

<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 12/01/2009 and ending 11/30/2010	
A	This return/report is for: <div><div>☐ a multiemployer plan;</div><div>☒ a single-employer plan;</div><div>☐ a multiple-employer plan; or</div><div>☐ a DFE (specify) ____</div></div>
B	This return/report is: <div><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></div>
C	If the plan is a collectively-bargained plan, check here. ▶ ☐
D	Check box if filing under: <div><div>☒ Form 5558;</div><div>☐ automatic extension;</div><div>☐ the DFVC program;</div><div>☐ special extension (enter description)</div></div>

Part II	Basic Plan Information—enter all requested information	
1a	Name of plan FIRST CENTRAL CORPORATION DEFINED BENEFIT PENSION PLAN	1b Three-digit plan number (PN) ▶ 001
		1c Effective date of plan 05/05/1981
2a	Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.) FIRST CENTRAL CORPORATION P.O. BOX 75447 OKLAHOMA CITY, OK 73147 2218 WEST 7TH STREET STILLWATER, OK 74074	2b Employer Identification Number (EIN) 73-1123122 2c Sponsor's telephone number 405-947-8050 2d Business code (see instructions) 424800

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.	09/13/2011	FRANKLIN NAIFEH
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	09/13/2011	FRANKLIN NAIFEH
	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")

FIRST CENTRAL CORPORATION

P.O. BOX 75447
OKLAHOMA CITY, OK 73147**3b** Administrator's EIN

73-1123122

3c Administrator's telephone number

405-947-8050

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**

105

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**

80

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

2

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

15

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

97

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

0

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

97

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

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 A (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>	Insurance 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. ▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).	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 12/01/2009 and ending 11/30/2010		
A Name of plan FIRST CENTRAL CORPORATION DEFINED BENEFIT PENSION PLAN	B Three-digit plan number (PN) ▶	001
C Plan sponsor's name as shown on line 2a of Form 5500. FIRST CENTRAL CORPORATION	D Employer Identification Number (EIN) 73-1123122	

Part I	Information Concerning Insurance Contract Coverage, Fees, and Commissions Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.
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1 Coverage Information:

(a) Name of insurance carrier
EMPLOYERS MODERN LIFE INSURANCE COMPANY

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
42-0868851	62928	INDIV POL	76	12/01/2009	11/30/2010

2 Insurance fee and commission information. Enter the total fees and total commissions paid. List in item 3 the agents, brokers, and other persons in descending order of the amount paid.

(a) Total amount of commissions paid	(b) Total amount of fees paid
566	0

3 Persons receiving commissions and fees. (Complete as many entries as needed to report all persons).

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid
JIM GUNN 2218 WEST 7TH STREET STILLWATER, OK 74074

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
566			3

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

Part II Investment and Annuity Contract Information

Where individual contracts are provided, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

4 Current value of plan's interest under this contract in the general account at year end	4	
5 Current value of plan's interest under this contract in separate accounts at year end	5	
6 Contracts With Allocated Funds:		
a State the basis of premium rates ▶		
b Premiums paid to carrier	6b	
c Premiums due but unpaid at the end of the year	6c	
d If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount. Specify nature of costs ▶	6d	
e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity (3) ☐ other (specify) ▶		
f If contract purchased, in whole or in part, to distribute benefits from a terminating plan check here ▶ ☐		
7 Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)		
a Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee (3) ☐ guaranteed investment (4) ☐ other ▶		
b Balance at the end of the previous year	7b	
c Additions: (1) Contributions deposited during the year	7c(1)	
(2) Dividends and credits	7c(2)	
(3) Interest credited during the year	7c(3)	
(4) Transferred from separate account	7c(4)	
(5) Other (specify below)	7c(5)	
(6) Total additions	7c(6)	
d Total of balance and additions (add b and c(6)).	7d	
e Deductions:		
(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	
(2) Administration charge made by carrier	7e(2)	
(3) Transferred to separate account	7e(3)	
(4) Other (specify below)	7e(4)	
(5) Total deductions	7e(5)	
f Balance at the end of the current year (subtract e(5) from d)	7f	

Part III Welfare Benefit Contract Information

If more than one contract covers the same group of employees of the same employer(s) or members of the same employee organization(s), the information may be combined for reporting purposes if such contracts are experience-rated as a unit. Where contracts cover individual employees, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

8 Benefit and contract type (check all applicable boxes)

- a** ☐ Health (other than dental or vision)
 b ☐ Dental
 c ☐ Vision
 d ☐ Life insurance
e ☐ Temporary disability (accident and sickness)
 f ☐ Long-term disability
 g ☐ Supplemental unemployment
 h ☐ Prescription drug
i ☐ Stop loss (large deductible)
 j ☐ HMO contract
 k ☐ PPO contract
 l ☐ Indemnity contract
m ☐ Other (specify) ▶

9 Experience-rated contracts:

a Premiums: (1) Amount received.....	9a(1)		
(2) Increase (decrease) in amount due but unpaid.....	9a(2)		
(3) Increase (decrease) in unearned premium reserve.....	9a(3)		
(4) Earned ((1) + (2) - (3)).....		9a(4)	
b Benefit charges (1) Claims paid.....	9b(1)		
(2) Increase (decrease) in claim reserves.....	9b(2)		
(3) Incurred claims (add (1) and (2)).....		9b(3)	
(4) Claims charged.....		9b(4)	
c Remainder of premium: (1) Retention charges (on an accrual basis) --			
(A) Commissions.....	9c(1)(A)		
(B) Administrative service or other fees.....	9c(1)(B)		
(C) Other specific acquisition costs.....	9c(1)(C)		
(D) Other expenses.....	9c(1)(D)		
(E) Taxes.....	9c(1)(E)		
(F) Charges for risks or other contingencies.....	9c(1)(F)		
(G) Other retention charges.....	9c(1)(G)		
(H) Total retention.....		9c(1)(H)	
(2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.).....		9c(2)	
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement.....		9d(1)	
(2) Claim reserves.....		9d(2)	
(3) Other reserves.....		9d(3)	
e Dividends or retroactive rate refunds due. (Do not include amount entered in c(2).).....		9e	

10 Nonexperience-rated contracts:

a Total premiums or subscription charges paid to carrier.....	10a	
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, item 2 above, report amount.	10b	

Specify nature of costs ▶

Part IV Provision of Information

11 Did the insurance company fail to provide any information necessary to complete Schedule A? ☐ Yes ☐ No

12 If the answer to line 11 is "Yes," specify the information not provided. ▶

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 12/01/2009 and ending 11/30/2010

▶ **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>FIRST CENTRAL CORPORATION DEFINED BENEFIT PENSION PLAN</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>FIRST CENTRAL CORPORATION</u>	D Employer Identification Number (EIN) <u>73-1123122</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>12</u> Day <u>01</u> Year <u>2009</u>	
2 Assets:	
a Market value	2a <u>2791163</u>
b Actuarial value	2b <u>2791163</u>
3 Funding target/participant count breakdown	
	(1) Number of participants (2) Funding Target
a For retired participants and beneficiaries receiving payment	3a <u>2</u> <u>1541646</u>
b For terminated vested participants	3b <u>18</u> <u>59146</u>
c For active participants:	
(1) Non-vested benefits	3c(1) <u>0</u>
(2) Vested benefits	3c(2) <u>2411467</u>
(3) Total active	3c(3) <u>85</u> <u>2411467</u>
d Total	3d <u>105</u> <u>4012259</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>6.42</u> %
6 Target normal cost	6 <u>11811</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>07/08/2011</u>
Signature of actuary <u>DEREK A. SCOTT, EA, ASA, FCA, MAAA</u>	Date <u>11-06723</u>
Type or print name of actuary <u>STANLEY, HUNT, DUPREE & RHINE</u>	Most recent enrollment number <u>336-291-1143</u>
Firm name <u>7823 NATIONAL SERVICE ROAD</u> <u>GREENSBORO, NC 27409</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)	0	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).....	0	0
10 Interest on item 9 using prior year's actual return of <u>15.86</u> %		
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>6.24</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).....	0	0

Part III Funding percentages		
14 Funding target attainment percentage.....	14	69.56 %
15 Adjusted funding target attainment percentage.....	15	69.56 %
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	69.56 %
17 If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage.....	17	69.56 %

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
03/23/2010	80998				
06/11/2010	80998				
09/08/2010	80998				
12/08/2010	80998				
			Totals ►	18(b)	323992
				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 311029
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: 5.12 %	2nd segment: 6.74 %	3rd segment: 6.83 %	☐ N/A, full yield curve used
b Applicable month (enter code)				21b 4
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	11811
32 Amortization installments:	Outstanding Balance	Installment
a Net shortfall amortization installment	1221096	241397
b Waiver amortization installment		
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	253208
	Carryover balance	Prefunding balance
35 Balances used to offset funding requirement	0	0
36 Additional cash requirement (item 34 minus item 35).....	36	253208
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (Item 19c).....	37	311029
38 Interest-adjusted excess contributions for current year (see instructions).....	38	57821
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

<div>SCHEDULE C</div> <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>Service Provider Information</div> <div>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</div> <div>▶ File as an attachment to Form 5500.</div>	OMB No. 1210-0110
		2009
		This Form is Open to Public Inspection.

For calendar plan year 2009 or fiscal plan year beginning 12/01/2009 and ending 11/30/2010	
A Name of plan FIRST CENTRAL CORPORATION DEFINED BENEFIT PENSION PLAN	B Three-digit plan number (PN) ▶ 001
C Plan sponsor's name as shown on line 2a of Form 5500 FIRST CENTRAL CORPORATION	D Employer Identification Number (EIN) 73-1123122

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
--

(b) Enter name and EIN or address of person who provided you disclosure 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)

LPL FINANCIAL SERVICES

95-2837236

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28	NONE	19769	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

Part III **Termination Information on Accountants and Enrolled Actuaries (see instructions)**
(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE H (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110
		2009
		This Form is Open to Public Inspection

For calendar plan year 2009 or fiscal plan year beginning 12/01/2009 and ending 11/30/2010		
A Name of plan FIRST CENTRAL CORPORATION DEFINED BENEFIT PENSION PLAN	B Three-digit plan number (PN)	001
C Plan sponsor's name as shown on line 2a of Form 5500 FIRST CENTRAL CORPORATION	D Employer Identification Number (EIN) 73-1123122	

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)	80998	80998
(2) Participant contributions	1b(2)		
(3) Other.....	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	3407	15439
(2) U.S. Government securities.....	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other.....	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)		
(9) Value of interest in common/collective trusts.....	1c(9)		
(10) Value of interest in pooled separate accounts.....	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	1645525	1379027
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)	1063421	1071450
(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	2793351	2546914

Liabilities

g Benefit claims payable	1g	2000	2069
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	2000	2069

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	2791351	2544845
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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 Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	323992	
(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)		323992

b Earnings on investments:**(1) Interest:**

(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	8616	
(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)		8616

(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	33919	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		33919

(3) Rents	2b(3)		
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(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	1103755	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	1063421	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		40334

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate.....	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0
(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)		87739
c Other income.....	2c		443
d Total income. Add all income amounts in column (b) and enter total.....	2d		495043

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	710459	
(2) To insurance carriers for the provision of benefits	2e(2)	11321	
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		721780
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)	19769	
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		19769
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		741549

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		-246506
l Transfers of assets:			
(1) To this plan.....	2l(1)		0
(2) From this plan	2l(2)		0

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: KEITH E. STINGLEY, CPA

(2) EIN: 73-1519331

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		500000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		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)

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 12/01/2009 and ending 11/30/2010

A Name of plan <u>FIRST CENTRAL CORPORATION DEFINED BENEFIT PENSION PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>FIRST CENTRAL CORPORATION</u>	D Employer Identification Number (EIN) <u>73-1123122</u>

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

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>73-1394103</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	<u>8</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	6b		
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount).....	6c		
If you completed line 6c, skip lines 8 and 9.			
7 Will the minimum funding amount reported on line 6c be met by the funding deadline?	☐ Yes	☐ No	☐ N/A
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure 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: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%
- b** Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more
- c** What duration measure was used to calculate item 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify): _____

Financial Statements and
Report of Independent
Certified Public Accountant

First Central Corporation
Defined Benefit Pension Plan

November 30, 2010

**First Central Corporation
Defined Benefit Pension Plan**

November 30, 2010

Contents

	<u>Page</u>
<u>Independent Auditor's Report</u>	-1-
<u>Financial Statements</u>	
<i>Statements of Net Assets Available for Benefits</i>	-2-
<i>Statements of Changes in Net Assets Available for Benefits</i>	-3-
<i>Statements of Accumulated Plan Benefits</i>	-4-
<i>Statements of Changes in Accumulated Plan Benefits</i>	-5-
<i>Notes to the Financial Statements</i>	6-13

KEITH E. STINGLEY, CPA

5100 N. Brookline, Suite 715 • Oklahoma City, Oklahoma 73112 • (405) 942-2600

Independent Auditor's Report

To the Trustees

First Central Corporation Defined Benefit Pension Plan

I have audited the accompanying statements of net assets available for benefits of the First Central Corporation Defined Benefit Pension Plan as of November 30, 2010 and 2009, and the related statements of changes in net assets available for benefits; and the statements of accumulated plan benefits as of November 30, 2010 and 2009, and the related statements of changes in accumulated plan benefits for the years then ended. These financial statements are the responsibility of the Plan's Management. My responsibility is to express an opinion on these financial statements based on my audit.

I conducted my audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that I 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. I believe that my audit provides a reasonable basis for my opinion.

In my opinion the financial statements referred to above present fairly, in all material respects, the financial status of First Central Corporation Defined Benefit Pension Plan as of November 30, 2009 and 2008, and the changes in its financial status for the years then ended in conformity with accounting principles generally accepted in the United States of America.



Keith Stingley, CPA
Oklahoma City, Oklahoma
September 12, 2011

First Central Corporation
Defined Benefit Pension Plan

Statements of Net Assets Available for Benefits
November 30, 2010 and 2009

	<u><i>Assets</i></u>	
	<u>2010</u>	<u>2009</u>
<u><i>Cash</i></u>	<u>\$ 15,439</u>	<u>\$ 3,407</u>
<u><i>Investments at Fair Value (Note 3)</i></u>		
Interest Bearing Deposits	29,939	12,153
Cash Value in Life Insurance Contracts	1,071,450	1,063,421
Mutual Funds	<u>1,349,088</u>	<u>1,633,372</u>
<i>Total Investments</i>	<u>2,450,477</u>	<u>2,708,946</u>
 <i>Total Assets</i>	 <u>2,465,916</u>	 <u>2,712,353</u>
	 <u><i>Liabilities</i></u>	
<u><i>Liabilities</i></u>		
Distributions Payable	<u>2,069</u>	<u>2,000</u>
<i>Total Liabilities</i>	<u>2,069</u>	<u>2,000</u>
 <i>Net Assets Available for Benefits</i>	 <u><u>\$ 2,463,847</u></u>	 <u><u>\$ 2,710,353</u></u>

The accompanying notes are an integral part of these statements

First Central Corporation
Defined Benefit Pension Plan

Statements of Changes in Net Assets Available for Benefits
For the Years Ended November 30, 2010 and 2009

	<u>2010</u>	<u>2009</u>
<u>Additions to Net Assets Available</u>		
Investment Income		
Interest	8,616	796
Dividends	33,919	65,138
	<u>42,535</u>	<u>65,934</u>
Other Income		
Mutual Fund Settlements	444	938
Life Insurance Proceeds	32,305	0
	<u>32,749</u>	<u>938</u>
Net Increase (Decrease) in Fair Value of Investments	87,739	320,443
Increase in Cash Value of Life Insurance	8,029	10,470
Investment Expenses	<u>(19,769)</u>	<u>(16,673)</u>
Total Additions (Deductions)	151,283	381,112
Contributions	<u>323,992</u>	<u>344,978</u>
<i>Total Additions</i>	<u>475,275</u>	<u>726,090</u>
<u>Deductions From Net Assets Available</u>		
Benefits Paid to Participants	710,459	422,957
Insurance Premiums	<u>11,322</u>	<u>11,715</u>
<i>Total Deductions</i>	<u>721,781</u>	<u>434,672</u>
<u>Net Assets Available For Benefits</u>		
Net Increase (Decrease)	(246,506)	291,418
Beginning of the Year	<u>2,710,353</u>	<u>2,418,935</u>
<i>End of the Year</i>	<u><u>\$2,463,847</u></u>	<u><u>\$2,710,353</u></u>

The accompanying notes are an integral part of these statements

**First Central Corporation
Defined Benefit Pension Plan**

Statements of Accumulated Plan Benefits

November 30, 2010 and 2009

Actuarial Present Value of Accumulated Plan Benefits

	<u>2010</u>	<u>2009</u>
<u>Vested Benefits</u>		
Participants Currently Receiving Benefits	\$1,289,600	\$1,519,932
Participants Entitled to Deferred Benefits	52,491	71,518
Other participants	<u>2,923,959</u>	<u>2,926,441</u>
	4,266,050	4,517,891
 <u>Nonvested Benefits</u>	 <u>0</u>	 <u>0</u>
 Total Actuarial Present Value of Accumulated Benefits	 <u><u>\$4,266,050</u></u>	 <u><u>\$4,517,891</u></u>

The accompanying notes are an integral part of these statements

First Central Corporation
Defined Benefit Pension Plan

Statements of Changes in Accumulated Plan Benefits
For the Years Ended November 30, 2010 and 2009

	<u>2010</u>	<u>2009</u>
Actuarial present Value of Accumulated Plan Benefits		
at Beginning of the year	<u>\$ 4,517,891</u>	<u>\$ 4,281,893</u>
 <i>Change during the year Attributable to:</i>		
Decrease in Discount Period at 7.50%	312,681	305,568
Assumption Changes	0	353,387
Experience (Gain)/Loss	145,937	0
Benefit Payments and Insurance Premiums	(710,459)	(422,957)
 Net Increase (Decrease)	<u>(251,841)</u>	<u>235,998</u>
 Actuarial present Value of Accumulated Plan Benefits		
at End of the year	<u><u>\$ 4,266,050</u></u>	<u><u>\$ 4,517,891</u></u>

The accompanying notes are an integral part of these statements

First Central Corporation
Defined Benefit Pension Plan
Notes To Financial Statements
November 30, 2010 and 2009

Note 1 – Description of Defined Benefit Plan

The following brief description of the First Central Corporation Defined Benefit Pension Plan is provided for general information purposes only. Participants should refer to the plan agreement for more complete information.

General

The plan is a defined benefit pension plan covering substantially all employees of First Central Corporation, Central Liquor Company, and CSC Trucking, Inc. The plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). A defined benefit plan provides for a definite, predetermined formula to arrive at the benefits payable to a plan participant. The plan was amended September 25, 2003 to freeze the benefits as of November 30, 2003.

Employee Contributions

A participant in the plan is neither required nor permitted to make contributions to the plan.

Eligibility

All employees of the Employer who are paid for 1,000 hours a year or more are eligible to participate in the Plan upon the completion of six months of service and attainment of age 21. Effective November 30, 2003, the plan was amended to read, "an Employee who is not yet a Participant prior to November 30, 2003 shall no longer be allowed to commence participation in the Plan".

Service

Service shall equal total years of service with the Employer. A year of service is credited for each year in which an employee works 1,000 hours. However, years of service shall not be credited for service subsequent to the normal retirement date.

A break in Service occurs at the start of any calendar year in which the employee works 500 hours or less for the Employer in such year.

Normal Retirement Date

Normal Retirement date is first of the month following the later of: (a) attainment of age 65, and (b) the fifth anniversary of plan participation.

Normal Retirement Benefit

The amount of annual benefit to be paid in monthly installments for life is:

1% of Final Average Monthly compensation multiplied by each year of creditable service at normal retirement up to 35, plus 65% of Final Average Monthly Compensation – Covered Compensation, multiplied by each year of service at normal retirement up to 35. Average Monthly Compensation is the average over the highest five consecutive years. The Plan was amended effective November 30, 2003 to read, "In no event, shall a Participant's Accrued Benefit exceed his frozen Accrued Benefit on the later of the adoption date or the effective date of this Amendment".

First Central Corporation
Defined Benefit Pension Plan
Notes To Financial Statements
November 30, 2010 and 2009

Note 1 – Description Of Defined Benefit Plan - Cont'd

Delayed Retirement

A participant may continue in the employment of the Employer after his normal retirement date. In such event he will receive at actual retirement a benefit calculated using Annual Compensation and Service as of such date. A plan participant must begin benefits no later than April 1 following the calendar year in which a participant reaches age 70 1/2, regardless if the participant had actually retired.

Annual Compensation

The annual compensation as of any anniversary date shall be the actual compensation actually paid to the participant for the calendar year ending within the plan year. The Plan amendment as of November 30, 2003 states, "A Participant's Final Average Compensation shall not be more than his Final Average Compensation determined as of November 30, 2003".

Accrued Benefit

Normal Retirement Benefit using average compensation and service as of the date of determination.

Early Retirement Benefits

A participant may take early retirement upon attainment of age 60 or six years of participation, whichever is later. The early retirement benefit will equal the accrued benefit at the date of early retirement, subject to any reductions under Section 401(1) of the Internal Revenue Code to the "excess" portion of the benefit formula necessary for early commencement of benefit payment.

Disability Retirement Benefits

A participant who becomes totally and permanently disabled before his normal retirement date may retire and receive a disability retirement benefit calculated as his accrued benefit on the date of disability reduced one-one-hundred-eightieth for each of the first sixty months and one-three-hundred-sixtieth for each of the next sixty months by which the payment date precedes the normal retirement date and actuarially reduced for each additional year.

Death Benefit

After 48 months of service, if a participant dies, the death benefit will be the face amount of any insurance policies plus the present value of his accrued benefit minus the cash value of same policy.

Severance Benefits

The percentage vested shall be:

Less than 2 years	0%
2 years	20%
3 years	40%
4 years	60%
5 years	80%
6 years or more	100%

First Central Corporation
Defined Benefit Pension Plan
Notes To Financial Statements
November 30, 2010 and 2009

Note 1 – Description Of Defined Benefit Plan - Cont'd

Optional Methods of Settlement

All optional methods of settlement are actuarially equivalent to the normal form of annuity. If a married participant does not elect the normal form of annuity or does not elect one of the optional methods of settlement described below, then the participant's retirement benefit shall automatically be paid under option 1 below. The options are:

1. A reduced benefit to be paid during the participant's lifetime with the same reduced benefit to be continued to his spouse for her lifetime after his death.
2. A reduced benefit to be paid for 120, 180, or 240 months certain and thereafter for life.
3. An actuarially equivalent lump sum.

Amendment or Termination of Plan

The Employer reserves the right to amend or terminate the Plan at any time. Generally, the Pension Benefit Guaranty Corporation reserves the right to terminate the Plan if the Employer fails to meet the minimum funding standards, or is unable to pay benefits when due.

If the Plan is terminated, the plan assets will be distributed among the plan participants based upon a priority allocation procedure and the Employer shall be liable for any unfunded vested benefits to the extent required by law.

Plan Amendment

Effective January 1, 1989, the First Central Corporation Defined Benefit Pension Plan amended and restated in its entirety its former plan into a successor plan. The new plan was adopted to satisfy requirement of the Tax Reform Act of 1986, and subsequent Tax Reform Act Requirements.

On December 1, 1989, the First Central Corporation Defined Benefit Pension Plan was adopted by Central Liquor Company, and CSC Trucking, Inc.

First Central Corporation Defined Benefit Pension Plan amended and restated its plan into a successor plan of October 19, 1995. This was adopted by the referenced entities.

Effective December 1, 2001, the Employer has requested that the plan be amended to comply with the Community Renewal Tax Relief Act of 2000 ("CRA").

Effective December 1, 2002, the Employer has requested (1) that certain amendments, elective and non-elective, be adopted to bring the Plan into compliance with the Economic Growth and Tax Relief Reconciliation Act of 2001 ("EGTRRA") and to take advantage of certain enhancements under EGTRRA for the benefit of Participants under the Plan, and (2) that the determination of disability and claims procedures be amended.

Effective November 30, 2003, the Employer amended the Plan to freeze the benefits accrued under this Plan. "In no event shall a Participant's Accrued Benefit exceed his frozen Accrued Benefit on the later of the adoption date or the effective date of this Amendment".

First Central Corporation
Defined Benefit Pension Plan
Notes To Financial Statements
November 30, 2010 and 2009

Note 2 – Summary Of Accounting Policies

Basis of Accounting

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

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.

Valuation of Investments

If available, quoted market prices are used to value investments. The amounts in Note 3 for securities that have no quoted market price represent estimated fair value. Many factors are considered to arrive at fair market value. In general, however, corporate bonds are valued based on yields currently available on comparable securities of issuers with similar credit ratings. Investments in certain restricted common stocks are valued at the quoted market price of the issuer's unrestricted common stock less an appropriate discount. If a quoted market price for unrestricted common stock of the issuer is not available, restricted common stocks are valued at a multiple of current earnings less an appropriate discount. The multiple chosen is consistent with multiples of similar companies based on current market prices.

The plan's annuity contracts with the AmerUs Life Insurance Company (Note 4) are valued at contract value. Contract value represents contributions made under the contract, plus interest at the contract rate. There would be substantial penalty subtracted from the annuity contracts if they were to be cashed in early.

Note 3 – Investments

The following table presents the fair values of investments at November 30, 2010 and 2009. Investments that represent 5% or more of the plans net assets are separately identified.

Investments at Fair Value as determined by Quoted Market Price

Mutual Funds

Held through LPL Financial	\$ <u>1,349,088</u>	\$ <u>1,633,372</u>
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Annuity Contracts

Annuity Contracts with AmerUs Life	\$ <u>1,071,450</u>	\$ <u>1,063,421</u>
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Changes in Investments

During 2010 and 2009, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) changed in value by \$(276,255) and \$321,328 respectively as follows:

Investments at Fair Value as determined by Quoted Market Price:

First Central Corporation
Defined Benefit Pension Plan
Notes To Financial Statements
November 30, 2010 and 2009

	<u>2010</u>	<u>2009</u>
Cash Value in Life Insurance Contracts	\$ 8,029	\$ 10,470
Mutual Funds	<u>(284,284)</u>	<u>310,858</u>
Total	\$ <u>(276,255)</u>	\$ <u>321,328</u>

Note 4 – Annuity Contracts

The following table presents the contract values of the plan's annuity contracts at contract value.

<u>Contract Value</u>	<u>2010</u>	<u>2009</u>
AmerUs Life Insurance Company	<u>\$ 1,071,450</u>	<u>\$ 1,063,421</u>

Note 5 – Actuarial Method

The actuarial method and assumptions used in the valuation of the plan are described below:

The effect on benefits under the pension plan from the limitation in Section 415(e) of the Internal Revenue Code, relating to the total benefits under a defined benefit plan and a defined contribution plan, is considered to have no effect on this plan.

No liability is held for non-vested, inactive employees who have a break-in-service, or for employees who have quit, been terminated, or died even if a break-in-service had not occurred as of the valuation date.

All participants are assumed to work the same number of hours in future years as they worked in the year preceding the valuation. Thus, as an example, if a participant is on leave-of-absence at year end and has worked more than 1,000 hours, it is assumed he will earn additional benefits under the plan. Similarly, if a participant has worked less than 1,000 hours in the prior year, it is assumed that no benefits will be earned by that participant in the future.

The Plan provided benefits for early retirement which (at some ages) are in excess of the actuarial equivalent of benefits payable at normal retirement age. No liability for this is included in the valuation results.

Disability benefits are not considered to have material effect on cost and have not been specifically valued.

Under the Aggregate Cost Method, the actuarial accrued liability is set equal to the actuarial value of assets. The excess of the actuarial present value of projected benefits of the group (including retirees and other inactive participants) over the actuarial value of assets is allocated on a level basis over the expected future earnings (or expected future working lifetime if the benefit is not related to pay) of the group of active participants. This allocation is performed for the group as a whole, not as a sum of individual allocations. The portion

Notes To Financial Statements
November 30, 2010 and 2009

An experience gain or loss is a decrease or increase in the actuarial accrued liability attributable to deviations in experience from actuarial assumptions. Such gains or losses are not separately recognized but are spread into the future as part of the present value of future normal cost.

Actuarial Value of Assets are valued on a Market Value basis.

Funding Rate	(Pre-Retirement)	8.00%
Funding Rate	(Post-Retirement)	6.00%
RPA	1994 Rate	6.67%
OBRA	1987 Rate	6.12%
PBGC Rate		4.96%
Top Heavy Test Rate		5.00%
SFAAS No. 35	(Pre-Retirement)	8.00%
SFAAS No. 35	(Post-Retirement)	6.00%

Funding and OBRA 1987 Current Liability
GAR 1994 projected to 2002, unisex (post retirement only).

Top Heavy
1983 Group Annuity Mortality Table for Males and Females

Crocker, Sarason, and Straight TII Turnover Table

The Assumed Retirement date is contingent upon the later of attainment of age 65, the 5 year anniversary of Plan Participation, or age on the valuation date if greater.

To estimate the insurance premiums to be paid by the Plan in the coming year, the term cost of a death benefit of 100 times the anticipated monthly benefit is computed using PS58 mortality. This amount is included in the Normal Cost.

First Central Corporation
Defined Benefit Pension Plan
Notes To Financial Statements
November 30, 2010 and 2009

Former Employees

No rehire of former employees is assumed

Salary Scale

The salary scale level is currently set at 4%.

Covered Compensation

Covered Compensation is based on the Covered Compensation Table (\$12 rounding).
The Social Security Taxable Wage Base is assumed to increase 4% per year.

IRS Limits

The IRS Maximum Benefit Limitation for the 2010 Plan year is \$195,000.
The IRS Maximum Compensation Limitation for the 2010 Plan Year is \$245,000.

Note 6 – Funding The Plan

The Employer, in cooperation with the Trustee(s) of the Plan, has established a fund in which money will be set aside to provide the benefits determined in accordance with the benefit formula. The Employer intends to make regular deposits of money to the fund and the Trustee(s) will invest this money.

The money in the fund is not held in the name of any individual Participant. Upon retirement, money will be withdrawn from the fund and will be used to provide benefits.

Note 7 – Plan Termination

The Company has the right under the plan to discontinue their contributions at any time and to terminate the plan subject to the provisions of ERISA in the event of plan termination participants will become 100 percent vested in their accounts.

Note 8 – Tax Status

The Internal Revenue Service has determined and informed the Company by a letter dated April 1, 1987 that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code (IRC). The Plan has been amended since receiving the determination

letter. However, the Plan administrator and the Plan's tax counsel believe that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC.

Note 9 – Risks and Uncertainties

The Plan invests in various investments 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 on the near term and that such change could materially affect the amount reported in the statement of net assets available for benefits.

First Central Corporation
Defined Benefit Pension Plan
Notes To Financial Statements
November 30, 2010 and 2009

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

SCHEDULE SB (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Single-Employer Defined Benefit Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500 or 5500-SF.	OMB No. 1210-0110 2009 This Form is Open to Public Inspection
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For calendar plan year 2009 or fiscal plan year beginning 12/01/2009 and ending 11/30/2010

▶ **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>First Central Corporation Defined Benefit Pension Plan</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>First Central Corporation</u>	D Employer Identification Number (EIN) <u>73-1123122</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>12</u> Day <u>1</u> Year <u>2009</u>	
2 Assets:	
a Market value.....	2a <u>2,791,163</u>
b Actuarial value.....	2b <u>2,791,163</u>
3 Funding target/participant count breakdown	
	(1) Number of participants (2) Funding Target
a For retired participants and beneficiaries receiving payment.....	3a <u>2</u> <u>1,541,646</u>
b For terminated vested participants.....	3b <u>18</u> <u>59,146</u>
c For active participants:	
(1) Non-vested benefits.....	3c(1) <u>0</u>
(2) Vested benefits.....	3c(2) <u>2,411,467</u>
(3) Total active.....	3c(3) <u>85</u> <u>2,411,467</u>
d Total.....	3d <u>105</u> <u>4,012,259</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>6.42 %</u>
6 Target normal cost.....	6 <u>11,811</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	SB Actuary Signature Signature of actuary <u>DEREK A. SCOTT, EA, ASA, FCA, MAAA</u> Type or print name of actuary <u>STANLEY, HUNT, DUPREE & RHINE</u> Firm name <u>7823 NATIONAL SERVICE ROAD</u> <u>GREENSBORO</u> <u>NC 27409</u> Address of the firm	<u>7/8/2011</u> Date <u>11-06723</u> Most recent enrollment number <u>(336)291-1143</u> Telephone number (including area code)
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If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions ☐

Part II	Beginning of year carryover and prefunding balances
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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)	0	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).....	0	0
10	Interest on item 9 using prior year's actual return of <u>15.86</u> %		
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>6.24</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)	0	0

Part III Funding percentages

14	Funding target attainment percentage.....	14	69.56 %
15	Adjusted funding target attainment percentage.....	15	69.56 %
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	69.56 %
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage.....	17	69.56 %

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	
03/23/2010		80,998						
06/11/2010		80,998						
09/08/2010		80,998						
12/08/2010		80,998						
				Totals ►	18(b)	323,992	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	311, 029

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: 5.12 %	2nd segment: 6.74 %	3rd segment: 6.83 %	☐ N/A, full yield curve used
b Applicable month (enter code)				21b 4
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	11,811
32 Amortization installments:	Outstanding Balance	Installment
a Net shortfall amortization installment	1,221,096	241,397
b Waiver amortization installment		
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	253,208
	Carryover balance	Prefunding balance
35 Balances used to offset funding requirement	0	0
36 Additional cash requirement (item 34 minus item 35).....	36	253,208
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (Item 19c).....	37	311,029
38 Interest-adjusted excess contributions for current year (see instructions).....	38	57,821
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

Discounted Employer Contributions

	Contributions	Date	Year Applied	Effective Rate	Interest-Adjusted Contribution
1.	\$80,998	03/23/2010	2009	6.42%	\$79,409
2.	\$80,998	06/11/2010	2009	6.42%	\$78,390
3.	\$80,998	09/08/2010	2009	6.42%	\$77,209
4.	\$80,998	12/08/2010	2009	6.42%	\$76,021
	<hr/>				<hr/>
	\$323,992				\$311,029

A. Statement of Actuarial Assumptions

Prescribed Interests Rates

Funding Target Interest Rates:

First Segment Rate (for Liabilities Payable in 0 to 5 Years) 5.12% (Prior year: 5.08%)

Second Segment Rate (for Liabilities Payable in 5 to 20 Years) 6.74% (Prior year: 6.06%)

Third Segment Rate (for Liabilities Payable in 20 or More Years) 6.83% (Prior year: 6.55%)

Effective Interest Rate: 6.42% (Prior year: 5.89%)

PBGC Variable Premium Rate:

First Segment Rate (for Liabilities Payable in 0 to 5 Years) 5.12% (Prior year: 7.11%)

Second Segment Rate (for Liabilities Payable in 5 to 20 Years) 6.74% (Prior year: 8.23%)

Third Segment Rate (for Liabilities Payable in 20 or More Years) 6.83% (Prior year: 7.42%)

FAS 35 Discount Rate: 7.50% (Prior year: 7.50%)

Disability

None assumed.

Prescribed Mortality

Mortality is based on the IRS 2009 Static Mortality Table, post-retirement only.

Termination

Crocker, Sarason, and Straight T11 Turnover Table. Rates graduated by age. Sample rates shown below:

Age	Probability of Termination
25	24.92%
40	17.69%
55	4.96%

Assumed Retirement

The Assumed Retirement date is contingent upon the later of attainment of age 65, the 5 year anniversary of Plan Participation, or age on the valuation date if greater.

Expenses

None.

To estimate the insurance premiums to be paid by the Plan in the coming year, the term cost of a death benefit of 100 times the anticipated monthly benefit is computed using PS58 mortality. This amount is not included in the Normal Cost this year but was included in the prior year.

Salary Scale

N/A

Covered Compensation

N/A

Statement of Actuarial Assumptions (continued)

IRS Limits

The IRS Maximum Benefit Limitation for the 2009 Plan Year is \$195,000 (this was \$185,000 for 2008).

The IRS Maximum Compensation Limitation for the 2009 Plan Year is \$245,000 (this was \$230,000 for 2008).

Form of Payment

100% of active Participants are assumed to receive benefits in a lump sum payment at the time of distribution (last year: life annuity).

100% of vested former Participants or beneficiaries entitled to deferred benefits are assumed to receive benefits in the life annuity form.

For SFAS 35 purposes, lump sums are valued at the current IRS applicable interest rates (for 2009 the segment rates were 3.55%, 4.75%, and 4.94%).

Census Data

- No Future new entrants.
- No rehire of former employees.
- No liability is held for non-vested former employees even if a break-in-service has not occurred as of the valuation date.
- All Participants are assumed to work the same number of hours in future years as reported for the year preceding the valuation date.

Assumption Changes Since Prior Valuation

The Segment Rates have been updated in order to reflect current market rates on corporate bonds as of the valuation date.

Alternative method (i.e. discount rates used for Funding Target Liability calculations) was elected for 2009 PBGC Premium purposes.

There were no other changes made

B. Actuarial Funding Method

Actuarial Cost Method

The minimum funding requirements of the Pension Protection Act of 2006 became effective on January 1, 2008. As a result, the Unit Credit cost method is now required to be used to determine the Funding Target and the Target Normal Cost. Under this cost method, a Funding Target (an actuarial liability) is calculated for each participant as of the valuation date equal to the present value of the accrued benefit (accrued benefits are assumed to be payable at decrement dates based on the Plan Provisions, using actual salary history and benefit accrual service as of the valuation date). The present value of the projected Funding Target, based on the expected accrued benefits as of the next valuation date, is also calculated. The individual participant's Target Normal Cost is equal to the excess, if any, of this amount over the Funding Target as of the current valuation date. Under this method, inactive participants have no Target Normal Cost, and their Funding Target is the present value of the plan benefits to which they and their beneficiaries are entitled. The Plan's total annual Target Normal Cost and Funding Target are the sum of the individual participant amounts.

In the first year in which the Adjusted Plan Assets (Actuarial Value of Assets, reduced by any retained credit balances), is less than the Funding Target, then a Shortfall Amortization Base must be established. This base is amortized over a 7-year period using, as applicable based on the funding interest rate basis elected by the Plan Sponsor, the 1st and 2nd funding segment rates of the prescribed segmented corporate bond yield curve or the first seven spot rates of the prescribed full corporate bond yield curve. New Shortfall Amortization Bases are established each year based on the plan's funded status each year, and all bases are maintained until either fully amortized or until the Adjusted Plan Assets exceed the Funding Target.

Actuarial Value of Assets

The Actuarial Value of Assets is determined as the Market Value of Assets as of the Valuation Date, including contributions for the prior year that are still receivable.

Valuation Date

The Plan's valuation date is the first day of the Plan Year.

A. Summary of Plan Provisions

General Information

Valuation Date	December 1, 2009
Original Effective Date	May 5, 1981
Plan Year	December 1 to November 30
Most Recent Amendment	July 1, 2007
Employer Fiscal Year	December 1 to November 30
Employer ID Number	73-1123122
Plan Administrator's ID Number	73-1123122
Plan Number	001
Plan Administrator	First Central Corporation

Eligibility Requirements

Each Employee becomes a Participant on the December 1 closest to the attainment of age 21 years and completion of 6 months of service.

Plan Entry Dates

An eligible Employee will participate in the Plan on the December 1 nearest completion of the eligibility requirements. As of November 30, 2003 the Plan is frozen to new entrants.

Benefit Service

All Plan Years of Service as a Employee in which 1000 Hours of Service are completed. As of November 30, 2003 benefit service under the Plan has been frozen.

Compensation

Definition

Compensation is the total compensation received by the Participant for the prior calendar year coinciding with or ending within the Plan Year, plus deferred amounts under section 125, 403(b), 408(k), or 401(k). Compensation after November 30, 2003 does not count for purposes of determining benefits under the Plan.

Averaging

Highest five consecutive calendar years of Compensation during which earned a year of benefit service.

Vesting

All Participants shall be vested according to the following schedule:

Years of Service	Percent Vested
0	0
1	0
2	20
3	40
4	60
5	80
6	100

All Participants shall be 100% vested upon attainment of Normal Retirement Age.

Summary of Plan Provisions (continued)

Normal Retirement

Eligibility

The Normal Retirement Date for each Participant is the first of the Plan Year nearest the attainment of age 65, and the 5 year anniversary of Plan participation.

Benefit

The amount of annual retirement benefit payable as Normal Annuity Form is calculated as follows:

- 1.00% of Final Average Compensation (FAC) multiplied by Years of Benefit Service (max 35 years), plus
- 0.65% of Final Average Compensation in excess of Covered Compensation multiplied by Years of Benefit Service (max 35 years).

Covered compensation is the average of Social Security Taxable Wage Base for the 35-year period ending at the Participant's Social Security retirement age.

The Plan is frozen effective November 30, 2003.

Minimum Benefit

Top Heavy Minimum Benefit at November 30, 2001.

Accrued Benefit

The Monthly Accrued Benefit, with respect to the formula above, as of any date, is calculated using actual Years of Service and Final Average Compensation as of the date of determination. As of November 30, 2003 the Accrued Benefit under the Plan has been frozen.

Delayed Retirement

Eligibility is the first of the month on or next following the actual date the Participant terminates employment after Normal Retirement Date. The benefit is based on Years of Benefit Service and Final Average Compensation as of the actual retirement date, or the actuarial equivalent of the Normal Retirement Benefit, if greater.

Early Retirement

Eligibility

Eligibility is contingent upon the attainment of age 60 and the completion of 6 Years of Service.

Benefit

A Participant may retire on the first day of any month following attainment of eligibility. The amount of the monthly Early Retirement Benefit is the Participant's Accrued Benefit reduced actuarially to reflect the early commencement of payments.

The integrated portion of Accrued Benefit is reduced to comply with permitted disparity rules (This applies to all early retirement calculations including those without early reductions).

Disability Retirement

Eligibility

Totally and permanently disabled before Early or Normal Retirement Date.

Benefit

Accrued Benefit as of the Disability Retirement Date.

Payments

Normal Retirement Date or prior to Normal Retirement Date with reduced benefits.

Summary of Plan Provisions (continued)

Death

Benefit

The death benefit is the greater of the present value of the Accrued Benefit or the 50% J&S survivor benefit to surviving spouse. If no spouse, lump sum goes to beneficiary. Also, the Death Benefit is the face amount of any insurance policies plus the present value of the Accrued Benefit minus the cash value of the same policy. This limit is 100 times the monthly Accrued Benefit.

Post-retirement Death Benefits

Post-retirement Death Benefits are dependent upon the form of payment selected.

Methods of Payments

Under the Normal Form of payment, a Participant's retirement annuity is payable monthly for life, without further payments after death. A Participant may elect to receive the benefit under one of the following actuarially equivalent optional modes:

- A reduced benefit is paid to the Participant for life, with such benefit (or 50% or 75% of such benefit) continued after death for the subsequent lifetime of the designated Contingent Annuitant.
- A reduced benefit is paid to the Participant for life, with 120, 180 or 240 monthly payments guaranteed. If the Participant dies within the guarantee period, the payments continue to a Beneficiary until 120, 180 or 240 have been paid.
- A lump sum payment of the actuarial equivalence of the Participant's retirement benefit.

Unless the Participant has elected an option above, it is automatically assumed that a married Participant has elected a Joint and Survivor option with one-half of the initial amount continued to the Surviving Spouse as Contingent Annuitant.

Contributions

The entire cost of the Plan is borne by the Employer.

Amendments

The Employer reserves the right to amend or terminate the Plan at any time.

Generally, the Pension Benefit Guaranty Corporation reserves the right to terminate the Plan if the Employer fails to meet the minimum funding standards, or is unable to pay benefits when due. If the Plan is terminated, the Plan assets will be distributed among the Plan Participants based upon a priority allocation procedure and the Employer shall be liable for any unfunded vested benefits to the extent required by law.

The Pension Protection Act of 2006 requires offering a 75% joint and survivor option.

Completed Years of Service											
< 1 Yr.		1-4 Yrs.		5-9 Yrs.		10-14 Yrs.		15-19 Yrs.		20-24 Yrs.	
No.	Avg. Accd. Ben.	No.	Avg. Accd. Ben.	No.	Avg. Accd. Ben.	No.	Avg. Accd. Ben.	No.	Avg. Accd. Ben.	No.	Avg. Accd. Ben.
0	0	0	0	0	0	0	0	0	0	0	0
0	0	0	0	0	0	0	0	0	0	0	0
0	0	5	0	3	0	0	0	0	0	0	0
0	0	3	0	9	0	2	0	0	0	0	0
0	0	7	0	6	0	2	0	1	0	0	0
0	0	6	0	5	0	2	0	2	0	0	0
0	0	1	0	4	0	1	0	2	0	3	0
0	0	1	0	3	0	3	0	1	0	2	0
0	0	1	0	0	0	0	0	1	0	1	0
0	0	0	0	0	0	0	0	1	0	1	0
0	0	0	0	0	0	1	0	0	0	0	0
0	0	24	71	30	174	11	0	8	0	7	0

[illegible]

Schedule of Amortization Bases

Type	Date Established	Years Remaining	PV of Remaining Installments	Amortization Installment
1. Shortfall	12/1/2008	6	\$1,643,420	\$312,568
2. Shortfall	12/1/2009	7	(\$422,324)	(\$71,171)
Total Amortizations			\$1,221,096	\$241,397

Financial Statements and
Report of Independent
Certified Public Accountant

First Central Corporation
Defined Benefit Pension Plan

November 30, 2010

**First Central Corporation
Defined Benefit Pension Plan**

November 30, 2010

Contents

	<u>Page</u>
<u>Independent Auditor's Report</u>	-1-
<u>Financial Statements</u>	
<i>Statements of Net Assets Available for Benefits</i>	-2-
<i>Statements of Changes in Net Assets Available for Benefits</i>	-3-
<i>Statements of Accumulated Plan Benefits</i>	-4-
<i>Statements of Changes in Accumulated Plan Benefits</i>	-5-
<i>Notes to the Financial Statements</i>	6-13

KEITH E. STINGLEY, CPA

5100 N. Brookline, Suite 715 • Oklahoma City, Oklahoma 73112 • (405) 942-2600

Independent Auditor's Report

To the Trustees

First Central Corporation Defined Benefit Pension Plan

I have audited the accompanying statements of net assets available for benefits of the First Central Corporation Defined Benefit Pension Plan as of November 30, 2010 and 2009, and the related statements of changes in net assets available for benefits; and the statements of accumulated plan benefits as of November 30, 2010 and 2009, and the related statements of changes in accumulated plan benefits for the years then ended. These financial statements are the responsibility of the Plan's Management. My responsibility is to express an opinion on these financial statements based on my audit.

I conducted my audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that I 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. I believe that my audit provides a reasonable basis for my opinion.

In my opinion the financial statements referred to above present fairly, in all material respects, the financial status of First Central Corporation Defined Benefit Pension Plan as of November 30, 2009 and 2008, and the changes in its financial status for the years then ended in conformity with accounting principles generally accepted in the United States of America.



Keith Stingley, CPA
Oklahoma City, Oklahoma
September 12, 2011

First Central Corporation
Defined Benefit Pension Plan

Statements of Net Assets Available for Benefits
November 30, 2010 and 2009

	<u><i>Assets</i></u>	
	<u>2010</u>	<u>2009</u>
<u><i>Cash</i></u>	<u>\$ 15,439</u>	<u>\$ 3,407</u>
<u><i>Investments at Fair Value (Note 3)</i></u>		
Interest Bearing Deposits	29,939	12,153
Cash Value in Life Insurance Contracts	1,071,450	1,063,421
Mutual Funds	1,349,088	1,633,372
<i>Total Investments</i>	<u>2,450,477</u>	<u>2,708,946</u>
 <i>Total Assets</i>	 <u>2,465,916</u>	 <u>2,712,353</u>
 <u><i>Liabilities</i></u>		
<u><i>Liabilities</i></u>		
Distributions Payable	2,069	2,000
<i>Total Liabilities</i>	<u>2,069</u>	<u>2,000</u>
 <i>Net Assets Available for Benefits</i>	 <u><u>\$ 2,463,847</u></u>	 <u><u>\$ 2,710,353</u></u>

The accompanying notes are an integral part of these statements

First Central Corporation
Defined Benefit Pension Plan

Statements of Changes in Net Assets Available for Benefits
For the Years Ended November 30, 2010 and 2009

	<u>2010</u>	<u>2009</u>
<u>Additions to Net Assets Available</u>		
Investment Income		
Interest	8,616	796
Dividends	33,919	65,138
	<u>42,535</u>	<u>65,934</u>
Other Income		
Mutual Fund Settlements	444	938
Life Insurance Proceeds	32,305	0
	<u>32,749</u>	<u>938</u>
Net Increase (Decrease) in Fair Value of Investments	87,739	320,443
Increase in Cash Value of Life Insurance	8,029	10,470
Investment Expenses	<u>(19,769)</u>	<u>(16,673)</u>
Total Additions (Deductions)	151,283	381,112
Contributions	<u>323,992</u>	<u>344,978</u>
<i>Total Additions</i>	<u>475,275</u>	<u>726,090</u>
<u>Deductions From Net Assets Available</u>		
Benefits Paid to Participants	710,459	422,957
Insurance Premiums	<u>11,322</u>	<u>11,715</u>
<i>Total Deductions</i>	<u>721,781</u>	<u>434,672</u>
<u>Net Assets Available For Benefits</u>		
Net Increase (Decrease)	(246,506)	291,418
Beginning of the Year	<u>2,710,353</u>	<u>2,418,935</u>
<i>End of the Year</i>	<u><u>\$2,463,847</u></u>	<u><u>\$2,710,353</u></u>

The accompanying notes are an integral part of these statements

**First Central Corporation
Defined Benefit Pension Plan**

Statements of Accumulated Plan Benefits

November 30, 2010 and 2009

Actuarial Present Value of Accumulated Plan Benefits

	<u>2010</u>	<u>2009</u>
<u>Vested Benefits</u>		
Participants Currently Receiving Benefits	\$1,289,600	\$1,519,932
Participants Entitled to Deferred Benefits	52,491	71,518
Other participants	<u>2,923,959</u>	<u>2,926,441</u>
	4,266,050	4,517,891
 <u>Nonvested Benefits</u>	 <u>0</u>	 <u>0</u>
 Total Actuarial Present Value of Accumulated Benefits	 <u><u>\$4,266,050</u></u>	 <u><u>\$4,517,891</u></u>

The accompanying notes are an integral part of these statements

First Central Corporation
Defined Benefit Pension Plan

Statements of Changes in Accumulated Plan Benefits
For the Years Ended November 30, 2010 and 2009

	<u>2010</u>	<u>2009</u>
Actuarial present Value of Accumulated Plan Benefits		
at Beginning of the year	<u>\$ 4,517,891</u>	<u>\$ 4,281,893</u>
 <i>Change during the year Attributable to:</i>		
Decrease in Discount Period at 7.50%	312,681	305,568
Assumption Changes	0	353,387
Experience (Gain)/Loss	145,937	0
Benefit Payments and Insurance Premiums	(710,459)	(422,957)
 Net Increase (Decrease)	<u>(251,841)</u>	<u>235,998</u>
 Actuarial present Value of Accumulated Plan Benefits		
at End of the year	<u><u>\$ 4,266,050</u></u>	<u><u>\$ 4,517,891</u></u>

The accompanying notes are an integral part of these statements

First Central Corporation
Defined Benefit Pension Plan
Notes To Financial Statements
November 30, 2010 and 2009

Note 1 – Description of Defined Benefit Plan

The following brief description of the First Central Corporation Defined Benefit Pension Plan is provided for general information purposes only. Participants should refer to the plan agreement for more complete information.

General

The plan is a defined benefit pension plan covering substantially all employees of First Central Corporation, Central Liquor Company, and CSC Trucking, Inc. The plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). A defined benefit plan provides for a definite, predetermined formula to arrive at the benefits payable to a plan participant. The plan was amended September 25, 2003 to freeze the benefits as of November 30, 2003.

Employee Contributions

A participant in the plan is neither required nor permitted to make contributions to the plan.

Eligibility

All employees of the Employer who are paid for 1,000 hours a year or more are eligible to participate in the Plan upon the completion of six months of service and attainment of age 21. Effective November 30, 2003, the plan was amended to read, "an Employee who is not yet a Participant prior to November 30, 2003 shall no longer be allowed to commence participation in the Plan".

Service

Service shall equal total years of service with the Employer. A year of service is credited for each year in which an employee works 1,000 hours. However, years of service shall not be credited for service subsequent to the normal retirement date.

A break in Service occurs at the start of any calendar year in which the employee works 500 hours or less for the Employer in such year.

Normal Retirement Date

Normal Retirement date is first of the month following the later of: (a) attainment of age 65, and (b) the fifth anniversary of plan participation.

Normal Retirement Benefit

The amount of annual benefit to be paid in monthly installments for life is:

1% of Final Average Monthly compensation multiplied by each year of creditable service at normal retirement up to 35, plus 65% of Final Average Monthly Compensation – Covered Compensation, multiplied by each year of service at normal retirement up to 35. Average Monthly Compensation is the average over the highest five consecutive years. The Plan was amended effective November 30, 2003 to read, "In no event, shall a Participant's Accrued Benefit exceed his frozen Accrued Benefit on the later of the adoption date or the effective date of this Amendment".

First Central Corporation
Defined Benefit Pension Plan
Notes To Financial Statements
November 30, 2010 and 2009

Note 1 – Description Of Defined Benefit Plan - Cont'd

Delayed Retirement

A participant may continue in the employment of the Employer after his normal retirement date. In such event he will receive at actual retirement a benefit calculated using Annual Compensation and Service as of such date. A plan participant must begin benefits no later than April 1 following the calendar year in which a participant reaches age 70 1/2, regardless if the participant had actually retired.

Annual Compensation

The annual compensation as of any anniversary date shall be the actual compensation actually paid to the participant for the calendar year ending within the plan year. The Plan amendment as of November 30, 2003 states, "A Participant's Final Average Compensation shall not be more than his Final Average Compensation determined as of November 30, 2003".

Accrued Benefit

Normal Retirement Benefit using average compensation and service as of the date of determination.

Early Retirement Benefits

A participant may take early retirement upon attainment of age 60 or six years of participation, whichever is later. The early retirement benefit will equal the accrued benefit at the date of early retirement, subject to any reductions under Section 401(1) of the Internal Revenue Code to the "excess" portion of the benefit formula necessary for early commencement of benefit payment.

Disability Retirement Benefits

A participant who becomes totally and permanently disabled before his normal retirement date may retire and receive a disability retirement benefit calculated as his accrued benefit on the date of disability reduced one-one-hundred-eightieth for each of the first sixty months and one-three-hundred-sixtieth for each of the next sixty months by which the payment date precedes the normal retirement date and actuarially reduced for each additional year.

Death Benefit

After 48 months of service, if a participant dies, the death benefit will be the face amount of any insurance policies plus the present value of his accrued benefit minus the cash value of same policy.

Severance Benefits

The percentage vested shall be:

Less than 2 years	0%
2 years	20%
3 years	40%
4 years	60%
5 years	80%
6 years or more	100%

First Central Corporation
Defined Benefit Pension Plan
Notes To Financial Statements
November 30, 2010 and 2009

Note 1 – Description Of Defined Benefit Plan - Cont'd

Optional Methods of Settlement

All optional methods of settlement are actuarially equivalent to the normal form of annuity. If a married participant does not elect the normal form of annuity or does not elect one of the optional methods of settlement described below, then the participant's retirement benefit shall automatically be paid under option 1 below. The options are:

1. A reduced benefit to be paid during the participant's lifetime with the same reduced benefit to be continued to his spouse for her lifetime after his death.
2. A reduced benefit to be paid for 120, 180, or 240 months certain and thereafter for life.
3. An actuarially equivalent lump sum.

Amendment or Termination of Plan

The Employer reserves the right to amend or terminate the Plan at any time. Generally, the Pension Benefit Guaranty Corporation reserves the right to terminate the Plan if the Employer fails to meet the minimum funding standards, or is unable to pay benefits when due.

If the Plan is terminated, the plan assets will be distributed among the plan participants based upon a priority allocation procedure and the Employer shall be liable for any unfunded vested benefits to the extent required by law.

Plan Amendment

Effective January 1, 1989, the First Central Corporation Defined Benefit Pension Plan amended and restated in its entirety its former plan into a successor plan. The new plan was adopted to satisfy requirement of the Tax Reform Act of 1986, and subsequent Tax Reform Act Requirements.

On December 1, 1989, the First Central Corporation Defined Benefit Pension Plan was adopted by Central Liquor Company, and CSC Trucking, Inc.

First Central Corporation Defined Benefit Pension Plan amended and restated its plan into a successor plan of October 19, 1995. This was adopted by the referenced entities.

Effective December 1, 2001, the Employer has requested that the plan be amended to comply with the Community Renewal Tax Relief Act of 2000 ("CRA").

Effective December 1, 2002, the Employer has requested (1) that certain amendments, elective and non-elective, be adopted to bring the Plan into compliance with the Economic Growth and Tax Relief Reconciliation Act of 2001 ("EGTRRA") and to take advantage of certain enhancements under EGTRRA for the benefit of Participants under the Plan, and (2) that the determination of disability and claims procedures be amended.

Effective November 30, 2003, the Employer amended the Plan to freeze the benefits accrued under this Plan. "In no event shall a Participant's Accrued Benefit exceed his frozen Accrued Benefit on the later of the adoption date or the effective date of this Amendment".

First Central Corporation
Defined Benefit Pension Plan
Notes To Financial Statements
November 30, 2010 and 2009

Note 2 – Summary Of Accounting Policies

Basis of Accounting

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

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.

Valuation of Investments

If available, quoted market prices are used to value investments. The amounts in Note 3 for securities that have no quoted market price represent estimated fair value. Many factors are considered to arrive at fair market value. In general, however, corporate bonds are valued based on yields currently available on comparable securities of issuers with similar credit ratings. Investments in certain restricted common stocks are valued at the quoted market price of the issuer's unrestricted common stock less an appropriate discount. If a quoted market price for unrestricted common stock of the issuer is not available, restricted common stocks are valued at a multiple of current earnings less an appropriate discount. The multiple chosen is consistent with multiples of similar companies based on current market prices.

The plan's annuity contracts with the AmerUs Life Insurance Company (Note 4) are valued at contract value. Contract value represents contributions made under the contract, plus interest at the contract rate. There would be substantial penalty subtracted from the annuity contracts if they were to be cashed in early.

Note 3 – Investments

The following table presents the fair values of investments at November 30, 2010 and 2009. Investments that represent 5% or more of the plans net assets are separately identified.

Investments at Fair Value as determined by Quoted Market Price

Mutual Funds

Held through LPL Financial	\$ <u>1,349,088</u>	\$ <u>1,633,372</u>
----------------------------	---------------------	---------------------

Annuity Contracts

Annuity Contracts with AmerUs Life	\$ <u>1,071,450</u>	\$ <u>1,063,421</u>
------------------------------------	---------------------	---------------------

Changes in Investments

During 2010 and 2009, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) changed in value by \$(276,255) and \$321,328 respectively as follows:

Investments at Fair Value as determined by Quoted Market Price:

First Central Corporation
Defined Benefit Pension Plan
Notes To Financial Statements
November 30, 2010 and 2009

	<u>2010</u>	<u>2009</u>
Cash Value in Life Insurance Contracts	\$ 8,029	\$ 10,470
Mutual Funds	<u>(284,284)</u>	<u>310,858</u>
Total	\$ <u>(276,255)</u>	\$ <u>321,328</u>

Note 4 – Annuity Contracts

The following table presents the contract values of the plan's annuity contracts at contract value.

<u>Contract Value</u>	<u>2010</u>	<u>2009</u>
AmerUs Life Insurance Company	<u>\$ 1,071,450</u>	<u>\$ 1,063,421</u>

Note 5 – Actuarial Method

The actuarial method and assumptions used in the valuation of the plan are described below:

The effect on benefits under the pension plan from the limitation in Section 415(e) of the Internal Revenue Code, relating to the total benefits under a defined benefit plan and a defined contribution plan, is considered to have no effect on this plan.

No liability is held for non-vested, inactive employees who have a break-in-service, or for employees who have quit, been terminated, or died even if a break-in-service had not occurred as of the valuation date.

All participants are assumed to work the same number of hours in future years as they worked in the year preceding the valuation. Thus, as an example, if a participant is on leave-of-absence at year end and has worked more than 1,000 hours, it is assumed he will earn additional benefits under the plan. Similarly, if a participant has worked less than 1,000 hours in the prior year, it is assumed that no benefits will be earned by that participant in the future.

The Plan provided benefits for early retirement which (at some ages) are in excess of the actuarial equivalent of benefits payable at normal retirement age. No liability for this is included in the valuation results.

Disability benefits are not considered to have material effect on cost and have not been specifically valued.

Under the Aggregate Cost Method, the actuarial accrued liability is set equal to the actuarial value of assets. The excess of the actuarial present value of projected benefits of the group (including retirees and other inactive participants) over the actuarial value of assets is allocated on a level basis over the expected future earnings (or expected future working lifetime if the benefit is not related to pay) of the group of active participants. This allocation is performed for the group as a whole, not as a sum of individual allocations. The portion

Notes To Financial Statements
November 30, 2010 and 2009

An experience gain or loss is a decrease or increase in the actuarial accrued liability attributable to deviations in experience from actuarial assumptions. Such gains or losses are not separately recognized but are spread into the future as part of the present value of future normal cost.

Actuarial Value of Assets are valued on a Market Value basis.

Funding Rate	(Pre-Retirement)	8.00%
Funding Rate	(Post-Retirement)	6.00%
RPA	1994 Rate	6.67%
OBRA	1987 Rate	6.12%
PBGC Rate		4.96%
Top Heavy Test Rate		5.00%
SFAAS No. 35	(Pre-Retirement)	8.00%
SFAAS No. 35	(Post-Retirement)	6.00%

Funding and OBRA 1987 Current Liability
GAR 1994 projected to 2002, unisex (post retirement only).

Top Heavy
1983 Group Annuity Mortality Table for Males and Females

Crocker, Sarason, and Straight TII Turnover Table

The Assumed Retirement date is contingent upon the later of attainment of age 65, the 5 year anniversary of Plan Participation, or age on the valuation date if greater.

To estimate the insurance premiums to be paid by the Plan in the coming year, the term cost of a death benefit of 100 times the anticipated monthly benefit is computed using PS58 mortality. This amount is included in the Normal Cost.

First Central Corporation
Defined Benefit Pension Plan
Notes To Financial Statements
November 30, 2010 and 2009

Former Employees

No rehire of former employees is assumed

Salary Scale

The salary scale level is currently set at 4%.

Covered Compensation

Covered Compensation is based on the Covered Compensation Table (\$12 rounding).
The Social Security Taxable Wage Base is assumed to increase 4% per year.

IRS Limits

The IRS Maximum Benefit Limitation for the 2010 Plan year is \$195,000.
The IRS Maximum Compensation Limitation for the 2010 Plan Year is \$245,000.

Note 6 – Funding The Plan

The Employer, in cooperation with the Trustee(s) of the Plan, has established a fund in which money will be set aside to provide the benefits determined in accordance with the benefit formula. The Employer intends to make regular deposits of money to the fund and the Trustee(s) will invest this money.

The money in the fund is not held in the name of any individual Participant. Upon retirement, money will be withdrawn from the fund and will be used to provide benefits.

Note 7 – Plan Termination

The Company has the right under the plan to discontinue their contributions at any time and to terminate the plan subject to the provisions of ERISA in the event of plan termination participants will become 100 percent vested in their accounts.

Note 8 – Tax Status

The Internal Revenue Service has determined and informed the Company by a letter dated April 1, 1987 that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code (IRC). The Plan has been amended since receiving the determination

letter. However, the Plan administrator and the Plan's tax counsel believe that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC.

Note 9 – Risks and Uncertainties

The Plan invests in various investments 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 on the near term and that such change could materially affect the amount reported in the statement of net assets available for benefits.

First Central Corporation
Defined Benefit Pension Plan
Notes To Financial Statements
November 30, 2010 and 2009

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

Financial Statements and
Report of Independent
Certified Public Accountant

First Central Corporation
Defined Benefit Pension Plan

November 30, 2010

**First Central Corporation
Defined Benefit Pension Plan**

November 30, 2010

Contents

	<u>Page</u>
<u>Independent Auditor's Report</u>	-1-
<u>Financial Statements</u>	
<i>Statements of Net Assets Available for Benefits</i>	-2-
<i>Statements of Changes in Net Assets Available for Benefits</i>	-3-
<i>Statements of Accumulated Plan Benefits</i>	-4-
<i>Statements of Changes in Accumulated Plan Benefits</i>	-5-
<i>Notes to the Financial Statements</i>	6-13

KEITH E. STINGLEY, CPA

5100 N. Brookline, Suite 715 • Oklahoma City, Oklahoma 73112 • (405) 942-2600

Independent Auditor's Report

To the Trustees

First Central Corporation Defined Benefit Pension Plan

I have audited the accompanying statements of net assets available for benefits of the First Central Corporation Defined Benefit Pension Plan as of November 30, 2010 and 2009, and the related statements of changes in net assets available for benefits; and the statements of accumulated plan benefits as of November 30, 2010 and 2009, and the related statements of changes in accumulated plan benefits for the years then ended. These financial statements are the responsibility of the Plan's Management. My responsibility is to express an opinion on these financial statements based on my audit.

I conducted my audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that I 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. I believe that my audit provides a reasonable basis for my opinion.

In my opinion the financial statements referred to above present fairly, in all material respects, the financial status of First Central Corporation Defined Benefit Pension Plan as of November 30, 2009 and 2008, and the changes in its financial status for the years then ended in conformity with accounting principles generally accepted in the United States of America.



Keith Stingley, CPA
Oklahoma City, Oklahoma
September 12, 2011

First Central Corporation
Defined Benefit Pension Plan

Statements of Net Assets Available for Benefits
November 30, 2010 and 2009

	<u><i>Assets</i></u>	
	<u>2010</u>	<u>2009</u>
<u><i>Cash</i></u>	<u>\$ 15,439</u>	<u>\$ 3,407</u>
<u><i>Investments at Fair Value (Note 3)</i></u>		
Interest Bearing Deposits	29,939	12,153
Cash Value in Life Insurance Contracts	1,071,450	1,063,421
Mutual Funds	<u>1,349,088</u>	<u>1,633,372</u>
<i>Total Investments</i>	<u>2,450,477</u>	<u>2,708,946</u>
 <i>Total Assets</i>	 <u>2,465,916</u>	 <u>2,712,353</u>
	 <u><i>Liabilities</i></u>	
<u><i>Liabilities</i></u>		
Distributions Payable	<u>2,069</u>	<u>2,000</u>
<i>Total Liabilities</i>	<u>2,069</u>	<u>2,000</u>
 <i>Net Assets Available for Benefits</i>	 <u><u>\$ 2,463,847</u></u>	 <u><u>\$ 2,710,353</u></u>

The accompanying notes are an integral part of these statements

First Central Corporation
Defined Benefit Pension Plan

Statements of Changes in Net Assets Available for Benefits
For the Years Ended November 30, 2010 and 2009

	<u>2010</u>	<u>2009</u>
<u>Additions to Net Assets Available</u>		
Investment Income		
Interest	8,616	796
Dividends	33,919	65,138
	<u>42,535</u>	<u>65,934</u>
Other Income		
Mutual Fund Settlements	444	938
Life Insurance Proceeds	32,305	0
	<u>32,749</u>	<u>938</u>
Net Increase (Decrease) in Fair Value of Investments	87,739	320,443
Increase in Cash Value of Life Insurance	8,029	10,470
Investment Expenses	<u>(19,769)</u>	<u>(16,673)</u>
Total Additions (Deductions)	151,283	381,112
Contributions	<u>323,992</u>	<u>344,978</u>
<i>Total Additions</i>	<u>475,275</u>	<u>726,090</u>
<u>Deductions From Net Assets Available</u>		
Benefits Paid to Participants	710,459	422,957
Insurance Premiums	<u>11,322</u>	<u>11,715</u>
<i>Total Deductions</i>	<u>721,781</u>	<u>434,672</u>
<u>Net Assets Available For Benefits</u>		
Net Increase (Decrease)	(246,506)	291,418
Beginning of the Year	<u>2,710,353</u>	<u>2,418,935</u>
<i>End of the Year</i>	<u><u>\$2,463,847</u></u>	<u><u>\$2,710,353</u></u>

The accompanying notes are an integral part of these statements

First Central Corporation
Defined Benefit Pension Plan

Statements of Accumulated Plan Benefits

November 30, 2010 and 2009

Actuarial Present Value of Accumulated Plan Benefits

	<u>2010</u>	<u>2009</u>
<u>Vested Benefits</u>		
Participants Currently Receiving Benefits	\$1,289,600	\$1,519,932
Participants Entitled to Deferred Benefits	52,491	71,518
Other participants	<u>2,923,959</u>	<u>2,926,441</u>
	4,266,050	4,517,891
 <u>Nonvested Benefits</u>	 <u>0</u>	 <u>0</u>
 Total Actuarial Present Value of Accumulated Benefits	 <u><u>\$4,266,050</u></u>	 <u><u>\$4,517,891</u></u>

The accompanying notes are an integral part of these statements

First Central Corporation
Defined Benefit Pension Plan

Statements of Changes in Accumulated Plan Benefits
For the Years Ended November 30, 2010 and 2009

	<u>2010</u>	<u>2009</u>
Actuarial present Value of Accumulated Plan Benefits		
at Beginning of the year	<u>\$ 4,517,891</u>	<u>\$ 4,281,893</u>
 <i>Change during the year Attributable to:</i>		
Decrease in Discount Period at 7.50%	312,681	305,568
Assumption Changes	0	353,387
Experience (Gain)/Loss	145,937	0
Benefit Payments and Insurance Premiums	(710,459)	(422,957)
 Net Increase (Decrease)	<u>(251,841)</u>	<u>235,998</u>
 Actuarial present Value of Accumulated Plan Benefits		
at End of the year	<u><u>\$ 4,266,050</u></u>	<u><u>\$ 4,517,891</u></u>

The accompanying notes are an integral part of these statements

First Central Corporation
Defined Benefit Pension Plan
Notes To Financial Statements
November 30, 2010 and 2009

Note 1 – Description of Defined Benefit Plan

The following brief description of the First Central Corporation Defined Benefit Pension Plan is provided for general information purposes only. Participants should refer to the plan agreement for more complete information.

General

The plan is a defined benefit pension plan covering substantially all employees of First Central Corporation, Central Liquor Company, and CSC Trucking, Inc. The plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). A defined benefit plan provides for a definite, predetermined formula to arrive at the benefits payable to a plan participant. The plan was amended September 25, 2003 to freeze the benefits as of November 30, 2003.

Employee Contributions

A participant in the plan is neither required nor permitted to make contributions to the plan.

Eligibility

All employees of the Employer who are paid for 1,000 hours a year or more are eligible to participate in the Plan upon the completion of six months of service and attainment of age 21. Effective November 30, 2003, the plan was amended to read, "an Employee who is not yet a Participant prior to November 30, 2003 shall no longer be allowed to commence participation in the Plan".

Service

Service shall equal total years of service with the Employer. A year of service is credited for each year in which an employee works 1,000 hours. However, years of service shall not be credited for service subsequent to the normal retirement date.

A break in Service occurs at the start of any calendar year in which the employee works 500 hours or less for the Employer in such year.

Normal Retirement Date

Normal Retirement date is first of the month following the later of: (a) attainment of age 65, and (b) the fifth anniversary of plan participation.

Normal Retirement Benefit

The amount of annual benefit to be paid in monthly installments for life is:

1% of Final Average Monthly compensation multiplied by each year of creditable service at normal retirement up to 35, plus 65% of Final Average Monthly Compensation – Covered Compensation, multiplied by each year of service at normal retirement up to 35. Average Monthly Compensation is the average over the highest five consecutive years. The Plan was amended effective November 30, 2003 to read, "In no event, shall a Participant's Accrued Benefit exceed his frozen Accrued Benefit on the later of the adoption date or the effective date of this Amendment".

First Central Corporation
Defined Benefit Pension Plan
Notes To Financial Statements
November 30, 2010 and 2009

Note 1 – Description Of Defined Benefit Plan - Cont'd

Delayed Retirement

A participant may continue in the employment of the Employer after his normal retirement date. In such event he will receive at actual retirement a benefit calculated using Annual Compensation and Service as of such date. A plan participant must begin benefits no later than April 1 following the calendar year in which a participant reaches age 70 1/2, regardless if the participant had actually retired.

Annual Compensation

The annual compensation as of any anniversary date shall be the actual compensation actually paid to the participant for the calendar year ending within the plan year. The Plan amendment as of November 30, 2003 states, "A Participant's Final Average Compensation shall not be more than his Final Average Compensation determined as of November 30, 2003".

Accrued Benefit

Normal Retirement Benefit using average compensation and service as of the date of determination.

Early Retirement Benefits

A participant may take early retirement upon attainment of age 60 or six years of participation, whichever is later. The early retirement benefit will equal the accrued benefit at the date of early retirement, subject to any reductions under Section 401(1) of the Internal Revenue Code to the "excess" portion of the benefit formula necessary for early commencement of benefit payment.

Disability Retirement Benefits

A participant who becomes totally and permanently disabled before his normal retirement date may retire and receive a disability retirement benefit calculated as his accrued benefit on the date of disability reduced one-one-hundred-eightieth for each of the first sixty months and one-three-hundred-sixtieth for each of the next sixty months by which the payment date precedes the normal retirement date and actuarially reduced for each additional year.

Death Benefit

After 48 months of service, if a participant dies, the death benefit will be the face amount of any insurance policies plus the present value of his accrued benefit minus the cash value of same policy.

Severance Benefits

The percentage vested shall be:

Less than 2 years	0%
2 years	20%
3 years	40%
4 years	60%
5 years	80%
6 years or more	100%

First Central Corporation
Defined Benefit Pension Plan
Notes To Financial Statements
November 30, 2010 and 2009

Note 1 – Description Of Defined Benefit Plan - Cont'd

Optional Methods of Settlement

All optional methods of settlement are actuarially equivalent to the normal form of annuity. If a married participant does not elect the normal form of annuity or does not elect one of the optional methods of settlement described below, then the participant's retirement benefit shall automatically be paid under option 1 below. The options are:

1. A reduced benefit to be paid during the participant's lifetime with the same reduced benefit to be continued to his spouse for her lifetime after his death.
2. A reduced benefit to be paid for 120, 180, or 240 months certain and thereafter for life.
3. An actuarially equivalent lump sum.

Amendment or Termination of Plan

The Employer reserves the right to amend or terminate the Plan at any time. Generally, the Pension Benefit Guaranty Corporation reserves the right to terminate the Plan if the Employer fails to meet the minimum funding standards, or is unable to pay benefits when due.

If the Plan is terminated, the plan assets will be distributed among the plan participants based upon a priority allocation procedure and the Employer shall be liable for any unfunded vested benefits to the extent required by law.

Plan Amendment

Effective January 1, 1989, the First Central Corporation Defined Benefit Pension Plan amended and restated in its entirety its former plan into a successor plan. The new plan was adopted to satisfy requirement of the Tax Reform Act of 1986, and subsequent Tax Reform Act Requirements.

On December 1, 1989, the First Central Corporation Defined Benefit Pension Plan was adopted by Central Liquor Company, and CSC Trucking, Inc.

First Central Corporation Defined Benefit Pension Plan amended and restated its plan into a successor plan of October 19, 1995. This was adopted by the referenced entities.

Effective December 1, 2001, the Employer has requested that the plan be amended to comply with the Community Renewal Tax Relief Act of 2000 ("CRA").

Effective December 1, 2002, the Employer has requested (1) that certain amendments, elective and non-elective, be adopted to bring the Plan into compliance with the Economic Growth and Tax Relief Reconciliation Act of 2001 ("EGTRRA") and to take advantage of certain enhancements under EGTRRA for the benefit of Participants under the Plan, and (2) that the determination of disability and claims procedures be amended.

Effective November 30, 2003, the Employer amended the Plan to freeze the benefits accrued under this Plan. "In no event shall a Participant's Accrued Benefit exceed his frozen Accrued Benefit on the later of the adoption date or the effective date of this Amendment".

First Central Corporation
Defined Benefit Pension Plan
Notes To Financial Statements
November 30, 2010 and 2009

Note 2 – Summary Of Accounting Policies

Basis of Accounting

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

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.

Valuation of Investments

If available, quoted market prices are used to value investments. The amounts in Note 3 for securities that have no quoted market price represent estimated fair value. Many factors are considered to arrive at fair market value. In general, however, corporate bonds are valued based on yields currently available on comparable securities of issuers with similar credit ratings. Investments in certain restricted common stocks are valued at the quoted market price of the issuer's unrestricted common stock less an appropriate discount. If a quoted market price for unrestricted common stock of the issuer is not available, restricted common stocks are valued at a multiple of current earnings less an appropriate discount. The multiple chosen is consistent with multiples of similar companies based on current market prices.

The plan's annuity contracts with the AmerUs Life Insurance Company (Note 4) are valued at contract value. Contract value represents contributions made under the contract, plus interest at the contract rate. There would be substantial penalty subtracted from the annuity contracts if they were to be cashed in early.

Note 3 – Investments

The following table presents the fair values of investments at November 30, 2010 and 2009. Investments that represent 5% or more of the plans net assets are separately identified.

Investments at Fair Value as determined by Quoted Market Price

Mutual Funds

Held through LPL Financial	\$ <u>1,349,088</u>	\$ <u>1,633,372</u>
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Annuity Contracts

Annuity Contracts with AmerUs Life	\$ <u>1,071,450</u>	\$ <u>1,063,421</u>
------------------------------------	---------------------	---------------------

Changes in Investments

During 2010 and 2009, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) changed in value by \$(276,255) and \$321,328 respectively as follows:

Investments at Fair Value as determined by Quoted Market Price:

First Central Corporation
Defined Benefit Pension Plan
Notes To Financial Statements
November 30, 2010 and 2009

	<u>2010</u>	<u>2009</u>
Cash Value in Life Insurance Contracts	\$ 8,029	\$ 10,470
Mutual Funds	<u>(284,284)</u>	<u>310,858</u>
Total	\$ <u>(276,255)</u>	\$ <u>321,328</u>

Note 4 – Annuity Contracts

The following table presents the contract values of the plan's annuity contracts at contract value.

<u>Contract Value</u>	<u>2010</u>	<u>2009</u>
AmerUs Life Insurance Company	<u>\$ 1,071,450</u>	<u>\$ 1,063,421</u>

Note 5 – Actuarial Method

The actuarial method and assumptions used in the valuation of the plan are described below:

The effect on benefits under the pension plan from the limitation in Section 415(e) of the Internal Revenue Code, relating to the total benefits under a defined benefit plan and a defined contribution plan, is considered to have no effect on this plan.

No liability is held for non-vested, inactive employees who have a break-in-service, or for employees who have quit, been terminated, or died even if a break-in-service had not occurred as of the valuation date.

All participants are assumed to work the same number of hours in future years as they worked in the year preceding the valuation. Thus, as an example, if a participant is on leave-of-absence at year end and has worked more than 1,000 hours, it is assumed he will earn additional benefits under the plan. Similarly, if a participant has worked less than 1,000 hours in the prior year, it is assumed that no benefits will be earned by that participant in the future.

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Notes To Financial Statements
November 30, 2010 and 2009

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Funding Rate	(Pre-Retirement)	8.00%
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GAR 1994 projected to 2002, unisex (post retirement only).

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First Central Corporation
Defined Benefit Pension Plan
Notes To Financial Statements
November 30, 2010 and 2009

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letter. However, the Plan administrator and the Plan's tax counsel believe that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC.

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First Central Corporation
Defined Benefit Pension Plan
Notes To Financial Statements
November 30, 2010 and 2009

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

Financial Statements and
Report of Independent
Certified Public Accountant

First Central Corporation
Defined Benefit Pension Plan

November 30, 2010

**First Central Corporation
Defined Benefit Pension Plan**

November 30, 2010

Contents

	<u>Page</u>
<u>Independent Auditor's Report</u>	-1-
<u>Financial Statements</u>	
<i>Statements of Net Assets Available for Benefits</i>	-2-
<i>Statements of Changes in Net Assets Available for Benefits</i>	-3-
<i>Statements of Accumulated Plan Benefits</i>	-4-
<i>Statements of Changes in Accumulated Plan Benefits</i>	-5-
<i>Notes to the Financial Statements</i>	6-13

KEITH E. STINGLEY, CPA

5100 N. Brookline, Suite 715 • Oklahoma City, Oklahoma 73112 • (405) 942-2600

Independent Auditor's Report

To the Trustees
First Central Corporation Defined Benefit Pension Plan

I have audited the accompanying statements of net assets available for benefits of the First Central Corporation Defined Benefit Pension Plan as of November 30, 2010 and 2009, and the related statements of changes in net assets available for benefits; and the statements of accumulated plan benefits as of November 30, 2010 and 2009, and the related statements of changes in accumulated plan benefits for the years then ended. These financial statements are the responsibility of the Plan's Management. My responsibility is to express an opinion on these financial statements based on my audit.

I conducted my audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that I 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. I believe that my audit provides a reasonable basis for my opinion.

In my opinion the financial statements referred to above present fairly, in all material respects, the financial status of First Central Corporation Defined Benefit Pension Plan as of November 30, 2009 and 2008, and the changes in its financial status for the years then ended in conformity with accounting principles generally accepted in the United States of America.



Keith Stingley, CPA
Oklahoma City, Oklahoma
September 12, 2011

First Central Corporation
Defined Benefit Pension Plan

Statements of Net Assets Available for Benefits
November 30, 2010 and 2009

	<u><i>Assets</i></u>	
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 <i>Total Assets</i>	 <u>2,465,916</u>	 <u>2,712,353</u>
	 <u><i>Liabilities</i></u>	
<u><i>Liabilities</i></u>		
Distributions Payable	2,069	2,000
<i>Total Liabilities</i>	<u>2,069</u>	<u>2,000</u>
 <i>Net Assets Available for Benefits</i>	 <u><u>\$ 2,463,847</u></u>	 <u><u>\$ 2,710,353</u></u>

The accompanying notes are an integral part of these statements

First Central Corporation
Defined Benefit Pension Plan

Statements of Changes in Net Assets Available for Benefits
For the Years Ended November 30, 2010 and 2009

	<u>2010</u>	<u>2009</u>
<u>Additions to Net Assets Available</u>		
Investment Income		
Interest	8,616	796
Dividends	33,919	65,138
	<u>42,535</u>	<u>65,934</u>
Other Income		
Mutual Fund Settlements	444	938
Life Insurance Proceeds	32,305	0
	<u>32,749</u>	<u>938</u>
Net Increase (Decrease) in Fair Value of Investments	87,739	320,443
Increase in Cash Value of Life Insurance	8,029	10,470
Investment Expenses	<u>(19,769)</u>	<u>(16,673)</u>
Total Additions (Deductions)	151,283	381,112
Contributions	<u>323,992</u>	<u>344,978</u>
<i>Total Additions</i>	<u>475,275</u>	<u>726,090</u>
<u>Deductions From Net Assets Available</u>		
Benefits Paid to Participants	710,459	422,957
Insurance Premiums	<u>11,322</u>	<u>11,715</u>
<i>Total Deductions</i>	<u>721,781</u>	<u>434,672</u>
<u>Net Assets Available For Benefits</u>		
Net Increase (Decrease)	(246,506)	291,418
Beginning of the Year	<u>2,710,353</u>	<u>2,418,935</u>
<i>End of the Year</i>	<u><u>\$2,463,847</u></u>	<u><u>\$2,710,353</u></u>

The accompanying notes are an integral part of these statements

First Central Corporation
Defined Benefit Pension Plan

Statements of Accumulated Plan Benefits

November 30, 2010 and 2009

Actuarial Present Value of Accumulated Plan Benefits

	<u>2010</u>	<u>2009</u>
<u>Vested Benefits</u>		
Participants Currently Receiving Benefits	\$1,289,600	\$1,519,932
Participants Entitled to Deferred Benefits	52,491	71,518
Other participants	<u>2,923,959</u>	<u>2,926,441</u>
	4,266,050	4,517,891
 <u>Nonvested Benefits</u>	 <u>0</u>	 <u>0</u>
 Total Actuarial Present Value of Accumulated Benefits	 <u><u>\$4,266,050</u></u>	 <u><u>\$4,517,891</u></u>

The accompanying notes are an integral part of these statements

First Central Corporation
Defined Benefit Pension Plan

Statements of Changes in Accumulated Plan Benefits
For the Years Ended November 30, 2010 and 2009

	<u>2010</u>	<u>2009</u>
Actuarial present Value of Accumulated Plan Benefits		
at Beginning of the year	<u>\$ 4,517,891</u>	<u>\$ 4,281,893</u>
 <i>Change during the year Attributable to:</i>		
Decrease in Discount Period at 7.50%	312,681	305,568
Assumption Changes	0	353,387
Experience (Gain)/Loss	145,937	0
Benefit Payments and Insurance Premiums	(710,459)	(422,957)
 Net Increase (Decrease)	<u>(251,841)</u>	<u>235,998</u>
 Actuarial present Value of Accumulated Plan Benefits		
at End of the year	<u><u>\$ 4,266,050</u></u>	<u><u>\$ 4,517,891</u></u>

The accompanying notes are an integral part of these statements

First Central Corporation
Defined Benefit Pension Plan
Notes To Financial Statements
November 30, 2010 and 2009

Note 1 – Description of Defined Benefit Plan

The following brief description of the First Central Corporation Defined Benefit Pension Plan is provided for general information purposes only. Participants should refer to the plan agreement for more complete information.

General

The plan is a defined benefit pension plan covering substantially all employees of First Central Corporation, Central Liquor Company, and CSC Trucking, Inc. The plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). A defined benefit plan provides for a definite, predetermined formula to arrive at the benefits payable to a plan participant. The plan was amended September 25, 2003 to freeze the benefits as of November 30, 2003.

Employee Contributions

A participant in the plan is neither required nor permitted to make contributions to the plan.

Eligibility

All employees of the Employer who are paid for 1,000 hours a year or more are eligible to participate in the Plan upon the completion of six months of service and attainment of age 21. Effective November 30, 2003, the plan was amended to read, “an Employee who is not yet a Participant prior to November 30, 2003 shall no longer be allowed to commence participation in the Plan”.

Service

Service shall equal total years of service with the Employer. A year of service is credited for each year in which an employee works 1,000 hours. However, years of service shall not be credited for service subsequent to the normal retirement date.

A break in Service occurs at the start of any calendar year in which the employee works 500 hours or less for the Employer in such year.

Normal Retirement Date

Normal Retirement date is first of the month following the later of: (a) attainment of age 65, and (b) the fifth anniversary of plan participation.

Normal Retirement Benefit

The amount of annual benefit to be paid in monthly installments for life is:

1% of Final Average Monthly compensation multiplied by each year of creditable service at normal retirement up to 35, plus 65% of Final Average Monthly Compensation – Covered Compensation, multiplied by each year of service at normal retirement up to 35. Average Monthly Compensation is the average over the highest five consecutive years. The Plan was amended effective November 30, 2003 to read, “In no event, shall a Participant’s Accrued Benefit exceed his frozen Accrued Benefit on the later of the adoption date or the effective date of this Amendment”.

First Central Corporation
Defined Benefit Pension Plan
Notes To Financial Statements
November 30, 2010 and 2009

Note 1 – Description Of Defined Benefit Plan - Cont'd

Delayed Retirement

A participant may continue in the employment of the Employer after his normal retirement date. In such event he will receive at actual retirement a benefit calculated using Annual Compensation and Service as of such date. A plan participant must begin benefits no later than April 1 following the calendar year in which a participant reaches age 70 1/2, regardless if the participant had actually retired.

Annual Compensation

The annual compensation as of any anniversary date shall be the actual compensation actually paid to the participant for the calendar year ending within the plan year. The Plan amendment as of November 30, 2003 states, "A Participant's Final Average Compensation shall not be more than his Final Average Compensation determined as of November 30, 2003".

Accrued Benefit

Normal Retirement Benefit using average compensation and service as of the date of determination.

Early Retirement Benefits

A participant may take early retirement upon attainment of age 60 or six years of participation, whichever is later. The early retirement benefit will equal the accrued benefit at the date of early retirement, subject to any reductions under Section 401(1) of the Internal Revenue Code to the "excess" portion of the benefit formula necessary for early commencement of benefit payment.

Disability Retirement Benefits

A participant who becomes totally and permanently disabled before his normal retirement date may retire and receive a disability retirement benefit calculated as his accrued benefit on the date of disability reduced one-one-hundred-eightieth for each of the first sixty months and one-three-hundred-sixtieth for each of the next sixty months by which the payment date precedes the normal retirement date and actuarially reduced for each additional year.

Death Benefit

After 48 months of service, if a participant dies, the death benefit will be the face amount of any insurance policies plus the present value of his accrued benefit minus the cash value of same policy.

Severance Benefits

The percentage vested shall be:

Less than 2 years	0%
2 years	20%
3 years	40%
4 years	60%
5 years	80%
6 years or more	100%

First Central Corporation
Defined Benefit Pension Plan
Notes To Financial Statements
November 30, 2010 and 2009

Note 1 – Description Of Defined Benefit Plan - Cont'd

Optional Methods of Settlement

All optional methods of settlement are actuarially equivalent to the normal form of annuity. If a married participant does not elect the normal form of annuity or does not elect one of the optional methods of settlement described below, then the participant's retirement benefit shall automatically be paid under option 1 below. The options are:

1. A reduced benefit to be paid during the participant's lifetime with the same reduced benefit to be continued to his spouse for her lifetime after his death.
2. A reduced benefit to be paid for 120, 180, or 240 months certain and thereafter for life.
3. An actuarially equivalent lump sum.

Amendment or Termination of Plan

The Employer reserves the right to amend or terminate the Plan at any time. Generally, the Pension Benefit Guaranty Corporation reserves the right to terminate the Plan if the Employer fails to meet the minimum funding standards, or is unable to pay benefits when due.

If the Plan is terminated, the plan assets will be distributed among the plan participants based upon a priority allocation procedure and the Employer shall be liable for any unfunded vested benefits to the extent required by law.

Plan Amendment

Effective January 1, 1989, the First Central Corporation Defined Benefit Pension Plan amended and restated in its entirety its former plan into a successor plan. The new plan was adopted to satisfy requirement of the Tax Reform Act of 1986, and subsequent Tax Reform Act Requirements.

On December 1, 1989, the First Central Corporation Defined Benefit Pension Plan was adopted by Central Liquor Company, and CSC Trucking, Inc.

First Central Corporation Defined Benefit Pension Plan amended and restated its plan into a successor plan of October 19, 1995. This was adopted by the referenced entities.

Effective December 1, 2001, the Employer has requested that the plan be amended to comply with the Community Renewal Tax Relief Act of 2000 ("CRA").

Effective December 1, 2002, the Employer has requested (1) that certain amendments, elective and non-elective, be adopted to bring the Plan into compliance with the Economic Growth and Tax Relief Reconciliation Act of 2001 ("EGTRRA") and to take advantage of certain enhancements under EGTRRA for the benefit of Participants under the Plan, and (2) that the determination of disability and claims procedures be amended.

Effective November 30, 2003, the Employer amended the Plan to freeze the benefits accrued under this Plan. "In no event shall a Participant's Accrued Benefit exceed his frozen Accrued Benefit on the later of the adoption date or the effective date of this Amendment".

First Central Corporation
Defined Benefit Pension Plan
Notes To Financial Statements
November 30, 2010 and 2009

Note 2 – Summary Of Accounting Policies

Basis of Accounting

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

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.

Valuation of Investments

If available, quoted market prices are used to value investments. The amounts in Note 3 for securities that have no quoted market price represent estimated fair value. Many factors are considered to arrive at fair market value. In general, however, corporate bonds are valued based on yields currently available on comparable securities of issuers with similar credit ratings. Investments in certain restricted common stocks are valued at the quoted market price of the issuer's unrestricted common stock less an appropriate discount. If a quoted market price for unrestricted common stock of the issuer is not available, restricted common stocks are valued at a multiple of current earnings less an appropriate discount. The multiple chosen is consistent with multiples of similar companies based on current market prices.

The plan's annuity contracts with the AmerUs Life Insurance Company (Note 4) are valued at contract value. Contract value represents contributions made under the contract, plus interest at the contract rate. There would be substantial penalty subtracted from the annuity contracts if they were to be cashed in early.

Note 3 – Investments

The following table presents the fair values of investments at November 30, 2010 and 2009. Investments that represent 5% or more of the plans net assets are separately identified.

Investments at Fair Value as determined by Quoted Market Price

Mutual Funds

Held through LPL Financial	\$ <u>1,349,088</u>	\$ <u>1,633,372</u>
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Annuity Contracts

Annuity Contracts with AmerUs Life	\$ <u>1,071,450</u>	\$ <u>1,063,421</u>
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Changes in Investments

During 2010 and 2009, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) changed in value by \$(276,255) and \$321,328 respectively as follows:

Investments at Fair Value as determined by Quoted Market Price:

First Central Corporation
Defined Benefit Pension Plan
Notes To Financial Statements
November 30, 2010 and 2009

	<u>2010</u>	<u>2009</u>
Cash Value in Life Insurance Contracts	\$ 8,029	\$ 10,470
Mutual Funds	<u>(284,284)</u>	<u>310,858</u>
Total	\$ <u>(276,255)</u>	\$ <u>321,328</u>

Note 4 – Annuity Contracts

The following table presents the contract values of the plan's annuity contracts at contract value.

<u>Contract Value</u>	<u>2010</u>	<u>2009</u>
AmerUs Life Insurance Company	<u>\$ 1,071,450</u>	<u>\$ 1,063,421</u>

Note 5 – Actuarial Method

The actuarial method and assumptions used in the valuation of the plan are described below:

The effect on benefits under the pension plan from the limitation in Section 415(e) of the Internal Revenue Code, relating to the total benefits under a defined benefit plan and a defined contribution plan, is considered to have no effect on this plan.

No liability is held for non-vested, inactive employees who have a break-in-service, or for employees who have quit, been terminated, or died even if a break-in-service had not occurred as of the valuation date.

All participants are assumed to work the same number of hours in future years as they worked in the year preceding the valuation. Thus, as an example, if a participant is on leave-of-absence at year end and has worked more than 1,000 hours, it is assumed he will earn additional benefits under the plan. Similarly, if a participant has worked less than 1,000 hours in the prior year, it is assumed that no benefits will be earned by that participant in the future.

The Plan provided benefits for early retirement which (at some ages) are in excess of the actuarial equivalent of benefits payable at normal retirement age. No liability for this is included in the valuation results.

Disability benefits are not considered to have material effect on cost and have not been specifically valued.

Under the Aggregate Cost Method, the actuarial accrued liability is set equal to the actuarial value of assets. The excess of the actuarial present value of projected benefits of the group (including retirees and other inactive participants) over the actuarial value of assets is allocated on a level basis over the expected future earnings (or expected future working lifetime if the benefit is not related to pay) of the group of active participants. This allocation is performed for the group as a whole, not as a sum of individual allocations. The portion

Notes To Financial Statements
November 30, 2010 and 2009

An experience gain or loss is a decrease or increase in the actuarial accrued liability attributable to deviations in experience from actuarial assumptions. Such gains or losses are not separately recognized but are spread into the future as part of the present value of future normal cost.

Actuarial Value of Assets are valued on a Market Value basis.

Funding Rate	(Pre-Retirement)	8.00%
Funding Rate	(Post-Retirement)	6.00%
RPA	1994 Rate	6.67%
OBRA	1987 Rate	6.12%
PBGC Rate		4.96%
Top Heavy Test Rate		5.00%
SFAAS No. 35	(Pre-Retirement)	8.00%
SFAAS No. 35	(Post-Retirement)	6.00%

Funding and OBRA 1987 Current Liability
GAR 1994 projected to 2002, unisex (post retirement only).

Top Heavy
1983 Group Annuity Mortality Table for Males and Females

Crocker, Sarason, and Straight TII Turnover Table

The Assumed Retirement date is contingent upon the later of attainment of age 65, the 5 year anniversary of Plan Participation, or age on the valuation date if greater.

To estimate the insurance premiums to be paid by the Plan in the coming year, the term cost of a death benefit of 100 times the anticipated monthly benefit is computed using PS58 mortality. This amount is included in the Normal Cost.

First Central Corporation
Defined Benefit Pension Plan
Notes To Financial Statements
November 30, 2010 and 2009

Former Employees

No rehire of former employees is assumed

Salary Scale

The salary scale level is currently set at 4%.

Covered Compensation

Covered Compensation is based on the Covered Compensation Table (\$12 rounding).
The Social Security Taxable Wage Base is assumed to increase 4% per year.

IRS Limits

The IRS Maximum Benefit Limitation for the 2010 Plan year is \$195,000.
The IRS Maximum Compensation Limitation for the 2010 Plan Year is \$245,000.

Note 6 – Funding The Plan

The Employer, in cooperation with the Trustee(s) of the Plan, has established a fund in which money will be set aside to provide the benefits determined in accordance with the benefit formula. The Employer intends to make regular deposits of money to the fund and the Trustee(s) will invest this money.

The money in the fund is not held in the name of any individual Participant. Upon retirement, money will be withdrawn from the fund and will be used to provide benefits.

Note 7 – Plan Termination

The Company has the right under the plan to discontinue their contributions at any time and to terminate the plan subject to the provisions of ERISA in the event of plan termination participants will become 100 percent vested in their accounts.

Note 8 – Tax Status

The Internal Revenue Service has determined and informed the Company by a letter dated April 1, 1987 that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code (IRC). The Plan has been amended since receiving the determination

letter. However, the Plan administrator and the Plan's tax counsel believe that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC.

Note 9 – Risks and Uncertainties

The Plan invests in various investments 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 on the near term and that such change could materially affect the amount reported in the statement of net assets available for benefits.

First Central Corporation
Defined Benefit Pension Plan
Notes To Financial Statements
November 30, 2010 and 2009

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