# Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

# Annual Return/Report of Employee Benefit Plan

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

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

OMB Nos. 1210-0110
1210-0089

**2011**

**This Form is Open to Public Inspection**

## Part I Annual Report Identification Information

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

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

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

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

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

## Part II Basic Plan Information—enter all requested information

**1a** Name of plan
INTERNATIONAL MARINA GROUP 401(K) RETIREMENT SAVINGS PLAN

**1b** Three-digit plan number (PN) ▶ 001

**1c** Effective date of plan 01/01/2001

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

INTERNATIONAL MARINA GROUP I, LP

11226 INDIAN TRAIL, STE 200
DALLAS, TX 75229

11226 INDIAN TRAIL, STE 200
DALLAS, TX 75229

**2b** Employer Identification Number (EIN)
75-2920867

**2c** Sponsor's telephone number
972-406-5216

**2d** Business code (see instructions)
713900

**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. | 07/30/2012 | JO WILSMANN |
| | **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")
INTERNATIONAL MARINA GROUP I, LP

11226 INDIAN TRAIL, STE 200
DALLAS, TX 75229

**3b** Administrator's EIN
75-2920867

**3c** Administrator's telephone number
972-406-5216

**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** | 365 |
| **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** | 369 |
| **b** | Retired or separated participants receiving benefits | **6b** | 0 |
| **c** | Other retired or separated participants entitled to future benefits | **6c** | 27 |
| **d** | Subtotal. Add lines **6a**, **6b**, and **6c** | **6d** | 396 |
| **e** | Deceased participants whose beneficiaries are receiving or are entitled to receive benefits | **6e** | 0 |
| **f** | Total. Add lines **6d** and **6e** | **6f** | 396 |
| **g** | Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item) | **6g** | 105 |
| **h** | Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested | **6h** | 0 |
| **7** | Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item) | **7** | |

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

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

**9a** Plan funding arrangement (check all that apply)

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

**9b** Plan benefit arrangement (check all that apply)

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

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

**a Pension Schedules**

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

**b General Schedules**

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

| SCHEDULE C (Form 5500) | Service Provider Information | OMB No. 1210-0110 |
|---|---|---|
| Department of the Treasury<br>Internal Revenue Service<br>Department of Labor<br>Employee Benefits Security Administration<br>Pension Benefit Guaranty Corporation | This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).<br>▶ **File as an attachment to Form 5500.** | **2011**<br>**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
INTERNATIONAL MARINA GROUP 401(K) RETIREMENT SAVINGS PLAN

**B** Three-digit plan number (PN) ▶ 001

**C** Plan sponsor's name as shown on line 2a of Form 5500
INTERNATIONAL MARINA GROUP I, LP

**D** Employer Identification Number (EIN)
75-2920867

## 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

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

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

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

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

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

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

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

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

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

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

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

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

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

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

| (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 65 | RECORDKEEPER | 5610 | Yes [X] No [ ] | Yes [X] No [ ] | 0 | Yes [X] No [ ] |

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

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

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

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

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

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

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

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

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

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

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

## Part I Service Provider Information (continued)

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

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

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

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

## Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

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

| **(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
INTERNATIONAL MARINA GROUP 401(K) RETIREMENT SAVINGS PLAN

**B** Three-digit plan number (PN) ▶ 001

**C** Plan sponsor's name as shown on line 2a of Form 5500
INTERNATIONAL MARINA GROUP I, LP

**D** Employer Identification Number (EIN)
75-2920867

## 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) | 688945 | 724660 |
| **(2)** U.S. Government securities | 1c(2) | | |
| **(3)** Corporate debt instruments (other than employer securities): | | | |
| **(A)** Preferred | 1c(3)(A) | | |
| **(B)** All other | 1c(3)(B) | | |
| **(4)** Corporate stocks (other than employer securities): | | | |
| **(A)** Preferred | 1c(4)(A) | | |
| **(B)** Common | 1c(4)(B) | | |
| **(5)** Partnership/joint venture interests | 1c(5) | | |
| **(6)** Real estate (other than employer real property) | 1c(6) | | |
| **(7)** Loans (other than to participants) | 1c(7) | | |
| **(8)** Participant loans | 1c(8) | | |
| **(9)** Value of interest in common/collective trusts | 1c(9) | | |
| **(10)** Value of interest in pooled separate accounts | 1c(10) | | |
| **(11)** Value of interest in master trust investment accounts | 1c(11) | | |
| **(12)** Value of interest in 103-12 investment entities | 1c(12) | | |
| **(13)** Value of interest in registered investment companies (e.g., mutual funds) | 1c(13) | 2050529 | 2262023 |
| **(14)** Value of funds held in insurance company general account (unallocated contracts) | 1c(14) | | |
| **(15)** Other | 1c(15) | | |

| | | (a) Beginning of Year | (b) End of Year |
|---|---|---|---|
| **1d** Employer-related investments: | | | |
| **(1)** Employer securities | 1d(1) | | |
| **(2)** Employer real property | 1d(2) | | |
| **e** Buildings and other property used in plan operation | 1e | | |
| **f** Total assets (add all amounts in lines 1a through 1e) | 1f | 2739474 | 2986683 |
| **Liabilities** | | | |
| **g** Benefit claims payable | 1g | | |
| **h** Operating payables | 1h | | |
| **i** Acquisition indebtedness | 1i | | |
| **j** Other liabilities | 1j | | |
| **k** Total liabilities (add all amounts in lines 1g through1j) | 1k | 0 | 0 |
| **Net Assets** | | | |
| **l** Net assets (subtract line 1k from line 1f) | 1l | 2739474 | 2986683 |

## 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) | | |
| **(B)** Participants | 2a(1)(B) | 296047 | |
| **(C)** Others (including rollovers) | 2a(1)(C) | 370614 | |
| **(2)** Noncash contributions | 2a(2) | | |
| **(3)** Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)** | 2a(3) | | 666661 |
| **b Earnings on investments:** | | | |
| **(1)** Interest: | | | |
| **(A)** Interest-bearing cash (including money market accounts and certificates of deposit) | 2b(1)(A) | 70 | |
| **(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) | | 70 |
| **(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) | 58147 | |
| **(D)** Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)** | 2b(2)(D) | | 58147 |
| **(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) | | -87216 |
| c Other income | 2c | | |
| d Total income. Add all **income** amounts in column (b) and enter total | 2d | | 637662 |
| **Expenses** | | | |
| e Benefit payment and payments to provide benefits: | | | |
| (1) Directly to participants or beneficiaries, including direct rollovers | 2e(1) | 367476 | |
| (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) | | 367476 |
| f Corrective distributions (see instructions) | 2f | | 12680 |
| 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) | | |
| (4) Other | 2i(4) | 10297 | |
| (5) Total administrative expenses. Add lines 2i(1) through (4) | 2i(5) | | 10297 |
| j Total expenses. Add all **expense** amounts in column (b) and enter total | 2j | | 390453 |
| **Net Income and Reconciliation** | | | |
| k Net income (loss). Subtract line 2j from line 2d | 2k | | 247209 |
| 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: BONNIE SIFF CPA, PC (2) EIN: 27-1297371

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 | | 3000000 |
| **f** | Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty? | **4f** | | X | |
| **g** | Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser? | **4g** | | X | |
| **h** | Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser? | **4h** | | X | |
| **i** | Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.) | **4i** | X | | |
| **j** | Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.) | **4j** | | X | |
| **k** | Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC? | **4k** | | X | |
| **l** | Has the plan failed to provide any benefit when due under the plan? | **4l** | | X | |
| **m** | If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.) | **4m** | | X | |
| **n** | If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3. | **4n** | | X | |

**5a** Has a resolution to terminate the plan been adopted during the plan year or any prior plan year? 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
INTERNATIONAL MARINA GROUP 401(K) RETIREMENT SAVINGS PLAN

**B** Three-digit plan number (PN) ▶ 001

**C** Plan sponsor's name as shown on line 2a of Form 5500
INTERNATIONAL MARINA GROUP I, LP

**D** Employer Identification Number (EIN)
75-2920867

## 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): 04-6568107

**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):

# INTERNATIONAL MARINA GROUP 401(k) RETIREMENT SAVINGS PLAN

Audited Financial Statements

December 31, 2011 and 2010

Year Ended December 31, 2011

**INTERNATIONAL MARINA GROUP 401(k) RETIREMENT SAVINGS PLAN**

TABLE OF CONTENTS


| | |
|---|---|
| Independent Auditors' Report | 1 |
| Statements of Net Assets Available for Benefits<br>December 31, 2011 and 2010 | 2 |
| Statement of Changes in Net Assets Available for Benefits<br>Year Ended December 31, 2011 | 3 |
| Notes to Financial Statements | 4 |
| Supplemental Schedules: | |
| Schedule H, Line 4a - Schedule of Delinquent Participant<br>Contributions, Year Ended December 31, 2011 | 13 |
| Schedule H, Line 4i - Schedule of Assets (Held at End of Year)<br>December 31, 2011 | 14 |


All other schedules required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted because they are not applicable.

BONNIE SIFF CPA, PC

*Employee Benefit Plan Audit Services*

# INDEPENDENT AUDITORS' REPORT

To the Plan Administrator of
International Marina Group 401(k) Retirement Savings Plan

We were engaged to audit the accompanying statements of net assets available for benefits of International Marina Group 401(k) Retirement Savings 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, and the supplemental schedules of (1) Schedule H, line 4a – Schedule of Delinquent Participant Contributions, and (2) Schedule H, line 4i – Schedule of Assets (Held at End of Year) as of or for the year ended December 31, 2011. These financial statements and supplemental schedules 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 F, which was certified by Fidelity Management Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedules. We have been informed by the Plan Administrator that the trustee holds the Plan's investment assets and executes investment transactions. The Plan Administrator has obtained certifications from the trustee 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 trustee is complete and accurate.

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

Bonnie Siff CPA, PC

Dallas, Texas
July 17, 2012

**INTERNATIONAL MARINA GROUP 401(k) RETIREMENT SAVINGS PLAN**

Statements of Net Assets Available for Benefits

December 31, 2011 and 2010

| | 2011 | 2010 |
|---|---|---|
| *Assets:* | | |
| Investments at fair value | $ 2,986,683 | $ 2,739,473 |
| Receivables: | | |
| Participant contributions | 32,772 | 13,705 |
| Employer lost earnings contribution | 794 | 1,490 |
| Total receivables | 33,566 | 15,195 |
| Total assets | 3,020,249 | 2,754,668 |
| *Liabilities:* | | |
| Excess contributions payable | 25,761 | 12,680 |
| Net assets available for benefits | $ 2,994,488 | $ 2,741,988 |

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

**INTERNATIONAL MARINA GROUP 401(k) RETIREMENT SAVINGS PLAN**

Statement of Changes in Net Assets Available for Benefits

Year Ended December 31, 2011

| | | |
|---|---|---|
| Additions: | | |
| Additions to net assets attributed to: | | |
| Investment income: | | |
| Net depreciation in fair value of of mutual funds | $ | (87,912) |
| Dividends from mutual funds | | 58,147 |
| Interest from money market fund | | 70 |
| | | (29,695) |
| Contributions: | | |
| Participant | | 289,353 |
| Rollover | | 370,614 |
| | | 659,967 |
| Total additions | | 630,272 |
| Deductions: | | |
| Deductions from net assets attributed to: | | |
| Benefits paid to participants | | 367,475 |
| Administrative expenses | | 10,297 |
| Total deductions | | 377,772 |
| Net increase | | 252,500 |
| Net assets available for benefits | | |
| Beginning of year | | 2,741,988 |
| End of year | $ | 2,994,488 |

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

A. Description of the Plan

International Marina Group 401(k) Retirement Savings Plan (the "Plan") is a defined contribution plan sponsored by International Marina Group I, LP (the "Company"). The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended ("ERISA"). The Plan adopted Fidelity Basic Plan Document No. 14 and its Adoption Agreement (the "Plan Document"). The following description provides only general information. Participants should refer to the plan agreement for a more complete description of the Plan's provisions.

In March 2010, International Marina Group, I LP began managing seven new properties, resulting in the addition of approximately 120 employees. The six-month eligibility period was waived for this employee group by an amendment effective April 1, 2010.

1. Administration of Plan Assets

Fidelity Management Trust Company (the "Trustee" or "Fidelity") is the trustee and custodian of the Plan's investment assets. The Trustee holds the Plan's investment assets, executes investment transactions, receives contributions, interest and dividend income, pays administrative expenses, and makes distributions to participants. Fidelity Investments Institutional Operations Company, Inc. is the recordkeeper and maintains participant account information.

Certain administrative functions are performed by officers or employees of the Company. No such officer or employee receives compensation from the Plan. The plan administrator (the "Plan Administrator") is an employee of the Company. The Plan Administrator is a named fiduciary, as defined, and has broad powers and responsibilities with respect to the management and operation of the Plan and receives no compensation for service to the Plan.

2. Eligibility

After satisfying a six month service requirement and attainment of age twenty-one, employees of the Company become participants of the Plan and may begin making contributions on the first day of each quarter coinciding with or next following the date the service and age requirements are met. Certain employees covered by a collective bargaining agreement, unless the agreement requires the employees to be included under the Plan, and nonresident aliens, who do not receive any earned income from the Company which constitutes United States source income, are excluded from participation.

3. Contributions

Each year, participants may contribute up to 85 percent of compensation, as defined by the Plan. Additionally, upon proper notice and approval, the Company may allow participants to make additional deferral contributions in an amount up to 100 percent for payrolls designated by the Company, but not to exceed the maximum annual limits established by the Internal Revenue Code (the "Code"). Participants who have attained age 50 before the end of the plan year and make the maximum allowable deferral to the Plan are eligible to make catch-up contributions. For the year ended December 31, 2011, the pre-tax deferral limit is $16,500 and the catch-up limit is $5,500. Participants may also contribute amounts representing distributions from other qualified plans, subject to approval by the Plan Administrator.

The employer basic matching contribution is discretionary. The Company may contribute discretionary matching amounts to all contributing participants employed on the last day of the plan year. Contributing participants not employed at year end due to death, disability, or retirement are exempt from the last day of service requirement.

(continued) A.3. Description of the Plan, Contributions

Participants direct the investment of their contributions into various investment options offered by the Plan. For the years ended December 31, 2011 and 2010, the investment options include 40 mutual funds, of which one is a money market fund and 12 are target-date funds.

4. Participant Accounts

Each participant's account is credited with the participant's contribution, rollover contribution, if any, allocations of (a) the Company's matching contribution, if any, and (b) plan earnings, and charged with an allocation of administrative expenses. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

5. Vesting

Participants are vested immediately in their contributions and rollover contributions, if any, plus actual earnings thereon. Participants are 100 percent vested in company contributions upon attaining three years of credited service, or upon death, or total and permanent disability.

6. Participant Loans

The Plan does not currently provide for participant loans.

7. Benefit Payments

On termination of service due to death, disability, or retirement, and for termination of service for any other reason, a participant may receive a lump-sum amount equal to the value of the participant's vested interest in his or her account. The normal retirement age is 59½. Upon disability or attainment of age 59½, participants may elect in-service withdrawals from any vested account. Hardship withdrawals are permitted only from the participant's deferral contributions account and result in a six month deferral suspension before recommencing contributions to the Plan. At December 31, 2011, there was one participant who elected to withdraw $2,000 of vested balances but had not yet been paid.

8. Cash Out Payments

Following termination of employment, death, or disability, participant accounts with vested balances up to $1,000 are distributed in a lump sum payment.

9. Forfeited Accounts

The Plan provides that non-vested portions of the Company's matching contributions be forfeited by terminated participants and used to pay administrative expenses of the Plan or reduce the Company's contributions made in subsequent periods. During 2011, the Plan utilized $5,965 to offset administrative expenses. Forfeited amounts available to be offset against future plan administrative expenses or company contributions are $957 at December 31, 2011, and $5,985, at December 31, 2010.

B. Summary of Accounting Policies

The significant accounting policies employed in the preparation of the accompanying financial statements are as follows:

1. Basis of Accounting

The financial statements of the Plan are prepared on the accrual basis of accounting.

2. Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America ("US GAAP") requires 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.

3. 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 D 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. The Plan presents, in the statement of changes in net assets available for benefits, the net appreciation (depreciation) in fair value of its investments, which consists of realized gains or losses on investments bought and sold during the year and unrealized appreciation (depreciation) on those investments held at year end.

4. Payment of Benefits

Benefit payments to participants are recorded when paid.

5. Administrative Expenses

The Company pays for certain plan administrative expenses, which, if not paid by the Company, would be paid by the Plan in accordance with the terms of the plan agreement. The Plan pays asset-based fees and indirect fees related to mutual fund investments. Transaction fees, such as those related to distributions, are paid from the account of the participant who made the transaction.

6. Effects of New Accounting Pronouncements

In January 2010, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2010-06, *Improving Disclosures About Fair Value Measurements,* to add new disclosures about transfers into and out of Levels 1 and 2 and separate disclosures about purchases, sales, issuances and settlements relating to Level 3 measurements. ASU 2010-06 also clarifies existing fair value disclosures about the level of disaggregation and about inputs and valuation techniques used to measure fair value. The Plan early adopted these provisions for the Plan's December 31, 2009, reporting period. The adoption did not have a material impact on the Plan's financial statements and disclosures.

(continued) B.6. Summary of Accounting Policies, Effects of New Accounting Pronouncements

In May 2011, the FASB issued ASU 2011-04, *Amendments to Achieve Common Fair Value Measurements and Disclosure Requirements in U.S. GAAP and IFRS.* ASU 2011-04 amends Accounting Standards Codification ("ASC") 820, *Fair Value Measurements and Disclosures,* to converge the fair value measurement guidance in US GAAP and International Financial Reporting Standards ("IFRS"). Some of the amendments clarify the application of existing fair value measurement requirements, while other amendments change a particular principle in ASC 820. In addition, ASU 2011-04 requires additional fair value disclosures. The amendments are to be applied prospectively and are effective for annual periods beginning after December 15, 2011. Plan management is currently evaluating the effect that the provisions of ASU 2011-04 will have on the Plan's financial statements.

C. Investments

The following presents investments that represent 5 percent or more of the Plan's net assets available for benefits.

| | December 31, | |
|---|---|---|
| | 2011 | 2010 |
| Fidelity Retirement Money Market | $ 724,660 | $ 688,945 |
| Fidelity Dividend Growth Fund | 288,585 | 296,967 |
| Fidelity Intermediate Bond Fund | 255,279 | 196,795 |
| Fidelity Investment Grade Bond Fund | 179,954 | 144,646 |
| Fidelity Low Priced Stock Fund | 163,670 | 223,382 |
| Fidelity Mid-Cap Stock Fund | 339,236 | 351,217 |

D. Fair Value Measurements

FASB 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 as follows:

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 of liability.

(continued) D. Fair Value Measurements

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 the description of the valuation methodologies used for the Plan's 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 quoted market prices as reported in the active market for shares held by the Plan at year end.

*Money market mutual fund:* Valued at $1.00 per unit net asset value (NAV) based on the observable inputs of the underlying assets as reported in the active market. Money market fund investment strategies seek to invest in high quality, short-term securities. Money market fund redemption is immediate without prior notice.

*Target date mutual funds*: Valued at quoted market prices as reported in the active market for shares held by the Plan at year end. These funds blend their asset mixes among stock, bond and money market funds to become more conservative as they approach a target date.

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, although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2011:

| | Active Markets for Identical Assets (Level 1) | Other Observable Inputs (Level 2) | Significant Unobservable Inputs (Level 3) | Total |
|---|---|---|---|---|
| Mutual funds: | | | | |
| Money market fund | $ 724,660 | $ - | $ - | $ 724,660 |
| Blended funds | 199,565 | - | - | 199,565 |
| Bond funds | 474,575 | - | - | 474,575 |
| International stock funds | 48,270 | - | - | 48,270 |
| Large-cap stock funds | 760,311 | - | - | 760,311 |
| Mid-cap stock funds | 643,592 | - | - | 643,592 |
| Small-cap stock funds | 108,704 | - | - | 108,704 |
| Specialty funds | 27,006 | - | - | 27,006 |
| Total mutual funds | 2,986,683 | - | - | 2,986,683 |
| Total assets at fair value | $ 2,986,683 | $ - | $ - | $ 2,986,683 |

(continued) D. Fair Value Measurements

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2010:

| | Active Markets for Identical Assets (Level 1) | Other Observable Inputs (Level 2) | Significant Unobservable Inputs (Level 3) | Total |
|---|---|---|---|---|
| Mutual funds: | | | | |
| Money market fund | $ 688,945 | $ - | $ - | $ 688,945 |
| Blended funds | 165,726 | - | - | 165,726 |
| Bond funds | 378,269 | - | - | 378,269 |
| International stock funds | 54,669 | - | - | 54,669 |
| Large-cap stock funds | 762,441 | - | - | 762,441 |
| Mid-cap stock funds | 643,037 | - | - | 643,037 |
| Small-cap stock funds | 31,416 | - | - | 31,416 |
| Specialty funds | 14,970 | - | - | 14,970 |
| Total mutual funds | 2,739,473 | - | - | 2,739,473 |
| Total assets at fair value | $ 2,739,473 | $ - | $ - | $ 2,739,473 |

E. Risk 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 statement of net assets available for benefits.

F. Information Prepared and Certified by Trustee

The Plan Administrator has elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under such election, investments at fair value, reported on the statement of net assets available for benefits as of December 31, 2011 and 2010, investment income, reported on the statement of changes in net assets available for benefits for the year ended December 31, 2011, the information in notes C and D as of December 31, 2011 and 2010, and the information in the supplemental Schedule H, line 4i – Schedule of Assets (Held at End of Year) as of December 31, 2011, are certified by Fidelity Management Trust Company, the Plan's trustee, as complete and accurate and were not subjected to any auditing procedures performed by the independent public accountants other than comparing such information to the statements certified by Fidelity as of December 31, 2011 and 2010, and for the year ended December 31, 2011.

G. Related Party Transactions

The Plan pays indirect fees related to investments in shares of mutual funds and a money market fund managed by various entities related to Fidelity Management Trust Company. For the year ended December 31, 2011, the Plan paid $5,567 for trust and recordkeeping fees and $4,655 for audit fees. Individual participants paid $75 for overnight fees related to their distributions. These transactions qualify as exempt party-in-interest transactions under ERISA.

H. 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 would become 100 percent vested in their discretionary profit sharing and matching contribution accounts.

I. Tax Status

The Plan Document is sponsored by Fidelity Management and Research Co. ("FMRC"). The Internal Revenue Service issued an advisory letter dated December 5, 2001, to FMRC as to the Plan Document's acceptability under section 401 of the Code. The Plan Document advisory letter has been relied upon by the Plan. The Plan has been amended since the date of the advisory letter. However, the Plan Administrator believes the Plan is designed and is being operated in compliance with the applicable provisions of the Code.

US GAAP requires 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 IRS. The Plan Administrator 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 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 2008.

J. Reconciliation of Financial Statements to Form 5500

The "Annual Return/Report of Employee Benefit Plan (Form 5500)" is prepared on the modified cash basis. Accordingly, employer contributions receivable, participant contributions receivable, and excess contributions payable are not reported in Form 5500, and the amounts reported in these financial statements as additions to net assets attributed to employer contributions, participant contributions, and benefits paid to participants differ from the respective balances reported in the Form 5500.

The following is a reconciliation of net assets available for benefits per the financial statements at December 31, 2011 and 2010 to Form 5500:

| | 2011 | 2010 |
|---|---|---|
| Net assets available for benefits per the financial statements, December 31 | $ 2,994,488 | $ 2,741,988 |
| Excess contributions payable | 25,761 | 12,680 |
| Contributions receivable | (33,566) | (15,195) |
| Prior year rounding correction | - | 1 |
| Net assets available for benefits per the Form 5500, December 31 | $ 2,986,683 | $ 2,739,474 |

(continued) J. Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of changes in net assets available for benefits according to the financial statements compared to Form 5500:

| | December 31, 2011 |
|---|---|
| Increase in net assets available for benefits per the accompanying financial statements | $ 252,500 |
| ADD: current year excess contributions refunded | 25,761 |
| ADD: prior year contributions receivable | 15,195 |
| LESS: prior year excess contributions refunded | (12,680) |
| LESS: current year contributions receivable | (33,566) |
| LESS: prior year rounding correction | (1) |
| Increase in net assets available for benefits per the Form 5500 | $ 247,209 |

K. Prohibited Transactions

During 2009 and 2008, the Company failed to remit to the Plan's trustee within the period prescribed by Department of Labor regulations certain employee contributions and loan repayments totaling $166,087 and $220,960, respectively. Delays in remitting contributions to the trustee were due to administrative errors. Estimated lost earnings of $794 are calculated by year at the higher of the Plan's annual average yield or the IRS underpayment rate up to December 31, 2011. The lost earnings were posted to the trust and allocated to participant accounts subsequent to year end.

L. Subsequent Events

The Plan evaluated subsequent events through July 17, 2012, the date the financial statements were available to be issued.

Subsequent to year end, the Plan Administrator executed various documents to engage new service providers for the Plan including:

- Nationwide Trust Company, FSB as asset custodian and recordkeeper of participant accounts,
- CecilCo 401(k) Managed Solutions as third-party administrator,
- Nationwide Bank as individual retirement account ("IRA") provider for automatic rollover distributions, and
- Nationwide Investment Advisors, LLC as authorized provider of investment advisory services to participants.

(continued) L. Subsequent Events

Effective March 1, 2012, the Plan is restated by adoption of the CecilCo Prototype Non-Standardized Cash or Deferred Profit Sharing Plan base document and adoption agreement. Following is a summary of significant changes to plan provisions in effect at December 31, 2011:

- An Automatic Compensation Deduction of 6% is remitted to the Plan on the employee's behalf each pay date if the employee fails to complete a deferral election or opt out of the automatic deferral.
- Hardship distributions are permitted for expenses related to a primary beneficiary.
- Loans are permitted under provisions of an adopted Loan Policy.
- Forfeitures of non-vested employer matching or employer non-elective contributions, if not used to pay expenses, are shared by eligible participants to supplement employer contributions.
- Two employees of the Company are named to serve as trustees of the Plan.

In connection with the change in asset custodian, plan investments held by former trustee and custodian, Fidelity Management Trust Company, were liquidated and transferred to new custodian, Nationwide Trust Company, FSB. The transfer was complete April 13, 2012. Prior to the change, participants made new investment elections to any of the following mutual funds:

- Nationwide Investor Designation Aggressive Fund – Service Class
- Nationwide Investor Designation Conservative Fund – Service Class
- Nationwide Investor Designation Moderate Aggressive Fund – Service Class
- Nationwide Investor Designation Moderate Conservative Fund – Service Class
- Nationwide Investor Designation Moderate Fund – Service Class
- Nationwide Money Market Fund – Institutional Class
- AllianceBern S/M Cap Growth Fund – K Class
- Eaton Vance Atlanta Capital SMID-Cap Fund – Class A
- Harbor International Fund - Investor Shares
- Heartland Value Plus Fund
- Invesco Van Kampen American Value Fund – Class A
- MFS International Value Fund – Class A
- Nationwide Mid Cap Market Index Fund – Class A
- Nationwide S&P 500 Index Fund – Service Class
- Nationwide Small Cap Index Fund – Class A
- Oppenheimer Global Opportunities Fund – Class A
- Oppenheimer International Growth Fund – Class A
- PIMCO Real Return Fund – Class A
- Prudential Jennison Value Fund – Class A
- Prudential Total Bond Fund – Class A
- Victory Fund for Income – Class A
- Wells Fargo Advantage Growth Fund – Class A
- Yacktman Focused Fund

The qualified default investment alternative ("QDIA") is ProAccount, active professional management, for participants who fail to make investment elections.

**INTERNATIONAL MARINA GROUP 401(k) RETIREMENT SAVINGS PLAN**

SUPPLEMENTAL SCHEDULES

**INTERNATIONAL MARINA GROUP 401(k) RETIREMENT SAVINGS PLAN**

Schedule H, Line 4a – Schedule of Delinquent Participant Contributions

EIN # 75-2920867 Plan# 001

Year Ended 'December 31, 2011

| Participant Contributions Transferred Late to Plan | Total That Constitute Nonexempt Prohibited Transactions | | | Total Fully Corrected Under Voluntary Fiduciary Correction Program (VFCP) and Prohibited Transaction Exemption 2002-51 |
|---|---|---|---|---|
| Check Here ☑ If Late Participant Loan Repayments Are Included | Contributions Not Corrected | Contributions Corrected Outside of VFCP | Contributions Pending Correction in VFCP | |
| $ 387,841 | | $ 387,841 | | |

**INTERNATIONAL MARINA GROUP 401(k) RETIREMENT SAVINGS PLAN**

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

EIN # 75-2920867 Plan# 001

December 31, 2011

| (a) | (b) Identity of issue, borrower, lessor, or similar party | (c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value | (d) Cost | (e) Current Value |
|---|---|---|---|---|
| | MONEY MARKET FUND: | | | |
| * | Fidelity Money Market Trust | Fidelity Retirement Money Market | | $ 724,660 |
| | | | | 724,660 |
| | MUTUAL FUNDS: | | | |
| * | Fidelity Securities Fund | Fidelity Blue Chip Growth Fund | | 126,760 |
| * | Fidelity Contrafund | Fidelity Contra Fund | | 49,155 |
| * | Fidelity Investment Trust | Fidelity Diversified International Fund | | 32,168 |
| * | Fidelity Securities Fund | Fidelity Dividend Growth Fund | | 288,585 |
| * | Fidelity Devonshire Trust | Fidelity Equity Income Fund | | 39,355 |
| * | Fidelity Financial Trust | Fidelity Equity Income II Fund | | 28,355 |
| * | Fidelity Summer Street Trust | Fidelity Export and Multinational Fund | | 9,960 |
| * | Fidelity Hastings Street Trust | Fidelity Fifty Fund | | 2,616 |
| * | Fidelity Aberdeen Street Trust | Fidelity Freedom 2000 Fund | | 700 |
| * | Fidelity Aberdeen Street Trust | Fidelity Freedom 2005 Fund | | 3,834 |
| * | Fidelity Aberdeen Street Trust | Fidelity Freedom 2015 Fund | | 17,204 |
| * | Fidelity Aberdeen Street Trust | Fidelity Freedom 2020 Fund | | 36,390 |
| * | Fidelity Aberdeen Street Trust | Fidelity Freedom 2025 Fund | | 39,502 |
| * | Fidelity Aberdeen Street Trust | Fidelity Freedom 2030 Fund | | 3,471 |
| * | Fidelity Aberdeen Street Trust | Fidelity Freedom 2035 fund | | 1,050 |
| * | Fidelity Aberdeen Street Trust | Fidelity Freedom 2040 Fund | | 1,452 |
| * | Fidelity Aberdeen Street Trust | Fidelity Freedom 2045 Fund | | 1,980 |
| * | Fidelity Aberdeen Street Trust | Fidelity Freedom Income Fund | | 9,661 |
| * | Fidelity Hastings Street Trust | Fidelity Fund | | 27,076 |
| * | Fidelity Mt. Vernon Street Trust | Fidelity Growth Company Fund | | 75,771 |
| * | Fidelity Mt. Vernon Street Trust | Fidelity Growth Strategies Fund | | 58,513 |
| * | Fidelity Fixed-Income Trust | Fidelity Intermediate Bond Fund | | 255,279 |
| * | Fidelity Fixed-Income Trust | Fidelity Investment Grade Bond Fund | | 179,954 |
| * | Fidelity Commonwealth Trust | Fidelity Large Cap Stock Fund | | 30,706 |
| * | Fidelity Puritan Trust | Fidelity Low Priced Stock Fund | | 163,670 |
| * | Fidelity Commonwealth Trust | Fidelity Mid-Cap Stock Fund | | 339,236 |
| * | Fidelity Securities Fund | Fidelity OTC Portfolio | | 61,411 |
| * | Fidelity Investment Trust | Fidelity Overseas Fund | | 16,102 |
| * | Fidelity Puritan Trust | Fidelity Puritan Fund | | 84,321 |
| * | Fidelity Devonshire Trust | Fidelity Real Estate Investments Fund | | 27,006 |
| * | Fidelity Fixed-Income Trust | Fidelity Short Term Bond Fund | | 39,342 |
| * | Fidelity Commonwealth Trust | Fidelity Small Cap Discovery Fund | | 97,246 |
| * | Fidelity Securities Fund | Fidelity Small Cap Value Fund | | 9,842 |
| * | Fidelity Concord Street Trust | Fidelity Spartan Extended Market Index Fund | | 21,228 |
| * | Fidelity Concord Street Trust | Fidelity Spartan Total Market Index Fund | | 20,561 |
| * | Fidelity Capital Trust | Fidelity Value Fund | | 60,945 |
| * | Fidelity Advisor Series I | Fidelity Value Strategies Fund | | 1,616 |
| | | | Subtotal mutual funds | 2,262,023 |
| | | Total 2011 Form 5500, Schedule H, line 4i assets (held at end of year) | | $ 2,986,683 |

* Persons known to be a party-in-interest with respect to the Plan.

Column (d) has been left blank as this is an individual account plan with participants directing their accounts.

**INTERNATIONAL MARINA GROUP 401(k) RETIREMENT SAVINGS PLAN**

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

EIN # 75-2920867 Plan# 001

December 31, 2011

| (a) | (b) Identity of issue, borrower, lessor, or similar party | (c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value | (d) Cost | (e) Current Value |
|---|---|---|---|---|
| | MONEY MARKET FUND: | | | |
| * | Fidelity Money Market Trust | Fidelity Retirement Money Market | | $ 724,660 |
| | | | | 724,660 |
| | MUTUAL FUNDS: | | | |
| * | Fidelity Securities Fund | Fidelity Blue Chip Growth Fund | | 126,760 |
| * | Fidelity Contrafund | Fidelity Contra Fund | | 49,155 |
| * | Fidelity Investment Trust | Fidelity Diversified International Fund | | 32,168 |
| * | Fidelity Securities Fund | Fidelity Dividend Growth Fund | | 288,585 |
| * | Fidelity Devonshire Trust | Fidelity Equity Income Fund | | 39,355 |
| * | Fidelity Financial Trust | Fidelity Equity Income II Fund | | 28,355 |
| * | Fidelity Summer Street Trust | Fidelity Export and Multinational Fund | | 9,960 |
| * | Fidelity Hastings Street Trust | Fidelity Fifty Fund | | 2,616 |
| * | Fidelity Aberdeen Street Trust | Fidelity Freedom 2000 Fund | | 700 |
| * | Fidelity Aberdeen Street Trust | Fidelity Freedom 2005 Fund | | 3,834 |
| * | Fidelity Aberdeen Street Trust | Fidelity Freedom 2015 Fund | | 17,204 |
| * | Fidelity Aberdeen Street Trust | Fidelity Freedom 2020 Fund | | 36,390 |
| * | Fidelity Aberdeen Street Trust | Fidelity Freedom 2025 Fund | | 39,502 |
| * | Fidelity Aberdeen Street Trust | Fidelity Freedom 2030 Fund | | 3,471 |
| * | Fidelity Aberdeen Street Trust | Fidelity Freedom 2035 fund | | 1,050 |
| * | Fidelity Aberdeen Street Trust | Fidelity Freedom 2040 Fund | | 1,452 |
| * | Fidelity Aberdeen Street Trust | Fidelity Freedom 2045 Fund | | 1,980 |
| * | Fidelity Aberdeen Street Trust | Fidelity Freedom Income Fund | | 9,661 |
| * | Fidelity Hastings Street Trust | Fidelity Fund | | 27,076 |
| * | Fidelity Mt. Vernon Street Trust | Fidelity Growth Company Fund | | 75,771 |
| * | Fidelity Mt. Vernon Street Trust | Fidelity Growth Strategies Fund | | 58,513 |
| * | Fidelity Fixed-Income Trust | Fidelity Intermediate Bond Fund | | 255,279 |
| * | Fidelity Fixed-Income Trust | Fidelity Investment Grade Bond Fund | | 179,954 |
| * | Fidelity Commonwealth Trust | Fidelity Large Cap Stock Fund | | 30,706 |
| * | Fidelity Puritan Trust | Fidelity Low Priced Stock Fund | | 163,670 |
| * | Fidelity Commonwealth Trust | Fidelity Mid-Cap Stock Fund | | 339,236 |
| * | Fidelity Securities Fund | Fidelity OTC Portfolio | | 61,411 |
| * | Fidelity Investment Trust | Fidelity Overseas Fund | | 16,102 |
| * | Fidelity Puritan Trust | Fidelity Puritan Fund | | 84,321 |
| * | Fidelity Devonshire Trust | Fidelity Real Estate Investments Fund | | 27,006 |
| * | Fidelity Fixed-Income Trust | Fidelity Short Term Bond Fund | | 39,342 |
| * | Fidelity Commonwealth Trust | Fidelity Small Cap Discovery Fund | | 97,246 |
| * | Fidelity Securities Fund | Fidelity Small Cap Value Fund | | 9,842 |
| * | Fidelity Concord Street Trust | Fidelity Spartan Extended Market Index Fund | | 21,228 |
| * | Fidelity Concord Street Trust | Fidelity Spartan Total Market Index Fund | | 20,561 |
| * | Fidelity Capital Trust | Fidelity Value Fund | | 60,945 |
| * | Fidelity Advisor Series I | Fidelity Value Strategies Fund | | 1,616 |
| | | | Subtotal mutual funds | 2,262,023 |
| | | Total 2011 Form 5500, Schedule H, line 4i assets (held at end of year) | | $ 2,986,683 |

* Persons known to be a party-in-interest with respect to the Plan.

Column (d) has been left blank as this is an individual account plan with participants directing their accounts.