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
DIVERSIFIED ROOFING & AFFILIL 401K PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 09/01/1998

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

DIVERSIFIED ROOFING CORPORATION

2015 W MOUNTAIN VIEW RD
PHOENIX, AZ 85021

2b Employer Identification Number (EIN) 86-0599690

2c Sponsor's telephone number 602-870-8322

2d Business code (see instructions) 238100

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.	10/15/2012	WILLIAM MORONEY
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

3a Plan administrator's name and address (if same as plan sponsor, enter "Same")
DIVERSIFIED ROOFING CORPORATION

2015 W MOUNTAIN VIEW RD
PHOENIX, AZ 85021

3b Administrator's EIN
86-0599690

3c Administrator's telephone number
602-870-8322

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**	386
6	Number of participants as of the end of the plan year (welfare plans complete only lines **6a, 6b, 6c,** and **6d**).		
a	Active participants	**6a**	161
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	57
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	218
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	218
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	218
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	0
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

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

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

9a Plan funding arrangement (check all that apply)

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

9b Plan benefit arrangement (check all that apply)

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

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

a Pension Schedules

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

b General Schedules

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

SCHEDULE A (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Insurance Information

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

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

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

OMB No. 1210-0110

2011

This Form is Open to Public Inspection

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

A Name of plan
DIVERSIFIED ROOFING & AFFILIL 401K PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
DIVERSIFIED ROOFING CORPORATION

D Employer Identification Number (EIN)
86-0599690

Part I **Information Concerning Insurance Contract Coverage, Fees, and Commissions** Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.

1 Coverage Information:

(a) Name of insurance carrier
HARTFORD LIFE INSURANCE COMPANY

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
06-0974148	88072	GA-814838	218	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
2523	0

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
SII INVESTMENTS INC
P O BOX 5097
APPLETON, WI 54912

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
614			3

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid
WELLS FARGO ADVISORS INS AGENCY LLC
WELLS FARGO ADVISORS LLC PCG ATTN
GLEN ALLEN, VA 23060

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
1909			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	

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

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

Part II Investment and Annuity Contract Information

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

4	Current value of plan's interest under this contract in the general account at year end	4	0
5	Current value of plan's interest under this contract in separate accounts at year end	5	783515

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

Part III Welfare Benefit Contract Information

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

8 Benefit and contract type (check all applicable boxes)

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

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

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

m ☐ Other (specify) ▶

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

Specify nature of costs ▶

Part IV Provision of Information

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

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

SCHEDULE C (Form 5500)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ **File as an attachment to Form 5500.**	**2011** **This Form is Open to Public Inspection.**

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

A Name of plan
DIVERSIFIED ROOFING & AFFILIL 401K PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
DIVERSIFIED ROOFING CORPORATION

D Employer Identification Number (EIN)
86-0599690

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

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

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

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

HARTFORD LIFE INSURANCE COMPANY

06-0974148

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 23 37 38 49 50 54 55 56 59 60 62 63 64 65 66	NONE	250	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] 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?
67 99			Yes [ ] No [ ]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

MORNINGSTAR ASSOCIATES, LLC

36-4317381

(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?
49	N/A	0	Yes [X] No [ ]	Yes [ ] No [X]	44	Yes [ ] No [X]

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)

MESIROW FINANCIAL INVESTMENT MANAGE

36-3429599

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
27 49	N/A	0	Yes [X] No [ ]	Yes [ ] No [X]	56	Yes [ ] No [X]

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

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

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
HARTFORD LIFE INSURANCE COMPANY	15 23 37 38 49 50 54 55 56 59 60 62 63 64 65 66 67 99	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
SEE ATTACHED 06-0974148	SEE ATTACHED

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
MORNINGSTAR ASSOCIATES, LLC	49	44

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
HARTFORD LIFE INSURANCE COMPANY 06-0974148	SEE ATTACHED

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
MESIROW FINANCIAL INVESTMENT MANAGE	27 49	56

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
HARTFORD LIFE INSURANCE COMPANY 06-0974148	SEE ATTACHED

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

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

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

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500)

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
DIVERSIFIED ROOFING & AFFILIL 401K PLAN

B Three-digit plan number (PN) ▶ 001

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
DIVERSIFIED ROOFING CORPORATION

D Employer Identification Number (EIN)
86-0599690

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: SEPARATE ACCOUNT 401

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

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103 12 IE at end of year (see instructions)
06-0974148-000	P	783515

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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
DIVERSIFIED ROOFING & AFFILIL 401K PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
DIVERSIFIED ROOFING CORPORATION

D Employer Identification Number (EIN)
86-0599690

Part I Asset and Liability Statement

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	0	0
(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)	0	0
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)	0	0
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	0	0
(9) Value of interest in common/collective trusts	1c(9)	0	0
(10) Value of interest in pooled separate accounts	1c(10)	0	0
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	838129	783515
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)	0	0
(15) Other	1c(15)	0	0

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(1) Employer securities	1d(1)	0	0
	(2) Employer real property	1d(2)		
e	Buildings and other property used in plan operation	1e		
f	Total assets (add all amounts in lines 1a through 1e)	1f	838129	783515
	Liabilities			
g	Benefit claims payable	1g		
h	Operating payables	1h		
i	Acquisition indebtedness	1i		
j	Other liabilities	1j		
k	Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	838129	783515

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)	24532	
	(C) Others (including rollovers)	2a(1)(C)	0	
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		24532
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	0	
	(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)	0	
	(F) Other	2b(1)(F)	0	
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		0
	(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
	(B) Common stock	2b(2)(B)	0	
	(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		0
	(3) Rents	2b(3)		
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
	(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0

		(a) Amount	(b) Total
2b **(5)** Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
(B) Other	2b(5)(B)	0	
(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		0
(6) Net investment gain (loss) from common/collective trusts	2b(6)		0
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		-25372
(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)		0
c Other income	2c		0
d Total income. Add all **income** amounts in column (b) and enter total	2d		-840
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	51559	
(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)		51559
f Corrective distributions (see instructions)	2f		1965
g Certain deemed distributions of participant loans (see instructions)	2g		0
h Interest expense	2h		
i Administrative expenses: **(1)** Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	250	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		250
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		53774
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		-54614
l Transfers of assets:			
(1) To this plan	2l(1)		0
(2) From this plan	2l(2)		0

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: JAMES B. WENDT **(2)** EIN: 86-0518418

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		100000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty? **4f**		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser? **4g**		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser? **4h**		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.) **4i**	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.) **4j**		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC? **4k**		X	
l	Has the plan failed to provide any benefit when due under the plan? **4l**		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.) **4m**		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3. **4n**			

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

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

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

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

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

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

OMB No. 1210-0110

2011

This Form is Open to Public Inspection.

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

A Name of plan
DIVERSIFIED ROOFING & AFFILIL 401K PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
DIVERSIFIED ROOFING CORPORATION

D Employer Identification Number (EIN)
86-0599690

Part I Distributions

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

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

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

EIN(s): 06-0974148

Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.

3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year. **3** 0

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

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

If the plan is a defined benefit plan, go to line 8.

5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. **Date:** Month _____ Day _____ Year _____

If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.

6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived) **6a** 0

b Enter the amount contributed by the employer to the plan for this plan year **6b** 0

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** 0

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):

DIVERSIFIED ROOFING/ PEAK CONSTRUCTION/ VALLEY SUPPLY 401(K) PLAN

FINANCIAL STATEMENTS
AND
SUPPLEMENTAL INFORMATION

DECEMBER 31, 2011 AND 2010

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MEMBER:
AMERICAN INSTITUTE OF CERTIFIED PUBLIC ACCOUNTANTS
ARIZONA SOCIETY OF CERTIFIED PUBLIC ACCOUNTANTS

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PHOENIX, ARIZONA 85014

INDEPENDENT AUDITOR'S REPORT

To the Administrative Committee
Diversified Roofing/ Peak Construction/ Valley Supply 401(k) Plan
Phoenix, Arizona

I was engaged to audit the financial statements of Diversified Roofing/ Peak Construction/ Valley Supply 401(k) Plan as of December 31, 2011 and 2010 and for the years ended December 31, 2011 and 2010, and the supplemental schedules as of and for the year ended December 31, 2011, as listed in the accompanying index. 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 me not to perform, and I did not perform, any auditing procedures with respect to the information summarized in Note 7, which was certified by MetLife Insurance Company of Connecticut and by The Hartford Life Insurance Company, the trustees of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedules. I have been informed by the plan administrator that the trustees hold the Plan's investment assets and execute investment transactions. The plan administrator has obtained a certification from the trustees as of and for the years ended December 31, 2011 and 2010, that the information provided to the plan administrator by the trustee is complete and accurate.

Because of the significance of the information that I did not audit, I am 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 purpose 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 schedule, other than that derived from the information certified by the trustee, have been audited by me in accordance with auditing standards generally accepted in the United States of America and, in my 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.

October 6, 2012

James B. Wendt, CPA

DIVERSIFIED ROOFING/ PEAK CONSTRUCTION/ VALLEY SUPPLY 401(K) PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2011 AND 2010

	2011	2010
Assets		
Investments, at fair value - notes 1, 2, 6 and 8		
Mutual funds	$ 783,515	$ 838,129
Total investments	783,515	838,129
Receivables		
Participants' contributions - note 1	-	603
Net Assets Available for Benefits	$ 783,515	$ 838,732

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

DIVERSIFIED ROOFING/ PEAK CONSTRUCTION/ VALLEY SUPPLY 401(K) PLAN
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
FOR THE YEARS ENDED DECEMBER 31, 2011 AND 2010

	2011	2010
Additions to net assets attributed to:		
Investment income		
Earnings from investments	$ 18,388	$ 71,979
	18,388	71,979
Contributions - notes 1		
Participants'	24,532	44,342
Employer's	-	-
	24,532	44,342
Total additions	42,920	116,321
Deductions from net assets attributed to:		
Losses from investments	44,363	-
Distributions to participants - note 1	53,774	120,199
Administrative expenses - note 1	-	-
Total deductions	98,137	120,199
Net increase (decrease)	(55,217)	(3,878)
Net assets available for benefits:		
Beginning of year	838,732	842,610
End of Year	$ 783,515	$ 838,732

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

Note 1: Description of the plan

The following description of the Diversified Roofing/ Peak Construction/ Valley Supply 401(k) Plan (Plan) provides only general information. Participants should refer to the Plan agreement for a more comprehensive description of the Plan's provisions.

General. The Plan is a defined-contribution plan covering substantially all full-time employees of Diversified Roofing, Peak Construction and Valley Supply (jointly referred to as the Company) who have three months of service and have attained the age of twenty-one. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Contributions. Each year, participants may contribute up to 100 percent of pretax annual compensation up to the maximum permitted under law, as defined by the Plan. Participants may also contribute amounts representing distributions from other qualified plans. Matching contributions are at the discretion of the Company. There were no matching contributions in 2011 and 2010.

Participants accounts. Each participant's account is credited with the participant's contribution and allocations of (a) the Company's contribution, and (b) Plan earnings, and charged with an allocation of administrative expenses. Allocations are based on participant earnings or account balances as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account. Participants direct the allocation of the investments in their own account.

Vesting. Participants are immediately vested in their voluntary contributions, plus the earnings thereon. Vesting in the remainder of their account balance is based on years of continuous service, with a participant becoming 100% vested after 6 years of credited service.

Payment of benefits. On termination of service, a participant will receive a lump-sum distribution equal to the value of the participant's account if the amount is $5,000 or less. If the amount is greater than $5,000, the participant can elect to receive either a lump sum amount or an installment distribution.

Plan costs. The majority of the annual costs of the Plan are paid by the Company.

Forfeited accounts. At December 31, 2011 and 2010, the forfeited nonvested account totaled $881 and $1,136, respectively. This account, which had a balance of $11,820 at December 31, 2011, will be used to reduce future employer contributions. There were no such reductions made in 2011 and 2010.

Note 2: Summary of significant accounting policies

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

Note 2: Summary of significant accounting policies, continued

Investment valuation
The Plan's investments are stated at fair market value.

Estimates by management
The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results could differ from those estimates.

Payment of benefits
Benefits are recorded when paid.

Date of management's review
Subsequent events were evaluated through October 6, 2012, which is the date the financial statements were available to be issued.

Note 3: Plan termination

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants will become 100% vested in their accounts.

Note 4: Tax status

The Company has adopted a standardized 401(k) pension plan sponsored by The Hartford Life Insurance Company, the third party administrator of the Plan. The Internal Revenue Service has determined and informed The Hartford, by a letter dated March 31, 2008, that the Plan and the related trust are designed in accordance with the applicable sections of the Internal Revenue Code (IRC). The Plan administrator believes that the Plan continues to operate in compliance with the applicable requirements of the IRC. The Plan administrator believes that the Plan is no longer subject to income tax examinations for years prior to 2008.

Note 5: Reconciliation of financial statements to Form 5500

There were no material differences noted between the financial statements of the Plan and the Plan's 2011 Form 5500.

Note 6: Fair value measurements

The Plan's investments are reported at fair value in the accompanying statement of net assets available for benefits. The methods used to measure fair value may produce an amount that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan believes the 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 fair value measurement accounting literature establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy consists of three broad levels: Level 1 inputs consist of unadjusted quoted prices in active markets for identical assets and have the highest priority, Level 2 inputs consist of observable inputs other than quoted prices for identical assets, and Level 3 inputs are unobservable and have the lowest priority. The Plan uses appropriate valuation techniques based on available inputs to measure the fair value of its investments. When available, the Plan measures fair value using Level 1 inputs because they generally provide the most reliable evidence of fair value. Level 3 is used only when Level 1 or Level 2 inputs are not available.

Level 2 Fair Value Measurements

The Plan's mutual fund investments for the year ended December 31, 2011 and 2010 are administered by and certified by The Hartford Life Insurance Company.

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

		Fair value measurements using:	
	Fair Value	Level 1	Level 2
December 31, 2011			
Mutual funds	$ 783,515	$ -	$ 783,515
Total	$ 783,515	$ -	$ 783,515
December 31, 2010			
Mutual funds	$ 838,129	$ -	$ 838,129
Total	$ 838,129	$ -	$ 838,129

Note 7: Investments

The following investment information, included in the accompanying financial statements and supplemental schedules, was obtained from the data that has been prepared and certified to be complete and accurate by The Hartford Life Insurance Company for the years ended December 31, 2011 and 2010. The Plan's mutual fund investments are part of various groups of mutual funds as determined by the Plan's Administrative Committee. Upon initial enrollment in the Plan, a participant directs the allocation of contributions among the various mutual funds designated by the Plan's administrative committee. The mutual funds held at year end were as follows:

	2011	2010
The Hartford Small Company	$ 18,533	$ 20,627
The Hartford Capital Appreciation	*59,726	*66,963
Pimco Total Return	*40,913	*47,001
Goldman Sachs Small Cap	34,945	36,778
Goldman Sachs Large Cap Value	*48,883	*51,238
Oppenheimer International Bond	25,938	27,074
Blackrock Global Allocation	*79,709	*84,085
The Hartford Inflation Plus	27,098	26,625
Franklin High Income	27,557	28,311
Goldman Sachs Small Mid Cap Growth	25,634	28,800
MFS International Value	*55,127	*58,231
Ivy Large Capital Growth	*48,231	*50,872
Prudential Jennison 20/20 Focus	*47,420	*51,601
American Funds Europacific Growth	*64,814	*72,757
Goldman Sachs Government Income	26,434	27,237
Invesco Van Kampen Equity Income	13,746	13,965
Hartford Index HLS IB	21,513	22,376
Perkins Mid Cap Value	20,021	21,176
JPMorgan Prime Money Market	*97,273	*102,412
	$ 783,515	$ 838,129

* Exceeds 5% of net assets available for benefits.

Note 8: Risks and uncertainties

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

Note 9: Related party transactions

Certain Plan investments are shares of mutual funds managed by The Hartford Life Insurance Company. The Hartford is the trustee as defined by the Plan, and therefore, these transactions qualify as party-in-interest transactions.

DIVERSIFIED ROOFING/ PEAK CONSTRUCTION/ VALLEY SUPPLY 401(K) PLAN

SUPPLEMENTAL INFORMATION

DECEMBER 31, 2011

DIVERSIFIED ROOFING/ PEAK CONSTRUCTION/ VALLEY SUPPLY 401(K) PLAN
SCHEDULE H, LINE I - SCHEDULE OF ASSETS HELD AT END OF YEAR
DECEMBER 31, 2011

Employer Identification Number: 86-0599690
Plan Number: 001

(a)	(b) Identity of Issue	(c) Description of Issue	(e) Current Value
	Mutual funds - participant directed		
*	The Hartford Small Company	Mutual fund	$ 18,533
*	The Hartford Capital Appreciation	Mutual fund	59,726
	Pimco Total Return	Mutual fund	40,913
	Goldman Sachs Small Cap	Mutual fund	34,945
	Goldman Sachs Large Cap Value	Mutual fund	48,883
	Oppenheimer International Bond	Mutual fund	25,938
	Blackrock Global Allocation	Mutual fund	79,709
*	The Hartford Inflation Plus	Mutual fund	27,098
	Franklin High Income	Mutual fund	27,557
	Goldman Sachs Small Mid Cap Growth	Mutual fund	25,634
	MFS International Value	Mutual fund	55,127
	Ivy Large Capital Growth	Mutual fund	48,231
	Prudential Jennison 20/20 Focus	Mutual fund	47,420
	American Funds Europacific Growth	Mutual fund	64,814
	Goldman Sachs Government Income	Mutual fund	26,434
	Invesco Van Kampen Equity Income	Mutual fund	13,746
*	Hartford Index HLS IB	Mutual fund	21,513
	Perkins Mid Cap Value	Mutual fund	20,021
	JPMorgan Prime Money Market	Mutual fund	97,273
			$ 783,515

DIVERSIFIED ROOFING/ PEAK CONSTRUCTION/ VALLEY SUPPLY 401(K) PLAN

FINANCIAL STATEMENTS
AND
SUPPLEMENTAL INFORMATION

DECEMBER 31, 2011 AND 2010

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MEMBER:
AMERICAN INSTITUTE OF CERTIFIED PUBLIC ACCOUNTANTS
ARIZONA SOCIETY OF CERTIFIED PUBLIC ACCOUNTANTS

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CERTIFIED PUBLIC ACCOUNTANT
745 EAST MARYLAND AVENUE, SUITE 114
PHOENIX, ARIZONA 85014

INDEPENDENT AUDITOR'S REPORT

To the Administrative Committee
Diversified Roofing/ Peak Construction/ Valley Supply 401(k) Plan
Phoenix, Arizona

I was engaged to audit the financial statements of Diversified Roofing/ Peak Construction/ Valley Supply 401(k) Plan as of December 31, 2011 and 2010 and for the years ended December 31, 2011 and 2010, and the supplemental schedules as of and for the year ended December 31, 2011, as listed in the accompanying index. 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 me not to perform, and I did not perform, any auditing procedures with respect to the information summarized in Note 7, which was certified by MetLife Insurance Company of Connecticut and by The Hartford Life Insurance Company, the trustees of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedules. I have been informed by the plan administrator that the trustees hold the Plan's investment assets and execute investment transactions. The plan administrator has obtained a certification from the trustees as of and for the years ended December 31, 2011 and 2010, that the information provided to the plan administrator by the trustee is complete and accurate.

Because of the significance of the information that I did not audit, I am 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 purpose 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 schedule, other than that derived from the information certified by the trustee, have been audited by me in accordance with auditing standards generally accepted in the United States of America and, in my 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.

October 6, 2012

James B. Wendt, CPA

DIVERSIFIED ROOFING/ PEAK CONSTRUCTION/ VALLEY SUPPLY 401(K) PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2011 AND 2010

	2011	2010
Assets		
Investments, at fair value - notes 1, 2, 6 and 8		
Mutual funds	$ 783,515	$ 838,129
Total investments	783,515	838,129
Receivables		
Participants' contributions - note 1	-	603
Net Assets Available for Benefits	$ 783,515	$ 838,732

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

DIVERSIFIED ROOFING/ PEAK CONSTRUCTION/ VALLEY SUPPLY 401(K) PLAN
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
FOR THE YEARS ENDED DECEMBER 31, 2011 AND 2010

	2011	2010
Additions to net assets attributed to:		
Investment income		
Earnings from investments	$ 18,388	$ 71,979
	18,388	71,979
Contributions - notes 1		
Participants'	24,532	44,342
Employer's	-	-
	24,532	44,342
Total additions	42,920	116,321
Deductions from net assets attributed to:		
Losses from investments	44,363	-
Distributions to participants - note 1	53,774	120,199
Administrative expenses - note 1	-	-
Total deductions	98,137	120,199
Net increase (decrease)	(55,217)	(3,878)
Net assets available for benefits:		
Beginning of year	838,732	842,610
End of Year	$ 783,515	$ 838,732

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

Note 1: Description of the plan

The following description of the Diversified Roofing/ Peak Construction/ Valley Supply 401(k) Plan (Plan) provides only general information. Participants should refer to the Plan agreement for a more comprehensive description of the Plan's provisions.

General. The Plan is a defined-contribution plan covering substantially all full-time employees of Diversified Roofing, Peak Construction and Valley Supply (jointly referred to as the Company) who have three months of service and have attained the age of twenty-one. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Contributions. Each year, participants may contribute up to 100 percent of pretax annual compensation up to the maximum permitted under law, as defined by the Plan. Participants may also contribute amounts representing distributions from other qualified plans. Matching contributions are at the discretion of the Company. There were no matching contributions in 2011 and 2010.

Participants accounts. Each participant's account is credited with the participant's contribution and allocations of (a) the Company's contribution, and (b) Plan earnings, and charged with an allocation of administrative expenses. Allocations are based on participant earnings or account balances as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account. Participants direct the allocation of the investments in their own account.

Vesting. Participants are immediately vested in their voluntary contributions, plus the earnings thereon. Vesting in the remainder of their account balance is based on years of continuous service, with a participant becoming 100% vested after 6 years of credited service.

Payment of benefits. On termination of service, a participant will receive a lump-sum distribution equal to the value of the participant's account if the amount is $5,000 or less. If the amount is greater than $5,000, the participant can elect to receive either a lump sum amount or an installment distribution.

Plan costs. The majority of the annual costs of the Plan are paid by the Company.

Forfeited accounts. At December 31, 2011 and 2010, the forfeited nonvested account totaled $881 and $1,136, respectively. This account, which had a balance of $11,820 at December 31, 2011, will be used to reduce future employer contributions. There were no such reductions made in 2011 and 2010.

Note 2: Summary of significant accounting policies

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

Note 2: Summary of significant accounting policies, continued

Investment valuation
The Plan's investments are stated at fair market value.

Estimates by management
The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results could differ from those estimates.

Payment of benefits
Benefits are recorded when paid.

Date of management's review
Subsequent events were evaluated through October 6, 2012, which is the date the financial statements were available to be issued.

Note 3: Plan termination

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants will become 100% vested in their accounts.

Note 4: Tax status

The Company has adopted a standardized 401(k) pension plan sponsored by The Hartford Life Insurance Company, the third party administrator of the Plan. The Internal Revenue Service has determined and informed The Hartford, by a letter dated March 31, 2008, that the Plan and the related trust are designed in accordance with the applicable sections of the Internal Revenue Code (IRC). The Plan administrator believes that the Plan continues to operate in compliance with the applicable requirements of the IRC. The Plan administrator believes that the Plan is no longer subject to income tax examinations for years prior to 2008.

Note 5: Reconciliation of financial statements to Form 5500

There were no material differences noted between the financial statements of the Plan and the Plan's 2011 Form 5500.

Note 6: Fair value measurements

The Plan's investments are reported at fair value in the accompanying statement of net assets available for benefits. The methods used to measure fair value may produce an amount that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan believes the 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 fair value measurement accounting literature establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy consists of three broad levels: Level 1 inputs consist of unadjusted quoted prices in active markets for identical assets and have the highest priority, Level 2 inputs consist of observable inputs other than quoted prices for identical assets, and Level 3 inputs are unobservable and have the lowest priority. The Plan uses appropriate valuation techniques based on available inputs to measure the fair value of its investments. When available, the Plan measures fair value using Level 1 inputs because they generally provide the most reliable evidence of fair value. Level 3 is used only when Level 1 or Level 2 inputs are not available.

Level 2 Fair Value Measurements

The Plan's mutual fund investments for the year ended December 31, 2011 and 2010 are administered by and certified by The Hartford Life Insurance Company.

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

		Fair value measurements using:	
	Fair Value	Level 1	Level 2
December 31, 2011			
Mutual funds	$ 783,515	$ -	$ 783,515
Total	$ 783,515	$ -	$ 783,515
December 31, 2010			
Mutual funds	$ 838,129	$ -	$ 838,129
Total	$ 838,129	$ -	$ 838,129

Note 7: Investments

The following investment information, included in the accompanying financial statements and supplemental schedules, was obtained from the data that has been prepared and certified to be complete and accurate by The Hartford Life Insurance Company for the years ended December 31, 2011 and 2010. The Plan's mutual fund investments are part of various groups of mutual funds as determined by the Plan's Administrative Committee. Upon initial enrollment in the Plan, a participant directs the allocation of contributions among the various mutual funds designated by the Plan's administrative committee. The mutual funds held at year end were as follows:

	2011	2010
The Hartford Small Company	$ 18,533	$ 20,627
The Hartford Capital Appreciation	*59,726	*66,963
Pimco Total Return	*40,913	*47,001
Goldman Sachs Small Cap	34,945	36,778
Goldman Sachs Large Cap Value	*48,883	*51,238
Oppenheimer International Bond	25,938	27,074
Blackrock Global Allocation	*79,709	*84,085
The Hartford Inflation Plus	27,098	26,625
Franklin High Income	27,557	28,311
Goldman Sachs Small Mid Cap Growth	25,634	28,800
MFS International Value	*55,127	*58,231
Ivy Large Capital Growth	*48,231	*50,872
Prudential Jennison 20/20 Focus	*47,420	*51,601
American Funds Europacific Growth	*64,814	*72,757
Goldman Sachs Government Income	26,434	27,237
Invesco Van Kampen Equity Income	13,746	13,965
Hartford Index HLS IB	21,513	22,376
Perkins Mid Cap Value	20,021	21,176
JPMorgan Prime Money Market	*97,273	*102,412
	$ 783,515	$ 838,129

* Exceeds 5% of net assets available for benefits.

Note 8: Risks and uncertainties

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

Note 9: Related party transactions

Certain Plan investments are shares of mutual funds managed by The Hartford Life Insurance Company. The Hartford is the trustee as defined by the Plan, and therefore, these transactions qualify as party-in-interest transactions.

DIVERSIFIED ROOFING/ PEAK CONSTRUCTION/ VALLEY SUPPLY 401(K) PLAN

SUPPLEMENTAL INFORMATION

DECEMBER 31, 2011

DIVERSIFIED ROOFING/ PEAK CONSTRUCTION/ VALLEY SUPPLY 401(K) PLAN
SCHEDULE H, LINE I - SCHEDULE OF ASSETS HELD AT END OF YEAR
DECEMBER 31, 2011

Employer Identification Number: 86-0599690
Plan Number: 001

(a)	(b) Identity of Issue	(c) Description of Issue	(e) Current Value
	Mutual funds - participant directed		
*	The Hartford Small Company	Mutual fund	$ 18,533
*	The Hartford Capital Appreciation	Mutual fund	59,726
	Pimco Total Return	Mutual fund	40,913
	Goldman Sachs Small Cap	Mutual fund	34,945
	Goldman Sachs Large Cap Value	Mutual fund	48,883
	Oppenheimer International Bond	Mutual fund	25,938
	Blackrock Global Allocation	Mutual fund	79,709
*	The Hartford Inflation Plus	Mutual fund	27,098
	Franklin High Income	Mutual fund	27,557
	Goldman Sachs Small Mid Cap Growth	Mutual fund	25,634
	MFS International Value	Mutual fund	55,127
	Ivy Large Capital Growth	Mutual fund	48,231
	Prudential Jennison 20/20 Focus	Mutual fund	47,420
	American Funds Europacific Growth	Mutual fund	64,814
	Goldman Sachs Government Income	Mutual fund	26,434
	Invesco Van Kampen Equity Income	Mutual fund	13,746
*	Hartford Index HLS IB	Mutual fund	21,513
	Perkins Mid Cap Value	Mutual fund	20,021
	JPMorgan Prime Money Market	Mutual fund	97,273
			$ 783,515

The Hartford
Retirement Plans Group
P.O. Box 1583
Hartford, CT 06144-1583

DIVERSIFIED ROOFING & AFFILIL 401K PLAN
ATTN: CINDY LEFFLER
PERSONAL AND CONFIDENTIAL
2015 W MOUNTAIN VIEW RD
PHOENIX AZ 85021-1922

Dear Plan Sponsor,

Enclosed please find an update to your Disclosure Statement - Reasonable Contract or Arrangement under ERISA Section 408(b)(2). This update replaces the Disclosure Statement that we recently sent to you.

This update may reflect changes or updates to the Direct Fees and Charges, Compensation we pay to Financial Intermediaries and/or Investment Menu Disclosure Chart in Appendix 1.

If you have any questions on the material covered in this booklet, please contact your financial professional or your Hartford representative.

Sincerely,

The Hartford

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Disclosure Statement
Reasonable Contract or Arrangement under ERISA Section 408(b)(2)

DIVERSIFIED ROOFING & AFFILIL 401K PLAN

814838

As of May 1, 2012
Revised as of July 20, 2012

Disclosure Statement

Reasonable Contract or Arrangement under ERISA Section 408(b)(2)

As of May 1, 2012
Revised as of July 20, 2012

This is a **Disclosure Statement** to be read in conjunction with your Installation Booklet [1]. It contains information you should know about the services to be provided to your plan and the fees and compensation we expect to receive for those services.

We provide you this disclosure to help you with your fiduciary decisions:

- to enter into and maintain the arrangements that comprise our packaged retirement services program for your plan, and
- that the overall compensation we and our affiliates receive in connection with your plan is "reasonable" within the meaning of the Employee Retirement Income Security Act of 1974, as amended ("ERISA").

This Disclosure Statement is provided on behalf of the following service providers with respect to their role in our packaged retirement services program:

- Hartford Life Insurance Company
- Hartford Securities Distribution Company, Inc.
- Mesirow Financial Investment Management, Inc.
- Morningstar Associates, LLC
- Reliance Trust Company

You or your participants may engage other service providers who are not part of our packaged retirement services program to provide services to your plan and/or its participants (e.g., investment advice, consulting, accounting, legal, administration and other services). This Disclosure Statement does not include any information regarding services you contract for with others outside of our packaged retirement services program. Hartford is not, and shall not be, responsible for any disclosure related to such services.

Terms Used in this Disclosure Statement

A **"packaged" retirement services program** combines plan recordkeeping services, other administrative and optional services, and investment options for employer-sponsored retirement plans.

The **"Contract"** means your plan's group variable annuity contract or funding agreement issued by Hartford Life Insurance Company.

The **"Funds"** are the mutual funds and collective investment trusts made available as variable investment options to your plan through the Contract.

The **"Investment Option Menus"** are the menus of Funds we offer through the Contracts.

"Hartford", "we", "us" or "our" means Hartford Life Insurance Company and its affiliates.

A person's or entity's "affiliate" directly or indirectly (through one or more intermediaries) controls, is controlled by, or is under common control with such person or entity.

Description of Services

Services Provided by Hartford: We provide non-fiduciary services under our packaged retirement services program that are described in the Section of the Installation Booklet titled "Recordkeeping and Administrative Services". Our services include recordkeeping services related to plan administration and accounting for plan, participant and beneficiary transactions (e.g., enrollment, payroll deductions and contributions, participant loans, withdrawals and distributions), the maintenance of plan and participant and beneficiary accounts, records and statements. Our

1 The Installation Booklet was formerly called the "Plan Sponsor Submission Information" booklet.

services also include offering the Investment Option Menus. Please read the Administrative Services Agreement for more information about these services.

Services Provided by Others as Part of Our Program: Our packaged retirement services program also includes a number of optional services such as self-directed brokerage account services, directed trustee services, and investment advisory services. These optional services are provided by third parties who have subcontractor service agreements with us. If you elect one of these optional services, you will also need to enter into a direct service provider agreement with the third party service provider with respect to your plan.

Status

Hartford does not serve as an ERISA fiduciary with respect to your plan, and is not registered with the Securities and Exchange Commission ("SEC") as an investment adviser under the Investment Advisers Act of 1940 ("Advisers Act") or any state law.

Certain third parties that provide optional services under our program will act as ERISA fiduciaries to your plan if you elect to use those optional services. These third party service providers are:

- **Mesirow Financial Investment Management, Inc. ("Mesirow Financial").** Mesirow Financial will provide you with investment advice regarding the selection and monitoring of the plan's investment options as an ERISA fiduciary and registered investment adviser, if you select the Fiduciary Assure® program and satisfy certain minimum criteria specified in the Advisory Services Agreement between you and Mesirow Financial.

- **Morningstar Associates, LLC ("Morningstar").** Morningstar will provide your plan participants with investment advice as an ERISA fiduciary and registered investment adviser, if you select the Morningstar Advice service.

- **Reliance Trust Company ("RTC").** RTC will act as an ERISA fiduciary in the capacity of a directed trustee to your plan, if you select directed trustee services from RTC.

For more information about these third party services please review the agreement you would enter, as plan sponsor, with the applicable third party service provider.

For More information: Please contact us to request additional information about any of the items mentioned in this Disclosure Statement.

You can contact us by telephone: (800) 637-6444

Or you can write to us at: The Hartford
P.O. Box 1583
Hartford, CT 06144-1583

Overview of this Disclosure Statement

Our Compensation in a Packaged Retirement Services Program:
This program is what is referred to as a "packaged" services program. This means the services we provide, and the compensation we receive for those services, are combined together to offer a single program (with a number of optional features). Consistent with this "packaged" structure, the compensation and fees we receive are not broken out into a fee for each specific service we provide. As an overview, we want you to know that we are compensated by the following sources of revenue:

- ***Direct Fees and Charges*:** This retirement services program includes specific direct fees and charges, which may be deducted from plan assets or billed to the plan sponsor (as elected by the plan sponsor). These are outlined in the "Summary of Program Fees and Charges" Section of this Disclosure Statement.

- ***Program and Administrative Charge*:** Sometimes referred to as a "separate account charge", or "mortality, expense risk and administrative charge" in older Contracts, this is the charge that may, depending on your plan's size and other factors, be assessed under your plan's Contract on the Contract value invested in variable (separate account) investment options. See the discussion under "Program and Administrative Charge in the Separate Account" under the "Investment Level Charges and Fees"" Section of this Disclosure Statement.

- ***Revenue Sharing and Other Fees and Payments We Receive with Respect to the Funds*:** Mutual funds and collective investment trusts pay recordkeepers like Hartford fees and payments, typically based on the amount of assets invested in their funds by the recordkeeper's customers. These fees and payments are further described under "Revenue Sharing and Other Fees and Payments We Receive with Respect to the Funds" in the "Compensation and Fees" Section of this Disclosure Statement. To see the rate of fees and payments we receive with respect to a specific Fund on the Investment Option Menu for your Contract, please refer to the **Investment Option Menu Disclosure Chart** located at the end of this Disclosure Statement (if you are an existing customer) or the **Investment Option Menu Performance and Disclosure Chart** located in your proposal accompanying this Disclosure Statement (if you are a prospective purchaser). For convenience, we refer to both of these charts by the shorter name, "Investment Option Menu Disclosure Chart" from time to time in this Disclosure Statement.

- ***Float Compensation*:** Certain amounts awaiting investment direction or the cashing of a check are held in a transaction processing bank account and are subject to short-term investment. Hartford keeps the earnings from that investment, as further described in the "Float Compensation" Section of this Disclosure Statement.

- ***"Spread" on the Hartford Fixed Account Investment Option*:** The Fixed Account Investment Option is part of our insurance company general account. Our general account contains Hartford Life Insurance Company's general corporate assets (excluding separate accounts). Your Contract provides for a guarantee of principal and credited interest with respect to the plan's Contract value in the Fixed Account. Contributions to the Fixed Account are credited with a guaranteed rate of interest that we declare in advance. We may change the rate of interest from time to time, subject to a guaranteed minimum rate of interest for the life of the Contract. The "spread" is the difference between the rate of interest we agree to credit on Contract values in the Hartford Fixed Account and what we earn on our investments that we make in our general account. If we earn more than the rate of interest that we agree to credit on Fixed Account Contract values, we make a profit. If we earn less than the rate of interest that we agree to credit on Fixed Account Contract values, we bear the loss. Plan sponsors and plan participants have no ownership interest in the assets of the Fixed Account, and we assume substantial investment risk for amounts invested in the Fixed Account. Unlike a Fund, plan sponsors do not see an "expense ratio" because we bear the expenses of the Fixed Account. All guarantees are subject to the claims paying ability of the issuer of the Contract (Hartford Life Insurance Company). All assets of our general account are available to meet our contractual guarantees and general obligations. The Fixed Account is described in more detail in the Fixed Account Investment Option Section of your Installation Booklet.

- ***Profit on Hartford Lifetime Income:*** We receive premium payments on each annuity purchase and provide the participant with guaranteed income and liquidity described in the Hartford Lifetime Income Summary Booklet. We assume certain interest rate, longevity and other risks, and expect to make a profit on Hartford Lifetime Income after our expenses, including distribution costs and risks.

Also, certain charges and adjustments may apply if you terminate the Contract. See the "Termination Charges" Section for more information.

Your Plan's Initial Schedule of Fees and Charges

For: DIVERSIFIED ROOFING & AFFILIL 401K PLAN

Plan Number: 814838

Below is a summary of the fees and charges that we propose to apply to your plan under our retirement services program based on our understanding of your plan's characteristics. By signing the Application for Recordkeeping Services, you authorize the following fees and charges for your plan under this retirement services program.

Table 1: The following table shows the fees and charges that will be charged directly to you or your plan.

- **Fees identified with an asterisk (*) will be billed to you or deducted from plan assets (participant accounts), depending on your election in the Section of your Installation Booklet titled "Election as to Payment of Certain Fees".**
- **Please see the "Summary of Program Fees and Charges" Section of this Disclosure Statement for more information about each of these Fees and Charges.**

Table 1: Direct Fees and Charges – these are charged directly to you or your plan

Distribution/Withdrawal Fee:	
PARTIAL DISTRIBUTION/WITHDRAWAL FEE (1)	$25.00
FULL DISTRIBUTION/WITHDRAWAL FEE (1)	$25.00
FULL DISTRIBUTION CANCELLATION FEE	$75.00

Footnotes to Table 1:

(1) We deduct these fees from a participant's account for each single sum benefit payment or withdrawal requested by paper form, as described in the Summary of Program Fees and Charges.

Table 2: The following table shows the types of fees and charges that will be charged at the Investment Option level.

- **Please see Summary of Program Fees and Charges - Investment Level Fees in this Disclosure Statement for more information about each of these Fees and Charges.**

Table 2: Investment Level Fees and Charges

Program and Administrative Charge in the Separate Account (1)	**Please see the Investment Option Menu Disclosure Chart**
Total Annual Fund Operating Expenses (2)	**Please see the Investment Option Menu Disclosure Chart and the Fund prospectus as applicable for each Fund**

Footnotes to Table 2:

(1) We deduct a Program and Administrative Charge from the assets of each Sub-Account in the Separate Account to provide for the distribution and administration of our retirement services product. In certain older Contracts we refer to this charge as a separate account charge or a mortality, expense risk and administrative charge. We may decrease the Program and Administrative charge and we may increase the Program and Administrative Charge upon 90 days notice to you. The Program and Administrative Charge will never exceed 2.00% per year.

(2) These are expenses deducted at the Fund level from Fund assets (management fees, Rule 12b-1 distribution and service expenses, and other fees and expenses.

Table 3: The following table shows the types of compensation we receive from sources other than directly from your plan ("Indirect Compensation").

Table 3: Indirect Compensation

Fees and Payments We Receive with Respect to the Funds (1)	**Please see the discussion in the "Revenue Sharing and Other Fees and Payments We Receive with respect to the Funds" Section and the Investment Option Menu Disclosure Chart**
Float Compensation	**Please see the discussion in the Float Compensation Section**

Footnotes to Table 3:

(1) In some cases, this form of indirect compensation is paid to Hartford Securities Distribution Company, Inc. rather than to Hartford Life Insurance Company.

Table 4: This table shows an estimate of the cost to your plan of our recordkeeping services. We take all the amounts described above into account when we determine the fees and charges for our retirement services program. When a service provider expects to receive compensation other than, or in addition to, direct compensation from the plan, and takes that into account in setting its rates for recordkeeping services, ERISA regulations require that we provide you with a reasonable and good faith estimate of the cost to your plan of our recordkeeping services, including an explanation of the methodology and assumptions used to prepare the estimate and a detailed explanation of the recordkeeping services that will be provided to your plan.

Table 4: Cost Estimate of Recordkeeping Services

Our Cost Estimate (1)	Methodology and Assumptions
$9.64	In determining our cost of providing recordkeeping services to your plan, assumptions are made on the average indirect compensation received as well as the direct compensation received in order to cover our costs and provide a reasonable profit. The amount shown in this table represents that estimate on a per participant basis by taking the estimated indirect compensation we will receive (less our estimate of our expenses for paying compensation to financial intermediaries) divided the number of participants with a balance.

Footnotes to Table 4:

(1) This is our estimate of what recordkeeping services would cost for your plan and other similar plans if we did not receive Indirect Compensation and other amounts described above .

Table 5: The table below shows the estimated annual expenses that we expect to incur with respect to your plan for paying compensation to broker-dealer firms, financial institutions, insurance agents and others ("Financial Intermediaries") for selling the Contracts.

Table 5: Our Expenses for Compensation we pay to Financial Intermediaries

Sales Commissions we pay to your Financial Intermediary: We will pay your Financial Intermediary representative's firm the commissions shown below. Your Financial Intermediary representative selected this commission schedule from the commission options discussed generally in the Section of this Disclosure Statement titled "Commissions We Pay to Financial Intermediaries". Your Financial Intermediary can choose from different levels of commission rates (from lower to higher). A higher rate of commissions may require a higher Program and Administrative charge for your plan, or that the Investment Option Menu made available to you to select investment options for your plan be based on a more expensive Fund share class.

Fund Share Class of Investment Option Menu	Rate of Commissions Paid on Gross Contributions		Rate of Commissions Paid on Contract Assets	
	Year 0-1	Year 1+	Year 0-1	Year 1+
R or equivalent	1.00%	0.00%	0.00%	0.30%

Compensation to Our Affiliates:

Some plans purchasing our retirement services program may receive services from one of our affiliated broker-dealers, Woodbury Financial Services, LLC or Hartford Securities Distribution Company, Inc. Additionally, some of the Funds on our Investment Option Menus are Funds from our own proprietary family of mutual funds (The Hartford Mutual Funds and Hartford HLS Funds). Our proprietary mutual funds have contracts for services with companies that are affiliated with us.

The Hartford affiliated companies that provide these services, and are compensated in connection with those services, are listed below. For more information about our proprietary mutual funds, see the Fund prospectus.

Hartford Affiliate	Services	Compensation
Hartford Investment Financial Services, LLC	Investment Manager and Principal Underwriter to The Hartford Mutual Funds	As Investment Manager paid by the Fund in the form of investment advisory fees based on assets under management. As Principal Underwriter paid by the Fund in the form of dealer concessions
Hartford Administrative Services Company	Transfer Agent to The Hartford Mutual Funds and Hartford HLS Funds	Paid by the Fund in the form of fees for services
HL Investment Advisors, LLC	Investment Manager to Hartford HLS Funds	Paid by the Fund in the form of investment advisory fees based on assets under management
Hartford Securities Distribution Company, Inc	Principal Underwriter to Hartford HLS Funds	Paid by the Fund in the form of dealer concessions
Hartford Securities Distribution Company, Inc.	Broker-dealer services for the Plan	Paid by Hartford Life Insurance Company as issuer in the form of commissions
Woodbury Financial Services, LLC	Broker-dealer services for the Plan	Paid by HSD in the form of commissions

Compensation to Other Companies:

Sub-contractors: We engage certain third parties (listed below) that provide certain optional services in connection with our retirement services program:

Sub-contractor	Service
Charles Schwab & Co., Inc.	Self-directed brokerage account option
Mesirow Financial	Fiduciary Assure®
Morningstar	Morningstar Advice
Reliance Trust Company	Directed Trustee Services

- We pay compensation to Mesirow Financial, Morningstar and Reliance Trust Company, as described under "Other Compensation Hartford Pays to Third Parties" in the "Compensation and Fees" Section of this Disclosure Statement.

Financial Intermediaries: We compensate insurance firms and broker-dealers, including our affiliates, Woodbury Financial Services, LLC and Hartford Securities Distribution Company, Inc., to sell our programs. That compensation is discussed in the Section of this Disclosure Statement titled "Compensation Hartford Pays to Financial Intermediaries".

Disclosures about Investment Options:

Because we are a recordkeeper offering a platform of investment options, we are also providing you disclosure of the following for each Fund:

Any compensation that is charged directly against the amount invested, in connection with the acquisition, sale, transfer of or withdrawal from the investment option	**None**
The Fund annual operating expense ratio, if the return for the investment option is not fixed	Please see the **Investment Option Menu Disclosure Chart**
Any ongoing expenses in addition to the annual operating expenses	Please see the Program and Administrative Charge Section and the **Investment Option Menu Disclosure Chart**

Summary of Program Fees and Charges

This Section shows the schedules of current possible charges and fees applicable to this program at this time.

The fees and charges summarized in this Section may vary from plan to plan depending on plan characteristics. Plan sponsors can negotiate fees and charges, generally with plans with more than $5 million in assets. We consider a number of plan characteristics when negotiating fees and charges, and proposing a custom price for a plan. These factors include (but are not limited to) total plan assets, number of participants, on going contributions, investment option selections and plan services.

The initial fees for your plan, outlined above under " **Your Plan's Initial Schedule of Fees and Charges** ", were determined based on the characteristics of your plan at the time we issued the written proposal for the Contract for your plan. These characteristics will be re-evaluated periodically and may result in a change in the fees for your plan. We will provide you with advance notice of any proposed change in your fees, and, if you object to the proposed change, you have the right at any time to terminate your Contract and services with us, subject to the discontinuance and termination provisions in the Contract and Administrative Services Agreement. If, based on your plan's characteristics in the future, you believe your fees should be reduced, please submit a written request for a review of your plan's characteristics and fees.

Please note that the fees identified below are subject to change. Please contact your Hartford Client Manager at any time, or contact us at the phone number and address provided under " *For More Information*" in the Disclosure Statement, to request an updated Schedule of fees and charges.

Direct Charges - Standard Services

Installation Fee
We assess a one-time charge that we invoice to you at the time we establish the initial participant accounts for your Contract on our recordkeeping system. This charge is called the "Installation Fee" in your Contract. The Installation Fee is for our services of reconciling your plan's participant records with your initial investment allocation instructions. We determine the amount of the Installation Fee based on your plan's estimated transferred assets and first-year contributions, and your plan's average participant account value as follows:

One-time Installation Fee	Your Plan's Transferred Assets and Estimated First-Year Contributions	Your Plan's Average Participant Account Value
$1,000.00	Less than or equal to $1,000,000	Less than or equal to $50,000
$0.00	Greater than $1,000,000	Greater than $50,000

We may also from time to time waive the Installation Fee as part of a marketing promotion for the Contracts.

Annual Maintenance Fee
Each year we assess this charge for maintaining the participant accounts for your plan on our recordkeeping system. This charge is called the "Annual Maintenance Fee" in your Contract. We determine the amount of the Annual Maintenance Fee that will apply to your plan each year based on the average of all participant account values under your plan's Contract as described in the table below. This means the Annual Maintenance Fee for any year may increase or decrease from the prior year depending on the average of all participant account values under your plan's Contract:

Annual Maintenance Fee	Applicable Criteria
$1,500.00	
$0.00	for plans >$10,000,000 in assets or average participant balances >$50,000

Depending on your election in the Section of your Installation Booklet titled "Election as to Payment of Certain Fees" we will either invoice the amount of the Annual Maintenance Fee to you or deduct the amount from participant accounts, as described in the Election as to Payment of Certain Fees Section. We may also from time to time waive the Annual Maintenance Fee for the first or succeeding Contract years as part of a marketing promotion for the Contracts.

Annual Per Participant Fee
Each year we assess this charge for maintaining the participant accounts for your plan on our recordkeeping system. This charge is called the "Per Participant Fee" in your Contract. We determine the amount of the Per Participant Fee that will apply to all participant accounts under your plan's Contract each year based on the average of all participant account values under your plan's Contract as described in the table below. This means the annual Per Participant Fee for any year may increase or decrease from the prior year depending on the average of all participant account values under your plan's Contract:

Average Participant Account Value Under Your Contract	Amount of the Annual Per Participant Fee
for plans with an average per-participant balance < $10,000	$30.00
for plans with an average per-participant balance = $10,000 to $25,000	$20.00
for plans with an average per-participant balance = $25,000 to $50,000	$10.00
for plans with an average per-participant balance >= $50,000	$0.00

Depending on your election in the Section of your Installation Booklet titled "Election as to Payment of Certain Fees", we will either invoice the amount of the Per Participant Fee to you or deduct the amount from participant accounts, as described in the Election as to Payment of Certain Fees Section. We may also from time to time waive the Annual Per Participant Fee for the first or succeeding Contract years as part of a marketing promotion for the Contracts.

Loan Administration Fees
We deduct the following fees from a participant account to set-up and administer participant account loans:

Loan Administration Fees	Amount	When Deducted
Loan Set-up Fee	$50	Once at loan origination
Loan Maintenance Fee	$6	Each calendar quarter the loan remains outstanding

The Loan Administration Fees are listed in the Fee Schedule in the Administrative Services Agreement.

Distribution/Withdrawal Fees
We deduct $25 for each single sum benefit payment or withdrawal (including direct transfers of eligible rollover distributions) requested for a participant, beneficiary or alternate payee when the request is made using a paper form. We waive this fee for benefit payments and withdrawals that you request by telephone or through our Website. We deduct this fee from the participant account as described in the "Election as to Payment of Certain Fees" Section of the Installation Booklet. This fee is listed in the Fee Schedule in the Administrative Services Agreement.

Extra Charge for Multiple Data Submissions
We charge $250 per group/file in excess of one (1) file, where Contribution allocation data is submitted for various groups of participants in separate data files. We will bill you for the amount of this charge unless you direct us to deduct it from participant accounts. This charge is listed in the Fee Schedule in the Administrative Services Agreement.

Extra Charge for Multiple Enrollment Locations
We charge $250 plus reasonable travel expenses for each group presentation arranged at more than a single employer location. We will bill you for the amount of this charge unless you direct us to deduct it from participant accounts. This charge is listed in the Fee Schedule in the Administrative Services Agreement.

Possible Charge for Premium Taxes under Certain Circumstances
We also may deduct a charge for state or local premium taxes, if applicable, for Contracts issued in California, Texas and West Virginia when a participant converts all or a portion of their participant account into a form of life annuity. If an amount under the Contract becomes subject to a state or local premium tax (see table below), we will deduct a charge for the amount of the tax from the participant account values used to purchase the annuity benefit.

State/Jurisdiction	Rate
California	0.50%
Texas	0.04%
West Virginia	1.00%

Direct Charges - Optional Products and Services

Hartford Lifetime Income - a guaranteed income option
You can elect to make a fixed guaranteed lifetime income option (annuity) available to your plan Participants as one of your plan's designated investment options. We call this lifetime income annuity benefit "Hartford Lifetime Income". It is described in more detail in the Installation Booklet and the Hartford Lifetime Income Summary Booklet. Participants can invest in Hartford Lifetime Income just like they would any other investment option under your plan. Contributions into Hartford Lifetime Income purchase "income shares" under the Hartford Lifetime Income group annuity contract. Each income share provides the Participant $10 of monthly guaranteed retirement income, beginning at age 65.

- **Hartford Lifetime Income - "income share" prices:** The price at which Participants purchase income shares is determined by interest rates, mortality tables and age.

  √ Interest Rates - Interest rates usually move in the opposite direction to the price of an income share. This means higher interest rates generally result in a lower income share price, while lower interest rates usually result in a higher price.

√ Life Expectancy - Life expectancy reflects the number of years a Participant (or Participant and a spouse, in the case of a joint life income payment) are expected to live based on Hartford's assumptions. The longer you live, the more income payments you will receive.

√ Age - Age is determined by birth year. As you get older, the cost to buy income shares increases incrementally.

Changes in the daily purchase price of income shares are determined by interest rate fluctuations. A participant can only purchase income shares up until his or her required minimum distribution date, generally by age 70½.

- **Hartford Lifetime Income - Fees and Expenses:** There is no additional cost to you, as plan sponsor, to add Hartford Lifetime Income as an investment option to the plan. The cost of Hartford Lifetime Income is built into the price of each income share a participant purchases. Income share prices include all insurance charges, fees and expenses, inclusive of the guaranteed income, investment management, premium tax, and operating expenses. When a participant elects a form of income payment that is earlier or later than age 65, or includes a joint life income payment, a guaranteed period certain or annual increasing payment amount, the $10 per monthly income payment amount is actuarially adjusted based on these elections.

- **Hartford Lifetime Income - Cash-Out Value:** Hartford Lifetime Income is a long-term investment designed to maximize the level of guaranteed monthly income a participant can receive. However, unlike many fixed-type annuities, Hartford Lifetime Income provides participants with the flexibility to cash out income shares at any time prior to commencing income payments. The cash-out value of income shares is equal to *the lesser of* (1) net contributions accumulated at an annual 3% rate of interest or (2) the current purchase price of income shares. In the event the participant dies before income payments start, the beneficiary would receive a death benefit equal to the current cash-out value of the income shares. In certain circumstances, a beneficiary may opt to receive lifetime income.

Directed Trustee Services - Reliance Trust Company
We charge an annual fee of $400 ($100 quarterly) if you elect to have directed trustee services provided to your plan by Reliance Trust Company. Depending on your election in the Section of your Installation Booklet titled "Election as to Payment of Certain Fees", we will either invoice the amount to you or deduct the amount from participant accounts, as described in the Election as to Payment of Certain Fees Section.

Employer Stock Recordkeeping (Directed Trustee Services from Reliance Trust Company Required, please see above)
If your plan has an Employer Stock investment option, we charge a $3,600 annual fee, plus an annual asset-based fee equal to 25 basis points (0.0025) for administrative and recordkeeping services for making available nondiscretionary unitization services for your Employer Stock investment option through RTC. Transaction fees of $75 per distribution in-kind and $250 per in-kind contribution also apply, if applicable. We will invoice you for this service on a quarterly basis.

Fund of Funds Unitization Services (fee applies to all aggregate fund of funds accounts)
If your plan has one or more Fund of Funds investment options that RTC unitizes, we charge an annual asset based fee equal to 5 basis points (0.0005) of the asset value up to $25 million and 3 basis points (0.0003) of the asset value greater than $25 million subject to a minimum annual fee of $7,300. We will bill you for this fee on a quarterly basis.

Other Unitization Services
If your plan has other unique investment options that RTC unitizes, we charge an annual asset based fee equal to 5 basis points (0.0005) of the asset value invested in the unitized account subject to a minimum annual fee of $7,300. We will bill you for this fee on a quarterly basis.

√ Because we make RTC's services available to your plan through our packaged retirement services program, you pay us for these services and we compensate RTC. The compensation that we pay RTC is discussed under "Fees and Compensation Paid to Reliance Trust Company" in the part of this Disclosure Statement titled "Other Compensation Hartford Pays to Third Parties".

***Morningstar Advice* Service**
If you elect to offer the Morningstar *Advice* service, we charge an annual fee for our administrative services in making the Morningstar *Advice* service available. This annual fee is equal to $10 times the number of participants in your

plan, regardless of participant usage of the service. The annual fee is based on the total number of participant accounts on our recordkeeping system for your plan. This fee is waived for plans with an average per-participant balance greater than $50,000. We will bill you for the amount of this charge unless you direct us to deduct it from participant accounts.

√ Because we make Morningstar's services available to your plan through our packaged retirement services program, you pay us for this service and we compensate Morningstar. The compensation that we pay Morningstar is discussed under "Fees and Compensation Paid to Morningstar" in the part of this Disclosure Statement titled "Other Compensation Hartford Pays to Third Parties".

Self-directed brokerage account (available through Charles Schwab & Co., Inc.)
For administrative services for recordkeeping and providing access to a self-directed brokerage account ("SDBA") option, we deduct a $100 annual maintenance fee from each participant account using a self-directed brokerage account. We deduct the fee on a quarterly basis from the portion of the participant's account invested in the Contract.

- If your plan is an existing plan that includes existing self-directed brokerage accounts, Hartford will assess a one-time transfer fee according the following schedule:

- $500 for a plan with less than 50 participants with an SDBA ; or
- $1,000 for a plan with 50 or more participants with an SDBA.

Fees for Supplemental Plan Document Services
If you request services for customized volume submitter or individually designed plan documents, optional amendments for a prototype plan document, or amendments to a customized volume submitter plan document, we charge the following fees as applicable. These fees are listed in your Administrative Services Agreement. We will bill you for these fees unless you direct us to deduct it from participant accounts.

Service	Amount of Fee
For a customized volume submitter or individually designed plan document	$1,500
For preparation of determination letter filing (note that IRS fees also apply)	$500
Amendment fee for each optional prototype amendment in excess of one per year (including amendment, board resolution, summary of material modification or updated summary plan description)	$100
Amendment fee for each customized volume submitter plan document amendments	$500

Additional Compliance Testing Services

As described in the Administrative Services Agreement, our retirement services program provides you with access to web-based technology that enables you to complete certain compliance testing for your plan. If you would like additional compliance testing services, upon request we may agree to perform certain compliance tests for you for the following additional fees, as applicable. We will bill you for these fees. Please see your Administrative Services Agreement for more information.

Service	Amount of Fee
For hypothetical or specialized testing and allocation file services (3 hour minimum requirement)	$200 per hour
For qualified domestic relations order earnings calculation (in accordance with terms of domestic relations order or at the direction of the plan fiduciary)	$200 per hour
Per additional ADP/ACP test for plans with fewer than 500 participants	$250
Per additional ADP/ACP test for plans with 500 or more participants	$500

Plan Operations Services
We charge a $200 per hour fee for plan operations services, including such services as operational corrections (calculations, sample filings, audit assistance). We will bill you for these fees. Please see your Administrative Services Agreement for more information.

Technical Support Services

We charge the following fees for technical support services:

Service	Amount of Fee
Search fee per participant for lost participant address searches	$5
For on-request processing services	$150/hour
For participant mailing preparation services (plus associated costs)	$150/hour

We will bill you for these fees. Please see your Administrative Services Agreement for more information.

Investment Level Charges and Fees

In addition to the direct charges and fees disclosed above, there are generally two categories of fees deducted from the investment options available under your Contract.

- Fees we assess at the insurance company separate account level; and
- Fees that are assessed by the Fund companies at the underlying Fund level.

Fees at the Separate Account Level

Program and Administrative Charge in the Separate Account: We assess a Program and Administrative Charge at an annual rate on the assets of each Sub-Account in the Separate Account to provide for the distribution and administration of our retirement services product. The amount of the Program and Administrative Charge applicable to your plan depends generally on:

- the size of your plan,
- our sales-related expenses for your Contract including commissions we pay to Financial Intermediaries (sometimes referred to as a “distribution” expense), and
- the amount of fees and payments we receive with respect to the Funds.

The Program and Administrative Charge is an annual charge set forth in your Contract that we assess on either a daily basis or a quarterly basis, depending on your election when you purchase your Contract. The annual rate of the Program and Administrative Charge applicable to your plan under your Contract appears in the Investment Level Fees and Charges table in the Section of this Disclosure Statement titled "Your Plan's Initial Schedule of Fees and Charges", and also appears on the **Investment Option Menu Disclosure Chart** under the column titled **"Separate Account Charge" or "Program and Administrative Charge".**

You choose the manner in which we receive the Program and Administrative Charge when you purchase your Contract. There are two methods to choose from:

- **Method One – Daily Asset Charge in the Separate Account:** We deduct the Program and Administrative Charge from the assets of the Sub-Account as a daily charge at the annual rate applicable to your plan, each day the New York Stock Exchange is open for trading (called a "Valuation Day" in your Contract). We deduct the charge as a percentage of the net asset value of each Fund when we determine the Sub-Account Accumulation Unit value. You may elect to have a portion of this charge billed to you instead of deducted from the assets of the Sub-Accounts.

- **Method Two – Quarterly Redemption of Units in the Separate Account:** We deduct the Program and Administrative Charge on a quarterly basis by redeeming units of the Sub-Account. We assess the Program and Administrative Charge as a percentage of the average daily assets of the Sub-Accounts during the quarter. We deduct the charge by redeeming Accumulation Units in proportion to the amount of the charge. You may elect to have this charge billed to you instead of deducted from the assets of the Sub-Accounts.

The Program and Administrative Charge is not assessed on the Hartford Fixed Account, Hartford Lifetime Income, or on investments held outside of your Contract.

If the Program and Administrative Charge is not sufficient to cover actual costs incurred by us, we will bear the loss. If the Program and Administrative Charge exceeds these costs, we will keep the excess as profit. We may use these profits, as well as fees and payments received with respect to the Funds, for any corporate purposes, including among other things, payment of sales expenses, including our expenses of paying broker-dealers, financial institutions and other persons for selling the Contracts. We expect to make a profit from the Program and Administrative Charge.

We may decrease the Program and Administrative charge, and we may increase the Program and Administrative Charge upon 90 days advance notice to you.

Fees at Underlying Fund Level

Fund Annual Operating Expenses: The Separate Account purchases shares or units of the Funds at net asset value. The net asset value of each Fund share reflects that Fund's management fee, distribution and service expenses, and other fees and expenses already deducted from the assets of the Fund. These fees and expenses are charged by a Fund from the Fund's assets, and are called the Fund's Annual Operating Expenses. A Fund's Total Annual Operating Expenses are expressed as a percentage, sometimes called an "expense ratio". Each Fund's Total Annual Operating Expenses are described in the Fund's prospectus (if the Fund is a mutual fund) or other offering document (if the Fund is a collective investment trust). Each Fund's expense ratio is also reported on the Investment Option Menu Disclosure Chart. You can also see each Fund's expense ratio at http://thehartford.com/retirementplans/access , once your plan has been established on our recordkeeping system.

Termination Charges

This Section of the Disclosure Document describes the charges and adjustments that may apply when the Contract is discontinued (terminated), and when you take certain non-benefit withdrawals.

Contingent Deferred Sales Charge: Not all Contracts provide for a Contingent Deferred Sales Charge. If your Contract provides for a Contingent Deferred Sales Charge, we may assess a Contingent Deferred Sales Charge when you request a full or partial withdrawal from the Contract during a certain period of time (typically five or seven Contract Years, and in certain older Contracts up to nine Contract Years) after your Contract was issued. The Contingent Deferred Sales Charge is, in the case of a partial withdrawal, a percentage of the amount of the withdrawal, and in the case of a full withdrawal or termination of your plan's Contract, a percentage of the amount of

the Contract value on the effective date of your Contract's termination (see your Contract for more information and the percentage of Contingent Deferred Sales Charge that may be applicable).

No Contingent Deferred Sales Charge will be deducted from a withdrawal that is certified by the plan sponsor or its authorized designee to be for:

- a transfer to an "Approved Plan Related Investment Account",
- a "Benefit Payment" to a Participant or beneficiary pursuant to the terms of the plan, or
- a payment of certain "Plan Related Expenses".

As such terms are defined in the Contract.

We may issue your Contract with a modified Contingent Deferred Sales Charge schedule or we may issue your Contract with no Contingent Deferred Sales Charge at all. If your Contract contains a Contingent Deferred Sales Charge it will appear in your Contract.

Fixed Account Market Value Adjustment Alternative at Contract Termination: If your plan invests in the Fixed Account and you terminate your Contract, you must elect to have the Fixed Account paid under either (a) a book value installment alternative or (b) a market value lump sum alternative.

(a) *Book Value Installment:* Under this alternative, we pay you the value of your plan's investment in the Fixed Account in six installments. The first installment is paid within 30 days after the effective date of your Contract's termination (called the "Date of Discontinuance" in your Contract). The five additional installments are paid in equal payments, plus interest, on each anniversary of your Contract's discontinuance. Interest will at least equal the Minimum Guaranteed Interest Rate under your Contract. Please note that this alternative does not allow any transfers or surrenders, including transfers to an Approved Plan Related Investment Account or Benefit Payments.

(b) *Market Value Lump Sum:* If you elect this alternative, we pay the discounted present value of your Fixed Account balance in a lump sum. We may defer payment for a period that is not longer than thirty (30) days from the Date of Discontinuance.

This lump sum payment will be in an amount we determine is equal to the greater of:

(1) The present value of each of the book value installment payments discounted back to the date the Contract is discontinued at a rate equal to our estimate of the annualized yield on the U.S. Treasury Strip plus the option adjusted spread on the Composite of Barclays Capital Indices, or

(2) 90% of all contributions to the Fixed Account, less all prior transfers and surrenders, plus interest accrued at a rate not less than your Contract's minimum guaranteed rate of interest, less any applicable premium taxes or contingent deferred sales charges.

Our estimate of the U.S. Treasury Strip annualized yield is based on the yield of a U.S. Treasury Strip with a maturity date closest to the date on which the discounted installment payment is due.

Your Contract may contain different options. You should refer to your Contract for a complete understanding of its discontinuance terms.

Revenue Sharing and Other Fees and Payments We Receive with Respect to the Funds

Services We Provide to the Funds: We offer a "platform" of Funds through our retirement services program's Investment Option Menus from which you may select your plan's designated investment options. In addition to providing services to your plan and other plans that purchase our retirement services program, we provide services to the Funds on our platform and to other entities related to, or serving the Funds (such as Fund principal underwriters, transfer agents and investment advisers) (collectively, the "Fund complexes"). We provide services to each Fund complex by paying financial intermediaries to sell our program, marketing the Funds in our program materials, and making the Funds available to your plan through our programs. These services promote the sale of the Fund shares and units through our programs and are sometimes called "distribution" services. Additionally, we provide transaction

processing, other administrative and shareholder services for the Fund complexes. We receive fees and payments from the Fund complexes for these services as further described below.

Payments We Receive: We receive fees and payments with respect to the Funds that are offered as variable investment options to your plan through your Contract (sometimes referred to generally as "revenue sharing" payments). We consider these fees and payments, among a number of other factors, when deciding to include a Fund in the Investment Option Menus. Virtually all of the Funds on the Investment Option Menus make these payments to us and/or our affiliates.

- To see the rate of fees and payments we receive with respect to a specific Fund on the Investment Option Menu for your Contract please refer to the **Investment Option Menu Disclosure Chart** located in Appendix I to this Disclosure Statement (if you are an existing customer) or located in your proposal accompanying this Disclosure Statement (if you are a prospective purchaser).

We receive these fees and payments under agreements between Hartford and entities related to or serving the Funds. The payments are sometimes made by the Fund and sometimes by one of the entities in the Fund complex.

These fees and payments generally fall into three categories: "Administrative Service Fees," "Shareholder Service Fees" and "Distribution Fees." Each of these categories is briefly described below, together with the general range of fees and payments we expect to receive in that category. We also describe certain other types of payments we receive:

- **Administrative Service Fees.** Administrative Service Fees are ordinarily paid as compensation for providing processing and recordkeeping services to a Fund with respect to purchases, exchanges and redemptions in the Fund held by or on behalf of a plan.

    √ These services are sometimes called "sub-transfer agency" or "sub-accounting services."

    √ For the Funds, we establish and maintain plan and plan participant records related to investments in Fund shares or units, and compute and process purchase and redemption orders for such shares or units.

  The source and amount of the fees received for performing these administrative services varies widely by Fund complex. Some Fund complexes pay Administrative Service Fees from Fund assets as a shareholder expense. Others charge the fees to the Fund's investment adviser or other Fund affiliate. We generally receive Administrative Service Fees at annual rates ranging from $0 to $16.00 per plan participant account invested in shares or units of each Fund, or at rates ranging from 0 % to 0.75% of average annual plan assets invested in shares or units of each Fund through the Contracts.

- **Shareholder Service Fees.** Shareholder Service Fees are distinct from Administrative Service Fees. We receive Shareholder Service Fees as compensation for support services we provide on behalf of the Funds to plan sponsors and plan participants regarding their accounts and investments in the Funds through the Contracts.

    √ The services we provide include handling toll-free telephone inquiries about accounts from, and addressing and mailing shareholder reports, proxy materials, account statements, confirmation statements and other account related information to, plan sponsors and/or plan participants.

    √ These fees are permitted by and subject to applicable FINRA rules and regulations.

  As with Administrative Service Fees, the source and amount of the payments for these services varies by Fund complex. Some Fund complexes pay Shareholder Service Fees out of Fund assets pursuant to a "Rule 12b-1 plan," subject to a FINRA fee cap of 25 basis points of Fund assets. Other complexes charge the fees to the Fund's investment adviser or other Fund affiliate. We generally receive Shareholder Service Fees at annual rates ranging from 0% to 0.50% of plan assets invested in shares or units of each Fund through the Contracts.

- **Distribution Fees.** We receive Distribution Fees for our services, and the services of broker-dealers and other financial intermediaries, related to activities primarily intended to result in plan sponsors selecting Funds as investment options under the plans, and investment in Funds by plan sponsors on behalf of or at the direction of plan participants.

- √ Distribution Fees are sometimes referred to as “Rule 12b-1 fees” or “asset based sales compensation”.

- √ Where Distribution Fees are charged to mutual fund assets, they are paid pursuant to Rule 12b-1 under the Investment Company Act of 1940. This is an SEC rule that permits a mutual fund to pay for the costs of distributing its shares to investors, if the Fund adopts a qualified “Plan of Distribution.”

- √ Where Distribution Fees are paid pursuant to a “Plan of Distribution” for purposes of Rule 12b-1, they are charged to the mutual fund assets and included in the Fund expense ratio.

- √ FINRA rules limit Rule 12b-1 Distribution Fees to a maximum of 75 basis points of Fund assets annually.

- √ Distribution Fees may vary among Funds, and by Fund share class. Many mutual funds on the Investment Option Menus offer different types of shares, known as share “classes”. These mutual funds are sometimes called “multi-class funds”.

    - ♦ With a multi-class fund, each share class invests in the same investment portfolio of securities, but each share class has different shareholder services and/or distribution arrangements with different fees and expenses. This means that each share class has different performance results.

    - ♦ The share class of a Fund available through our retirement service program is listed in the Investment Option Menu. We want you to know that the indicated share class may have higher or lower fees and expenses than other share classes of the same Fund, and the compensation we pay to your broker-dealer firm or other financial intermediary may be higher or lower than the compensation we pay for other classes of shares of the same Fund.

    - ♦ Generally, mutual funds pay us an amount equal to the product of 25 basis points (0.25%) on the average annual assets invested in a Fund for Class “A” shares. Combined Shareholder Service and Distribution Fees paid under a mutual fund Plan of Distribution generally range up to 100 basis points (1.00%) on the average annual assets invested in a Fund for “Retirement” shares. The amount of the fees paid by a mutual fund pursuant to its Plan of Distribution can be found in its prospectus.

- √ Collective Investment Trusts. We use a portion of the fees and payments we receive from the trustees of Funds that are collective investment trusts to pay for distribution activities such as promoting the sale of the units of such Funds under the Contracts.

    - ♦ Funds that are collective investment trusts typically offer more than one class of units in each Fund. Each unit class generally has different levels of fees and expenses. This means that each unit class has different performance results.

    - ♦ The unit class of each Fund that is a collective investment trust available through our retirement service program is listed in the Investment Option Menu. We want you to know that the indicated unit class may have higher or lower fees and expenses than other unit classes of the same Fund, and the compensation we pay to your broker-dealer firm or other financial intermediary may be higher or lower than the compensation we pay with respect to other classes of units of the same Fund.

    - ♦ Generally, the trustee of a collective investment trust will pay us amounts ranging from 0 to 115 basis points depending on the unit class of the Fund. The amount of compensation paid to us in respect of the units of such Funds can be found on the Investment Menu or in the application, participation agreement or other documents that you must sign in order for your plan to invest in units of a collective investment trust through the Contract.

- **Revenue Sharing.** Some Fund complexes make additional payments to us from the net resources of the Fund adviser or other Fund affiliate. These payments, are typically called “revenue sharing” in the mutual fund

industry, and are generally made for promoting the Funds. The amount of revenue sharing, if any, varies among Fund complexes.

Aggregate Payments: Aggregate annual Administrative Service Fees, Shareholder Service Fees, Distribution Fees and revenue sharing vary by Fund, and may be higher or lower than those in the table below, but generally conform to the following:

Share Class	Aggregate Annual Rate of Payments
A shares	55 basis points (0.55%)
"Retirement" shares	80 basis points (0.80%)
Collective Fund units	50 basis points (0.50%)

Additional Compensation We Receive from the Fund Complexes: Subject to FINRA Rules, we and our affiliates may receive additional cash and non-cash compensation from the Fund complexes. This additional compensation may take the form of, among other things:

- Marketing support services, fees and assistance that we may receive from the Fund's personnel in promoting the sale of our Contracts and other retirement services products;
- Sponsorship of marketing, sales, educational and due diligence meetings;
- Payments for providing training and for providing wholesaler reports and/or information relating to sales of Fund shares in our retirement services products;
- Access to Fund personnel;
- Occasional meals and entertainment, tickets to sporting events, and nominal gifts; and
- Sponsorship of sales contests and/or promotions in which participants receive prizes such as travel awards and merchandise.

Hartford and its affiliates received approximately $660,000 in additional compensation from the Fund complexes during 2011. This additional compensation may vary among Funds. We want you to know that additional compensation creates a potential conflict of interest in the form of an additional financial incentive for us to include a Fund on our Investment Option Menus and/or undertake more focused marketing for that Fund, as compared to other Funds.

Variation in Payments among Funds: We also want you to know that not all Funds pay the same amount of fees and compensation to us, and not all Funds pay according to the same formula. Because of this, the amount of fees and payments we receive varies by Fund, and we may receive greater or lesser fees and payments depending on which Funds your plan selects for investment.

For Example:

As one of its selected Funds, the Any Company Retirement Plan maintains an average balance of $100,000 in shares of Fund A during the year. If Fund A's principal underwriter pays us a Distribution Fee at a rate of 0.50% of assets annually, and Fund A's transfer agent pays us an Administrative Service Fee at a rate of 0.25% of assets annually, we would receive $500 in Distribution Fees and $250 in Administrative Service Fees, for a total of $750 for that year due to the Plan's investment in Fund A.

The Plan also maintains an average balance of $100,000 in shares of a different Fund B during the year. If Fund B's principal underwriter pays us a Distribution Fee at a rate of 0.25% of assets annually, and Fund B's transfer agent pays us an Administrative Service Fee at a rate of $12 per Plan participant account invested in the Fund, and there are 20 participants with an account balance invested in Fund B, we would receive $250 in Distribution Fees and $240 in Administrative Service Fees, for a total of $490 for that year due to the Plan's investment in Fund B.

Funds Affiliated with Us: Some of the Funds offered to your plan through the Contracts are part of our own affiliated family of Funds. In addition to any fees and payments we may receive with respect to those Funds, one or more of our affiliates receives compensation from our Funds, including among other things a management fee and Rule

12b-1 fees from the Funds. Please see the Fund prospectus in addition to the **Investment Option Menu Disclosure Chart** in **Appendix I** to this Disclosure Statement (if you are an existing customer) or located in your proposal accompanying this Disclosure Statement (if you are a prospective purchaser).

Use of the Payments:

- **Our Compensation -** The fees and payments we receive with respect to the Funds are a significant component of our compensation for our services under the retirement services program. We expect to make a profit on the amount of the fees and payments that exceed our own expenses, including our expenses of paying compensation to broker-dealers, financial institutions and other persons for selling the Contracts, and our expenses of providing recordkeeping and other administrative services to the plans. Our methodology and assumptions for determining our fees for recordkeeping and administrative support services is explained in the "Cost Estimate of Recordkeeping Services" Table in the Section of this Disclosure Statement titled "Your Plan's Initial Schedule of Fees and Charges".

- **Plan Expense Reimbursement Arrangements -** In the case of certain plans, we have made arrangements with the plan sponsor to credit some of the fees and payments we receive with respect to the plan's investment in the Funds, which may include revenue sharing, to the plan's account as a result of negotiations over the price for our services under the retirement services program. Such amounts may be used for the purpose of offsetting recordkeeping and other service fees the plan would otherwise pay to us, or for use by the plan to pay other plan service providers.

For More Information about Specific Funds: To see the rate of fees and payments we receive with respect to a specific Fund on the Investment Menu for your Contract please refer to the **Investment Option Menu Disclosure Chart** or you may contact us at the toll free telephone number and our address under " *For More Information*" in the Section of the Disclosure Statement titled "Overview of this Disclosure Statement".

Float Compensation

By signing the Application for Recordkeeping Services and the Administrative Services Agreement, you are agreeing that Hartford will be entitled to keep for its own benefit any earnings on plan receipts or disbursements (called "float") as additional compensation for its recordkeeping and nondiscretionary administrative services. When receipts and disbursements are held in the bank accounts used for transaction processing ("processing accounts") for a period of time, such amounts may be invested in a short-term investment before they are invested in or distributed from your Contract, as described in more detail below.

Additional information concerning the time frames during which float earnings may be earned by Hartford and rates at which earnings are expected to accrue to Hartford is also provided below.

Receipts
In certain instances when Hartford receives Contributions (as defined in your Contract) for your plan -- as plan contributions, loan repayments, rollover contributions, corrective contributions, restorative payments, settlement proceeds or as the transfer of all or most of the plan's assets from another provider in connection with your plan's transition to Hartford -- those amounts will generally be invested among your plan's investment options on the same day on which they are received, provided that the transaction is "in good order" (as defined in your Administrative Services Agreement) and received prior to the close of regular trading on the New York Stock Exchange (generally 4 p.m. Eastern Time) ("Market Close") on that day.

However, if a transaction is "not in good order" when Hartford receives it, Hartford is unable to process the transaction until it receives the necessary information. If you instruct us to hold amounts that are not in good order while we seek to obtain the necessary information, such amounts will remain in the processing accounts, subject to short-term investment, and earn Hartford float compensation for up to twenty (20) days. In the event that Hartford has not received the necessary information as of the twentieth day, Hartford will return the amount to the plan sponsor, participant or another financial institution, as appropriate. The most common circumstances in which a transaction will not be in "good order" are: (1) the paperwork is incomplete, (2) the total dollar amount received is different than the total dollar amount identified on the accompanying information or "contribution detail", (3) investment direction is not provided or is incomplete, or (4) direction as to how to allocate the amounts among plan participants is not provided or is incomplete.

In addition, in the event that Hartford receives amounts after Market Close on a business day, such amounts will remain in the processing account, subject to short-term investment, and earn Hartford float compensation until the next business day on which the New York Stock Exchange is open for trading.

Disbursements
Hartford earns float compensation on amounts that have been transferred from the plan's investment options to the processing accounts and subject to investment through our short-term investment pool. This generally occurs when a check is issued in the following circumstances:

- for any benefit payment to any plan participant, beneficiary or alternate payee
- to return to the plan sponsor excess or erroneous contributions or amounts that Hartford received that were "not in good order"
- to pay the fees of another service provider (e.g., the plan's trustee, third party administrator, consultant, as applicable)
- to return to the applicable individual or financial institution amounts that have been determined to be ineligible for contribution to the plan (e.g., an ineligible rollover contribution or plan-to-plan transfer)
- for amounts withheld in conjunction with federal and state taxes
- to transfer the plan's assets to its new service provider in conjunction with the discontinuance of the plan's Hartford contract and termination of Hartford's services.

In the case of disbursements by check, the period during which Hartford will earn float compensation extends from the business day on which the disbursement request is processed (typically the same day it is received) until the date that the assets associated with the check are transferred from the processing account to the recipient bank. Hartford will continue to earn float compensation while the check remains outstanding (even after the check may be deemed "stale") and the associated amount remains in the processing account until the amounts are transferred from the processing accounts at the fiduciary's direction.

Hartford will generally issue disbursement checks from the processing accounts by the close of business on the business day next following the date on which the disbursement request is processed. Typically, the check is mailed on the business day that comes after the business day on which the check is issued.

Other Circumstances in which Float may be Earned
Apart from the specific circumstances outlined above when Hartford typically earns float compensation on receipts or disbursements, Hartford may earn float compensation in other circumstances not typically encountered in its day-to-day operations. In general, any amounts that remain in the processing accounts for a period of time is subject to short-term investment thereby earning Hartford float compensation until the underlying funds are transferred back to and out of the processing account en route to the appropriate recipient.

Description of Rate of Float Earnings
The rate of return Hartford earns as a result of the short-term investment of amounts held in the processing account varies. Currently, the rate generally approximates the yield on 3-month U.S. Treasury bills. In the past, the approximate average annual earnings rate for the short-term investment pool has been as follows:

2011	0.07%
2010	0.14%
2009	0.40%
2008	2.62%

The investment strategy and the rates of return for the short-term investment pool vary as market conditions change.

Additional Information Available
Please contact your Hartford Client Service Manager with any questions or requests for additional information or contact us at our toll free telephone or address under "For More Information" in the Section of the Disclosure Statement titled "Overview of this Disclosure Statement".

Compensation Hartford Pays to Financial Intermediaries

This Section of the Disclosure Statement contains disclosure about payments we make to broker-dealer firms, financial institutions, insurance agents and others ("Financial Intermediaries") that distribute our Contracts and retirement services programs that we offer for employer-sponsored retirement plans. It also discusses additional payments and compensation we pay to certain selected Financial Intermediaries in connection with these programs,

including incentive cash and non-cash compensation. If you have any questions about these payments, please ask us or your Financial Intermediary representative for more information.

We have entered into selling agreements with Financial Intermediaries, including our own affiliated broker-dealers, Woodbury Financial Services, LLC and Hartford Securities Distribution Company, Inc., to sell the Contracts and retirement services programs. Financial Intermediaries receive compensation as described below:

Commissions We Pay to Financial Intermediaries
We compensate Financial Intermediaries for the sale and service of our products. In most cases, Financial Intermediaries are paid a commission, which may be fixed or based on a percentage of deposits or average net assets (or aged assets) of the contracts attributable to a particular Financial Intermediary. The level of commission payable for the sale and service of our products is determined by Hartford and the Financial Intermediary at the time of the sale. Your Financial Intermediary representative can choose from different levels of commission rates (from lower to higher). A higher rate of commissions may require a higher Program and Administrative charge for your plan or that the Investment Option Menu made available to you to select investment options for your plan is based on a more expensive Fund share class. The commission option selected by your Financial Intermediary representative appears in the Section of this Disclosure Statement titled "Your Plan's Initial Schedule of Fees and Charges" under the table called "Our Expenses for Compensation we pay to Financial Intermediaries".

ERISA Prohibited Transaction Exemption 84-24 (PTE 84-24) requires the disclosure of: (a) The amount of commissions that will be paid relative to the sale of an insurance contract and (b) any charges, fees, discounts, penalties, or adjustments which may be imposed under an insurance contract purchased with plan assets. PTE 84-24 further requires an independent fiduciary acknowledge this disclosure in writing and approve the payment of such amounts on behalf of the plan. You should know that (1) the Financial Intermediary representative identified in the Section of the Installation Booklet titled "Financial Professional Information" is a licensed agent of Hartford, (2) the agent's sales agreement with Hartford does not limit the agent's ability to recommend insurance agreements issued by other insurance companies unless your Financial Intermediary is our affiliated broker-dealer, Hartford Securities Distribution Company, Inc., and (3) if the application for the proposed contract is accepted, projected sales commissions for the first year and each succeeding year will be paid in accordance with the schedule in the table called "Our Expenses for Compensation we pay to Financial Intermediaries" appearing in the Section of this Disclosure Statement titled "Your Plan's Initial Schedule of Fees and Charges".
By signing the Application for Recordkeeping Services, you are acknowledging receipt of the information required to be disclosed to you under PTE 84-24 and approving the payment of the commission described in the table mentioned above and the charges, fees, discounts, penalties, or adjustments described above which may be imposed for this product /program.

Additional Compensation We Pay to Financial Intermediaries
In addition to commissions, certain selected Financial Intermediaries may be eligible for various forms of incentive compensation, including cash and non-cash awards. Such incentive compensation is based on a variety of factors that may include the level of average net assets (or aged assets) invested in the contracts, retention and growth of assets, overall profitability, or other performance measures. Consistent with FINRA Rules, we may also provide cash and non-cash compensation such as: occasional meals and entertainment; occasional tickets to sporting events; nominal gifts; sponsorship of sales contests and/or promotions in which participants receive prizes such as travel awards and merchandise; sponsorship of training and educational events; and/or due diligence meetings. We want you to know that additional compensation creates a potential conflict of interest in the form of an additional financial incentive for a Financial Intermediary to recommend the selection of our Contracts over other contracts. If we pay your Financial Intermediary Additional Compensation it will be described in the table called "Our Expenses for Compensation we pay to Financial Intermediaries" appearing in the Section of this Disclosure Statement titled "Your Plan's Initial Schedule of Fees and Charges".

Other Compensation Hartford Pays to Third Parties

Fees and Compensation Paid to Mesirow Financial Investment Management, Inc.

Fiduciary Assure® Program: Fiduciary Assure is an investment advisory service supported by Mesirow Financial Investment Management, Inc. ("Mesirow Financial"), an investment adviser registered with the SEC under the Investment Advisers Act of 1940. We have a contract with Mesirow Financial under which Mesirow Financial provides services for the Fiduciary Assure Program. Mesirow Financial is not affiliated with us or any of our affiliates.

As more fully discussed under Fiduciary Assure Optional Program Overview in the "Application for Recordkeeping Services" Section of the Installation Booklet, the Fiduciary Assure service is available under our retirement services program to you as plan sponsor, to help you select the investment options for your plan. When you participate in the Fiduciary Assure Program, Mesirow Financial will be an investment adviser to your plan with respect to the investment option selection and monitoring services it provides to your plan under the terms of its Advisory Services Agreement with you. If you elect to participate in Fiduciary Assure, Mesirow Financial will acknowledge that it is acting as a fiduciary under Section 3(21)(A)(ii) of ERISA with respect to your plan and will agree to discharge its duties regarding its services for the selection and monitoring of your plan's investment options on the Elite List or Suggested List in accordance with the standard of care applicable under ERISA as described in your Advisory Services Agreement with Mesirow Financial.

- **No Additional Charge to Your Plan:** The fee for the Fiduciary Assure service is included in the fee for our retirement services program. We will not charge you or the plan an additional fee for electing the Fiduciary Assure service.

- **Compensation We Pay to Mesirow Financial with respect to the Fiduciary Assure Program:** We pay Mesirow Financial an annual fee for its services with respect to the Fiduciary Assure Program. This annual fee is comprised of a flat fee of $300,000 plus an asset-based fee, computed using a tiered scale based on assets from 2.50 basis points to 0.9 basis points.

  √ Based on 2011 reports, we estimate the amount of the total annual fee we paid to Mesirow Financial for its services for 2011 for the Fiduciary Assure service was $1,902,000., which equals approximately 1.817 basis points per participating plan (computed by dividing the total annual fee by the number of plans participating in the Fiduciary Assure Program).

Hartford is not acting as an investment adviser to you or the plan in respect to the services provided by Mesirow Financial. Hartford provides certain administrative and other services to facilitate the services provided by Mesirow Financial. Neither Hartford nor Mesirow has authority, responsibility or discretion with respect to the determination of the investment options under the plan and neither party is authorized to provide any investment advice to a plan participant in connection with the services provided by Mesirow Financial. Mesirow Financial is only authorized to provide investment advice to a plan sponsor in connection with its services.

We also pay Mesirow Financial an annual flat fee for their consulting services to us associated with the Model My Goals asset allocation program as described below:

Model My Goals Program: We have a contract with Mesirow Financial under which Mesirow Financial develops for us certain pre-defined, risk based asset allocation model portfolios in the form of "pie charts" (ranging from Conservative to Aggressive). These are generic model portfolios that describe only asset categories (e.g., Large Cap Domestic Equity, Mid Cap Domestic Equity, Small Cap Domestic Equity, Large Cap International Equity, Domestic Fixed Income, and Cash Equivalent/Principal Focused - Extended Duration), and do not indicate any specific investments or funds for any of the asset categories.

As more fully described under "Model My Goals Asset Allocation Optional Program Overview" in the "Application for Recordkeeping Services" Section of the Installation Booklet, you may make these model portfolios available to your plan participants to help them select investment options for their participant accounts from the investment options you have selected and made available to them in your plan. If you choose to engage a financial professional (not affiliated with us) to assist you by recommending specific investment options from your plan's investment options to populate the models, we will provide you with administrative support services in the form of quarterly, semi-annual or annual rebalancing services on our defined contribution recordkeeping system.

Neither Mesirow Financial nor Hartford acts as a fiduciary to your plan in connection with these model portfolios.

- **Compensation We Pay to Mesirow Financial with respect to the Model Portfolios:** For their services of developing these models and related educational materials for our use with our retirement services programs, we pay Mesirow Financial an annual fee of $125,000.

Other Services: Unrelated to the Fiduciary Assure® Program and Model My Goals® Program, Mesirow Financial or its affiliates also place property or casualty insurance, and have placed annuities or life insurance issued by us or our affiliates. In some cases Mesirow Financial or its affiliates may be compensated for such placement by us or our affiliates; in other cases, Mesirow Financial or its affiliates may be compensated by the purchaser.

Fees and Compensation Paid to Morningstar Associates, LLC

We have a license agreement with Morningstar Associates, LLC for the Advice and Guidance services we offer you. These services are discussed under "Morningstar Retirement Manager Optional Services" in the "Application for Recordkeeping Services" Section of the Installation Booklet.

- We estimate that we paid Morningstar $45.54 per plan for the licensed Guidance and Advisory services in 2011. This estimate is determined by dividing the total fee we paid to Morningstar under our agreement with Morningstar Guidance and Advisory services by the number of plans for which these services were made available in 2011.

We also have a license agreement with Morningstar, Inc. for various information and data such as fund expense ratios, fund performance history, and other data that we use to provide various services, reports, investment option information summaries, and other services and materials to plan sponsors and participants under our retirement services programs.

- We estimate that we paid Morningstar $8.48 per plan for the licensed data services in 2011. This estimate is determined by dividing the total fee we paid to Morningstar under our agreement with Morningstar for data services by the number of plans for which we provided any services using data from Morningstar in 2011.

Fees and Compensation Paid to Reliance Trust Company

We have entered into an agreement with Reliance Trust Company pursuant to which RTC provides fiduciary services to plans, plan sponsors and other organizations and entities providing services or assistance to plans and/or plan sponsors (the "Service Agreement") as part of the retirement services program for the plans. RTC and Hartford are not affiliated. The Service Agreement generally provides for payment by Hartford of the following fees to RTC for plans purchasing a Contract issued by Hartford Life Insurance Company:

- **Directed Trust services:** Annual flat fee of $400 per plan utilizing a Contract issued by Hartford Life Insurance Company, plus a minimum plan set-up fee for negotiated trust documents of $450.
- **Unitization/custodial services for employer stock:** Annual asset based fee equal to 5 basis points (0.0005) of the asset value invested in employer stock subject to a minimum annual fee of $4,500; brokerage commissions and transaction fees ($250 per in-kind contribution, $75 per in-kind distribution) also apply.
- **Unitization/custodial services for fund of funds (fee applies to all aggregate fund of funds accounts):** Annual asset based fee equal to 5 basis points (0.0005) of the asset value up to $25 million and 3 basis points (0.0003) of the asset value greater than $25 million subject to a minimum annual fee of $7,300.
- **Unitization/custodial services for other outside assets (stable value, separate accounts and unique investment options):** Annual asset based fee equal to 5 basis points (0.0005) of the asset value invested in the unitized account subject to a minimum annual fee of $7,300. Brokerage commissions will apply, as applicable.

RTC directly bills Hartford for these fees on a quarterly basis. These fees may be modified or supplemented as agreed by the parties to the Service Agreement.

The trust, custody or other agreement between RTC and a plan sponsor may provide for another schedule of compensation. Under the Service Agreement, we will provide administration services to RTC, and where appropriate act as RTC's agent, for all trustee and custodian administration functions and responsibilities assumed by RTC under the Trust Agreements and Custody Agreements entered into in connection with the Agreements. In some cases, we or one of our affiliates receive "float" earned on deposit and bank accounts maintained in connection with RTC trust or custody arrangements. For more information on Float Compensation, please see the discussion under Float Compensation in the Compensation and Fees Section of this Disclosure Statement. Additionally, for plans that have employer stock as an investment option for which RTC provides unitized accounting services, RTC may receive proprietary research and other brokerage services (collectively referred to as "Research") from certain broker-dealers under "soft dollar" arrangements that comply with Section 28(e) of the Securities Exchange Act of 1934. This type of proprietary research generally does not have an identifiable price. RTC is eligible to receive Research by sending trades and paying commissions to approved executing broker-dealers. Research generally may include, but is not limited to, access to company executives, conferences, analysis, forecasting services, research and road-show visits. The parties listed immediately below are the top five brokers (listed alphabetically) who provided the most significant

amounts of Research to RTC. For a full list of brokers providing Research, please contact RTC directly at (404) 965-7234.

Top Five Brokers Providing Research to Reliance Trust Company		
Assent, LLC	Bank of America/Merrill Lynch	BNY/ConvergEx Group
JonesTrading Institutional Services, LLC	Weeden & Co., LP	

Appendix I - Investment Option Menu Disclosure Chart
Dated as of March 31, 2012

814838 DIVERSIFIED ROOFING & AFFILIL 401K PLAN

Revenue Sharing Received by The Hartford from Underlying Funds (1)							
Investment Options (2)	**Underlying Share Class**	**Average Balance (3)**	**Revenue Sharing Rate (%) Paid to The Hartford(1)**	**Estimated Revenue Sharing Received (4)**	**Underlying Fund Gross Expense Ratio as of the Fund's Year End (5)**	**Separate Acct Charge (6)**	**Estimated Separate Account Fee Dollar Amount (7)**
JPMORGAN PRIME MONEY MKT CASHMGT	CMGT	$95,524	0.00%	$1	0.96%	0.00%	$0
PERKINS MIDCAP VALUE R	R	$21,055	0.75%	$158	1.50%	0.00%	$0
HARTFORD INDEX HLS IB	IB	$22,046	0.50%	$110	0.59%	0.00%	$0
UNALLOCATED GENERAL ACCOUNT		$0	0.00%	$0		0.00%	$0
INVESCO VAN KAMPEN EQ AND IN R	R	$14,072	0.80%	$113	1.06%	0.00%	$0
GOLDMAN SACHS GOVERNMENT INC R	R	$27,441	0.80%	$220	1.24%	0.00%	$0
AMERICAN FUNDS EUROPAC GROWTH R1	R1	$69,952	1.10%	$769	1.62%	0.00%	$0
PRUD JENNISON 20/20 FOCUS R	R	$51,757	0.80%	$414	1.64%	0.00%	$0
IVY LARGE CAP GROWTH R	R	$51,486	0.75%	$386	1.51%	0.00%	$0
MFS INTERNATIONAL VALUE R2	R2	$58,499	0.85%	$497	1.53%	0.00%	$0
GOLDMAN SACHS SM/MIDCAP GROWTH R	R	$28,087	0.80%	$225	1.75%	0.00%	$0
FRANKLIN HIGH INCOME R	R	$28,629	0.50%+ .10% + $12/participant	$472	1.12%	0.00%	$0

814838 DIVERSIFIED ROOFING & AFFILIL 401K PLAN							
Revenue Sharing Received by The Hartford from Underlying Funds (1)							
Investment Options (2)	**Underlying Share Class**	**Average Balance (3)**	**Revenue Sharing Rate (%) Paid to The Hartford(1)**	**Estimated Revenue Sharing Received (4)**	**Underlying Fund Gross Expense Ratio as of the Fund's Year End (5)**	**Separate Acct Charge (6)**	**Estimated Separate Account Fee Dollar Amount (7)**
THE HARTFORD INFLATION PLUS R3	R3	$27,963	0.85%	$238	1.22%	0.00%	$0
BLACKROCK GLOBAL ALLOCATION R	R	$83,731	0.80%	$670	1.49%	0.00%	$0
OPPENHEIMER INTERNATIONAL BOND N	N	$27,194	0.80%	$218	1.65%	0.00%	$0
GOLDMAN SACHS LARGE CAP VALUE R	R	$50,692	0.80%	$406	1.42%	0.00%	$0
GOLDMAN SACHS SMALL CAP VALUE R	R	$36,565	0.80%	$293	1.71%	0.00%	$0
PIMCO TOTAL RETURN R	R	$41,894	0.65%	$272	1.10%	0.00%	$0
THE HARTFORD CAPITAL APPREC R3	R3	$63,801	0.85%	$542	1.41%	0.00%	$0

814838 DIVERSIFIED ROOFING & AFFILIL 401K PLAN

Revenue Sharing Received by The Hartford from Underlying Funds (1)

Investment Options (2)	Underlying Share Class	Average Balance (3)	Revenue Sharing Rate (%) Paid to The Hartford(1)	Estimated Revenue Sharing Received (4)	Underlying Fund Gross Expense Ratio as of the Fund's Year End (5)	Separate Acct Charge (6)	Estimated Separate Account Fee Dollar Amount (7)
THE HARTFORD SMALL COMPANY R3	R3	$20,694	0.85%	$176	1.57%	0.00%	$0
Totals:		$821,081		$6,178			$0

Annual maintenance fee: $0 per year

Per-Participant fee: $0 per year

(1) Revenue Sharing means any compensation paid, directly or indirectly, by a fund company to The Hartford under the terms of an agreement.

(2) Investment Options are the investment choices in the plan as reflected on The Hartford's recordkeeping system as of the effective date of this report.

(3) Average Balance is the average total balance for your plan for the reporting period. The reporting period is the time period that covers the four calendar quarters immediately prior to the effective date of this report. The average is calculated by adding together the plan's average account balance for each quarter in the reporting period and dividing it by the number four. Each quarterly average account balance is calculated by adding together the plan's quarter-end account balance with the plan's prior quarter-end account balance and dividing it by the number two

(4) Estimated Revenue Sharing Received is calculated by multiplying the ***Average Balance*** by the ***Revenue Sharing Rate Paid to The Hartford.***

(5) Underlying Fund Gross Expense Ratio is the amount deducted by the Fund Company from the assets of the underlying fund to pay for investment management fees, distribution and service fees (12b-1 fees), and other fund-related expenses. We say "gross expense ratio" because the amount shown represents the underlying fund's expense ratio before any fee waivers or expense reimbursements, as disclosed in the fund's prospectus or annual report as supplied by a third-party vendor of the fund company.

(6) Separate Account Charge is deducted from the assets of the separate account under the plan's Contract as compensation for The Hartford's services.

(7) Estimated Separate Account Fee Dollar Amount is calculated by multiplying the ***Average Balance*** by the ***Separate Account Charge.***