

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), 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 2009 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2009 or fiscal plan year beginning 01/01/2008 and ending 12/31/2008	
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 DRIVESOL WORLDWIDE, INC. 401(K) PLAN	1b Three-digit plan number (PN) ▶ 001
	1c Effective date of plan 08/12/2005
2a Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.) DRIVESOL WORLDWIDE, INC. PO BOX 1236 TROY, MI 48099	2b Employer Identification Number (EIN) 20-3087848 2c Sponsor's telephone number 248-526-3310 2d Business code (see instructions) 336300

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.	02/03/2010	JAMES MATHIAS
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

3a Plan administrator's name and address (if same as plan sponsor, enter "Same") DRIVESOL WORLDWIDE, INC. PO BOX 1236 TROY, MI 48099	3b Administrator's EIN 20-3087848 3c Administrator's telephone number 248-526-3310
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4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name	4b EIN 4c PN
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5 Total number of participants at the beginning of the plan year	5	333
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6 Number of participants as of the end of the plan year (welfare plans complete only lines 6a , 6b , 6c , and 6d).		
a Active participants.....	6a	69
b Retired or separated participants receiving benefits.....	6b	0
c Other retired or separated participants entitled to future benefits.....	6c	123
d Subtotal. Add lines 6a , 6b , and 6c	6d	192
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	
f Total. Add lines 6d and 6e	6f	192
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	172
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	
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8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:
 2E 2G 2J 2K 3E 2F

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

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

a Pension Schedules

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

b General Schedules

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

SCHEDULE A (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Insurance Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500. ▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).	OMB No. 1210-0110 2009 This Form is Open to Public Inspection
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For calendar plan year 2009 or fiscal plan year beginning 01/01/2008 and ending 12/31/2008		
A Name of plan DRIVESOL WORLDWIDE, INC. 401(K) PLAN	B Three-digit plan number (PN) ▶	001
C Plan sponsor's name as shown on line 2a of Form 5500. DRIVESOL WORLDWIDE, INC.		
D Employer Identification Number (EIN) 20-3087848		

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

(a) Name of insurance carrier
TRANSAMERICA FINANCIAL LIFE INSURANCE COMPANY

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
36-6071399	70688	600022-000	172	01/01/2008	12/31/2008

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

(a) Total amount of commissions paid	(b) Total amount of fees paid
11665	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
TOM CUNDY 333 EAST LAS OLAS BLVD FT. LAUDERDALE, FL 33301

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
5833			3

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid
ADAM DANIEL UHLAN 2611 E. OAKLAND PARK BLVD. GRO FT. LAUDERDALE, FL 33306

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
5832			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	

Part II Investment and Annuity Contract Information

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

4 Current value of plan's interest under this contract in the general account at year end	4	
5 Current value of plan's interest under this contract in separate accounts at year end	5	1854612

6 Contracts With Allocated Funds:**a** State the basis of premium rates ▶

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

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity
(3) ☐ other (specify) ▶

f If contract purchased, in whole or in part, to distribute benefits from a terminating plan check here ▶ ☐**7** Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)

a Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee
(3) ☐ guaranteed investment (4) ☐ other ▶

b Balance at the end of the previous year	7b	380062
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c Additions: (1) Contributions deposited during the year	7c(1)	36709	
(2) Dividends and credits	7c(2)	0	
(3) Interest credited during the year	7c(3)	17453	
(4) Transferred from separate account	7c(4)	265983	
(5) Other (specify below)	7c(5)	2488	

▶ LOAN PAYMENTS

(6) Total additions	7c(6)	322633
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d Total of balance and additions (add b and c(6))	7d	702695
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e Deductions:

(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	128561	
(2) Administration charge made by carrier	7e(2)	7148	
(3) Transferred to separate account	7e(3)	63443	
(4) Other (specify below)	7e(4)	3471	

▶ LOAN REQUEST

(5) Total deductions	7e(5)	202623
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f Balance at the end of the current year (subtract e(5) from d)	7f	500072
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Part III Welfare Benefit Contract Information

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

8 Benefit and contract type (check all applicable boxes)

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

9 Experience-rated contracts:

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

10 Nonexperience-rated contracts:

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

Specify nature of costs ▶

Part IV Provision of Information

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

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

<div>SCHEDULE C</div> <div>(Form 5500)</div> <div>Department of the Treasury Internal Revenue Service</div> <div>Department of Labor Employee Benefits Security Administration</div> <div>Pension Benefit Guaranty Corporation</div>	<div>Service Provider Information</div> <div>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</div> <div>▶ File as an attachment to Form 5500.</div>	OMB No. 1210-0110
		2009
		This Form is Open to Public Inspection.

For calendar plan year 2009 or fiscal plan year beginning 01/01/2008 and ending 12/31/2008

<div>A Name of plan</div> <div>DRIVESOL WORLDWIDE, INC. 401(K) PLAN</div>	<div>B Three-digit plan number (PN)</div> <div>▶</div> <div>001</div>
<div>C Plan sponsor's name as shown on line 2a of Form 5500</div> <div>DRIVESOL WORLDWIDE, INC.</div>	<div>D Employer Identification Number (EIN)</div> <div>20-3087848</div>

Part I

Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

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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)

TRANSAMERICA FINANCIAL LIFE INS CO

8488 SHEPHERD FARM DRIVE
WEST CHESTER, OH 45069

36-6071399

(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?
21 24	NONE	23055	Yes ☐ No ☒	Yes ☐ No ☒	0	Yes ☐ No ☒

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

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

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

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small>	DFE/Participating Plan Information <p style="text-align: center;">This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</p> <p style="text-align: center;">▶ File as an attachment to Form 5500.</p>	<small>OMB No. 1210-0110</small> <div style="text-align: center; font-size: 1.2em; font-weight: bold;">2009</div> <p style="text-align: center; font-weight: bold;">This Form is Open to Public Inspection.</p>		
For calendar plan year 2009 or fiscal plan year beginning 01/01/2008 and ending 12/31/2008				
A Name of plan DRIVESOL WORLDWIDE, 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 DRIVESOL WORLDWIDE, INC.		D Employer Identification Number (EIN) 20-3087848		
<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 10%; font-weight: bold;">Part I</td> <td> 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) </td> </tr> </table>			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)
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: TRANSAMERICA GROWTH OPP				
b Name of sponsor of entity listed in (a): TFLIC				
c EIN-PN 36-6071399-306	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 155345		
a Name of MTIA, CCT, PSA, or 103-12 IE: LOOMIS SAYLES BOND				
b Name of sponsor of entity listed in (a): TFLIC				
c EIN-PN 36-6071399-107	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 22976		
a Name of MTIA, CCT, PSA, or 103-12 IE: FIDELITY ADVISOR SMALL CAP				
b Name of sponsor of entity listed in (a): TFLIC				
c EIN-PN 36-6071399-115	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 100269		
a Name of MTIA, CCT, PSA, or 103-12 IE: OPPENHEIMER CHAMPION INCOME				
b Name of sponsor of entity listed in (a): TFLIC				
c EIN-PN 36-6071399-123	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 6147		
a Name of MTIA, CCT, PSA, or 103-12 IE: TRANSAMERICA PARTNERS STK IDX				
b Name of sponsor of entity listed in (a): TFLIC				
c EIN-PN 36-6071399-139	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 147883		
a Name of MTIA, CCT, PSA, or 103-12 IE: AMERICAN FUNDS FUNDAMENTL INV				
b Name of sponsor of entity listed in (a): TFLIC				
c EIN-PN 36-6071399-141	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 177255		
a Name of MTIA, CCT, PSA, or 103-12 IE: AMERICAN FUNDS GTRH FUND OF AM				
b Name of sponsor of entity listed in (a): TFLIC				
c EIN-PN 36-6071399-147	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 89383		

a Name of MTIA, CCT, PSA, or 103-12 IE: [SSGA BOND INDEX](#)**b** Name of sponsor of entity listed in (a): [TFLIC](#)

c EIN-PN 36-6071399-006	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 81638
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a Name of MTIA, CCT, PSA, or 103-12 IE: [AMERICAN CENTURY LARGE CO VAL](#)**b** Name of sponsor of entity listed in (a): [TFLIC](#)

c EIN-PN 36-6071399-007	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 109487
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a Name of MTIA, CCT, PSA, or 103-12 IE: [AMERICAN CENTURY SML CAP VAL](#)**b** Name of sponsor of entity listed in (a): [TFLIC](#)

c EIN-PN 36-6071399-010	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 44854
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a Name of MTIA, CCT, PSA, or 103-12 IE: [OPPENHEIMER GLOBAL](#)**b** Name of sponsor of entity listed in (a): [TFLIC](#)

c EIN-PN 36-6071399-035	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 116940
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a Name of MTIA, CCT, PSA, or 103-12 IE: [TRANSAMERICA AA - CONSERVATIVE](#)**b** Name of sponsor of entity listed in (a): [TFLIC](#)

c EIN-PN 36-6071399-036	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 135655
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a Name of MTIA, CCT, PSA, or 103-12 IE: [TRANSAMERICA AA - MODERATE](#)**b** Name of sponsor of entity listed in (a): [TFLIC](#)

c EIN-PN 36-6071399-037	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 126687
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a Name of MTIA, CCT, PSA, or 103-12 IE: [TRANSAMERICA AA - MODERATE GRT](#)**b** Name of sponsor of entity listed in (a): [TFLIC](#)

c EIN-PN 36-6071399-038	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 117583
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a Name of MTIA, CCT, PSA, or 103-12 IE: [TRANSAMERICA AA - GROWTH](#)**b** Name of sponsor of entity listed in (a): [TFLIC](#)

c EIN-PN 36-6071399-039	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 76673
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a Name of MTIA, CCT, PSA, or 103-12 IE: [BLACKROCK GLOBAL ALLOCATION](#)**b** Name of sponsor of entity listed in (a): [TFLIC](#)

c EIN-PN 36-6071399-045	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 109498
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a Name of MTIA, CCT, PSA, or 103-12 IE: [AMERICAN FUNDS BALANCED](#)**b** Name of sponsor of entity listed in (a): [TFLIC](#)

c EIN-PN 36-6071399-158	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 3358
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a Name of MTIA, CCT, PSA, or 103-12 IE: FRANKLIN UTILITIES		
b Name of sponsor of entity listed in (a): TFLIC		
c EIN-PN 36-6071399-014	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 6403
a Name of MTIA, CCT, PSA, or 103-12 IE: FRANKLIN SMALL-MID CAP GROWTH		
b Name of sponsor of entity listed in (a): TFLIC		
c EIN-PN 36-6071399-030	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 5672
a Name of MTIA, CCT, PSA, or 103-12 IE: DREYFUS PREMIER HEALTH CARE		
b Name of sponsor of entity listed in (a): TFLIC		
c EIN-PN 36-6071399-040	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 2810
a Name of MTIA, CCT, PSA, or 103-12 IE: MUTUAL FINANCIAL SERVICES		
b Name of sponsor of entity listed in (a): TFLIC		
c EIN-PN 36-6071399-043	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 5950
a Name of MTIA, CCT, PSA, or 103-12 IE: BLACKROCK LARGE CAP VALUE		
b Name of sponsor of entity listed in (a): TFLIC		
c EIN-PN 36-6071399-048	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 48428
a Name of MTIA, CCT, PSA, or 103-12 IE: BLACKROCK LARGE CAP CORE		
b Name of sponsor of entity listed in (a): TFLIC		
c EIN-PN 36-6071399-046	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 14047
a Name of MTIA, CCT, PSA, or 103-12 IE: BLACKROCK INTERNATIONAL VALUE		
b Name of sponsor of entity listed in (a): TFLIC		
c EIN-PN 36-6071399-054	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 57218
a Name of MTIA, CCT, PSA, or 103-12 IE: TRANSAMERICA EQUITY		
b Name of sponsor of entity listed in (a): TFLIC		
c EIN-PN 36-6071399-307	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 11716
a Name of MTIA, CCT, PSA, or 103-12 IE: TEMPLETON FOREIGN		
b Name of sponsor of entity listed in (a): TFLIC		
c EIN-PN 36-6071399-106	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 26547
a Name of MTIA, CCT, PSA, or 103-12 IE: FRANKLIN BIOTECHNOLOGY DISC		
b Name of sponsor of entity listed in (a): TFLIC		
c EIN-PN 36-6071399-110	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 4318

a Name of MTIA, CCT, PSA, or 103-12 IE: FRANKLIN REAL ESTATE SEC**b** Name of sponsor of entity listed in (a): TFLIC

c EIN-PN 36-6071399-111	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 12472
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a Name of MTIA, CCT, PSA, or 103-12 IE: MUTUAL SHARES**b** Name of sponsor of entity listed in (a): TFLIC

c EIN-PN 36-6071399-149	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 11445
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a Name of MTIA, CCT, PSA, or 103-12 IE: AMERICAN FUNDS NEW PERS**b** Name of sponsor of entity listed in (a): TFLIC

c EIN-PN 36-6071399-155	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 15182
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a Name of MTIA, CCT, PSA, or 103-12 IE: BLACKROCK MID CAP VALUE OPP**b** Name of sponsor of entity listed in (a): TFLIC

c EIN-PN 36-6071399-055	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 10772
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a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):

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

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

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

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

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

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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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
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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
		2009
		This Form is Open to Public Inspection

For calendar plan year 2009 or fiscal plan year beginning **01/01/2008** and ending **12/31/2008**

A Name of plan DRIVESOL WORLDWIDE, INC. 401(K) PLAN	B Three-digit plan number (PN) ►	001
C Plan sponsor's name as shown on line 2a of Form 5500 DRIVESOL WORLDWIDE, INC.	D Employer Identification Number (EIN) 20-3087848	

Part I	Asset and Liability Statement
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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)		
(2) Participant contributions	1b(2)		
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	85830	152015
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)	2900545	1854612
(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)		
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)	380062	500071
(15) Other	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	3366437	2506698

Liabilities

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

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	3366437	2506698
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Part II Income and Expense Statement

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

Income**a Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	193302	
(B) Participants	2a(1)(B)	534610	
(C) Others (including rollovers)	2a(1)(C)	92158	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		820070

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

(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	17398	
(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)	7555	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		24953
(2) Dividends: (A) Preferred stock	2b(2)(A)	0	
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		0
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	0	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate.....	2b(5)(A)	0	
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B).....	2b(5)(C)		0
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		-1015030
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		-170007

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	653271	
(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)		653271
f Corrective distributions (see instructions)	2f		13406
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)	7493	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)	15562	
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		23055
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		689732

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		-859739
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

(1) ☐ Unqualified (2) ☐ Qualified (3) ☒ Disclaimer (4) ☐ Adverse

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

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

(1) Name: FENNER MELSTROM & DOOLING PLC

(2) EIN: 38-1402622

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

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

Part IV Compliance Questions

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

During the plan year:

	Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....		X	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.).....		X	
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.).....		X	
e Was this plan covered by a fidelity bond?.....	X		3000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.).....		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....			
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.			

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

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

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

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2009
		This Form is Open to Public Inspection.

For calendar plan year 2009 or fiscal plan year beginning 01/01/2008 and ending 12/31/2008

A Name of plan <u>DRIVESOL WORLDWIDE, INC. 401(K) PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>DRIVESOL WORLDWIDE, INC.</u>	D Employer Identification Number (EIN) <u>20-3087848</u>

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>36-6071399</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	

Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part)
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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	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 providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?.....	☐ Yes	☐ No	☐ N/A

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

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

Schedule R (Form 5500) 2009
v.092308.1

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

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

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

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

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

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

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

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

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

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

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

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

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

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

FMD

FENNER, MELSTROM & DOOLING, PLC
Certified Public Accountants

INDEPENDENT AUDITORS' REPORT

TO THE TRUSTEES
DRIVESOL WORLDWIDE, INC. 401(K) PLAN
TROY, MICHIGAN

We were engaged to audit the financial statements of DriveSol Worldwide, Inc. 401(k) Plan as of December 31, 2008 and 2007, and for the years then ended, and the December 31, 2008 supplementary information, as listed in the accompanying table of contents. These financial statements and supplementary information are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information referred to in Note 5, which was certified by Transamerica Life Insurance Company ("Transamerica"), the investment custodian of the Plan, except for comparing such information with the related information included in the financial statements and supplementary information. We have been informed by the Plan administrator that Transamerica held the Plan's investment assets and executed investment transactions. The Plan administrator has obtained certification from the investment custodian as of and for the years ended December 31, 2008 and 2007 that the information provided to the Plan administrator by the investment custodian is complete and accurate.

The accompanying financial statements have been prepared assuming that the Plan will continue as a going concern. As discussed in Note 10 to the financial statements, the Board of Directors of DriveSol Worldwide, Inc., the Plan's sponsor, voted effective September 30, 2009 to terminate the Plan, which indicates that the Plan is not a going concern. The financial statements do not include any adjustments that might be necessary upon termination.

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



FENNER, MELSTROM & DOOLING, PLC

DECEMBER 9, 2009

**DRIVESOL WORLDWIDE, INC.
401(K) PLAN**

**FINANCIAL STATEMENTS
AND SUPPLEMENTARY INFORMATION
Years Ended December 31, 2008 and 2007**

DRIVESOL WORLDWIDE, INC.
401(K) PLAN

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FMD

FENNER, MELSTROM & DOOLING, PLC
Certified Public Accountants

INDEPENDENT AUDITORS' REPORT

TO THE TRUSTEES
DRIVESOL WORLDWIDE, INC. 401(K) PLAN
TROY, MICHIGAN

We were engaged to audit the financial statements of DriveSol Worldwide, Inc. 401(k) Plan as of December 31, 2008 and 2007, and for the years then ended, and the December 31, 2008 supplementary information, as listed in the accompanying table of contents. These financial statements and supplementary information are the responsibility of the Plan's management.

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The accompanying financial statements have been prepared assuming that the Plan will continue as a going concern. As discussed in Note 10 to the financial statements, the Board of Directors of DriveSol Worldwide, Inc., the Plan's sponsor, voted effective September 30, 2009 to terminate the Plan, which indicates that the Plan is not a going concern. The financial statements do not include any adjustments that might be necessary upon termination.

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



FENNER, MELSTROM & DOOLING, PLC

DECEMBER 9, 2009

DRIVESOL WORLDWIDE, INC.
401(K) PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
December 31, 2008 and 2007

	<u>2 0 0 8</u>	<u>2 0 0 7</u>
ASSETS		
INVESTMENTS, AT FAIR VALUE		
VALUE OF INTEREST		
IN POOLED SEPARATE ACCOUNTS.....	\$ 1,854,612	\$ 2,900,545
VALUE OF INTEREST IN INSURANCE		
COMPANY GENERAL ACCOUNT.....	500,071	380,062
PARTICIPANT LOANS	<u>152,015</u>	<u>85,830</u>
TOTAL INVESTMENTS, AT FAIR VALUE...	<u>2,506,698</u>	<u>3,366,437</u>
RECEIVABLES		
PARTICIPANT CONTRIBUTIONS	15,766	38,106
EMPLOYER CONTRIBUTIONS	<u>-</u>	<u>6,871</u>
TOTAL RECEIVABLES.....	<u>15,766</u>	<u>44,977</u>
TOTAL ASSETS.....	<u>2,522,464</u>	<u>3,411,414</u>
NET ASSETS AVAILABLE FOR PLAN BENEFITS	<u>\$ 2,522,464</u>	<u>\$ 3,411,414</u>

SEE ACCOMPANYING NOTES

DRIVESOL WORLDWIDE, INC.
401(K) PLAN

STATEMENTS OF CHANGES IN NET ASSETS
AVAILABLE FOR BENEFITS
Years Ended December 31, 2008 and 2007

	<u>2 0 0 8</u>	<u>2 0 0 7</u>
ADDITIONS TO NET ASSETS ATTRIBUTED TO:		
INVESTMENT INCOME		
NET INVESTMENT INCOME		
FROM POOLED SEPARATE ACCOUNTS	\$ -	\$ 198,672
INTEREST INCOME		
FROM STABLE VALUE FUND	17,398	16,653
INTEREST INCOME		
FROM PARTICIPANT LOANS	<u>7,555</u>	<u>6,623</u>
TOTAL INVESTMENT INCOME	<u>24,953</u>	<u>221,948</u>
CONTRIBUTIONS:		
PARTICIPANT ELECTIVE DEFERRALS	512,270	584,622
EMPLOYER CONTRIBUTIONS	186,431	100,741
PARTICIPANT ROLLOVER	<u>92,158</u>	<u>-</u>
TOTAL CONTRIBUTIONS	<u>790,859</u>	<u>685,363</u>
TOTAL ADDITIONS	<u>815,812</u>	<u>907,311</u>
DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO:		
NET INVESTMENT LOSS		
FROM POOLED SEPARATE ACCOUNTS	1,015,030	-
BENEFITS PAID TO PARTICIPANTS	653,271	210,001
CORRECTIVE DISTRIBUTIONS	13,406	7,956
ADMINISTRATIVE FEES	<u>23,055</u>	<u>20,324</u>
TOTAL DEDUCTIONS	<u>1,704,762</u>	<u>238,281</u>
NET (DECREASE) INCREASE	(888,950)	669,030
NET ASSETS AVAILABLE		
FOR BENEFITS, BEGINNING OF YEAR	<u>3,411,414</u>	<u>2,742,384</u>
NET ASSETS AVAILABLE		
FOR BENEFITS, END OF YEAR	<u>\$ 2,522,464</u>	<u>\$ 3,411,414</u>

SEE ACCOMPANYING NOTES

DRIVESOL WORLDWIDE, INC.
401(K) PLAN

NOTES TO FINANCIAL STATEMENTS
December 31, 2008 and 2007

1. DESCRIPTION OF PLAN

The following description of the DriveSol Worldwide, Inc. ("Company") 401(k) Plan ("Plan") provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

PLAN AMENDMENT

Effective December 15, 2008, the Plan was amended and restated for the Economic Growth and Tax Relief Reconciliation Act of 2002 (EGTRRA) and other subsequent law changes as mandated by the Internal Revenue Service (IRS). In addition, multiple provisions of the Plan were amended including eligibility, Company contributions, and Plan vesting as described below.

GENERAL

The Plan is a defined contribution plan covering all non-union employees of the Company who have three months of service. Service with Teleflex Incorporated (a former employer) is recognized for eligibility purposes under the Plan. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

CONTRIBUTIONS

Each year, participants may contribute pre-tax annual compensation, as defined in the Plan, not to exceed limits under the Internal Revenue Code (IRC). 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 plans. Participants direct the investment of their contributions into various investments options offered by the Plan. The Plan currently offers several mutual funds held in pooled separate accounts and a stable value fund held in a group annuity contract maintained by Transamerica as investment options for participants. The Company may make matching contributions based on participant elective deferrals to the Plan. The Company suspended its matching contributions in October 2008. From January 2008 to September 2008, the Company contributed 100% of the first 1% plus 50% of the next 5% of elective deferrals that a participant contributed to the Plan. Additional amounts may also be contributed at the option of the Company's Board of Directors. Contributions are subject to certain limitations.

(continued on next page)

DRIVESOL WORLDWIDE, INC.
401(K) PLAN

NOTES TO FINANCIAL STATEMENTS
December 31, 2008 and 2007

1. DESCRIPTION OF PLAN (continued)

PARTICIPANT ACCOUNTS

Each participant's account is credited with the participant's contribution and allocations of (a) the Company's contribution and, (b) Plan earnings, and charged with an allocation of 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 plus actual earnings thereon. Vesting in the Company's matching contributions and discretionary profit sharing contributions plus actual earnings thereon is based on years of continuous service. Beginning December 15, 2008, the Company matching contributions vest at a rate of 20% beginning after the first year of credited service and 100% beginning after the second year of credited service. Company profit sharing contributions vest at a rate of: 20% beginning after the first year of credited service; 40% beginning after the second year of credited service; 60% beginning after the third year of credited service; 80% beginning after the fourth year of credited service; and 100% beginning after the fifth year of service, with a year of service being defined as 1,000 hours of service during the Plan year. Those hired prior to December 15, 2008 are 100% immediately vested upon entrance to the Plan. Service with Teleflex Incorporated (a former employer) is recognized for vesting purposes under the Plan.

PARTICIPANT LOANS

Participants may borrow from their fund accounts a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50% of their vested account balance. Loan transactions are treated as a transfer to (from) the investment fund from (to) the Participant Notes fund. Loans must be fully repaid through payroll deductions within 5 years or longer for the purchase of a primary residence. The loans are secured by the balance in the participant's account and bear interest at the current prime rate plus one percentage point in the month the loan is effective. Interest rates range from 6.00% to 9.25%. Principal and interest is paid ratably through weekly payroll deductions.

(continued on next page)

DRIVESOL WORLDWIDE, INC.
401(K) PLAN

NOTES TO FINANCIAL STATEMENTS
December 31, 2008 and 2007

1. DESCRIPTION OF PLAN (continued)

PAYMENT OF BENEFITS

On termination of service due to death, disability or retirement, a participant may elect to receive either a lump-sum amount equal to the value of the participant's vested interest in his or her account, or annual installments. For termination of service due to other reasons, a participant may receive the value of the vested interest in his or her account as a lump-sum distribution.

FORFEITED ACCOUNTS

At December 31, 2008 and 2007 forfeited nonvested accounts totaled \$4,092 and \$2,314, respectively. These accounts will be used first to reduce plan expenses and any remaining forfeiture will reduce employer contributions. In 2008 and 2007, plan expenses were reduced by forfeited nonvested accounts in the amounts of \$1,929 and \$684, respectively.

RISKS AND UNCERTAINTIES

The Plan provides for various investment options in pooled separate accounts and a stable value fund with the underlying assets consisting of any combination of stocks, fixed income securities, mutual funds and other investment securities. Investment securities are exposed to various risks, such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statement of net assets available for benefits.

DRIVESOL WORLDWIDE, INC.
401(K) PLAN

NOTES TO FINANCIAL STATEMENTS
December 31, 2008 and 2007

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

BASIS OF ACCOUNTING

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

As described in Financial Accounting Standards Board Staff Position, FSP AAG INV-1 and SOP 94-4-1, Reporting of Fully Benefit-Responsive Investment Contracts Held by Certain Investment Companies Subject to the AICPA Investment Company Guide and Defined-Contribution Health and Welfare and Pension Plans (the FSP), 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. As required by the FSP, the Statement of Net Assets Available for Benefits presents the fair value of the investment contracts as well as the adjustment 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 bases.

ESTIMATES

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

INVESTMENT VALUATION AND INCOME RECOGNITION

Plan's investments are stated at fair value. 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.

PAYMENT OF BENEFITS

Benefits are recorded when paid.

OPERATING EXPENSES

The Plan sponsor pays legal and audit fees related to the Plan. Certain other investment related administrative expenses are paid by the Plan.

DRIVESOL WORLDWIDE, INC.
401(K) PLAN

NOTES TO FINANCIAL STATEMENTS
December 31, 2008 and 2007

3. FAIR VALUE MEASUREMENTS

The Plan's investments are reported at fair market value in the accompanying statements of net assets available for benefits.

The following table sets forth by level, within the fair value hierarchy, the plan's investments at fair value as of December 31, 2008:

	<u>LEVEL 2</u>	<u>LEVEL 3</u>	<u>TOTAL FAIR VALUE</u>
POOLED			
SEPARATE			
ACCOUNTS.....	\$ 1,854,612	\$ -	\$ 1,854,612
STABLE VALUE FUND	-	500,071	500,071
PARTICIPANT LOANS	<u>-</u>	<u>152,015</u>	<u>152,015</u>
 TOTAL			
INVESTMENTS			
AT FAIR VALUE	<u>\$ 1,854,612</u>	<u>\$ 652,086</u>	<u>\$ 2,506,698</u>

FASB Statement No. 157, Fair Value Measurements, establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). When available, the Plan measures fair value using level inputs because they provide the most reliable evidence of fair value. Level 2 and level 3 inputs were used only when level 1 and level 2 inputs were not available.

The three levels of the fair value hierarchy under FASB Statement No. 157 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.

(continued on next page)

DRIVESOL WORLDWIDE, INC.
401(K) PLAN

NOTES TO FINANCIAL STATEMENTS
December 31, 2008 and 2007

3. FAIR VALUE MEASUREMENTS (continued)

LEVEL 2 Inputs to the valuation methodology include:

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

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

LEVEL 3 Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

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

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used during the year ended December 31, 2008.

POOLED SEPARATE ACCOUNTS

Quoted market prices are used to value underlying investments held in pooled separate accounts whenever possible. While the underlying investments are valued at quoted market prices, the unit values of the units held by the plan of a pooled separate account is not publicly quoted.

STABLE VALUE FUND

The stable value fund is a non-tradable obligation of Transamerica and significant observable inputs are not available. The contract value is the relevant measurement attribute since the contract value is the amount that participants would receive if they were to initiate permitted transactions under the terms of the Plan. The Plan's stable value contract is estimated to approximate fair value as of December 31, 2008 and 2007. As such, no adjustment from contract value to fair value has been recorded.

(continued on next page)

DRIVESOL WORLDWIDE, INC.
401(K) PLAN

NOTES TO FINANCIAL STATEMENTS
December 31, 2008 and 2007

3. FAIR VALUE MEASUREMENTS (continued)

PARTICIPANT LOANS

Valued at amortized cost, which approximates fair value.

The preceding methods described may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the plan believes its valuation 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.

LEVEL 3 GAINS AND LOSSES

The following table sets forth a summary of changes in the fair value of the plan's level 3 assets for the year ended December 31, 2008:

	<u>STABLE VALUE FUND</u>	<u>PARTICIPANT LOANS</u>
BALANCE, BEGINNING OF YEAR	\$ 380,062	\$ 85,830
INVESTMENT INCOME.....	17,453	7,555
PURCHASES, SALES, ISSUANCES, AND SETTLEMENTS, NET	<u>102,556</u>	<u>58,630</u>
BALANCE, END OF YEAR	<u>\$ 500,071</u>	<u>\$ 152,015</u>

DRIVESOL WORLDWIDE, INC.
401(K) PLAN

NOTES TO FINANCIAL STATEMENTS
December 31, 2008 and 2007

4. INVESTMENT CONTRACT WITH INSURANCE COMPANY

The Plan has a benefit-responsive investment contract with Transamerica. Transamerica maintains the contributions in a general account.

As described in Note 2, because the investment contract is fully benefit-responsive, contract value is the relevant measurement attribute for that portion of the net assets available for benefits attributable to the investment contract.

Contract value, as reported to the Plan by Transamerica, represents contributions made under the 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.

There are no reserves against contract value for credit risk of the contract issuer or otherwise. The crediting interest rate is based on a formula agreed upon with the issuer. Such interest rates are reviewed on a monthly basis for resetting.

Certain events limit the Plan's ability to transact at contract value with Transamerica. Such events include the following: (a) amendments to the plan documents (including complete or partial plan termination or merger with another plan), (b) changes to plan's prohibition on competing investment options or deletion of equity wash provisions, (c) bankruptcy of the plan sponsor or other plan sponsor events (for example, divestitures or spin-offs of a subsidiary) 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 Employee Retirement Income Security Act of 1974. The Plan administrator does not believe that the occurrence of any such value event, which would limit the Plan's ability to transact at contract value with Plan participants, is probable.

The investment contract has no stated maturity date.

AVERAGE YIELDS:

BASED ON ACTUAL EARNINGS.....	3.53%
BASED ON INTEREST RATE	
CREDITED TO PARTICIPANTS.....	3.50%

DRIVESOL WORLDWIDE, INC.
401(K) PLAN

NOTES TO FINANCIAL STATEMENTS
December 31, 2008 and 2007

**5. INFORMATION PREPARED AND CERTIFIED BY
TRUSTEE**

The information included in the accompanying financial statements and supplemental schedule, except participant loan balances, was obtained from data that has been prepared by Transamerica and certified to be as complete and accurate by in accordance with Section 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 (ERISA).

Investments representing 5% or more of the Plan's net assets available for benefits are as follows at December 31st:

	<u>2 0 0 8</u>	<u>2 0 0 7</u>
TRANSAMERICA GROWTH OPP FUND	\$ 155,345	\$ 292,652
FIDELITY ADVISOR SMALL CAP FUND	\$ N/A	\$ 171,434
STOCK INDEX FUND	\$ 147,883	\$ 256,229
TRANSAMERICA STABLE VALUE FUND	\$ 500,071	\$ 380,062
AMERICAN FUNDS		
FUNDAMENTAL FUND	\$ 177,255	\$ 352,570
AMERICAN FUNDS GTH OF AM FUND	\$ N/A	\$ 174,402
AMERICAN CENTURY		
LG CO VAL FUND	\$ N/A	\$ 230,946
TRANSAMERICA		
OPPENHEIMER GI FUND	\$ N/A	\$ 231,201
TRANSAMERICA AA		
CONSERVATIVE FUND	\$ 135,655	\$ N/A
TRANSAMERICA AA		
MODERATE FUND	\$ 126,687	\$ N/A

DRIVESOL WORLDWIDE, INC.
401(K) PLAN

NOTES TO FINANCIAL STATEMENTS
December 31, 2008 and 2007

6. PLAN TERMINATION

The Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants will become 100% vested in their accounts (see Note 10).

7. PARTY-IN-INTEREST TRANSACTIONS

Certain Plan investments are managed by Transamerica and Alerus. Transamerica and Alerus are the investment custodians as defined by the Plan and, therefore, these transactions qualify as party-in-interest.

8. TAX STATUS

The Company has adopted a standardized prototype plan that relies on the opinion letter of the prototype plan document. The Plan sponsor and administrator believe that the Plan is designed and is currently being operated in compliance with the applicable requirements of the Internal Revenue Code.

DRIVESOL WORLDWIDE, INC.
401(K) PLAN

NOTES TO FINANCIAL STATEMENTS
December 31, 2008 and 2007

**9. RECONCILIATION OF FINANCIAL STATEMENTS TO
SCHEDULE H OF FORM 5500**

The following is a reconciliation of the accrual basis net assets available for benefits per the financial statements at December 31, 2008 to the cash basis Schedule H of the Form 5500:

NET ASSETS AVAILABLE FOR BENEFITS PER THE FINANCIAL STATEMENTS	\$ 2,522,464
CONTRIBUTIONS RECEIVABLE	<u>(15,766)</u>
NET ASSETS AVAILABLE FOR BENEFITS PER SCHEDULE H OF FORM 5500	<u>\$ 2,506,698</u>

The following is a reconciliation of the accrual basis net increase per the financial statements to the cash basis net income of Schedule H of the Form 5500:

NET INCREASE (DECREASE) IN NET ASSETS AVAILABLE PER THE FINANCIAL STATEMENTS	\$ (888,950)
PLUS: CONTRIBUTIONS RECEIVABLE 2007.....	44,977
LESS: CONTRIBUTIONS RECEIVABLE 2008	<u>(15,766)</u>
NET INCOME PER SCHEDULE H OF FORM 5500	<u>\$ (859,739)</u>

10. SUBSEQUENT EVENT

Effective September 30, 2009, the Company announced the termination of the Plan pursuant to the process of liquidating of the Company. Upon the full termination of the Plan, all amounts credited to a participant account will become or continue to be 100% vested. Participants will have a choice of options regarding distributions of their account balance including lump-sum payment, IRA rollover, and direct transfer to another qualified plan.

PLAN #
002

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