Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), and 6058(a) of the Internal Revenue Code (the Code).

▶ **Complete all entries in accordance with the instructions to the Form 5500.**

OMB Nos. 1210-0110
1210-0089

2009

This Form is Open to Public Inspection

Part I Annual Report Identification Information

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

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

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

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

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

Part II Basic Plan Information—enter all requested information

1a Name of plan
401(K) PROFIT SHARING PLAN FOR EMPLOYEES OF WILLIAMS COMPANY MANAGEMENT GROUP

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 08/01/1994

2a Plan sponsor's name and address (employer, if for a single-employer plan)
(Address should include room or suite no.)
WILLIAMS COMPANY MANAGEMENT GROUP

2301 SILVER STAR ROAD
ORLANDO, FL 32804

2b Employer Identification Number (EIN)
05-0534693

2c Sponsor's telephone number
407-295-2530

2d Business code (see instructions)
561110

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.	09/09/2010	JANICE LOWERY
	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")
WILLIAMS COMPANY MANAGEMENT GROUP

2301 SILVER STAR ROAD
ORLANDO, FL 32804

3b Administrator's EIN
05-0534693

3c Administrator's telephone number
407-295-2530

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**	169
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**	57
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	57
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	114
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	114
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	111
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:
2E 2F 2G 2J 2K 3B 3F 2T

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

9a Plan funding arrangement (check all that apply)

(1)		Insurance
(2)		Code section 412(e)(3) insurance contracts
(3)	X	Trust
(4)		General assets of the sponsor

9b Plan benefit arrangement (check all that apply)

(1)		Insurance
(2)		Code section 412(e)(3) insurance contracts
(3)	X	Trust
(4)		General assets of the sponsor

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

a Pension Schedules

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

b General Schedules

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

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
401(K) PROFIT SHARING PLAN FOR EMPLOYEES OF WILLIAMS COMPANY MANAGEMENT GROUP

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
WILLIAMS COMPANY MANAGEMENT GROUP

D Employer Identification Number (EIN)
05-0534693

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)	40960	
(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)		308105
(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)	105078	38642
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	4732877	5448704
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(1) Employer securities	1d(1)		
	(2) Employer real property	1d(2)		
e	Buildings and other property used in plan operation	1e		
f	Total assets (add all amounts in lines 1a through 1e)	1f	4878915	5795451
	Liabilities			
g	Benefit claims payable	1g		
h	Operating payables	1h		
i	Acquisition indebtedness	1i		
j	Other liabilities	1j		
k	Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	4878915	5795451

Part II Income and Expense Statement

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

	Income		(a) Amount	(b) Total
a	**Contributions:**			
	(1) Received or receivable in cash from: **(A)** Employers	2a(1)(A)	458	
	(B) Participants	2a(1)(B)	359388	
	(C) Others (including rollovers)	2a(1)(C)	27641	
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		387487
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	630	
	(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)	6649	
	(F) Other	2b(1)(F)		
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		7279
	(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)	127555	
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		127555
	(3) Rents	2b(3)		
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
	(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0

			(a) Amount	(b) Total
2b	(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
	(B) Other	2b(5)(B)		
	(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0
	(6) Net investment gain (loss) from common/collective trusts	2b(6)		
	(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
	(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)		955904
c	Other income	2c		
d	Total income. Add all **income** amounts in column (b) and enter total	2d		1478225
	Expenses			
e	Benefit payment and payments to provide benefits:			
	(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	461977	
	(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)		461977
f	Corrective distributions (see instructions)	2f		11642
g	Certain deemed distributions of participant loans (see instructions)	2g		87406
h	Interest expense	2h		
i	Administrative expenses: (1) Professional fees	2i(1)		
	(2) Contract administrator fees	2i(2)	664	
	(3) Investment advisory and management fees	2i(3)		
	(4) Other	2i(4)		
	(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		664
j	Total expenses. Add all **expense** amounts in column (b) and enter total	2j		561689
	Net Income and Reconciliation			
k	Net income (loss). Subtract line 2j from line 2d	2k		916536
l	Transfers of assets:			
	(1) To this plan	2l(1)		
	(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: VESTAL & WILER **(2)** EIN: 59-3198021

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

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

Part IV Compliance Questions

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

During the plan year:

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

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

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

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

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).

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

OMB No. 1210-0110

2009

This Form is Open to Public Inspection.

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

A Name of plan
401(K) PROFIT SHARING PLAN FOR EMPLOYEES OF WILLIAMS COMPANY MANAGEMENT GROUP

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
WILLIAMS COMPANY MANAGEMENT GROUP

D Employer Identification Number (EIN)
05-0534693

Part I Distributions

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

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

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

EIN(s): 45-0375407

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 of 412 of the Internal Revenue Code or ERISA section 302, skip this Part)

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

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

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

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

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

b Enter the amount contributed by the employer to the plan for this plan year **6b**

c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount) **6c**

If you completed line 6c, skip lines 8 and 9.

7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

Part III Amendments

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

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

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

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

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

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

401(K)/PROFIT SHARING PLAN FOR EMPLOYEES OF WILLIAMS COMPANY - MANAGEMENT GROUP

FINANCIAL STATEMENTS
AND SUPPLEMENTAL SCHEDULE

WITH INDEPENDENT AUDITOR'S REPORT

December 31, 2009 and 2008

VESTAL & WILER

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VESTAL & WILER

INDEPENDENT AUDITOR'S REPORT

401(k)/Profit Sharing Plan for Employees of
Williams Company - Management Group
Orlando, Florida

We were engaged to audit the accompanying statements of net assets available for benefits of the 401(k)/Profit Sharing Plan for Employees of Williams Company - Management Group (the Plan) as of December 31, 2009 and 2008, the related statements of changes in net assets available for benefits for the years then ended and the supplemental Schedule H, Line 4i – Schedule of Assets Held (At End of Year) as of December 31, 2009. 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 3, which was certified by Alerus Financial, N.A. the trustee of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedule. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and execute investment transactions. The plan administrator has obtained a certification from the trustee as of and for the years ended December 31, 2009 and 2008, 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 schedule taken as a whole. The form and content of the information included in the financial statements and supplemental schedule, 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.

Vestal & Wiler
Certified Public Accountants

July 30, 2010

201 EAST PINE STREET, SUITE 801 • ORLANDO, FLORIDA 32801 • 407.843.3443 • FAX 407.841.0694
www.vestalwiler.com

401(K)/PROFIT SHARING PLAN FOR EMPLOYEES OF WILLIAMS COMPANY - MANAGEMENT GROUP

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

December 31, 2009 and 2008

ASSETS

	2009	2008
INVESTMENTS, at fair value:		
Money market fund	$ 308,105	$ 475,392
Mutual funds	5,448,704	4,257,485
Participant loans	38,642	105,078
TOTAL INVESTMENTS	5,795,451	4,837,955
RECEIVABLES:		
Employer matching contribution	-	31,918
Employer non-elective contribution	-	9,500
TOTAL RECEIVABLES	-	41,418
TOTAL ASSETS	5,795,451	4,879,373
LIABILITIES:		
Excess contributions payable	-	11,641
Pending settlement trades	-	8,163
TOTAL LIABILITIES	-	19,804
NET ASSETS AVAILABLE FOR BENEFITS	$ 5,795,451	$ 4,859,569

See notes to financial statements.

401(K)/PROFIT SHARING PLAN FOR EMPLOYEES OF WILLIAMS COMPANY - MANAGEMENT GROUP

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

For the Years Ended December 31, 2009 and 2008

	2009	2008
ADDITIONS (REDUCTIONS) TO NET ASSETS ATTRIBUTED TO:		
Investment income (loss):		
Net appreciation (depreciation) in fair value of investments	$ 964,067	$ (2,322,933)
Interest and dividends	134,834	214,184
Net investment income (loss)	1,098,901	(2,108,749)
Contributions:		
Participant	359,388	675,761
Participant rollover	27,641	107,727
Employer	-	41,418
Total contributions	387,029	824,906
TOTAL ADDITIONS (REDUCTIONS)	1,485,930	(1,283,843)
DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO:		
Benefits paid to participants	549,384	224,084
Administrative expenses	664	774
TOTAL DEDUCTIONS	550,048	224,858
NET INCREASE (DECREASE)	935,882	(1,508,701)
NET ASSETS AVAILABLE FOR BENEFITS - Beginning of year	4,859,569	6,368,270
NET ASSETS AVAILABLE FOR BENEFITS - End of year	$ 5,795,451	$ 4,859,569

See notes to financial statements.

401(K)/PROFIT SHARING PLAN FOR EMPLOYEES OF WILLIAMS COMPANY - MANAGEMENT GROUP

NOTES TO FINANCIAL STATEMENTS

For the Years Ended December 31, 2009 and 2008

NOTE 1 DESCRIPTION OF PLAN

The following description of the 401(k)/Profit Sharing Plan for Employees of Williams Company - Management Group (the Plan) provides only general information. 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 covering all full-time employees of Williams Company - Management Group (the Company) who meet the three month service requirement and are at least twenty-one years of age. Effective August 20, 2009, the Plan was amended to allow hardship distributions. Effective January 1, 2008, the Plan was amended to add the option of Roth contributions for participants. The Plan is subject to the provisions of the Employee Retirement Income Security Act (ERISA).

Contributions – Employees may elect to defer an amount up to 100% of their compensation, as defined in the Plan and to the extent allowable by the Internal Revenue Code (IRC). Unless the participant elects otherwise, an automatic deferral of 3% will be applied. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans. Participants direct the investment of their contributions into various investment options offered by the Plan. The Plan currently offers a money market fund and various mutual funds as investment options for participants. During 2008, the Company contributed $250 on behalf of each hourly compensated participant who contributed at least one dollar to the Plan during the Plan Year. This Qualified Nonelective Contribution (QNEC) was treated like a salary reduction contribution by the participant. During 2008, the Company made a non-discretionary match equal to 15% of the first $3,000 of participants' elective deferrals. During 2009, the Company made no contributions. Additional amounts may be contributed at the discretion of the Company's board of directors. Contributions are subject to certain limitations.

Contributions received from participants for 2008 are net of payments of $11,641, made to certain active participants to return to them excess deferral contributions as required to satisfy the relevant nondiscrimination provisions of the Plan. Those amounts are also included in the Plan's statement of net assets available for benefits as excess contributions payable at December 31, 2008.

Participant Accounts – Each participant's account is credited with the participant's contributions and allocations of (a) the Company's contribution and (b) Plan earnings. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

NOTE 1 DESCRIPTION OF PLAN – Continued

Vesting – Participants are immediately vested in their contributions and the Company's QNEC plus actual earnings thereon. Vesting in the Company's contribution portion of their accounts is based on years of continuous service. Participants will be 100% vested in their employer matching contributions after one year of service. A participant does not begin to vest in profit sharing contributions until after year two (20%) and increases ratably until fully vested after year six.

Participant Loans – Participants may borrow from their fund accounts a minimum of $1,000 up to a maximum equal to the lesser of $50,000 or 50% of their account balance. The loans are secured by the balance in the participant's account and bear interest at rates that range from 4.25% to 9.25%. Principal and interest is paid ratably through biweekly payroll deductions.

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

Forfeitures – Forfeited nonvested accounts may be used to pay Plan expenses, reduce future employer contributions, or be allocated to eligible participants. There were no significant forfeitures available for allocation at December 31, 2009 or 2008.

NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Use of Estimates – The preparation of the financial statements in conformity with generally accepted accounting principles requires the Plan administrator to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Basis of Accounting – The Plan's financial statements are prepared on the accrual basis of accounting.

Investment Valuation and Income Recognition – Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 5 for discussion of fair value measurements.

NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – Continued

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

Payment of Benefits – Benefits are recorded when paid.

Operating Expenses – Most expenses of maintaining the Plan are paid by the Company.

Subsequent Events – The Company has evaluated subsequent events through July 30, 2010, the date which the financial statements were available to be issued.

NOTE 3 INFORMATION PREPARED AND CERTIFIED BY THE TRUSTEE (UNAUDITED)

At December 31, 2009 and 2008, Alerus Financial, N.A., the trustee for the Plan, holds the Plan's investments and executes transactions therein. The following information included in the accompanying financial statements and supplemental schedule of assets (held at end of year), was obtained from data that has been prepared and certified by the trustee as complete and accurate and, as directed by the Plan administrator, is unaudited. Such investments and other related information consist of the following at December 31, 2009 and 2008:

	2009	2008
INVESTMENTS	$ 5,795,451	$ 4,837,955
NET APPRECIATION (DEPRECIATION) IN FAIR VALUE OF INVESTMENTS	$ 964,067	$ (2,322,933)
INTEREST AND DIVIDENDS	$ 134,834	$ 214,184

NOTE 4 INVESTMENTS

The following presents investments that represent 5% or more of the Plan's net assets at December 31, 2009 and 2008:

	2009	2008
American Funds Cash Management Trust of America A	$ 308,105	$ 475,392
American Funds Balanced Fund A	408,455	315,865
American Funds EuroPacific Growth Fund A	434,150	277,904
American Funds New Perspective Fund A	637,073	516,007
American Funds Growth Fund of America A	1,192,266	872,816
American Funds Income Fund of America A	461,583	407,181
American Funds US Government A	490,381	497,519
American Funds Washington Mutual Investors A	724,319	671,852

During 2009 and 2008, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated (depreciated) in value as follows:

	2009	2008
Mutual funds	$ 964,067	$ (2,322,933)

NOTE 5 FAIR VALUE MEASUREMENTS

Financial Accounting Standards Board (FASB) *Accounting Standards Codification* (ASC) 820, *Fair Value Measurements and Disclosures*, provides the 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 as follows:

Level 1 Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

NOTE 5 FAIR VALUE MEASUREMENTS – Continued

Level 2 Inputs to the valuation methodology include quoted prices for similar assets or liabilities in an active market; quoted prices for identical or similar assets or liabilities in inactive markets; inputs other than quoted prices that are observable for the asset or liability; and inputs that are derived principally from or corroborated by observable market data by correlation or other means. If the asset or liability has a specified (contractual) term, the level 2 input must be observable for substantially the full term of the asset or liability.

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

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

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

Money market fund: Valued based on the quoted prices in active markets for identical assets.

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

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

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

NOTE 5 FAIR VALUE MEASUREMENTS – Continued

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2009 and 2008:

Assets at Fair Value as of December 31, 2009

	Level 1	Level 2	Level 3	Total
Money market fund	$ 308,105	$ -	$ -	$ 308,105
Mutual funds				
Fixed income funds	646,078	-	-	646,078
Balanced funds	1,237,726	-	-	1,237,726
Growth funds	3,564,900	-	-	3,564,900
Total mutual funds	5,448,704	-	-	5,448,704
Participant loans	-	-	38,642	38,642
Total assets at fair value	$ 5,756,809	$ -	$ 38,642	$ 5,795,451

Assets at Fair Value as of December 31, 2008

	Level 1	Level 2	Level 3	Total
Money market account	$ 475,392	$ -	$ -	$ 475,392
Mutual funds				
Fixed income funds	612,507	-	-	612,507
Balanced funds	987,948	-	-	987,948
Growth funds	2,657,030	-	-	2,657,030
Total mutual funds	4,257,485	-	-	4,257,485
Participant loans	-	-	105,078	105,078
Total assets at fair value	$ 4,732,877	$ -	$ 105,078	$ 4,837,955

The following table sets forth a summary of changes in the fair value of the Plan's level 3 assets for the years ended December 31, 2009 and 2008:

	2009	2008
Participant loan balance, beginning of year	$ 105,078	$ 110,980
Purchases, sales, issuances, and settlements (net)	(66,436)	(5,902)
Participant loan balance, end of year	$ 38,642	$ 105,078

NOTE 6 RELATED PARTY TRANSACTIONS

Plan investments are managed by Alerus Financial, N.A. Alerus Financial, N.A. is the trustee as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions.

Certain administrative functions are performed by officers or employees of the Company. No such officer or employee receives compensation from the Plan.

NOTE 7 PLAN TERMINATION

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of plan termination, participants would become 100 percent vested in their employer contributions.

Partial terminations may occur if 20% or more of the plan participants are terminated because of an action taken by the plan sponsor. The Plan Sponsor has determined that a partial termination occurred during the 2009 plan year. In a partial termination, full vesting is required for the part of the plan that has been terminated, but not for the entire plan. Therefore, the terminated participants are to be considered fully vested, but the remaining participants' vesting status should continue to be determined according to the plan provisions.

NOTE 8 TAX STATUS

The Plan obtained a determination letter on April 9, 2003, in which the Internal Revenue Service stated that the Plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code (IRC). The plan's administrator and tax counsel believe that the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC. Therefore, no provision for income taxes has been included in the Plan's financial statements.

NOTE 9 RISKS AND UNCERTAINTIES

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statement of net assets available for benefits.

NOTE 10 RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of net assets available for benefits per the financial statements to Form 5500 as of December 31, 2008:

Net assets available for benefits per the financial statements	$	4,859,569
Plus: excess contribution payable		11,641
Plus: pending settlement trades		8,163
Less: other reconciling item		(458)
Net assets available for benefits per Form 5500	$	4,878,915

The following is a reconciliation of contributions per the financial statements to Form 5500:

	2009	2008
Contributions per the financial statements	$ 387,029	$ 824,906
Plus: excess contributions refunded - end of year	-	11,641
Plus (less): other reconciling item	458	(458)
Contributions per Form 5500	$ 387,487	$ 836,089

NOTE 10 RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500 – Continued

The following is a reconciliation of benefits paid to participants per the financial statements to Form 5500:

	2009	2008
Benefits paid to participants per the financial statements	$ 549,384	$ 224,084
Plus: excess contributions payable - beginning of year	11,641	62,812
Benefits paid to participants per Form 5500	$ 561,025	$ 286,896

The following is a reconciliation of investment income per the financial statements to Form 5500:

	2009	2008
Investment income (loss) per the financial statements	$ 1,098,901	$ (2,108,749)
Less: pending settlement trades – beginning of year	(8,163)	-
Plus: pending settlement trades – end of year	-	8,163
Plus (less): other reconciling item	-	(54)
Investment income (loss) per Form 5500	$ 1,090,738	$ (2,100,640)

SUPPLEMENTAL SCHEDULE

401(K)/PROFIT SHARING PLAN FOR EMPLOYEES OF WILLIAMS COMPANY - MANAGEMENT GROUP

SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

December 31, 2009

(a)	(b) Identity of Issue	(c) Description of Issue	(d) Cost	(e) Current Value
	American Funds Cash Management Trust of America A	Money market fund		$ 308,105
	American Funds AMCAP A	Mutual fund		90,927
	American Funds Balanced Fund A	Mutual fund		408,455
	American Funds American High Income A	Mutual fund		15,392
	American Funds Capital World Bond A	Mutual fund		21,584
	American Funds Capital World Growth and Income A	Mutual fund		237,585
	American Funds EuroPacific Growth Fund A	Mutual fund		434,150
	American Funds New Perspective Fund A	Mutual fund		637,073
	American Funds SMALLCAP World Fund A	Mutual fund		130,605
	American Funds Bond Fund of America A	Mutual fund		134,113
	American Funds Growth Fund of America A	Mutual fund		1,192,266
	American Funds Income Fund of America A	Mutual fund		461,583
	American Funds Investment Company of America A	Mutual fund		43,723
	American Funds US Government A	Mutual fund		490,381
	American Funds Washington Mutual Investors A	Mutual fund		724,319
	American Funds New World A	Mutual fund		58,860
	American Funds Target Retirement 2010 A	Mutual fund		202,395
	American Funds Target Retirement 2015 A	Mutual fund		1,645
	American Funds Target Retirement 2020 A	Mutual fund		40,522
	American Funds Target Retirement 2025 A	Mutual fund		37,235
	American Funds Target Retirement 2030 A	Mutual fund		48,067
	American Funds Target Retirement 2035 A	Mutual fund		2,413
	American Funds Target Retirement 2040 A	Mutual fund		9,645
	American Funds Target Retirement 2050 A	Mutual fund		25,766
	Participant loans	4.25% - 9.25%	-	38,642

401(k)/Profit Sharing Plan for Employees of
Williams Company - Management Group
EIN 59-0534693
Plan Number: 001
Attachment to 2009 Form 5500
Schedule H

401(K)/PROFIT SHARING PLAN FOR EMPLOYEES OF WILLIAMS COMPANY - MANAGEMENT GROUP

SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

December 31, 2009

(a)	(b) Identity of Issue	(c) Description of Issue	(d) Cost	(e) Current Value
	American Funds Cash Management Trust of America A	Money market fund		$ 308,105
	American Funds AMCAP A	Mutual fund		90,927
	American Funds Balanced Fund A	Mutual fund		408,455
	American Funds American High Income A	Mutual fund		15,392
	American Funds Capital World Bond A	Mutual fund		21,584
	American Funds Capital World Growth and Income A	Mutual fund		237,585
	American Funds EuroPacific Growth Fund A	Mutual fund		434,150
	American Funds New Perspective Fund A	Mutual fund		637,073
	American Funds SMALLCAP World Fund A	Mutual fund		130,605
	American Funds Bond Fund of America A	Mutual fund		134,113
	American Funds Growth Fund of America A	Mutual fund		1,192,266
	American Funds Income Fund of America A	Mutual fund		461,583
	American Funds Investment Company of America A	Mutual fund		43,723
	American Funds US Government A	Mutual fund		490,381
	American Funds Washington Mutual Investors A	Mutual fund		724,319
	American Funds New World A	Mutual fund		58,860
	American Funds Target Retirement 2010 A	Mutual fund		202,395
	American Funds Target Retirement 2015 A	Mutual fund		1,645
	American Funds Target Retirement 2020 A	Mutual fund		40,522
	American Funds Target Retirement 2025 A	Mutual fund		37,235
	American Funds Target Retirement 2030 A	Mutual fund		48,067
	American Funds Target Retirement 2035 A	Mutual fund		2,413
	American Funds Target Retirement 2040 A	Mutual fund		9,645
	American Funds Target Retirement 2050 A	Mutual fund		25,766
	Participant loans	4.25% - 9.25%	-	38,642

401(k)/Profit Sharing Plan for Employees of
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