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
RETIREMENT PLAN FOR EMPLOYEES OF BANKATLANTIC

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 10/14/1959

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

BANKATLANTIC

2100 W. CYPRESS CREEK ROAD
FORT LAUDERDALE, FL 33309

2b Employer Identification Number (EIN) 59-0669712

2c Sponsor's telephone number 954-940-5000

2d Business code (see instructions) 522120

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	STEVEN REEDER
	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")
RETIREMENT COMM. OF BANKATLANTIC

2100 W. CYPRESS CREEK ROAD
FORT LAUDERDALE, FL 33309

3b Administrator's EIN
56-1667418

3c Administrator's telephone number
954-940-5000

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**	1002
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**	173
b	Retired or separated participants receiving benefits	**6b**	230
c	Other retired or separated participants entitled to future benefits	**6c**	542
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	945
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	32
f	Total. Add lines **6d** and **6e**	**6f**	977
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	
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:
1A 1G 1I 3H

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

9a Plan funding arrangement (check all that apply)

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

9b Plan benefit arrangement (check all that apply)

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

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

a Pension Schedules

(1)	X	**R** (Retirement Plan Information)
(2)		**MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
(3)	X	**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)		0	**A** (Insurance Information)
(4)	X		**C** (Service Provider Information)
(5)			**D** (DFE/Participating Plan Information)
(6)			**G** (Financial Transaction Schedules)

SCHEDULE SB (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Single-Employer Defined Benefit Plan Actuarial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500 or 5500-SF.**

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

▶ **Round off amounts to nearest dollar.**

▶ **Caution:** A penalty of $1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan
RETIREMENT PLAN FOR EMPLOYEES OF BANKATLANTIC

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF
BANKATLANTIC

D Employer Identification Number (EIN)
59-0669712

E Type of plan: [X] Single [ ] Multiple-A [ ] Multiple-B

F Prior year plan size: [ ] 100 or fewer [ ] 101-500 [X] More than 500

Part I Basic Information

1	Enter the valuation date: Month 01 Day 01 Year 2011			
2	Assets:			
a	Market value	**2a**		24270107
b	Actuarial value	**2b**		24270107
3	Funding target/participant count breakdown:		**(1)** Number of participants	**(2)** Funding Target
a	For retired participants and beneficiaries receiving payment	**3a**	241	11835665
b	For terminated vested participants	**3b**	535	12279821
c	For active participants:			
	(1) Non-vested benefits	**3c(1)**		0
	(2) Vested benefits	**3c(2)**		7810971
	(3) Total active	**3c(3)**	226	7810971
d	Total	**3d**	1002	31926457
4	If the plan is in at-risk status, check the box and complete lines (a) and (b)	[ ]		
a	Funding target disregarding prescribed at-risk assumptions	**4a**		
b	Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor	**4b**		
5	Effective interest rate	**5**		5.98 %
6	Target normal cost	**6**		235000

Statement by Enrolled Actuary

To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

SIGN HERE

	10/08/2012
Signature of actuary	Date
FREDERIC J. SMITH, F.C.A.	11-01494
Type or print name of actuary	Most recent enrollment number
INGHAM GROUP	305-671-2200
Firm name	Telephone number (including area code)
9155 S. DADELAND BLVD SUITE 1512 MIAMI, FL 33156	
Address of the firm	

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions [ ]

Part II Beginning of year carryover and prefunding balances

		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	0	0
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	0
9	Amount remaining (line 7 minus line 8)	0	0
10	Interest on line 9 using prior year's actual return of 12.59%	0	0
11	Prior year's excess contributions to be added to prefunding balance:		
a	Present value of excess contributions (line 38 from prior year)		51
b	Interest on (a) using prior year's effective rate of 6.55 % except as otherwise provided (see instructions)		3
c	Total available at beginning of current plan year to add to prefunding balance		54
d	Portion of (c) to be added to prefunding balance		54
12	Other reductions in balances due to elections or deemed elections	0	0
13	Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	0	54

Part III Funding percentages

14	Funding target attainment percentage	14	76.01 %
15	Adjusted funding target attainment percentage	15	76.01 %
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	75.11 %
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and liquidity shortfalls

18 Contributions made to the plan for the plan year by employer(s) and employees:

(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
04/13/2011	177376	0			
07/13/2011	177376	0			
09/21/2011	8500000	0			
			Totals ► 18(b)	8854752	18(c) 0

19	Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:		
a	Contributions allocated toward unpaid minimum required contributions from prior years.	19a	0
b	Contributions made to avoid restrictions adjusted to valuation date	19b	0
c	Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	8496799

20 Quarterly contributions and liquidity shortfalls:

a Did the plan have a "funding shortfall" for the prior year? [X] Yes [ ] No

b If 20a is "Yes," were required quarterly installments for the current year made in a timely manner? [X] Yes [ ] No

c If 20a is "Yes," see instructions and complete the following table as applicable:

Liquidity shortfall as of end of quarter of this plan year

(1) 1st	(2) 2nd	(3) 3rd	(4) 4th
0	0	0	0

Part V Assumptions used to determine funding target and target normal cost

21 Discount rate:

a Segment rates:

1st segment:	2nd segment:	3rd segment:	
2.94%	5.82%	6.46 %	☐ N/A, full yield curve used

b Applicable month (enter code)	**21b**	0
22 Weighted average retirement age	**22**	65

23 Mortality table(s) (see instructions) ☒ Prescribed - combined ☐ Prescribed - separate ☐ Substitute

Part VI Miscellaneous items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment.	☐ Yes	☒ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment.	☐ Yes	☒ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment.	☒ Yes	☐ No

27 If the plan is eligible for (and is using) alternative funding rules, enter applicable code and see instructions regarding attachment	**27**	

Part VII Reconciliation of unpaid minimum required contributions for prior years

28 Unpaid minimum required contributions for all prior years	**28**	0
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a)	**29**	0
30 Remaining amount of unpaid minimum required contributions (line 28 minus line 29)	**30**	0

Part VIII Minimum required contribution for current year

31 Target normal cost and excess assets (see instructions):

a Target normal cost (line 6)	**31a**	235000
b Excess assets, if applicable, but not greater than 31a	**31b**	0

32 Amortization installments:

	Outstanding Balance	Installment
a Net shortfall amortization installment	7656350	1239534
b Waiver amortization installment	0	0

33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	**33**	
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)	**34**	1474534

	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement			0

36 Additional cash requirement (line 34 minus line 35)	**36**	1474534
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	**37**	8496799

38 Present value of excess contributions for current year (see instructions)

a Total (excess, if any, of line 37 over line 36)	**38a**	7022265
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	**38b**	0
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	**39**	0
40 Unpaid minimum required contributions for all years	**40**	0

Part IX Pension funding relief under Pension Relief Act of 2010 (see instructions)

41 If a shortfall amortization base is being amortized pursuant to an alternative amortization schedule:

a Schedule elected ☒ 2 plus 7 years ☐ 15 years

b Eligible plan year(s) for which the election in line 41a was made ☐ 2008 ☒ 2009 ☐ 2010 ☐ 2011

42 Amount of acceleration adjustment	**42**	0
43 Excess installment acceleration amount to be carried over to future plan years	**43**	0

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
RETIREMENT PLAN FOR EMPLOYEES OF BANKATLANTIC

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
BANKATLANTIC

D Employer Identification Number (EIN)
59-0669712

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).. . . . . [X] 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

AMERICAN FUNDS
P.O. BOX 2280
NORFOLK, VA 23501-2280

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

CALAMOS FUNDS
2020 CALAMOS COURT
NAPERVILLE, IL 60563-2787

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

FRANKLIN TEMPLETON
100 FOUNTAIN PARKWAY
ST. PETERSBURG, FL 33716

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

COLUMBIA FUNDS
227 W MONROE
SUITE 3000
CHICAGO, IL 60606

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

DAVIS FUNDS

2949 E. ELVIRA ROAD
SUITE 101
TUCSON, AZ 85756

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

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

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

UBS FINANCIAL SERVICES, INC.

1285 AVENUE OF THE AMERICAS
NEW YORK, NY 10019

(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?
54	NONE	109227	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

UBS FINANCIAL SERVICES, INC.

1285 AVENUE OF THE AMERICAS
NEW YORK, NY 10019

(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?
63	NONE	0	Yes [X] No [ ]	Yes [ ] No [X]	56939	Yes [ ] No [X]

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

INGHAM GROUP

9155 S. DADELAND BLVD.
MIAMI, FL 33156

(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?
11	NONE	52900	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

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

GOLDSTEIN ZUGMAN WEINSTEIN & POOLE

701 WEST CYPRESS CREEK ROAD
SUITE 300
FORT LAUDERDALE, FL 33309

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
10	NONE	9000	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

ANTHONY SEGRETO

2100 WEST CYPRESS CREEK ROAD
FORT LAUDERDALE, FL 33309

(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?
25	NONE	9000	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

BRUNO DIGIULIAN

2100 WEST CYPRESS CREEK ROAD
FORT LAUDERDALE, FL 33309

(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?
25	NONE	9000	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

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

STERNS WEAVER MILLER WEISSLER

MUSEUM TOWER 150 WEST FLAGLER ST
MIAMI, FL 33130

(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?
29	NONE	2356	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

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

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
UBS	63	9636

(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.
AMERICAN FUNDS P.O. BOX 2280 NORFOLK, VA 23501-2280	RATE OF .206% OF BALANCE OF ASSETS HELD

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
UBS	63	11397

(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.
CALAMOS FUNDS 2020 CALAMOS COURT NAPERVILLE, IL 60563-2787	RATE OF .210% OF BALANCE OF ASSETS HELD

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
UBS	63	7139

(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.
COLUMBIA FUNDS 227 WEST MONROE CHICAGO, IL 60606	RATE OF .164% OF BALANCE OF ASSETS HELD

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
UBS	63	5441

(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.
THE DAVIS FUNDS 2949 E. ELVIRA ROAD TUCSON, AZ 85756	RATE OF .341% OF BALANCE OF ASSETS HELD

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
UBS	63	8622

(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.
FRANKLIN TEMPLETON 100 FOUNTAIN PARKWAY ST PETERSBURG, FL 33716	RATE OF .173% OF BALANCE OF ASSETS HELD

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
UBS	63	1940

(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.
JP MORGAN 270 PARK AVENUE NEW YORK, NY 10017-2014	RATE OF .111% OF BALANCE OF ASSETS HELD

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
UBS	63	3052

(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.
NEUBERGER BERMAN 605 THIRD AVENUE NEW YORK, NY 10158-0006	RATE OF .154% OF BALANCE OF ASSETS HELD

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
UBS	63	4779

(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.
OPPENHEIMER FUNDS 6803 SOUTH TUCSON WAY CENTENNIAL, CO 80112	RATE OF .201% OF BALANCE OF ASSETS HELD

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
UBS	63	3737

(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.
VIRTUS INVESTMENT PARTNERS 101 MUNSON STREET GREENFIELD, MA 01301	RATE OF .204% OF BALANCE OF ASSETS HELD

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

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

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

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

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE H (Form 5500)

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
RETIREMENT PLAN FOR EMPLOYEES OF BANKATLANTIC

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
BANKATLANTIC

D Employer Identification Number (EIN)
59-0669712

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)	457794	798711
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)	608122	369350
(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)		
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	23199840	30872685
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	24265756	32040746
Liabilities			
g Benefit claims payable	1g		
h Operating payables	1h	10549	3369
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through1j)	1k	10549	3369
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	24255207	32037377

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)	8854752	
(B) Participants	2a(1)(B)		
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		8854752
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	567	
(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)		
(F) Other	2b(1)(F)		
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		567
(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	781595	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		781595
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)	193579	
(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)		193579

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)	-577384	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		-577384
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		9253109
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	1284585	
(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)		1284585
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)	64256	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	122098	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		186354
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		1470939
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		7782170
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: GOLDSTEIN ZUGMAN WEINSTEIN & POOLE (2) EIN: 20-0453834

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		2000000
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**			
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
RETIREMENT PLAN FOR EMPLOYEES OF BANKATLANTIC

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
BANKATLANTIC

D Employer Identification Number (EIN)
59-0669712

Part I Distributions

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

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

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

EIN(s): 59-6124080

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** 17

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

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

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

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

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

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

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

c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount) **6c**

If you completed line 6c, skip lines 8 and 9.

7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? ..... ☐ **Yes** ☐ **No** ☒ **N/A**

Part III Amendments

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

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

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? ..... ☐ **Yes** ☐ **No**

11 a Does the ESOP hold any preferred stock? ..... ☐ **Yes** ☐ **No**

b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.) ..... ☐ **Yes** ☐ **No**

12 Does the ESOP hold any stock that is not readily tradable on an established securities market? ..... ☐ **Yes** ☐ **No**

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

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

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

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

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

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

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

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

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

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

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

a Enter the percentage of plan assets held as:
Stock: 72.0% Investment-Grade Debt: 25.0% High-Yield Debt: 0.0% Real Estate: 0.0% Other: 3.0%

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):

RETIREMENT PLAN FOR EMPLOYEES OF

BANKATLANTIC

FINANCIAL STATEMENTS

DECEMBER 31, 2011 AND 2010

AND INDEPENDENT AUDITORS' REPORT

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December 31, 2011 and 2010

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SUPPLEMENTAL SCHEDULE

Schedule H, Line 4(i) - Schedule of Assets (Held at End of Year) as of December 31, 2011	15

GOLDSTEIN, ZUGMAN,
WEINSTEIN & POOLE, LLC
Certified Public Accountants and Consultants

Irving L. Goldstein, CPA, PA
David B. Zugman, CPA, PA
Frederick S. Weinstein, CPA, PA
Keenan L. Poole, CPA, PA
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INDEPENDENT AUDITORS' REPORT

October 3, 2012

Trustees of the Retirement
Plan for Employees of
BankAtlantic
Fort Lauderdale, Florida

We have audited the accompanying statements of net assets available for benefits of the Retirement Plan for Employees of BankAtlantic as of December 31, 2011 and 2010, and the related statements of changes in net assets available for benefits for the years then ended. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

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

In our opinion, the financial statements referred to above present fairly, in all material respects, information regarding the Retirement Plan for Employees of BankAtlantic's net assets available for benefits as of December 31, 2011, and changes therein for the year then ended and its financial status as of December 31, 2010, and changes therein for the year then ended in conformity with accounting principles generally accepted in the United States of America.

Our audits were conducted for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedule, Schedule H, Line 4(i), Schedule of Assets (Held At End of Year) as of December 31, 2011 on page 15 is presented for the purpose of additional analysis and is not a required part of the basic financial statements, but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Such information is the responsibility of the Plan's management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audits of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepared the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the financial statements as a whole.

Goldstein Zugman Weinstein & Poole, LLC

Goldstein, Zugman, Weinstein & Poole, LLC

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STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

	December 31, 2011	December 31, 2010
ASSETS		
Investments at fair value:		
Mutual funds	$ 30,872,685	$ 23,199,840
Common stocks	369,350	608,122
	31,242,035	23,807,962
Cash and Cash Equivalents:		
Checking account	94,848	104,303
Money Market funds	703,863	353,491
	798,711	457,794
TOTAL ASSETS	32,040,746	24,265,756
LIABILITIES		
Accrued expenses	3,369	10,549
NET ASSETS AVAILABLE FOR BENEFITS	$ 32,037,377	$ 24,255,207

See accompanying notes.

EXHIBIT A

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

	Years Ended December 31, 2011	2010
ADDITIONS TO NET ASSETS		
Investment income:		
Net appreciation (depreciation) in fair value of investments	$ (383,803)	$ 2,389,712
Interest	14	47
Dividends	781,596	570,843
Other income	553	4,952
Total Investment Income	398,360	2,965,554
Contributions:		
Employer	8,854,752	781,009
Total Additions	9,253,112	3,746,563
DEDUCTIONS FROM NET ASSETS		
Benefits paid directly to participants	1,284,588	1,203,235
Administrative expenses	186,354	233,024
Total Deductions	1,470,942	1,436,259
NET INCREASE	7,782,170	2,310,304
Net assets available for benefits at the beginning of the year	24,255,207	21,944,903
NET ASSETS AVAILABLE FOR BENEFITS AT THE END OF THE YEAR	$ 32,037,377	$ 24,255,207

See accompanying notes.

EXHIBIT B

NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2011 AND 2010

NOTE 1: DESCRIPTION OF PLAN

The following brief description of the Retirement Plan for Employees of BankAtlantic (the "Plan") is provided for general information purposes only. Participants should refer to the Plan agreement and amendments for a more complete description of the Plan's provisions.

General – The Plan is a defined benefit pension plan. It is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA) as amended and subsequent acts pertaining to employee retirement plans.

A description of the Plan is included with the actuarial valuation report from the actuaries. Readers should refer to the report from the actuaries and/or to the Retirement Trust Agreement (the "Trust") for detailed information about the Plan. As permitted under the Plan, the Plan was frozen as to additional benefits by corporate resolution on December 14, 1998 and effective January 1, 1999. Participants have not accrued service benefits beyond December 31, 1998. The Plan was amended to provide for full and immediate vesting of accrued benefits for active employees on December 31, 1998 and those employees who were terminated as a result of the Reduction In Force Program implemented by the Employer on or about December 15, 1998. Branch Banking and Trust Company (see Note 13) is obligated to fund future pension expense based on future actual Plan returns and actuarial values of the Plan obligations incurred prior to January 1, 1999.

Pension Benefits - Service was credited for benefit accrual purposes for each plan year in which 1,000 hours of service was earned. A pro-rata partial year was earned in the years of employment and of termination of service. Service prior to January 1, 1999 was measured in complete calendar months. No service will be credited for periods of employment after December 31, 1998.

The normal form of retirement income is monthly payments beginning with the participant's date of normal, early, or delayed retirement with final payments due in the month in which death occurs or the 120th payment, whichever is later. Optional forms of retirement income may be elected by a participant include increased income payable for life only; reduced income payable during the remaining lifetime of the participant with 50% of such amount payable during the remaining lifetime, if any, of the participant's designed beneficiary following date of death; or a single lump sum distribution to participants who retire on or after age 70 with at least 15 years of service.

Death and Disability Benefits - Upon the death of a participant who is vested or has a permanent disability, and who has not yet had an annuity starting date, the participant's spouse shall be entitled to a qualified joint and survivor annuity. A non-spouse beneficiary shall be entitled to a pre-retirement benefit which is actually equivalent to a qualified pre-retirement survivor annuity assuming a spouse of equal age. The benefit payable to the surviving spouse of a married participant shall be at least as valuable as the benefit payable to a non-spouse beneficiary. If a participant becomes totally and permanently disabled prior to his normal retirement date, he will be entitled to receive a monthly disability retirement income commencing as of normal retirement date.

NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2011 AND 2010

NOTE 2: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER MATTERS

Date of Management's Review – Subsequent events were evaluated through October 3, 2012, which is the date the financial statements were available to be issued.

Basis of Accounting - The accompanying financial statements are prepared on the accrual basis of accounting, except that benefits are recorded when paid. Unrealized gains or losses as a result of changes in market value are recorded in income of the current period. The following is a comparison of the fair value of all assets at December 31:

	2011	2010
Mutual Funds:		
Stock	$ 18,461,728	$ 8,301,283
Global	5,917,096	3,564,127
Balanced	6,493,861	11,334,430
Total mutual funds	30,872,685	23,199,840
Securities:		
Common stocks	369,350	608,122
Cash and cash equivalents:		
Checking	94,848	104,303
Money market funds and interest-bearing accounts	703,863	353,491
Total cash and cash equivalents	798,711	457,794
TOTAL ASSETS	$ 32,040,746	$ 24,265,756

Actuarial Present Value of Accumulated Plan Benefits - Accumulated plan benefits are those future periodic payments, including lump-sum distributions that are attributable under the Plan's provisions to the service employees have rendered. Accumulated plan benefits include benefits expected to be paid to (a) retired or terminated employees or their beneficiaries, (b) beneficiaries of employees who have died, and (c) present employees or their beneficiaries.

The actuarial present value of accumulated plan benefits is determined by an actuary and is that amount that results from applying actuarial assumptions to adjust the accumulated plan benefits.

The reader should refer to the report from the actuary for a detailed description of the actuarial assumptions used in the valuation and the factors affecting the year-to-date change.

NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2011 AND 2010

NOTE 2: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER MATTERS (continued)

The following is a schedule of the accumulated benefits and changes in accumulated benefits as computed and submitted by the actuary at January 1:

	2011	2010
ACCUMULATED BENEFITS		
Vested benefits:		
Participants currently receiving benefits	$ 12,069,439	$ 11,388,857
Participants due deferred benefits	13,525,599	12,211,158
Participants entitled to future benefits	8,380,186	7,774,569
	33,975,224	31,374,584
Non-vested benefits	0	0
Total Actuarial Present Value of Accumulated Plan Benefits	$ 33,975,224	$ 31,374,584
CHANGES IN ACCUMULATED PLAN BENEFITS		
Actuarial present value of accumulated benefits - beginning of year	$ 31,374,584	$ 31,150,018
Increase (decrease) attributable to:		
Benefits paid	(1,284,588)	(1,203,235)
Other, including benefits accumulated, and increase for interest due to decrease in the discount period	3,885,228	1,427,801
Total Actuarial Present Value of Accumulated Plan Benefits-End of Year	$ 33,975,224	$ 31,374,584

Estimates - The preparation of financial statements in conformity with generally accepted accounting principles requires the plan administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results may differ from those estimates.

Administrative Expenses - The Plan shall pay for all administrative expenses unless specifically provided for by the employer.

Investment Valuation and Income Recognition – Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 4 for a discussion of fair value measurements.

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

Payment of Benefits – Benefit payments to participants are recorded upon distribution.

NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2011 AND 2010

NOTE 3: FUNDING POLICY

No contribution is required of any participants. The employer intends, but does not guarantee, to make annual contributions in amounts at least equal to the amounts, if any, required to meet the minimum funding requirements, as specified in the actuary's valuation reports for the applicable periods of time. During the years ended December 31, 2011 and 2010, the employer contributed $8,854,752 and $781,009 to the Plan, respectively.

The following payments have been funded:
1 – On April 13, 2011, $177,376 was paid.
2 – On July 13, 2011, $177,376 was paid.
3 – On September 21, 2011, $8,500,000 was paid

During the year ending December 31, 2012, the employer plans to contribute $485,823 to the plan. Payments are as follows:

	Due date	Amount
1st Quarterly contribution (2012)	04/13/2012	$161,941 [1]
2nd Quarterly contribution (2012)	07/13/2012	161,941 [2]
3rd Quarterly contribution (2012)	10/15/2012	161,941
Total contribution due in 2012		485,823
4th Quarterly contribution (2012)	01/15/2013	161,941
Remainder annual contribution (2012)	09/13/2013	102,956
Grand total		$750,720

The following payments have been funded:
1 – On April 12, 2012, $161,941 was paid.
2 – On July 12, 2012, $161,941 was paid

NOTE 4: 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 its valuation methods are appropriate and consistent with other market participants, the use of the 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. This hierarchy consists of three broad levels: Level 1 inputs consist of unadjusted quoted prices in active markets fort 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 the available inputs of measure the fair value of its investment. When available, the Plan measures fair value using Level 1 inputs because they generally provide the most reliable evidence of fair value. Level 3 inputs were used only when Level 1 or Level 2 inputs were not available. The three levels of the fair value hierarchy are described as follows:

Level 1 inputs to the valuation methodology are quoted prices (unadjusted) for identical assets or liabilities in active markets that the plan has the ability to access at the measurement date.

Level 2 inputs to the valuation methodology include the following:
- Quoted prices for similar assets or liabilities in active markets.
- Quoted prices for identical or similar assets or liabilities in inactive markets.
- Inputs other than quoted prices that are observable for the asset or liability, either directly or indirectly.
- Inputs that are derived principally from, or corroborated by, observable market data by correlation or other means.

NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2011 AND 2010

NOTE 4: FAIR VALUE MEASUREMENTS (continued)

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

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

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

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

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

Common stocks: Valued at the closing price reported on the active market on which the individual securities are traded.

		Fair Value Measurements at Reporting Date Using:		
	Fair Value	Quoted Prices in Active Markets For Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
December 31, 2011				
Shares of registered investment companies	$30,872,685	$30,872,685		
Common stocks	369,350	369,350		
Totals	$31,242,035	$31,242,035	$ 0	$ 0
December 31, 2010				
Shares of registered investment companies	$23,199,840	$23,199,840		
Common stocks	608,122	608,122		
Totals	$23,807,962	$23,307,962	$ 0	$ 0

NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2011 AND 2010

NOTE 5: INVESTMENTS

The fair market values of individual assets that represent 5% or more of the Plan net assets are as follows:

	As of December 31,	
	2011	**2010**
American Funds Income Fund of America CL A	N/A	2,136,208
Calamos Growth & Income Fund CL A	1,934,865	N/A
Calamos Convertible Fund Class A	N/A	1,574,105
Columbia Dividend Opportunity Fund A	2,380,644	N/A
Davis New York Venture Fund CL A	N/A	2,442,017
FT Mutual Shares A	2,035,954	N/A
FT- Franklin Income A	1,604,652	1,663,058
Hartford Checks and Balances A	N/A	1,625,458
JP Morgan Equity Income Fund Class A	1,754,290	N/A
Neuberger Berman Equity Income CL A	1,984,034	N/A
Prudential Jennison Equity Income Fund A	1,880,395	N/A
Virtus Mid-Cap Value Fund Class A	N/A	1,272,546

NOTE 6: PLAN TERMINATION

Although they have not expressed any intent to do so, the Trustees have the right under the Plan to terminate the Plan subject to the provision of ERISA.

Upon the termination (including a partial termination) of this Plan, the retirement benefits as of the date of determination of the Participants to whom the termination relates shall be nonforfeitable (to the extent funded) without any formal action.

If this Plan is terminated, benefits to Participants and their Beneficiaries shall be paid in accordance with Section 4044 of ERISA and, if applicable, Section 414(1) of the Internal Revenue Code.

If this Plan is terminated and value of the Trust Fund exceeds the value of benefits allocable to Participants and their Beneficiaries, the amount of the excess shall be repaid to the Employers in accordance with the directions of the Plan Administrator. If the plan is terminated, the Plan Administrator shall continue to function and may fill any vacancies which may occur in its own membership (if the Board fails to do so) until the Trustee has rendered its final account and that account has been approved.

Neither this Plan nor the Trust may be merged or consolidated with, nor may its assets or liabilities be transferred to any other Plan or Trusts, unless each Participant would receive a benefit immediately after the merger, consolidation or transfer, which is equal to or greater than the benefit the Participant would have been entitled to receive immediately before the merger, consolidation or transfer of this Plan.

There are two ways an employer can terminate its pension plan. The employer can end the plan in a "standard termination" but only after showing the Pension Benefit Guaranty Corporation (PBGC) that the plan has enough money (fully funded) to pay all benefits owed to participants. The plan must either purchase an annuity from an insurance company (which will provide you with lifetime benefits when you retire) or, if your plan allows, issue one lump-sum

NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2011 AND 2010

NOTE 6: PLAN TERMINATION (continued)

payment that covers your entire benefit. Before purchasing your annuity, your plan administrator must give you advance notice that identifies the insurance company (or companies) that your employer may select to provide the annuity. The PBGC's guarantee ends when your employer purchases your annuity or gives you the lump-sum payment.

If the plan is not fully-funded, the employer may apply for a distress termination if the employer is in financial distress. To do so, however, the employer must prove to a bankruptcy court or to the PBGC that the employer cannot remain in business unless the plan is terminated. If the application is granted, the PBGC will take over the plan as trustee and pay plan benefits, up to the legal limits, using plan assets and PBGC guarantee funds.

NOTE 7: CONCENTRATION OF CREDIT RISK

Financial instruments that potentially subject the Plan to concentrations of credit risk consist principally of investments in mutual funds.

The Plan maintains its cash balances with BankAtlantic, the sponsor of the Plan, located in Fort Lauderdale, Florida. The balances are insured by the Federal Deposit Insurance Corporation up to $250,000. At December 31, 2011, the Plan had no uninsured cash balances.

NOTE 8: TAX STATUS

The Internal Revenue Service has determined and informed the Company by a letter dated August 28, 2009, that the Plan is designed in accordance with applicable sections of the Internal Revenue Code (IRC). The Plan has been amended since receiving the determination letter. However, the Plan administrator and the Plan's tax counsel believe that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC.

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

NOTE 9: 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 the amounts reported in the statement of net assets available for benefits.

Plan contributions, if any, are made and the actuarial present value of accumulated plan benefits are reported based on certain assumptions pertaining to interest rates, inflation rates and employee demographics, all of which are subject to change. Due to uncertainties inherent in the estimations and assumption process, it is at least reasonably possible that changes in these estimates and assumptions in the near term would be material to the financial statements.

NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2011 AND 2010

NOTE 10: OBLIGATIONS AND FUNDED STATUS

At December 31

	Pension Benefits	
	2011	**2010**
Change in benefit obligation		
Benefit obligation at beginning of year	$ 33,965,785	$ 31,374,584
Interest cost	1,828,060	1,838,943
Actuarial (gain) loss	6,064,807	1,955,493
Benefits paid	(1,284,588)	(1,203,235)
Benefit obligation at end of year	40,574,064	33,965,785
Change in plan assets		
Fair value of plan assets at beginning of year	24,255,207	21,944,903
Actual return on plan assets	212,005	2,732,530
Employer contribution	8,854,752	781,009
Benefits paid	(1,284,588)	(1,203,235)
Fair value of Plan assets at end of year	32,037,376	24,255,207
Funded status at end of year	(8,536,688)	(9,710,578)
Amounts recognized in the statement of financial position consist of:		
Current asset /(liability)	$ (8,536,688)	$ (9,710,578)

The accumulated benefit obligation for all defined benefit pension plans was $40,574,064 and $33,965,785 at December 31, 2011 and 2010, respectively.

Information for pension plans with an accumulated benefit obligation in excess of plan assets

	December 31,	
	2011	**2010**
Projected benefit obligation	$ 40,574,064	$ 33,965,785
Accumulated benefit obligation	40,574,064	33,965,785
Fair value of plan assets	32,037,376	24,255,207

NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2011 AND 2010

NOTE 10: OBLIGATIONS AND FUNDED STATUS (continued)

Components of Net Periodic Benefit Cost and Other Amounts Recognized in Other Comprehensive Income

	Pension Benefits	
	2011	2010
Net Periodic Benefit Cost		
Service cost	$ 0	$ 0
Interest cost	1,691,024	1,828,060
Expected return on plan assets	(2,657,103)	(2,000,694)
Amortization of prior service cost	0	0
Amortization of net loss	1,018,406	1,283,281
Net periodic benefit cost	$ 52,327	$ 1,110,647

Assumptions

Weighted-average assumptions used to determine benefit obligations at December 31

	2011		2010	
Discount rate	4.25	%	5.50	%
Rate of compensation increase	N/A		N/A	

Weighted-average assumptions used to determine net periodic benefit cost for years ended December 31

	2011		2010	
Discount rate	4.25	%	5.50	%
Expected long-term return on plan assets	8.50		8.50	
Rate of compensation increase	N/A		N/A	

Actuarial estimates and assumptions are based on various market factors and are evaluated on an annual basis, and changes in such assumptions may impact future pension costs. The discount rate assumption is based on rates of high quality corporate bonds. The expected long-term rate was estimated using historical long-term returns based on the expected asset allocations. Current participant data was used for the actuarial assumptions for the years ended December 31, 2011 and 2010.

NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2011 AND 2010

NOTE 11: PLAN ASSETS

BankAtlantic Pension plan weighted-average asset allocations at December 31, 2011 and 2010, by asset category are as follows:

	Plan Assets At December 31			
	2011		2010	
Asset Category				
Equity securities	77	%	72	%
Debt securities	20		25	
Real estate	0		0	
Cash	3		3	
Total	100	%	100	%

The Plan's investment policies and strategies are to invest in mutual funds that are rated with at least a 3-star rating awarded by Morningstar at the initial purchase. If a fund's Morningstar rating falls below a 3-star rating after an initial purchase, it is closely monitored to ensure that its under-performance can be attributed to market conditions rather than fund management deficiencies. Fund manager changes or changes in fund objectives could be cause for replacement of any mutual fund. The Plan also maintains an aggressive growth investment category which includes investments in equity securities. Both public and private securities are eligible for this category of investment, but no more than 5% of total Plan assets at the time of the initial investment may be invested in any one company. Beyond the initial cost limitation (5% at time of purchase), there will be no limitation as to the percentage that any one investment can represent if it is achieved through growth. As a means to reduce negative market volatility, and to invoke a sell discipline for concentrated positions, the Plan has a strategy of selling call options against certain stock positions within the portfolio when considered timely. At December 31, 2011, 1.2% of the Plan's assets were invested in the aggressive growth category.

The Plan's targeted asset allocation was 77% equity securities, 20% debt securities, and 3% cash during the year ended December 31, 2011. A rebalancing of the portfolio takes place on a quarterly basis when there has been a 5% or greater change from the prevailing benchmark allocation. The targeted asset allocation for 2012 is 72% equity securities, 25% debt securities, and 3% cash.

NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2011 AND 2010

NOTE 12: CASH FLOW

Estimated Future Benefit Payments

The following benefit payments, which reflect expected future service, as appropriate, are expected to be paid:

	Pension Benefits
2012	$ 1,587,039
2013	1,640,693
2014	1,707,578
2015	1,866,473
2016	1,932,564
Years 2017-2021	10,582,526

NOTE 13: SUBSEQUENT EVENT

By virtue of the merger of BankAtlantic FSB into Branch Banking and Trust Company, effective July 31, 2012, Branch Banking and Trust Company became the Plan Sponsor.

SUPPLEMENTAL SCHEDULE

SUPPLEMENTAL SCHEDULE

EIN: 59-0669712 – PLAN NO. 001

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

AS OF DECEMBER 31, 2011

(b)	(c)			(d)	(e)
Identity of Issue, Borrower, Lessor or Similar Party	Description of investment including maturity date, rate of interest, collateral, par or maturity value			Cost	Current value
AMERICAN FUNDS AMCAP FUND CL A	Mutual Fund	37,584.714	Shares	701,187	707,720
AMERICAN FUNDS NEW WORLD FUND CL A	Mutual Fund	8,974.791	Shares	470,954	413,917
AMERICAN FUNDS WASHINGTON MUTUAL	Mutual Fund	48,534.627	Shares	1,318,819	1,378,383
AMERICAN FUNDS INCOME FUND OF AMERICA CL A	Mutual Fund	95,223.979	Shares	1,560,106	1,595,954
AMERICAN FDS NEW PERSPECTIVE FUND CL A	Mutual Fund	22,078.845	Shares	614,161	577,583
CALAMOS GLOBAL GROWTH & INCOME FD A	Mutual Fund	141,597.306	Shares	1,509,010	1,479,692
CALAMOS GROWTH FUND CLASS A	Mutual Fund	13,829.195	Shares	729,231	641,536
CALAMOS GROWTH & INCOME FD CL A	Mutual Fund	62,922.428	Shares	1,952,909	1,934,865
CALAMOS CONVERTIBLE FUND CLASS A	Mutual Fund	80,352.453	Shares	1,574,105	1,374,830
COLUMBIA ACORN FUND CLASS A	Mutual Fund	44,947.015	Shares	1,279,625	1,196,939
COLUMBIA CONTRARIAN CORE FUND CL A	Mutual Fund	32,564.673	Shares	454,727	446,787
COLUMBIA DIVIDEND OPPORTUNITY FUND A	Mutual Fund	297,580.453	Shares	2,349,083	2,380,644
COLUMBIA SMALLCAP CORE FUND A	Mutual Fund	22,506.829	Shares	336,872	324,548
DAVIS NEW YORK VENTURE FD CL A	Mutual Fund	49,132.606	Shares	1,633,481	1,596,810
FT MUTUAL GLOBAL DISCOVERY A	Mutual Fund	49,881.792	Shares	1,409,513	1,353,792
FT MUTUAL SHARES A	Mutual Fund	102,774.036	Shares	2,069,501	2,035,954
FT-FRANKLIN INCOME A	Mutual Fund	764,119.973	Shares	1,628,414	1,604,652
JP MORGAN EQUITY INCOME FUND CL A	Mutual Fund	189,653.004	Shares	1,749,488	1,754,290
NEUBERGER BERMAN EQUITY INCOME CL A	Mutual Fund	179,713.260	Shares	1,962,740	1,984,034
OPPENHEIMER DEVELOPING MARKETS FUND CL A	Mutual Fund	13,514.280	Shares	467,731	396,239
OPPENHEIMER GLOBAL FUND CL A	Mutual Fund	12,922.592	Shares	761,511	698,337
OPPENHEIMER GLOBAL OPPORTUNITIES FD CL A	Mutual Fund	22,273.899	Shares	644,986	597,609
OPPENHEIMER RISING DIVIDENDS FUND CL A	Mutual Fund	43,859.402	Shares	671,087	687,715
PRUDENTIAL JENNISON EQUITY INCOME FUND A	Mutual Fund	145,541.373	Shares	1,925,242	1,880,395
VIRTUS EMERGING MKTS OPPORTUNITIES FUND	Mutual Fund	47,705.801	Shares	414,042	402,637
VIRTUS MID-CAP VALUE FUND CLASS A	Mutual Fund	60,535.555	Shares	1,321,810	1,426,823
ALKERMES INC	Common Stock	1,000	Shares	12,280	17,360
AMGEN INC	Common Stock	5,400	Shares	296,460	346,734
CELLDEX THERAPEUTICS, INC	Common Stock	83	Shares	342	216
SANOFI-AVENTIS	Rights	4,200	Rights	0	5,040
ICOS CLINICAL PARTNERS L.P.	Common Stock	1	Unit	0	0
TOTAL INVESTMENTS				$31,819,417	$31,242,036

See accompanying independent auditors' report.

Schedule SB, line 26 –
Schedule of Active Participant Data

Retirement Plan for Employees of BankAtlantic
59-0669712 / 001
Plan Year: 01/01/2011 through 12/31/2011

Completed Years of Service

	Under 1	1 to 4	5 to 9	10 to 14	15 to 19	20 to 24	25 to 29	30 to 34	35 to 39	40 & Over
Age										
Under 25	0	0	0	0	0	0	0	0	0	0
25 to 29	0	0	0	0	0	0	0	0	0	0
30 to 34	0	0	0	5	4	0	0	0	0	0
35 to 39	0	0	0	4	6	1	0	0	0	0
40 to 44	0	0	0	12	6	7	1	0	0	0
45 to 49	0	0	0	15	11	13	11	0	0	0
50 to 54	0	0	0	15	8	9	13	1	0	0
55 to 59	0	0	0	10	7	12	1	2	1	0
60 to 64	0	0	0	13	11	5	3	3	2	0
65 to 69	0	0	0	6	1	2	2	0	1	0
70 & over	0	0	0	1	1	0	0	0	0	0
Totals	**0**	**0**	**0**	**81**	**55**	**49**	**31**	**6**	**4**	**0**

Schedule SB, Part V –
Statement of Actuarial Assumptions/Methods

Retirement Plan for Employees of BankAtlantic
59-0669712 / 001
Plan Year: 01/01/2011 through 12/31/2011

A. Actuarial Assumptions

1. Interest

Segment Rate 1: 2.94%
Segment Rate 2: 5.82%
Segment Rate 3: 6.46%

Effective Rate: 5.98%

2. Mortality: RP-2000 Mortality Table Projected to 2011

3. Assumed Retirement Age: 65

4. Rate Withdrawal: Table as illustrated below

Annual Rate per Thousand Employees

Age	Males	Females
25	25.9	44.9
30	19.5	25.9
40	8.1	13.8
50	1.7	4.8
55	0.0	1.7

5. Salary Scale: None

6. Expense Loading: $235,000

B. Valuation of Plan Assets: The actuarial value of assets is equal to the fair market value of assets.

SCHEDULE SB (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Single-Employer Defined Benefit Plan Actuarial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code).

▶ File as an attachment to Form 5500 or 5500-SF.

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

▶ Round off amounts to nearest dollar.

▶ Caution: A penalty of $1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan
RETIREMENT PLAN FOR EMPLOYEES OF BANKATLANTIC

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF
BANKATLANTIC

D Employer Identification Number (EIN)
59-0669712

E Type of plan: [X] Single [ ] Multiple-A [ ] Multiple-B

F Prior year plan size: [ ] 100 or fewer [ ] 101-500 [X] More than 500

Part I Basic Information

1 Enter the valuation date: Month 01 Day 01 Year 2011

2 Assets:

a	Market value	2a	24270107
b	Actuarial value	2b	24270107

3 Funding target/participant count breakdown:

			(1) Number of participants	(2) Funding Target
a	For retired participants and beneficiaries receiving payment	3a	241	11835665
b	For terminated vested participants	3b	535	12279821
c	For active participants:			
	(1) Non-vested benefits	3c(1)		0
	(2) Vested benefits	3c(2)		7810971
	(3) Total active	3c(3)	226	7810971
d	Total	3d	1002	31926457

4 If the plan is in at-risk status, check the box and complete lines (a) and (b) [ ]

a	Funding target disregarding prescribed at-risk assumptions	4a	
b	Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor	4b	

5	Effective interest rate	5	5.98%
6	Target normal cost	6	235000

Statement by Enrolled Actuary

To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

SIGN HERE

Signature of actuary — Date: 10/08/2012

FREDERIC J. SMITH, F.C.A. — Type or print name of actuary

1101494 — Most recent enrollment number

INGHAM GROUP — Firm name

305-671-2200 — Telephone number (including area code)

9155 S. DADELAND BLVD
SUITE 1512
MIAMI FL 33156
Address of the firm

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions [ ]

Part II Beginning of year carryover and prefunding balances

		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	0	0
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	0
9	Amount remaining (line 7 minus line 8)	0	0
10	Interest on line 9 using prior year's actual return of 12.59%	0	0
11	Prior year's excess contributions to be added to prefunding balance:		
	a Present value of excess contributions (line 38 from prior year)		51
	b Interest on (a) using prior year's effective rate of 6.55% except as otherwise provided (see instructions)		3
	c Total available at beginning of current plan year to add to prefunding balance		54
	d Portion of (c) to be added to prefunding balance		54
12	Other reductions in balances due to elections or deemed elections	0	0
13	Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	0	54

Part III Funding percentages

14	Funding target attainment percentage	14	76.01%
15	Adjusted funding target attainment percentage	15	76.01%
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	75.11%
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and liquidity shortfalls

18 Contributions made to the plan for the plan year by employer(s) and employees:

(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
04/13/2011	177376	0			
07/13/2011	177376	0			
09/21/2011	8500000	0			
			Totals ▶ 18(b)	8854752	18(c) 0

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:

a Contributions allocated toward unpaid minimum required contributions from prior years.	19a	0
b Contributions made to avoid restrictions adjusted to valuation date	19b	0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	8496799

20 Quarterly contributions and liquidity shortfalls:

a Did the plan have a "funding shortfall" for the prior year? [X] Yes [ ] No

b If 20a is "Yes," were required quarterly installments for the current year made in a timely manner? [X] Yes [ ] No

c If 20a is "Yes," see instructions and complete the following table as applicable:

Liquidity shortfall as of end of quarter of this plan year

(1) 1st	(2) 2nd	(3) 3rd	(4) 4th
0	0	0	0

Part V Assumptions used to determine funding target and target normal cost

21 Discount rate:

	1st segment:	2nd segment:	3rd segment:	
a Segment rates:	2.94%	5.82%	6.46%	☐ N/A, full yield curve used

b Applicable month (enter code)	21b	0
22 Weighted average retirement age	22	65

23 Mortality table(s) (see instructions) ☒ Prescribed - combined ☐ Prescribed - separate ☐ Substitute

Part VI Miscellaneous items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment		☐ Yes ☒ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment		☐ Yes ☒ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment		☒ Yes ☐ No
27 If the plan is eligible for (and is using) alternative funding rules, enter applicable code and see instructions regarding attachment	27	

Part VII Reconciliation of unpaid minimum required contributions for prior years

28 Unpaid minimum required contributions for all prior years	28	0
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a)	29	0
30 Remaining amount of unpaid minimum required contributions (line 28 minus line 29)	30	0

Part VIII Minimum required contribution for current year

31 Target normal cost and excess assets (see instructions):		
a Target normal cost (line 6)	31a	235000
b Excess assets, if applicable, but not greater than 31a	31b	0

32 Amortization installments:	Outstanding Balance	Installment
a Net shortfall amortization installment	7656350	1239534
b Waiver amortization installment	0	0

33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33	
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)	34	1474534

	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement			0

36 Additional cash requirement (line 34 minus line 35)	36	1474534
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	37	8496799
38 Present value of excess contributions for current year (see instructions)		
a Total (excess, if any, of line 37 over line 36)	38a	7022265
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b	0
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	39	0
40 Unpaid minimum required contributions for all years	40	0

Part IX Pension funding relief under Pension Relief Act of 2010 (see instructions)

41 If a shortfall amortization base is being amortized pursuant to an alternative amortization schedule:

a Schedule elected ☒ 2 plus 7 years ☐ 15 years

b Eligible plan year(s) for which the election in line 41a was made ☐ 2008 ☒ 2009 ☐ 2010 ☐ 2011

42 Amount of acceleration adjustment	42	0
43 Excess installment acceleration amount to be carried over to future plan years	43	0

Schedule SB, line 19 –
Schedule of Discounted Employer Contributions

Retirement Plan for Employees of BankAtlantic
59-0669712 / 001
Plan Year: 01/01/2011 through 12/31/2011

	Date of Contribution	Amount	Year Applied	Effective Rate of Interest	Interest Adjusted Contribution
	04/13/2011	177,376	2011	5.98	174,493
	07/13/2011	177,376	2011	5.98	171,984
	09/21/2011	8,500,000	2011	5.98	8,150,322

Schedule SB, line 22 –
Description of Weighted Average Retirement Age

Retirement Plan for Employees of BankAtlantic
59-0669712 / 001
Plan Year: 01/01/2011 through 12/31/2011

The age reported is the average of the assumed retirement ages for all active participants as of the valuation date rounded to the nearest whole age. For an active late retiree, the assumed retirement age may be later than the Plan's normal retirement age. Each participant's rate of retirement is assumed to be 100% of his/her assumed retirement age.

Schedule SB, Part V –
Summary of Plan Provisions

Retirement Plan for Employees of BankAtlantic
59-0669712 / 001
Plan Year: 01/01/2011 through 12/31/2011

1. Effective Date: October 15, 1959

2. Eligibility: Each Employee who was credited with a Service Hour immediately preceding January 1, 1999 shall be an Eligible Employee if he/she has attained age 21 and has been credited with at least 1,000 Hours of Service in a one-year period. All other Employees are not Eligible Employees.

3. Retirement:

   (a) Normal Retirement: Participant's sixty-fifth (65th) birthday or the earlier of the 5th anniversary of the employee's Date of Entry into the plan or 5 Years of Vesting Service, if later.

   (b) Early Retirement: Each participant may elect an early retirement benefit provided that he has at least attained age fifty-five (55) with fifteen (15) Years of Service.

   (c) Delayed Retirement: Upon an employee's request, an employee may be allowed to delay his retirement beyond his sixty-fifth (65) birthday.

4. Amount of Pension:

   All plan benefit accruals were frozen as of December 31, 1998. Prior to the freeze date, the benefit formula was a follows:

   (a) Monthly Benefit is the sum of i) and ii):

      i) 1.25% of the first $400 of Final Monthly Compensation plus 1.75% of Final Monthly Compensation in excess of $400, multiplied by Years of Credited Service to a maximum of 35 years.

      ii) 1.75% of Final Monthly Compensation multiplied by Years of Credited Service in excess of 35 years.

      iii) A supplemental benefit has been determined for certain employees whose retirement benefit would have been limited subject to certain compensation restrictions introduced after December 31, 1993

(b) Early Retirement: Monthly benefit payable on or after the Early Retirement Date is the benefit which is the product of the Early Payment Factor times the Normal Retirement Benefit. The Early Retirement Factor is a reduction by 1/15 for each of the first 5 years prior to Normal Retirement Date and an additional 1/30 for each of the next 5 years. These factors are interpolated to reflect the nearest month.

(c) Late Retirement: The monthly retirement benefit at Normal Retirement Date is will be payable at the actual Late Retirement Date.

5. Vesting Schedule:

All benefits are 100% vested as of December 31, 1998.

6. Normal Form of Annuity: Life and 10 Year Certain Annuity

7. Death Benefits: In the event of death of a Participant who has Vested Interest of a Permanent Disability, the Surviving Spouse will receive the Preretirement Survivor Annuity as determined under a Joint and 50% Survivor Annuity. If such Participant did not have spouse, the beneficiary will be entitled to receive the actuarial equivalent of the Preretirement Survivor Annuity assuming a spouse of the same age.

8. Post-Retirement Options:

(a) Joint and 50% Survivor Annuity, payable for the life of the Participant, with a survivor annuity payable for the remaining life of the Surviving Spouse.
(b) Joint and 75% Survivor Annuity, payable for the life of the Participant, with a survivor annuity payable for the remaining life of the Surviving Spouse.
(c) Life Annuity
(d) Lump Sum Distribution (under certain circumstances)

9. Actuarial Equivalence:

Benefit of equivalent value when computed on the basis of the following interest rate and mortality table assumptions as adopted by the Employer. These assumptions are used for all purposes with the exception of the conversion of an Accrued Benefit to a Lump Sum Amount:

Mortality Table: 1951 Group Annuity Mortality projected by Scale C to 1965
Participant's age setback 2 years; Beneficiary's age setback 3 years
Interest Rate: Six and One-Half Percent (6.5%) per annum

SUPPLEMENTAL SCHEDULE
EIN: 59-0669712 – PLAN NO. 001
SCHEDULE H, LINE 4(i)-SCHEDULE OF ASSETS (HELD AT END OF YEAR)
AS OF DECEMBER 31, 2011

(b)	(c)			(d)	(e)
Identity of Issue, Borrower, Lessor or Similar Party	Description of investment including maturity date, rate of interest, collateral, par or maturity value			Cost	Current value
AMERICAN FUNDS AMCAP FUND CL A	Mutual Fund	37,584.714	Shares	701,187	707,720
AMERICAN FUNDS NEW WORLD FUND CL A	Mutual Fund	8,974.791	Shares	470,954	413,917
AMERICAN FUNDS WASHINGTON MUTUAL	Mutual Fund	48,534.627	Shares	1,318,819	1,378,383
AMERICAN FUNDS INCOME FUND OF AMERICA CL A	Mutual Fund	95,223.979	Shares	1,560,106	1,595,954
AMERICAN FDS NEW PERSPECTIVE FUND CL A	Mutual Fund	22,078.845	Shares	614,161	577,583
CALAMOS GLOBAL GROWTH & INCOME FD A	Mutual Fund	141,597.306	Shares	1,509,010	1,479,692
CALAMOS GROWTH FUND CLASS A	Mutual Fund	13,829.195	Shares	729,231	641,536
CALAMOS GROWTH & INCOME FD CL A	Mutual Fund	62,922.428	Shares	1,952,909	1,934,865
CALAMOS CONVERTIBLE FUND CLASS A	Mutual Fund	80,352.453	Shares	1,574,105	1,374,830
COLUMBIA ACORN FUND CLASS A	Mutual Fund	44,947.015	Shares	1,279,625	1,196,939
COLUMBIA CONTRARIAN CORE FUND CL A	Mutual Fund	32,564.673	Shares	454,727	446,787
COLUMBIA DIVIDEND OPPORTUNITY FUND A	Mutual Fund	297,580.453	Shares	2,349,083	2,380,644
COLUMBIA SMALLCAP CORE FUND A	Mutual Fund	22,506.829	Shares	336,872	324,548
DAVIS NEW YORK VENTURE FD CL A	Mutual Fund	49,132.606	Shares	1,633,481	1,596,810
FT MUTUAL GLOBAL DISCOVERY A	Mutual Fund	49,881.792	Shares	1,409,513	1,353,792
FT MUTUAL SHARES A	Mutual Fund	102,774.036	Shares	2,069,501	2,035,954
FT-FRANKLIN INCOME A	Mutual Fund	764,119.973	Shares	1,628,414	1,604,652
JP MORGAN EQUITY INCOME FUND CL A	Mutual Fund	189,653.004	Shares	1,749,488	1,754,290
NEUBERGER BERMAN EQUITY INCOME CL A	Mutual Fund	179,713.260	Shares	1,962,740	1,984,034
OPPENHEIMER DEVELOPING MARKETS FUND CL A	Mutual Fund	13,514.280	Shares	467,731	396,239
OPPENHEIMER GLOBAL FUND CL A	Mutual Fund	12,922.592	Shares	761,511	698,337
OPPENHEIMER GLOBAL OPPORTUNITIES FD CL A	Mutual Fund	22,273.899	Shares	644,986	597,609
OPPENHEIMER RISING DIVIDENDS FUND CL A	Mutual Fund	43,859.402	Shares	671,087	687,715
PRUDENTIAL JENNISON EQUITY INCOME FUND A	Mutual Fund	145,541.373	Shares	1,925,242	1,880,395
VIRTUS EMERGING MKTS OPPORTUNITIES FUND	Mutual Fund	47,705.801	Shares	414,042	402,637
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SANOFI-AVENTIS	Rights	4,200	Rights	0	5,040
ICOS CLINICAL PARTNERS L.P.	Common Stock	1	Unit	0	0
TOTAL INVESTMENTS				$31,819,417	$31,242,035

See accompanying independent auditors' report.

Schedule SB, line 32 –
Schedule of Amortization Bases

Retirement Plan for Employees of BankAtlantic
59-0669712 / 001
Plan Year: 01/01/2011 through 12/31/2011

	Date Base Established	Original Base Amount	Type of Base	Amortization Installment	Years Remaining Amortization Period	Present Value of Remaining Installments
	01/01/2009	5,710,424	Shortfall	993,320	7	6,146,922
	01/01/2010	118,486	Shortfall	19,951	6	109,253
	01/01/2011	1,400,175	Shortfall	226,263	7	1,400,175
Totals				**1,239,534**		**7,656,350**