

Form 5500-SF Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Short Form Annual Return/Report of Small Employee Benefit Plan This form is required to be filed under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► Complete all entries in accordance with the instructions to the Form 5500-SF.	OMB Nos. 1210-0110 1210-0089 2009 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2009 or fiscal plan year beginning <u>01/01/2009</u> and ending <u>12/31/2009</u>	
A This return/report is for:	<input checked="" type="checkbox"/> single-employer plan <input type="checkbox"/> multiple-employer plan (not multiemployer) <input type="checkbox"/> one-participant plan
B This return/report is for:	<input type="checkbox"/> first return/report <input type="checkbox"/> final return/report <input type="checkbox"/> an amended return/report <input type="checkbox"/> short plan year return/report (less than 12 months)
C Check box if filing under:	<input checked="" type="checkbox"/> Form 5558 <input type="checkbox"/> automatic extension <input type="checkbox"/> DFVC program <input type="checkbox"/> special extension (enter description)

Part II	Basic Plan Information —enter all requested information						
1a Name of plan <u>EMBEE SUNSHADE CO., INC. PENSION TRUST</u>	<table border="1" style="width:100%; border-collapse: collapse;"> <tr> <td style="width:60%;">1b Three-digit plan number (PN) ►</td> <td style="width:40%; text-align: center;"><u>001</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>01/01/1981</u></td> </tr> </table>	1b Three-digit plan number (PN) ►	<u>001</u>	1c Effective date of plan <u>01/01/1981</u>			
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1c Effective date of plan <u>01/01/1981</u>							
2a Plan sponsor's name and address (employer, if for single-employer plan) <u>EMBEE SUNSHADE CO., INC.</u> <u>722 METROPOLITAN AVE</u> <u>BROOKLYN, NY 11211</u>	<table border="1" style="width:100%; border-collapse: collapse;"> <tr> <td style="width:60%;">2b Employer Identification Number (EIN) <u>11-1988017</u></td> <td style="width:40%;"></td> </tr> <tr> <td>2c Plan sponsor's telephone number <u>718-387-8566</u></td> <td></td> </tr> <tr> <td>2d Business code (see instructions) <u>339900</u></td> <td></td> </tr> </table>	2b Employer Identification Number (EIN) <u>11-1988017</u>		2c Plan sponsor's telephone number <u>718-387-8566</u>		2d Business code (see instructions) <u>339900</u>	
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3a Plan administrator's name and address (if same as Plan sponsor, enter "Same") <u>EMBEE SUNSHADE CO., INC.</u> <u>722 METROPOLITAN AVE</u> <u>BROOKLYN, NY 11211</u>	<table border="1" style="width:100%; border-collapse: collapse;"> <tr> <td style="width:60%;">3b Administrator's EIN <u>11-1988017</u></td> <td style="width:40%;"></td> </tr> <tr> <td>3c Administrator's telephone number <u>718-387-8566</u></td> <td></td> </tr> </table>	3b Administrator's EIN <u>11-1988017</u>		3c Administrator's telephone number <u>718-387-8566</u>			
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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. Sponsor's name	<table border="1" style="width:100%; border-collapse: collapse;"> <tr> <td style="width:60%;">4b EIN</td> <td style="width:40%;"></td> </tr> <tr> <td>4c PN</td> <td></td> </tr> </table>	4b EIN		4c PN			
4b EIN							
4c PN							
5a Total number of participants at the beginning of the plan year	5a <u>35</u>						
b Total number of participants at the end of the plan year.....	5b <u>35</u>						
c Total number of participants with account balances as of the end of the plan year (defined benefit plans do not complete this item).....	5c						
6a Were all of the plan's assets during the plan year invested in eligible assets? (See instructions.)	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No						
b Are you claiming a waiver of the annual examination and report of an independent qualified public accountant (IQPA) under 29 CFR 2520.104-46? (See instructions on waiver eligibility and conditions.).....	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No						
If you answered "No" to either 6a or 6b, the plan cannot use Form 5500-SF and must instead use Form 5500.							

Part III	Financial Information																																										
7 Plan Assets and Liabilities	<table border="1" style="width:100%; border-collapse: collapse;"> <tr> <th></th> <th style="width:25%;">(a) Beginning of Year</th> <th style="width:25%;">(b) End of Year</th> </tr> <tr> <td>a Total plan assets</td> <td>7a <u>1280190</u></td> <td><u>1218979</u></td> </tr> <tr> <td>b Total plan liabilities.....</td> <td>7b <u>27270</u></td> <td><u>27270</u></td> </tr> <tr> <td>c Net plan assets (subtract line 7b from line 7a).....</td> <td>7c <u>1252920</u></td> <td><u>1191709</u></td> </tr> </table>		(a) Beginning of Year	(b) End of Year	a Total plan assets	7a <u>1280190</u>	<u>1218979</u>	b Total plan liabilities.....	7b <u>27270</u>	<u>27270</u>	c Net plan assets (subtract line 7b from line 7a).....	7c <u>1252920</u>	<u>1191709</u>																														
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Part IV Plan Characteristics**9a** If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:

1G 1I 3D

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

	Yes	No	Amount
10 During the plan year:			
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? (See instructions and DOL's Voluntary Fiduciary Correction Program)		X	
b Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 10a.)		X	
c Was the plan covered by a fidelity bond?	X		175000
d Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
e Were any fees or commissions paid to any brokers, agents, or other persons by an insurance carrier, insurance service or other organization that provides some or all of the benefits under the plan? (See instructions.)		X	
f Has the plan failed to provide any benefit when due under the plan?		X	
g Did the plan have any participant loans? (If "Yes," enter amount as of year end.)		X	
h If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)			
i If 10h was answered "Yes," check the box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3			

Part VI Pension Funding Compliance

11 Is this a defined benefit plan subject to minimum funding requirements? (If "Yes," see instructions and complete Schedule SB (Form 5500)) ☒ Yes ☐ No

12 Is this a defined contribution plan subject to the minimum funding requirements of section 412 of the Code or section 302 of ERISA? .. ☐ Yes ☒ No
(If "Yes," complete 12a or 12b, 12c, 12d, and 12e below, as applicable.)

a 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 letter ruling granting the waiver. Month _____ Day _____ Year _____

If you completed line 12a, complete lines 3, 9, and 10 of Schedule MB (Form 5500), and skip to line 13.

b Enter the minimum required contribution for this plan year	12b	
c Enter the amount contributed by the employer to the plan for this plan year	12c	
d Subtract the amount in line 12c from the amount in line 12b. Enter the result (enter a minus sign to the left of a negative amount)	12d	

e Will the minimum funding amount reported on line 12d be met by the funding deadline? ☐ Yes ☐ No ☐ N/A

Part VII Plan Terminations and Transfers of Assets

13a Has a resolution to terminate the plan been adopted during the plan year or any prior year? ☒ Yes ☐ No
If "Yes," enter the amount of any plan assets that reverted to the employer this year **13a** 0

b Were all the plan assets distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC? ☐ Yes ☒ No

c 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.)

13c(1) Name of plan(s):	13c(2) EIN(s)	13c(3) PN(s)

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, if applicable, a Schedule SB or Schedule MB completed and signed by an enrolled actuary, 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.	09/21/2010	BARNETT BRICKNER
	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

SCHEDULE SB (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Single-Employer Defined Benefit Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500 or 5500-SF.	OMB No. 1210-0110 2009 This Form is Open to Public Inspection
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For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

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

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

A Name of plan <u>EMBEE SUNSHADE CO., INC. PENSION TRUST</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF <u>EMBEE SUNSHADE CO., INC.</u>	D Employer Identification Number (EIN) <u>11-1988017</u>
E Type of plan: <input checked="" type="checkbox"/> Single <input type="checkbox"/> Multiple-A <input type="checkbox"/> Multiple-B	F Prior year plan size: <input checked="" type="checkbox"/> 100 or fewer <input type="checkbox"/> 101-500 <input type="checkbox"/> More than 500

Part I	Basic Information
1 Enter the valuation date: Month <u>12</u> Day <u>31</u> Year <u>2009</u>	
2 Assets:	
a Market value	2a <u>1191709</u>
b Actuarial value	2b <u>1191709</u>
3 Funding target/participant count breakdown	
	(1) Number of participants (2) Funding Target
a For retired participants and beneficiaries receiving payment	3a <u>9</u> <u>1869924</u>
b For terminated vested participants	3b <u>20</u> <u>996241</u>
c For active participants:	
(1) Non-vested benefits	3c(1) <u>0</u>
(2) Vested benefits	3c(2) <u>235303</u>
(3) Total active	3c(3) <u>6</u> <u>235303</u>
d Total	3d <u>35</u> <u>3101468</u>
4 If the plan is at-risk, check the box and complete items (a) and (b)	<input type="checkbox"/>
a Funding target disregarding prescribed at-risk assumptions	4a
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been at-risk for fewer than five consecutive years and disregarding loading factor	4b
5 Effective interest rate	5 <u>6.47</u> %
6 Target normal cost	6 <u>0</u>

Statement by Enrolled Actuary

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

SIGN HERE	<u>09/21/2010</u>
Signature of actuary	Date
<u>BURTON A. SIVIN, F.S.A.</u>	<u>08-01321</u>
Type or print name of actuary	Most recent enrollment number
<u>CAI BENEFITS, INC.</u>	<u>212-284-9000</u>
Firm name	Telephone number (including area code)
<u>355 LEXINGTON AVENUE - 5TH FLOOR</u> <u>NEW YORK, NY 10017</u>	
Address of the firm	

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

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

Schedule SB (Form 5500) 2009
v.092308.1

Part II Beginning of year carryover and prefunding balances		
	(a) Carryover balance	(b) Prefunding balance
7 Balance at beginning of prior year after applicable adjustments (Item 13 from prior year)	0	0
8 Portion used to offset prior year's funding requirement (Item 35 from prior year)	0	0
9 Amount remaining (Item 7 minus item 8).....	0	0
10 Interest on item 9 using prior year's actual return of <u>-18.80</u> %	0	0
11 Prior year's excess contributions to be added to prefunding balance:		
a Excess contributions (Item 38 from prior year)		0
b Interest on (a) using prior year's effective rate of <u>6.30</u> %		0
c Total available at beginning of current plan year to add to prefunding balance		0
d Portion of (c) to be added to prefunding balance.....		0
12 Reduction in balances due to elections or deemed elections.....	0	0
13 Balance at beginning of current year (item 9 + item 10 + item 11d – item 12).....	0	0

Part III Funding percentages		
14 Funding target attainment percentage.....	14	38.42 %
15 Adjusted funding target attainment percentage.....	15	38.42 %
16 Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement.....	16	39.53 %
17 If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage.....	17	38.42 %

Part IV Contributions and liquidity shortfalls					
18 Contributions made to the plan for the plan year by employer(s) and employees:					
(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
Totals ►			18(b)	18(c)	

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:		
a Contributions allocated toward unpaid minimum required contribution from prior years.....	19a	0
b Contributions made to avoid restrictions adjusted to valuation date	19b	0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date.....	19c	0
20 Quarterly contributions and liquidity shortfalls:		
a Did the plan have a "funding shortfall" for the prior year? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
b If 20a is "Yes," were required quarterly installments for the current year made in a timely manner? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
c If 20a is "Yes," see instructions and complete the following table as applicable:		
Liquidity shortfall as of end of Quarter of this plan year		
(1) 1st	(2) 2nd	(4) 4th
0	0	0

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

21 Discount rate:				
a Segment rates:	1st segment: 5.28 %	2nd segment: 6.59 %	3rd segment: 6.65 %	<input type="checkbox"/> N/A, full yield curve used
b Applicable month (enter code)				21b 0
22 Weighted average retirement age				22 65
23 Mortality table(s) (see instructions) <input checked="" type="checkbox"/> Prescribed - combined <input type="checkbox"/> Prescribed - separate <input type="checkbox"/> Substitute				

Part VI Miscellaneous items

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

Part VII Reconciliation of unpaid minimum required contributions for prior years

28 Unpaid minimum required contribution for all prior years	28	757960
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (item 19a).....	29	0
30 Remaining amount of unpaid minimum required contributions (item 28 minus item 29)	30	757960

Part VIII Minimum required contribution for current year

31 Target normal cost, adjusted, if applicable (see instructions).....	31	0
32 Amortization installments:	Outstanding Balance	Installment
a Net shortfall amortization installment	1723671	322447
b Waiver amortization installment	0	0
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33	
34 Total funding requirement before reflecting carryover/prefunding balances (item 31 + item 32a + item 32b – item 33).....	34	322447
	Carryover balance	Prefunding balance
35 Balances used to offset funding requirement	0	0
36 Additional cash requirement (item 34 minus item 35).....	36	322447
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (Item 19c).....	37	0
38 Interest-adjusted excess contributions for current year (see instructions).....	38	0
39 Unpaid minimum required contribution for current year (excess, if any, of item 36 over item 37).....	39	322447
40 Unpaid minimum required contribution for all years	40	1080407

EMBEE SUNSHADE CO., INC.

PENSION PLAN

Schedule of Active Participant Data

Plan Year: 1/1/2009 to 12/31/2009

Valuation Date: 12/31/2009

Age/ Svc	<25	25-29	30-34	35-39	40-44	45-49	50-54	55-59	60-64	65-69	70+	Total
0	0	0	0	0	0	0	0	0	0	0	0	0
1-4	0	0	0	0	0	0	0	0	0	0	0	0
5-9	0	0	0	0	1	0	1	1	3	0	0	6
10-14	0	0	0	0	0	0	0	0	0	0	0	0
15-19	0	0	0	0	0	0	0	0	0	0	0	0
20-24	0	0	0	0	0	0	0	0	0	0	0	0
25-29	0	0	0	0	0	0	0	0	0	0	0	0
30-34	0	0	0	0	0	0	0	0	0	0	0	0
35-39	0	0	0	0	0	0	0	0	0	0	0	0
40+	0	0	0	0	0	0	0	0	0	0	0	0
Total	0	0	0	0	1	0	1	1	3	0	0	6

*Employees who have not met the minimum eligibility requirements are excluded

Average Age: 56.3

Average Service: 9

EXHIBIT VIII

EMBEE SUNSHADE CO., INC. PENSION PLAN

Actuarial Assumptions And Funding Method

I. ACTUARIAL ASSUMPTIONS

The actuarial assumptions used in determining the liabilities and calculating the contributions to the pension plan are as follows:

PPA Prescribed Mortality:	2009 Combined Mortality Table
PPA Prescribed Segment Rates:	<u>Blended Rates as of December, 2009:</u> 1 st Segment Rate – 5.28% 2 nd Segment Rate – 6.59% 3 rd Segment Rate – 6.65%
Effective Interest Rate:	6.47% per annum, compounded annually, calculated in accordance with PPA.
FAS35 Interest:	8.00% per annum, compounded annually
FAS35 Interest:	1971 Group Annuity Mortality Table (determined separately for male and female)
Turnover:	Employee terminations are not assumed prior to Normal Retirement Age.
Salary Scale:	Current salaries are assumed to remain constant until Normal Retirement Age.
Retirement Age:	Calculations reflect retirement age of 65.
Asset Valuation Method:	Market Value.

II. FUNDING METHOD

The funding method (actuarial cost method), as prescribed by PPA, is a unit credit cost method without projection.

In general, for the plan years in which the value of plan assets is less than the plan's Funding Target, the Minimum Required Contribution with respect to any plan year is equal to the Target Normal Cost plus the Shortfall Amortization Charge for the plan year, if any.

PPA DEFINITIONS:

Target Normal Cost is the present value of all benefits which are expected to accrue during the plan year.

Funding Target is the present value of all benefits accrued as of the beginning of the plan year.

Funding Shortfall is the excess if any, of the Funding Target over the value of plan assets reduced by any credit balance.

Shortfall Amortization Charge is the total of the Shortfall Amortization Installments for the current plan year and each of the 6 preceding plan years. Each installment represents the 7 year amortization of the Shortfall Amortization Base for that year using the segment rates applicable for that year. Once established, these bases and installments are not redetermined in subsequent plan years.

**SCHEDULE SB
(Form 5500)**Department of the Treasury
Internal Revenue ServiceDepartment of Labor
Employee Benefits Security Administration
Pension Benefit Guaranty Corporation**Single-Employer Defined Benefit Plan
Actuarial Information**

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

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

OMB No. 1210-0110

2009**This Form is Open to Public
Inspection**

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

▶ **Round off amounts to nearest dollar.**▶ **Caution:** A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.

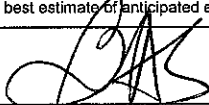
A Name of plan EMBEE SUNSHADE CO., INC. PENSION TRUST		B Three-digit plan number (PN) ▶	001
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF EMBEE SUNSHADE CO., INC.		D Employer Identification Number (EIN) 11-1988017	
E Type of plan: <input checked="" type="checkbox"/> Single <input type="checkbox"/> Multiple-A <input type="checkbox"/> Multiple-B		F Prior year plan size: <input checked="" type="checkbox"/> 100 or fewer <input type="checkbox"/> 101-500 <input type="checkbox"/> More than 500	

Part I Basic Information

1 Enter the valuation date: Month <u>12</u> Day <u>31</u> Year <u>2009</u>			
2 Assets:			
a Market value.....		2a	1191709
b Actuarial value.....		2b	1191709
3 Funding target/participant count breakdown		(1) Number of participants	(2) Funding Target
a For retired participants and beneficiaries receiving payment.....		3a	9 1869924
b For terminated vested participants.....		3b	20 996241
c For active participants:			
(1) Non-vested benefits.....		3c(1)	0
(2) Vested benefits.....		3c(2)	235303
(3) Total active.....		3c(3)	6 235303
d Total.....		3d	35 3101468
4 If the plan is at-risk, check the box and complete items (a) and (b) <input type="checkbox"/>			
a Funding target disregarding prescribed at-risk assumptions.....		4a	
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been at-risk for fewer than five consecutive years and disregarding loading factor.....		4b	
5 Effective interest rate.....		5	6.47 %
6 Target normal cost.....		6	0

Statement by Enrolled Actuary

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

**SIGN
HERE**

Signature of actuary

BURTON A. SIVIN, F.S.A.

Type or print name of actuary

CAI BENEFITS, INC.

Firm name

355 LEXINGTON AVENUE - 5TH FLOOR
NEW YORK NY 10017

Address of the firm

09/21/2010

Date

08-01321

Most recent enrollment number

212-284-9000

Telephone number (including area code)

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

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

Schedule SB (Form 5500) 2009
v.092308

EXHIBIT IX

EMBEE SUNSHADE CO., INC. PENSION PLAN

Summary Of Plan Provisions

EFFECTIVE DATE OF PLAN

January 1, 1981.

ELIGIBILITY

All employees of the Company are eligible for participation under the plan on the January 1st coincident with or next following their completion of six months of service and the attainment of age 20½. No employee is eligible to enter the plan after December 31, 2000.

NORMAL RETIREMENT DATE

The attainment of the participant's 65th birthday or if later, the 5th anniversary of plan participation.

NORMAL RETIREMENT BENEFIT

90% of Final Average Compensation reduced proportionately for each year of service less than 35. Effective December 31, 2000, the corporation froze benefit accruals.

DEFERRED RETIREMENT BENEFIT

Upon retirement after Normal Retirement Date, the benefit is the Normal Retirement Benefit calculated as of the Deferred Retirement Date reflecting salary and service to such date, or an actuarial increase in benefits from Normal Retirement Date to Deferred Retirement Date, if greater.

AVERAGE COMPENSATION

The average of the total compensation during the five highest consecutive plan years of employment. Compensation earned after December 31, 2000 will not be included for this purpose.

ACCRUED BENEFIT PRIOR TO NORMAL RETIREMENT DATE

The benefit as described under Normal Retirement Benefit multiplied by a fraction, the numerator being the actual years of participation to date and the denominator being the projected years of participation to Normal Retirement Date. Effective December 31, 2000, benefit accruals were frozen.

VESTED TERMINATION

A participant is 100% vested after 5 years of service. In addition, a participant is 100% vested at Normal Retirement Date.

NORMAL FORM OF RETIREMENT BENEFIT

Benefits are determined on a Life Annuity form of benefit. However, if a participant is married and does not otherwise elect, the normal form of benefit payment will be an actuarially reduced Joint and 50% Survivor Annuity. Various optional forms of benefit may be elected.

cw-9367

Embee Sunshade Co., Inc. Pension Trust

EIN/PN 11-1988017/001

Schedule SB, Line 32

Schedule of Amortization Bases

Type of Base (Shortfall or Waiver)	Val Date Established	Number of Years Remaining	Amortization Installment	Present Value of Remaining Installments
Shortfall	December 31, 2008	6	\$277,157	\$1,455,023
Shortfall	December 31, 2009	7	\$45,290	\$268,648

Embee Sunshade Co., Inc. Pension Trust

EIN/PN 11-1988017/001

Schedule SB, Line 22

Normal Retirement Age: A normal retirement age of 65 was assumed for five active participants and 66 for the sixth.