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
- ☒ 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
BAY SHIP AND YACHT COMPANY 401(K) PROFIT SHARING PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 10/01/1993

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

BAY SHIP AND YACHT COMPANY

2900 MAIN STREET
SUITE 2100
ALAMEDA, CA 94501

2b Employer Identification Number (EIN) 94-3129531

2c Sponsor's telephone number 510-337-9122

2d Business code (see instructions) 488300

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.	07/24/2012	LAUREN GRIFFITHS
	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")
BAY SHIP AND YACHT COMPANY

2900 MAIN STREET
SUITE 2100
ALAMEDA, CA 94501

3b Administrator's EIN
94-3129531

3c Administrator's telephone number
510-337-9122

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**	362
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**	281
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	97
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	378
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	378
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	336
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	12
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

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

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

9a Plan funding arrangement (check all that apply)

(1)	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)			**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
BAY SHIP AND YACHT COMPANY 401(K) PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
BAY SHIP AND YACHT COMPANY

D Employer Identification Number (EIN)
94-3129531

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
GREAT WEST LIFE & ANNUITY INSURANCE COMPANY

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
84-0467907	68322	384011-01	150	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
3539	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

KERI SPANIER
LINCOLN FINANCIAL SECURITIES
10 OAKRIDGE LANE
DANVILLE, CA 94506

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
3539			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	1366190
5	Current value of plan's interest under this contract in separate accounts at year end	5	0

6 Contracts With Allocated Funds:

a State the basis of premium rates ▶

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

b	Balance at the end of the previous year			7b	1309248
c	Additions: (1) Contributions deposited during the year	7c(1)	69831		
	(2) Dividends and credits	7c(2)	0		
	(3) Interest credited during the year	7c(3)	26782		
	(4) Transferred from separate account	7c(4)	124775		
	(5) Other (specify below)	7c(5)	50205		
	▶ LOAN REPAYMENTS				
	(6) Total additions			7c(6)	271593
d	Total of balance and additions (add **b** and **c(6)**).			7d	1580841
e	Deductions:				
	(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	153433		
	(2) Administration charge made by carrier	7e(2)	1522		
	(3) Transferred to separate account	7e(3)	59696		
	(4) Other (specify below)	7e(4)	0		
	▶				
	(5) Total deductions			7e(5)	214651
f	Balance at the end of the current year (subtract **e(5)** from **d**)			7f	1366190

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

Specify nature of costs ▶

Part IV Provision of Information

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

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

SCHEDULE 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
BAY SHIP AND YACHT COMPANY 401(K) PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
BAY SHIP AND YACHT COMPANY

D Employer Identification Number (EIN)
94-3129531

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)

ADVISED ASSET GROUP

8515 EAST ORCHARD ROAD
GREENWOOD VILLAGE, CO 80111

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28	INVESTMENT MANAGEMENT	20553	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

CRAWFORD, PIMENTEL & CO., INC.

2150 TRADE ZONE BOULEVARD
#200
SAN JOSE, CA 95131

77-0117032

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
10	AUDITOR	18380	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

GREAT-WEST LIFE & ANNUITY COMPANY

8515 EAST ORCHARD ROAD
GREENWOOD VILLAGE, CO 80111

(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?
64	RECORDKEEPER	7825	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] 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)

LINCOLN FINANCIAL SECURITIES

1 GRANITE PLACE
CONCORD, NH 03301

(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?
55	BROKER/ADVISE R	0	Yes [X] No [ ]	Yes [ ] No [X]	25853	Yes [ ] No [X]

(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
LINCOLN FINANCIAL SECURITIES	55	25853

(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.
GREAT WEST LIFE & ANNUITY COMPANY 8515 EAST ORCHARD ROAD GREENWOOD VILLAGE, CO 80111	OTHER COMMISSIONS

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

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

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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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
BAY SHIP AND YACHT COMPANY 401(K) PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
BAY SHIP AND YACHT COMPANY

D Employer Identification Number (EIN)
94-3129531

Part I Asset and Liability Statement

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	854533	752725
(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)	10015429	9979064
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)	1309248	1366190
(15) Other	1c(15)		

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	12179210	12097979
Liabilities			
g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through1j)	1k		
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	12179210	12097979

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)	418780	
(B) Participants	2a(1)(B)	692752	
(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)		1111532
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	34925	
(F) Other	2b(1)(F)	26782	
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		61707
(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	391934	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		391934
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		

		(a) Amount	(b) Total
2b **(5)** Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		
(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)		-793082
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		772091
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	802557	
(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)		802557
f Corrective distributions (see instructions)	2f		309
g Certain deemed distributions of participant loans (see instructions)	2g		3698
h Interest expense	2h		
i Administrative expenses: **(1)** Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)	46758	
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		46758
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		853322
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		-81231
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)** [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: CRAWFORD, PIMENTEL & CO., INC. **(2)** EIN: 77-0117032

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

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

Part IV Compliance Questions

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

During the plan year:

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

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

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

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

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).

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

OMB No. 1210-0110

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
BAY SHIP AND YACHT COMPANY 401(K) PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
BAY SHIP AND YACHT COMPANY

D Employer Identification Number (EIN)
94-3129531

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): 84-1455663

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):

FINANCIAL STATEMENTS

BAY SHIP AND YACHT CO.
401(k) PROFIT SHARING PLAN

Alameda, California

December 31, 2011 and 2010

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Crawford, Pimentel & Co., Inc.
Certified Public Accountants
2150 Trade Zone Boulevard, Suite 200
San Jose, California 95131

INDEPENDENT AUDITORS' REPORT

To the Trustees of
Bay Ship and Yacht Co. 401(k) Profit Sharing Plan
Alameda, California

We were engaged to audit the accompanying statements of net assets available for benefits of the Bay Ship and Yacht Co. 401(k) Profit Sharing Plan ("the Plan") as of December 31, 2011 and 2010, the related statement of changes in net assets available for benefits for the year ended December 31, 2011, and the supplemental schedules 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 summarized in Note G, which was certified by Great-West Life & Annuity Insurance Company, the Custodian 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 Custodian holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the Custodian as of December 31, 2011 and 2010 and for the year ended December 31, 2011, that the information provided to the plan administrator by the Custodian 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 supplemental schedules taken as a whole. The form and content of the information included in the financial statements and supplemental schedules, other than that derived from the information certified by the Custodian, 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.

Crawford, Pimentel & Co., Inc.

July 3, 2012

BAY SHIP AND YACHT CO. 401(k) PROFIT SHARING PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
December 31, 2011 and 2010

	2011	2010
ASSETS		
Investments, at fair value:		
Investments	$ 9,979,064	$ 10,015,429
Investments, at contract value:		
Guaranteed certificate fund	1,366,190	1,309,248
Total investments	11,345,254	11,324,677
Receivables:		
Employer nonelective discretionary contribution	-	250,000
Notes receivable from participants	730,068	854,533
Net assets available for benefits	$ 12,075,322	$ 12,429,210

See the notes to financial statements.

BAY SHIP AND YACHT CO. 401(k) PROFIT SHARING PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
For the Year Ended December 31, 2011

ADDITIONS	
Additions to net assets attributed to:	
Investment income	
Net appreciation (depreciation) in fair value	$ (793,082)
Interest income on participant loans	34,925
Dividend income	391,934
Interest credited on guaranteed investment contract	26,782
	(339,441)
Contributions:	
Participants	692,752
Employer	168,780
	861,532
Total additions	522,091
DEDUCTIONS	
Deductions from net assets attributed to:	
Benefits paid to participants	802,557
Distributed loans	26,664
Administrative fees	46,758
Total deductions	875,979
Net decrease in net assets	(353,888)
NET ASSETS AVAILABLE FOR BENEFITS	
Beginning of year	12,429,210
End of year	$ 12,075,322

See the notes to financial statements.

Note A – Summary of Significant Accounting Policies

Basis of Accounting

The accounting records of the Bay Ship and Yacht Co. 401(k) Profit Sharing Plan (the Plan) are maintained on the accrual basis.

Valuation of Investments

As of September 1, 2002, the assets of the Plan are invested in a group annuity contract with Great-West Life & Annuity Insurance Company (Great-West). Investment options provided by the contract include a guaranteed certificate fund and 30 equity based separate accounts. The investments are stated at their reported value as represented by Great-West. The guaranteed insurance contracts are valued based on the cumulative amount of contributions to the contract, plus interest at the guaranteed investment rate, less withdrawals from the contracts. The guaranteed insurance contracts are backed by the general assets of Great-West.

The following represents ratings of Great-West's financial strength/claims paying ability as represented by various insurance rating services in effect since July 10, 2003.

Service	Rating	Rating Description
A.M. Best	A+	Superior (highest of 10 categories)
Fitch Ratings	AA	Very Strong (second highest of 9 categories)
Moody's	Aa3	Excellent (second highest of 9 categories)
Standard & Poor's	AA	Very Strong (second highest of 9 categories)

There were no reserves against contract value for credit risk of the contract issuer or otherwise. The average effective yield, which is equal to the crediting interest rate, was approximately 2.03% for the year ended December 31, 2011. The crediting interest rate is based on an agreed-upon formula with the issuer. Such interest rates are reviewed on a quarterly basis for resetting.

If the Great-West group annuity contract is terminated and the Plan elects to receive the balance of the Great-West guaranteed account in a lump sum, the Great-West guaranteed account is subject to a market value adjustment. The market value adjustment is dependent on the current U.S. Treasury rate.

No withdrawals have been subject to a contract surrender fee for the year ended December 31, 2011.

In addition, the Plan allows participant loans.

Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the amounts reported in the financial statements and notes to financial statements. Actual results could differ from those estimates.

Note A – Summary of Significant Accounting Policies (Continued)

Notes Receivable From Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent participant loans are reclassified as distributions based upon the terms of the plan document.

Subsequent Events

The Plan has evaluated subsequent events through July 3, 2012, the date the financial statements were available for issuance.

Note B – Description of the Plan

The following description of the Plan provides only general information. Interested persons should refer to the Plan document or the Summary Plan Description for a more complete description of the Plan's provisions.

General

The Plan was established on October 1, 1993 and was restated effective January 1, 2002. The Plan has been amended numerous times since it has been established. The purposes of the Plan amendments were to comply with tax law changes and to make changes in the Plan's design.

The Plan allows employees (other than excluded employees) to participate in the Plan upon employment. For the nonelective discretionary employer contribution and the employer matching contribution portions of the Plan, employees are eligible to participate beginning on the first quarterly entry date following one year of employment. An employee is an excluded employee if he or she is an employee covered by collective bargaining, a nonresident alien who receives no United States source income, or an employee of one of the employer's related group of companies who is not participating in this Plan.

The Plan provides assistance toward meeting an eligible employee's retirement needs by 1) allowing Bay Ship and Yacht Co. (the Company) to make discretionary contributions, 2) allowing eligible employees to defer a portion of their compensation, and 3) allowing the Company to make matching contributions to the Plan equal to 100 percent of employee salary deferrals up to $1,000. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA) and subsequent laws.

Nonelective Discretionary and Employer Matching Contributions

Nonelective discretionary Company contributions, as determined by the Board of Directors on a quarterly basis, are accrued in the Plan financial statements once declared by the Board of Directors. Discretionary contributions are allocated among eligible plan participants, generally in proportion to each eligible participant's eligible compensation for that plan year. The Company did not make nonelective discretionary contributions for the plan year ended December 31, 2011.

Note B – Description of the Plan (Continued)

Nonelective Discretionary and Employer Matching Contributions (continued)

Generally, plan participants eligible to receive an allocation of the Company's nonelective contribution include employees who have completed at least one year of employment and 1,000 hours of service during the plan year and are employed on the last day of the quarter, and participants who terminated employment with the Company because of death, disability, or reaching the normal retirement age of 65 during such plan year, regardless of such participant's hours of service during the year.

Nonelective discretionary contributions and employer matching contributions vest over six years. A year of vesting occurs when 1,000 hours of service during a plan year is completed. Full and immediate vesting occurs upon retirement, death, or total disability. Nonvested account balances for participants who terminate employment are forfeited. These forfeitures are used to pay administrative expenses, reduce Company matching contributions, or reduce Company nonelective discretionary contributions.

Employer matching contributions to the Plan are intended to qualify under Section 401(m) and related provisions of the Internal Revenue Code.

For the plan year ended December 31, 2011, the Company paid $168,780 of matching contributions.

Effective August 5, 2002, a participant's nonforfeitable percentage of his matching and nonelective discretionary contribution accounts equal the percentage in the following vesting schedule:

Years of Service with the Company	Percent of Nonforfeitable Accrued Benefit
Less than 2	None
2	20%
3	40%
4	60%
5	80%
6 or more	100%

All nonelective discretionary and matching contributions are invested as directed by participants among investment vehicles which are preselected by the Trustees of the Plan. Distributions of vested balances are made upon employee termination or retirement by a participant. In the case of a participant's death, distribution is made to the designated beneficiary.

Employee Deferral Contributions

Employee deferral contributions to the Plan are intended to qualify under Section 401(k) and related provisions of the Internal Revenue Code.

Note B – Description of the Plan (Continued)

Employee Deferral Contributions (continued)

Eligible participants may elect to contribute up to 100% of their eligible compensation, but not to exceed statutory limits, to the Plan through payroll deductions. Participants are able to change their rate of contributions quarterly.

Participants direct the investment of their employee deferral contributions among the available investment vehicles. All employee deferral contributions are fully vested when contributed.

Forfeitures

For the year ended December 31, 2011, $18,380 of forfeitures was used to pay administrative expenses of the Plan.

At December 31, 2011 and 2010, the unused forfeited nonvested profit sharing and employer matching account totaled $40,695 and $63,210, respectively. Forfeited nonvested profit sharing and matching funds will be used to pay administrative expenses of the Plan and/or reduce future Company elective discretionary contributions and matching contributions.

Payment of Benefits

Upon a participant's termination of employment, death, or disability, the participant (or the participant's beneficiary in the event of death) may elect to receive either a lump sum distribution equal to the value of his or her account, equal installment payments over the period of the life expectancy of the participant or the life expectancy of the participant and a designated beneficiary, or direct trustee to trustee rollovers. Vested account balances with a value below $5,000 are required to be distributed in a lump sum. No amounts were payable to terminated participants who had requested distributions at December 31, 2011 or December 31, 2010.

Additionally, the Plan allows participants to make withdrawals on account of financial hardship for selected purposes.

Participant Loans Receivable

Participants may borrow against their vested balances for any reason. The loan provisions are structured to allow access to vested balances without incurring distribution penalties. The loan amount, length of loan, repayment terms, and interest rates are limited by statutory restrictions incorporated in the Internal Revenue Code and related regulations.

Plan Administration

The Trustee of the Plan is Orchard Trust Company. In addition, certain administrative services were provided by Great-West and Uniglobal Pension Planning, Inc.

Note C – Investments

The following presents investments at December 31, 2011 and 2010 that represent 5% or more of the Plan's net assets.

	2011	2010
American Funds Capital World G/I R3, 24,911 and 26,020 shares, respectively	$ 795,915	$ 924,760
American Funds Europacific Growth R3, 34,536 and 30,035 shares, respectively	$ 1,192,182	$ 1,220,341
Guaranteed Portfolio Fund, 1,365,431 and 1,303,074 shares, respectively	$ 1,365,431	$ 1,303,074
Maxim S&P 500 Index, 57,959 shares	$ *	$ 661,313
Maxim T. Rowe Price Mid-Cap Growth, 77,127 and 44,014 shares, respectively	$ 1,252,537	$ 805,898
Perkins Mid Cap Value S, 32,046 shares	$ *	$ 722,312
Wells Fargo Adv Small Cap Value A, 34,257 and 34,541 shares, respectively	$ 1,005,092	$ 1,106,685

* Denotes less than 5%

During the year ended December 31, 2011, the Plan's mutual fund investments (including dividends, unrealized and realized gains and losses on investments bought and sold, as well as held during the year) depreciated in value by $793,082.

Note D – Fair Value Measurements

Accounting Standards Codification (ASC) 820

Financial Accounting Standards Board (FASB) *Accounting Standards Codification (ASC) 820, Fair Value Measurements and Disclosures,* provides the framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy under FASB ASC 820 are described below:

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

Note D – Fair Value Measurements (Continued)

Accounting Standards Codification (ASC) 820 (continued)

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.

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 net asset value ("NAV") of shares held by the plan at year end.

Guaranteed investment contract: Valued at fair value by discounting the related cash flows based on current yields of similar instruments with comparable durations considering the creditworthiness of the issuer (See Note A).

The preceding methods described 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:

Note D – Fair Value Measurements (Continued)

	Assets at Fair Value as of December 31, 2011			
	Level 1	Level 2	Level 3	Total
Mutual funds:				
Asset Allocation	$ 1,089,160	-	-	$ 1,089,160
Bond Funds	1,352,128	-	-	1,352,128
International Funds	2,249,697	-	-	2,249,697
Large Cap Funds	1,797,942	-	-	1,797,942
Mid Cap Funds	1,657,779	-	-	1,657,779
Small Cap Funds	1,626,569	-	-	1,626,569
Specialty	205,789	-	-	205,789
Total mutual funds	9,979,064	-	-	9,979,064
Guaranteed investment contract	-	$ 1,366,190	-	1,366,190
Total assets at fair value	$ 9,979,064	$ 1,366,190	$ -	$ 11,345,254

	Assets at Fair Value as of December 31, 2010			
	Level 1	Level 2	Level 3	Total
Mutual funds:				
Asset Allocation	$ 940,854	-	-	$ 940,854
Bond Funds	1,308,724	-	-	1,308,724
International Funds	2,459,967	-	-	2,459,967
Large Cap Funds	1,737,060	-	-	1,737,060
Mid Cap Funds	1,528,210	-	-	1,528,210
Small Cap Funds	1,830,084	-	-	1,830,084
Specialty	210,530	-	-	210,530
Total mutual funds	10,015,429	-	-	10,015,429
Guaranteed investment contract	-	$ 1,309,248	-	1,309,248
Total assets at fair value	$ 10,015,429	$ 1,309,248	$ -	$ 11,324,677

Note E – Income Tax Status

The Plan has been amended since receiving its latest favorable determination letter dated November 27, 2001. The Company believes that the Plan is operated in accordance with, and qualifies under, the applicable requirements of the Code and related state statutes, and that the trust, which forms a part of the Plan, is exempt from federal income and state franchise taxes.

Note E – Income Tax Status (Continued)

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the plan and recognize a tax liability (or asset) if the plan has taken an uncertain position that more likely than not would not be sustained upon examination by the Internal Revenue Service. No uncertain positions have been identified that would require recognition of a liability (or asset) or disclosure in the financial statements as of December 31, 2011. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan administrator believes the Plan is no longer subject to income tax examinations for years prior to 2011.

Note F – Termination

While the Company has not expressed any intent to terminate the Plan, it is free to do so at any time. In the event of termination, the full value of each participant's account shall be 100% vested on the date of such termination.

Note G – Information Certified by the Plan's Custodian/Trustee

The plan administrator has elected the method of compliance as permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, the plan administrator instructed the Plan's independent auditors not to perform any auditing procedures with respect to the following information certified by Great-West, except for comparing such information certified by Great-West to information included in the Plan's financial statements and supplemental schedule of assets held for investment purposes at end of years:

	December 31,	
	2011	2010
Investments	$ 9,979,064	$ 10,015,429
Guaranteed investment contracts	$ 1,366,190	$ 1,309,248
Net investment income (loss)	$ (339,441)	$ 1,329,668
Participant loans	$ 752,725	$ 854,533

The Plan amended the 2010 Form 5500 to correct an error for the amount of participant loans by $40,115. The amendment has been reflected on the current year financial statements.

Note H – Party-In-Interest Transaction

For the plan year ended December 31, 2011, administrative expenses of $46,758 were paid by the Plan. Administrative expenses consisted of fees to a third party administrator, participant loan fees, and annual auditing fees. Administrative fees for loan processing and distributions in the amount of $8,300 were paid by Plan participants.

Note H – Party-In-Interest Transaction (Continued)

The Plan invests in mutual funds managed by Great-West, the administrator and custodian. Additionally, Orchard Trust Company, a company wholly owned by Great-West, is the Trustee of the Plan. Other than as described above, the Plan has no agreements or transactions with any party-in-interest.

Note I – Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements to the Form 5500:

	December 31,	
	2011	2010
Net assets available for benefits per the financial statements	$ 12,075,322	$ 12,429,210
Employer contributions receivable	-	(250,000)
Uncollectible loans processed in the next year	22,657	-
Net assets available for benefits per the Form 5500	$ 12,097,979	$ 12,179,210

The following is a reconciliation of employer contributions per the financial statements for the year ended December 31, 2011 to the Form 5500:

	2011
Employer contributions per the financial statements	$ 168,780
Employer contributions for 2010 received in 2011	250,000
Employer contributions per Form 5500	$ 418,780

SUPPLEMENTARY INFORMATION

BAY SHIP AND YACHT CO. 401(K) PROFIT SHARING PLAN

SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES AT END OF YEAR
December 31, 2011

Attachment to Item 4(i) of Schedule H (Form 5500)

EIN: 94-3129531 PN: 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
	American Century Equity Income - A	Mutual Fund	**	$ 249,146
	American Funds Capital World G/I R3	Mutual Fund	**	795,915
	American Funds Fundamental Inv R3	Mutual Fund	**	12,735
	American Funds Growth Fund of Amer R3	Mutual Fund	**	234,563
	American Funds Europacific Growth - R3	Mutual Fund	**	1,192,182
	Baron Small Cap Fund Retail	Mutual Fund	**	314,118
	Columbia Small Cap Value I Fund A	Mutual Fund	**	126,624
	First Eagle Gold A	Mutual Fund	**	3,877
	Guaranteed Certificate Fund	Maturity ranging from 1/3/12 to 9/30/12 interest rates ranging from 1.95% to 2.05%	**	609
	Guaranteed Portfolio Fund	Money market Fund, interest rate @ 1.8%	**	1,365,431
	INVESCO Energy, Inv	Mutual Fund	**	36,919
	INVESCO Real Estate A	Mutual Fund	**	142,000
	Ivy Science & Technology Y	Mutual Fund	**	22,993
	Janus Forty S	Mutual Fund	**	155,808
	Marsico Focus	Mutual Fund	**	185,393
	Maxim Aggressive Profile II Port Initial	Mutual Fund	**	367,226
	Maxim Bond Index	Mutual Fund	**	315,915
	Maxim Con Profile II Portfolio Initial	Mutual Fund	**	323,125
	Maxim Index 600	Mutual Fund	**	180,735
	Maxim Loomis Sayles Bond Portfolio	Mutual Fund	**	137,173
	Maxim Moderate Profile II Port Initial	Mutual Fund	**	398,959
	Maxim S&P 500 Index	Mutual Fund	**	567,384
	Maxim T. Rowe Price Equity Income	Mutual Fund	**	379,267
	Maxim T. Rowe Price Mid-Cap Growth	Mutual Fund	**	1,252,537
	Maxim US Government Securities Fund	Mutual Fund	**	130,675
	MFS Value Fund A	Mutual Fund	**	13,646
	Oppenheimer Developing Markets A	Mutual Fund	**	261,600
	Perkins Mid Cap Value S	Mutual Fund	**	405,242
	PIMCO Total Return Admin	Mutual Fund	**	536,505
	Wells Fargo Adv Small Cap Value A	Mutual Fund	**	1,005,092
	Wells Fargo Adv Total Return Bond Admin	Mutual Fund	**	231,860
*	Participant Loans	Terms ranging from 1 to 15 years through 2024 Interest rates ranging from 4.25% - 9.5%		752,725
				$ 12,097,979

* Denotes party-in-interest

** Cost omitted for participant - directed investment

See the notes to financial statements.

BAY SHIP AND YACHT CO. 401(K) PROFIT SHARING PLAN

SCHEDULE OF ASSETS ACQUIRED AND DISPOSED OF WITHIN YEAR
December 31, 2011

Attachment to Item 4(i) of Schedule H (Form 5500)

(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
	Guaranteed Certificate Fund	Maturity on 03/31/11, interest rate @ 1.75%	$ -	$ 4,099
	Guaranteed Certificate Fund	Maturity on 06/30/11, interest rate @ 1.85%	-	779
	Guaranteed Certificate Fund	Maturity on 09/30/11, interest rate @ 1.75%	-	200
	Guaranteed Portfolio Fund	Money market Fund, interest rate @ 1.80%	243,324	148,898
	Guaranteed Portfolio Fund	Money market Fund, interest rate @ 2.10%	2,486	60,300

See the notes to financial statements.

Schedule H, line 4i

Schedule of Assets (Acquired and Disposed of Within Year).

For the plan year beginning 01/01/2011 and ending 12/31/2011

Name of plan

Bay Ship and Yacht Company 401(k) Profit Sharing Plan

Employer Identification Number

94-3129531

Three-digit plan number ► 001

(a) Identity of issue, borrower, lessor, or similar party	(b) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(c) Costs of acquisitions	(d) Proceeds of dispositions
GREAT WEST LIFE & ANNUITY	1GCF84, 03/31/11, 1.75%	0	4,099
GREAT WEST LIFE & ANNUITY	1GCF84, 06/30/11, 1.85%	0	779
GREAT WEST LIFE & ANNUITY	1GCF84, 09/30/11, 1.75%	0	200
GREAT WEST LIFE & ANNUITY	1PORT, 1.80%	243,324	148,898
GREAT WEST LIFE & ANNUITY	1PORT, 2.10%	2,486	60,300

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

For the plan year beginning 01/01/2011 and ending 12/31/2011

Name of plan

Bay Ship and Yacht Company 401(k) Profit Sharing Plan

Employer Identification Number

94-3129531

Three-digit 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
	GREAT WEST LIFE & ANNUITY	1PBAXCP	308,317	282,431
	GREAT WEST LIFE & ANNUITY	1PBAXMP	460,647	398,959
	GREAT WEST LIFE & ANNUITY	1PBAXAP	421,622	367,226
	GREAT WEST LIFE & ANNUITY	197AFCW	829,469	795,915
	GREAT WEST LIFE & ANNUITY	192AFEP	1,268,278	1,192,182
	GREAT WEST LIFE & ANNUITY	1ODMAX	263,882	261,600
	GREAT WEST LIFE & ANNUITY	1SGGDX	4,005	3,877
	GREAT WEST LIFE & ANNUITY	1FSTEX	30,566	36,919
	GREAT WEST LIFE & ANNUITY	1IARAX	138,321	142,000
	GREAT WEST LIFE & ANNUITY	1WSTYX	24,878	22,993
	GREAT WEST LIFE & ANNUITY	1BSCFX	272,277	314,118
	GREAT WEST LIFE & ANNUITY	1CSMIX	138,898	126,624
	GREAT WEST LIFE & ANNUITY	1MXIN6	177,205	180,735
	GREAT WEST LIFE & ANNUITY	1SMVAX	935,352	1,005,092
	GREAT WEST LIFE & ANNUITY	1MGRXTM	1,196,843	1,252,537
	GREAT WEST LIFE & ANNUITY	1JMVIXI	398,881	405,242
	GREAT WEST LIFE & ANNUITY	1TWEAX	231,232	249,146
	GREAT WEST LIFE & ANNUITY	1RFNCX	11,538	12,735
	GREAT WEST LIFE & ANNUITY	195AFGF	249,161	234,563
	GREAT WEST LIFE & ANNUITY	1JARTX	138,921	155,808
	GREAT WEST LIFE & ANNUITY	1MFOCX	167,756	185,393
	GREAT WEST LIFE & ANNUITY	194MX5	547,154	567,384
	GREAT WEST LIFE & ANNUITY	180TEIX	391,618	379,267
	GREAT WEST LIFE & ANNUITY	1MEIAX	13,652	13,646
	GREAT WEST LIFE & ANNUITY	1BIMXBI	302,303	315,915
	GREAT WEST LIFE & ANNUITY	1BMSXLC	136,052	137,173
	GREAT WEST LIFE & ANNUITY	1BIMXUS	126,027	130,675
	GREAT WEST LIFE & ANNUITY	1PTRAX	522,821	536,505
	GREAT WEST LIFE & ANNUITY	1MNTRX	228,807	231,860
	GREAT WEST LIFE & ANNUITY	1GCF84, 01/03/12, 1.95%	357	407
	GREAT WEST LIFE & ANNUITY	1GCF84, 03/31/12, 2.05%	97	111
	GREAT WEST LIFE & ANNUITY	1GCF84, 06/30/12, 1.95%	79	90
	GREAT WEST LIFE & ANNUITY	1GCF84, 09/30/12, 1.80%	1	1
	GREAT WEST LIFE & ANNUITY	1PORT, 1.80%	1,196,111	1,365,431
	PARTICIPANT LOANS	VARIOUS, 4.25%-9.50%	755,566	756,422
	GREAT WEST LIFE & ANNUITY	FORFEITURES	42,677	40,695