plan. Participants are immediately vested 100% in the 401k plan. The Company match is 100% on the first 3% and 50% on the next 2%. All eligible employees may contribute a percentage of their pay ranging from 1% to 15% of their compensation.

Participant Accounts
Each participant's account is credited with the participant's contribution and the Company's matching contribution and allocation of (A) the company's discretionary contribution, (B) Plan earnings, and (C) forfeitures of terminated participants' non-vested accounts. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's account.

Vesting
Participants are immediately vested in their voluntary contributions plus actual earnings thereon. Participants are also immediately vested in Collegetown Bagels, Inc. 401(K) Plan discretionary and matching contribution.

Payment of Benefits
On termination of service, a participant may elect to receive either a lump sum amount equal to the value of his or her account, or periodic payments to be determined at the time of termination.

***NOTE 1 DESCRIPTION OF PLAN (continued):***

Investment Options

Upon enrollment in the Plan, a participant may direct employee contributions in 5% increments in any of the following options. Participants may change their investment mix anytime during the year.

To comply with ASC 962-325 (formerly SOP 94-4), the Plan provides financial information for Guaranteed Interest Accounts at fair market value. Guaranteed Interest Accounts promise contract value for a benefit event (termination, death, disability and retirement); however, there is a possible market value adjustment when funds are withdrawn prior to their maturity. Thus, the Guaranteed Interest Accounts are not considered benefit responsive.

| Mutual Funds | 2013 | 2012 |
|---|---|---|
| American Fund Capital Income Builder | $ 371,134 | $ 320,151 |
| American Funds Capital World Growth and Income Fund | 106,604 | 102,256 |
| American Funds Bond Fund of America | 42,039 | 39,196 |
| American Funds Small Cap World Fund | 454,019 | 324,854 |
| American Funds The Growth Fund of America | 1,670,317 | 1,290,862 |
| American Funds The Income Fund of America | 550,601 | 446,710 |
| American Funds The New Economy Fund | 113,253 | 74,388 |
| American Funds US Government Securities Fund | 113,379 | 109,082 |
| American Funds EuroPacific Growth | 9,823 | 6,471 |
| American Funds Washington Mutual Investors Fund | 973,580 | 800,424 |
| American Funds Target Date Retirement Series | 50,604 | 27,028 |
| American Funds New World Fund | 32,620 | 20,834 |
| Total | $ 4,487,973 | $ 3,562,256 |

**Capital Income Builder** invests at least 50% in common stocks of large established companies based inside and outside the United States to achieve current income and growth.

**Capital World Growth and Income Fund** invests in common stocks, government and corporate bonds to achieve long term growth of capital with current income.

**Bond Fund of America** invests primarily in government and corporate bonds to achieve long term growth of capital.

***NOTE 1 DESCRIPTION OF PLAN (continued):***

**Small Cap World Fund** invests in common stocks, government and corporate debt in U.S and around the world to achieve long term growth.

**The Growth Fund of America** invests primarily in equities of companies that appear to offer superior long-term growth through a diversified portfolio.

**The Income Fund of America** invests in common or preferred stocks, convertible securities, bonds and U.S. and other government securities to achieve current income and secondly, growth of capital through a mix of equity and debt.

**The New Economy Fund** invests in common and preferred stocks, securities convertible into common stocks to achieve long term growth.

**US Government Securities Fund** invests in U.S. Treasury. Mortgage backed securities, and other U.S. backed instruments to achieve income while preserving capital.

**EuroPacific Growth** invests primarily in common stocks of issuers in Europe and the Pacific Basin that the investment adviser believes have the potential for growth.

**Washington Mutual Investors Fund** invests primarily in U.S. companies to achieve current income and opportunity for growth.

**Target Date Retirment Series** depending on the proximity to its target date, the fund will seek to achieve the following objectives to varying degrees: growth, income and conservation of capital. The fund will increasingly emphasis income and conservation of capital by investing a greater portion of its assets in bond, equity income and balanced funds as it approaches and passes its target date.

**New World Fund** invests in common stock and other equity type securities in qualified developing counties to achieve long term capital appreciation.

***NOTE 2 SIGNIFICANT ACCOUNTING POLICES:***

Basis of Accounting
The Plan's financial statements have been prepared on the accrual basis of accounting.

***NOTE 2 SIGNIFICANT ACCOUNTING POLICES (continued):***

Investments

The Plan's investments are recorded at market value, as established by the trustee, as of December 31, 2013 and 2012. Administrative expenses of the Plan include recordkeeping fees and legal fees and are paid by the Plan. The amount charged for administrative expenses totaled $3,630 and $2,610 for the years ended December 31, 2013 and 2012.

Estimates

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

Accounts Forfeited

Participants who terminate employment prior to the vesting of the employer non-elective contribution to their retirement accounts forfeit such contributions.

***NOTE 3 INVESTMENTS:***

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

**Level 1** – Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in an active market. This level includes common stocks, corporate bonds or mutual funds based on the closing price reported in the active market where the securities are traded.

**Level 2** – Inputs to the valuation methodology include quoted prices for similar assets or liabilities in active markets, quoted prices for identical or similar assets or liabilities in inactive markets, inputs other than quoted prices that are observable for the asset or liability, inputs that are derived principally from or corroborated by observable market data by correlation, or other means.

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

***NOTE 3 INVESTMENTS (continued):***

Quoted market prices are used to value investments. The Plan's investments are held by American Funds. The investments are managed by and all transactions are made by the Frontier Trust Company. The fair values of all of the investments listed are based on unadjusted, quoted prices in active markets as of the measurement date (often referred to as Level 1 inputs).

The following investments represent 5% or more of the Plan's Net Assets:

| Mutual Funds | 2013 | 2012 |
|---|---|---|
| American Fund Capital Income Builder<br>6,338 shares at December 31, 2013<br>6,066 shares at December 31, 2012 | $ 371,134 | $ 320,151 |
| American Funds The Growth Fund of America<br>38,845 shares at December 31, 2013<br>37,579 shares at December 31, 2012 | 1,670,317 | 1,290,862 |
| American Funds Washington Mutual Investors Fund<br>24,691 shares at December 31, 2013<br>25,646 shares at December 31, 2012 | 973,580 | 800,424 |
| American Funds Small Cap World Fund<br>9,237 shares at December 31, 2013<br>8,140 shares at December 31, 2012 | 454,019 | 324,854 |
| American Funds Income Fund of America<br>26,663 shares at December 31, 2013<br>24,735 shares at December 31, 2012 | 550,601 | 446,710 |

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**EIN:** 16-1057527
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|---|---|---|---|---|
| | Participants Loan Account | Various Rates and Maturities | 0 | 43,755 |
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# 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 and ending

| | |
|---|---|
| **A** Name of plan | **B** Three-digit plan number (PN) ▶ |
| **C** Plan sponsor's name as shown on line 2a of Form 5500 | **D** Employer Identification Number (EIN) |

## Part I Asset and Liability Statement

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

| Assets | | (a) Beginning of Year | (b) End of Year |
|---|---|---|---|
| **a** Total noninterest-bearing cash | 1a | | |
| **b** Receivables (less allowance for doubtful accounts): | | | |
| **(1)** Employer contributions | 1b(1) | | |
| **(2)** Participant contributions | 1b(2) | | |
| **(3)** Other | 1b(3) | | |
| **c** General investments: | | | |
| **(1)** Interest-bearing cash (include money market accounts & certificates of deposit) | 1c(1) | | |
| **(2)** U.S. Government securities | 1c(2) | | |
| **(3)** Corporate debt instruments (other than employer securities): | | | |
| **(A)** Preferred | 1c(3)(A) | | |
| **(B)** All other | 1c(3)(B) | | |
| **(4)** Corporate stocks (other than employer securities): | | | |
| **(A)** Preferred | 1c(4)(A) | | |
| **(B)** Common | 1c(4)(B) | | |
| **(5)** Partnership/joint venture interests | 1c(5) | | |
| **(6)** Real estate (other than employer real property) | 1c(6) | | |
| **(7)** Loans (other than to participants) | 1c(7) | | |
| **(8)** Participant loans | 1c(8) | | |
| **(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) | | |
| **(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 | | |
| **Liabilities** | | | |
| **g** Benefit claims payable | 1g | | |
| **h** Operating payables | 1h | | |
| **i** Acquisition indebtedness | 1i | | |
| **j** Other liabilities | 1j | | |
| **k** Total liabilities (add all amounts in lines 1g through1j) | 1k | | |
| **Net Assets** | | | |
| **l** Net assets (subtract line 1k from line 1f) | 1l | | |

## 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) | | |
| **(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) | | |
| **b Earnings on investments:** | | | |
| **(1)** Interest: | | | |
| **(A)** Interest-bearing cash (including money market accounts and certificates of deposit) | 2b(1)(A) | | |
| **(B)** U.S. Government securities | 2b(1)(B) | | |
| **(C)** Corporate debt instruments | 2b(1)(C) | | |
| **(D)** Loans (other than to participants) | 2b(1)(D) | | |
| **(E)** Participant loans | 2b(1)(E) | | |
| **(F)** Other | 2b(1)(F) | | |
| **(G)** Total interest. Add lines **2b(1)(A)** through **(F)** | 2b(1)(G) | | |
| **(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) | | |
| **(D)** Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)** | 2b(2)(D) | | |
| **(3)** Rents | 2b(3) | | |
| **(4)** Net gain (loss) on sale of assets: **(A)** Aggregate proceeds | 2b(4)(A) | | |
| **(B)** Aggregate carrying amount (see instructions) | 2b(4)(B) | | |
| **(C)** Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result | 2b(4)(C) | | |
| **(5)** Unrealized appreciation (depreciation) of assets: **(A)** Real estate | 2b(5)(A) | | |
| **(B)** Other | 2b(5)(B) | | |
| **(C)** Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)** | 2b(5)(C) | | |

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

## Part III Accountant's Opinion

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

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

**(1)** ☐ Unqualified **(2)** ☐ Qualified **(3)** ☐ Disclaimer **(4)** ☐ Adverse

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

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

**(1)** Name: **(2)** EIN:

**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 | | | |
| **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 | | | |

| | | | 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 | | | |
| 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 | | | |
| e | Was this plan covered by a fidelity bond? | 4e | | | |
| 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 | | | |
| 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 | | | |
| 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 | | | |
| 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 | | | |
| 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 | | | |
| 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 | | | |
| l | Has the plan failed to provide any benefit when due under the plan? | 4l | | | |
| 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)

| | **6b** Trust's EIN |
|---|---|
| | |

**Attachment to 2013 Form 5500**
**Schedule H, line 4i - Schedule of Assets (Held at End of Year)**

**Plan Name** COLLEGETOWN BAGELS, INC 401(K) PLAN **EIN:** 16-1057527
**Plan Sponsor's Name** COLLEGETOWN BAGELS, INC **PN:** 001

| (a) | (b) Identity of issue, borrower, lessor, or similar party | (c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value. | (d) Cost | (e) Current value |
|---|---|---|---|---|
| | American Funds | American Funds Growth Fund of America A | 0 | 1,670,317 |
| | American Funds | American Funds Washington Mutual Inv A | 0 | 973,580 |
| | American Funds | American Funds Capital Income Bldr | 0 | 371,134 |
| | American Funds | American Funds Income Fd Of America A | 0 | 550,601 |
| | American Funds | American Funds U.S. Govt SecA | 0 | 113,379 |
| | American Funds | American Funds SMALLCAP World Fund A | 0 | 454,019 |
| | American Funds | American Funds New Economy Fund A | 0 | 113,253 |

## Attachment to 2013 Form 5500
## Schedule H, line 4i - Schedule of Assets (Held at End of Year)

**Plan Name** COLLEGETOWN BAGELS, INC 401(K) PLAN **EIN:** 16-1057527

**Plan Sponsor's Name** COLLEGETOWN BAGELS, INC **PN:** 001

| (a) | (b) Identity of issue, borrower, lessor, or similar party | (c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value. | (d) Cost | (e) Current value |
|---|---|---|---|---|
| | American Funds | American Funds Cap World Gr and InA | 0 | 106,604 |
| | American Funds | American Funds Bond of America A | 0 | 42,039 |
| | American Funds | American Funds EuroPacific Growth Fund A | 0 | 9,823 |
| | American Funds | American Funds Trgt Date Ret 2010A | 0 | 17 |
| | American Funds | American Funds Trgt Date Ret 2015A | 0 | 2,566 |
| | American Funds | American Funds Trgt Date Ret 2020A | 0 | 1,177 |
| | American Funds | American Funds Trgt Date Ret 2025A | 0 | 17,369 |

**Attachment to 2013 Form 5500**
**Schedule H, line 4i - Schedule of Assets (Held at End of Year)**

**Plan Name** COLLEGETOWN BAGELS, INC 401(K) PLAN **EIN:** 16-1057527
**Plan Sponsor's Name** COLLEGETOWN BAGELS, INC **PN:** 001

| (a) | (b) Identity of issue, borrower, lessor, or similar party | (c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value. | (d) Cost | (e) Current value |
|---|---|---|---|---|
| | American Funds | American Funds Trgt Date Ret 2030A | 0 | 1,262 |
| | American Funds | American Funds Trgt Date Ret 2035A | 0 | 9,065 |
| | American Funds | American Funds Trgt Date Ret 2040A | 0 | 4,527 |
| | American Funds | American Funds Trgt Date Ret 2045A | 0 | 11 |
| | American Funds | American Funds Trgt Date Ret 2050A | 0 | 5 |
| | American Funds | American Funds 2055 Trgt Date RetA | 0 | 14,605 |
| | American Funds | American Funds New World Fund A | 0 | 32,620 |

**Attachment to 2013 Form 5500**
**Schedule H, line 4i - Schedule of Assets (Held at End of Year)**

**Plan Name** COLLEGETOWN BAGELS, INC 401(K) PLAN **EIN:** 16-1057527
**Plan Sponsor's Name** COLLEGETOWN BAGELS, INC **PN:** 001

| (a) | (b) Identity of issue, borrower, lessor, or similar party | (c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value. | (d) Cost | (e) Current value |
|---|---|---|---|---|
| | Participants Loan Account | Various Rates and Maturities | 0 | 43,755 |
| | Frontier Trust Company | Contribution Account | 0 | 30,000 |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |