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

2012

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

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
DUFFY'S MANAGEMENT, INC. 401(K) PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 01/01/2006

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

DUFFYS MANAGEMENT, INC.

1926 10TH AVENUE NORTH
SUITE 300
LAKE WORTH, FL 33461

2b Employer Identification Number (EIN)
20-4583744

2c Sponsor's telephone number
561-585-6685

2d Business code (see instructions)
722511

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/15/2013	PAUL EMMETT
	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

Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)

Preparer's telephone number (optional)

3a Plan administrator's name and address [X] Same as Plan Sponsor Name [ ] Same as Plan Sponsor Address

3b Administrator's EIN

3c Administrator's telephone number

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**	188
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**	167
b	Retired or separated participants receiving benefits	**6b**	4
c	Other retired or separated participants entitled to future benefits	**6c**	13
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	184
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	184
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	78
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	0
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics 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 Characteristics Codes in the instructions:

9a Plan funding arrangement (check all that apply)

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

9b Plan benefit arrangement (check all that apply)

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

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

a Pension Schedules

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

b General Schedules

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

SCHEDULE A (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Insurance Information

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

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

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

OMB No. 1210-0110

2012

This Form is Open to Public Inspection

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan
DUFFY'S MANAGEMENT, INC. 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
DUFFYS MANAGEMENT, INC.

D Employer Identification Number (EIN)
20-4583744

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

GREAT-WEST LIFE & ANNUITY 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
84-0467907	68322	1264058-01	77	04/01/2012	12/31/2012

2 Insurance fee and commission information. Enter the total fees and total commissions paid. List in line 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
6444	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

MERRILL LYNCH LIFE AGENCY
11770 US 1 HIGHWAY
GOLDEN BEAR PLAZA
PALM BEACH GARDENS, FL 33408

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
6444	0	COMMISSIONS	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**	12318
5	Current value of plan's interest under this contract in separate accounts at year end	**5**	637572

6 Contracts With Allocated Funds:

a State the basis of premium rates ▶

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

Specify nature of costs ▶

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

(3) ☐ other (specify) ▶

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

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

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

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

b	Balance at the end of the previous year			**7b**	0
c	Additions: (1) Contributions deposited during the year	**7c(1)**	11771		
	(2) Dividends and credits	**7c(2)**	0		
	(3) Interest credited during the year	**7c(3)**	113		
	(4) Transferred from separate account	**7c(4)**	10699		
	(5) Other (specify below)	**7c(5)**	409		
	▶ LOAN REPAYMENTS				
	(6) Total additions			**7c(6)**	22992
d	Total of balance and additions (add lines **7b** and **7c(6)**).			**7d**	22992
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)**	10674		
	(4) Other (specify below)	**7e(4)**	0		
	▶				
	(5) Total deductions			**7e(5)**	10674
f	Balance at the end of the current year (subtract line **7e(5)** from line **7d**)			**7f**	12318

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 line **9c(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, line 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.**	**2012** **This Form is Open to Public Inspection.**

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan
DUFFY'S MANAGEMENT, INC. 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
DUFFYS MANAGEMENT, INC.

D Employer Identification Number (EIN)
20-4583744

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

MERRILL LYNCH LIFE AGENCY INC
11770 US 1 HIGHWAY
GOLDEN BEAR PLAZA
PALM BEACH GARDENS, FL 33408

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

GREAT-WEST LIFE & ANNUITY INS. CO.
8515 E. ORCHARD ROAD
GREENWOOD VILLAGE, CO 80111

84-0467907

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

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

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

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

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

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

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE 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

2012

This Form is Open to Public Inspection.

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan
DUFFY'S MANAGEMENT, INC. 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
20-4583744

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: FUTUREFDS SERIES ACCT II OF GRT-WST

b Name of sponsor of entity listed in (a): GREAT-WEST LIFE & ANNUITY 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)
84-0467907-003	P	637572

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

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

2012

This Form is Open to Public Inspection

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan
DUFFY'S MANAGEMENT, INC. 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
DUFFYS MANAGEMENT, INC.

D Employer Identification Number (EIN)
20-4583744

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)	30822	29561
(2) Participant contributions	1b(2)	2703	0
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	24219	40774
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)	0	637572
(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)	453444	0
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)	0	12318
(15) Other	1c(15)		

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(1) Employer securities	1d(1)		
	(2) Employer real property	1d(2)		
e	Buildings and other property used in plan operation	1e		
f	Total assets (add all amounts in lines 1a through 1e)	1f	511188	720225
	Liabilities			
g	Benefit claims payable	1g		
h	Operating payables	1h		
i	Acquisition indebtedness	1i		
j	Other liabilities	1j	0	23
k	Total liabilities (add all amounts in lines 1g through1j)	1k	0	23
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	511188	720202

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)	29561	
	(B) Participants	2a(1)(B)	126576	
	(C) Others (including rollovers)	2a(1)(C)		
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		156137
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
	(B) U.S. Government securities	2b(1)(B)		
	(C) Corporate debt instruments	2b(1)(C)		
	(D) Loans (other than to participants)	2b(1)(D)		
	(E) Participant loans	2b(1)(E)	1230	
	(F) Other	2b(1)(F)	113	
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		1343
	(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
	(B) Common stock	2b(2)(B)		
	(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	948	
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		948
	(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)		
	(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
	(B) Other	2b(5)(B)		
	(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		41135
(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)		35856
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		235419
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	25514	
(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)		25514
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: **(1)** Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)	891	
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		891
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		26405
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		209014
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

(1) [ ] Unqualified **(2)** [ ] Qualified **(3)** [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: CALER,DONTEN,LEVINE,COHEN, ET. AL. **(2)** EIN: 59-2831281

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 lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 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		184
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	

			Yes	No	Amount
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		500000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j	X		
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m	X		
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n	X		

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

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

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

Part V Trust Information (optional)

6a Name of trust	**6b** Trust's EIN

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

2012

This Form is Open to Public Inspection.

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan
DUFFY'S MANAGEMENT, INC. 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
DUFFYS MANAGEMENT, INC.

D Employer Identification Number (EIN)
20-4583744

Part I Distributions

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

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

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

EIN(s): 42-1558009 95-6817943

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

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

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

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

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

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

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

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

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

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

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

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

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

Part III Amendments

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

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

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

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

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

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

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

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 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 lines 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 lines 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 lines 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 lines 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 lines 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 line 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 lines (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 line 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):

Financial Statements and Supplementary Information

Duffy's Management, Inc. 401(k) Plan

December 31, 2012 and 2011

DUFFY'S MANAGEMENT, INC. 401(K) PLAN

FINANCIAL STATEMENTS AND
SUPPLEMENTARY INFORMATION

DECEMBER 31, 2012 AND 2011

INDEPENDENT AUDITOR'S REPORT 1

FINANCIAL STATEMENTS

Statements of Net Assets Available for Benefits 3
Statement of Changes in Net Assets Available for Benefits 4
Notes to Financial Statements 5

SUPPLEMENTARY INFORMATION

Schedule of Delinquent Participant Contributions 15
Schedule of Assets (Held at End of Year) 16
Schedule of Assets (Acquired and Disposed of Within Year) 17
Schedule of Reportable Transactions 18

CALER, DONTEN, LEVINE,
COHEN, PORTER & VEIL, P.A.

CERTIFIED PUBLIC ACCOUNTANTS

WILLIAM K. CALER, JR., CPA
LOUIS M. COHEN, CPA
JOHN C. COURTNEY, CPA, JD
DAVID S. DONTEN, CPA
JAMES B. HUTCHISON, CPA
JOEL H. LEVINE, CPA
JAMES F. MULLEN, IV, CPA
THOMAS A. PENCE, JR., CPA
SCOTT L. PORTER, CPA
MARK D. VEIL, CPA

505 SOUTH FLAGLER DRIVE, SUITE 900
WEST PALM BEACH, FL 33401-5948

TELEPHONE (561) 832-9292
FAX (561) 832-9455

info@cdlcpa.com

MEMBERS
AMERICAN INSTITUTE OF
CERTIFIED PUBLIC ACCOUNTANTS

FLORIDA INSTITUTE OF
CERTIFIED PUBLIC ACCOUNTANTS

Independent Auditor's Report

To the Board of Trustees
Duffy's Management, Inc. 401(k) Plan
Lake Worth, Florida

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Duffy's Management, Inc. 401(k) Plan (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statement of changes in net assets available for benefits for the year ended December 31, 2012, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Plan management is responsible for the preparation and fair presentation of these financial statements in accordance with U.S. generally accepted accounting principles; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audit in accordance with U.S. generally accepted auditing standards. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

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 C, which was certified by Great-West Life & Annuity Insurance Company and Capital Bank and Trust Company, the custodians of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedules. We have been informed by the Plan administrator that Great-West Life & Annuity Insurance Company held the Plan's investment assets and executed investment transactions from April 24, 2012, to December 31, 2012, and that Capital Bank and Trust Company held the Plan's investment assets and executed investment transactions as of December 31, 2011, and for the period January 1, 2011, to April 23, 2012. The Plan administrator has obtained certifications from the custodians as of December 31, 2012 and 2011, and for the year ended December 31, 2012, that the information provided to the Plan administrator by the custodians is complete and accurate.

Disclaimer of Opinion

Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient, appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Other Matter

We were engaged for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedules of delinquent participant contributions, assets (held at end of year), assets (acquired and disposed of within year), and reportable transactions, which are the responsibility of Plan management, are presented for the purpose of additional analysis and are not a required part of the financial statements but are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, it is inappropriate to and we do not express an opinion on the supplemental schedules referred to above.

Report on Form and Content in Compliance with DOL Rules and Regulations

The form and content of the information included in the financial statements and supplemental schedules, other than that derived from the information certified by the custodians, have been audited by us in accordance with U.S. generally accepted auditing standards 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.

Cohen, Norton, Levine, Cohen, Porter & Veil, P.A.

West Palm Beach, Florida
October 11, 2013

DUFFY'S MANAGEMENT, INC. 401(K) PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

December 31, 2012 and 2011

	2012	2011
ASSETS		
Investments (at fair value):		
Pooled separate accounts	$ 637,572	$ 0
Investment contract with insurance company	12,318	0
Registered investment companies	0	453,444
	649,890	453,444
Receivables		
Employer contributions	29,561	30,822
Participant contributions	0	2,703
Notes receivable from participants	40,774	24,219
	70,335	57,744
TOTAL ASSETS	720,225	511,188
LIABILITY		
Accounts payable	23	0
NET ASSETS AVAILABLE FOR BENEFITS	$ 720,202	$ 511,188

See notes to financial statements.

DUFFY'S MANAGEMENT, INC. 401(K) PLAN

STATEMENT OF CHANGES IN NET
ASSETS AVAILABLE FOR BENEFITS

Year Ended December 31, 2012

ADDITIONS		
Additions to net assets attributed to:		
Investment earnings		
Net appreciation in fair value		$ 76,991
Dividends and interest		1,061
		78,052
Interest income from participant loans		1,230
Contributions		
Participants'		126,576
Employer		29,561
		156,137
	TOTAL ADDITIONS	235,419
DEDUCTIONS		
Benefits paid to participants		25,514
Administrative expenses		891
	TOTAL DEDUCTIONS	26,405
	NET INCREASE	209,014
Net assets available for benefits at January 1, 2012		511,188
	NET ASSETS AVAILABLE FOR BENEFITS AT DECEMBER 31, 2012	$ 720,202

See notes to financial statements.

DUFFY'S MANAGEMENT, INC. 401(K) PLAN

NOTES TO FINANCIAL STATEMENTS

December 31, 2012 and 2011

NOTE A - PLAN DESCRIPTION

Duffy's Management, Inc. 401(k) Plan (the "Plan") was established effective January 1, 2006 for eligible employees of Duffy's Management, Inc. (the "Company") and is intended to comply with the Employee Retirement Income Security Act of 1974 ("ERISA") and Sections 401(a) and 501(a) of the Internal Revenue Code, as amended. Subsequent to adoption, the Plan was amended to include eligible employees of Duffy's of Greenacres, Inc., Duffy's of Jupiter East, Inc. and Duffy's of West Palm Beach, Inc. The following description of the Plan provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General: The Plan is a defined contribution plan covering all eligible employees of the Company. It is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). Eligible participants include all employees of the Company with the exception of employees covered under a collective bargaining agreement, non-resident aliens who do not receive any compensation from U.S. sources, employees paid on an hourly basis, and certain highly compensated employees (as defined under the Plan). In order to participate in the Plan, employees must be at least age 21 and have completed three months of service. The Plan was amended effective March 1, 2011, to change the eligibility requirement for length of service from one year to three months.

Contributions: Each year, employees participating in the Plan may contribute up to 100% of compensation, excluding bonuses, to the Plan, subject to the limits set forth by the Internal Revenue Service. The Plan allows Roth deferrals. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions. Participants may also contribute amounts representing distributions from other qualified pension plans. Participants direct the investment of their contributions into various investment options offered by the Plan. Participant contributions include excess contributions, which will be refunded to participants subsequent to year-end if the contributions were determined to be in excess of their maximum allowed contribution levels. There were no refunded excess contributions for the years ended December 31, 2012 and 2011.

The Company may elect to contribute a matching amount to the Plan. Generally, employees must complete 1,000 hours of service during the Plan year and be employed on the last day of the Plan year to receive a matching contribution for such Plan year, unless during the year the employee was deceased, disabled or terminated after attaining normal retirement age. The Company contribution for the year ended December 31, 2012, totaled $29,561. The 2012 matching contribution amount was equal to the sum of 25% of the portion of the participant's elective deferral contribution up to 10% of eligible salary. Company contributions are credited to individual participants' accounts at the time the contribution is made and are allocated to participants' accounts based on participants' elections.

Participant Accounts: Individual accounts are maintained for each Plan participant. Each participant's account is credited with the participant's contribution, allocations of Company matching contributions and investment earnings, and charged with withdrawals and an allocation of investment losses and administrative expenses. Allocations are based on participant earnings 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 contributions and Company matching contributions plus actual earnings thereon.

NOTE A - PLAN DESCRIPTION (Continued)

Payment of Benefits: The entire vested balance of a participant's account may be distributed at the date of the participant's retirement from the Company, termination from service from the Company, death or permanent disability. Participants may request a withdrawal of their accounts in cases of financial hardship. Normal retirement age, as defined by the Plan, is age 65. In-service distributions are permitted from a participant's vested account balance, provided the participant has attained the age of 59½. On termination of service, benefits may be paid as a lump-sum distribution.

Forfeited Accounts: Forfeited amounts were $40 and $39 for the years ended December 31, 2012 and 2011, respectively. These amounts can be used to reduce employer contributions or pay Plan administrative fees. Neither employer contributions nor Plan administrative expenses were paid with forfeitures during the year ended December 31, 2012.

Notes Receivable from Participants: Participants may borrow from their investment fund accounts a minimum of $1,000 up to a maximum equal to the lesser of $50,000 or 50% of their account balance. Loan transactions are treated as a transfer to (from) the investment fund from (to) the participant notes receivable fund. The loans are secured by the balance in the participant's account and bear interest at a fixed rate commensurate with local prevailing rates established at the time of the loan by the Plan agreement. Principal and interest is paid through employee payroll deductions. Interest income is recorded on the accrual basis. The interest rates on existing participant loans was 4.25% for the years ended December 31, 2012 and 2011.

Investment Options: Upon enrollment in the Plan, a participant may direct contributions into any of the various investment options offered by the Plan. Participants may change their investment options and allocations daily. The Plan provides for investments in a variety of mutual funds, pooled separate accounts and investment contracts with insurance company.

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation: The accompanying financial statements have been prepared on the accrual basis of accounting. The Plan recognizes participant contributions received as additions to net assets in the period received from participants through payroll deductions. Company contributions are recognized in the year in which the Company becomes obligated to make such contributions. Expenses are recorded when incurred in accordance with the accrual basis of accounting. Benefit payments are recorded when paid.

Investment Valuation and Income Recognition: Investments are reported at fair value. See Note D for discussion of fair value measurements. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Investments are not insured or collateralized. Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation (depreciation) includes the Plan's gains and losses on investments bought and sold, as well as held during the year. The Plan invested in pooled separate accounts and a fully benefit-responsive investment contract with an insurance company in 2012 and mutual funds in 2011. The pooled separate accounts consist of ownership of units in a pool of securities owned by the insurance company that are kept separate from the insurer's general investments. The pooled separate accounts are stated at fair value as determined by the issuer based on the fair value of the underlying investments.

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Investment contracts held by a defined contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The Statement of Net Assets Available for Benefits presents the fair value of the investment contracts as well as the adjustment, if any, of the fully benefit-responsive investment contracts from fair value to contract value. The Statement of Changes in Net Assets Available for Benefits is prepared on a contract value basis. There was no adjustment from fair value to contract value for the Plan's investment contract with an insurance company at December 31, 2012.

All investment information included in the financial statements, notes and supplemental schedules was obtained from data that was prepared and certified as complete and accurate by Great-West Life & Annuity Insurance Company and Capital Bank and Trust Company, the custodians of the Plan's assets. No auditing procedures were performed by the independent certified public accountants with respect to the information certified as complete and accurate by Great-West Life & Annuity Insurance Company and Capital Bank and Trust Company.

Use of Estimates: The preparation of financial statements in conformity with U.S. generally accepted accounting principles 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.

Subsequent Events: The Plan has evaluated subsequent events through October 11, 2013, which is the date the financial statements were available to be issued.

NOTE C - INVESTMENT INFORMATION PREPARED AND CERTIFIED BY CUSTODIANS

The Plan administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the Department of Labor Rules and Regulations for Reporting and Disclosure under ERISA. We have been informed by the Plan administrator that Great-West Life & Annuity Insurance Company held the Plan's investment assets and executed investment transactions from April 24, 2012 to December 31, 2012, and that Capital Bank and Trust Company held the Plan's investment assets as of December 31, 2011 and executed investment transactions from January 1, 2011 to April 23, 2012. Accordingly, Great-West Life & Annuity Insurance Company and Capital Bank and Trust Company, the custodians of the Plan, have certified that the following investment fair values and investment earnings included in the accompanying financial statements and supplemental schedules are complete and accurate.

	2012	2011
Great-West Life & Annuity Insurance Company		
Pooled Separate Accounts		
American Funds Capital World G/I R3	$ 203,526	$ 0
American Funds EuroPacific Growth R3	94,710	0
American Funds Fundamental Inv R3	37,626	0
American Funds Growth Fund of America R3	62,183	0
Baron Small Cap Fund	1,214	0
Blackrock Energy & Resources Inv A	227	0

NOTE C - INVESTMENT INFORMATION PREPARED AND CERTIFIED BY CUSTODIANS (Continued)

	2012	2011
Great-West Life & Annuity Insurance Company		
Pooled Separate Accounts (Continued)		
Blackrock Global Allocation A	$ 28,790	$ 0
Columbia Income Opportunities A	18,924	0
Great-West Aggressive Profile II Fund I	1,161	0
Great-West Conservative Profile II Fund I	78	0
Great-West Lifetime 2015 Fund II T1	19,918	0
Great-West Lifetime 2025 Fund II T1	15,892	0
Great-West Lifetime 2035 Fund II T1	62,728	0
Great-West Lifetime 2045 Fund II T1	18,956	0
Great-West Lifetime 2055 Fund II T1	6,499	0
Great-West Moderate Profile II Fund I	30,468	0
Great-West S&P 500 Index Fund I	951	0
Great-West S&P Mid Cap 400 Index Fund I	152	0
Great-West S&P Small Cap 600 Index Fund I	388	0
Great-West Short Duration Bond Fund I	22,586	0
Great-West T. Rowe Price Mid Cap Gr Fund I	704	0
Heartland Value Plus	726	0
Lord Abbett Value Opportunities A	717	0
MFS Utilities A	859	0
Oppenheimer Developing Markets A	507	0
Oppenheimer Gold & Special Minerals A	216	0
Oppenheimer International Bond A	284	0
PIMCO Total Return Admin	97	0
Ridgeworth Large Cap Value Equity I	6,410	0
Ridgeworth Mid Cap Value Equity I	75	0
Total Pooled Separate Accounts	637,572	0
Investment Contract		
Key Guaranteed Portfolio Fund	12,318	0
Total Investments	$ 649,890	$ 0
Capital Bank and Trust Company		
Mutual Fund Investments – American Funds		
American Balanced Fund R2	$ 0	$ 25,897
American Funds 2010 Target Date Retirement Fund R2	0	849
American Funds 2020 Target Date Retirement Fund R2	0	7,330
American Funds 2030 Target Date Retirement Fund R2	0	12,272
American Funds 2035 Target Date Retirement Fund R2	0	11,728
American Funds 2040 Target Date Retirement Fund R2	0	12,163
American Funds 2045 Target Date Retirement Fund R2	0	6,743
American Funds 2050 Target Date Retirement Fund R2	0	973
American Funds 2055 Target Date Retirement Fund R2	0	1,867
American Funds Money Market Fund R2	0	9,758
American High-Income Trust R2	0	14,208

NOTE C - INVESTMENT INFORMATION PREPARED AND CERTIFIED BY CUSTODIANS (Continued)

	2012	2011
Capital Bank and Trust Company		
Mutual Fund Investments – American Funds (Continued)		
Capital Income Builder R2	$ 0	$ 27,959
Capital World Growth and Income Fund R2	0	56,487
EuroPacific Growth Fund R2	0	66,309
New Perspective Fund R2	0	64,044
SMALLCAP World Fund R2	0	37,744
The Bond Fund of America R2	0	17,900
The Growth Fund of America R2	0	44,269
The Investment Company of America R2	0	29,872
Washington Mutual Investors Fund R2	0	5,072
Total Mutual Fund Investments	$ 0	$ 453,444
Investment Earnings for the year ended December 31, 2012:		
Net appreciation in fair value of:		
Pooled separate accounts	$ 41,135	
Mutual fund investments	35,856	
	76,991	
Dividend and interest income	1,061	
Total Investment Earnings	$ 78,052	

The investments at December 31, 2012 and 2011, that represented 5% or more of the Plan's net assets were as follows:

	2012	2011
Great-West Life & Annuity Insurance Company		
Pooled Separate Accounts		
American Funds Capital World G/I R3	28.3%	0.0%
American Funds EuroPacific Growth R3	13.2	0.0
American Funds Fundamental Inv R3	5.2	0.0
American Funds Growth Fund of America R3	8.6	0.0
Great-West Lifetime 2035 Fund II T1	8.7	0.0
Capital Bank and Trust Company		
Mutual Fund Investments – American Funds		
American Balanced Fund R2	0.0	5.1
Capital Income Builder R2	0.0	5.5
Capital World Growth and Income Fund R2	0.0	11.1
EuroPacific Growth Fund R2	0.0	13.0
New Perspective Fund R2	0.0	12.5
SMALLCAP World Fund R2	0.0	7.4
The Growth Fund of America R2	0.0	8.7
The Investment Company of America R2	0.0	5.8

NOTE C - INVESTMENT INFORMATION PREPARED AND CERTIFIED BY CUSTODIANS (Continued)

Investment Contract with Insurance Company: The Plan has a group annuity contract with Great-West Life & Annuity Insurance Company that invests contributions in the Key Guaranteed Portfolio Fund, which is part of the general account of Great-West Life & Annuity Insurance Company. The methodology for calculating the interest crediting rate is based on the earnings of the underlying assets in the entire medium-long term portfolio compared to the minimum interest crediting rate, as stated in the contract, and prevailing market conditions. The interest crediting rate is reset quarterly.

Contract value is the relevant measurement attribute for that portion of the net assets available for benefits attributable to the group annuity contract since the contract was determined to be fully benefit-responsive. The contract is included in the financial statements at fair value which approximates contract value. The account is credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses. Contract value represents contributions made under contract, plus earnings, less participant withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value. The guaranteed investment contract issuer is contractually obligated to repay the principal and a specified interest rate that is guaranteed to the Plan.

There are no reserves against contract value for credit risk of the contract issuer or otherwise. The fair value of the investment contract at December 31, 2012, was $12,318. The Plan did not hold this investment at December 31, 2011. The crediting interest is based on a formula agreed upon with the issuer but may not be less than zero percent. Such interest rates are reviewed on a quarterly basis for resetting.

Certain events limit the ability of the Plan to transact at contract value with the issuer. Such events include the following: (a) amendments to the Plan document (including complete or partial Plan termination or merger with another plan), (b) changes to the Plan's prohibition on competing investment options or deletion of equity wash provisions, (c) bankruptcy of the Plan sponsor or other Plan sponsor events that cause a significant withdrawal from the Plan or (d) the failure of the trust to qualify for exemption from federal income taxes or any required prohibited transaction exemption under ERISA. The Plan administrator does not believe that any events which would limit the Plan's ability to transact at contract value with participants are probable of occurring.

The group annuity contract does not permit the insurance company to terminate the investment contract prior to scheduled maturity dates. The average yields on the investment contract for the period held by the Plan from April 24, 2012 to December 31, 2012 were as follows:

Average Yields	
Based on actual earnings	1.45%
Based on interest rate credited to participants	1.45

Plan investments at December 31, 2012 consist of units in pooled separate accounts and an investment contract provided through Great-West Life & Annuity Insurance Company, the custodian of the Plan, and accordingly, these transactions qualify as exempt party-in-interest transactions.

NOTE D - FAIR VALUE MEASUREMENTS

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

Level 1: Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access at the measurement date.

Level 2: Inputs to the valuation methodology include the following:

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

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

Level 3: Inputs to the valuation methodology are unobservable and significant to the fair value measurement. These unobservable inputs reflect the Plan's own estimates for assumptions that market participants would use in pricing the asset or liability. Valuation techniques would typically include discounted cash flow models and similar techniques, but may also include the use of market prices of assets or liabilities that are not directly comparable to the subject asset or liability.

The fair value measurement of an asset or liability 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.

Items Measured at Fair Value on a Recurring Basis: The following methods and assumptions were used by the Plan in estimating the fair value of financial instruments that are measured at fair value on a recurring basis under FASB ASC 820:

Pooled separate accounts: Price/unit values for variable annuity investment options are calculated daily by the annuity provider based on the quoted price on a national exchange for the underlying mutual fund, adjusted for the expense factor disclosed in the annuity contract.

Insurance company investment contract: The reported value for the fixed annuity option is calculated by the annuity provider based on participant contributions, plus credited interest, less withdrawals and administrative expenses.

Mutual funds: Valued at the net asset value of shares held by the Plan at year end as quoted on a national stock exchange.

NOTE D - FAIR VALUE MEASUREMENTS (Continued)

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date. There were no changes in the methodologies used during the years ended December 31, 2012 and 2011.

Fair Value of Assets: The fair value of the Plan's investment assets at December 31, 2012 and 2011, by level within the fair value hierarchy, are summarized as follows:

	Fair Value as of December 31, 2012			
	Level 1	Level 2	Level 3	Total
Pooled Separate Accounts				
Asset Allocation/Balanced	$	$ 154,539	$	$ 154,539
Bond		41,891		41,891
International/Global		327,533		327,533
Large Cap		108,331		108,331
Mid Cap		1,648		1,648
Small Cap		2,328		2,328
Specialty		1,302		1,302
Total pooled separate accounts	0	637,572	0	637,572
Investment Contract				
Key Guaranteed Portfolio Fund			12,318	12,318
Total assets at fair value	$ 0	$ 637,572	$ 12,318	$ 649,890

	Fair Value as of December 31, 2011			
	Level 1	Level 2	Level 3	Total
Mutual Fund Investments				
Asset Allocation/Balanced	$ 79,822	$	$	$ 79,822
Bond	32,108			32,108
International/Global	252,543			252,543
Large Cap	79,213			79,213
Money Market	9,758			9,758
Total assets at fair value	$ 453,444	$ 0	$ 0	$ 453,444

The changes in the fair value of the Plan's Level 3 investment assets for the period held by the Plan from April 24, 2012 to December 31, 2012 are summarized as follows:

Purchases	$ 12,219
Interest earnings	113
Expenses and withdrawals	(14)
Ending balance at December 31, 2012	$ 12,318

NOTE E - ADMINISTRATION

The Company is the Plan's sponsor and administrator. The Plan is administered by certain employees of the Company as appointed by the Board of Directors. The custodians of the Plan's assets were Great–West Life & Annuity Insurance Company for the period from April 24, 2012 to December 31, 2012 and Capital Bank and Trust Company for 2011 and from January 1, 2011 to April 23, 2012.

Expenses such as custodial, audit and legal fees are payable from Plan assets, except where the Company directly assumes such expenses. All administrative expenses for 2012 were paid by the Company.

NOTE F - TAX STATUS

The Internal Revenue Service has determined and informed the Company by a letter dated March 31, 2008, that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code (IRC). Although the Plan has been amended since receiving the determination letter, the Plan administrator and the Plan's legal counsel believe that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC and therefore believe that the Plan is qualified and the related trust is tax-exempt.

The Plan evaluates its uncertain tax positions in accordance with FASB ASC 740, *Income Taxes*, which states that management's determination of the taxable status of an entity, including its status as a tax-exempt entity, is a tax position subject to the standards required for accounting for uncertainty in income taxes. Management does not believe that the Plan has any significant uncertain tax positions that would be material to the financial statements. The Plan's tax returns for tax years 2010 to 2012 remain subject to examination by the Internal Revenue Service, generally for a period of three years after they are filed.

NOTE G - 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.

NOTE H - RISKS AND UNCERTAINTIES

The Plan invests in various investment securities which are exposed to various risks, such as interest rate, market and credit risks. Due to the level of risk associated with certain investments, it is at least reasonably possible that changes in the values of investments will occur in the near term and that such changes could materially affect the participants' account balances and the amounts reported in the accompanying statement of net assets available for benefits.

Mutual fund investments may also include certain securities with contractual cash flows, such as asset backed securities, collateralized mortgage obligations and commercial mortgage backed securities, which may include certain securities backed by subprime mortgage loans. The value, liquidity, and related income of these securities are sensitive to changes in economic conditions, including real estate value, delinquencies or defaults, or both, and may be adversely affected by shifts in the market's perception of the issuers and changes in interest rates.

NOTE I - PROHIBITED TRANSACTIONS

During 2012, 2010, and 2008, the Plan Sponsor failed to transmit to the Plan $5, $55 and $124, respectively of withheld participant contributions within the time prescribed in the Code of Federal Regulations. Late payments result in a prohibited transaction inasmuch as a late remittance is deemed to create a loan to the Plan Sponsor. The Plan Sponsor has indicated that they intend to make a contribution to the Plan to compensate for lost earnings resulting from the late payments. The Plan Sponsor has not determined the amount of the excise tax and additional contribution due; however, the Plan Sponsor does not believe that these amounts will be material to the Plan's net assets available for benefits and no amount has been recorded in the accompanying financial statements as of December 31, 2012 and 2011 and for the year ended December 31, 2012.

SUPPLEMENTARY INFORMATION

Duffy's Management, Inc. 401(k) Plan
Plan Number: 001
EIN: 20-4583744
Schedule H, Part IV, Line 4(a)
Schedule of Delinquent Participant Contributions
December 31, 2012

	Total that Constitute Non exempt Prohibited Transactions			
Participant Contributions Transferred Late to Plan	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	Total Fully Corrected Under VFCP and PTE 2002-51
Check Here if Late Participant Loan Repayments are included: ☐				
$184	$0	$184	$0	$0

Duffy's Management, Inc. 401(k) Plan
Plan Number: 001
EIN: 20 4583744
Schedule H, Part IV, Line 4(i)
Schedule of Assets (Held at End of Year)
December 31, 2012

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value	(d) Shares Owned	(e) Current Value
	Great West Life & Annuity Insurance Company			
*	Key Guaranteed Portfolio Fund	Investment Contract with Insurance Company		$ 12,318
	Great West Life & Annuity Insurance Company			
*	American Funds Capital World G/I R3	Pooled Separate Accounts		203,526
*	American Funds EuroPacific Growth R3	Pooled Separate Accounts		94,710
*	American Funds Fundamental Inv R3	Pooled Separate Accounts		37,626
*	American Funds Growth Fund of America R3	Pooled Separate Accounts		62,183
*	Baron Small Cap Fund	Pooled Separate Accounts		1,214
*	Blackrock Energy & Resources Inv A	Pooled Separate Accounts		227
*	Blackrock Global Allocation A	Pooled Separate Accounts		28,790
*	Columbia Income Opportunities A	Pooled Separate Accounts		18,924
*	Great West Aggressive Profile II Fund I	Pooled Separate Accounts		1,161
*	Great West Conservative Profile II Fund I	Pooled Separate Accounts		78
*	Great West Lifetime 2015 Fund II T1	Pooled Separate Accounts		19,918
*	Great West Lifetime 2025 Fund II T1	Pooled Separate Accounts		15,892
*	Great West Lifetime 2035 Fund II T1	Pooled Separate Accounts		62,728
*	Great West Lifetime 2045 Fund II T1	Pooled Separate Accounts		18,956
*	Great West Lifetime 2055 Fund II T1	Pooled Separate Accounts		6,499
*	Great West Moderate Profile II Fund I	Pooled Separate Accounts		30,468
*	Great West S&P 500 Index Fund I	Pooled Separate Accounts		951
*	Great West S&P Mid Cap 400 Index Fund I	Pooled Separate Accounts		152
*	Great West S&P Small Cap 600 Index Fund I	Pooled Separate Accounts		388
*	Great West Short Duration Bond Fund I	Pooled Separate Accounts		22,586
*	Great West T. Rowe Price Mid Cap Gr Fund I	Pooled Separate Accounts		704
*	Heartland Value Plus	Pooled Separate Accounts		726
*	Lord Abbett Value Opportunities A	Pooled Separate Accounts		717
*	MFS Utilities A	Pooled Separate Accounts		859
*	Oppenheimer Developing Markets A	Pooled Separate Accounts		507
*	Oppenheimer Gold & Special Minerals A	Pooled Separate Accounts		216
*	Oppenheimer International Bond A	Pooled Separate Accounts		284
*	PIMCO Total Return Admin	Pooled Separate Accounts		97
*	Ridgeworth Large Cap Value Equity I	Pooled Separate Accounts		6,410
*	Ridgeworth Mid Cap Value Equity I	Pooled Separate Accounts		75
			Total Pooled Separate Accounts	637,572
	Participant Loans	4.25%		40,774
			Grand Total	$ 690,664

* Party in interest.

Duffy's Management, Inc. 401(k) Plan
Plan Number: 001
EIN: 20-4583744
Schedule H, Part IV, Line 4(i)
Schedule of Assets (Acquired and Disposed of Within Year)
December 31, 2012

(a) Identity of Issue, Borrower, Lessor, or Similar Party	(b) Description of investment including maturity date, rate of interest, collateral, par or maturity value	(c) Cost of Acquisitions	(d) Proceeds of Dispositions
Great West Life & Annuity Insurance Company	Key Guaranteed Portfolio Fund rate of interest 1.45%	$ 12,179	$ 14
Participant Loans	4.25%	$ 0	$ 0

Duffy's Management, Inc. 401(k) Plan
Plan Number: 001
EIN: 20-4583744
Schedule H, Part IV, Line 4(j)
Schedule of Reportable Transactions
December 31, 2012

(a) Identity of party involved	(b) Description of asset (include interest rate and maturity in case of a loan)	(c) Purchase price	(d) Selling price	(e) Lease rental	(f) Expense incurred with transaction	(g) Cost of asset	(h) Current value of asset on transaction date	(i) Net gain or (loss)
Plan Sponsor	Registered investment companies (e.g., mutual funds)	0	$ 566,526	0	0	$ 566,526	0	0
Plan Sponsor	Pooled separate accounts	$ 566,526	0	0	0	$ 566,526	$ 566,526	0

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

2012

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

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

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

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

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

Part II Basic Plan Information—enter all requested information

1a Name of plan
Duffy's Management, Inc. 401(k) Plan

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 01/01/2006

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

DUFFYS MANAGEMENT, INC.

1926 10th Avenue North
Suite 300
Lake Worth, FL 33461

2b Employer Identification Number (EIN) 20-4583744

2c Sponsor's telephone number (561) 585-6685

2d Business code (see instructions) 722511

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	Paul Emmett	10/11/2013	Paul Emmett
	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

Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)

Preparer's telephone number (optional)

Attachment

From 5500 Schedule H, line 4j -- Schedule of Reportable Transactions

Name of plan

Duffy's Management, Inc. 401(k) Plan

Name of plan sponsor as shown on line 2a of Form 5500

Duffy's Management, Inc.

Employer Identification Number (EIN): **20-4583744** Three-digit Plan Number (PN): **001** Plan Year End: **12/31/2012**

(a) identity of party involved	(b) Description of asset (include interest rate and maturity in case of a loan)	(c) Purchase Price	(d) Selling Price	(e) Lease rental	(f) Expense incurred with transaction	(g) Cost of asset	(h) Current value of asset on transaction date	(i) Net gain or (loss)
Plan Sponsor	Registered investment companies (e.g., mutual funds)	0.00	566,526.13	0.00	0.00	566,526.13	0.00	0.00
Plan Sponsor	Registered investment companies (e.g., mutual funds)	566,526.13	0.00	0.00	0.00	566,526.13	566,526.13	0.00

Duffy's Management, Inc. 401(k) Plan
Plan Number: 001
EIN: 20-4583744
Schedule H, Part IV, Line 4(a)
Schedule of Delinquent Participant Contributions
December 31, 2012

	Total that Constitute Non exempt Prohibited Transactions			
Participant Contributions Transferred Late to Plan	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	Total Fully Corrected Under VFCP and PTE 2002-51
Check Here if Late Participant Loan Repayments are included ☐				
$184	$0	$184	$0	$0

Duffy's Management, Inc. 401(k) Plan
Plan Number: 001
EIN: 20-4583744
Schedule H, Part IV, Line 4(i)
Schedule of Assets (Held at End of Year)
December 31, 2012

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value	(d) Shares Owned	(e) Current Value
	Great-West Life & Annuity Insurance Company			
*	Key Guaranteed Portfolio Fund	Investment Contract with Insurance Company		$ 12,318
	Great-West Life & Annuity Insurance Company			
*	American Funds Capital World G/I R3	Pooled Separate Accounts		203,526
*	American Funds Europacific Growth R3	Pooled Separate Accounts		94,710
*	American Funds Fundamental Inv R3	Pooled Separate Accounts		37,626
*	American Funds Growth Fund of America R3	Pooled Separate Accounts		62,183
*	Baron Small Cap Fund	Pooled Separate Accounts		1,214
*	Blackrock Energy & Resources Inv A	Pooled Separate Accounts		227
*	Blackrock Global Allocation A	Pooled Separate Accounts		28,790
*	Columbia Income Opportunities A	Pooled Separate Accounts		18,924
*	Great-West Aggressive Profile II Fund I	Pooled Separate Accounts		1,161
*	Great-West Conservative Profile II Fund I	Pooled Separate Accounts		78
*	Great-West Lifetime 2015 Fund II T1	Pooled Separate Accounts		19,918
*	Great-West Lifetime 2025 Fund II T1	Pooled Separate Accounts		15,892
*	Great-West Lifetime 2035 Fund II T1	Pooled Separate Accounts		62,728
*	Great-West Lifetime 2045 Fund II T1	Pooled Separate Accounts		18,956
*	Great-West Lifetime 2055 Fund II T1	Pooled Separate Accounts		6,499
*	Great-West Moderate Profile II Fund I	Pooled Separate Accounts		30,468
*	Great-West S&P 500 Index Fund I	Pooled Separate Accounts		951
*	Great-West S&P Mid Cap 400 Index Fund I	Pooled Separate Accounts		152
*	Great-West S&P Small Cap 600 Index Fund I	Pooled Separate Accounts		388
*	Great-West Short Duration Bond Fund I	Pooled Separate Accounts		22,586
*	Great-West T. Rowe Price Mid Cap Gr Fund I	Pooled Separate Accounts		704
*	Heartland Value Plus	Pooled Separate Accounts		726
*	Lord Abbett Value Opportunities A	Pooled Separate Accounts		717
*	MFS Utilities A	Pooled Separate Accounts		859
*	Oppenheimer Developing Markets A	Pooled Separate Accounts		507
*	Oppenheimer Gold & Special Minerals A	Pooled Separate Accounts		216
*	Oppenheimer International Bond A	Pooled Separate Accounts		284
*	PIMCO Total Return Admin	Pooled Separate Accounts		97
*	Ridgeworth Large Cap Value Equity I	Pooled Separate Accounts		6,410
*	Ridgeworth Mid Cap Value Equity I	Pooled Separate Accounts		75
			Total Pooled Separate Accounts	637,572
	Participant Loans	4.25%		40,774
			Grand Total	$ 690,664

* Party-in-interest.

Duffy's Management, Inc. 401(k) Plan
Plan Number: 001
EIN: 20-4583744
Schedule H, Part IV, Line 4(i)
Schedule of Assets (Acquired and Disposed of Within Year)
December 31, 2012

(a) Identity of Issue, Borrower, Lessor, or Similar Party	(b) Description of investment including maturity date, rate of interest, collateral, par or maturity value	(c) Cost of Acquisitions	(d) Proceeds of Dispositions
Great-West Life & Annuity Insurance Company	Key Guaranteed Portfolio Fund - rate of interest 1.45%	$ 12,179	$ 14
Participant Loans	4.25%	$ 0	$ 0

Duffy's Management, Inc. 401(k) Plan
Plan Number: 001
EIN: 20-4583744
Schedule H, Part IV, Line 4(j)
Schedule of Reportable Transactions
December 31, 2012

(a) Identity of party involved	(b) Description of asset (include interest rate and maturity in case of a loan)	(c) Purchase price	(d) Selling price	(e) Lease rental	(f) Expense incurred with transaction	(g) Cost of asset	(h) Current value of asset on transaction date	(i) Net gain or (loss)
Plan Sponsor	Registered investment companies (e.g., mutual funds)	0	$ 566,526	0	0	$ 566,526	0	0
Plan Sponsor	Pooled separate accounts	$ 566,526	0	0	0	$ 566,526	$ 566,526	0

Attachment

From 5500 Schedule H, line 4i -- Schedule of Assets (Held at End of Year)

Name of Plan

Duffy's Management, Inc. 401(k) Plan

Name of Plan Sponsor as shown on line 2a of Form 5500	Employer Identification Number (EIN):
Duffy's Management, Inc.	**20-4583744**
Three-digit Plan Number (PN):	Plan Year End:
001	**12/31/2012**

(a)	(b) Identity of Issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current value
	KEY GUARANTEED PORTFOLIO FUND	Fixed Annuities		12,278.13
	AMERICAN FUNDS CAPITAL WORLD G/I R3	Variable Annuities		203,526.03
	AMERICAN FUNDS EUROPACIFIC GROWTH R3	Variable Annuities		94,709.97
	AMERICAN FUNDS FUNDAMENTAL INV R3	Variable Annuities		37,626.08
	AMERICAN FUNDS GROWTH FUND OF AMER R3	Variable Annuities		62,183.47
	BARON SMALL CAP FUND	Variable Annuities		1,214.54
	BLACKROCK ENERGY & RESOURCES INV A	Variable Annuities		227.26
	BLACKROCK GLOBAL ALLOCATION A	Variable Annuities		28,790.34
	COLUMBIA INCOME OPPORTUNITIES A	Variable Annuities		18,924.38
	GREAT-WEST AGGRESSIVE PROFILE II FUND I	Variable Annuities		1,161.17
	GREAT-WEST CONSERV PROFILE II FUND I	Variable Annuities		77.86
	GREAT-WEST LIFETIME 2015 FUND II T1	Variable Annuities		19,918.56
	GREAT-WEST LIFETIME 2025 FUND II T1	Variable Annuities		15,892.11
	GREAT-WEST LIFETIME 2035 FUND II T1	Variable Annuities		62,728.30
	GREAT-WEST LIFETIME 2045 FUND II T1	Variable Annuities		18,956.10
	GREAT-WEST LIFETIME 2055 FUND II T1	Variable Annuities		6,498.71
	GREAT-WEST MODERATE PROFILE II FUND I	Variable Annuities		30,468.44
	GREAT-WEST S&P 500 INDEX FUND I	Variable Annuities		950.87
	GREAT-WEST S&P MID CAP 400 INDEX FUND 1	Variable Annuities		151.82
	GREAT-WEST S&P SMALLCAP 600 INDEX FUND I	Variable Annuities		387.73
	GREAT-WEST SHORT DURATION BOND FUND I	Variable Annuities		22,585.88
	GREAT-WEST T ROWE PRICE MIDCAP GR FUND 1	Variable Annuities		703.57
	HEARTLAND VALUE PLUS	Variable Annuities		726.33
	LORD ABBETT VALUE OPPORTUNITIES A	Variable Annuities		716.7
	MFS UTILITIES A	Variable Annuities		858.59
	OPPENHEIMER DEVELOPING MARKETS A	Variable Annuities		507.18
	OPPENHEIMER GOLD & SPECIAL MINERALS A	Variable Annuities		215.55
	OPPENHEIMER INTERNATIONAL BOND A	Variable Annuities		283.52
	PIMCO TOTAL RETURN ADMIN	Variable Annuities		97.05
	RIDGEWORTH LARGE CAP VALUE EQUITY 1	Variable Annuities		6,410.13
	RIDGEWORTH MID-CAP VALUE EQUITY 1	Variable Annuities		74.62
	Participant Loans	Interest Rate Range: 4.25%-4.25%		$42,494.11
				$692,345.10