

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). ► Complete all entries in accordance with the instructions to the Form 5500.	OMB Nos. 1210-0110 1210-0089
		2011
		This Form is Open to Public Inspection

Part I	Annual Report Identification Information
For calendar plan year 2011 or fiscal plan year beginning <u>01/01/2011</u> and ending <u>12/31/2011</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☐
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information —enter all requested information
1a Name of plan <u>BEACH PRODUCTS INC. 401(K) RETIREMENT PLAN</u>	1b Three-digit plan number (PN) ► <u>002</u> 1c Effective date of plan <u>04/01/1993</u>
2a Plan sponsor's name and address, including room or suite number (Employer, if for single-employer plan) <u>BEACH PRODUCTS, INC.</u> <u>5220 S. MANHATTAN AVE</u> <u>TAMPA, FL 33611</u>	2b Employer Identification Number (EIN) <u>59-0938214</u> 2c Sponsor's telephone number <u>813-839-6565</u> 2d Business code (see instructions) <u>325410</u>

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	<u>Filed with authorized/valid electronic signature.</u>	<u>09/26/2012</u>	<u>RICHARD STEPHEN JENKINS</u>
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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

Form 5500 (2011)
v.012611

3a Plan administrator's name and address (if same as plan sponsor, enter "Same") BEACH PRODUCTS, INC. 5220 S. MANHATTAN AVE TAMPA, FL 33611	3b Administrator's EIN 59-0938214 3c Administrator's telephone number 813-839-6565
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4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name	4b EIN 4c PN
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5 Total number of participants at the beginning of the plan year	5	286
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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	226
b Retired or separated participants receiving benefits.....	6b	3
c Other retired or separated participants entitled to future benefits.....	6c	37
d Subtotal. Add lines 6a , 6b , and 6c	6d	266
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	0
f Total. Add lines 6d and 6e	6f	266
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	231
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	
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8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:

2E 2J 2K 2T 3D 3H

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

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

a Pension Schedules

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

b General Schedules

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

SCHEDULE A (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <hr/> <small>Department of Labor Employee Benefits Security Administration</small> <hr/> <small>Pension Benefit Guaranty Corporation</small>	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 <hr/> 2011 <hr/> This Form is Open to Public Inspection
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For calendar plan year 2011 or fiscal plan year beginning **01/01/2011** and ending **12/31/2011**

A Name of plan BEACH PRODUCTS INC. 401(K) RETIREMENT PLAN	B Three-digit plan number (PN) ►	002
C Plan sponsor's name as shown on line 2a of Form 5500 BEACH PRODUCTS, INC.	D Employer Identification Number (EIN) 59-0938214	

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.
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1 Coverage Information:

(a) Name of insurance carrier

JOHN HANCOCK LIFE INSURANCE COMPANY U.S.A.

(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
01-0233346	65868	93876	230	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
19208	7959

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

FLORIDA INVESTMENT ADVISORS, INC. **601 BAYSHORE BLVD, SUITE 960**
TAMPA, FL 33606

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
19208			7

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

AMERICAN PENSION SERVICES, LLC **2451 MCMULLEN BOOTH ROAD, SUITE 200**
CLEARWATER, FL 33759

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
	7959	SALES/ADMINISTRATION	5

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

Schedule A (Form 5500) 2011
v.012611

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

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

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

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

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

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

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

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

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

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

Part II Investment and Annuity Contract Information

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

4 Current value of plan's interest under this contract in the general account at year end	4	43771
5 Current value of plan's interest under this contract in separate accounts at year end	5	6195710

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. Specify nature of costs ▶	6d	

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**

b Balance at the end of the previous year	7b	39740
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c Additions: (1) Contributions deposited during the year	7c(1)	4033	
(2) Dividends and credits	7c(2)	0	
(3) Interest credited during the year	7c(3)	351	
(4) Transferred from separate account	7c(4)	0	
(5) Other (specify below)	7c(5)	1264	

▶ **LOAN REPAYMENT**

(6) Total additions	7c(6)	5648
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d Total of balance and additions (add b and c(6))	7d	45388
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e Deductions:

(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	1500	
(2) Administration charge made by carrier	7e(2)	117	
(3) Transferred to separate account	7e(3)	0	
(4) Other (specify below)	7e(4)	0	

▶ **NONE**

(5) Total deductions	7e(5)	1617
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f Balance at the end of the current year (subtract e(5) from d)	7f	43771
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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)	0
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)	0
(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)	0
(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) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2011
		This Form is Open to Public Inspection.

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

A Name of plan <u>BEACH PRODUCTS INC. 401(K) RETIREMENT PLAN</u>	B Three-digit plan number (PN) ▶ <u>002</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>BEACH PRODUCTS, INC.</u>	D Employer Identification Number (EIN) <u>59-0938214</u>

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

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

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

JOHN HANCOCK LIFE INSURANCE COMPANY

01-0233346

(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	RECORD KEEPER	1850	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 ☐

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

Part III **Termination Information on Accountants and Enrolled Actuaries (see instructions)**
(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small>	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.
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For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

A Name of plan <u>BEACH PRODUCTS INC. 401(K) RETIREMENT PLAN</u>	B Three-digit plan number (PN) ►	<u>002</u>
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>BEACH PRODUCTS, INC.</u>	D Employer Identification Number (EIN) <u>59-0938214</u>	

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)
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a Name of MTIA, CCT, PSA, or 103-12 IE: <u>JH INTERNATIONAL OPFS FUND</u>			
b Name of sponsor of entity listed in (a): <u>JOHN HANCOCK LIFE INSURANCE COMPANY</u>			
c EIN-PN <u>01-0233346-000</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>7668</u>	
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>JH MONEY MARKET FUND</u>			
b Name of sponsor of entity listed in (a): <u>JOHN HANCOCK LIFE INSURANCE COMPANY</u>			
c EIN-PN <u>01-0233346-000</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>634824</u>	
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>JH RETIREMENT LIVING AT 2015</u>			
b Name of sponsor of entity listed in (a): <u>JOHN HANCOCK LIFE INSURANCE COMPANY</u>			
c EIN-PN <u>01-0233346-000</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>364797</u>	
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>JH RETIREMENT LIVING AT 2020</u>			
b Name of sponsor of entity listed in (a): <u>JOHN HANCOCK LIFE INSURANCE COMPANY</u>			
c EIN-PN <u>01-0233346-000</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>99381</u>	
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>JH RETIREMENT LIVING AT 2025</u>			
b Name of sponsor of entity listed in (a): <u>JOHN HANCOCK LIFE INSURANCE COMPANY</u>			
c EIN-PN <u>01-0233346-000</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>189712</u>	
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>JH RETIREMENT LIVING AT 2030</u>			
b Name of sponsor of entity listed in (a): <u>JOHN HANCOCK LIFE INSURANCE COMPANY</u>			
c EIN-PN <u>01-0233346-000</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>99939</u>	
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>JH RETIREMENT LIVING AT 2035</u>			
b Name of sponsor of entity listed in (a): <u>JOHN HANCOCK LIFE INSURANCE COMPANY</u>			
c EIN-PN <u>01-0233346-000</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>285954</u>	

a Name of MTIA, CCT, PSA, or 103-12 IE: JH RETIREMENT LIVING AT 2040		
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE COMPANY		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 183409

a Name of MTIA, CCT, PSA, or 103-12 IE: JH RETIREMENT LIVING AT 2045		
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE COMPANY		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 10145

a Name of MTIA, CCT, PSA, or 103-12 IE: JH LIFESTYLE CONSERVATIVE		
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE COMPANY		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 293953

a Name of MTIA, CCT, PSA, or 103-12 IE: JH LIFESTYLE MODERATE		
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE COMPANY		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 750025

a Name of MTIA, CCT, PSA, or 103-12 IE: JH LIFESTYLE BALANCED		
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE COMPANY		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 504672

a Name of MTIA, CCT, PSA, or 103-12 IE: JH LIFESTYLE GROWTH		
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE COMPANY		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 861782

a Name of MTIA, CCT, PSA, or 103-12 IE: JH LIFESTYLE AGGRESSIVE		
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE COMPANY		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 400499

a Name of MTIA, CCT, PSA, or 103-12 IE: JH CAPITAL WORLD BOND FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE COMPANY		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 5618

a Name of MTIA, CCT, PSA, or 103-12 IE: JH AMERICAN HIGH-INCOME FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE COMPANY		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 117412

a Name of MTIA, CCT, PSA, or 103-12 IE: JH AMERICAN BALANCED FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE COMPANY		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 7666

a Name of MTIA, CCT, PSA, or 103-12 IE: JH FRANKLIN SMALL-MID GROWTH		
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE COMPANY		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 17142

a Name of MTIA, CCT, PSA, or 103-12 IE: JH INV SMALL CAP GROWTH		
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE COMPANY		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 3452

a Name of MTIA, CCT, PSA, or 103-12 IE: JH SMALL CAP GROWTH INDEX		
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE COMPANY		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 74248

a Name of MTIA, CCT, PSA, or 103-12 IE: JH DFA U.S. SMALL CAP FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE COMPANY		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 73959

a Name of MTIA, CCT, PSA, or 103-12 IE: JH SMALL CAP VALUE INDEX		
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE COMPANY		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 8367

a Name of MTIA, CCT, PSA, or 103-12 IE: JH MID-CAP GROWTH INDEX FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE COMPANY		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

a Name of MTIA, CCT, PSA, or 103-12 IE: JH SMALL CAP INDEX FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE COMPANY		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 8883

a Name of MTIA, CCT, PSA, or 103-12 IE: JH TOTAL RETURN FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE COMPANY		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 86638

a Name of MTIA, CCT, PSA, or 103-12 IE: JH REAL RETURN BOND FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE COMPANY		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 5177

a Name of MTIA, CCT, PSA, or 103-12 IE: JH CORE FUNDAMENTAL HOLDINGS		
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE COMPANY		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

a Name of MTIA, CCT, PSA, or 103-12 IE: JH 500 INDEX FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE COMPANY		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 15466

a Name of MTIA, CCT, PSA, or 103-12 IE: JH MID CAP INDEX FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE COMPANY		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 6630

a Name of MTIA, CCT, PSA, or 103-12 IE: JH VALUE FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE COMPANY		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 40764

a Name of MTIA, CCT, PSA, or 103-12 IE: JH MID VALUE FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE COMPANY		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 47190

a Name of MTIA, CCT, PSA, or 103-12 IE: JH BLUE CHIP GROWTH FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE COMPANY		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 98207

a Name of MTIA, CCT, PSA, or 103-12 IE: JH SMALL CAP VALUE FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE COMPANY		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 78720

a Name of MTIA, CCT, PSA, or 103-12 IE: JH REAL EST. SECURITIES FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE COMPANY		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 120937

a Name of MTIA, CCT, PSA, or 103-12 IE: JH INTL EQUITY INDEX FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE COMPANY		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 23544

a Name of MTIA, CCT, PSA, or 103-12 IE: JH SHORT-TERM FEDERAL		
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE COMPANY		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 5056

a Name of MTIA, CCT, PSA, or 103-12 IE: JH DAVIS NEW YORK VENTURE		
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE COMPANY		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 34081

a Name of MTIA, CCT, PSA, or 103-12 IE: JH INVESTMENT COMPANY OF AMERICA		
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE COMPANY		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 8801
a Name of MTIA, CCT, PSA, or 103-12 IE: JH BLACKROCK GLOBAL ALLOCATION		
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE COMPANY		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 24489
a Name of MTIA, CCT, PSA, or 103-12 IE: JH INCOME FUND OF AMERICA		
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE COMPANY		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 22082
a Name of MTIA, CCT, PSA, or 103-12 IE: JH VALUE INDEX FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE COMPANY		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 94734
a Name of MTIA, CCT, PSA, or 103-12 IE: JH FT FOUNDING ALLOCATION		
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE COMPANY		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 114173
a Name of MTIA, CCT, PSA, or 103-12 IE: JH GROWTH INDEX FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE COMPANY		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 108135
a Name of MTIA, CCT, PSA, or 103-12 IE: JH NEW PERSPECTIVE FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE COMPANY		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 19260
a Name of MTIA, CCT, PSA, or 103-12 IE: JH CAPITAL WORLD GROWTH & INCOME		
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE COMPANY		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 68737
a Name of MTIA, CCT, PSA, or 103-12 IE: JH MID-CAP VALUE INDEX FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE COMPANY		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
a Name of MTIA, CCT, PSA, or 103-12 IE: JH NEW WORLD FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE COMPANY		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 20832

a Name of MTIA, CCT, PSA, or 103-12 IE: JH SSGA MID VALUE INDEX FUND**b** Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE COMPANY

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 117767
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a Name of MTIA, CCT, PSA, or 103-12 IE: JH SSGA MID GROWTH INDEX FUND**b** Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE COMPANY

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 30783
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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)
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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)
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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)
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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)
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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)
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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)
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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)
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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)
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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
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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 BEACH PRODUCTS INC. 401(K) RETIREMENT PLAN	B Three-digit plan number (PN)	002
C Plan sponsor's name as shown on line 2a of Form 5500 BEACH PRODUCTS, INC.	D Employer Identification Number (EIN) 59-0938214	

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	1043	2143
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		343774
(2) Participant contributions	1b(2)		
(3) Other.....	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities.....	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other.....	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	140815	247348
(9) Value of interest in common/collective trusts.....	1c(9)		
(10) Value of interest in pooled separate accounts.....	1c(10)	5779193	6195710
(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)		
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)	39740	43771
(15) Other	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	5960791	6832746

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	0	0

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	5960791	6832746
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Part II Income and Expense Statement

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

Income**a Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	343774	
(B) Participants	2a(1)(B)	597616	
(C) Others (including rollovers)	2a(1)(C)	370124	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		1311514

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

(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	351	
(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)	7915	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		8266

(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)		
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(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)		
(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)		-207727
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		1112053

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	222603	
(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)		222603
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		10664
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)	6475	
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	356	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		6831
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		240098

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		871955
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: SCOTT SKIBBIE, CPA

(2) EIN: 27-0851321

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

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

Part IV Compliance Questions

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

During the plan year:

	Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....		X	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.).....		X	
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.).....		X	
e Was this plan covered by a fidelity bond?.....	X		500000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.).....		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			
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.
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For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

A Name of plan <u>BEACH PRODUCTS INC. 401(K) RETIREMENT PLAN</u>	B Three-digit plan number (PN) ▶ <u>002</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>BEACH PRODUCTS, INC.</u>	D Employer Identification Number (EIN) <u>59-0938214</u>

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

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>01-0233346</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	

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

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?.....	☐ Yes	☐ No	☐ N/A
If the plan is a defined benefit plan, go to line 8.			
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____ If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.			
6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived)	6a		
b Enter the amount contributed by the employer to the plan for this plan year	6b		
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount).....	6c		
If you completed line 6c, skip lines 8 and 9.			
7 Will the minimum funding amount reported on line 6c be met by the funding deadline?	☐ Yes	☐ No	☐ N/A
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?.....	☐ Yes	☐ No	☐ N/A

Part III	Amendments
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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
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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.
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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): _____

BEACH PRODUCTS INC.
401(k) Retirement Plan

FINANCIAL STATEMENTS
DECEMBER 31, 2011

BEACH PRODUCTS, INC. 401(k) RETIREMENT PLAN

FINANCIAL STATEMENTS

DECEMBER 31, 2011

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INDEPENDENT AUDITORS' REPORT

Administrative Committee
Beach Products, Inc. 401(k) Retirement Plan
Tampa, Florida

We were engaged to audit the accompanying statement of net assets available for benefits of Beach Products, Inc. 401(k) Retirement Plan (the "Plan") as of December 31, 2011 and 2010 and the related statement of changes in net assets available for benefits and the schedules of assets held for investment purposes for the years ended December 31, 2011 and 2010. These financial statements and schedules are the responsibility of the Plan's management.

AS permitted by 29 CFR 2520.103-8 of the *Departments 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 cash and investment transactions and related income which were certified by John Hancock Life Insurance Company USA, the custodian of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedules. 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 and for the years ended December 31, 2011 and 2010, that the information provided to the plan administrator by the custodian is complete and accurate.

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



September 5, 2012

BEACH PRODUCTS, INC. 401(K) RETIREMENT PLAN
STATEMENT OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2011 AND 2010

	<u>2011</u>	<u>2010</u>
ASSETS		
Cash	\$ 2,143	\$ 1,043
Receivables		
Employer contributions	343,774	349,045
Employee contributions	-	-
Participant notes	247,348	140,815
TOTAL RECEIVABLES	<u>591,122</u>	<u>489,860</u>
Investments, at fair value		
Pooled separate accounts	6,195,710	5,779,193
Insurance company general account	43,771	39,740
TOTAL INVESTMENTS	<u>6,239,481</u>	<u>5,818,933</u>
TOTAL ASSETS	<u>6,832,746</u>	<u>6,309,836</u>
LIABILITIES		
Other Payables	<u>-</u>	<u>-</u>
TOTAL LIABILITIES	<u>-</u>	<u>-</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u><u>\$ 6,832,746</u></u>	<u><u>\$ 6,309,836</u></u>

The accompanying notes are an integral part of these statements.

BEACH PRODUCTS, INC. 401(K) RETIREMENT PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

FOR THE YEAR(s) ENDED DECEMBER 31, 2011 and 2010

	2011	2010
ADDITIONS TO NET ASSETS		
Contributions		
Employer	\$ 343,774	\$ 349,045
Participants	597,616	596,023
Other (including rollovers)	21,079	-
TOTAL CONTRIBUTIONS	962,469	945,068
Interest on participant notes receivable	7,915	-
Investment income		
Net appreciation in fair value of investments	-	660,968
Interest	351	7,772
Dividends	-	-
TOTAL INVESTMENT INCOME	351	668,740
TOTAL ADDITIONS TO NET ASSETS	970,735	1,613,808
DEDUCTIONS FROM NET ASSETS		
Net depreciation in fair value of investments	207,727	-
Benefits paid to participants	222,603	164,257
Corrective distributions	-	-
Deemed distributions of participant loans	10,664	-
Administrative expenses	6,831	6,042
TOTAL DEDUCTIONS FROM NET ASSETS	447,825	170,299
NET INCREASE IN NET ASSETS AVAILABLE FOR BENEFITS	522,910	1,443,509
TRANSFERS To (From) the PLAN	-	-
NET ASSETS AVAILABLE FOR BENEFITS - Beginning of Year	6,309,836	4,866,327
NET ASSETS AVAILABLE FOR BENEFITS - End of Year	\$ 6,832,746	\$ 6,309,836

The accompanying notes are an integral part of these statements.

BEACH PRODUCTS, INC. 401(K) RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS

Note 1. DESCRIPTION OF PLAN

The following description of Beach Products, Inc. 401(k) Retirement Plan (the “Plan”) provides only general information. Users of the financial statements and supplemental schedules should refer to the Plan documents for a more complete description of the Plan’s provisions.

General: The Plan is a defined contribution plan established to provide for contributions made under salary deferral agreements pursuant to Section 401(k) of the Internal Revenue Code (the “Code”). The Plan covers substantially all employees of Beach Products, Inc., Pharmaceutical Associates, Inc., and Pharmaceutical Associates, L.L.C. (hereafter, collectively referred to as the “Company”), who have met the eligibility requirements. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (“ERISA”).

Eligibility: As of January 1, 2010, employees may participate in the Plan once they have attained the age of 21 and have completed 1 year of service.

Contributions: Eligible employees may make contributions via payroll deductions up to limits as defined in the Plan and other limits in accordance with the Code. Elective deferrals can be made in whole percentages of compensation or in specific dollar amounts. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions.

The Company may make matching contributions to the Plan, at its discretion, equal to a specified percent of each participant’s deferral amounts. In addition, the Company may make an additional discretionary contribution to participants of the Plan as deemed appropriate by the Company. Contributions are subject to limitations as provided in the Code and as defined in the Plan. For the years ended December 31, 2011 and 2010, the Company made safe-harbor matching contributions equal to 100% of the aggregate salary reduction contribution to the extent the aggregate contribution did not exceed 4% of the employee’s compensation.

Participant Accounts: Each participant’s account is credited with the participant’s contributions, the Company’s matching contribution, an allocation of the Company’s additional discretionary contribution, if any, and Plan earnings. Each participant’s account is charged with Plan losses and expenses, if any. Allocations are based on participant account balances, as defined. The benefit to which a participant is entitled to is the benefit that can be provided from the participant’s vested account.

BEACH PRODUCTS, INC. 401(K) RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS

Note 1. DESCRIPTION OF PLAN (continued...)

Investment Options: Upon enrollment in the Plan, a participant may direct contributions to one or more of the investment options. Participants may change their investment options at any time at their discretion. See the accompanying schedule of assets held for a list of investment options currently available.

Vesting: Participants are immediately vested in their contributions, voluntary rollovers, and the actual allocated earnings thereon. The Company has adopted the safe-harbor provisions of the Internal Revenue Code. Participants are immediately vested in the Company's safe-harbor match and the actual allocated earnings thereon.

Benefit Payments: Upon reaching normal retirement age, termination of employment, death or disability, or termination of the Plan, the participant or beneficiary may elect to receive an amount equal to the value of the participant's vested interest in his or her account under several options. A participant may defer paying tax on some taxable payments by electing a rollover distribution.

In the event of a participant's death, his or her designated beneficiary may request a distribution of his or her account.

Withdrawals may also be made in conjunction with IRS hardship distribution regulations.

Participant Loans: Participants may, subject to certain conditions, borrow from their own accounts up to a maximum of \$50,000 or 50% of their vested account balance, whichever is less. Principal and interest are payable through weekly payroll deductions. Interest rates on participant loans approximate prevailing interest rates on bank loans of similar length of time and repayment terms. The loans are secured by the balance in the participant's account.

BEACH PRODUCTS, INC. 401(K) RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS

Note 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting: The financial statements of the Plan have been prepared in accordance with the accounting principles generally accepted in the United States of America, using the accrual method of accounting.

Investment contracts held by a defined contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The Statements of Net Assets Available for Benefits and The Statements of Changes in Net Assets Available for Benefits are presented using the fair values of investments.

Fair Value Measurements: The FASB Accounting Standards codification Topic 820, *Fair Value Measurements and Disclosures* (ASC 820) 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 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 market data by correlation or other means;
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means;

If the assets 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.

BEACH PRODUCTS, INC. 401(K) RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS

Note 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued...)

Fair Value Measurements (continued...): 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. There have been no changes in the valuation methodologies used at December 31, 2011 and 2010.

Accounting 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 changes therein, and disclosure of contingent assets and liabilities. Accordingly, actual results could differ from those estimates.

Valuation of Investments: The plan's investments are stated 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.

Investments in the insurance company general account are valued at fair value by discounting the related cash flows based on current yields of similar instruments with comparable durations considering credit worthiness of the issuer. Investments in the pooled separate accounts are valued indirectly based on observable prices for the underlying assets.

The preceding methods described may produce a fair value calculation that may not be indicative of the 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.

Purchases and sales of investments are recorded on the trade date. Income from investment in units of participation is recorded as earned and reinvested in the accounts. Income earned from investments and gains or losses on disposal of investments are recorded using the accrual method. Participant loans are valued at cost.

Notes Receivable From Participants: Notes receivable from participants are measured at their unpaid principal balance. Delinquent participant loans are reclassified as distributions based upon the terms of the plan document.

BEACH PRODUCTS, INC. 401(K) RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS

Note 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued...)

Payment of benefits: Benefits are recorded when paid.

Administrative Expense: The cost and expense of administering the Plan shall be paid, at the discretion of the Company, either directly by the Company or by the Plan through fees deducted from participant accounts.

Note 3. CERTIFICATION OF INVESTMENT INFORMATION

John Hancock Life Insurance Company, the custodian of the Plan, has supplied the Plan administrator with a certification as to the completeness and accuracy of all investment information reflected on the accompanying statement of net assets available for benefits as of December 31, 2011 and 2010, the statements of changes in net assets available for benefits for the year then ended, and the supplemental schedule of assets held as of December 31, 2011 and 2010.

Note 4. INVESTMENTS

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

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Pooled separate accounts	\$6,195,710	\$ -	\$ -	\$6,195,710
Insurance company general account	-	43,771	-	43,771
Total Investments	<u>\$6,195,710</u>	<u>\$ 43,771</u>	<u>\$ -</u>	<u>\$6,239,481</u>

The following table sets forth a summary of changes in the fair value of the Plan's level 3 assets for the year ended December 31, 2011:

- None -

BEACH PRODUCTS, INC. 401(K) RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS

Note 5. 5% REPORTABLE TRANSACTIONS

The investment balances that represent 5% or more of the Plan's net assets available for benefits as of December 31, 2011 are as follows:

Lifestyle Aggressive	\$ 400,499
Lifestyle Balanced	425,761
Lifestyle Growth	861,782
Lifestyle Moderate	725,393
Money Market Fund	634,824

Note 6. RECONCILIATION TO FORM 5500

Certain differences exist between the recording of accruals for financial reporting purposes and IRS/Department of Labor's (DOL) Form 5500 purposes. The following is a reconciliation of the...

Net assets available for benefits:	<u>2011</u>	<u>2010</u>
Net Assets available for benefits per the financial statements	\$ 6,832,746	\$ 6,309,836
Contributions due from employer	-	(349,045)
Contributions due from participants	-	-
Accrued expenses	-	-
Net assets available for benefits per Form 5500	<u>\$ 6,832,746</u>	<u>\$ 5,960,791</u>
Changes in net assets available for benefits:		
Net change in net assets available for benefits per the financial statements	\$ 522,910	\$ 1,443,509
Difference in contributions due from employer	349,045	(42,761)
Difference in contributions due from participants	-	-
Difference in accrued expenses	-	-
Net change in net assets available for benefits per Form 5500	<u>\$ 871,955</u>	<u>\$ 1,400,748</u>

BEACH PRODUCTS, INC. 401(k) RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS

Note 7. SUBSEQUENT EVENTS

Subsequent events have been evaluated through September 5, 2012, which is the date the financial statements were available to be issued.

Note 8. TAX STATUS

The plan obtained its latest determination letter on July 15, 2003, in which the Internal Revenue Service stated that the Plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code. The plan has been amended since receiving the determination letter. The plan administrator believes that the plan is currently designed and being operated in compliance with the applicable provisions of the Internal Revenue Code. Accordingly, no provision for income taxes has been included in the plan's financial statements.

Note 9. PLAN TERMINATION

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

Note 10. 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 benefits.

Note 11. PARTIES-IN-INTEREST TRANSACTIONS

Administrative fees include investment fees, third party administrative fees, and other professional services, and are based on customary charges as shall be agreed to from time to time. Certain of these expenses are absorbed by the Plan sponsor. Certain administrative functions are performed by officers or employees of the Plan's sponsor. No such officer or employee receives compensation from the Plan.

SUPPLEMENTAL INFORMATION

BEACH PRODUCTS, INC. 401(k) RETIREMENT PLAN

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

DECEMBER 31, 2011

59-0938214

PN 002

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment	(d) Cost	(e) Current value
	John Hancock USA	3 YR COMP	\$ 43,452	\$ 43,453
	John Hancock USA	5 YR COMP	116	116
	John Hancock USA	10 YR COMP	202	202
	John Hancock USA	500 Index Fund	13,961	15,465
	John Hancock USA	American Balanced Fund	6,622	7,666
	John Hancock USA	American Capital World Bond	5,267	5,618
	John Hancock USA	American High-Income Fund	105,927	117,412
	John Hancock USA	Blackrock Global Allocation	23,565	24,489
	John Hancock USA	Blue Chip Growth Fund	83,662	98,207
	John Hancock USA	Capital World Growth & Income	69,102	68,737
	John Hancock USA	Davis New York Venture	34,555	34,081
	John Hancock USA	DFA U.S. Small Cap Fund	65,618	73,959
	John Hancock USA	Franklin Small-Mid Growth	14,988	17,142
	John Hancock USA	FT Founding Allocation	104,648	114,173
	John Hancock USA	Growth Index Fund	90,888	108,135
	John Hancock USA	Income Fund Of America	18,520	22,082
	John Hancock USA	International Opps Fund	8,068	7,668
	John Hancock USA	Intl Equity Index Fund	24,889	23,544
	John Hancock USA	Inv Small Cap Growth	3,103	3,452
	John Hancock USA	Investment Co of America	8,068	8,801
	John Hancock USA	Lifestyle Aggressive	379,417	400,499
	John Hancock USA	Lifestyle Balanced	397,150	425,761
	John Hancock USA	Lifestyle Conservative	256,586	288,450
	John Hancock USA	Lifestyle Growth	791,234	861,782
	John Hancock USA	Lifestyle Moderate	699,788	725,393
	John Hancock USA	LS-Balanced GIFL	73,837	78,910
	John Hancock USA	LS-Conserv GIFL	5,267	5,503
	John Hancock USA	LS-Moderate GIFL	22,723	24,632
	John Hancock USA	Mid Cap Index Fund	5,501	6,630
	John Hancock USA	Mid Value Fund	42,748	47,190
	John Hancock USA	Money Market Fund	639,620	634,824
	John Hancock USA	New Perspective Fund	18,869	19,260
	John Hancock USA	New World Fund	22,120	20,832
	John Hancock USA	Real Est. Securities Fund	83,845	120,937
	John Hancock USA	Real Return Bond Fund	4,810	5,177
	John Hancock USA	Retirement Living At 2015	325,062	364,797
	John Hancock USA	Retirement Living At 2020	90,851	99,381
	John Hancock USA	Retirement Living At 2025	173,282	189,712
	John Hancock USA	Retirement Living At 2030	95,198	99,939
	John Hancock USA	Retirement Living At 2035	261,264	285,954
	John Hancock USA	Retirement Living At 2040	169,724	183,409
	John Hancock USA	Retirement Living At 2045	10,030	10,145
	John Hancock USA	Short-Term Federal	4,982	5,056

BEACH PRODUCTS, INC. 401(k) RETIREMENT PLAN

Schedule H, line 4i - Schedule of Assets (Held at End of Year) continued...

DECEMBER 31, 2011

59-0938214

PN 002

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment	(d) Cost	(e) Current value
	John Hancock USA	Small Cap Growth Index	72,558	74,248
	John Hancock USA	Small Cap Index Fund	7,706	8,883
	John Hancock USA	Small Cap Value Fund	63,212	78,720
	John Hancock USA	Small Cap Value Index	7,196	8,367
	John Hancock USA	SSgA Mid Growth Index	34,390	30,784
	John Hancock USA	SSgA Mid Value Index	127,115	117,768
	John Hancock USA	Total Return Fund	79,244	86,638
	John Hancock USA	Value Fund	33,449	40,764
	John Hancock USA	Value Index Fund	83,202	94,734
	Participant Loans	Various Interest Rates	-	247,348
	Total Assets Held			<u>\$ 6,486,829</u>

BEACH PRODUCTS, INC. 401(k) RETIREMENT PLAN

Schedule H, line 4i - Schedule of Assets (Acquired and Disposed of Within Year)

DECEMBER 31, 2011

59-0938214

PN 002

(a) Identity of Issue, borrower, lessor, or similar party	(b) Description of investment	(c) Costs of acquisitions	(d) Proceeds from dispositions
John Hancock USA	3 YR COMP	\$ 3,817	\$ 236
John Hancock USA	5 YR COMP	80	-
John Hancock USA	10 YR COMP	136	-
John Hancock USA	500 Index Fund	8,219	15,436
John Hancock USA	American Balanced Fund	1,546	2,533
John Hancock USA	American Capital World Bond	1,007	11
John Hancock USA	American High-Income Fund	10,801	29,612
John Hancock USA	Blackrock Global Allocation	3,775	2,177
John Hancock USA	Blue Chip Growth Fund	14,065	65
John Hancock USA	Capital World Growth & Income	12,245	5,964
John Hancock USA	Core Fundamental Holdings	58	1,088
John Hancock USA	Davis New York Venture	3,227	1,581
John Hancock USA	DFA U.S. Small Cap Fund	10,096	115
John Hancock USA	Franklin Small-Mid Growth	4,695	6,933
John Hancock USA	FT Founding Allocation	13,608	3,175
John Hancock USA	Growth Index Fund	12,111	87
John Hancock USA	Income Fund Of America	2,137	2,594
John Hancock USA	International Opps Fund	3,229	-
John Hancock USA	Intl Equity Index Fund	8,928	19,664
John Hancock USA	Inv Small Cap Growth	1,147	-
John Hancock USA	Investment Co of America	2,048	2,399
John Hancock USA	Lifestyle Aggressive	83,336	17,150
John Hancock USA	Lifestyle Balanced	126,467	1,873
John Hancock USA	Lifestyle Conservative	36,457	22,684
John Hancock USA	Lifestyle Growth	190,682	692,653
John Hancock USA	Lifestyle Moderate	528,714	11,464
John Hancock USA	LS-Balanced GIFL	22,707	3,673
John Hancock USA	LS-Conserv GIFL	2,101	739
John Hancock USA	LS-Moderate GIFL	7,204	-
John Hancock USA	Mid Cap Index Fund	1,401	3,270
John Hancock USA	Mid Value Fund	6,901	-
John Hancock USA	Mid-Cap Growth Index Fund	2,101	35,476
John Hancock USA	Mid-Cap Value Index Fund	4,832	131,882
John Hancock USA	Money Market Fund	147,075	23,534
John Hancock USA	New Perspective Fund	4,233	3,095
John Hancock USA	New World Fund	8,629	522
John Hancock USA	Real Est. Securities Fund	9,705	316
John Hancock USA	Real Return Bond Fund	1,975	11,792

BEACH PRODUCTS, INC. 401(k) RETIREMENT PLAN

Schedule H, line 4i - Schedule of Assets (Acquired and Disposed of Within Year) continued...

DECEMBER 31, 2011

59-0938214

PN 002

(a) Identity of Issue, borrower, lessor, or similar party	(b) Description of investment	(c) Costs of acquisitions	(d) Proceeds from dispositions
John Hancock USA	Retirement Living At 2015	36,663	11,792
John Hancock USA	Retirement Living At 2020	19,552	7,169
John Hancock USA	Retirement Living At 2025	30,564	21,963
John Hancock USA	Retirement Living At 2030	38,145	18,440
John Hancock USA	Retirement Living At 2035	40,423	18,440
John Hancock USA	Retirement Living At 2040	31,729	5,729
John Hancock USA	Retirement Living At 2045	8,287	8,547
John Hancock USA	Short-Term Federal	1,770	9,605
John Hancock USA	Small Cap Growth Index	36,926	115
John Hancock USA	Small Cap Index Fund	2,649	2,688
John Hancock USA	Small Cap Value Fund	9,566	86
John Hancock USA	Small Cap Value Index	1,556	3,472
John Hancock USA	SSgA Mid Growth Index	36,030	117
John Hancock USA	SSgA Mid Value Index	130,258	229
John Hancock USA	Total Return Fund	12,335	17,435
John Hancock USA	Value Fund	5,867	19,841
John Hancock USA	Value Index Fund	12,634	6,650

**Scott
Skibbie, Inc.**
Certified Public Accountant

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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). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 2011 This Form is Open to Public Inspection
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Part I Annual Report Identification Information			
For calendar plan year 2011 or fiscal plan year beginning <u>01/01/2011</u> and ending <u>12/31/2011</u>			
A This return/report is for:	☐ a multiemployer plan;	☐ a multiple-employer plan; or	
	☒ a single-employer plan;	☐ a DFE (specify) _____	
B This return/report is:	☐ the first return/report;	☐ the final return/report;	
	☐ an amended return/report;	☐ a short plan year return/report (less than 12 months).	
C If the plan is a collectively-bargained plan, check here.	☐		
D Check box if filing under:	☒ Form 5558;	☐ automatic extension;	☐ the DFVC program;
	☐ special extension (enter description) _____		

Part II Basic Plan Information—enter all requested information			
1a Name of plan Beach Products Inc. 401(k) Retirement Plan	1b Three-digit plan number (PN) ▶	002	
	1c Effective date of plan 04/01/1993		
2a Plan sponsor's name and address, including room or suite number (Employer, if for single-employer plan) Beach Products, Inc. 5220 S. Manhattan Ave Tampa FL 33611	2b Employer Identification Number (EIN) 59-0938214	2c Sponsor's telephone number 813-839-6565	2d Business code (see instructions) 325410

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		9.25.12	RICHARD STEPHEN JENKINS
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE		9.25.12	RICHARD STEPHEN JENKINS
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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

Form 5500 (2011)
v.012611

3a Plan administrator's name and address (if same as plan sponsor, enter "Same") Beach Products, Inc. 5220 S. Manhattan Ave Tampa FL 33611	3b Administrator's EIN 59-0938214 3c Administrator's telephone number 813-839-6565
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4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name	4b EIN 4c PN
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5 Total number of participants at the beginning of the plan year	5	286
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	226
b Retired or separated participants receiving benefits	6b	3
c Other retired or separated participants entitled to future benefits.....	6c	37
d Subtotal. Add lines 6a, 6b, and 6c.....	6d	266
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	0
f Total. Add lines 6d and 6e.....	6f	266
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	231
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:
 2E 2J 2K 2T 3D 3H

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

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

a Pension Schedules

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

b General Schedules

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

Schedule H, Line 4i				
Schedule of Assets (Held At End of Year)				
Name of Plan: BEACH PRODUCTS INC. 401(k) RETIREMENT PLAN				
▶				
Employer Identification Number: ▶		59-0938214		
For plan year (beginning/ending): ▶		Dec-31-2011	Plan number: ▶	2
(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
	JOHN HANCOCK LIFE INSURANCE CO	INTERNATIONAL OPPTS FUND		7,668
	JOHN HANCOCK LIFE INSURANCE CO	MONEY MARKET FUND		634,824
	JOHN HANCOCK LIFE INSURANCE CO	RETIREMENT LIVING AT 2015		364,797
	JOHN HANCOCK LIFE INSURANCE CO	RETIREMENT LIVING AT 2020		99,381
	JOHN HANCOCK LIFE INSURANCE CO	RETIREMENT LIVING AT 2025		189,712
	JOHN HANCOCK LIFE INSURANCE CO	RETIREMENT LIVING AT 2030		99,939
	JOHN HANCOCK LIFE INSURANCE CO	RETIREMENT LIVING AT 2035		285,954
	JOHN HANCOCK LIFE INSURANCE CO	RETIREMENT LIVING AT 2040		183,409
	JOHN HANCOCK LIFE INSURANCE CO	RETIREMENT LIVING AT 2045		10,145
	JOHN HANCOCK LIFE INSURANCE CO	LIFESTYLE CONSERVATIVE		293,953
	JOHN HANCOCK LIFE INSURANCE CO	LIFESTYLE MODERATE		750,025
	JOHN HANCOCK LIFE INSURANCE CO	LIFESTYLE BALANCED		504,672
	JOHN HANCOCK LIFE INSURANCE CO	LIFESTYLE GROWTH		861,782
	JOHN HANCOCK LIFE INSURANCE CO	LIFESTYLE AGGRESSIVE		400,499
	JOHN HANCOCK LIFE INSURANCE CO	AF CAPITAL WORLD BOND FUND		5,618
	JOHN HANCOCK LIFE INSURANCE CO	AMERICAN HIGH-INCOME FUND		117,412
	JOHN HANCOCK LIFE INSURANCE CO	AMERICAN BALANCED FUND		7,666
	JOHN HANCOCK LIFE INSURANCE CO	FRANKLIN SMALL-MID GROWTH		17,142
	JOHN HANCOCK LIFE INSURANCE CO	INV SMALL CAP GROWTH		3,452
	JOHN HANCOCK LIFE INSURANCE CO	SMALL CAP GROWTH INDEX		74,248
	JOHN HANCOCK LIFE INSURANCE CO	DFA U.S. SMALL CAP FUND		73,959
	JOHN HANCOCK LIFE INSURANCE CO	SMALL CAP VALUE INDEX		8,367
	JOHN HANCOCK LIFE INSURANCE CO	MID-CAP GROWTH INDEX FUND		0
	JOHN HANCOCK LIFE INSURANCE CO	SSGA MID GROWTH INDEX FUND		30,783
	JOHN HANCOCK LIFE INSURANCE CO	SMALL CAP INDEX FUND		8,883
	JOHN HANCOCK LIFE INSURANCE CO	TOTAL RETURN FUND		86,638
	JOHN HANCOCK LIFE INSURANCE CO	REAL RETURN BOND FUND		5,177
	JOHN HANCOCK LIFE INSURANCE CO	CORE FUNDAMENTAL HOLDINGS		0
	JOHN HANCOCK LIFE INSURANCE CO	INVESTMENT COMPANY OF AMERICA		8,801
	JOHN HANCOCK LIFE INSURANCE CO	BLACKROCK GLOBAL ALLOCATION		24,489
	JOHN HANCOCK LIFE INSURANCE CO	INCOME FUND OF AMERICA		22,082
	JOHN HANCOCK LIFE INSURANCE CO	VALUE INDEX FUND		94,734
	JOHN HANCOCK LIFE INSURANCE CO	FT FOUNDING ALLOCATION		114,173
	JOHN HANCOCK LIFE INSURANCE CO	GROWTH INDEX FUND		108,135
	JOHN HANCOCK LIFE INSURANCE CO	NEW PERSPECTIVE FUND		19,260
	JOHN HANCOCK LIFE INSURANCE CO	CAPITAL WORLD GROWTH & INCOME		68,737
	JOHN HANCOCK LIFE INSURANCE CO	MID-CAP VALUE INDEX FUND		0
	JOHN HANCOCK LIFE INSURANCE CO	SSGA MID VALUE INDEX FUND		117,767
	JOHN HANCOCK LIFE INSURANCE CO	NEW WORLD FUND		20,832

JOHN HANCOCK LIFE INSURANCE CO	500 INDEX FUND		15,466
JOHN HANCOCK LIFE INSURANCE CO	SHORT-TERM FEDERAL		5,056
JOHN HANCOCK LIFE INSURANCE CO	BLUE CHIP GROWTH FUND		98,207
JOHN HANCOCK LIFE INSURANCE CO	MID CAP INDEX FUND		6,630
JOHN HANCOCK LIFE INSURANCE CO	VALUE FUND		40,764
JOHN HANCOCK LIFE INSURANCE CO	MID VALUE FUND		47,190
JOHN HANCOCK LIFE INSURANCE CO	SMALL CAP VALUE FUND		78,720
JOHN HANCOCK LIFE INSURANCE CO	REAL EST. SECURITIES FUND		120,937
JOHN HANCOCK LIFE INSURANCE CO	INTL EQUITY INDEX FUND		23,544
JOHN HANCOCK LIFE INSURANCE CO	DAVIS NEW YORK VENTURE		34,081
PARTICIPANT LOANS	VARIOUS INTEREST RATES		247,348