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
MGA ENTERTAINMENT INC. EMPLOYEE SAVINGS PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 03/12/1982

2a Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.)
MGA ENTERTAINMENT, INC.

16380 ROSCOE BLVD
SUITE 102
VAN NUYS, CA 91406

2b Employer Identification Number (EIN)
95-3726898

2c Sponsor's telephone number
818-894-2525

2d Business code (see instructions)
326200

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature.	09/17/2010	JILL LOCASCIO
	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")
MGA ENTERTAINMENT, INC.

16380 ROSCOE BLVD
SUITE 102
VAN NUYS, CA 91406

3b Administrator's EIN
95-3726898

3c Administrator's telephone number
818-894-2525

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**	823
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**	569
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	150
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	719
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	719
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	630
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 3D

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)	[X]	**C** (Service Provider Information)
(5)	[X]	**D** (DFE/Participating Plan Information)
(6)	[ ]	**G** (Financial Transaction Schedules)

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

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

A Name of plan
MGA ENTERTAINMENT INC. EMPLOYEE SAVINGS PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
MGA ENTERTAINMENT, INC.

D Employer Identification Number (EIN)
95-3726898

Part I Service Provider Information (see instructions)

You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions).. . . . . [X] 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

AMERICAN FUNDS DISTRIBUTORS, INC.

95-2769620

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

ALLIANZ GLOBAL INVESTORS DISTRIBUTO

1345 AVENUE OF THE AMERICAS
NEW YORK, NY 10105

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

ASTON FUNDS ARE DISTRIBUTED BY PFPC

161 NORTH CLARK STREET
CHICAGO, IL 60601

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

DAVIS DISTRIBUTORS, LLC

85-0360310

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

FRANKLIN TEMPLETON DISTRIBUTORS, IN

100 FOUNTAIN PARKWAY
ST. PETERSBURG, FL 33716

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

GOLDMAN SACHS

71 SOUTH WACKER DRIVE
SUITE 500
CHICAGO, IL 60606

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

NEUBERGER BERMAN

605 THIRD AVENUE
3RD FLOOR
NEW YORK, NY 10158

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

ALLIANZ GLOBAL INVESTORS DISTRIBUTO

1345 AVENUE OF THE AMERICAS
NEW YORK, NY 10105

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

THORNBURG SECURITIES CORPORATION

2300 NORTH RIDGETOP RD.
SANTA FE, NM 87506

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

T. ROWE PRICE

100 EAST PRATT STREET
BALTIMORE, MD 21202

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

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

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

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

ADP BROKER-DEALER

22-3319984

(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?
63 60 99	RECORD KEEPER	0	Yes [X] No [ ]	Yes [ ] No [X]	0	Yes [X] No [ ]

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

ADP

22-1467904

(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?
49 52 17 70 99 15 37 64 50	RECORD KEEPER	43910	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [ ] No [X]

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

DWS SCUDDER

222 SOUTH RIVERSIDE PLAZA
CHICAGO, IL 60606

(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?
63 61 25	INVESTMENT MANAGER	0	Yes [X] No [ ]	Yes [X] No [ ]	250	Yes [X] No [ ]

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

KRAVITZ

95-3207191

(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?
17 49 70 99	CONSULTANT	0	Yes [X] No [ ]	Yes [ ] No [X]	23193	Yes [ ] No [X]

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

CAPFINANCIAL PARTNERS

(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?
17 49 70	CONSULTANT	0	Yes [X] No [ ]	Yes [ ] No [X]	10878	Yes [ ] No [X]

(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
ADP BROKER-DEALER	63 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.
ALLIANZ GLOBAL INVESTORS DISTRIBUTO 1345 AVENUE OF THE AMERICAS NEW YORK, NY 10105	ANNUAL RATE 0.0025 OF AVERAGE DAILY ASSETS. ANNUAL RATE 0.002 OF AVERAGE DAILY ASSETS.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
ADP BROKER-DEALER	60 63	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.
AMERICAN FUNDS DISTRIBUTORS, INC. 95-2769620	ANNUAL RATE 0.001 OF AVERAGE DAILY ASSETS. ANNUAL RATE 0.0025 OF AVERAGE DAILY ASSETS.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
ADP BROKER-DEALER	60 63	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.
ASTON FUNDS ARE DISTRIBUTED BY PFPC 161 NORTH CLARK STREET CHICAGO, IL 60601	ANNUAL RATE 0.0015 OF AVERAGE DAILY ASSETS. ANNUAL RATE 0.0025 OF AVERAGE DAILY ASSETS.

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
ADP BROKER-DEALER	60 63	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.
DAVIS DISTRIBUTORS, LLC 85-0360310	ANNUAL RATE 0.002 OF AVERAGE DAILY ASSETS. ANNUAL RATE 0.0025 OF AVERAGE DAILY ASSETS.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
ADP BROKER-DEALER	60 63	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.
DWS SCUDDER 222 SOUTH RIVERSIDE PLAZA CHICAGO, IL 60606	ANNUAL RATE 0.0035 OF AVERAGE DAILY ASSETS. ANNUAL RATE 0.0025 OF AVERAGE DAILY ASSETS.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
ADP BROKER-DEALER	60 63	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.
FRANKLIN TEMPLETON DISTRIBUTORS, IN 100 FOUNTAIN PARKWAY ST. PETERSBURG, FL 33716	ANNUAL RATE 0.0015 OF AVERAGE DAILY ASSETS. ANNUAL RATE 0.0025 OF AVERAGE DAILY ASSETS. ANNUAL RATE 0.0025 OF AVERAGE DAILY ASSETS. ANNUAL RATE 0.0015 OF AVERAGE DAILY ASSETS.

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
ADP BROKER-DEALER	60 63 99	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.
GOLDMAN SACHS 71 SOUTH WACKER DRIVE SUITE 500 CHICAGO, IL 60606	ANNUAL RATE 0.0015 OF AVERAGE DAILY ASSETS. ANNUAL RATE 0.0025 OF AVERAGE DAILY ASSETS. ANNUAL RATE 0.001 OF AVERAGE DAILY ASSETS.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
ADP BROKER-DEALER	60 63	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.
FEDERATED SECURITIES CORP. 5800 CORPORATE DRIVE 2ND FLOOR PITTSBURGH, PA 15237	ANNUAL RATE 0.0025 OF AVERAGE DAILY ASSETS. ANNUAL RATE 0.0025 OF AVERAGE DAILY ASSETS.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
ADP BROKER-DEALER	60 63	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.
LORD ABBETT DISTRIBUTOR, LLC 90 HUDSON STREET JERSEY CITY, NJ 07032	ANNUAL RATE 0.0025 OF AVERAGE DAILY ASSETS. ANNUAL RATE 0.005 OF AVERAGE DAILY ASSETS.

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
ADP BROKER-DEALER	63	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.
ALLIANZ GLOBAL INVESTORS DISTRIBUTO 1345 AVENUE OF THE AMERICAS NEW YORK, NY 10105	ANNUAL RATE 0.0025 OF AVERAGE DAILY ASSETS.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
ADP BROKER-DEALER	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.
NEUBERGER BERMAN 605 THIRD AVENUE 3RD FLOOR NEW YORK, NY 10158	ANNUAL RATE 0.004 OF AVERAGE DAILY ASSETS.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
ADP BROKER-DEALER	63	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.
OPPENHEIMER FUNDS INC. 13-2527171	ANNUAL RATE 0.005 OF AVERAGE DAILY ASSETS.

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
ADP BROKER-DEALER	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.
THORNBURG SECURITIES CORPORATION 2300 NORTH RIDGETOP RD. SANTA FE, NM 87506	ANNUAL RATE 0.0035 OF AVERAGE DAILY ASSETS.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
ADP BROKER-DEALER	60 63	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.
T. ROWE PRICE 100 EAST PRATT STREET BALTIMORE, MD 21202	ANNUAL RATE 0.0015 OF AVERAGE DAILY ASSETS. ANNUAL RATE 0.0025 OF AVERAGE DAILY ASSETS.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
DWS SCUDDER	63	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.
ALLIANZ GLOBAL INVESTORS DISTRIBUTO 1345 AVENUE OF THE AMERICAS NEW YORK, NY 10105	0.5 0.25

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
DWS SCUDDER	63 61	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.
AMERICAN FUNDS DISTRIBUTORS, INC. 95-2769620	1 0.75 0.5 0.25 0.0025

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
DWS SCUDDER	63	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.
ASTON FUNDS ARE DISTRIBUTED BY PFPC 161 NORTH CLARK STREET CHICAGO, IL 60601	0.25

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
DWS SCUDDER	63	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.
DAVIS DISTRIBUTORS, LLC 85-0360310	0.25 0.5

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
DWS SCUDDER	63	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.
DWS INVESTMENTS DISTRIBUTOR, INC. 36-3976708	0.25 0.5

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
DWS SCUDDER	63 61	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.
FRANKLIN TEMPLETON DISTRIBUTORS, IN 100 FOUNTAIN PARKWAY ST. PETERSBURG, FL 33716	0.5 0.25 0.1

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
DWS SCUDDER	63	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.
NEUBERGER BERMAN 605 THIRD AVENUE 3RD FLOOR NEW YORK, NY 10158	0.1 0.25

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
DWS SCUDDER	63	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.
ALLIANZ GLOBAL INVESTORS DISTRIBUTO 1345 AVENUE OF THE AMERICAS NEW YORK, NY 10105	0.5 0.25

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
DWS SCUDDER	63	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.
GOLDMAN SACHS 71 SOUTH WACKER DRIVE SUITE 500 CHICAGO, IL 60606	0.5 0.25

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
DWS SCUDDER	63	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.
T. ROWE PRICE 100 EAST PRATT STREET BALTIMORE, MD 21202	0.5 0.25

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
DWS SCUDDER	63	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.
THORNBURG SECURITIES CORPORATION 2300 NORTH RIDGETOP RD. SANTA FE, NM 87506	0.25 0.5

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
ADP	64 99	1312

(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.
ADP 22-1467904	

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

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

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

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

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

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

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

OMB No. 1210-0110

2009

This Form is Open to Public Inspection.

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

A Name of plan
MGA ENTERTAINMENT INC. EMPLOYEE SAVINGS PLAN

B Three-digit plan number (PN) ▶ 001

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
MGA ENTERTAINMENT, INC.

D Employer Identification Number (EIN)
95-3726898

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: DWS STABLE VALUE TRUST - A

b Name of sponsor of entity listed in (a): DWS TRUST CO

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)
13-6043638-087	C	8948184

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)

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

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

2009

This Form is Open to Public Inspection

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

A Name of plan
MGA ENTERTAINMENT INC. EMPLOYEE SAVINGS PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
MGA ENTERTAINMENT, INC.

D Employer Identification Number (EIN)
95-3726898

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)	140000	140000
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	1645898	1689264
(9) Value of interest in common/collective trusts	1c(9)	8653610	8948184
(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)	13650663	17312350
(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	24090171	28089798
	Liabilities			
g	Benefit claims payable	1g		
h	Operating payables	1h		
i	Acquisition indebtedness	1i		
j	Other liabilities	1j	1081	
k	Total liabilities (add all amounts in lines 1g through1j)	1k	1081	0
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	24089090	28089798

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)	278987	
	(B) Participants	2a(1)(B)	1609485	
	(C) Others (including rollovers)	2a(1)(C)	13831	
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		1902303
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)	129315	
	(F) Other	2b(1)(F)		
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		129315
	(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)	311995	
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		311995
	(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)		132080
(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)		3733298
c Other income	2c		41435
d Total income. Add all **income** amounts in column (b) and enter total	2d		6250426
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	2111273	
(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)		2111273
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		94535
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)	43910	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		43910
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		2249718
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		4000708
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: MILLER, KAPLAN, ARASE & CO., LLP (2) EIN: 95-2036255

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		500000
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
MGA ENTERTAINMENT INC. EMPLOYEE SAVINGS PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
MGA ENTERTAINMENT, INC.

D Employer Identification Number (EIN)
95-3726898

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): 57-1198022

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 _____

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(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):

MGA ENTERTAINMENT INC. EMPLOYEE SAVINGS PLAN

FINANCIAL STATEMENTS

DECEMBER 31, 2009 AND 2008

MGA ENTERTAINMENT INC. EMPLOYEE SAVINGS PLAN

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MANNON KAPLAN, CPA
GEORGE NADEL RIVIN, CPA
EDWIN KANEMARU, CPA
KENNETH R. HOLMER, CPA
DOUGLAS S. WAITE, CPA
CHARLES SCHNAID, CPA
DONALD G. GARRETT, CPA
CATHERINE C. GARDNER, CPA
JEFFREY L. GOSS, CPA
RICHARD DEFRONZO, JD
JOANNA BOLSKY, CPA
RONALD D. CHANDLER, CPA
MICHAEL G. KAPLAN, CPA
MICHAEL J. QUACKENBUSH, CPA
EDMOND AVANESS, CPA
CRANE CURRAN, CPA
BRIAN J. HARRIS, CPA
GREGORY E. KLEIN, CPA
FRED WOLINSKY, CPA
LINDA BECKER, MBA
ANDREW B. KOSKI, MBA

STANLEY L. MILLER, CPA (1921-1995)
PAUL ARASE, CPA (RETIRED)

Miller, Kaplan, Arase & Co., LLP
CERTIFIED PUBLIC ACCOUNTANTS
SINCE 1941
4123 LANKERSHIM BOULEVARD
NORTH HOLLYWOOD, CALIFORNIA 91602-2828
(818) 769-2010
FAX (818) 769-3100

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Independent Auditors' Report

Plan Administrator
MGA Entertainment Inc. Employee Savings Plan
16380 Roscoe Boulevard, Suite 100
Van Nuys, California 91406-1221

We were engaged to audit the financial statements and supplemental schedule of the MGA Entertainment Inc. Employee Savings Plan as of December 31, 2009 and 2008 and for the year ended December 31, 2009, as listed in the accompanying index. 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 5, which was certified by DWS Trust Company, 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 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 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.

Miller, Kaplan, Arase & Co., LLP

MILLER, KAPLAN, ARASE & CO., LLP

September 13, 2010

MGA ENTERTAINMENT INC. EMPLOYEE SAVINGS PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

	December 31, 2009	December 31, 2008
ASSETS		
INVESTMENTS, AT FAIR VALUE		
Common/Collective Trust	$ 8,948,184	$ 8,653,610
Mutual Funds	17,312,350	13,650,663
Participant Loans	1,689,264	1,645,898
Real Estate, at Estimated Value (Note 7)	140,000	140,000
	28,089,798	24,090,171
RECEIVABLES		
Participant Contributions	4,659	-
TOTAL ASSETS	28,094,457	24,090,171
LIABILITIES		
Forfeiture Reserve	-	1,081
TOTAL LIABILITIES	-	1,081
NET ASSETS AVAILABLE FOR BENEFITS, AT FAIR VALUE	28,094,457	24,089,090
Adjustment from Fair Value to Contract Value for Fully Benefit-Responsive Investment Contract	(111,852)	726,903
NET ASSETS AVAILABLE FOR BENEFITS	$ 27,982,605	$ 24,815,993

(Attached notes are an integral part of this statement)

EXHIBIT "B"

MGA ENTERTAINMENT INC. EMPLOYEE SAVINGS PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
JANUARY 1, 2009 TO DECEMBER 31, 2009

ADDITIONS	
INVESTMENT INCOME	
Interest and Dividends	$ 443,904
Net Appreciation of Mutual Fund Investments	3,024,029
TOTAL INVESTMENT INCOME	3,467,933
OTHER ADDITIONS	
Participant Contributions	1,614,144
Employer Contributions	279,691
Rollovers	13,831
Other Income	41,435
TOTAL ADDITIONS	5,417,034
DEDUCTIONS	
Benefits	2,205,791
Forfeitures	721
Administrative Expenses	43,910
TOTAL DEDUCTIONS	2,250,422
NET INCREASE	3,166,612
NET ASSETS AVAILABLE FOR BENEFITS	
Beginning of Year	24,815,993
End of Year	$ 27,982,605

(Attached notes are an integral part of this statement)

NOTE 1 - DESCRIPTION OF THE PLAN

MGA Entertainment Inc. Employee Savings Plan (the "Plan") was established to provide voluntary retirement benefits and tax-deferred savings opportunities to eligible employees, as defined in the Plan, of MGA Entertainment Inc. (the "Company"). The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). Certain designated officers of the Company serve as the Plan administrator. The assets of the Plan are held in a trust by DWS Trust Company (the "trustee").

THE PLAN DOCUMENT INCLUDES DETAILED RULES FOR EACH SITUATION. PARTICIPANTS AND OTHER INTERESTED PARTIES SHOULD REFER TO THE PLAN AGREEMENT AND ANY AMENDMENTS REGARDING SPECIFIC PROVISIONS OF THE PLAN.

A. Participation

Company employees are eligible to participate in the Plan after three consecutive months of employment and reaching age 21.

B. Benefits

Benefits under the Plan begin when a participant retires, become disables, dies or ceases to be an employee, whichever applies. Normal retirement age is 65. Hardship withdrawals are permitted. All benefits are paid in one lump-sum distribution.

C. Vesting

A participant is fully vested immediately as to voluntary contributions, rollover contributions, Company contributions and related earnings.

D. Contributions

Participants may contribute between 1% and 100% of compensation, as defined in the Plan, up to the statutory maximum as determined by the Internal Revenue Code (the "Code").

Company matching contributions are equal to 50% of the first 6% of compensation contributed to the Plan. The Company may, at its discretion, make a profit sharing contribution. No profit sharing contribution was made in 2009. Effective June 1, 2009, the Plan was amended to suspend all company matching contributions.

E. Participant Loans

A participant is allowed to borrow a maximum of 50% of his or her vested account balance up to $50,000. The minimum loan amount is $1,000. Loans must be repaid through payroll deductions within 5 years (unless the loan is for the purchase of a primary residence). Loans accrue interest at the current prime rate plus 2%.

F. Forfeitures

Forfeitures of terminated participants' non-vested accounts occurring in a Plan year are used in the following Plan year to reduce Company contributions.

G. Expenses

Most administrative expenses are paid by the Plan.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

A. Basis of Accounting

The financial statements of the Plan are prepared on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America (GAAP).

B. Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the Plan administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results may differ from those estimates.

C. Investment Valuation and Income Recognition

The participants select how their share of plan assets will be invested among those investment vehicles made available (excluding real estate). Participants may change their investment options at any time during the Plan year.

GAAP establishes a fair value hierarchy that prioritizes valuation inputs into three levels based on the extent to which inputs used in measuring fair value are observable in the market:

Level 1 - Inputs are quoted prices in an active market.

Level 2 - Inputs are based on quoted prices for similar instruments and model-based valuation techniques for which all significant assumptions are observable in the market or can be corroborated by observable market data.

Level 3 - Inputs are generally unobservable and typically reflect management's estimates of assumptions that market participants would use in pricing the asset or liability.

The following tables summarize the Plan's investments at December 31, 2009 and 2008 based on the inputs used to value them:

	December 31, 2009			
Description:	Level 1	Level 2	Level 3	Total
Common/Collective Trust:				
Stable Value Trust	$ -	$ 8,948,184	$ -	$ 8,948,184
Mutual Funds:				
Specialty	61,910	-	-	61,910
Index	1,280,260	-	-	1,280,260
Bond	1,902,465	-	-	1,902,465
International	337,260	-	-	337,260
Growth	3,347,239	-	-	3,347,239
Large	1,625,374	-	-	1,625,374
Small and Mid Cap	2,906,901	-	-	2,906,901
Value	2,714,357	-	-	2,714,357
LifeCycles	3,136,584	-	-	3,136,584
Participant Loans	-	-	1,689,264	1,689,264
Real Estate	-	-	140,000	140,000
	$ 17,312,350	$ 8,948,184	$ 1,829,264	$ 28,089,798

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

C. Investment Valuation and Income Recognition (Continued)

	December 31, 2008			
	Level 1	Level 2	Level 3	Total
Description:				
Common/Collective Trust:				
Stable Value Trust	$ -	$ 8,653,610	$ -	$ 8,653,610
Mutual Funds:				
Specialty	73,896	-	-	73,896
Index	1,028,916	-	-	1,028,916
Bond	2,353,182	-	-	2,353,182
International	2,614,568	-	-	2,614,568
Growth	2,591,525	-	-	2,591,525
Small and Mid Cap	2,267,623	-	-	2,267,623
Value	1,400,908	-	-	1,400,908
LifeCycles	1,320,045	-	-	1,320,045
Participant Loans	-	-	1,645,898	1,645,898
Real Estate	-	-	140,000	140,000
	$ 13,650,663	$ 8,653,610	$ 1,785,898	$ 24,090,171

The following table reconciles the beginning and ending fair value of the Plan's Level 3 securities:

Balance, December 31, 2008	$ 1,785,898
New Loans Issued	843,283
Loan (Repayments)	(799,917)
Balance, December 31, 2009	$ 1,829,264

Investments in mutual funds are stated at fair value based on quoted market prices. The common/collective trust is reported at contract value as estimated by the trustee. The investment objective of the common/collective trust is to seek the preservation of capital and to provide a competitive level of income over time that is consistent with the preservation of capital. Shares may be redeemed any time at contract value. There are no restrictions on redemptions and no unfunded commitments to purchase additional shares of the common/collective trust. Participant loans are recorded at face value less amounts deemed uncollectible, which approximates fair value. The Plan's investment in real estate is reported at estimated fair value as determined by an independent third party appraisal (Note 7). Purchases and sales of investments are reported on a trade-date basis.

D. Payments of Benefits

Benefits are recorded when paid.

E. Risks and Uncertainties

The Plan provides for various investment options in any combination of investment securities offered by the Plan. Investment securities are exposed to various risks, such as interest rate, market fluctuations and credit risks. Due to the risk associated with certain investment securities, it is at least reasonably possible that changes in market values, interest rates or other

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

E. Risks and Uncertainties (Continued)

factors in the near term would materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits and the statement of changes in net assets available for benefits.

NOTE 3 - INCOME TAX STATUS

Effective January 1, 2006, the Plan adopted an Automatic Data Processing Prototype 401(k) and Profit Sharing Plan, which has received tax exempt status from the Internal Revenue Service. The Plan administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the Code. Therefore, no provision for income taxes has been included in the Plan's financial statements.

NOTE 4 - 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, Plan assets would be distributed based upon the participants' account balances at that time.

NOTE 5 - FINANCIAL INFORMATION CERTIFIED BY DWS TRUST COMPANY

In accordance with Section 2520.103-5 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, all of the investment income (excluding the fair value of real estate), including investment income, shown in the accompanying financial statements and supplemental schedule has been certified as complete and accurate by the trustee of the Plan.

NOTE 6 - 5% INVESTMENTS

The following investments represent 5% or more of the Plan's net assets available for benefits as of December 31, 2009:

	Fair Value
DWS:	
Stable Value Trust	$ 8,948,184
Large Cap Value Fund	1,625,374
American Funds Growth Fund of America	3,347,240
T. Rowe Price Retirement 2030	1,536,267
Goldman Sachs Mid Cap Value Fund	1,934,889
PIMCO Total Return Fund	1,902,465
Thornburg International Value Fund	2,714,357
Participant Loans	1,689,264

NOTE 7 - INVESTMENT IN REAL ESTATE

During 2005, the Plan administrator became aware that Plan assets included two undeveloped parcels of real estate located in Lancaster, California. This land was acquired in 1999 when its previous owners, ABC International Profit Sharing Plan and ABC International Trader Purchase

NOTE 7 - INVESTMENT IN REAL ESTATE (Continued)

Pension Fund granted their interest to ABC International Traders, Inc. 401(k) Plan, a predecessor to the Plan. The original cost of the property was $60,000. An independent third party appraisal of the property was performed in April 2009, which reflected an estimated value of $140,000.

As of December 31, 2009, the real estate has not been allocated to participant accounts and is not a participant directed investment.

NOTE 8 - RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of net assets available for benefits per financial statements to Form 5500:

	December 31, 2009	December 31, 2008
Net Assets Available for Benefits Per Financial Statements	$ 27,982,605	$ 24,815,993
Adjustment from Fair Value to Contract Value for Fully Benefit-Responsive Investment Contract	111,852	(726,903)
Less: Participant Contributions Receivable	(4,659)	-
Net Assets Per Form 5500	$ 28,089,798	$ 24,089,090

The following is a reconciliation of net increase per financial statements to Form 5500:

	January 1, 2009 to December 31, 2009
Net Increase Per Financial Statements	$ 3,166,612
Add: Change in Adjustment from Fair Value to Contract Value for Fully Benefit-Responsive Investment Contract	838,755
Less: Participant Contributions Receivable	(4,659)
Net Income Per Form 5500	$ 4,000,708

NOTE 9 - RELATED PARTY TRANSACTIONS

Certain Plan investments are managed by an affiliate of the trustee. Any purchases and sales of these investments are performed in the open market at fair value. Such transactions, while considered party-in-interest transactions under ERISA regulations, are permitted under the provisions of the Plan and are specifically exempt from the prohibitions of party-in-interest transactions under ERISA.

NOTE 10 - COMMITMENTS AND CONTINGENCIES

The Plan is currently being audited by the Department of Labor. The outcome or financial ramifications of the audit have yet to be determined. The financial statements have not been adjusted to reflect any potential negative impact on the Plan's finances.

NOTE 11 - SUBSEQUENT EVENTS

Management has evaluated subsequent events through September 13, 2010, the date these financial statements were available to be issued. There were no material subsequent events that required recognition or additional disclosures in these financial statements.

SUPPLEMENTAL SCHEDULE

SCHEDULE 1

MGA ENTERTAINMENT, INC. EMPLOYEE SAVINGS PLAN
FORM 5500
SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
E.I.N. 95-3726898; PLAN NO. 001
DECEMBER 31, 2009

Identity of Issuer	Description of Investment	Fair Value
DWS:*	Common/Collective Trust	
	Stable Value Trust	$ 8,948,184
	Mutual Funds	
	Equity 500 Index Fund	1,280,260
	Large Cap Value Fund	1,625,374
T. Rowe Price:	Retirement 2020	843,090
	Retirement 2030	1,536,267
	Retirement 2040	757,227
	Small Cap Value Fund	528,255
American Funds:	EuroPacific Growth Fund	337,260
	Growth Fund of America	3,347,240
Goldman Sachs	Mid Cap Value Fund	1,934,889
PIMCO	Total Return Fund	1,902,465
Allianz CCM	Mid Cap Fund	443,757
Neuberger Berman	Socially Responsible Fund	61,909
Thornburg	International Value Fund	2,714,357
Real Estate	Undeveloped Land	140,000
Participant Loans*	5.25% to 10.25% Secured Loans	1,689,264
		$ 28,089,798

* Parties-In-Interest

RUN DATE: 05/25/2010

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

AS OF: 12/31/2009

Plan Name: MGA ENTERTAINMENT INC. EMPLOYEE SAVINGS PLAN Employer EIN: 95-3726898

Plan Number: 001 Run Date: 05/25/2010

(a)	(b)Identity of Issue, Borrower, Lessor or Similar Party	(c)Description of Investment (Maturity Date, Rate of Int, Collateral, Par or Maturity Value)	(d)Cost	(e)Current Value
	DWS STABLE VALUE TRUST - A	Common / Collective Trust 8,948,184.1600	n/a	8,948,184.16
	T. ROWE PRICE SM-CAP VALUE-ADV	Registered Investment Company 18,016.8777	n/a	528,254.85
	T.ROWE PRICE RETIRE 2020 - ADV	Registered Investment Company 58,024.0627	n/a	843,089.63
	T.ROWE PRICE RETIRE 2030 - ADV	Registered Investment Company 102,145.4300	n/a	1,536,267.26
	T.ROWE PRICE RETIRE 2040 - ADV	Registered Investment Company 50,247.3007	n/a	757,226.82
	DWS LARGE CAP VALUE FUND-A	Registered Investment Company 101,143.3665	n/a	1,625,373.89
	AMERICAN FUNDS EURPAC GR FD-R4	Registered Investment Company 8,941.1335	n/a	337,259.54
	AMER FND GR FND OF AMERICA-R4	Registered Investment Company 123,468.8147	n/a	3,347,239.57
	GS MID CAP VALUE FUND - A	Registered Investment Company 66,766.3709	n/a	1,934,889.43
	NEUBERGER SOC RES - TRUST	Registered Investment Company 4,341.5202	n/a	61,910.08
	PIMCO TOTAL RETURN - ADMIN	Registered Investment Company 176,154.1530	n/a	1,902,464.87
	ALLIANZ CCM MID CAP - A	Registered Investment Company 23,629.2329	n/a	443,756.99
	THORNBURG INTL VALUE - R5	Registered Investment Company 107,159.7873	n/a	2,714,357.41
	DWS EQUITY 500 INDEX FUND-S	Registered Investment Company 10,230.6204	n/a	1,280,259.83
	Participant Loans	Interest Rates (4.00% to 13.00%)	n/a	1,953,187.06
		TOTAL		28,213,721.39

NOTE: The following is specifically for Form 5500 reporting.
The difference between Participant Loans on this Schedule and Participant Loans reported on Form 5500 Schedule H or I is the amount of DDLs. Loan amounts shown here include DDLs, while loan amounts reported on 5500 forms do not include DDLs.

RUN DATE: 05/25/2010

SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (ACQUIRED AND DISPOSED OF WITHIN YEAR)

Period: 01/01/2009 through 12/31/2009

Plan Name: MGA ENTERTAINMENT INC. EMPLOYEE SAVINGS PLAN Employer EIN: 95-3726898

Plan Number: 001 Run Date: 05/25/2010

(a)Identity of Issue, Borrower, or Similar Party	(b)Description of Investment (Maturity Date, Rate of Int, Collateral, Par or Maturity Value)	(c)Cost of Acquisitions	(d)Proceeds of Dispositions

NOTE: IN ACCORDANCE WITH SPECIFIC INSTRUCTIONS, ACQUISITIONS AND DISPOSITIONS OF CERTAIN TYPES OF ASSETS NEED NOT BE REPORTED. THESE INCLUDE FUNDS OF COMMON/COLLECTIVE TRUSTS AND REGISTERED INVESTMENT COMPANIES.

Schedule C, Line 2(h) Formula Description

For those service providers listed on Line 2 for which Line 2(h) has been checked "yes":

For a description of indirect compensation received by service providers listed on Line 2 that was disclosed as a formula, please see Line 3(e). Please note: If indirect compensation disclosed as a formula was received by a service provider from more than one source, there will be multiple Lines 3(e) for that service provider.

Retirement Services

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Guide to Your 2009 IRS/DOL 5500 Series Forms

IRS/DOL Filing Deadline:

Last day of the 7th month following the end of your plan year.

04-2847-0610

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Section 18	FAS 157 Notice	Page 41

Section 1

Introduction

Since your company maintained a qualified retirement plan during 2009, your company must file the 2009 Form 5500 to satisfy the annual filing requirements of the Internal Revenue Service (IRS) and the Department of Labor (DOL) **by the last day of the 7th calendar month after the end of the plan year**. **If your plan year ends 12/31, the annual deadline is the following 7/31.**

We have prepared the 2009 5500 Forms to report the required information for your company's plan. The items on these Forms have been completed based upon the information you have provided during the year to ADP Retirement Services and ADP Payroll, as well as the "2009 IRS/DOL 5500 Required Data Update." Although great care has been taken in completing this information, it is important that you carefully review every item on the 5500 Forms. **In addition, it is important that you have your tax advisor review the 5500 Forms before you file them with the IRS/DOL**.

This Guide contains explanations describing the Forms that have been prepared, and brief instructions to assist you with any items that you will have to complete. Should you wish to review the complete IRS instructions, go to the Internal Revenue Website: www.irs.gov <http://www.irs.gov>.

For plans that have converted from other service providers to ADP Retirement Services and transferred the plan assets during 2009, it is important that you review the section entitled Supplement For Conversion Plans. For these conversion plans, there may be some questions on the forms that we cannot complete and will necessitate a response from you.

To complete the required filing of Form 5500 and related Schedules with the IRS/DOL, please follow the steps outlined below:

Step #1 **Review and verify the Form 5500 and related Schedules ADP has provided on the Plan Resource Center (PRC).**

Step #2 **Sch. H Filers Only** – If your filing includes Schedule H (companies with 100 or more participants at the beginning of the plan year), you must have an independent accountant audit your company's 401(k) plan and prepare a financial audit report. The accountant's report must be attached electronically to your company's filing of the 5500 Series Forms.

ADP is providing a standard audit package to each client requiring an accountant's audit for their plan. This package will contain information required for a limited or full scope audit to be determined by your auditor, in a PDF format and is password protected. The audit package is being furnished in a CD format to reduce the print and mailing costs,

thus allowing us to provide these reports to you at no charge. Enclosed within the audit package will be a duplicate CD for your accountant. The CD has been sealed (and should remain sealed) to address questions/concerns that your accountant may have regarding the independence of the source data. Should you require this in a paper format, charges, based on the complexity of the request, may apply.

To maintain confidentiality of your plan's records, we have password protected your CD. The password will be RS plus your 6-digit plan number. For example: RS123456.

If you or your accountant need a duplicate copy of the audit package, please contact ADP Retirement Services Client Services or direct your requests to:

ADP Retirement Services
71 Hanover Road
Florham Park, NJ 07932
Attn: Client Services Audit Request

Step #3 **E-filing Instructions**

All filings should include:

a. Form 5500

b. Appropriate Schedules as checked in line item #10 of Form 5500

If you are a Schedule H filer:

c. Attachment(s) for Schedule H line item #4i –

From the audit package content, refer to the Trust Report page(s) titled 'Schedule H, Line 4i - Schedule of Assets (Held At End Of Year) and if applicable, Trust Report page(s) titled 'Schedule H, Line 4i - Schedule of Assets (Acquired and Disposed Of Within Year)' - refer to instructions in the Guide under Schedule H

d. Your accountant's audit report

Step #4 If you need an extension of time, see Form 5558 and instructions in this Guide, Section 14.

Step #5 If you have any questions regarding the 2009 5500 Forms, please contact ADP Retirement Services Client Services.

Section 2

What's New This Year?

- **Electronic Filing Mandate (EFAST2).** Beginning with Forms 5500 filed for a plan's 2009 plan year, all retirement and welfare plans will be required to file their Forms 5500, including any required Schedules and attachments, electronically using EFAST2 beginning in 2010.

  You must file electronically using the EFAST2 processing system. Plan Administrators and direct filing entities must maintain an original copy of the Form 5500 and Schedules as part of their records. More to follow in Section 4.

- **Learning Resources - Quick Coach Modules available on the PRC**

  ADP has prepared the following Quick Coach Modules to assist you in understanding why the Form 5500 is required, what it contains, and how you electronically file your Forms.

  — Module 1 - Form 5500: Form 5500 Reports Overview

  This class gives you an overview of the 5500 including why it must be filed and what it includes.

  — Module 2 - Form 5500: Form 5500 and Related Schedules

  This class walks you through the different Forms and Schedules you may encounter when reviewing your plan's 5500.

  — Module 3 - Form 5500: E-filing

  This class walks you through how to electronically sign and file your 5500 using the Sunguard Relius Web Client software that ADP Retirement Services has provided to you.

  To view the Modules login to the ADP PRC at www.mykplan.com/sponsor, selecting 'Learning & Resources', and selecting the 'Learning Resources' link.

- **Handprint Forms are no longer available.** See Section 15 "What if Revisions are Required?"

- **Form 5558 - Application for Extension of Time to File Certain Employee Plan Returns.** Filers are no longer required to attach a copy of IRS Form 5558 with their Form 5500 filing.

- **Removal of Schedule SSA.** In connection with the move to the electronic filing system, the Schedule SSA has been removed from the Form 5500 filing. The Federal Government is currently working on a new process. ADP Retirement Services will notify you of the process once it becomes available.

- **Schedule C - Service Provider Information.** For Schedule H filers only. The Schedule C has been revised to require expanded reporting of Service Providers' compensation. More to follow in Section 8.

Section 3

What's in This Guide for You?

- **Better understanding of EFAST2 (electronic filing).**
- **Assistance in reviewing completed Forms & Schedules.**
- **E-filing your Form 5500.**
- **How to request revisions.**
- **Closing out your Retirement Plan's 2009 reporting year.**

Section 4

EFAST2 & Electronic Filing (E-filing)

As of January 1, 2010, the Department of Labor (DOL) requires **all** Form 5500 filings for plans with plan years beginning on or after January 1, 2009, to be submitted electronically using the ERISA Filing Acceptance System (EFAST2) Web site.

ADP Retirement Services (ADPRS) will continue to prepare your Form 5500 and related Schedules as always, and will for the first time provide them to you through the ADP PRC Web site.

Signing Credentials – Before you can electronically file your Form 5500, the individual signing your Plan's Form will need to obtain "signing credentials" from the DOL EFAST2 Web site.

If you have not done so already, please access the Form 5500 EFAST2 link to obtain your credentials by logging onto the ADP PRC at www.mykplan.com/sponsor.

Step-by-step instructions are available by selecting 'Manage Plan', 'Compliance', 'Form 5500 and Related Schedules', and 'Register for Credentials to Electronically File Your Form 5500'.

There is also a Frequently Asked Questions (FAQ) document there for more information about the new EFAST2 process. *Please note – be sure to turn off any pop up blockers you may have installed on your computer. Information on how to disable blockers is found on the PRC login page.*

Although all Forms and Schedules are to be transmitted electronically, a completed signed copy of the return must be maintained in the Plan Sponsor's files for a minimum of seven years to comply with the ERISA record-retention requirements.

The following Forms must not be electronically filed:

- Schedule SSA will now be a Form filed directly with the IRS in hard copy. Details to follow in Section 13.
- Form 5558 - (Application for Extension of Time to File Certain Employee Plan Returns) will be filed directly with the IRS in hard copy. Details to follow in Section 14.

Section 5

Which Forms & Schedules Must You File Electronically?

The Form 5500 reporting requirements vary depending on whether you are a "large" plan (if your plan covers 100 or more participants) or a "small" plan (if your plan covers fewer than 100 participants).

- **Form 5500** – Large and small plans.
- **Schedule A** – If your plan provided benefits funded in part or whole by insurance products (e.g. life insurance, annuity contracts) issued by an insurance company.
- **Schedule C** – If your plan covered 100 or more participants as of the beginning of the plan year (as identified in line item 5 of the Form 5500) and:

  1. A service provider received $5,000 or more in total direct or indirect compensation from the plan.

     OR

  2. An Accountant or Actuary was terminated.
     NOTE: A separate Schedule C Guide will accompany your filing.

- **Schedule D** – If your plan has a Common Collective Trust (CCT) or Pooled Separate Account (PSA) investment arrangement.
- **Schedule H** – If your plan covers 100 or more participants (in Form 5500 line item 5, number of participants) as of the beginning of the plan year. Some exceptions may apply - see Section 10 for more details.
- **Schedule I** – If your plan covers fewer than 100 participants (in Form 5500 line item 5, number of participants) as of the beginning of the plan year.
- **Schedule R** – If distributions have been made to participants or your plan is an active money purchase pension plan or includes an active money purchase plan component.

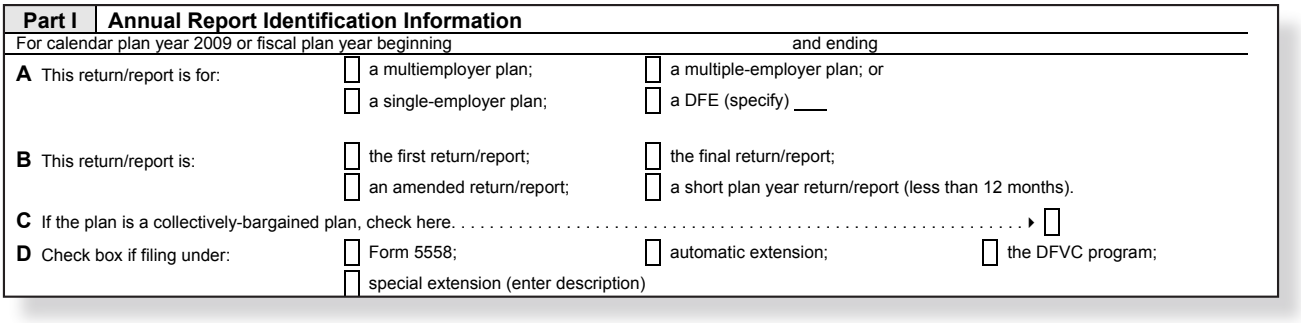
The following pages walk you through each of these Forms & Schedules.

Form 5500

Annual Return/Report of Employee Benefit Plan

Line Item

Part I	**Annual Report Identification Information**
A-C	Line items A-C have been completed on your behalf based on our records. In line item A, the box for a single-employer plan has been checked. Boxes in line item B are checked in accordance with the following: • The first return/report if the plan was first effective in 2009 • The final return/report if the plan terminated or merged and all assets were distributed in 2009 • A short plan year return/report (less than 12 months) if this is a short plan year for your plan Line item C has been checked if you responded on the IRS/DOL 5500 Required Data Update that your plan is a collectively bargained plan.
D	If your company filed for an extension of time to file the Form 5500 and Schedules, you must check Form 5558 in this section. Remember to complete and sign a printed copy of the "Application For Extension of Time" Form 5558 and mail to the address noted on page 34. If the Form 5500 is filed after your normal filing deadline, and there was no request for extension, your company may be subject to IRS and DOL late filing penalties.



Part I **Annual Report Identification Information**

For calendar plan year 2009 or fiscal plan year beginning and ending

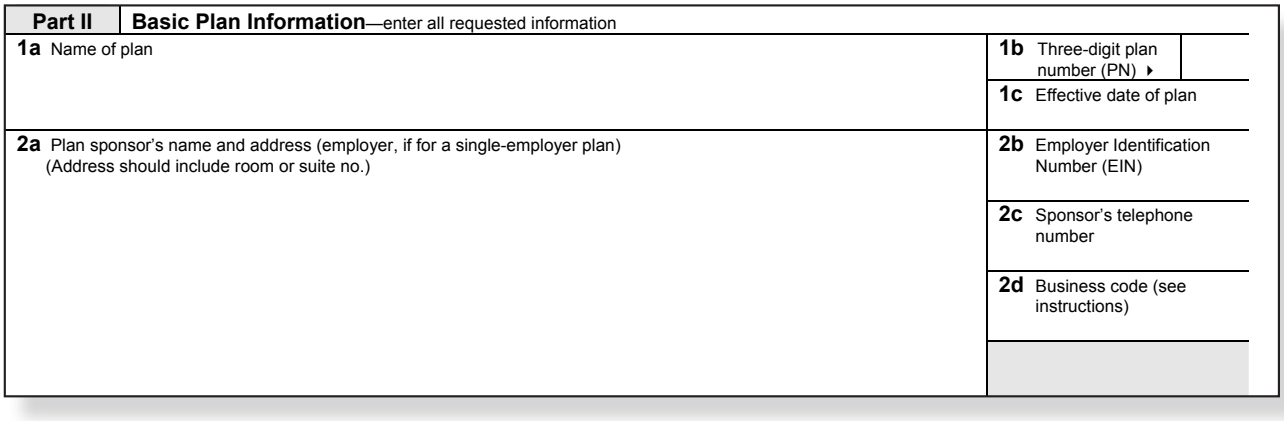
A This return/report is for: ☐ a multiemployer plan; ☐ a multiple-employer plan; or ☐ a single-employer plan; ☐ a DFE (specify) ___

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

C If the plan is a collectively-bargained plan, check here. . . . . ▸ ☐

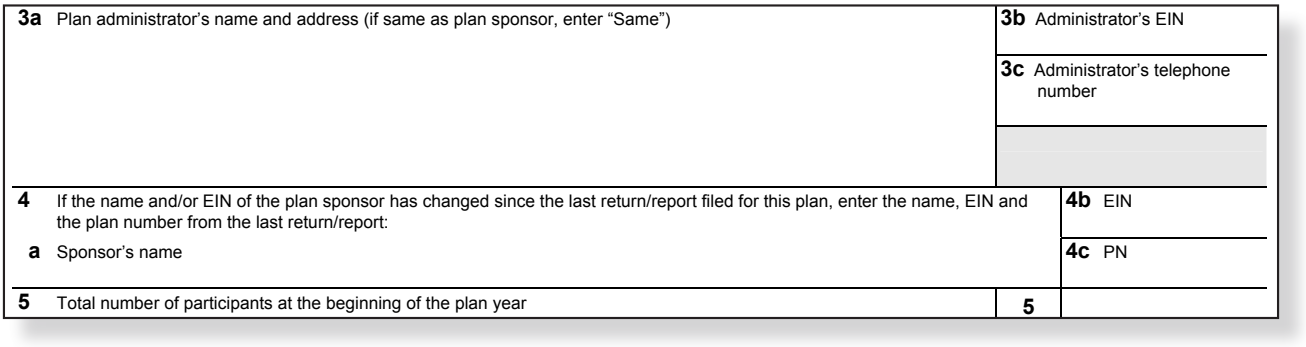
D Check box if filing under: ☐ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Line Item	
Part II	**Basic Plan Information**
1a	Name of plan.
1b	A three-digit plan number has been reported based on the three-digit plan number specified on the first page of the Adoption Agreement for your company's plan. Please verify that the correct plan number has been recorded. For IRS reporting purposes, all qualified retirement plans are assigned a three-digit number starting with 001 and continuing with 002, etc. when they are established. The number assigned by you to one plan should never be used for another plan, even if the first plan is terminated and the number is no longer in use. This three-digit number differs from the 6-digit ADP Recordkeeping Plan Number. If this plan is the first plan your company has ever maintained, the plan number is 001.
1c	Effective date of plan.
2a	Plan sponsor's name and address. NOTE: The name and address are in specific locations within the box due to government processing specifications.
2b-2c	Employer Identification Number and telephone number.
2d	A business code, to describe the product or service your company provides, has been entered from the information your company provided on the IRS/DOL 5500 Required Data Update. If this line item is blank, your company did not provide this information. To review the list of business codes, go to the PRC under Forms (in the left margin under Manage Plan), General Forms and Information.



Part II	**Basic Plan Information**—enter all requested information	
1a Name of plan		**1b** Three-digit plan number (PN) ▸
		1c Effective date of plan
2a Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.)		**2b** Employer Identification Number (EIN)
		2c Sponsor's telephone number
		2d Business code (see instructions)

Line Item	
3	Because the Plan Administrator of the plan is the Plan Sponsor, the response for 3a is 'Same' and 3b and 3c are not applicable and are left blank.
4	If the company's name in line item 2a and/or the company's Employer Identification Number in line item 2b differs from what was reported on the 2008 Form 5500, line item 4 has been completed with the information from last year's form. Please ensure that the IRS three-digit plan number that was reported on the 2008 Form 5500 is reflected in line item 4c of this form.
5-6a	**NOTE: IN A 401(k) PLAN, THE DEFINITION OF "PARTICIPANT" INCLUDES AN ELIGIBLE EMPLOYEE REGARDLESS OF WHETHER OR NOT THE EMPLOYEE ACTUALLY MAKES ANY DEFERRALS TO THE 401(k) PLAN. "ALTERNATE PAYEES" ENTITLED TO BENEFITS UNDER A QUALIFIED DOMESTIC RELATIONS ORDER (QDRO) ARE NOT COUNTED AS PARTICIPANTS FOR THESE LINES.**
5	If your company's plan began **before 2009**, this line item has been completed with the number of participants as of the end of 2008, as reported on the plan's 2008 Form 5500. If your company's plan began in 2009, this line item has been completed with the number of employees stated as eligible on the original underwriting documents when the plan was established at ADP.



3a	Plan administrator's name and address (if same as plan sponsor, enter "Same")	**3b**	Administrator's EIN
		3c	Administrator's telephone number
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:	**4b**	EIN
a	Sponsor's name	**4c**	PN
5	Total number of participants at the beginning of the plan year	**5**	

Line Item

6	**The number of participants has been calculated based on ADP recordkeeping records and your coding in payroll records.**
6a	This line item has been completed with the number of active participants as of the end of the plan year. This is the number of active employees with account balances at ADP, plus employees from your payroll records that were coded as eligible (or were not coded and therefore defaulted to eligible on the year end test) and either active or on leave, but were not deferring.
6b	This line item has been completed with the number of retired or separated participants who were receiving benefits paid from the plan as of the end of the plan year, as recorded on our recordkeeping systems.
6c	This line item has been completed with the number of retired or separated participants (not included in line item 6b) who are entitled to future benefits from the plan, as recorded on our recordkeeping systems.
6e	This line item has been completed with the number of deceased participants whose beneficiaries are receiving or are entitled to receive benefits as of the end of the plan year, as recorded on our recordkeeping systems.
6g	This line item has been completed with the number of participants with account balances as of the end of the plan year, as recorded on our recordkeeping systems. This includes both active and terminated participants.
6h	This line item has been completed with the number of participants who terminated employment during the plan year and were less than 100% vested, as recorded on our recordkeeping systems.
7	Line item 7 is not applicable and is intentionally left blank.

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**	
b	Retired or separated participants receiving benefits	**6b**	
c	Other retired or separated participants entitled to future benefits	**6c**	
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	
f	Total. Add lines **6d** and **6e**	**6f**	
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

Line Item

8a

Line item 8a has been completed with the applicable codes for your specific type of plan from the following list:

2A Allocations based upon age, service, age and service, or New Comparability

2C Money Purchase Plan

2E Profit Sharing Plan

A 401(k) plan is a profit sharing plan with a 401(k) feature.

2F 404(c)

Participants in defined contribution plans that have investment control of their accounts are not considered fiduciaries because of that control and no other fiduciary will be responsible for any losses as a result of a participant's exercise of that control. ERISA Section 404(c) can be relied on as a defense in the event of an investment loss if the plan complies with the requirements of the regulation. This includes giving notice to plan participants that the plan is designed to comply with ERISA Section 404 (c) and that plan fiduciaries may be relieved of liability for investment losses that are the direct and necessary result of the participants' investment instructions. Generally, participants must be furnished with information on investment alternatives, how to give investment instructions, who the investment manager is, transaction fees and expenses, name, address, and phone number of the plan fiduciary responsible for providing the information, and voting rights information.

2G Participant-Directed Accounts

2J 401(k) Feature

2K 401(m) Matching Provision Feature

2R Self-Directed Brokerage Account

2S Automatic Enrollment

2T Default Investment for Participant -Directed Accounts

3B Plan covering Self-Employed individuals

3D Prototype Plan Document

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:

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

Line Item

	3F Company had leased employees during the plan year **Note:** Generally, if your company has individuals providing services to your company under an agreement between your company and a leasing organization (or an agreement between an independent contractor and your company), where the individuals perform services for your company for a period of at least one year and the services are performed under the primary direction or control of your company, you may need to enter "3F" for this line item. You should consult with your tax advisor in determining whether certain individuals are leased employees. 3H Controlled Group or Affiliated Service Group You should consult with your company's tax advisor if you have questions as to whether your company is a member of a controlled group or an affiliated service group.
8b	Line item 8b is not applicable and is intentionally left blank.
9a-9b	Plan funding and benefit arrangements.
10	The Schedules attached (and in some cases the quantity of the Schedules) are so indicated.

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:

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)	**9b** Plan benefit arrangement (check all that apply)
(1) ☐ Insurance	**(1)** ☐ Insurance
(2) ☐ Code section 412(e)(3) insurance contracts	**(2)** ☐ Code section 412(e)(3) insurance contracts
(3) ☐ Trust	**(3)** ☐ Trust
(4) ☐ General assets of the sponsor	**(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	**b General Schedules**
(1) ☐ **R** (Retirement Plan Information)	**(1)** ☐ **H** (Financial Information)
(2) ☐ **MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary	**(2)** ☐ **I** (Financial Information – Small Plan)
	(3) ___ **A** (Insurance Information)
	(4) ☐ **C** (Service Provider Information)
(3) ☐ **SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	**(5)** ☐ **D** (DFE/Participating Plan Information)
	(6) ☐ **G** (Financial Transaction Schedules)

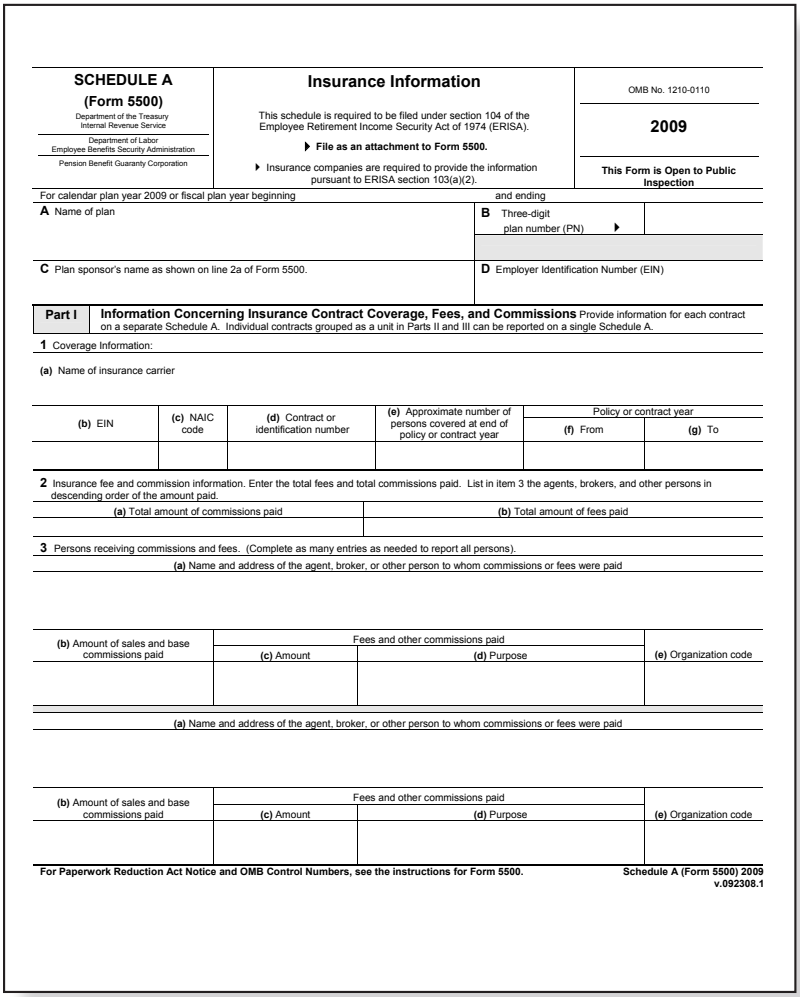
Section 7

Schedule A

Insurance Information

Schedule A must be included with the Form 5500 filing for plans that provide benefits funded in part or whole by insurance products (e.g. life insurance, annuity contracts) issued by an insurance company.

If your plan contains this type of funding arrangement (product), the insurance company is required to provide the information needed to complete this form. If the insurance company has provided this information, a Schedule A has been prepared and is included in your package.



SCHEDULE A (Form 5500)
Department of the Treasury
Internal Revenue Service
Department of Labor
Employee Benefits Security Administration
Pension Benefit Guaranty Corporation

Insurance Information

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

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

▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).

OMB No. 1210-0110

2009

This Form is Open to Public Inspection

For calendar plan year 2009 or fiscal plan year beginning and ending

A Name of plan

B Three-digit plan number (PN) ▶

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

D Employer Identification Number (EIN)

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

1 Coverage Information:

(a) Name of insurance carrier

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year (f) From	(g) To

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

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

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

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

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

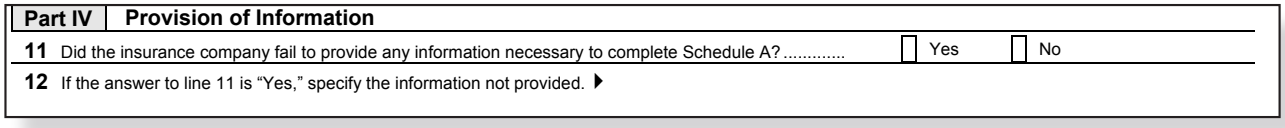
(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

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

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500. **Schedule A (Form 5500) 2009 v.092308.1**

Line Item

Part IV	
11	"NO" has been entered
12	Has been intentionally left blank.



Part IV **Provision of Information**

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

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

Section 8

Schedule C and Sample Notice (Large Plans Only)

Service Provider Information for certain Schedule H filers only.

Schedule C is filed for plans that are required to file Schedule H and the following conditions existed in 2009:

- A service provider received $5,000 or more in total direct or indirect compensation from the plan.
- An Accountant or Actuary was terminated.

Where does compensation information on Schedule C come from?

- Information from our records
- Information provided directly to us by certain service providers and investment funds
- Information you provided in response to our request for Schedule C information

ADP has prepared Schedule C based on information in our records that is accurate and complete to the best of our knowledge and based on information provided by third parties that ADP did not review for accuracy or completeness. While ADP prepares your Schedule C, you as your plan's administrator sign and file Form 5500 and are ultimately responsible for its accuracy and completeness.

Line Item

Part I: **Service Provider Information**

1. Service providers who received only "eligible indirect compensation".
   a. "Yes" or "No" has been selected based on whether you are excluding a service provider from the remainder of Part 1 because the service provider received only "eligible indirect compensation" ("EIC") for which you received the required disclosures. (ADP sent you a link to a booklet containing EIC disclosures in May.)
   b. Name, Employer Identification Number and/or address of each person who provided EIC disclosures relevant to your plan for a service provider who received only EIC.

Part I	**Service Provider Information (see instructions)**

You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions). . . . . ☐ Yes ☐ No

b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

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

Line Item

2. Information regarding service provider(s) (other than those covered by Line 1) receiving direct or indirect compensation totaling $5,000 or more in connection with your plan. If compensation is reported as a formula, the service provider's total compensation is assumed to be at least $5,000.
3. Detailed information regarding indirect compensation received by "key" service providers listed on Line 2 who received $1,000 or more in indirect compensation from a single source. If indirect compensation is reported as a formula, it is assumed to be at least $1,000.

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)						
(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 ☐

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

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

Line Item

Part II: **Service Provider(s) who fail or refuse to provide information**

Unless you otherwise instructed ADP, this section does not name any service provider as having failed to furnish necessary information. For further information, refer to the "Guide to ADP's Preparation of Your Form 5500 Schedule C."

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

NOTE: Review the following for additional critical information about Parts I and II:

- Review the booklet entitled "Guide to ADP's Preparation of your Form 5500 Schedule C," *available at the time ADP Retirement Services provides your 2009 Form 5500*.
- Review your Plan's Schedule C EIC Disclosures (previously e-mailed in May 2010) if you haven't already. Contact ADP Retirement Services Client Services if you need another copy of the link to the disclosure booklet.

Part III **Termination Information on Accountants and Enrolled Actuaries.**

Line items a and b have been completed based on information you provided on the IRS/DOL 5500 Required Data Update (if applicable). Contact ADP Retirement Services Client Services to provide the terminated accountant's address, phone number and reason for termination so we can complete this information.

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:		

You must also provide the terminated accountant with a copy of the explanation for the termination that is entered on the Schedule C, along with a completed copy of a "Notice To Terminated Accountant," *Sample on next page*.

Sample Notice

Notice To Terminated Accountant

I, as plan administrator, verify that the explanation that is reproduced below or attached to this notice is the explanation concerning your termination reported on the Schedule C (Form 5500) attached to the 2009 Annual Return/Report Form 5500 for the _____ (enter name of plan). This Form 5500 is identified in line 2b by the nine-digit EIN _____-_____ (enter sponsor's EIN), and in line 1b by the three-digit PN _____ (enter plan number).

You have the opportunity to comment to the Department of Labor concerning any aspect of this explanation. Comments should include the name, EIN, and PN of the plan and be submitted to: Office of Enforcement, Employee Benefits Security Administration, U.S. Department of Labor, 200 Constitution Avenue, N.W., Washington, D.C. 20210.

Signed _____

Dated _____

Section 9

Schedule D

DFE/Participating Plan Information

Schedule D must be included with the Form 5500 filing for plans with a Common Collective Trust (CCT) or Pooled Separate Account (PSA) investment arrangement. If your plan contains either investment arrangement, a Schedule D has been prepared and is included in your package.

Line Item

Part I	**Information on interests in MTIAs, CCTs, PSAs and 103-12 IEs (to be completed by plans and DFEs)**
(a)	Name of the Common Collective Trust (CCT) or Name of the Pooled Separate Account (PSA).
(b)	Name of the sponsor of the CCT or PSA.
(c)	Employer Identification Number and IRS plan number of the CCT or PSA.
(d)	'C' indicates Common Collective Trust 'P' indicates Pooled Separate Account
(e)	Dollar value held in the CCT or PSA at the end of the year. **NOTE FOR SCHEDULE I FILERS:** The dollar value consists only of the funds in the CCT or PSA investment arrangement. If there are additional investments in the Plan, such as mutual funds etc., then the dollar value of the CCTs or PSAs will not add up to the end of the year assets on Schedule I. **For all plans, please note** that each fund is reported separately under Part I (each fund is considered to be a separate CCT or PSA).

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:		
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)

NOTE: "DFE" stands for Direct Filing Entity. This refers to the CCT or PSA sponsor who is responsible for filing their own Form 5500 showing the assets, income, and expenses for the funds in the CCT or PSA. If the sponsor files a "DFE filing," and if the plan files Schedule H, then the CCT or PSA assets and income can be reported on one specific line item and there is no need to provide information on the underlying assets.

However, the sponsor of the CCT or PSA may, but is not required to, file a "DFE filing" for the CCTs or PSAs. If the sponsor of the CCT or PSA does not submit the DFE filing, then the "PN" (plan number) in Schedule D, Part I line (c) will be "000". In that case, if the plan files Schedule H, the assets at the beginning and end of the year are not to be reported as CCT or PSA assets, but instead they are to be reported as whatever the underlying assets are, for instance, registered investment funds.

Section 10

Schedule H (Large Plans Only)

Financial Information (Large Plan)

Schedule H "Financial Information" must be included with a Form 5500 filed for a plan ***with 100 or more participants*** (in Form 5500 line item 5, number of participants) as of the beginning of the plan year. There is an exception (80-120 Participant Rule). If a Schedule I was filed for the plan for the 2008 plan year and the plan covered fewer than 121 participants as of the beginning of the 2009 plan year, Schedule I may be completed instead of Schedule H. If this exception applies, a Schedule I has been completed and is included in your package.

Line Item

Parts I & II — **Asset and Liability Statement and Income and Expense Statement**

The financial information for your company's plan has been completed with the information that we have on file on the Retirement Services' recordkeeping system.

Please Note: If there are Deemed Distribution Loans (DDLs) in the plan, then extra steps are needed in reporting the assets on the 5500 Series Forms. To explain, a DDL occurs when a participant misses a loan payment for any reason other than certain types of leave of absence and fails to make it up by a specified date, or the term for repaying a loan expires without full payment of the outstanding amount by a specified date. At that time, the participant is taxed on the outstanding amount, including applicable interest accrued to date, as if it had been distributed.

The IRS requires two ways to account for DDLs. In recordkeeping for the plan, the DDLs are treated as on-going active loans. Interest is accrued monthly and added to the amount of the outstanding loan. However, for 5500 reporting purposes, DDLs are to be removed from the plan assets. This is done on line item 2g at the time the loan is deemed distributed and as interest continues to accrue. The result is reflected in line item 1c(8), participant loans.

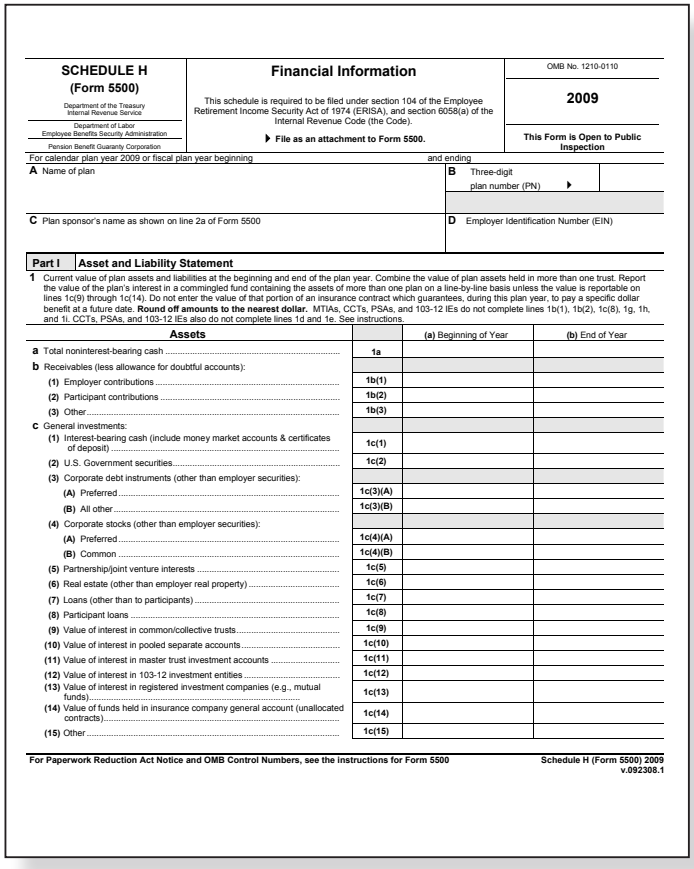
Line Item

Part I — Asset and Liability Statement

Note for Line Items 1c(8) and 1(f): If your plan has Deemed Distributed Loans (DDLs), the amount of the DDLs is not included in the participant loan assets reported in these line items.

Part II — Income and Expense Statement

Note for Line Item 2a(1)(A): Forfeitures generated from non-vested funds of participants receiving distributions during the plan year are automatically used to reduce employer matching contributions that are calculated on a per payroll basis. If applicable, they may also be used to reduce a Non-Elective Contribution or Discretionary Match liability and/or a QNEC or QMAT. If forfeitures were applied during the plan year, this line item has been reduced to reflect this amount.



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 and ending

A Name of plan

B Three-digit plan number (PN) ▶

C Plan sponsor's name as shown on line 2a of Form 5500

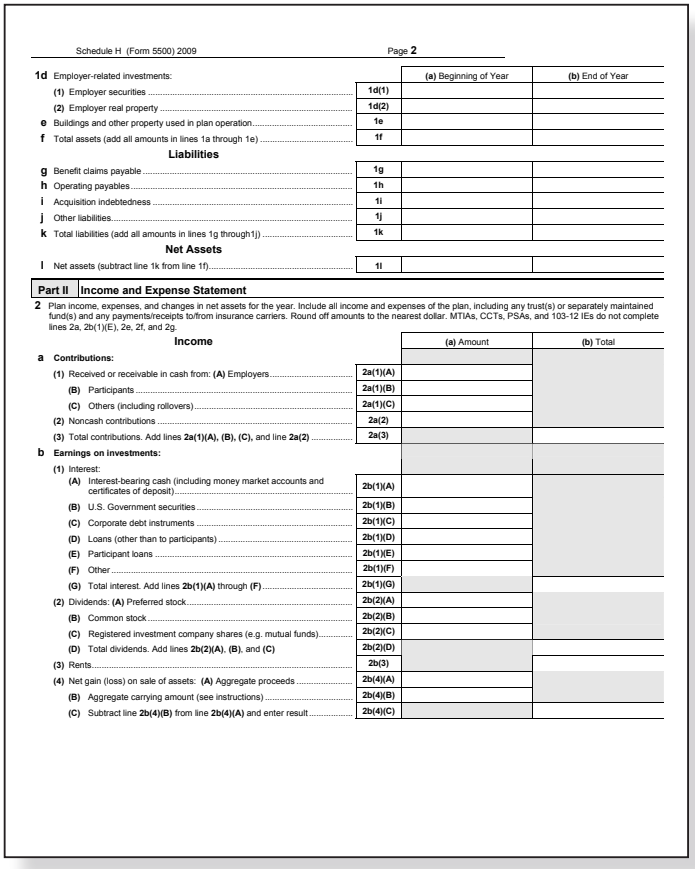
D Employer Identification Number (EIN)

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)		
(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)		
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500 **Schedule H (Form 5500) 2009**
v.092308.1



Schedule H (Form 5500) 2009 Page **2**

		(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		
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		
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l		

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)		
(B) Participants	2a(1)(B)		
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		
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)		
(F) Other	2b(1)(F)		
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		
(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
(D) Total dividends. Add lines **2b(2)(A), (B),** and **(C)**	2b(2)(D)		
(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)		

Line Item

Part II, continued

Note for Line Item 2e(1): Loans that were previously deemed distributed that are now offset are not reflected in the benefit payments amount reported in this line item, because they were removed from the reporting via line item 2g.

Note for Line Item 2g: This value represents loans deemed distributed in this time period, both principal plus current year accrued interest, minus the amount of Deemed Distributed Loans (including accrued interest) repaid during this time period.

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)		
(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)		
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Line Item	
Part III	**Accountant's Opinion** **NOTE: An independent accountant must audit the plan and prepare a financial audit report. This audit report must be attached to the Form 5500 filing. Please note that filing the Form 5500 without the required accountant's report will subject your company's filing to rejection, and penalties may be imposed. This requirement is clearly stated in your Administration Manual.**
3a-3b	Our legal staff has reviewed the Department of Labor regulations governing limited scope audits and has concluded on the basis of those regulations that a plan is eligible for a limited scope audit to the extent that a bank, insurance company, or similar entity regulated by and subject to periodic examination by a state or federal regulatory agency provides and certifies to the required information set forth in the regulations. The plan's Trustee will provide the required certification to the plan's assets. However, because ADP cannot provide you with legal or tax advice, the final decision of how extensive an audit should be on any qualified plan resides with the accountant performing the independent audit. If your Accountant does not agree with our conclusion that your plan is eligible for a Limited Scope Audit, contact ADP Retirement Services Client Services to revise these line items.
3c	Name and Employer Identification Number of accountant. If this line item is blank, your company did not provide the information on the IRS/DOL 5500 Required Data Update. Contact ADP Retirement Services Client Services to revise this line item.
3d	Line item 3d is not applicable and is intentionally left blank.

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: **(2)** EIN:
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.

Line Item

Part IV — **Compliance Questions**

4a

Special Note: Under plan asset regulations set forth in 29 CFR 2510.3-102, participant contributions to a pension plan are considered plan assets at the earliest time they can be reasonably segregated from the general funds of the employer, but no later than the 15th business day of the month following withholding or receipt by the employer.

For ADP Payroll Clients:

We have reviewed our payroll/contribution records.

"NO" means all contributions were transmitted in a timely manner.

"YES" means that some or all contributions were not transmitted in a timely manner. This is based on your response on the IRS/DOL 5500 Required Data Update, or this may be the result of an attempt to impound funds when there were insufficient funds available. ***This should be reviewed carefully.***

For non-ADP Payroll Clients:

This line item has been completed if your company provided the information on the IRS/DOL 5500 Required Data Update, or if our records indicate that during the plan year there were insufficient funds resulting in one or more late deposits. Otherwise, it has been left blank, and you must contact ADP Retirement Services Client Services to complete this information.

Information that is left blank or incomplete will result in a DOL filing error.

For All Clients:

IMPORTANT NOTE: If "YES" has been entered, you must file Form 5330 with the IRS. Refer to www.irs.gov and consult with your tax advisor regarding the filing of Form 5330.

4b-4c

"NO" has been entered because these questions refer to plan loans (other than participant loans) and leases, which are not part of the investment portfolio of your plan.

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			
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			
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			

Line Item	
4d	"NO" has been entered because this question refers to situations that, to ADP's knowledge, did not occur within your plan. However, you should consult with your legal or tax advisor to determine whether you need to revise this response.
4e	Generally, every plan official of an employee benefit plan who handles funds or other property of such plan must be covered by a Fidelity Bond. The Department of Labor requires the Bond to cover at least the greater of 10% of plan assets as of the beginning of the plan year or $1,000 with a maximum of $500,000. Line 4e has been completed based on the bond purchased on behalf of the plan by the plan's Trustee or Plan Sponsor. If the plan became effective in 2009, the bond amount should be a minimum of $1,000.
4f-4h	"NO" has been entered because these questions refer to situations that, to ADP's knowledge, did not occur within your plan. However, you should consult with your legal or tax advisor to determine whether you need to revise this response.
4i	"YES" has been entered to indicate that the plan has assets held for investment. If the plan has no assets, or has terminated or merged and all assets have been distributed as of the end of the plan year, then "NO" has been entered. If "YES," attach Trust Report page(s) titled *'Schedule H, Line 4i–Schedule of Assets (Held At End Of Year)'* and, if applicable Trust Report page(s) titled *'Schedule H, Line 4i - Schedule of Assets (Acquired And Disposed Of Within Year).'* Attachments must be properly identified. At the top of each attachment, the name of the plan, the plan sponsor's Employer Identification Number, and the plan number (as found in Form 5500 line items 1a, 2b, and 1b respectively) must be indicated, as well as the Schedule and line item to which the attachment relates (Schedule H, Line 4i). The Trust Report Schedules relating to Schedule H, Line 4i have all the required identifying information.

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**			
e	Was this plan covered by a fidelity bond?	**4e**			
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**			
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**			
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**			
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**			

Line Item

4j	"NO" has been entered because this question refers to a situation that did not occur within your plan. Note that transactions under a participant-directed account plan do not have to be reported.
4k	If the plan has terminated or merged into another plan and all distributions have been made, "YES" has been entered. If the plan is ongoing, "NO" has been entered.
4l	"NO" has been entered because this question refers to situations that, to ADP's knowledge, did not occur within your plan.
4m	"YES" if your company's plan converted to the ADP 401(k) plan and transferred its plan assets during 2009. Otherwise "NO."
4n	"YES" if 4m is "YES". Otherwise this line is blank.
5a	If your company has notified ADP Retirement Services that it has formally terminated the plan and ended all contributions (i.e., recorded the termination of the plan in writing by corporate resolution or otherwise), "YES" has been entered. The amount of '0' has been entered to indicate that no assets have reverted to the employer. Otherwise, "No" has been entered.
5b	If assets were transferred to another plan and your company provided the name, Employer Identification Number, and plan number of the other plan, then this line item has been completed. If assets were transferred and we were not provided with the information, you must contact ADP Retirement Services Client Services to complete this line item.

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**			
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**			
l	Has the plan failed to provide any benefit when due under the plan?	**4l**			
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	**4m**			
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)

Section 11

Schedule I (Small Plans Only)

Financial Information (Small Plan)

Schedule I "Financial Information - Small Plan" must be included with a Form 5500 filed for a plan ***with fewer than 100 participants*** (in Form 5500 line item 5, number of participants) as of the beginning of the plan year. Note that Schedule I may also be completed (instead of Schedule H) if Schedule I was filed for the plan for the 2008 plan year and the plan covered fewer than 121 participants as of the beginning of the 2009 plan year.

Line Item

Part I — **Small Plan Financial Information**

The financial information for your company's plan has been completed with the information that we have on file on the Retirement Services' recordkeeping system.

Please Note: If there are Deemed Distributed Loans (DDLs) in the plan, then extra steps are needed in reporting the assets on the 5500 Series Forms. To explain, a DDL occurs when a participant misses a loan payment for any reason other than certain types of leave of absence and fails to make it up by a specified date, or the term for repaying a loan expires without full payment of the outstanding amount by a specified date. At that time, the participant is taxed on the outstanding amount, including applicable interest accrued to date, as if it had been distributed.

The IRS requires two ways to account for DDLs. In recordkeeping for the plan, the DDLs are treated as on-going active loans. Interest is accrued monthly and added to the amount of the outstanding loan. However, for 5500 reporting purposes, DDLs are to be removed from the plan assets. This is done on line item 2g at the time the loan is deemed distributed and as interest continues to accrue. The result is reflected in line items 1a and 3e, participant loans.

Note for Line Items 1a and 3e: If your plan has Deemed Distributed Loans (DDLs), the amount of the DDLs is not included in the participant loan assets reported in these line items.

Part I Small Plan Financial Information

Report below the current value of assets and liabilities, income, expenses, transfers and changes in net assets during the plan year. Combine the value of plan assets held in more than one trust. Do not enter the value of the portion of an insurance contract that guarantees during this plan year to pay a specific dollar benefit at a future date. 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.**

1 Plan Assets and Liabilities:		(a) Beginning of Year	(b) End of Year
a Total plan assets	1a		
b Total plan liabilities	1b		
c Net plan assets (subtract line 1b from line 1a)	1c		

3 Specific Assets: If the plan held assets at anytime during the plan year in any of the following categories, check "Yes" and enter the current value of any assets remaining in the plan as of the end of the plan year. Allocate the value of the plan's interest in a commingled trust containing the assets of more than one plan on a line-by-line basis unless the trust meets one of the specific exceptions described in the instructions.

		Yes	No	Amount
a Partnership/joint venture interests	3a			
b Employer real property	3b			
c Real estate (other than employer real property)	3c			
d Employer securities	3d			
e Participant loans	3e			

Line Item

Note for Line Item 2a(1): Forfeitures generated from non-vested funds of participants receiving distributions during the plan year are automatically used to reduce employer matching contributions that are calculated on a per payroll basis. If applicable, they may also be used to reduce a Non-Elective Contribution or Discretionary Match liability and/or a QNEC or QMAT. If forfeitures were applied during the plan year, this line item has been reduced to reflect this amount.

Note for Line Item 2e: Loans that were previously deemed distributed that are now Offset are not reflected in the benefit payments amount reported in this line item, because they were removed from the reporting via line item 2g.

Note for Line Item 2g: This value represents loans deemed distributed in this time period, both principal plus current year accrued interest, minus the amount of Deemed Distributed Loans (including accrued interest) repaid during this time period.

			(a) Amount	**(b)** Total
2	**Income, Expenses, and Transfers for this Plan Year:**			
a	Contributions received or receivable:			
	(1) Employers	**2a(1)**		
	(2) Participants	**2a(2)**		
	(3) Others (including rollovers)	**2a(3)**		
b	Noncash contributions	**2b**		
c	Other income	**2c**		
d	Total income (add lines 2a(1), 2a(2), 2a(3), 2b, and 2c)	**2d**		
e	Benefits paid (including direct rollovers)	**2e**		
f	Corrective distributions (see instructions)	**2f**		
g	Certain deemed distributions of participant loans (see instructions)	**2g**		
h	Administrative service providers (salaries, fees, and commissions)	**2h**		
i	Other expenses	**2i**		
j	Total expenses (add lines 2e, 2f, 2g, 2h, and 2i)	**2j**		
k	Net income (loss) (subtract line 2j from line 2d)	**2k**		
l	Transfers to (from) the plan (see instructions)	**2l**		

Line Item		
Part II	**Compliance Questions**	
4a	**Special Note:** Under plan asset regulations as defined by 29 CFR 2510.3-102, participant contributions to a pension plan are considered plan assets at the earliest time they can be reasonably segregated from the general funds of the employer, but no later than the 15th business day of the month following withholding or receipt by the employer. **For ADP Payroll Clients:** We have reviewed our payroll/contribution records. "NO" means all contributions were transmitted in a timely manner. "YES" means that some or all contributions were not transmitted in a timely manner. This is based on your response on the IRS/DOL 5500 Required Data Update, or this may be the result of an attempt to impound funds but there were insufficient funds available. **This should be reviewed carefully.** **For non-ADP Payroll Clients:** This line item has been completed if your company provided the information on the IRS/DOL 5500 Required Data Update, or if our records indicate that during the 5500 year there were insufficient funds resulting in one or more late deposits. Otherwise, it has been left blank, and you must contact ADP Retirement Services Client Services to complete this information. Information that is left blank or incomplete will result in a DOL filing error. **For All Clients:** **IMPORTANT NOTE: If "YES" has been entered, you must file Form 5330 with the IRS. Refer to www.irs.gov and consult with your tax advisor regarding the filing of Form 5330.**
4b-4c	"NO" has been entered because these questions refer to plan loans (other than participant loans) and leases, which are not part of the investment portfolio of your plan.
4d	"NO" has been entered because this question refers to situations that, to ADP's knowledge, did not occur within your plan. However, you should consult with your legal or tax advisor to determine whether you need to revise this response.

Part II	**Compliance Questions**				
4	**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**			
b	Were any loans by the plan or fixed income obligations due the plan in default as of the close of plan year or classified during the year as uncollectible? Disregard participant loans secured by the participant's account balance.	**4b**			
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible?	**4c**			
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a.)	**4d**			

Line Item	
4e	Generally, every plan official of an employee benefit plan who handles funds or other property of such plan must be covered by a Fidelity Bond. The Department of Labor requires the Bond to cover at least the greater of 10% of plan assets as of the beginning of the plan year or $1,000 with a maximum of $500,000. Line 4e has been completed based the bond purchased on behalf of the plan by the plan's Trustee or Plan Sponsor. If the plan became effective in 2009, the bond amount should be a minimum of $1,000.
4f-4h	"NO" has been entered because these questions refer to situations that, to ADP's knowledge, did not occur within your plan. However, you should consult with your legal or tax advisor to determine whether you need to revise this response.
4i	"NO" has been entered because IRS/DOL instructions state that "YES" should not be checked for securities held as a result of participant-directed transactions.
4j	If the plan has terminated or merged into another plan and all distributions have been made, "YES" has been entered. If the plan is ongoing, "NO" has been entered.
4k	"YES" has been entered because your plan is eligible for a waiver of the annual examination and report of an independent qualified public accountant. Your plan meets the condition that at least 95% of the plan's assets are "qualifying plan assets" as of the end of the preceding plan year. There is also a second condition: in response to any request from a participant or beneficiary, you must, without charge, make available for examination, or upon request furnish copies of each regulated financial institution statement. The third condition for this waiver is satisfied by the Summary Annual Report provided to you, which you must distribute to all employees eligible to participate in your plan.

Part II Compliance Questions

4 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			
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of plan year or classified during the year as uncollectible? Disregard participant loans secured by the participant's account balance.	4b			
c Were any leases to which the plan was a party in default or classified during the year as uncollectible?	4c			
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a.)	4d			
e Was the plan covered by a fidelity bond?	4e			
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			
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			
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			
i Did the plan at any time hold 20% or more of its assets in any single security, debt, mortgage, parcel of real estate, or partnership/joint venture interest?	4i			
j Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4j			
k Are you claiming a waiver of the annual examination and report of an independent qualified public accountant (IQPA) under 29 CFR 2520.104-46? If "No," attach an IQPA's report or 2520.104-50 statement. (See instructions on waiver eligibility and conditions.)	4k			

Line Item

4l	"NO" has been entered because this question refers to situations that, to ADP's knowledge, did not occur within your plan.
4m	"YES" if your plan if your company's plan converted to the ADP 401(k) plan and transferred its plan assets during 2009. Otherwise "NO."
4n	"YES" if 4m is "YES". Otherwise this line is blank.
5a	If your company has notified ADP Retirement Services that it has formally terminated the plan and ended all contributions (i.e., recorded the termination of the plan in writing by corporate resolution or otherwise), "YES" has been entered. The amount of '0' has been entered to indicate that no assets have reverted to the employer. Otherwise, "No" has been entered.
5b	If assets were transferred to another plan and your company provided the name, Employer Identification Number, and plan number of the other plan, then this line item has been completed. If assets were transferred and we were not provided with the information, you must contact ADP Retirement Services Client Services to complete this line item.

l	Has the plan failed to provide any benefit when due under the plan?	**4l**			
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	**4m**			
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)

Section 12

Schedule R

Retirement Plan Information

Schedule R must be included with your Form 5500 filing only if distributions have been made to participants or your plan is an active money purchase pension plan or includes an active money purchase plan component. If there were no distributions to participants in 2009 or your plan is not or does not contain an active money purchase pension, then Schedule R is not required.

For a profit sharing /401(k) plan, only Part I (line items 1 and 2) must be completed.

A. **Part I (Distributions), line items 1 and 2.** The amount paid in property other than in cash or annuity contracts, and the Employer Identification Number of the Payor who paid benefits on behalf of the plan must be reported.

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 _____ and ending _____

A Name of plan

B Three-digit plan number (PN) ▶

C Plan sponsor's name as shown on line 2a of Form 5500

D Employer Identification Number (EIN)

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

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): _____ _____

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

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500. **Schedule R (Form 5500) 2009**
v.092308.1

Section 13

Which Other Forms & Schedules May be Needed?

- **Form 5558 (Application for Extension of Time to File Certain Employee Plan Returns).** Details are in Section 14.
- **Schedule SSA (Annual Registration Statement Identifying Separated Participants with Deferred Vested Benefits).** Now known as Form 8955-SSA, this Form must be filed directly with the Internal Revenue Service (IRS). Visit www.IRS.gov for more information.
  - — ADP Retirement Services will supply you with additional details once the IRS finalizes the new process.

Section 14

What if You Need to File an Extension?

If your company requires additional time to review the 5500 information before filing and you have not filed a corporate tax extension, you must file a hard copy of the Form 5558, Application For Extension of Time to File, with the IRS to request that the filing due date be extended to 2½ months after your normal due date. For example: if your company's filing due date is July 31 and you have filed a Form 5558, your company's filing deadline is extended to October 15.

If an extension of time is necessary, follow these instructions and send the Form to the IRS no later than the normal due date of the Form 5500.

Please complete as follows:

Part I: (Identification)

1. Section A - complete your company's name and address.
2. Section B - complete your company's Employer Identification Number (EIN).
3. Section C - enter the full name of the plan. Complete the IRS plan number (for example 001 or 002 – not the 6-digit ADP Recordkeeping Plan Number) in the column provided in this section.

Part II: (Extension of Time to File Form 5500)

Important Steps and Notes:

1. The IRS will process the request but will not return the approved form to you. Make sure to keep a copy of the Form 5558 that your company submits to the IRS for your records.

   Part III has been left blank and should not be completed for purposes of this filing.

2. Mail the original form to the IRS at the address below no later than the normal due date of the Form 5500. We suggest the form be mailed certified mail/receipt requested.

   Send to:
   Internal Revenue Service Center
   Ogden, UT
   84201-0027

3. **When you electronically file the Form 5500, be sure to check the appropriate extension box in Part I, section D of Form 5500.**

   a. If you mailed a Form 5558 for extension, check the Form 5558 box.

   b. If you filed a corporate tax extension, check the "Automatic Extension" box.

Form **5558**
(Rev. January 2008)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File Certain Employee Plan Returns

► **For Privacy Act and Paperwork Reduction Act Notice, see instructions on page 3.**

OMB No. 1545-0212

File With IRS Only

Part I Identification

A Name of filer, plan administrator, or plan sponsor (see instructions)

Number, street, and room or suite no. (If a P.O. box, see instructions)

City or town, state, and ZIP code

B **Filer's identifying number (see instructions).**

☑ Employer identification number (EIN).

☐ Social security number (SSN)

C Plan name	Plan number	Plan year ending— MM	DD	YYYY
1				
2				
3				

Part II Extension of Time to File Form 5500 or Form 5500-EZ *(see instructions)*

1 I request an extension of time until ____/____/____ to file Form 5500 or Form 5500-EZ.

The application **is automatically approved** to the date shown on line 1 (above) if: **(a)** the Form 5558 is filed on or before the normal due date of Form 5500 or 5500-EZ for which this extension is requested, and **(b)** the date on line 1 is no more than 2½ months after the normal due date.

You must attach a copy of this Form 5558 to each Form 5500 and 5500-EZ filed after the due date for the plans listed in C above.

Note. A signature is not required if you are requesting an extension to file Form 5500 or Form 5500-EZ.

Part III Extension of Time to File Form 5330 *(see instructions)*

2 I request an extension of time until ____/____/____ to file Form 5330.
You may be approved for up to a six (6) month extension to file Form 5330, after the normal due date of Form 5330.

a Enter the Code section(s) imposing the tax . . . . . ► **a**

b Enter the payment amount attached . . . . . ► **b**

c For excise taxes under section 4980 or 4980F of the Code, enter the reversion/amendment date . . . ► **c**

3 **State in detail why you need the extension**

Under penalties of perjury, I declare that to the best of my knowledge and belief, the statements made on this form are true, correct, and complete, and that I am authorized to prepare this application.

Signature ► **Date** ►

Section 15

What if Revisions are Required?

- On the Form 5500, you have the ability to revise the following:
  - Part I, Section D - Form 5558 box
  - Part I, Section D - Automatic Extension box

  NOTE: These are the only two fields that you are able to revise yourself online via the PRC.

- If other revisions are required, please contact ADP Retirement Services Client Services.

Section 16

Supplement for Conversion Plans

NOTE: If your company's plan converted to the ADP 401(k) plan and transferred its plan assets during 2009, additional information, outside of ADP records, is required in order to complete the 5500 Series Forms. Your particular attention is required for the line items indicated in this supplement.

If all of the requested information was not provided, including the prior year's 5500 Form and asset reconciliation information, we were unable to complete several items of this year's 5500 forms, including the financial section of the forms. It is your responsibility to ensure that this information is completed in its entirety prior to filing the Form with the Department of Labor.

Line Item	Form 5500
4	You must complete this line item as applicable. If the plan sponsor's name, and/or EIN have changed since the last return/report was filed for this plan, enter the plan sponsor's name, EIN and plan number as it appeared on the last return/report filed for this plan.
5	This line item has been completed with the number of participants as of the end of 2008, as reported on the plan's 2008 Form 5500. *If this line item is blank,* your company did not provide the prior year's form, and you must contact ADP Retirement Services Client Services to complete this line item. Note that line item 5 is the criteria to determine whether Schedule H or Schedule I is required. You must ensure that the correct Schedule is included with your filing, and that the correct box is checked on Form 5500 line item 10.
6h	If there were participants who terminated employment during the plan year prior to the plan's conversion to ADP and they were less than 100% vested, you will have to contact ADP Retirement Services Client Services with the information.

Schedule D – DFE/Participating Plan Information

If the prior year Form 5500 was provided and a Schedule D was filed last year, a Schedule D has been completed.

If your company did not provide the prior year Form 5500, and your plan invested in a Common Collective Trust (CCT), Pooled Separate Account (PSA), Master Trust Investment (MTIA), or 103-12 Investment Entity (103-12 IE) at any time during the 2009 plan year prior to conversion to ADP, you must complete Schedule D with the name and sponsor of each investment arrangement, the Employer Identification Number of the investment arrangement sponsor, the plan number of the investment arrangement, and the value of the investment arrangement in your plan at the end of the year. Also check the box in Form 5500 line item 10b(5). Should you need to complete this form, contact ADP Retirement Services Client Services.

Schedule H & I – Financial Information

IMPORTANT NOTE: If your financial information was left blank, this would indicate that your company did not provide the information required to complete the form. You must contact ADP Retirement Services Client Services to provide the financial information from the prior recordkeeper.

4b "NO" has been entered based on the information from the ADP recordkeeping system. If any loans (other than participant loans) were classified as uncollectible during the year prior to your plan's conversion to ADP, please contact ADP Retirement Services Client Services to request a new form.

4c "NO" has been entered based on the information from the ADP recordkeeping system. Check "YES" for line item 4c if there were any leases to which the plan was a party in default or otherwise classified as not collectible prior to your plan's conversion to ADP, and provide the amount.

4d "NO" has been entered because this question refers to situations that, to ADP's knowledge, did not occur within your plan. However you may need to confirm with your prior recordkeeper for details of any nonexempt transactions prior to your plan's conversion to ADP.

4f "NO" has been entered because this question refers to situations that, to ADP's knowledge, did not occur within your plan. However, you should consult with your legal or tax advisor to determine whether you need to revise this response.

Section 16: Supplement for Conversion Plans, *continued*

4g	"NO" has been entered because this question refers to situations that, to ADP's knowledge, did not occur within your plan. However check "YES" for line item 4g if the plan had any noncash assets that were not readily valued (fair market value) prior to your plan's conversion to ADP, and provide the amount. Examples of such assets are real estate, nonpublicly traded securities, shares in a limited partnership, or collectibles.
4h	"NO" has been entered because this question refers to situations that, to ADP's knowledge, did not occur within your plan. However check "YES" for line item 4h if the plan received noncash contributions (e.g. nonpublicly traded securities) that were not appraised in writing by an independent third party appraiser prior to purchase or receipt, prior to your plan's conversion to ADP, and provide the amount.
4m	"YES" has been entered because your company's plan converted to the ADP 401(k) plan and transferred its plan assets during 2009.
4n	"YES" is entered since 4m is "YES"
5b	If assets were transferred to another plan during the 2009 plan year prior to the plan's conversion to ADP, and your company provided the name, Employer Identification Number, and plan number of the other plan, then this line item has been completed. If assets were transferred and we were not provided with the information, you must contact ADP Retirement Services Client Services to complete this line item.

Section 17

Special Notices

For Plan Transfers, Plan Terminations and for Plans that Stopped Contributions

NOTICE – Plan Contributions Stopped on or before December 31, 2009.

If your plan stopped depositing contributions through ADP prior to December 31, 2009 and assets remained in the trust through December 31, 2009, the financial information as well as other information contained in the Form 5500 and Schedules would only show the amounts recorded in our recordkeeping system. If you deposited contributions to another service provider, this form is incomplete and can only be used as a worksheet to assist your new service provider in preparing the 2009 5500. As the Plan Administrator and Fiduciary to this plan, you are responsible for ensuring the plan is operating under all applicable laws governing qualified plans.

NOTICE - Plan Terminated on or before December 31, 2009.

If your company's plan is terminated and still has forfeitures in reserve or other plan assets, you must contact ADP Retirement Services Client Services immediately. Until forfeitures are allocated and all plan assets are distributed in accordance with the plan provisions, a FINAL 5500 Form can not be prepared.

If either of the above applies to your plan, we strongly encourage you to review the Form 5500 and Schedules with your tax advisor.

Section 18

FAS 157 Notice

How does this apply to you?

I. PLANS WITH 100 OR MORE PARTICIPANTS (Schedule H Filers)

The Financial Accounting Standards Board issued Statement 157, Fair Value Measurements, (FAS 157), which replaces various definitions of "fair market" that currently exist throughout generally accepted accounting principles (GAAP) with a single definition. Statement 157 is effective for financial statements for fiscal years beginning after November 15, 2008 (January 1, 2009, for a calendar year entity), and for interim periods that fall within those fiscal years.

FAS 157 is important to all plans required to prepare GAAP financial statements, regardless of whether a plan sponsor engages its auditor to perform a full scope or a limited scope audit. The plan sponsor will need to have appropriate valuation processes in place and sufficient data to determine the fair market value of the plan's investment using the framework provided in FAS 157 and have the financial statement present the disclosures about the use of fair market values as discussed in FAS 157.

FAS 157 sets forth a fair market value hierarchy for different investments. Most, if not all, of the investments choices offered through our various products will qualify as "Level 1" investments (for example, mutual funds) where the fair market valuation of assets will be based on quoted market prices in active markets. These values will be received from investment providers (or parties acting on their behalf, such as clearing houses) who are responsible for providing ADP Retirement Services with daily valuation information. ADP Retirement Services may also receive valuation information for shares or units of "Level 2" and "Level 3" investments from investment providers, such as investment managers or trustees of common and collective trusts selected by plan fiduciaries, or insurance companies that maintain guaranteed investment contracts. These investment vehicles may hold private equity and other investments that are not publicly traded. ADP does not independently verify the valuations of these shares or units (and any underlying assets on which such valuation is based) that the investment provider (or another third party) may make.

ADP Retirement Services is not an accounting or valuation firm. While ADP Retirement Services receives information from these investment providers (or third parties), who may be plan fiduciaries, and relies on this information to report the value of units or shares on the Form 5500 that we prepare for our clients, it is the client's accounting firm's responsibility for preparing certified financial statements for each employer's plan which will meet the requirements of FAS 157. The accounting firm will be responsible for reconciling differences, if any, between their financial statements and the Form 5500 ADP Retirement Services prepares.

II. PLANS WITH FEWER THAN 100 PARTICIPANTS (Schedule I Filers)

For most, if not all, of the investments choices offered through our various products, the fair market valuation of assets will be based on quoted market prices in active markets (for example mutual funds), the values of which will be received from investment providers (or third parties acting on their behalf, such as clearing houses) who are responsible for providing ADP Retirement Services with daily valuation information. For other investments that do not have a publicly available quoted fair market value, that may include investments that are not publicly traded (for example, common or collective trusts maintained by a bank), ADP will rely on share or unit values provided from the institution responsible for valuing such shares or units (often the manager of the investment), and does not value the assets underlying them.