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;
- [X] 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
FFF ENTERPRISES 401K PROFIT SHARING PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 01/01/1994

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

FFF ENTERPRISES, INC.

41093 COUNTY CENTER DR
TEMECULA, CA 92591

2b Employer Identification Number (EIN) 33-0309114

2c Sponsor's telephone number 951-296-2500

2d Business code (see instructions) 621900

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.	08/31/2012	MARLETTE CISNEROS-MILLER
	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")
FFF ENTERPRISES, INC.

41093 COUNTY CENTER DR
TEMECULA, CA 92591

3b Administrator's EIN
33-0309114

3c Administrator's telephone number
951-296-2500

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**	225
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**	161
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	78
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	239
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	1
f	Total. Add lines **6d** and **6e**	**6f**	240
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	234
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	11
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 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)	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)		Trust
(4)		General assets of the sponsor

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

a Pension Schedules

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

b General Schedules

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

SCHEDULE A (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Insurance Information

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

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

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

OMB No. 1210-0110

2011

This Form is Open to Public Inspection

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

A Name of plan
FFF ENTERPRISES 401K PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
FFF ENTERPRISES, INC.

D Employer Identification Number (EIN)
33-0309114

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
HARTFORD LIFE 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
06-0974148	88072	GA-710027	234	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
24430	50

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
SAGEPOINT FINANCIAL INC
2800 N CENTRAL AVE # 2100
PHOENIX, AZ 85004

(b) Amount of sales and base commissions paid	Fees and other commissions paid		
	(c) Amount	(d) Purpose	(e) Organization code
13797			3

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid
SBHU LIFE AGCY INC
MORGANSTANLEY SMITHBARNEY LLC 1300
BALTIMORE, MD 21231

(b) Amount of sales and base commissions paid	Fees and other commissions paid		
	(c) Amount	(d) Purpose	(e) Organization code
10633			3

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

MORGANSTANLEY SMITHBARNEY LLC

MORGANSTANLEY SMITHBARNEY LLC
BALTIMORE, MD 21231

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

Part II Investment and Annuity Contract Information

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

4	Current value of plan's interest under this contract in the general account at year end	4	0
5	Current value of plan's interest under this contract in separate accounts at year end	5	8276479

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

Part III Welfare Benefit Contract Information

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

8 Benefit and contract type (check all applicable boxes)

a ☐ Health (other than dental or vision) **b** ☐ Dental **c** ☐ Vision **d** ☐ Life insurance

e ☐ Temporary disability (accident and sickness) **f** ☐ Long-term disability **g** ☐ Supplemental unemployment **h** ☐ Prescription drug

i ☐ Stop loss (large deductible) **j** ☐ HMO contract **k** ☐ PPO contract **l** ☐ Indemnity contract

m ☐ Other (specify) ▶

9 Experience-rated contracts:				
a Premiums: (1) Amount received	**9a(1)**			
(2) Increase (decrease) in amount due but unpaid	**9a(2)**			
(3) Increase (decrease) in unearned premium reserve	**9a(3)**			
(4) Earned (**(1)** + **(2)** - **(3)**)			**9a(4)**	
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
FFF ENTERPRISES 401K PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
FFF ENTERPRISES, INC.

D Employer Identification Number (EIN)
33-0309114

Part I Service Provider Information (see instructions)

You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions).. . . . . ☐ Yes ☒ No

b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

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

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

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

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

HARTFORD LIFE INSURANCE COMPANY

06-0974148

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 23 37 38 54 55 50 59 60 62 63 64 65 66 99	N/A	2727	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] No [ ]

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

MESIROW FINANCIAL INV MGMT INC

36-3429599

(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?
27	N/A	0	Yes [X] No [ ]	Yes [ ] No [X]	31	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 [ ]

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
HARTFORD LIFE INSURANCE COMPANY	52 59 60 62 63	0

(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.
SEE FEE AND COMPENSATION DISCLOSURE 06-0974148	SEE FEE AND COMPENSATION DISCLOSURE REPORT ATTACHMENT

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
MESIROW FINANCIAL INV MGMT INC	27	31

(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.
HARTFORD LIFE INSURANCE COMPANY 06-0974148	SEE FEE AND COMPENSATION DISCLOSURE REPORT ATTACHMENT

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)

(complete as many entries as needed)

a	Name:	**b** EIN:
c	Position:	
d	Address:	**e** Telephone:

Explanation:

a	Name:	**b** EIN:
c	Position:	
d	Address:	**e** Telephone:

Explanation:

a	Name:	**b** EIN:
c	Position:	
d	Address:	**e** Telephone:

Explanation:

a	Name:	**b** EIN:
c	Position:	
d	Address:	**e** Telephone:

Explanation:

a	Name:	**b** EIN:
c	Position:	
d	Address:	**e** Telephone:

Explanation:

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

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

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

OMB No. 1210-0110

2011

This Form is Open to Public Inspection.

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

A Name of plan
FFF ENTERPRISES 401K PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
FFF ENTERPRISES, INC.

D Employer Identification Number (EIN)
33-0309114

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

a Name of MTIA, CCT, PSA, or 103-12 IE: HARTFORD ADVANTAGE TK2

b Name of sponsor of entity listed in (a): HARTFORD LIFE INSURANCE COMPANY

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103 12 IE at end of year (see instructions)
06-0974148-000	P	0

a Name of MTIA, CCT, PSA, or 103-12 IE: SEPARATE ACCOUNT 14

b Name of sponsor of entity listed in (a): HARTFORD LIFE INSURANCE COMPANY

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103 12 IE at end of year (see instructions)
06-0974148-000	P	0

a Name of MTIA, CCT, PSA, or 103-12 IE: SEPARATE ACCOUNT 401

b Name of sponsor of entity listed in (a): HARTFORD LIFE INSURANCE COMPANY

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
06-0974148-000	P	8276479

a Name of MTIA, CCT, PSA, or 103-12 IE: SEPARATE ACCOUNT 457

b Name of sponsor of entity listed in (a): HARTFORD LIFE INSURANCE COMPANY

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
06-0974148-000	P	0

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

2011

This Form is Open to Public Inspection

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

A Name of plan
FFF ENTERPRISES 401K PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
FFF ENTERPRISES, INC.

D Employer Identification Number (EIN)
33-0309114

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)	81755	0
(2) Participant contributions	1b(2)	20067	0
(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)	295459	263276
(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)	8090000	8276479
(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	8487281	8539755
Liabilities			
g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j	91930	58006
k Total liabilities (add all amounts in lines 1g through1j)	1k	91930	58006
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	8395351	8481749

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)	100377	
(B) Participants	2a(1)(B)	770743	
(C) Others (including rollovers)	2a(1)(C)	101599	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		972719
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)	9611	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		9611
(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)		
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		0
(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)		0

		(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)		0
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		-363120
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		619210
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	472079	
(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)		472079
f Corrective distributions (see instructions)	2f		58006
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)	2727	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		2727
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		532812
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		86398
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: KUSHNER,SMITH,JOANOU & GREGSON, LLP (2) EIN: 95-3322166

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		2000000
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
FFF ENTERPRISES 401K PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
FFF ENTERPRISES, INC.

D Employer Identification Number (EIN)
33-0309114

Part I Distributions

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions **1**

2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits):

EIN(s): 06-0974148

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):

Kushner ■ Smith ■ Joanou ■ Gregson



CERTIFIED PUBLIC ACCOUNTANTS

FFF ENTERPRISES
401(k) PROFIT SHARING PLAN

Financial Statements
and
Supplementary Information
Years Ended December 31, 2011 and 2010
(With Independent Auditor's Report Thereon)

Kushner, Smith, Joanou & Gregson, LLP
Licensed by the California Board of Accountancy, Member of AICPA
8105 Irvine Center Drive ■ Suite 1000 ■ Irvine, California 92618 ■ (949) 261-2808 ■ Fax: (949) 261-0188
www.ksjgcpa.com

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Schedule 1: Schedule H, line 4i - Schedule of Assets (Held at End of Year) - December 31, 2011....12 - 14

Kushner ■ Smith ■ Joanou ■ Gregson

KSJG

CERTIFIED PUBLIC ACCOUNTANTS

INDEPENDENT AUDITOR'S REPORT

To the Plan Administrator and Participants of the
FFF Enterprises 401(k) Profit Sharing Plan

We were engaged to audit the financial statements and supplemental schedule of the FFF Enterprises 401(k) Profit Sharing Plan (the Plan) as of December 31, 2011 and 2010, and for the years then ended, as listed in the accompanying table of contents. These financial statements and supplemental 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 5, which was certified by Hartford Life Insurance Company, the custodian of the Plan, except for comparing such 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 years then ended, 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 these accompanying financial statements and supplemental schedule taken as a whole. The supplemental schedule is presented for the purpose of additional analysis and is not a required part of the financial statements but is 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 schedule, 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.

Kushner Smith Joanou : Gregson, LLP

August 15, 2012

Kushner, Smith, Joanou & Gregson, LLP
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FFF ENTERPRISES
401(k) PROFIT SHARING PLAN

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

ASSETS

	2011	2010
Investments (Notes 3, 4 and 5):		
Registered investment companies	$ 8,276,479	$ 8,090,000
Receivables:		
Participant contributions	--	20,067
Employer contributions	--	81,755
Notes receivable from participants	263,276	295,459
Total receivables	263,276	397,281
Total assets	8,539,755	8,487,281

LIABILITIES

Corrective distributions payable	58,006	91,930
Net assets available for benefits	$ 8,481,749	$ 8,395,351

See accompanying notes to financial statements

FFF ENTERPRISES
401(k) PROFIT SHARING PLAN

Statements of Changes in Net Assets
Available for Benefits
Years Ended December 31, 2011 and 2010

	2011	2010
Additions to net assets attributed to:		
Investment (loss) income:		
Net (depreciation) appreciation in fair value of investments	$ (363,120)	$ 966,150
Interest income on notes receivable from participants	9,611	13,597
Contributions:		
Employer's	100,377	81,865
Participant's	770,743	784,593
Rollovers	101,599	91,927
Total contributions	972,719	958,385
Total additions	619,210	1,938,132
Deductions from net assets attributed to:		
Benefits paid to participants	472,079	478,163
Corrective distributions	58,006	91,930
Administrative expenses	2,727	3,450
Total deductions	532,812	573,543
Net increase	86,398	1,364,589
Net assets available for benefits:		
Beginning of year	8,395,351	7,030,762
End of year	$ 8,481,749	$ 8,395,351

See accompanying notes to financial statements

FFF ENTERPRISES
401(k) PROFIT SHARING PLAN

Notes to Financial Statements
December 31, 2011 and 2010

NOTE 1 - DESCRIPTION OF PLAN

The following description of the FFF Enterprises 401(k) Profit Sharing Plan (the Plan) provides only general information. Participants should refer to the Plan agreement for more detailed information of the Plan's provisions.

General - The Plan is a defined contribution plan. The Plan was established effective January 1, 1994. The Plan covers all employees of FFF Enterprises (the Company) who are at least 18 years of age and have completed three months of service. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Contributions - Participants' contributions are made to the Plan by means of a salary deferral agreement under which the participant is entitled to defer the lesser of 100 percent of their compensation or a fixed amount determined annually by the Internal Revenue Service. The Company, at its option, may make discretionary matching contributions. For the years ended December 31, 2011 and 2010, the Company matched voluntary participant contributions at a rate of 25 percent of the participants' compensation that is deferred up to a maximum of 5 percent of the participant's compensation. For the years ended December 31, 2011 and 2010, discretionary matching contributions of $100,377 and $81,865 were allocated to the Plan. In addition, the Company, at its option, may contribute a portion of its current profits. For the years ended December 31, 2011 and 2010, no discretionary profit sharing contributions were allocated to the Plan.

Participant Accounts - Participant accounts are credited with each participant's contribution, as well as any Company contributions and an allocation of the Plan earnings or losses. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested interest in their account.

Vesting - Participants are fully vested and entitled to receive their full account balance upon retirement, disability or death. Normal retirement date is the date at which the participant reaches 65 years of age. Participants who terminate employment other than by retirement, disability or death will be entitled to all of their contributions plus actual earnings thereon. Vesting in the remainder of their account is based on years of continuous service. The employer's contributions vest according to the following schedule:

Years of Service	Vested Percentage
Less than 1 year	0%
1 year	20
2 years	40
3 years	60
4 years	80
5 years	100

(Note 1 continued on the following page)

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401(k) PROFIT SHARING PLAN

Notes to Financial Statements
(Continued)
December 31, 2011 and 2010

NOTE 1 - DESCRIPTION OF PLAN (Continued)

Notes Receivable from Participants - The Plan allows participants to borrow up to 50 percent of their vested account balances, but not less than $1,000 and no more than $50,000. The loan repayment period must be no more than five years with the interest rate determined based on the rate a bank or professional lender would charge. Home loans can be repaid over a reasonable period of time that may exceed five years. Interest rates range from 4.25% to 9.25%.

Forfeited Accounts - Participants terminating employment with the Company will forfeit any nonvested employer profit sharing contributions. Forfeitures will be used to reduce employer matching discretionary contributions. At December 31, 2011 and 2010, forfeited non-vested accounts totaled none and $22,199, respectively. During the years ended December 31, 2011 and 2010, forfeitures used to reduce employer contributions was $4,993 and $22,022, respectively.

Investments - Each participant directs the allocation of his or her contribution, and employer matching and discretionary contributions to one or more of 41 investment options. Purchases and sales of securities are recorded on a trade date basis. Participants may change their investment elections at any time by telephone or internet as allowed by the Plan administrator.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation - The financial statements have been prepared in compliance with the Department of Labor Rules and Regulations for reporting the disclosure under ERISA.

Basis of Accounting - The financial statements have been prepared on the accrual basis of accounting.

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.

Use of Estimates - The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

(Note 2 continued on the following page)

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401(k) PROFIT SHARING PLAN

Notes to Financial Statements
(Continued)
December 31, 2011 and 2010

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Investment Valuation and Income Recognition - Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 4 for discussion of fair value measurements.

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

Administrative Expenses - Expenses incurred in the administration of the Plan are paid by both the Plan and the Company.

Risk and Uncertainties - The Plan provides for various investment options in any combination of investment securities. Investment securities are exposed to various risks, such as interest rate, market and credit. Due to the level or risk associated with certain investment securities and the level of uncertainty related to changes in the value of investments securities, it is at least reasonably possible that changes in risks in the near term would materially affect participants account balances and the amounts reported in the Statements of Net Assets Available for Benefits and the Statements of Changes in Net Assets Available for Benefits.

Subsequent Events - The Plan evaluated subsequent events through August 15, 2012, the date these financial statements were available to be issued. There were no material subsequent events that required recognition or additional disclosure in these financial statements.

FFF ENTERPRISES
401(k) PROFIT SHARING PLAN

Notes to Financial Statements
(Continued)
December 31, 2011 and 2010

NOTE 3 - INVESTMENTS

The participant-directed accounts as of December 31, 2011 and 2010 have been summarized as follows:

		2011	2010
Investments greater than 5 percent of the Plan's net assets:			
American Funds	The Growth Fund of America	$ --▲	$ 504,212
Blackrock	Lifepath 2020 A Fund	443,834	--▲
Hartford	Money Market Fund	--▲	902,796
JPMorgan	Prime Money Market Cash Management Fund	723,447	--▲
Prudential	Jennison 20/20 Focus R Fund	597,827	--▲
		1,765,108	1,407,008
Aggregate of investment less than five percent of the Plan's net assets.		6,511,371	6,682,992
		$ 8,276,479	$ 8,090,000

▲ - Investment is less than five percent of the Plan's net assets in respective year.

During 2011 and 2010, the Plan's investments (including, gains and losses on investments bought and sold, as well as held during the year) (depreciated) appreciated in value as follows:

	2011	2010
Registered investment companies	$ (363,120)	$ 966,150

FFF ENTERPRISES
401(k) PROFIT SHARING PLAN

Notes to Financial Statements
(Continued)
December 31, 2011 and 2010

NOTE 4 - FAIR VALUE MEASUREMENTS

FASB ASC 820, *Fair Value Measurements*, establishes a 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 or liability.
Level 3	Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The asset 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.

(Note 4 continued on the following page)

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401(k) PROFIT SHARING PLAN

Notes to Financial Statements
(Continued)
December 31, 2011 and 2010

NOTE 4 - FAIR VALUE MEASUREMENTS (Continued)

Following is a description of the valuation methodologies used for assets measured at fair value.

Registered investment companies (Mutual funds): Valued at the net asset value (NAV) of shares held by the Plan at year end.

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 and 2010:

	Assets at Fair Value as of December 31, 2011			
	Level 1	*Level 2*	*Level 3*	*Total*
Mutual funds:				
Balanced funds	$ 1,181,658	$ --	$ --	$ 1,181,658
Domestic funds	4,517,827	--	--	4,517,827
Fixed income funds	1,392,836	--	--	1,392,836
International funds	1,184,158	--	--	1,184,158
	8,276,479	--	--	8,276,479
Total assets at fair value	$ 8,276,479	$ --	$ --	$ 8,276,479

	Assets at Fair Value as of December 31, 2010			
	Level 1	*Level 2*	*Level 3*	*Total*
Mutual funds:				
Balanced funds	$ 1,872,819	$ --	$ --	$ 1,872,819
Domestic funds	3,953,977	--	--	3,953,977
Fixed income funds	902,796	--	--	902,796
International funds	1,360,408	--	--	1,360,408
	8,090,000	--	--	8,090,000
Total assets at fair value	$ 8,090,000	$ --	$ --	$ 8,090,000

FFF ENTERPRISES
401(k) PROFIT SHARING PLAN

Notes to Financial Statements
(Continued)
December 31, 2011 and 2010

NOTE 5 - INFORMATION CERTIFIED BY THE PLAN'S CUSTODIAN

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, Hartford Life Insurance Company (Hartford), the custodian of the Plan, has certified to the completeness and accuracy of:

- Investments and notes receivable from participants reflected on the accompanying Statements of Net Assets Available for Benefits as of December 31, 2011 and 2010.

- Net appreciation in fair value of investments and interest reflected on the accompanying Statements of Changes in Net Assets Available for Benefits for the years ended December 31, 2011 and 2010.

NOTE 6 - PLAN TERMINATION

Although it has not expressed any intent to do so, the Company has the right to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event the Plan terminates, the net assets of the Plan will be allocated, as prescribed by ERISA and its related regulations, so that each participant receives 100 percent of his or her account balance as of the date of termination.

NOTE 7 - TAX STATUS

The Plan document is a volume submitter defined contribution plan that received a favorable opinion letter from the Internal Revenue Service (IRS) on March 31, 2008, which stated that the Plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code (IRC). The Plan has been amended since receiving the determination letter. However, the Plan administrator believes that the Plan is currently designated and being operated in compliance with the applicable requirement of the IRC.

The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2011 and 2010, there were no uncertain positions taken or expected to be taken that would require recognition of a liability or disclosure in the financial statements. With few exceptions, 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 it is no longer subject to tax examinations for years prior to 2008.

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401(k) PROFIT SHARING PLAN

Notes to Financial Statements
(Continued)
December 31, 2011 and 2010

NOTE 8 - PARTY-IN-INTEREST TRANSACTIONS

The Company, which qualifies as a party-in-interest, absorbs certain administrative expenses of the Plan. Additionally, notes receivable from participants are considered exempt party-in-interest transactions. Such transactions qualify for a statutory exemption.

Certain Plan investments are managed by Hartford. Hartford is the custodian as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions for which a statutory exemption exists.

FFF ENTERPRISES
401(k) PROFIT SHARING PLAN

Supplementary Information
December 31, 2011

Schedule H, line 4i - Schedule of Assets (Held at End of Year)
EIN #33-0309114
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
	Allianz NFJ	Small Cap Value Fund	N/A	$ 115,577
	American Funds	Balanced Fund	N/A	153,894
	American Funds	Capital World Growth & Income Fund	N/A	86,449
	American Funds	Europacific Growth Fund	N/A	100,869
	American Funds	The Investment Company of America	N/A	32,479
	Blackrock	Lifepath 2020 A Fund	N/A	443,834
	Blackrock	Lifepath Retirement A Fund	N/A	300,278
	Blackrock	Lifepath 2030 A Fund	N/A	305,587
	Blackrock	Lifepath 2040 A Fund	N/A	222,593
	Blackrock	Lifepath 2050 A Fund	N/A	3,119
	Columbia	Seligman Communications and Information Fund	N/A	123,169
	DWS Investments	RREEF Real Estate Securities Fund	N/A	81,422
	Eaton Vance	Large Cap Value Fund	N/A	41,075
	Federated	Kaufman Fund	N/A	292,043
	Franklin	Growth Fund	N/A	98,852
	Franklin	Income Fund	N/A	369,113

(Schedule 1 continued on the following page)

FFF ENTERPRISES
401(k) PROFIT SHARING PLAN

Supplementary Information
December 31, 2011

Schedule H, line 4i - Schedule of Assets (Held at End of Year)
EIN #33-0309114
PN #001

(a)	(b)	(c)	(d)	(e)
	Identity of issue, borrower, lessor, or similar party	**Description of investment including maturity date, rate of interest, collateral, par or maturity value**	**Cost**	**Current Value**
	Franklin	Mutual Global Discovery Fund	N/A	138,000
	Franklin	Total Return Fund	N/A	292,230
	Goldman Sachs	High Yield Fund	N/A	77,348
*	Hartford	Capital Appreciation Fund	N/A	279,642
*	Hartford	Dividend & Growth Fund	N/A	128,627
*	Hartford	Global Health Investment Option Fund	N/A	120,551
*	Hartford	Index HLS IB Fund	N/A	55,109
*	Hartford	Small Company Fund	N/A	153,216
	Invesco	Small Cap Equity Fund	N/A	24,567
	Ivy	Global Natural Resources Fund	N/A	53,917
	JPMorgan	Prime Money Market Cash Management Fund	N/A	723,447
	MFS	International New Discovery Fund	N/A	295,117
	MFS	Total Return Fund	N/A	244,046
	MFS	Utilities Fund	N/A	184,469
	MFS	Value Fund	N/A	328,658
	Nuveen	Mid Cap Index R3 Fund	N/A	130,870
	Oppenheimer	Developing Markets Fund	N/A	294,083

(Schedule 1 continued on the following page)

FFF ENTERPRISES
401(k) PROFIT SHARING PLAN

Supplementary Information
December 31, 2011

Schedule H, line 4i - Schedule of Assets (Held at End of Year)
EIN #33-0309114
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
	Oppenheimer	Gold & Special Minerals Fund	N/A	148,868
	Oppenheimer	International Bond Fund	N/A	215,722
	Pioneer	Mid Cap Value Fund	N/A	259,770
	Pimco	Total Return Fund	N/A	234,867
	Pimco	Real Return Fund	N/A	92,161
	Prudential	Jennison 20/20 Focus R Fund	N/A	597,827
	Thornburg	Value Investment Option Fund	N/A	121,228
	Wells Fargo	Advantage Special Small Cap Value Fund	N/A	311,786
				8,276,479
*	Notes receivable from participants	Interest rates ranging from 4.25% to 9.25% with maturity dates through December 2026	N/A	263,276
	Total assets held for investment purposes at end of year			$ 8,539,755

* - Party-in-interest as defined by ERISA for which a statutory exemption exists.
N/A - Information not required for participant-directed investments.

Fee and Compensation Disclosure Report

This document is intended to assist a plan administrator ("you") in completing the Form 5500 Schedule C[1] by identifying different types of compensation paid with respect to the Hartford product utilized by your plan.

As permitted under the Schedule C rules, compensation is disclosed in the attached report as an actual dollar amount, an estimate or a formula or rate.

- Where an actual dollar amount of compensation is disclosed, no further notation regarding compensation calculations is generally provided.
- Where an estimate of the compensation amount is disclosed, we have used a reasonable method to arrive at the estimate and we have described the method used to arrive at the estimated amount.
- Where a formula or rate is provided to report compensation, we have used a reasonable method to arrive at the estimate and we have described the method used to arrive at the estimated amount. This formula or rate may be disclosed to describe the compensation to which it applies under the Schedule C rules. Alternatively, for purposes of Schedule C disclosure or in connection with your fiduciary review of the compensation paid with respect to the services, products and investment options utilized by the plan, you may calculate and disclose an actual or estimated dollar amount by multiplying the rate by the total assets to which it applies.

Please note that, unless otherwise indicated in the descriptions contained in this report, direct compensation is presented on a plan year basis 01/01/2011 - 12/31/2011 and indirect compensation is presented on a calendar year basis ending 12/31/2011.

This report includes compensation actually paid to or by the Hartford within the indicated plan year as part of your Hartford product. *(Note: If the plan year period or plan year end indicated in this Schedule C reporting package is incorrect, please notify your Hartford customer service representative immediately).* This report does not include amounts deducted from plan assets and paid to third parties (other than Hartford). In addition, the report does not include compensation related to investments held by the plan that are not serviced on our recordkeeping system. You should contact your other service providers for reportable compensation information. You may also receive information on the compensation reported here from other service providers as is described below.

Please note that we have provided suggested service codes with respect to services provided through our Hartford product. Please review all Schedule C and other Form 5500 materials with your experienced benefits counsel and other professionals to determine the most appropriate codes for your plan. In addition, please note that because plans with fewer than 100 participants (as of the beginning of the plan year) are generally not required to file Schedule C, you should refer to the instructions provided by the IRS for Schedule C and/or review the applicability of Schedule C to your plan with your experienced tax/benefits counsel, to determine whether it is necessary for the plan to report the information contemplated by this report.

Please contact your Hartford Service Team should you require additional information regarding the compensation paid to or by Hartford with respect to your plan.

****

Information provided in this document and related materials we provide are not intended to be and shall not be deemed tax advice, tax form preparation services, legal advice, advice to plans regarding compliance with ERISA reporting compliance, or accounting or other professional services. As described above, the information contained in this report may not cover all of the compensation received by the plan's service providers. We strongly encourage you to review all Schedule C and other Form 5500 materials with experienced benefits counsel and other professionals.

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[1] Please refer to the Schedule C of the Form 5500 and its instructions (available at: http://www.dol.gov/ebsa/5500main.html), and please confer with experienced benefits counsel and other professionals, to determine the applicability of Schedule C to your plan.

FORM 5500 SCHEDULE C REPORT
SCHEDULE C, LINE 2(h) AND LINE 3(e) FORMULA DESCRIPTION

FFF ENTERPRISES 401(K) PROFIT SHARING PLAN (710027)
EIN #: 33-0309114

Please note that, unless otherwise indicated in the descriptions contained in this report, direct compensation is presented on a plan year basis 01/01/2011 - 12/31/2011 and indirect compensation is presented on a calendar year basis ending 12/31/2011.

For use with lines 2(h), 3(c), 3(d), 3(e)

Total Direct Compensation Paid **$2,727.21**

The total amount identified above reflects all fees deducted from plan assets at the plan administrator's direction for the plan year. Service providers which have received portions of these direct fees are listed below, along with the amount of fees they received. Please note that if there is a discrepancy between the total direct fees reported above and the sum of the direct fees reported below, you should contact your other service providers or your plan records to identify the recipient(s) of the fees and any other information relevant to your Schedule C filing.

Recipient: Hartford Life Insurance Company EIN: 06-0974148

Service Codes: 15, 23, 37, 38, 54, 55, 59, 60, 62, 63, 64, 65, 66, 99, 50 (if direct compensation amount reflected below)

Direct Compensation **$2,727.21**

The total amount identified above reflects fees deducted from plan assets at the plan administrator's direction for the 2011 plan year for the above named recipient. Please review other service providers, below, to determine whether direct fees were also paid to them. Also, please review your records to determine whether other service providers may have received any compensation not reported below (e.g., a reimbursement paid to any plan fiduciary, your employee benefits counsel, or a plan auditor).

Note: Due to system accounting protocols (including 'cash basis' accounting), amounts reported as Direct Compensation and amounts reported as paid to Hartford Life Insurance Company are the net result of aggregating direct compensation after the effects of adjustments processed in 2011, some of which may have pertained to prior years.

Please review the detailed breakdown at the end of the report for further information.

Indirect Compensation

Float compensation **$2.00**

Bank accounts and investments associated with short-term investment pool, 200 Hopmeadow Road, Simsbury, CT 06089

This is an estimate based on the annual average rate of float (0.01% for 2011) earned on the bank accounts and investments associated with the short-term investment pool for the 2011 calendar year multiplied by an estimate of the assets related to uncashed checks.* This estimate does not include float earned for any other reason (e.g., if amounts remitted to The Hartford cannot be immediately invested because they are not in good order). Please review or request a copy of the current float disclosure for more information about the other circumstances in which float is earned.

* A complete listing of distribution checks that remain outstanding is available on the Retirement Plan Access web site under the Standard Reports section (Report R03998-Outstanding Distribution Checks). Uncashed check assets will continue to remain in a float-earning bank account until such time direction is received from the Plan Sponsor. The Plan Sponsor should consult with their tax advisor or benefits counsel to determine if assets attributable to uncashed checks should be included on the Form 5500 filing.

Non Monetary Compensation

Please note that items of nonmonetary compensation need to be reported for Schedule A or C (Form 5500) purposes if they exceed certain *de minimus* amounts. Transactions generating nonmonetary compensation may include gifts, gratuities, or certain types of in-kind benefits. Hartford's Code of Ethics and Business Conduct generally restricts Hartford employees from giving to or receiving gifts from customers and/or business partners having a value of over $100, in any individual situation, without prior approval. However, it is possible that one or more of your service providers for the calendar year, including Hartford, engaged in transactions generating nonmonetary compensation. Information concerning reportable transactions undertaken between or among non-Hartford parties may not be available to The Hartford.

Please consult with your legal or tax advisors if you have any questions.

Compensation paid with respect to Funds

Investment Option Name	*EIN*	*Revenue Sharing Rate (%) Paid to The Hartford (rates as of 12/31/2011)*	*Underlying Fund Gross Expense Ratio as of the Fund's Year End*[*]
ALLIANZ NFJ SMALL-CAP VALUE R	33-0457728	0.75% x assets	1.46%
AMERICAN FUNDS AMERICAN BAL R1	94-6050854	1.10% x assets	1.40%
AMERICAN FUNDS CP WLD GR INC-R1	95-1411037	1.10% x assets	1.56%
AMERICAN FUNDS EUROPAC GROWTH R1	95-1411037	1.10% x assets	1.62%
AMERICAN FUNDS GR FD OF AMER R1	52-0792143	1.10% x assets	1.43%
AMERICAN FUNDS INV CO OF AMER R1	95-1426645	1.10% x assets	1.41%
BLACKROCK GLOB FINANC SERVICES R	51-0318674	0.75% x assets	2.22%
BLACKROCK LIFEPATH 2020 A	51-0318674	0.75% x assets	1.44%
BLACKROCK LIFEPATH 2030 A	51-0318674	0.75% x assets	1.44%
BLACKROCK LIFEPATH 2040 A	51-0318674	0.75% x assets	1.44%
BLACKROCK LIFEPATH 2050 A	51-0318674	0.75% x assets	1.56%
BLACKROCK LIFEPATH RETIREMENT A	51-0318674	0.75% x assets	1.43%
COL SELI COMMUNICAT AND INF R	36-3376651	0.75% x assets	1.61%
DWS RREEF REAL EST SECURITIES R	13-3241232	0.80% x assets	1.40%
EATON VANCE LARGE-CAP VALUE R	04-6039283	0.80% x assets	1.23%
FEDERATED KAUFMANN R	25-1470423	0.75% x assets	2.50%
FRANKLIN GROWTH R	13-2573775	0.60% x assets plus $12/participant	1.21%
FRANKLIN INCOME R	13-2573775	0.60% x assets plus $12/participant	1.00%
FRANKLIN TOTAL RETURN R	13-3151768	0.60% x assets plus $12/participant	1.23%
GOLDMAN SACHS HIGH YIELD SVC	13-4019460	0.65% x assets	1.22%
HARTFORD INDEX HLS IB	22-2937447	0.50% x assets	0.59%
INVESCO SMALL CAP EQUITY R	06-0841973	0.85% x assets	1.63%
IVY GLOBAL NATURAL RESOURCES R	04-6006759	0.75% x assets	1.61%
JPMORGAN PRIME MONEY MKT CASHMGT	33-1043149	0.01% x assets	0.96%
MFS INTERNAT'L NEW DISCOVERY R2	04-2468583	0.85% x assets	1.70%
MFS TOTAL RETURN R2	04-2468583	0.85% x assets	1.03%
MFS UTILITIES R2	04-3158862	0.85% x assets	1.32%
MFS VALUE R2	04-3158862	0.85% x assets	1.20%
MUTUAL GLOBAL DISCOVERY R	22-2894171	0.60% x assets plus $12/participant	1.54%
NUVEEN MID CAP INDEX R3	41-1418224	0.75% x assets	1.09%
OPPENHEIMER DEVELOPING MARKETS N	93-6305075	0.80% x assets	1.77%
OPPENHEIMER GOLD AND SPEC MIN N	13-3155639	0.80% x assets	1.43%
OPPENHEIMER INTERNATIONAL BOND N	84-1308320	0.80% x assets	1.65%

Investment Option Name	*EIN*	*Revenue Sharing Rate (%) Paid to The Hartford (rates as of 12/31/2011)*	*Underlying Fund Gross Expense Ratio as of the Fund's Year End*[*]
PIMCO REAL RETURN R	33-0629048	0.65% x assets	1.11%
PIMCO TOTAL RETURN R	33-0629048	0.65% x assets	1.10%
PIONEER MID-CAP VALUE R	04-3091159	0.80% x assets	1.50%
PRUD JENNISON 20/20 FOCUS R	13-2631108	0.75% x assets	1.64%
THE HARTFORD BALANCED ALLOCAT A	13-3317783	0.65% x assets	1.24%
THE HARTFORD CAP APPRECIATION A	22-2937447	0.65% x assets	1.15%
THE HARTFORD CONSERV ALLOCA A	13-3317783	0.65% x assets	1.25%
THE HARTFORD DIV AND GROWTH A	22-2937447	0.65% x assets	1.11%
THE HARTFORD EQU GROWTH ALLOC A	13-3317783	0.65% x assets	1.45%
THE HARTFORD GROWTH A	13-3317783	0.65% x assets	1.28%
THE HARTFORD GROWTH ALLOCATION A	13-3317783	0.65% x assets	1.32%
THE HARTFORD GROWTH OPPS A	13-3317783	0.65% x assets	1.34%
THE HARTFORD HEALTHCARE A	22-2937447	0.65% x assets	1.49%
THE HARTFORD MONEY MARKET R4	22-2937447		0.91%
THE HARTFORD SMALL COMPANY R4	22-2937447	0.65% x assets	1.28%
THORNBURG VALUE R3	06-1158764	0.75% x assets	1.66%
WELLS FARGO ADV SP SM CP VAL-A	41-0449260	0.55% x assets	1.47%

Under the variable investment options available through your plan's group annuity contract or funding agreement, contract values are invested in Hartford Life Insurance Company separate accounts that, in turn, invest in underlying registered investment companies (i.e., mutual funds) and collective investment funds.

The list includes any investment option held by the plan on at least one month end during the 2011 calendar year. To arrive at an estimate of the dollar amount that Hartford received from each investment option, multiply the rate of fees received from each investment option by your plan's year-end balance (or if the investment option was liquidated prior to year end, the balance on the liquidation date) and, if applicable, the per participant fee by the number of participants in the investment option at year end (or the liquidation date if earlier). This will be an estimate because your plan's balance and number of participants will vary over the course of the year, so the year-end balance and number of participants may be higher or lower than the daily balance. In addition, these fees are calculated on a daily basis.

[*] This amount is the sum of the fund's distribution, management and other fees, which are also identified in the fund's prospectus. Please note that affiliates of Hartford Life Insurance Company act as advisor to the Hartford funds. Such affiliates are identified in the fund's prospectus' and receive management fees in the following amounts:

Hartford Balanced Allocation A	0.13% x assets
Hartford Capital Appreciation A	0.65% x assets
Hartford Conservative Allocation A	0.15% x assets
Hartford Dividend & Growth A	0.62% x assets
Hartford Equity Growth Allocation A	0.15% x assets
Hartford Growth A	0.73% x assets
Hartford Growth Allocation A	0.14% x assets
Hartford Growth Opportunities A	0.71% x assets
Hartford Healthcare A	0.90% x assets
Hartford Index HLS IB	0.30% x assets
Hartford Small Company R4	0.80% x assets

Recipient: MORGANSTANLEY SMITHBARNEY LLC EIN: 26-4310844

Service Codes:

Please contact your Service Provider for the list of applicable services performed and Service Codes.

Direct Compensation **$0.00**

Our records indicate that this recipient did not receive any Direct Compensation. Please review your records to determine whether this service provider may have received any compensation not reported.

Indirect Compensation

Additional compensation Payor: Hartford Life Insurance Company EIN: 06-0974148 **$50.00**

Non Monetary Compensation

Please note that items of nonmonetary compensation need to be reported for Schedule A or C (Form 5500) purposes if they exceed certain *de minimus* amounts. Transactions generating nonmonetary compensation may include gifts, gratuities, or certain types of in-kind benefits. Hartford's Code of Ethics and Business Conduct generally restricts Hartford employees from giving to or receiving gifts from customers and/or business partners having a value of over $100, in any individual situation, without prior approval. However, it is possible that one or more of your service providers for the 2011 calendar year, including Hartford, engaged in transactions generating nonmonetary compensation. Information concerning reportable transactions undertaken between or among non-Hartford parties may not be available to The Hartford.

Please consult with your legal or tax advisors if you have any questions.

Recipient: MORGANSTANLEY SMITHBARNEY LLC EIN: 26-4310632

Service Codes: 49, 99

Service Codes are based on available information but might not be inclusive of all services provided. Please contact your Service Provider for a full list of services performed and Service Codes.

Direct Compensation **$0.00**

Our records indicate that this recipient did not receive any Direct Compensation. Please review your records to determine whether this service provider may have received any compensation not reported.

Indirect Compensation

* **Additional compensation** Payor: Hartford Life Insurance Company EIN: 06-0974148 **$307.73**

* *Additional Compensation is reported on a Plan Year basis.*

NOTE: In 2011, Hartford participated in Morgan Stanley Smith Barney's ("MSSB") retirement platform for sales and marketing support, and paid a Training Support Fee of $250,000 to MSSB for its services, with respect to 2,945 Hartford brokerage-based plans. MSSB has instructed Hartford to use MSSB's per plan allocation reflected above for 2011 Form 5500 Schedule C reporting purposes, which MSSB has advised was calculated based on the total amount of Training Support Fee payments MSSB collected from all participating providers, including Hartford, divided by MSSB's entire book of 13,161 (as of 12/31/2011) brokerage-based plans with those participating providers. Please note that this per plan allocation would have been different if presented based on the Training Support Fee paid by a particular participating provider (e.g., Hartford), divided by the number of brokerage-based plans with that participating provider.

Non Monetary Compensation

Please note that items of nonmonetary compensation need to be reported for Schedule A or C (Form 5500) purposes if they exceed certain *de minimus* amounts. Transactions generating nonmonetary compensation may include gifts, gratuities, or certain types of in-kind benefits. Hartford's Code of Ethics and Business Conduct generally restricts Hartford employees from giving to or receiving gifts from customers and/or business partners having a value of over $100, in any individual situation, without prior approval. However, it is possible that one or more of your service providers for the 2011 calendar year, including Hartford, engaged in transactions generating nonmonetary compensation. Information concerning reportable transactions undertaken between or among non-Hartford parties may not be available to The Hartford.

Please consult with your legal or tax advisors if you have any questions.

Recipient: SAGEPOINT FINANCIAL INC EIN: 20-1741754

Service Codes:

Please contact your Service Provider for the list of applicable services performed and Service Codes.

Direct Compensation **$0.00**

Our records indicate that this recipient did not receive any Direct Compensation. Please review your records to determine whether this service provider may have received any compensation not reported.

Indirect Compensation

* **Sales commission** Payor: Hartford Life Insurance Company EIN: 06-0974148 **$13,796.59**

* *Sales Commissions are reported on a Plan Year basis.*

Non Monetary Compensation

Please note that items of nonmonetary compensation need to be reported for Schedule A or C (Form 5500) purposes if they exceed certain *de minimus* amounts. Transactions generating nonmonetary compensation may include gifts, gratuities, or certain types of in-kind benefits. Hartford's Code of Ethics and Business Conduct generally restricts Hartford employees from giving to or receiving gifts from customers and/or business partners having a value of over $100, in any individual situation, without prior approval. However, it is possible that one or more of your service providers for the 2011 calendar year, including Hartford, engaged in transactions generating nonmonetary compensation. Information concerning reportable transactions undertaken between or among non-Hartford parties may not be available to The Hartford.

Please consult with your legal or tax advisors if you have any questions.

Recipient: SBHU LIFE AGCY INC EIN: 13-2896238

Service Codes:

Please contact your Service Provider for the list of applicable services performed and Service Codes.

Direct Compensation **$0.00**

Our records indicate that this recipient did not receive any Direct Compensation. Please review your records to determine whether this service provider may have received any compensation not reported.

Indirect Compensation

* **Sales commission** Payor: Hartford Life Insurance Company EIN: 06-0974148 **$10,633.14**

* *Sales Commissions are reported on a Plan Year basis.*

Non Monetary Compensation

Please note that items of nonmonetary compensation need to be reported for Schedule A or C (Form 5500) purposes if they exceed certain *de minimus* amounts. Transactions generating nonmonetary compensation may include gifts, gratuities, or certain types of in-kind benefits. Hartford's Code of Ethics and Business Conduct generally restricts Hartford employees from giving to or receiving gifts from customers and/or business partners having a value of over $100, in any individual situation, without prior approval. However, it is possible that one or more of your service providers for the 2011 calendar year, including Hartford, engaged in transactions generating nonmonetary compensation. Information concerning reportable transactions undertaken between or among non-Hartford parties may not be available to The Hartford.

Please consult with your legal or tax advisors if you have any questions.

Recipient: Mesirow Financial Investment Management, Inc. EIN: 36-3429599

Indirect Compensation

Annual fee and basis point fee for Mesirow plan fiduciary service **$30.58**
Service code: 27

Payor: Hartford Life Insurance Company EIN: 06-0974148

This is an estimate based on the annual flat fee plus the basis point fee paid to Mesirow divided by the number of plans using this feature.

Direct Revenue Detail

Recipient: ***Hartford Life Insurance Company***

Fee Description	**Dollar Amount**
Loan Set-up Fee	$1,100.00
One-Time Distribution Fee	$579.21
Loan Administration Fee	$1,048.00
Total Direct Revenue:	**$2,727.21**
Grand Total Direct Fees:	**$2,727.21**

Kushner ■ Smith ■ Joanou ■ Gregson



CERTIFIED PUBLIC ACCOUNTANTS

FFF ENTERPRISES
401(k) PROFIT SHARING PLAN

Financial Statements
and
Supplementary Information
Years Ended December 31, 2011 and 2010
(With Independent Auditor's Report Thereon)

Kushner, Smith, Joanou & Gregson, LLP
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KSJG

CERTIFIED PUBLIC ACCOUNTANTS

INDEPENDENT AUDITOR'S REPORT

To the Plan Administrator and Participants of the
FFF Enterprises 401(k) Profit Sharing Plan

We were engaged to audit the financial statements and supplemental schedule of the FFF Enterprises 401(k) Profit Sharing Plan (the Plan) as of December 31, 2011 and 2010, and for the years then ended, as listed in the accompanying table of contents. These financial statements and supplemental 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 5, which was certified by Hartford Life Insurance Company, the custodian of the Plan, except for comparing such 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 years then ended, 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 these accompanying financial statements and supplemental schedule taken as a whole. The supplemental schedule is presented for the purpose of additional analysis and is not a required part of the financial statements but is 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 schedule, 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.

Kushner Smith Joanou : Gregson, LLP

August 15, 2012

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FFF ENTERPRISES
401(k) PROFIT SHARING PLAN

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

ASSETS

	2011	2010
Investments (Notes 3, 4 and 5):		
Registered investment companies	$ 8,276,479	$ 8,090,000
Receivables:		
Participant contributions	--	20,067
Employer contributions	--	81,755
Notes receivable from participants	263,276	295,459
Total receivables	263,276	397,281
Total assets	8,539,755	8,487,281

LIABILITIES

Corrective distributions payable	58,006	91,930
Net assets available for benefits	$ 8,481,749	$ 8,395,351

See accompanying notes to financial statements

FFF ENTERPRISES
401(k) PROFIT SHARING PLAN

Statements of Changes in Net Assets
Available for Benefits
Years Ended December 31, 2011 and 2010

	2011	2010
Additions to net assets attributed to:		
Investment (loss) income:		
Net (depreciation) appreciation in fair value of investments	$ (363,120)	$ 966,150
Interest income on notes receivable from participants	9,611	13,597
Contributions:		
Employer's	100,377	81,865
Participant's	770,743	784,593
Rollovers	101,599	91,927
Total contributions	972,719	958,385
Total additions	619,210	1,938,132
Deductions from net assets attributed to:		
Benefits paid to participants	472,079	478,163
Corrective distributions	58,006	91,930
Administrative expenses	2,727	3,450
Total deductions	532,812	573,543
Net increase	86,398	1,364,589
Net assets available for benefits:		
Beginning of year	8,395,351	7,030,762
End of year	$ 8,481,749	$ 8,395,351

See accompanying notes to financial statements

FFF ENTERPRISES
401(k) PROFIT SHARING PLAN

Notes to Financial Statements
December 31, 2011 and 2010

NOTE 1 - DESCRIPTION OF PLAN

The following description of the FFF Enterprises 401(k) Profit Sharing Plan (the Plan) provides only general information. Participants should refer to the Plan agreement for more detailed information of the Plan's provisions.

General - The Plan is a defined contribution plan. The Plan was established effective January 1, 1994. The Plan covers all employees of FFF Enterprises (the Company) who are at least 18 years of age and have completed three months of service. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Contributions - Participants' contributions are made to the Plan by means of a salary deferral agreement under which the participant is entitled to defer the lesser of 100 percent of their compensation or a fixed amount determined annually by the Internal Revenue Service. The Company, at its option, may make discretionary matching contributions. For the years ended December 31, 2011 and 2010, the Company matched voluntary participant contributions at a rate of 25 percent of the participants' compensation that is deferred up to a maximum of 5 percent of the participant's compensation. For the years ended December 31, 2011 and 2010, discretionary matching contributions of $100,377 and $81,865 were allocated to the Plan. In addition, the Company, at its option, may contribute a portion of its current profits. For the years ended December 31, 2011 and 2010, no discretionary profit sharing contributions were allocated to the Plan.

Participant Accounts - Participant accounts are credited with each participant's contribution, as well as any Company contributions and an allocation of the Plan earnings or losses. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested interest in their account.

Vesting - Participants are fully vested and entitled to receive their full account balance upon retirement, disability or death. Normal retirement date is the date at which the participant reaches 65 years of age. Participants who terminate employment other than by retirement, disability or death will be entitled to all of their contributions plus actual earnings thereon. Vesting in the remainder of their account is based on years of continuous service. The employer's contributions vest according to the following schedule:

Years of Service	Vested Percentage
Less than 1 year	0%
1 year	20
2 years	40
3 years	60
4 years	80
5 years	100

(Note 1 continued on the following page)

FFF ENTERPRISES
401(k) PROFIT SHARING PLAN

Notes to Financial Statements
(Continued)
December 31, 2011 and 2010

NOTE 1 - DESCRIPTION OF PLAN (Continued)

Notes Receivable from Participants - The Plan allows participants to borrow up to 50 percent of their vested account balances, but not less than $1,000 and no more than $50,000. The loan repayment period must be no more than five years with the interest rate determined based on the rate a bank or professional lender would charge. Home loans can be repaid over a reasonable period of time that may exceed five years. Interest rates range from 4.25% to 9.25%.

Forfeited Accounts - Participants terminating employment with the Company will forfeit any nonvested employer profit sharing contributions. Forfeitures will be used to reduce employer matching discretionary contributions. At December 31, 2011 and 2010, forfeited non-vested accounts totaled none and $22,199, respectively. During the years ended December 31, 2011 and 2010, forfeitures used to reduce employer contributions was $4,993 and $22,022, respectively.

Investments - Each participant directs the allocation of his or her contribution, and employer matching and discretionary contributions to one or more of 41 investment options. Purchases and sales of securities are recorded on a trade date basis. Participants may change their investment elections at any time by telephone or internet as allowed by the Plan administrator.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation - The financial statements have been prepared in compliance with the Department of Labor Rules and Regulations for reporting the disclosure under ERISA.

Basis of Accounting - The financial statements have been prepared on the accrual basis of accounting.

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.

Use of Estimates - The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

(Note 2 continued on the following page)

FFF ENTERPRISES
401(k) PROFIT SHARING PLAN

Notes to Financial Statements
(Continued)
December 31, 2011 and 2010

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Investment Valuation and Income Recognition - Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 4 for discussion of fair value measurements.

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

Administrative Expenses - Expenses incurred in the administration of the Plan are paid by both the Plan and the Company.

Risk and Uncertainties - The Plan provides for various investment options in any combination of investment securities. Investment securities are exposed to various risks, such as interest rate, market and credit. Due to the level or risk associated with certain investment securities and the level of uncertainty related to changes in the value of investments securities, it is at least reasonably possible that changes in risks in the near term would materially affect participants account balances and the amounts reported in the Statements of Net Assets Available for Benefits and the Statements of Changes in Net Assets Available for Benefits.

Subsequent Events - The Plan evaluated subsequent events through August 15, 2012, the date these financial statements were available to be issued. There were no material subsequent events that required recognition or additional disclosure in these financial statements.

FFF ENTERPRISES
401(k) PROFIT SHARING PLAN

Notes to Financial Statements
(Continued)
December 31, 2011 and 2010

NOTE 3 - INVESTMENTS

The participant-directed accounts as of December 31, 2011 and 2010 have been summarized as follows:

		2011	2010
Investments greater than 5 percent of the Plan's net assets:			
American Funds	The Growth Fund of America	$ --▲	$ 504,212
Blackrock	Lifepath 2020 A Fund	443,834	--▲
Hartford	Money Market Fund	--▲	902,796
JPMorgan	Prime Money Market Cash Management Fund	723,447	--▲
Prudential	Jennison 20/20 Focus R Fund	597,827	--▲
		1,765,108	1,407,008
Aggregate of investment less than five percent of the Plan's net assets.		6,511,371	6,682,992
		$ 8,276,479	$ 8,090,000

▲ - Investment is less than five percent of the Plan's net assets in respective year.

During 2011 and 2010, the Plan's investments (including, gains and losses on investments bought and sold, as well as held during the year) (depreciated) appreciated in value as follows:

	2011	2010
Registered investment companies	$ (363,120)	$ 966,150

FFF ENTERPRISES
401(k) PROFIT SHARING PLAN

Notes to Financial Statements
(Continued)
December 31, 2011 and 2010

NOTE 4 - FAIR VALUE MEASUREMENTS

FASB ASC 820, *Fair Value Measurements*, establishes a 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 or liability.
Level 3	Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The asset 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.

(Note 4 continued on the following page)

FFF ENTERPRISES
401(k) PROFIT SHARING PLAN

Notes to Financial Statements
(Continued)
December 31, 2011 and 2010

NOTE 4 - FAIR VALUE MEASUREMENTS (Continued)

Following is a description of the valuation methodologies used for assets measured at fair value.

Registered investment companies (Mutual funds): Valued at the net asset value (NAV) of shares held by the Plan at year end.

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 and 2010:

	Assets at Fair Value as of December 31, 2011			
	Level 1	*Level 2*	*Level 3*	*Total*
Mutual funds:				
Balanced funds	$ 1,181,658	$ --	$ --	$ 1,181,658
Domestic funds	4,517,827	--	--	4,517,827
Fixed income funds	1,392,836	--	--	1,392,836
International funds	1,184,158	--	--	1,184,158
	8,276,479	--	--	8,276,479
Total assets at fair value	$ 8,276,479	$ --	$ --	$ 8,276,479

	Assets at Fair Value as of December 31, 2010			
	Level 1	*Level 2*	*Level 3*	*Total*
Mutual funds:				
Balanced funds	$ 1,872,819	$ --	$ --	$ 1,872,819
Domestic funds	3,953,977	--	--	3,953,977
Fixed income funds	902,796	--	--	902,796
International funds	1,360,408	--	--	1,360,408
	8,090,000	--	--	8,090,000
Total assets at fair value	$ 8,090,000	$ --	$ --	$ 8,090,000

FFF ENTERPRISES
401(k) PROFIT SHARING PLAN

Notes to Financial Statements
(Continued)
December 31, 2011 and 2010

NOTE 5 - INFORMATION CERTIFIED BY THE PLAN'S CUSTODIAN

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, Hartford Life Insurance Company (Hartford), the custodian of the Plan, has certified to the completeness and accuracy of:

- Investments and notes receivable from participants reflected on the accompanying Statements of Net Assets Available for Benefits as of December 31, 2011 and 2010.

- Net appreciation in fair value of investments and interest reflected on the accompanying Statements of Changes in Net Assets Available for Benefits for the years ended December 31, 2011 and 2010.

NOTE 6 - PLAN TERMINATION

Although it has not expressed any intent to do so, the Company has the right to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event the Plan terminates, the net assets of the Plan will be allocated, as prescribed by ERISA and its related regulations, so that each participant receives 100 percent of his or her account balance as of the date of termination.

NOTE 7 - TAX STATUS

The Plan document is a volume submitter defined contribution plan that received a favorable opinion letter from the Internal Revenue Service (IRS) on March 31, 2008, which stated that the Plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code (IRC). The Plan has been amended since receiving the determination letter. However, the Plan administrator believes that the Plan is currently designated and being operated in compliance with the applicable requirement of the IRC.

The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2011 and 2010, there were no uncertain positions taken or expected to be taken that would require recognition of a liability or disclosure in the financial statements. With few exceptions, 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 it is no longer subject to tax examinations for years prior to 2008.

FFF ENTERPRISES
401(k) PROFIT SHARING PLAN

Notes to Financial Statements
(Continued)
December 31, 2011 and 2010

NOTE 8 - PARTY-IN-INTEREST TRANSACTIONS

The Company, which qualifies as a party-in-interest, absorbs certain administrative expenses of the Plan. Additionally, notes receivable from participants are considered exempt party-in-interest transactions. Such transactions qualify for a statutory exemption.

Certain Plan investments are managed by Hartford. Hartford is the custodian as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions for which a statutory exemption exists.

FFF ENTERPRISES
401(k) PROFIT SHARING PLAN

Supplementary Information
December 31, 2011

Schedule H, line 4i - Schedule of Assets (Held at End of Year)
EIN #33-0309114
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
	Allianz NFJ	Small Cap Value Fund	N/A	$ 115,577
	American Funds	Balanced Fund	N/A	153,894
	American Funds	Capital World Growth & Income Fund	N/A	86,449
	American Funds	Europacific Growth Fund	N/A	100,869
	American Funds	The Investment Company of America	N/A	32,479
	Blackrock	Lifepath 2020 A Fund	N/A	443,834
	Blackrock	Lifepath Retirement A Fund	N/A	300,278
	Blackrock	Lifepath 2030 A Fund	N/A	305,587
	Blackrock	Lifepath 2040 A Fund	N/A	222,593
	Blackrock	Lifepath 2050 A Fund	N/A	3,119
	Columbia	Seligman Communications and Information Fund	N/A	123,169
	DWS Investments	RREEF Real Estate Securities Fund	N/A	81,422
	Eaton Vance	Large Cap Value Fund	N/A	41,075
	Federated	Kaufman Fund	N/A	292,043
	Franklin	Growth Fund	N/A	98,852
	Franklin	Income Fund	N/A	369,113

(Schedule 1 continued on the following page)

FFF ENTERPRISES
401(k) PROFIT SHARING PLAN

Supplementary Information
December 31, 2011

Schedule H, line 4i - Schedule of Assets (Held at End of Year)
EIN #33-0309114
PN #001

(a)	(b)	(c)	(d)	(e)
	Identity of issue, borrower, lessor, or similar party	**Description of investment including maturity date, rate of interest, collateral, par or maturity value**	**Cost**	**Current Value**
	Franklin	Mutual Global Discovery Fund	N/A	138,000
	Franklin	Total Return Fund	N/A	292,230
	Goldman Sachs	High Yield Fund	N/A	77,348
*	Hartford	Capital Appreciation Fund	N/A	279,642
*	Hartford	Dividend & Growth Fund	N/A	128,627
*	Hartford	Global Health Investment Option Fund	N/A	120,551
*	Hartford	Index HLS IB Fund	N/A	55,109
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	Ivy	Global Natural Resources Fund	N/A	53,917
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	MFS	Value Fund	N/A	328,658
	Nuveen	Mid Cap Index R3 Fund	N/A	130,870
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(Schedule 1 continued on the following page)

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Supplementary Information
December 31, 2011

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	Oppenheimer	Gold & Special Minerals Fund	N/A	148,868
	Oppenheimer	International Bond Fund	N/A	215,722
	Pioneer	Mid Cap Value Fund	N/A	259,770
	Pimco	Total Return Fund	N/A	234,867
	Pimco	Real Return Fund	N/A	92,161
	Prudential	Jennison 20/20 Focus R Fund	N/A	597,827
	Thornburg	Value Investment Option Fund	N/A	121,228
	Wells Fargo	Advantage Special Small Cap Value Fund	N/A	311,786
				8,276,479
*	Notes receivable from participants	Interest rates ranging from 4.25% to 9.25% with maturity dates through December 2026	N/A	263,276
	Total assets held for investment purposes at end of year			$ 8,539,755

* - Party-in-interest as defined by ERISA for which a statutory exemption exists.
N/A - Information not required for participant-directed investments.

Kushner ■ Smith ■ Joanou ■ Gregson



CERTIFIED PUBLIC ACCOUNTANTS

FFF ENTERPRISES
401(k) PROFIT SHARING PLAN

Financial Statements
and
Supplementary Information
Years Ended December 31, 2011 and 2010
(With Independent Auditor's Report Thereon)

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CERTIFIED PUBLIC ACCOUNTANTS

INDEPENDENT AUDITOR'S REPORT

To the Plan Administrator and Participants of the
FFF Enterprises 401(k) Profit Sharing Plan

We were engaged to audit the financial statements and supplemental schedule of the FFF Enterprises 401(k) Profit Sharing Plan (the Plan) as of December 31, 2011 and 2010, and for the years then ended, as listed in the accompanying table of contents. These financial statements and supplemental 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 5, which was certified by Hartford Life Insurance Company, the custodian of the Plan, except for comparing such 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 years then ended, 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 these accompanying financial statements and supplemental schedule taken as a whole. The supplemental schedule is presented for the purpose of additional analysis and is not a required part of the financial statements but is 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 schedule, 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.

Kushner Smith Joanou : Gregson, LLP

August 15, 2012

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FFF ENTERPRISES
401(k) PROFIT SHARING PLAN

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

ASSETS

	2011	2010
Investments (Notes 3, 4 and 5):		
Registered investment companies	$ 8,276,479	$ 8,090,000
Receivables:		
Participant contributions	--	20,067
Employer contributions	--	81,755
Notes receivable from participants	263,276	295,459
Total receivables	263,276	397,281
Total assets	8,539,755	8,487,281

LIABILITIES

Corrective distributions payable	58,006	91,930
Net assets available for benefits	$ 8,481,749	$ 8,395,351

See accompanying notes to financial statements

FFF ENTERPRISES
401(k) PROFIT SHARING PLAN

Statements of Changes in Net Assets
Available for Benefits
Years Ended December 31, 2011 and 2010

	2011	2010
Additions to net assets attributed to:		
Investment (loss) income:		
Net (depreciation) appreciation in fair value of investments	$ (363,120)	$ 966,150
Interest income on notes receivable from participants	9,611	13,597
Contributions:		
Employer's	100,377	81,865
Participant's	770,743	784,593
Rollovers	101,599	91,927
Total contributions	972,719	958,385
Total additions	619,210	1,938,132
Deductions from net assets attributed to:		
Benefits paid to participants	472,079	478,163
Corrective distributions	58,006	91,930
Administrative expenses	2,727	3,450
Total deductions	532,812	573,543
Net increase	86,398	1,364,589
Net assets available for benefits:		
Beginning of year	8,395,351	7,030,762
End of year	$ 8,481,749	$ 8,395,351

See accompanying notes to financial statements

FFF ENTERPRISES
401(k) PROFIT SHARING PLAN

Notes to Financial Statements
December 31, 2011 and 2010

NOTE 1 - DESCRIPTION OF PLAN

The following description of the FFF Enterprises 401(k) Profit Sharing Plan (the Plan) provides only general information. Participants should refer to the Plan agreement for more detailed information of the Plan's provisions.

General - The Plan is a defined contribution plan. The Plan was established effective January 1, 1994. The Plan covers all employees of FFF Enterprises (the Company) who are at least 18 years of age and have completed three months of service. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Contributions - Participants' contributions are made to the Plan by means of a salary deferral agreement under which the participant is entitled to defer the lesser of 100 percent of their compensation or a fixed amount determined annually by the Internal Revenue Service. The Company, at its option, may make discretionary matching contributions. For the years ended December 31, 2011 and 2010, the Company matched voluntary participant contributions at a rate of 25 percent of the participants' compensation that is deferred up to a maximum of 5 percent of the participant's compensation. For the years ended December 31, 2011 and 2010, discretionary matching contributions of $100,377 and $81,865 were allocated to the Plan. In addition, the Company, at its option, may contribute a portion of its current profits. For the years ended December 31, 2011 and 2010, no discretionary profit sharing contributions were allocated to the Plan.

Participant Accounts - Participant accounts are credited with each participant's contribution, as well as any Company contributions and an allocation of the Plan earnings or losses. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested interest in their account.

Vesting - Participants are fully vested and entitled to receive their full account balance upon retirement, disability or death. Normal retirement date is the date at which the participant reaches 65 years of age. Participants who terminate employment other than by retirement, disability or death will be entitled to all of their contributions plus actual earnings thereon. Vesting in the remainder of their account is based on years of continuous service. The employer's contributions vest according to the following schedule:

Years of Service	Vested Percentage
Less than 1 year	0%
1 year	20
2 years	40
3 years	60
4 years	80
5 years	100

(Note 1 continued on the following page)

FFF ENTERPRISES
401(k) PROFIT SHARING PLAN

Notes to Financial Statements
(Continued)
December 31, 2011 and 2010

NOTE 1 - DESCRIPTION OF PLAN (Continued)

Notes Receivable from Participants - The Plan allows participants to borrow up to 50 percent of their vested account balances, but not less than $1,000 and no more than $50,000. The loan repayment period must be no more than five years with the interest rate determined based on the rate a bank or professional lender would charge. Home loans can be repaid over a reasonable period of time that may exceed five years. Interest rates range from 4.25% to 9.25%.

Forfeited Accounts - Participants terminating employment with the Company will forfeit any nonvested employer profit sharing contributions. Forfeitures will be used to reduce employer matching discretionary contributions. At December 31, 2011 and 2010, forfeited non-vested accounts totaled none and $22,199, respectively. During the years ended December 31, 2011 and 2010, forfeitures used to reduce employer contributions was $4,993 and $22,022, respectively.

Investments - Each participant directs the allocation of his or her contribution, and employer matching and discretionary contributions to one or more of 41 investment options. Purchases and sales of securities are recorded on a trade date basis. Participants may change their investment elections at any time by telephone or internet as allowed by the Plan administrator.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation - The financial statements have been prepared in compliance with the Department of Labor Rules and Regulations for reporting the disclosure under ERISA.

Basis of Accounting - The financial statements have been prepared on the accrual basis of accounting.

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.

Use of Estimates - The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

(Note 2 continued on the following page)

FFF ENTERPRISES
401(k) PROFIT SHARING PLAN

Notes to Financial Statements
(Continued)
December 31, 2011 and 2010

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Investment Valuation and Income Recognition - Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 4 for discussion of fair value measurements.

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

Administrative Expenses - Expenses incurred in the administration of the Plan are paid by both the Plan and the Company.

Risk and Uncertainties - The Plan provides for various investment options in any combination of investment securities. Investment securities are exposed to various risks, such as interest rate, market and credit. Due to the level or risk associated with certain investment securities and the level of uncertainty related to changes in the value of investments securities, it is at least reasonably possible that changes in risks in the near term would materially affect participants account balances and the amounts reported in the Statements of Net Assets Available for Benefits and the Statements of Changes in Net Assets Available for Benefits.

Subsequent Events - The Plan evaluated subsequent events through August 15, 2012, the date these financial statements were available to be issued. There were no material subsequent events that required recognition or additional disclosure in these financial statements.

FFF ENTERPRISES
401(k) PROFIT SHARING PLAN

Notes to Financial Statements
(Continued)
December 31, 2011 and 2010

NOTE 3 - INVESTMENTS

The participant-directed accounts as of December 31, 2011 and 2010 have been summarized as follows:

		2011	2010
Investments greater than 5 percent of the Plan's net assets:			
American Funds	The Growth Fund of America	$ --▲	$ 504,212
Blackrock	Lifepath 2020 A Fund	443,834	--▲
Hartford	Money Market Fund	--▲	902,796
JPMorgan	Prime Money Market Cash Management Fund	723,447	--▲
Prudential	Jennison 20/20 Focus R Fund	597,827	--▲
		1,765,108	1,407,008
Aggregate of investment less than five percent of the Plan's net assets.		6,511,371	6,682,992
		$ 8,276,479	$ 8,090,000

▲ - Investment is less than five percent of the Plan's net assets in respective year.

During 2011 and 2010, the Plan's investments (including, gains and losses on investments bought and sold, as well as held during the year) (depreciated) appreciated in value as follows:

	2011	2010
Registered investment companies	$ (363,120)	$ 966,150

FFF ENTERPRISES
401(k) PROFIT SHARING PLAN

Notes to Financial Statements
(Continued)
December 31, 2011 and 2010

NOTE 4 - FAIR VALUE MEASUREMENTS

FASB ASC 820, *Fair Value Measurements*, establishes a 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 or liability.
Level 3	Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The asset 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.

(Note 4 continued on the following page)

FFF ENTERPRISES
401(k) PROFIT SHARING PLAN

Notes to Financial Statements
(Continued)
December 31, 2011 and 2010

NOTE 4 - FAIR VALUE MEASUREMENTS (Continued)

Following is a description of the valuation methodologies used for assets measured at fair value.

Registered investment companies (Mutual funds): Valued at the net asset value (NAV) of shares held by the Plan at year end.

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 and 2010:

	Assets at Fair Value as of December 31, 2011			
	Level 1	*Level 2*	*Level 3*	*Total*
Mutual funds:				
Balanced funds	$ 1,181,658	$ --	$ --	$ 1,181,658
Domestic funds	4,517,827	--	--	4,517,827
Fixed income funds	1,392,836	--	--	1,392,836
International funds	1,184,158	--	--	1,184,158
	8,276,479	--	--	8,276,479
Total assets at fair value	$ 8,276,479	$ --	$ --	$ 8,276,479

	Assets at Fair Value as of December 31, 2010			
	Level 1	*Level 2*	*Level 3*	*Total*
Mutual funds:				
Balanced funds	$ 1,872,819	$ --	$ --	$ 1,872,819
Domestic funds	3,953,977	--	--	3,953,977
Fixed income funds	902,796	--	--	902,796
International funds	1,360,408	--	--	1,360,408
	8,090,000	--	--	8,090,000
Total assets at fair value	$ 8,090,000	$ --	$ --	$ 8,090,000

FFF ENTERPRISES
401(k) PROFIT SHARING PLAN

Notes to Financial Statements
(Continued)
December 31, 2011 and 2010

NOTE 5 - INFORMATION CERTIFIED BY THE PLAN'S CUSTODIAN

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, Hartford Life Insurance Company (Hartford), the custodian of the Plan, has certified to the completeness and accuracy of:

- Investments and notes receivable from participants reflected on the accompanying Statements of Net Assets Available for Benefits as of December 31, 2011 and 2010.

- Net appreciation in fair value of investments and interest reflected on the accompanying Statements of Changes in Net Assets Available for Benefits for the years ended December 31, 2011 and 2010.

NOTE 6 - PLAN TERMINATION

Although it has not expressed any intent to do so, the Company has the right to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event the Plan terminates, the net assets of the Plan will be allocated, as prescribed by ERISA and its related regulations, so that each participant receives 100 percent of his or her account balance as of the date of termination.

NOTE 7 - TAX STATUS

The Plan document is a volume submitter defined contribution plan that received a favorable opinion letter from the Internal Revenue Service (IRS) on March 31, 2008, which stated that the Plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code (IRC). The Plan has been amended since receiving the determination letter. However, the Plan administrator believes that the Plan is currently designated and being operated in compliance with the applicable requirement of the IRC.

The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2011 and 2010, there were no uncertain positions taken or expected to be taken that would require recognition of a liability or disclosure in the financial statements. With few exceptions, 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 it is no longer subject to tax examinations for years prior to 2008.

FFF ENTERPRISES
401(k) PROFIT SHARING PLAN

Notes to Financial Statements
(Continued)
December 31, 2011 and 2010

NOTE 8 - PARTY-IN-INTEREST TRANSACTIONS

The Company, which qualifies as a party-in-interest, absorbs certain administrative expenses of the Plan. Additionally, notes receivable from participants are considered exempt party-in-interest transactions. Such transactions qualify for a statutory exemption.

Certain Plan investments are managed by Hartford. Hartford is the custodian as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions for which a statutory exemption exists.

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Supplementary Information
December 31, 2011

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EIN #33-0309114
PN #001

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	Allianz NFJ	Small Cap Value Fund	N/A	$ 115,577
	American Funds	Balanced Fund	N/A	153,894
	American Funds	Capital World Growth & Income Fund	N/A	86,449
	American Funds	Europacific Growth Fund	N/A	100,869
	American Funds	The Investment Company of America	N/A	32,479
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N/A - Information not required for participant-directed investments.