

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>CHARTER FILMS, INC 401(K) SAVINGS PLAN AND TRUST</u>	<table border="1"> <tr> <td>1b Three-digit plan number (PN) ►</td> <td><u>002</u></td> </tr> <tr> <td>1c Effective date of plan</td> <td><u>07/01/1991</u></td> </tr> </table>	1b Three-digit plan number (PN) ►	<u>002</u>	1c Effective date of plan	<u>07/01/1991</u>		
1b Three-digit plan number (PN) ►	<u>002</u>						
1c Effective date of plan	<u>07/01/1991</u>						
2a Plan sponsor's name and address, including room or suite number (Employer, if for single-employer plan) <u>CHARTER FILMS, INC</u> <u>P.O. BOX 3068</u> <u>SUPERIOR, WI 54880</u>	<table border="1"> <tr> <td>2b Employer Identification Number (EIN)</td> <td><u>39-1943864</u></td> </tr> <tr> <td>2c Sponsor's telephone number</td> <td><u>715-395-8258</u></td> </tr> <tr> <td>2d Business code (see instructions)</td> <td><u>339900</u></td> </tr> </table>	2b Employer Identification Number (EIN)	<u>39-1943864</u>	2c Sponsor's telephone number	<u>715-395-8258</u>	2d Business code (see instructions)	<u>339900</u>
2b Employer Identification Number (EIN)	<u>39-1943864</u>						
2c Sponsor's telephone number	<u>715-395-8258</u>						
2d Business code (see instructions)	<u>339900</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>TODD L JOHNSON</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") CHARTER FILMS, INC P.O. BOX 3068 SUPERIOR, WI 54880	3b Administrator's EIN 39-1943864 3c Administrator's telephone number 715-395-8258
--	---

4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name	4b EIN 4c PN
---	-----------------------------------

5 Total number of participants at the beginning of the plan year	5	141
---	----------	-----

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	132
b Retired or separated participants receiving benefits.....	6b	0
c Other retired or separated participants entitled to future benefits.....	6c	7
d Subtotal. Add lines 6a , 6b , and 6c	6d	139
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	0
f Total. Add lines 6d and 6e	6f	139
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	131
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	2

7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7	
--	----------	--

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:

2E 2F 2G 2J 2T 2S 3D

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

9a Plan funding arrangement (check all that apply)	9b Plan benefit arrangement (check all that apply)
(1) ☐ Insurance	(1) ☐ Insurance
(2) ☐ Code section 412(e)(3) insurance contracts	(2) ☐ Code section 412(e)(3) insurance contracts
(3) ☒ Trust	(3) ☒ Trust
(4) ☐ General assets of the sponsor	(4) ☐ General assets of the sponsor

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

a Pension Schedules

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

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>CHARTER FILMS, INC 401(K) SAVINGS PLAN AND TRUST</u>	B Three-digit plan number (PN) ▶ <u>002</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>CHARTER FILMS, INC</u>	D Employer Identification Number (EIN) <u>39-1943864</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
FIRST NATIONAL BANK OMAHA

47-0259043

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

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

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

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

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

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

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

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

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

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

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

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

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

FIRST NATIONAL BANK OF OMAHA

47-0259043

(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?
21 15 37 99 63 61 60 27 59 50	TRUSTEE	16495	Yes ☒ No ☐	Yes ☐ No ☒	9272	Yes ☐ No ☒

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

HANCOCK AND DANA, PC

12829 WEST DODGE RD
SUITE 100
OMAHA, NE 68154

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
10 50	PLAN AUDITOR	35465	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
FIRST NATIONAL BANK OF OMAHA	61	1780
(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.
INVESCO C/O DST SYSTEMS, INC. 430 W. 7TH STREET KANSAS CITY, MO 64105-1407	FRONT END FEES	
<hr/>		
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIRST NATIONAL BANK OF OMAHA	61 60 59	1110
(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.
GOLDMAN SACHS P.O. BOX 219711 KANSAS CITY, MO 64121	FRONT END FEES SUB T/A REVENUE SHARING	
<hr/>		
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIRST NATIONAL BANK OF OMAHA	63 60	1688
(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.
JANUS 151 DETROIT STREET DENVER, CO 80206	12B-1 FEES SUB T/A	

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
FIRST NATIONAL BANK OF OMAHA	63 60	1658
(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.	
T ROWE PRICE 100 EAST PRATT STREET BALTIMORE, MD 21202	12B-1 FEES SUB T/A	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	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 <div style="border: 1px solid black; padding: 5px; font-size: 1.2em; font-weight: bold;">2011</div> This Form is Open to Public Inspection
--	--	---

For calendar plan year 2011 or fiscal plan year beginning <u>01/01/2011</u> and ending <u>12/31/2011</u>		
A Name of plan <u>CHARTER FILMS, INC 401(K) SAVINGS PLAN AND TRUST</u>	B Three-digit plan number (PN) ►	<u>002</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>CHARTER FILMS, INC</u>	D Employer Identification Number (EIN) <u>39-1943864</u>	

Part I	Asset and Liability Statement
---------------	--------------------------------------

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	0	
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	3685	1065
(2) Participant contributions	1b(2)	1964	
(3) Other.....	1b(3)	4172	2053
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	297658	317048
(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)	1669083	1588747
(5) Partnership/joint venture interests	1c(5)		420432
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)		205281
(9) Value of interest in common/collective trusts.....	1c(9)		
(10) Value of interest in pooled separate accounts.....	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	2952739	3098365
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(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	4929301	5632991

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h	19716	3204
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	19716	3204

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	4909585	5629787
---	-----------	---------	---------

Part II Income and Expense Statement

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

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	444112	
(B) Participants	2a(1)(B)	413521	
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		857633
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	2295	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		2295
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)	137224	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	31926	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		169150
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate.....	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(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)		-189954
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		839124

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	83474	
(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)		83474
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)	18953	
(2) Contract administrator fees	2i(2)	16495	
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		35448
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		118922

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		720202
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: HANCOCK & DANA, PC (2) EIN: 47-0710889

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		1964
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		1000000
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.
---	--	--

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

A Name of plan <u>CHARTER FILMS, INC 401(K) SAVINGS PLAN AND TRUST</u>	B Three-digit plan number (PN) ▶ <u>002</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>CHARTER FILMS, INC</u>	D Employer Identification Number (EIN) <u>39-1943864</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>45-0404698</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
-----------------	-------------------

9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box.....	☐ Increase	☐ Decrease	☐ Both	☐ No
--	-----------------------------------	-----------------------------------	-------------------------------	-----------------------------

Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
----------------	---

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?.....	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.).....	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. Complete as many entries as needed to report all applicable employers.

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

- 14** Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a The current year	14a	
b The plan year immediately preceding the current plan year	14b	
c The second preceding plan year	14c	

- 15** Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year	15a	
b The corresponding number for the second preceding plan year	15b	

- 16** Information with respect to any employers who withdrew from the plan during the preceding plan year:

a Enter the number of employers who withdrew during the preceding plan year	16a	
b If item 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	16b	

- 17** If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

- 18** If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

- 19** If the total number of participants is 1,000 or more, complete items (a) through (c)

a Enter the percentage of plan assets held as:
 Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

b Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

c What duration measure was used to calculate item 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify): _____

**CHARTER FILMS, INC.
401(k) SAVINGS PLAN AND TRUST**

**FINANCIAL STATEMENTS AND
SUPPLEMENTAL SCHEDULES**

DECEMBER 31, 2011 AND 2010

**CHARTER FILMS, INC.
401(k) SAVINGS PLAN AND TRUST**

TABLE OF CONTENTS

INDEPENDENT AUDITORS' REPORT	1
FINANCIAL STATEMENTS	
Statements of Net Assets Available for Benefits	2
Statement of Changes in Net Assets Available for Benefits	3
Notes to Financial Statements	4-10
SUPPLEMENTAL SCHEDULES	
Schedule of Delinquent Participant Contributions Schedule H, Line 4a	11
Schedule of Assets (Held at End of Year) Schedule H, Line 4i	12-13
Schedule of Reportable Transactions Schedule H, Line 4j	14-15

Note: Schedules required by the Employee Retirement Income Security Act of 1974 that have not been included herein are not applicable.

HANCOCK & DANA PC

ACCOUNTANTS & CONSULTANTS

12829 WEST DODGE ROAD

SUITE 100

OMAHA, NEBRASKA 68154-2155

(402) 391-1065 FAX (402) 334-9498

INDEPENDENT AUDITORS' REPORT

To the Administrative Committee of
the Charter Films, Inc.
401(k) Savings Plan and Trust

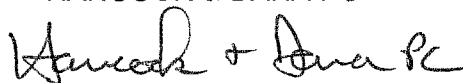
We were engaged to audit the financial statements of Charter Films, Inc. 401(k) Savings Plan and Trust as of December 31, 2011 and 2010, and for the year ended December 31, 2011, and the supplemental schedules as of and for the year ended December 31, 2011, as listed in the accompanying table of contents. These financial statements and schedules are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note D, which was certified by First National Bank Omaha, the trustee 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 trustee holds the Plan's investment assets and notes receivable and executes transactions therein. The plan administrator has obtained a certification from the trustee as of December 31, 2011 and 2010 and for the year ended December 31, 2011, that the information provided to the plan administrator by the trustee is complete and accurate.

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

Omaha, Nebraska
July 18, 2012

HANCOCK & DANA PC



**CHARTER FILMS, INC.
401(k) SAVINGS PLAN AND TRUST**

**STATEMENTS OF NET ASSETS AVAILABLE FOR
BENEFITS**

DECEMBER 31, 2011 AND 2010

	<u>2011</u>	<u>2010</u>
ASSETS		
Investments at fair value (Notes C, D, E, H and I)	\$ <u>5,424,592</u>	\$ <u>4,919,480</u>
Receivables		
Employer contributions	1,065	3,685
Participant contributions	-	1,964
Notes receivable from participants (Note D)	<u>205,281</u>	<u>-</u>
	<u>206,346</u>	<u>5,649</u>
Accrued dividends (Note D)	<u>2,053</u>	<u>4,172</u>
Total assets	<u>5,632,991</u>	<u>4,929,301</u>
LIABILITIES		
Accrued administrative expenses (Note H)	<u>3,204</u>	<u>19,716</u>
Total liabilities	<u>3,204</u>	<u>19,716</u>
NET ASSETS AVAILABLE FOR BENEFITS	\$ <u><u>5,629,787</u></u>	\$ <u><u>4,909,585</u></u>

See accompanying notes to financial statements.

**CHARTER FILMS, INC.
401(k) SAVINGS PLAN AND TRUST**

**STATEMENT OF CHANGES IN NET ASSETS
AVAILABLE FOR BENEFITS**

YEAR ENDED DECEMBER 31, 2011

ADDITIONS (DEDUCTIONS) TO NET ASSETS ATTRIBUTED TO

Contributions	
Employer	\$ 444,112
Participants	413,521
Total contributions	<u>857,633</u>
Interest income on notes receivable from participants (Note D)	<u>2,295</u>
Investment loss	
Net depreciation in fair value of investments (Note D)	(189,954)
Dividends	169,150
Net investment loss (Note D)	<u>(20,804)</u>
Total Net Additions	<u>839,124</u>

DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO

Benefits paid to participants	83,474
Administrative expenses (Note H)	35,448
Total Deductions	<u>118,922</u>

NET INCREASE **720,202**

NET ASSETS AVAILABLE FOR BENEFITS, BEGINNING OF YEAR **4,909,585**

NET ASSETS AVAILABLE FOR BENEFITS, END OF YEAR **\$ 5,629,787**

See accompanying notes to financial statements.

CHARTER FILMS, INC.
401(k) SAVINGS PLAN AND TRUST

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2011 AND 2010

NOTE A – PLAN DESCRIPTION

The following description of the Charter Films, Inc. 401(k) Savings Plan and Trust provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

GENERAL – The Plan is a defined contribution plan subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Employees are eligible to participate in the Plan and make elective contributions after attaining age 18 and completing six months of service, as defined. Employees are eligible to participate in nonelective contributions and safe harbor contributions by the employer after attaining age 18 and completing one year of service, as defined. Union employees and certain nonresident aliens are not eligible to participate in the Plan.

CONTRIBUTIONS – Upon reaching eligibility, employees are automatically enrolled in the Plan at 3% of eligible compensation unless an election is made to waive enrollment. Participants may contribute up to the federal statutory maximum of pretax annual compensation. Participants may also contribute amounts representing distributions from other qualified plans. Participants direct the investment of their contributions into various investment options offered by the Plan. The Plan currently offers seven portfolio investments and seventeen registered investment companies as investment options for participant contributions. Eligible employees receive a safe harbor contribution from the employer equal to 3% of the participant's compensation, as defined. Additional nonelective contributions may be made at the option of the employer and are invested in a portfolio of investments as directed by the employer. Nonelective contributions are allocated to participants based on compensation. The employer made a discretionary nonelective contribution to the Plan of 3% in 2011.

PARTICIPANT ACCOUNTS – Each participant in the Plan has an individual account balance representing their interest in the Plan. Each participant's account is credited with the participant's contributions and an allocation of the employer contributions and Plan earnings or losses. Participant accounts are charged with an allocation of administrative expenses. Allocations of Plan earnings or losses and administrative expenses are based on participant account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

VESTING – Participants are immediately vested in their contributions and employer safe harbor contributions plus actual earnings thereon. Vesting in the employer discretionary and nonelective contributions plus actual earnings thereon is based on credited years of service, as defined. A participant is 100% vested after six years of credited service.

CHARTER FILMS, INC.
401(k) SAVINGS PLAN AND TRUST

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2011 AND 2010

NOTE A – PLAN DESCRIPTION – Continued

FORFEITURES – Upon a participant's termination of employment before normal retirement, disability, or death, the portion of their discretionary and nonelective employer contributions not then vested shall be forfeited. The forfeited portion of any participant's account will be allocated to eligible participants based on compensation. Forfeitures amounted to \$8,876 for the year ended December 31, 2011. Forfeitures available for reallocation to eligible participants were \$25,726 at December 31, 2011.

NOTES RECEIVABLE FROM PARTICIPANTS – Participants may borrow from their accounts a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50 percent of their vested account balance. The loans are secured by the balance in the participant's account and bear interest at 2% above prime (5.25% at December 31, 2011). The loans are repayable from payroll deductions over the term of the loans, not to exceed five years. Participants pay a \$150 loan origination fee from their remaining vested account balance in addition to the requested loan amount.

PAYMENT OF BENEFITS – Upon termination of service, due to death, disability, retirement or for other reasons, a participant may receive either a lump-sum or installment payments equal to the value of his or her vested account balance. Benefits are recorded when paid. Those participants that have account balances of \$5,000 or more upon termination may elect to leave their balances in the Plan.

NOTE B – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

A summary of the significant accounting policies applied in the preparation of the accompanying financial statements is set forth below.

BASIS OF ACCOUNTING – The Plan's policy is to prepare its financial statements on the accrual basis of accounting.

USE OF ESTIMATES – The preparation of financial statements requires the plan administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results may differ from those estimates.

INVESTMENT VALUATION AND INCOME RECOGNITION – Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note C for discussion of fair value measurements.

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

CHARTER FILMS, INC.
401(k) SAVINGS PLAN AND TRUST

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2011 AND 2010

NOTE B – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – Continued

NOTES RECEIVABLE FROM PARTICIPANTS – Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest.

Delinquent notes receivable from participants are recorded as a distribution based upon the terms of the plan document.

OTHER – Audit fees and certain other administrative expenses are paid by the Plan. Certain administrative functions are performed by officers or employees of the Plan sponsor. No such officer or employee receives compensation from the Plan.

SUBSEQUENT EVENTS – The Plan has evaluated subsequent events through July 18, 2012, the date the financial statements were available to be issued.

NOTE C – FAIR VALUE MEASUREMENTS

FASB ASC 820 provides the framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy under FASB ASC 820 are described as follows:

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

Level 2: Inputs to the valuation methodology include:

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in inactive markets;
- Inputs other than quoted prices that are observable for the asset or liability;
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the level 2 input must be observable for substantially the full term of the asset or liability.

Level 3: Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

CHARTER FILMS, INC.
401(k) SAVINGS PLAN AND TRUST

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2011 AND 2010

NOTE C – 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.

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

Common Stocks and Investments in Publicly Traded Limited Partnerships: Valued at the closing price reported on the active market on which the investments are traded.

Registered Investment Companies: Valued at the net asset value (NAV) of shares held by the Plan at year end.

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

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2011 and 2010.

	Assets at Fair Value as of December 31, 2011 and 2010	
	2011	2010
	Level 1	Level 1
Common Stocks:		
Basic materials	\$ 190,168	\$ -
Energy	506,516	592,999
Financial	139,007	395,111
Industrial goods	439,706	241,880
Technology	313,350	439,093
Total common stocks	<u>1,588,747</u>	<u>1,669,083</u>
Registered Investment Companies:		
Money market funds		
Utilities	317,048	297,658
Growth funds	262	-
Value funds	888,242	793,162
Blended funds	709,808	780,072
Bond funds	821,365	546,733
Sector funds	425,302	554,960
Exchange traded funds	116,071	81,872
Total registered investment companies	<u>137,315</u>	<u>195,940</u>
Investments in publicly traded limited partnerships	<u>3,415,413</u>	<u>3,250,397</u>
	<u>420,432</u>	<u>-</u>
	<u>\$ 5,424,592</u>	<u>\$ 4,919,480</u>

CHARTER FILMS, INC.
401(k) SAVINGS PLAN AND TRUST

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2011 AND 2010

NOTE D – CERTIFIED INFORMATION

First National Bank Omaha, the trustee of the Plan, holds the Plan's investment assets and notes receivable and executes transactions therein. Financial information relating to those assets is included in the accompanying financial statements based on information provided by the trustee. The following information has been certified by First National Bank Omaha, as being complete and accurate and the plan administrator has elected to use this information without audit: Investments of \$5,424,592 and \$4,919,480 at December 31, 2011 and 2010, respectively; notes receivable from participants of \$205,281 at December 31, 2011; accrued dividends of \$2,053 and \$4,172 at December 31, 2011 and 2010, respectively; net investment loss of \$20,804 for the year ended December 31, 2011; interest income on notes receivable from participants of \$2,295 for the year ended December 31, 2011; assets held at December 31, 2011; and reportable transactions for the year ended December 31, 2011.

The following table presents the fair value of investments at December 31, 2011 and 2010 that represent 5 percent or more of the Plan's net assets available for benefits.

	<u>2011</u>	<u>2010</u>
Invesco Diversified Dividend	\$ 403,786	\$ 311,213
T. Rowe Price New America Growth Fund	361,068	303,117
T. Rowe Price Mid Cap Value Fund	n/a	246,815
Pimco Total Return Fund	n/a	271,806
Goldman Sachs Financial Square Money Market Fund	n/a	269,250

The Plan's investments (including gains and losses on investments bought and sold as well as held during the year) depreciated in value by \$189,954 as follows:

Common stocks	\$ (334,137)
Registered investment companies	170,858
Investments in publicly traded limited partnerships	<u>(26,675)</u>
	<u>\$ (189,954)</u>

NOTE E – NONPARTICIPANT-DIRECTED INVESTMENTS

Information about the net assets and the significant components of the changes in net assets relating to the nonparticipant-directed investments is as follows:

	<u>2011</u>	<u>2010</u>
Net Assets:		
Common stocks	\$ 1,588,747	\$ 1,669,083
Registered investment companies	186,568	324,127
Investments in publicly traded limited partnerships	420,432	-
Accrued dividends	<u>2,053</u>	<u>4,172</u>
	<u>\$ 2,197,800</u>	<u>\$ 1,997,382</u>

CHARTER FILMS, INC.
401(k) SAVINGS PLAN AND TRUST

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2011 AND 2010

NOTE E – NONPARTICIPANT-DIRECTED INVESTMENTS – Continued

	Year ended December 31, <u>2011</u>
Changes in Net Assets:	
Contributions	\$ 220,867
Dividends	138,057
Net depreciation	(3,768)
Loans (net of repayments)	(100,533)
Benefit payments	(34,692)
Expenses	<u>(19,513)</u>
	\$ <u>200,418</u>

NOTE F – TAX STATUS

The employer has adopted a nonstandardized prototype plan sponsored by First National Bank Omaha. The Internal Revenue Service (IRS) has informed First National Bank Omaha by a letter dated March 31, 2008 that the form of the Plan is acceptable under section 401 of the Internal Revenue Code (IRC). The Plan has been amended since receiving the determination letter. However, the plan administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC and, therefore, believes that the Plan is qualified and the related trust is tax exempt.

U.S. GAAP require plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan is no longer subject to income tax examinations for years prior to 2008.

NOTE G – PLAN TERMINATION

Although it has not expressed any intent to do so, the employer 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 100% vested in their accounts.

**CHARTER FILMS, INC.
401(k) SAVINGS PLAN AND TRUST**

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2011 AND 2010

NOTE H – RELATED PARTY TRANSACTIONS

Plan investments, consisting of registered investment companies with fair values of \$361,078 and \$439,830 at December 31, 2011 and 2010, respectively, are managed by an investment group affiliated with First National Bank Omaha. Fees incurred by the Plan to First National Bank Omaha, which are included in administrative expenses, amounted to \$16,958 for the year ended December 31, 2011, including \$3,204 of fees payable at December 31, 2011. First National Bank Omaha is the trustee of the Plan and, therefore, these transactions qualify as party-in-interest.

NOTE I – 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.

SUPPLEMENTAL SCHEDULES

EMPLOYER #39-1943864

PLAN #002

SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS
SCHEDULE H, LINE 4a

YEAR ENDED 12/31/2011

Participant Contributions Transferred Late to Plan	Includes Late Participant Loan Repayments	Total That Constitute Nonexempt Prohibited Transactions			Total Fully Corrected Under Voluntary Fiduciary Correction Program (VFCP) and Prohibited Transaction Exemption 2002-51
		Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	
\$ -	No	\$ -	\$ 1,964 *	\$ -	\$ -

* 2010 participant contributions transferred late to Plan and corrected in 2011.

CHARTER FILMS, INC. 401(k) SAVINGS PLAN AND TRUST

Schedule II

EMPLOYER #39-1943864

PLAN #002

SCHEDULE OF ASSETS (HELD AT END OF YEAR) - SCHEDULE H, LINE 4i

12/31/11

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current Value
	American Century Small Cap Growth Fund	Registered Investment Company	**	\$ 92,285
	Gabelli Utilities	Registered Investment Company	**	262
*	Tributary Core Equity Fund Institutional	Registered Investment Company	**	121,270
*	Tributary Small Company Fund Institutional	Registered Investment Company	**	239,808
	Janus Overseas Fund	Registered Investment Company	**	200,294
	Invesco Diversified Dividend	Registered Investment Company	**	403,786
	T. Rowe Price Global Technology Fund	Registered Investment Company	**	116,071
	T. Rowe Price New America Growth Fund	Registered Investment Company	**	361,068
	T. Rowe Price Mid-Cap Growth Fund	Registered Investment Company	**	234,595
	T. Rowe Price Mid Cap Value Fund	Registered Investment Company	**	238,196
	Templeton Foreign Fund	Registered Investment Company	**	67,826
	Thornburg International Value Fund	Registered Investment Company	**	225,811
	Vanguard 500 Index Fund	Registered Investment Company	**	234,475
	Pimco Total Return Fund	Registered Investment Company	**	262,215
	Goldman Sachs Short Duration Government Fund	Registered Investment Company	**	163,088
	Goldman Sachs Financial Square Money Market Fund	Registered Investment Company	**	<u>267,795</u>
		Total Participant-Directed Investments		\$ <u>3,228,845</u>
	Notes Receivable from Participants (5.25%)		**	\$ <u>205,281</u>

** Cost information is not required for assets held in participant-directed accounts.

CHARTER FILMS, INC. 401(k) SAVINGS PLAN AND TRUST

Schedule II, cont'd.

EMPLOYER #39-1943864

PLAN #002

SCHEDULE OF ASSETS (HELD AT END OF YEAR) - SCHEDULE H, LINE 4i

12/31/11

(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
	Apple Computer Inc.	Common Stock	\$ 146,366	\$ 151,875
	Banco Santander Cen Spon ADR	Common Stock	249,808	139,007
	BP Prudhoe Bay Royalty Trust	Common Stock	224,745	216,524
	Cliffs Natural Resources Inc.	Common Stock	250,572	190,168
	Conocophillips	Common Stock	148,564	143,918
	Deere & Co.	Common Stock	250,440	254,482
	Google, Inc.	Common Stock	152,430	161,475
	Manitowoc Co. Inc.	Common Stock	250,018	185,224
	Transocean Ltd.	Common Stock	249,941	146,074
	Boardwalk Pipeline Partners LP	Publicly Traded Limited Partnership	149,415	127,282
	Enbridge Energy Partners LP	Publicly Traded Limited Partnership	150,307	151,015
	Energy Transfer Partners LP	Publicly Traded Limited Partnership	147,384	142,135
	Ishares S & P Preferred Stock Index Fund	Registered Investment Company	149,622	137,315
	Goldman Sachs Financial Square Prime Obligation	Registered Investment Company	<u>49,253</u>	<u>49,253</u>
		Total Nonparticipant-Directed Investments	\$ <u>2,568,865</u>	\$ <u>2,195,747</u>
		Total Investments		\$ <u>5,424,592</u>

CHARTER FILMS, INC. 401(k) SAVINGS PLAN AND TRUST

SCHEDULE III

EMPLOYER #39-1943864

PLAN #002

FORM 5500 - Schedule H, Line 4j
 Schedule of Reportable Transactions
 Single Security Transactions

12/31/11

(a)	(b)	(c)	(d)	(f)	(g)	(h)	(i)
Identity of Party Involved	Description of Asset	Total Purchases	Total Sales	Expense Incurred with Transaction	Cost of Assets	Current Value of Assets on Transaction Date	Net Gain or (Loss)
n/a	Apple Computer Inc.	\$ -	\$ 260,401	\$ 27	\$ 236,819	\$ 236,819	\$ 23,582
n/a	Apple Computer Inc.	-	349,856	43	301,897	301,897	47,959
n/a	Goldman Sachs Fin Square Prime Obligation	333,876			333,876	333,876	
n/a	Goldman Sachs Fin Square Prime Obligation	-	376,432		376,432	376,432	-
n/a	Goldman Sachs Fin Square Prime Obligation	964,787			964,787	964,787	
n/a	Goldman Sachs Fin Square Prime Obligation	-	550,346		550,346	550,346	-
n/a	Goldman Sachs Fin Square Prime Obligation	454,270			454,270	454,270	
n/a	Goldman Sachs Fin Square Prime Obligation	-	449,335		449,335	449,335	-
n/a	Manitowoc Co. Inc.	-	333,876	560	241,880	241,880	91,996
n/a	Manitowoc Co. Inc.	-	336,450	462	299,392	299,392	37,058

NOTE: Column E, "Lease Rental", is not applicable.

EMPLOYER #39-1943864

PLAN #002

FORM 5500 - Schedule H, Line 4j

12/31/11

Schedule of Reportable Transactions

Series of Transactions - Same Security

(a)	(b)	(c)	(d)	(f)	(g)	(h)	(i)
Identity of Party Involved	Description of Asset	Total Purchases	Total Sales	Expense Incurred with Transaction	Cost of Assets	Current Value of Assets on Transaction Date	Net Gain or (Loss)
n/a	Apple Computer Inc.	\$ 448,263	\$ -	\$ 33	\$ 448,263	\$ 448,263	\$ -
n/a	Apple Computer Inc.	-	610,257	70	538,716	538,716	71,541
n/a	Cliffs Natural Resources Inc.	400,032	-	179	400,032	400,032	-
n/a	Cliffs Natural Resources Inc.	-	162,046	52	149,460	149,460	12,586
n/a	Deere & Co.	452,824	-	188	452,824	452,824	-
n/a	Deere & Co.	-	239,486	79	226,385	226,385	13,101
n/a	Exelon Corp.	151,687	-	110	151,687	151,687	-
n/a	Exelon Corp.	-	153,871	147	151,687	151,687	2,184
n/a	Freeport McMoran Copper & Gold CL B	151,629	-	97	151,629	151,629	-
n/a	Freeport McMoran Copper & Gold CL B	-	153,783	87	151,628	151,628	2,155
n/a	Goldman Sachs Fin Square PR Obl	2,803,046	-	-	2,803,046	2,803,046	-
n/a	Goldman Sachs Fin Square PR Obl	-	2,782,202	-	2,782,202	2,782,202	-
n/a	Hewlett Packard Co.	151,306	-	109	151,306	151,306	-
n/a	Hewlett Packard Co.	-	365,402	259	356,544	356,544	8,858
n/a	Ishares S & P Pref Stock Index Fund	303,550	-	281	303,550	303,550	-
n/a	Ishares S & P Pref Stock Index Fund	-	346,622	282	353,628	353,628	(7,006)
n/a	Manitowoc Co. Inc.	549,411	-	1,270	549,411	549,411	-
n/a	Manitowoc Co. Inc.	-	670,326	1,022	541,272	541,272	129,054
n/a	Mosaic Co.	150,020	-	58	150,020	150,020	-
n/a	Mosaic Co.	-	153,308	60	150,020	150,020	3,288
n/a	SPDR Gold Trust	150,042	-	32	150,042	150,042	-
n/a	SPDR Gold Trust	-	156,549	32	150,042	150,042	6,507

NOTE: Column E, "Lease Rental", is not applicable.

Attachment to 2011 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name CHARTER FILMS, INC 401(K) SAVINGS PLAN AND TRUST

EIN: 39-1943864

Plan Sponsor's Name CHARTER FILMS, INC

PN: 002

(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
		Registered Investment Company		
	American Century Small Cap Growth F		0	92,285
		Registered Investment Company		
	Gabelli Utilities		0	262
		Registered Investment Company		
*	Tributary Core Equity Fund Instit		0	121,270
		Registered Investment Company		
*	Tributary Small Company Fund Instit		0	239,808
		Registered Investment Company		
	Janus Overseas Fund		0	200,294
		Registered Investment Company		
	Invesco Diversified Dividend		0	403,786
		Registered Investment Company		
*	First Focus International Fund		0	0

Attachment to 2011 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name CHARTER FILMS, INC 401(K) SAVINGS PLAN AND TRUST

EIN: 39-1943864

Plan Sponsor's Name CHARTER FILMS, INC

PN: 002

(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
		Registered Investment Company		
*	First Focus Small Companies Fund		0	0
		Registered Investment Company		
	T. Rowe Price Global Technology Fun		0	116,071
		Registered Investment Company		
	T. Rowe Price New America Growth Fu		0	361,068
		Registered Investment Company		
	T. Rowe Price Mid-Cap Growth Fund		0	234,595
		Registered Investment Company		
	T. Rowe Price Mid Cap Value Fund		0	238,196
		Registered Investment Company		
	Templeton Foreign Fund		0	67,826
		Registered Investment Company		
	Thornburg International Value Fund		0	225,811

Attachment to 2011 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name CHARTER FILMS, INC 401(K) SAVINGS PLAN AND TRUST

EIN: 39-1943864

Plan Sponsor's Name CHARTER FILMS, INC

PN: 002

(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
	Vanguard 500 Index Fund	Registered Investment Company	0	234,475
	Pimco Total Return Fund	Registered Investment Company	0	262,215
	Goldman Sachs Short Duration Govern	Registered Investment Company	0	163,088
	Goldman Sachs Financial Square Mone	Registered Investment Company	0	267,795
	Apple Computer Inc.	Common Stock	146,366	151,875
	Banco Santander Cen Spon ADR ?	Common Stock	249,808	139,007
	BP Prudhoe Bay Royalty Trust ?	Common Stock	224,745	216,524

Attachment to 2011 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name CHARTER FILMS, INC 401(K) SAVINGS PLAN AND TRUST

EIN: 39-1943864

Plan Sponsor's Name CHARTER FILMS, INC

PN: 002

(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
	Cliffs Natural Resources Inc.	Common Stock	250,572	190,168
	Conocophillips	Common Stock	148,564	143,918
	Deere & Co.	Common Stock	250,440	254,482
	Google, Inc.	Common Stock	152,430	161,475
	Manitowoc Co. Inc.	Common Stock	250,018	185,224
	Transocean Ltd.	Common Stock	249,941	146,074
	Boardwalk Pipeline Partners LP	Publicly Traded Limited Partnership	149,415	127,282

Attachment to 2011 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name CHARTER FILMS, INC 401(K) SAVINGS PLAN AND TRUST

EIN: 39-1943864

Plan Sponsor's Name CHARTER FILMS, INC

PN: 002

(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
	Enbridge Energy Partners LP	Publicly Traded Limited Partnership	150,307	151,015
	Energy Transfer Partners LP	Publicly Traded Limited Partnership	147,384	142,135
	Ishares S & P Preferred Stock Index	Registered Investment Company	149,622	137,315
	Goldman Sachs Financial Square Prim	Registered Investment Company	49,253	49,253

Attachment to 2011 Form 5500
Schedule H, line 4j - Schedule of Reportable Transactions

Plan Name CHARTER FILMS, INC 401(K) SAVINGS PLAN AND TRUST

EIN: 39-1943864

Plan Sponsor's Name CHARTER FILMS, INC

PN: 002

(a) Identity of party involved	(b) Description of asset (include interest rate and maturity in case of a loan)	(c) Purchase price	(d) Selling price	(e) Lease rental	(f) Expense incurred with transaction	(g) Cost of asset	(h) Current value of asset on transaction date	(i) Net gain or (loss)
n/a	Apple Computer Inc.	448,263	0	0	33	448,263	448,263	0
n/a	Apple Computer Inc.	0	610,257	0	70	538,716	538,716	71,541
n/a	Cliffs Natural Resources Inc.	40,032	0	0	179	40,032	40,032	0
n/a	Cliffs Natural Resources Inc.	0	162,046	0	52	149,460	149,460	12,586
n/a	Deere & Co.	45,284	0	0	188	452,824	452,824	0
n/a	Deere & Co.	0	239,486	0	79	226,385	226,385	13,101
n/a	Exelon Corp.	151,687	0	0	110	151,687	151,687	0

Attachment to 2011 Form 5500
Schedule H, line 4j - Schedule of Reportable Transactions

Plan Name CHARTER FILMS, INC 401(K) SAVINGS PLAN AND TRUST
Plan Sponsor's Name CHARTER FILMS, INC

EIN: 39-1943864
PN: 002

(a) Identity of party involved	(b) Description of asset (include interest rate and maturity in case of a loan)	(c) Purchase price	(d) Selling price	(e) Lease rental	(f) Expense incurred with transaction	(g) Cost of asset	(h) Current value of asset on transaction date	(i) Net gain or (loss)
n/a	Exelon Corp.	0	153,871	0	147	151,687	151,687	2,184
n/a	Freeport McMoran Copper & Gold CL B	151,629	0	0	97	151,629	151,629	0
n/a	Freeport McMoran Copper & Gold CL B	0	153,783	0	87	151,628	151,628	2,155
n/a	Goldman Sachs Financial Square PR Obl ?	2,803,046	0	0	0	2,803,046	2,803,046	0
n/a	Goldman Sachs Financial Square PR Obl ?	0	2,782,202	0	0	2,782,202	2,782,202	0
n/a	Hewlett Packard Co.	151,306	0	0	109	151,306	151,306	0
n/a	Hewlett Packard Co.	0	365,402	0	259	356,544	356,544	8,858

Attachment to 2011 Form 5500
Schedule H, line 4j - Schedule of Reportable Transactions

Plan Name CHARTER FILMS, INC 401(K) SAVINGS PLAN AND TRUST
Plan Sponsor's Name CHARTER FILMS, INC

EIN: 39-1943864
PN: 002

(a) Identity of party involved	(b) Description of asset (include interest rate and maturity in case of a loan)	(c) Purchase price	(d) Selling price	(e) Lease rental	(f) Expense incurred with transaction	(g) Cost of asset	(h) Current value of asset on transaction date	(i) Net gain or (loss)
n/a	Ishares S & P Pref Stock Index Fund	303,550	0	0	281	303,550	303,550	0
n/a	Ishares S & P Pref Stock Index Fund	0	346,622	0	282	353,628	353,628	(7,006)
n/a	Manitowoc Co. Inc.	549,411	0	0	1,270	549,411	549,411	0
n/a	Manitowoc Co. Inc.	0	670,326	0	1,022	541,272	541,272	129,054
n/a	Mosaic Co.	150,020	0	0	58	150,020	150,020	0
n/a	Mosaic Co.	0	153,308	0	60	150,020	150,020	3,288
n/a	SPDR Gold Trust	150,042	0	0	32	150,042	150,042	0

Attachment to 2011 Form 5500
Schedule H, line 4j - Schedule of Reportable Transactions

Plan Name CHARTER FILMS, INC 401(K) SAVINGS PLAN AND TRUST

EIN: 39-1943864

Plan Sponsor's Name CHARTER FILMS, INC

PN: 002

(a) Identity of party involved	(b) Description of asset (include interest rate and maturity in case of a loan)	(c) Purchase price	(d) Selling price	(e) Lease rental	(f) Expense incurred with transaction	(g) Cost of asset	(h) Current value of asset on transaction date	(i) Net gain or (loss)
n/a	SPDR Gold Trust	0	156,549	0	32	150,042	150,042	6,507
n/a	Goldman Sachs Fin Square Prime Obligation	0	376,432	0	0	376,432	376,432	0
n/a	Goldman Sachs Fin Square Prime Obligation	364,787	0	0	0	364,787	364,787	0
n/a	Goldman Sachs Fin Square Prime Obligation	0	550,346	0	0	550,346	550,346	0
n/a	Goldman Sachs Fin Square Prime Obligation	454,270	0	0	0	454,270	454,270	0
n/a	Manitowoc Co. Inc. Goldman Sachs Fin Square Prime Obligation	0	333,876	560	0	20,880	241,880	91,996
n/a	Manitowoc Co. Inc.	0	336,450	462	0	299,392	299,392	37,058

Plan Name	CHARTER FILMS, INC 401(K) SAVINGS PLAN AND TRUST
Plan Sponsor's Name	CHARTER FILMS, INC

[illegible]