

<div>Form 5500</div> <div>Department of the Treasury Internal Revenue Service</div> <div>Department of Labor Employee Benefits Security Administration</div> <div>Pension Benefit Guaranty Corporation</div>	<div>Annual Return/Report of Employee Benefit Plan</div> <div>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), and 6058(a) of the Internal Revenue Code (the Code).</div> <div>▶ Complete all entries in accordance with the instructions to the Form 5500.</div>	<div>OMB Nos. 1210-0110 1210-0089</div> <div>2009</div> <div>This Form is Open to Public Inspection</div>
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Part I	Annual Report Identification Information
For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009	
A This return/report is for:	<div>☐ a multiemployer plan;</div> <div>☒ a single-employer plan;</div> <div>☐ a multiple-employer plan; or</div> <div>☐ a DFE (specify) ____</div>
B This return/report is:	<div>☐ the first return/report;</div> <div>☐ the final return/report;</div> <div>☐ an amended return/report;</div> <div>☐ a short plan year return/report (less than 12 months).</div>
C If the plan is a collectively-bargained plan, check here.	☐
D Check box if filing under:	<div>☒ Form 5558;</div> <div>☐ automatic extension;</div> <div>☐ the DFVC program;</div> <div>☐ special extension (enter description)</div>

Part II	Basic Plan Information—enter all requested information
1a Name of plan RETIREMENT PLAN FOR EMPLOYEES OF BANKATLANTIC	1b Three-digit plan number (PN) ▶ 001
	1c Effective date of plan 10/14/1959
2a Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.) BANKATLANTIC 2100 W. CYPRESS CREEK ROAD FORT LAUDERDALE, FL 33309	2b Employer Identification Number (EIN) 59-0669712
	2c Sponsor's telephone number 954-940-5000
	2d Business code (see instructions) 522120

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/14/2010	ANNE CHERVONY
	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

3a Plan administrator's name and address (if same as plan sponsor, enter "Same")

RETIREMENT COMM. OF BANKATLANTIC

2100 W. CYPRESS CREEK ROAD
FORT LAUDERDALE, FL 33309**3b** Administrator's EIN

56-1667418

3c Administrator's telephone number

954-940-5000

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**

1023

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**

234

b Retired or separated participants receiving benefits.....**6b**

194

c Other retired or separated participants entitled to future benefits.....**6c**

516

d Subtotal. Add lines **6a**, **6b**, and **6c**.....**6d**

944

e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....**6e**

32

f Total. Add lines **6d** and **6e**.....**6f**

976

g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....**6g****h** Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....**6h**

0

7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)**7****8a** If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:

1A 1G 1I 3H

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristic Codes in the instructions:**9a** Plan funding arrangement (check all that apply)(1) ☐

Insurance

(2) ☐

Code section 412(e)(3) insurance contracts

(3) ☒

Trust

(4) ☐

General assets of the sponsor

9b Plan benefit arrangement (check all that apply)(1) ☐

Insurance

(2) ☐

Code section 412(e)(3) insurance contracts

(3) ☒

Trust

(4) ☐

General assets of the sponsor

10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)**a Pension Schedules**(1) ☒**R** (Retirement Plan Information)(2) ☐**MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary(3) ☒**SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary**b General Schedules**(1) ☒**H** (Financial Information)(2) ☐**I** (Financial Information - Small Plan)(3) ☐**A** (Insurance Information)(4) ☒**C** (Service Provider Information)(5) ☐**D** (DFE/Participating Plan Information)(6) ☐**G** (Financial Transaction Schedules)

SCHEDULE SB (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Single-Employer Defined Benefit Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500 or 5500-SF.	OMB No. 1210-0110 2009 This Form is Open to Public Inspection
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For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

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

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

A Name of plan <u>RETIREMENT PLAN FOR EMPLOYEES OF BANKATLANTIC</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF <u>BANKATLANTIC</u>	D Employer Identification Number (EIN) <u>59-0669712</u>
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500

Part I	Basic Information
1 Enter the valuation date: Month <u>01</u> Day <u>01</u> Year <u>2009</u>	
2 Assets:	
a Market value	2a <u>17966157</u>
b Actuarial value	2b <u>17966157</u>
3 Funding target/participant count breakdown	
	(1) Number of participants (2) Funding Target
a For retired participants and beneficiaries receiving payment	3a <u>213</u> <u>8466719</u>
b For terminated vested participants	3b <u>534</u> <u>9670032</u>
c For active participants:	
(1) Non-vested benefits	3c(1) <u>0</u>
(2) Vested benefits	3c(2) <u>6317931</u>
(3) Total active	3c(3) <u>276</u> <u>6317931</u>
d Total	3d <u>1023</u> <u>24454682</u>
4 If the plan is at-risk, check the box and complete items (a) and (b)	☐
a Funding target disregarding prescribed at-risk assumptions	4a
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been at-risk for fewer than five consecutive years and disregarding loading factor	4b
5 Effective interest rate	5 <u>7.96 %</u>
6 Target normal cost	6 <u>278436</u>

Statement by Enrolled Actuary

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

SIGN HERE	<u>10/12/2010</u>
Signature of actuary <u>FREDERIC J. SMITH, F.C.A.</u>	Date <u>08-01494</u>
Type or print name of actuary <u>INGHAM GROUP</u>	Most recent enrollment number <u>305-671-2200</u>
Firm name <u>9155 S. DADELAND BLVD SUITE 1512</u> <u>MIAMI, FL 33156</u>	Telephone number (including area code)
Address of the firm	

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

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

Schedule SB (Form 5500) 2009
v.092308.1

Part II Beginning of year carryover and prefunding balances		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (Item 13 from prior year)	1065768	0
8	Portion used to offset prior year's funding requirement (Item 35 from prior year)	0	0
9	Amount remaining (Item 7 minus item 8).....	1065768	0
10	Interest on item 9 using prior year's actual return of <u>-35.33</u> %	-376589	
11	Prior year's excess contributions to be added to prefunding balance:		
a	Excess contributions (Item 38 from prior year)		0
b	Interest on (a) using prior year's effective rate of <u>6.00</u> %		0
c	Total available at beginning of current plan year to add to prefunding balance		0
d	Portion of (c) to be added to prefunding balance.....		0
12	Reduction in balances due to elections or deemed elections.....	0	0
13	Balance at beginning of current year (item 9 + item 10 + item 11d – item 12).....	689179	0

Part III Funding percentages			
14	Funding target attainment percentage.....	14	70.65 %
15	Adjusted funding target attainment percentage.....	15	70.65 %
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement.....	16	92.30 %
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage.....	17	%

Part IV Contributions and liquidity shortfalls					
18 Contributions made to the plan for the plan year by employer(s) and employees:					
(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
09/14/2010	49915				
			Totals ►	18(b)	18(c)
				49915	0

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:		
a	Contributions allocated toward unpaid minimum required contribution from prior years.....	19a 0
b	Contributions made to avoid restrictions adjusted to valuation date	19b 0
c	Contributions allocated toward minimum required contribution for current year adjusted to valuation date.....	19c 43807
20 Quarterly contributions and liquidity shortfalls:		
a Did the plan have a "funding shortfall" for the prior year?		☒ Yes ☐ No
b If 20a is "Yes," were required quarterly installments for the current year made in a timely manner?		☒ Yes ☐ No
c If 20a is "Yes," see instructions and complete the following table as applicable:		
Liquidity shortfall as of end of Quarter of this plan year		
(1) 1st	(2) 2nd	(3) 3rd
0	0	0
		(4) 4th
		0

Part V Assumptions used to determine funding target and target normal cost

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

Part VI Miscellaneous items

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

Part VII Reconciliation of unpaid minimum required contributions for prior years

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

Part VIII Minimum required contribution for current year

31 Target normal cost, adjusted, if applicable (see instructions).....	31	278436
32 Amortization installments:	Outstanding Balance	Installment
a Net shortfall amortization installment	5710424	454550
b Waiver amortization installment	0	0
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33	
34 Total funding requirement before reflecting carryover/prefunding balances (item 31 + item 32a + item 32b – item 33).....	34	732986
	Carryover balance	Prefunding balance
35 Balances used to offset funding requirement	689179	0
36 Additional cash requirement (item 34 minus item 35).....	36	43807
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (Item 19c).....	37	43807
38 Interest-adjusted excess contributions for current year (see instructions).....	38	0
39 Unpaid minimum required contribution for current year (excess, if any, of item 36 over item 37).....	39	0
40 Unpaid minimum required contribution for all years	40	0

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2009
		This Form is Open to Public Inspection.
For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009		
A Name of plan RETIREMENT PLAN FOR EMPLOYEES OF BANKATLANTIC	B Three-digit plan number (PN) ▶	001
C Plan sponsor's name as shown on line 2a of Form 5500 BANKATLANTIC	D Employer Identification Number (EIN) 59-0669712	

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation	
AMERICAN FUNDS	P.O. BOX 2280 NORFOLK, VA 23501-2280

(b) Enter name and EIN or address of person who provided you disclosure on eligible indirect compensation	
CALAMOS FUNDS	2020 CALAMOS COURT NAPERVILLE, IL 60563-2787

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation	
FRANKLIN TEMPLETON	100 FOUNTAIN PARKWAY ST. PETERSBURG, FL 33716

(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)

INGHAM GROUP

9155 S. DADELAND BLVD.
MIAMI, FL 33156

65-0170152

(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?
11	NONE	53950	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

STERNS WEAVER MILLER WEISSLER

MUSEUM TOWER 150 WEST FLAGLER ST
MIAMI, FL 33130

59-2126062

(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?
22	NONE	20025	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

UBS

401 EAST LAS OLAS BLVD
FORT LAUDERDALE, FL 33301

(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?
54	NONE	17150	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

GOLDSTEIN ZUGMAN WEINSTEIN & POOLE

300 SOUTH PINE ISLAND ROAD
PLANTATION, FL 33324

20-0453834

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
10	NONE	9000	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

MARY GINESTRA

2100 WEST CYPRESS CREEK ROAD
FORT LAUDERDALE, FL 33309

59-0669712

(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?
25	NONE	9000	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

BRUNO DIGIULIAN

2100 WEST CYPRESS CREEK ROAD
FORT LAUDERDALE, FL 33309

59-0669712

(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?
25	NONE	9000	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

UBS 401 EAST LAS OLAS BLVD
FORT LAUDERDALE, FL 33301

(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?
63	NONE	0	Yes ☒ No ☐	Yes ☐ No ☒	41821	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
UBS	63	9688
(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.
AMERICAN FUNDS P.O. BOX 2280 NORFOLK, VA 23501-2280	RATE OF 0.186% OF BALANCE OF ASSETS HELD	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
UBS	63	9810
(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.
CALAMOS FUNDS 2020 CALAMOS COURT NAPERVILLE, IL 60563-2787	RATE OF 0.186% OF BALANCE OF ASSETS HELD	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
UBS	63	4425
(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.
COLUMBIA FUNDS P.O. BOX 8081 BOSTON, MA 02266-8081	RATE OF 0.186% OF BALANCE OF ASSETS HELD	

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
UBS	63	4373
(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.
THE DAVIS FUNDS P.O. BOX 8406 BOSTON, MA 02266-8406	RATE OF 0.186% OF BALANCE OF ASSETS HELD	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
UBS	63	6229
(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.
FRANKLIN TEMPLETON 100 FOUNTAIN PARKWAY ST PETERSBURG, FL 33716	RATE OF 0.186% OF BALANCE OF ASSETS HELD	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
UBS	63	2269
(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.
HARTFORD MUTUAL FUNDS INC ITT HARTFORD GROUP NC PO BOX 2999 HARTFORD, CT 06115	RATE OF 0.186% OF BALANCE OF ASSETS HELD	

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
UBS	63	2882
(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.
OPPENHEIMER FUNDS	6803 SOUTH TUCSON WAY CENTENNIAL, CO 80112	RATE OF 0.186% OF BALANCE OF ASSETS HELD
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
UBS	63	2145
(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.
VIRTUS INVESTMENT PARTNERS	100 PEARL STREET 9TH FLOOR HARTFORD, CT 06103	RATE OF 0.186% OF BALANCE OF ASSETS HELD
(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
		2009
		This Form is Open to Public Inspection

For calendar plan year 2009 or fiscal plan year beginning <u>01/01/2009</u> and ending <u>12/31/2009</u>		
A Name of plan <u>RETIREMENT PLAN FOR EMPLOYEES OF BANKATLANTIC</u>	B Three-digit plan number (PN) ►	<u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>BANKATLANTIC</u>	D Employer Identification Number (EIN) <u>59-0669712</u>	

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)	60	
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	444855	357294
(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)	601911	521118
(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)	16938437	21070956
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	17985263	21949368

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h	19295	4465
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	19295	4465

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	17965968	21944903
---	-----------	----------	----------

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)		0
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	4649	
(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)		4649
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)	39	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	406590	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		406629
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	65380	
(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)		65380

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate.....	2b(5)(A)		
(B) Other	2b(5)(B)	4828772	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		4828772
(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		5305430

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	1096953	
(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)		1096953
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)	82975	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	146567	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		229542
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		1326495

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		3978935
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: GOLDSTEIN ZUGMAN WEINSTEIN & POOLE,

(2) EIN: 20-0453834

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 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete 4j and 4l. MTIAs also do not complete 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.).....		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.).....		X	
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.).....		X	
e Was this plan covered by a fidelity bond?.....	X		50000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.).....		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....			
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			

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

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

5b(1) Name of plan(s)

5b(2) EIN(s)

5b(3) PN(s)

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

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
		2009
		This Form is Open to Public Inspection.

For calendar plan year 2009 or fiscal plan year beginning <u>01/01/2009</u> and ending <u>12/31/2009</u>		
A Name of plan <u>RETIREMENT PLAN FOR EMPLOYEES OF BANKATLANTIC</u>	B Three-digit plan number (PN) ▶ <u>001</u>	
C Plan sponsor's name as shown on line 2a of Form 5500 <u>BANKATLANTIC</u>	D Employer Identification Number (EIN) <u>59-0669712</u>	

Part I	Distributions
---------------	----------------------

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

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

1	<u>0</u>
----------	----------

2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits):
EIN(s): 59-6124080

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

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

3	<u>2</u>
----------	----------

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

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?..... ☐ Yes ☒ No ☐ N/A
If the plan is a defined benefit plan, go to line 8.

5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. **Date:** Month _____ Day _____ Year _____
If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.

6 **a** Enter the minimum required contribution for this plan year

6a	
b Enter the amount contributed by the employer to the plan for this plan year	
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 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(es). 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 items 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 items 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 items 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 items 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 items 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 items 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 item 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 items (a) through (c)

- a** Enter the percentage of plan assets held as:

Stock: 72% Investment-Grade Debt: 25% High-Yield Debt: _____% Real Estate: _____% Other: 3%

- 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 item 19(b)?

☒ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify): _____



RETIREMENT PLAN FOR EMPLOYEES OF

BANKATLANTIC

FINANCIAL STATEMENTS

DECEMBER 31, 2009 AND 2008

AND INDEPENDENT AUDITORS' REPORT

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GOLDSTEIN, ZUGMAN, WEINSTEIN & POOLE, LLC

Certified Public Accountants and Consultants

Irving L. Goldstein, CPA, PA
David B. Zugman, CPA, PA
Frederick S. Weinstein, CPA, PA
Keenan L. Poole, CPA, PA
David B. Black, CPA, PA
Steven M. Borisman, CPA, PA
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Geraldine (Doe Dee) Poole, CPA
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Adele R. Shea, CPA
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October 13, 2010

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INDEPENDENT AUDITORS' REPORT

Trustees of the Retirement
Plan for Employees of
BankAtlantic
Fort Lauderdale, Florida

We have audited the accompanying statements of net assets available for benefits of the Retirement Plan for Employees of BankAtlantic as of December 31, 2009 and 2008, and the related statements of changes in net assets available for benefits for the years then ended. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

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

In our opinion, the financial statements referred to above present fairly, in all material respects, information regarding the Retirement Plan for Employees of BankAtlantic's net assets available for benefits as of December 31, 2009, and changes therein for the year then ended and its financial status as of December 31, 2008, and changes therein for the year then ended in conformity with accounting principles generally accepted in the United States of America.

Our audits were conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental schedule, Schedule H, Line 4(i), Schedule of Assets (Held At End of Year) as of December 31, 2009 on page 14 is presented for the purpose of additional analysis and is not a required part of the basic financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. The supplemental schedule is the responsibility of the Plan's management. The supplemental schedules and fund information have been subjected to the auditing procedures applied in the audits of the basic financial statements and, in our opinion, are fairly stated in all material respects in relation to the basic financial statements taken as a whole.

*Goldstein Zugman
Weinstein & Poole, LLC*

Goldstein, Zugman, Weinstein & Poole, LLC

Retirement Plan for Employees of
BankAtlantic

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

	December 31,	
	2009	2008
ASSETS		
Investments at fair value:		
Mutual funds	\$ 21,070,956	\$ 16,938,437
Common stocks	521,118	601,911
	<u>21,592,074</u>	<u>17,540,348</u>
Receivables:		
Accrued dividends	0	60
Cash and Cash Equivalents:		
Checking account	149,405	111,031
Money Market funds	207,889	333,824
	<u>357,294</u>	<u>444,855</u>
 TOTAL ASSETS	 \$ <u>21,949,368</u>	 \$ <u>17,985,263</u>
 LIABILITIES		
Accrued expenses	\$ <u>4,465</u>	\$ <u>19,295</u>
 NET ASSETS AVAILABLE FOR BENEFITS	 \$ <u><u>21,944,903</u></u>	 \$ <u><u>17,965,968</u></u>

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

EXHIBIT A

Retirement Plan for Employees of
BankAtlantic

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

	Year Ended December 31,	
	2009	2008
ADDITIONS/(SUBTRACTIONS) TO NET ASSETS		
Investment Income/(Loss):		
Net appreciation/(depreciation) in fair value of investments	\$ 4,894,152	\$ (10,807,415)
Interest	64	79
Dividends	406,629	865,714
Other income	4,585	8,403
Total Investment Income/(Loss)	<u>5,305,430</u>	<u>(9,933,219)</u>
Contributions:		
Employer	0	0
Total Additions/(Subtractions) to Net Assets	<u>5,305,430</u>	<u>(9,933,219)</u>
DEDUCTIONS FROM NET ASSETS		
Benefits paid directly to participants	1,096,953	1,036,644
Administrative expenses	229,542	167,618
Total Deductions from Net Assets	<u>1,326,495</u>	<u>1,204,262</u>
NET INCREASE (DECREASE)	<u>3,978,935</u>	<u>(11,137,481)</u>
Net assets available for benefits at the beginning of the year	<u>17,965,968</u>	<u>29,103,449</u>
NET ASSETS AVAILABLE FOR BENEFITS AT THE END OF THE YEAR	<u>\$ 21,944,903</u>	<u>\$ 17,965,968</u>

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

EXHIBIT B

NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2009 AND 2008

NOTE 1: DESCRIPTION OF PLAN

The following brief description of the Retirement Plan for Employees of BankAtlantic (the "Plan") provides only general information. Participants should refer to the Plan agreement and amendments for more complete description of the Plan's provisions.

General – The Plan is a defined benefit pension plan. It is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA) as amended and subsequent acts pertaining to employee retirement plans.

A description of the Plan is included with the actuarial valuation report from the actuaries. Readers should refer to the report from the actuaries and/or to the Retirement Trust Agreement (the "Trust") for detailed information about the Plan. As permitted under the Plan, the Plan was frozen as to additional benefits by corporate resolution on December 14, 1998 and effective January 1, 1999. Participants have not accrued service benefits beyond December 31, 1998. The Plan was amended to provide for full and immediate vesting of accrued benefits for active employees on December 31, 1998 and those employees who were terminated as a result of the Reduction In Force Program implemented by the Employer on or about December 15, 1998. BankAtlantic is obligated to fund future pension expense based on future actual Plan returns and actuarial values of the Plan obligations incurred prior to January 1, 1999.

Pension Benefits - Service was credited for benefit accrual purposes for each plan year in which 1,000 hours of service was earned. A pro-rata partial year was earned in the years of employment and of termination of service. Service prior to January 1, 1999 was measured in complete calendar months. No service will be credited for periods of employment after December 31, 1998.

The normal form of retirement income is monthly payments beginning with the participant's date of normal, early, or delayed retirement with final payments due in the month in which death occurs or the 120th payment, whichever is later. Optional forms of retirement income may be elected by a participant include increased income payable for life only; reduced income payable during the remaining lifetime of the participant with 50% of such amount payable during the remaining lifetime, if any, of the participant's designed beneficiary following date of death; or a single lump sum distribution to participants who retire on or after 70 with at least 15 years of service.

Death and Disability Benefits - Upon the death of a participant who is vested or has a permanent disability, and who has not yet had an annuity starting date, the participant's spouse shall be entitled to a qualified joint and survivor annuity. A non-spouse beneficiary shall be entitled to a pre-retirement benefit which is actually equivalent to a qualified pre-retirement survivor annuity assuming a spouse of equal age. The benefit payable to the surviving spouse of a married participant shall be at least as valuable as the benefit payable to a non-spouse beneficiary. If a participant becomes totally and permanently disabled prior to his normal retirement date, he will be entitled to receive a monthly disability retirement income commencing as of normal retirement date.

NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2009 AND 2008

NOTE 2: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER MATTERS

Date of Management's Review – Subsequent events were evaluated through October 13, 2010, which is the date the financial statements were available to be issued.

Basis of Accounting - The accompanying financial statements are prepared on the accrual basis of accounting. Unrealized gains or losses as a result of changes in market value are recorded in income of the current period. The following is a comparison of the fair value of all assets at December 31:

	2009	2008
Mutual Funds:		
Stock	\$ 7,468,599	\$ 5,919,069
Global	3,124,351	2,784,028
Balanced	10,478,006	8,235,340
Total mutual funds	<u>21,070,956</u>	<u>16,938,437</u>
Securities:		
Common stocks	<u>521,118</u>	<u>601,911</u>
Receivables:		
Accrued dividends	<u>0</u>	<u>60</u>
Cash and cash equivalents:		
Checking and savings accounts	149,405	111,031
Money market funds and other cash accounts	<u>207,889</u>	<u>333,824</u>
Total cash and cash equivalents	<u>357,294</u>	<u>444,855</u>
TOTAL ASSETS	<u>\$ 21,949,368</u>	<u>\$ 17,985,263</u>

Actuarial Present Value of Accumulated Benefits - Accumulated plan benefits are those future periodic payments, including lump-sum distributions that are attributable under the Plan's provisions to the service employees have rendered. Accumulated plan benefits include benefits expected to be paid to (a) retired or terminated employees or their beneficiaries, (b) beneficiaries of employees who have died, and (c) present employees or their beneficiaries.

The actuarial present value of accumulated plan benefits is determined by an actuary and is that amount that results from applying actuarial assumptions to adjust the accumulated plan benefits.

The reader should refer to the report from the actuary for a detailed description of the actuarial assumptions used in the valuation and the factors affecting the year-to-date change.

NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2009 AND 2008

NOTE 2: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER MATTERS (continued)

The following is a schedule of the accumulated benefits and changes in accumulated benefits as computed and submitted by the actuary at January 1:

	<u>2009</u>	<u>2008</u>
ACCUMULATED BENEFITS		
Vested benefits:		
Participants currently receiving benefits	\$ 9,660,623	\$ 8,714,733
Participants due deferred benefits	13,192,208	12,389,256
Participants entitled to future benefits	8,297,187	7,926,031
	<u>31,150,018</u>	<u>29,030,020</u>
Non-vested benefits	0	135,982
Total Actuarial Present Value of Accumulated Plan Benefits	\$ <u>31,150,018</u>	\$ <u>29,166,002</u>
CHANGES IN ACCUMULATED PLAN BENEFITS		
Actuarial present value of accumulated benefits - beginning of year	\$ 29,166,002	\$ 29,236,997
Increase (decrease) attributable to:		
Benefits paid	(1,096,953)	(1,036,644)
Other, including benefits accumulated, and increase for interest due to decrease in the discount period	3,080,969	965,649
Total Actuarial Present Value of Accumulated Plan Benefits-End of Year	\$ <u>31,150,018</u>	\$ <u>29,166,002</u>

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.

Administrative Expenses - The Plan shall pay for all administrative expenses unless specifically provided for by the employer.

Investment Valuation and Income Recognition - Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 4 for a discussion of fair value measurements.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation (depreciation) includes the plan's gains and losses on investments bought and sold as well as held during the year.

Payment of Benefits - Benefit payments to participants are recorded upon distribution.

NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2009 AND 2008

NOTE 3: FUNDING POLICY

No contribution is required of any participants. The employer intends, but does not guarantee, to make annual contributions in amounts at least equal to the amounts, if any, required to meet the minimum funding requirements, as specified in the actuary's valuation reports for the applicable periods of time. The employer made no contribution to the Plan during the years ended December 31, 2009 and 2008.

During the year ending December 31, 2010, the employer plans to contribute a total of \$781,009 to the plan. Payments are as follows:

	<u>Due date</u>	<u>Amount</u>
1 st quarterly contribution (2010)	04/15/2010	\$321,176 ¹
2 nd quarterly contribution (2010)	07/15/2010	255,128 ²
3 rd quarterly contribution (2010)	10/15/2010	154,790
Minimum required contribution (2009)	09/15/2010	<u>49,915</u> ³
Total contribution due in 2010		781,009
4 th quarterly contribution (2010)	01/15/2011	<u>0</u>
Grand total		<u>\$781,009</u>

The following payments have been funded:

- 1 – On April 13, 2010, \$321,176 was paid.
- 2 – On July 13, 2010, \$255,128 was paid.
- 3 – On September 14, 2010, \$49,915 was paid.

NOTE 4: FAIR VALUE MEASUREMENTS

Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) 820, Fair Value Measurements and Disclosures, provides a 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 820-10 are described as follows:

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

Level 2 inputs to the valuation methodology include the following:

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

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

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

The asset's or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2009 AND 2008

NOTE 4: FAIR VALUE MEASUREMENTS (continued)

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2009 and 2008.

Mutual funds: Valued at the net asset value (NAV) of shares held by the Plan at year end.

Common stocks: Valued at the closing price reported on the active market on which the individual securities are traded.

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

Fair Value Measurements at Reporting Date Using:				
	Fair Value	Quoted Prices in Active Markets For Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
<u>December 31, 2009</u>				
Shares of registered investment companies	\$21,070,956	\$21,070,956		
Common stocks	<u>521,118</u>	<u>521,118</u>		
Totals	<u>\$21,592,074</u>	<u>\$21,592,074</u>	<u>\$ 0</u>	<u>\$ 0</u>
<u>December 31, 2008</u>				
Shares of registered investment companies	\$16,938,437	\$16,938,437		
Common stocks	<u>601,911</u>	<u>601,911</u>		
Totals	<u>\$17,540,348</u>	<u>\$17,540,348</u>	<u>\$ 0</u>	<u>\$ 0</u>

NOTE 5: INVESTMENTS

The fair market values of individual assets that represent 5% or more of the Plan net assets are as follows:

	As of December 31,	
	2009	2008
American Funds Income Fund of America CL A	2,035,271	988,117
Calamos Global Growth & Income Fund CL A	1,174,808	N/A
Calamos Growth & Income Fund CL A	1,278,986	953,556
Calamos Convertible Fund Class A	1,802,659	N/A
Davis New York Venture Fund CL A	2,203,078	1,679,687
FT- Franklin Income A	1,235,778	996,980
Hartford Checks and Balances A	1,143,045	N/A

NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2009 AND 2008

NOTE 5: INVESTMENTS (continued)

Securities Held at Year End - Market value increases and decreases in marketable securities held at year end are summarized as follows:

	Mutual Funds	Common Stocks	Total
Marketable securities held at December 31, 2009			
Market value 12/31/08 or 2009 cost	\$ 16,161,391	\$ 601,911	\$ 16,763,302
Value increase (decrease) in 2009	4,909,565	(80,793)	4,828,772
Market value 12/31/09	<u>\$ 21,070,956</u>	<u>\$ 521,118</u>	<u>\$ 21,592,074</u>
Marketable securities held at December 31, 2008			
Market value 12/31/07 or 2008 cost	\$ 27,604,316	\$ 579,514	\$ 28,183,830
Value increase (decrease) in 2008	(10,665,879)	22,397	(10,643,482)
Market value 12/31/08	<u>\$ 16,938,437</u>	<u>\$ 601,911</u>	<u>\$ 17,540,348</u>

NOTE 6: PLAN TERMINATION

Although they have not expressed any intent to do so, the Trustees have the right under the Plan to terminate the Plan subject to the provision of ERISA.

Upon the termination (including a partial termination) of this Plan, the retirement benefits as of the date of determination of the Participants to whom the termination relates shall be nonforfeitable (to the extent funded) without any formal action.

If this Plan is terminated, benefits to Participants and their Beneficiaries shall be paid in accordance with Section 4044 of ERISA and, if applicable, Section 414(1) of the Internal Revenue Code.

If this Plan is terminated and value of the Trust Fund exceeds the value of benefits allocable to Participants and their Beneficiaries, the amount of the excess shall be repaid to the Employers in accordance with the directions of the Plan Administrator. If the plan is terminated, the Plan Administrator shall continue to function and may fill any vacancies which may occur in its own membership (if the Board fails to do so) until the Trustee has rendered its final account and that account has been approved.

Neither this Plan nor the Trust may be merged or consolidated with, nor may its assets or liabilities be transferred to any other Plan or Trusts, unless each Participant would receive a benefit immediately after the merger, consolidation or transfer, which is equal to or greater than the benefit the Participant would have been entitled to receive immediately before the merger, consolidation or transfer of this Plan.

There are two ways an employer can terminate its pension plan. The employer can end the plan in a "standard termination" but only after showing the PBGC that the plan has enough money (fully funded) to pay all benefits owed to participants. The plan must either purchase an annuity from an insurance company (which will provide you with lifetime benefits when you retire) or, if your plan allows, issue one lump-sum payment that covers your entire benefit. Before purchasing your annuity, your plan administrator must give you advance notice that identifies the insurance company (or companies) that your employer may select to provide the annuity. The PBGC's guarantee ends when your employer purchases your annuity or gives you the lump-sum payment.

If the plan is not fully-funded, the employer may apply for a distress termination if the employer is in financial distress. To do so, however, the employer must prove to a bankruptcy court or to the PBGC that the employer cannot remain in business unless the plan is terminated. If the application is granted, the PBGC will take over the plan as trustee and pay plan benefits, up to the legal limits, using plan assets and PBGC guarantee funds.

**NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2009 AND 2008**

NOTE 7: CONCENTRATION OF CREDIT RISK

Financial instruments that potentially subject the Plan to concentrations of credit risk consist principally of investments in mutual funds.

The Plan maintains its cash balances with BankAtlantic, the sponsor of the Plan, located in Fort Lauderdale, Florida. The balances are insured by the Federal Deposit Insurance Corporation up to \$250,000. At December 31, 2009, the Plan had no uninsured cash balances.

NOTE 8: TAX STATUS

The plan obtained its latest determination letter on August 28, 2009, in which the Internal Revenue Service stated that the plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code. The plan administrator and the plan's tax counsel believe that the plan is designed and currently operating in compliance with the applicable requirements of the Internal Revenue Code.

NOTE 9: RISKS AND UNCERTAINTIES

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

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

NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2009 AND 2008

NOTE 10: OBLIGATIONS AND FUNDED STATUS

At December 31

	Pension Benefits	
	2009	2008
Change in benefit obligation		
Benefit obligation at beginning of year	\$ 31,150,018	\$ 28,918,273
Interest cost	1,831,480	1,719,469
Actuarial (gain) loss	(509,961)	1,548,920
Benefits paid	(1,096,953)	(1,036,644)
Benefit obligation at end of year	\$ 31,374,584	\$ 31,150,018
Change in plan assets		
Fair value of plan assets at beginning of year	\$ 17,965,968	\$ 29,103,449
Actual return on plan assets	5,075,888	(10,100,837)
Employer contribution	0	0
Benefits paid	(1,096,953)	(1,036,644)
Fair value of Plan assets at end of year	\$ 21,944,903	\$ 17,965,968
Funded status at end of year	\$ (9,429,681)	\$ (13,184,050)
Amounts recognized in the statement of financial position consist of:		
Current asset /(liability)	\$ (9,429,681)	\$ (13,184,050)

The accumulated benefit obligation for all defined benefit pension plans was \$31,374,584 and \$31,150,018 at December 31, 2009 and 2008, respectively.

Information for pension plans with an accumulated
benefit obligation in excess of plan assets

	December 31,	
	2009	2008
Projected benefit obligation	\$ 31,374,584	\$ 31,150,018
Accumulated benefit obligation	31,374,584	31,150,018
Fair value of plan assets	21,944,903	17,965,968

NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2009 AND 2008

NOTE 10: OBLIGATIONS AND FUNDED STATUS (continued)

Components of Net Periodic Benefit Cost
and Other Amounts Recognized in
Other Comprehensive Income

	Pension Benefits	
	2009	2008
Net Periodic Benefit Cost		
Service cost	\$ 0	\$ 0
Interest cost	1,838,943	1,719,469
Expected return on plan assets	(1,804,138)	(2,430,629)
Amortization of prior service cost	0	0
Amortization of net loss	1,322,085	463,057
Net periodic benefit cost	\$ 1,356,890	\$ (248,103)

Assumptions

Weighted-average assumptions used to determine benefit
obligations at December 31

	2009		2008	
Discount rate	6.00	%	6.00	%
Rate of compensation increase	N/A		N/A	

Weighted-average assumptions used to determine net periodic
benefit cost for years ended December 31

	2009		2008	
Discount rate	6.00	%	6.00	%
Expected long-term return on plan assets	8.50		8.50	
Rate of compensation increase	N/A		N/A	

Actuarial estimates and assumptions are based on various market factors and are evaluated on an annual basis, and changes in such assumptions may impact future pension costs. The discount rate assumption is based on rates of high quality corporate bonds. The interest rates of high quality corporate bonds remained unchanged from December 31, 2008. The expected long-term rate was estimated using historical long-term returns based on the expected asset allocations. Current participant data was used for the actuarial assumptions for the years ended December 31, 2009 and 2008.

Retirement Plan for Employees of
BankAtlantic

NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2009 AND 2008

NOTE 11: PLAN ASSETS

BankAtlantic's pension plan weighted-average asset allocations at December 31, 2009 and 2008, by asset category are as follows:

<u>Asset Category</u>	Plan Assets At December 31	
	2009	2008
Equity securities	72 %	72 %
Debt securities	25	25
Real estate	0	0
Cash	3	3
Total	100 %	100 %

The Plan's investment policies and strategies are to invest in mutual funds that are rated with at least a 3-star rating awarded by Morningstar at the initial purchase. If a fund's Morningstar rating falls below a 3-star rating after an initial purchase, it is closely monitored to ensure that its under-performance can be attributed to market conditions rather than fund management deficiencies. Fund manager changes or changes in fund objectives could be cause for replacement of any mutual fund. The Plan also maintains an aggressive growth investment category which includes investments in equity securities and mutual funds. Both public and private securities are eligible for this category of investment, but no more than 5% of total Plan assets at the time of the initial investment may be invested in any one company. Beyond the initial cost limitation (5% at time of purchase), there will be no limitation as to the percentage that any one investment can represent if it is achieved through growth. As a means to reduce negative market volatility, and to invoke a sell discipline for concentrated positions, the Plan has a strategy of selling call options against certain stock positions within the portfolio when considered timely. At December 31, 2009, 2.4% of the Plan's assets were invested in the aggressive growth category.

The Plan's targeted asset allocation was 72% equity securities, 26% debt securities, and 2% cash during the year ended December 31, 2009. A rebalancing of the portfolio takes place on a quarterly basis when there has been a 5% or greater change from the prevailing benchmark allocation. The targeted asset allocation for 2010 is 67% equity securities, 31% debt securities, and 2% cash.

**NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2009 AND 2008**

NOTE 12: CASH FLOWS

Contributions

BankAtlantic will be required to contribute \$781,009 to the Plan for the year ending December 31, 2010.
See Note 3 for a discussion of the funding policy.

Estimated Future Benefit Payments

The following benefit payments, which reflect expected future service, as appropriate, are expected to be paid (in thousands):

	<u>Pension Benefits</u>
2010	\$ 1,472,528
2011	1,493,817
2012	1,546,221
2013	1,632,084
2014	1,710,393
Years 2015-2019	10,029,240

SUPPLEMENTAL SCHEDULE

SUPPLEMENTAL SCHEDULE
EIN: 59-0669712 – PLAN NO. 001
SCHEDULE H, LINE 4(i)-SCHEDULE OF ASSETS (HELD AT END OF YEAR)
AS OF DECEMBER 31, 2009

(b)	(c)			(d)	(e)
Identity of Issue, Borrower, Lessor or Similar Party	Description of investment including maturity date, rate of interest, collateral, par or maturity value			Cost	Current value
AMERICAN FUNDS AMCAP FUND CL A	Mutual Fund	38,395.145	Shares	463,429	637,359
AMERICAN BALANCED FUND CL A	Mutual Fund	53,138.629	Shares	732,250	861,377
AMERICAN FUNDS GROWTH FUND OF AMERICA CL A	Mutual Fund	22,988.643	Shares	470,807	628,280
AMERICAN FUNDS INCOME FUND OF AMERICA CL A	Mutual Fund	131,392.600	Shares	1,608,122	2,035,271
AMERICAN FDS NEW PERSPECTIVE FUND CL A	Mutual Fund	28,044.201	Shares	529,475	719,053
CALAMOS GLOBAL GROWTH & INCOME FD A	Mutual Fund	122,631.360	Shares	892,756	1,174,808
CALAMOS GROWTH FUND CLASS A	Mutual Fund	15,433.392	Shares	450,038	688,169
CALAMOS GROWTH & INCOME FD CL A	Mutual Fund	44,579.497	Shares	953,556	1,278,986
CALAMOS CONVERTIBLE FUND CLASS A	Mutual Fund	95,937.141	Shares	1,373,119	1,802,659
COLUMBIA ACORN FUND CLASS A	Mutual Fund	33,595.349	Shares	578,512	805,616
COLUMBIA CONVERTIBLE SECURITIES FUND CL A	Mutual Fund	73,339.733	Shares	731,197	946,083
COLUMBIA MARSICO GROWTH FUND CLASS A	Mutual Fund	28,049.879	Shares	372,222	477,689
DAVIS NEW YORK VENTURE FD CL A	Mutual Fund	71,112.899	Shares	1,679,687	2,203,078
FT MUTUAL GLOBAL DISCOVERY A	Mutual Fund	35,665.571	Shares	809,081	952,984
FT MUTUAL SHARES A	Mutual Fund	49,826.095	Shares	758,353	949,685
FT-FRANKLIN INCOME A	Mutual Fund	596,994.077	Shares	996,980	1,235,778
HARTFORD CHECKS AND BALANCES A	Mutual Fund	131,233.596	Shares	1,000,005	1,143,045
OPPENHEIMER GLOBAL FUND CL A	Mutual Fund	14,069.762	Shares	538,591	745,838
OPPENHEIMER GLOBAL OPPORTUNITIES FD CL A	Mutual Fund	26,509.399	Shares	411,956	706,476
VIRTUS MID-CAP VALUE FUND CLASS A*	Mutual Fund	57,090.441	Shares	811,255	1,080,722
ALKERMES INC	Common Stock	1,000	Shares	10,650	9,410
AMGEN INC	Common Stock	5,400	Shares	311,850	305,478
CELLEX THERAPEUTICS, INC	Common Stock	83	Shares	657	388
GENZYME CORP	Common Stock	4,200	Shares	278,754	205,842
ICOS CLINICAL PARTNERS L.P.	Common Stock	1	Unit	0	0
TOTAL INVESTMENTS				<u>\$16,763,302</u>	<u>\$21,592,074</u>

See accompanying independent auditors' report.

SCHEDULE SB (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <hr/> <small>Department of Labor Employee Benefits Security Administration</small> <hr/> <small>Pension Benefit Guaranty Corporation</small>	Single-Employer Defined Benefit Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500 or 5500-SF.	OMB No. 1210-0110 2009 This Form is Open to Public Inspection
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For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

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

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

A Name of plan RETIREMENT PLAN FOR EMPLOYEES OF BANKATLANTIC	B Three-digit plan number (PN) ►	<u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF BANKATLANTIC	D Employer Identification Number (EIN) 59-0669712	
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B		
F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500		

Part I Basic Information			
1 Enter the valuation date: Month <u>1</u> Day <u>1</u> Year <u>2009</u>			
2 Assets:			
a Market value	2a	17,966,157	
b Actuarial value	2b	17,966,157	
3 Funding target/participant count breakdown			
		(1) Number of participants	(2) Funding Target
a For retired participants and beneficiaries receiving payment	3a	213	8,466,719
b For terminated vested participants	3b	534	9,670,032
c For active participants:			
(1) Non-vested benefits	3c(1)		0
(2) Vested benefits	3c(2)		6,317,931
(3) Total active	3c(3)	276	6,317,931
d Total	3d	1,023	24,454,682
4 If the plan is at-risk, check the box and complete items (a) and (b) ☐			
a Funding target disregarding prescribed at-risk assumptions	4a		
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been at-risk for fewer than five consecutive years and disregarding loading factor	4b		
5 Effective interest rate	5	7.96 %	
6 Target normal cost	6	278,436	

Statement by Enrolled Actuary

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

SIGN HERE	 Signature of actuary	<u>10/12/2010</u> Date <u>08-01494</u> Most recent enrollment number <u>(305) 671-2200</u> Telephone number (including area code)
<u>FREDERIC J. SMITH, F.C.A.</u> Type or print name of actuary <u>INGHAM GROUP</u> Firm name <u>9155 S. DADELAND BLVD SUITE 1512</u> Address of the firm <u>MIAMI FL 33156</u>		

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

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

Schedule SB (Form 5500) 2009
v.092308.1

Part II Beginning of year carryover and prefunding balances

	(a) Carryover balance	(b) Prefunding balance
7 Balance at beginning of prior year after applicable adjustments (Item 13 from prior year)	1,065,768	0
8 Portion used to offset prior year's funding requirement (Item 35 from prior year)	0	0
9 Amount remaining (Item 7 minus item 8)	1,065,768	0
10 Interest on item 9 using prior year's actual return of <u>(35.33)%</u>	(376,589)	
11 Prior year's excess contributions to be added to prefunding balance:		
a Excess contributions (Item 38 from prior year)		0
b Interest on (a) using prior year's effective rate of <u>6.00 %</u>		0
c Total available at beginning of current plan year to add to prefunding balance		0
d Portion of (c) to be added to prefunding balance		0
12 Reduction in balances due to elections or deemed elections	0	0
13 Balance at beginning of current year (item 9 + item 10 + item 11d - item 12)	689,179	0

Part III Funding percentages

14 Funding target attainment percentage	14	70.65 %
15 Adjusted funding target attainment percentage	15	70.65 %
16 Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	92.30 %
17 If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

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

(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
09/14/2010	49,915				
Totals ▶			18(b)	49,915	18(c) 0

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

a Contributions allocated toward unpaid minimum required contribution from prior years.	19a	0
b Contributions made to avoid restrictions adjusted to valuation date	19b	0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	43,807

20 Quarterly contributions and liquidity shortfalls:

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

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

Part V Assumptions used to determine funding target and target normal cost

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

Part VI Miscellaneous items

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

Part VII Reconciliation of unpaid minimum required contributions for prior years

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

Part VIII Minimum required contribution for current year

31 Target normal cost, adjusted, if applicable (see instructions)	31	278,436
32 Amortization installments:	Outstanding Balance	Installment
a Net shortfall amortization installment	5,710,424	454,550
b Waiver amortization installment	0	0
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33	
34 Total funding requirement before reflecting carryover/prefunding balances (item 31 + item 32a + item 32b - item 33)	34	732,986
	Carryover balance	Prefunding balance
35 Balances used to offset funding requirement	689,179	0
36 Additional cash requirement (item 34 minus item 35)	36	43,807
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (Item 19c)	37	43,807
38 Interest-adjusted excess contributions for current year (see instructions)	38	0
39 Unpaid minimum required contribution for current year (excess, if any, of item 36 over item 37)	39	0
40 Unpaid minimum required contribution for all years	40	0

Schedule SB, Part V – Summary of Plan Provisions

Retirement Plan for Employees of BankAtlantic

59-0669712 / 001

Plan Year: 01/01/2009 through 12/31/2009

1. Effective Date: October 15, 1959
2. Eligibility: Each Employee who was credited with a Service Hour immediately preceding January 1, 1999 shall be an Eligible Employee if he/she has attained age 21 and has been credited with at least 1,000 Hours of Service in a one-year period. All other Employees are not Eligible Employees.
3. Retirement:
 - (a) Normal Retirement: Participant's sixty-fifth (65th) birthday or the earlier of the 5th anniversary of the employee's Date of Entry into the plan or 5 Years of Vesting Service, if later.
 - (b) Early Retirement: Each participant may elect an early retirement benefit provided that he has at least attained age fifty-five (55) with fifteen (15) Years of Service.
 - (c) Delayed Retirement: Upon an employee's request, an employee may be allowed to delay his retirement beyond his sixty-fifth (65) birthday.
4. Amount of Pension:

All plan benefit accruals were frozen as of December 31, 1998. Prior to the freeze date, the benefit formula was as follows:

 - (a) Monthly Benefit is the sum of i) and ii):
 - i) 1.25% of the first \$400 of Final Monthly Compensation plus 1.75% of Final Monthly Compensation in excess of \$400, multiplied by Years of Credited Service to a maximum of 35 years.
 - ii) 1.75% of Final Monthly Compensation multiplied by Years of Credited Service in excess of 35 years.
 - iii) A supplemental benefit has been determined for certain employees whose retirement benefit would have been limited subject to certain compensation restrictions introduced after December 31, 1993

Schedule SB, Part V – Summary of Plan Provisions

Retirement Plan for Employees of BankAtlantic

59-0669712 / 001

Plan Year: 01/01/2009 through 12/31/2009

(b) Early Retirement: Monthly benefit payable on or after the Early Retirement Date is the benefit which is the product of the Early Payment Factor times the Normal Retirement Benefit. The Early Retirement Factor is a reduction by 1/15 for each of the first 5 years prior to Normal Retirement Date and an additional 1/30 for each of the next 5 years. These factors are interpolated to reflect the nearest month.

(c) Late Retirement: The monthly retirement benefit at Normal Retirement Date is will be payable at the actual Late Retirement Date.

5. Vesting Schedule:

All benefits are 100% vested as of December 31, 1998.

6. Normal Form of Annuity: Life and 10 Year Certain Annuity

7. Death Benefits: In the event of death of a Participant who has Vested Interest of a Permanent Disability, the Surviving Spouse will receive the Preretirement Survivor Annuity as determined under a Joint and 50% Survivor Annuity. If such Participant did not have spouse, the beneficiary will be entitled to receive the actuarial equivalent of the Preretirement Survivor Annuity assuming a spouse of the same age.

8. Post-Retirement Options:

- (a) Joint and 50% Survivor Annuity, payable for the life of the Participant, with a survivor annuity payable for the remaining life of the Surviving Spouse.
- (b) Joint and 75% Survivor Annuity, payable for the life of the Participant, with a survivor annuity payable for the remaining life of the Surviving Spouse.
- (c) Life Annuity
- (d) Lump Sum Distribution (under certain circumstances)

9. Actuarial Equivalence:

Benefit of equivalent value when computed on the basis of the following interest rate and mortality table assumptions as adopted by the Employer. These assumptions are used for all purposes with the exception of the conversion of an Accrued Benefit to a Lump Sum Amount:

Mortality Table: 1951 Group Annuity Mortality projected by Scale C to 1965
Participant's age setback 2 years; Beneficiary's age setback 3 years
Interest Rate: Six and One-Half Percent (6.5%) per annum

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

Retirement Plan for Employees of BankAtlantic

59-0669712 / 001

Plan Year: 01/01/2009 through 12/31/2009

A. Actuarial Assumptions

1. Interest Monthly Corporate Bond Yield Curve as of
November 2008

Sample Rates:

Year 1 Spot Rate:	6.77%
Year 2 Spot Rate:	7.65%
Year 3 Spot Rate:	7.74%
Year 4 Spot Rate:	7.66%
Year 5 Spot Rate:	7.64%
Year 6 Spot Rate:	7.74%

Effective Rate: 7.96%

2. Mortality: RP-2000 Mortality Table Projected to 2009

3. Rate Withdrawal: Table as illustrated below

Annual Rate per Thousand Employees

<u>Age</u>	<u>Males</u>	<u>Females</u>
25	25.9	44.9
30	19.5	25.9
40	8.1	13.8
50	1.7	4.8
55	0.0	1.7

4. Salary Scale: None

5. Expense Loading: \$150,000

B. Valuation of Plan Assets:

The actuarial value of assets is equal to the fair market value of assets.

Retirement Plan for Employees of BankAtlantic
59-0669712 / 001
Plan Year: 01/01/2009 through 12/31/2009

[illegible]

**Schedule SB, line 22 –
Description of Weighted Average Retirement Age**

Retirement Plan for Employees of BankAtlantic

59-0669712 / 001

Plan Year: 01/01/2009 through 12/31/2009

The age reported is the average of the assumed retirement ages for all active participants as of the valuation date rounded to the nearest whole age. For an active late retiree, the assumed retirement age may be later than the Plan's normal retirement age. Each participant's rate of retirement is assumed to be 100% of his/her assumed retirement age.

**Schedule SB, line 26 –
Schedule of Active Participant Data**

Retirement Plan for Employees of BankAtlantic
59-0669712 / 001

Plan Year: 01/01/2009 through 12/31/2009

Completed Years of Service											
	Under 1	1 to 4	5 to 9	10 to 14	15 to 19	20 to 24	25 to 29	30 to 34	35 to 39	40 & over	
Age											
Under 25	0	0	0	0	0	0	0	0	0	0	0
25 to 29	0	0	0	0	0	0	0	0	0	0	0
30 to 34	0	0	0	15	1	0	0	0	0	0	0
35 to 39	0	0	0	9	4	4	0	0	0	0	0
40 to 44	0	0	0	26	5	9	3	0	0	0	0
45 to 49	0	0	0	25	13	17	6	1	0	0	0
50 to 54	0	0	0	22	11	11	6	3	0	0	0
55 to 59	0	0	0	21	9	9	3	2	1	0	0
60 to 64	0	0	0	17	5	4	1	0	1	0	0
65 to 69	0	0	0	9	0	2	1	0	0	0	0
70 & over	0	0	0	0	0	0	0	0	0	0	0
Totals	0	0	0	144	48	56	20	6	2	0	0

**Schedule SB, line 32 –
Schedule of Amortization Bases**

**Retirement Plan for Employees of BankAtlantic
59-0669712 / 001
Plan Year: 01/01/2009 through 12/31/2009**

	Date Base Established	Original Base Amount	Type of Base	Amortization Installment	Years Remaining Amortization Period	Present Value of Remaining Installments
	01/01/2009	5,710,424	Shortfall	454,550	9	5,710,424
Totals				454,550		5,710,424

SUPPLEMENTAL SCHEDULE
EIN: 59-0669712 – PLAN NO. 001
SCHEDULE H, LINE 4(i)-SCHEDULE OF ASSETS (HELD AT END OF YEAR)
AS OF DECEMBER 31, 2009

(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 AMCAP FUND CL A	Mutual Fund 38,395.145 Shares	463,429	637,359
AMERICAN BALANCED FUND CL A	Mutual Fund 53,138.829 Shares	732,250	861,377
AMERICAN FUNDS GROWTH FUND OF AMERICA CL A	Mutual Fund 22,988.643 Shares	470,807	628,280
AMERICAN FUNDS INCOME FUND OF AMERICA CL A	Mutual Fund 131,392.600 Shares	1,608,122	2,035,271
AMERICAN FDS NEW PERSPECTIVE FUND CL A	Mutual Fund 28,044.201 Shares	529,475	719,053
CALAMOS GLOBAL GROWTH & INCOME FD A	Mutual Fund 122,631.360 Shares	892,756	1,174,808
CALAMOS GROWTH FUND CLASS A	Mutual Fund 15,433.392 Shares	450,038	686,169
CALAMOS GROWTH & INCOME FD CL A	Mutual Fund 44,579.497 Shares	953,556	1,278,986
CALAMOS CONVERTIBLE FUND CLASS A	Mutual Fund 95,937.141 Shares	1,373,119	1,802,659
COLUMBIA ACORN FUND CLASS A	Mutual Fund 33,595.349 Shares	578,512	805,616
COLUMBIA CONVERTIBLE SECURITIES FUND CL A	Mutual Fund 73,339.733 Shares	731,197	946,083
COLUMBIA MARSICO GROWTH FUND CLASS A	Mutual Fund 28,049.879 Shares	372,222	477,689
DAVIS NEW YORK VENTURE FD CL A	Mutual Fund 71,112.899 Shares	1,679,687	2,203,078
FT MUTUAL GLOBAL DISCOVERY A	Mutual Fund 35,685.571 Shares	809,081	952,984
FT MUTUAL SHARES A	Mutual Fund 49,826.095 Shares	758,353	949,685
FT-FRANKLIN INCOME A	Mutual Fund 596,994.077 Shares	996,980	1,235,778
HARTFORD CHECKS AND BALANCES A	Mutual Fund 131,233.596 Shares	1,000,005	1,143,045
OPPENHEIMER GLOBAL FUND CL A	Mutual Fund 14,069.762 Shares	538,591	745,838
OPPENHEIMER GLOBAL OPPORTUNITIES FD CL A	Mutual Fund 26,509.399 Shares	411,956	706,476
VIRTUS MID-CAP VALUE FUND CLASS A*	Mutual Fund 57,090.441 Shares	811,255	1,080,722
ALKERMES INC	Common Stock 1,000 Shares	10,650	9,410
AMGEN INC	Common Stock 5,400 Shares	311,850	305,478
CELLEX THERAPEUTICS, INC	Common Stock 83 Shares	657	388
GENZYME CORP	Common Stock 4,200 Shares	278,754	205,842
ICOS CLINICAL PARTNERS L.P.	Common Stock 1 Unit	0	0
TOTAL INVESTMENTS		\$16,763,302	\$21,592,074

See accompanying independent auditors' report.