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
MILLENNIUM PARTNERS MANAGEMENT, LLC 401(K) PROFIT SHARING PLAN

1b Three-digit plan number (PN) ▶ 002

1c Effective date of plan 01/01/1997

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

MILLENNIUM PARTNERS MANAGEMENT, LLC

1995 BROADWAY
3RD FLOOR
NEW YORK, NY 10023

2b Employer Identification Number (EIN) 13-3946388

2c Sponsor's telephone number 212-875-4983

2d Business code (see instructions) 531390

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.	07/18/2012	AMY PRESS
	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")
MILLENNIUM PARTNERS MANAGEMENT, LLC

1995 BROADWAY
3RD FLOOR
NEW YORK, NY 10023

3b Administrator's EIN
13-3946388

3c Administrator's telephone number
212-875-4983

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**	210
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**	138
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	58
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	196
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	196
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	157
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	0
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:
2E 2G 2J 3D 3H 2F

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)	X	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)	X	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)	X	1	**A** (Insurance Information)
(4)	X		**C** (Service Provider Information)
(5)	X		**D** (DFE/Participating Plan Information)
(6)			**G** (Financial Transaction Schedules)

SCHEDULE A (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Insurance Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).

▶ **File as an attachment to Form 5500.**

▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).

OMB No. 1210-0110

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
MILLENNIUM PARTNERS MANAGEMENT, LLC 401(K) PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
MILLENNIUM PARTNERS MANAGEMENT, LLC

D Employer Identification Number (EIN)
13-3946388

Part I Information Concerning Insurance Contract Coverage, Fees, and Commissions

Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.

1 Coverage Information:

(a) Name of insurance carrier
GUARDIAN INSURANCE AND ANNUITY COMPANY

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
13-2656036	78778	604699	164	01/01/2011	12/31/2011

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

(a) Total amount of commissions paid	(b) Total amount of fees paid
21289	0

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

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

WELLS FARGO INS SERVICES OF NEW
888 SEVENTH AVENUE
NEW YORK, NY 10106

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
21289		N/A	3

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

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

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

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

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

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

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

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

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

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

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

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

Part II Investment and Annuity Contract Information

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

4	Current value of plan's interest under this contract in the general account at year end	4	0
5	Current value of plan's interest under this contract in separate accounts at year end	5	8069963

6 Contracts With Allocated Funds:

a State the basis of premium rates ▶ AS PER RULES OF INSURANCE COMPANY

b	Premiums paid to carrier	6b	
c	Premiums due but unpaid at the end of the year	6c	
d	If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount.	6d	

Specify nature of costs ▶

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity

(3) ☐ other (specify) ▶

f If contract purchased, in whole or in part, to distribute benefits from a terminating plan check here ▶ ☐

7 Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)

a Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee

(3) ☒ guaranteed investment (4) ☐ other ▶

b	Balance at the end of the previous year			7b	0
c	Additions: (1) Contributions deposited during the year	7c(1)	0		
	(2) Dividends and credits	7c(2)	0		
	(3) Interest credited during the year	7c(3)	0		
	(4) Transferred from separate account	7c(4)	0		
	(5) Other (specify below)	7c(5)	0		
	▶ N/A				
	(6) Total additions			7c(6)	0
d	Total of balance and additions (add **b** and **c(6)**)			7d	0
e	Deductions:				
	(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	0		
	(2) Administration charge made by carrier	7e(2)	0		
	(3) Transferred to separate account	7e(3)	0		
	(4) Other (specify below)	7e(4)	0		
	▶ N/A				
	(5) Total deductions			7e(5)	0
f	Balance at the end of the current year (subtract **e(5)** from **d**)			7f	0

Part III Welfare Benefit Contract Information

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

8 Benefit and contract type (check all applicable boxes)

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

9 Experience-rated contracts:				
a Premiums: (1) Amount received	**9a(1)**			
(2) Increase (decrease) in amount due but unpaid	**9a(2)**			
(3) Increase (decrease) in unearned premium reserve	**9a(3)**			
(4) Earned (**(1)** + **(2)** - **(3)**)			**9a(4)**	0
b Benefit charges (1) Claims paid	**9b(1)**			
(2) Increase (decrease) in claim reserves	**9b(2)**			
(3) Incurred claims (add **(1)** and **(2)**)			**9b(3)**	0
(4) Claims charged			**9b(4)**	
c Remainder of premium: (1) Retention charges (on an accrual basis) --				
(A) Commissions	**9c(1)(A)**			
(B) Administrative service or other fees	**9c(1)(B)**			
(C) Other specific acquisition costs	**9c(1)(C)**			
(D) Other expenses	**9c(1)(D)**			
(E) Taxes	**9c(1)(E)**			
(F) Charges for risks or other contingencies	**9c(1)(F)**			
(G) Other retention charges	**9c(1)(G)**			
(H) Total retention			**9c(1)(H)**	0
(2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.)			**9c(2)**	
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement			**9d(1)**	
(2) Claim reserves			**9d(2)**	
(3) Other reserves			**9d(3)**	
e Dividends or retroactive rate refunds due. (Do not include amount entered in **c(2)**.)			**9e**	
10 Nonexperience-rated contracts:				
a Total premiums or subscription charges paid to carrier			**10a**	
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, item 2 above, report amount.			**10b**	

Specify nature of costs ▶

Part IV Provision of Information

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

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

SCHEDULE 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	**B** Three-digit plan number (PN) ▶
MILLENNIUM PARTNERS MANAGEMENT, LLC 401(K) PROFIT SHARING PLAN	002
C Plan sponsor's name as shown on line 2a of Form 5500	**D** Employer Identification Number (EIN)
MILLENNIUM PARTNERS MANAGEMENT, LLC	13-3946388

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

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)

ASSOCIATED PENSION CONSULTANTS, INC
50 JACKSON AVENUE
3RD FLOOR
SYOSSET, NY 11791

11-3271022

(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?
15 37 38	THIRD PARTY ADMINISTRATO	4970	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

ASSOCIATED PENSION CONSULTANTS, INC
50 JACKSON AVENUE
3RD FLOOR
SYOSSET, NY 11791

11-3271022

(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?
15 37 38	PARTICIPANT PROCESSING	3165	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

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

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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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 D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

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
MILLENNIUM PARTNERS MANAGEMENT, LLC 401(K) PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 002

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
MILLENNIUM PARTNERS MANAGEMENT, LLC

D Employer Identification Number (EIN)
13-3946388

Part I **Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)**
(Complete as many entries as needed to report all interests in DFEs)

a Name of MTIA, CCT, PSA, or 103-12 IE: GUARDIAN ADVANTAGE SEPARATE ACCT L

b Name of sponsor of entity listed in (a): GUARDIAN INSURANCE AND ANNUITY CO.

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103 12 IE at end of year (see instructions)
13-2656036-000	P	6894413

a Name of MTIA, CCT, PSA, or 103-12 IE: BENEFIT STADION CONSERVATIVE ETF TR

b Name of sponsor of entity listed in (a): BENEFIT TRUST COMPANY

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103 12 IE at end of year (see instructions)
43-0995254-012	C	2384

a Name of MTIA, CCT, PSA, or 103-12 IE: BENEFIT STADION GROWTH ETF TRUST

b Name of sponsor of entity listed in (a): BENEFIT TRUST COMPANY

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103- 12 IE at end of year (see instructions)
43-0995254-013	C	134552

a Name of MTIA, CCT, PSA, or 103-12 IE: BENEFIT STADION MODERATE ETF TRUST

b Name of sponsor of entity listed in (a): BENEFIT TRUST COMPANY

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103- 12 IE at end of year (see instructions)
43-0995254-014	C	9157

a Name of MTIA, CCT, PSA, or 103-12 IE: INTERNATIONAL INDEX SECURITIES LEND

b Name of sponsor of entity listed in (a): STATE STREET

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103- 12 IE at end of year (see instructions)
90-0337987-104	C	54183

a Name of MTIA, CCT, PSA, or 103-12 IE: US BOND INDEX SECURITIES LENDING FD

b Name of sponsor of entity listed in (a): STATE STREET

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103- 12 IE at end of year (see instructions)
90-0337987-105	C	70006

a Name of MTIA, CCT, PSA, or 103-12 IE: RUSSELL SMALL CAP INDEX SECURITIES

b Name of sponsor of entity listed in (a): STATE STREET

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103- 12 IE at end of year (see instructions)
90-0337987-106	C	42065

a Name of MTIA, CCT, PSA, or 103-12 IE: S & P 500 INDEX SECURITIES LENDING

b Name of sponsor of entity listed in (a): STATE STREET

c EIN-PN 90-0337987-107	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 510310

a Name of MTIA, CCT, PSA, or 103-12 IE: S & P MIDCAP INDEX SECURITIES LENDI

b Name of sponsor of entity listed in (a): STATE STREET

c EIN-PN 90-0337987-108	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 352893

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

Part II Information on Participating Plans (to be completed by DFEs)

(Complete as many entries as needed to report all participating plans)

a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN

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
MILLENNIUM PARTNERS MANAGEMENT, LLC 401(K) PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
MILLENNIUM PARTNERS MANAGEMENT, LLC

D Employer Identification Number (EIN)
13-3946388

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	0	0
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	0	0
(2) Participant contributions	1b(2)	0	2067
(3) Other	1b(3)	0	1946
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	0	0
(2) U.S. Government securities	1c(2)	0	0
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	0	0
(B) All other	1c(3)(B)	0	0
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	0	0
(B) Common	1c(4)(B)	0	0
(5) Partnership/joint venture interests	1c(5)	0	0
(6) Real estate (other than employer real property)	1c(6)	0	0
(7) Loans (other than to participants)	1c(7)	0	0
(8) Participant loans	1c(8)	213675	260314
(9) Value of interest in common/collective trusts	1c(9)	0	0
(10) Value of interest in pooled separate accounts	1c(10)	8410677	8069963
(11) Value of interest in master trust investment accounts	1c(11)	0	0
(12) Value of interest in 103-12 investment entities	1c(12)	0	0
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	0	0
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)	0	0
(15) Other	1c(15)	0	0

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(1) Employer securities	1d(1)	0	0
	(2) Employer real property	1d(2)	0	0
e	Buildings and other property used in plan operation	1e	0	0
f	Total assets (add all amounts in lines 1a through 1e)	1f	8624352	8334290
	Liabilities			
g	Benefit claims payable	1g	0	0
h	Operating payables	1h	0	0
i	Acquisition indebtedness	1i	0	0
j	Other liabilities	1j	0	0
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	8624352	8334290

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)	0	
	(B) Participants	2a(1)(B)	786519	
	(C) Others (including rollovers)	2a(1)(C)	50000	
	(2) Noncash contributions	2a(2)	0	
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		836519
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	0	
	(B) U.S. Government securities	2b(1)(B)	0	
	(C) Corporate debt instruments	2b(1)(C)	0	
	(D) Loans (other than to participants)	2b(1)(D)	0	
	(E) Participant loans	2b(1)(E)	12381	
	(F) Other	2b(1)(F)	0	
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		12381
	(2) Dividends: **(A)** Preferred stock	2b(2)(A)	0	
	(B) Common stock	2b(2)(B)	0	
	(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	0	
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		0
	(3) Rents	2b(3)		0
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)	0	
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)	0	
	(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)	0	
	(B) Other	2b(5)(B)	0	
	(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		0
	(6) Net investment gain (loss) from common/collective trusts	2b(6)		0
	(7) Net investment gain (loss) from pooled separate accounts	2b(7)		-452543
	(8) Net investment gain (loss) from master trust investment accounts	2b(8)		0
	(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		0
	(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		0
c	Other income	2c		0
d	Total income. Add all **income** amounts in column (b) and enter total	2d		396357
	Expenses			
e	Benefit payment and payments to provide benefits:			
	(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	677933	
	(2) To insurance carriers for the provision of benefits	2e(2)	0	
	(3) Other	2e(3)	0	
	(4) Total benefit payments. Add lines **2e(1)** through **(3)**	2e(4)		677933
f	Corrective distributions (see instructions)	2f		0
g	Certain deemed distributions of participant loans (see instructions)	2g		0
h	Interest expense	2h		0
i	Administrative expenses: **(1)** Professional fees	2i(1)	0	
	(2) Contract administrator fees	2i(2)	0	
	(3) Investment advisory and management fees	2i(3)	0	
	(4) Other	2i(4)	8486	
	(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		8486
j	Total expenses. Add all **expense** amounts in column (b) and enter total	2j		686419
	Net Income and Reconciliation			
k	Net income (loss). Subtract line **2j** from line **2d**	2k		-290062
l	Transfers of assets:			
	(1) To this plan	2l(1)		0
	(2) From this plan	2l(2)		0

Part III Accountant's Opinion

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

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

(1) [ ] Unqualified **(2)** [ ] Qualified **(3)** [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: SHALIK MORRIS & COMPANY LLP **(2)** EIN: 11-2973036

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		15000000
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

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
MILLENNIUM PARTNERS MANAGEMENT, LLC 401(K) PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
MILLENNIUM PARTNERS MANAGEMENT, LLC

D Employer Identification Number (EIN)
13-3946388

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): 13-2656036

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

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

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

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

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

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

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

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

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

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

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

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

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

Part III Amendments

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

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

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

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

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

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

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

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete 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):

MILLENNIUM PARTNERS MANAGEMENT LLC
401(K) PROFIT SHARING PLAN

FINANCIAL STATEMENTS

FOR THE YEARS ENDED DECEMBER, 31, 2011 AND 2010

MILLENNIUM PARTNERS MANAGEMENT LLC
401(K) PROFIT SHARING PLAN

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SHALIK, MORRIS & COMPANY, LLP
Certified Public Accountants

7001 BRUSH HOLLOW ROAD • WESTBURY, NY 11590
(516) 338-8700 • FAX (516) 338-5592

INDEPENDENT AUDITORS' REPORT

The Trustees of
Millennium Partners Management LLC
401(k) Profit Sharing Plan
New York, New York

We were engaged to audit the financial statements of Millennium Partners Management LLC 401(k) Profit Sharing Plan as of December 31, 2011 and 2010, and for the years then ended, and the supplemental schedule as of December 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 referred to in Note 6, which was certified by Guardian Insurance & Annuity Company, Inc., the trustee of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedule. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of and for the years ended December 31, 2011 and 2010, that the information provided to the plan administrator by the trustee is 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 supplemental schedule is presented for the purpose of additional analysis and is not a required part of the financial statements but are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. The form and content of the information included in the financial statements and schedule, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America, and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Shalik, Morris + Company, LLP

Westbury, New York
July 10, 2012

MILLENNIUM PARTNERS MANAGEMENT LLC
401(K) PROFIT SHARING PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

DECEMBER 31, 2011 AND 2010

	2011	2010
Assets:		
Guardian Insurance & Annuity Company, Inc., investments (at fair value)	$ 8,069,963	$ 8,410,677
Receivables:		
Participants' contributions	2,067	-
Notes receivable - participants	262,260	213,675
Total receivables	264,327	213,675
Total assets	8,334,290	8,624,352
Liabilities:	-	-
Net assets available for benefits	$ 8,334,290	$ 8,624,352

See accompanying notes and auditors' report.

MILLENNIUM PARTNERS MANAGEMENT LLC
401(K) PROFIT SHARING PLAN

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

FOR THE YEARS ENDED DECEMBER 31, 2011 AND 2010

	2011	2010
Additions to net plan assets attributed to:		
Investment income		
Net appreciation (depreciation) in fair value of investments	$ (452,543)	$ 918,117
Interest income from participants' loans	12,381	12,446
	(440,162)	930,563
Contributions:		
Participants' contributions	786,519	627,968
Participant rollovers	50,000	41,637
Total additions to net plan assets	396,357	1,600,168
Deductions from net plan assets attributed to:		
Benefits paid to participants	677,933	358,795
Fees	8,486	7,413
Total deductions from net plan assets	686,419	366,208
Net increase (decrease) in plan assets	(290,062)	1,233,960
Net assets available for benefits:		
Beginning of year	8,624,352	7,390,392
End of year	$ 8,334,290	$ 8,624,352

See accompanying notes and auditors' report.

MILLENNIUM PARTNERS MANAGEMENT LLC
401(K) PROFIT SHARING PLAN

NOTES TO FINANCIAL STATEMENTS

1. **Description of Plan:**

The following description of Millennium Partners Management LLC ("the Company") 401(k) Profit Sharing Plan ("the Plan") provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

A. General:

The Plan is a retirement plan under Internal Revenue Code Section 401(k) effective April 1, 1998, covering all eligible employees of Millennium Partners Management LLC, MP Marketing of California Inc., Millennium Partners Club Sales LLC, Millennium Partners Massachusetts Property Management LLC, The Phillips Club Management Company Inc., MP Marketing of Florida LLC, Millennium Partners California Property Management LLC, Millennium Partners Florida Property Management LLC and MCAF Asset Manager LLC. Millennium Partners Management LLC owns, in whole or by majority, all the entities listed. The effective date of participation is the first day of each calendar quarter following the date of satisfaction of the Plan's eligibility requirements. It is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

B. Contributions:

Each year, participants may contribute up to 100% of pretax annual compensation, as defined in the Plan or $16,500 ($22,000 for participants who are 50 years of age or older), whichever is less. Participants may also contribute amounts representing distributions from other qualified defined benefit or contribution plans. Participants direct the investment of their contributions into various investment options offered by the Plan. The Company does not match any percentage of the amount that a participant contributes to the Plan. The Company may make qualified nonelective contributions to the Plan.

C. Participant Accounts:

Each participant's account is credited with the participant's contributions and an allocation of (a) the Company's contribution, and (b) Plan earnings. Allocations are based on the participant earnings and account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

D. Vesting:

Participants are immediately vested in their contributions plus actual earnings thereon. Vesting in the Company's qualified nonelective contributions portion of their accounts, if any, plus actual earnings thereon, is based on years of continuous service. With respect to the company's discretionary portions, if any, a participant is 0% vested after one year of continuous service increasing by 25% annually to 100% after five years of credited service.

NOTES TO FINANCIAL STATEMENTS

(Continued)

1. Description of Plan: (continued)

E. Participant Loans:

Participants may borrow from their fund accounts a minimum of $1,000 up to a maximum equal to the lesser of $50,000 or 50% of their vested account balance. The loans are subject to interest at the prime rate plus 1.5% per annum. The loans are secured by up to 50% of the participant's vested interest in the Plan. Loans must normally be repaid within such period as agreed to between the participant and Plan administrators.

F. Payment of Benefits:

On termination of service, a participant may elect to receive a lump-sum amount equal to the value of the participant's vested interest in his or her account.

A participant may withdraw up to 100% of his or her elective deferral contribution amount after attaining age of 59 ½ or before, provided such withdrawal meets certain financial hardship rules.

2. Summary of Significant Accounting Policies:

The Plan is administered under a contract with Guardian Insurance & Annuity Company, Inc., the "trustee". The trustee is responsible for holding the Plan assets.

A. Basis of Accounting:

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

B. Estimates:

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

C. Notes Receivable - Participants:

Notes receivable from participants are measured at their unpaid principal balance. Delinquent participant loans are reclassified as distributions based on the terms of the Plan document.

D. Investment Valuation and Income Recognition:

The Plan's investments are stated at fair value. Quoted market prices are used to value investments. Shares of mutual funds are valued at the net asset value of shares held by the Plan at year-end. Participant loans are valued at their outstanding balances, which approximate fair value.

Purchases and sales of securities are recorded on a trade-date basis. Dividends are recorded on the ex-dividend date.

2. Summary of Significant Accounting Policies: (continued)

E. Payment of Benefits:

Benefits are recorded when paid.

F. Operating Expenses:

Substantially all expenses of the Plan are paid by the Company.

G. Date of Management's Review:

Subsequent events were evaluated through July 10, 2012, which is the date the financial statements were available to be issued.

3. Investments and Fair Value Measurements:

The Plan invests in shares of various mutual funds through Guardian Insurance & Annuity Company, Inc., as separately identified below. Investments stated at cost and fair market value were as follows:

	December 31, 2011	
	Cost	Fair Market Value
AllianceBernstein Global Bond	$ 23,515	$ 23,654
American Century Strategic Aggressive Fund	64,369	80,247
American Century Strategic Conservative Fund	353,619	398,592
American Century Strategic Moderate Fund	33,238	37,132
American Century Equity Income Fund	185,130	202,779
American Century Inflation Adjusted Bond Fund	227,678	277,796
American Century Money Market	64,703	64,678
American Century Real Estate Fund	41,871	48,968
American Century Dividend Bond	40,318	40,512
American Century Mid Cap Value	4,096	4,175
Benefit Stadion Conservative ETF Fund	2,506	2,384
Benefit Stadion Moderate ETF Fund	9,617	9,157
Benefit Stadion Growth ETF Fund	143,784	134,552
Blackrock Basic Value	928	918
Sub-totals - forward	$ 1,195,372	$ 1,325,544

3. **Investments and Fair Value Measurements: (continued)**

	December 31, 2011	
	Cost	Fair Market Value
Sub-totals - forwarded	$ 1,195,372	$ 1,325,544
Blackrock Capital Appreciation	3,937	3,737
Blackrock Equity Dividend Fund	85,207	90,804
Blackrock Global Allocation	39,220	39,008
Columbia Small Cap Value I Fund	33,233	34,472
Columbia International Value	42,535	36,527
Davis NY Venture Fund	568,287	527,433*
Delaware VIP Diversified Income Fund	76,791	98,709
Delaware VIP Emerging Market Fund	647,110	591,573*
Delaware VIP Limited-Term Diversified Income Fund	18,581	19,775
Fidelity Advisor Equity Income Fund	329,271	313,871
Fidelity Advisor Small Cap Fund	547,796	496,854*
Fidelity New Insights Fund	29,294	28,336
Franklin Growth Fund	69,025	67,487
Goldman Sachs Mid Cap Value Fund	281,024	279,480
Goldman Sachs Short Duration Government Fund	110,456	114,081
Goldman Sachs Small Cap Value Fund	124,881	125,740
Ivy Assets Strategy	24,388	22,725
J.P. Morgan Capital Growth Fund	136,497	129,264
J.P. Morgan Mid Cap Growth Fund	233,072	259,154
Janus Forty Fund	29,974	32,246
Janus Overseas Fund	586,467	465,096*
Lord Abbett Classic Stock	928	908
Lord Abbett Total Return Fund	47,063	47,301
Perkins Mid Cap Value Fund	32,432	35,963
Pimco Short Term Fund	498	499
Pimco Total Return Fund	64,973	65,082
RS Investment Quality Bond Fund	169,574	211,187
SSGA International Index SL Fund	58,811	54,183
SSGA Russell SC Index SL Fund	36,160	42,065
SSGA S&P 500 Index Fund	504,289	510,310*
SSGA S&P MC Index SL Fund	346,496	352,893
SSGA US Bond Index SL Fund	60,166	70,006
SSGA Short Term Investment Fund	389,457	386,159
Sub-totals - forward	$ 6,923,265	$ 6,878,472

3. Investments and Fair Value Measurements: (continued)

	December 31, 2011	
	Cost	Fair Market Value
Sub-totals - forwarded	$ 6,923,265	$ 6,878,472
T. Rowe Price Equity Fund	177,823	169,152
T. Rowe Price Growth Stock	980,515	933,352*
T. Rowe Price Retirement 2010 Fund	129	125
T. Rowe Price Retirement 2020 Fund	28,525	27,320
T. Rowe Price Retirement 2030 Fund	3,633	3,428
T. Rowe Price Retirement 2040 Fund	3,646	3,410
T. Rowe Price Retirement Income Fund	186	183
Tempelton Foreign	30,345	26,804
Tempelton Global Bond	28,853	27,717
Total	$ 8,176,920	$ 8,069,963

* Investments representing 5% or more of the Plan's net assets.

	December 31, 2010	
	Cost	Fair Market Value
American Century Strategic Aggressive Fund	$ 58,265	$ 77,183
American Century Strategic Conservative Fund	345,109	380,896
American Century Strategic Moderate Fund	31,114	35,331
American Century Equity Income Fund	178,484	190,740
American Century Inflation Adj Bond Fund	228,471	252,321
American Century Real Estate Fund	18,098	21,280
Benefit Stadion Conservative ETF Fund	2,111	2,214
Benefit Stadion Moderate ETF Fund	7,401	7,841
Benefit Stadion Growth ETF Fund	118,363	128,836
BlackRock Equity Dividend Fund	57,859	58,522
BlackRock Global Allocation	24,828	26,852
Columbia Small Cap Value	30,721	34,439
Sub-totals - forward	$ 1,100,824	$ 1,216,455

3. **Investments and Fair Value Measurements: (continued)**

	December 31, 2010	
	Cost	Fair Market Value
Sub-totals - forwarded	$ 1,100,824	$ 1,216,455
Davis NY Venture Fund	526,857	478,898*
Delaware VIP Diversified Income Fund	105,530	130,111
Delaware VIP Emerging Market Fund	405,345	504,482*
Delaware VIP Limited-Term Diversified Income	27,926	30,435
Dreyfus Active Midcap Fund	153,058	144,771
Dreyfus Appreciation Fund	94,817	111,278
Dreyfus Premier International Value Fund	77,679	89,944
Fidelity Advisor Equity Income Fund	152,320	169,255
Fidelity Advisor High Income Fund	311,138	388,743
Fidelity Advisor Small Cap Fund	494,393	565,338*
Franklin Growth Fund	36,022	51,356
Goldman Sachs Mid Cap Value Fund	209,754	238,347
Goldman Sachs Short Duration Government Fund	281,100	304,279
Goldman Sachs Small Cap Value Fund	2,846	3,406
J.P. Morgan Mid Cap Growth Fund	8,919	11,822
J.P. Morgan Small Cap Equity Fund	127,551	147,774
Janus Forty Fund	68,140	76,054
Janus Overseas Fund	630,336	743,821*
Perkins Mid Cap Value Fund	19,532	23,770
Pimco Short Term Fund	417	421
Pimco Total Return Fund	6,109	6,171
RS Investment Quality Bond Fund	361,354	409,787
SSGA EAFE Index Fund	50,044	52,736
SSGA Midcap Index Fund	153,439	176,422
SSGA Russell SC 2000 Index Fund	30,336	39,601
SSGA S&P 500 Index Fund	535,937	531,537*
SSGA Short Term Investment Fund	577,096	577,916*
SSGA Russell Bond Index Fund	196,292	203,135
T. Rowe Price Equity Income Fund	24,523	28,909
T. Rowe Price Growth Stock Fund	883,776	902,800*
T. Rowe Price Retirement 2010 Fund	30,874	32,830
T. Rowe Price Retirement 2020 Fund	9,988	11,354
T. Rowe Price Retirement 2030 Fund	2,813	3,264
T. Rowe Price Retirement 2040 Fund	2,812	3,273
T. Rowe Price Retirement Income Fund	150	182
Total	$ 7,700,047	$ 8,410,677

* Investments representing 5% or more of the Plan's net assets.

3. **Investments and Fair Value Measurements: (continued)**

For the years ended December 31, 2011 and 2010, the Plan's investments in mutual funds (including gains and losses in investments bought and sold, as well as held during the year) appreciated (depreciated) in value by $(452,543) and $918,117, respectively.

The Plan's investments are reported at fair value in the accompanying statement of net assets available for benefits. The methods used to measure fair value may produce an amount that might not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date. Fair value measurements of Plan assets as of December 31, 2011 are as follows:

		Fair Value Measurements Using:	
	Fair Value	Quoted Prices In Active Markets for Identical Assets (Level 1)	Significant Unobservable Inputs (Level 3)
Mutual funds	$ 8,069,963	$ 8,069,963	$ -
Participants' loans receivable	262,260	-	262,260
	$ 8,332,223	$ 8,069,963	$ 262,260

The fair value measurement accounting literature establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. This hierarchy consists of three broad levels: Level 1 inputs consist of unadjusted quoted prices in active markets for identical assets and have the highest priority, Level 2 inputs consist of observable inputs other than quoted prices for identical assets, and Level 3 inputs have the lowest priority. The Plan uses appropriate valuation techniques based on the available inputs to measure the fair value of its investments. When available, the Plan measures fair value using Level 1 inputs because they generally provide the most reliable evidence of fair value. No Level 2 inputs were available to the Plan. Level 3 inputs were used only when Level 1 or Level 2 inputs were not available.

Level 1 Fair Value Measurements

The fair values of mutual funds are based on quoted net asset values of the shares held by the Plan at year end.

3. **Investments and Fair Value Measurements: (continued)**

Level 3 Fair Value Measurements

The fair value of participants' loans receivable approximates the amortized cost of the loans because the loans are secured by each respective participants' account balance.

Gains and losses (realized and unrealized) included in changes in net assets available for benefits for the year ended December 31, 2011 are reported in net appreciation (depreciation) in fair value of investments in the accompanying financial statements.

4. **Plan Termination:**

Although it has not expressed any interest to do so, the Company has the right under the Plan to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants will become 100% vested in their employer contributions, if any.

5. **Tax Status:**

The Internal Revenue Service has determined and informed the Company by a letter dated November 22, 2002 that the Plan and related trust are designed in accordance with applicable Sections of the Internal Revenue Code (IRC). Although the Plan has been amended since receiving the determination letter, the Plan administrator believes that the Plan is designed and is currently being operated in compliance with applicable requirements of the IRC.

6. **Unaudited Information:**

Guardian Insurance & Annuity Company, Inc., the Plan trustee, holds the investment assets and executes the transactions. Financial information relating to the assets and related income included in the financial statements and supplemental schedule is based on information provided by the trustee. Such information has not been audited by the independent auditors.

7. **Risks and Uncertainties:**

The Plan invests in various mutual funds. Investments are exposed to various risks such as 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 value of the investments will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statement of net assets available for benefits.

SUPPLEMENTAL SCHEDULE

MILLENIUM PARTNERS MANAGEMENT LLC - 401(K) PROFIT SHARING PLAN
ID# 13-3946388

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

DECEMBER 31, 2011

(a)	(b) Identity of issue, borrower, lessor or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value	(d) Cost	(e) Current Value
Guardian Insurance & Annuity Company, Inc.		Alliance Bernstein Global Bond	$ 23,515	$ 23,654
		American Century Strategic Aggressive Fund	64,369	80,247
		American Century Strategic Conservative Fund	353,619	398,592
		American Century Strategic Moderate Fund	33,238	37,132
		American Century Equity Income Fund	185,130	202,779
		American Century Inflation Adj Bond Fund	227,678	277,796
		American Century Money Market	64,703	64,678
		American Century Real Estate Fund	41,871	48,968
		American Century Dividend Bond	40,318	40,512
		American Century Mid Cap Value	4,096	4,175
		Benefit Stadion Conservative ETF Fund	2,506	2,384
		Benefit Stadion Moderate ETF Fund	9,617	9,157
		Benefit Stadion Growth ETF Fund	143,784	134,552
		BlackRock Basic Value	928	918
		BlackRock Capital Appreciation	3,937	3,737
		BlackRock Equity Dividend Fund	85,207	90,804
		BlackRock Global Allocation	39,220	39,008
		Columbia Small Cap Value I Fund	33,233	34,472
		Columbia International Value	42,535	36,527
		Davis NY Venture Fund	568,287	527,433*
		Delaware VIP Diversified Income Fund	76,791	98,709
		Delaware VIP Emerging Market Fund	647,110	591,573*
		Delaware VIP Limited-Term Diversified Income	18,581	19,775
		Fidelity Advisor Equity Income Fund	329,271	313,871
		Fidelity Advisor Small Cap Fund	547,796	496,854*
		Fidelity New Insights Fund	29,294	28,336
		Franklin Growth Fund	69,025	67,487
		Goldman Sachs Mid Cap Value Fund	281,024	279,480
		Goldman Sachs Short Duration Government Fund	110,456	114,081
		Goldman Sachs Small Cap Value Fund	124,881	125,740
		Ivy Assets Strategy	24,388	22,725
		J.P. Morgan Capital Growth Fund	136,497	129,264
		J.P. Morgan Mid Cap Growth Fund	233,072	259,154
		Janus Forty Fund	29,974	32,246
		Janus Overseas Fund	586,467	465,096*
		Lord Abbett Classic Stock	928	908
		Sub-totals - forward	$ 5,213,346	$ 5,102,824

MILLENIUM PARTNERS MANAGEMENT LLC - 401(K) PROFIT SHARING PLAN
ID# 13-3946388

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

DECEMBER 31, 20111

(Continued)

(a)	(b) Identity of issue, borrower, lessor or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value	(d) Cost	(e) Current Value
		Sub-totals - forwarded	$ 5,213,346	$ 5,102,824
		Lord Abbett Total Return Fund	47,063	47,301
		Perkins Mid Cap Value Fund	32,432	35,963
		Pimco Short Term Fund	498	499
		Pimco Total Return Fund	64,973	65,082
		RS Investment Quality Bond Fund	169,574	211,187
		SSGA International Index SL Fund	58,811	54,183
		SSGA Russell SC 2000 Index Fund	36,160	42,065
		SSGA S&P 500 Index Fund	504,289	510,310*
		SSGA S&P MC Index SL Fund	346,496	352,893
		SSGA US Bond Index SL Fund	60,166	70,006
		SSGA Short Term Investment Fund	389,457	386,159
		T. Rowe Price Equity Income Fund	177,823	169,152
		T. Rowe Price Growth Stock Fund	980,515	933,352*
		T. Rowe Price Retirement 2010 Fund	129	125
		T. Rowe Price Retirement 2020 Fund	28,525	27,320
		T. Rowe Price Retirement 2030 Fund	3,633	3,428
		T. Rowe Price Retirement 2040 Fund	3,646	3,410
		T. Rowe Price Retirement Income Fund	186	183
		Tempelton Foreign	30,345	26,804
		Tempelton Global Bond	28,853	27,717
			8,176,920	8,069,963
		Participant loans 4.75% - 9.75%	262,260	262,260
		Total	$ 8,439,180	$ 8,332,223

* Investments representing 5% or more of the Plan's net assets.

Schedule H, Line 4i
Schedule of Assets (Held At End of Year)

Name of Plan:

► Millennium Partners Management, LLC 401(k) Profit Sharing Plan

Employer Identification Number:► 13-3946388

For plan year (beginning/ending):► 01/01/2010 - 12/31/2010 Plan number:► 001

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value	(d) Cost	(e) Current value
	Guardian Insurance & Annuity Company	Alliance Bernstein Global Bond		23654
	Guardian Insurance & Annuity Company	American Century Equity Income Fund		202779
	Guardian Insurance & Annuity Company	American Century Inflation Adjusted Bond Fund		277796
	Guardian Insurance & Annuity Company	American Century Real Estate Fund		48968
	Guardian Insurance & Annuity Company	American Century Strategic Alloc: Agg Investor Fund		80247
	Guardian Insurance & Annuity Company	American Century Strategic Alloc: Con Investor Fund		398592
	Guardian Insurance & Annuity Company	American Century Strategic Alloc: Mod Investor Fund		37132
	Guardian Insurance & Annuity Company	American Century Prime Money Market		64678
	Guardian Insurance & Annuity Company	American Century Mid Cap Value		4175
	Guardian Insurance & Annuity Company	American Century Div Bond		40512
	Guardian Insurance & Annuity Company	Benefit Stadion Conservative ETF Fund		2384
	Guardian Insurance & Annuity Company	Benefit Stadion Growth ETF Fund		134552
	Guardian Insurance & Annuity Company	Benefit Stadion Moderate ETF Fund		9157
	Guardian Insurance & Annuity Company	BlackRock Equity Dividend Fund		90804
	Guardian Insurance & Annuity Company	BlackRock Global Allocation		39008
	Guardian Insurance & Annuity Company	BlackRock Basic Value		918
	Guardian Insurance & Annuity Company	BlackRock Capital Appreciation		3737
	Guardian Insurance & Annuity Company	Columbia SmallCap Value		34472
	Guardian Insurance & Annuity Company	Columbia International Value		36527
	Guardian Insurance & Annuity Company	Contribution Reserve		0
	Guardian Insurance & Annuity Company	Davis NY Venture Fund		527433
	Guardian Insurance & Annuity Company	Delaware VIP Limited-Term Diversified Income Fund		19775
	Guardian Insurance & Annuity Company	Delaware VIP Diversified Income Fund		98709
	Guardian Insurance & Annuity Company	Delaware VIP Emerging Markets Fund		591573
	Guardian Insurance & Annuity Company	Fidelity Advisor High Income Advantage Fund		313871
	Guardian Insurance & Annuity Company	Fidelity Advisor Small Cap Fund		496854
	Guardian Insurance & Annuity Company	Fidelity New Insights Fund		28336
	Guardian Insurance & Annuity Company	Franklin Growth Fund		67487
	Guardian Insurance & Annuity Company	Goldman Sachs Mid Cap Value Fund		279480
	Guardian Insurance & Annuity Company	Goldman Sachs Short-Duration Government Fund		114081
	Guardian Insurance & Annuity Company	Goldman Sachs Small Cap Value Fund		125740
	Guardian Insurance & Annuity Company	Ivy Asset Strategy		22725
	Guardian Insurance & Annuity Company	Janus Forty Fund		32246
	Guardian Insurance & Annuity Company	Janus Overseas Fund		465096
	Guardian Insurance & Annuity Company	JP Morgan Mid Cap Growth Fund		129264
	Guardian Insurance & Annuity Company	JP Morgan Small Cap Equity Fund		259154
	Guardian Insurance & Annuity Company	Lord Abbett Classic Stock		908
	Guardian Insurance & Annuity Company	Lord Abbett Total Return Fund		47301
	Guardian Insurance & Annuity Company	Perkins Mid Cap Value		35963
	Guardian Insurance & Annuity Company	PIMCO Short-Term Fund		499
	Guardian Insurance & Annuity Company	PIMCO Total Return Fund		65082
	Guardian Insurance & Annuity Company	RS Investment Quality Bond Fund		211187
	Guardian Insurance & Annuity Company	SSgA International Index Fund		54183
	Guardian Insurance & Annuity Company	SSgA Russell MidCap Index Fund		352893
	Guardian Insurance & Annuity Company	SSgA Russell SC Index Fund		42065
	Guardian Insurance & Annuity Company	SSgA S&P 500 Index Fund		510310
	Guardian Insurance & Annuity Company	SSgA Short Term Investment Fund		386159
	Guardian Insurance & Annuity Company	SSgA US Bond Index Fund		70006
	Guardian Insurance & Annuity Company	T. Rowe Price Equity Income Fund		169152
	Guardian Insurance & Annuity Company	T. Rowe Price Growth Stock Fund		933352
	Guardian Insurance & Annuity Company	T. Rowe Price Retirement 2010 Fund		125
	Guardian Insurance & Annuity Company	T. Rowe Price Retirement 2020 Fund		27320
	Guardian Insurance & Annuity Company	T. Rowe Price Retirement 2030 Fund		3428
	Guardian Insurance & Annuity Company	T. Rowe Price Retirement 2040 Fund		3410
	Guardian Insurance & Annuity Company	T. Rowe Price Retirement Income Fund		183
	Guardian Insurance & Annuity Company	Templeton Foreign		26804
	Guardian Insurance & Annuity Company	Templeton Global Bond		27717
	Participant Loans	Interest Rates 4.75% - 9.75%		260314