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 01/01/2009 and ending 12/31/2009

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

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

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

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

Part II Basic Plan Information—enter all requested information

1a Name of plan
SMR TECHNOLOGIES, INC. DEFINED BENEFIT PENSION PLAN FOR UNION EMPLOYEES

1b Three-digit plan number (PN) ▶ 002

1c Effective date of plan 01/01/1989

2a Plan sponsor's name and address (employer, if for a single-employer plan)
(Address should include room or suite no.)
B/E AEROSPACE, INC. DBA SMR TECHNOLOGIES, INC.

1400 CORPORATE CENTER WAY
WELLINGTON, FL 33414

2b Employer Identification Number (EIN) 06-1209796

2c Sponsor's telephone number 561-791-5000

2d Business code (see instructions) 326200

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.	07/29/2010	RENE J. LANDRY
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	07/29/2010	RENE J. LANDRY
	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")
B/E AEROSPACE, INC. DBA SMR TECHNOLOGIES, INC.

1400 CORPORATE CENTER WAY
WELLINGTON, FL 33414

3b Administrator's EIN
06-1209796

3c Administrator's telephone number
561-791-5000

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**	166
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**	80
b	Retired or separated participants receiving benefits	**6b**	56
c	Other retired or separated participants entitled to future benefits	**6c**	15
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	151
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	5
f	Total. Add lines **6d** and **6e**	**6f**	156
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	10
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:
1B 1G

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)	X	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)	X	Trust
(4)		General assets of the sponsor

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

a Pension Schedules

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

b General Schedules

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

SCHEDULE SB (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Single-Employer Defined Benefit Plan Actuarial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500 or 5500-SF.**

OMB No. 1210-0110

2009

This Form is Open to Public Inspection

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

▶ **Round off amounts to nearest dollar.**

▶ **Caution:** A penalty of $1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan
SMR TECHNOLOGIES, INC. DEFINED BENEFIT PENSION PLAN FOR UNION EMPLOYEES

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF
B/E AEROSPACE, INC. DBA SMR TECHNOLOGIES, INC.

D Employer Identification Number (EIN)
06-1209796

E Type of plan: [X] Single [ ] Multiple-A [ ] Multiple-B

F Prior year plan size: [ ] 100 or fewer [X] 101-500 [ ] More than 500

Part I Basic Information

1 Enter the valuation date: Month 01 Day 01 Year 2009

2	Assets:			
a	Market value	**2a**		1625411
b	Actuarial value	**2b**		1787952
3	Funding target/participant count breakdown		**(1)** Number of participants	**(2)** Funding Target
a	For retired participants and beneficiaries receiving payment	**3a**	56	930845
b	For terminated vested participants	**3b**	13	42618
c	For active participants:			
	(1) Non-vested benefits	**3c(1)**		1114479
	(2) Vested benefits	**3c(2)**		37485
	(3) Total active	**3c(3)**	97	1151964
d	Total	**3d**	166	2125427
4	If the plan is at-risk, check the box and complete items (a) and (b) [ ]			
a	Funding target disregarding prescribed at-risk assumptions	**4a**		
b	Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been at-risk for fewer than five consecutive years and disregarding loading factor	**4b**		
5	Effective interest rate	**5**		8.15 %
6	Target normal cost	**6**		69860

Statement by Enrolled Actuary

To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

SIGN HERE

	07/28/2010
Signature of actuary	Date
MILDRED J. STALLWORTH	08-01390
Type or print name of actuary	Most recent enrollment number
USI CONSULTING GROUP	212-878-0404
Firm name	Telephone number (including area code)
470 PARK AVENUE SOUTH, 5TH FLOOR NEW YORK, NY 10016	
Address of the firm	

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions [ ]

Part II Beginning of year carryover and prefunding balances

		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (Item 13 from prior year)	102106	0
8	Portion used to offset prior year's funding requirement (Item 35 from prior year)	101860	0
9	Amount remaining (Item 7 minus item 8)	246	0
10	Interest on item 9 using prior year's actual return of -21.78 %	-54	
11	Prior year's excess contributions to be added to prefunding balance:		
a	Excess contributions (Item 38 from prior year)		0
b	Interest on (a) using prior year's effective rate of 6.18 %		0
c	Total available at beginning of current plan year to add to prefunding balance		0
d	Portion of (c) to be added to prefunding balance		0
12	Reduction in balances due to elections or deemed elections	0	0
13	Balance at beginning of current year (item 9 + item 10 + item 11d – item 12)	192	0

Part III Funding percentages

14	Funding target attainment percentage	14	84.12 %
15	Adjusted funding target attainment percentage	15	84.12 %
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	91.91 %
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and liquidity shortfalls

18 Contributions made to the plan for the plan year by employer(s) and employees:

(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
01/20/2009	19053				
04/15/2009	35118				
07/15/2009	14004				
09/10/2009	6830				
10/10/2009	24561				
06/10/2010	14658				
			Totals ► 18(b)	114224	18(c) 0

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:

a	Contributions allocated toward unpaid minimum required contribution from prior years.	19a	
b	Contributions made to avoid restrictions adjusted to valuation date	19b	
c	Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	109162

20 Quarterly contributions and liquidity shortfalls:

a Did the plan have a "funding shortfall" for the prior year? [X] Yes [ ] No

b If 20a is "Yes," were required quarterly installments for the current year made in a timely manner? [X] Yes [ ] No

c If 20a is "Yes," see instructions and complete the following table as applicable:

Liquidity shortfall as of end of Quarter of this plan year

(1) 1st	(2) 2nd	(3) 3rd	(4) 4th
0	0	0	0

Part V Assumptions used to determine funding target and target normal cost

21 Discount rate:

a Segment rates:

1st segment: %	2nd segment: %	3rd segment: %	[X] N/A, full yield curve used

b Applicable month (enter code) **21b**

22 Weighted average retirement age	**22**	64

23 Mortality table(s) (see instructions) [X] Prescribed - combined [ ] Prescribed - separate [ ] Substitute

Part VI Miscellaneous items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment.		[ ] Yes [X] No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment.		[X] Yes [ ] No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment		[X] Yes [ ] No
27 If the plan is eligible for (and is using) alternative funding rules, enter applicable code and see instructions regarding attachment	**27**	

Part VII Reconciliation of unpaid minimum required contributions for prior years

28 Unpaid minimum required contribution for all prior years	**28**	
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (item 19a)	**29**	
30 Remaining amount of unpaid minimum required contributions (item 28 minus item 29)	**30**	0

Part VIII Minimum required contribution for current year

31 Target normal cost, adjusted, if applicable (see instructions)	**31**	69860

32 Amortization installments:

	Outstanding Balance	Installment
a Net shortfall amortization installment	209949	39302
b Waiver amortization installment		

33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	**33**	
34 Total funding requirement before reflecting carryover/prefunding balances (item 31 + item 32a + item 32b – item 33)	**34**	109162

	Carryover balance	Prefunding balance	Total balance
35 Balances used to offset funding requirement	0	0	0

36 Additional cash requirement (item 34 minus item 35)	**36**	109162
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (Item 19c)	**37**	109162
38 Interest-adjusted excess contributions for current year (see instructions)	**38**	0
39 Unpaid minimum required contribution for current year (excess, if any, of item 36 over item 37)	**39**	0
40 Unpaid minimum required contribution for all years	**40**	0

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

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

A Name of plan
SMR TECHNOLOGIES, INC. DEFINED BENEFIT PENSION PLAN FOR UNION EMPLOYEES

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
B/E AEROSPACE, INC. DBA SMR TECHNOLOGIES, INC.

D Employer Identification Number (EIN)
06-1209796

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)

UBS FIDUCIARY TRUST COMPANY

22-2704960

(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?
26	NONE	11207	Yes [ ] No [X]	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 ☐

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

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

Part I Service Provider Information (continued)

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

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

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

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

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

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

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

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

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

OMB No. 1210-0110

2009

This Form is Open to Public Inspection.

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

A Name of plan
SMR TECHNOLOGIES, INC. DEFINED BENEFIT PENSION PLAN FOR UNION EMPLOYEES

B Three-digit plan number (PN) ▶ 002

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
B/E AEROSPACE, INC. DBA SMR TECHNOLOGIES, INC.

D Employer Identification Number (EIN)
06-1209796

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: WTFSC-LARGE COMPANY VALUE

b Name of sponsor of entity listed in (a): WT FIDUCIARY TRUST COMPANY

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
26-3783374-907	C	180716

a Name of MTIA, CCT, PSA, or 103-12 IE: WTFSC- INTERMEDIATE FIXED INCOME

b Name of sponsor of entity listed in (a): WT FIDUCIARY TRUST COMPANY

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
26-3783383-908	C	247254

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

b Name of sponsor of entity listed in (a): WT FIDUCIARY TRUST COMPANY

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
26-3783687-920	C	156525

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

b Name of sponsor of entity listed in (a): WT FIDUCIARY TRUST COMPANY

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
26-3783650-914	C	243686

a Name of MTIA, CCT, PSA, or 103-12 IE: WTFSC- S & P 500 INDEX

b Name of sponsor of entity listed in (a): WT FIDUCIARY TRUST COMPANY

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
26-3783703-921	C	187135

a Name of MTIA, CCT, PSA, or 103-12 IE: WTFSC- MID-CAP GROWTH

b Name of sponsor of entity listed in (a): WT FIDUCIARY TRUST COMPANY

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
26-3783748-929	C	61677

a Name of MTIA, CCT, PSA, or 103-12 IE: WTFSC-LARGE CO DOMESTIC GROWTH

b Name of sponsor of entity listed in (a): WT FIDUCIARY TRUST COMPANY

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
26-3783775-932	C	165846

a Name of MTIA, CCT, PSA, or 103-12 IE: WTFSC- MID-CAP FUNDAMENTAL VALUE

b Name of sponsor of entity listed in (a): WT FIDUCIARY TRUST COMPANY

c EIN-PN 26-3783919-945	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 65759

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

b Name of sponsor of entity listed in (a): WT FIDUCIARY TRUST COMPANY

c EIN-PN 26-3783890-941	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 247897

a Name of MTIA, CCT, PSA, or 103-12 IE: WTFSC- MONEY MARKET PORTFOLIO

b Name of sponsor of entity listed in (a): WT FIDUCIARY TRUST COMPANY

c EIN-PN 26-3783342-903	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 102296

a Name of MTIA, CCT, PSA, or 103-12 IE: WTFSC- SMALL COMPANY VALUE PORTFOLI

b Name of sponsor of entity listed in (a): WT FIDUCIARY TRUST COMPANY

c EIN-PN 26-3783724-926	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 62926

a Name of MTIA, CCT, PSA, or 103-12 IE: WTFSC- SMALL COMPANY GROWTH PORTFOL

b Name of sponsor of entity listed in (a): WT FIDUCIARY TRUST COMPANY

c EIN-PN 26-3783319-901	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 64409

a Name of MTIA, CCT, PSA, or 103-12 IE: WTFSC-INTERNATIONAL EQUITY GROWTH

b Name of sponsor of entity listed in (a): WT FIDUCIARY TRUST COMPANY

c EIN-PN 26-3783561-911	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 140717

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

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

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

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

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

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

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

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

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

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

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

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

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

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

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

2009

This Form is Open to Public Inspection

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

A Name of plan
SMR TECHNOLOGIES, INC. DEFINED BENEFIT PENSION PLAN FOR UNION EMPLOYEES

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
B/E AEROSPACE, INC. DBA SMR TECHNOLOGIES, INC.

D Employer Identification Number (EIN)
06-1209796

Part I Asset and Liability Statement

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	6830	14658
(2) Participant contributions	1b(2)		
(3) Other	1b(3)	0	
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	1511	5456
(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)		
(9) Value of interest in common/collective trusts	1c(9)	1617360	1926843
(10) Value of interest in pooled separate accounts	1c(10)		
(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)		
(15) Other	1c(15)		

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(1) Employer securities	1d(1)		
	(2) Employer real property	1d(2)		
e	Buildings and other property used in plan operation	1e		
f	Total assets (add all amounts in lines 1a through 1e)	1f	1625701	1946957
	Liabilities			
g	Benefit claims payable	1g		
h	Operating payables	1h		
i	Acquisition indebtedness	1i		
j	Other liabilities	1j		
k	Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	1625701	1946957

Part II Income and Expense Statement

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

	Income		(a) Amount	(b) Total
a	**Contributions:**			
	(1) Received or receivable in cash from: **(A)** Employers	2a(1)(A)	114224	
	(B) Participants	2a(1)(B)		
	(C) Others (including rollovers)	2a(1)(C)		
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		114224
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	13	
	(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)		
	(F) Other	2b(1)(F)		
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		13
	(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
	(B) Common stock	2b(2)(B)	519	
	(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)		519
	(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)		0

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0
(6) Net investment gain (loss) from common/collective trusts	2b(6)		333790
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(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		16020
d Total income. Add all **income** amounts in column (b) and enter total	2d		464566
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	132103	
(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)		132103
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)	11207	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		11207
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		143310
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		321256
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: MCGLADREY & PULLEN, LLP (2) EIN: 42-0714325

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

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

Part IV Compliance Questions

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

During the plan year:

		Yes	No	Amount
a	Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	4a		X	
b	Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	4b		X	
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		200000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j	X		
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n		X	

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

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

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

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 01/01/2009 and ending 12/31/2009

A Name of plan
SMR TECHNOLOGIES, INC. DEFINED BENEFIT PENSION PLAN FOR UNION EMPLOYEES

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
B/E AEROSPACE, INC. DBA SMR TECHNOLOGIES, INC.

D Employer Identification Number (EIN)
06-1209796

Part I Distributions

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

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

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

EIN(s): 26-3523944

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

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

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

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

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

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

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

6 **a** Enter the minimum required contribution for this plan year **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

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**

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

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

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

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

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

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):

McGladrey & Pullen
Certified Public Accountants

SMR Technologies, Inc. Defined Benefit Pension Plan for Union Employees

Financial Statements as of and for the Years Ended December 31, 2009 and 2008, Supplemental Schedules as of and for the Year Ended December 31, 2009, and Independent Auditors' Report

McGladrey & Pullen, LLP is a member firm of RSM International,
an affiliation of separate and independent legal entities.

SMR TECHNOLOGIES, INC.
DEFINED BENEFIT PENSION PLAN FOR UNION EMPLOYEES

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McGladrey & Pullen
Certified Public Accountants

Independent Auditor's Report

To the Plan Administrator
SMR Technologies, Inc. Defined Benefit Pension Plan for Union Employees
Wellington, Florida

We were engaged to audit the accompanying statements of net assets available for benefits of SMR Technologies, Inc. Defined Benefit Pension Plan for Union Employees (the "Plan") as of December 31, 2009 and 2008, and the related statements of changes in net assets available for benefits for the years then ended, and the supplemental schedules of assets held and reportable transactions as of and for the year ended December 31, 2009. These financial statements and supplemental schedules are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the United States 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 investment information summarized in Note 8, which was certified or provided by Wilmington Trust, the trustee of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedules. We have been informed by the Plan Administrator that the trustee holds the Plan's investment assets and executes investment transactions. As disclosed in Note 8, the Plan Administrator has obtained certifications from the trustee regarding the completeness and accuracy of the investment information provided to the Plan Administrator by the trustee as of and for the years ended December 31, 2009 and 2008.

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 schedules taken as a whole. The form and content of the information included in the financial statements and supplemental schedules, other than that derived from the information certified or provided by the trustee, 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 United States Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

McGladrey & Pullen, LLP

West Palm Beach, Florida
July 26, 2010

McGladrey & Pullen, LLP is a member firm of RSM International,
an affiliation of separate and independent legal entities.

SMR TECHNOLOGIES, INC.
DEFINED BENEFIT PENSION PLAN FOR UNION EMPLOYEES

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
AS OF DECEMBER 31, 2009 AND 2008

	2009	2008
ASSETS:		
Investments:		
Common trust funds – fixed income	$ 841,133	$ 997,212
Common trust funds – equities	1,085,710	620,148
Total investments	1,926,843	1,617,360
Employer contribution receivable	14,658	6,830
Cash equivalents	5,456	1,511
NET ASSETS AVAILABLE FOR BENEFITS	$ 1,946,957	$ 1,625,701

See accompanying notes to financial statements.

SMR TECHNOLOGIES, INC.
DEFINED BENEFIT PENSION PLAN FOR UNION EMPLOYEES

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS FOR THE YEARS ENDED DECEMBER 31, 2009 AND 2008

	2009	2008
ADDITIONS:		
Net appreciation (depreciation) in fair value of investments	$ 333,790	$ (461,927)
Employer contributions	114,224	6,830
Other income	16,020	--
Interest and dividends	532	4,100
Total additions (reductions)	464,566	(450,997)
DEDUCTIONS:		
Benefits paid to participants	(132,103)	(123,361)
Investment advisory fees	(11,207)	(12,905)
Total deductions	(143,310)	(136,266)
NET INCREASE (DECREASE)	321,256	(587,263)
NET ASSETS AVAILABLE FOR BENEFITS—Beginning of year	1,625,701	2,212,964
NET ASSETS AVAILABLE FOR BENEFITS—End of year	$1,946,957	$1,625,701

See accompanying notes to financial statements.

SMR TECHNOLOGIES, INC.
DEFINED BENEFIT PENSION PLAN FOR UNION EMPLOYEES

NOTES TO FINANCIAL STATEMENTS
AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2009 AND 2008

1. DESCRIPTION OF PLAN

General—The following description of the SMR Technologies, Inc. Defined Benefit Pension Plan for Union Employees (the "Plan") is provided for general information purposes only. Participants should refer to the Plan document for more complete information.

The Plan is a defined benefit pension plan covering full-time salaried and hourly employees of SMR Technologies, Inc. (the "Company") that are members of Local Union No. 874, *United Steel Workers of America*, pursuant to the Collective Bargaining Agreement between the Company and Local Union No. 874 effective June 5, 1997. It is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"). The amount of the Company's contribution is recommended by the Plan's actuaries and is designed both to fund normal costs on a current basis and to amortize credits and charges arising from Plan amendments over 30 years. The Plan was amended and restated effective January 1, 2009.

Benefits—At normal retirement age of 65, a participant with five or more years of credited service, or currently employed at age 65, is entitled to a monthly pension benefit equal to a specified factor multiplied by the participant's years of benefit service. Years of benefit service start with the later of the participant's date of hire or January 1, 1989.

The factor used in determining the monthly pension benefit is $21.00 and $20.00 for retirements, disabilities, or terminations occurring after May 8, 2009 and May 8, 2008, respectively, and remains at $21.00 for such events occurring between May 8, 2010 and 2011. For retirements, disabilities, or terminations occurring prior to May 8, 2008 the monthly factor was $19.50.

The Plan allows a participant with 10 or more years of credited service to elect early retirement at any time between ages 55 to 64. The monthly benefit is reduced by 0.4% for each month that the participant's retirement date precedes attainment of age 62.

Participants with five or more years of credited service who become disabled receive a monthly pension of the applicable benefit rate multiplied by the years of benefit service.

Retirement benefits are normally payable in the form of a single-life annuity with a five-year term certain for an unmarried participant and a reduced qualified joint and survivor annuity for a married participant.

Beginning January 1, 2009, a non spouse beneficiary may elect to rollover an eligible distribution into an individual retirement account or annuity under the Internal Revenue Code section 408(a) and 408(b), respectively.

Death Benefits—Participants with a surviving spouse may be eligible for a Qualified Preretirement Survivor Annuity. Unless an optional form of benefit was selected, if the participant dies after the earliest retirement age of 55, the spouse would receive the same benefit as if the participant retired the day prior to death. If the participant dies on or before age 55, the spouse will receive the same benefit as if the participant had:

a. Separated from service on the date of death,

b. Survived to the earliest retirement age,

c. Retired with an immediate qualified joint and survivor annuity at the earliest retirement age, and

d. Died on the day after age 55.

The spouse can elect to receive payment the month after the deceased would have reached age 55. If no such election was made, payments will commence the time the deceased would have reached age 65 or later, if the spouse elects. However, distributions must begin before the later of:

a. December 31 of the calendar year immediately following the calendar year of death, or

b. December 31 of the calendar year in which the deceased would have reached age 70½.

For unmarried participants, the benefit would be payable to the designated beneficiary in accordance with the same provisions as described above, except that the requirement that distributions commence within one calendar year of death does not apply.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation—The accompanying financial statements have been prepared on the accrual basis.

Valuation of Investments—Investments in bank common trust funds are stated at fair value based on the unit prices quoted by the fund, representing the fair value of each fund portfolio's underlying net assets as of December 31. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation (depreciation) includes the plan's gains and losses on investments bought and sold as well as held during the year.

Valuation of Accumulated Plan Benefits—Accumulated plan benefits are those future periodic payments, including lump-sum distributions, that are attributable under the Plan's provisions to the service employees have rendered. Accumulated plan benefits include benefits expected to be paid to: (a) retired or terminated employees or their beneficiaries, (b) beneficiaries of employees who have died, and (c) present employees or their beneficiaries. Benefits under the Plan are based on employees' years of benefit service (see Note 1). Benefits payable under all circumstances—retirement, death, disability, and termination of employment—are included, to the extent they are deemed attributable to employee service rendered to the date as of which the benefit information is presented (the "valuation date").

The actuarial present value of accumulated Plan benefits is determined by an actuary from USI Consulting Group and is that amount that results from applying actuarial assumptions to adjust the accumulated plan benefits to reflect the time value of money (through discounts for interest) and the probability of payment (by means of decrements such as for death, disability, withdrawal, or retirement) between the valuation date and the expected date of payment.

Payments of Benefits—Benefit payments to participants are recorded upon distribution.

Cash Equivalents—Highly liquid investments having an original maturity date of three months or less are considered cash equivalents.

Administrative Expenses—Certain expenses of the Plan are paid directly by the Company.

Use of Estimates—The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the actuarial present value of accumulated plan benefits, and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of changes in net assets and accumulated plan benefits during the reporting period. Actual results could differ from those estimates.

Recent Accounting Pronouncements—The Financial Accounting Standards Board (FASB) issued new guidance on accounting for uncertainty in income taxes. The Plan adopted this new guidance for the year ended December 31, 2009. Management evaluated the Plan's tax positions and concluded that the Plan had maintained its tax exempt status and had taken no uncertain tax positions that require adjustment to the financial statements. Therefore, no provision or liability for income taxes has been included in the financial statements.

In April 2009, the FASB issued additional guidance on the disclosure requirements of fair value measurements including defining major categories of debt and equity securities. The Plan adopted the enhanced disclosure requirements of this standard as of December 31, 2009.

In September 2009, the FASB issued an amendment that provides guidance on how entities should estimate fair value of certain alternative investments. The fair value of investments within the scope of this guidance can now be determined using net asset value (NAV) per share as a practical expedient, when the fair value is not readily determinable, unless it is probable the investment will be sold at something other than NAV. It also requires disclosure of certain attributes by major category of alternative investments, regardless of whether the practical expedient was used. The Plan adopted this guidance as of December 31, 2009. The adoption of this guidance did not have a material impact on the Plan's financial statements.

In January 2010, FASB issued ASU No. 2010-6, Fair Value Measurements and Disclosures – Improving Disclosures About Fair Value Measurements, which requires new disclosures and reasons for transfers between level 1 and level 2 measurements under the fair value hierarchy. This amendment also clarifies that disclosures about inputs and valuation techniques are required for both level 2 and level 3 measurements. With the exception of the following sentences, the amendment is effective and not yet adopted for periods beginning on or after December 15, 2009. The amendment further clarifies that the reconciliation of level 3 measurements should separately present purchases, sales, issuances and settlements instead of netting these changes. This portion of the amendment is effective for periods beginning on or after December 15, 2010 and has not yet been adopted.

Subsequent events—The Plan Administrator has evaluated subsequent events through July 26, 2010, the date the financial statements were available to be issued.

3. INCOME TAX STATUS

The Plan obtained its latest determination letter on March 5, 2004, in which the Internal Revenue Service ("IRS") stated that the Plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code (the "Code"). The Plan has been amended since receiving the determination letter. However, the Plan administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the Code.

4. FUNDING POLICY

Contributions for each fiscal year of the Plan are accrued based on actuarially computed pension costs and, in total, are equal to or in excess of amounts required to be funded under provisions of ERISA. The Company's funding contribution for 2009 and 2008 was $114,224 and $6,830, respectively.

5. ACTUARIAL PRESENT VALUE OF ACCUMULATED PLAN BENEFITS

The significant actuarial assumptions used in the valuations as of December 31, 2009 and 2008, were: (a) life expectancy of participants and disabled mortality rates (the RP-2000 Pre and Post Retirement Mortality Table was used for 2009 and 2008), (b) retirement age assumptions (the assumed average retirement age was 64 in 2009 and 2008), and (c) investment return. The 2009 and 2008 valuations included assumed average rates of return on investments of 7%.

The foregoing actuarial assumptions are based on the presumption that the Plan will continue. Were the Plan to terminate, different actuarial assumptions and other factors might be applicable in determining the actuarial present value of accumulated plan benefits.

On May 8, 2008, the factor used in determining the monthly pension benefit increased from $19.50 to $20.00. This increased the present value of accumulated benefits by $30,658 during 2008. On May 8, 2009, the monthly benefit factor increased from $20.00 to $21.00. This increased the present value of accumulated benefits by $61,806 during 2009.

The actuarial present value of accumulated benefits at December 31, 2009 and 2008 consisted of the following:

	2009	2008
Vested benefits:		
Participants currently receiving payments	$1,227,826	$ 957,782
Other participants	1,433,005	1,311,358
Total vested benefits	2,660,831	2,269,140
Nonvested benefits	15,983	42,372
Total actuarial present value of accumulated benefits	$2,676,814	$2,311,512

The change in actuarial present value of accumulated benefits for the years ended December 31, 2009 and 2008 consisted of the following:

	2009	2008
Actuarial present value of accumulated benefits—beginning of year	$2,311,512	$2,134,867
Increase (decrease) during year attributable to:		
Change in Plan provisions	61,806	30,658
Benefits accumulated	278,417	124,227
Interest due to the decrease in discount period	157,182	145,121
Benefits paid	(132,103)	(123,361)
Net increase	365,302	176,645
Actuarial present value of accumulated benefits—end of year	$2,676,814	$2,311,512

6. PLAN TERMINATION

While the Plan sponsor has not expressed any intent to discontinue the Plan, it may do so, subject to the provisions of ERISA. In the event of termination of the Plan, available net assets will be allocated to benefits as prescribed by ERISA, generally in the following order:

a. Annuity benefits that former employees or their beneficiaries have been receiving for at least three years, or that employees eligible to retire for that three-year period would have been receiving if they had retired with benefits in the normal form of annuity under the Plan. The priority amount is limited to the lowest benefit that was payable (or would have been payable) during those three years. The amount is further limited to the lowest benefit that would be payable under Plan provisions in effect at any time during the five years preceding Plan termination.

b. Other vested benefits insured by the Pension Benefit Guaranty Corporation ("PBGC"), a U.S. governmental agency, up to the applicable limitations (discussed below).

c. All other vested benefits (that is, vested benefits not insured by the PBGC).

d. All nonvested benefits.

Certain benefits under the Plan are insured by the PBGC if the Plan terminates. Generally, the PBGC guarantees most vested normal age retirement benefits, early retirement benefits, and certain disability and survivor's pensions. However, the PBGC does not guarantee all types of benefits under the Plan, and the amount of benefit protection is subject to certain limitations. Vested benefits under the Plan are guaranteed at the level in effect on the date of the Plan's termination. However, there is a statutory ceiling, which is adjusted periodically, on the amount of an individual's monthly benefit that the PBGC guarantees. That ceiling applies to those pensioners who elect to receive their benefits in the form of a single-life annuity and are at least 65 years old at the time of retirement or Plan termination (whichever comes later). For younger annuitants or for those who elect to receive their benefits in some form more valuable than a single-life annuity, the corresponding ceilings are actuarially adjusted downward.

Whether all participants receive their benefits should the Plan terminate at some future time will depend on the sufficiency, at that time, of the Plan's net assets to provide those benefits and may also depend on the level of benefits guaranteed by the PBGC.

7. RELATED PARTY TRANSACTIONS

All investments are shares of trust funds managed by Wilmington Trust, as defined by the Plan. Transactions with the trustee qualify as party-in-interest. Fees of $11,207 and $12,905 were paid by the Plan to the trustee for the years ended December 31, 2009 and 2008, respectively.

8. INFORMATION CERTIFIED BY TRUSTEE (UNAUDITED)

The following is a summary of the investment information as of and for the years ended December 31, 2009 and 2008, included throughout the Plan's financial statements and supplemental schedules, that was prepared by or derived from information provided by Wilmington Trust, the Plan's trustee, and furnished to the Plan Administrator. The Plan Administrator has obtained certifications from the trustee that information provided to the Plan Administrator by the trustee as of December 31, 2009 and 2008, and for the years then ended, related to the following investments and investment activity is complete and accurate. Accordingly, as permitted by 29 CFR 2520.103-8 of the DOL's Rules and Regulations for Reporting and Disclosure under ERISA, the Plan Administrator instructed the Plan's independent auditors not to perform any auditing procedures with respect to this information, except for comparing such certified information to information included in the Plan's financial statements and supplemental schedules.

Assets held for investment as of December 31, 2009, at cost and fair value, respectively:

	Cost	Fair Value	
Fixed income - Common collective trust ("CCT") funds:			
Wilmington Trust Strategic Bond Fund	$ 222,975	$ 243,686	*
Wilmington Trust Intermediate Fixed Income Fund	214,114	247,254	*
Wilmington Trust Short Duration Fund	223,477	247,897	*
Wilmington Trust Money Market Fund	102,815	102,296	*
Total CCT funds - fixed income	763,381	841,133	
Equities - CCT funds:			
Wilmington Trust Large Company Value Fund	172,120	180,716	*
Wilmington Trust S&P 500 Index Fund	202,592	187,135	*
Wilmington Trust Overseas Equity Fund	148,641	156,525	*
Wilmington Trust Large Company Domestic Growth Fund	155,232	165,846	*
Wilmington Trust International Growth Fund	132,215	140,717	*
Wilmington Trust Mid-Cap Fundamental Value Fund	63,256	65,759	
Wilmington Trust Small Company Value Fund	58,919	62,926	
Wilmington Trust Mid-Cap Growth Fund	55,053	61,677	
Wilmington Trust Small Company Growth Fund	56,388	64,409	
Total CCT funds - equities	1,044,416	1,085,710	
Total assets held for investment	$ 1,807,797	$ 1,926,843	

*Fair value of the investments representing 5% or more of the net assets available for benefits as of December 31, 2009.

Assets held for investment as of December 31, 2008, at cost and fair value, respectively:

	Cost	Fair Value
Fixed income—Common collective trust ("CCT") funds:		
Wilmington Trust Strategic Bond Fund	$ 460,263	$ 421,957
Wilmington Trust Intermediate Fixed Income Fund	213,497	238,126
Wilmington Trust Short Duration Fund	234,172	236,120
Wilmington Trust Money Market Fund	101,578	101,009
Total CCT funds—fixed income	1,009,510	997,212
Equities—CCT funds:		
Wilmington Trust Large Company Value Fund	130,323	113,410
Wilmington Trust S&P 500 Index Fund	172,913	107,517
Wilmington Trust Overseas Equity Fund	128,285	100,586
Wilmington Trust Large Company Domestic Growth Fund	124,326	86,515
Wilmington Trust International Growth Fund	115,355	72,866
Wilmington Trust Mid-Cap Fundamental Value Fund	58,276	37,548
Wilmington Trust Small Company Value Fund	49,510	36,732
Wilmington Trust Mid-Cap Growth Fund	46,559	34,935
Wilmington Trust Small Company Growth Fund	49,439	30,033
Wilmington Trust US Allocation Fund	6	6
Total CCT funds—equities	874,992	620,148
Total assets held for investment	$ 1,884,502	$ 1,617,360

*Fair value of the investments representing 5% or more of the net assets available for benefits as of December 31, 2008.

As of December 31, 2009 and 2008, the trustees also certified $5,456 and $1,511, respectively of cash equivalents held by the Plan as complete and accurate.

Investment activity for the years ended December 31, 2009 and 2008 was certified as follows:

	2009	2008
Interest and dividends	$ 532	$ 4,100
Net appreciation (depreciation) in fair value of common collective trust funds	333,790	(461,927)

9. Fair Value Measurements

Accounting Standards Codification (ASC) 820 defines fair value, establishes a framework for measuring fair value, and expands disclosures about fair value measurement. ASC 820 also emphasizes that fair value is a market-based measurement, not an entity-specific measurement, and sets out a fair value hierarchy with the highest priority being quoted prices in active markets. Under ASC 820, fair value measurements are disclosed by level within that hierarchy. The three levels of the fair value hierarchy under ASC 820 are 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.

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'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. There have been no changes in the methodologies used at December 31, 2009 and 2008.

Investments in bank common trust funds are stated at fair value based on the unit prices quoted by the fund, representing the fair value of each fund portfolio's underlying net assets at year end.

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 major category and level, within the fair value hierarchy, the Plan's assets measured at fair value as of December 31, 2009:

	Level 1	Level 2	Level 3	Total
Common Collective Trust Funds				
Fixed Income Funds	$ --	$ 841,133	$ --	$ 841,133
Value Funds	--	465,926	--	465,926
Growth Funds	--	432,649	--	432,649
Index Funds	--	187,135	--	187,135
	$ --	$ 1,926,843	$ --	$ 1,926,843

The following table sets forth by major category and level, within the fair value hierarchy, the Plan's assets measured at fair value as of December 31, 2008:

	Level 1	Level 2	Level 3	Total
Common Collective Trust Funds				
Fixed Income Funds	$ --	$ 997,212	$ --	$ 997,212
Value Funds	--	288,276	--	288,276
Growth Funds	--	224,349	--	224,349
Index Funds	--	107,517	--	107,517
Balanced Funds	--	6	--	6
	$ --	$ 1,617,360	$ --	$ 1,617,360

As noted above, the fair value of investments in common collective trust funds are estimated using net asset value per unit at year end. The common collective funds are invested primarily in mutual funds, stocks and bonds that are actively traded. There are no unfunded commitments related to any of these investments. All of these investments can be redeemed daily without notice at the current net asset value per share based on the fair value of the underlying assets.

10. RISKS AND UNCERTAINTIES

The Plan provides for investment in any combination of common trust funds with different investment strategies. These investment securities are exposed to various risks, such as interest rate, market, and credit. 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 risk in the near term could materially affect the amounts reported in the statements of the net assets available for benefits.

Plan contributions are made and the actuarial present value of accumulated plan benefits are reported based on certain assumptions pertaining to interest rates, inflation rates and employee demographics, all of which are subject to change. Due to uncertainties inherent in the estimatations and assumptions process, it is at least reasonably possible that changes in these estimates and assumptions in the near term would be material to the financial statements.

The Pension Protection Act of 2006, as amended, imposes certain benefit limitations for qualified defined benefit plans that do not meet certain funding thresholds, Collectively bargained plans have a delayed effective date for application of the benefit restriction rules which is generally the earlier of (i) the end of an agreement ratified before January 1, 2008 and (ii) January 1, 2010. The calculation of a plan's funded status is generally based on the ratio of the plan's assets to the actuarial present value of accrued benefits and is referred to as the Adjusted Funding Target Attainment Percentage ("AFTAP"). The potential limitations are summarized as follows:

AFTAP	Benefit Limitations
80% or higher	No limitations, but plan amendments that would increase benefits cannot take effect if the increased benefits would reduce the ratio below 80%
60% to 80%	Lump sum and other accelerated forms of benefit payments are partially restricted and the plan is prohibited from increasing benefits unless the benefit increase is funded prior to the effective date of the change
Below 60%	Lump sum and other accelerated forms of benefit payments are prohibited and participant benefits are frozen

The AFTAP for the Plan was 84.1% for 2009 and has been certified at 67.6% for 2010. Because the Plan's AFTAP is between 60% to 80% certain limitations as noted above will commence January 1, 2010.

* * * * * *

SUPPLEMENTAL SCHEDULES

SMR TECHNOLOGIES, INC.
DEFINED BENEFIT PENSION PLAN FOR UNION EMPLOYEES
FORM 5500, SCHEDULE H, LINE 4i
SCHEDULE OF ASSETS (HELD AT END OF YEAR)
AS OF DECEMBER 31, 2009

(a)	(b) Identity of Issuer, Borrower, Lessor, or Similar Party	(c) Description of Investment, Including Maturity Date, Rate of Interest, Collateral, or Maturity Value	(d) Cost	(e) Current Value
		Fixed income—CCT Funds:		
*	Wilmington Trust	Strategic Bond Fund	$ 222,975	$ 243,686
*	Wilmington Trust	Intermediate Fixed Income Fund	214,114	247,254
*	Wilmington Trust	Short Duration Fund	223,477	247,897
*	Wilmington Trust	Money Market Fund	102,815	102,296
		Total CCT Funds - fixed income	763,381	841,133
		Equities—CCT Funds:		
*	Wilmington Trust	Large Company Value Fund	172,120	180,716
*	Wilmington Trust	S&P 500 Index Fund	202,592	187,135
*	Wilmington Trust	Overseas Equity Fund	148,641	156,525
*	Wilmington Trust	Large Company Domestic Growth Fund	155,232	165,846
*	Wilmington Trust	International Growth Fund	132,215	140,717
*	Wilmington Trust	Mid-Cap Fundamental Value Fund	63,256	65,759
*	Wilmington Trust	Small Company Value Fund	58,919	62,926
*	Wilmington Trust	Mid-Cap Growth Fund	55,053	61,677
*	Wilmington Trust	Small Company Growth Fund	56,388	64,409
		Total CCT Funds - equities	1,044,416	1,085,710
		Total investments	$ 1,807,797	$ 1,926,843

* Indicates party-in-interest to the Plan

SMR TECHNOLOGIES, INC.
DEFINED BENEFIT PENSION PLAN FOR UNION EMPLOYEES
FORM 5500, SCHEDULE H, LINE 4j
SCHEDULE OF REPORTABLE TRANSACTIONS
FOR THE YEAR ENDED DECEMBER 31, 2009

	(a) Identity of Party Involved	(b) Description of Asset	(c)(h) Purchase Price and Value on Transaction Date	(d)(h) Selling Price and Value on Transaction Date	(e) Lease Rental	(f) Expense Incurred with Transaction	(g) Cost of Asset	(i) Net Gain (Loss)
*	Wilmington Trust	Strategic Bond Fund	$ 24,817	$ 239,569	**	***	$ 262,106	$ (22,537)
*	Wilmington Trust	Intermediate Fixed Income Fund	38,785	44,782	**	***	38,168	6,614
*	Wilmington Trust	Short Duration Fund	29,863	42,431	**	***	40,559	1,872
*	Wilmington Trust	Overseas Equity Fund	52,132	28,083	**	***	31,776	(3,693)
*	Wilmington Trust	International Growth	51,688	25,690	**	***	34,828	(9,138)

* Indicates party-in-interest to the Plan

** Lease rental information is not applicable and therefore is not included.

*** Expenses were not incurred with these transactions and therefore are not included.

EIN: 06-1209796
PN: 002
Plan Name: SMR Technologies, Inc. Defined Benefit Pension Plan for Union Employees
Plan Year: 01/01/2009- 12/31/2009

Schedule SB, LINE 19- Discounted Employer Contributions

DISCOUNTED EMPLOYER CONTRIBUTIONS

Contribution Date	Plan Year Contribution Applies	Applicable Effective Interest Rate	Contribution Timing	Interest-Adjusted Contribution
01/20/2009	2009	8.15%	On Time	18,975
04/15/2009	2009	8.15%	On Time	34,343
07/15/2008	2009	8.15%	On Time	13,430
09/10/2009	2009	8.15%	On Time	6,470
10/10/2009	2009	8.15%	On Time	23,118
06/10/2010	2009	8.15%	On Time	12,826

EIN: 06-1209796
PN: 002
Plan Name: SMR Technologies, Inc. Defined Benefit Pension Plan for Union Employees
Plan Year: 01/01/2009- 12/31/2009

Schedule SB, LINE 22-Statement of Weighted Average Retirement Age

The assumed rates of retirement listed below indicate what percentage of the surviving lives at the specified age are assumed to retire. The Weighted Average Retirement Age is determined by calculating the average age at retirement of a 100 life population retiring in accordance with the assumed rates.

(1) Assumed Retirement Age	(2) Lives Remaining	(3) Assumed Rate of Retirement	(4) Lives Retiring	(5) Weighted Retirement Age [(1) x (4)]
62	100.00	25.00%	25.00	1550.00
63	75.00	10.00%	7.50	472.50
64	67.50	10.00%	6.75	432.00
65	60.75	100.00%	60.75	3948.75
			Weighted Average Retirement Age [sum of column (4)]:	**64.03**

* Column (4) = Column (3) x [number of lives not yet retired]

EIN: 06-1209796
PN: 002
Plan Name: SMR Technologies, Inc. Defined Benefit Pension Plan for Union Employees
Plan Year: 01/01/2009- 12/31/2009

ACTUARIAL METHOD AND ASSUMPTIONS

General Description

The obligation of the plan with respect to the plan's benefits and the contributions to fund these obligations is determined as of each valuation date based on:

a) the provisions of the plan,

b) the data for plan participants,

c) the plan's assets, and

d) the actuarial assumptions and actuarial cost method.

Actuarial assumptions, other than the interest assumptions, are primarily made to estimate the amount and incidence of benefit payments; the interest rate assumption is made to estimate the portion of the plan benefits that will come from investment return and the portion that will come from contributions by the plan sponsor. No specific actuarial cost method or assumptions are prescribed by the plan. The assumptions selected for this valuation and the actuarial cost method are described below.

Actuarial Assumptions and Procedures

PPA 2006 Mandated Mortality
Pre and Post Retirement: IRS 2009 Static Mortality Table.
The mortality rates are illustrated for selected ages below.

	Annual Rates of Mortality	
Attained Age	Males	Females
30	0.0394%	0.0207%
40	0.0890%	0.0491%
50	0.1500%	0.1145%
60	0.5013%	0.4593%

Rate of Retirement:

Age	Rate
30	25%
40	10%
50	10%
60	100%

EIN: 06-1209796
PN: 002
Plan Name: SMR Technologies, Inc. Defined Benefit Pension Plan for Union Employees
Plan Year: 01/01/2009- 12/31/2009

The average retirement age was computed as age 64. This was determined as follows:

Age	Exposure	Probability	No. of Exits
62	100.00	.25	25.00
63	75.00	.10	7.50
64	67.50	.10	6.75
65	60.75	1.00	60.75

Sum of exits x age = 6403.25
Sum divided by 100 = 64.03

Interest Rate: Full Yield Curve Rates as of October 1, 2008

Effective Interest Rate: 8.15%

Employee Withdrawal Rates: Rates have been assumed which vary by attained age. These rates are illustrated for selected ages below:

Age	Probability of Withdrawal (Table T-3)
25	5.27%
30	4.83
35	4.47
40	3.84
45	3.21
50	1.52
55	0.33
60	0.00

Credit Balances -$0 of funding standard account carryover balance has been forfeited
-$0 of pre-funding standard account balance has been forfeited

Disablement Rates: 1974-78 Society of Actuaries Study on Long Term Disability.

Disabled Mortality: PPA 2006 Mortality

Provision for Expenses: None

Benefit Form: Life Annuity.

EIN: 06-1209796
PN: 002
Plan Name: SMR Technologies, Inc. Defined Benefit Pension Plan for Union Employees
Plan Year: 01/01/2009- 12/31/2009

Top-Heavy Plan Years:	The plan is not top-heavy. Actuarial costs assume that all future plan years are not top-heavy.
Miscellaneous:	The valuation was prepared on an ongoing-plan basis. The valuation was based on participants of the Plan as of the valuation date and did not take future participants into account.
Asset Valuation Basis:	Market Value of plan assets adjusted to phase in asset gains & losses over a 2-year period. Valuation assets are further limited to a 10% corridor around Market Value.
Data:	Census data were supplied by the Plan Sponsor. Asset data was supplied by the Plan Trustee. While a review was made for reasonableness and consistency, the valuation fully relied on the providers for the accuracy and comprehensiveness of the data.
Expense Load:	None
Plan Benefits Not Considered:	None.
Mortality Used for Determining PBGC Premiums:	In accordance with legal mandate, the RP-2000 Mortality Table with sex distinct rates was used to determine liabilities and premiums.
Percent Married:	80% of males and 20% of females were assumed to be married.
Age of Spouse:	The female spouse is assumed to be 3 years younger than the male spouse.

In accordance with the Pension Protection Act of 2006 (PPA), the annual costs is equal to the Target Normal Cost plus the shortfall amortization charge minus any pre-funding and carry over funding standard account balances.

EIN: 06-1209796
PN: 002
Plan Name: SMR Technologies, Inc. Defined Benefit Pension Plan for Union Employees
Plan Year: 01/01/2009- 12/31/2009

SUMMARY OF PRINCIPAL PLAN PROVISIONS

Original Effective Date:		January 1, 1989
Last Restatement:		Effective Date January 1, 2001
Last Amendment:		May 8, 2007
Eligibility:		All employees of the company who are covered by the collective Bargaining Agreement with Local 874, URW.
Credited Service For:		
a.	Accrual of Benefits:	Aggregate periods of employment after January 1, 1989, with 1/12 of a year credited for each month.
b.	Accrual of Vesting:	Service is accrued based on elapsed periods of employment (including service prior to 1989 with B.F. Goodrich) Employees laid off between May 1, 2001 and August 31, 2002 are fully vested regardless of service.
Contributions:		Employer pays the entire cost of the plan.
Retirement Dates:		
a.	Normal:	First Day of the month coincident with or next following the participant's 65th birthday or completion of 5 years of service if later.
b.	Deferred Vested:	Completed at least 5 years of credited service for accrual of vesting (Employees laid off between May 1, 2001 and August 31, 2002 are fully vested).
c.	Early Retirement:	Age 55 with 10 years of vesting service.

d. Disability: Completed at least 5 years of vesting service and is deemed to be totally disabled so as to prevent the ability to meet the requirements of any job in the plant. Such disability must continue for at least 5 months and be presumed by a qualified physician to be permanent and continuous for the remainder of the employee's life.

Retirement Benefits (and Form):

a. Normal: The monthly normal retirement pension of an employee eligible for each year of benefit service is based on the following schedule:

Date of Termination Or Retirement	Rate
Before 05/08/1993	$ 9.00
05/08/1993 – 05/07/1994	10.00
05/08/1994 – 05/07/1995	10.50
05/08/1995 – 05/07/1996	11.00
05/08/1996 – 05/07/1997	11.50
05/08/1997 – 05/07/1998	12.00
05/08/1998 – 05/07/1999	13.00
05/08/1999 – 05/07/2000	13.50
05/08/2000 – 05/07/2001	14.00
05/08/2001 – 05/07/2002	14.50
05/08/2002 – 05/07/2003	15.50
05/08/2003 – 05/07/2004	16.50
05/08/2004 – 05/07/2005	18.00
05/08/2005 – 05/07/2006	18.50
05/08/2006 – 05/07/2007	19.00
05/08/2007 – 05/07/2008	19.50
05/08/2008 – 05/07/2009	20.00
05/08/2009 and later	21.00

The standard form of benefit is a life annuity with 5 year certain.

b. Deferred Vested: The accrued benefit payable at age 65, or as early as age 55 on an actuarially reduced basis from age 65 based on the UP1984 table, age set back of 2 years, with interest at 7%.

c.	Early Retirement:	The amount of the benefit is the amount accrued at retirement date reduced by .4% for each month by which the early retirement date precedes age 62.
d.	Disability:	An immediate monthly pension equal to the accrued benefit (unreduced for early commencement).

Accrued Benefit:	The portion of normal retirement benefit, accrued at any point in time, measured as service to the date of calculation, times the applicable in-force benefit multiplier.
Pre-Retirement Death Benefit:	Employer paid 50% pre-retirement surviving spouse benefit payable (to an eligible surviving spouse) if death occurs prior to retirement in the case of any vested active or terminated participant. Payable at participant's early (with reduction) or normal retirement date.
Changes Since Prior Year:	Benefit level changes: $19.50 effective May 8, 2007 $20.00 effective May 8, 2008 $21.00 effective May 8, 2009

EIN: 06-1209796
PN: 002
Plan Name: SMR Technologies, Inc. Defined Benefit Pension Plan for Union Employees
Plan Year: 01/01/2009- 12/31/2009

Schedule SB, LINE 32- Schedule of Amortization Bases

SCHEDULE OF AMORTIZATION BASES

TYPE OF BASE	BASE ESTABLISHMENT DATE	PRESENT VALUE OF REMAINING INSTALLMENT AMOUNT	REMAINING INSTALLMENT PERIOD	AMORTIZATION INSTALLMENT
Shortfall	01/01/2008	87,071	6.000	17,418
Shortfall	01/01/2009	122,878	7.000	21,884
Total		209,949		39,302

EIN: 06-1209796
PN: 002
Plan Name: SMR Technologies, Inc. Defined Benefit Pension Plan for Union Employees
Plan Year: 01/01/2009- 12/31/2009

Schedule SB, LINE 25- Change in Method

Market value of assets changed to asset smoothing.

Plan Name: SMR TECHNOLOGIES, INC. DEFINED BENEFIT PLAN FOR UNION EMPLOY
EIN: 31-153971
Plan Number: 001

Schedule SB, Line 26--Schedule of Active Participant Data																				
YEARS OF CREDITED SERVICE																				
	Under 1		1 to 4		5 to 9		10 to 14		15 to 19		20 to 24		25 to 29		30 to 34		35 to 39		40 & up	
Attained Age	No.	Average Comp.	No.	Average Comp.	No.	Average Comp.	No.	Average Comp.	No.	Average Comp.	No.	Average Comp.	No.	Average Comp.	No.	Average Comp.	No.	Average Comp.	No.	Average Comp.
Under 25	0		3		0		0		0		0		0		0		0		0	
25 to 29	1		1		0		0		0		0		0		0		0		0	
30 to 34	1		9		1		2		0		0		0		0		0		0	
35 to 39	0		7		3		2		0		0		0		0		0		0	
40 to 44	1		2		1		1		1		0		0		0		0		0	
45 to 49	0		7		2		1		2		0		1		2		0		0	
50 to 54	1		3		1		3		0		1		1		9		0		0	
55 to 59	0		3		0		1		0		1		3		8		0		0	
60 to 64	0		1		1		0		0		0		0		1		0		2	
65 to 69	0		0		0		1		0		0		0		1		3		0	
70 & up	0		0		0		0		0		0		0		0		0		1	

EIN: 06-1209796
PN: 002
Plan Name: SMR Technologies, Inc. Defined Benefit Pension Plan for Union Employees
Plan Year: 01/01/2009- 12/31/2009

ACTUARIAL COST METHODS

Traditional Unit Credit

The actuarial cost method used in the valuation was the unit credit cost method.

The normal cost is the sum of all the individual normal costs for each participant. For active participants, the individual normal cost is the present value of the benefit earned during the year being valued. For active participants whose credited service equals or exceeds the plan maximum, if any, and for non-active participants, the normal cost is zero.

The actuarial accrued liability is the sum of the individual accrued liabilities for all participants. The individual accrued liability for an active participant is the present value of the accrued benefit as of the valuation date. The unfunded liability is the actuarial accrued liability less the valuation assets.

The total annual cost of the plan is the normal cost plus an amount to amortize the shortfall amount.

Projected Unit Credit

The actuarial cost method used in the development of the maximum contribution and the at-risk liabilities was the projected unit credit cost method.

Under this method, the normal cost is the sum of the individual normal costs for all participants. For an active participant, the individual normal cost is the present value at the current age of the projected benefit at the assumed retirement age, based on the actuarial assumptions, divided by the participant's expected years of credited service at that age. For a non-active participant, the normal cost is zero.

The actuarial accrued liability is the sum of the individual accrued liabilities for all plan participants. For an active participant, the individual accrued liability is the product of the normal cost and the total years of credited service at the current age. For non-active participants, the individual accrued liability is the present value at the current age of future benefits. The unfunded actuarial accrued liability equals the actuarial accrued liability less the valuation assets.

EIN: 06-1209796
PN: 002
Plan Name: SMR Technologies, Inc. Defined Benefit Pension Plan for Union Employees
Plan Year: 01/01/2009- 12/31/2009

ACTUARIAL METHOD AND ASSUMPTIONS

General Description

The obligation of the plan with respect to the plan's benefits and the contributions to fund these obligations is determined as of each valuation date based on:

a) the provisions of the plan,

b) the data for plan participants,

c) the plan's assets, and

d) the actuarial assumptions and actuarial cost method.

Actuarial assumptions, other than the interest assumptions, are primarily made to estimate the amount and incidence of benefit payments; the interest rate assumption is made to estimate the portion of the plan benefits that will come from investment return and the portion that will come from contributions by the plan sponsor. No specific actuarial cost method or assumptions are prescribed by the plan. The assumptions selected for this valuation and the actuarial cost method are described below.

Actuarial Assumptions and Procedures

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Rate of Retirement:

Age	Rate
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40	10%
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60	100%

EIN: 06-1209796
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The average retirement age was computed as age 64. This was determined as follows:

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Sum divided by 100 = 64.03

Interest Rate: Full Yield Curve Rates as of October 1, 2008

Effective Interest Rate: 8.15%

Employee Withdrawal Rates: Rates have been assumed which vary by attained age. These rates are illustrated for selected ages below:

Age	Probability of Withdrawal (Table T-3)
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50	1.52
55	0.33
60	0.00

Credit Balances -$0 of funding standard account carryover balance has been forfeited
-$0 of pre-funding standard account balance has been forfeited

Disablement Rates: 1974-78 Society of Actuaries Study on Long Term Disability.

Disabled Mortality: PPA 2006 Mortality

Provision for Expenses: None

Benefit Form: 5 Year Certain & Life Annuity.

EIN: 06-1209796
PN: 002
Plan Name: SMR Technologies, Inc. Defined Benefit Pension Plan for Union Employees
Plan Year: 01/01/2009- 12/31/2009

Top-Heavy Plan Years:	The plan is not top-heavy. Actuarial costs assume that all future plan years are not top-heavy.
Miscellaneous:	The valuation was prepared on an ongoing-plan basis. The valuation was based on participants of the Plan as of the valuation date and did not take future participants into account.
Asset Valuation Basis:	Market Value of plan assets adjusted to phase in asset gains & losses over a 2-year period. Valuation assets are further limited to a 10% corridor around Market Value.
Data:	Census data were supplied by the Plan Sponsor. Asset data was supplied by the Plan Trustee. While a review was made for reasonableness and consistency, the valuation fully relied on the providers for the accuracy and comprehensiveness of the data.
Expense Load:	None
Plan Benefits Not Considered:	None.
Mortality Used for Determining PBGC Premiums:	In accordance with legal mandate, the RP-2000 Mortality Table with sex distinct rates was used to determine liabilities and premiums.
Percent Married:	80% of males and 20% of females were assumed to be married.
Age of Spouse:	The female spouse is assumed to be 3 years younger than the male spouse.

In accordance with the Pension Protection Act of 2006 (PPA), the annual costs is equal to the Target Normal Cost plus the shortfall amortization charge minus any pre-funding and carry over funding standard account balances.

SMR TECHNOLOGIES, INC.
DEFINED BENEFIT PENSION PLAN FOR UNION EMPLOYEES
FORM 5500, SCHEDULE H, LINE 4i
SCHEDULE OF ASSETS (HELD AT END OF YEAR)
AS OF DECEMBER 31, 2009

(a)	(b) Identity of Issuer, Borrower, Lessor, or Similar Party	(c) Description of Investment, Including Maturity Date, Rate of Interest, Collateral, or Maturity Value	(d) Cost	(e) Current Value
		Fixed income—CCT Funds:		
*	Wilmington Trust	Strategic Bond Fund	$ 222,975	$ 243,686
*	Wilmington Trust	Intermediate Fixed Income Fund	214,114	247,254
*	Wilmington Trust	Short Duration Fund	223,477	247,897
*	Wilmington Trust	Money Market Fund	102,815	102,296
		Total CCT Funds - fixed income	763,381	841,133
		Equities—CCT Funds:		
*	Wilmington Trust	Large Company Value Fund	172,120	180,716
*	Wilmington Trust	S&P 500 Index Fund	202,592	187,135
*	Wilmington Trust	Overseas Equity Fund	148,641	156,525
*	Wilmington Trust	Large Company Domestic Growth Fund	155,232	165,846
*	Wilmington Trust	International Growth Fund	132,215	140,717
*	Wilmington Trust	Mid-Cap Fundamental Value Fund	63,256	65,759
*	Wilmington Trust	Small Company Value Fund	58,919	62,926
*	Wilmington Trust	Mid-Cap Growth Fund	55,053	61,677
*	Wilmington Trust	Small Company Growth Fund	56,388	64,409
		Total CCT Funds - equities	1,044,416	1,085,710
		Total investments	$ 1,807,797	$ 1,926,843

* Indicates party-in-interest to the Plan

SCHEDULE SB (Form 5500)	Single-Employer Defined Benefit Plan Actuarial Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500 or 5500-SF.	2009 This Form is Open to Public Inspection

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

▶ **Round off amounts to nearest dollar.**

▶ **Caution:** A penalty of $1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan: SMR TECHNOLOGIES, INC. DB PENSION PLAN FOR UNION EES

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF: B/E AEROSPACE, INC.

D Employer Identification Number (EIN): 06-1209796

E Type of plan: [X] Single [ ] Multiple-A [ ] Multiple-B

F Prior year plan size: [ ] 100 or fewer [X] 101-500 [ ] More than 500

Part I Basic Information

1 Enter the valuation date: Month 1 Day 1 Year 2009

2	Assets:			
a	Market value	2a		1,625,411
b	Actuarial value	2b		1,787,952
3	Funding target/participant count breakdown		(1) Number of participants	(2) Funding Target
a	For retired participants and beneficiaries receiving payment	3a	56	930,845
b	For terminated vested participants	3b	13	42,618
c	For active participants:			
(1)	Non-vested benefits	3c(1)		1,114,479
(2)	Vested benefits	3c(2)		37,485
(3)	Total active	3c(3)	97	1,151,964
d	Total	3d	166	2,125,427
4	If the plan is at-risk, check the box and complete items (a) and (b) [ ]			
a	Funding target disregarding prescribed at-risk assumptions	4a		
b	Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been at-risk for fewer than five consecutive years and disregarding loading factor	4b		
5	Effective interest rate	5		8.15 %
6	Target normal cost	6		69,860

Statement by Enrolled Actuary

To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

SIGN HERE

MM JS — Signature of actuary

7/28/2010 — Date

MILDRED J. STALLWORTH — Type or print name of actuary

08-01390 — Most recent enrollment number

USI CONSULTING GROUP — Firm name

(212)878-0404 — Telephone number (including area code)

470 PARK AVENUE SOUTH, 5TH FLOOR

NEW YORK NY 10016 — Address of the firm

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions [ ]

SMR TECHNOLOGIES, INC.
DEFINED BENEFIT PENSION PLAN FOR UNION EMPLOYEES
FORM 5500, SCHEDULE H, LINE 4j
SCHEDULE OF REPORTABLE TRANSACTIONS
FOR THE YEAR ENDED DECEMBER 31, 2009

	(a) Identity of Party Involved	(b) Description of Asset	(c)(h) Purchase Price and Value on Transaction Date	(d)(h) Selling Price and Value on Transaction Date	(e) Lease Rental	(f) Expense Incurred with Transaction	(g) Cost of Asset	(i) Net Gain (Loss)
*	Wilmington Trust	Strategic Bond Fund	$ 24,817	$ 239,569	**	***	$ 262,106	$ (22,537)
*	Wilmington Trust	Intermediate Fixed Income Fund	38,785	44,782	**	***	38,168	6,614
*	Wilmington Trust	Short Duration Fund	29,863	42,431	**	***	40,559	1,872
*	Wilmington Trust	Overseas Equity Fund	52,132	28,083	**	***	31,776	(3,693)
*	Wilmington Trust	International Growth	51,688	25,690	**	***	34,828	(9,138)

* Indicates party-in-interest to the Plan

** Lease rental information is not applicable and therefore is not included.

*** Expenses were not incurred with these transactions and therefore are not included.