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
AG RX EMPLOYEE STOCK OWNERSHIP AND 401(K) PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 06/18/1993

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

AG RX

PO BOX 2008
OXNARD, CA 93034-2008

751 SOUTH ROSE AVE
OXNARD, CA 93030-5146

2b Employer Identification Number (EIN)
77-0329972

2c Sponsor's telephone number
805-487-0696

2d Business code (see instructions)
115110

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	KIMBERLY EISEL
	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")
AG RX

PO BOX 2008
OXNARD, CA 93034

3b Administrator's EIN
77-0329972

3c Administrator's telephone number
805-487-0696

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**	146
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**	106
b	Retired or separated participants receiving benefits	**6b**	7
c	Other retired or separated participants entitled to future benefits	**6c**	45
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	158
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	1
f	Total. Add lines **6d** and **6e**	**6f**	159
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	159
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	7
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:
2H 2I 2J 2K 2P 2Q

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	3	**A** (Insurance Information)
(4)	X		**C** (Service Provider Information)
(5)			**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
AG RX EMPLOYEE STOCK OWNERSHIP AND 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
77-0329972

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
JOHN HANCOCK LIFE INSURANCE CO. USA

(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
04-2299444	65900	59-268938	1	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

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

(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	

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	(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**	
5	Current value of plan's interest under this contract in separate accounts at year end	**5**	

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 ▶

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)**	0
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)**	0
(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)**	0
(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 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
AG RX EMPLOYEE STOCK OWNERSHIP AND 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
77-0329972

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
JOHN HANCOCK LIFE INSURANCE CO. USA

(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
04-2299444	65900	59-268912	1	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

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

(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	

(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**	
5	Current value of plan's interest under this contract in separate accounts at year end	**5**	

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 ▶

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)**	0
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)**	0
(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)**	0
(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 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).

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OMB No. 1210-0110

2011

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

A Name of plan
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B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
77-0329972

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
JOHN HANCOCK LIFE INSURANCE CO. USA

(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
04-2299444	65900	59-268920	1	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

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

(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	

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	(c) Amount	**(d)** Purpose	

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	(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**	
5	Current value of plan's interest under this contract in separate accounts at year end	**5**	

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 ▶

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)**	0
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)**	0
(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)**	0
(2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.)			**9c(2)**	
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement			**9d(1)**	
(2) Claim reserves			**9d(2)**	
(3) Other reserves			**9d(3)**	
e Dividends or retroactive rate refunds due. (Do not include amount entered in **c(2)**.)			**9e**	
10 Nonexperience-rated contracts:				
a Total premiums or subscription charges paid to carrier			**10a**	
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, item 2 above, report amount.			**10b**	

Specify nature of costs ▶

Part IV Provision of Information

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

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

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

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

A Name of plan
AG RX EMPLOYEE STOCK OWNERSHIP AND 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
77-0329972

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

MERRILL LYNCH, PIERCE, FENNER AND S
4 WORLD FINANCIAL CENTER
250 VESEY STREET
NEW YORK, NY 10281

13-5674085

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

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

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

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

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

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

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE H (Form 5500)

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
AG RX EMPLOYEE STOCK OWNERSHIP AND 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
77-0329972

Part I Asset and Liability Statement

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	0	0
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	841	0
(2) Participant contributions	1b(2)	2923	3180
(3) Other	1b(3)	0	0
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	904011	769434
(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)		
(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)	86726	58168
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	3510659	3113329
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)	26867	24286

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)	3198137	3127129
(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	7730164	7095526
Liabilities			
g Benefit claims payable	1g		
h Operating payables	1h		43432
i Acquisition indebtedness	1i	553211	500676
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through1j)	1k	553211	544108
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	7176953	6551418

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)	180000	
(B) Participants	2a(1)(B)	265140	
(C) Others (including rollovers)	2a(1)(C)	0	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		445140
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	0	
(B) U.S. Government securities	2b(1)(B)	0	
(C) Corporate debt instruments	2b(1)(C)	0	
(D) Loans (other than to participants)	2b(1)(D)	0	
(E) Participant loans	2b(1)(E)	3281	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		3281
(2) Dividends: **(A)** Preferred stock	2b(2)(A)	0	
(B) Common stock	2b(2)(B)	0	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	0	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		0
(3) Rents	2b(3)		0
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)	0	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	0	
(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)	-71008	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		-71008
(6) Net investment gain (loss) from common/collective trusts	2b(6)		0
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		0
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		0
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		-305026
c Other income	2c		-2581
d Total income. Add all **income** amounts in column (b) and enter total	2d		69806
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	655475	
(2) To insurance carriers for the provision of benefits	2e(2)	0	
(3) Other	2e(3)	0	
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		655475
f Corrective distributions (see instructions)	2f		0
g Certain deemed distributions of participant loans (see instructions)	2g		0
h Interest expense	2h		37158
i Administrative expenses: (1) Professional fees	2i(1)	0	
(2) Contract administrator fees	2i(2)	0	
(3) Investment advisory and management fees	2i(3)	2708	
(4) Other	2i(4)	0	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		2708
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		695341
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		-625535
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: PKF CERTIFIED PUBLIC ACCOUNTANTS **(2)** EIN: 95-4354850

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		500000
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
AG RX EMPLOYEE STOCK OWNERSHIP AND 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
77-0329972

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): 77-0380903

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):

AG RX
EMPLOYEE STOCK OWNERSHIP AND 401(k) PLAN

Financial Statements and Supplemental Schedule

For the Year Ended December 31, 2011

PKF

AG RX
EMPLOYEE STOCK OWNERSHIP AND 401(k) PLAN

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All other schedules required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 are omitted because of the absence of conditions under which they are required.

PKF
Certified Public Accountants
A Professional Corporation

PKF
Accountants &
business advisers

Report of Independent Auditors

To the Trustees of AG RX Employee Stock Ownership and 401(k) Plan
Oxnard, California

We have audited the accompanying statements of net assets available for benefits of AG RX Employee Stock Ownership and 401(k) Plan (the "Plan") as of December 31, 2011 and 2010, the related statement of changes in net assets available for benefits for the year ended December 31, 2011 and the supplemental schedule as of December 31, 2011. These financial statements and supplemental schedule are the responsibility of the Plan's management. Our responsibility is to express an opinion on the financial statements based on our audit.

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

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2011 and 2010 and the changes in its net assets available for benefits for the year ended December 31, 2011, in conformity with accounting principles generally accepted in the United States.

Our audit was performed for the purpose of forming an opinion on the financial statements taken as a whole. The accompanying supplemental schedule of assets (held at end of year) as of December 31, 2011 is 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 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 audit 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 taken as a whole.

PKF

San Diego, California
October 11, 2012

PKF
Certified Public Accountants
A Professional Corporation

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AG RX
EMPLOYEE STOCK OWNERSHIP AND 401(k) PLAN
Statements of Net Assets Available for Benefits
December 31, 2011 and 2010

	December 31, 2011			December 31, 2010		
	Allocated	Unallocated	Total	Allocated	Unallocated	Total
Assets						
Investments at fair value:						
Mutual funds	$ 3,113,329	$ -	$ 3,113,329	$ 3,510,659	$ -	$ 3,510,659
Company stock	2,610,578	516,551	3,127,129	2,598,639	599,498	3,198,137
Money market fund	769,434	-	769,434	904,011	-	904,011
Other	24,286	-	24,286	26,867	-	26,867
Total investments	6,517,627	516,551	7,034,178	7,040,176	599,498	7,639,674
Notes receivable from participants	58,168	-	58,168	86,726	-	86,726
Contributions receivable:						
Employer	-	-	-	841	-	841
Employee	3,180	-	3,180	2,923	-	2,923
Total receivables	3,180	-	3,180	3,764	-	3,764
Total assets	6,578,975	516,551	7,095,526	7,130,666	599,498	7,730,164
Liabilities						
Notes payable	-	500,676	500,676	-	553,211	553,211
Other payables	43,432	-	43,432	-	-	-
Total liabilities	43,432	500,676	544,108	-	553,211	553,211
Net assets available for benefits	$ 6,535,543	$ 15,875	$ 6,551,418	$ 7,130,666	$ 46,287	$ 7,176,953

See accompanying notes to the financial statements.

AG RX
EMPLOYEE STOCK OWNERSHIP AND 401(k) PLAN
Statement of Changes in Net Assets Available for Benefits
For the Year Ended December 31, 2011

	Allocated	Unallocated	Total
Additions to net assets attributed to:			
Company contributions	$ 95,133	$ 84,867	$ 180,000
Participant contributions	265,140	-	265,140
Interest income	3,281	-	3,281
Allocation of shares of Company stock	84,867	(84,867)	-
Total additions	448,421	-	448,421
Deductions to net assets attributed to:			
Net depreciation (appreciation) in fair value of investments	385,361	(6,746)	378,615
Distributions to participants	655,475	-	655,475
Interest expense	-	37,158	37,158
Administrative fees	2,708	-	2,708
Total deductions	1,043,544	30,412	1,073,956
Net decrease	(595,123)	(30,412)	(625,535)
Net assets available for benefits:			
Beginning of year	7,130,666	46,287	7,176,953
End of year	$ 6,535,543	$ 15,875	$ 6,551,418

See accompanying notes to the financial statements.

1. Description of Plan

The following description of AG RX (the "Company") Employee Stock Ownership and 401(k) Plan (the "Plan") is provided for general information purposes only. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan covering all full-time employees who are age twenty-one or older and have completed 250 hours during a three month period to participate in the 401(k) part of the Plan and have completed 500 hours in a six month period to participate in the employee stock ownership part of the Plan.

The Plan operates as a cash or deferred plan under Section 401(k) of the Internal Revenue Code of 1986 (the "Code" or "IRC"), as a stock bonus plan under Section 401 of the Code, and as an employee stock ownership plan ("ESOP") under Section 4975(e)(7) and is subject to the applicable provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

Contributions

Participants may contribute up to 100% of compensation, as defined by the Plan, or the limits imposed by the Code. Participants may also contribute amounts representing distributions, or roll-overs, from other qualified plans. The Company may make discretionary contributions which are determined by the Company's Board of Directors. In addition, upon approval of the Company's Board of Directors, the Company may make discretionary matching contributions of 50% of the participant's eligible elective contribution up to 2% of a participant's compensation. Contributions are subject to certain limitations.

Participant Accounts

Each participant's account is credited with the participant's contribution and allocations of the Company's discretionary contributions, plan earnings and charged with an allocation of administrative expenses. In addition, each participant's account is credited with an allocation of shares of the Company's common stock released by the Trustee from the unallocated account and forfeitures of terminated participants' non-vested accounts. Allocations of employer contributions are based on participant's earnings, as defined by the Plan. The benefit to which a participant is entitled is the amount that can be provided from the participant's vested account.

1. Description of Plan (continued)

Diversification

Diversification is offered to participants close to retirement so that they may have the opportunity to move part of the value of their investment in company stock into investments which are more diversified. Participants who are at least age 55 with at least 10 years of participation in the Plan may elect to diversify a portion of their account. Diversification is offered to each eligible participant over a six-year period. In each of the first five years, a participant may diversify up to 25 percent of the number of post-1986 shares allocated to his or her account, less any shares previously diversified. In the sixth year, the percentage changes to 50 percent. Participants who elect to diversify receive a cash distribution. The Plan purchased 1,752.47 shares related to participant diversification during the year ended December 31, 2011.

Vesting

All participant contributions are vested 100% at all times. Company discretionary contributions that are not qualified by the Board of Directors and are invested in participant's ESOP accounts vest 20% after 2 years of service, 40% vesting after 3 years of service, 60% vesting after 4 years of service, 80% vesting after 5 years of service and 100% vesting after 6 years of service. Company discretionary contributions that are not qualified by the Board of Directors and are invested in participant's matching accounts vest 20% after 2 years of service, 40% vesting after 3 years of service, 60% vesting after 4 years of service, and 100% vesting after 5 years of service. Company contributions designated as qualified by the Board of Directors are vested 100% at all times. Upon termination of employment by attaining retirement age or due to death or disability, participants are fully vested.

Notes Receivable from Participants

Participants may borrow up to the greater of $10,000 or 50% of their vested account balance to a maximum of $50,000 less their largest outstanding note balance in the prior one year period and the maximum loan amount cannot exceed the participant's vested interest in their elective deferral account. The loans are secured by the balance in the participant's account and bear interest at rates which are commensurate with local prevailing rates as determined by the Plan administrator. Principal and interest are paid ratably through monthly payroll deductions. The interest rates on outstanding participant loans ranged from 4.25% to 10% as of December 31, 2011.

1. Description of Plan (continued)

Put Option

Under Federal income tax regulations, the employer stock that is held by the Plan and its participants and is not readily tradable on an established market, or is subject to trading limitations includes a put option. The put option is a right to demand that the Company buy any shares of its stock distributed to participants for which there is no market. The put price is representative of the fair market value of the stock. The Company can pay for the purchase with interest over a period of five years. The purpose of the put option is to ensure that the participant has the ability to ultimately obtain cash.

Distributions

On termination of service due to death, disability, or retirement, a participant may elect to receive a lump-sum amount equal to the value of the participant's vested interest in their account or receive the vested interest in their account in installments. Distributions are generally paid after employment is terminated and as soon as administratively feasible. In conjunction with distribution requests of terminated participants, the Plan redeemed 1,568.09 shares of employer stock during the year ended December 31, 2011.

Forfeited Accounts

The unvested portions of participants' accounts remaining after employees terminate are forfeited and allocated to the remaining participants in the same manner in which employer contributions are allocated on the anniversary date for the plan year during which such forfeiture occurred. At December 31, 2011 and 2010, forfeited accounts totaled $0. Forfeitures of terminated non-vested account balances allocated to remaining participants during the year ended December 31, 2011 totaled $2,751.

Allocations of Benefits

The Plan invests in common stock of the Company. Shares of stock purchased by the Plan with borrowed monies are not allocated to participants until such time as the borrowed monies and related interest are repaid. Shares become allocable in the ratio of debt retired during the Plan year to debt outstanding at the beginning of that year.

Allocation of Company contributions, including allocable shares and forfeitures, are made to participants in the ratio of the compensation for the Plan year of each eligible participant to the total compensation for the Plan year of all eligible participants.

1. Description of Plan (continued)

Allocations of Benefits (continued)

Allocation of Plan income and loss, including unrealized appreciation and depreciation of Plan assets, is made in the proportion that the balance of each participant's account bears to the total of all participants' account balances as of the preceding valuation date. Prior to making these allocations, the participant's account balance is adjusted by reducing each participant's account for any distributions made subsequent to the preceding valuation date and adjusted for other additions or subtractions that may be deemed appropriate by the Plan's committee.

Voting Rights of ESOP Shares

All shares are voted by the Trustees at the direction of the Plan Committee, except for those specified corporate matters which require a pass-through vote. When a pass-through vote is required, any shares for which instructions are not received will be voted by the Trustee on a pro-rata basis, based on the yes and no votes cast by participants who returned voting instruction forms.

Plan Termination

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

Operating Expenses

Certain expenses of the Plan are paid by the Company.

2. Summary of Significant Accounting Policies

Basis of Accounting

The financial statements of the Plan have been prepared using the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America.

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 of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements. Actual results could differ from those estimates.

2. Summary of Significant Accounting Policies (continued)

Valuation of Investments and Income Recognition

Purchase and sales of securities are recorded on trade-date basis. Interest income is recorded on the accrual basis. Dividend income is recorded on the ex-dividend date. The Plan presents in the statement of changes in net assets available for plan benefits the net appreciation or depreciation in the fair value of its investments which includes dividend income, gains or losses on investments bought and sold during the year and the net appreciation (depreciation) in the fair value of investments held.

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") 820, Fair Value Measurements and Disclosures, 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 as follows:

Level 1 – Quoted prices in active markets for assets identical to the securities to be valued. (Examples include NYSE and NASDAQ).

Level 2 – Inputs other than quoted prices that are observable for securities, either directly or indirectly. (Examples include matrix pricing utilizing yield curves, prepayment speeds, credit risks, etc.; quoted prices for similar assets in active markets; and inputs derived from observable market data by correlation or other means.)

Level 3 – Unobservable inputs, which contain assumptions by the party valuing those assets. For level 3 inputs, there is no market data or correlations with market assumptions. (Examples include independent valuations of limited partnership interests, closely held stock, etc.)

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

2. Summary of Significant Accounting Policies (continued)

Valuation of Investments and Income Recognition (continued)

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

Mutual funds - Valued at the net asset value ("NAV") of shares held by the plan at year end. Fair value is determined by quoted prices in an active market. Mutual funds are classified within level 1 of the valuation hierarchy.

Company common stock - Fair value is determined by an annual independent appraisal using a stock valuation model requiring subjective assumptions. Because of the inherent uncertainty of valuations, estimated fair value may differ significantly from the value that would have been used had a ready market for the securities existed, and the differences could be material. In the opinion of the Trustee, the existing valuation provides a reasonable measure of the fair value of the Company's stock. Company common stock is classified within level 3 of the valuation hierarchy.

Money market funds – These investments are public investment vehicles using $1 for the net asset value based on values of investments held by the fund. Money market funds are classified within level 2 of the valuation hierarchy.

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

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued, but unpaid interest. Delinquent participant loans are reclassified as distributions based upon the terms of the Plan document.

Distributions

Distributions to participants are recorded when paid.

3. Investments

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

	December 31, 2011	December 31, 2010
AG RX common stock	$ 3,127,129	$ 3,198,137
Merrill Lynch Money Market Account	769,434	904,011
AllianceBerstein High Income Fund CL A	820,772	857,450
Thornburg Investment Income Builder Fund CL R4	599,441	*
Thornburg International Fund	*	585,870

* Does not represent 5% or more of the Plan's net assets

During the year ended December 31, 2011, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year), depreciated in value as follows:

Fair values determined by quoted prices in an active market:	
Mutual funds	$ 452,204
Fair values determined by other methods:	
AG RX common stock	(71,008)
John Hancock Life Insurance Company	(2,581)
Net depreciation in fair value	$ 378,615

The Plan's investments in Company common stock are as follows:

	December 31, 2011		December 31, 2010	
	Allocated	Unallocated	Allocated	Unallocated
AG RX common stock:				
Number of shares	76,986	15,233	74,932	17,287
Cost	$ 1,964,621	$ 462,008	$ 1,902,328	$ 524,302
Fair value	$ 2,610,578	$ 516,551	$ 2,598,639	$ 599,498

4. Non-participant Directed Investments

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

	December 31, 2011	December 31, 2010
AG RX common stock	$ 3,127,129	$ 3,198,137
Mutual funds	78,028	79,306
Money market funds	11,783	2,313
Other	24,286	26,867
	$ 3,241,226	$ 3,306,623

Changes in net assets:	
Company contributions	$ 180,000
Other contributions	42,179
Interest income	2,673
Net depreciation in fair value of investments	(141,933)
Loan payments - interest	(32,892)
Net transfers	841
Distributions	(115,157)
Administrative fees	(1,108)
Net change	(65,397)
Net assets of nonparticipant directed investments:	
Beginning of year	3,306,623
End of year	$ 3,241,226

5. Fair Value Measurements

The following summarizes the fair value measurements and method of valuation in accordance with the requirements of FASB ASC 820:

	Assets at Fair Value at December 31, 2011			
	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total
Mutual funds				
Equity Funds	$ 828,750	$ -	$ -	$ 828,750
Value Funds	836,552	-	-	836,552
Growth Funds	650,108	-	-	650,108
Bonds	366,002	-	-	366,002
Balanced Funds	384,497	-	-	384,497
Blended Funds	47,420	-	-	47,420
Total mutual funds	3,113,329	-	-	3,113,329
AG RX common stock	-	-	3,127,129	3,127,129
Money market funds	-	769,434	-	769,434
Other	-	-	24,286	24,286
Totals	$ 3,113,329	$ 769,434	$ 3,151,415	$ 7,034,178

	Assets at Fair Value at December 31, 2010			
	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total
Mutual funds				
Equity Funds	$ 871,149	$ -	$ -	$ 871,149
Value Funds	319,984	-	-	319,984
Growth Funds	1,412,806	-	-	1,412,806
Bonds	373,934	-	-	373,934
Balanced Funds	532,786	-	-	532,786
Total mutual funds	3,510,659	-	-	3,510,659
AG RX common stock	-	-	3,198,137	3,198,137
Money market funds	-	904,011	-	904,011
Other	-	-	26,867	26,867
Totals	$ 3,510,659	$ 904,011	$ 3,225,004	$ 7,639,674

5. Fair Value Measurements (continued)

The Employer's common stock is not actively traded and significant other observable inputs are not available. The fair value of the Employer's common stock is determined by an annual independent appraisal using a stock valuation model requiring subjective assumptions. Because of the inherent uncertainty of valuations, estimated fair value may differ significantly from the value that would have been used had a ready market for the securities existed, and the differences could be material. In the opinion of the Trustee, the existing valuation provides a reasonable measure of the fair value of the Company's stock. The fair value was $33.91 and $34.68 per share at December 31, 2011 and 2010, respectively.

The following is a reconciliation of the beginning and ending balances of recurring fair value measurements recognized in the accompanying statement of net assets available for benefits using significant unobservable (Level 3) inputs for the year ended December 31, 2011:

	Company Common Stock	Other
Balance, beginning of year	$ 3,198,137	$ 26,867
Net decrease in fair value	(71,008)	(2,581)
Balance, end of year	$ 3,127,129	$ 24,286
The amount of total gains or losses for the year included in the changes in net assets attributable to the change in unrealized gains or losses relating to assets still held at the reporting date	$ (71,008)	$ (2,581)

6. Notes Payable

On May 28, 2009, the Plan entered into a purchase agreement to acquire Company common stock from a trust of a Company stockholder. The purchase was for 29,339.50 shares of Company common stock at $30.33 per share, or approximately $890,000. The agreement required the Plan to make a cash payment of $267,000, issue a promissory note for $306,000, and assume a promissory note for $317,000.

The $306,000 promissory note is secured by 10,087.50 shares of Company common stock held by the Plan and is guaranteed by the Company. Monthly principal and interest payments of $3,553, including interest at 7%, are due in equal installments through May 31, 2019.

The $317,000 promissory note assumption is secured by 10,450 shares of Company common stock held by the Plan and is guaranteed by the Company. Monthly principal and interest payments of $3,519, including interest at 6%, are due in equal installments through May 31, 2020.

6. Notes Payable (continued)

Under the terms of the agreements, the Plan Trustee has voting rights on shares that are collaterizing the promissory notes. Upon full payment of the promissory notes, the security pledge of the Company common stock will be released.

Future principal payments under the notes payable at December 31, 2011 are as follows:

Year Ending December 31,	Principal Payments
2012	$ 51,693
2013	57,393
2014	61,231
2015	65,325
2016	69,695
Thereafter	195,339
	$ 500,676

7. Risks and Uncertainties

The Plan invests in the common stock of the Company and various other investment securities including mutual funds. Investment securities are exposed to various risks, such as interest rate, market and credit risks. Due to the level of risk associated with the investment securities and the level of uncertainty related to changes in the value of investment securities, it is at least reasonably possible that changes in risks in the near term could materially affect participants' account balances and the amounts reported in future financial statements.

8. Administration of Plan Assets

The Plan's assets are managed by the Trustee, who manages the Company common stock investments, authorizes distributions to participants, determines benefits payable to participants, and administers the payment of interest and principal on notes payable. Merrill Lynch is the custodian of the Plan investments in mutual funds.

9. Tax Status

The Internal Revenue Service has determined and informed the Company by a letter dated July 10, 2009, that the Plan and related Trust as then designed was in compliance with the applicable requirements of the IRC. Although the Plan has been amended since receiving the determination letter, the Plan Trustees believe that the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC.

9. Tax Status (continued)

Accounting principals generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain tax position that more likely than not would not be sustained upon examination by the Internal Revenue Service. The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2011, there are no uncertain tax positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure within the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan administrator believes it is no longer subject to income tax examinations for years prior to 2007.

During the year ended May 31, 2009, certain transactions occurred that could impact the Plan's tax qualification. During the year ended May 31, 2009, employee catch-up contributions of $8,965 and in-service distributions of $3,677 were made but were not provided for in the Plan agreement as amended. On January 1, 2010, the Plan was amended effective June 1, 2008 to provide for participants who have attained age 50 before the end of the plan year to be eligible to make catch-up contributions and to provide for in-service withdrawals. In addition, the Plan amendment provided for participant loans that had not been previously provided for in the Plan document but were deemed not to be a non-exempt transaction due to an exemption provided by ERISA.

Further, an error was made in the computation of a match contribution for a Plan Trustee as the salary base exceeded the salary limit resulting in an error totaling $1,786 during the year ended May 31, 2009. As a result of this error, the Company match and ESOP contributions were recomputed and corrected for each Plan participant as of May 31, 2009. None of the errors above resulted in lost earnings to the Plan or participants. An application for voluntary correction of all of the errors noted above has been filed under the IRS Voluntary Correction Program. The Plan Trustees believe the corrections made will allow the Plan to maintain its tax status. On August 8, 2011, the Plan received a compliance statement from the IRS as a result of the application filed.

10. Related Party Transactions

The Company is the sponsor of the Plan and, therefore, these transactions qualify as party-in-interest, being transactions for which a statutory exemption exists. The Plan holds common stock of the Company. In addition, on May 28, 2009 the Plan entered into a purchase agreement to acquire Company common stock from a trust of a Company stockholder (see Note 6).

11. Subsequent Events

All matters through October 11, 2012 have been considered for disclosure in the accompanying financial statements, which is the date the financial statements were available to be issued.

Supplemental Schedule

AG RX EMPLOYEE STOCK OWNERSHIP AND 401(k) PLAN
EIN: 77-0329972
Plan No.: 001
Form 5500
Schedule H, Part IV Line 4(i)
Schedule of Assets (Held at End of Year)
December 31, 2011

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment	(d) Cost	(e) Current Value
*	AG RX ***	Common Stock	$ -	$ 3,127,129
*	Merrill Lynch ***	Money Market Account	769,434	769,434
	AllianceBerstein High Income Fund CL A	Mutual Fund	**	820,772
	AllianceBerstein High Income Fund CL R	Mutual Fund	**	2,299
	AllianceBerstein Small Cap Growth Adv ***	Mutual Fund	2,215	1,960
	Allianz NFJ Small Cap Value Fund	Mutual Fund	**	591
	Aberdeen Emerging Markets Fund CL A ***	Mutual Fund	45,600	44,373
	Lord Abbett Short Duration Income Fund	Mutual Fund	**	51
	MFS Intl New Discovery Fund CL R2	Mutual Fund	**	44
	MFS New Discovery Fund CL R2	Mutual Fund	**	22
	MFS New Discovery Fund CL A	Mutual Fund	**	50,991
	Oppenheimer Equity Income Fund CL A	Mutual Fund	**	122,364
	Oppenheimer Equity Income Fund CL N	Mutual Fund	**	92
	Oppenheimer International Diversified Fund	Mutual Fund	**	22,297
	Nuveen Tradewinds Global Resources Fund CL A	Mutual Fund	**	43,100
	Perkins Small Cap Value Fund	Mutual Fund	**	12
	Pimco Total Return Fund	Mutual Fund	**	663
	Allianz RCM Global Water Fund***	Mutual Fund	3,285	3,835
	Alps/Red Rocks List Private Equity Fund ***	Mutual Fund	2,175	1,823
	American Century Small Cap Value Fund ***	Mutual Fund	520	604
	Calamos Evolving World Growth Fund CL I ***	Mutual Fund	51,244	49,228
	Calamos International Growth Fund CL I ***	Mutual Fund	21,248	18,616
	Columbia Acorn International Fund CL A	Mutual Fund	**	46,158
	Columbia Limited Duration Credit Fund A	Mutual Fund	**	100,566
	Delaware Small Cap Value Fund Instl CL ***	Mutual Fund	2,703	2,717
	Delaware Limited Term Diversified Income Fund ***	Mutual Fund	990	943
	Franklin National Resources Fund Adv ***	Mutual Fund	3,224	3,047
	Henderson Global Technology Fund CL A	Mutual Fund	**	23,300
	ING Global Real Estate ***	Mutual Fund	1,502	1,620
	Invesco Van Kampen Small Cap Value Fund A	Mutual Fund	**	55,434
	Invesco International Small Company Fund ***	Mutual Fund	6,428	6,872
	Janus Overseas Fund CL A	Mutual Fund	**	174,018
	Januar Overseas Fund CL I ***	Mutual Fund	7,976	7,720
	Janus Overseas Fund CL R	Mutual Fund	**	219
	John Hancock Bond Fund Class A	Mutual Fund	**	5,510
	John Hancock Global Opportunities Fund CL A	Mutual Fund	**	93,739
	John Hancock Large Cap Equity Fund CL I ***	Mutual Fund	4,510	5,679
	Loomis Sayles Investment Grade Bond Fund CL Y ***	Mutual Fund	8,169	7,901
	Loomis Sayles Investment Grade Bond Fund CL I ***	Mutual Fund	2,641	2,560
	Oppenheimer Developing Markets Fund CL A	Mutual Fund	**	95,526
	Oppenheimer Developing Markets Fund CL N	Mutual Fund	**	54

See report of independent auditors

AG RX EMPLOYEE STOCK OWNERSHIP AND 401(k) PLAN
EIN: 77-0329972
Plan No.: 001
Form 5500
Schedule H, Part IV Line 4(i)
Schedule of Assets (Held at End of Year) (continued)
December 31, 2011

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment	(d) Cost	(e) Current Value
	Prudential Global Real Estate Fund CL A	Mutual Fund	**	41,418
	Prudential Global Real Estate Fund CL R	Mutual Fund	**	35
	Prudential Global Real Estate Fund CL Z ***	Mutual Fund	2,101	2,168
	Prudential Financial Services Fund CL A	Mutual Fund	**	6,096
	Prudential Jennison Natural Resources	Mutual Fund	**	33
	Putnam Equity Income Fund ***	Mutual Fund	3,267	3,617
	Putname Global Income Trust Fund CL A	Mutual Fund	**	7,342
	Putname Global Income Trust Fund CL R	Mutual Fund	**	146
	Putnam International Cap Opportunities Fund CL Y ***	Mutual Fund	1,104	979
	Putnam International Cap Opportunities Fund CL R	Mutual Fund	**	22
	Putnam Voyager Fund CL A	Mutual Fund	**	141,060
	Putnam Voyager Fund CL R	Mutual Fund	**	134
	Sunamerica Focused Dividend Strategy Fund ***	Mutual Fund	5,255	5,433
	TCW Emerging Markets Income Fund ***	Mutual Fund	80,294	75,880
	TCW Total Return Bond Fund ***	Mutual Fund	4,653	4,656
	Templeton Foreign Fund Advance ***	Mutual Fund	21,875	17,853
	Templeton Foreign Fund CL R	Mutual Fund	**	155
	Templeton Foreign Small Companies A Fund	Mutual Fund	**	17,476
	Templeton Foreign Small Companies Adv Fund ***	Mutual Fund	2,450	2,002
	Templeton Frontier Markets Fund ***	Mutual Fund	11,865	9,175
	Templeton Global Bond Fund Adv ***	Mutual Fund	22,394	22,161
	Templeton Global Bond Fund	Mutual Fund	**	132,337
	The Oakmark International Fund	Mutual Fund	**	119,185
	Thornburg Investment Income Builder Fund CL R3	Mutual Fund	**	842
	Thornburg Investment Income Builder Fund CL R4	Mutual Fund	**	599,441
	Thornburg Limited Term Income Fund ***	Mutual Fund	5,332	5,286
	Van Eck Emerging Markets Fund ***	Mutual Fund	23,415	18,216
	Van Eck Global Hard Assets Fund ***	Mutual Fund	1,486	1,821
	Virtus Emerging Markets Opportunities Fund CL I ***	Mutual Fund	48,000	46,764
	Wells Fargo Adv Emerging Growth Fund CL A ***	Mutual Fund	1,080	1,094
	Wells Fargo Adv Emerging Markets Equity Fund CL A ***	Mutual Fund	2,011	2,850
	Wells Fargo Adv Growth Fund ***	Mutual Fund	9,895	10,332
	John Hancock Life Insurance Company***	CSV Life Insurance Policies	24,286	24,286
*	Participant Loans	Interest rates 4.25% to 10.00%	-0-	58,168
	Total			$ 7,092,346

* Represents a party-in-interest to the Plan for which a statutory exemption exists
** Cost information not required for participant directed investments
*** This investment, or portions of this investment, are non-participant directed

See report of independent auditors

Form 5500	Annual Return/Report of Employee Benefit Plan	OMB Nos. 1210-0110 1210-0089
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	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.**	**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
AG RX EMPLOYEE STOCK OWNERSHIP AND 401(K) PLAN

1b Three-digit plan number (PN) ▸ 001

1c Effective date of plan 06/18/1993

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

AG RX

PO BOX 2008 751 SOUTH ROSE AVE

OXNARD CA 93034-2008 OXNARD CA 93030-5146

2b Employer Identification Number (EIN) 77-0329972

2c Sponsor's telephone number 805-487-0696

2d Business code (see instructions) 115110

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	KIMBERLY EISEL
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.

3a Plan administrator's name and address (if same as plan sponsor, enter "Same") AG RX PO BOX 2008 OXNARD CA 93034	**3b** Administrator's EIN 77-0329972	
	3c Administrator's telephone number 805-487-0696	

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:	**4b** EIN	
a	Sponsor's name	**4c** PN	

5	Total number of participants at the beginning of the plan year	**5**	146
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**	106
b	Retired or separated participants receiving benefits	**6b**	7
c	Other retired or separated participants entitled to future benefits	**6c**	45
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	158
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	1
f	Total. Add lines **6d** and **6e**	**6f**	159
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	159
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	7
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:
2H 2I 2J 2K 2P 2Q

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

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

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

a Pension Schedules

- **(1)** [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] 3 **A** (Insurance Information)
- **(4)** [X] **C** (Service Provider Information)
- **(5)** [ ] **D** (DFE/Participating Plan Information)
- **(6)** [ ] **G** (Financial Transaction Schedules)

Schedule H, Line 4i
Schedule of Assets (Held At End of Year)

Name of Plan:

► AG RX EMPLOYEE STOCK OWNERSHIP AND 401(K) PLAN

Employer Identification Number:► 77-0329972

For plan year (beginning/ending):► 01/01/2011 TO 12/31/2011 Plan number:► 1.00

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value	(d) Cost	(e) Current value
	AG RX COMMON STOCK	COMMON STOCK	2,426,630.00	3,198,137.58
	ALLIANZ NFJ SMALL CAP CL R	MUTUAL FUND	581.69	590.59
	ALLIANCEBERNSTEIN HIGH CL R	MUTUAL FUND	2,449.77	2,298.74
	ALLIANCEBERNSTEIN HIGH CL A	MUTUAL FUND	874,492.84	820,771.50
	COLUMBIA ACORN CL A	MUTUAL FUND	55,181.76	46,157.79
	COLUMBIA LIMITED FUND A	MUTUAL FUND	101,972.38	100,565.98
	HENDERSON GLOBAL CL A	MUTUAL FUND	24,876.24	23,299.60
	INVESCO VAN KAMPEN SML FUND A	MUTUAL FUND	65,541.28	55,433.94
	JANUS OVERSEAS FD CL A	MUTUAL FUND	255,187.25	174,017.47
	JANUS OVERSEAS FD CL R	MUTUAL FUND	260.81	218.43
	JOHN HANCOCK GLOBAL CL A	MUTUAL FUND	128,470.14	93,739.46
	JOHN HANCOCK BOND FUND CL A	MUTUAL FUND	5,605.14	5,509.76
	LORD ABBETT SHORT CL R2	MUTUAL FUND	51.37	51.35
	MFS INTL NEW DISCOVERY CL R2	MUTUAL FUND	45.71	44.38
	MFS NEW DISCOVERY CL R2	MUTUAL FUND	26.33	22.23
	MFS NEW DISCOVERY CL A	MUTUAL FUND	72,545.24	50,990.41
	NUVEEN TRADEWINDS GLOBAL CL A	MUTUAL FUND	53,397.80	43,099.78
	OPPENHEIMER DEVELOPING CL N	MUTUAL FUND	57.45	54.66
	OPPENHEIMER EQUITY CL N	MUTUAL FUND	91.91	92.66
	OPPENHEIMER INTL CL A	MUTUAL FUND	28,091.23	22,297.30
	OPPENHEIMER DEVELOPING CL A	MUTUAL FUND	117,369.02	95,525.44
	OPPENHEIMER EQUITY CL A	MUTUAL FUND	138,438.14	122,364.40
	PERKINS SMALL CAP VALUE	MUTUAL FUND	12.65	11.71
	PIMCO TOTAL RETURN FUND CL R	MUTUAL FUND	677.36	663.36
	PRUDENTIAL FINANCIAL CL A	MUTUAL FUND	7,550.04	6,096.75
	PRUDENTIAL GLOBAL REAL CL A	MUTUAL FUND	47,997.86	41,417.76
	PRUDENTIAL JENNISON	MUTUAL FUND	34.10	32.83
	PRUDENTIAL GLOBAL REAL CL R	MUTUAL FUND	34.23	34.12
	PUTNAM VOYAGER FUND CL R	MUTUAL FUND	140.32	133.67
	PUTNAM IINTL CAPITAL CL R	MUTUAL FUND	23.33	21.53
	PUTNAM GLOBAL INCOME CL R	MUTUAL FUND	148.79	145.69
	PUTNAM GLOBAL INCOME CL A	MUTUAL FUND	7,601.57	7,342.16
	PUTNAM VOYAGER FD CL A	MUTUAL FUND	174,136.61	141,059.98
	TEMPLETON FOREIGN CL R	MUTUAL FUND	167.10	154.96
	TEMPLETON GLOBAL BOND CL A	MUTUAL FUND	148,318.62	132,336.78
	TEMPLETON FOREIGN SM COS	MUTUAL FUND	22,331.88	17,476.51
	THE OAKMARK INTL FD CL	MUTUAL FUND	146,150.97	119,184.97
	THORNBURG INVESTMENT CL R3	MUTUAL FUND	808.97	841.65
	THORNBURG INVESTMENT CL R4	MUTUAL FUND	650,333.30	599,441.03

	TCW EMERGING	MUTUAL FUND	75,965.60	71,652.06
	ABERDEEN EMERGING CL A	MUTUAL FUND	45,600.01	44,372.99
	VAN ECK EMERGING MARKETS CL Y	MUTUAL FUND	23,415.10	18,216.55
	VIRTUS EMERGING MARKETS CL I	MUTUAL FUND	48,000.00	46,763.72
	CALAMOS EVOLVING WORLD CL I	MUTUAL FUND	51,236.29	49,228.34
	TEMPLETON FRONTIER	MUTUAL FUND	11,865.85	9,174.68
	AMERICAN CENTURY SMALL CAP VAL	MUTUAL FUND	520.26	603.72
	TCW TOTAL RETURN	MUTUAL FUND	4,652.85	4,656.12
	JANUS OVERSEAS FUND CL I	MUTUAL FUND	7,976.32	7,719.95
	ING GLOBAL REAL ESTATE	MUTUAL FUND	1,502.28	1,620.00
	JOHN HANCOCK LARGE CAP	MUTUAL FUND	4,509.77	5,679.36
	WELLS FARGO ADV EMERGING MARKETS	MUTUAL FUND	2,010.84	2,850.48
	PUTNAM EQUITY INCOME	MUTUAL FUND	3,267.14	3,617.41
	PUTNAM INT'L CAP OPPORTUNITES	MUTUAL FUND	1,103.76	979.20
	ALLIANZ RCM GLOBAL WATER CL P	MUTUAL FUND	3,282.35	3,835.06
	WELLS FARGO ADV EMERGING GROWTH	MUTUAL FUND	1,080.00	1,094.05
	INVESCO INT'L SMALL CL Y	MUTUAL FUND	6,419.81	6,871.39
	VAN ECK GLOBAL HARD ASSETS	MUTUAL FUND	1,485.71	1,820.28
	TEMPLETON FOREIGN ADV CL	MUTUAL FUND	21,869.97	17,853.17
	TEMPLETON GLOBAL BOND FD ADV CL	MUTUAL FUND	22,384.04	22,160.64
	DELAWARE LIMITED TERM FD A	MUTUAL FUND	2,702.88	2,716.56
	TCW EMERGING MARKETS I SHARE	MUTUAL FUND	4,325.14	4,228.46
	PRUDENTIAL GLOBAL REAL ESTATE CL Z	MUTUAL FUND	2,097.47	2,168.66
	DELAWARE SMALL CAP VALUE INSTL CL	MUTUAL FUND	974.22	943.08
	WELLS FARGO ADV GROWTH FUND CL ADM	MUTUAL FUND	9,877.33	10,332.69
	CALAMOS INTERNATIONAL GROWTH CL I	MUTUAL FUND	21,244.86	18,616.06
	ALPS/RED ROCKS LISTED PRIVATE EQUITY CL I	MUTUAL FUND	2,170.78	1,823.23
	ALLIANCEBERNSTEIN SML CAP GROWTH ADV CL	MUTUAL FUND	2,204.74	1,961.43
	THORNBURG LTD TERM INC CL I	MUTUAL FUND	5,330.47	5,284.99
	LOOMIS SAYLES INVT GRADE BD CL Y	MUTUAL FUND	10,800.63	10,462.15
	FRANKLIN NATL RESOURCES ADV CL	MUTUAL FUND	3,201.75	3,047.03
	TEMPLETON FOREIGN SML COMPANIES ADV CL	MUTUAL FUND	2,443.23	2,000.93
	SUNAMERICA FOCUSED DIVIDEND STRATEGY CL A	MUTUAL FUND	5,252.11	5,432.93