# 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
THE BOSWORTH COMPANY EMPLOYEES THRIFT PLAN

**1b** Three-digit plan number (PN) ▶ 002

**1c** Effective date of plan 01/01/1991

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

THE BOSWORTH COMPANY

PO BOX 3449
MIDLAND, TX 79702-3449

2205 W INDUSTRIAL AVE
MIDLAND, TX 79702-3449

**2b** Employer Identification Number (EIN)
75-1012121

**2c** Sponsor's telephone number
432-683-5233

**2d** Business code (see instructions)
238220

**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 | D MARK TYLER |
| | **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")
THE BOSWORTH COMPANY

PO BOX 3449
MIDLAND, TX 79702-3449

**3b** Administrator's EIN
75-1012121

**3c** Administrator's telephone number
432-683-5233

**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** | 270 |
| **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** | 220 |
| **b** | Retired or separated participants receiving benefits | **6b** | 6 |
| **c** | Other retired or separated participants entitled to future benefits | **6c** | 26 |
| **d** | Subtotal. Add lines **6a**, **6b**, and **6c** | **6d** | 252 |
| **e** | Deceased participants whose beneficiaries are receiving or are entitled to receive benefits | **6e** | 0 |
| **f** | Total. Add lines **6d** and **6e** | **6f** | 252 |
| **g** | Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item) | **6g** | 180 |
| **h** | Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested | **6h** | 20 |
| **7** | Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item) | **7** | |

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

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

**9a** Plan funding arrangement (check all that apply)

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

**9b** Plan benefit arrangement (check all that apply)

| | | |
|---|---|---|
| **(1)** | X | Insurance |
| **(2)** | | Code section 412(e)(3) insurance contracts |
| **(3)** | 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)** | | **SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary |

**b General Schedules**

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

# SCHEDULE A (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

# Insurance Information

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

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

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

OMB No. 1210-0110

**2011**

**This Form is Open to Public Inspection**

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

**A** Name of plan
THE BOSWORTH COMPANY EMPLOYEES THRIFT PLAN

**B** Three-digit plan number (PN) ▶ 002

**C** Plan sponsor's name as shown on line 2a of Form 5500
THE BOSWORTH COMPANY

**D** Employer Identification Number (EIN)
75-1012121

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

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

**1** Coverage Information:

**(a)** Name of insurance carrier
HARTFORD LIFE INSURANCE COMPANY

| (b) EIN | (c) NAIC code | (d) Contract or identification number | (e) Approximate number of persons covered at end of policy or contract year | Policy or contract year | |
|---|---|---|---|---|---|
| | | | | (f) From | (g) To |
| 06-0974148 | 88072 | GA-17090 | 180 | 01/01/2011 | 12/31/2011 |

**2** Insurance fee and commission information. Enter the total fees and total commissions paid. List in item 3 the agents, brokers, and other persons in descending order of the amount paid.

| (a) Total amount of commissions paid | (b) Total amount of fees paid |
|---|---|
| 20676 | 3606 |

**3** Persons receiving commissions and fees. (Complete as many entries as needed to report all persons).

**(a)** Name and address of the agent, broker, or other person to whom commissions or fees were paid
RAYMOND JAMES
880 CARILLON PKWY
ST PETERSBURG, FL 33716

| (b) Amount of sales and base commissions paid | Fees and other commissions paid | | |
|---|---|---|---|
| | (c) Amount | (d) Purpose | (e) Organization code |
| 20676 | | | 3 |

**(a)** Name and address of the agent, broker, or other person to whom commissions or fees were paid
PENTEC PENSION MGMT
303 W. WALL STREET, SUITE 400
MIDLAND, TX 79701

| (b) Amount of sales and base commissions paid | Fees and other commissions paid | | |
|---|---|---|---|
| | (c) Amount | (d) Purpose | (e) Organization code |
| | 3606 | ADMINISTRATIVE ALLOWANCE | 5 |

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

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

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

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

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

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

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

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

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

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

## Part II Investment and Annuity Contract Information

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

| | | | |
|---|---|---|---|
| 4 | Current value of plan's interest under this contract in the general account at year end | 4 | 0 |
| 5 | Current value of plan's interest under this contract in separate accounts at year end | 5 | 7165861 |

6 Contracts With Allocated Funds:

a State the basis of premium rates ▶

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

Specify nature of costs ▶

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

(3) ☐ other (specify) ▶

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

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

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

(3) ☐ guaranteed investment (4) ☒ other ▶ GROUP ANNUITY CONTRACT

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

## Part III Welfare Benefit Contract Information

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

**8** Benefit and contract type (check all applicable boxes)

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

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

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

**m** ☐ Other (specify) ▶

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

Specify nature of costs ▶

## Part IV Provision of Information

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

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

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

**B** Three-digit plan number (PN) ▶ 002

**C** Plan sponsor's name as shown on line 2a of Form 5500
THE BOSWORTH COMPANY

**D** Employer Identification Number (EIN)
75-1012121

## 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

HARTFORD LIFE

06-0974148

**(b)** Enter name and EIN or address of person who provided you disclosure 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)

HARTFORD LIFE INS CO

06-0974148

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

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

RAYMOND JAMES FINANCIAL

880 CARILLON PARKWAY
ST PETERSBURG, FL 33716

| (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? |
|---|---|---|---|---|---|---|
| 52 | NONE | 0 | Yes [X] No [ ] | Yes [X] No [ ] | 20676 | Yes [ ] No [X] |

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

PENTEC PENSION MGMT

75-2776689

| (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? |
|---|---|---|---|---|---|---|
| 64 | NONE | 6098 | Yes [X] No [ ] | Yes [X] No [ ] | 3606 | Yes [ ] No [X] |

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

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

JOHNSON MILLER & CO

85-0214336

| (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 | 11895 | 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 |
|---|---|---|
| HARTFORD LIFE INSURANCE COMPANY | 63 | 0 |

| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---|---|
| AMERICAN FUNDS GR FD OF AMER R3<br><br>52-0792143 | 0.65% X ASSETS |

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| HARTFORD LIFE INSURANCE COMPANY | 63 | 0 |

| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---|---|
| AMERICAN FUNDS INV CO OF AMER R3<br><br>95-1426645 | 0.65% X ASSETS |

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| HARTFORD LIFE INSURANCE COMPANY | 63 | 0 |

| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---|---|
| BLACKROCK GLOB FINANC SERVICES A<br><br>51-0318674 | 0.50% X ASSETS |

## Part I Service Provider Information (continued)

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

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| HARTFORD LIFE INSURANCE COMPANY | 63 | 0 |

| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---|---|
| BLACKROCK GLOBAL ALLOCATION A<br><br>22-2937779 | 0.55% X ASSETS |

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| HARTFORD LIFE INSURANCE COMPANY | 63 | 0 |

| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---|---|
| DWS RREEF REAL EST SECURITIES A<br><br>13-3241232 | 0.55% X ASSETS |

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| HARTFORD LIFE INSURANCE COMPANY | 63 | 0 |

| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---|---|
| EATON VANCE WORLDWIDE HLTH SCI A<br><br>04-2325690 | 0.55% X ASSETS |

## Part I Service Provider Information (continued)

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

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| HARTFORD LIFE INSURANCE COMPANY | 63 | 0 |

| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---|---|
| FEDERATED KAUFMANN R<br><br>25-1470423 | 0.75% X ASSETS |

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| HARTFORD LIFE INSURANCE COMPANY | 63 | 0 |

| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---|---|
| FIDELILTY VIP CONTRAFUND INIT<br><br>04-3022712 | 0.25% X ASSETS |

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| HARTFORD LIFE INSURANCE COMPANY | 63 | 0 |

| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---|---|
| FRANKLIN INCOME A<br><br>13-2573775 | 0.25% X ASSETS PLUS $12/PARTICIPANT |

## Part I Service Provider Information (continued)

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

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| HARTFORD LIFE INSURANCE COMPANY | 63 | 0 |

| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---|---|
| HARTFORD CAPITAL APP HLS IA<br><br>22-2937447 | 0.25% X ASSETS |

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| HARTFORD LIFE INSURANCE COMPANY | 63 | 0 |

| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---|---|
| HARTFORD DIVIDEND & GRTH HLS IA<br><br>22-2937477 | 0.25% X ASSETS |

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| HARTFORD LIFE INSURANCE COMPANY | 63 | 0 |

| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---|---|
| HARTFORD INDEX HLS IA<br><br>22-2937477 | 0.25% X ASSETS |

## Part I Service Provider Information (continued)

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

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| HARTFORD LIFE INSURANCE COMPANY | 63 | 0 |
| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. | |
| HARTFORD MIDCAP HLS IA<br><br>22-2937447 | 0.25% X ASSETS | |

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| HARTFORD LIFE INSURANCE COMPANY | 62 | 0 |
| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. | |
| HARTFORD MONEY MARKET HLS IA<br><br>22-2937447 | 0.25% X ASSETS | |

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| HARTFORD LIFE INSURANCE COMPANY | 63 | 0 |
| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. | |
| HARTFORD TOTAL RET BOND HLS IA<br><br>22-2937447 | 0.25% X ASSETS | |

## Part I Service Provider Information (continued)

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

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| HARTFORD LIFE INSURANCE COMPANY | 63 | 0 |

| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---|---|
| IVY ASSET STRATEGY Y<br><br>48-1112076 | 0.50% X ASSETS |

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| HARTFORD LIFE INSURANCE COMPANY | 63 | 0 |

| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---|---|
| IVY GLOBAL NATURAL RESOURCES Y<br><br>04-6006759 | 0.50% X ASSETS |

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| HARTFORD LIFE INSURANCE COMPANY | 63 | 0 |

| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---|---|
| IVY SCIENCE AND TECHNOLOGY Y<br><br>48-1112076 | 0.50% X ASSETS |

## Part I Service Provider Information (continued)

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

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| HARTFORD LIFE INSURANCE COMPANY | 63 | 0 |

| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---|---|
| LORD ABBETT BOND DEBENTURE P<br><br>13-2669319 | 0.70% X ASSETS |

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| HARTFORD LIFE INSURANCE COMPANY | 63 | 0 |

| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---|---|
| LORD ABBETT MID CAP STOCK FUND INC<br><br>13-3166900 | 0.70% X ASSETS |

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| HARTFORD LIFE INSURANCE COMPANY | 63 | 0 |

| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---|---|
| LORD ABBETT SMALL CAP BLEND P<br><br>22-3805271 | 0.70% X ASSETS |

## Part I Service Provider Information (continued)

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

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| HARTFORD LIFE INSURANCE COMPANY | 63 | 0 |

| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---|---|
| MFS UTILILTIES R3<br><br>04-3158862 | 0.65% X ASSETS |

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| HARTFORD LIFE INSURANCE COMPANY | 63 | 0 |

| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---|---|
| MUTUAL GLOBAL DISCOVERY A<br><br>22-2894171 | 0.35% X ASSETS PLUS $12/PARTICIPANT |

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| HARTFORD LIFE INSURANCE COMPANY | 63 | 0 |

| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---|---|
| OPPENHEIMER DEVELOPING MARKETS A<br><br>93-6305075 | 0.55% X ASSETS |

## Part I Service Provider Information (continued)

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

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| HARTFORD LIFE INSURANCE COMPANY | 63 | 0 |

| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---|---|
| OPPENHEIMER INTERNATIONAL BOND A<br><br>84-1308320 | 0.55% X ASSETS |

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| HARTFORD LIFE INSURANCE COMPANY | 63 | 0 |

| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---|---|
| PIMCO TOTAL RETURN A<br><br>33-0629048 | 0.40% X ASSETS |

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| HARTFORD LIFE INSURANCE COMPANY | 63 | 0 |

| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---|---|
| RIDGEWORTH SM CAP VALUE EQUITY A<br><br>23-2678674 | 0.75% X ASSETS |

## Part I Service Provider Information (continued)

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

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| HARTFORD LIFE INSURANCE COMPANY | 63 | 0 |

| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---|---|
| THE HARTFORD SMALL COMPANY R4<br><br>22-2937447 | 0.65% X ASSETS |

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| HARTFORD LIFE INSURANCE COMPANY | 63 | 0 |

| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---|---|
| THORNBURG INTERNATIONAL VALUE R3<br><br>06-1158764 | 0.75% X ASSETS |

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| HARTFORD LIFE INSURANCE COMPANY | 63 | 0 |

| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---|---|
| UBS GLOBAL ALLOCATION A<br><br>36-7056204 | 0.50% X ASSETS |

## Part I Service Provider Information (continued)

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

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| HARTFORD LIFE INSURANCE COMPANY | 63 | 0 |

| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---|---|
| TEMPLETON FOREIGN A<br><br>22-2169185 | 0.35% X ASSETS PLUS $12/PARTICIPANT |

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

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

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

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

## Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

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

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

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

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

# SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

# DFE/Participating Plan Information

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

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

OMB No. 1210-0110

**2011**

**This Form is Open to Public Inspection.**

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

**A** Name of plan
THE BOSWORTH COMPANY EMPLOYEES THRIFT PLAN

**B** Three-digit plan number (PN) ▶ 002

**C** Plan or DFE sponsor's name as shown on line 2a of Form 5500
THE BOSWORTH COMPANY

**D** Employer Identification Number (EIN)
75-1012121

## Part I Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)

(Complete as many entries as needed to report all interests in DFEs)

**a** Name of MTIA, CCT, PSA, or 103-12 IE: SEPARATE ACCOUNT K3

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

| **c** EIN-PN | **d** Entity code | **e** Dollar value of interest in MTIA, CCT, PSA, or 103 12 IE at end of year (see instructions) |
|---|---|---|
| 06-0974148-000 | P | 0 |

**a** Name of MTIA, CCT, PSA, or 103-12 IE: HARTFORD ADVANTAGE TK2

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

| **c** EIN-PN | **d** Entity code | **e** Dollar value of interest in MTIA, CCT, PSA, or 103 12 IE at end of year (see instructions) |
|---|---|---|
| 06-0974148-000 | P | 4217537 |

**a** Name of MTIA, CCT, PSA, or 103-12 IE: HARTFORD ADVANTAGE VK3

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

| **c** EIN-PN | **d** Entity code | **e** Dollar value of interest in MTIA, CCT, PSA, or 103- 12 IE at end of year (see instructions) |
|---|---|---|
| 06-0974148-000 | P | 57454 |

**a** Name of MTIA, CCT, PSA, or 103-12 IE: SEPARATE ACCOUNT K2

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

| **c** EIN-PN | **d** Entity code | **e** Dollar value of interest in MTIA, CCT, PSA, or 103- 12 IE at end of year (see instructions) |
|---|---|---|
| 06-0974148-000 | P | 2890870 |

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

# SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

# Financial Information

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

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

OMB No. 1210-0110

**2011**

**This Form is Open to Public Inspection**

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

**A** Name of plan
THE BOSWORTH COMPANY EMPLOYEES THRIFT PLAN

**B** Three-digit plan number (PN) ▶ 002

**C** Plan sponsor's name as shown on line 2a of Form 5500
THE BOSWORTH COMPANY

**D** Employer Identification Number (EIN)
75-1012121

## 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 | 138784 | 176662 |
| **b** Receivables (less allowance for doubtful accounts): | | | |
| **(1)** Employer contributions | 1b(1) | 0 | 480 |
| **(2)** Participant contributions | 1b(2) | 0 | 1600 |
| **(3)** Other | 1b(3) | | |
| **c** General investments: | | | |
| **(1)** Interest-bearing cash (include money market accounts & certificates of deposit) | 1c(1) | | |
| **(2)** U.S. Government securities | 1c(2) | | |
| **(3)** Corporate debt instruments (other than employer securities): | | | |
| **(A)** Preferred | 1c(3)(A) | | |
| **(B)** All other | 1c(3)(B) | | |
| **(4)** Corporate stocks (other than employer securities): | | | |
| **(A)** Preferred | 1c(4)(A) | | |
| **(B)** Common | 1c(4)(B) | 268676 | 248090 |
| **(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) | 417920 | 469783 |
| **(9)** Value of interest in common/collective trusts | 1c(9) | | |
| **(10)** Value of interest in pooled separate accounts | 1c(10) | 7115876 | 7165764 |
| **(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) | 290422 | 263175 |
| **(14)** Value of funds held in insurance company general account (unallocated contracts) | 1c(14) | 0 | 0 |
| **(15)** Other | 1c(15) | 17708 | 28531 |

| | | (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 | 8249386 | 8354085 |
| **Liabilities** | | | |
| **g** Benefit claims payable | 1g | | |
| **h** Operating payables | 1h | | |
| **i** Acquisition indebtedness | 1i | | |
| **j** Other liabilities | 1j | | |
| **k** Total liabilities (add all amounts in lines 1g through1j) | 1k | 0 | 0 |
| **Net Assets** | | | |
| **l** Net assets (subtract line 1k from line 1f) | 1l | 8249386 | 8354085 |

## 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) | 283684 | |
| **(B)** Participants | 2a(1)(B) | 764404 | |
| **(C)** Others (including rollovers) | 2a(1)(C) | 23593 | |
| **(2)** Noncash contributions | 2a(2) | | |
| **(3)** Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)** | 2a(3) | | 1071681 |
| **b Earnings on investments:** | | | |
| **(1)** Interest: | | | |
| **(A)** Interest-bearing cash (including money market accounts and certificates of deposit) | 2b(1)(A) | 1343 | |
| **(B)** U.S. Government securities | 2b(1)(B) | | |
| **(C)** Corporate debt instruments | 2b(1)(C) | | |
| **(D)** Loans (other than to participants) | 2b(1)(D) | 44818 | |
| **(E)** Participant loans | 2b(1)(E) | | |
| **(F)** Other | 2b(1)(F) | | |
| **(G)** Total interest. Add lines **2b(1)(A)** through **(F)** | 2b(1)(G) | | 46161 |
| **(2)** Dividends: **(A)** Preferred stock | 2b(2)(A) | 9562 | |
| **(B)** Common stock | 2b(2)(B) | | |
| **(C)** Registered investment company shares (e.g. mutual funds) | 2b(2)(C) | | |
| **(D)** Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)** | 2b(2)(D) | | 9562 |
| **(3)** Rents | 2b(3) | | |
| **(4)** Net gain (loss) on sale of assets: **(A)** Aggregate proceeds | 2b(4)(A) | | |
| **(B)** Aggregate carrying amount (see instructions) | 2b(4)(B) | | |
| **(C)** Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result | 2b(4)(C) | | 0 |

| | | | (a) Amount | (b) Total |
|---|---|---|---|---|
| **2b** | **(5)** Unrealized appreciation (depreciation) of assets: **(A)** Real estate | 2b(5)(A) | | |
| | **(B)** Other | 2b(5)(B) | -24707 | |
| | **(C)** Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)** | 2b(5)(C) | | -24707 |
| | **(6)** Net investment gain (loss) from common/collective trusts | 2b(6) | | |
| | **(7)** Net investment gain (loss) from pooled separate accounts | 2b(7) | | -536947 |
| | **(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 | | 1657 |
| **d** | Total income. Add all **income** amounts in column (b) and enter total | 2d | | 567407 |
| | **Expenses** | | | |
| **e** | Benefit payment and payments to provide benefits: | | | |
| | **(1)** Directly to participants or beneficiaries, including direct rollovers | 2e(1) | 410300 | |
| | **(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) | | 410300 |
| **f** | Corrective distributions (see instructions) | 2f | | 27785 |
| **g** | Certain deemed distributions of participant loans (see instructions) | 2g | | |
| **h** | Interest expense | 2h | | |
| **i** | Administrative expenses: **(1)** Professional fees | 2i(1) | 12645 | |
| | **(2)** Contract administrator fees | 2i(2) | 6256 | |
| | **(3)** Investment advisory and management fees | 2i(3) | 5722 | |
| | **(4)** Other | 2i(4) | | |
| | **(5)** Total administrative expenses. Add lines **2i(1)** through **(4)** | 2i(5) | | 24623 |
| **j** | Total expenses. Add all **expense** amounts in column (b) and enter total | 2j | | 462708 |
| | **Net Income and Reconciliation** | | | |
| **k** | Net income (loss). Subtract line **2j** from line **2d** | 2k | | 104699 |
| **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: JOHNSON MILLER & CO **(2)** EIN: 85-0214336

**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 | | 300000 |
| **f** | Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty? | | | |
| | **4f** | | X | |
| **g** | Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser? | | | |
| | **4g** | | X | |
| **h** | Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser? | | | |
| | **4h** | | X | |
| **i** | Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.) | | | |
| | **4i** | X | | |
| **j** | Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.) | | | |
| | **4j** | | X | |
| **k** | Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC? | | | |
| | **4k** | | X | |
| **l** | Has the plan failed to provide any benefit when due under the plan? | | | |
| | **4l** | | X | |
| **m** | If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.) | | | |
| | **4m** | | X | |
| **n** | If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3. | | | |
| | **4n** | | | |

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

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

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

# SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

# Retirement Plan Information

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

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

OMB No. 1210-0110

**2011**

**This Form is Open to Public Inspection.**

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

**A** Name of plan
THE BOSWORTH COMPANY EMPLOYEES THRIFT PLAN

**B** Three-digit plan number (PN) ▶ 002

**C** Plan sponsor's name as shown on line 2a of Form 5500
THE BOSWORTH COMPANY

**D** Employer Identification Number (EIN)
75-1012121

## 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): 06-0974148 75-1012121

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

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

## Part II Funding Information (If the plan is not subject to the minimum funding requirements of section 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: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

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

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

# The Bosworth Company Employees' Thrift Plan

## Financial Statements

**Years Ended December 31, 2011 and 2010**

**Johnson Miller & Co.**
*Certified Public Accountants*
*A Professional Corporation*

# The Bosworth Company Employees' Thrift Plan

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JOHNSON MILLER & CO., CPA's PC
*Certified Public Accountants*
*A Professional Corporation*
*An Independent Member Of BDO Seidman Alliance*

Midland, Texas
Odessa, Texas
Hobbs, New Mexico

## Independent Auditors' Report

To The Bosworth Company Committee
The Bosworth Company Employees' Thrift Plan

We have audited the accompanying statements of net assets available for benefits of The Bosworth Company Employees' Thrift Plan (the "Plan") 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 consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, 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, the net assets available for benefits of The Bosworth Company Employees' Thrift Plan as of December 31, 2011 and 2010, and the changes in net assets available for benefits for the years then ended, in conformity with accounting principles generally accepted in the United States of America.

Our audits were conducted for the purpose of forming an opinion on the financial statements as a whole. The accompanying supplemental *Schedule of Assets Held for Investment* as of December 31, 2011 are presented for the purpose of additional analysis and is not a required part of the 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 prepare the financial statements or to 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.

Johnson Miller & Co., CPA's PC

Midland, Texas
October 12, 2012



550 West Texas, Suite 1000 • Midland, Texas 79701 • (432) 683-1835 (432) 563-5085 • Fax (432) 686-0571
jmcpa.com

# Financial Statements

# The Bosworth Company Employees' Thrift Plan

## Statements of Net Assets Available for Benefits

| *December 31,* | | 2011 | 2010 |
|---|---|---|---|
| **ASSETS** | | | |
| **Assets Held by Custodians** | | | |
| Cash | $ | **176,662** | 138,784 |
| Investments at fair value | | **7,705,560** | 7,692,682 |
| **Receivables** | | | |
| Notes receivable from participants | | **469,783** | 417,920 |
| Employee contributions | | **1,600** | - |
| Employer contributions | | **480** | - |
| **Net assets available for benefits** | $ | **8,354,085** | 8,249,386 |

*See accompanying notes to financial statements.*

# The Bosworth Company Employees' Thrift Plan

## Statements of Changes in Net Assets Available for Benefits

| *Years Ended December 31,* | | 2011 | 2010 |
|---|---|---|---|
| **Changes to Net Assets Attributed to:** | | | |
| **Investment Income:** | | | |
| Net (depreciation) appreciation in fair value | $ | (549,092) | 935,646 |
| Interest | | 44,818 | 38,236 |
| Total investment (loss) income | | (504,274) | 973,882 |
| **Contributions:** | | | |
| Employee contributions | | 764,404 | 670,297 |
| Employer contributions | | 283,684 | 252,090 |
| Rollovers | | 23,593 | 23,435 |
| Total contributions | | 1,071,681 | 945,822 |
| Total additions | | 567,407 | 1,919,704 |
| **Deductions:** | | | |
| Benefits paid to participants | | 410,300 | 68,859 |
| Corrective distributions | | 27,785 | 1,598 |
| Administrative expenses | | 24,623 | 6,403 |
| Total deductions | | 462,708 | 76,860 |
| **NET INCREASE IN NET ASSETS** | | 104,699 | 1,842,844 |
| **Net Assets Available for Benefits:** | | | |
| Beginning of year | | 8,249,386 | 6,406,542 |
| **End of year** | $ | 8,354,085 | 8,249,386 |

*See accompanying notes to financial statements.*

# The Bosworth Company Employees' Thrift Plan

## Notes to Financial Statements

**1. Description of Plan**

The following description of The Bosworth Company Employees' Thrift Plan (the "Plan") provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

*General*

The Plan is a type of qualified retirement plan commonly referred to as a 401(k) Plan established under the Internal Revenue Code Section 401 covering all employees of The Bosworth Company (the "Company"). The investment assets are held in various locations. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

Employees are eligible to participate in the Plan after having completed three months of service and being 21 years old, as defined in the Plan. If an eligible participant terminates employment and is later re-employed, that employee will continue to participate in the Plan in the same manner as if the termination had not occurred.

*Trustee*

The Company serves as the Trustee for the Plan. The Hartford Life Insurance Company and Raymond James serve as the Custodians for the Plan. Pentec Pension Management Group, Inc. serves as third party Administrator for the Plan. The Administrator is responsible for the administration, management and providing investment options for the trust fund. In addition, the Administrator makes all distributions and benefit payments from the trust fund to participants and beneficiaries. The Administrator maintains the records of the Plan on a calendar year basis (the Plan Year).

*Contributions*

Each year participants may contribute up to the maximum permitted by law. The Company contributes a matching contribution equal to 50% of the first 6% of base compensation.

*Participant Accounts*

The Trustee maintains an account for each Plan participant. Each participant's account is credited with the participant's contribution, the Company's matching contribution, and allocations of (a) the Company's discretionary nonmatching contribution, and (b) Plan earnings or losses. Allocations are based on participant compensation. Earnings (or losses) of the Plan are allocated to participants based on the account balances in existence. Forfeitures for the nonvested portion of terminated participants' accounts are used to offset the Company's next contribution.

**1. Description of Plan (Continued)**

*Vesting*

A Participant's vested interest in his/her account balance is determined using the following table except that a participant is 100% vested in the part of the account resulting from his/her contributions. The vesting schedule for the Plan's discretionary contributions are shown below:

| Participant's Years of Service | Vested Percentage |
|---|---|
| Less than two years | 0% |
| Two years | 20% |
| Three years | 40% |
| Four years | 60% |
| Five years | 80% |
| Six years or more | 100% |

The term "years of service" includes all periods of employment except for years in which an employee worked less than 1,000 hours. For purposes of vesting, the "year" is defined as a calendar year.

A participant is 100% vested, regardless of years of service, upon disability or death.

*Investment Options*

All assets of the Plan are participant-directed; therefore, all investment decisions and transactions are administered by the Participants. The investment assets are held in stocks, various mutual funds and money market accounts, and are administered by the Plan's Custodians.

*Notes Receivable from Participants*

The Plan allows participants to borrow amounts from the vested portion of their accounts. Such loans are limited to the lessor of 50% of the vested account balance or $50,000. The loans are secured by the balance in the participant's account and bear interest at a rate commensurate with local prevailing rates as determined by the Trustee. Participant loans totaled $469,783 and $417,920 at December 31, 2011 and 2010, respectively. The unpaid principal balance approximates fair value.

*Payment of Benefits*

On termination of service, a participant may elect to receive either a lump sum amount equal to the value of the participant's vested interest in his/her account less 20% Federal withholding, a direct rollover into another qualified benefit plan or account, or installment payments.

**1. Description of Plan (Continued)**

*Settlement Options*

If a participant's nonforfeitable accrued benefit does not exceed $1,000, then settlement occurs automatically as a lump sum payment following termination of employment. If a participant's nonforfeitable accrued benefit exceeds $1,000, then the participant has the option to elect the method used to distribute his benefits.

The participant or beneficiary may elect distribution under one, or any combination of the following methods:

(a) by payment in a lump sum; or

(b) by payment in monthly, quarterly, semi-annually or annual installments over a fixed reasonable period of time, not exceeding the life expectancy of the participant, or the joint life and last survivor expectancy of the participant and his/her beneficiary or the limited distribution period as defined in the Plan.

*Forfeitures*

The nonvested portion of a terminated participant's account is forfeited upon the earlier of distribution of the entire vested account balance or five consecutive one-year breaks in service. Forfeitures are allocated as described above.

At December 31, 2011 and 2010 forfeited, non-vested accounts totaled $60,052 and $61,050, respectively and will be used to reduce future employer contributions or plan expenses.

**2. Summary of Significant Accounting Policies**

*Basis of Presentation*

The accompanying financial statements have been prepared on the accrual basis of accounting, under which income is recognized when earned and expenses are recognized when the obligation is incurred.

*Investment Valuation*

The Plan's investments are valued at fair value. Quoted market prices are used to value investments. Fluctuations in market value between years are reflected as net appreciation (depreciation) in fair value of investments in the accompanying statements of changes in net assets available for plan benefits.

**2. Summary of Significant Accounting Policies (Continued)**

*Investment Valuation (Continued)*

Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") 820, *Fair Value Measurements*, establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy under FASB ASC 820 are described below:

*Level 1*

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

*Level 2*

Inputs to the valuation methodology include:

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

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

*Level 3*

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

Pooled Separate Accounts (PSAs)—PSAs are made up of a wide variety of underlying investments such as equities, preferred stock, bonds, real estate and mutual funds. The Net Asset Value (NAV) of a PSA is based on the market value of its underlying investments. The PSA NAV is not a publicly-quoted price in an active market.

*Security Transactions and Investment Income*

Security transactions are accounted for on a trade-date basis. Expenses incurred with transactions, if any, are added to the purchase price or deducted from the selling price at the time of the transactions. Dividend income is recorded on the ex-dividend date. Income from other investments is recorded as earned on an accrual basis.

## Notes to Financial Statements

**2. Summary of Significant Accounting Policies (Continued)**

*Use of Estimates*

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

*Administrative Expenses*

A base annual fee is paid by the Company with quarterly fees per participant paid by the participants.

**3. Tax Status**

The Plan adopted The Bosworth Company Employees' Thrift Plan document in January 1991, which is covered by a determination letter dated August 7, 2001.

Although the Plan has been amended since receiving the determination letter, the Plan administrator believes that the Plan is designed and currently being operated in compliance with the applicable requirements of the Internal Revenue Code, therefore no provision for income taxes has been included in the Plan's financial statements.

**4. Plan Termination**

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

**5. Investments**

The following is a summary of the investments held by the Plan Custodians as of December 31, 2011 and 2010. Investments which represent 5% or more of the Plan's net assets are separately identified.

| ***December 31,*** | | **2011** | 2010 |
|---|---|---|---|
| Investments, at fair value | | | |
| Pooled separate accounts: | | | |
| PIMCO Total Return | **$** | **383,367** | 430,970 * |
| Blackrock Global | | **511,424** * | 394,180 |
| Hartford Capital HLS | | **884,002** * | 984,215 * |
| Hartford Midcap HLS | | **1,008,107** * | 1,091,132 * |
| Oppenheimer Developing Markets | | **574,948** * | 538,357 * |
| Other | | **3,803,914** | 3,677,022 |
| | | **7,165,762** | 7,115,876 |
| Common stocks | | **248,091** | 268,676 |
| Mutual funds | | **263,176** | 290,422 |
| Other (rollovers) | | **28,531** | 17,708 |
| | **$** | **7,705,560** | 7,692,682 |

## Notes to Financial Statements

**5. Investments (Continued)**

* Investments representing 5% or more of net assets available for benefits.

| December 31, 2011: | | Input Levels by Investment Category | | |
|---|---|---|---|---|
| Investment Category | Fair Value | Level 1 Inputs | Level 2 Inputs | Level 3 Inputs |
| Pooled separate accounts | $ 7,165,762 | - | 7,165,762 | - |
| Mutual funds and other | 291,707 | - | 291,707 | - |
| Common stocks | 248,091 | 248,091 | - | - |
| Total | $ 7,705,560 | 248,091 | 7,457,469 | - |

| December 31, 2010: | | Input Levels by Investment Category | | |
|---|---|---|---|---|
| Investment Category | Fair Value | Level 1 Inputs | Level 2 Inputs | Level 3 Inputs |
| Pooled separate accounts | $ 7,115,876 | - | 7,115,876 | - |
| Mutual funds and other | 308,130 | - | 308,130 | - |
| Common stocks | 268,676 | 268,676 | - | - |
| Total | $ 7,692,682 | 268,676 | 7,424,006 | - |

**6. Department of Labor Required Disclosures**

There were no obligations or leases in default as of December 31, 2011 and 2010, and there were no significant party-in-interest transactions for the year ended December 31, 2011 and 2010.

During 2011, certain employees had more contributions withheld from their paychecks than what were credited to their accounts totaling $237, due to data entry errors. The Company is in the process of correcting these errors.

During 2010, the Company failed to submit employee contributions totaling $18,520. During 2011, the Company filed Form 5330 and made restitution to the Plan participants.

During 2010, the Company contributed an additional $16.68 to a participant account that was not withheld from the employee's pay check.

Additionally, during 2010, an employee had $73.80 withheld form their paycheck; however only $44.28 was remitted to the Hartford. In 2011, the Company corrected the employee's account.

In one instance, during 2010, an employee had a loan payment withheld from their check, ($21); however, their loan had been paid off in the prior pay period. Because there was no loan to apply the payment, the payment was categorized as a contribution.

## Notes to Financial Statements

| | | |
|---|---|---|
| 6. | **Department of Labor Required Disclosures (Continued)** | In 2010, an employee had total deferrals and matching contributions of $4,374.87; however only $4,186.41 was credited towards her account (difference of $188.46). In 2011, the Company corrected the employee's account. |
| 7. | **Related Party Transactions** | Certain investments consist of shares of a pooled separate account managed by Hartford. Hartford is a Custodian as defined by the Plan and, therefore, these transactions qualify as exempt party-in-interest transactions. Fees paid by the Plan for management services were included as a reduction of the earnings and totaled $24,623 and $6,403 for the years ended December 31, 2011 and 2010, respectively. |
| 8. | **Excess Contributions** | Excess contributions were made as determined through compliance testing. The refunds associated with these contributions were made during 2012 and 2011, to remedy this testing for the plan years ended December 31, 2011 and 2010, respectively. |
| 9. | **Subsequent Events** | Effective July 16, 2012, the Company changed Custodian from The Hartford Life Insurance Company to Great-West Retirement Services.<br><br>Management of the Plan has performed an evaluation of the Plan's activity through October 12, 2012, the date these financial statements were available for issuance. |

# Supplemental Information

# The Bosworth Company Employees' Thrift Plan
## EIN #75-1012121 Plan #002

## Schedule H, Line 4i – Schedule of Assets Held for Investment

*December 31, 2011*

| (a) | (b) Identity of issuer, borrower, lessor, or similar party | (c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value | (d) Cost | (e) Current value |
|---|---|---|---|---|
| | **Hartford:** | | | |
| | Hartford Small/Mid Cap Equity | Pooled Separate Account | $ 14,756 | 12,614 |
| | PIMCO Total Return | Pooled Separate Account | 372,312 | 383,367 |
| | Federated Kaufmann | Pooled Separate Account | 111,499 | 93,394 |
| | UBS Global Allocation | Pooled Separate Account | 255,916 | 233,080 |
| | Ivy Science | Pooled Separate Account | 91,452 | 84,674 |
| | Mutual Discovery | Pooled Separate Account | 353,789 | 342,607 |
| | Oppenheimer International Bond | Pooled Separate Account | 197,166 | 196,441 |
| | Blackrock Global | Pooled Separate Account | 533,717 | 511,424 |
| | Thornburg | Pooled Separate Account | 234,333 | 193,017 |
| | Ridgeworth | Pooled Separate Account | 44,962 | 42,826 |
| | Ivy Global Natural Resources | Pooled Separate Account | 347,886 | 273,298 |
| | Ivy Asset | Pooled Separate Account | 76,068 | 69,169 |
| | Templeton Foreign | Pooled Separate Account | 17,754 | 153,697 |
| | American Funds Inv Co Am | Pooled Separate Account | 29,179 | 28,518 |
| | MFS Utility | Pooled Separate Account | 17,903 | 18,682 |
| | American Funds Growth Fund | Pooled Separate Account | 267,090 | 249,976 |
| | Eaton Vance Worldwide Health Sciences | Pooled Separate Account | 48,161 | 50,201 |
| | DWS Reef Global Real Estate | Pooled Separate Account | 119,788 | 130,491 |

# The Bosworth Company Employees' Thrift Plan
## EIN #75-1012121 Plan #002

## Schedule H, Line 4i – Schedule of Assets Held for Investment (Continued)

*December 31, 2011 (Continued)*

| (a) | (b) Identity of issuer, borrower, lessor, or similar party | (c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value | (d) Cost | (e) Current value |
|---|---|---|---|---|
| | **Hartford (Continued):** | | | |
| | Fidelity VIP II Contrafund | Pooled Separate Account | $ 58,525 | 57,454 |
| | Franklin Income | Pooled Separate Account | 180,655 | 185,031 |
| | Hartford Balance | Pooled Separate Account | - | 6,674 |
| | Hartford Capital Apprectn HLS | Pooled Separate Account | 1,004,962 | 884,002 |
| | Hartford Dividend & Growth HLS | Pooled Separate Account | 356,429 | 359,891 |
| | Hartford Index HLS | Pooled Separate Account | 35,384 | 35,712 |
| | Hartford Midcap HLS | Pooled Separate Account | 1,106,689 | 1,008,107 |
| | Hartford Money Market HLS | Pooled Separate Account | 258,801 | 317,703 |
| | Hartford Total Return Bond HLS | Pooled Separate Account | 257,077 | 269,669 |
| | Lord Abbett Bond Debenture | Pooled Separate Account | 252,195 | 257,776 |
| | Lord Abbett Mid-Cap Value | Pooled Separate Account | 106,990 | 102,623 |
| | Lord Abbett Small-Cap Blend | Pooled Separate Account | 392,291 | 38,696 |
| | Oppenheimer Developing Markets | Pooled Separate Account | 694,390 | 574,948 |
| | **Raymond James:** | | | |
| | Invesco Global Core Equity fund Class C | Mutual Fund | 6,808 | 6,808 |
| | DWS Alternative Asset Allocation Plus Fund Class | Mutual Fund | 10,763 | 10,119 |
| | DWS Floating Rate Fund Class S N/L | Mutual Fund | 11,202 | 10,676 |
| | Federated Unconstrained Bond FD | Mutual Fund | 17,625 | 17,674 |

# The Bosworth Company Employees' Thrift Plan
## EIN #75-1012121 Plan #002

## Schedule H, Line 4i – Schedule of Assets Held for Investment (Continued)

***December 31, 2011 (Continued)***

| (a) | (b) Identity of issuer, borrower, lessor, or similar party | (c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value | (d) Cost | (e) Current value |
|---|---|---|---|---|
| | **Raymond James (Continued):** | | | |
| | Eaton Vance Dividend Builder Fund Class I | Mutual Fund | $ 2,435 | 2,418 |
| | Eaton Vance Global Macro Absolute Return FD Class M/F | Mutual Fund | 16,074 | 15,511 |
| | ICON Energy Fund Class S | Mutual Fund | 9,945 | 9,498 |
| | Hartford Capital Appreciation Class C | Mutual Fund | 28,526 | 21,495 |
| | Loomis Sayles Strategic Income Fund Class Y | Mutual Fund | 23,607 | 23,690 |
| | Oppenheimer Developing Markets Fund Class Y | Mutual Fund | 7,357 | 6,034 |
| | Templeton China World Fund Class C | Mutual Fund | 20,432 | 21,290 |
| | Templeton China World Fund Class A | Mutual Fund | 4,395 | 3,532 |
| | Templeton Frontier Markets Fund Class A | Mutual Fund | 4,443 | 3,553 |
| | Templeton Global Bond Fund Class A | Mutual Fund | 15,985 | 14,306 |
| | Blackrock Global Allocation Fund Inst Class N/L | Mutual Fund | 13,597 | 13,206 |
| | Blackrock Global Allocation Fund Class C | Mutual Fund | 22,671 | 22,508 |
| | Ridgeworth Total Return Bond Fund Class I | Mutual Fund | 26,302 | 25,870 |
| | Thornburg Strategic Income Fund Class I | Mutual Fund | 12,429 | 11,888 |
| | Putnam Absolute Return 300 Fund Class Y | Mutual Fund | 15,355 | 14,181 |
| | Putnam Capital Spectrum Fund Class I | Mutual Fund | 9,343 | 8,918 |
| | AOL Inc. | Common Stock | 99 | 15 |
| | Exxon Mobil Corporation | Common Stock | 1,974 | 1,780 |

# The Bosworth Company Employees' Thrift Plan
## EIN #75-1012121 Plan #002

## Schedule H, Line 4i – Schedule of Assets Held for Investment (Continued)

*December 31, 2011 (Continued)*

| (a) | (b) Identity of issuer, borrower, lessor, or similar party | (c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value | (d) Cost | (e) Current value |
|---|---|---|---|---|
| | **Raymond James (Continued):** | | | |
| | Apache Corporation | Common Stock | $ 17,249 | 16,757 |
| | Alcatel - Lucent | Common Stock | 8,272 | 42 |
| | Amazon.com Inc. | Common Stock | 3,053 | 692 |
| | Chevron Corp New | Common Stock | 8,382 | 10,640 |
| | Cisco Systems | Common Stock | 7,528 | 2,712 |
| | Occidental Petro | Common Stock | 12,348 | 14,055 |
| | Colfax Corporation | Common Stock | 76,768 | 99,680 |
| | Concho Res Incorporated | Common Stock | 14,995 | 17,250 |
| | Dell Inc. | Common Stock | 2,034 | 732 |
| | EV Energy Partners LP COM Units | Common Stock | 9,636 | 17,735 |
| | EXCO Resources Incorporated | Common Stock | 87,909 | 26,125 |
| | Halliburton Corp | Common Stock | 15,936 | 15,530 |
| | LSI Corp. | Common Stock | 35 | 36 |
| | Medtronic Inc. | Common Stock | 2,557 | 2,831 |
| | Microsoft | Common Stock | 2,460 | 1,558 |
| | Nortel Networks Corp. New Com New (Canada) | Common Stock | 4,803 | 0 |
| | Time Warner | Common Stock | 2,060 | 578 |
| | Time Warner Cable Incorporated | Common Stock | 757 | 254 |

# The Bosworth Company Employees' Thrift Plan
## EIN #75-1012121 Plan #002

## Schedule H, Line 4i – Schedule of Assets Held for Investment (Continued)

*December 31, 2011 (Continued)*

| (a) | (b) Identity of issuer, borrower, lessor, or similar party | (c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value | | (d) Cost | (e) Current value |
|---|---|---|---|---|---|
| | **Raymond James (Continued):** | | | | |
| | Vitesse Semiconductor | Common Stock | $ | 8,216 | 12 |
| | Energy Transfer Partners | Common Stock | | 2,365 | 2,522 |
| | Whiting Pete Corporation New | Common Stock | | 14,434 | 16,342 |
| | Zimmer Hldgs Inc. | Common Stock | | 121 | 214 |
| | ASG Global Alternatives Fund Class A | Alternative Fund | | 10,671 | 10,072 |
| | RBS US Large Cap trend pilot due 1/25/2040 | Corporate Bond | | 10,788 | 9,576 |
| | RBS US Mid Cap trend pilot due 1/25/2041 | Corporate Bond | | 10,537 | 8,883 |
| | | | | 8,453,400 | 7,705,560 |
| | Notes receivable from participants | Interest rate 10% | | - | 469,783 |
| | | | $ | 8,453,400 | 8,175,343 |

# 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 ☒ a single-employer plan; ☐ a DFE (specify) ____

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

**C** If the plan is a collectively-bargained plan, check here. ▶ ☐

**D** Check box if filing under: ☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

## Part II Basic Plan Information—enter all requested information

**1a** Name of plan THE BOSWORTH COMPANY EMPLOYEES THRIFT PLAN

**1b** Three-digit plan number (PN) ▶ 002

**1c** Effective date of plan 01/01/1991

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

THE BOSWORTH COMPANY

PO BOX 3449

MIDLAND TX 79702-3449

2205 W INDUSTRIAL AVE

MIDLAND TX 79702-3449

**2b** Employer Identification Number (EIN) 75-1012121

**2c** Sponsor's telephone number (432) 683-5233

**2d** Business code (see instructions) 238220

**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 | [signature] | 10/15/12 | STACY NELSON |
| | Signature of plan administrator | Date | Enter name of individual signing as plan administrator |
| SIGN HERE | [signature] | 10/15/12 | STACY NELSON |
| | 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 |

# The Bosworth Company Employees' Thrift Plan

**EIN #75-1012121 Plan #002**

## Schedule H, Line 4i – Schedule of Assets Held for Investment

***December 31, 2011***

| (a) | (b) Identity of issuer, borrower, lessor, or similar party | (c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value | (d) Cost | (e) Current value |
|---|---|---|---|---|
| | **Hartford:** | | | |
| | Hartford Small/Mid Cap Equity | Pooled Separate Account | $ 14,756 | 12,614 |
| | PIMCO Total Return | Pooled Separate Account | 372,312 | 383,367 |
| | Federated Kaufmann | Pooled Separate Account | 111,499 | 93,394 |
| | UBS Global Allocation | Pooled Separate Account | 255,916 | 233,080 |
| | Ivy Science | Pooled Separate Account | 91,452 | 84,674 |
| | Mutual Discovery | Pooled Separate Account | 353,789 | 342,607 |
| | Oppenheimer International Bond | Pooled Separate Account | 197,166 | 196,441 |
| | Blackrock Global | Pooled Separate Account | 533,717 | 511,424 |
| | Thornburg | Pooled Separate Account | 234,333 | 193,017 |
| | Ridgeworth | Pooled Separate Account | 44,962 | 42,826 |
| | Ivy Global Natural Resources | Pooled Separate Account | 347,886 | 273,298 |
| | Ivy Asset | Pooled Separate Account | 76,068 | 69,169 |
| | Templeton Foreign | Pooled Separate Account | 17,754 | 153,697 |
| | American Funds Inv Co Am | Pooled Separate Account | 29,179 | 28,518 |
| | MFS Utility | Pooled Separate Account | 17,903 | 18,682 |
| | American Funds Growth Fund | Pooled Separate Account | 267,090 | 249,976 |
| | Eaton Vance Worldwide Health Sciences | Pooled Separate Account | 48,161 | 50,201 |
| | DWS Reef Global Real Estate | Pooled Separate Account | 119,788 | 130,491 |

# The Bosworth Company Employees' Thrift Plan
## EIN #75-1012121 Plan #002

## Schedule H, Line 4i – Schedule of Assets Held for Investment (Continued)

*December 31, 2011 (Continued)*

| (a) | (b) Identity of issuer, borrower, lessor, or similar party | (c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value | (d) Cost | (e) Current value |
|---|---|---|---|---|
| | **Hartford (Continued):** | | | |
| | Fidelity VIP II Contrafund | Pooled Separate Account | $ 58,525 | 57,454 |
| | Franklin Income | Pooled Separate Account | 180,655 | 185,031 |
| | Hartford Balance | Pooled Separate Account | - | 6,674 |
| | Hartford Capital Apprectn HLS | Pooled Separate Account | 1,004,962 | 884,002 |
| | Hartford Dividend & Growth HLS | Pooled Separate Account | 356,429 | 359,891 |
| | Hartford Index HLS | Pooled Separate Account | 35,384 | 35,712 |
| | Hartford Midcap HLS | Pooled Separate Account | 1,106,689 | 1,008,107 |
| | Hartford Money Market HLS | Pooled Separate Account | 258,801 | 317,703 |
| | Hartford Total Return Bond HLS | Pooled Separate Account | 257,077 | 269,669 |
| | Lord Abbett Bond Debenture | Pooled Separate Account | 252,195 | 257,776 |
| | Lord Abbett Mid-Cap Value | Pooled Separate Account | 106,990 | 102,623 |
| | Lord Abbett Small-Cap Blend | Pooled Separate Account | 392,291 | 38,696 |
| | Oppenheimer Developing Markets | Pooled Separate Account | 694,390 | 574,948 |
| | **Raymond James:** | | | |
| | Invesco Global Core Equity fund Class C | Mutual Fund | 6,808 | 6,808 |
| | DWS Alternative Asset Allocation Plus Fund Class | Mutual Fund | 10,763 | 10,119 |
| | DWS Floating Rate Fund Class S N/L | Mutual Fund | 11,202 | 10,676 |
| | Federated Unconstrained Bond FD | Mutual Fund | 17,625 | 17,674 |

# The Bosworth Company Employees' Thrift Plan
## EIN #75-1012121 Plan #002

## Schedule H, Line 4i – Schedule of Assets Held for Investment (Continued)

***December 31, 2011 (Continued)***

| (a) | (b) Identity of issuer, borrower, lessor, or similar party | (c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value | (d) Cost | (e) Current value |
|---|---|---|---|---|
| | **Raymond James (Continued):** | | | |
| | Eaton Vance Dividend Builder Fund Class I | Mutual Fund | $ 2,435 | 2,418 |
| | Eaton Vance Global Macro Absolute Return FD Class M/F | Mutual Fund | 16,074 | 15,511 |
| | ICON Energy Fund Class S | Mutual Fund | 9,945 | 9,498 |
| | Hartford Capital Appreciation Class C | Mutual Fund | 28,526 | 21,495 |
| | Loomis Sayles Strategic Income Fund Class Y | Mutual Fund | 23,607 | 23,690 |
| | Oppenheimer Developing Markets Fund Class Y | Mutual Fund | 7,357 | 6,034 |
| | Templeton China World Fund Class C | Mutual Fund | 20,432 | 21,290 |
| | Templeton China World Fund Class A | Mutual Fund | 4,395 | 3,532 |
| | Templeton Frontier Markets Fund Class A | Mutual Fund | 4,443 | 3,553 |
| | Templeton Global Bond Fund Class A | Mutual Fund | 15,985 | 14,306 |
| | Blackrock Global Allocation Fund Inst Class N/L | Mutual Fund | 13,597 | 13,206 |
| | Blackrock Global Allocation Fund Class C | Mutual Fund | 22,671 | 22,508 |
| | Ridgeworth Total Return Bond Fund Class I | Mutual Fund | 26,302 | 25,870 |
| | Thornburg Strategic Income Fund Class I | Mutual Fund | 12,429 | 11,888 |
| | Putnam Absolute Return 300 Fund Class Y | Mutual Fund | 15,355 | 14,181 |
| | Putnam Capital Spectrum Fund Class I | Mutual Fund | 9,343 | 8,918 |
| | AOL Inc. | Common Stock | 99 | 15 |
| | Exxon Mobil Corporation | Common Stock | 1,974 | 1,780 |

# The Bosworth Company Employees' Thrift Plan
## EIN #75-1012121 Plan #002

## Schedule H, Line 4i – Schedule of Assets Held for Investment (Continued)

***December 31, 2011 (Continued)***

| (a) | (b) Identity of issuer, borrower, lessor, or similar party | (c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value | (d) Cost | (e) Current value |
|---|---|---|---|---|
| | **Raymond James (Continued):** | | | |
| | Apache Corporation | Common Stock | $ 17,249 | 16,757 |
| | Alcatel - Lucent | Common Stock | 8,272 | 42 |
| | Amazon.com Inc. | Common Stock | 3,053 | 692 |
| | Chevron Corp New | Common Stock | 8,382 | 10,640 |
| | Cisco Systems | Common Stock | 7,528 | 2,712 |
| | Occidental Petro | Common Stock | 12,348 | 14,055 |
| | Colfax Corporation | Common Stock | 76,768 | 99,680 |
| | Concho Res Incorporated | Common Stock | 14,995 | 17,250 |
| | Dell Inc. | Common Stock | 2,034 | 732 |
| | EV Energy Partners LP COM Units | Common Stock | 9,636 | 17,735 |
| | EXCO Resources Incorporated | Common Stock | 87,909 | 26,125 |
| | Halliburton Corp | Common Stock | 15,936 | 15,530 |
| | LSI Corp. | Common Stock | 35 | 36 |
| | Medtronic Inc. | Common Stock | 2,557 | 2,831 |
| | Microsoft | Common Stock | 2,460 | 1,558 |
| | Nortel Networks Corp. New Com New (Canada) | Common Stock | 4,803 | 0 |
| | Time Warner | Common Stock | 2,060 | 578 |
| | Time Warner Cable Incorporated | Common Stock | 757 | 254 |

# The Bosworth Company Employees' Thrift Plan
## EIN #75-1012121 Plan #002

## Schedule H, Line 4i – Schedule of Assets Held for Investment (Continued)

*December 31, 2011 (Continued)*

| (a) | (b) Identity of issuer, borrower, lessor, or similar party | (c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value | | (d) Cost | (e) Current value |
|---|---|---|---|---|---|
| | **Raymond James (Continued):** | | | | |
| | Vitesse Semiconductor | Common Stock | $ | 8,216 | 12 |
| | Energy Transfer Partners | Common Stock | | 2,365 | 2,522 |
| | Whiting Pete Corporation New | Common Stock | | 14,434 | 16,342 |
| | Zimmer Hldgs Inc. | Common Stock | | 121 | 214 |
| | ASG Global Alternatives Fund Class A | Alternative Fund | | 10,671 | 10,072 |
| | RBS US Large Cap trend pilot due 1/25/2040 | Corporate Bond | | 10,788 | 9,576 |
| | RBS US Mid Cap trend pilot due 1/25/2041 | Corporate Bond | | 10,537 | 8,883 |
| | | | | 8,453,400 | 7,705,560 |
| | Notes receivable from participants | Interest rate 10% | | - | 469,783 |
| | | | $ | 8,453,400 | 8,175,343 |