Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

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

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

OMB Nos. 1210-0110
1210-0089

2011

This Form is Open to Public Inspection

Part I Annual Report Identification Information

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

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

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

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

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

Part II Basic Plan Information—enter all requested information

1a Name of plan
GREEN HILLS SOFTWARE 401(K) PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 04/01/1985

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

GREEN HILLS SOFTWARE, INC.

30 WEST SOLA STREET
SANTA BARBARA, CA 93101

2b Employer Identification Number (EIN)
95-4079433

2c Sponsor's telephone number
805-965-6044

2d Business code (see instructions)
511210

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.	09/10/2012	ROBERT HULL
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	09/10/2012	JEFFREY HAZARIAN
	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")
GREEN HILLS SOFTWARE, INC.

30 WEST SOLA STREET
SANTA BARBARA, CA 93101

3b Administrator's EIN
95-4079433

3c Administrator's telephone number
805-965-6044

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**	287
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**	233
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	58
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	291
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	291
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	247
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	0
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

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

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

9a Plan funding arrangement (check all that apply)

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

9b Plan benefit arrangement (check all that apply)

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

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

a Pension Schedules

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

b General Schedules

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

SCHEDULE C (Form 5500)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury 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
GREEN HILLS SOFTWARE 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
GREEN HILLS SOFTWARE, INC.

D Employer Identification Number (EIN)
95-4079433

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

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

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

MERRILL LYNCH, PIERCE, FENNER AND S

13-5674085

(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 52 59 60 62 63 72	RECORDKEEPER	250	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [ ] No [ ]

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

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

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

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

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

2011

This Form is Open to Public Inspection

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

A Name of plan
GREEN HILLS SOFTWARE 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
GREEN HILLS SOFTWARE, INC.

D Employer Identification Number (EIN)
95-4079433

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	50	0
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other	1b(3)	0	0
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	2699120	2838193
(2) U.S. Government securities	1c(2)	0	0
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	0	0
(B) All other	1c(3)(B)	0	0
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	0	0
(B) Common	1c(4)(B)	0	0
(5) Partnership/joint venture interests	1c(5)	0	0
(6) Real estate (other than employer real property)	1c(6)	0	0
(7) Loans (other than to participants)	1c(7)	0	0
(8) Participant loans	1c(8)	203342	193118
(9) Value of interest in common/collective trusts	1c(9)	0	0
(10) Value of interest in pooled separate accounts	1c(10)	0	0
(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)	20301288	20819322
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)	0	0

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(1) Employer securities	1d(1)	0	0
	(2) Employer real property	1d(2)		
e	Buildings and other property used in plan operation	1e		
f	Total assets (add all amounts in lines 1a through 1e)	1f	23203800	23850633
	Liabilities			
g	Benefit claims payable	1g		
h	Operating payables	1h		
i	Acquisition indebtedness	1i		
j	Other liabilities	1j		
k	Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	23203800	23850633

Part II Income and Expense Statement

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

	Income		(a) Amount	(b) Total
a	**Contributions:**			
	(1) Received or receivable in cash from: **(A)** Employers	2a(1)(A)	0	
	(B) Participants	2a(1)(B)	2216241	
	(C) Others (including rollovers)	2a(1)(C)	73418	
	(2) Noncash contributions	2a(2)	0	
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		2289659
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	87	
	(B) U.S. Government securities	2b(1)(B)	0	
	(C) Corporate debt instruments	2b(1)(C)		
	(D) Loans (other than to participants)	2b(1)(D)		
	(E) Participant loans	2b(1)(E)	10277	
	(F) Other	2b(1)(F)	0	
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		10364
	(2) Dividends: **(A)** Preferred stock	2b(2)(A)	0	
	(B) Common stock	2b(2)(B)	0	
	(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	427497	
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		427497
	(3) Rents	2b(3)		
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)	0	
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)	0	
	(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)	0	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0
(6) Net investment gain (loss) from common/collective trusts	2b(6)		0
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		0
(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)		-972680
c Other income	2c		-2812
d Total income. Add all **income** amounts in column (b) and enter total	2d		1752028
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	1104656	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)	0	
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		1104656
f Corrective distributions (see instructions)	2f		289
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		0
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)	250	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		250
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		1105195
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		646833
l Transfers of assets:			
(1) To this plan	2l(1)		0
(2) From this plan	2l(2)		0

Part III Accountant's Opinion

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

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

(1) [ ] Unqualified (2) [ ] Qualified (3) [X] Disclaimer (4) [ ] Adverse

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

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

(1) Name: BARLETT, PRINGLE & WOLF, LLP (2) EIN: 95-2089835

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

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

Part IV Compliance Questions

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

During the plan year:

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

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

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

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

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

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

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

OMB No. 1210-0110

2011

This Form is Open to Public Inspection.

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

A Name of plan
GREEN HILLS SOFTWARE 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
GREEN HILLS SOFTWARE, INC.

D Employer Identification Number (EIN)
95-4079433

Part I Distributions

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions **1** 0

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

EIN(s): 94-1687665

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):

GREEN HILLS SOFTWARE

401(K) PLAN

DECEMBER 31, 2011 AND 2010

FINANCIAL STATEMENTS



BARTLETT, PRINGLE & WOLF, LLP
CERTIFIED PUBLIC ACCOUNTANTS AND CONSULTANTS

Green Hills Software 401(k) Plan

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BARTLETT, PRINGLE & WOLF, LLP
CERTIFIED PUBLIC ACCOUNTANTS AND CONSULTANTS

INDEPENDENT AUDITORS' REPORT

Green Hills Software 401(k) Plan and Participants:

We were engaged to audit the financial statements and supplemental schedule of Green Hills Software 401(k) Plan (the "Plan") as of and for the years ended December 31, 2011 and 2010, as listed in the accompanying table of contents. These financial statements and schedule are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the investments, investment transactions and related income, which were certified by Bank of America, N.A., the trustee of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedule. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained certification from the trustee as of and for the years ended December 31, 2011 and 2010 that the information provided to the plan administrator by the trustee is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and 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 trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the United States Department of Labor's Rule and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Bartlett, Pringle + Wolf, LLP

Santa Barbara, California
July 11, 2012

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GREEN HILLS SOFTWARE 401(K) PLAN

STATEMENT OF NET ASSETS AVAILABLE FOR PLAN BENEFITS

December 31, 2011 and 2010

ASSETS

	2011	2010
Investments, at fair market value	$ 23,657,515	$ 23,000,458
Receivables:		
Notes receivable from participants	193,118	203,342
Participant contributions	60,671	-
Total receivables	253,789	203,342
Total assets	$ 23,911,304	$ 23,203,800

NET ASSETS

Net assets available for plan benefits	$ 23,911,304	$ 23,203,800

See accompanying notes

GREEN HILLS SOFTWARE 401(K) PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR PLAN BENEFITS

For the Years Ended December 31, 2011 and 2010

	2011	2010
Additions to net assets attributed to:		
Investment income:		
Interest	$ 87	$ 415
Dividends	427,497	389,905
Realized gain (loss)	(127,881)	70,102
Net appreciation (depreciation) in fair value of investments	(844,799)	2,216,516
Total investment income (loss)	(545,096)	2,676,938
Interest income on notes receivable from participants	10,277	9,980
Other income (loss)	(2,812)	2,912
Contributions:		
Participants	2,276,912	2,441,852
Rollovers	73,418	-
Total Contributions	2,350,330	2,441,852
Total additions	1,812,699	5,131,682
Deductions from net assets attributed to:		
Benefits paid to participants	1,104,945	372,859
Administrative expenses	250	300
Total deductions	1,105,195	373,159
Net increase	707,504	4,758,523
Net assets available for benefits – beginning of year	23,203,800	18,445,277
Net assets available for benefits – end of year	$ 23,911,304	$ 23,203,800

See accompanying notes

Note 1 - Description of the Plan

The following description of the Green Hills Software 401(k) Plan (the Plan) provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan covering all employees of Green Hills Software, Inc. (the Company). It is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Contributions

Each year, participants may contribute up to 70 percent of pretax annual compensation, as defined in the Plan document. These contributions are limited to a maximum, subject to IRS regulations. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions of up to $5,500. Participants may also contribute amounts representing distributions from other qualified defined benefit or contribution plans. Participants direct the investment of their contributions into various investment options offered by the Plan. The Company does not contribute to the Plan.

Participant Accounts

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

Vesting

Participants are immediately vested in their contributions plus actual earnings thereon.

Notes receivable from participants

Participants may borrow from their fund accounts up to a maximum of the lesser of (a) 50% of the participant's vested interest under the Plan, as determined on the date of the loan, or (b) $50,000 reduced by the highest outstanding loan balance during the prior twelve months. The loans are secured by the balance in the participant's account and bear interest at rates ranging from 4.25% to 8.75%, which are based on the prime rate on the date of the loan application. Limit two loans per person at any time.

Payment of Benefits

On termination of service, a participant may receive the value of the vested interest in his or her account as a lump-sum distribution. A Plan amendment effective August 3, 2005 established an Automatic Rollover Agreement between Green Hills Software, Inc. and Bank of

Note 1 - Description of the Plan (continued)

Payment of Benefits (continued)

America Merrill Lynch in accordance with Code section 401(a)(31)(B) and EGTRRA section 657 that requires mandatory distributions of more than $1,000 from a qualified plan be paid in a direct rollover to an individual retirement plan (IRA). The agreement establishes that if a participant receiving a mandatory distribution fails to elect a payment method, the employer shall establish an Automatic Rollover IRA on the participant's behalf with Bank of America Merrill Lynch.

Administrative Expenses

Substantially all administrative expenses are paid by the Plan sponsor, Green Hills Software, Inc.

Note 2 - Summary of Accounting Policies

Basis of Accounting

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

Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the plan administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Actual results may differ from those estimates.

Investment Valuation and Income Recognition

The Plan's investments are stated at fair value. Quoted market prices are used to value investments. Shares of mutual funds are valued at quoted market prices which represent the net asset value of shares held by the Plan at year-end. See Note 6 for discussion of fair value measurement.

Purchases and sales of investments are recorded on a trade date basis. Interest income is accrued when earned. Dividend income is recorded on the ex-dividend date. Capital gain distributions are included in dividend income.

Notes Receivable from Participants

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

Note 2 - Summary of Accounting Policies (continued)

Payment of Benefits

Benefits are recorded when paid.

Effects of New Accounting Pronouncements

In January 2010, Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) 2010-06, Improving Disclosures about Fair Value Measurements, which requires new disclosures about transfers of financial assets and liabilities between Levels 1 and 2. This update also clarifies that fair value measurement disclosures are required for each class of financial assets and liabilities, and disclosures about inputs and valuation techniques are required for both Level 2 and Level 3 measurements. It further clarifies that the reconciliation of Level 3 measurements should separately present purchases, sales, issuances, and settlements instead of netting these changes. With respect to matters related to reconciliation of Level 3 measurements, the amendment was effective for periods beginning on or after December 15, 2010. See Note 6 for impact of adoption.

Note 3 - Risks and Uncertainties

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

Note 4 - Information Certified by the Trustee

The Plan Administrator has elected the method of compliance as permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under such election, the Plan Administrator instructed the Plan's independent auditors not to perform any auditing procedures with respect to the following information certified by the Plan's trustee, Bank of America, N.A., except for comparing such information certified by the trustee to information included in the Plan's financial statements and supplemental schedule. The Plan Administrator has obtained certifications from the trustee that information provided to the Plan Administrator by the trustee related to the following assets is complete and accurate.

The following is a summary of the investment information as of December 31, 2011 and 2010 that was certified by the trustee and furnished to the Plan Administrator. Single investments representing more than 5% of the Plan's net assets as of December 31, 2011 or 2010 are separately identified:

Note 4 - Information Certified by the Trustee (continued)

	2011	2010
Investments held by Bank of America Merrill Lynch, at fair value:		
Registered Investment Companies:		
Merrill Lynch Retirement Reserves	$ 2,901,371	$ 2,698,565
ING International Small Capital Growth Fund	1,314,894	2,129,509
Fidelity Adv. Stock Selector Mid. Capital T	959,961	1,393,016
PIMCO Total Return Fund A	2,969,179	2,667,858
Blackrock S&P 500 Index Fund CL 1	5,896,122	5,502,424
Van Kampen Growth & Income Fund A	3,645,552	3,619,258
Other Registered Investment Companies	6,033,614	4,989,223
Total investments	23,720,693	22,999,853
Notes receivable from participants	193,118	203,342
Cash and Equivalents	(63,178)	605
Total assets held by Bank of America Merrill Lynch	$ 23,850,633	$ 23,203,800

Bank of America, N.A. also certified to the completeness and accuracy of $(844,799) of unrealized depreciation in fair value of investments, $(127,881) of realized losses and $437,861 of interest and dividend income related to the aforementioned assets for the year ended December 31, 2011.

Note 5 - Transactions with Parties–in–Interest

Certain Plan investments are shares of mutual funds managed by Bank of America Merrill Lynch. Bank of America Merrill Lynch is the custodian as defined by the Plan, and therefore, these transactions qualify as party-in-interest transactions. There were no fees paid to Bank of America Merrill Lynch by the Plan for investment management services. All fees were paid by the Plan sponsor.

Note 6 - Fair Value Measurements

Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) 820, *Fair Value Measurements and Disclosures,* 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 below:

Note 6 - Fair Value Measurements (continued)

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

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

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

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

Note 6 - Fair Value Measurements (continued)

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

	December 31, 2011			
	Total Fair Value	Level 1	Level 2	Level 3
Money Market	$ 2,901,371	$ 2,901,371	$	$
Mutual Funds:				
Index Funds	6,262,824	6,262,824		
Blend Funds	1,290,780	1,290,780		
Growth Funds	4,387,591	4,387,591		
Bond Funds	3,821,624	3,821,624		
Value Funds	4,788,933	4,788,933		
Other Funds	80,407	80,407		
Government Funds	187,163	187,163		
Total	$ 23,720,693	$ 23,720,693	$	$

	December 31, 2010			
	Total Fair Value	Level 1	Level 2	Level 3
Money Market	$ 2,698,565	$ 2,698,565	$	$
Mutual Funds:				
Index Funds	5,849,292	5,849,292		
Blend Funds	672,708	672,708		
Growth Funds	5,458,471	5,458,471		
Bond Funds	3,334,950	3,334,950		
Value Funds	4,768,404	4,768,404		
Other Funds	47,996	47,996		
Government Funds	169,467	169,467		
Total	$ 22,999,853	$ 22,999,853	$	$

Changes in Fair Value Levels

To assess the appropriate classification of investments within the fair value hierarchy, the availability of market data is monitored. Changes in economic conditions or valuation techniques may require the transfer of investments from one fair value level to another. In such instances, the transfer is reported at the beginning of the reporting period.

We evaluate the significance of transfers between levels based upon the nature of the investment and size of the transfer relative to total net assets available for benefits. For the year ended December 31, 2011, there were no significant transfers in or out of Levels 1, 2, or 3.

Note 7 - Reconciliation to Form 5500

The following are reconciliations of individual line items of the Statement of Net Assets Available for Plan Benefits per the financial statements to the Form 5500 as of December 31, 2011:

Net assets per 5500	$ 23,850,633
Participant contributions receivable	60,671
Net assets available for benefits per financial statements	$ 23,911,304

The following are reconciliations of individual line items of the Statement of Changes in Net Assets Available for Plan Benefits per the financial statements to the Form 5500 as of December 31, 2011:

Participant contributions per the financial statements	$ 2,276,912
Participant contribution receivable per the financial statements	(60,671)
Participant contributions per the Form 5500	$ 2,216,241

Realized loss per the financial statements	$ (127,881)
Net depreciation per the financial statements	(844,799)
Net investment loss per the Form 5500	$ (972,680)

Net increase in plan assets per the financial statements	$ 707,504
Participant contribution receivable per the financial statements	(60,671)
Net income per the Form 5500	$ 646,833

The following are reconciliations of individual line items of the Statement of Changes in Net Assets Available for Plan Benefits per the financial statements to the Form 5500 as of December 31, 2010.

Realized gain per the financial statements	$ 70,102
Net appreciation per the financial statements	2,216,516
Net investment gain per the Form 5500	$ 2,286,618

Note 8 - Tax Status

Effective February 19, 2002, the Plan adopted a non-standardized form of a prototype plan sponsored by Bank of America Merrill Lynch Retirement Group. The prototype plan has received an opinion letter from the IRS as to the prototype plan's qualified status. Although, the Plan has been amended since receiving the determination letter, the Plan Administrator and the plan's tax counsel believe that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC.

Note 8 - Tax Status (continued)

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain tax position that more likely than not would not be sustained upon examination by the IRS. The Plan Administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2011, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any periods in progress. The Plan is no longer subject to income tax examinations for years prior to 2008.

Note 9 - Plan Termination

Although it has not expressed any intent to do so, the Company has the right under the Plan document to terminate the Plan subject to the provisions of ERISA.

Note 10 - Subsequent Events

Subsequent events have been evaluated through July 11, 2012, the date that the financial statements were available to be issued.

Supplemental Schedule

GREEN HILLS SOFTWARE 401(K) PLAN

SUPPLEMENTAL SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES

December 31, 2011

(a) (b) Identity of Issue	(c) Description of Investment	(e) Current Value
Merrill Lynch Retirement Reserves *	Money Market	$ 2,879,774
Merrill Lynch Retirement Reserves GM*	Money Market	21,597
Dreyfus Premier Tech Growth Fund	Mutual Fund	144,286
Hotchkis & Wiley Small Capital Value Fund A	Mutual Fund	317,509
Jennison Natural Resources FD	Mutual Fund	72,488
JP Morgan Mid-Cap Val A	Mutual Fund	18,825
UBS U.S. Small Capital Growth Fund	Mutual Fund	99,107
Invesco Diversified Dividend Fund CL A	Mutual Fund	42,454
Transamerica Asset Allocation	Mutual Fund	15,055
Transamerica Asset Allocation	Mutual Fund	563
Transamerica Asset Allocation	Mutual Fund	24,009
Transamerica Asset Allocation	Mutual Fund	2,177
Van Kampen American Franchise A	Mutual Fund	1,073,019
Van Kampen Growth & Income Fund A	Mutual Fund	2,386,458
Van Kampen Growth & Income Fund A GM	Mutual Fund	1,259,094
Dreyfus Premium GNMA Fund A	Mutual Fund	38,602
ING International Value Fund A	Mutual Fund	209,095
Blackrock Global Small Cap Fund A	Mutual Fund	348,247
Blackrock Global Small Cap Fund A GM	Mutual Fund	487,209
Blackrock Euro Fund A	Mutual Fund	108,126
ING International Small Capital Growth Fund A	Mutual Fund	1,314,894
PIMCO Real Return BD Fund A	Mutual Fund	574,223
Virtus Real Estate Fund A	Mutual Fund	340,042
Oppenheimer Intl BD FD CL A	Mutual Fund	87,103
Fidelity Adv. Stock Selector Mid CL T	Mutual Fund	959,961

GREEN HILLS SOFTWARE 401(K) PLAN

SUPPLEMENTAL SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES

December 31, 2011

(a) (b) Identity of Issue	(c) Description of Investment	(e) Current Value
Federated Emerging Market Debt CL A	Mutual Fund	$ 191,118
EV Worldwide Health Sciences Fund	Mutual Fund	144,097
PIMCO Total Return Fund A	Mutual Fund	1,370,331
PIMCO Total Return Fund A GM	Mutual Fund	1,598,848
Blackrock S&P 500 Index Fund CL 1	Mutual Fund	4,560,760
Blackrock S&P 500 Index Fund CL 1 GM	Mutual Fund	1,335,362
Blackrock SM Cap Index A	Mutual Fund	181,486
Blackrock Intern Index A	Mutual Fund	185,216
Allianz NFJ SM Cap Value CL A	Mutual Fund	219,335
Goldman Sachs Short Dur Gov A	Mutual Fund	187,163
Blackrock US Opp A	Mutual Fund	115,283
ING Mid-Cap Opportunities Fund CL A GM	Mutual Fund	414,115
Calvert Equity Portfolio A	Mutual Fund	165,624
Eaton Vance LG-Cap Value FD A	Mutual Fund	91,135
Allianz NJF Mid-Cap Value CL A	Mutual Fund	136,903
		23,720,693
Participant Loans *	Interest rates 4.25 to 8.75%	193,118
Cash and cash equivalents		(63,178)
		$ 23,850,633

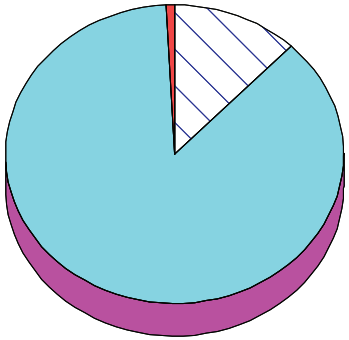
* Investments with a party–in–interest.

STATEMENT OF ASSETS

FOR THE PERIOD 01/01/2011 - 12/31/2011

GREEN HILLS SOFTWARE, INC.
401(K) PLAN
CONSOLIDATION

ALLOCATION OF PLAN ASSETS



- 12.16% MONEY MARKET
- 87.29% MUTUAL FUNDS
- 0.81% LOANS
- 0.00% ACCRUED INCOME

Investment Category	Shares/ Units	Price/ NAV	Cost/Book Value	Market Value	% Total Value
MONEY MARKET					
RETIREMENT RESERVES MONEY FUND	2,879,774.0900	1.000	2,879,774.09	2,879,774.09	12.07%
RETIREMENT GM RESERVE MONEY FD	21,596.4100	1.000	21,596.41	21,596.41	0.09%
TOTAL MONEY MARKET			2,901,370.50	2,901,370.50	12.16%
MUTUAL FUNDS					
DREYFUS TECH GR CL A	4,832.0989	29.860	120,875.51	144,286.47	0.60%
HOTCHKIS&WILEY SM CP VAL A	8,535.1844	37.200	314,544.49	317,508.86	1.33%
PRUDENTIAL JENNISON NATURAL RE	1,563.9362	46.350	72,239.52	72,488.44	0.30%
JP MORGAN MID-CAP VAL A	804.1061	23.410	14,344.49	18,824.12	0.08%
UBS U.S. SMALL CAP GROWTH FUND	6,853.8810	14.460	89,262.22	99,107.12	0.42%
INVESCO DIVERSIFIED DIV FD CLA	3,570.5237	11.890	43,389.45	42,453.53	0.18%

Balances include the effect of pending trades

STATEMENT OF ASSETS

FOR THE PERIOD 01/01/2011 - 12/31/2011

GREEN HILLS SOFTWARE, INC.
401(K) PLAN
CONSOLIDATION

Investment Category	Shares/ Units	Price/ NAV	Cost/Book Value	Market Value	% Total Value
TRANSAMERICA ASSET ALLOCATION	1,357.5425	11.090	16,093.84	15,055.15	0.06%
TRANSAMERICA ASSET ALLOCATION	51.4034	10.960	569.16	563.38	0.00%
TRANSAMERICA ASSET ALLOCATION	2,137.9318	11.230	24,177.47	24,008.97	0.10%
TRANSAMERICA ASSET ALLOCATION	194.4074	11.200	2,290.29	2,177.36	0.01%
INVESCO VAN KAMPEN AMER FRCH A	96,148.6900	11.160	903,780.24	1,073,019.38	4.50%
INVESCO VAN KAMPEN GROWTH A	128,511.4432	18.570	2,323,944.91	2,386,457.50	10.01%
INVESCO VAN KAMPEN GRWTH GM A	67,802.6040	18.570	1,244,100.03	1,259,094.36	5.28%
DREYFUS GNMA FD A	2,415.6683	15.980	35,940.52	38,602.38	0.16%
ING INTL VALUE FD CL A	21,511.7971	9.720	304,716.82	209,094.67	0.88%
BLACKROCK GLBL SM CAP A	17,205.8583	20.240	358,789.90	348,246.57	1.46%
BLACKROCK GLBL SM CAP A GM	24,071.5758	20.240	487,208.70	487,208.69	2.04%
BLACKROCK EUROFUND A	10,406.7800	10.390	137,994.77	108,126.44	0.45%
ING INTERNATIONAL SMALLCAP A	40,445.8453	32.510	1,293,002.96	1,314,894.43	5.51%
PIMCO REAL RETURN BD FD CL A	48,704.2773	11.790	548,675.65	574,223.43	2.41%
VIRTUS REAL ESTATE SECUR FD A	11,241.0438	30.250	288,689.98	340,041.57	1.43%
OPPENHEIMER INTL BD FD CL A	14,026.3014	6.210	90,895.57	87,103.33	0.37%
FIDELITY ADV STK SEL MID CL T	50,207.1030	19.120	1,003,405.39	959,959.81	4.02%
FEDERATED EMRG MRKT DEBT CL A	20,418.5405	9.360	177,718.59	191,117.54	0.80%
EV WORLDWIDE HEALTH SCIENCES	16,227.1223	8.880	151,176.31	144,096.85	0.60%
PIMCO TOTAL RETURN FUND CL A	126,065.4205	10.870	1,360,154.32	1,370,331.12	5.75%
PIMCO TOT RET FD CL A GM	147,088.1372	10.870	1,569,698.22	1,598,848.05	6.70%

Balances include the effect of pending trades

STATEMENT OF ASSETS

FOR THE PERIOD 01/01/2011 - 12/31/2011

GREEN HILLS SOFTWARE, INC.
401(K) PLAN
CONSOLIDATION

Investment Category	Shares/ Units	Price/ NAV	Cost/Book Value	Market Value	% Total Value
BLACKROCK S&P500 INDEX I	296,924.4502	15.360	4,181,628.32	4,560,759.56	19.12%
BLACKROCK S&P500 INDEX I GM	86,937.6394	15.360	1,247,720.56	1,335,362.14	5.60%
BLACKROCK SM CAP INDEX A	15,767.7143	11.510	169,683.59	181,486.39	0.76%
BLACKROCK INTERN INDEX A	19,353.8334	9.570	211,869.07	185,216.19	0.78%
ALLIANZ NFJ SM-CAP VALUE CL A	7,884.0685	27.820	198,136.73	219,334.79	0.92%
GOLDMAN SACHS SHORT DUR GOV A	18,224.2339	10.270	189,350.69	187,162.88	0.78%
BLACKROCK US OPP A	3,642.4272	31.650	112,379.80	115,282.82	0.48%
ING MID CAP OPPTY FD CL A-GM	22,828.8160	18.140	414,114.72	414,114.72	1.74%
CALVERT EQUITY PTFL A	4,969.2251	33.330	167,525.04	165,624.27	0.69%
EATON VANCE LG-CAP VALUE FD A	5,320.2193	17.130	86,166.87	91,135.36	0.38%
ALLIANZ NFJ MID-CAP VAL CL A	8,524.4741	16.060	144,585.51	136,903.05	0.57%
TOTAL MUTUAL FUNDS			20,100,840.22	20,819,321.69	87.29%
LOANS					
LOAN FUND	193,117.5000	1.000	193,117.50	193,117.50	0.81%
INVESTMENT TOTAL			23,195,328.22	23,913,809.69	100.26%
UNINVESTED CASH			0.00	0.00	0.00%

Balances include the effect of pending trades

STATEMENT OF ASSETS

FOR THE PERIOD 01/01/2011 - 12/31/2011

GREEN HILLS SOFTWARE, INC.
401(K) PLAN
CONSOLIDATION

Investment Category	Shares/ Units	Price/ NAV	Cost/Book Value	Market Value	% Total Value
ACCRUED INCOME			554.93	554.93	0.00%
CASH			(63,732.61)	(63,732.61)	-0.27%
TOTAL ASSETS			23,132,150.54	23,850,632.01	100.00%

The balance in the cash fund may be temporarily invested in the BIF Money Fund. Additional amounts not reported as cash may also be invested in the BIF Money Fund pending settlement of trades.

Balances include the effect of pending trades