Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

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

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

OMB Nos. 1210-0110
1210-0089

2011

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

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:
- [ ] Form 5558;
- [ ] automatic extension;
- [ ] the DFVC program;
- [ ] special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
BEN HILL GRIFFIN, INC. EMPLOYEES' PROFIT SHARING PLAN AND TRUST AGREEMENT

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 11/01/1963

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

BEN HILL GRIFFIN, INC.

700 SOUTH SCENIC HIGHWAY
FROSTPROOF, FL 33843

PO BOX 127
FROSTPROOF, FL 33843

2b Employer Identification Number (EIN)
59-0585518

2c Sponsor's telephone number
863-635-2251

2d Business code (see instructions)
111300

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.	02/23/2012	STEWART HURST
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	02/23/2012	STEWART HURST
	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")
STEWART HURST

PO BOX 127
FROSTPROOF, FL 33843

3b Administrator's EIN
59-0585518

3c Administrator's telephone number

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

a Sponsor's name

4b EIN

4c PN

5	Total number of participants at the beginning of the plan year	**5**	640
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**	361
b	Retired or separated participants receiving benefits	**6b**	66
c	Other retired or separated participants entitled to future benefits	**6c**	175
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	602
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	10
f	Total. Add lines **6d** and **6e**	**6f**	612
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	591
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	28
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 3D

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

b General Schedules

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

SCHEDULE C (Form 5500)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury 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.**	**2011** **This Form is Open to Public Inspection.**

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

A Name of plan
BEN HILL GRIFFIN, INC. EMPLOYEES' PROFIT SHARING PLAN AND TRUST AGREEMENT

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
BEN HILL GRIFFIN, INC.

D Employer Identification Number (EIN)
59-0585518

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)

SUNTRUST BANK, N.A.

200 SOUTH ORANGE AVENUE
ORLANDO, FL 32801

59-0385440

(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 21		110610	Yes [ ] No [X]	Yes [X] No [ ]	3731	Yes [X] No [ ]

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

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

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

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

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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(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

2011

This Form is Open to Public Inspection

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

A Name of plan
BEN HILL GRIFFIN, INC. EMPLOYEES' PROFIT SHARING PLAN AND TRUST AGREEMENT

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
BEN HILL GRIFFIN, INC.

D Employer Identification Number (EIN)
59-0585518

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)	553142	812339
(2) Participant contributions	1b(2)		
(3) Other	1b(3)	57	13441
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	2250164	554102
(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)	17752395	18561999
(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	20555758	19941881
	Liabilities			
g	Benefit claims payable	1g		
h	Operating payables	1h		
i	Acquisition indebtedness	1i		
j	Other liabilities	1j		
k	Total liabilities (add all amounts in lines 1g through1j)	1k		
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	20555758	19941881

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)	812339	
	(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)		812339
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	16828	
	(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)		16828
	(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)	356440	
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		356440
	(3) Rents	2b(3)		
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)	24375436	
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)	20807408	
	(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		3568028

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)	-4013073	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		-4013073
(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		740562
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	1243829	
(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)		1243829
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)	110610	
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		110610
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		1354439
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		-613877
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: RANDOLPH SWAIN TALLENT & WHITEHEAD (2) EIN: 59-3185819

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		10000000
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**		X	

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year? ☐ **Yes** ☒ **No**

If "Yes," enter the amount of any plan assets that reverted to the employer this year **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)

RANDOLPH SWAIN TALLENT & WHITEHEAD LLP
CERTIFIED PUBLIC ACCOUNTANTS

BEN HILL GRIFFIN, INC. EMPLOYEES' PROFIT SHARING PLAN

Financial Statements and Schedules

December 31, 2011 and 2010

(With Independent Auditors' Report Thereon)

BEN HILL GRIFFIN, INC. EMPLOYEES' PROFIT SHARING PLAN

Table of Contents

December 31, 2011 and 2010

	Page
Independent Auditors' Report	1-2
Statements of Net Assets Available for Benefits	3
Statements of Changes in Net Assets Available for Benefits	4
Notes to Financial Statements	5-10

Supplementary Information:

Schedule 1 – Form 5500, Schedule H – Part IV – Question 4i – Schedule of Assets Held for Investment Purposes

Schedule 2 – Form 5500, Schedule H – Part IV – Question 4j – Reportable Transactions

Independent Auditors' Report

The Administrative Committee
Ben Hill Griffin, Inc. Employees'
Profit Sharing Plan:

We have audited the accompany statements of net assets available for benefits of Ben Hill Griffin, Inc. Employees' Profit Sharing Plan as of December 31, 2011 and 2010, and the related statements of changes in net assets available for benefits for the years then ended. These financial statements are the responsibility of the Plan's administrative committee. Our responsibility is to express an opinion on these financial statements based on our audits.

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

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Ben Hill Griffin, Inc. Employees' Profit Sharing Plan as of December 31, 2011 and 2010, and the changes in net assets available for benefits for the years ended December 31, 2011 and 2010 in conformity with accounting principles generally accepted in the United States of America.

Our audits were made for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental schedules of assets held for investment purposes and reportable transactions are presented for the purpose of additional analysis and are not a required part of the basic financial statements but are supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. The supplemental schedules have been subjected to the auditing procedures applied in the audits of the basic financial statements and, in our opinion, are fairly stated in all material respects in relation to the basic financial statements taken as a whole.

Randolph Swain Tallent & Whitehead, LLP

January 30, 2012
Maitland, Florida

BEN HILL GRIFFIN, INC. EMPLOYEES' PROFIT SHARING PLAN

Statements of Net Assets Available for Benefits

December 31, 2011 and 2010

	2011	2010
Assets:		
Investments, at fair value (Notes 3 and 7)	$ 19,116,101	$ 20,002,559
Contributions receivable from Ben Hill Griffin, Inc. (Note 4)	812,339	553,142
Accrued interest and dividends	13,441	57
Total assets	19,941,881	20,555,758
Liabilities	-	-
Net assets available for benefits	$ 19,941,881	$ 20,555,758

See accompanying notes to financial statements.

BEN HILL GRIFFIN, INC. EMPLOYEES' PROFIT SHARING PLAN

Statements of Changes in Net Assets Available for Benefits

Years ended December 31, 2011 and 2010

	2011	2010
Additions to net assets:		
Company contributions (Note 4)	$ 812,339	$ 553,142
Interest income	197,362	128,439
Dividend income	175,906	56,748
Net appreciation (depreciation) in fair value of investments (Note 7)	(445,045)	1,987,481
Total additions	740,562	2,725,810
Deductions from net assets:		
Distributions to participants	1,243,829	964,888
Investment management fees	110,610	102,519
Total deductions	1,354,439	1,067,407
Increase (decrease) in net assets	(613,877)	1,658,403
Net assets available for benefits:		
Beginning of year	20,555,758	18,897,355
End of year	$ 19,941,881	$ 20,555,758

See accompanying notes to financial statements.

(1) Description of Plan

(a) General

The Board of Directors of Ben Hill Griffin, Inc. (the Company) adopted the Ben Hill Griffin, Inc. Employees' Profit Sharing Plan (the Plan) effective November 1, 1963 and executed a Trust Agreement to enable eligible employees to share in its profits. All employees of Ben Hill Griffin, Inc., who are employed on the last day of the plan year and employees who are separated from service during the year due to retirement or disability are classified as active participants in the Plan.

The Ben Hill Griffin, Inc. Employees' Profit Sharing Trust (the Trust), established by Trust Agreement executed on September 30, 1964, as amended, is intended to form a part of the Plan. The Plan and the Trust are intended to meet the needs of the Company and the requirements of Sections 401(a) and 501(a) of the Internal Revenue Code of 1954, as amended by the Employee Retirement Income Security Act of 1974.

SunTrust Bank, N.A. serves as trustee and investment manager. In this capacity, they have custodial responsibilities and make investment decisions within the guidelines established by the "Statement of Investment Policy, Objectives and Guidelines".

(b) Contributions

The amount of the Company's contribution is determined annually by its Board of Directors.

(c) Participant Accounts

Each active participant's account is credited with an allocation of the Company's contribution as well as forfeitures of terminated participants' nonvested accounts upon distribution of the terminated participants' vested portion. Each active and inactive participant's account is credited or debited with an allocation of the Plan's investment earnings or losses. Allocations of forfeitures and the Company's contribution are based on participants' compensation. Earnings or losses from investments are allocated based on participants' account balances.

(Continued)

(1), (Continued)

(d) Vesting

Vesting in participants' accounts who are credited with at least 500 hours of service annually, is as follows:

Years of service	Vesting percentage
Less than two years	0%
Two years	20%
Three years	40%
Four years	60%
Five years	80%
Six or more years	100%

Participants are fully vested in equity transferred from other qualified plans, plus earnings thereon.

(e) Payment of Benefits

Upon entitlement to payment of benefits, a participant may elect to receive either a lump sum amount equal to the value of their account, periodic installments of substantially equal amounts over a period not to exceed twenty years or nonperiodic amounts over a period not to exceed the life expectancy of the participant and a designated beneficiary.

(f) Plan Termination

Although it has not expressed any intent to do so, the Company has a right under the Plan to discontinue its contributions at any time and terminate the Plan subject to the provisions of ERISA. In the event of plan termination, participants will become 100% vested in their accounts.

(g) Forfeitures

Allocated forfeitures of terminated participants' nonvested accounts for the years ended December 31, 2011 and 2010 totaled $17,178 and $18,119, respectively. At December 31, 2011 unallocated forfeitures of terminated participants totaled $50,897.

(2) Summary of Significant Accounting Policies

(a) Basis of Accounting

The Plan's financial statements are prepared using the accrual method of accounting.

(b) Investment Valuation and Income Recognition

Investments are stated at fair value. Mutual funds are valued at the quoted prices of the underlying investments. Purchases and sales of securities are recorded on a trade-date basis. Dividends are recorded on the ex-dividend date. Appreciation or depreciation in the value of investments is reflected in the statements of changes in net assets available for benefits.

(c) Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles may require use of estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results may differ from those estimates.

(3) Fair Value Measurements Used In Investment Valuation

The Financial Accounting Standards Board *Accounting Standards Codification* 820, *Fair Value Measurements and Disclosures,* provides the framework for measuring the fair value of investments. That framework prioritizes the inputs used to measure fair value, as follows:

- Level 1 inputs have the highest priority and are used when quoted prices in active markets for identical assets are available.
- Level 2 inputs consist of observable inputs other than quoted prices for identical assets.
- Level 3 inputs are used when the criteria for levels 1 and 2 are not available.

The methods used to measure the fair value of investments may produce amounts that may not be indicative of their net realizable value.

(Continued)

(3), (Continued)

All investments held at December 31, 2011 are valued using level 1 criteria. Except for the SunTrust Retirement Stable Asset Fund, all of the Plan's investments held at December 31, 2010 are valued using level 1 criteria. The stable asset fund's investments consist primarily of guaranteed investment contracts with insurance companies that are not actively traded and observable inputs are not available. The following is a summary of the Plan's investment in the SunTrust Retirement Stable Asset Fund for the year ended December 31, 2010:

Balance, December 31, 2009	$ 1,870,653
Purchases and sales, net	(23,182)
Balance, December 31, 2010	$ 1,847,471

Included on the statements of net assets available for benefits is interest income from the stable asset fund totaling $51,795 for the year ended December 31, 2010.

(4) Contributions Receivable from Ben Hill Griffin, Inc.

The Company's contributions for 2011 and 2010 were equal to 8.0% and 5.5%, respectively, of participants' allowable compensation, as defined by the Plan document.

(5) Income Tax Status

The Plan document was restated effective January 1, 2010. The Plan obtained its latest determination letter dated July 7, 2010 from the Internal Revenue Service which stated that the Plan and related trust are designed in accordance with applicable requirements of the Internal Revenue Code. The Plan has been amended since receiving the determination letter. The Plan administrator and tax counsel believe that the Plan is designed and currently being operated in compliance with the applicable provisions of the Internal Revenue Code.

(6) Accounts of Terminated Participants

Net assets available for benefits as of December 31, 2011 and 2010 include fully vested accounts of inactive participants totaling $7,017,595 and $7,361,250, respectively.

(7) Investments

Investments in 2011 and 2010 consist of cash and short-term cash investments and equity and fixed income investments. The following is a summary of the original cost and fair market value of investments owned at December 31, 2011 and 2010:

Investment	December 31, 2011		December 31, 2010	
	Original cost	Market value	Original cost	Market value
Cash and money market accounts	$ 554,102	$ 554,102	$ 402,693	$ 402,693
Stable asset fund	-	-	1,345,539	1,847,471
Fixed income mutual funds and exchange traded funds	6,522,928	6,484,877	5,113,860	5,522,458
Equity mutual funds and exchange traded funds	13,153,091	12,077,122	9,739,481	12,229,937
Total	$ 20,230,121	$ 19,116,101	$ 16,601,573	$ 20,002,559

The fair market value of investments owned at December 31, 2011 and 2010 representing more than 5% of plan assets are as follows:

Description of investment	December 31, 2011	December 31, 2010
Harbor Capital Appreciation Fund	$ 1,707,584	-
Hartford Dividend & Growth Fund	1,193,264	-
T Rowe Price Large Cap Growth Fund	1,724,840	-
iShares S&P 500 Index Fund	1,577,523	-
iShares iBoxx Investment Grade Corporate Bond Fund	1,055,010	-
Total Bond Market Index Fund	1,557,185	-
SunTrust Retirement Investment Grade Bond Fund	-	$ 5,522,458
SunTrust Retirement Stable Asset Fund	-	1,847,471
SunTrust Retirement Select Large Cap Growth Fund	-	4,212,200
SunTrust Retirement Large Cap Value Fund	-	3,420,346
Ridgeworth International Equity Index Fund	-	1,701,528

(Continued)

(7), (Continued)

For the years ended December 31, 2011 and 2010, the Plan's investments (including investments bought, sold and held at year-end) appreciated (depreciated) in value, as follows:

	2011	2010
Equity mutual funds	$ (566,414)	$ 1,738,629
Fixed income investments and bond mutual funds	121,369	248,852
Net appreciation (depreciation) in fair value of investments	$ (445,045)	$ 1,987,481

(8) Risks and Uncertainties

Investments held by the Plan are exposed to risks including interest rate, market and credit risks. Due to the level of risk associated with certain investments, it is at least reasonably possible that changes in the values of investments will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits.

(9) Plan Administrative Costs

All administrative costs of the Plan and Trust were paid by Ben Hill Griffin, Inc.

(10) Date of Management's Review

There are no subsequent events to disclose during this period. Subsequent events were evaluated through January 30, 2012 which is the date the financial statements were available to be issued.

BEN HILL GRIFFIN, INC. EMPLOYEES' PROFIT SHARING PLAN

Form 5500, Schedule H - Part IV - Question 4i - Schedule of Assets Held for Investment Purposes

December 31, 2011

(b) Identity of issuer, borrower, lessor or other party	(c) Description of investment	(d) Original cost	(e) Market value
Cash and short-term cash investments:			
Cash		$ 13,533	$ 13,533
Federated Investors	1,578 units, Prime Obligations Fund	1,578	1,578
Federated Investors	538,991 units, Treasury Obligations Fund, yield .01%	538,991	538,991
Total cash and short-term cash investments		554,102	554,102
Fixed income mutual funds:			
Eaton Vance	28,018 units, Floating-Rate Fund, yield 4.28%	252,725	246,841
Pimco Funds	45,028 units, Low Duration Fund, yield 2.15%	472,795	463,339
Pimco Funds	85,483 units, Total Return Fund, yield 3.30%	943,735	929,203
Pimco Funds	49,435 units, Foreign Bond Fund, yield 2.77%	523,517	523,022
Franklin Templeton Funds	40,924 units, Global Bond Fund, yield 5.13%	567,612	506,227
Total fixed income mutual funds		2,760,384	2,668,632
Equity mutual funds:			
Invesco	15,529 units, Small Cap Growth Fund	525,191	454,534
Advisors Inner Circle	21,890 units, Cambiar Small Cap Fund	418,975	368,847
Federated Investors	156,461 units, Strategic Value Dividend Fund	730,674	760,401
Goldman Sachs	20,487 units, Growth Opportunities Fund	522,418	452,353
Harbor Funds	46,276 units, Capital Appreciation Fund	1,885,747	1,707,584
Hartford Funds	62,344 units, Dividend & Growth Fund	1,248,750	1,193,264
T Rowe Price	107,000 units, Large Cap Growth Fund	1,749,450	1,724,840
MFS Investment Management	55,760 units, Research International Fund	896,153	765,583
Manning & Napier Advisors	58,337 units, World Opportunties Fund	519,783	386,774
Oppenheimer Funds	25,473 units, Developing Markets Fund	880,195	737,954
Pimco Funds	33,588 units, Commodity Real Return Strategy Fund	310,353	219,666
Putnam Investments	53,649 units, Equity Income Fund	840,269	805,277
T Rowe Price	5,286 units, Real Estate Fund	104,187	97,051
SunTrust/Ridgeworth	26,361 units, Mid Cap Equity Fund	236,810	258,867
Total equity mutual funds		10,868,955	9,932,995

(Continued)

BEN HILL GRIFFIN, INC. EMPLOYEES' PROFIT SHARING PLAN

Form 5500, Schedule H - Part IV - Question 4i - Schedule of Assets Held for Investment Purposes

December 31, 2011

(b) Identity of issuer, borrower, lessor or other party	(c) Description of investment	(d) Original cost	(e) Market value
Equity exchange traded funds:			
iShares	12,524 units, S&P 500 Index Fund	1,660,834	1,577,523
iShares	5,757 units, Russell Mid Cap Index Fund	623,302	566,604
Total equity exchange traded funds		2,284,136	2,144,127
Fixed income exchange traded funds:			
iShares	9,274 units, iBoxx Investment Grade Corporate Bond Fund, yield 4.39%	1,032,623	1,055,010
iShares	6,317 units, iBoxx High Yield Corporate Bond Fund, yield 7.51%	557,802	564,929
Vanguard	7,906 units, Short Term Bond Index Fund, yield 1.92%	642,837	639,121
Vanguard	18,640 units, Total Bond Market Index Fund, yield 3.12%	1,529,282	1,557,185
Total fixed income exchange traded funds		3,762,544	3,816,245
		$20,230,121	$19,116,101

Schedule 2

BEN HILL GRIFFIN, INC. EMPLOYEES' PROFIT SHARING PLAN

Form 5500, Schedule H - Part IV - Question 4j - Reportable Transactions

Year ended December 31, 2011

	Purchases	Sales		
(b) Description of asset	(c) At original cost	(d) Selling price	(g) Cost of asset	(i) Net gain (loss)
Federated Money Market Fund	$ 3,147,347	$ 3,548,465	$ 3,548,465	$ -
Federated Strategic Value Dividend Fund	928,975	200,000	190,658	9,342
Federated Money Market Treasury Fund	1,249,059	710,069	710,069	-
Harbor Capital Appreciation Fund	1,885,747	-	-	-
Hartford Dividend & Growth Fund	1,248,750	-	-	-
iShares iBoxx Investment Grade Corporate Bond Fund	1,235,161	200,000	204,292	(4,292)
iShares Trust S&P 500 Index Fund	1,660,834	-	-	-
Pimco Total Return Fund	1,232,914	282,000	282,630	(630)
Putnam Equity Income Fund	1,444,811	550,000	506,137	43,863
Ridgeworth Emerging Growth Fund	174,000	1,003,241	1,004,510	(1,269)
Ridgeworth International Equity Index Fund	11,000	1,758,653	1,836,045	(77,392)
Ridgeworth Long Term Mortgage Securities Fund	858,454	868,919	865,557	3,362
Ridgeworth Short Term Bond Fund	862,745	864,841	863,962	879
SunTrust Retirement Investment Grade Bond Fund	217,893	5,929,384	5,855,073	74,311
SunTrust Retirement Large Cap Value Equity Fund	230,932	3,786,089	3,819,298	(33,209)
SunTrust Retirement Select Large Cap Growth Fund	65,942	4,508,727	4,475,468	33,259
SunTrust Retirement Stable Asset Fund	-	1,863,879	1,863,879	-
T Rowe Price Large Cap Growth Fund	1,749,450	-	-	-
The Jensen Portfolio Fund	1,249,982	1,145,597	1,068,844	76,753
Templeton Global Bond Fund	1,133,845	525,000	516,427	8,573
Vanguard Index Total Bond Fund	1,637,579	110,046	110,532	(486)

Reportable transactions include security transactions within the plan year in excess of 5% of the current value of plan assets that are: single transactions, series of transactions involving securities of the same issue or series of transactions with the same person.