

<div>Form 5500</div> <div>Department of the Treasury Internal Revenue Service</div> <div>Department of Labor Employee Benefits Security Administration</div> <div>Pension Benefit Guaranty Corporation</div>	<div>Annual Return/Report of Employee Benefit Plan</div> <div>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).</div> <div>▶ Complete all entries in accordance with the instructions to the Form 5500.</div>	<div>OMB Nos. 1210-0110 1210-0089</div> <div>2009</div> <div>This Form is Open to Public Inspection</div>
--	--	---

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: <div><div>☐ a multiemployer plan;</div><div>☒ a single-employer plan;</div><div>☐ a multiple-employer plan; or</div><div>☐ a DFE (specify) ____</div></div>
B	This return/report is: <div><div>☐ the first return/report;</div><div>☐ the final return/report;</div><div>☐ an amended return/report;</div><div>☐ a short plan year return/report (less than 12 months).</div></div>
C	If the plan is a collectively-bargained plan, check here. ▶ ☐
D	Check box if filing under: <div><div>☒ Form 5558;</div><div>☐ automatic extension;</div><div>☐ the DFVC program;</div><div>☐ special extension (enter description)</div></div>

Part II	Basic Plan Information—enter all requested information
1a	Name of plan EAGLE XM LLC 401 (K) PLAN
1b	Three-digit plan number (PN) ▶ 001
1c	Effective date of plan 01/01/1991
2a	Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.) EAGLE XM LLC 5105 EAST 41ST AVENUE DENVER, CO 80216-4420
2b	Employer Identification Number (EIN) 20-5600579
2c	Sponsor's telephone number 303-320-5411
2d	Business code (see instructions) 541800

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.	08/09/2010	HOWARD HARRIS
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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

EAGLE XM LLC

5105 EAST 41ST AVENUE
DENVER, CO 80216-4420**3b** Administrator's EIN

20-5600579

3c Administrator's telephone number

303-320-5411

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**

102

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**

72

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

0

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

30

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

102

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

0

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

102

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

87

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

2

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

2E 2F 2G 2J 2K 3D 2S 2T

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristic Codes in the instructions:**9a** Plan funding arrangement (check all that apply)(1) ☒

Insurance

(2) ☐

Code section 412(e)(3) insurance contracts

(3) ☒

Trust

(4) ☐

General assets of the sponsor

9b Plan benefit arrangement (check all that apply)(1) ☒

Insurance

(2) ☐

Code section 412(e)(3) insurance contracts

(3) ☒

Trust

(4) ☐

General assets of the sponsor

10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)**a Pension Schedules**(1) ☒**R** (Retirement Plan Information)(2) ☐**MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary(3) ☐**SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary**b General Schedules**(1) ☒**H** (Financial Information)(2) ☐**I** (Financial Information – Small Plan)(3) ☒**A** (Insurance Information)(4) ☒**C** (Service Provider Information)(5) ☒**D** (DFE/Participating Plan Information)(6) ☐**G** (Financial Transaction Schedules)

SCHEDULE A (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Insurance Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500. ▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).	OMB No. 1210-0110 2009 This Form is Open to Public Inspection
---	---	---

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009		
A Name of plan EAGLE XM LLC 401 (K) PLAN	B Three-digit plan number (PN) ▶	001
C Plan sponsor's name as shown on line 2a of Form 5500. EAGLE XM LLC	D Employer Identification Number (EIN) 20-5600579	

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

1 Coverage Information:

(a) Name of insurance carrier

JOHN HANCOCK LIFE INSURANCE COMPANY USA

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
01-0233346	65838	60622	96	01/01/2009	12/31/2009

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

(a) Total amount of commissions paid	(b) Total amount of fees paid
8049	3167

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

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

LPL FINANCIAL CORPORATION
ONE BEACON STREET
22ND FLOOR
BOSTON, MA 02108

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
8049			7

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

TPA SERVICES, INC.
8301 E. PRENTICE AVE., SUITE 408
GREENWOOD VILLAGE, CO 80111

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
	3056	THIRD PARTY ADMINISTRATION	5

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

Schedule A (Form 5500) 2009
v.092308.1

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

T.R. PRICE ASSOCIATES, INC.

100 EAST PRATT STREET
BALTIMORE, MD 21202

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
	111	REDEMPTION FEES	6

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

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

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

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

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

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

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

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

Part II Investment and Annuity Contract Information

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

4 Current value of plan's interest under this contract in the general account at year end	4	
5 Current value of plan's interest under this contract in separate accounts at year end	5	3086759

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

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

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

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

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

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

Part III Welfare Benefit Contract Information

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

8 Benefit and contract type (check all applicable boxes)

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

9 Experience-rated contracts:

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

10 Nonexperience-rated contracts:

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

Specify nature of costs ▶

Part IV Provision of Information

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

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

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (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 EAGLE XM LLC 401 (K) PLAN		B Three-digit plan number (PN) ▶ 001
C Plan sponsor's name as shown on line 2a of Form 5500 EAGLE XM LLC		D Employer Identification Number (EIN) 20-5600579

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

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

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

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

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

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

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

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

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

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

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

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

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

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

JOHN HANCOCK LIFE INS CO.

P.O. BOX 600
BUFFALO, NY 14201-0600

01-0233346

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 28 59 60 62 63 67	RECORDKEEPER	12230	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

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

TPA SERVICES INC.

8301 E. PRENTICE AVENUE, SUITE 408
GREENWOOD VILLAGE, CO 80111

84-1571661

(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?
10 13 37	THIRD PARTY ADMINISTRATOR	0	Yes ☒ No ☐	Yes ☐ No ☒	3710	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:

<div>SCHEDULE D (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration</div>	<div>DFE/Participating Plan Information</div> <div>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</div> <div>► File as an attachment to Form 5500.</div>	<div>OMB No. 1210-0110</div> <div>2009</div> <div>This Form is Open to Public Inspection.</div>
For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009		
A Name of plan EAGLE XM LLC 401 (K) PLAN		B Three-digit plan number (PN) ► 001
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 EAGLE XM LLC		D Employer Identification Number (EIN) 20-5600579
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: JH LIFESTYLE CONSERVATIVE		
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INS.CO USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 149077
a Name of MTIA, CCT, PSA, or 103-12 IE: JH LIFESTYLE MODERATE		
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INS.CO USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 53823
a Name of MTIA, CCT, PSA, or 103-12 IE: JH LIFESTYLE BALANCED		
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INS.CO USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 233361
a Name of MTIA, CCT, PSA, or 103-12 IE: JH LIFESTYLE GROWTH		
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INS.CO USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 604299
a Name of MTIA, CCT, PSA, or 103-12 IE: JH LIFESTYLE AGGRESSIVE		
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INS.CO USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 180991
a Name of MTIA, CCT, PSA, or 103-12 IE: JH HANCOCK STABLE VAL		
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INS.CO USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 354842
a Name of MTIA, CCT, PSA, or 103-12 IE: JH PIMCO REAL RETURN		
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INS.CO USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 233514
For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.		

a Name of MTIA, CCT, PSA, or 103-12 IE: LM WESTERN ASSET GLOBAL HIGH YIELD		
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INS.CO USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 24186

a Name of MTIA, CCT, PSA, or 103-12 IE: JH PIMCO TOTAL RETURN		
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INS.CO USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 95932

a Name of MTIA, CCT, PSA, or 103-12 IE: FIDELITY CONTRAFUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INS.CO USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 269143

a Name of MTIA, CCT, PSA, or 103-12 IE: GROWTH FUND OF AMERICA		
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INS.CO USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 85857

a Name of MTIA, CCT, PSA, or 103-12 IE: BLACKROCK LARGE VALUE		
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INS.CO USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 30611

a Name of MTIA, CCT, PSA, or 103-12 IE: MFS UTILITIES		
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INS.CO USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 161544

a Name of MTIA, CCT, PSA, or 103-12 IE: T. ROWE PRICE SMALL CAP VALUE		
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INS.CO USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 7204

a Name of MTIA, CCT, PSA, or 103-12 IE: JPM MIDCAP VALUE FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INS.CO USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 96675

a Name of MTIA, CCT, PSA, or 103-12 IE: EXPLORER		
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INS.CO USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 23264

a Name of MTIA, CCT, PSA, or 103-12 IE: DFA INTERNATIONAL FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INS.CO USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 21038

a Name of MTIA, CCT, PSA, or 103-12 IE: [OPPENHEIMER DEVELOPING MARKET](#)

b Name of sponsor of entity listed in (a): [JOHN HANCOCK LIFE INS. CO USA](#)

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 70717
--	--	---

a Name of MTIA, CCT, PSA, or 103-12 IE: [ENERGY](#)

b Name of sponsor of entity listed in (a): [JOHN HANCOCK LIFE INS. CO USA](#)

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 146577
--	--	--

a Name of MTIA, CCT, PSA, or 103-12 IE: [MID CAP INDEX FUND](#)

b Name of sponsor of entity listed in (a): [JOHN HANCOCK LIFE INS. CO USA](#)

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 26764
--	--	---

a Name of MTIA, CCT, PSA, or 103-12 IE: [REAL ESTATE SECURITIES FUND](#)

b Name of sponsor of entity listed in (a): [JOHN HANCOCK LIFE INS. CO USA](#)

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 42484
--	--	---

a Name of MTIA, CCT, PSA, or 103-12 IE: [INTERNATIONAL EQUITY INDEX FUND](#)

b Name of sponsor of entity listed in (a): [JOHN HANCOCK LIFE INS. CO USA](#)

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 44023
--	--	---

a Name of MTIA, CCT, PSA, or 103-12 IE: [SCIENCE & TECHNOLOGY FUND](#)

b Name of sponsor of entity listed in (a): [JOHN HANCOCK LIFE INS. CO USA](#)

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 130833
--	--	--

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

SCHEDULE H (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110
		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 EAGLE XM LLC 401 (K) PLAN	B Three-digit plan number (PN) ►	001
C Plan sponsor's name as shown on line 2a of Form 5500 EAGLE XM LLC	D Employer Identification Number (EIN) 20-5600579	

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	5130	1627
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other.....	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities.....	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other.....	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	67752	118719
(9) Value of interest in common/collective trusts.....	1c(9)		
(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)	2359463	3086759
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	2432345	3207105

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	0	0

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	2432345	3207105
---	-----------	---------	---------

Part II Income and Expense Statement

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

Income**a Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	25004	
(B) Participants	2a(1)(B)	128311	
(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)		153315

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

(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	5851	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		5851

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

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

(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		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)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		670397
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		829563

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	36946	
(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)		36946
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)	5627	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	12230	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		17857
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		54803

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		774760
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: WILLIAM G. LAJOIE, PC

(2) EIN: 84-1001549

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

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

Part IV Compliance Questions

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

During the plan year:

	Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....		X	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.).....		X	
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.).....		X	
e Was this plan covered by a fidelity bond?.....	X		350000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.).....		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....		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.			

- 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 <u>EAGLE XM LLC 401 (K) PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>EAGLE XM LLC</u>	D Employer Identification Number (EIN) <u>20-5600579</u>

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	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>01-0233346</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	

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

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

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

Schedule R (Form 5500) 2009
v.092308.1

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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): _____

EAGLE:XM LLC 401(K) PLAN
FINANCIAL STATEMENTS
AND
SUPPLEMENTAL SCHEDULE
WITH INDEPENDENT AUDITOR'S REPORT

DECEMBER 31, 2009 and 2008

WILLIAM G. LAJOIE, P.C.

EAGLE:XM LLC 401(K) PLAN

Table of Contents

	<u>Page</u>
Independent Auditor's Report	1
Financial Statements:	
Statements of Net Assets Available for Benefits – December 31, 2009 and 2008	2
Statements of Changes in Net Assets Available for Benefits – Years Ended December 31, 2009 and 2008	3
Notes to Financial Statements	4 - 12
Supplemental Schedule:	
Schedule of Assets (Held at End of Year) – December 31, 2009	13

WILLIAM G. LAJOIE, P.C.
CERTIFIED PUBLIC ACCOUNTANT
6601 SOUTH UNIVERSITY BLVD.
CENTENNIAL, COLORADO 80121
(303) 798-4250
FAX (303) 795-1876

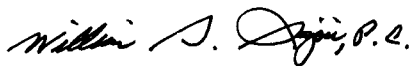
INDEPENDENT AUDITOR'S REPORT

The Trustee
Eagle:xm LLC 401(k) Plan

I was engaged to audit the financial statements and supplemental schedule of the Eagle:xm LLC 401(k) Plan (the Plan), as of December 31, 2009 and 2008 and for the years then ended as listed in the accompanying table of contents. These financial statements and the supplemental schedule are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed me not to perform, and I did not perform, any auditing procedures with respect to the information summarized in Note 5, which was certified by John Hancock Life Insurance Company, the custodian of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedule. I have been informed by the plan administrator that the custodian holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained certifications from the custodian as of and for the years ended December 31, 2009 and 2008, that the information provided to the plan administrator by the custodian is complete and accurate.

Because of the significance of the information that I did not audit, I am unable to, and do not, express an opinion on the accompanying financial statements and schedule as of and for the years ended December 31, 2009 and 2008 taken as a whole. The form and content of the information included in the financial statements and schedule, other than that derived from the information certified by the custodian, have been audited by me in accordance with auditing standards generally accepted in the United States of America and, in my opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.



William G. Lajoie, P.C.

June 15, 2010

Eagle:xm LLC 401(k) Plan
Statements of Net Assets Available for Benefits
December 31, 2009 and 2008

	<u>2009</u>	<u>2008</u>
<u>Assets</u>		
Investments, at fair value:		
Mutual funds	\$ 2,731,916	\$ 2,002,478
Stable Value fund (collective trust)	351,968	326,427
Participant loans	<u>110,445</u>	<u>59,478</u>
Total investments	3,194,329	2,388,383
 Cash	 <u>1,627</u>	 <u>5,130</u>
Total assets	3,195,956	2,393,513
 <u>Liabilities</u>		
Accounts payable	<u>1,724</u>	<u>—</u>
Net assets available for benefits at fair value	3,194,232	2,393,513
Adjustment from fair value to contract value for fully benefit-responsive contracts	<u>2,875</u>	<u>30,558</u>
Net assets available for benefits	<u><u>\$ 3,197,107</u></u>	<u><u>\$ 2,424,071</u></u>

See accompanying notes to financial statements.

Eagle:xm LLC 401(k) Plan
Statements of Changes in Net Assets Available for Benefits
For the Years Ended December 31, 2009 and 2008

	<u>2009</u>	<u>2008</u>
Investment income (loss):		
Net appreciation (depreciation) in fair value of investments	\$ 670,562	\$ (1,078,835)
Interest	<u>5,851</u>	<u>5,777</u>
	676,413	(1,073,058)
Contributions:		
Employer	25,004	28,962
Participant	128,311	151,164
Rollovers	<u>—</u>	<u>10,878</u>
	153,315	191,004
Benefits paid to participants	(36,946)	(109,191)
Administrative fees and expenses	<u>(19,746)</u>	<u>(18,348)</u>
Net increase (decrease)	773,036	(1,009,593)
Net assets available for benefits:		
Beginning of year	<u>2,424,071</u>	<u>3,433,664</u>
End of year	<u><u>\$ 3,197,107</u></u>	<u><u>\$ 2,424,071</u></u>

See accompanying notes to financial statements.

Eagle:xm LLC 401(k) Plan
Notes to Financial Statements
December 31, 2009 and 2008

1. Description of plan

The following description of the Eagle:xm LLC 401(k) Plan ("the Plan") provides only general information. Participants should refer to the plan agreement for a more complete description of the Plan's provisions. The Plan was previously known as and is the successor to the Eagle Direct Marketing Solutions, Inc. 401(k) Plan.

General

The Plan is a participant-directed defined contribution plan. For salary reduction purposes, an employee may participate on the date of employment. For matching and discretionary profit sharing contributions, eligibility occurs after completion of one year of service. A year of service is based upon 1,000 hours of service in a 12-month period. The Plan is subject to the provisions of the Employee Retirement Income Security Act (ERISA). John Hancock Life Insurance Company, which is an indirectly wholly-owned subsidiary of the Manufacturer's Life Insurance Company, serves as Plan custodian.

Contributions

Participants may generally defer annual compensation to a specified limit (\$16,500 and \$15,500 in 2009 and 2008, respectively) as defined in the Plan and by statute. Annual additions to the plan are also limited to the lesser of 100% of compensation, or statutory limits (\$46,000 in 2008 and \$49,000 in 2009). Participants may also transfer in amounts representing distributions from other qualified plans. The Company currently contributes 20 percent of the amount which a participant contributes to the Plan as a matching contribution, but the matching contribution is discretionary and is determined each year. Contributions are also subject to other statutory limitations, with certain "catch-up" adjustments also permitted for participants age 50 or older. Effective August 1, 2005, participants who do not affirmatively elect deferrals to the Plan automatically have 2% of compensation deferred. This automatic deferral may be changed by the participant upon written notice.

Participant accounts

Each participant's account is credited with the participant's contribution, the Company's matching or other contributions, and investment earnings or loss, and may be charged with an allocation of certain administrative expenses (loan fees are charged directly to a participant's account). The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting

Participants are immediately vested in their contributions and earnings thereon, and shall become fully vested in Company contributions upon death, total disability or reaching age 65. Otherwise, vesting in Company contributions and earnings thereon is based on total years of service, as follows:

<u>Total years of service</u>	<u>% Vested</u>
1	--
2	--
3	100%

Eagle:xm LLC 401(k) Plan
Notes to Financial Statements
December 31, 2009 and 2008

1. Description of plan (continued)

Participant loans

Participants may borrow from their fund accounts a minimum of \$1,000 up to a maximum, generally equal to the lesser of \$50,000 or 50% of their account balance. The loans are secured by the balance in the participant's account and bear interest at rates which are commensurate with local prevailing rates at origination of the loan (5.25% to 10.25% at December 31, 2009). Principal and interest are paid ratably through bi-weekly payroll deductions.

Payment of benefits

A participant may only receive his vested benefit in the form of a lump-sum distribution.

Forfeited accounts

At December 31, 2009 and 2008, forfeited non-vested accounts totaled \$1,627 and \$5,130, respectively. Forfeitures may be used first to pay Plan expenses, and remaining funds may be used to reduce employer contributions.

2. Summary of significant accounting policies

Basis of accounting

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

Investment contracts held by a defined-contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined-contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the plan. The Statement of Net Assets Available for Benefits presents the fair value of the investment contract as well as the adjustment of the fully benefit-responsive investment contracts from fair value to contract value, if any. The Custodian has stated that fair value and contract value in the accompanying financial statements are essentially the same. However, based on the audited financial statements of the underlying Collective trust, which presents a difference between those two measurements, the Statements of Net Assets Available for Benefits present an adjustment from fair value to contract value. The Statement of Changes in Net Assets Available for Benefits is prepared on a contract value basis. See note 11 for possible market value adjustments.

Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, and disclosures of contingent assets and liabilities. Actual results could differ from those estimates. A significant estimate in the accompanying financial statements considered as reasonably possible to change in the near term is the valuation of the Stable Value Fund.

(Continued)

Eagle:xm LLC 401(k) Plan
Notes to Financial Statements
December 31, 2009 and 2008

2. Summary of significant accounting policies (continued)

Reclassifications

The Statement of Net Assets Available for Benefits as of December 31, 2008 has been reclassified to conform with the presentation for the current year for the investment in the Stable Value Fund.

Investment Valuation and Income Recognition

Investments are reported at fair value. 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. See note 10 for a discussion of fair value measurements.

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

Payment of Benefits

Benefits are generally recorded when paid. However, excess contributions for a Plan year which are refunded subsequent to year-end are accrued as a liability in the year contributed.

Expenses

The Plan incurred costs of \$19,746 and \$18,348 in 2009 and 2008, respectively, for certain contract administration and third party administration fees. Other costs were absorbed by the Plan sponsor, who also provides certain administrative services at no charge.

3. Investments

At December 31, 2009 and 2008 aggregate investments in mutual funds and the stable value fund amounted to \$3,086,759 and \$2,359,463, respectively. The following presents investments that represent 5% or more of the Plan's net assets, each of which is offered by the custodian through its group annuity contract.

	<u>2009</u>	<u>2008</u>
** Lifestyle Aggressive	\$180,991	\$134,088
** Lifestyle Balanced	\$233,360	\$164,412
** Lifestyle Growth	\$604,298	\$443,540
** Stable Value	\$354,843	\$356,985
Fidelity Contra	\$269,143	\$175,656
Pimco Real Return	\$233,514	\$197,772

**Sponsored by John Hancock

(Continued)

Eagle:xm LLC 401(k) Plan
Notes to Financial Statements
December 31, 2009 and 2008

3. Investments (continued)

During 2009 and 2008, the Plan's investments in mutual funds and the Stable Value Fund (including gains and losses on investments bought and sold, as well as held during the year), appreciated (depreciated) in value by \$670,562 and \$(1,078,835), respectively, as follows:

	<u>2009</u>	<u>2008</u>
Mutual Funds	\$ 667,007	\$(1,089,140)
Stable Value Fund	<u>3,555</u>	<u>10,305</u>
	<u>\$ 670,562</u>	<u>\$(1,078,835)</u>

4. Tax status

The Plan has not applied for a tax determination letter. However, the prototype on which it is based has received a favorable opinion letter dated August 7, 2001, as a volume submitter profit-sharing 401(k) plan, that it may constitute reliance for an employer adopting the approved plan. The plan document has been amended since then, and the Company and Plan Trustee have executed a new Adoption Agreement. The Plan Trustee believes that the amended Plan is designed and is operated in compliance with the applicable requirements of the IRC.

5. Information prepared and certified by Custodian

The following information included in the accompanying financial statements and supplemental schedule was obtained from data that has been prepared and certified as complete and accurate by the custodian:

Cash
All investments
Investment income (loss)

6. Plan termination

The downturn in the United States economy has generally had an adverse impact on business entities in practically all industries, and this is expected to continue in 2010. Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants will become 100% vested in their accounts

7. Related party transactions

A significant number of Plan investments are shares of mutual funds sponsored by the custodian or its affiliates. See Note 2 regarding fees paid by the Plan to the custodian for contract administration.

Additionally, the custodian receives 12-b (1) fees or similar fees from mutual funds in which the Plan has invested.

Eagle:xm LLC 401(k) Plan
Notes to Financial Statements
December 31, 2009 and 2008

8. Risks and Uncertainties

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of the securities will occur in the near term, and that such changes could materially affect participants' account balances and the amounts reported in the statement of net assets available for benefits. In 2009 and 2008 there was significant volatility in the financial markets, both in the United States and globally, generally resulting in significant decreases in investment security valuations in 2008, and significant increases in 2009.

9. Reconciliation to Form 5500

At December 31, 2008, a defaulted loan has been included as a distribution, and at December 31, 2008 and 2009 as a reduction of participant loans in the accompanying financial statements, but has not yet been included in Form 5500. Additionally, a payable for administration services of \$1,724 has been recognized in the financial statements at December 31, 2009, but not in Form 5500.

Following are reconciliations of benefit payments as a distribution, participant loans and net assets available per the financial statements to Schedule H regarding this difference:

	<u>December 31, 2009</u>	<u>December 31, 2008</u>
Participant loans per financial statements	\$ 110,445	\$ 59,478
Add: defaulted loan	<u>8,274</u>	<u>8,274</u>
Participant loans per form 5500	<u>\$ 118,719</u>	<u>\$ 67,752</u>

	<u>December 31, 2008</u>
Distributions per financial statements	\$ 109,191
Less: accrued distribution for defaulted loans, end of year	<u>(8,274)</u>
Distributions per Schedule H	<u>\$ 100,917</u>

(Continued)

Eagle:xm LLC 401(k) Plan
Notes to Financial Statements
December 31, 2009 and 2008

9. Reconciliation to Form 5500 (continued)

	December 31, 2009	December 31, 2008
Net assets available for benefits per financial statements	\$ 3,197,107	\$ 2,424,071
Defaulted loan	8,274	8,274
Payable for administrative expenses	<u>1,724</u>	<u>-</u>
Net assets available for benefits per Form 5500	<u>\$ 3,207,105</u>	<u>\$ 2,432,345</u>

10. Fair Value Measurements

Financial Accounting Standards Board (FASB) Accounting Standards Codification Section 820 (formerly FASB Statement No. 157), *Fair Value Measurements and Disclosures*, establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy are described as follows:

- Level 1 Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the plan has the ability to access.
- Level 2 Inputs to the valuation methodology include
- quoted prices for similar assets or liabilities in active markets;
 - quoted prices for identical or similar assets or liabilities in inactive markets;
 - inputs other than quoted prices that are observable for the asset or liability;
 - inputs that are derived principally from or corroborated by observable market data by correlation or other means.

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

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

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

Eagle:xm LLC 401(k) Plan
Notes to Financial Statements
December 31, 2009 and 2008

10. Fair Value Measurements (continued)

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2009 and 2008.

Mutual Funds: Valued at the net asset value (NAV) of shares held by the plan at year end.

Participant Loans: Valued at amortized cost, which approximates fair value.

Stable Value Fund: Valued by reference to a Collective Trust which discounted the related cash flow based on current yields of similar instruments with comparable durations considering the credit-worthiness of the issuer for separately managed bond accounts or stabilizing agreements or by reference to net asset values of fixed income mutual funds (See note 1).

The preceding methods described may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The following tables set forth by level, within the fair value hierarchy, the plan's investments at fair value as of December 31, 2009 and 2008. Based on a review of the underlying investments in the Stable Value Fund, it has been classified as Level 2 at December 31, 2009.

	<u>December 31, 2009</u>			
	Level 1	Level 2	Level 3	Total
Mutual Funds	\$ 2,731,916	—	—	\$ 2,731,916
Stable Value Fund	—	\$ 351,968	—	\$ 351,968
Participant Loans	—	—	\$ 110,445	\$ 110,445
Total investments at fair value	<u>\$ 2,731,916</u>	<u>\$ 351,968</u>	<u>\$ 110,445</u>	<u>\$ 3,194,329</u>

	<u>December 31, 2008</u>			
	Level 1	Level 2	Level 3	Total
Mutual Funds	\$2,002,478	—	—	\$2,002,478
Stable Value Fund	—	—	\$ 326,427	\$ 326,427
Participant Loans	—	—	59,478	59,478
Total investments at fair value	<u>\$2,002,478</u>	<u>\$ —</u>	<u>\$ 385,905</u>	<u>\$ 2,388,383</u>

Eagle:xm LLC 401(k) Plan
Notes to Financial Statements
December 31, 2009 and 2008

10. Fair Value Measurements (continued)

Level 3 Gains and Losses

The following tables set forth a summary of changes in the fair value of the plan's level 3 assets for the years ended December 31, 2009 and 2008. Based on a review of the underlying investments in the Stable Value Fund, it has been reclassified as a Level 2 investment in 2009.

	<u>December 31, 2009</u>		
	<u>Stable Value Fund</u>	<u>Participant Loans</u>	<u>Total</u>
Balance, beginning of year	\$ 326,427	\$ 59,478	\$ 385,905
Transfer of Stable Value Fund to Level 2	(326,427)		(326,427)
Realized gains/(losses)	—	—	—
Unrealized gains/(losses) relating to instruments still held at the reporting date	—	—	—
Purchases, sales, issuances, and settlements (net)	—	50,967	50,967
Balance, end of year	—	\$ 110,445	\$ 110,445

	<u>December 31, 2008</u>		
	<u>Stable Value Fund</u>	<u>Participant Loans</u>	<u>Total</u>
Balance, beginning of year	\$ 250,819	\$ 66,477	\$ 317,296
Realized gains/(losses)	—	—	—
Unrealized gains/(losses) relating to instruments still held at the reporting date	—	—	—
Purchases, sales, issuances, and settlements (net)	75,608	(6,999)	68,609
Balance, end of year	\$ 326,427	\$ 59,478	\$ 385,905

11. Stable Value Investment

Contributions to the JH John Hancock Stable Value Fund are invested solely in units of the John Hancock Stable Value Fund (Class 1), (the "Trust"), a collective trust. The Unit Value is determined from the Unit Value of the underlying Trust as adjusted to account for the reinvestment of distributions from the underlying Trust and the deduction of Fund expenses.

Eagle:xm LLC 401(k) Plan
Notes to Financial Statements
December 31, 2009 and 2008

11. Stable Value Investment (continued)

Withdrawals from this Sub-account are subject to the same restrictions that apply to the underlying Trust. Withdrawals are generally made at the current Unit Value. Payment of "Individual Participant Directed Withdrawals", as defined in the underlying Trust's Declaration of Trust, may be delayed for up to thirty calendar days in the event that the Trustee determines in its discretion that an earlier withdrawal may have an adverse impact on the Trust. Payment of "Participating Plan Directed Withdrawals", as defined in the underlying Trust's Declaration of Trust, may be delayed for up to 12 months at the discretion of the Trustee (for example, the Plan adding competing investment options). Alternatively, unitholders may elect to receive payment without such delay, subject to the application of a market value adjustment factor to the amount of the requested withdrawal if, at the time the withdrawal is to be made, the market value of the net assets of the Trust is less than its contract value. Where such, or any, restrictions or price adjustments are invoked by the underlying Trust with respect to a particular withdrawal under a particular Contract, the custodian will apply such restrictions or price adjustments to those withdrawals.

On December 31, 2009 and 2008 the market value adjustment factors (i.e. reductions in carrying value) would be .81% and 8.56%, respectively, of the carrying value had it been required.

The Plan Trustee does not believe that any events which would limit the Plan's ability to transact at contract value with participants, such as termination of the plan, bankruptcy of the sponsor, termination of the contract with John Hancock, and other matters are probable at present.

The average yield on the underlying collective investment trust for the year ended December 31, 2009 was 3.52%, and the average yield credited to participants was 3.26%.

There are no reserves against contract value for credit risk of the contract issuer or otherwise.

12. Subsequent Events

Management has considered subsequent event activity for disclosure in or correction of the financial statements through June 15, 2010, the date the financial statements were available to be issued.

Eagle:xm LLC 401(k) Plan
 EIN # 84-1571042 Plan 001
 Schedule H, Line 4i - Schedule of Assets (Held at End of Year)
 As of December 31, 2009

<u>(a)</u>	<u>(b) (c) Identity and Description</u>	<u>(d) Cost (1)</u>	<u>(e) Current Value</u>
	Mutual Funds:		
*	Lifestyle Growth		\$ 604,298
*	Lifestyle Balanced		233,360
*	Lifestyle Aggressive		180,991
*	Lifestyle Conservative		149,077
*	Lifestyle Moderate		53,824
	PIMCO Real Return		233,514
	T. Rowe Price Small Company Value Fund		7,205
	Int'l Equity Index Fund		44,022
	MFS Utilities Fund		161,545
	Lord Abbott Mid Cap Value Fund		96,675
	LM Partners High Yield Fund		24,186
	Black Rock Large Cap Value		30,610
	Fidelity Contra		269,143
	Growth Fund of America		85,857
	Energy		146,577
	Explorer		23,264
	Oppenheimer Developing Markets		70,717
	DFA International Value		21,038
	PIMCO Total Return		95,932
	IDX Midcap		26,764
	Real Estate Securities Fund		42,484
	Science & Technology Fund		130,833
			<hr/>
	Total mutual funds		\$ 2,731,916
			<hr/>
*	Stable Value Fund		\$ 354,843
			<hr/>
*	Participant Loans, 5.25% to 10.25 %	0	\$ 110,445
			<hr/>

(1) Cost information is not presented because all investments are participant-directed.

Attachment to 2009 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name Eagle XM LLC 401 (k) Plan

EIN: 20-5600579

Plan Sponsor's Name Eagle XM LLC

PN: 001

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
	JOHN HANCOCK LIFE INS CO	JH LIFESTYLE CONSERVATIVE		149,077
	JOHN HANCOCK LIFE INS CO	JH LIFESTYLE MODERATE		53,823
	JOHN HANCOCK LIFE INS CO	JH LIFESTYLE BALANCED		233,361
	JOHN HANCOCK LIFE INS CO	JH LIFESTYLE GROWTH		604,299
	JOHN HANCOCK LIFE INS CO	JH LIFESTYLE AGGRESSIVE		180,991
	JOHN HANCOCK LIFE INS CO	JH HANCOCK STABLE VALUE		354,842
	JOHN HANCOCK LIFE INS CO	JH PIMCO REAL RETURN		233,514

Attachment to 2009 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name Eagle XM LLC 401 (k) Plan

EIN: 20-5600579

Plan Sponsor's Name Eagle XM LLC

PN: 001

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
	JOHN HANCOCK LIFE INS CO	LM WESTERN ASSET GLOBAL HIGH YIELD		24,186
	JOHN HANCOCK LIFE INS CO	JM PIMCO TOTAL RETURN		95,932
	JOHN HANCOCK LIFE INS CO	FIDELITY CONTRAFUND		269,143
	JOHN HANCOCK LIFE INS CO	GROWTH FUND OF AMERICA		85,857
	JOHN HANCOCK LIFE INS CO	BLACKROCK LARGE VALUE		30,611
	JOHN HANCOCK LIFE INS CO	MFS UTILITIES		161,544
	JOHN HANCOCK LIFE INS CO	T. ROWE PRICE SMALL CAP VALUE		7,204

Attachment to 2009 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name Eagle XM LLC 401 (k) Plan

EIN: 20-5600579

Plan Sponsor's Name Eagle XM LLC

PN: 001

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
	JOHN HANCOCK LIFE INS CO	JPM MIDCAP VALUE FUND		96,675
	JOHN HANCOCK LIFE INS CO	EXPLORER		23,264
	JOHN HANCOCK LIFE INS CO	DFA INTERNATIONAL FUND		21,038
	JOHN HANCOCK LIFE INS CO	OPPENHEIMER DEVELOPING MARKET		70,717
	JOHN HANCOCK LIFE INS CO	ENERGY		146,577
	JOHN HANCOCK LIFE INS CO	MID CAP INDEX FUND		26,764
	JOHN HANCOCK LIFE INS CO	REAL ESTATE SECURITIES FUND		42,484

Attachment to 2009 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name Eagle XM LLC 401 (k) Plan

EIN: 20-5600579

Plan Sponsor's Name Eagle XM LLC

PN: 001

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
	JOHN HANCOCK LIFE INS CO	INTERNATIONAL EQUITY INDEX FUND		44,023
	JOHN HANCOCK LIFE INS CO	SCIENCE & TECHNOLOGY FUND		130,833
	PARTICIPANT LOANS	LOAN SECURITY AMOUNT		118,719