

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 <u>01/01/2011</u> and ending <u>12/31/2011</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ 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 BRANNEN BANKS OF FLORIDA INC. EE'S RETIREMENT PLAN	<table border="1"> <tr> <td>1b Three-digit plan number (PN) ►</td> <td><u>001</u></td> </tr> <tr> <td>1c Effective date of plan</td> <td><u>01/01/1983</u></td> </tr> </table>	1b Three-digit plan number (PN) ►	<u>001</u>	1c Effective date of plan	<u>01/01/1983</u>		
1b Three-digit plan number (PN) ►	<u>001</u>						
1c Effective date of plan	<u>01/01/1983</u>						
2a Plan sponsor's name and address, including room or suite number (Employer, if for single-employer plan) BRANNEN BANKS OF FLORIDA INC P.O. BOX 1929 320 US HIGHWAY 41 SOUTH INVERNESS, FL 34451-1929	<table border="1"> <tr> <td>2b Employer Identification Number (EIN)</td> <td><u>59-2067268</u></td> </tr> <tr> <td>2c Sponsor's telephone number</td> <td><u>352-726-9001</u></td> </tr> <tr> <td>2d Business code (see instructions)</td> <td><u>522110</u></td> </tr> </table>	2b Employer Identification Number (EIN)	<u>59-2067268</u>	2c Sponsor's telephone number	<u>352-726-9001</u>	2d Business code (see instructions)	<u>522110</u>
2b Employer Identification Number (EIN)	<u>59-2067268</u>						
2c Sponsor's telephone number	<u>352-726-9001</u>						
2d Business code (see instructions)	<u>522110</u>						

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.	<u>07/18/2012</u>	<u>GEORGE H BRANNEN II</u>
	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

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

Form 5500 (2011)
v.012611

3a Plan administrator's name and address (if same as plan sponsor, enter "Same") BRANNEN BANKS OF FLORIDA INC P.O. BOX 1929 320 US HIGHWAY 41 SOUTH INVERNESS, FL 34451-1929		3b Administrator's EIN 59-2067268	
		3c Administrator's telephone number 352-726-9001	
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	173
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	116
b Retired or separated participants receiving benefits.....		6b	0
c Other retired or separated participants entitled to future benefits.....		6c	45
d Subtotal. Add lines 6a , 6b , and 6c		6d	161
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....		6e	1
f Total. Add lines 6d and 6e		6f	162
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....		6g	162
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....		6h	2
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			
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristic Codes in the instructions:			
9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor		9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)			
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☐ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)	

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		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 <u>BRANNEN BANKS OF FLORIDA INC. EE'S RETIREMENT PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>BRANNEN BANKS OF FLORIDA INC</u>	D Employer Identification Number (EIN) <u>59-2067268</u>

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)

ALLIANCEBERNSTEIN L.P.

1345 AVENUE OF THE AMERICAS
NEW YORK, NY 10105

13-4064930

(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?
51	NONE	30342	Yes ☐ No ☒	Yes ☐ No ☐	0	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 ☐

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

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 BRANNEN BANKS OF FLORIDA INC. EE'S RETIREMENT PLAN	B Three-digit plan number (PN) ►	001
C Plan sponsor's name as shown on line 2a of Form 5500 BRANNEN BANKS OF FLORIDA INC	D Employer Identification Number (EIN) 59-2067268	

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other.....	1b(3)	5174	4403
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	359439	297430
(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)	2653963	2382814
(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)	3623305	3301702
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	6641881	5986349

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 through 1j)	1k		

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	6641881	5986349
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Part II Income and Expense Statement

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

Income**a Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	250000	
(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)		250000

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

(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	288	
(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)		288

(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)	147939	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		147939
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	2324924	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	2114619	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		210305

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate.....	2b(5)(A)		
(B) Other	2b(5)(B)	-285418	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		-285418
(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)		-213114
c Other income.....	2c		179
d Total income. Add all income amounts in column (b) and enter total.....	2d		110179

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	735369	
(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)		735369
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)	30342	
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		30342
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		765711

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		-655532
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: AVERETT WARMUS DURKEE OSBURN HENNIN

(2) EIN: 59-3214308

d The opinion of an independent qualified public accountant is **not attached** because:

(1) ☐ This form is filed for a CCT, PSA, or MTIA. (2) ☐ It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

- 4** CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete 4j and 4l. MTIAs also do not complete 4l.

During the plan year:

	Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....		X	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.).....		X	
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.).....		X	
e Was this plan covered by a fidelity bond?.....	X		500000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.).....		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....		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.		X	

- 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 <u>BRANNEN BANKS OF FLORIDA INC. EE'S RETIREMENT PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>BRANNEN BANKS OF FLORIDA INC</u>	D Employer Identification Number (EIN) <u>59-2067268</u>

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

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>59-2067268</u> Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.	
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3

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

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?.....	☐ Yes	☐ No	☐ N/A
If the plan is a defined benefit plan, go to line 8.			
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____ If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.			
6 a Enter the minimum required contribution for this plan year (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): _____

**BRANNEN BANKS OF FLORIDA, INC.
EMPLOYEES' RETIREMENT PLAN
(Employer Identification No. 59-2067268-001)**

Inverness, Florida

**FINANCIAL STATEMENTS AND
SUPPLEMENTAL SCHEDULE**

**As of December 31, 2011 and 2010,
and the Year Ended December 31, 2011**



**AVERETT
WARMUS
DURKEE
OSBURN
HENNING**

Certified Public Accountants and Business Advisors

BRANNEN BANKS OF FLORIDA, INC. EMPLOYEES' RETIREMENT PLAN

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Independent Auditors' Report

To the Board of Trustees
Brannen Banks of Florida, Inc.
Employees' Retirement Plan
Inverness, Florida

We have audited the accompanying statements of net assets available for benefits of Brannen Banks of Florida, Inc. Employees' Retirement Plan (the "Plan") as of December 31, 2011 and 2010, and the related statement of changes in net assets available for benefits for the year ended December 31, 2011. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audits 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 Plan as of December 31, 2011 and 2010, and the changes in its net assets available for benefits for the year ended December 31, 2011, in conformity with accounting principles generally accepted in the United States of America.

Awerett Warmus Durkee Osburn Henning

Orlando, Florida
July 11, 2012

BRANNEN BANKS OF FLORIDA, INC. EMPLOYEES' RETIREMENT PLAN

**Statements of Net Assets Available for Benefits
December 31, 2011 and 2010**

Assets	<u>2011</u>	<u>2010</u>
Investments, at fair value	\$ 5,684,516	\$ 6,277,268
Accrued Dividends	4,403	5,174
Cash and Cash Equivalents	<u>297,430</u>	<u>359,439</u>
Total Assets	5,986,349	6,641,881
Liabilities		
Total Liabilities	<u>-</u>	<u>-</u>
Net Assets Available for Benefits	<u>\$ 5,986,349</u>	<u>\$ 6,641,881</u>

See accompanying notes.

BRANNEN BANKS OF FLORIDA, INC. EMPLOYEES' RETIREMENT PLAN

**Statement of Changes in Net Assets Available for Benefits
Year Ended December 31, 2011**

Additions to Net Assets Attributed to:

Investment income (loss):

Net depreciation in fair value of investments	\$ (288,227)
Interest	288
Dividends	147,939
Other	<u>179</u>
	(139,821)
Less: investment expenses	<u>(30,342)</u>
	(170,163)

Contributions:

Employer	<u>250,000</u>
----------	----------------

Total additions	79,837
-----------------	--------

Deductions From Net Assets Attributed to:

Benefits paid to participants	<u>735,369</u>
-------------------------------	----------------

Decrease in Net Assets	(655,532)
------------------------	-----------

Net Assets Available for Benefits:

Beginning of year	<u>6,641,881</u>
End of year	<u><u>\$ 5,986,349</u></u>

See accompanying notes.

BRANNEN BANKS OF FLORIDA, INC. EMPLOYEES' RETIREMENT PLAN

Notes to Financial Statements December 31, 2011

1. Description of Plan:

The following description of the Brannen Banks of Florida, Inc. Employees' Retirement Plan (the "Plan") provides only general information regarding the Plan's provisions in effect at December 31, 2011. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General

The Plan is a defined-contribution profit sharing plan covering all full-time employees of Brannen Banks of Florida, Inc. (the "Company") who have one year of service and part-time employees who have completed one year and 1,000 hours of service in that year. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"), as amended.

Contributions

Company contributions are made annually to the Plan at the discretion of its Board of Directors, not to exceed the maximum amount allowable as a deduction for federal income tax purposes under Section 404 of the Internal Revenue Code. During 2011, the Company contributed \$250,000 to the Plan.

Participant Accounts

Each participant's account is credited with an allocation of (1) the Company's contribution, (2) Plan earnings, and (3) forfeitures of terminated participants' nonvested accounts.

Plan earnings are allocated based on participants' account balances, as defined by the Plan. Contributions and forfeitures of terminated participants' nonvested accounts are allocated to active participants, as defined by the Plan, based on the proportion that each participant's total points bears to the total points awarded to all participants for the year. Points are awarded as follows:

- a. Two points are awarded to each participant for each vesting year of service with the Company.
- b. One point is awarded to each participant for each \$100 of compensation received during the year.

The benefit to which a participant is entitled is the benefit that can be provided from the participant's account. The Plan does not allow for loans to participants.

Vesting

Employees are eligible to participate in the Plan upon completion of twelve consecutive months of service in which the employee has worked not less than one thousand hours.

BRANNEN BANKS OF FLORIDA, INC. EMPLOYEES' RETIREMENT PLAN

Notes to Financial Statements – Continued December 31, 2011

1. Description of Plan – Continued:

Vesting – Continued

Vesting is based on years of continuous service as follows:

<u>Years of Service</u>	<u>Vested Percentage</u>
Less than two years	0%
Two years	20%
Three years	40%
Four years	60%
Five years	80%
Six years	100%

Participants are eligible to receive full benefits after attaining age sixty-five or after age fifty-five and completing ten years of service.

Upon the death of a participant or in the event a participant becomes totally or permanently disabled prior to his retirement date or separation from service, all amounts credited to such participant's account as of the subsequent anniversary date become fully vested.

Payment of Benefits

The value of a participant's vested interest may be paid to the participant or the designated beneficiaries upon retirement, death, disability, or termination of employment. Only lump sum distributions are permitted by the Plan.

Investments

Investments are nonparticipant directed. Investment decisions are made within the guidelines of the Plan's "Statement of Investment Policy" by Sanford C. Bernstein & Co., LLC, the Plan's investment manager and custodian.

Forfeited Accounts

On or before each anniversary date, forfeitures may be made available to reinstate previously forfeited account balances of participants, if any, in accordance with the Plan, and any remaining forfeitures may be used to satisfy any contribution that may be required under the Plan or be used to pay any administrative expenses of the Plan. The remaining forfeitures, if any, shall be added to any employer contributions for the Plan year. During 2011, forfeited nonvested accounts of \$5,951 were allocated to participant accounts.

Plan Expenses

It is the policy of the Company, the Plan sponsor, to pay the non-investment related administrative expenses incurred by the Plan.

BRANNEN BANKS OF FLORIDA, INC. EMPLOYEES' RETIREMENT PLAN

Notes to Financial Statements – Continued December 31, 2011

2. Summary of Significant Accounting Policies:

Basis of Accounting

The financial statements of the Plan are prepared using the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America.

Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires Plan management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Cash and Cash Equivalents

Cash and cash equivalents include money market accounts totaling \$297,420 and \$359,429 at December 31, 2011 and 2010, respectively, of which \$275,114 and \$310,040 were held by Brannen Bank, a member entity of the Plan sponsor, and exceeded the FDIC insured amount of \$250,000.

Investment Valuation and Income Recognition

The Plan's investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 4 for discussion of fair value measurements.

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

Payment of Benefits

Benefits are recorded when paid.

Subsequent Events

Plan management has evaluated subsequent events through July 11, 2012, the date which the financial statements were available to be issued.

BRANNEN BANKS OF FLORIDA, INC. EMPLOYEES' RETIREMENT PLAN**Notes to Financial Statements – Continued
December 31, 2011****3. Investments:**

The Plan's investments are held by Sanford C. Bernstein & Co., LLC as of December 31, 2011 and 2010, and are nonparticipant directed. The following presents the fair value of investments. Investments that represent five percent or more of the Plan's net assets are separately identified:

	<u>2011</u>	<u>2010</u>
Mutual Funds:		
Bernstein Intermediate Duration Institutional Portfolio	\$ 2,387,857	\$ 2,475,059
Bernstein International Portfolio	768,719	925,741
Other	145,126	222,505
Common Stocks	<u>2,382,814</u>	<u>2,653,963</u>
	<u>\$ 5,684,516</u>	<u>\$ 6,277,268</u>

During the year ended December 31, 2011, the Plan's investments (including investments bought, sold, and held during the year) depreciated in value as follows:

Mutual funds	\$ (158,302)
Common stocks	<u>(129,925)</u>
Net depreciation in fair value of investments	<u>\$ (288,227)</u>

4. Fair Value Measurements:

Fair value is measured using a framework that provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy are described below:

- Level 1 – Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.
- Level 2 – Inputs to the valuation methodology include:
 - Quoted prices for similar assets or liabilities in active markets;
 - Quoted prices for identical or similar assets or liabilities in inactive markets;
 - Inputs other than quoted prices that are observable for the asset or liability;
 - Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

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

BRANNEN BANKS OF FLORIDA, INC. EMPLOYEES' RETIREMENT PLAN

Notes to Financial Statements – Continued December 31, 2011

4. Fair Value Measurements – Continued:

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

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

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2011 and 2010.

Mutual funds: Valued at the closing price reported on the active market on which the individual mutual funds trade (share net asset value).

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

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while 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.

The following tables set forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2011 and 2010:

	2011			
	Level 1	Level 2	Level 3	Total
Mutual Funds:				
Bernstein Emerging Markets Portfolio (equity)	\$ 145,126	\$ -	\$ -	\$ 145,126
Bernstein Intermediate Duration Institutional Portfolio (fixed income)	2,387,857	-	-	2,387,857
Bernstein International Portfolio (equity)	768,719	-	-	768,719
	<u>3,301,702</u>	<u>-</u>	<u>-</u>	<u>3,301,702</u>
Common Stocks:				
Capital equipment	185,573	-	-	185,573
Consumer	898,713	-	-	898,713
Energy	295,438	-	-	295,438
Financial	333,291	-	-	333,291
Technology	445,606	-	-	445,606
Other	224,193	-	-	224,193
	<u>2,382,814</u>	<u>-</u>	<u>-</u>	<u>2,382,814</u>
Total assets at fair value	<u>\$ 5,684,516</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 5,684,516</u>

BRANNEN BANKS OF FLORIDA, INC. EMPLOYEES' RETIREMENT PLAN

Notes to Financial Statements – Continued December 31, 2011

4. Fair Value Measurements – Continued:

	2010			
	Level 1	Level 2	Level 3	Total
Mutual Funds:				
Bernstein Emerging Markets Portfolio (equity)	\$ 222,505	\$ -	\$ -	\$ 222,505
Bernstein Intermediate Duration Institutional Portfolio (fixed income)	2,475,059	-	-	2,475,059
Bernstein International Portfolio (equity)	925,741	-	-	925,741
	<u>3,623,305</u>	<u>-</u>	<u>-</u>	<u>3,623,305</u>
Common Stocks:				
Capital equipment	284,822	-	-	284,822
Consumer	944,390	-	-	944,390
Energy	316,969	-	-	316,969
Financial	399,508	-	-	399,508
Technology	422,699	-	-	422,699
Other	285,575	-	-	285,575
	<u>2,653,963</u>	<u>-</u>	<u>-</u>	<u>2,653,963</u>
Total assets at fair value	\$ <u>6,277,268</u>	\$ <u>-</u>	\$ <u>-</u>	\$ <u>6,277,268</u>

5. Related-Party Transactions:

The Plan's investments are held by the Plan's investment manager, Sanford C. Bernstein & Co., LLC. Transactions with the investment manager are considered to be transactions with a party-in-interest. Fees paid to Sanford C. Bernstein & Co., LLC by the Plan for investment management and other services amounted to \$30,342 for the year ended December 31, 2011.

6. Plan Termination:

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

7. Tax Status:

The Plan was amended and restated effective January 1, 2009. The Internal Revenue Service has determined and informed the Company by letter dated January 27, 2010, that the Plan is 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 and the Plan's legal counsel believe that the Plan is designed and is currently being operated in compliance with the applicable requirement of the IRC.

BRANNEN BANKS OF FLORIDA, INC. EMPLOYEES' RETIREMENT PLAN

**Notes to Financial Statements – Continued
December 31, 2011**

7. Tax Status – Continued:

The Plan management has analyzed the tax positions taken by the Plan and has concluded that as of December 31, 2011, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by the Internal Revenue Service; however, there are currently no audits for any tax periods in progress. As of December 31, 2011, the years 2008 through 2011 remain open to examination under federal statute.

8. Risks and Uncertainties:

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

Independent Auditors' Report on the Supplemental Schedule

To the Board of Trustees
Brannen Banks of Florida, Inc.
Employees' Retirement Plan
Inverness, Florida

We have audited the financial statements of Brannen Banks of Florida, Inc. Employees' Retirement Plan as of December 31, 2011 and 2010 and for the year ended December 31, 2011, and our report thereon dated July 11, 2012, which expressed an unqualified opinion on those financial statements, appears on page 1. Our audits were conducted for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedule of assets (held at end of year) as of December 31, 2011, is presented for the purpose of additional analysis and is not a required part of the financial statements, but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Such information is the responsibility of the Plan's management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audits of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the financial statements as a whole.

Averett Warmus Durkee Osburn Henning

Orlando, Florida
July 11, 2012

BRANNEN BANKS OF FLORIDA, INC. EMPLOYEES' RETIREMENT PLAN

Employer Identification No. 59-2067268-001

**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 and (c) Description of Investment	(c) Number of Shares or Principal Amount	(d) Cost	(e) Current Value
	Sanford C. Bernstein Mutual Funds:			
*	Bernstein Emerging Markets Portfolio	5,990	\$ 198,875	\$ 145,126
*	Bernstein Intermediate Duration Institutional Portfolio	149,709	2,204,442	2,387,857
*	Bernstein International Portfolio	61,944	1,103,528	768,719
	Common Stocks:			
	Accenture PLC - Class A	275	14,389	14,638
	Allergan Inc.	350	24,743	30,709
	Altria Group Inc.	700	17,985	20,755
	Amazon.com Inc.	135	20,130	23,369
	Anadarko Petroleum Corp.	277	20,922	21,143
	Apollo Group Inc. - Class A	225	11,263	12,121
	Apple Inc.	250	42,255	101,250
	Applied Materials Inc.	2,000	23,115	21,420
	Astrazeneca PLC - Spons ADR	900	41,368	41,661
	AT&T Inc.	450	13,804	13,608
	Boeing Co.	275	18,389	20,171
	Borgwarner Inc.	250	18,974	15,935
	BP PLC - Spons. ADR	1,100	43,546	47,014
	Broadcom Corp. - Class A	800	26,664	23,488
	CBRE Group Inc.	900	15,516	13,698
	Celgene Corp.	150	8,661	10,140
	Centerpoint Energy Inc.	300	6,340	6,027
	Centurylink Inc.	950	34,772	35,340
	Cisco Systems Inc.	475	8,700	8,588
	Cit Group Inc.	400	12,130	13,948
	Citi Group Inc.	2,100	83,533	55,251
	Citrix Systems Inc.	350	23,889	21,252
	CMS Energy Corp.	550	10,769	12,144
	Comcast Corp. - Class A	1,270	28,046	30,112
	Conocophillips	150	10,233	10,931
	Constellation Brands Inc. - A	600	9,397	12,402
	Corning Inc.	1,200	19,064	15,576
	Covidien PLC	550	27,603	24,756

BRANNEN BANKS OF FLORIDA, INC. EMPLOYEES' RETIREMENT PLAN

Employer Identification No. 59-2067268-001

**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 and (c) Description of Investment	(c) Number of Shares or Principal Amount	(d) Cost	(e) Current Value
	Danaher Corp.	750	26,420	35,280
	Dell Inc.	400	5,787	5,852
	Delta Air Lines Inc.	1,100	11,437	8,899
	Devon Energy Corporation	225	18,066	13,950
	DirectTV - Class A	300	13,146	12,828
	Dollar General Corp.	300	11,340	12,342
	Dow Chemical	550	17,222	15,818
	DTE Energy Company	225	10,735	12,251
	EMC Corp.	1,050	19,752	22,617
	EOG Resources Inc.	275	27,881	27,090
	Estee Lauder Companies - Class A	75	6,550	8,424
	Express Scripts Holding Co.	400	21,984	17,876
	Flowserve Corporation	225	26,248	22,347
	FMC Technologies Inc.	425	17,814	22,198
	Ford Motor Co.	450	5,410	4,842
	Gamestop Corp.	250	6,607	6,033
	Gannett Co.	1,400	16,132	18,718
	General Electric Co.	1,600	26,576	28,656
	General Mills Inc.	700	27,071	28,287
	General Motors Co.	1,300	35,153	26,351
	Gilead Sciences Inc.	634	24,861	25,950
	Goldman Sachs Group Inc.	150	23,718	13,565
	Goodrich Corp.	75	6,901	9,278
	Google Inc. - Class A	105	50,659	67,820
	Harley Davidson Inc.	200	7,719	7,774
	Health Net Inc.	375	9,424	11,408
	Hershey Co./The	125	7,385	7,723
	Hewlett-Packard Co.	1,700	58,812	43,792
	Illumina Inc.	250	7,040	7,620
	Ingersoll-Rand PLC	245	8,819	7,465
	Intuit Inc.	475	22,794	24,980
	Johnson & Johnson	800	47,865	52,464
	Johnson Controls Inc.	575	16,228	17,975
	JPMorgan Chase & Co.	1,612	61,414	53,599
	Kroger Co.	1,300	28,372	31,486

BRANNEN BANKS OF FLORIDA, INC. EMPLOYEES' RETIREMENT PLAN
Employer Identification No. 59-2067268-001

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 and (c) Description of Investment	(c) Number of Shares or Principal Amount	(d) Cost	(e) Current Value
	LAM Research Corp.	325	14,671	12,032
	Las Vegas Sands Corp.	75	3,130	3,205
	Lear Corp.	325	14,874	12,935
	Limited Brands Inc.	475	15,277	19,166
	Lorillard, Inc.	200	21,505	22,800
	Lowe's Cos. Inc.	450	11,471	11,421
	Lyondellbasell Indu - Class A	500	16,638	16,245
	Marathon Oil Corp.	1,100	24,237	32,197
	Marathon Petroleum Corp.	900	31,465	29,961
	Marvell Technology Group LT	1,500	24,561	20,775
	McGraw Hill Cos. Inc.	150	6,209	6,746
	Metlife Inc.	750	31,499	23,385
	MGM Resorts International	1,200	12,424	12,516
	Micron Technology Inc.	2,700	14,804	16,983
	Monsanto Co.	450	31,720	31,532
	Moody's Corp.	475	16,639	15,998
	Morgan Stanley	1,100	18,214	16,643
	Newell Rubbermaid Inc.	550	7,589	8,883
	Noble Energy Inc.	300	23,458	28,317
	Norththorp Grumman Corp.	200	11,725	11,696
	NV Energy Inc.	700	10,109	11,445
	NVR Inc.	9	5,043	6,174
	Oracle Corp.	1,400	40,572	35,910
	Pepsico Co.	150	9,389	9,953
	Perrigo Inc.	125	12,072	12,163
	Pfizer Inc.	3,400	71,924	73,576
	Potash Corp of Saskatchewan	350	17,925	14,448
	Precision Castparts Corp.	140	21,818	23,071
	Procter & Gamble Co.	75	4,792	5,003
	PVH Corp.	125	8,727	8,811
	Qualcomm Inc.	800	43,424	43,760
	Rockwell Automation Inc.	200	15,644	14,674
	Salesforce.com Inc.	50	6,091	5,073
	Schlumberger LTD	650	36,633	44,402
	Starbucks Corp.	550	17,508	25,306

BRANNEN BANKS OF FLORIDA, INC. EMPLOYEES' RETIREMENT PLAN
Employer Identification No. 59-2067268-001

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 and (c) Description of Investment	(c) Number of Shares or Principal Amount	(d) Cost	(e) Current Value
	Time Warner Cable	400	15,704	25,428
	Transocean Ltd.	475	28,031	18,235
	The Travelers Cos. Inc.	450	22,897	26,626
	TRW Automotive Holdings Corp.	300	13,709	9,780
	Tyson Foods Inc. - Class A	750	13,908	15,480
	United Health Group Inc.	600	27,211	30,408
	United Parcel Service - Class B	550	37,698	40,255
	VF Corp.	75	8,299	9,524
	Viacom Inc. - Class B	550	23,778	24,976
	Visa Inc. - Class A Shrs.	125	10,710	12,691
	The Walt Disney Co.	850	29,601	31,875
	Wells Fargo & Company	225	7,447	6,201
	Wellpoint Inc.	500	34,338	33,125
			<u>\$ 5,823,499</u>	<u>\$ 5,684,516</u>

* A party-in-interest

BRANNEN BANKS OF FLORIDA, INC. EMPLOYEES' RETIREMENT PLAN
Employer Identification No. 59-2067268-001

Schedule H, Line 4i - Schedule of Assets (Held at End of Year)
December 31, 2011

(b) Description	(c) Number of Shares or Principal Amount	(d) Cost	(e) Fair Value
Sanford C. Bernstein Mutual Funds:			
Bernstein Emerging Markets Portfolio	5,990	\$ 198,875	\$ 145,126
Bernstein Intermediate Duration Institutional Portfolio	149,709	2,204,442	2,387,857
Bernstein International Portfolio	61,944	1,103,528	768,719
Common Stocks:			
Accenture PLC - Class A	275	14,389	14,638
Allergan Inc.	350	24,743	30,709
Altria Group Inc.	700	17,985	20,755
Amazon.com Inc.	135	20,130	23,369
Anadarko Petroleum Corp.	277	20,922	21,143
Apollo Group Inc. - Class A	225	11,263	12,121
Apple Inc.	250	42,255	101,250
Applied Materials Inc.	2,000	23,115	21,420
Astrazeneca PLC - Spons ADR	900	41,368	41,661
AT&T Inc.	450	13,804	13,608
Boeing Co.	275	18,389	20,171
Borgwarner Inc.	250	18,974	15,935
BP PLC - Spons. ADR	1,100	43,546	47,014
Broadcom Corp. - Class A	800	26,664	23,488
CBRE Group Inc.	900	15,516	13,698
Celgene Corp.	150	8,661	10,140
Centerpoint Energy Inc.	300	6,340	6,027
Centurylink Inc.	950	34,772	35,340
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Cit Group Inc.	400	12,130	13,948
Citi Group Inc.	2,100	83,533	55,251
Citrix Systems Inc.	350	23,889	21,252
CMS Energy Corp.	550	10,769	12,144
Comcast Corp. - Class A	1,270	28,046	30,112
Conocophillips	150	10,233	10,931
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Corning Inc.	1,200	19,064	15,576
Covidien PLC	550	27,603	24,756
Danaher Corp.	750	26,420	35,280
Dell Inc.	400	5,787	5,852

BRANNEN BANKS OF FLORIDA, INC. EMPLOYEES' RETIREMENT PLAN
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Devon Energy Corporation	225	18,066	13,950
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Dollar General Corp.	300	11,340	12,342
Dow Chemical	550	17,222	15,818
DTE Energy Company	225	10,735	12,251
EMC Corp.	1,050	19,752	22,617
EOG Resources Inc.	275	27,881	27,090
Estee Lauder Companies - Class A	75	6,550	8,424
Express Scripts Holding Co.	400	21,984	17,876
Flowserve Corporation	225	26,248	22,347
FMC Technologies Inc.	425	17,814	22,198
Ford Motor Co.	450	5,410	4,842
Gamestop Corp.	250	6,607	6,033
Gannett Co.	1,400	16,132	18,718
General Electric Co.	1,600	26,576	28,656
General Mills Inc.	700	27,071	28,287
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Gilead Sciences Inc.	634	24,861	25,950
Goldman Sachs Group Inc.	150	23,718	13,565
Goodrich Corp.	75	6,901	9,278
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Hewlett-Packard Co.	1,700	58,812	43,792
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Intuit Inc.	475	22,794	24,980
Johnson & Johnson	800	47,865	52,464
Johnson Controls Inc.	575	16,228	17,975
JPMorgan Chase & Co.	1,612	61,414	53,599
Kroger Co.	1,300	28,372	31,486
LAM Research Corp.	325	14,671	12,032
Las Vegas Sands Corp.	75	3,130	3,205
Lear Corp.	325	14,874	12,935
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Lowe's Cos. Inc.	450	11,471	11,421
Lyondellbasell Indu - Class A	500	16,638	16,245
Marathon Oil Corp.	1,100	24,237	32,197
Marathon Petroleum Corp.	900	31,465	29,961
Marvell Technology Group LT	1,500	24,561	20,775
McGraw Hill Cos. Inc.	150	6,209	6,746
Metlife Inc.	750	31,499	23,385
MGM Resorts International	1,200	12,424	12,516
Micron Technology Inc.	2,700	14,804	16,983
Monsanto Co.	450	31,720	31,532
Moody's Corp.	475	16,639	15,998
Morgan Stanley	1,100	18,214	16,643
Newell Rubbermaid Inc.	550	7,589	8,883
Noble Energy Inc.	300	23,458	28,317
Norththorp Grumman Corp.	200	11,725	11,696
NV Energy Inc.	700	10,109	11,445
NVR Inc.	9	5,043	6,174
Oracle Corp.	1,400	40,572	35,910
Pepsico Co.	150	9,389	9,953
Perrigo Inc.	125	12,072	12,163
Pfizer Inc.	3,400	71,924	73,576
Potash Corp of Saskatchewan	350	17,925	14,448
Precision Castparts Corp.	140	21,818	23,071
Procter & Gamble Co.	75	4,792	5,003
PVH Corp.	125	8,727	8,811
Qualcomm Inc.	800	43,424	43,760
Rockwell Automation Inc.	200	15,644	14,674
Salesforce.com Inc.	50	6,091	5,073
Schlumberger LTD	650	36,633	44,402
Starbucks Corp.	550	17,508	25,306
Time Warner Cable	400	15,704	25,428
Transocean Ltd.	475	28,031	18,235
The Travelers Cos. Inc.	450	22,897	26,626
TRW Automotive Holdings Corp.	300	13,709	9,780
Tyson Foods Inc. - Class A	750	13,908	15,480
United Health Group Inc.	600	27,211	30,408

BRANNEN BANKS OF FLORIDA, INC. EMPLOYEES' RETIREMENT PLAN
Employer Identification No. 59-2067268-001

Schedule H, Line 4i - Schedule of Assets (Held at End of Year)
December 31, 2011

(b)	(c) Number of Shares or Principal Amount	(d) Cost	(e) Fair Value
Description			
United Parcel Service - Class B	550	37,698	40,255
VF Corp.	75	8,299	9,524
Viacom Inc. - Class B	550	23,778	24,976
Visa Inc. - Class A Shrs.	125	10,710	12,691
The Walt Disney Co.	850	29,601	31,875
Wells Fargo & Company	225	7,447	6,201
Wellpoint Inc.	500	34,338	33,125
Cash and Cash Equivalents		297,429	297,429
		\$ 6,120,928	\$ 5,981,945

Form 5500Department of the Treasury
Internal Revenue ServiceDepartment 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. 1510-0110
1510-0089**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
☒ 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 BRANNEN BANKS OF FLORIDA INC. EE'S RETIREMENT PLAN		1b Three-digit plan number (PN) ▶ <u>001</u>
2a Plan sponsor's name and address, including room or suite number (Employer, if for a single-employer plan) BRANNEN BANKS OF FLORIDA INC P.O. BOX 1929 320 US HIGHWAY 41 SOUTH INVERNESS FL 34451-1929		1c Effective date of plan <u>01/01/1983</u> 2b Employer Identification Number (EIN) <u>59-2067268</u> 2c Sponsor's telephone number <u>352-726-9001</u> 2d Business code (see instructions) <u>522110</u>

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 	<u>07/11/2012</u>	GEORGE H BRANNEN II 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

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

Form 5500 (2011)
V.012611

3a Plan administrator's name and address (if same as plan sponsor, enter "Same") SAME	3b Administrator's EIN 3c Administrator's telephone number <div style="background-color: #cccccc; height: 40px; width: 100%;"></div>
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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
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5 Total number of participants at the beginning of the plan year	5	173
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	116
b Retired or separated participants receiving benefits	6b	0
c Other retired or separated participants entitled to future benefits	6c	45
d Subtotal. Add lines 6a, 6b, and 6c	6d	161
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	6e	1
f Total. Add lines 6d and 6e	6f	162
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	6g	162
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	6h	2
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

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristic Codes in the instructions:

9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
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10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

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

b General Schedules

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