

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

Part II	Basic Plan Information—enter all requested information
1a Name of plan VITAL SIGNS 401(K) SAVINGS AND PROTECTION PLAN	1b Three-digit plan number (PN) ▶ 003
	1c Effective date of plan 10/01/1988
2a Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.) VITAL SIGNS INC. 20 CAMPUS RD TOTOWA, NJ 07512	2b Employer Identification Number (EIN) 11-2279807
	2c Sponsor's telephone number 800-932-0760
	2d Business code (see instructions) 339110

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.	09/08/2010	DARIA HENNESSY
	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")

VITAL SIGNS INC.

20 CAMPUS RD
TOTOWA, NJ 07512**3b** Administrator's EIN

11-2279807

3c Administrator's telephone number

800-932-0760

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**

1336

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**

977

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

0

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

199

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

1176

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

1

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

1177

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

805

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

0

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

2F 2G 2J 2K 2T 3D 3H

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 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 VITAL SIGNS 401(K) SAVINGS AND PROTECTION PLAN	B Three-digit plan number (PN) ▶	003
C Plan sponsor's name as shown on line 2a of Form 5500 VITAL SIGNS INC.	D Employer Identification Number (EIN) 11-2279807	

Part I	Service Provider Information (see instructions)
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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
FID.INV.INST.OPS.CO.
04-2647786

(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

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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)

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(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?
64 65 37 60	RECORDKEEPER	8773	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

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

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(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.	
ALLNZ NFJ DIV VAL AD - BOSTON FINAN 04-2526037	0.35%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(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.	
ALLNZ NFJ SMCPVAL AD - BOSTON FINAN 04-2526037	0.35%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(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.	
COL MID CAP VALUE Z - COLUMBIA MANA 04-2838628	0.35%	

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(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.	
MSIF MID CAP GRTH P - JPMORGAN INVE 22-2382028	0.35%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(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.	
PIMCO TOT RETURN ADM - BOSTON FINAN 04-2526037	0.25%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(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.	
RAINIER LARGE CAP EQ - US BANCORP F 39-0281260	0.40%	

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</div> <div>(Form 5500)</div> <div>Department of the Treasury Internal Revenue Service</div> <div>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 VITAL SIGNS 401(K) SAVINGS AND PROTECTION PLAN				B Three-digit plan number (PN) ▶ 003	
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 VITAL SIGNS INC.				D Employer Identification Number (EIN) 11-2279807	
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: FID MGD INC PORT					
b Name of sponsor of entity listed in (a): FIDELITY MANAGEMENT TRUST COMPANY					
c EIN-PN 04-3022712-024		d Entity code C		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 5855815	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103	

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

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

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

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

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 <u>VITAL SIGNS 401(K) SAVINGS AND PROTECTION PLAN</u>	B Three-digit plan number (PN) <u>003</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>VITAL SIGNS INC.</u>	D Employer Identification Number (EIN) <u>11-2279807</u>

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)		
(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)	724602	835320
(9) Value of interest in common/collective trusts	1c(9)	5469882	5855815
(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)	12590406	17543667
(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	18784890	24234802

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	18784890	24234802
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Part II Income and Expense Statement

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

Income**a Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	414728	
(B) Participants	2a(1)(B)	2270266	
(C) Others (including rollovers)	2a(1)(C)	46146	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		2731140

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)	53965	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		53965

(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)	362992	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		362992

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

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

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate.....	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		
(6) Net investment gain (loss) from common/collective trusts	2b(6)		284967
(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)		3539092
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		6972156

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	1505714	
(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)		1505714
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		7475
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	9055	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		9055
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		1522244

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		5449912
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: ROTHSTEIN KASS

(2) EIN: 22-2131009

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		5000000
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.		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)

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>VITAL SIGNS 401(K) SAVINGS AND PROTECTION PLAN</u>	B Three-digit plan number (PN) ▶ <u>003</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>VITAL SIGNS INC.</u>	D Employer Identification Number (EIN) <u>11-2279807</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>04-6568107</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): _____

**VITAL SIGNS, INC. 401 (k) SAVINGS
AND PROTECTION PLAN**

FINANCIAL STATEMENTS
AND
INDEPENDENT AUDITORS' REPORT

DECEMBER 31, 2009 AND 2008

VITAL SIGNS, INC. 401 (k) SAVINGS AND PROTECTION PLAN

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Independent Auditors' Report

1

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Supplemental Information

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Certified
Public
Accountants

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Roseland
San Francisco
Walnut Creek

Rothstein Kass

INDEPENDENT AUDITORS' REPORT

To the Participants and Administrator
Vital Signs, Inc. 401 (k) Savings and Protection Plan

We were engaged to audit the accompanying statements of net assets available for benefits of Vital Signs, Inc. 401(k) Savings and Protection Plan (the "Plan") as of December 31, 2009 and 2008, and the related statement of changes in net assets available for benefits for the year ended December 31, 2009 and the supplemental schedule as of December 31, 2009 as listed in the accompanying table of contents. These financial statements and 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 us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 7, which was certified by Fidelity Management Trust Company, the Trustee of the Plan, except for comparing such information with the related information included in the financial statements and supplemental information. We have been informed by the Plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained a certification from the trustee, as of December 31, 2009 and 2008, and for the year ended December 31, 2009, that the information provided to the Plan administrator by the trustee is complete and accurate.

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

Rothstein, Kass & Company, P.C.

Roseland, New Jersey
August 3, 2010

VITAL SIGNS, INC. 401 (k) SAVINGS AND PROTECTION PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

December 31,	2009	2008
ASSETS		
Investments, at fair value		
Mutual funds	\$ 17,543,668	\$ 12,590,406
Common/collective trust	5,855,815	5,764,938
Total investments	23,399,483	18,355,344
Participants' loans receivable	835,320	724,601
Receivables		
Employer's contributions	6,510	17,684
Participants' contributions	34,941	46,193
Total receivables	41,451	63,877
Total assets	24,276,254	19,143,822
LIABILITIES		
Excess contributions payable	24,211	
Total liabilities	24,211	
Net assets reflecting all investments at fair value	24,252,043	19,143,822
Adjustment from fair value to contract value for common/collective trust	108,890	(295,056)
Net assets available for benefits	\$ 24,360,933	\$ 18,848,766

VITAL SIGNS, INC. 401 (k) SAVINGS AND PROTECTION PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

Year Ended December 31, 2009

Additions to net assets attributable to:

Investment income:

Net appreciation in fair value of mutual funds	\$ 3,539,095
Net appreciation in fair value of common/collective trust	393,856
Interest and dividends	416,957
Total investment income	<u>4,349,908</u>

Contributions:

Participants'	2,238,210
Employer	400,147
Rollover	46,146
Total contributions	<u>2,684,503</u>
Total additions, net	<u>7,034,411</u>

Deductions from net assets attributed to:

Distributions to participants	1,513,189
Administrative expenses	9,055
Total deductions	<u>1,522,244</u>
Net increase in net assets available for benefits	5,512,167

Net assets available for benefits

Beginning of year	<u>18,848,766</u>
End of year	<u>\$ 24,360,933</u>

VITAL SIGNS, INC. 401 (k) SAVINGS AND PROTECTION PLAN

NOTES TO FINANCIAL STATEMENTS

1. Description of plan

The following description of the Vital Signs, Inc. 401 (k) Savings and Protection Plan (the "Plan") is provided for general information purposes only. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan under Section 401(a) of the Internal Revenue Code ("IRC") covering all eligible employees (the "participants") of Vital Signs, Inc. and seven of its wholly-owned subsidiaries (collectively, the "Company"). The Plan, which was established effective October 1, 1985 and amended and restated on October 1, 2002, is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

Eligibility

All employees of the Company are eligible to participate in the Plan on the entry date following the completion of six months of service, as defined. The Plan does not cover employees who are members of a collective bargaining agreement or nonresident aliens.

Contributions

Participants may enter into a salary reduction agreement with the Company in an amount not greater than 80% of compensation, as defined, and not in excess of limits prescribed by the IRC.

Company matching contributions are 25% of the first 6% of deferred compensation, as defined, that each participant contributes. The Company may also make, at its discretion, additional contributions to the Plan. The combined contribution by the employee and the Company cannot exceed limits prescribed by the IRC. For the year ended December 31, 2009 there was no discretionary contribution.

Participant Accounts

Each participant's account is credited with the amount of the participant's salary reduction and an allocation of the (a) Company's contributions, (b) plan earnings (losses) and (c) administrative expenses (collectively "Accrued Benefits"). Allocations to a participant's account are made as defined in the Plan. Participants may change their investment options at any time. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Participants' Loans Receivable

Participants may borrow from their accounts a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50% of their account balance. All loans bear a reasonable rate of interest as determined by the Plan administrator (which range between 3.25% and 9.25% per annum at December 31, 2009) and must be repaid in five years unless used for the purpose of the purchase of a participant's principal residence, in which case the loan must be repaid within a reasonable time commensurate with the repayment period permitted by commercial lenders for similar loans. The balance of the participant's vested account balance serves as collateral for the loan.

For the year ended December 31, 2009, \$7,475 of participant loans were determined to be in default and have been accordingly classified as distributions.

VITAL SIGNS, INC. 401 (k) SAVINGS AND PROTECTION PLAN

NOTES TO FINANCIAL STATEMENTS

1. Description of plan (continued)

Vesting

Participants are 100% vested in all salary reductions and Company contribution amounts credited to their accounts on their effective dates of participation, as defined.

Payment of Benefits

Except in the case of death, disability or financial hardship, as defined in the Plan, withdrawals are not permitted from a participant's account prior to either termination of employment or the reaching of age 59½.

At a participant's normal retirement (age 65) or disability date or upon death, the participant's entire account balance is available for distribution. Such distributions are made in the form of annuities unless otherwise elected by the participant.

2. Summary of significant accounting policies

Basis of Accounting

The accompanying financial statements of the Plan are prepared in compliance with the Department of Labor's ("DOL") Rules and Regulations for Reporting and Disclosure under ERISA and the accrual method of accounting in conformity with accounting principles generally accepted in the United States of America.

In accordance with Generally Accepted Accounting Principles ("GAAP") investments in common/collective trusts held by a defined-contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attributed for that portion of the net assets available for benefits of a defined-contribution plan attributable to common/collective trusts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the plan. The Statements of Net Assets Available for Benefits present the fair value of the common/collective trusts as well as the adjustment of the common/collective trusts from fair value to contract value. The Statement of Changes in Net Assets Available for Benefits is prepared on a contract value basis.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America and the DOL's Rules and Regulations for Reporting and Disclosure under ERISA, requires management to make significant estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein. Actual results could differ from those estimates.

VITAL SIGNS, INC. 401 (k) SAVINGS AND PROTECTION PLAN

NOTES TO FINANCIAL STATEMENTS

2. Summary of significant accounting policies (continued)

Valuation of Assets at Fair Value – Definition and Hierarchy

Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") 820, *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 under FASB 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 | <p>Inputs to the valuation methodology include:</p> <ul style="list-style-type: none">• Quoted prices for similar assets or liabilities in active markets;• Quoted prices for identical or similar assets or liabilities in inactive markets;• Inputs other than quoted prices that are observable for the assets or liabilities;• Inputs that are derived principally from or corroborated by observable market data by correlation or other means. <p>If the assets or liabilities have a specified (contractual) term, Level 2 inputs must be observable for substantially the full term of the asset or liability.</p> |
| 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.

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.

Mutual funds: Valued at the net asset value ("NAV") of shares held by the Plan at year end.

Participants' loans receivable: Valued at amortized cost, which approximates fair value.

Common collective trust (managed income portfolio): Valued at fair value by discounting the related cash flows based on current yields of similar instruments with comparable durations considering the credit worthiness of the issuer.

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.

VITAL SIGNS, INC. 401 (k) SAVINGS AND PROTECTION PLAN

NOTES TO FINANCIAL STATEMENTS

2. Summary of significant accounting policies (continued)

Payments of Benefits

Benefits payments are recorded when paid.

Administrative Expenses

Certain administrative expenses are paid by the Company.

Security Transactions and Investment Income

Purchases and sales of securities are recorded on the trade date. Dividend income is recorded on the ex-dividend date. Interest income is recorded as earned on an accrual basis. Realized gains and losses are calculated as the difference between the proceeds from sales and the related investment's fair market value at the beginning of the plan year, or acquisition cost if acquired during the fiscal year. Unrealized appreciation and depreciation are calculated as the difference between the fair value of investments at the end of the year less their fair value at the beginning of the year, or acquisition cost if acquired during the fiscal year. The fair value of the guaranteed investment contract is calculated by discounting the related cash flows based on current yields of similar instruments with comparable durations.

3. Fair value measurements

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2009.

	Quoted Prices In Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Balance as of December 31, 2009
Mutual funds				
Balanced	\$ 1,188,874	\$ -	\$ -	\$ 1,188,874
Bond	1,930,242			1,930,242
International Equity	2,713,437			2,713,437
Large Blend	144,947			144,947
Large Growth	2,504,176			2,504,176
Large Value	1,091,098			1,091,098
Life Cycle	4,178,281			4,178,281
Mid Blend	902,480			902,480
Mid Growth	1,508,733			1,508,733
Mid Value	26,622			26,622
Small Growth	81,430			81,430
Small Value	546,985			546,985
Specialty	726,363			726,363

VITAL SIGNS, INC. 401 (k) SAVINGS AND PROTECTION PLAN

NOTES TO FINANCIAL STATEMENTS

3. Fair Value Measurements (continued)

	Quoted Prices In Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Balance as of December 31, 2009
Common/collective trust				
Stable Value Fund		5,855,815		5,855,815
Participants' loans			835,320	835,320
Total assets at fair value	\$ 17,543,668	\$ 5,855,815	\$ 835,320	\$ 24,234,803

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

	Quoted Prices In Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Balance as of December 31, 2008
Mutual funds				
Balanced	\$ 937,217	\$ -	\$ -	\$ 937,217
Bond	1,685,011			1,685,011
International Equity	1,870,297			1,870,297
Large Blend	43,796			43,796
Large Growth	2,076,335			2,076,335
Large Value	949,884			949,884
Life Cycle	2,684,534			2,684,534
Mid Blend	505,104			505,104
Mid Growth	895,002			895,002
Mid Value	21,129			21,129
Small Growth	49,021			49,021
Small Value	417,279			417,279
Specialty	455,797			455,797
Common/collective trust				
Stable Value Fund		5,764,938		5,764,938
Participants' loans			724,601	724,601
Total assets at fair value	\$ 12,590,406	\$ 5,764,938	\$ 724,601	\$ 19,079,945

VITAL SIGNS, INC. 401 (k) SAVINGS AND PROTECTION PLAN

NOTES TO FINANCIAL STATEMENTS

3. Fair Value Measurements (continued)

Level 3 Investments

The table below sets forth a summary of changes in the fair value of the Plan's level 3 assets for the year ended December 31, 2009.

Participants' loans receivable, beginning of year	\$ 724,601
Loans issued	402,348
Loans in default deemed distributed	(7,475)
Benefit payments	(19,555)
Loan repayments	(264,599)
Participants' loans receivable, end of year	<u>\$ 835,320</u>

4. Net appreciation in fair value of investments

During 2009, the Plan's investments in mutual funds (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value by \$3,539,095. During 2009, the Plan's investments in common/collective trusts (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value by \$393,856.

5. Income tax status

The underlying nonstandard prototype plan has received an opinion letter from the Internal Revenue Services (IRS) dated October 9, 2009, stating that the form of the plan is qualified under Section 401(a) of the Code and, therefore, the related trust is tax-exempt. In accordance with Revenue Procedures 2006-6, the Plan sponsor has determined that it is eligible to and has chosen to rely on the current IRS prototype plan opinion letter. Once qualified, the Plan is required to operate in conformity with the Code to maintain its qualification. The Plan administrator believes the Plan is being operated in compliance with the applicable requirements of the Code and, therefore, believes that the Plan is qualified and the related trust is tax-exempt.

6. Information prepared and certified by Trustee (unaudited)

As of December 31, 2009 and 2008, the Company has elected the method of compliance permitted by 29 CFR 2520.103-8 of the DOL's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under such election, the following information, included in the accompanying financial statements and supplemental schedule as of December 31, 2009 and 2008 and for the year ended December 31, 2009, was certified as completed and accurate by the Fidelity Management Trust Company (the "Trustee").

VITAL SIGNS, INC. 401 (k) SAVINGS AND PROTECTION PLAN

NOTES TO FINANCIAL STATEMENTS

6. Information prepared and certified by Trustee (unaudited) (continued)

The following information represents the schedule of Plan assets at December 31, 2009 and 2008:

	2009	2008
Investment, at fair value		
PIMCO Total Return Admin	1,047,605	903,601
MSIF Mid Cap Growth Portfolio	1,508,733 **	895,002
COL Mid Cap Value Z	26,622	21,129
Allianz NFJ Dividend Value AD	1,022,821	922,383
Rainer Large Cap Equity	2,396,583 **	1,992,519 **
Allianz NFJ SMCPVAL AD	512,238	400,396
Fid Fidelity	63,352	1,365
Fidelity Capital and Income	43,507	3,279
Fidelity Government Income	839,131	778,131
Fid Sel Healthcare	331,076	235,989
Fid Sel Technology	395,287	219,808
Fid Leveraged Co Stock	874,472	494,155
Fid Balanced	1,188,874	937,217
Fid International Discovery	2,130,259 **	1,603,905 **
Fid Disciplined Equity	29,358	34,016
Fidelity Emerging Markets	526,097	244,765
Fidelity Growth Discovery	107,593	83,815
Fid Freedom Income	6,881	778
Fid Freedom 2010	206,849	160,471
Fid Freedom 2020	271,049	204,057
Fid Freedom 2030	622,993	441,731
SPTN Extended Market Index	1,530,016	984,490
Spartan International Index	28,008	10,949
Spartan US Equity Index	57,081	21,629
Fid Large Cape Value	52,237	8,414
Fid Freedom 2040	68,277	27,501
Fid Freedom 2015	1,256,325	842,493
Fid Freedom 2025	37,799	7,766
Fid Freedom 2025	106,944	7,229
Fid Freedom 2035	51,294	11,671

VITAL SIGNS, INC. 401 (k) SAVINGS AND PROTECTION PLAN

NOTES TO FINANCIAL STATEMENTS

6. Information prepared and certified by Trustee (unaudited) (continued)

	2009	2008
Investment , at fair value		
Fid Small Cap Growth	81,430	49,029
Fid Small Cap Value	34,747	16,883
Fid Freedom 2045	73,765	18,154
Fid Freedom 2050	14,365	5,686
	<u>\$ 17,543,668</u>	<u>\$ 12,590,406</u>
Common Collective Trust , at contract value		
Fidelity Managed Income Portfolio	\$ 5,964,705 **	\$ 5,469,882
Participants' Loans Receivable	<u>\$ 835,320</u>	<u>\$ 724,601</u>

** Investments that represent 5% or more of the Plan's net assets.

The following information represents investment earnings of the Plan for the year ended December 31, 2009:

Net appreciation in fair value of investments	\$ 3,932,951
Interest and dividends	<u>416,957</u>
	<u>\$ 4,349,908</u>

7. Party-in-interest

Certain assets of the Plan invested with the Trustee as of December 31, 2009 and 2008 are considered party-in-interest investments. The Trustee is a party-in-interest as a provider of investment management and accounting services to the funds. These transactions are exempt from the prohibited transaction rules.

The Company provides certain administrative services to the Plan at no cost. The Plan's administrator is the Company.

VITAL SIGNS, INC. 401 (k) SAVINGS AND PROTECTION PLAN

NOTES TO FINANCIAL STATEMENTS

8. Reconciliation of the financial statements to schedule H of form 5500

The following is a reconciliation of net assets available for benefits per the financial statements to Schedule H of Form 5500 at December 31, 2009 and 2008:

	2009	2008
Net assets available for benefits per the financial statements	\$ 24,360,933	\$ 18,848,766
Plus: Excess contributions payable	24,211	
Less: Adjustment from contract value to fair value	(108,890)	
Less: Contributions receivable	(41,451)	(63,877)
Net assets available for benefits per Schedule H of Form 5500	<u>\$ 24,234,803</u>	<u>\$ 18,784,889</u>

The following is a reconciliation of contributions from participants and employer per the financial statements to Schedule H of Form 5500 for the year ended December 31, 2009:

Contributions from participants and employer per the financial statements	\$ 2,684,503
Plus: Increase in excess contributions payable	24,211
Plus: Decrease in contributions receivable	22,426
Contributions from participants and employer per Schedule H of Form 5500	<u>\$ 2,731,140</u>

9. Plan termination

Although it has not expressed any intent to do so, the Company reserves the right under the plan to discontinue its contributions at any time and to terminate or amend the Plan subject to the provisions set forth in ERISA. Upon such termination, participants' will become 100% vested in their accounts.

VITAL SIGNS, INC. 401 (k) SAVINGS AND PROTECTION PLAN

NOTES TO FINANCIAL STATEMENTS

10. Risk and uncertainties

In the normal course of business, all of the Plan's assets are transacted with and held by its trustee. The Plan is subject to credit risk to the extent the Trustee is unable to fulfill contractual obligations on their behalf. The Company does not anticipate any losses from this counterparty.

The Plan provides for various investment options in mutual funds. 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 risks in the near term would materially affect participants' account balances and the amount reported in the statements of net assets available for benefits and changes in net assets available for benefits.

11. Subsequent events

These financial statements were approved by management and available for issuance on August 3, 2010. Subsequent events have been evaluated through this date.

VITAL SIGNS, INC. 401 (K) SAVINGS AND PROTECTION PLAN

SUPPLEMENTAL INFORMATION

EIN: 04-2033129
PLAN NUMBER: 83021
SCHEDULE H, LINE 4i

SCHEDULE OF ASSETS (HELD AT END OF YEAR)

December 31, 2009

(a)	(b)	(c)	(d)	(e)
	Identity of Issue, Borrower, Lessor Similar Party	Description of Investment including maturity date, rate of interest, collateral, par, or maturity value	Cost	Fair Value
Mutual funds, at fair value:				
	PIMCO Total Return Admin	Shares of Registered Investment Co.	**	\$ 1,047,605
	MSIF Mid Cap Growth Portfolio	Shares of Registered Investment Co.	**	1,508,733
	COL Mid Cap Value Z	Shares of Registered Investment Co.	**	26,822
	Allianz NFJ Dividend Value AD	Shares of Registered Investment Co.	**	1,022,821
	Rainier Large Cap Equity	Shares of Registered Investment Co.	**	2,396,583
	Allianz NFJ SMCVAL AD	Shares of Registered Investment Co.	**	512,238
*	Fid Fidelity	Shares of Registered Investment Co.	**	63,352
*	Fidelity Capital and Income	Shares of Registered Investment Co.	**	43,507
*	Fidelity Government Income	Shares of Registered Investment Co.	**	839,131
*	Fid Sel Healthcare	Shares of Registered Investment Co.	**	331,076
*	Fid Sel Technology	Shares of Registered Investment Co.	**	395,287
*	Fid Leveraged Co Stock	Shares of Registered Investment Co.	**	874,472
*	Fid Balanced	Shares of Registered Investment Co.	**	1,188,874
*	Fid International Discovery	Shares of Registered Investment Co.	**	2,130,259
*	Fid Disciplined Equity	Shares of Registered Investment Co.	**	29,358
*	Fidelity Emerging Markets	Shares of Registered Investment Co.	**	526,097
*	Fidelity Growth Discovery	Shares of Registered Investment Co.	**	107,593
*	Fid Freedom Income	Shares of Registered Investment Co.	**	6,881
*	Fid Freedom 2000	Shares of Registered Investment Co.	**	206,849
*	Fid Freedom 2010	Shares of Registered Investment Co.	**	271,049
*	Fid Freedom 2020	Shares of Registered Investment Co.	**	622,993
*	Fid Freedom 2030	Shares of Registered Investment Co.	**	1,530,016
	SPTN Extended Market Index	Shares of Registered Investment Co.	**	28,008
	Spartan International Index	Shares of Registered Investment Co.	**	57,081
	Spartan US Equity Index	Shares of Registered Investment Co.	**	52,237
*	Fid Large Cap Value	Shares of Registered Investment Co.	**	68,277
*	Fid Freedom 2040	Shares of Registered Investment Co.	**	1,256,325
*	Fid Freedom 2015	Shares of Registered Investment Co.	**	37,799
*	Fid Freedom 2025	Shares of Registered Investment Co.	**	106,944
*	Fid Freedom 2035	Shares of Registered Investment Co.	**	51,294
*	Fid Small Cap Growth	Shares of Registered Investment Co.	**	81,430
*	Fid Small Cap Value	Shares of Registered Investment Co.	**	34,747
*	Fid Freedom 2045	Shares of Registered Investment Co.	**	73,765
*	Fid Freedom 2050	Shares of Registered Investment Co.	**	14,365
				<hr/>
				17,543,668
				<hr/>
	Fidelity Managed Income Portfolio, at contract value	Common Collective Trust	**	5,964,705
				<hr/>
*	Participants' Loans Receivable	Interest rates ranging from 5.00% - 9.25% per annum and maturity dates from 2010 through 2015	**	835,320
				<hr/>
				\$ 24,343,693

* Party-in-interest as defined by ERISA

** Cost omitted for participant directed investments

**VITAL SIGNS, INC. 401 (k) SAVINGS
AND PROTECTION PLAN**

FINANCIAL STATEMENTS
AND
INDEPENDENT AUDITORS' REPORT

DECEMBER 31, 2009 AND 2008

VITAL SIGNS, INC. 401 (k) SAVINGS AND PROTECTION PLAN

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Certified
Public
Accountants

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Walnut Creek

Rothstein Kass

INDEPENDENT AUDITORS' REPORT

To the Participants and Administrator
Vital Signs, Inc. 401 (k) Savings and Protection Plan

We were engaged to audit the accompanying statements of net assets available for benefits of Vital Signs, Inc. 401(k) Savings and Protection Plan (the "Plan") as of December 31, 2009 and 2008, and the related statement of changes in net assets available for benefits for the year ended December 31, 2009 and the supplemental schedule as of December 31, 2009 as listed in the accompanying table of contents. These financial statements and 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 us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 7, which was certified by Fidelity Management Trust Company, the Trustee of the Plan, except for comparing such information with the related information included in the financial statements and supplemental information. We have been informed by the Plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained a certification from the trustee, as of December 31, 2009 and 2008, and for the year ended December 31, 2009, that the information provided to the Plan administrator by the trustee is complete and accurate.

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

Rothstein, Kass & Company, P.C.

Roseland, New Jersey
August 3, 2010

VITAL SIGNS, INC. 401 (k) SAVINGS AND PROTECTION PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

December 31,	2009	2008
ASSETS		
Investments, at fair value		
Mutual funds	\$ 17,543,668	\$ 12,590,406
Common/collective trust	5,855,815	5,764,938
Total investments	23,399,483	18,355,344
Participants' loans receivable	835,320	724,601
Receivables		
Employer's contributions	6,510	17,684
Participants' contributions	34,941	46,193
Total receivables	41,451	63,877
Total assets	24,276,254	19,143,822
LIABILITIES		
Excess contributions payable	24,211	
Total liabilities	24,211	
Net assets reflecting all investments at fair value	24,252,043	19,143,822
Adjustment from fair value to contract value for common/collective trust	108,890	(295,056)
Net assets available for benefits	\$ 24,360,933	\$ 18,848,766

VITAL SIGNS, INC. 401 (k) SAVINGS AND PROTECTION PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

Year Ended December 31, 2009

Additions to net assets attributable to:

Investment income:

Net appreciation in fair value of mutual funds	\$ 3,539,095
Net appreciation in fair value of common/collective trust	393,856
Interest and dividends	416,957
Total investment income	<u>4,349,908</u>

Contributions:

Participants'	2,238,210
Employer	400,147
Rollover	46,146
Total contributions	<u>2,684,503</u>
Total additions, net	<u>7,034,411</u>

Deductions from net assets attributed to:

Distributions to participants	1,513,189
Administrative expenses	9,055
Total deductions	<u>1,522,244</u>
Net increase in net assets available for benefits	5,512,167

Net assets available for benefits

Beginning of year	<u>18,848,766</u>
End of year	<u>\$ 24,360,933</u>

VITAL SIGNS, INC. 401 (k) SAVINGS AND PROTECTION PLAN

NOTES TO FINANCIAL STATEMENTS

1. Description of plan

The following description of the Vital Signs, Inc. 401 (k) Savings and Protection Plan (the "Plan") is provided for general information purposes only. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan under Section 401(a) of the Internal Revenue Code ("IRC") covering all eligible employees (the "participants") of Vital Signs, Inc. and seven of its wholly-owned subsidiaries (collectively, the "Company"). The Plan, which was established effective October 1, 1985 and amended and restated on October 1, 2002, is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

Eligibility

All employees of the Company are eligible to participate in the Plan on the entry date following the completion of six months of service, as defined. The Plan does not cover employees who are members of a collective bargaining agreement or nonresident aliens.

Contributions

Participants may enter into a salary reduction agreement with the Company in an amount not greater than 80% of compensation, as defined, and not in excess of limits prescribed by the IRC.

Company matching contributions are 25% of the first 6% of deferred compensation, as defined, that each participant contributes. The Company may also make, at its discretion, additional contributions to the Plan. The combined contribution by the employee and the Company cannot exceed limits prescribed by the IRC. For the year ended December 31, 2009 there was no discretionary contribution.

Participant Accounts

Each participant's account is credited with the amount of the participant's salary reduction and an allocation of the (a) Company's contributions, (b) plan earnings (losses) and (c) administrative expenses (collectively "Accrued Benefits"). Allocations to a participant's account are made as defined in the Plan. Participants may change their investment options at any time. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Participants' Loans Receivable

Participants may borrow from their accounts a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50% of their account balance. All loans bear a reasonable rate of interest as determined by the Plan administrator (which range between 3.25% and 9.25% per annum at December 31, 2009) and must be repaid in five years unless used for the purpose of the purchase of a participant's principal residence, in which case the loan must be repaid within a reasonable time commensurate with the repayment period permitted by commercial lenders for similar loans. The balance of the participant's vested account balance serves as collateral for the loan.

For the year ended December 31, 2009, \$7,475 of participant loans were determined to be in default and have been accordingly classified as distributions.

VITAL SIGNS, INC. 401 (k) SAVINGS AND PROTECTION PLAN

NOTES TO FINANCIAL STATEMENTS

1. Description of plan (continued)

Vesting

Participants are 100% vested in all salary reductions and Company contribution amounts credited to their accounts on their effective dates of participation, as defined.

Payment of Benefits

Except in the case of death, disability or financial hardship, as defined in the Plan, withdrawals are not permitted from a participant's account prior to either termination of employment or the reaching of age 59½.

At a participant's normal retirement (age 65) or disability date or upon death, the participant's entire account balance is available for distribution. Such distributions are made in the form of annuities unless otherwise elected by the participant.

2. Summary of significant accounting policies

Basis of Accounting

The accompanying financial statements of the Plan are prepared in compliance with the Department of Labor's ("DOL") Rules and Regulations for Reporting and Disclosure under ERISA and the accrual method of accounting in conformity with accounting principles generally accepted in the United States of America.

In accordance with Generally Accepted Accounting Principles ("GAAP") investments in common/collective trusts held by a defined-contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attributed for that portion of the net assets available for benefits of a defined-contribution plan attributable to common/collective trusts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the plan. The Statements of Net Assets Available for Benefits present the fair value of the common/collective trusts as well as the adjustment of the common/collective trusts from fair value to contract value. The Statement of Changes in Net Assets Available for Benefits is prepared on a contract value basis.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America and the DOL's Rules and Regulations for Reporting and Disclosure under ERISA, requires management to make significant estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein. Actual results could differ from those estimates.

VITAL SIGNS, INC. 401 (k) SAVINGS AND PROTECTION PLAN

NOTES TO FINANCIAL STATEMENTS

2. Summary of significant accounting policies (continued)

Valuation of Assets at Fair Value – Definition and Hierarchy

Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") 820, *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 under FASB 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 | <p>Inputs to the valuation methodology include:</p> <ul style="list-style-type: none">• Quoted prices for similar assets or liabilities in active markets;• Quoted prices for identical or similar assets or liabilities in inactive markets;• Inputs other than quoted prices that are observable for the assets or liabilities;• Inputs that are derived principally from or corroborated by observable market data by correlation or other means. <p>If the assets or liabilities have a specified (contractual) term, Level 2 inputs must be observable for substantially the full term of the asset or liability.</p> |
| 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.

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.

Mutual funds: Valued at the net asset value ("NAV") of shares held by the Plan at year end.

Participants' loans receivable: Valued at amortized cost, which approximates fair value.

Common collective trust (managed income portfolio): Valued at fair value by discounting the related cash flows based on current yields of similar instruments with comparable durations considering the credit worthiness of the issuer.

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.

VITAL SIGNS, INC. 401 (k) SAVINGS AND PROTECTION PLAN

NOTES TO FINANCIAL STATEMENTS

2. Summary of significant accounting policies (continued)

Payments of Benefits

Benefits payments are recorded when paid.

Administrative Expenses

Certain administrative expenses are paid by the Company.

Security Transactions and Investment Income

Purchases and sales of securities are recorded on the trade date. Dividend income is recorded on the ex-dividend date. Interest income is recorded as earned on an accrual basis. Realized gains and losses are calculated as the difference between the proceeds from sales and the related investment's fair market value at the beginning of the plan year, or acquisition cost if acquired during the fiscal year. Unrealized appreciation and depreciation are calculated as the difference between the fair value of investments at the end of the year less their fair value at the beginning of the year, or acquisition cost if acquired during the fiscal year. The fair value of the guaranteed investment contract is calculated by discounting the related cash flows based on current yields of similar instruments with comparable durations.

3. Fair value measurements

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2009.

	Quoted Prices In Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Balance as of December 31, 2009
Mutual funds				
Balanced	\$ 1,188,874	\$ -	\$ -	\$ 1,188,874
Bond	1,930,242			1,930,242
International Equity	2,713,437			2,713,437
Large Blend	144,947			144,947
Large Growth	2,504,176			2,504,176
Large Value	1,091,098			1,091,098
Life Cycle	4,178,281			4,178,281
Mid Blend	902,480			902,480
Mid Growth	1,508,733			1,508,733
Mid Value	26,622			26,622
Small Growth	81,430			81,430
Small Value	546,985			546,985
Specialty	726,363			726,363

VITAL SIGNS, INC. 401 (k) SAVINGS AND PROTECTION PLAN

NOTES TO FINANCIAL STATEMENTS

3. Fair Value Measurements (continued)

	Quoted Prices In Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Balance as of December 31, 2009
Common/collective trust				
Stable Value Fund		5,855,815		5,855,815
Participants' loans			835,320	835,320
Total assets at fair value	\$ 17,543,668	\$ 5,855,815	\$ 835,320	\$ 24,234,803

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

	Quoted Prices In Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Balance as of December 31, 2008
Mutual funds				
Balanced	\$ 937,217	\$ -	\$ -	\$ 937,217
Bond	1,685,011			1,685,011
International Equity	1,870,297			1,870,297
Large Blend	43,796			43,796
Large Growth	2,076,335			2,076,335
Large Value	949,884			949,884
Life Cycle	2,684,534			2,684,534
Mid Blend	505,104			505,104
Mid Growth	895,002			895,002
Mid Value	21,129			21,129
Small Growth	49,021			49,021
Small Value	417,279			417,279
Specialty	455,797			455,797
Common/collective trust				
Stable Value Fund		5,764,938		5,764,938
Participants' loans			724,601	724,601
Total assets at fair value	\$ 12,590,406	\$ 5,764,938	\$ 724,601	\$ 19,079,945

VITAL SIGNS, INC. 401 (k) SAVINGS AND PROTECTION PLAN

NOTES TO FINANCIAL STATEMENTS

3. Fair Value Measurements (continued)

Level 3 Investments

The table below sets forth a summary of changes in the fair value of the Plan's level 3 assets for the year ended December 31, 2009.

Participants' loans receivable, beginning of year	\$ 724,601
Loans issued	402,348
Loans in default deemed distributed	(7,475)
Benefit payments	(19,555)
Loan repayments	(264,599)
Participants' loans receivable, end of year	<u>\$ 835,320</u>

4. Net appreciation in fair value of investments

During 2009, the Plan's investments in mutual funds (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value by \$3,539,095. During 2009, the Plan's investments in common/collective trusts (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value by \$393,856.

5. Income tax status

The underlying nonstandard prototype plan has received an opinion letter from the Internal Revenue Services (IRS) dated October 9, 2009, stating that the form of the plan is qualified under Section 401(a) of the Code and, therefore, the related trust is tax-exempt. In accordance with Revenue Procedures 2006-6, the Plan sponsor has determined that it is eligible to and has chosen to rely on the current IRS prototype plan opinion letter. Once qualified, the Plan is required to operate in conformity with the Code to maintain its qualification. The Plan administrator believes the Plan is being operated in compliance with the applicable requirements of the Code and, therefore, believes that the Plan is qualified and the related trust is tax-exempt.

6. Information prepared and certified by Trustee (unaudited)

As of December 31, 2009 and 2008, the Company has elected the method of compliance permitted by 29 CFR 2520.103-8 of the DOL's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under such election, the following information, included in the accompanying financial statements and supplemental schedule as of December 31, 2009 and 2008 and for the year ended December 31, 2009, was certified as completed and accurate by the Fidelity Management Trust Company (the "Trustee").

VITAL SIGNS, INC. 401 (k) SAVINGS AND PROTECTION PLAN

NOTES TO FINANCIAL STATEMENTS

6. Information prepared and certified by Trustee (unaudited) (continued)

The following information represents the schedule of Plan assets at December 31, 2009 and 2008:

	2009	2008
Investment, at fair value		
PIMCO Total Return Admin	1,047,605	903,601
MSIF Mid Cap Growth Portfolio	1,508,733 **	895,002
COL Mid Cap Value Z	26,622	21,129
Allianz NFJ Dividend Value AD	1,022,821	922,383
Rainer Large Cap Equity	2,396,583 **	1,992,519 **
Allianz NFJ SMCPVAL AD	512,238	400,396
Fid Fidelity	63,352	1,365
Fidelity Capital and Income	43,507	3,279
Fidelity Government Income	839,131	778,131
Fid Sel Healthcare	331,076	235,989
Fid Sel Technology	395,287	219,808
Fid Leveraged Co Stock	874,472	494,155
Fid Balanced	1,188,874	937,217
Fid International Discovery	2,130,259 **	1,603,905 **
Fid Disciplined Equity	29,358	34,016
Fidelity Emerging Markets	526,097	244,765
Fidelity Growth Discovery	107,593	83,815
Fid Freedom Income	6,881	778
Fid Freedom 2010	206,849	160,471
Fid Freedom 2020	271,049	204,057
Fid Freedom 2030	622,993	441,731
SPTN Extended Market Index	1,530,016	984,490
Spartan International Index	28,008	10,949
Spartan US Equity Index	57,081	21,629
Fid Large Cape Value	52,237	8,414
Fid Freedom 2040	68,277	27,501
Fid Freedom 2015	1,256,325	842,493
Fid Freedom 2025	37,799	7,766
Fid Freedom 2025	106,944	7,229
Fid Freedom 2035	51,294	11,671

VITAL SIGNS, INC. 401 (k) SAVINGS AND PROTECTION PLAN

NOTES TO FINANCIAL STATEMENTS

6. Information prepared and certified by Trustee (unaudited) (continued)

	2009	2008
Investment , at fair value		
Fid Small Cap Growth	81,430	49,029
Fid Small Cap Value	34,747	16,883
Fid Freedom 2045	73,765	18,154
Fid Freedom 2050	14,365	5,686
	<u>\$ 17,543,668</u>	<u>\$ 12,590,406</u>
Common Collective Trust , at contract value		
Fidelity Managed Income Portfolio	\$ 5,964,705 **	\$ 5,469,882
Participants' Loans Receivable	<u>\$ 835,320</u>	<u>\$ 724,601</u>

** Investments that represent 5% or more of the Plan's net assets.

The following information represents investment earnings of the Plan for the year ended December 31, 2009:

Net appreciation in fair value of investments	\$ 3,932,951
Interest and dividends	<u>416,957</u>
	<u>\$ 4,349,908</u>

7. Party-in-interest

Certain assets of the Plan invested with the Trustee as of December 31, 2009 and 2008 are considered party-in-interest investments. The Trustee is a party-in-interest as a provider of investment management and accounting services to the funds. These transactions are exempt from the prohibited transaction rules.

The Company provides certain administrative services to the Plan at no cost. The Plan's administrator is the Company.

VITAL SIGNS, INC. 401 (k) SAVINGS AND PROTECTION PLAN

NOTES TO FINANCIAL STATEMENTS

8. Reconciliation of the financial statements to schedule H of form 5500

The following is a reconciliation of net assets available for benefits per the financial statements to Schedule H of Form 5500 at December 31, 2009 and 2008:

	2009	2008
Net assets available for benefits per the financial statements	\$ 24,360,933	\$ 18,848,766
Plus: Excess contributions payable	24,211	
Less: Adjustment from contract value to fair value	(108,890)	
Less: Contributions receivable	(41,451)	(63,877)
Net assets available for benefits per Schedule H of Form 5500	<u>\$ 24,234,803</u>	<u>\$ 18,784,889</u>

The following is a reconciliation of contributions from participants and employer per the financial statements to Schedule H of Form 5500 for the year ended December 31, 2009:

Contributions from participants and employer per the financial statements	\$ 2,684,503
Plus: Increase in excess contributions payable	24,211
Plus: Decrease in contributions receivable	22,426
Contributions from participants and employer per Schedule H of Form 5500	<u>\$ 2,731,140</u>

9. Plan termination

Although it has not expressed any intent to do so, the Company reserves the right under the plan to discontinue its contributions at any time and to terminate or amend the Plan subject to the provisions set forth in ERISA. Upon such termination, participants' will become 100% vested in their accounts.

VITAL SIGNS, INC. 401 (k) SAVINGS AND PROTECTION PLAN

NOTES TO FINANCIAL STATEMENTS

10. Risk and uncertainties

In the normal course of business, all of the Plan's assets are transacted with and held by its trustee. The Plan is subject to credit risk to the extent the Trustee is unable to fulfill contractual obligations on their behalf. The Company does not anticipate any losses from this counterparty.

The Plan provides for various investment options in mutual funds. 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 risks in the near term would materially affect participants' account balances and the amount reported in the statements of net assets available for benefits and changes in net assets available for benefits.

11. Subsequent events

These financial statements were approved by management and available for issuance on August 3, 2010. Subsequent events have been evaluated through this date.

VITAL SIGNS, INC. 401 (K) SAVINGS AND PROTECTION PLAN

SUPPLEMENTAL INFORMATION

EIN: 04-2033129
PLAN NUMBER: 83021
SCHEDULE H, LINE 4i

SCHEDULE OF ASSETS (HELD AT END OF YEAR)

December 31, 2009

(a)	(b)	(c)	(d)	(e)
	Identity of Issue, Borrower, Lessor Similar Party	Description of Investment including maturity date, rate of interest, collateral, par, or maturity value	Cost	Fair Value
Mutual funds, at fair value:				
*	PIMCO Total Return Admin	Shares of Registered Investment Co.	**	\$ 1,047,605
*	MSIF Mid Cap Growth Portfolio	Shares of Registered Investment Co.	**	1,508,733
*	COL Mid Cap Value Z	Shares of Registered Investment Co.	**	26,822
*	Allianz NFJ Dividend Value AD	Shares of Registered Investment Co.	**	1,022,821
*	Rainier Large Cap Equity	Shares of Registered Investment Co.	**	2,396,583
*	Allianz NFJ SMCVAL AD	Shares of Registered Investment Co.	**	512,238
*	Fid Fidelity	Shares of Registered Investment Co.	**	63,352
*	Fidelity Capital and Income	Shares of Registered Investment Co.	**	43,507
*	Fidelity Government Income	Shares of Registered Investment Co.	**	839,131
*	Fid Sel Healthcare	Shares of Registered Investment Co.	**	331,076
*	Fid Sel Technology	Shares of Registered Investment Co.	**	395,287
*	Fid Leveraged Co Stock	Shares of Registered Investment Co.	**	874,472
*	Fid Balanced	Shares of Registered Investment Co.	**	1,188,874
*	Fid International Discovery	Shares of Registered Investment Co.	**	2,130,259
*	Fid Disciplined Equity	Shares of Registered Investment Co.	**	29,358
*	Fidelity Emerging Markets	Shares of Registered Investment Co.	**	526,097
*	Fidelity Growth Discovery	Shares of Registered Investment Co.	**	107,593
*	Fid Freedom Income	Shares of Registered Investment Co.	**	6,881
*	Fid Freedom 2000	Shares of Registered Investment Co.	**	206,849
*	Fid Freedom 2010	Shares of Registered Investment Co.	**	271,049
*	Fid Freedom 2020	Shares of Registered Investment Co.	**	622,993
*	Fid Freedom 2030	Shares of Registered Investment Co.	**	1,530,016
*	SPTN Extended Market Index	Shares of Registered Investment Co.	**	28,008
*	Spartan International Index	Shares of Registered Investment Co.	**	57,081
*	Spartan US Equity Index	Shares of Registered Investment Co.	**	52,237
*	Fid Large Cap Value	Shares of Registered Investment Co.	**	68,277
*	Fid Freedom 2040	Shares of Registered Investment Co.	**	1,256,325
*	Fid Freedom 2015	Shares of Registered Investment Co.	**	37,799
*	Fid Freedom 2025	Shares of Registered Investment Co.	**	106,944
*	Fid Freedom 2035	Shares of Registered Investment Co.	**	51,294
*	Fid Small Cap Growth	Shares of Registered Investment Co.	**	81,430
*	Fid Small Cap Value	Shares of Registered Investment Co.	**	34,747
*	Fid Freedom 2045	Shares of Registered Investment Co.	**	73,765
*	Fid Freedom 2050	Shares of Registered Investment Co.	**	14,365
				<hr/>
				17,543,668
				<hr/>
				5,964,705
				<hr/>
				835,320
				<hr/>
				\$ 24,343,693
				<hr/>
			Common Collective Trust	
			Interest rates ranging from 5.00% - 9.25% per annum and maturity dates from 2010 through 2015	
			Participants' Loans Receivable	

* Party-in-interest as defined by ERISA

** Cost omitted for participant directed investments

**VITAL SIGNS, INC. 401 (k) SAVINGS
AND PROTECTION PLAN**

FINANCIAL STATEMENTS
AND
INDEPENDENT AUDITORS' REPORT

DECEMBER 31, 2009 AND 2008

VITAL SIGNS, INC. 401 (k) SAVINGS AND PROTECTION PLAN

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Certified
Public
Accountants

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Rothstein Kass

INDEPENDENT AUDITORS' REPORT

To the Participants and Administrator
Vital Signs, Inc. 401 (k) Savings and Protection Plan

We were engaged to audit the accompanying statements of net assets available for benefits of Vital Signs, Inc. 401(k) Savings and Protection Plan (the "Plan") as of December 31, 2009 and 2008, and the related statement of changes in net assets available for benefits for the year ended December 31, 2009 and the supplemental schedule as of December 31, 2009 as listed in the accompanying table of contents. These financial statements and 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 us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 7, which was certified by Fidelity Management Trust Company, the Trustee of the Plan, except for comparing such information with the related information included in the financial statements and supplemental information. We have been informed by the Plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained a certification from the trustee, as of December 31, 2009 and 2008, and for the year ended December 31, 2009, that the information provided to the Plan administrator by the trustee is complete and accurate.

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

Rothstein, Kass & Company, P.C.

Roseland, New Jersey
August 3, 2010

VITAL SIGNS, INC. 401 (k) SAVINGS AND PROTECTION PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

December 31,	2009	2008
ASSETS		
Investments, at fair value		
Mutual funds	\$ 17,543,668	\$ 12,590,406
Common/collective trust	5,855,815	5,764,938
Total investments	23,399,483	18,355,344
Participants' loans receivable	835,320	724,601
Receivables		
Employer's contributions	6,510	17,684
Participants' contributions	34,941	46,193
Total receivables	41,451	63,877
Total assets	24,276,254	19,143,822
LIABILITIES		
Excess contributions payable	24,211	
Total liabilities	24,211	
Net assets reflecting all investments at fair value	24,252,043	19,143,822
Adjustment from fair value to contract value for common/collective trust	108,890	(295,056)
Net assets available for benefits	\$ 24,360,933	\$ 18,848,766

VITAL SIGNS, INC. 401 (k) SAVINGS AND PROTECTION PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

Year Ended December 31, 2009

Additions to net assets attributable to:

Investment income:

Net appreciation in fair value of mutual funds	\$ 3,539,095
Net appreciation in fair value of common/collective trust	393,856
Interest and dividends	416,957
Total investment income	<u>4,349,908</u>

Contributions:

Participants'	2,238,210
Employer	400,147
Rollover	46,146
Total contributions	<u>2,684,503</u>
Total additions, net	<u>7,034,411</u>

Deductions from net assets attributed to:

Distributions to participants	1,513,189
Administrative expenses	9,055
Total deductions	<u>1,522,244</u>
Net increase in net assets available for benefits	5,512,167

Net assets available for benefits

Beginning of year	<u>18,848,766</u>
End of year	<u>\$ 24,360,933</u>

VITAL SIGNS, INC. 401 (k) SAVINGS AND PROTECTION PLAN

NOTES TO FINANCIAL STATEMENTS

1. Description of plan

The following description of the Vital Signs, Inc. 401 (k) Savings and Protection Plan (the "Plan") is provided for general information purposes only. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan under Section 401(a) of the Internal Revenue Code ("IRC") covering all eligible employees (the "participants") of Vital Signs, Inc. and seven of its wholly-owned subsidiaries (collectively, the "Company"). The Plan, which was established effective October 1, 1985 and amended and restated on October 1, 2002, is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

Eligibility

All employees of the Company are eligible to participate in the Plan on the entry date following the completion of six months of service, as defined. The Plan does not cover employees who are members of a collective bargaining agreement or nonresident aliens.

Contributions

Participants may enter into a salary reduction agreement with the Company in an amount not greater than 80% of compensation, as defined, and not in excess of limits prescribed by the IRC.

Company matching contributions are 25% of the first 6% of deferred compensation, as defined, that each participant contributes. The Company may also make, at its discretion, additional contributions to the Plan. The combined contribution by the employee and the Company cannot exceed limits prescribed by the IRC. For the year ended December 31, 2009 there was no discretionary contribution.

Participant Accounts

Each participant's account is credited with the amount of the participant's salary reduction and an allocation of the (a) Company's contributions, (b) plan earnings (losses) and (c) administrative expenses (collectively "Accrued Benefits"). Allocations to a participant's account are made as defined in the Plan. Participants may change their investment options at any time. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Participants' Loans Receivable

Participants may borrow from their accounts a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50% of their account balance. All loans bear a reasonable rate of interest as determined by the Plan administrator (which range between 3.25% and 9.25% per annum at December 31, 2009) and must be repaid in five years unless used for the purpose of the purchase of a participant's principal residence, in which case the loan must be repaid within a reasonable time commensurate with the repayment period permitted by commercial lenders for similar loans. The balance of the participant's vested account balance serves as collateral for the loan.

For the year ended December 31, 2009, \$7,475 of participant loans were determined to be in default and have been accordingly classified as distributions.

VITAL SIGNS, INC. 401 (k) SAVINGS AND PROTECTION PLAN

NOTES TO FINANCIAL STATEMENTS

1. Description of plan (continued)

Vesting

Participants are 100% vested in all salary reductions and Company contribution amounts credited to their accounts on their effective dates of participation, as defined.

Payment of Benefits

Except in the case of death, disability or financial hardship, as defined in the Plan, withdrawals are not permitted from a participant's account prior to either termination of employment or the reaching of age 59½.

At a participant's normal retirement (age 65) or disability date or upon death, the participant's entire account balance is available for distribution. Such distributions are made in the form of annuities unless otherwise elected by the participant.

2. Summary of significant accounting policies

Basis of Accounting

The accompanying financial statements of the Plan are prepared in compliance with the Department of Labor's ("DOL") Rules and Regulations for Reporting and Disclosure under ERISA and the accrual method of accounting in conformity with accounting principles generally accepted in the United States of America.

In accordance with Generally Accepted Accounting Principles ("GAAP") investments in common/collective trusts held by a defined-contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attributed for that portion of the net assets available for benefits of a defined-contribution plan attributable to common/collective trusts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the plan. The Statements of Net Assets Available for Benefits present the fair value of the common/collective trusts as well as the adjustment of the common/collective trusts from fair value to contract value. The Statement of Changes in Net Assets Available for Benefits is prepared on a contract value basis.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America and the DOL's Rules and Regulations for Reporting and Disclosure under ERISA, requires management to make significant estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein. Actual results could differ from those estimates.

VITAL SIGNS, INC. 401 (k) SAVINGS AND PROTECTION PLAN

NOTES TO FINANCIAL STATEMENTS

2. Summary of significant accounting policies (continued)

Valuation of Assets at Fair Value – Definition and Hierarchy

Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") 820, *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 under FASB 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 | <p>Inputs to the valuation methodology include:</p> <ul style="list-style-type: none">• Quoted prices for similar assets or liabilities in active markets;• Quoted prices for identical or similar assets or liabilities in inactive markets;• Inputs other than quoted prices that are observable for the assets or liabilities;• Inputs that are derived principally from or corroborated by observable market data by correlation or other means. <p>If the assets or liabilities have a specified (contractual) term, Level 2 inputs must be observable for substantially the full term of the asset or liability.</p> |
| 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.

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.

Mutual funds: Valued at the net asset value ("NAV") of shares held by the Plan at year end.

Participants' loans receivable: Valued at amortized cost, which approximates fair value.

Common collective trust (managed income portfolio): Valued at fair value by discounting the related cash flows based on current yields of similar instruments with comparable durations considering the credit worthiness of the issuer.

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.

VITAL SIGNS, INC. 401 (k) SAVINGS AND PROTECTION PLAN

NOTES TO FINANCIAL STATEMENTS

2. Summary of significant accounting policies (continued)

Payments of Benefits

Benefits payments are recorded when paid.

Administrative Expenses

Certain administrative expenses are paid by the Company.

Security Transactions and Investment Income

Purchases and sales of securities are recorded on the trade date. Dividend income is recorded on the ex-dividend date. Interest income is recorded as earned on an accrual basis. Realized gains and losses are calculated as the difference between the proceeds from sales and the related investment's fair market value at the beginning of the plan year, or acquisition cost if acquired during the fiscal year. Unrealized appreciation and depreciation are calculated as the difference between the fair value of investments at the end of the year less their fair value at the beginning of the year, or acquisition cost if acquired during the fiscal year. The fair value of the guaranteed investment contract is calculated by discounting the related cash flows based on current yields of similar instruments with comparable durations.

3. Fair value measurements

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2009.

	Quoted Prices In Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Balance as of December 31, 2009
Mutual funds				
Balanced	\$ 1,188,874	\$ -	\$ -	\$ 1,188,874
Bond	1,930,242			1,930,242
International Equity	2,713,437			2,713,437
Large Blend	144,947			144,947
Large Growth	2,504,176			2,504,176
Large Value	1,091,098			1,091,098
Life Cycle	4,178,281			4,178,281
Mid Blend	902,480			902,480
Mid Growth	1,508,733			1,508,733
Mid Value	26,622			26,622
Small Growth	81,430			81,430
Small Value	546,985			546,985
Specialty	726,363			726,363

VITAL SIGNS, INC. 401 (k) SAVINGS AND PROTECTION PLAN

NOTES TO FINANCIAL STATEMENTS

3. Fair Value Measurements (continued)

	Quoted Prices In Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Balance as of December 31, 2009
Common/collective trust				
Stable Value Fund		5,855,815		5,855,815
Participants' loans			835,320	835,320
Total assets at fair value	\$ 17,543,668	\$ 5,855,815	\$ 835,320	\$ 24,234,803

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

	Quoted Prices In Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Balance as of December 31, 2008
Mutual funds				
Balanced	\$ 937,217	\$ -	\$ -	\$ 937,217
Bond	1,685,011			1,685,011
International Equity	1,870,297			1,870,297
Large Blend	43,796			43,796
Large Growth	2,076,335			2,076,335
Large Value	949,884			949,884
Life Cycle	2,684,534			2,684,534
Mid Blend	505,104			505,104
Mid Growth	895,002			895,002
Mid Value	21,129			21,129
Small Growth	49,021			49,021
Small Value	417,279			417,279
Specialty	455,797			455,797
Common/collective trust				
Stable Value Fund		5,764,938		5,764,938
Participants' loans			724,601	724,601
Total assets at fair value	\$ 12,590,406	\$ 5,764,938	\$ 724,601	\$ 19,079,945

VITAL SIGNS, INC. 401 (k) SAVINGS AND PROTECTION PLAN

NOTES TO FINANCIAL STATEMENTS

3. Fair Value Measurements (continued)

Level 3 Investments

The table below sets forth a summary of changes in the fair value of the Plan's level 3 assets for the year ended December 31, 2009.

Participants' loans receivable, beginning of year	\$ 724,601
Loans issued	402,348
Loans in default deemed distributed	(7,475)
Benefit payments	(19,555)
Loan repayments	(264,599)
Participants' loans receivable, end of year	<u>\$ 835,320</u>

4. Net appreciation in fair value of investments

During 2009, the Plan's investments in mutual funds (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value by \$3,539,095. During 2009, the Plan's investments in common/collective trusts (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value by \$393,856.

5. Income tax status

The underlying nonstandard prototype plan has received an opinion letter from the Internal Revenue Services (IRS) dated October 9, 2009, stating that the form of the plan is qualified under Section 401(a) of the Code and, therefore, the related trust is tax-exempt. In accordance with Revenue Procedures 2006-6, the Plan sponsor has determined that it is eligible to and has chosen to rely on the current IRS prototype plan opinion letter. Once qualified, the Plan is required to operate in conformity with the Code to maintain its qualification. The Plan administrator believes the Plan is being operated in compliance with the applicable requirements of the Code and, therefore, believes that the Plan is qualified and the related trust is tax-exempt.

6. Information prepared and certified by Trustee (unaudited)

As of December 31, 2009 and 2008, the Company has elected the method of compliance permitted by 29 CFR 2520.103-8 of the DOL's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under such election, the following information, included in the accompanying financial statements and supplemental schedule as of December 31, 2009 and 2008 and for the year ended December 31, 2009, was certified as completed and accurate by the Fidelity Management Trust Company (the "Trustee").

VITAL SIGNS, INC. 401 (k) SAVINGS AND PROTECTION PLAN

NOTES TO FINANCIAL STATEMENTS

6. Information prepared and certified by Trustee (unaudited) (continued)

The following information represents the schedule of Plan assets at December 31, 2009 and 2008:

	2009	2008
Investment, at fair value		
PIMCO Total Return Admin	1,047,605	903,601
MSIF Mid Cap Growth Portfolio	1,508,733 **	895,002
COL Mid Cap Value Z	26,622	21,129
Allianz NFJ Dividend Value AD	1,022,821	922,383
Rainer Large Cap Equity	2,396,583 **	1,992,519 **
Allianz NFJ SMCPVAL AD	512,238	400,396
Fid Fidelity	63,352	1,365
Fidelity Capital and Income	43,507	3,279
Fidelity Government Income	839,131	778,131
Fid Sel Healthcare	331,076	235,989
Fid Sel Technology	395,287	219,808
Fid Leveraged Co Stock	874,472	494,155
Fid Balanced	1,188,874	937,217
Fid International Discovery	2,130,259 **	1,603,905 **
Fid Disciplined Equity	29,358	34,016
Fidelity Emerging Markets	526,097	244,765
Fidelity Growth Discovery	107,593	83,815
Fid Freedom Income	6,881	778
Fid Freedom 2010	206,849	160,471
Fid Freedom 2020	271,049	204,057
Fid Freedom 2030	622,993	441,731
SPTN Extended Market Index	1,530,016	984,490
Spartan International Index	28,008	10,949
Spartan US Equity Index	57,081	21,629
Fid Large Cape Value	52,237	8,414
Fid Freedom 2040	68,277	27,501
Fid Freedom 2015	1,256,325	842,493
Fid Freedom 2025	37,799	7,766
Fid Freedom 2025	106,944	7,229
Fid Freedom 2035	51,294	11,671

VITAL SIGNS, INC. 401 (k) SAVINGS AND PROTECTION PLAN

NOTES TO FINANCIAL STATEMENTS

6. Information prepared and certified by Trustee (unaudited) (continued)

	2009	2008
Investment , at fair value		
Fid Small Cap Growth	81,430	49,029
Fid Small Cap Value	34,747	16,883
Fid Freedom 2045	73,765	18,154
Fid Freedom 2050	14,365	5,686
	<u>\$ 17,543,668</u>	<u>\$ 12,590,406</u>
Common Collective Trust , at contract value		
Fidelity Managed Income Portfolio	\$ 5,964,705 **	\$ 5,469,882
Participants' Loans Receivable	<u>\$ 835,320</u>	<u>\$ 724,601</u>

** Investments that represent 5% or more of the Plan's net assets.

The following information represents investment earnings of the Plan for the year ended December 31, 2009:

Net appreciation in fair value of investments	\$ 3,932,951
Interest and dividends	<u>416,957</u>
	<u>\$ 4,349,908</u>

7. Party-in-interest

Certain assets of the Plan invested with the Trustee as of December 31, 2009 and 2008 are considered party-in-interest investments. The Trustee is a party-in-interest as a provider of investment management and accounting services to the funds. These transactions are exempt from the prohibited transaction rules.

The Company provides certain administrative services to the Plan at no cost. The Plan's administrator is the Company.

VITAL SIGNS, INC. 401 (k) SAVINGS AND PROTECTION PLAN

NOTES TO FINANCIAL STATEMENTS

8. Reconciliation of the financial statements to schedule H of form 5500

The following is a reconciliation of net assets available for benefits per the financial statements to Schedule H of Form 5500 at December 31, 2009 and 2008:

	2009	2008
Net assets available for benefits per the financial statements	\$ 24,360,933	\$ 18,848,766
Plus: Excess contributions payable	24,211	
Less: Adjustment from contract value to fair value	(108,890)	
Less: Contributions receivable	(41,451)	(63,877)
Net assets available for benefits per Schedule H of Form 5500	<u>\$ 24,234,803</u>	<u>\$ 18,784,889</u>

The following is a reconciliation of contributions from participants and employer per the financial statements to Schedule H of Form 5500 for the year ended December 31, 2009:

Contributions from participants and employer per the financial statements	\$ 2,684,503
Plus: Increase in excess contributions payable	24,211
Plus: Decrease in contributions receivable	<u>22,426</u>
Contributions from participants and employer per Schedule H of Form 5500	<u>\$ 2,731,140</u>

9. Plan termination

Although it has not expressed any intent to do so, the Company reserves the right under the plan to discontinue its contributions at any time and to terminate or amend the Plan subject to the provisions set forth in ERISA. Upon such termination, participants' will become 100% vested in their accounts.

VITAL SIGNS, INC. 401 (k) SAVINGS AND PROTECTION PLAN

NOTES TO FINANCIAL STATEMENTS

10. Risk and uncertainties

In the normal course of business, all of the Plan's assets are transacted with and held by its trustee. The Plan is subject to credit risk to the extent the Trustee is unable to fulfill contractual obligations on their behalf. The Company does not anticipate any losses from this counterparty.

The Plan provides for various investment options in mutual funds. 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 risks in the near term would materially affect participants' account balances and the amount reported in the statements of net assets available for benefits and changes in net assets available for benefits.

11. Subsequent events

These financial statements were approved by management and available for issuance on August 3, 2010. Subsequent events have been evaluated through this date.

VITAL SIGNS, INC. 401 (K) SAVINGS AND PROTECTION PLAN

SUPPLEMENTAL INFORMATION

EIN: 04-2033129
PLAN NUMBER: 83021
SCHEDULE H, LINE 4i

SCHEDULE OF ASSETS (HELD AT END OF YEAR)

December 31, 2009

(a)	(b)	(c)	(d)	(e)
	Identity of Issue, Borrower, Lessor Similar Party	Description of Investment including maturity date, rate of interest, collateral, par, or maturity value	Cost	Fair Value
Mutual funds, at fair value:				
	PIMCO Total Return Admin	Shares of Registered Investment Co.	**	\$ 1,047,605
	MSIF Mid Cap Growth Portfolio	Shares of Registered Investment Co.	**	1,508,733
	COL Mid Cap Value Z	Shares of Registered Investment Co.	**	26,822
	Allianz NFJ Dividend Value AD	Shares of Registered Investment Co.	**	1,022,821
	Rainier Large Cap Equity	Shares of Registered Investment Co.	**	2,396,583
	Allianz NFJ SMCVAL AD	Shares of Registered Investment Co.	**	512,238
*	Fid Fidelity	Shares of Registered Investment Co.	**	63,352
*	Fidelity Capital and Income	Shares of Registered Investment Co.	**	43,507
*	Fidelity Government Income	Shares of Registered Investment Co.	**	839,131
*	Fid Sel Healthcare	Shares of Registered Investment Co.	**	331,076
*	Fid Sel Technology	Shares of Registered Investment Co.	**	395,287
*	Fid Leveraged Co Stock	Shares of Registered Investment Co.	**	874,472
*	Fid Balanced	Shares of Registered Investment Co.	**	1,188,874
*	Fid International Discovery	Shares of Registered Investment Co.	**	2,130,259
*	Fid Disciplined Equity	Shares of Registered Investment Co.	**	29,358
*	Fidelity Emerging Markets	Shares of Registered Investment Co.	**	526,097
*	Fidelity Growth Discovery	Shares of Registered Investment Co.	**	107,593
*	Fid Freedom Income	Shares of Registered Investment Co.	**	6,881
*	Fid Freedom 2000	Shares of Registered Investment Co.	**	206,849
*	Fid Freedom 2010	Shares of Registered Investment Co.	**	271,049
*	Fid Freedom 2020	Shares of Registered Investment Co.	**	622,993
*	Fid Freedom 2030	Shares of Registered Investment Co.	**	1,530,016
	SPTN Extended Market Index	Shares of Registered Investment Co.	**	28,008
	Spartan International Index	Shares of Registered Investment Co.	**	57,081
	Spartan US Equity Index	Shares of Registered Investment Co.	**	52,237
*	Fid Large Cap Value	Shares of Registered Investment Co.	**	68,277
*	Fid Freedom 2040	Shares of Registered Investment Co.	**	1,256,325
*	Fid Freedom 2015	Shares of Registered Investment Co.	**	37,799
*	Fid Freedom 2025	Shares of Registered Investment Co.	**	106,944
*	Fid Freedom 2035	Shares of Registered Investment Co.	**	51,294
*	Fid Small Cap Growth	Shares of Registered Investment Co.	**	81,430
*	Fid Small Cap Value	Shares of Registered Investment Co.	**	34,747
*	Fid Freedom 2045	Shares of Registered Investment Co.	**	73,765
*	Fid Freedom 2050	Shares of Registered Investment Co.	**	14,365
				<hr/>
				17,543,668
Fidelity Managed Income Portfolio, at contract value			**	5,964,705
Participants' Loans Receivable			**	835,320
				<hr/>
				\$ 24,343,693

* Party-in-interest as defined by ERISA

** Cost omitted for participant directed investments