Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

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

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

OMB Nos. 1210-0110
1210-0089

2011

This Form is Open to Public Inspection

Part I Annual Report Identification Information

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

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

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

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

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

Part II Basic Plan Information—enter all requested information

1a Name of plan
CAROUSEL DEVELOPMENT & RESTORATION, INC. 401K PROFIT SHARING PLAN

1b Three-digit plan number (PN) ▶ 002

1c Effective date of plan 01/01/1999

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

CAROUSEL DEVELOPMENT & RESTORATION, INC.

1450 SW 10TH STREET, SUITE 8
DELRAY BEACH, FL 33444

2b Employer Identification Number (EIN)
59-2025370

2c Sponsor's telephone number
561-272-3700

2d Business code (see instructions)
541990

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/08/2012	MARIANN GERWIG
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/08/2012	JOSEPH CAROSELLA
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

3a Plan administrator's name and address (if same as plan sponsor, enter "Same")
CAROUSEL DEVELOPMENT & RESTORATION, INC.

1450 SW 10TH STREET, SUITE 8
DELRAY BEACH, FL 33444

3b Administrator's EIN
59-2025370

3c Administrator's telephone number
561-272-3700

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**	112
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**	95
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	56
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	151
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	151
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	130
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	3
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:
2A 2E 2F 2G 2J 2K 2T 3D

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

9a Plan funding arrangement (check all that apply)

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

9b Plan benefit arrangement (check all that apply)

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

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

a Pension Schedules

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

b General Schedules

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

SCHEDULE A (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Insurance Information

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

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

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

OMB No. 1210-0110

2011

This Form is Open to Public Inspection

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

A Name of plan
CAROUSEL DEVELOPMENT & RESTORATION, INC. 401K PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
CAROUSEL DEVELOPMENT & RESTORATION, INC.

D Employer Identification Number (EIN)
59-2025370

Part I Information Concerning Insurance Contract Coverage, Fees, and Commissions

Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.

1 Coverage Information:

(a) Name of insurance carrier
HARTFORD LIFE INSURANCE COMPANY

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
06-0974742	88072	GA814973	130	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
4194	800

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
BENETECH, INC

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
	699	ADMINISTRATIVE ALLOWANCE	5

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

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
4194		COMMISSIONS	3

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

MORGAN STANLEY SMITH BARNEY LLC

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	
	101	SALES/MARKETING	3

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

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

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

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

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

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

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

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

Part II Investment and Annuity Contract Information

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

4	Current value of plan's interest under this contract in the general account at year end	4	433293
5	Current value of plan's interest under this contract in separate accounts at year end	5	1013784

6 Contracts With Allocated Funds:

a State the basis of premium rates ▶

b	Premiums paid to carrier	6b	
c	Premiums due but unpaid at the end of the year	6c	
d	If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount.	6d	

Specify nature of costs ▶

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity

(3) ☐ other (specify) ▶

f If contract purchased, in whole or in part, to distribute benefits from a terminating plan check here ▶ ☐

7 Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)

a Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee

(3) ☐ guaranteed investment (4) ☒ other ▶ GROUP FUNDING AGREEMENT

b	Balance at the end of the previous year			7b	612331
c	Additions: (1) Contributions deposited during the year	7c(1)	0		
	(2) Dividends and credits	7c(2)	0		
	(3) Interest credited during the year	7c(3)	13607		
	(4) Transferred from separate account	7c(4)	27724		
	(5) Other (specify below)	7c(5)	153860		
	▶ LOAN REPAYMENT				
	(6) Total additions			7c(6)	195191
d	Total of balance and additions (add **b** and **c(6)**)			7d	807522
e	Deductions:				
	(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	27835		
	(2) Administration charge made by carrier	7e(2)	127		
	(3) Transferred to separate account	7e(3)	341054		
	(4) Other (specify below)	7e(4)	5213		
	▶ LOAN W/D				
	(5) Total deductions			7e(5)	374229
f	Balance at the end of the current year (subtract **e(5)** from **d**)			7f	433293

Part III Welfare Benefit Contract Information

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

8 Benefit and contract type (check all applicable boxes)

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

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

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

m ☐ Other (specify) ▶

9 Experience-rated contracts:				
a Premiums: (1) Amount received	**9a(1)**			
(2) Increase (decrease) in amount due but unpaid	**9a(2)**			
(3) Increase (decrease) in unearned premium reserve	**9a(3)**			
(4) Earned (**(1)** + **(2)** - **(3)**)			**9a(4)**	
b Benefit charges (1) Claims paid	**9b(1)**			
(2) Increase (decrease) in claim reserves	**9b(2)**			
(3) Incurred claims (add **(1)** and **(2)**)			**9b(3)**	
(4) Claims charged			**9b(4)**	
c Remainder of premium: (1) Retention charges (on an accrual basis) --				
(A) Commissions	**9c(1)(A)**			
(B) Administrative service or other fees	**9c(1)(B)**			
(C) Other specific acquisition costs	**9c(1)(C)**			
(D) Other expenses	**9c(1)(D)**			
(E) Taxes	**9c(1)(E)**			
(F) Charges for risks or other contingencies	**9c(1)(F)**			
(G) Other retention charges	**9c(1)(G)**			
(H) Total retention			**9c(1)(H)**	
(2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.)			**9c(2)**	
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement			**9d(1)**	
(2) Claim reserves			**9d(2)**	
(3) Other reserves			**9d(3)**	
e Dividends or retroactive rate refunds due. (Do not include amount entered in **c(2)**.)			**9e**	
10 Nonexperience-rated contracts:				
a Total premiums or subscription charges paid to carrier			**10a**	
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, item 2 above, report amount.			**10b**	

Specify nature of costs ▶

Part IV Provision of Information

11 Did the insurance company fail to provide any information necessary to complete Schedule A? ☐ Yes ☐ No

12 If the answer to line 11 is "Yes," specify the information not provided. ▶

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

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

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

OMB No. 1210-0110

2011

This Form is Open to Public Inspection.

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

A Name of plan
CAROUSEL DEVELOPMENT & RESTORATION, INC. 401K PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 002

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
CAROUSEL DEVELOPMENT & RESTORATION, INC.

D Employer Identification Number (EIN)
59-2025370

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

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

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

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103 12 IE at end of year (see instructions)
06-0974148-000	P	9728

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

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

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103 12 IE at end of year (see instructions)
06-0974148-000	P	29397

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

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

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103- 12 IE at end of year (see instructions)
06-0974148-000	P	4008

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

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

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103- 12 IE at end of year (see instructions)
06-0974148-000	P	58631

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

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

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103- 12 IE at end of year (see instructions)
06-0974148-000	P	2864

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

b Name of sponsor of entity listed in (a): MUTUAL GLOBAL DISCOVERY

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103- 12 IE at end of year (see instructions)
06-0974148-000	P	6500

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

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

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103- 12 IE at end of year (see instructions)
06-0974148-000	P	35916

a Name of MTIA, CCT, PSA, or 103-12 IE: HARTFORD LIFE INSURANCE		
b Name of sponsor of entity listed in (a): THORNBURG INTL VALUE		
c EIN-PN 06-0974148-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 29406
a Name of MTIA, CCT, PSA, or 103-12 IE: HARTFORD LIFE INSURANCE		
b Name of sponsor of entity listed in (a): VICTORY DIVERSFD STK		
c EIN-PN 06-0974148-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 44164
a Name of MTIA, CCT, PSA, or 103-12 IE: HARTFORD LIFE INSURANCE		
b Name of sponsor of entity listed in (a): RIDGEWORTH SC VAL EQ		
c EIN-PN 06-0974148-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 2116
a Name of MTIA, CCT, PSA, or 103-12 IE: HARTFORD LIFE INSURANCE		
b Name of sponsor of entity listed in (a): MFS GOVT SECURITIES		
c EIN-PN 06-0974148-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 342478
a Name of MTIA, CCT, PSA, or 103-12 IE: HARTFORD LIFE INSURANCE		
b Name of sponsor of entity listed in (a): JANUS FORTY		
c EIN-PN 06-0974148-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 325739
a Name of MTIA, CCT, PSA, or 103-12 IE: HARTFORD LIFE INSURANCE		
b Name of sponsor of entity listed in (a): FIXED ACCOUNT		
c EIN-PN 06-0974148-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 425104
a Name of MTIA, CCT, PSA, or 103-12 IE: HARTFORD LIFE INSURANCE		
b Name of sponsor of entity listed in (a): JANUS BALANCED		
c EIN-PN 06-0974148-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 96973
a Name of MTIA, CCT, PSA, or 103-12 IE: HARTFORD LIFE INSURANCE		
b Name of sponsor of entity listed in (a): JPM SMALL CAP EQUITY		
c EIN-PN 06-0974148-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 19292
a Name of MTIA, CCT, PSA, or 103-12 IE: HARTFORD LIFE INSURANCE		
b Name of sponsor of entity listed in (a): LOAN FUND		
c EIN-PN 06-0974148-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 35745
a Name of MTIA, CCT, PSA, or 103-12 IE: HARTFORD LIFE INSURANCE		
b Name of sponsor of entity listed in (a): INVESCO REAL ESTATE		
c EIN-PN 06-0974148-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 2874

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

b Name of sponsor of entity listed in (a): ALLNCEBERN 2030

c EIN-PN 06-0974148-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 124

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

b Name of sponsor of entity listed in (a): BLACKROCK EQUITY DIV R

c EIN-PN 06-0974148-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 3632

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

2011

This Form is Open to Public Inspection

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

A Name of plan
CAROUSEL DEVELOPMENT & RESTORATION, INC. 401K PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
CAROUSEL DEVELOPMENT & RESTORATION, INC.

D Employer Identification Number (EIN)
59-2025370

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	25	24
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	150000	0
(2) Participant contributions	1b(2)	2	0
(3) Other	1b(3)	2728	1609
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	670134	667500
(2) U.S. Government securities	1c(2)	11984	0
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	0	0
(B) All other	1c(3)(B)	0	187764
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	0	0
(B) Common	1c(4)(B)	0	502672
(5) Partnership/joint venture interests	1c(5)	0	0
(6) Real estate (other than employer real property)	1c(6)	0	0
(7) Loans (other than to participants)	1c(7)	0	0
(8) Participant loans	1c(8)	34341	35745
(9) Value of interest in common/collective trusts	1c(9)	0	0
(10) Value of interest in pooled separate accounts	1c(10)	0	0
(11) Value of interest in master trust investment accounts	1c(11)	0	0
(12) Value of interest in 103-12 investment entities	1c(12)	0	0
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	1730699	1199210
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)	0	0

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)	0	0
(2) Employer real property	1d(2)	0	0
e Buildings and other property used in plan operation	1e	0	0
f Total assets (add all amounts in lines 1a through 1e)	1f	2599913	2594524
Liabilities			
g Benefit claims payable	1g	0	0
h Operating payables	1h	0	0
i Acquisition indebtedness	1i	0	0
j Other liabilities	1j	0	0
k Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	2599913	2594524

Part II Income and Expense Statement

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

Income		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: **(A)** Employers	2a(1)(A)	0	
(B) Participants	2a(1)(B)	16861	
(C) Others (including rollovers)	2a(1)(C)	0	
(2) Noncash contributions	2a(2)	0	
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		16861
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	183	
(B) U.S. Government securities	2b(1)(B)	0	
(C) Corporate debt instruments	2b(1)(C)	12558	
(D) Loans (other than to participants)	2b(1)(D)	0	
(E) Participant loans	2b(1)(E)	2006	
(F) Other	2b(1)(F)	0	
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		14747
(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)	18206	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	19618	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		37824
(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)		-1973
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		67459
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	70737	
(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)		70737
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)	0	
(2) Contract administrator fees	2i(2)	0	
(3) Investment advisory and management fees	2i(3)	2069	
(4) Other	2i(4)	42	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		2111
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		72848
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		-5389
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) [X] 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 [X] No

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

(1) Name: BARBARA J. JAGUSZTYN (2) EIN: 65-0003251

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

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

Part IV Compliance Questions

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

During the plan year:

		Yes	No	Amount
a	Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	**4a**		X	
b	Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	**4b**		X	
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	**4c**		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	**4d**		X	
e	Was this plan covered by a fidelity bond?	**4e**	X		50000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	**4f**		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	**4g**		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	**4h**		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	**4i**	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	**4j**		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	**4k**		X	
l	Has the plan failed to provide any benefit when due under the plan?	**4l**		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	**4m**		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	**4n**			

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year? ☐ **Yes** ☒ **No**

If "Yes," enter the amount of any plan assets that reverted to the employer this year **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)

CAROUSEL DEVELOPMENT & RESTORATION, INC.
PROFIT SHARING & 401(k) PLAN

FINANCIAL STATEMENTS
AND SUPPLEMENTAL SCHEDULE
WITH INDEPENDENT AUDITOR'S REPORT

YEARS ENDED DECEMBER 31, 2011 AND 2010
AND FOR THE YEAR ENDED DECEMBER 31, 2011

TABLE OF CONTENTS

	Page
Independent Auditor's Report	3
Financial Statements:	
Statements of Net Assets Available for Plan Benefits	4
Statements of Changes in Net Assets Available for Plan Benefits	5
Notes to Financial Statements	6-15
Additional Information*	
Schedule of Assets (Held for Investment Purposes) December 31, 2011	17

*Other schedules required by 29 CFR 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA have been omitted because they are not applicable.

JAGUSZTYN & JAGUSZTYN, P.A.
CERTIFIED PUBLIC ACCOUNTANTS

MEMBERS:
AMERICAN INSTITUTE OF CERTIFIED PUBLIC ACCOUNTANTS
FLORIDA INSTITUTE OF CERTIFIED PUBLIC ACCOUNTANTS
AMERICAN WOMAN'S SOCIETY OF CERTIFIED PUBLIC ACCOUNTANTS

Independent Auditor's Report

To the Trustees
Carousel Development & Restoration, Inc.
Profit Sharing & 401(k) Plan
Boynton Beach, Florida

We have audited the accompanying statements of net assets available for plan benefits of Carousel Development & Restoration, Inc. Profit Sharing & 401(k) Plan as of December 31, 2011 and 2010, and the related statements of changes in net assets available for plan benefits for the years then ended. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Carousel Development & Restoration, Inc. Profit Sharing & 401(k) Plan at December 31, 2011 and 2010, and the changes in net assets available for benefits for the years then ended in conformity with accounting principles generally accepted in the United States of America.

Our audits were performed for the purpose of forming an opinion of the basic financial statements taken as a whole. The supplemental schedule of assets held for investment purposes as of December 31, 2011 is presented for the purpose of additional analysis and is not a required part of the basic financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. The supplemental schedule is the responsibility of the Plan's management. The supplemental schedule has been subjected to the auditing procedures applied in the audit of the basic financial statements and, in our opinion, are fairly stated in all material respects in relation to the basic financial statements taken as a whole.

JAGUSZTYN & JAGUSZTYN, P.A.

Fort Lauderdale, Florida
September 24, 2012

701 EAST COMMERCIAL BOULEVARD • SECOND FLOOR • SUITE 200 • FORT LAUDERDALE, FLORIDA 33334
TELEPHONE: (954) 491-1065 • FAX: (954) 491-5010
E-mail: jagcpa@bellsouth.net

CAROUSEL DEVELOPMENT & RESTORATION, INC.
PROFIT SHARING & 401(k) PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR PLAN BENEFITS
DECEMBER 31, 2011 and 2010

	2011	2010
ASSETS		
Investments - at fair value (Notes 3 and 4)	$2,557,170	$2,412,842
Loans receivable – participants	35,745	34,341
Accrued interest receivable	1,609	2,730
Contribution receivable - employer	0	150,000
Total Assets	2,594,524	2,599,913
LIABILITIES	0	0
Net Assets Available for Plan Benefits	$2,594,524	$2,599,913

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

CAROUSEL DEVELOPMENT & RESTORATION, INC.
PROFIT SHARING & 401(k) PLAN
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR PLAN BENEFITS
FOR THE YEARS ENDED DECEMBER 31, 2011 AND 2010

	2011	2010
Additions:		
Changes to Net Assets Attributed to:		
Investment income:		
Net change in fair value of investments (Note 3)	$ (1,973)	$ 66,853
Interest, dividends, and other	52,571	16,497
	50,598	83,350
Contributions:		
Employer, including forfeitures of -0- and -0-, respectively	0	150,000
Participants	16,861	15,243
Total Increase	67,459	248,593
Deductions:		
Deductions from Net Assets Attributed to:		
Distributions to participants	70,737	12,264
Administrative expenses	2,111	1,187
Total Deductions	72,848	13,451
Net Increase (Decrease)	(5,389)	235,142
Net Assets Available for Plan Benefits Beginning of Period	2,599,913	2,364,771
Net Assets Available for Plan Benefits End of Period	$2,594,524	$2,599,913

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

CAROUSEL DEVELOPMENT & RESTORATION, INC.
PROFIT SHARING & 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2011 AND 2010

1. Description of the Plan

The Plan is a defined contribution plan adopted January 1, 1998 and amended and restated effective January 1, 2010 by Carousel Development & Restoration, Inc. (the Company), for the exclusive benefit of the eligible employees and their beneficiaries. The purpose of the Plan is to reward eligible employees for long and loyal service by providing them with retirement benefits. It may also provide some additional benefits in the event of death, disability, or other termination of employment. The following is a brief description of the Plan, which provides only general information. Participants should refer to the plan documents for more complete information.

a) Eligibility Requirements

Any employee who was employed on January 1, 1998, was automatically a member of the Plan as of that date. Any employee hired after January 1, 1998 becomes eligible to participate after completion of one year of service and upon reaching their twenty-first birthday.

b) Contributions

1) By Participants

Participants may elect to defer a percentage of their annually covered compensation (as defined), not to exceed the limitations prescribed by law, as a contribution to the Plan.

2) By the Company

Each year the Company shall determine the amount of any profit sharing contribution to be made to the plan. This discretionary amount will be determined on an annual basis.

c) Vesting

Plan participants are fully vested in that portion of their account balance representing voluntary salary contributions adjusted for any investment gains or losses. Participants are only partially vested in Company matching contributions and the related income, losses or appreciation until attaining six years of service; however, participants are fully vested at normal retirement age, which is their sixty-fifth birthday.

Years of Service	Percentage
1	0%
2	20%
3	40%
4	60%
5	80%
6 or more	100%

1. Description of the Plan (continued)

d) Payment of Benefits

Participants or their designated beneficiaries are entitled to receive 100% of their account balance upon retirement, disability or death. Normal retirement date is the anniversary date (December 31) following a participant's sixty-fifth birthday. If a participant leaves the employ of the company before retirement, disability or death, he or she is only entitled to receive the vested portion of the account balance. Participants who terminate employment during the plan year shall not share in the matching contributions made by the employer for the year of termination without regard to the Hours of Service credited. Also, participants terminating for reasons of death, total and permanent disability or retirement shall not share in the allocations of contributions and forfeitures regardless of whether they completed a year of service during the plan year.

e) Termination of the Plan

While the Company has not expressed any intent to discontinue its contributions or to terminate the Plan subject to the provisions of ERISA, it may do so at any time. The Plan provides that at termination all amounts credited to the affected participants' accounts shall become 100% vested and all unallocated amounts shall be allocated to the accounts of all participants.

2. Summary of Significant Accounting Policies

a) Basis of Accounting

The accompanying financial statements of Carousel Development & Restoration, Inc. have been prepared on the accrual basis of accounting.

b) Valuation and Income Recognition

The Plan's investments are presented at fair value based on quoted market information. Participant loans are recorded at their outstanding loan balances, which approximate fair value. Purchases and sales of investments are recorded on a trade-date basis. Appreciation and depreciation in the fair values of investments are recognized in the financial statements in the periods in which the changes occur. See Note 3 for discussion of fair value measurements.

c) Administrative Expenses

The Plan provides that administrative expenses may be borne by the sponsor. Carousel Development & Restoration, Inc. on behalf of the Plan has paid certain expenses in connection with the administration of the Plan for 2011 and 2010.

2. Summary of Significant Accounting Policies (continued)

d) Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the Plan's management to make estimates and assumptions that affect the reported amounts of net assets and changes therein and disclosure of contingent assets and liabilities at the date of the financial statements. Actual results could differ from those estimates.

e) Benefits

Benefits are recorded when paid.

f) Investment Valuation

Mutual funds are valued on the basis of valuations furnished by the mutual fund companies using Net Asset Values (NAVs).

g) Date of Management's Review

Subsequent events have been evaluated through September 24, 2012, which is the date the financial statements were available to be issued.

3. Fair Value Measurement

Financial Accounting Standards Board ("FASB') Statement of Financial Accounting Standards No. 157, "Fair Value Measurements" ("FAS 157"), was adopted and effective January 1, 2008. In accordance with FAS 157, fair value is defined as 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. FAS 157 established a three-tier hierarchy to maximize the use of observable market data inputs and minimize the use of unobservable inputs and to establish classification of fair value measurements for disclosure purposes. Inputs refer broadly to the assumptions that market participants would use in pricing the asset or liability, including assumptions about risk, for example, the risk inherent in a particular valuation technique used to measure fair value (such as a pricing model) and/or the risk inherent in the inputs to the valuation technique. Inputs may be observable or unobservable. Observable inputs are inputs that reflect the assumptions market participants would use in pricing the asset or liability and are developed based on market data obtained from sources independent of the reporting entity. Unobservable inputs are inputs that reflect the reporting entity's own assumptions about the assumptions market participants would use in pricing the asset or liability and are developed based on the best information available in the circumstances. The three-tier hierarchy of inputs is summarized in the three broad Levels listed below.

Level 1 – quoted prices (unadjusted) in active markets for identical investments

3. Fair Value Measurement (continued)

Level 2 – other significant observable inputs (including quoted prices for similar investments, interest rates, prepayment speeds, credit risk, etc.)

Level 3 – significant unobservable inputs (including the Funds own assumptions in determining the fair value of investments)

Changes in valuation techniques may result in transfers in or out of an investment's assigned level within the hierarchy. The inputs or methodology used for valuing investments are not necessarily an indication of the risk associated with investing in those investments.

The availability of observable inputs can vary from security to security and is affected by a wide variety of factors, including, for example, the type of security, whether the security is new and not yet established in the marketplace, the liquidity of markets and other characteristics particular to the security. To the extent that valuation is based on models or inputs that are less observable or unobservable in the market, the determination of fair value requires more judgment. Accordingly, the degree of judgment exercised in determining fair value is greatest for instruments categorized in Level 3.

In periods of market dislocation, such as those experienced in calendar 2010 and 2009, the observability of prices and inputs may be reduced for many instruments. This condition could cause a security to be reclassified from Level 1 to Level 2 or from Level 2 to Level 3.

In certain cases, the inputs used to measure fair value may fall into different levels of the fair value hierarchy. In such cases, for disclosure purposes the level in the fair value hierarchy within which the fair value measurement falls in its entirety is determined based on the lowest level input that is significant to the fair value measurement in its entirely.

The following is the aggregate value by input level as of December 31, 2011 for the Plan's investments:

Asset Valuation Inputs

	Level 1 – Quoted Prices	Level 2 – Other Significant Observable Inputs	Level 3 – Significant Unobservable Inputs	Total
	Investments in Securities			
Fixed Account	$ -	$ -	$ 433,292	$ 433,292
Pimco Total Return	9,728	-	-	9,728
Franklin Templeton Cons Allocation	29,397	-	-	29,397
Franklin Templeton Growth Allocation	4,008	-	-	4,008

3. Fair Value Measurement (continued)

Asset Valuation Inputs (continued)

	Level 1 – Quoted Prices	Level 2 – Other Significant Observable Inputs	Level 3 – Significant Unobservable Inputs	Total
	Investments in Securities			
Franklin Moderate Allocation	$ 58,631	$ -	$ -	$ 58,631
Prudential Jennison	2,864	-	-	2,864
Mutual Global Discovery	6,500	-	-	6,500
Invesco Real Estate	2,874	-	-	2,874
Pioneer Strategic	35,916	-	-	35,916
Allenbern 2030	124	-	-	124
Blackrock Equity	3,632	-	-	3,632
Thornburg Intl Value	29,406	-	-	29,406
Victory Diversified Stock	44,164	-	-	44,164
Ridgeworth SC Value	2,116	-	-	2,116
MFS Government Securities	342,478	-	-	342,478
Janus Forty	325,739	-	-	325,739
Janus Balanced	96,973	-	-	96,973
JPM Small Cap Equity	19,292	-	-	19,292
Participant Directed Accounts	1,110,036	-	-	1,110,036
	$2,123,878	$ -	$ 433,292	$2,557,170
	Investment in Participant Loans			
Loans Receivable – Participants	$ -	$ -	$ 35,745	$ 35,745

3. Fair Value Measurement (continued)

Following is a reconciliation of investments for which significant unobservable inputs (Level 3) were used in determining value:

Asset Valuation Inputs

	Balance as of December 31, 2010	Accrued discounts/ premiums	Realized gain/loss and change in unrealized appreciation (depreciation)	Net purchases/ sales	Net transfers in and/or out of Level 3	Balance as of December 31, 2011
	Investment in Participant Loans					
Participants' Loans Receivable	$ 34,341	$ -	$ -	$ -	$ 1,404	$ 35,745
	Investments in Securities					
Guaranteed Interest Account	$ 612,331	$ -	$ -	$ -	$ (179,039)	$ 433,292

Yields:	2011
Minimum Rate	3.00%
Average Rate	3.00%
Closing Rate	3.00%

3. Fair Value Measurement (continued)

The following is the aggregate value by input level as of December 31, 2010 for the Plan's investments:

Asset Valuation Inputs

	Level 1 – Quoted Prices	Level 2 – Other Significant Observable Inputs	Level 3 – Significant Unobservable Inputs	Total
	Investments in Securities			
Fixed Account	$ -	$ -	$ 612,331	$ 612,331
Pimco Total Return	6,811	-	-	6,811
Franklin Templeton Cons Allocation	20,289	-	-	20,289
Franklin Templeton Growth Allocation	1,093	-	-	1,093
Franklin Moderate Allocation	45,720	-	-	45,720
Prudential Jennison	327	-	-	327
Mutual Global Discovery	10,580	-	-	10,580
Pioneer Strategic	30,191	-	-	30,191
Thornburg Intl Value	86,782	-	-	86,782
Victory Diversified Stock	43,150	-	-	43,150
Ridgeworth SC Value	1,476	-	-	1,476
MFS Government Securities	11,984	-	-	11,984
Janus Forty	373,961	-	-	373,961
Janus Balanced	40,605	-	-	40,605
JPM Small Cap Equity	80,657	-	-	80,657
Common Stocks	989,056	-	-	989,056
Bank Deposit Program	-	-	57,829	57,829
	$ 1,742,682	$ 0	$ 670,160	$ 2,412,842
	Investment in Participant Loans			
Loans Receivable – Participants	$ 0	$ 0	$ 34,341	$ 34,341

3. Fair Value Measurement (continued)

Following is a reconciliation of investments for which significant unobservable inputs (Level 3) were used in determining value:

Asset Valuation Inputs

	Balance as of December 31, 2009	Accrued discounts/ premiums	Realized gain/loss and change in unrealized appreciation (depreciation)	Net purchases/ sales	Net transfers in and/or out of Level 3	Balance as of December 31, 2010
	Investment in Participant Loans					
Participants' Loans Receivable	$ 33,484	$ 0	$ 0	$ 0	$ 857	$ 34,341
	Investments in Securities					
Guaranteed Interest Account	$211,773	$ 0	$ 0	$ 0	$400,558	$612,331

Yields:	2010
Minimum Rate	3.00%
Average Rate	3.00%
Closing Rate	3.00%

4. Investments

The Plan's investments are stated at fair value. Quoted market prices are used to value investments. Shares of mutual funds are valued at quoted market prices, which represent the net assets value of shares held by the Plan at year-end. The participants may elect to direct their contributions and the employer's proportionate share of contributions to any of the twenty-three funds for 2011 and 2010. Funds that represent 5 percent or more of the plans net assets at quoted prices at year-end are as follows:

Name of Investment	2011 Total Fair Value	2010 Total Fair Value
Fixed Account	$ 433,292	$ 612,331
Janus Forty	325,739	373,961
MFS Government Securities	342,478	0
All other investments*	1,455,661	1,426,550
	$2,557,170	$2,412,842

* Investment represented less than 5% of the Plan's net assets available for benefits as of December 31, 2011 and 2010.

Under the terms of the Plan, no loan to any participant can be made to the extent such loan when added to the outstanding balance of all other loans to the participant would exceed the lesser of (a) $50,000 reduced by the excess (if any) of the highest outstanding balance of loans during the one-year period ending on the day before the loan is made, over the outstanding balance of loans from the Plan on the date the loan is made, or (b) 50% of the present value of the non- forfeitable individual account of the participant or, if greater, the total individual account up to $10,000. Loans are secured by the balance in the participant's account and are interest bearing. Loan terms range from one to five years unless such loan is used to acquire a principal residence. The loan for acquiring a principal residence is to be repaid within a reasonable time (determined at the time the loan is made).

	2011	2010
Participant Loans	$35,745	$34,341

5. Income Tax Status

The Plan is a non-standardized qualified plan. An original favorable opinion letter dated September 3, 2008 has been received for the plan. As long as the plan is a "qualified" plan under Federal income tax laws and regulations, participants are not subject to Federal income taxes on the applicable employer contributions, interest, or other income until distributed to the participants. The Plan has been amended since receiving the determination letter. However, the Plan administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code. Therefore, no provision for income taxes has been included in the financial statements.

6. Risks and Uncertainties

The Plan provides for various investment options. Investment securities are exposed to various risks, such as interest, market and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes could materially affect the amounts reported in the statement of net assets available for benefits.

7. Reconciliation of Financial Statements to Form 5500

	2011	2010
Net assets available for benefits per the financial statements	$2,594,524	$2,599,913
Amounts allocated to withdrawing participants and excess contributions refunded	0	0
Net assets available for benefits per Form 5500	$2,594,524	$2,599,913

Additional Information

CAROUSEL DEVELOPMENT & RESTORATION, INC.
PROFIT SHARING & 401(k) PLAN
SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES
DECEMBER 31, 2011

Identity of issue, issue, borrower, lessor, or similar part	Description of investment including maturity date, rate rate, of interest, collateral, par, or maturity value	Cost*	Current Value
Fixed	Fixed Account		$ 433,292
Pimco	Total Return		9,728
Franklin Templeton	Conservative Allocation		29,397
Franklin Templeton	Growth Allocation		4,008
Franklin Templeton	Moderate Allocation		58,631
Prudential	Jennison		2,864
Mutual	Global Discovery		6,500
Invesco	Real Estate		2,874
Pioneer	Strategic		35,916
Allenbern	2030		124
Blackrock	Equity		3,632
Thornburg	International Value		29,406
Victory	Diversified Stock		44,164
Ridgeworth	Small Cap Value		2,116
MFS	Government Securities		342,478
Janus	Forty		325,739
Janus	Balanced		96,973
JPM	Small Cap Equity		19,292
	Participant directed accounts		1,110,036
			$2,557,170
Participant Loans	Interest, rates 4.25% - 9.25%	$35,745	$35,745

*Cost information omitted due to individual account plan of participant directed assets.

Read Independent Auditor's Report.

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

Plan Name CAROUSEL DEVELOPMENT & RESTORATION, INC. 401K PROFIT SHARING PLAN **EIN:** 54-2025370
Plan Sponsor's Name CAROUSEL DEVELOPMENT & RESTORATION, 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
	PIMCO TOTAL RETURN	MUTUAL FUND		9,728
	FRAKLIN TEMPCONSALLOCATION	MUTUAL FUND		29,397
	FRANKLIN TEMPGRALLOC R	MUTUAL FUND		4,008
	FRANKLIN TEMPMODALL R	MUTUAL FUND		58,631
	PRUDENTIAL JENNISON MC GROWTH	MUTUAL FUND		2,864
	INVESCO REAL ESTATE	MUTUAL FUND		2,874
	MUTUAL GLOBAL DISCOVERY	MUTUAL FUND		6,500

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

Plan Name CAROUSEL DEVELOPMENT & RESTORATION, INC. 401K PROFIT SHARING PLAN **EIN:** 54-2025370
Plan Sponsor's Name CAROUSEL DEVELOPMENT & RESTORATION, 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
	PIONEER STRATEGUCINC R	MUTUAL FUND		35,916
	THORNBERG INTL VALUE R3	MUTUAL FUND		29,406
	VICTORY DIVERSFD STK R	MUTUAL FUND		44,164
	ALLENBERN 2030 RS R	MUTUAL FUND		124
	BLACKROCK EQUITY DIV	MUTUAL FUND		3,632
	RIDGEWORTH SC VAL EQ	MUTUAL FUND		2,116
	MFS GOVT S	MUTUAL FUND		342,478

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

Plan Name CAROUSEL DEVELOPMENT & RESTORATION, INC. 401K PROFIT SHARING PLAN **EIN:** 54-2025370
Plan Sponsor's Name CAROUSEL DEVELOPMENT & RESTORATION, 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
	JANUS FORTY	MUTUAL FUND		325,739
	FIXED	MUTUAL FUND		425,104
	JANUS BALANCED	MUTUAL FUND		96,973
	JPM SMALL CAP EQUITY	MUTUAL FUND		19,292
	LOAN	MUTUAL FUND		35,745
	PARTICIPANT DIRECTED ACCOUNTS			1,110,036