

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
---	---	---

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 FERGUSON / NEVADA / HEARNE 401(K) PLAN	1b Three-digit plan number (PN) ►	008	
	1c Effective date of plan	01/01/1998	
	2b Employer Identification Number (EIN)	36-3721652	
	2c Sponsor's telephone number	732-980-3165	
2a Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.) CRANE PLUMBING L.L.C. AMERICAN STANDARD, INC. ONE CENTENNIAL AVE. PISCATAWAY, NJ 08855	2d Business code (see instructions)	332900	

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.	03/31/2010	THERESA ARENA
	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")

CRANE PLUMBING L.L.C.
AMERICAN STANDARD, INC.
ONE CENTENNIAL AVE.
PISCATAWAY, NJ 08855

3b Administrator's EIN

36-3721652

3c Administrator's telephone number

732-980-3165

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**

104

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**

87

b Retired or separated participants receiving benefits.....**6b**

0

c Other retired or separated participants entitled to future benefits.....**6c**

9

d Subtotal. Add lines **6a**, **6b**, and **6c**.....**6d**

96

e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....**6e**

0

f Total. Add lines **6d** and **6e**.....**6f**

96

g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....**6g**

90

h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....**6h**

3

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

2E 2J 2F 2G 2K 3E

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

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)

<div>SCHEDULE A (Form 5500) <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>	<div>Insurance 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> <div>▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).</div>	<div>OMB No. 1210-0110</div> <div>2009</div> <div>This Form is Open to Public Inspection</div>
---	--	--

For calendar plan year 2009 or fiscal plan year beginning 01/01/2008 and ending 12/31/2008		
A Name of plan FERGUSON / NEVADA / HEARNE 401(K) PLAN	B Three-digit plan number (PN) ▶	008
C Plan sponsor's name as shown on line 2a of Form 5500. CRANE PLUMBING L.L.C.	D Employer Identification Number (EIN) 36-3721652	

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 MASSACHUSETTS MUTUAL 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
04-1590850	65935	SF 9234	96	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
0	0

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Part II Investment and Annuity Contract Information

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

4 Current value of plan's interest under this contract in the general account at year end	4	
5 Current value of plan's interest under this contract in separate accounts at year end	5	300470

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 ▶ GROUP ANNUITY CONTRACT

b Balance at the end of the previous year	7b	458323
--	-----------	--------

c Additions: (1) Contributions deposited during the year	7c(1)	137920	
(2) Dividends and credits	7c(2)	0	
(3) Interest credited during the year	7c(3)	21612	
(4) Transferred from separate account	7c(4)	23993	
(5) Other (specify below)	7c(5)	30542	

▶ LOAN DEFAULT, LN INT, LN PRIN, LOAN

(6) Total additions	7c(6)	214067
---------------------------	--------------	--------

d Total of balance and additions (add b and c(6))	7d	672390
---	-----------	--------

e Deductions:

(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	27837	
(2) Administration charge made by carrier	7e(2)	3461	
(3) Transferred to separate account	7e(3)	59468	
(4) Other (specify below)	7e(4)	13025	

▶ LN DISTRIBUTION

(5) Total deductions	7e(5)	103791
----------------------------	--------------	--------

f Balance at the end of the current year (subtract e(5) from d)	7f	568599
---	-----------	--------

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 D (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration</div>	<div>DFE/Participating Plan 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>	<div>OMB No. 1210-0110</div> <div>2009</div> <div>This Form is Open to Public Inspection.</div>
For calendar plan year 2009 or fiscal plan year beginning 01/01/2008 and ending 12/31/2008		
A Name of plan FERGUSON / NEVADA / HEARNE 401(K) PLAN		B Three-digit plan number (PN) ► 008
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 CRANE PLUMBING L.L.C.		D Employer Identification Number (EIN) 36-3721652
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: SIA-A PRM CR VAL EQ		
b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INSURANCE		
c EIN-PN 04-1590850-010	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 22813
a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-BA DESTINATION RETIREMENT 2030		
b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INSURANCE		
c EIN-PN 04-1590850-029	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 8862
a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-BC DESTINATION RETIREMENT INCO		
b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INSURANCE		
c EIN-PN 04-1590850-030	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 3423
a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-BE DESTINATION RETIREMENT 2040		
b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INSURANCE		
c EIN-PN 04-1590850-031	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 723
a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-I PREMIER INT'L EQUITY		
b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INSURANCE		
c EIN-PN 04-1590850-044	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 6514
a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-L SEL BLUE CHIP GR II		
b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INSURANCE		
c EIN-PN 04-1590850-047	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 3535
a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-M PREMIER BALANCED		
b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INSURANCE		
c EIN-PN 04-1590850-067	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 25048
For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.		
Schedule D (Form 5500) 2009 v.092308.1		

a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-Q SEL MID CAP GR**b** Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INSURANCE

c EIN-PN 04-1590850-102	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 4091
--------------------------------	------------------------	--

a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-S PREM SMALL CO OPPTY II**b** Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INSURANCE

c EIN-PN 04-1590850-103	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 30661
--------------------------------	------------------------	---

a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-SV SELECT FOCUSED VALUE**b** Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INSURANCE

c EIN-PN 04-1590850-108	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 14744
--------------------------------	------------------------	---

a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-W2 CONTRAFUND**b** Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INSURANCE

c EIN-PN 04-1590850-114	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 93320
--------------------------------	------------------------	---

a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-W4 NEW HORIZONS**b** Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INSURANCE

c EIN-PN 04-1590850-116	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 33563
--------------------------------	------------------------	---

a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-X SELECT INDEXED EQTY**b** Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INSURANCE

c EIN-PN 04-1590850-133	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 49875
--------------------------------	------------------------	---

a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-ZN SEL NASDAQ-100**b** Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INSURANCE

c EIN-PN 04-1590850-151	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 3299
--------------------------------	------------------------	--

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

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

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

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

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

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

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

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

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

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2009 This Form is Open to Public Inspection
For calendar plan year 2009 or fiscal plan year beginning <u>01/01/2008</u> and ending <u>12/31/2008</u>		
A Name of plan <u>FERGUSON / NEVADA / HEARNE 401(K) PLAN</u>	B Three-digit plan number (PN) ►	<u>008</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>CRANE PLUMBING L.L.C.</u>	D Employer Identification Number (EIN) <u>36-3721652</u>	

Part I	Asset and Liability Statement		(a) Beginning of Year	(b) End of Year
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.				
	Assets			
a	Total noninterest-bearing cash	1a		
b	Receivables (less allowance for doubtful accounts):			
	(1) Employer contributions	1b(1)		
	(2) Participant contributions	1b(2)		
	(3) Other	1b(3)		
c	General investments:			
	(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
	(2) U.S. Government securities	1c(2)		
	(3) Corporate debt instruments (other than employer securities):			
	(A) Preferred	1c(3)(A)		
	(B) All other	1c(3)(B)		
	(4) Corporate stocks (other than employer securities):			
	(A) Preferred	1c(4)(A)		
	(B) Common	1c(4)(B)		
	(5) Partnership/joint venture interests	1c(5)		
	(6) Real estate (other than employer real property)	1c(6)		
	(7) Loans (other than to participants)	1c(7)		
	(8) Participant loans	1c(8)	57527	49331
	(9) Value of interest in common/collective trusts	1c(9)	0	0
	(10) Value of interest in pooled separate accounts	1c(10)	479657	300470
	(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)	0	0
	(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)	458323	568599
	(15) Other	1c(15)	0	0

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	995507	918400

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	995507	918400
---	-----------	--------	--------

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)	30159	
(B) Participants	2a(1)(B)	107761	
(C) Others (including rollovers)	2a(1)(C)	0	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		137920

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)	4995	
(F) Other	2b(1)(F)	21612	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		26607

(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)	0	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		0

(3) Rents	2b(3)		
-----------------	--------------	--	--

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

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate.....	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		-186420
(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		-21893

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	47160	
(2) To insurance carriers for the provision of benefits	2e(2)	0	
(3) Other	2e(3)	0	
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		47160
f Corrective distributions (see instructions)	2f		0
g Certain deemed distributions of participant loans (see instructions).....	2g		2265
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	5789	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		5789
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		55214

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		-77107
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: CROWE HORWATH LLP

(2) EIN: 35-0921680

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.).....	☒		10742
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.).....		☒	
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.)		☒	
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.).....		☒	
e Was this plan covered by a fidelity bond?.....	☒		2000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		☒	
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?		☒	
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?		☒	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....	☒		
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.).....		☒	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....		☒	
l Has the plan failed to provide any benefit when due under the plan?		☒	
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)

**Ferguson/Nevada/Hearne
401(k) Plan
Rosemont, Illinois**

FINANCIAL STATEMENTS
December 31, 2008 and 2007

Ferguson/Nevada/Hearne
401(k) Plan

FINANCIAL STATEMENTS
December 31, 2008 and 2007

CONTENTS

REPORT OF INDEPENDENT AUDITORS	1
FINANCIAL STATEMENTS	
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS	3
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS	4
NOTES TO FINANCIAL STATEMENTS	5
SUPPLEMENTAL SCHEDULES	
SCHEDULE H, LINE 4i - SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS	13
SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)	14



Crowe Horwath LLP
Member Horwath International

REPORT OF INDEPENDENT AUDITORS

The Plan Administrator of the
Ferguson/Nevada/Hearne 401(k) Plan
Piscataway, New Jersey

We were engaged to audit the financial statements and supplemental schedules of the Ferguson/Nevada/Hearne 401(k) Plan as of December 31, 2008 and 2007 and for the year ended December 31, 2008, as listed in the accompanying contents page. These financial statements and the supplemental schedules are the responsibility of the Plan's management.

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

Payroll records for certain Plan participants for the year ended December 31, 2006 and Plan records supporting the allocation of participant contributions and employer contributions to participant accounts for the year ended December 31, 2007 are not available to allow us to perform sufficient testing of the allocation of net assets available for benefits among participant accounts as of December 31, 2008 and 2007. The Plan's records do not permit the application of other auditing procedures sufficient for us to otherwise satisfy ourselves as to the propriety of participant account balances as of December 31, 2008 and 2007.

Because of the significance of the information in the Plan's statements of net assets available for benefits as of December 31, 2008 and 2007 and supplemental schedules that we did not or were unable to audit, as described in the preceding two paragraphs, the scope of our work was not sufficient to enable us to express, and we do not express, an opinion on the accompanying statements of net assets available for benefits and supplemental schedules taken as a whole. Because of the significance of the information that we did not audit, as described in the second

preceding paragraph, we are unable to, and do not express an opinion on the accompanying statement of changes in net assets available for benefits for the year ended December 31, 2008. The form and content of the information included in the 2008 statement of changes in net assets available for benefits, other than that derived from the information certified by the custodian, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Crowe Horwath LLP

Crowe Horwath LLP

Oak Brook, Illinois
March 31, 2010

Ferguson/Nevada/Hearne
401(k) Plan
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
December 31, 2008 and 2007

	<u>2008</u>	<u>2007</u>
ASSETS		
Investments at fair value (Note 5)		
Guaranteed Investment Accounts	\$ 546,998	\$ 450,312
Pooled separate accounts	300,470	479,657
Participant Loans	<u>49,331</u>	<u>57,527</u>
	896,799	987,496
Receivables		
Employer contributions	4,816	1,280
Participant contributions	<u>6,104</u>	<u>4,411</u>
	<u>10,920</u>	<u>5,691</u>
Total Assets	<u>907,719</u>	<u>993,187</u>
Net assets, reflecting all investments at fair value	907,719	993,187
Adjustment from fair value to contract value		
For fully benefit-responsive investment contracts	<u>21,601</u>	<u>8,011</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u>\$ 929,320</u>	<u>\$ 1,001,198</u>

See accompanying notes to financial statements.

Ferguson/Nevada/Hearne
401(k) Plan

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
Years ended December 31, 2008

	<u>2008</u>
Additions to net assets attributed to:	
Investment income (Note 5)	
Net (depreciation) appreciation in fair value of investments	\$ (186,420)
Interest income	<u>26,607</u>
	(159,813)
 Contributions	
Employer	33,695
Participants	<u>109,454</u>
Total contributions	<u>143,149</u>
 Total additions	(16,664)
 Deductions from net assets attributed to:	
Benefits paid to participants	49,425
Administrative Expenses	<u>5,789</u>
Total deductions	<u>55,214</u>
 Net decrease	(71,878)
 Net assets available for benefits	
Beginning of year	<u>1,001,198</u>
 End of year	<u>\$ 929,320</u>

See accompanying notes to financial statements.

Ferguson/Nevada/Hearne
401(k) Plan
Notes to Financial Statements
December 31, 2008 and 2007

NOTE 1 - DESCRIPTION OF THE PLAN

The Ferguson/Nevada/Hearne 401(k) Plan ("the Plan") is a defined contribution plan established by Crane Plumbing L.L.C. ("the Company") to provide a savings and investment plan for the benefit of Ferguson, Nevada, and Hearne union employees. 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: Massachusetts Life Insurance Company ("the Custodian" or "Mass Mutual") invests plan assets in pooled separate and guaranteed investment accounts. Employees of the Company are eligible to participate in the Plan upon attaining the age of 21. In order to be eligible to receive employer contributions, participants must have completed one year of service, as defined, in addition to the 21 years of age requirement. The Plan is subject to certain provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

Contribution Policy: Participants may elect to contribute up to 20% of pre-tax annual compensation, as defined in the Plan, subject to the maximum allowed by the Internal Revenue Code ("IRC"). Participants who attain the age of 50 by the end of the plan year may make additional pre-tax "catch up" contributions up to \$5,000 for 2008. Participants may also contribute amounts representing distributions from other qualified defined benefit or contribution plans.

For 2008, the Company elected to make a matching contribution to the Plan of 40% of a participant's contributions not in excess of 5% of the participant's eligible compensation for all participants who work at the Hearne and Nevada locations.

Participant Accounts: Each participant's account is credited with the participant's contributions, the Company's contributions, and allocations of plan earnings. Allocations are based on participant earnings, deferrals 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: Participant's are immediately vested in their contributions plus actual earnings thereon. Vesting in the Company's contributions of their accounts, plus earnings thereon, is based on years of continuous service as follows:

<u>Years of Service</u>	<u>Vesting Percentage</u>
1	20%
2	40
3	60
4	80
5	100

(Continued)

Ferguson/Nevada/Hearne
401(k) Plan
Notes to Financial Statements
December 31, 2008 and 2007

NOTE 1 - DESCRIPTION OF THE PLAN (Continued)

Effective May 31, 2007, the Hearne location closed resulting in approximately 50% reduction of participants. This event resulted in a partial termination of the Plan. The accumulated benefits of the affected employees became fully vested as of their dates of employment termination.

Loans to Participants: The Plan allows participants to borrow against their account balances. The loan is limited to the lesser of a maximum of \$50,000 or 50% of the participant's vested account balance at the time the loan is issued. The minimum loan withdrawal amount is \$1,000. The loans are secured by the balance in the participant's account and bear interest at a rate determined under the provisions of the Plan. Principal and interest payments are paid ratably through payroll deductions.

Payments 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, annual installments over a period of time determined by applicable life expectancies, partial withdrawals, or a 100% joint and survivor annuity. For termination of service due to other reasons, a participant may receive the value of their vested interest in his or her account as a lump-sum distribution.

The Plan also allows participants to withdraw amounts for reason of financial hardship and after attaining the age of 59 ½ as stated within the plan document. Except for reasons of hardship and withdrawal, at or after the age of 59 ½, or qualified loans as described above, participants may not elect withdrawals on their accounts until they terminate employment.

Forfeited Accounts: Forfeited accounts are used to pay plan expenses and to reduce future employer contributions. At December 31, 2008 and 2007, forfeited non-vested accounts totaled \$8,489 and \$7,820, respectively.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting: The accompanying financial statements have been prepared under the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America.

Payment of Benefits: Benefits are recorded when paid.

Investment Valuation and Income Recognition: The contract under the guaranteed interest account is fully benefit responsive. It is valued at fair value as determined by Mass Mutual to be the liquidation basis of the contract, under the contract's withdrawal provisions, since the contract, by its terms, is not transferable.

Investments are reported at fair value, as described in Note 4.

(Continued)

Ferguson/Nevada/Hearne
401(k) Plan
Notes to Financial Statements
December 31, 2008 and 2007

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Net assets available for benefits reflects the contract value of the Plan's investments in fully benefit-responsive contracts, due to a separate adjustment presented in the statement of net assets available for benefits to increase or decrease the carrying amount of these investments to contract value, as applicable. Contract value represents contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses, and is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan.

Purchases and sales are recorded on a trade-date basis. Interest income is recorded on the accrual basis.

Adoption of New Accounting Standards: In September 2006, the FASB issued Statement No. 157, *Fair Value Measurements* (FAS 157). This Statement defines fair value, establishes a framework for measuring fair value, and expands disclosures about fair value measurements. This Standard is effective for financial statements issued for fiscal years beginning after November 15, 2007. In October 2008, the FASB issued Staff Position (FSP) 157-3, *Determining the Fair Value of a Financial Asset when the Market for That Asset Is Not Active*. This FSP clarifies the application of FAS 157 in a market that is not active. The impact of adoption of these standards as of January 1, 2008 was not material to the Plan's net assets available for benefits.

Expenses of the Plan: All expenses of the Plan are paid from the assets of the Plan except to the extent paid by the Company. Expenses paid by the Plan in 2008 were \$5,789.

Use of Estimates: The preparation of the Plan's financial statements in conformity with accounting principles generally accepted in the United States of America requires the Plan's management to make estimates and assumptions that affect certain reported amounts of net assets available for benefits as well as the revenues and expenses recognized during the reporting period. Accordingly, actual results could differ from those estimates.

Risks and Uncertainties: The Plan provides for various investment options in pooled separate accounts and a guaranteed investment contract. The underlying investment securities are exposed to various risks, such as interest rate, market, liquidity and credit risks. Due to the level of risk associated with certain investment securities and the level of uncertainty related to changes in the value of investment securities, it is at least reasonably possible that changes in 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.

(Continued)

NOTE 3 - INCOME TAX STATUS

The Internal Revenue Service has informed Mass Mutual, the Plan's custodian, by a letter dated April 23, 2002, that the Prototype Non-Standardized Profit Sharing Plan upon which the Company's Plan is designed is in accordance with the applicable sections of the IRC. The Plan has been amended by the Company; however, the plan administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC.

NOTE 4 - INVESTMENTS - FAIR VALUE MEASUREMENTS

FAS 157 defines fair value as the price that would be received by the Plan for an asset or paid by the Plan to transfer a liability (an exit price) in an orderly transaction between market participants on the measurement date in the Plan's principal or most advantageous market for the asset or liability. FAS 157 establishes a framework for measuring fair value. This 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), the next priority to quoted values based on observable inputs (Level 2 measurements), and the lowest priority to values based on unobservable inputs (Level 3 measurements).

The three levels of the fair value hierarchy under FASB Statement No. 157 are briefly described below:

- 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. For example, stocks listed on a recognized exchange or listed mutual funds.
- 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 Significant unobservable inputs that reflect the Plan's own assumptions about the assumptions that market participants would use in pricing an asset or liability. Inputs to the valuation methodology are unobservable and significant to the fair value measurement. For example, real estate using an independent appraisal process would be Level 3.

(Continued)

Ferguson/Nevada/Hearne
401(k) Plan
Notes to Financial Statements
December 31, 2008 and 2007

NOTE 4 - INVESTMENTS - FAIR VALUE MEASUREMENTS (Continued)

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

Following is a description of the valuation methodologies used for assets measured at fair value as of December 31, 2008.

Pooled separate accounts - The fair values of participation units held in pooled separate accounts, are based on their net asset values, as reported by the managers of the pooled separate accounts and as supported by the unit prices of actual purchase and sale transactions occurring as of or close to the financial statement date (level 2 inputs).

Guaranteed interest contracts - Valued at fair value to be the liquidation basis of the contract. The liquidation basis is calculated by an Actuary of Mass Mutual by taking into account the interest rate being earned by the contract compared to the assumed interest rates Mass Mutual can obtain for new investments based on the Barclays Capital U.S. Aggregate index, excluding Treasuries, for the latest calendar month published. (Level 3 inputs).

Participant loans - Valued at the sum of all outstanding balances without accrued interest. (Level 3 inputs).

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.

The following table sets forth by level, within the fair value hierarchy, the Plan's assets measured at fair value on a recurring basis, as of December 31, 2008.

Assets at Fair Value as of December 31, 2008				
	Level 1	Level 2	Level 3	Total
Pooled separate accounts	\$0	\$300,470	\$0	\$300,470
Guaranteed interest contracts	0	0	546,998	546,998
Participant loans	0	0	49,331	49,331
Total Investments at Fair Value	<u>\$0</u>	<u>\$300,470</u>	<u>\$596,329</u>	<u>\$896,799</u>

(Continued)

Ferguson/Nevada/Hearne
401(k) Plan
Notes to Financial Statements
December 31, 2008 and 2007

NOTE 4 - INVESTMENTS - FAIR VALUE MEASUREMENTS (Continued)

The following tables set forth a summary of changes in the fair value of the Plan's Level 3 assets for the year ended December 31, 2008.

	Level 3 Assets	
	Year Ended December 31, 2008	
	Participant Loans	Fixed Rate Fund/GIC
Balance, beginning of the year	\$57,527	\$450,312
Unrealized gains (losses)	0	(13,590)*
Interest and dividend income	4,995	0
Purchases/New Loans and (sales/repayments)	(13,191)	110,276
Balance, end of year	\$49,331	\$546,998

*Unrealized appreciation (depreciation) of the fully benefit-responsive investment contract is reported as an increase (decrease) in Plan investments and as an offsetting decrease (increase) in the adjustment from fair value to contract value reported in the 2008 statement of net assets available for benefits, with no effect on the 2008 change in net assets available for benefits.

Included in the Plan's 2008 statement of changes in net assets available for benefits are \$4,995 of interest and dividend income and \$13,590 of unrealized depreciation pertaining to level 3 investments that are still held by the Plan as of December 31, 2008.

NOTE 5 - INVESTMENTS - UNAUDITED INFORMATION

Mass Mutual holds investments of the Plan and executes transactions therein, and substantially all information pertaining to investments included in the financial statements has been certified by them. This information has not been audited by independent accountants.

The following table presents the fair values of the Plan's investments that represent 5% or more of the Plan's net assets as of December 31, 2008 and 2007:

<u>Description</u>	<u>2008</u>	<u>2007</u>
Investments at fair value		
MassMutual Guaranteed Interest Account (Contract values: 2008-\$568,599; 2007-\$458,323)	\$ 546,998	\$ 450,312
MassMutual Select Indexed Equity Account	49,875	89,486
MassMutual Contrafund Account	93,320	135,217

During 2008, the Plan's pooled separate accounts (including gains and losses on investments bought and sold, as well as held, during the year) depreciated in value by \$186,420.

During 2008, the Plan's investments earned interest income of \$26,607.

(Continued)

Ferguson/Nevada/Hearne
401(k) Plan
Notes to Financial Statements
December 31, 2008 and 2007

NOTE 6 - PARTY-IN-INTEREST TRANSACTIONS

Parties-in-interest are defined under Department of Labor regulations as any fiduciary of the Plan, any party rendering service to the Plan, the employer, and certain others. The Plan invests in a guaranteed investment contract and pooled separate accounts issued by Mass Mutual, the custodian of the Plan. Accordingly, these investments qualify as party-in-interest investments. The Plan also held participant loans which qualify as party-in-interest investments.

Certain professional fees for the administration and audit of the Plan were paid by the Company. Expenses paid to parties-in-interest were \$5,789 in 2008.

NOTE 7 - PLAN TERMINATION

Although it has not expressed an intention 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 the Plan's termination, participants will become 100% vested in their accounts.

NOTE 8 - RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of net assets available per the financial statements to net assets per the Form 5500 for the plan years ended December 31, 2008 and 2007:

	December 31,	
	<u>2008</u>	<u>2007</u>
Net assets available for benefits per the financial statements	\$ 929,320	\$1,001,198
Less: Employer Contributions Receivable	(4,816)	(1,280)
Employee Contributions Receivable	<u>(6,104)</u>	<u>(4,411)</u>
Net assets available for benefits per the Form 5500	<u>\$ 918,400</u>	<u>\$ 995,507</u>

The following is a reconciliation of the decrease in net assets available per the financial statements to the net (loss) income per the Form 5500 for the Plan year ended December 31, 2008.:

	December 31,
	<u>2008</u>
(Decrease) increase in net assets per the financial statement	\$ (71,878)
Less: Current Year Employer Contribution Receivable	(4,816)
Current Year Employee Contribution Receivable	(6,104)
Plus: Prior Year Employer Contribution Receivable	1,280
Prior Year Employee Contribution Receivable	<u>4,411</u>
Net (loss) income per the Form 5500	<u>\$ (77,107)</u>

(Continued)

Ferguson/Nevada/Hearne
401(k) Plan
Notes to Financial Statements
December 31, 2008 and 2007

NOTE 9 - INVESTMENT CONTRACT WITH INSURANCE COMPANY

The Plan holds fully benefit-responsive investment contracts with Mass Mutual ("the Issuer"). Mass Mutual maintains the contributions in its general account. The account is credited with interest based on the contractual crediting interest rate and charged for participant withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investments at contract value. Contract value represents contributions made under the contracts, plus earnings, less participant withdrawals and administrative expenses. There are no reserves against contract value for credit risk of the Issuer or otherwise.

The Plan's investment contracts specify certain conditions under which distributions from the contract would be payable at amounts below contract value. Such circumstances include Plan termination, Plan Merger, premature contract termination initiated by the Company, and certain other Company-initiated events that result in distributions exceeding a set amount. The contract limits the circumstances under which the Issuer may terminate the contract. Examples of circumstances which would allow the Issuer to terminate the contract include the Plan's loss of its qualified status, plan termination or partial plan termination, contributions to the Plan are less than \$50,000 for two consecutive years, or during a year withdrawals exceed 50% of the total balance of the Guaranteed Interest Account and the Separate Accounts. If one of these events were to occur, the Issuer could terminate the contract at an amount less than contract value. Mass Mutual has not terminated the contract as a result of any partial plan terminations incurred by the Plan. Currently, management believes that the occurrence of an event that would cause the Plan to transact contract distributions at less than contract value is not probable.

The crediting interest rate of the contract is based on an agreed-upon formula with the Issuer, as defined in the contract agreement. Such interest rates are reviewed on an annual basis for resetting. The key factors that influence future interest crediting rates could include the following: the level of market interest rates; the amount and timing of participant contributions, transfers and withdrawals into/out of the contract; and the duration of the underlying investments backing the contract.

	<u>2008</u>	<u>2007</u>
Average yields:		
Based on annualized earnings	4.33%	3.65%
Based on interest rate credited to participants	4.33%	3.65%

NOTE 10 - SUBSEQUENT EVENT

Effective January 1, 2009, the Plan has been frozen. No contributions will be permitted and all participants became 100% vested in their accounts.

SUPPLEMENTAL SCHEDULES

Ferguson/Nevada/Hearne
401(k) Plan
Schedule H line 4a - SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS
Year ended December 31, 2008

Name of Plan Sponsor: Crane Plumbing L.L.C.
Employer Identification Number: 36-3721652
Three Digit Plan Number: 008

Participant Contributions of the Current Plan Year Not Deposited Into the Plan Within the Time Period Described in 29 CFR 2510.3-102	\$ 10,742
Plus: Delinquent Deposits of Prior Year Participant Contributions Not Corrected Prior to the Current Plan Year	_____ -
Total Delinquent Participant Contributions (line 4a of Schedule H)	\$ 10,742
Less: Amount fully corrected under the DOL's Voluntary Fiduciary Correction Program (VFC Program) and PTE 2002-51	_____ -
Delinquent Deposits of Participant Contributions Constituting Nonexempt Prohibited Transactions	<u>\$ 10,742*</u>

*The plan administrator is in the process of correcting the late contributions.

Ferguson/Nevada/Hearne
401(k) Plan
Schedule H line 4i - SCHEDULE OF ASSETS (HELD AT YEAR END)
December 31, 2008

Name of Plan Sponsor: Crane Plumbing L.L.C.
Employer Identification Number: 36-3721652
Three Digit Plan Number: 008

(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
*	Massachusetts Life Insurance Company ("MassMutual")	Guaranteed Interest Account	\$	568,599
<u>Pooled Separate Accounts</u>				
*	MassMutual	Premier Core Value Equity Account		22,813
*	MassMutual	Destination Retirement 2030 Account		8,862
*	MassMutual	Destination Retirement 2040 Account		723
*	MassMutual	Destination Retirement Income Account		3,423
*	MassMutual	Premier International Equity Account		6,514
*	MassMutual	Select Blue Chip Growth II Account		3,535
*	MassMutual	Premier Balanced Account		25,048
*	MassMutual	Select Mid-Cap Growth Account		4,091
*	MassMutual	Premier Small Co Opportunities II Account		30,661
*	MassMutual	Select Focused Value Account		14,744
*	MassMutual	Contrafund Account		93,320
*	MassMutual	New Horizons Account		33,563
*	MassMutual	Select Indexed Equity Account		49,875
*	MassMutual	Select NASDAQ 100 Account		3,298
	Participant Loans	Interest rates of 6% to 10.25%		49,331
				\$ 918,400

* Denotes investment held by a party-in-interest.

**No cost information is provided since all investments are participant directed.

**SCHEDULE C
(Form 5500)**

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Service Provider Information

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

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

Official Use Only

OMB No. 1210-0110

2008

**This Form is Open to
Public Inspection.**

For calendar plan year 2008 or fiscal plan year beginning _____ and ending _____

A Name of plan FERGUSON/NEVADA/HEARNE 401(K) PLAN	B Three-digit plan number ► 008
C Plan sponsor's name as shown on line 2a of Form 5500 CRANE PLUMBING L.L.C.	D Employer Identification Number 36-3721652

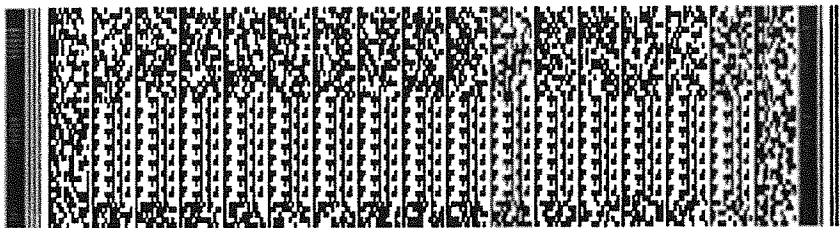
Part I Service Provider Information (see instructions)

- 1** Enter the total dollar amount of compensation paid by the plan to all persons, other than those listed below, who received compensation during the plan year: **1** 0
- 2** On the first item below list the contract administrator, if any, as defined in the instructions. On the other items, list service providers in descending order of the compensation they received for the services rendered during the plan year. List only the top 40. 103-12 IEs should enter N/A in (c) and (d).

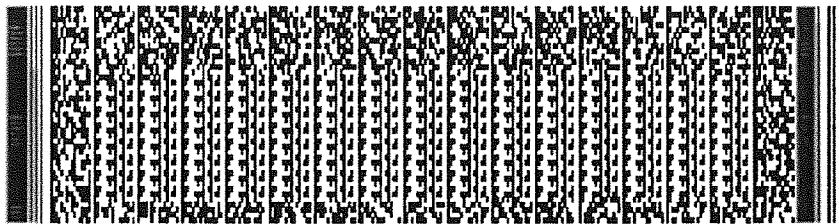
(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position	
		Contract administrator	
(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of service code(s) (see instructions)
			12

(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position	
MASSACHUSETTS MUTUAL LIFE INSURANCE	04-1590850	RECORD KEEPER	
(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of service code(s) (see instructions)
SERVICE PROVIDER	0	5789	24

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500. v11.3 Schedule C (Form 5500) 2008



(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position	
(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of service code(s) (see instructions)
(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position	
(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of service code(s) (see instructions)
(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position	
(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of service code(s) (see instructions)



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

(a) Name _____ (b) EIN _____

(c) Position _____

(d) Address _____

(e) Telephone No. _____

Explanation: _____

(a) Name _____ (b) EIN _____

(c) Position _____

(d) Address _____

(e) Telephone No. _____

Explanation: _____

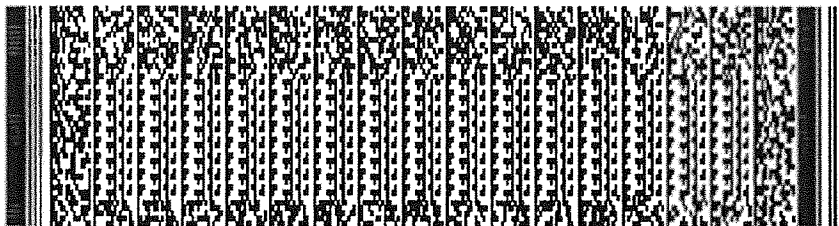
(a) Name _____ (b) EIN _____

(c) Position _____

(d) Address _____

(e) Telephone No. _____

Explanation: _____



**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 sections 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.**

Official Use Only

OMB No. 1210-0110

2008

**This Form Is Open to
Public Inspection.**

For calendar year 2008 or fiscal plan year beginning _____ and ending _____

A Name of plan
FERGUSON/NEVADA/HEARNE 401 (K) PLAN

B Three-digit
plan number ► 008

C Plan sponsor's name as shown on line 2a of Form 5500
CRANE PLUMBING L.L.C.

D Employer Identification Number
36-3721652

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 plan year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits). 04-1590850

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

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

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

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? ☐ Yes ☐ No ☐ N/A
If the plan is a defined benefit plan, go to line 7.

5 If a waiver of the minimum funding standard for a prior plan year is being amortized in this plan year, see instructions, and enter the date of the ruling letter granting the waiver ► 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.

6a 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 7 and 8 and complete line 9.

7 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

8 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. (See instructions.) ☐ Increase ☐ Decrease ☐ No

Part IV Coverage (See Instructions.)

9 Check the box for the test this plan used to satisfy the coverage requirements ☐ ratio percentage test ☐ average benefit test

For Paperwork Reduction Act Notice and OMB Control Numbers, see the Instructions for Form 5500. v11.3 Schedule R (Form 5500) 2008

