Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

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

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

OMB Nos. 1210-0110
1210-0089

2010

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2010 or fiscal plan year beginning 02/01/2010 and ending 01/31/2011

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

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

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

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

Part II Basic Plan Information—enter all requested information

1a Name of plan
PROFIT SHARING PLAN FOR EMPLOYEES OF CARLTON FIELDS, P. A.

1b Three-digit plan number (PN) ▶ 002

1c Effective date of plan 02/01/1969

2a Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.)
CARLTON FIELDS, P. A.

P. O. BOX 3239
TAMPA, FL 33601

2b Employer Identification Number (EIN) 59-1233896

2c Sponsor's telephone number 813-223-7000

2d Business code (see instructions) 541110

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	11/16/2011	CRISTIN C. KEANE
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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

P. O. BOX 3239
TAMPA, FL 33601

3b Administrator's EIN
59-1233896

3c Administrator's telephone number
813-223-7000

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**	695
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**	649
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	115
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	764
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	2
f	Total. Add lines **6d** and **6e**	**6f**	766
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	589
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	11
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:
2E 2F 2H 2J 2K

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)	X	Trust
(4)		General assets of the sponsor

9b Plan benefit arrangement (check all that apply)

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

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

a Pension Schedules

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

b General Schedules

(1)	X		**H** (Financial Information)
(2)			**I** (Financial Information – Small Plan)
(3)		0	**A** (Insurance Information)
(4)	X		**C** (Service Provider Information)
(5)			**D** (DFE/Participating Plan Information)
(6)			**G** (Financial Transaction Schedules)

SCHEDULE C (Form 5500)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ **File as an attachment to Form 5500.**	**2010** **This Form is Open to Public Inspection.**

For calendar plan year 2010 or fiscal plan year beginning 02/01/2010 and ending 01/31/2011

A Name of plan
PROFIT SHARING PLAN FOR EMPLOYEES OF CARLTON FIELDS, P. A.

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
CARLTON FIELDS, P. A.

D Employer Identification Number (EIN)
59-1233896

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

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

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

WELLS FARGO BANK, N.A.

2700 SNELLING AVENUE NORTH
ROSEVILLE, MN 55113

94-1347393

(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?
26	NONE	0	Yes [X] No [ ]	Yes [ ] No [X]	123666	Yes [ ] No [X]

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

SAGEPOINT FINANCIAL, INC.

220 LOOKOUT PLACE, SUITE 200
MAITLAND, FL 32751-8408

20-1741754

(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?
26	NONE	0	Yes [X] No [ ]	Yes [ ] No [X]	77337	Yes [ ] No [X]

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

CAPTRUST FINANCIAL ADVISORS

102 W. WHITING STREET, SUITE 400
TAMPA, FL 33602

45-0479693

(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?
26	NONE	0	Yes [X] No [ ]	Yes [ ] No [X]	42728	Yes [ ] No [X]

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

PRICEWATERHOUSECOOPERS, LLP

4221 W BOY SCOUT BLVD, SUITE 200
TAMPA, FL 33607

13-4008324

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
10	NONE	0	Yes [X] No [ ]	Yes [ ] No [X]	26950	Yes [ ] No [X]

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

PENCOR, INC.

1361 13TH AVENUE SOUTH, SUITE 250
JACKSONVILLE BEACH, FL 32250

59-3186581

(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?
99	NONE	0	Yes [X] No [ ]	Yes [ ] No [X]	22800	Yes [ ] No [X]

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

HILL WARD HENDERSON.

P.O. BOX 2532
TAMPA, FL 33601-2532

59-2678550

(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?
29	NONE	0	Yes [X] No [ ]	Yes [ ] No [X]	20854	Yes [ ] No [X]

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
WELLS FARGO BANK, N.A.	26	123666

(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.
WELLS FARGO BANK, N.A. 2700 SNELLING AVENUE NORTH ROSEVILLE, MN 55113 94-1347393	INVESTMENT ADVISORY (PARTICIPANTS)

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
SAGEPOINT FINANCIAL, INC.	26	77337

(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.
SAGEPOINT FINANCIAL, INC. 220 LOOKOUT PLACE, SUITE 200 MAITLAND, FL 32751-8408 20-1741754	INVESTMENT ADVISORY (PARTICIPANTS)

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
CAPTRUST FINANCIAL ADVISORS	26	42728

(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.
CAPTRUST FINANCIAL ADVISORS 102 W. WHITING STREET, SUITE 400 TAMPA, FL 33602 45-0479693	INVESTMENT ADVISORY (PARTICIPANTS)

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

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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

2010

This Form is Open to Public Inspection

For calendar plan year 2010 or fiscal plan year beginning 02/01/2010 and ending 01/31/2011

A Name of plan
PROFIT SHARING PLAN FOR EMPLOYEES OF CARLTON FIELDS, P. A.

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
CARLTON FIELDS, P. A.

D Employer Identification Number (EIN)
59-1233896

Part I Asset and Liability Statement

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	1231003	1369512
(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)	79840352	98896541
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	81071355	100266053
Liabilities			
g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	81071355	100266053

Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

Income		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: **(A)** Employers	2a(1)(A)	3221902	
(B) Participants	2a(1)(B)	3408836	
(C) Others (including rollovers)	2a(1)(C)	252993	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		6883731
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)		
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		0
(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)	1200155	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		1200155
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0

			(a) Amount	(b) Total
2b	(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
	(B) Other	2b(5)(B)	14172021	
	(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		14172021
	(6) Net investment gain (loss) from common/collective trusts	2b(6)		
	(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
	(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
	(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
	(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		
c	Other income	2c		
d	Total income. Add all **income** amounts in column (b) and enter total	2d		22255907
	Expenses			
e	Benefit payment and payments to provide benefits:			
	(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	2905535	
	(2) To insurance carriers for the provision of benefits	2e(2)		
	(3) Other	2e(3)		
	(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		2905535
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)	314335	
	(4) Other	2i(4)		
	(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		314335
j	Total expenses. Add all **expense** amounts in column (b) and enter total	2j		3219870
	Net Income and Reconciliation			
k	Net income (loss). Subtract line 2j from line 2d	2k		19036037
l	Transfers of assets:			
	(1) To this plan	2l(1)		158661
	(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: PRICEWATERHOUSECOOPERS, LLP **(2)** EIN: 13-4008324

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.)	4a		X	
b	Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	4b		X	
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		500000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n			

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

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

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

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

2010

This Form is Open to Public Inspection.

For calendar plan year 2010 or fiscal plan year beginning 02/01/2010 and ending 01/31/2011

A Name of plan
PROFIT SHARING PLAN FOR EMPLOYEES OF CARLTON FIELDS, P. A.

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
CARLTON FIELDS, P. A.

D Employer Identification Number (EIN)
59-1233896

Part I Distributions

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

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

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

EIN(s): _____ _____

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

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

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

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

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

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

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

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

---

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):

SCHEDULE H, Line 4i -- ACCOUNTANT'S OPINION

PROFIT SHARING PLAN FOR EMPLOYEES OF CARLTON FIELDS, P.A.

EIN: 59-1233896

PLAN NUMBER: 002

ACCOUNTANT'S OPINION

FINANCIAL STATEMENTS

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

Profit Sharing Plan for Employees of Carlton Fields, P.A.

Financial Statements and Supplemental Schedule
January 31, 2011 and 2010

Profit Sharing Plan for Employees of Carlton Fields, P.A.
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January 31, 2011 and 2010 2

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Supplemental Schedule

Schedule I: Schedule H, Line 4(i) - Schedule of Assets (Held at End of Year),
January 31, 2011 11

* All other schedules required by 29 CFR 2520.103-10 of the Department of Labor's Rules and Regulations under the Employee Retirement Income Security Act of 1974 are not included because they are not applicable.

pwc

Report of Independent Certified Public Accountants

To the Participants and Plan Administrator of the Profit Sharing Plan
for Employees of Carlton Fields, P.A.

We were engaged to audit the financial statements and supplemental schedule of the Profit Sharing Plan for Employees of Carlton Fields, P.A. (the "Plan") at January 31, 2011 and 2010 and for the year ended January 31, 2011, as listed in the accompanying index. These financial statements and schedule are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 5, which was certified by Wachovia Bank, N.A. and Wells Fargo & Company, the trustees of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedule. We have been informed by the plan administrator that the trustees hold the Plan's investment assets and execute investment transactions. The plan administrator has obtained a certification from Wachovia Bank, N.A. as of January 31, 2010 and from February 1, 2010 through May 31, 2010 and Wells Fargo & Company as of January 31, 2011 and for the period from June 1, 2010 through January 31, 2011, that the information provided to the plan administrator by the trustees are complete and accurate.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and schedule taken as a whole. The form and content of the information included in the financial statements and schedule, other than that derived from the information certified by the trustees, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

As described in Note 2, these financial statements and supplemental schedule were prepared on a modified cash basis, which is a comprehensive basis of accounting other than accounting principles generally accepted in the United States of America.

PricewaterhouseCoopers LLP

Tampa, Florida
November 15, 2011

PricewaterhouseCoopers LLP, Suite 200, 4221 West Boy Scout Boulevard, Tampa FL 33607
T (813) 229 0221, F (813) 229 3646, www.pwc.com/us

Profit Sharing Plan for Employees of Carlton Fields, P.A.
Statements of Net Assets Available for Benefits
(Modified Cash Basis)
January 31, 2011 and 2010

	2011	2010
Investments, at fair value		
Cash	$ 3,540	$ -
Mutual funds	92,396,756	73,608,697
Unitized funds	6,496,245	6,231,654
Total investments, at fair value	98,896,541	79,840,351
Receivables		
Notes receivable from participants	1,369,512	1,231,003
Net assets available for plan benefits	$ 100,266,053	$ 81,071,354

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

Profit Sharing Plan for Employees of Carlton Fields, P.A.
Statement of Changes in Net Assets Available for Benefits
(Modified Cash Basis)
Year Ended January 31, 2011

Additions	
Investment income	
Interest and dividends	$ 1,200,155
Net appreciation in fair value of investments	14,172,021
Total investment income	15,372,176
Contributions	
Participant	3,221,902
Employer	3,408,836
Rollover	252,993
Total contributions	6,883,731
Total additions	22,255,907
Deductions	
Benefits paid to participants	2,905,535
Administrative expenses	314,335
Total deductions	3,219,870
Net increase in net assets available for benefits before transfers	19,036,037
Transfer of assets from Associate 401(k) Plan	158,661
Net increase in net assets available for benefits	19,194,698
Net assets available for plan benefits	
Beginning of year	81,071,355
End of year	$ 100,266,053

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

1. Description of Plan

The following description of the Profit Sharing Plan for Employees of Carlton Fields, P.A. (the "Plan") provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan, which covers employees of Carlton Fields, P.A. (the "Firm") who have completed certain minimum service requirements, as set forth in the Plan agreement (effective January 30, 2003 all employees except associate attorneys are covered by the Plan). As of June 1, 2010 and thereafter Wells Fargo & Company ("Wells Fargo") serves as trustee and custodian. Prior to June 1, 2010 Wachovia Bank, N.A. ("Wachovia") served as trustee and custodian (both shall be known as the "Trustees").

Participants direct the Trustees to invest all of their accounts in various investment options as permitted under the Plan. As of each valuation date, the Trustees shall charge or credit all participant accounts with the net earnings, gains, losses, and expenses, as well as any appreciation or depreciation in the fair value of investments as determined by the Trustees using publicly listed fair market values when available or appropriate. Additionally, to the extent that the assets in a participant's account are accounted for as pooled assets or investments, the allocation of earnings, gains and losses of each participant's account shall be based upon the total amounts of funds so invested, in a manner proportionate to the participant's share of such pooled investments.

Contributions

Employer contributions to the Plan are at the discretion of the Firm's Board of Directors in an amount not to exceed the maximum amount allowable as a deduction by the Firm for income tax purposes. Participant contributions are not required and are limited as specified in the Plan agreement. An additional employer matching contribution ("401(k) match") for participants other than shareholders, senior government consultants, of counsel, and the chief operating officer may be made at the discretion of the Firm's Board of Directors. For the Plan year ended January 31, 2011, the Firm's Board of Directors elected to make a non-discretionary matching contribution of up to 4% of a participant's plan year compensation (as defined), with a maximum additional matching contribution of $1,000 to each active participant's account as of the Plan year end. Employer contributions are funded in the Plan year following the year in which they are determined by the Board of Directors.

Beginning February 1, 2010, the Plan allowed participants to defer money into a Roth Elective Deferral program. Participants can defer up to 80% of their eligible compensation for the year and is limited to maximum amounts prescribed by the Internal Revenue Service. With the Roth Elective Deferral, participants must pay current income tax in the deferral contribution.

All contributions to the Plan are deposited with the Trustee. Contributions are then directed, at the participant's discretion, into three fixed income unitized fund options and eighteen separate equity mutual fund investment options.

Fixed income unitized fund options include:

- Vanguard Bond Index Fund
- Vanguard Inflation Fund
- Vanguard Short Term Investment Grade Fund

Equity mutual fund options include:

- Vanguard Institutional Index Fund
- PIMCO Total Return Fund
- Vanguard Wellington Fund
- American EuroPacific Growth Fund
- Wells Fargo Advantage Money Market Fund
- Morgan Stanley Institutional Mid Cap Growth Fund
- Vanguard Primecap Fund
- Vanguard Windsor II Fund
- Baron Growth Fund
- Goldman Sachs Mid Cap Value Fund
- Vanguard Mid Cap Index Fund
- Franklin Small Cap Value Fund
- American Growth Fund
- Vanguard Small Cap Index Fund
- Oppenheimer International Small Company Fund
- First Eagle Fund of America
- Invesco Real Estate Fund
- Columbia Small Cap Value Fund II

Participant Accounts
Each participant's account is credited with the participant's contributions, an allocation of any Firm contributions, Plan earnings and forfeitures of terminated participants' nonvested accounts. Plan earnings are allocated based upon the participant's account balance. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account. The maximum amount of annual additions that can be credited to a participant's account is limited to 80% of such participant's annual compensation for the year and is limited to maximum amounts prescribed by the Internal Revenue Service.

Vesting
Participants are immediately vested in their contributions, including rollovers, 401(k) match, plus actual earnings thereon. The Plan was not determined to be "top heavy" for the 2011 and 2010 plan year-end.

The vesting schedule for employer matching and employer discretionary contributions is as follows:

Years of Participation	Vested Interest in Plan
Less than two years	0 %
Two years, but less than three	30 %
Three years, but less than four	60 %
Four years or more	100 %

Payment of Benefits
Vested benefits become payable upon retirement, death or disability of a participant or upon termination of employment and a break in service. Distributions of a participant's account balance may be made in a lump sum distribution or in installment payments over a period not to exceed ten years. In addition, under very limited circumstances, a participant may receive a financial hardship distribution, in accordance with the Plan agreement.

Forfeitures
Forfeitures of terminated non-vested participants' accounts are utilized to reduce future employer contributions. These reductions approximated $29,000 for the Plan year ended January 31, 2011. Total forfeited non-vested funds available at January 31, 2011 and 2010 were approximately $29,000 and $40,000, respectively.

Notes Receivable from Participants
Participants may borrow money from their vested balance, as defined in the Plan agreement. Loans are available to active participants who maintain an account balance under the Plan from $1,000 up to 50% of the participant's vested balance not to exceed $50,000. Such loans are collateralized by each respective participant's account with interest and principal payments being credited to the participant's account according to the then current investment choices. General purpose loans must have a definitive repayment period not to exceed five years. All participant home loans with terms greater than five years are approved by the Plan Administrator. The interest for loans is determined as of the first day of each calendar quarter at an interest rate commensurate with local prevailing rates as determined by the Trustee.

Administrative Expenses
All administrative costs are paid by the Plan.

Transfers
During the plan year, there was a total of $158,661 in assets transferred into the Profit Sharing Plan from the 401(k) Plan. Transfers occur when participants' status changes from associate attorney to shareholder, or of counsel.

2. Summary of Significant Accounting Policies

Basis of Accounting
The accompanying financial statements have been prepared on a modified cash basis of accounting as permitted under the Employee Retirement Income Security Act of 1974 ("ERISA"). Under the modified cash basis of accounting, certain income items and assets are recognized when received rather than when earned and certain expense items and liabilities are recognized when paid rather than when incurred. The most significant of these items is typically contributions receivable.

Use of Estimates
The preparation of financial statements in conformity with the basis of accounting described above requires management to make estimates and assumptions that affect the reported amounts of net assets and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of additions to and deductions from net assets during the reporting period. Actual results could differ from those estimates and such differences could be material.

Recent Accounting Pronouncements
In September 2010, the FASB issued ASU 2010-25, *Plan Accounting - Defined Contribution Pension Plans,* which became effective immediately and to be applied retrospectively. The guidance states that participant loans shall be classified as notes receivable from participants and the fair value disclosures under ASC 825-10-50-10 through 50-16 are not required for participant loans. The Plan has retroactively adopted this standard and included as notes receivable from participants in the Statements of Net Assets Available for Benefit as of January 31, 2011 and 2010.

Investment Valuation and Income Recognition
Investments in mutual funds are valued at current market prices based on published quotations. Investments held in the Trustee's unitized funds are recorded at fair value as reported by the Independent third party sources as of January 31, 2011 and 2010. The Plan presents in the statement of changes in net assets available for plan benefits the net appreciation (depreciation) in the fair value of its investments, which consists of investment income, realized gains or losses and the unrealized appreciation (depreciation) on those investments. Investment income is recognized when received. Realized gains and losses are recognized on the settlement date.

Contributions
Employee and employer contributions are recognized when received.

Benefits
Benefits are recognized when paid.

3. Fair Value Measurements

On January 1, 2008, the Plan adopted Accounting Standards Codification No.820, "Fair Value Measurements and Disclosure" ("ASC 820"). ASC 820 defines fair value as the price that would be received from selling an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, and establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy under the ASC 820 are described below:

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

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

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

Investments Measured at Fair Value on a Recurring Basis

Investments measured at fair value on a recurring basis consisted of the following type of instruments as of January 31, 2011 and 2010 (Level 1, 2 and 3 inputs are defined above):

	Level 1	Level 2	Level 3	Total Fair Value as of January 31, 2011
Cash	$ 3,540	$ -	$ -	$ 3,540
Money market funds	8,218,596	-	-	8,218,596
Unitized funds	-	6,496,245	-	6,496,245
Real estate mutual funds	1,346,562	-	-	1,346,562
Mid cap mutual funds	3,223,231	-	-	3,223,231
Small cap mutual funds	9,035,189	-	-	9,035,189
Growth mutual funds	70,573,178	-	-	70,573,178
Total investments measured at fair value	$ 92,400,296	$ 6,496,245	$ -	$ 98,896,541

	Level 1	Level 2	Level 3	Total Fair Value as of January 31, 2010
Money market funds	$ 6,608,943	$ -	$ -	$ 6,608,943
Unitized funds	-	6,231,654	-	6,231,654
Large cap mutual funds	26,015,899	-	-	26,015,899
Mid cap mutual funds	22,427,881	-	-	22,427,881
Small cap mutual funds	6,159,394	-	-	6,159,394
Growth mutual funds	12,396,580	-	-	12,396,580
Total investments measured at fair value	$ 73,608,697	$ 6,231,654	$ -	$ 79,840,351

The Plan's valuation methodology used to measure the fair values of money market funds, unitized funds and mutual funds were derived from quoted market prices as all of these instruments have active markets or quoted prices for similar assets in active markets.

4. Investments

The fair value of investments at January 31, which individually comprise 5% or more of net assets available for plan benefits are as follows:

	2011	2010
Vanguard Institutional Index Fund	$ 14,287,495	$ 12,112,985
PIMCO Total Return Fund	11,121,100	10,741,648
American EuroPacific Growth Fund	8,381,952	7,509,148
Wells Fargo Advantage Money Market Fund	8,218,596	6,608,943
Morgan Stanley Institutional Mid Cap Growth Fund	6,847,924	5,486,080
Vanguard Primecap Fund	6,242,131	5,064,132
Vanguard Windsor II Fund	*	4,864,691
Vanguard Wellington Fund	7,815,247	*

* Balances were not 5% of the Plan's net assets in the respective year.

During the year ended January 31, 2011, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value as follows:

Unitized Funds	$ 278,244
Mutual Funds	13,893,777
	$ 14,172,021

5. Information Certified by Trustee

All financial information provided below and contained in the Statement of Net Assets Available for Benefits, Statement of Changes in Net Assets available for benefit and Schedule H, Line 4 (i) - Schedule of Assets (Held at End of Year) regarding investments and investment income have been certified as complete and accurate by Wells Fargo as of June 1, 2010 and thereafter and Wachovia prior to June 1, 2010, in accordance with Regulation 2520-103-8 of the department of Labor Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Act of 1974.

	2011	2010
Cash	$ 3,540	$ -
Mutual funds	92,396,756	73,608,697
Unitized funds	6,496,245	6,231,654
	$ 98,896,541	$ 79,840,351
Investment income		
Interest and dividends	$ 1,200,155	
Net appreciation in fair value of investments	14,172,021	

6. Parties-In-Interest

Certain Plan assets include notes receivable from participants and mutual funds that are managed by the Trustees and sponsored by the Firm and, as such, these transactions qualify as party-in-interest transactions. Total assets held by parties-in-interest at January 31, 2011 and 2010 were approximately $9,588,000 and $7,840,000, respectively. Total fees paid to the Trustees were approximately $314,000 for the year ended January 31, 2011.

7. Plan Termination

Although it has not expressed any intent to do so, the Firm has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions set forth under the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. In the event the Plan is terminated, the amounts credited to participants' accounts will become 100% vested and employees' rights under the Plan are nonforfeitable.

8. Tax Status

The Internal Revenue Service determined and informed the Firm by letter dated March 10, 2008 that the Plan's related trust is designed in accordance with applicable sections of the Internal Revenue Code and are, therefore, exempt from federal income taxes under the provisions of Sections 401(a) and 501(a).

9. Concentrations of Credit Risk

Financial instruments, which potentially subject the Plan to concentrations of credit risk, consist of the Plan's investments.

10. Risk and Uncertainties

Investments are exposed to various risks such as interest rate, market and credit risk. Due to the level of risk associated with investments and the level of uncertainty related to changes in the value of investments, it is at least reasonably possible that changes in risks in the near term would materially affect participants' account balances and the amounts reported in the Statements of Net Assets Available for Benefits and the Statement of Changes in Net Assets Available for Benefits.

11. Subsequent Event

The Firm has evaluated subsequent events through November 15, 2011, which is the date that the financial statements were available for issuance and determined that no subsequent events have occurred requiring adjustments as of January 31, 2011.

Profit Sharing Plan for Employees of Carlton Fields, P.A.
Schedule 1 - Schedule H, Line 4(i) - Schedule of Assets (Held at End of Year)
January 31, 2011

	(a) (b) Identity of issuer, borrower, lessor or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value**	(e) Current value
	Cash	Cash	$ 3,540
	Total cash		3,540
	Vanguard Bond Index Fund	Fixed Income Unitized Fund	2,977,759
	Vanguard Short Term Investment Grade Fund	Fixed Income Unitized Fund	2,438,411
	Vanguard Inflation Fund	Fixed Income Unitized Fund	1,080,075
	Total unitized funds		6,496,245
	Vanguard Institutional Index Fund	Equity Mutual Fund	14,287,495
	PIMCO Total Return Fund	Equity Mutual Fund	11,121,100
	American EuroPacific Growth Fund	Equity Mutual Fund	8,381,952
*	Wells Fargo Advantage Money Market Fund	Equity Mutual Fund	8,218,596
	Vanguard Wellington Fund	Equity Mutual Fund	7,815,247
	Morgan Stanley Institutional Mid Cap Growth Fund	Equity Mutual Fund	6,847,924
	Vanguard Primecap Fund	Equity Mutual Fund	6,242,132
	Vanguard Windsor II Fund	Equity Mutual Fund	4,355,806
	Baron Growth Fund	Equity Mutual Fund	4,068,728
	Goldman Sachs Mid Cap Value Fund	Equity Mutual Fund	3,246,618
	Vanguard Mid Cap Index Fund	Equity Mutual Fund	3,223,231
	Franklin Small Cap Value Fund	Equity Mutual Fund	2,776,561
	American Growth Fund	Equity Mutual Fund	2,518,053
	Vanguard Small Cap Index Fund	Equity Mutual Fund	2,410,674
	Oppenheimer International Small Company Fund	Equity Mutual Fund	2,669,268
	First Eagle Fund of America	Equity Mutual Fund	1,795,502
	Invesco Real Estate Fund	Equity Mutual Fund	1,346,562
	Columbia Small Cap Value Fund II	Equity Mutual Fund	1,071,307
	Total mutual funds		92,396,756
*	Participant Loans	Fully amortized participant loans with interest rates ranging from 4.25% - 9.25%	1,369,512
	Total investments		$ 100,266,053

* Party-in-interest

** Unitized and mutual funds have variable rates of return; investments are not collateralized, except for participant loans, which are collateralized by the participants' account balance. Cost information is not included as all investments are participant directed.

Information in this schedule has been derived from statements certified as complete and accurate by the Trustees.

Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

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

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

OMB Nos. 1210-0110
1210-0089

2010

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2010 or fiscal plan year beginning 02/01/2010 and ending 01/31/2011

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

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

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

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

Part II Basic Plan Information—enter all requested information

1a Name of plan
PROFIT SHARING PLAN FOR EMPLOYEES OF CARLTON FIELDS, P. A.

1b Three-digit plan number (PN) ▶ 002

1c Effective date of plan 02/01/1969

2a Plan sponsor's name and address (employer, if for a single-employer plan)
(Address should include room or suite no.)
CARLTON FIELDS, P. A.

P. O. BOX 3239

TAMPA FL 33601

2b Employer Identification Number (EIN)
59-1233896

2c Sponsor's telephone number
813-223-7000

2d Business code (see instructions)
541110

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		11/5/11	CRISTIN C. KEANE
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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

P. O. BOX 3239

TAMPA FL 33601

3b Administrator's EIN
59-1233896

3c Administrator's telephone number
813-223-7000

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**	695
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**	649
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	115
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	764
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	2
f	Total. Add lines **6d** and **6e**	**6f**	766
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	589
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	11
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:
2E 2F 2H 2J 2K

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)	X	Trust
(4)		General assets of the sponsor

9b Plan benefit arrangement (check all that apply)

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

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

a Pension Schedules

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

b General Schedules

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

SCHEDULE H, Line 4i -- SCHEDULE OF ASSETS (HELD AT END OF YEAR)

PROFIT SHARING PLAN FOR EMPLOYEES OF CARLTON FIELDS, P.A.

EIN: 59-1233896

PLAN NUMBER: 002

The Schedule H, line 4i -- Schedule of Assets (Held at the End of Year) is included in the attachment for the Accountant's Opinion