

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 <u>07/01/2011</u> and ending <u>06/30/2012</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☐
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information —enter all requested information
1a Name of plan <u>W.S. BADCOCK CORP SAVINGS PLAN</u>	1b Three-digit plan number (PN) ► <u>002</u> 1c Effective date of plan <u>07/01/1959</u>
2a Plan sponsor's name and address, including room or suite number (Employer, if for single-employer plan) <u>W.S. BADCOCK CORPORATION</u> <u>P.O. BOX 497</u> <u>200 N. PHOSPHATE BLVD</u> <u>MULBERRY, FL 33860</u>	2b Employer Identification Number (EIN) <u>59-0152010</u> 2c Sponsor's telephone number <u>863-425-7650</u> 2d Business code (see instructions) <u>442110</u>

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	<u>Filed with authorized/valid electronic signature.</u>	<u>04/01/2013</u>	<u>LORI WALSH</u>
	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.

Form 5500 (2011)
v.012611

3a Plan administrator's name and address (if same as plan sponsor, enter "Same") W.S. BADCOCK CORPORATION P.O. BOX 497 200 N. PHOSPHATE BLVD MULBERRY, FL 33860	3b Administrator's EIN 59-0152010 3c Administrator's telephone number 863-425-7650
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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
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5 Total number of participants at the beginning of the plan year	5	1145
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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	1082
b Retired or separated participants receiving benefits.....	6b	
c Other retired or separated participants entitled to future benefits.....	6c	403
d Subtotal. Add lines 6a , 6b , and 6c	6d	1485
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	2
f Total. Add lines 6d and 6e	6f	1487
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	1166
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	148

7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7	
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8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:

2E 2F 2G 2J 2K 2T

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

9a Plan funding arrangement (check all that apply) (1) ☒ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☒ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
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10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

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

b General Schedules

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

SCHEDULE A (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <hr/> <small>Department of Labor Employee Benefits Security Administration</small> <hr/> <small>Pension Benefit Guaranty Corporation</small>	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 <hr/> 2011 <hr/> This Form is Open to Public Inspection
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For calendar plan year 2011 or fiscal plan year beginning **07/01/2011** and ending **06/30/2012**

A Name of plan W.S. BADCOCK CORP SAVINGS PLAN	B Three-digit plan number (PN) ►	002
C Plan sponsor's name as shown on line 2a of Form 5500 W.S. BADCOCK CORPORATION	D Employer Identification Number (EIN) 59-0152010	

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.
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1 Coverage Information:

(a) Name of insurance carrier
HARTFORD LIFE INSURANCE COMPANY

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
06-0974148	88072	GA-828049	1167	07/01/2011	06/30/2012

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
0	0

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

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

(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	11158539
5 Current value of plan's interest under this contract in separate accounts at year end	5	17287993

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. Specify nature of costs ▶	6d	

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)	376637
(2) Dividends and credits	7c(2)	
(3) Interest credited during the year	7c(3)	161388
(4) Transferred from separate account	7c(4)	2133849
(5) Other (specify below)	7c(5)	9268654
▶ TRANSFERRED FROM ANOTHER CARRIER, LOAN REPAYMENTS		
(6) Total additions	7c(6)	11940528
d Total of balance and additions (add b and c(6))	7d	11940528
e Deductions:		
(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	715099
(2) Administration charge made by carrier	7e(2)	181
(3) Transferred to separate account	7e(3)	
(4) Other (specify below)	7e(4)	66709
▶ LOAN INITIATION		
(5) Total deductions	7e(5)	781989
f Balance at the end of the current year (subtract e(5) from d)	7f	11158539

Part III Welfare Benefit Contract Information

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

8 Benefit and contract type (check all applicable boxes)

- a** ☐ Health (other than dental or vision)
 b ☐ Dental
 c ☐ Vision
 d ☐ Life insurance
e ☐ Temporary disability (accident and sickness)
 f ☐ Long-term disability
 g ☐ Supplemental unemployment
 h ☐ Prescription drug
i ☐ Stop loss (large deductible)
 j ☐ HMO contract
 k ☐ PPO contract
 l ☐ Indemnity contract
m ☐ Other (specify) ▶

9 Experience-rated contracts:

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

10 Nonexperience-rated contracts:

a Total premiums or subscription charges paid to carrier.....	10a	
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, item 2 above, report amount.	10b	

Specify nature of costs ▶

Part IV Provision of Information

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

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

SCHEDULE A (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <hr/> <small>Department of Labor Employee Benefits Security Administration</small> <hr/> <small>Pension Benefit Guaranty Corporation</small>	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 <hr/> 2011 <hr/> This Form is Open to Public Inspection
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For calendar plan year 2011 or fiscal plan year beginning **07/01/2011** and ending **06/30/2012**

A Name of plan W.S. BADCOCK CORP SAVINGS PLAN	B Three-digit plan number (PN) ►	002
C Plan sponsor's name as shown on line 2a of Form 5500 W.S. BADCOCK CORPORATION	D Employer Identification Number (EIN) 59-0152010	

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.
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1 Coverage Information:

(a) Name of insurance carrier

PRUDENTIAL RETIREMENT INSURANCE AND ANNUITY COMPANY

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
06-1050034	93629	300187	0	07/01/2011	01/31/2012

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
0	9220

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

PLANNING CORP OF AMERICA
880 CARILLON PARKWAY
ST. PETERSBURG, FL 33716

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
	9220	SERVICES TO INSURER OR PLAN	4

(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	0
5 Current value of plan's interest under this contract in separate accounts at year end	5	0

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. Specify nature of costs ▶	6d	

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 ▶ **GUARANTEED GENERAL ACCOUNT CONTRACT**

b Balance at the end of the previous year	7b	8464396
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c Additions: (1) Contributions deposited during the year	7c(1)	245202	
(2) Dividends and credits	7c(2)		
(3) Interest credited during the year	7c(3)	118554	
(4) Transferred from separate account	7c(4)	33951	
(5) Other (specify below)	7c(5)	706206	

▶ **LOAN REPAYMENTS, TRANSFERS AND MISCELLANEOUS**

(6) Total additions	7c(6)	1103913
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d Total of balance and additions (add b and c(6))	7d	9568309
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e Deductions:

(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	9292896	
(2) Administration charge made by carrier	7e(2)	2609	
(3) Transferred to separate account	7e(3)		
(4) Other (specify below)	7e(4)	272804	

▶ **LOAN INITIATIONS, TRANSFERS OUT, FORFEITURES AND MISCELLANEOUS**

(5) Total deductions	7e(5)	9568309
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f Balance at the end of the current year (subtract e(5) from d)	7f	0
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Part III Welfare Benefit Contract Information

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

8 Benefit and contract type (check all applicable boxes)

- a** ☐ Health (other than dental or vision)
 b ☐ Dental
 c ☐ Vision
 d ☐ Life insurance
e ☐ Temporary disability (accident and sickness)
 f ☐ Long-term disability
 g ☐ Supplemental unemployment
 h ☐ Prescription drug
i ☐ Stop loss (large deductible)
 j ☐ HMO contract
 k ☐ PPO contract
 l ☐ Indemnity contract
m ☐ Other (specify) ▶

9 Experience-rated contracts:

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

10 Nonexperience-rated contracts:

a Total premiums or subscription charges paid to carrier.....	10a	
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, item 2 above, report amount.	10b	

Specify nature of costs ▶

Part IV Provision of Information

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

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

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

For calendar plan year 2011 or fiscal plan year beginning **07/01/2011** and ending **06/30/2012**

A Name of plan W.S. BADCOCK CORP SAVINGS PLAN	B Three-digit plan number (PN) ▶ 002
C Plan sponsor's name as shown on line 2a of Form 5500 W.S. BADCOCK CORPORATION	D Employer Identification Number (EIN) 59-0152010

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation THE PRUDENTIAL INSURANCE COMPANY OF 22-1211670
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(b) Enter name and EIN or address of person who provided you disclosure on eligible indirect compensation HARTFORD LIFE 06-0974148

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

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

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

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

THE PRUDENTIAL INSURANCE COMPANY OF

22-1211670

(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?
13 15 37 50 64	NONE	63802	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

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

RAYMOND JAMES FINANCIAL SERVICES

59-1531281

(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?
33 71	NONE	0	Yes ☒ No ☐	Yes ☐ No ☒	33340	Yes ☐ No ☒

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

PRUDENTIAL RETIREMENT INSURANCE OF

22-1211670

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

HARTFORD LIFE INS. CO.

06-0974148

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 23 37 38 50 54 56 59 60 62 63 64 65 66 99	NONE	640	Yes ☒ No ☐	Yes ☒ No ☐	0	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
THE PRUDENTIAL INSURANCE COMPANY OF	61 72	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
PRUDENTIAL INVESTMENTS, LLC 22-3468527	27.000 BPS FROM 01/01/2010 TO 12/31/2010 PRU JENN GROWTH A74437E107	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

Part III **Termination Information on Accountants and Enrolled Actuaries (see instructions)**
(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small>	DFE/Participating Plan Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500.	OMB No. 1210-0110 <div style="text-align: center; font-size: 1.2em; font-weight: bold;">2011</div> This Form is Open to Public Inspection.
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For calendar plan year 2011 or fiscal plan year beginning 07/01/2011 and ending 06/30/2012

A Name of plan W.S. BADCOCK CORP SAVINGS PLAN	B Three-digit plan number (PN) ►	002
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 W.S. BADCOCK CORPORATION	D Employer Identification Number (EIN) 59-0152010	

Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)
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a Name of MTIA, CCT, PSA, or 103-12 IE: SEPARATE ACCOUNT 401

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

c EIN-PN 06-0974148-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 17287993
--	--	--

a Name of MTIA, CCT, PSA, or 103-12 IE: DRYDEN S&P INDEX FUND

b Name of sponsor of entity listed in (a): PRUDENTIAL INSURANCE CO.

c EIN-PN 06-1050034-123	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
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a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

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

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

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

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

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

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

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

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

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

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

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

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	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 <div style="font-size: 1.5em; font-weight: bold;">2011</div> This Form is Open to Public Inspection
For calendar plan year 2011 or fiscal plan year beginning 07/01/2011 and ending 06/30/2012		
A Name of plan W.S. BADCOCK CORP SAVINGS PLAN	B Three-digit plan number (PN) ►	002
C Plan sponsor's name as shown on line 2a of Form 5500 W.S. BADCOCK CORPORATION	D Employer Identification Number (EIN) 59-0152010	

Part I	Asset and Liability Statement		(a) Beginning of Year	(b) End of Year
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	Total noninterest-bearing cash	1a		
b	Receivables (less allowance for doubtful accounts):			
	(1) Employer contributions	1b(1)		
	(2) Participant contributions	1b(2)		
	(3) Other	1b(3)		
c	General investments:			
	(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
	(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)	1467879	1286904
	(9) Value of interest in common/collective trusts	1c(9)		
	(10) Value of interest in pooled separate accounts	1c(10)	550984	17287993
	(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)	20183244	
	(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)	8464396	11158539
	(15) Other	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	30666503	29733436

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	0	0

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	30666503	29733436
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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 Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	360135	
(B) Participants	2a(1)(B)	1651512	
(C) Others (including rollovers)	2a(1)(C)	739	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		2012386

b Earnings on investments:**(1) Interest:**

(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	67293	
(F) Other	2b(1)(F)	279705	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		346998

(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	308418	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		308418

(3) Rents	2b(3)		
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(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate.....	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B).....	2b(5)(C)		0
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		724274
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		-1876352
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		1515724

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	2326092	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3).....	2e(4)		2326092
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		40285
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)	65057	
(3) Investment advisory and management fees	2i(3)	17357	
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		82414
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		2448791

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		-933067
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) ☐ 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 ☐ No

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

(1) Name: BROYLES, ROOKS & JOHNSON, CPAS, P.A

(2) EIN: 20-3559613

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.).....		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.).....		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.)		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.).....		X	
e Was this plan covered by a fidelity bond?.....	X		10000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		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?		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?		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.).....	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.).....		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?.....		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....	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.	X		

- 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.
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For calendar plan year 2011 or fiscal plan year beginning 07/01/2011 and ending 06/30/2012

A Name of plan <u>W.S. BADCOCK CORP SAVINGS PLAN</u>	B Three-digit plan number (PN) ▶ <u>002</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>W.S. BADCOCK CORPORATION</u>	D Employer Identification Number (EIN) <u>59-0152010</u>

Part I	Distributions
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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	<u>0</u>
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): <u>22-1211670</u> <u>06-0974148</u> 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 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
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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): _____

**FINANCIAL STATEMENTS
AND
SUPPLEMENTAL SCHEDULE**

W.S. BADCOCK CORPORATION SAVINGS PLAN

JUNE 30, 2012

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INDEPENDENT AUDITOR'S REPORT

Plan Administrator
W.S. Badcock Corporation Savings Plan
Mulberry, Florida

We were engaged to audit the financial statements and supplemental schedule of W. S. Badcock Corporation Savings Plan as of June 30, 2012 and 2011 and the year ended June 30, 2012 as listed in the accompanying contents. These financial statements and supplemental schedule are the responsibility of the Plan's management.

As permitted by 29CFR Section 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information described in Note D, which was certified by Prudential Insurance Company of America, former custodian of the Plan from July 1, 2010 through December 31, 2011, and Hartford Insurance Company, successor custodian of the Plan effective January 1, 2012 through June 30, 2012, except for comparing the information with the related information included in the financial statements and supplemental schedule. We have been informed by the plan administrator that the respective custodians hold the Plan's investment assets and executes investment transactions thereon for the periods described above. The plan administrator has obtained certifications from each of the respective custodians as of June 30, 2012 and 2011 and for the year ended June 30, 2011 that the information provided to the plan administrator by such custodians is complete and accurate.

Because of the significance of the information which we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and supplemental schedule taken as a whole. The supplemental schedule is presented for the purposes of additional analysis and is not a required part of the financial statements but is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the custodian, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Broyles, Rooks & Johnson, CPAs, P.A.

March 13, 2013
Tampa, Florida

W. S. BADCOCK CORPORATION SAVINGS PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

ASSETS	June 30, 2012	June 30, 2011
Investments at fair value		
Hartford Insurance Company- various mutual funds and fixed income account	\$ 28,446,532	
Prudential Insurance Company of America- various mutual fund investments		\$ 29,198,624
Receivables		
Participant notes receivable	1,286,904	1,467,879
TOTAL ASSETS	\$ 29,733,436	\$ 30,666,503
NET ASSETS AVAILABLE FOR BENEFITS	\$ 29,733,436	\$ 30,666,503

See notes to financial statements and independent auditors' report.

W. S. BADCOCK CORPORATION SAVINGS PLAN

**STATEMENT OF CHANGES IN NET ASSETS AVAILABLE
FOR BENEFITS**

Year Ended June 30, 2012

ADDITIONS

Additions to net assets attributed to:

Investment income :

Net depreciation in fair value of investments	\$ (1,152,078)
Interest and dividends	655,416
	<u>(496,662)</u>

Contributions- Note A

Employee salary deferral	1,651,512
Corporation matching	360,135
Employee rollovers	739
	<u>2,012,386</u>

Total additions	<u>1,515,724</u>
-----------------	------------------

DEDUCTIONS

Deductions from net assets attributed to:

Benefits paid to participants	2,366,377
Administrative expenses	82,414
	<u>2,448,791</u>
Net decrease	<u>(933,067)</u>

**NET ASSETS AVAILABLE FOR
BENEFITS**

Beginning of year	<u>30,666,503</u>
END OF YEAR	<u><u>\$ 29,733,436</u></u>

See notes to financial statements and independent auditors' report.

NOTES TO FINANCIAL STATEMENTS

W.S. BADCOCK CORPORATION SAVINGS PLAN

For the years ended June 30, 2012 and 2011

NOTE A – DESCRIPTION OF PLAN

The following description of the W. S. Badcock Corporation (“Corporation”) Savings Plan (“Plan”) provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan’s provisions.

General

The Plan was originally created May 3, 1960, by W. S. Badcock Corporation for employees and was effective July 1, 1959. The Plan has been amended and restated throughout the years to comply with Internal Revenue Service and Department of Labor rules and regulations as they have been enacted by legislation. In November 2010, the Plan was amended and restated as of July 1, 2010 (with 3 subsequent amendments through June 30, 2012), primarily to incorporate the 2001 Amended and Restated Plan with subsequent plan amendments one through ten (the latest being December 11, 2009). Some of the more significant prior year amendments are as follows. The January 9, 1977 amendment changed the name of the Plan from the W. S. Badcock Corporation Profit Sharing Plan to the W. S. Badcock Corporation Profit Sharing and Retirement Benefit Plan. The July 1, 1987 amendment provided for the creation of a 401(K) Plan. This amendment provides for salary deferral and voluntary deductible contributions from participants. The July 1, 1999 amendment subsequently changed the name of the Plan to the W.S. Badcock Corporation Savings.

Contributions

Each year, participants may contribute up to 100 percent of pretax annual compensation, as defined in the Plan. Effective January 1, 2009, the Corporation temporarily reduced the matching contribution to 25% of the first 10 percent of compensation. Prior to that date, the Corporation made a matching contribution of 50% of the first 10 percent of compensation that a participant contributes to the Plan. Profit sharing contributions have been discontinued for periods after June 30, 2004.

Participant Accounts

Each participant’s account is credited with the participant’s contribution and allocations of (a) the Corporation’s contribution, and (b) plan earnings, and charged with an allocation of administrative expenses. Allocations are based on participant deferrals and net Plan earnings based on a participants account balances and investment choices selected. Forfeited balances of terminated participants’ non-vested accounts are reallocated to continuing participants. The benefit to which a participant is entitled is the benefit that can be provided from the participants vested account.

NOTES TO FINANCIAL STATEMENTS

W.S. BADCOCK CORPORATION SAVINGS PLAN

For the years ended June 30, 2012 and 2011

NOTE A – DESCRIPTION OF PLAN – CONTINUED

Payment of Benefits

The Plan provides for retirement, disability, severance of employment, and death benefits. The retirement, disability, and death benefits are 100% of the balance in a participant's account as of the valuation date immediately preceding or concurring with the date of the participant's retirement, disability, or death. The severance-of-employment benefit is a participant's vested interest in the balance of their account as of the valuation date immediately preceding or concurring with the date of the termination of their employment.

Vesting

Participants are immediately vested 100% in their contributions and the Corporation matching contribution, plus actual earnings thereon. Vesting in the Corporation's discretionary contribution portion of their accounts plus actual earnings thereon is based on years of continuous service. The Plan provides that after two years of service, a participant's interest in such discretionary contribution and earnings are 20% vested and the participant's vested percentage increases by 20% each year until the participant is 100% vested after six years.

Eligibility

An employee of the Corporation shall become eligible to participate upon the earlier of completing six months of continuous service, or completing one year of service. Any such eligible employee of the employer shall enter the plan on the first eligibility date (January 1, April 1, July 1 or October 1 of each year) concurring therewith or occurring thereafter.

Distribution in the Event of Termination of the Plan

The participants, notwithstanding any other provisions of the Plan, have fully vested interests in the amounts credited to their respective accounts at the time of termination or permanent discontinuance of Corporate contributions. No part of the Plan's assets will revert to the employer.

Forfeitures

When certain terminations occur, forfeited accounts are reallocated to active participants in the same manner as the employer contribution. However, if the participant is re-employed and fulfills certain requirements, as defined in the Plan, the participant's account is reinstated. As of and for the years ended June 30, 2012 and 2011, forfeited amount reallocated totaled \$15,136 and \$2,544, respectively.

NOTES TO FINANCIAL STATEMENTS

W.S. BADCOCK CORPORATION SAVINGS PLAN

For the years ended June 30, 2012 and 2011

NOTE A – DESCRIPTION OF PLAN – CONTINUED

Investment Options

Upon enrollment in the Plan, a participant may direct employee contributions in whole percentage increments in six Hartford and/or non Hartford mutual funds or fixed income account and prior to January 1, 2012 in fifteen non-Prudential mutual funds or guaranteed income account as selected by the custodians. Participants may also change their investment options daily by direct communication with The Hartford or Prudential Investments, subject to certain restrictions for movement back into a transferred fund.

Participant Notes Receivables

Participants may borrow from their fund accounts in accordance with the loan policy adopted by the Plan Administrator. Loan transactions are treated as a transfer to (from) the investment fund from (to) the Participants Loan Fund. Loan terms range from 1-5 years, except for the purchase of a principal residence. The balance in the participant's account secures the loans and bear interest at a rate commensurate with commercial lending institutions in the region as determined by the Plan Administrator at the time the loan is approved. Interest rates range from 4.25 percent to 9.25 percent. Principal and interest is paid (no less frequently than quarterly), through payroll deductions. Upon termination of employment, any participant note receivable unpaid is treated as a deemed distribution and an appropriate federal Form 1099 tax form is issued.

Concentration of Investment Risk

Investments that potentially subject the Plan to a concentration of investment risk consist primarily of limited investment choices as provided by Hartford Insurance Company and Prudential Investments.

In Service Withdrawals

A withdrawal can be made from the Before-Tax Employee Elective Deferral Contribution Account and the vested portion of the Employer Matching Contribution Account after the attainment of age 59 ½.

A withdrawal can be made from the Before-Tax Employee Elective Deferral Contribution Account (excluding earnings thereon) prior to age 59 ½ if a "hardship", as defined in the Plan (as amended effective July 1, 2007) and the Internal Revenue Code, has occurred.

NOTES TO FINANCIAL STATEMENTS

W.S. BADCOCK CORPORATION SAVINGS PLAN

For the years ended June 30, 2012 and 2011

NOTE B – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The financial statements of the Plan are prepared using the accrual method.

Use of Estimates

The preparation of financial statements requires the plan administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results may differ from those estimates.

Risk and Uncertainties

The Plan utilizes various investment instruments. Investment securities, in general, are exposed to various risks, such as interest rate, credit, and overall market volatility. Due to the level of risk associated with certain investment securities, changes in the values of investment securities could occur in the near term and such changes could materially affect the amounts reported in the Plan's financial statements.

Investment Valuation and Income Recognition

The Plan's investments are stated at fair value except for the guaranteed income account, which is valued at contract value, which also approximates fair value. Shares of the mutual funds are valued at the net asset value of shares held by the Plan at year-end as determined by Hartford Insurance Company and Prudential Investments.

Administrative Expenses

The Company may pay all expenses incurred in the administration of the Plan, including expenses of the Trustee and certain professional fees, but is not obligated to do so. Any such expenses and fees not paid by the Company are paid from the Plan.

Payment of Benefits

Benefits are recorded when paid, or when a participant loan is treated as a "deemed" distribution due to non payment.

Subsequent Events

The Plan evaluates subsequent events through the date that the Plan's financial statements are issued.

NOTES TO FINANCIAL STATEMENTS

W.S. BADCOCK CORPORATION SAVINGS PLAN

For the years ended June 30, 2012 and 2011

NOTE B – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - CONTINUED

Impact of Recently Issued Accounting Pronouncements

In September 2010, the FASB issued new accounting guidance on reporting loans to participants by defined contribution pension plans. The new guidance requires participant loans to be measured at their unpaid principal balance plus any accrued but unpaid interest and to be classified as notes receivable from participants. Previously, loans were measured at fair value and classified as investments. The guidance became effective for plan reporting periods ending after December 15, 2010, and should be applied retrospectively to all prior periods presented.

In January 2010, the FASB issued new accounting guidance providing clarification on existing requirements and requiring additional disclosures on transfers in and out of Levels 1 and 2 fair value measurement classifications. The guidance generally became effective for plan reporting periods beginning after December 15, 2009. The adoption of these changes did not have a material impact to the financial statements of the Plan or notes thereto.

In May 2011, the FASB issued new accounting guidance to provide a consistent definition of fair value and ensure that the fair value measurement and disclosure requirements are similar between U.S. GAAP and International Financial Reporting Standards. The new guidance changes certain fair value measurement principles and enhances the disclosure requirements particularly for level 3 fair value measurements. The guidance is effective for the Plan prospectively for the year ending December 31, 2012. The Plan is currently evaluating the impact of pending adoption of the new guidance on its financial statements and notes thereto.

NOTE C – INVESTMENTS

The fair values of individual investments, which represent five percent or more of the Plan's net assets as of June 30, 2012, are as follows:

The Hartford Fixed Account	\$11,158,539
BNY Mellon DL Aggregate Bond Index Fund	4,505,593
BNY Mellon DL International Stock Index Fund	2,214,137
BNY Mellon DL Small Cap Stock Index Investment	2,276,077
BNY Mellon Stock Index Fund	5,699,380
Nuveen Mid Cap Index Fund	<u>2,592,806</u>
	<u>\$28,446,532</u>

NOTES TO FINANCIAL STATEMENTS

W.S. BADCOCK CORPORATION SAVINGS PLAN

For the years ended June 30, 2012 and 2011

NOTE C – INVESTMENTS- CONTINUED

The fair values of individual investments, which represent five percent or more of the Plan's net assets as of June 30, 2011, are as follows:

Guaranteed Investment Account	\$ 8,464,396
Vanguard Total International Stock Index Fund	5,489,951
Vanguard Total Bond Market Index Fund	3,008,957
Vanguard Value Index Signal Fund	3,221,803
Vanguard Growth Index Signal Fund	3,235,044
All others (less than 5%)	<u>5,778,473</u>
	<u>\$ 29,198,624</u>

NOTE D – INFORMATION PREPARED AND CERTIFIED BY CUSTODIAN

The Plan Administrator has elected the method of compliance permitted by 29CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, The Hartford Insurance Company, the trustee/custodian of the Plan from January, 1 2012 through June 30, 2012, has certified to the completeness and accuracy of all investments as reflected on the accompanying statement of net assets available for benefits as of June 30, 2012 and the related investment activity and administrative expenses for the period January 1, 2012 through June 30, 2012 reflected in the statement of changes in net assets available for benefits for the year ended June 30, 2012 and, accordingly, such information is not covered by the independent auditors' report. Also, Prudential Insurance Company of America, the custodian of the Plan from July, 1 2010 through December 31, 2011, has certified to the completeness and accuracy of all investments as reflected on the accompanying statements of net assets available for benefits as of June 30, 2011 and the related investment activity and administrative expenses for the period July 1, 2011 through December 31, 2011 reflected in the statement of changes in net assets available for benefits for year ended June 30, 2012, and the entire year ended June 30, 2011 and, accordingly, such information is not covered by the independent auditors' report.

NOTE E – PLAN TERMINATION

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

NOTE F – TAX STATUS

The Plan obtained its latest determination letter on December 23, 2011 in which the Internal Revenue Service stated that the Plan, as then designed, was in compliance with applicable requirements of the Internal Revenue Code. The Plan has been amended since receiving the determination letter. However, the plan administrator believes that the Plan is currently designed and being operated in compliance with applicable requirements of the Internal Revenue Code,

NOTES TO FINANCIAL STATEMENTS

W.S. BADCOCK CORPORATION SAVINGS PLAN

For the years ended June 30, 2012 and 2011

NOTE F – TAX STATUS

and thus the related trust is tax-exempt as of the financial statement date, and no provision for income taxes has been included in the Plan's financial statements.

NOTE G – RECONCILIATION OF FORM 5500 TO FINANCIAL STATEMENTS

The following is a reconciliation of investments per Form 5500 to the financial statements as of June 30, 2012 and 2011:

	June 30, <u>2012</u>	June 30, <u>2011</u>
Per Form 5500:		
Value of interest in pooled separate accounts	\$17,287,993	\$ 550,984
Value of interest in registered investment companies	0	20,183,244
Value of funds held in insurance company general account	<u>11,158,539</u>	<u>8,464,396</u>
Prudential investments per financial statements	<u>\$28,446,532</u>	<u>\$29,198,624</u>

The following is a reconciliation of investment income per Form 5500 to the financial statements for the year ended June 30, 2012:

	<u>2012</u>
Per Form 5500:	
Participant loan interest	\$ 67,293
Other interest	279,705
Dividends from registered investment companies	308,418
Net investment gain from pooled separate accounts	724,274
Net investment loss from registered investment companies	<u>(1,876,352)</u>
Investment loss per financial statements	<u>\$ (496,662)</u>

The following is a reconciliation of benefit payments per Form 5500 to the financial statements for the year ended June 30, 2012:

	<u>2012</u>
Per Form 5500, Benefit payments directly to participants or beneficiaries, including direct rollovers	\$2,326,092
Certain deemed distributions of participant loans	<u>40,285</u>
Benefits paid to participants per financial statements	<u>\$2,366,377</u>

NOTES TO FINANCIAL STATEMENTS

W.S. BADCOCK CORPORATION SAVINGS PLAN

For the years ended June 30, 2012 and 2011

NOTE H – FAIR VALUE MEASUREMENT

Effective January 1, 2008, the Plan adopted FASB Statement No. 157, *Fair Value Measurements* (subsequently known as FASB Accounting Standards Codification No. 820), which 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 ASC No. 820 are described below:

Level 1 Quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

Level 2 Quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in inactive markets; inputs other than quoted prices that are observable for the asset or liability; inputs that are derived principally from or corroborated by observable market data by correlation or other means.

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

Level 3 Inputs to the valuation methodology are unobservable and significant to the fair value measurement. In situations where quoted prices or observable input are unavailable or less reliable, cost is used.

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

The following is a description of the valuation methodologies used for assets measured at fair value:

Guaranteed income account: Valued at contract value, which approximates fair value.

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

Participant loan receivables: Valued at amortized cost, which approximates fair value.

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while 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 result in a different fair value measurement at the reporting date.

NOTES TO FINANCIAL STATEMENTS

W.S. BADCOCK CORPORATION SAVINGS PLAN

For the years ended June 30, 2012 and 2011

NOTE H – FAIR VALUE MEASUREMENT- CONTINUED

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of June 30, 2012:

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Participant directed investments:				
Hartford fixed account	\$ 11,158,539			\$ 11,158,539
Mutual fund	<u>17,287,993</u>			<u>17,287,993</u>
Net assets at fair value	<u>\$ 28,446,532</u>	<u>None</u>	<u>None</u>	<u>\$ 28,446,532</u>

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of June 30, 2011:

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Participant directed investments:				
Guaranteed income account	\$ 8,464,396			\$ 8,464,396
Mutual funds	<u>20,734,228</u>			<u>20,734,228</u>
Net assets at fair value	<u>\$ 29,198,624</u>	<u>None</u>	<u>None</u>	<u>\$ 29,198,624</u>

NOTE I – SUBSEQUENT EVENT

The Plan evaluated subsequent events through March 13, 2013, the financial statement issuance date. The Plan identified no subsequent events.

NOTES TO FINANCIAL STATEMENTS

W.S. BADCOCK CORPORATION SAVINGS PLAN

For the years ended June 30, 2012 and 2011

NOTE J - SUMMARY OF PARTICIPANT DIRECTED INVESTMENTS

A detailed summary of the statement of changes in net assets available for benefits with The Hartford for the period ended June 30, 2012 is as follows:

	The Hartford Fixed Account	BNY Mellon DL Aggregate Bond Index Fund	BNY Mellon DL International Stock Index Fund	BNY Mellon DL Small Cap Stock Index Investment	BNY Mellon Stock Index Fund	Nuveen Mid Cap Index Fund	Loan Fund	Roundings/ Reclassifications	Total
Additions									
Additions to net assets attributed to:									
Investment income and net appreciation (depreciation) in fair value of investments	\$ 161,151	\$ 104,641	\$ (52,789)	\$ 139,399	\$ 407,654	\$ 149,588	\$ 31,925	\$ (2,907)	\$ 938,662
Contributions:									
Transfers from prior trustee	9,129,819	2,935,683	4,695,830	1,944,967	6,544,738	2,201,882	1,360,043		28,812,962
Participants salary deferral	312,278	130,679	77,270	78,547	179,951	82,267		770	861,762
Employer matching	80,916	29,341	17,513	18,225	41,710	19,164		1,204	208,073
Rollovers									
Total additions (deductions)	<u>9,684,164</u>	<u>3,200,344</u>	<u>4,737,824</u>	<u>2,181,138</u>	<u>7,174,053</u>	<u>2,452,901</u>	<u>1,391,968</u>	<u>(933)</u>	<u>30,821,459</u>
Deductions									
Deductions from net assets attributed to:									
Benefits paid to participants	697,782	120,422	34,252	48,047	95,649	41,281	33,518	(1,609)	1,069,342
Loans (net)	(55,818)	(15,473)	(1,946)	(1,617)	4,641	(1,332)	71,545		-
Administrative expenses	17,538	95	59	67	173	67		682	18,681
Total deductions (additions)	<u>659,502</u>	<u>105,044</u>	<u>32,365</u>	<u>46,497</u>	<u>100,463</u>	<u>40,016</u>	<u>105,063</u>	<u>(927)</u>	<u>1,088,023</u>
Net increase (decrease) prior to interfund transfers	9,024,662	3,095,300	4,705,459	2,134,641	7,073,590	2,412,885	1,286,905	(6)	29,733,436
Interfund transfers	<u>2,133,876</u>	<u>1,410,293</u>	<u>(2,491,322)</u>	<u>141,436</u>	<u>(1,374,210)</u>	<u>179,921</u>		<u>6</u>	<u>-</u>
Net Increase	11,158,538	4,505,593	2,214,137	2,276,077	5,699,380	2,592,806	1,286,905	-	29,733,436
Net assets available for plan benefits									
Beginning of year	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
END OF YEAR	<u>\$ 11,158,538</u>	<u>\$ 4,505,593</u>	<u>\$ 2,214,137</u>	<u>\$ 2,276,077</u>	<u>\$ 5,699,380</u>	<u>\$ 2,592,806</u>	<u>\$ 1,286,905</u>	<u>\$ -</u>	<u>29,733,436</u>

NOTES TO FINANCIAL STATEMENTS

W.S. BADCOCK CORPORATION SAVINGS PLAN

For the years ended June 30, 2012 and 2011

NOTE J - SUMMARY OF PARTICIPANT DIRECTED INVESTMENTS

A detailed summary of the statement of changes in net assets available for benefits with Prudential Trust Company for the period ended June 30, 2012 is as follows:

	Vanguard Small Cap Growth Index	Vanguard Total International Index	Vanguard Small Cap Value Investment	Vanguard Mid Cap Growth Investment	Vanguard Growth Index Signal	Vanguard Value Index Signal	Vanguard Mid Cap Value Index Investment C	Vanguard Total Bond Market Index	Vanguard Target Retirement Income	Vanguard Target Retirement 2010	Vanguard Target Retirement 2020	Vanguard Target Retirement 2030	Vanguard Target Retirement 2040	Vanguard Target Retirement 2050	Dryden S&P 500 Index Fund	Guaranteed Income Fund	Various Miscellaneous Funds	Loan Fund	Roundings/ Reclassifications	Trustee to Trustee Transfer	Total
Additions																					
Additions to net assets attributed to:																					
Investment income and net appreciation (depreciation) in fair value of investments	\$ (116,618)	(956,058)	(75,843)	(133,563)	(129,069)	(158,898)	(92,671)	153,323	\$ 404	\$ (5,387)	\$ (5,909)	\$ (7,268)	\$ (6,458)	\$ (5,632)	\$ (23,733)	\$ 127,789			\$ 267		\$ (1,435,324)
Contributions:																					
Participants salary deferral	29,885	156,754	26,462	30,607	89,948	88,226	31,157	80,376	1,510	8,922	5,276	11,665	6,791	7,245	11,477	203,449					789,750
Employer matching	6,191	32,908	5,688	6,419	19,260	18,727	6,547	16,710	(920)	1,617	1,347	2,813	1,707	1,831	2,573	28,618	\$ 26				152,062
Rollovers	37	229	37	37	125	126	37	59								52					739
Total additions (deductions)	(80,505)	(766,167)	(43,656)	(96,500)	(19,736)	(51,819)	(54,930)	250,468	994	5,152	714	7,210	2,040	3,444	(9,683)	359,908	26	-	267	-	(492,773)
Deductions																					
Deductions from net assets attributed to:																					
Benefits paid to participants	1,061,932	4,897,264	927,013	1,035,741	3,093,629	3,133,814	1,212,662	3,086,651	30,141	90,359	71,426	105,567	79,211	77,118	516,964	9,292,896	26	\$ 1,397,583		\$ (28,812,962)	1,297,035
Transfers to new trustee																				28,812,962	28,812,962
Loans (net)	(3,442)	(10,291)	(1,932)	(3,230)	(5,878)	(5,675)	(2,418)	(6,625)	(110)	(1,192)	(1,002)	(2,897)	(1,116)	1,182	(2,820)	(23,117)		70,296	267		-
Administrative expenses	2,897	14,693	2,510	2,899	8,578	8,570	3,306	7,641	(405)	380	331	572	259	377	1,154	9,971					63,733
Total deductions (additions)	1,061,387	4,901,666	927,591	1,035,410	3,096,329	3,136,709	1,213,550	3,087,667	29,626	89,547	70,755	103,242	78,354	78,677	515,298	9,279,750	26	1,467,879	267	-	30,173,730
Net increase (decrease) prior to interfund transfers																					
	(1,141,892)	(5,667,833)	(971,247)	(1,131,910)	(3,116,065)	(3,188,528)	(1,268,480)	(2,837,199)	(28,632)	(84,395)	(70,041)	(96,032)	(76,314)	(75,233)	(524,981)	(8,919,842)	-	(1,467,879)	-	-	(30,666,503)
Interfund transfers	(6,036)	177,882	24,951	4,795	(118,979)	(33,275)	(34,206)	(171,758)	1,105	(154,592)	(77,005)	(27,800)	(8,440)	(6,085)	(26,003)	455,446					-
Net Decrease	(1,147,928)	(5,489,951)	(946,296)	(1,127,115)	(3,235,044)	(3,221,803)	(1,302,686)	(3,008,957)	(27,527)	(238,987)	(147,046)	(123,832)	(84,754)	(81,318)	(550,984)	(8,464,396)	-	(1,467,879)	-	-	(30,666,503)
Net assets available for plan benefits																					
Beginning of year	1,147,928	5,489,951	946,296	1,127,115	3,235,044	3,221,803	1,302,686	3,008,957	27,527	238,987	147,046	123,832	84,754	81,318	550,984	8,464,396		1,467,879			30,666,503
END OF YEAR	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -

SUPPLEMENTAL SCHEDULE

W. S. BADCOCK CORPORATION SAVINGS PLAN
SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES AT END YEAR
FORM 5500, SCHEDULE H, PART IV, LINE 4 (i)
EMPLOYER ID #59-0152010, PLAN #002
AS OF JUNE 30, 2012

(a)	(b) Identity of Party Involved	(c) Description of Asset	(d) Cost	(e) Current Value
*	Hartford Life Insurance Company	The Hartford Fixed Account	#	\$ 11,158,539
		BNY Mellon DL Aggregate Bond Index Fund	#	4,505,593
		BNY Mellon DL International Stock Index Fund	#	2,214,137
		BNY Mellon DL Small Cap Stock Index Investment	#	2,276,077
		BNY Mellon Stock Index Fund	#	5,699,380
		Nuveen Mid Cap Index Fund	#	2,592,806
*	Participant loans	Maturities ranging from 0-9 years with interest at 4.25%-9.25%	0	1,286,904
			\$ -	\$ 29,733,436

* A party-in-interest as defined by ERISA.

Information is not required for participant directed plans (instructions, Schedule H, Form 5500,line 4(i)).

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
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Part I Annual Report Identification Information			
For calendar plan year 2011 or fiscal plan year beginning		07/01/2011	and ending
		06/30/2012	
A This return/report is for:	☐ a multiemployer plan;	☐ a multiple-employer plan; or	
	☒ a single-employer plan;	☐ a DFE (specify) ____	
B This return/report is:	☐ the first return/report;	☐ the final return/report;	
	☐ an amended return/report;	☐ a short plan year return/report (less than 12 months).	
C If the plan is a collectively-bargained plan, check here.	▶ ☐		
D Check box if filing under:	☒ Form 5558;	☐ automatic extension;	☐ the DFVC program;
	☐ special extension (enter description)		

Part II Basic Plan Information—enter all requested information			
1a Name of plan	W.S. Badcock Corp Savings Plan		
	1b Three-digit plan number (PN) ▶	002	
		07/01/1959	
2a Plan sponsor's name and address, including room or suite number (Employer, if for single-employer plan)	2b Employer Identification Number (EIN)		
W.S. Badcock Corporation	59-0152010		
P.O. Box 497	2c Sponsor's telephone number		
	(863) 425-7650		
200 N. Phosphate Blvd	2d Business code (see instructions)		
Mulberry	442110		
	FL 33860		

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		3-4-13	LORI WALSH
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE		3-4-13	LORI WALSH
	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.

Form 5500 (2011)
v.012611

W. S. BADCOCK CORPORATION SAVINGS PLAN
SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES AT END YEAR
FORM 5500, SCHEDULE H, PART IV, LINE 4 (i)
EMPLOYER ID #59-0152010, PLAN #002
AS OF JUNE 30, 2012

(a)	(b) Identity of Party Involved	(c) Description of Asset	(d) Cost	(e) Current Value
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		BNY Mellon DL Small Cap Stock Index Investment	#	2,276,077
		BNY Mellon Stock Index Fund	#	5,699,380
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*	Participant loans	Maturities ranging from 0-9 years with interest at 4.25%-9.25%	0	1,286,904
			\$ -	\$ 29,733,436

* A party-in-interest as defined by ERISA.

Information is not required for participant directed plans (instructions, Schedule H, Form 5500,line 4(i)).