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 08/01/2011 and ending 07/31/2012

A This return/report is for:
- [ ] a multiemployer plan;
- [ ] a multiple-employer plan; or
- [X] a single-employer plan;
- [ ] a DFE (specify) ____

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

C If the plan is a collectively-bargained plan, check here. . . . . ▶ [ ]

D Check box if filing under:
- [X] Form 5558;
- [ ] automatic extension;
- [ ] the DFVC program;
- [ ] special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
ARMSTRONG GARDEN CENTERS, INC. 401(K) PLAN

1b Three-digit plan number (PN) ▶ 003

1c Effective date of plan 08/01/2009

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

ARMSTRONG GARDEN CENTERS, INC.

2200 E ROUTE 66 STE 200
GLENDORA, CA 91740

2b Employer Identification Number (EIN) 95-3207663

2c Sponsor's telephone number 626-914-1091

2d Business code (see instructions) 453990

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature.	05/10/2013	MICHAEL KUNCE
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

3a Plan administrator's name and address (if same as plan sponsor, enter "Same")
ARMSTRONG GARDEN CENTERS, INC.

2200 E ROUTE 66 STE 200
GLENDORA, CA 91740

3b Administrator's EIN
95-3207663

3c Administrator's telephone number
626-914-1091

4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:

a Sponsor's name

4b EIN

4c PN

5	Total number of participants at the beginning of the plan year	**5**	606
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**	530
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	78
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	608
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	3
f	Total. Add lines **6d** and **6e**	**6f**	611
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	533
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	77
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

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

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

9a Plan funding arrangement (check all that apply)

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

9b Plan benefit arrangement (check all that apply)

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

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

a Pension Schedules

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

b General Schedules

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

SCHEDULE A (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Insurance Information

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

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

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

OMB No. 1210-0110

2011

This Form is Open to Public Inspection

For calendar plan year 2011 or fiscal plan year beginning 08/01/2011 and ending 07/31/2012

A Name of plan
ARMSTRONG GARDEN CENTERS, INC. 401(K) PLAN

B Three-digit plan number (PN) ▶ 003

C Plan sponsor's name as shown on line 2a of Form 5500
ARMSTRONG GARDEN CENTERS, INC.

D Employer Identification Number (EIN)
95-3207663

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

1 Coverage Information:

(a) Name of insurance carrier
HARTFORD LIFE INSURANCE COMPANY

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
06-0974148	88072	GA-712095	533	08/01/2011	07/31/2012

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
13490	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

BANCWEST INVSTMNT SRVCS INC
13505 CALIFORNIA STREET
OMAHA, NE 68154

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
13490			3

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

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

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

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

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

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

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

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

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

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

(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	4614754

6 Contracts With Allocated Funds:

a State the basis of premium rates ▶

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

Specify nature of costs ▶

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

(3) ☐ other (specify) ▶

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

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

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

(3) ☐ guaranteed investment (4) ☒ other ▶ GROUP FUNDING AGREEMENT

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

Part III Welfare Benefit Contract Information

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

8 Benefit and contract type (check all applicable boxes)

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

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

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

m ☐ Other (specify) ▶

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

Specify nature of costs ▶

Part IV Provision of Information

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

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

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

For calendar plan year 2011 or fiscal plan year beginning 08/01/2011 and ending 07/31/2012

A Name of plan
ARMSTRONG GARDEN CENTERS, INC. 401(K) PLAN

B Three-digit plan number (PN) ▶ 003

C Plan sponsor's name as shown on line 2a of Form 5500
ARMSTRONG GARDEN CENTERS, INC.

D Employer Identification Number (EIN)
95-3207663

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

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

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

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

HARTFORD LIFE INSURANCE COMPANY

06-0974148

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 23 37 38 49 50 54 55 56 59 60 62 63 64 65 66	NONE	1242	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] No [ ]

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

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
67 99			Yes [ ] No [ ]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

MORNINGSTAR ASSOCIATES, LLC

36-4317381

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
49	NONE	0	Yes [X] No [ ]	Yes [ ] No [X]	44	Yes [ ] No [X]

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

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

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

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

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

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

(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

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

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

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

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

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

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

OMB No. 1210-0110

2011

This Form is Open to Public Inspection.

For calendar plan year 2011 or fiscal plan year beginning 08/01/2011 and ending 07/31/2012

A Name of plan
ARMSTRONG GARDEN CENTERS, INC. 401(K) PLAN

B Three-digit plan number (PN) ▶ 003

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
ARMSTRONG GARDEN CENTERS, INC.

D Employer Identification Number (EIN)
95-3207663

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

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

a Name of MTIA, CCT, PSA, or 103-12 IE: SEPARATE ACCOUNT 401

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

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103 12 IE at end of year (see instructions)
06-0974148-000	P	4614754

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

2011

This Form is Open to Public Inspection

For calendar plan year 2011 or fiscal plan year beginning 08/01/2011 and ending 07/31/2012

A Name of plan
ARMSTRONG GARDEN CENTERS, INC. 401(K) PLAN

B Three-digit plan number (PN) ▶ 003

C Plan sponsor's name as shown on line 2a of Form 5500
ARMSTRONG GARDEN CENTERS, INC.

D Employer Identification Number (EIN)
95-3207663

Part I Asset and Liability Statement

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		32486
(2) Participant contributions	1b(2)		
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	0	0
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)	0	0
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)	0	0
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	67300	93482
(9) Value of interest in common/collective trusts	1c(9)	726992	774913
(10) Value of interest in pooled separate accounts	1c(10)	0	0
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	3481925	3839840
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)	0	0
(15) Other	1c(15)	0	0

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(1) Employer securities	1d(1)	0	0
	(2) Employer real property	1d(2)		
e	Buildings and other property used in plan operation	1e		
f	Total assets (add all amounts in lines 1a through 1e)	1f	4276217	4740721
	Liabilities			
g	Benefit claims payable	1g		
h	Operating payables	1h		
i	Acquisition indebtedness	1i		
j	Other liabilities	1j		
k	Total liabilities (add all amounts in lines 1g through1j)	1k		
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	4276217	4740721

Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

	Income		(a) Amount	(b) Total
a	**Contributions:**			
	(1) Received or receivable in cash from: **(A)** Employers	2a(1)(A)	32638	
	(B) Participants	2a(1)(B)	433141	
	(C) Others (including rollovers)	2a(1)(C)	91722	
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		557501
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	0	
	(B) U.S. Government securities	2b(1)(B)		
	(C) Corporate debt instruments	2b(1)(C)		
	(D) Loans (other than to participants)	2b(1)(D)		
	(E) Participant loans	2b(1)(E)	2304	
	(F) Other	2b(1)(F)	0	
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		2304
	(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
	(B) Common stock	2b(2)(B)	0	
	(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		0
	(3) Rents	2b(3)		
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
	(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)	0	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0
(6) Net investment gain (loss) from common/collective trusts	2b(6)		0
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		116655
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		0
c Other income	2c		0
d Total income. Add all **income** amounts in column (b) and enter total	2d		676460
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	205839	
(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)		205839
f Corrective distributions (see instructions)	2f		4875
g Certain deemed distributions of participant loans (see instructions)	2g		0
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	1242	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		1242
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		211956
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		464504
l Transfers of assets:			
(1) To this plan	2l(1)		0
(2) From this plan	2l(2)		0

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: AHLSTROM AND BAKER (2) EIN: 33-0138137

d The opinion of an independent qualified public accountant is **not attached** because:

(1) [ ] This form is filed for a CCT, PSA, or MTIA. (2) [ ] It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete 4j and 4l. MTIAs also do not complete 4l.

During the plan year:

		Yes	No	Amount
a	Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	**4a**		X	
b	Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	**4b**		X	
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	**4c**		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	**4d**		X	
e	Was this plan covered by a fidelity bond?	**4e**	X		1000000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	**4f**		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	**4g**		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	**4h**		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	**4i**	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	**4j**		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	**4k**		X	
l	Has the plan failed to provide any benefit when due under the plan?	**4l**		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	**4m**		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	**4n**			

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

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

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

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

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

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

OMB No. 1210-0110

2011

This Form is Open to Public Inspection.

For calendar plan year 2011 or fiscal plan year beginning 08/01/2011 and ending 07/31/2012

A Name of plan
ARMSTRONG GARDEN CENTERS, INC. 401(K) PLAN

B Three-digit plan number (PN) ▶ 003

C Plan sponsor's name as shown on line 2a of Form 5500
ARMSTRONG GARDEN CENTERS, INC.

D Employer Identification Number (EIN)
95-3207663

Part I Distributions

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

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

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

EIN(s): 06-0974148

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

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

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

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

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

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

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

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

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

c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount) **6c** 0

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

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

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

Part III Amendments

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

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

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

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

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

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

ARMSTRONG GARDEN CENTERS, INC.
401(k) PLAN

Financial Statements
and Supplemental Schedule

July 31, 2012

With Independent Auditor's Report

ARMSTRONG GARDEN CENTERS, INC.
401(k) PLAN

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Other schedules required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted because they are not applicable.	

Ahlstrom & Baker
CERTIFIED PUBLIC ACCOUNTANTS

10621 Calle Lee, Suite 153
Los Alamitos, CA 90720

Telephone: (714) 527-7272
Fax: (714) 828-2209

Independent Auditor's Report

To the Plan Administrator and Participants of
Armstrong Garden Centers, Inc. 401(k) Plan

We were engaged to audit the financial statements and supplemental schedule of the Armstrong Garden Centers, Inc. 401(k) Plan as of July 31, 2012 and 2011 and for the year ended July 31, 2012, as listed in the accompanying table of contents. These financial statements and supplemental schedule are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 4, which was certified by Hartford Life Insurance Company, the custodian of the Plan, except for comparing such information with the related information included in the financial statements and the supplemental schedule. We have been informed by the plan administrator that the custodian holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the custodian as of July 31, 2012 and 2011 and for the year ended July 31, 2012, that the information provided to the plan administrator by the custodian is complete and accurate.

Because of the significance of the information that 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.

Ahlstrom & Baker

May 3, 2013

ARMSTRONG GARDEN CENTERS, INC.
401(k) PLAN

Statements of Net Assets Available for Benefits

July 31, 2012 and 2011

	2012	2011
Investments, at fair value (participant-directed):		
Pooled separate accounts under Hartford Life Insurance Company group annuity contract	$4,614,753	$4,208,917
Receivables:		
Notes receivable from participants	93,482	67,300
Employer's contribution	32,486	-
Total receivables	125,968	67,300
Net assets available for benefits	$4,740,721	$4,276,217

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

ARMSTRONG GARDEN CENTERS, INC.
401(k) PLAN

Statement of Changes in Net Assets Available for Benefits

Year Ended July 31, 2012

Additions to net assets attributed to:	
Contributions:	
Participants' deferrals	$ 433,141
Participant's rollover	91,722
Employer's matching	32,638
Total contributions	557,501
Investment income - net appreciation in fair value of investments	116,655
Interest income on notes receivable from participants	2,304
Total additions	676,460
Deductions from net assets attributed to:	
Benefits paid to participants	210,714
Administrative expenses	1,242
Total deductions	211,956
Net increase in net assets	464,504
Net assets available for benefits:	
Beginning of year	4,276,217
End of year	$4,740,721

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

ARMSTRONG GARDEN CENTERS, INC.
401(k) PLAN

Notes to Financial Statements

1. Description of Plan

The following description of the Armstrong Garden Centers, Inc. ("Company") 401(k) 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 is a defined contribution plan established by the Company under the provisions of Section 401(a) of the Internal Revenue Code ("IRC"), which includes a qualified cash or deferred arrangement as described in Section 401(k) of the IRC. Employees of the Company who have attained age 21 and have completed 90 days of service are eligible to participate in the Plan. Eligible participants enter the Plan on the first day of the Plan year quarter coinciding with or next following the date the employee satisfies the eligibility requirements. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"), as amended.

Contributions

Each year, participants may contribute a certain percentage of pretax annual compensation, as defined in the Plan. Participants who have attained age 50 before the Plan year-end are also able to make additional catch-up contributions. Participants may also contribute amounts representing distributions from other qualified plans or certain individual rollover accounts. Each year, the employer shall determine the amount of the matching contribution, if any, related to the participant's salary deferrals; in addition, the participating employer may make a discretionary profit sharing contribution for participants who are employed on the last day of the Plan year. Such employer contributions are determined by the employer's Board of Directors. For the year ended July 31, 2012, the Board of Directors approved an employer matching contribution of $32,638. Contributions are subject to certain limitations.

Participant Accounts

Participants direct the investment of their contributions into various investment options (over 30 different funds) offered by the Plan. Each participant's account is credited with the participant's contribution and related employer matching contribution, if any, and an allocation of (a) employer discretionary profit sharing, if any, (b) Plan earnings, and charged with an allocation of administrative expenses. Allocations are based on participant compensation or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting

Participants are immediately vested in their voluntary contributions plus actual earnings thereon. Vesting in the Company's contribution portion of the participant account is based on years of service.

1. Description of Plan (continued)

Vesting (continued)

Participants vest 20 percent upon completion of the second year of credited service, and 20 percent each year of service thereafter; thus becoming 100 percent vested after six years of credited service. Participant accounts are deemed 100 percent vested upon death, disability or attaining age 60.

Notes Receivable from Participants

Participants may borrow from their accounts a minimum of $1,000 up to a maximum equal to the lesser of $50,000 or 50 percent of their vested account balance. Loan terms cannot exceed 5 years, unless it is used to purchase the participant's principal residence. The loans are secured by the balance in the participant's account and bear interest at a rate commensurate with local prevailing rates as determined by the Plan administrator. At July 31, 2012, interest rates range from 3.25 percent to 6 percent. Principal and interest are normally paid ratably through payroll deductions.

Payment of Benefits

Upon retirement, disability, death or termination of employment, a participant may elect to receive either a lump-sum distribution in an amount equivalent to their vested account balance or in installments. In-service withdrawals are permitted under certain circumstances, such as meeting certain financial hardship conditions.

Forfeited Accounts

The nonvested portion of terminated participants' accounts is deemed forfeited upon the participant separating from service. At July 31, 2012 and 2011, forfeited nonvested accounts totaled $292 and $12,677, respectively. The forfeited accounts will be used to reduce future employer contributions or to pay Plan expenses. During the year ended July 31, 2012, $12,530 of forfeitures were allocated to participant accounts as an employer matching contribution.

Administrative Expenses

Expenses relating to specific participant transactions, such as loans and distributions, are charged directly against the participant's account. All other expenses of the Plan have been paid by the Company, at its option.

Plan Termination

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

2. Summary of Significant Accounting Policies

Basis of Accounting

The financial statements of the Plan are prepared on the accrual basis of accounting.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Investment Valuation and Income Recognition

The Plan's investments are stated at fair value. Financial Accounting Standards Board ("FASB") *Accounting Standards Codification* ("ASC") 820, *Fair Value Measurements and Disclosures*, provides the framework for measuring fair value and defines fair value as the price that would be received to sell an asset (i.e. exit price) in an orderly transaction between market participants as of the valuation date. 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 (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under FASB ASC 820 with the related inputs to the valuation methodology are described as follows:

Level 1	Quoted prices (unadjusted) in active markets for identical assets that the Plan has the ability to access.
Level 2	Significant other observable (directly or indirectly) inputs, including quoted prices for similar assets in active markets or in inactive markets and other market observable inputs such as interest rate, credit risks, etc.
Level 3	Significant unobservable inputs, including the Plan's own assumptions in determining the fair value of investments.

The investment asset 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 valuation methodology used to measure the Plan's investment assets measured at fair value is that pooled separate accounts are valued at the unit value as reported by the investment manager, based on the market value of the underlying assets of the accounts. There have been no changes in the methodology used at July 31, 2012 and 2011.

The preceding method as described may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan believes its valuation method is appropriate and consistent with other market participants, the use of different

2. Summary of Significant Accounting Policies (continued)

Investment Valuation and Income Recognition (continued)
methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

Purchases and sales of securities are recorded on a trade-date basis. Net appreciation includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Notes Receivable from Participants
Notes receivable from participants related to participant loans are stated at the unpaid principal balance. Interest income associated to such notes receivable is recorded when interest payments are received, usually every two weeks. Delinquent participant loans are reclassified as distributions based on terms of the Plan agreement.

Payment of Benefits
Benefits are recorded when paid or upon distribution.

Subsequent Events
Management evaluates events occurring subsequent to the date of the financial statements in determining the accounting for and disclosure of transactions and events that affect the financial statements. Subsequent events have been evaluated through May 3, 2013, which is the date the financial statements were available to be issued.

3. Income Tax Status

The Plan currently conforms to a volume submitter profit sharing 401(k) plan which has received a favorable opinion letter from the Internal Revenue Service that the Plan is acceptable under section 401(a) of the IRC. Accordingly, the Plan administrator believes that the Plan is currently designed and being operated in compliance with applicable requirements of the IRC, and believes that the Plan was qualified and the related trust was tax-exempt as of the financial statement date. Therefore, no provision for income tax has been included in the Plan's financial statements.

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the taxing authorities. The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of July 31, 2012, there are no uncertain positions taken or expected to be taken that would require recognition of a liability or disclosure in the financial statements. The Plan is subject

3. Income Tax Status (continued)

to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan administrator believes it is no longer subject to income tax examinations for years prior to 2009.

4. Financial Information Certified by the Custodian

The following is a summary of financial information as reflected in the Plan financial statements as of July 31, 2012 and 2011 and for the year ended July 31, 2012, as certified by Hartford Life Insurance Company, the custodian of the Plan, in accordance with 29 CFR 2520.103-5(c) of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Investments that represent 5 percent or more of the Plan's net assets are separately identified.

Statements of Net Assets Available for Benefits
July 31, 2012 and 2011

	2012	2011
Investments, at fair value:		
Pooled separate accounts under Hartford Life Insurance Company group annuity contract:		
Franklin Growth Fund	$1,127,009	$1,050,273
Hartford Index HLS Fund	556,766	479,844
Janus Enterprise Fund	478,166	421,106
PIMCO Total Return Fund	347,076	300,170
Pioneer Fund	282,446	267,213
SEI Stable Asset Fund	774,913	726,992
Other	1,048,377	963,319
Total investments	4,614,753	4,208,917
Notes receivable from participants	93,482	67,300
Total assets certified	$4,708,235	$4,276,217

Statement of Changes in Net Assets Available for Benefits
Year Ended July 31, 2012

Investment income - net appreciation in fair value of pooled separate accounts	$116,655
Interest income on notes receivable from participants	2,304
Total income certified	$118,959

In addition, the investments reflected on the supplemental Schedule of Assets (Held at End of Year) were certified by Hartford Life Insurance Company, the custodian of the Plan.

5. Fair Value Measurements

The following table sets forth by level within the fair value hierarchy, as well as by major investment category taking into consideration the attributes, including the nature and risks of such investments, the Plan's investment assets at fair value as of July 31, 2012 and 2011:

	Level 1	Level 2	Level 3	Total
At July 31, 2012 -				
Pooled separate accounts:				
Asset allocation/balanced funds	$ -	$ 369,791	$ -	$ 369,791
Blend stock funds	-	839,312	-	839,312
Growth stock funds	-	1,840,715	-	1,840,715
Value stock funds	-	68,941	-	68,941
Specialty stock funds	-	182,331	-	182,331
International/global funds	-	190,920	-	190,920
Bond funds	-	347,830	-	347,830
Stable value fund	-	774,913	-	774,913
Total investments at fair value	$ -	$4,614,753	$ -	$4,614,753
At July 31, 2011 -				
Pooled separate accounts:				
Asset allocation/balanced funds	$ -	$ 297,475	$ -	$ 297,475
Blend stock funds	-	747,205	-	747,205
Growth stock funds	-	1,680,029	-	1,680,029
Value stock funds	-	67,267	-	67,267
Specialty stock funds	-	177,251	-	177,251
International/global funds	-	211,920	-	211,920
Bond funds	-	300,778	-	300,778
Stable value fund	-	726,992	-	726,992
Total investments at fair value	$ -	$4,208,917	$ -	$4,208,917

6. Risks and Uncertainties

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

7. Related Party Transactions

Certain Plan investments are shares of mutual funds managed by an affiliate of Hartford Life Insurance Company. Such investments in Hartford mutual funds qualify as party-in-interest transactions which are exempt from prohibited transaction rules.

8. Reconciliation of Financial Statements to Form 5500

Inasmuch as Hartford Life is not filing a Form 5500 as a Direct Filing Entity, the pooled separate accounts reflected in the financial statements at July 31, 2012 and 2011 of $4,614,753 and $4,208,917, respectively, and have been reclassified in the Form 5500 financial statement as follows:

	2012	2011
Mutual funds	$3,839,840	$3,481,925
Common collective trust	774,913	726,992
	$4,614,753	$4,208,917

In addition, the Form 5500 reflects participant loans as an investment, however the financial statements reflect the participant loans as notes receivable.

9. Subsequent Events

Hartford Life Insurance Company was notified by the trustee of the SEI Stable Asset Fund that the Fund would be terminated and liquidated, and accordingly on October 11, 2012, the SEI Stable Asset Fund was liquidated into the JP Morgan Prime Money Market Account, a replacement fund option. On January 2, 2013, Massachusetts Mutual Life Insurance Company (MassMutual) acquired The Hartford's Retirement Plans business, which includes the plan administration and recordkeeping of accounts of the Plan. Plan management anticipates no significant changes to the Plan due to the change to MassMutual.

SUPPLEMENTAL SCHEDULE

ARMSTRONG GARDEN CENTERS, INC.
401(k) PLAN
(EIN 95-3207663 Plan 003)
Schedule of Assets (Held at End of Year)
(Schedule H, Part IV, Item 4i - Form 5500)

July 31, 2012

(a)	(b) Identity of issuer, or similar party	(c) Description of investment	(d) Cost (A)	(e) Current value
*	Hartford Life Insurance Company	Participating units in pooled separate accounts under group annuity contract number 712095 as follows:		
		Alger Capital Appreciation Institutional Fund		$ 34,582
		BlackRock Large Cap Core Fund		100
		BlackRock LifePath 2020 Fund		36,748
		BlackRock LifePath 2030 Fund		17,827
		BlackRock LifePath 2040 Fund		76,820
		BlackRock LifePath Retirement Fund		41,060
		Eaton Vance Large-Cap Value Fund		4,449
		Eaton Vance Worldwide Health Sciences Fund		8,437
		Franklin Growth Fund		1,127,009
		Franklin Templeton Moderate Allocation Fund		35,285
		Goldman Sachs Government Income Fund		156
		Goldman Sachs High Yield Fund		583
		Hartford Dividend and Growth Fund		14,618
		Hartford Index HLS Fund		556,766
		Invesco Real Estate Fund		101,395
		Ivy Large Cap Growth Fund		324
		Ivy Science and Technology Fund		41,182
		Janus Enterprise Fund		478,166
		Janus Overseas Fund		27,596
		Lord Abbett Small-Cap Blend Fund		200,634
		MFS Total Return Fund		162,051
		MFS Utilities Fund		10,327
		Mutual Shares Fund		14,223
		Oppenheimer Gold & Special Minerals Fund		20,990
		Oppenheimer International Bond Fund		573
		PIMCO Real Return Fund		15
		PIMCO Total Return Fund		347,076
		Pioneer Fund		282,446
		Pioneer Mid-Cap Value Fund		35,651
		SEI Stable Asset Fund		774,913
		Templeton Developing Markets Trust Fund		1,086
		Templeton Foreign Fund		1,131
		Thornburg International Value Fund		160,534
*	Participant loans	Installment notes with interest rates ranging from 3.25% to 6%, with maturity dates up to May 2021		93,482
				$4,708,235

(A) Historical cost information is not required for participant-directed investments

* Represents a party-in-interest as defined by ERISA.

See accompanying independent auditor's report.

ARMSTRONG GARDEN CENTERS, INC.
401(k) PLAN

Financial Statements
and Supplemental Schedule

July 31, 2012

With Independent Auditor's Report

ARMSTRONG GARDEN CENTERS, INC.
401(k) PLAN

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Supplemental Schedule:	
Schedule of Assets (Held at End of Year) as of July 31, 2012	11
Other schedules required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted because they are not applicable.	

Ahlstrom & Baker
CERTIFIED PUBLIC ACCOUNTANTS

10621 Calle Lee, Suite 153
Los Alamitos, CA 90720

Telephone: (714) 527-7272
Fax: (714) 828-2209

Independent Auditor's Report

To the Plan Administrator and Participants of
Armstrong Garden Centers, Inc. 401(k) Plan

We were engaged to audit the financial statements and supplemental schedule of the Armstrong Garden Centers, Inc. 401(k) Plan as of July 31, 2012 and 2011 and for the year ended July 31, 2012, as listed in the accompanying table of contents. These financial statements and supplemental schedule are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 4, which was certified by Hartford Life Insurance Company, the custodian of the Plan, except for comparing such information with the related information included in the financial statements and the supplemental schedule. We have been informed by the plan administrator that the custodian holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the custodian as of July 31, 2012 and 2011 and for the year ended July 31, 2012, that the information provided to the plan administrator by the custodian is complete and accurate.

Because of the significance of the information that 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.

Ahlstrom & Baker

May 3, 2013

ARMSTRONG GARDEN CENTERS, INC.
401(k) PLAN

Statements of Net Assets Available for Benefits

July 31, 2012 and 2011

	2012	2011
Investments, at fair value (participant-directed):		
Pooled separate accounts under Hartford Life Insurance Company group annuity contract	$4,614,753	$4,208,917
Receivables:		
Notes receivable from participants	93,482	67,300
Employer's contribution	32,486	-
Total receivables	125,968	67,300
Net assets available for benefits	$4,740,721	$4,276,217

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

ARMSTRONG GARDEN CENTERS, INC.
401(k) PLAN

Statement of Changes in Net Assets Available for Benefits

Year Ended July 31, 2012

Additions to net assets attributed to:	
Contributions:	
Participants' deferrals	$ 433,141
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Total contributions	557,501
Investment income - net appreciation in fair value of investments	116,655
Interest income on notes receivable from participants	2,304
Total additions	676,460
Deductions from net assets attributed to:	
Benefits paid to participants	210,714
Administrative expenses	1,242
Total deductions	211,956
Net increase in net assets	464,504
Net assets available for benefits:	
Beginning of year	4,276,217
End of year	$4,740,721

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

ARMSTRONG GARDEN CENTERS, INC.
401(k) PLAN

Notes to Financial Statements

1. Description of Plan

The following description of the Armstrong Garden Centers, Inc. ("Company") 401(k) 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 is a defined contribution plan established by the Company under the provisions of Section 401(a) of the Internal Revenue Code ("IRC"), which includes a qualified cash or deferred arrangement as described in Section 401(k) of the IRC. Employees of the Company who have attained age 21 and have completed 90 days of service are eligible to participate in the Plan. Eligible participants enter the Plan on the first day of the Plan year quarter coinciding with or next following the date the employee satisfies the eligibility requirements. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"), as amended.

Contributions

Each year, participants may contribute a certain percentage of pretax annual compensation, as defined in the Plan. Participants who have attained age 50 before the Plan year-end are also able to make additional catch-up contributions. Participants may also contribute amounts representing distributions from other qualified plans or certain individual rollover accounts. Each year, the employer shall determine the amount of the matching contribution, if any, related to the participant's salary deferrals; in addition, the participating employer may make a discretionary profit sharing contribution for participants who are employed on the last day of the Plan year. Such employer contributions are determined by the employer's Board of Directors. For the year ended July 31, 2012, the Board of Directors approved an employer matching contribution of $32,638. Contributions are subject to certain limitations.

Participant Accounts

Participants direct the investment of their contributions into various investment options (over 30 different funds) offered by the Plan. Each participant's account is credited with the participant's contribution and related employer matching contribution, if any, and an allocation of (a) employer discretionary profit sharing, if any, (b) Plan earnings, and charged with an allocation of administrative expenses. Allocations are based on participant compensation or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting

Participants are immediately vested in their voluntary contributions plus actual earnings thereon. Vesting in the Company's contribution portion of the participant account is based on years of service.

1. Description of Plan (continued)

Vesting (continued)

Participants vest 20 percent upon completion of the second year of credited service, and 20 percent each year of service thereafter; thus becoming 100 percent vested after six years of credited service. Participant accounts are deemed 100 percent vested upon death, disability or attaining age 60.

Notes Receivable from Participants

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Payment of Benefits

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Administrative Expenses

Expenses relating to specific participant transactions, such as loans and distributions, are charged directly against the participant's account. All other expenses of the Plan have been paid by the Company, at its option.

Plan Termination

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

2. Summary of Significant Accounting Policies

Basis of Accounting

The financial statements of the Plan are prepared on the accrual basis of accounting.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

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The Plan's investments are stated at fair value. Financial Accounting Standards Board ("FASB") *Accounting Standards Codification* ("ASC") 820, *Fair Value Measurements and Disclosures*, provides the framework for measuring fair value and defines fair value as the price that would be received to sell an asset (i.e. exit price) in an orderly transaction between market participants as of the valuation date. 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 (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under FASB ASC 820 with the related inputs to the valuation methodology are described as follows:

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The preceding method as described may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan believes its valuation method is appropriate and consistent with other market participants, the use of different

2. Summary of Significant Accounting Policies (continued)

Investment Valuation and Income Recognition (continued)
methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

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Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the taxing authorities. The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of July 31, 2012, there are no uncertain positions taken or expected to be taken that would require recognition of a liability or disclosure in the financial statements. The Plan is subject

3. Income Tax Status (continued)

to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan administrator believes it is no longer subject to income tax examinations for years prior to 2009.

4. Financial Information Certified by the Custodian

The following is a summary of financial information as reflected in the Plan financial statements as of July 31, 2012 and 2011 and for the year ended July 31, 2012, as certified by Hartford Life Insurance Company, the custodian of the Plan, in accordance with 29 CFR 2520.103-5(c) of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Investments that represent 5 percent or more of the Plan's net assets are separately identified.

Statements of Net Assets Available for Benefits
July 31, 2012 and 2011

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Statement of Changes in Net Assets Available for Benefits
Year Ended July 31, 2012

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Interest income on notes receivable from participants	2,304
Total income certified	$118,959

In addition, the investments reflected on the supplemental Schedule of Assets (Held at End of Year) were certified by Hartford Life Insurance Company, the custodian of the Plan.

5. Fair Value Measurements

The following table sets forth by level within the fair value hierarchy, as well as by major investment category taking into consideration the attributes, including the nature and risks of such investments, the Plan's investment assets at fair value as of July 31, 2012 and 2011:

	Level 1	Level 2	Level 3	Total
At July 31, 2012 -				
Pooled separate accounts:				
Asset allocation/balanced funds	$ -	$ 369,791	$ -	$ 369,791
Blend stock funds	-	839,312	-	839,312
Growth stock funds	-	1,840,715	-	1,840,715
Value stock funds	-	68,941	-	68,941
Specialty stock funds	-	182,331	-	182,331
International/global funds	-	190,920	-	190,920
Bond funds	-	347,830	-	347,830
Stable value fund	-	774,913	-	774,913
Total investments at fair value	$ -	$4,614,753	$ -	$4,614,753
At July 31, 2011 -				
Pooled separate accounts:				
Asset allocation/balanced funds	$ -	$ 297,475	$ -	$ 297,475
Blend stock funds	-	747,205	-	747,205
Growth stock funds	-	1,680,029	-	1,680,029
Value stock funds	-	67,267	-	67,267
Specialty stock funds	-	177,251	-	177,251
International/global funds	-	211,920	-	211,920
Bond funds	-	300,778	-	300,778
Stable value fund	-	726,992	-	726,992
Total investments at fair value	$ -	$4,208,917	$ -	$4,208,917

6. Risks and Uncertainties

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

7. Related Party Transactions

Certain Plan investments are shares of mutual funds managed by an affiliate of Hartford Life Insurance Company. Such investments in Hartford mutual funds qualify as party-in-interest transactions which are exempt from prohibited transaction rules.

8. Reconciliation of Financial Statements to Form 5500

Inasmuch as Hartford Life is not filing a Form 5500 as a Direct Filing Entity, the pooled separate accounts reflected in the financial statements at July 31, 2012 and 2011 of $4,614,753 and $4,208,917, respectively, and have been reclassified in the Form 5500 financial statement as follows:

	2012	2011
Mutual funds	$3,839,840	$3,481,925
Common collective trust	774,913	726,992
	$4,614,753	$4,208,917

In addition, the Form 5500 reflects participant loans as an investment, however the financial statements reflect the participant loans as notes receivable.

9. Subsequent Events

Hartford Life Insurance Company was notified by the trustee of the SEI Stable Asset Fund that the Fund would be terminated and liquidated, and accordingly on October 11, 2012, the SEI Stable Asset Fund was liquidated into the JP Morgan Prime Money Market Account, a replacement fund option. On January 2, 2013, Massachusetts Mutual Life Insurance Company (MassMutual) acquired The Hartford's Retirement Plans business, which includes the plan administration and recordkeeping of accounts of the Plan. Plan management anticipates no significant changes to the Plan due to the change to MassMutual.

SUPPLEMENTAL SCHEDULE

ARMSTRONG GARDEN CENTERS, INC.
401(k) PLAN
(EIN 95-3207663 Plan 003)
Schedule of Assets (Held at End of Year)
(Schedule H, Part IV, Item 4i - Form 5500)

July 31, 2012

(a)	(b) Identity of issuer, or similar party	(c) Description of investment	(d) Cost (A)	(e) Current value
*	Hartford Life Insurance Company	Participating units in pooled separate accounts under group annuity contract number 712095 as follows:		
		Alger Capital Appreciation Institutional Fund		$ 34,582
		BlackRock Large Cap Core Fund		100
		BlackRock LifePath 2020 Fund		36,748
		BlackRock LifePath 2030 Fund		17,827
		BlackRock LifePath 2040 Fund		76,820
		BlackRock LifePath Retirement Fund		41,060
		Eaton Vance Large-Cap Value Fund		4,449
		Eaton Vance Worldwide Health Sciences Fund		8,437
		Franklin Growth Fund		1,127,009
		Franklin Templeton Moderate Allocation Fund		35,285
		Goldman Sachs Government Income Fund		156
		Goldman Sachs High Yield Fund		583
		Hartford Dividend and Growth Fund		14,618
		Hartford Index HLS Fund		556,766
		Invesco Real Estate Fund		101,395
		Ivy Large Cap Growth Fund		324
		Ivy Science and Technology Fund		41,182
		Janus Enterprise Fund		478,166
		Janus Overseas Fund		27,596
		Lord Abbett Small-Cap Blend Fund		200,634
		MFS Total Return Fund		162,051
		MFS Utilities Fund		10,327
		Mutual Shares Fund		14,223
		Oppenheimer Gold & Special Minerals Fund		20,990
		Oppenheimer International Bond Fund		573
		PIMCO Real Return Fund		15
		PIMCO Total Return Fund		347,076
		Pioneer Fund		282,446
		Pioneer Mid-Cap Value Fund		35,651
		SEI Stable Asset Fund		774,913
		Templeton Developing Markets Trust Fund		1,086
		Templeton Foreign Fund		1,131
		Thornburg International Value Fund		160,534
*	Participant loans	Installment notes with interest rates ranging from 3.25% to 6%, with maturity dates up to May 2021		93,482
				$4,708,235

(A) Historical cost information is not required for participant-directed investments

* Represents a party-in-interest as defined by ERISA.

See accompanying independent auditor's report.

ARMSTRONG GARDEN CENTERS, INC. 401(K) PLAN (THE "PLAN")
PLAN ID: 712095
As of **08/17/12**

IMPORTANT NOTICE

Plan and Investment-Related Information
Including Investment Option Performance History, Fees and Expenses

The following information is being provided to you by, or at the direction of, your Plan Fiduciary to help provide you with important disclosures and information regarding any Plan account you may maintain.

Please note that nothing in this Notice is intended to serve as a substitute for investment, fee and expense information that may be available to you in a summary plan description, prospectus, or in other disclosure materials. Before making any investment decisions regarding your account, you should review all information available to you and not rely solely upon the information contained in this Notice.

In addition, please be mindful that:

- An investment's past performance is no guarantee of future results.
- To help achieve long-term retirement security, you should give careful consideration to the benefits of a well-balanced and diversified investment portfolio.
- Fees and expenses are only one of several factors you should consider when making investment decisions. For more information and an example demonstrating the long-term effect of fees and expenses, please visit: http://www.dol.gov/ebsa/publications/401k_employee.html.

Please review this information carefully, and note that no other action on your part is required at this time. However, if you would like to enroll or make changes to your account, simply log-in to **www.thehartford.com/retirementplans/access** at any time, or call the Participant Service Center at **1-888-547-1405**. Representatives are available Monday through Friday, 8:00 a.m. – 8:00 p.m. Eastern Time.

Your Plan Sponsor can provide you with the following additional information regarding your Plan, upon your request:

- Copies of prospectuses (or any short-form or summary prospectuses, or similar documents) relating to your Plan's investment options.
- Copies of any financial statements or reports, such as statements of additional information, shareholder reports and similar materials relating to your Plan's investment options to the extent such materials are provided to the plan.
- A statement of the value of a share or unit of each investment option in your Plan, as well as the date of the valuation.
- A list of the assets comprising the portfolio of each investment option which constitute Plan assets and the value of each such asset (or the proportion of the investment which it comprises).

If you'd like any additional information or have any questions about this notice, please contact your Plan Sponsor. Contact information: ARMSTRONG GARDEN CENTERS, INC. 401(K) PLAN, 2200 E ROUTE 66 STE 200, GLENDORA CA 91740 4699.

GETTING STARTED

Below is a Notice Summary that will help you navigate the information provided in this document. An investment Glossary of Terms is available at the following website: **www.thehartford.com/retirementplans/access**

Notice Summary

Part I:

General Plan information, including:

- Your right to direct investments in your Plan account
- Restrictions that may apply to your investment direction
- The Plan's administrative fees and expenses
- The Plan's individual fees and expenses

Part II:

Plan Investment Option Information, including, where applicable:

- The fees and expenses charged for each investment option in the Plan
- Historical and benchmark performance for any Plan variable return investment options
- Any restrictions applicable to any investment option

PART I

GENERAL PLAN INFORMATION

Your right to direct investments in your Plan account

- You may direct your contributions into the investment options available through the Plan, subject to the terms of your Plan and the limitations and restrictions described in this notice. Please refer to your Summary Plan Description or contact your Plan Sponsor.

Restrictions that may apply to your investment direction

- Please refer to the investment performance and fees section of the Notice for information on any restrictions applicable to the investment options available through your Plan.

THE PLAN'S ADMINISTRATIVE FEES AND EXPENSES:

The Plan pays certain outside service providers for Plan administrative services, such as legal, trustee/custodial accounting and recordkeeping services. The funds for the payment of such service expenses may be deducted from individual Plan accounts, unless the Plan Sponsor elects, at its own discretion, to pay for some or all of the Plan's administrative service expenses through non-Plan assets. The cost for these expenses may vary from year to year and is based on a variety of factors.

As of the date of these materials, the Plan administrative fees and expenses listed below may be deducted from Plan accounts as applicable. Your quarterly account statement will show any administrative fees charged to your account. To the extent that any other applicable Plan administrative expenses are not charged against forfeitures, paid by the employer, or reimbursed by a third party, the Plan may charge such expenses on a pro rata (i.e., based on the relative size of each participant account), or per capita basis (i.e., a flat fee assessed against each individual account).

Please note: The fees listed below are shown as full dollar amounts, as a percentage of your account balance, or, if applicable, as a dollar amount per each investment option you select. In addition, any applicable fee minimums or maximums associated with a particular charge will be displayed below. All fees and expenses are displayed as charges on an annualized basis (unless otherwise indicated below in the Charge Frequency column) and subject to change at any time. All fees actually deducted from your account during a particular Plan quarter will be reflected and identified on your Plan's quarterly account statement.

Please also note that, if your Plan permits participant loans, it is possible that information regarding certain charges associated with participant loans that are deducted from individual accounts may be incorrectly appearing in this section, instead of in the section regarding "The Plan's Individual Fees and Expenses." Similarly, information regarding certain charges associated with participant paper enrollment elections and, for plans with a Self Directed Brokerage Account ("SDBA") feature, a participant's election to use the SDBA feature may also be incorrectly appearing in this section, instead of in the section regarding "The Plan's Individual Fees and Expenses." Please refer to the below chart, as well as the section regarding "The Plan's Individual Fees and Expenses" to review any applicable fees and expenses associated with taking a participant loan, electing to enroll by paper or electing to use a SDBA feature.

Type of Plan Administrative Fee	Fee Amount/Percentage	Minimum	Maximum	Calculation Method	Charge Frequency	Allocation
LOAN MAINTENANCE FEE	$4.00	N/A	N/A	Flat Dollar per Loan	Quarterly	

For further information or detail regarding any fees described as "Ad Hoc or miscellaneous fees" on your statement, you may contact the Participant Service Center or your plan sponsor.

THE PLAN'S INDIVIDUAL FEES AND EXPENSES:

The Plan assesses certain fees against individual participant accounts, rather than against the Plan as a whole, when individual participants initiate certain transactions or utilize certain plan services. These fees may arise from, among other items, a participant's use of a feature available under the Plan (e.g., participant loans, exercising withdrawal/distribution rights), the addition of a service (e.g., investment advice or brokerage window services), or the application of applicable law (e.g., processing a domestic relations order issued by a court). The following list includes the individual participant fees and expenses that could be charged to you, based on your usage. Your quarterly account statement will show any individual fees charged to your account. In addition, buying, selling or holding some investments may result in charges to an individual account, such as sales charges or redemption fees. For information regarding such investment-related fees and expenses, please refer to the investment performance and fees section of this Notice.

Please note: The fees listed below are shown as full dollar amounts, as a percentage of your account balance, or, if applicable, as a dollar amount per each investment option you select. In addition, any applicable fee minimums or maximums associated with a particular charge will be displayed below. All fees and expenses are displayed as charges on an annualized basis (unless otherwise indicated below in the Charge Frequency column) and subject to change at any time. All fees actually deducted from your account during a particular Plan quarter will be reflected and identified on your Plan's quarterly account statement.

Please also note that, if your Plan permits participant loans, it is possible that information regarding certain charges associated with participant loans that are deducted from individual accounts may be incorrectly appearing in the above-section regarding "The Plan's Administrative Fees and Expenses" instead of in this section. Similarly, information regarding certain charges associated with participant paper enrollment elections and, for plans with a Self Directed Brokerage Account ("SDBA") feature, a participant's election to use the SDBA feature may also be incorrectly appearing in the section directly above regarding "The Plan's Administrative Fees and Expenses," instead of in this section. Please refer to the below chart, as well as the above section regarding "The Plan's Administrative Fees and Expenses" to review any applicable fees and expenses associated with taking a participant loan, electing to enroll by paper or electing to use a SDBA feature.

The Plan may impose service charges on individual accounts as follows:

Withdrawal/Distribution Fee

Described and listed below are any fees associated with taking a withdrawal or distribution from your Plan account.

Withdrawal/Distribution Fee	Fee Amount/Percentage	Minimum	Maximum	Calculation Method	Charge Frequency
DISTRIBUTION FEE	$25.00	N/A	N/A	Flat Dollar per Transaction	On-Request
DISTRIBUTION CANCEL FEE	$75.00	N/A	N/A	Flat Dollar per Transaction	On-Request

Loan Fee

Described and listed below are any fees associated with taking a loan from your Plan account.

Loan Fee	Fee Amount/Percentage	Minimum	Maximum	Calculation Method	Charge Frequency
LOAN INITIATION FEE	$50.00	N/A	N/A	Flat Dollar per Transaction	On-Request
LOAN CANCELLATION FEE	$75.00	N/A	N/A	Flat Dollar per Transaction	On-Request

Qualified Domestic Relations (QDRO) Fee

Described and listed below are any fees associated with the processing of any Domestic Relations Order (DRO) issued by a court with respect to the assets maintained in your Plan account.

Qualified Domestic Relations (QDRO) Fee	Fee Amount/Percentage	Minimum	Maximum	Calculation Method	Charge Frequency
None		N/A	N/A	Not Available	Not Available

Guidance and Advice Fee

Described and listed below are any fees associated with any investment guidance or investment advice services available through your Plan.

Guidance and Advice Fee	Fee Amount/Percentage	Minimum	Maximum	Calculation Method	Charge Frequency
None		N/A	N/A	Not Available	Not Available

Managed Account Fee

Described and listed below are any fees associated with any investment management services available through your Plan.

Managed Account Fee	Fee Amount/Percentage	Minimum	Maximum	Calculation Method	Charge Frequency
None		N/A	N/A	Not Available	Not Available

Other Fee

Described and listed below are any other fees associated with your Plan, its services and features.

Other Fee	Fee Amount/Percentage	Minimum	Maximum	Calculation Method	Charge Frequency
None		N/A	N/A	Not Available	Not Available

For further information or detail regarding any fees described as "Ad Hoc or miscellaneous fees" on your statement, you may contact the Participant Service Center or your plan sponsor

PART II

YOUR PLAN'S INVESTMENT OPTIONS
07/31/12

INTRODUCTION:

The table appearing in Part II is intended to provide you with information regarding the investment options in your Plan, including information regarding investment performance history, fees and expenses, and any investment restrictions applicable as of the date of this material. For your Plan's variable return investment options, we have additionally provided benchmark information against which each investment option's performance can be compared.

Fees and expenses are among many factors to consider when you decide to invest in an option. You may also want to think about whether an investment in a particular option, along with your other investments, fits with your personal circumstances and will help you achieve your investment goals.

The performance data shown represents past performance and is no guarantee of future results. The investment return and principal value of an investment may fluctuate so that when shares/units are redeemed they may be worth more or less than their original cost. Current performance may vary from the performance data quoted.

You may obtain additional information about your Plan's investment options, including updated performance data, portfolio turnover rates, principal strategies, goals and objectives, and a glossary of commonly-used investment terms, by logging in to your Plan account at the following website: **www.thehartford.com/retirementplans/access.**

The cumulative effect of fees and expenses can substantially reduce the growth of your retirement Plan account. Visit the Department of Labor's Website for an example showing the long-term effect of fees and expenses at http://www.dol.gov/ebsa/publications/401k_employee.html.

To request additional information regarding your Plan, or to obtain a free paper copy of these materials or any Plan information provided online, please contact your Plan Sponsor.

VARIABLE RETURN INVESTMENT OPTIONS

The table below focuses on investment options that do not have a fixed or stated rate of return.

The performance data quoted represents past performance and does not guarantee future results. The investment return and principal value of an investment will fluctuate so that an investor's shares/units, when redeemed, may be worth more or less than their original cost. Please visit www.thehartford.com/retirementplans/access or call The Hartford at 1-888-547-1405 to obtain performance data current to the most recent month-end.

As of **07/31/12**

ASSET CLASS **Fund Name** **Morningstar Category** **Benchmark**	**Gross Annual Underlying Fund Expense Ratio**[1]	**Program and Administrative Charge**[2]	**Total Gross Annual Expense Ratio**[3]		**Investment Option Performance**[4]			**Inception Date**
			As a %	Per $1000 invested	Average Annual Return[5] 1 Yr.	5 Yr.	10 Yr./ Since Inception*	
STABLE VALUE/MONEY MARKET								
SEI STABLE ASSET 19	1.32%	0.00%	1.32%	$13.20	0.00%	0.85%	2.04%	08/01/90
Stable Value								
USTREAS T-Bill Cnst Mat Rate 3 Yr					1.13%	3.92%	3.44%	N/A

Fees and Restrictions:[6] **N/A**

Money market investments are not insured or guaranteed by the Federal Deposit Insurance Corporation (FDIC) or any other government agency. Although these investments seek to preserve their value at $1.00 per share, it is possible to lose money by investing in them. If a money market investment is pending liquidation under the U.S. Treasury Department's Guarantee Program, there may be a period of time in which assets cannot be invested or redeemed.

The performance data quoted represents past performance and does not guarantee future results. The investment return and principal value of an investment will fluctuate so that an investor's shares/units, when redeemed, may be worth more or less than their original cost. Please visit www.thehartford.com/retirementplans/access or call The Hartford at 1-888-547-1405 to obtain performance data current to the most recent month-end.

ASSET CLASS Fund Name Morningstar Category Benchmark	Gross Annual Underlying Fund Expense Ratio[1]	Program and Administrative Charge[2]	Total Gross Annual Expense Ratio[3]		Investment Option Performance[4]			Inception Date
			As a %	Per $1000 invested	Average Annual Return[5] 1 Yr.	5 Yr.	10 Yr./ Since Inception*	
BOND								
PIMCO TOTAL RETURN R	1.10%	0.00%	1.10%	$11.00	6.78%	8.61%	6.36%	05/11/87
Intermediate-Term Bond								
Barclays US Govt/Credit 5-10 Yr TR USD					10.11%	8.73%	6.45%	N/A
Fees and Restrictions:[6] N/A								
OPPENHEIMER INTERNATIONAL BOND N	1.44%	0.00%	1.44%	$14.40	-0.73%	6.04%	9.68%	06/15/95
World Bond								
Citi WGBI NonUSD USD					-1.05%	6.89%	7.19%	N/A
Fees and Restrictions:[6] N/A								

The performance data quoted represents past performance and does not guarantee future results. The investment return and principal value of an investment will fluctuate so that an investor's shares/units, when redeemed, may be worth more or less than their original cost. Please visit www.thehartford.com/retirementplans/access or call The Hartford at 1-888-547-1405 to obtain performance data current to the most recent month-end.

ASSET CLASS Fund Name Morningstar Category Benchmark	Gross Annual Underlying Fund Expense Ratio[1]	Program and Administrative Charge[2]	Total Gross Annual Expense Ratio[3]		Investment Option Performance[4]			Inception Date
			As a %	Per $1000 invested	Average Annual Return[5] 1 Yr.	5 Yr.	10 Yr./ Since Inception*	
BOND								
PIMCO REAL RETURN R	1.11%	0.00%	1.11%	$11.10	9.54%	8.51%	6.95%	01/29/97
Inflation-Protected Bond								
Barclays US Treasury US TIPS TR USD					9.49%	8.36%	6.85%	N/A
Fees and Restrictions:[6] N/A								
GOLDMAN SACHS GOV INCOME SVC	1.15%	0.00%	1.15%	$11.50	5.76%	5.53%	4.50%	02/10/93
Intermediate Government								
Barclays US Government TR USD					7.56%	6.54%	5.23%	N/A
Fees and Restrictions:[6] N/A								

The performance data quoted represents past performance and does not guarantee future results. The investment return and principal value of an investment will fluctuate so that an investor's shares/units, when redeemed, may be worth more or less than their original cost. Please visit www.thehartford.com/retirementplans/access or call The Hartford at 1-888-547-1405 to obtain performance data current to the most recent month-end.

ASSET CLASS Fund Name Morningstar Category Benchmark	Gross Annual Underlying Fund Expense Ratio[1]	Program and Administrative Charge[2]	Total Gross Annual Expense Ratio[3]		Investment Option Performance[4]			Inception Date
			As a %	Per $1000 invested	Average Annual Return[5] 1 Yr.	5 Yr.	10 Yr./ Since Inception*	
BOND								
GOLDMAN SACHS HIGH YIELD SVC	1.22%	0.00%	1.22%	$12.20	6.28%	6.90%	9.32%	08/01/97
High Yield Bond								
BofAML US HY Master II TR USD					7.25%	9.27%	10.59%	N/A
Fees and Restrictions:[6] N/A								
Corporate bonds, U.S. Treasury bills and U.S. government bonds will fluctuate in value, and the return of principal is not guaranteed if sold before maturity.								
ASSET ALLOCATION/BALANCED								
FRANKLIN TEMPLETON MOD ALLOC R	1.46%	0.00%	1.46%	$14.60	-0.55%	2.94%	6.75%	12/31/96
Moderate Allocation								
Morningstar Moderately Aggr Target Risk					1.10%	1.98%	7.96%	N/A
Fees and Restrictions:[6] N/A								

The performance data quoted represents past performance and does not guarantee future results. The investment return and principal value of an investment will fluctuate so that an investor's shares/units, when redeemed, may be worth more or less than their original cost. Please visit www.thehartford.com/retirementplans/access or call The Hartford at 1-888-547-1405 to obtain performance data current to the most recent month-end.

ASSET CLASS Fund Name Morningstar Category Benchmark	Gross Annual Underlying Fund Expense Ratio[1]	Program and Administrative Charge[2]	Total Gross Annual Expense Ratio[3]		Investment Option Performance[4]			Inception Date
			As a %	Per $1000 invested	Average Annual Return[5] 1 Yr.	5 Yr.	10 Yr./ Since Inception*	
ASSET ALLOCATION/BALANCED								
BLACKROCK LIFEPATH 2020 A	1.40%	0.00%	1.40%	$14.00	2.94%	1.89%	5.65%	03/01/94
Target Date 2016-2020								
Morningstar Lifetime Moderate 2020					4.61%	3.49%	8.92%	N/A
Fees and Restrictions:[6] N/A								
BLACKROCK LIFEPATH 2030 A	1.41%	0.00%	1.41%	$14.10	1.61%	0.59%	5.59%	03/01/94
Target Date 2026-2030								
Morningstar Lifetime Moderate 2030					2.25%	1.89%	8.89%	N/A
Fees and Restrictions:[6] N/A								

The performance data quoted represents past performance and does not guarantee future results. The investment return and principal value of an investment will fluctuate so that an investor's shares/units, when redeemed, may be worth more or less than their original cost. Please visit www.thehartford.com/retirementplans/access or call The Hartford at 1-888-547-1405 to obtain performance data current to the most recent month-end.

ASSET CLASS Fund Name Morningstar Category Benchmark	Gross Annual Underlying Fund Expense Ratio[1]	Program and Administrative Charge[2]	Total Gross Annual Expense Ratio[3]		Investment Option Performance[4]			Inception Date
			As a %	Per $1000 invested	Average Annual Return[5] 1 Yr.	5 Yr.	10 Yr./ Since Inception*	
ASSET ALLOCATION/BALANCED								
BLACKROCK LIFEPATH 2040 A	1.42%	0.00%	1.42%	$14.20	0.50%	-0.57%	5.59%	03/01/94
Target Date 2036-2040								
Morningstar Lifetime Moderate 2040					0.69%	1.28%	8.89%	N/A
Fees and Restrictions:[6] N/A								
BLACKROCK LIFEPATH RETIREMENT A	1.38%	0.00%	1.38%	$13.80	4.31%	4.07%	5.55%	03/01/94
Retirement Income								
Morningstar Lifetime Moderate Income					4.98%	5.19%	7.40%	N/A
Fees and Restrictions:[6] N/A								

The performance data quoted represents past performance and does not guarantee future results. The investment return and principal value of an investment will fluctuate so that an investor's shares/units, when redeemed, may be worth more or less than their original cost. Please visit www.thehartford.com/retirementplans/access or call The Hartford at 1-888-547-1405 to obtain performance data current to the most recent month-end.

ASSET CLASS Fund Name Morningstar Category Benchmark	Gross Annual Underlying Fund Expense Ratio[1]	Program and Administrative Charge[2]	Total Gross Annual Expense Ratio[3]		Investment Option Performance[4]			Inception Date
			As a %	Per $1000 invested	Average Annual Return[5] 1 Yr.	5 Yr.	10 Yr./ Since Inception*	
ASSET ALLOCATION/BALANCED								
MFS TOTAL RETURN R2	1.02%	0.00%	1.02%	$10.20	5.39%	1.99%	5.44%	10/06/70
Moderate Allocation								
Morningstar Moderately Aggr Target Risk					1.10%	1.98%	6.83%	N/A
Fees and Restrictions:[6] N/A								
Asset Allocation doesn't ensure a profit or protect against loss.								
LARGE-CAP								
THE HARTFORD DIV AND GROWTH R4	1.06%	0.00%	1.06%	$10.60	6.84%	1.09%	6.98%	07/22/96
Large Value								
Russell 1000 Value TR USD					7.64%	-1.06%	-0.59%	N/A
Fees and Restrictions:[6] N/A								

The performance data quoted represents past performance and does not guarantee future results. The investment return and principal value of an investment will fluctuate so that an investor's shares/units, when redeemed, may be worth more or less than their original cost. Please visit www.thehartford.com/retirementplans/access or call The Hartford at 1-888-547-1405 to obtain performance data current to the most recent month-end.

ASSET CLASS Fund Name Morningstar Category Benchmark	Gross Annual Underlying Fund Expense Ratio[1]	Program and Administrative Charge[2]	Total Gross Annual Expense Ratio[3]		Investment Option Performance[4]			Inception Date
			As a %	Per $1000 invested	Average Annual Return[5] 1 Yr.	5 Yr.	10 Yr./ Since Inception*	
LARGE-CAP								
FRANKLIN GROWTH R	1.19%	0.00%	1.19%	$11.90	5.26%	2.08%	7.09%	01/01/02
Large Growth								
Russell 1000 Growth TR USD					8.26%	3.46%	6.77%	N/A
Fees and Restrictions:[6] N/A								
ALGER CAP APP INSTITUTIONAL R	1.68%	0.00%	1.68%	$16.80	4.01%	3.51%	9.04%	11/08/93
Large Growth								
Russell 1000 Growth TR USD					8.26%	3.46%	7.92%	N/A
Fees and Restrictions:[6] N/A								
PIONEER R	1.38%	0.00%	1.38%	$13.80	-0.70%	-1.22%	4.92%	02/10/28
Large Blend								
Russell 1000 TR USD					7.96%	1.26%	7.70%	N/A
Fees and Restrictions:[6] N/A								

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ASSET CLASS Fund Name Morningstar Category Benchmark	Gross Annual Underlying Fund Expense Ratio[1]	Program and Administrative Charge[2]	Total Gross Annual Expense Ratio[3]		Investment Option Performance[4]			Inception Date
			As a %	Per $1000 invested	Average Annual Return[5] 1 Yr.	5 Yr.	10 Yr./ Since Inception*	
LARGE-CAP								
VICTORY DIVERSIFIED STOCK R	1.38%	0.00%	1.38%	$13.80	1.78%	-1.25%	5.93%	10/20/89
Large Blend								
Russell 1000 TR USD					7.96%	1.26%	6.66%	N/A
Fees and Restrictions:[6] N/A								
IVY LARGE CAP GROWTH R	1.51%	0.00%	1.51%	$15.10	1.92%	2.28%	6.33%	06/30/00
Large Growth								
Russell 1000 Growth TR USD					8.26%	3.46%	4.88%	N/A
Fees and Restrictions:[6] N/A								
MUTUAL SHARES R	1.36%	0.00%	1.36%	$13.60	3.55%	-1.80%	5.60%	07/01/49
Large Value								
Russell 1000 Value TR USD					7.64%	-1.06%	6.42%	N/A
Fees and Restrictions:[6] N/A								

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ASSET CLASS Fund Name Morningstar Category Benchmark	Gross Annual Underlying Fund Expense Ratio[1]	Program and Administrative Charge[2]	Total Gross Annual Expense Ratio[3]		Investment Option Performance[4]			Inception Date
			As a %	Per $1000 invested	Average Annual Return[5] 1 Yr.	5 Yr.	10 Yr./ Since Inception*	
LARGE-CAP								
EATON VANCE LARGE-CAP VALUE R	1.23%	0.00%	1.23%	$12.30	4.63%	-1.64%	5.75%	09/23/31
Large Value								
Russell 1000 Value TR USD					7.64%	-1.06%	4.15%	N/A
Fees and Restrictions:[6] N/A								
HARTFORD INDEX HLS IB	0.58%	0.00%	0.58%	$5.80	8.52%	0.63%	5.74%	05/01/87
Large Blend								
Russell 1000 TR USD					7.96%	1.26%	6.66%	N/A
Fees and Restrictions:[6] N/A								

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ASSET CLASS Fund Name Morningstar Category Benchmark	Gross Annual Underlying Fund Expense Ratio[1]	Program and Administrative Charge[2]	Total Gross Annual Expense Ratio[3]		Investment Option Performance[4]			Inception Date
			As a %	Per $1000 invested	Average Annual Return[5] 1 Yr.	5 Yr.	10 Yr./ Since Inception*	
LARGE-CAP								
BLACKROCK LARGE CAP CORE R	1.51%	0.00%	1.51%	$15.10	-0.27%	-2.44%	5.21%	12/22/99
Large Value								
Russell 1000 Value TR USD					7.64%	-1.06%	6.62%	N/A
Fees and Restrictions:[6] **N/A**								
Stocks fluctuate in value and are subject to more risk than bonds or money market investments. Shares, when redeemed, may be worth more or less than their original cost.								
MID-CAP								
PIONEER MID-CAP VALUE R	1.42%	0.00%	1.42%	$14.20	-3.16%	-1.59%	6.98%	07/25/90
Mid-Cap Value								
Russell Mid Cap Value TR USD					3.81%	1.13%	10.73%	N/A
Fees and Restrictions:[6] **N/A**								

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ASSET CLASS Fund Name Morningstar Category Benchmark	Gross Annual Underlying Fund Expense Ratio[1]	Program and Administrative Charge[2]	Total Gross Annual Expense Ratio[3]		Investment Option Performance[4]			Inception Date
			As a %	Per $1000 invested	Average Annual Return[5] 1 Yr.	5 Yr.	10 Yr./ Since Inception*	
MID-CAP								
JANUS ENTERPRISE R	1.44%	0.00%	1.44%	$14.40	4.44%	2.87%	9.83%	09/01/92
Mid-Cap Growth								
Russell Mid Cap Growth TR USD					0.67%	2.34%	19.66%	N/A
Fees and Restrictions:[6] N/A								
NUVEEN MID CAP INDEX R3	1.18%	0.00%	1.18%	$11.80	0.48%	2.75%	8.46%	11/04/99
Mid-Cap Blend								
S&P MidCap 400 TR					1.20%	3.45%	9.31%	N/A
Fees and Restrictions:[6] N/A								

Mid-cap stocks generally have higher risk and reward characteristics than large company stocks.

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ASSET CLASS Fund Name Morningstar Category Benchmark	Gross Annual Underlying Fund Expense Ratio[1]	Program and Administrative Charge[2]	Total Gross Annual Expense Ratio[3]		Investment Option Performance[4]			Inception Date
			As a %	Per $1000 invested	Average Annual Return[5] 1 Yr.	5 Yr.	10 Yr./ Since Inception*	
SMALL-CAP								
VICTORY SMALL CO OPPORTUNITY R	1.62%	0.00%	1.62%	$16.20	0.99%	2.83%	9.09%	08/16/83
Small Value								
Russell 2000 Value TR USD					0.89%	0.52%	8.11%	N/A
Fees and Restrictions:[6] N/A								
LORD ABBETT SMALL CAP BLEND P	1.43%	0.00%	1.43%	$14.30	-5.88%	-1.26%	8.68%	06/26/01
Small Growth								
Russell 2000 Growth TR USD					-0.51%	2.72%	9.01%	N/A
Fees and Restrictions:[6] N/A								

Small-cap stocks generally have higher risk and reward characteristics than large company stocks.

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ASSET CLASS Fund Name Morningstar Category Benchmark	Gross Annual Underlying Fund Expense Ratio[1]	Program and Administrative Charge[2]	Total Gross Annual Expense Ratio[3]		Investment Option Performance[4]			Inception Date
			As a %	Per $1000 invested	Average Annual Return[5] 1 Yr.	5 Yr.	10 Yr./ Since Inception*	
INTERNATIONAL/GLOBAL								
THORNBURG INTERNATIONAL VALUE R3	1.58%	0.00%	1.58%	$15.80	-11.25%	-2.88%	8.86%	05/28/98
Foreign Large Growth								
MSCI EAFE Growth NR USD					-10.44%	-4.12%	6.61%	N/A
Fees and Restrictions:[6] N/A								
TEMPLETON FOREIGN R	1.42%	0.00%	1.42%	$14.20	-16.76%	-4.04%	5.56%	10/05/82
Foreign Large Value								
MSCI EAFE Value NR USD					-12.49%	-7.16%	6.36%	N/A
Fees and Restrictions:[6] N/A								
JANUS OVERSEAS R	1.44%	0.00%	1.44%	$14.40	-26.82%	-7.12%	8.83%	05/02/94
Foreign Large Growth								
MSCI EAFE Growth NR USD					-10.44%	-4.12%	8.76%	N/A
Fees and Restrictions:[6] N/A								

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ASSET CLASS Fund Name Morningstar Category Benchmark	Gross Annual Underlying Fund Expense Ratio[1]	Program and Administrative Charge[2]	Total Gross Annual Expense Ratio[3]		Investment Option Performance[4]			Inception Date
			As a %	Per $1000 invested	Average Annual Return[5] 1 Yr.	5 Yr.	10 Yr./ Since Inception*	
INTERNATIONAL/GLOBAL								
TEMPLETON DEVELOPING MRKTS TR R	1.92%	0.00%	1.92%	$19.20	-15.44%	-2.67%	12.42%	10/16/91
Diversified Emerging Mkts								
MSCI EM NR USD					-13.93%	-0.73%	15.21%	N/A
Fees and Restrictions:[6] **N/A**								
Investments in international stocks involve risks associated with interest-rate and currency-exchange-rate changes as well as with market, economic, and political conditions of the countries where investments are made. There may be greater returns but also greater risks than with U.S. investments. International stocks fluctuate in value and may be worth more or less than their original cost.								
SPECIALTY								
IVY SCIENCE AND TECHNOLOGY R	1.66%	0.00%	1.66%	$16.60	4.04%	6.50%	11.00%	07/31/97
Technology								
Morningstar SEC/Technology TR USD					8.97%	4.73%	6.64%	N/A
Fees and Restrictions:[6] **N/A**								

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ASSET CLASS Fund Name Morningstar Category Benchmark	Gross Annual Underlying Fund Expense Ratio[1]	Program and Administrative Charge[2]	Total Gross Annual Expense Ratio[3]		Investment Option Performance[4]			Inception Date
			As a %	Per $1000 invested	Average Annual Return[5] 1 Yr.	5 Yr.	10 Yr./ Since Inception*	
SPECIALTY								
INVESCO REAL ESTATE R	1.55%	0.00%	1.55%	$15.50	11.85%	3.62%	11.69%	12/31/96
Real Estate								
DJ US Select REIT TR USD					13.38%	4.04%	10.47%	N/A
Fees and Restrictions:[6] N/A								
OPPENHEIMER GOLD AND SPEC MIN N	1.47%	0.00%	1.47%	$14.70	-34.51%	3.53%	17.33%	07/19/83
Equity Precious Metals								
MSCI World/Metals&Mining PR USD					-34.43%	-9.00%	10.86%	N/A
Fees and Restrictions:[6] N/A								

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ASSET CLASS Fund Name Morningstar Category Benchmark	Gross Annual Underlying Fund Expense Ratio[1]	Program and Administrative Charge[2]	Total Gross Annual Expense Ratio[3]		Investment Option Performance[4]			Inception Date
			As a %	Per $1000 invested	Average Annual Return[5] 1 Yr.	5 Yr.	10 Yr./ Since Inception*	
SPECIALTY								
MFS UTILITIES R2	1.29%	0.00%	1.29%	$12.90	4.31%	3.43%	14.31%	02/14/92
Utilities								
DJ Utilities Average TR USD					19.01%	4.77%	12.13%	N/A
Fees and Restrictions:[6] N/A								
EATON VANCE WORLDWIDE HLTH SCI R	1.95%	0.00%	1.95%	$19.50	7.53%	6.75%	7.39%	07/26/85
Health								
DJ US Health Care TR USD					15.61%	5.73%	6.31%	N/A
Fees and Restrictions:[6] N/A								

* Since inception return is used for funds fewer than 10 years old. The performance returns reflected in this chart are calculated to the inception date of the initial class of the fund. The performance returns reflected in this chart with respect to each benchmark investment are calculated to the inception date of the fund share class to which it is being compared.

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1 *With respect to mutual fund investment options, this expense ratio is presented as the total annual fund or class operating expenses, before waivers and reimbursements, that have been paid by the fund and stated as a percent of the fund's total net assets. With respect to investment options that are not mutual funds, the expense ratio is intended to present similar information, but may have been calculated using methodologies that differ from those used for mutual fund investment options. The Gross Annual Underlying Fund Expense Ratio presented here do not reflect the effect of the Program and Administrative Charge applicable to your Plan's Contract with The Hartford.*

2 A Program and Administrative Expense fee is deducted on the investment options in the Plan to cover administrative services under the Plan's contract with the Hartford.

3 The Total Gross Annual Expense Ratio is intended to reflect the effect of the Program and Administrative Charge applicable to your Plan's Contract with The Hartford when added to The Gross Annual Underlying Fund Expense Ratio for this investment option.

4 These performance data reflect the deduction of the Program and Administrative Charge applicable to your Plan's Contract with The Hartford, but do not reflect the possible imposition of any redemption fees or charges associated with any withdrawal benefits that may be available through your Plan.

5 Average annual returns are calculated as a steady compounded rate of return over the period of time indicated. Returns are historical and include change in share value and reinvestment of dividends and capital gains, if any.

6 Any fees described in this section are fees paid directly from your investment in this option (e.g. redemption fees, exchange fees, account fees, purchase fees, transfer or withdrawal fees, surrender charges).

A Separate Account Fee is deducted on the investment options in the Plan to cover administrative services under the Plan's contract with The Hartford.

These investment options are available to your plan through a group variable annuity contract or group variable funding agreement issued by Hartford Life Insurance Company offered to fund retirement programs. Your plan does not invest directly in the underlying fund.

This table shows only the asset-based fees, charges and expenses associated with the investment choices of the group variable annuity contract, group variable funding agreement, or mutual fund program. Please refer to Part I for information on other fees and charges that may apply to your plan's contract such as a contingent deferred sales charge, annual maintenance fee, and other fees or charges, if applicable.

Before investing, you should carefully consider the investment objectives, risks, charges and expenses of the investment options available to you, including, where applicable, The Hartford's group variable annuity products and funding agreements, and their underlying funds. For fund and product prospectuses and/or a disclosure document containing this and other information, contact your financial professional or visit our website. Read them carefully.

The performance data shown represents past performance and is no guarantee of future results. The investment return and principal value of an investment may fluctuate so that when shares/units are redeemed they may be worth more or less than their original cost. Current performance may vary from the performance data quoted. Please visit www.thehartford.com/retirementplans/access for more current performance information to the most recent month ended.

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