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;
- [X] 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
DSS 401K PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 01/01/2007

2a Plan sponsor's name and address (employer, if for a single-employer plan)
(Address should include room or suite no.)
JP & D DIGITAL SATELLITE SYSTEMS,

10916 SPENCER HIGHWAY
LA PORTE, TX 77571

2b Employer Identification Number (EIN)
02-0554161

2c Sponsor's telephone number
281-842-4606

2d Business code (see instructions)
238290

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.	09/24/2010	BRUCE BUGBEE
	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")
JP & D DIGITAL SATELLITE SYSTEMS,

10916 SPENCER HIGHWAY
LA PORTE, TX 77571

3b Administrator's EIN
02-0554161

3c Administrator's telephone number
281-842-4606

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**	518
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**	354
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	20
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	374
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	374
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	38
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	5
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
DSS 401K PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
JP & D DIGITAL SATELLITE SYSTEMS,

D Employer Identification Number (EIN)
02-0554161

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

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 disclosure on eligible indirect compensation

BLACKROCK INVESTMENTS, INC.

23-2784752

(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

FAF ADVISORS, INC.
800 NICOLLET MALL
MINNEAPOLIS, MN 55402

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

FIRST AMERICAN FUNDS

800 NICOLLET MALL
MINNEAPOLIS, MN 55402

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

FIDELITY DISTRIBUTORS CORP.

500 SALEM STREET
MAIL ZONE O3N
SMITHFIELD, RI 02917

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

INVESCO DISTRIBUTORS, INC.

74-1894784

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

MUNDER

38-3212521

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

OPPENHEIMER FUNDS INC.

13-2527171

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

QUASER DISTRIBUTORS

615 E. MICHIGAN STREET
MILWAUKEE, WI 53202

(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

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?
60 63 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?
15 37 64 50	RECORD KEEPER	975	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [ ] No [X]

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

STATE STREET CORPORATION

04-1867445

(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?
25 64 52	DIRECTED TRUSTEE/CUSTODIA	0	Yes [X] No [ ]	Yes [X] No [ ]	377	Yes [X] No [ ]

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
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.
BLACKROCK INVESTMENTS, INC. 23-2784752	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.
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.
FIDELITY DISTRIBUTORS CORP. 500 SALEM STREET MAIL ZONE O3N SMITHFIELD, RI 02917	ANNUAL RATE 0.0005 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	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.
MUNDER 38-3212521	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	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.

(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 0.005 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	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.	
STATE STREET CORPORATION 04-1867445	ANNUAL RATE 0.0062 OF AVERAGE DAILY ASSETS. ANNUAL RATE 0.0067 OF AVERAGE DAILY ASSETS. ANNUAL RATE 0.0075 OF AVERAGE DAILY ASSETS. ANNUAL RATE 0.0076 OF AVERAGE DAILY ASSETS. ANNUAL RATE 0.0087 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
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

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

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

Part III **Termination Information on Accountants and Enrolled Actuaries (see instructions)**
(complete as many entries as needed)

a	Name: STEVEN M. SYKES, C.P.A.	**b** EIN:	75-2501123
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
DSS 401K PLAN

B Three-digit plan number (PN) ▶ 001

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
JP & D DIGITAL SATELLITE SYSTEMS,

D Employer Identification Number (EIN)
02-0554161

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: SSGA S & P 500 INDEX FUND

b Name of sponsor of entity listed in (a): STATE STREET BANK AND 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)
04-0025081-065	C	2498

a Name of MTIA, CCT, PSA, or 103-12 IE: SSGA RUSSELL SMALL CAP INDEX

b Name of sponsor of entity listed in (a): STATE STREET BANK AND 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)
04-0025081-084	C	2443

a Name of MTIA, CCT, PSA, or 103-12 IE: SSGA S & P MIDCAP INDEX

b Name of sponsor of entity listed in (a): STATE STREET BANK AND 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)
04-0025081-089	C	1205

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

b Name of sponsor of entity listed in (a): STATE STREET BANK AND 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)
04-0025081-462	C	3013

a Name of MTIA, CCT, PSA, or 103-12 IE: SSGA STABLE VALUE FUND

b Name of sponsor of entity listed in (a): STATE STREET BANK AND 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)
04-2675543-001	C	7178

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
DSS 401K PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
JP & D DIGITAL SATELLITE SYSTEMS,

D Employer Identification Number (EIN)
02-0554161

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)	2706	12921
(9) Value of interest in common/collective trusts	1c(9)	10996	16338
(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)	31018	53617
(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	44720	82876
Liabilities			
g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	44720	82876

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)	10795	
(B) Participants	2a(1)(B)	28160	
(C) Others (including rollovers)	2a(1)(C)	1159	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		40114
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)	295	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		295
(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)	698	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		698
(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)		2270
	(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)		13212
c	Other income	2c		
d	Total income. Add all **income** amounts in column (b) and enter total	2d		56589
	Expenses			
e	Benefit payment and payments to provide benefits:			
	(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	17298	
	(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)		17298
f	Corrective distributions (see instructions)	2f		
g	Certain deemed distributions of participant loans (see instructions)	2g		160
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)	975	
	(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		975
j	Total expenses. Add all **expense** amounts in column (b) and enter total	2j		18433
	Net Income and Reconciliation			
k	Net income (loss). Subtract line 2j from line 2d	2k		38156
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: EISNERAMPER LLP **(2)** EIN: 13-1639826

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		5000
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
DSS 401K PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
JP & D DIGITAL SATELLITE SYSTEMS,

D Employer Identification Number (EIN)
02-0554161

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 _____

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

DSS 401(k) PLAN

Financial Statements

Years Ended December 31, 2009 and 2008

EISNERAMPER
ACCOUNTANTS & ADVISORS

DSS 401(k) PLAN

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EISNERAMPER
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Independent Auditors' Report

Plan Administrator
DSS 401(k) Plan
LaPorte, Texas

We were engaged to audit the accompanying statement of net assets available for benefits of DSS 401(k) PLAN as of December 31, 2009 and the related statement of changes in net assets available for benefits for the year ended December 31, 2009 and the supplementary schedule of assets (held at end of year) as of December 31, 2009. The financial statements and supplementary schedule are the responsibility of the Plan's management. Amper, Politziner & Mattia, LLP, whose practice was combined with the practice of Eisner LLP to form EisnerAmper LLP as of August 16, 2010, was engaged to audit the 2008 financial statements of the Plan. A disclaimer of opinion, dated October 14, 2009, was issued by Amper, Politziner & Mattia, LLP on the statement of net assets available for benefits as of December 31, 2008, as permitted by the Department of Labor's Regulation 29 CFR 2520.103-8.

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 discussed in Note 5, which was certified by State Street Bank and Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the 2009 financial statements and supplementary 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 for the year then ended, 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 2009 financial statements and supplementary schedule as of December 31, 2009 and for the year then ended taken as a whole. The form and content of the information included in the 2009 financial statements and supplementary 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.

EisnerAmper LLP

August 30, 2010
Jenkintown, Pennsylvania

DSS 401(k) PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

	December 31	
ASSETS	**2009**	2008
Investments, at fair value		
Common/collective trusts	**$ 9,159**	$ 4,225
Registered investment companies	**53,618**	31,019
Stable Value Fund	**7,178**	6,770
Participant loans	**12,921**	2,707
Total investments, at fair value	**82,876**	44,721
NET ASSETS AVAILABLE FOR BENEFITS	**$ 82,876**	$ 44,721

See notes to financial statements

DSS 401(k) PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

YEAR ENDED DECEMBER 31, 2009

Investment income	
Net appreciation in fair value of investments	$ 15,481
Dividends and interest	993
	16,474
Contributions	
Participants	28,160
Employer	10,795
Rollovers	1,159
	40,114
Benefits paid to participants	(17,298)
Deemed distributions	(160)
Administrative expenses	(975)
	(18,433)
Net increase	38,155
Net assets available for benefits	
Beginning of year	44,721
End of year	$ 82,876

See notes to financial statements

NOTE 1 - PLAN DESCRIPTION

The following description of the DSS 401(k) Plan (the "Plan") provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution 401(k) savings plan covering all employees of JP&D Digital Satellite Systems, Inc. (the "Company") who are age 18 or older. Employees are immediately able to participate in the Plan after being hired by the Company. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"). Upon satisfying these requirements, an employee will become eligible to enter the Plan on the first day of the month following the participant's completion of the eligibility requirements.

Participant Contributions

Elective deferral contributions for a participant are equal to a portion of compensation as specified in the written elective deferral agreement. The elective deferral agreement may be effective at any date following a participant's entry date. A participant may not defer more than 88% of compensation for a Plan year. Elective deferral contributions shall be limited as needed to meet nondiscrimination tests and the maximum allowed by the Internal Revenue Service.

Employer Contributions

The Company makes a matching contribution to participants based on their elective deferrals. Participants are matched 100% of their elective deferrals, not to exceed 2% of their compensation which is deferred as an elective deferral. For the year ended December 31, 2009, matching contributions were $10,795.

Participant Accounts

Participants are provided with a selection of investments within common/collective trusts managed by the trustee, mutual funds of various registered investment companies and a stable value fund in which to invest contributions. Earnings are credited to each participant's account based upon the performance of the respective funds. Each investment within the common/collective trusts is revalued daily based on the underlying fair market value of its mutual funds and accounts are adjusted accordingly. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting

Participants are vested immediately in their contributions, rollovers and transfer contributions and earnings thereon.

NOTE 1 - PLAN DESCRIPTION (continued)

Vesting (continued)

Participants are vested in the Company's matching contributions and the earnings or losses thereon in accordance with the following table:

Years of Service	Vested Percentage
Less than 1	None
1 but fewer than 2	25%
2 but fewer than 3	50%
3 but fewer than 4	75%
4 or more	100%

Benefit Payments

Benefits are recorded when paid.

Upon termination of service, a participant may elect to receive his or her vested accrued benefits. If the vested account balance is less than $5,000, the participant will be paid in a lump sum payment. If the vested account balance is equal to or greater than $5,000, the participant may elect to receive his or her payment in a lump sum or an annuity payment.

Forfeitures

Forfeitures of terminated participants' nonvested accounts are used to reduce future contributions of the Company. As of December 31, 2009 and 2008, there were forfeitures of $10 and $-0-, respectively, available for such reallocation. For the Plan year ended December 31, 2009, $3,915 of forfeited nonvested accounts was reallocated for the purpose above.

Participant Loans

Participants may borrow from their fund accounts a minimum of $500 up to a maximum equal to the lesser of $50,000 or 50% of their vested account balance. Loans must be repaid over a period of no more than five years, or up to thirty years for loans used for the purchase of a primary residence. Only one loan may be outstanding at any time for a participant. The loans are secured by the participants' vested account balances and bear interest at a reasonable rate, similar to one a bank or other professional lender would charge for making a loan in similar circumstances.

Plan Expenses

Substantially all administrative expenses of the Plan are paid by the Company.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

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

Investment contracts held by a defined-contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined-contribution plan attributable to fully benefit-responsive investment contracts, because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. Fair value approximated contract value as of December 31, 2009 and 2008.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of net assets available for benefits and disclosure of contingent assets and liabilities at the date of the financial statements and the changes in net assets available for benefits during the reporting period. Actual results could differ from those estimates.

Valuation of Investments

The Plan's investments are stated at fair value. Shares of investments within common/collective trusts are reported at fair value based on the quoted market price of the underlying investments which represents the net asset value of the shares held at year-end. Current market values for investments within registered investment companies are determined by quotes of market prices which represent the net asset values of the shares held by the Plan at year-end. The Stable Value Fund is valued at fair value by discounting the related cash flow based on current yields of similar instruments with comparable durations considering the creditworthiness of the issuer. Participant loans are valued at amortized cost, which approximates fair value.

Purchases and sales of securities are recorded on a trade-date basis with gains and losses recorded in net appreciation (depreciation) in fair value of investments. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

The change in fair value during the year is measured by the difference between the fair value at year-end and the fair value at the beginning of the year or the cost of purchases during the year and is included in the statement of changes in net assets available for benefits as net appreciation (depreciation) in fair value of investments.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Mutual Fund Fees

Investments in mutual funds are subject to sales charges in the form of front-end loads, back-end loads or 12b-1 fees, which are ongoing fees allowable under Section 12b-1 of the Investment Company Act of 1940. These fees are annual fees deducted to pay for marketing and distribution costs of the funds. These fees are deducted prior to the allocation of the Plan's investment earnings activity and thus not separately identifiable as an expense.

Fair Value of Financial Instruments

U.S. GAAP requires that fair value is to be determined based on the exchange price that would be received for an asset or paid to transfer a liability (exit price) in the principal or most advantageous market, in an orderly transaction between market participants. Such is a market-based measurement, not an entity-specific measurement.

U.S. GAAP establishes a three-level valuation hierarchy based upon observable and nonobservable inputs. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). Observable inputs reflect market data obtained from independent sources, while unobservable inputs reflect the Plan's market assumptions. The fair value hierarchy consists of three levels of inputs that may be used to measure fair value as follows:

Level 1 – Quoted prices (unadjusted) in active markets for identical assets or liabilities that the Plan has the ability to access at the measurement date.

Level 2 – Inputs other than quoted prices included in Level 1 that are observable either directly or indirectly; quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in markets that are not active; or other inputs that are observable or can be corroborated by observable market data, for substantially the full term of the assets or liabilities.

Level 3 – Significant inputs to the valuation model that are unobservable, typically based on a Plan's own assumptions, as there is little, if any, related market activity.

In instances where the determination of the fair value measurement is based on inputs from different levels of the fair value hierarchy, the level in the fair value hierarchy within which the entire fair value measurement falls is based on the lowest level input that is significant to the fair value measurement in its entirety.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Fair Value of Financial Instruments (continued)

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

New Accounting Pronouncements

In June 2009, the Financial Accounting Standards Board ("FASB") issued FASB ASC 105, *Generally Accepted Accounting Principles*, which establishes the FASB Accounting Standards Codification ("ASC") as the sole source of authoritative accounting principles generally accepted in the United States of America. Pursuant to the provisions of FASB ASC 105, the Plan has updated references to U.S. GAAP in its financial statements issued for the year ended December 31, 2009. The adoption of FASB ASC 105 did not impact the Plan's net assets.

During the year ended December 31, 2009, the Plan adopted the provisions of FASB ASC 855, *Subsequent Events*. FASB ASC 855 sets forth general standards of accounting for and disclosures of events that occur after the statements of net assets available for benefits but before the financial statements are issued or are available to be issued. The adoption of FASB ASC 855 did not impact the Plan's net assets.

Subsequent Events

The Plan evaluated subsequent events through August 30, 2010, which is the date the financial statements were available to be issued. See Note 10.

NOTE 3 - FAIR VALUE MEASUREMENTS

The following tables present the fair value hierarchy for the balances of the assets of the Plan measured at fair value as of December 31, 2009 and 2008:

	Investment Assets at Fair Value as of December 31, 2009			
	Level 1	Level 2	Level 3	Total
Investments				
Common/collective trusts				
Equity	$ -	$ 5,456	$ -	$ 5,456
Large Blend	-	2,498	-	2,498
Mid-Cap Blend	-	1,205	-	1,205
Registered investment companies				
Intermediate-Term Bond	2,774	-	-	2,774
International	8,222	-	-	8,222
Large Blend	1,089	-	-	1,089
Large Growth	4,190	-	-	4,190
Large Value	2,960	-	-	2,960
Mid-Cap Growth	4,850	-	-	4,850
Mid-Cap Value	1,175	-	-	1,175
Small Blend	4,275	-	-	4,275
Small Value	1,478	-	-	1,478
Target-Date	22,605	-	-	22,605
Stable Value Fund	-	7,178	-	7,178
Participant loans	-	-	12,921	12,921
Total investment assets at fair value	$ 53,618	$ 16,337	$ 12,921	$ 82,876

NOTE 3 - FAIR VALUE MEASUREMENTS (continued)

	Investment Assets at Fair Value as of December 31, 2008			
	Level 1	Level 2	Level 3	Total
Investments				
Common/collective trusts				
Equity	$ -	$ 2,060	$ -	$ 2,060
Large Blend	-	1,608	-	1,608
Mid-Cap Blend	-	557	-	557
Registered investment companies				
Intermediate-Term Bond	1,236	-	-	1,236
International	4,677	-	-	4,677
Large Blend	467	-	-	467
Large Growth	1,550	-	-	1,550
Large Value	1,088	-	-	1,088
Mid-Cap Growth	1,705	-	-	1,705
Mid-Cap Value	558	-	-	558
Small Blend	1,916	-	-	1,916
Small Value	548	-	-	548
Target-Date	17,274	-	-	17,274
Stable Value Fund	-	6,770	-	6,770
Participant loans	-	-	2,707	2,707
Total investment assets at fair value	$ 31,019	$ 10,995	$ 2,707	$ 44,721

Total trust investment assets at fair value classified within Level 3 were $12,921 and $2,707 as of December 31, 2009 and 2008, respectively, which consist of participant loans. Such amounts were 15.59% and 6.05% of net assets available for benefits at fair value as of December 31, 2009 and 2008, respectively.

NOTE 3 - FAIR VALUE MEASUREMENTS (continued)

The following table presents changes in assets measured at fair value using Level 3 inputs on a recurring basis for the year ended December 31, 2009:

	Level 3 Investment Assets					
	January 1, 2009	Realized Gains (Losses)	Unrealized Gains (Losses) Relating to Instruments Still Held as of December 31, 2009	Purchases, Sales, Issuances and Settlements (Net)	Transfers in and/or out of Level 3	December 31, 2009
Participant loans	$ 2,707	$ -	$ -	$ 10,214	$ -	$ 12,921

NOTE 4 - INVESTMENTS

The Plan currently provides for participant-directed investment programs among a selection of investment options.

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

	2009	2008
SSgA Stable Value Fund	$ 7,178	$ 6,770
Fidelity Advisor Small-Cap Fund	4,275	*
Mainstay ICAP International Fund Class R	4,596	2,678
T. Rowe Price Growth Stock Fund	4,190	*
T. Rowe Price Retirement 2020 Fund	5,775	9,313
T. Rowe Price Retirement 2030 Fund	5,910	*
T. Rowe Price Retirement 2040 Fund	4,907	3,700
T. Rowe Price Retirement Income Fund	4,243	*
Munder Mid-Cap Core Growth Fund Class A	4,850	*

* Investment did not represent 5% of the Plan's assets.

For the year ended December 31, 2009, the Plan's investments appreciated in value as follows:

Common/collective trusts	$ 2,098
Registered investment companies	13,212
Stable Value Fund	171

NOTE 5 - TRUSTEE CERTIFICATION

The Plan administrator has elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. State Street Bank and Trust Company, the trustee of the Plan, has certified to the completeness and accuracy of all investments and related activity in the accompanying financial statements and supplementary schedule.

NOTE 6 - PLAN TERMINATION

The Company has the right under this Plan to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, the sponsor shall make no further contributions to the Plan and participants would become 100% vested in their employer contributions.

NOTE 7 - TAX STATUS

The Plan has adopted a Prototype Standardized Plan sponsored by ADP Inc., the Plan administrator. The Internal Revenue Service has informed the Plan administrator by a favorable tax determination letter dated March 31, 2008, that the Prototype Standardized Plan is qualified and the trust established under the Plan is tax-exempt, under the appropriate section of the Internal Revenue Code ("IRC"). The Plan has been amended since receiving the determination letter. However, the Plan administrator and management believe that the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC. Therefore, no provision for income taxes has been included in the Plan's financial statements.

NOTE 8 - RISKS AND UNCERTAINTIES

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

Users of these financial statements should be aware that the financial markets' volatility may significantly impact the subsequent valuation of the Plan's investments. Accordingly, the valuation of the investments as of December 31, 2009 may not necessarily be indicative of amounts that could be realized in a current market exchange.

NOTE 9 - PARTY-IN-INTEREST TRANSACTIONS

Certain investments consist of common/collective trusts managed by State Street Global Advisors, an investment arm of State Street Bank and Trust Company. State Street Bank and Trust Company is the trustee as defined by the Plan and, therefore, these transactions qualified as party-in-interest transactions.

NOTE 10 - SUBSEQUENT EVENT

The Company was purchased by DIRECTV effective June 10, 2010. The assets of the Plan will be merged into the DIRECTV 401(k) Plan in 2010; however, as of the date of the audit report, no specific date has been determined.

SUPPLEMENTARY INFORMATION

DSS 401(k) PLAN

EIN 02-0554161
PLAN NUMBER 001
FORM 5500
SCHEDULE H, LINE 4i
SCHEDULE OF ASSETS (HELD AT END OF YEAR)
DECEMBER 31, 2009

(a)	(b) Identity of Issuer	(c) Description of Investment	(e) Current Value
	Common/collective trusts		
*	SSgA	MSCI EAFE Index Strategy	$ 3,013
*	SSgA	Russell 2000 Index Strategy	2,443
*	SSgA	S&P 400 Mid-Cap Index	1,205
*	SSgA	S&P 500 Index	2,498
	Registered investment companies		
	AIM	International Growth Fund Class A	3,626
	Allianz	NFJ Small-Cap Fund	1,478
	BlackRock	Large-Cap Value Fund	2,960
	Davis	NY Venture Fund	1,089
	Fidelity Advisor	Small-Cap Fund	4,275
	First American	Mid-Cap Value	1,175
	Mainstay	ICAP International Fund Class R	4,596
	Munder	Mid-Cap Core Growth Fund Class A	4,850
	Oppenheimer	Core Bond Fund	2,774
	T. Rowe Price	Growth Stock Fund	4,190
	T. Rowe Price	Retirement 2010 Fund	1,770
	T. Rowe Price	Retirement 2020 Fund	5,775
	T. Rowe Price	Retirement 2030 Fund	5,910
	T. Rowe Price	Retirement 2040 Fund	4,907
	T. Rowe Price	Retirement Income Fund	4,243
	Stable value fund		
*	SSgA	Stable Value Fund	7,178
	Participant Loans	Interest rates from 5.25% to 8.00%	12,921
			$ 82,876

* A party-in-interest as defined by ERISA

See independent auditors' report

RUN DATE: 05/21/2010

SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
AS OF: 12/31/2009

Plan Name: DSS 401K PLAN
Employer EIN: 02-0554161
Plan Number: 001
Run Date: 05/21/2010

(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
	SSGA INTERNATIONAL INDEX	Common / Collective Trust	230.5426	n/a	3,013.35
	SSGA S&P 500 INDEX FUND	Common / Collective Trust	189.4910	n/a	2,498.21
	SSGA RUSSELL SMALL CAP INDEX	Common / Collective Trust	145.6420	n/a	2,442.76
	SSGA STABLE VALUE FUND	Common / Collective Trust	468.1657	n/a	7,178.33
	SSGA S&P MIDCAP INDEX	Common / Collective Trust	115.1998	n/a	1,205.31
	MUNDER MID-CAP CORE GROWTH -A	Registered Investment Company	217.6930	n/a	4,850.20
	INVESCO INTL GROWTH - A	Registered Investment Company	146.4391	n/a	3,625.83
	MAINSTAY ICAP INTERNATIONAL R2	Registered Investment Company	161.9928	n/a	4,595.74
	OPPENHEIMER CORE BOND FUND - A	Registered Investment Company	453.2645	n/a	2,773.98
	FIDELITY ADVISOR SMALL CAP - T	Registered Investment Company	199.7295	n/a	4,274.22
	ALLIANZ NFJ SMALL-CAP VALUE -A	Registered Investment Company	63.7345	n/a	1,478.00
	DAVIS NEW YORK VENTURE FUND- A	Registered Investment Company	35.1454	n/a	1,088.81
	BLACKROCK LARGE CAP VALUE - A	Registered Investment Company	222.0709	n/a	2,960.20
	FIRST AMERICAN MID CAP VAL - A	Registered Investment Company	58.9472	n/a	1,174.82
	T. ROWE PRICE GRTH STK FD - R	Registered Investment Company	154.5699	n/a	4,190.39
	T.ROWE PRICE RETIREMENT 2020-R	Registered Investment Company	399.9408	n/a	5,775.15
	T.ROWE PRICE RETIREMENT 2030-R	Registered Investment Company	394.5337	n/a	5,910.12
	T.ROWE PRICE RETIREMENT 2040-R	Registered Investment Company	326.6708	n/a	4,906.60
	T. ROWE PRICE RETIREMENT INC-R	Registered Investment Company	347.4844	n/a	4,242.78
	T.ROWE PRICE RETIREMENT 2010-R	Registered Investment Company	127.9062	n/a	1,770.22
	Participant Loans	Interest Rates (5.25% to 8.00%)		n/a	15,361.48
			TOTAL		85,316.50

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: 05/21/2010

SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (ACQUIRED AND DISPOSED OF WITHIN YEAR) PAGE 1

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

Plan Name: DSS 401K PLAN Employer EIN: 02-0554161

Plan Number: 001 Run Date: 05/21/2010

(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.

DSS 401(k) PLAN

Financial Statements

Years Ended December 31, 2009 and 2008

EISNERAMPER
ACCOUNTANTS & ADVISORS

DSS 401(k) PLAN

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Independent Auditors' Report

Plan Administrator
DSS 401(k) Plan
LaPorte, Texas

We were engaged to audit the accompanying statement of net assets available for benefits of DSS 401(k) PLAN as of December 31, 2009 and the related statement of changes in net assets available for benefits for the year ended December 31, 2009 and the supplementary schedule of assets (held at end of year) as of December 31, 2009. The financial statements and supplementary schedule are the responsibility of the Plan's management. Amper, Politziner & Mattia, LLP, whose practice was combined with the practice of Eisner LLP to form EisnerAmper LLP as of August 16, 2010, was engaged to audit the 2008 financial statements of the Plan. A disclaimer of opinion, dated October 14, 2009, was issued by Amper, Politziner & Mattia, LLP on the statement of net assets available for benefits as of December 31, 2008, as permitted by the Department of Labor's Regulation 29 CFR 2520.103-8.

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 discussed in Note 5, which was certified by State Street Bank and Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the 2009 financial statements and supplementary 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 for the year then ended, 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 2009 financial statements and supplementary schedule as of December 31, 2009 and for the year then ended taken as a whole. The form and content of the information included in the 2009 financial statements and supplementary 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.

EisnerAmper LLP

August 30, 2010
Jenkintown, Pennsylvania

DSS 401(k) PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

	December 31	
ASSETS	**2009**	2008
Investments, at fair value		
Common/collective trusts	**$ 9,159**	$ 4,225
Registered investment companies	**53,618**	31,019
Stable Value Fund	**7,178**	6,770
Participant loans	**12,921**	2,707
Total investments, at fair value	**82,876**	44,721
NET ASSETS AVAILABLE FOR BENEFITS	**$ 82,876**	$ 44,721

See notes to financial statements

DSS 401(k) PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

YEAR ENDED DECEMBER 31, 2009

Investment income	
Net appreciation in fair value of investments	$ 15,481
Dividends and interest	993
	16,474
Contributions	
Participants	28,160
Employer	10,795
Rollovers	1,159
	40,114
Benefits paid to participants	(17,298)
Deemed distributions	(160)
Administrative expenses	(975)
	(18,433)
Net increase	38,155
Net assets available for benefits	
Beginning of year	44,721
End of year	$ 82,876

See notes to financial statements

NOTE 1 - PLAN DESCRIPTION

The following description of the DSS 401(k) Plan (the "Plan") provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution 401(k) savings plan covering all employees of JP&D Digital Satellite Systems, Inc. (the "Company") who are age 18 or older. Employees are immediately able to participate in the Plan after being hired by the Company. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"). Upon satisfying these requirements, an employee will become eligible to enter the Plan on the first day of the month following the participant's completion of the eligibility requirements.

Participant Contributions

Elective deferral contributions for a participant are equal to a portion of compensation as specified in the written elective deferral agreement. The elective deferral agreement may be effective at any date following a participant's entry date. A participant may not defer more than 88% of compensation for a Plan year. Elective deferral contributions shall be limited as needed to meet nondiscrimination tests and the maximum allowed by the Internal Revenue Service.

Employer Contributions

The Company makes a matching contribution to participants based on their elective deferrals. Participants are matched 100% of their elective deferrals, not to exceed 2% of their compensation which is deferred as an elective deferral. For the year ended December 31, 2009, matching contributions were $10,795.

Participant Accounts

Participants are provided with a selection of investments within common/collective trusts managed by the trustee, mutual funds of various registered investment companies and a stable value fund in which to invest contributions. Earnings are credited to each participant's account based upon the performance of the respective funds. Each investment within the common/collective trusts is revalued daily based on the underlying fair market value of its mutual funds and accounts are adjusted accordingly. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting

Participants are vested immediately in their contributions, rollovers and transfer contributions and earnings thereon.

NOTE 1 - PLAN DESCRIPTION (continued)

Vesting (continued)

Participants are vested in the Company's matching contributions and the earnings or losses thereon in accordance with the following table:

Years of Service	Vested Percentage
Less than 1	None
1 but fewer than 2	25%
2 but fewer than 3	50%
3 but fewer than 4	75%
4 or more	100%

Benefit Payments

Benefits are recorded when paid.

Upon termination of service, a participant may elect to receive his or her vested accrued benefits. If the vested account balance is less than $5,000, the participant will be paid in a lump sum payment. If the vested account balance is equal to or greater than $5,000, the participant may elect to receive his or her payment in a lump sum or an annuity payment.

Forfeitures

Forfeitures of terminated participants' nonvested accounts are used to reduce future contributions of the Company. As of December 31, 2009 and 2008, there were forfeitures of $10 and $-0-, respectively, available for such reallocation. For the Plan year ended December 31, 2009, $3,915 of forfeited nonvested accounts was reallocated for the purpose above.

Participant Loans

Participants may borrow from their fund accounts a minimum of $500 up to a maximum equal to the lesser of $50,000 or 50% of their vested account balance. Loans must be repaid over a period of no more than five years, or up to thirty years for loans used for the purchase of a primary residence. Only one loan may be outstanding at any time for a participant. The loans are secured by the participants' vested account balances and bear interest at a reasonable rate, similar to one a bank or other professional lender would charge for making a loan in similar circumstances.

Plan Expenses

Substantially all administrative expenses of the Plan are paid by the Company.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

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

Investment contracts held by a defined-contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined-contribution plan attributable to fully benefit-responsive investment contracts, because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. Fair value approximated contract value as of December 31, 2009 and 2008.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of net assets available for benefits and disclosure of contingent assets and liabilities at the date of the financial statements and the changes in net assets available for benefits during the reporting period. Actual results could differ from those estimates.

Valuation of Investments

The Plan's investments are stated at fair value. Shares of investments within common/collective trusts are reported at fair value based on the quoted market price of the underlying investments which represents the net asset value of the shares held at year-end. Current market values for investments within registered investment companies are determined by quotes of market prices which represent the net asset values of the shares held by the Plan at year-end. The Stable Value Fund is valued at fair value by discounting the related cash flow based on current yields of similar instruments with comparable durations considering the creditworthiness of the issuer. Participant loans are valued at amortized cost, which approximates fair value.

Purchases and sales of securities are recorded on a trade-date basis with gains and losses recorded in net appreciation (depreciation) in fair value of investments. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

The change in fair value during the year is measured by the difference between the fair value at year-end and the fair value at the beginning of the year or the cost of purchases during the year and is included in the statement of changes in net assets available for benefits as net appreciation (depreciation) in fair value of investments.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Mutual Fund Fees

Investments in mutual funds are subject to sales charges in the form of front-end loads, back-end loads or 12b-1 fees, which are ongoing fees allowable under Section 12b-1 of the Investment Company Act of 1940. These fees are annual fees deducted to pay for marketing and distribution costs of the funds. These fees are deducted prior to the allocation of the Plan's investment earnings activity and thus not separately identifiable as an expense.

Fair Value of Financial Instruments

U.S. GAAP requires that fair value is to be determined based on the exchange price that would be received for an asset or paid to transfer a liability (exit price) in the principal or most advantageous market, in an orderly transaction between market participants. Such is a market-based measurement, not an entity-specific measurement.

U.S. GAAP establishes a three-level valuation hierarchy based upon observable and nonobservable inputs. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). Observable inputs reflect market data obtained from independent sources, while unobservable inputs reflect the Plan's market assumptions. The fair value hierarchy consists of three levels of inputs that may be used to measure fair value as follows:

Level 1 – Quoted prices (unadjusted) in active markets for identical assets or liabilities that the Plan has the ability to access at the measurement date.

Level 2 – Inputs other than quoted prices included in Level 1 that are observable either directly or indirectly; quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in markets that are not active; or other inputs that are observable or can be corroborated by observable market data, for substantially the full term of the assets or liabilities.

Level 3 – Significant inputs to the valuation model that are unobservable, typically based on a Plan's own assumptions, as there is little, if any, related market activity.

In instances where the determination of the fair value measurement is based on inputs from different levels of the fair value hierarchy, the level in the fair value hierarchy within which the entire fair value measurement falls is based on the lowest level input that is significant to the fair value measurement in its entirety.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Fair Value of Financial Instruments (continued)

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

New Accounting Pronouncements

In June 2009, the Financial Accounting Standards Board ("FASB") issued FASB ASC 105, *Generally Accepted Accounting Principles*, which establishes the FASB Accounting Standards Codification ("ASC") as the sole source of authoritative accounting principles generally accepted in the United States of America. Pursuant to the provisions of FASB ASC 105, the Plan has updated references to U.S. GAAP in its financial statements issued for the year ended December 31, 2009. The adoption of FASB ASC 105 did not impact the Plan's net assets.

During the year ended December 31, 2009, the Plan adopted the provisions of FASB ASC 855, *Subsequent Events*. FASB ASC 855 sets forth general standards of accounting for and disclosures of events that occur after the statements of net assets available for benefits but before the financial statements are issued or are available to be issued. The adoption of FASB ASC 855 did not impact the Plan's net assets.

Subsequent Events

The Plan evaluated subsequent events through August 30, 2010, which is the date the financial statements were available to be issued. See Note 10.

NOTE 3 - FAIR VALUE MEASUREMENTS

The following tables present the fair value hierarchy for the balances of the assets of the Plan measured at fair value as of December 31, 2009 and 2008:

	Investment Assets at Fair Value as of December 31, 2009			
	Level 1	Level 2	Level 3	Total
Investments				
Common/collective trusts				
Equity	$ -	$ 5,456	$ -	$ 5,456
Large Blend	-	2,498	-	2,498
Mid-Cap Blend	-	1,205	-	1,205
Registered investment companies				
Intermediate-Term Bond	2,774	-	-	2,774
International	8,222	-	-	8,222
Large Blend	1,089	-	-	1,089
Large Growth	4,190	-	-	4,190
Large Value	2,960	-	-	2,960
Mid-Cap Growth	4,850	-	-	4,850
Mid-Cap Value	1,175	-	-	1,175
Small Blend	4,275	-	-	4,275
Small Value	1,478	-	-	1,478
Target-Date	22,605	-	-	22,605
Stable Value Fund	-	7,178	-	7,178
Participant loans	-	-	12,921	12,921
Total investment assets at fair value	$ 53,618	$ 16,337	$ 12,921	$ 82,876

NOTE 3 - FAIR VALUE MEASUREMENTS (continued)

	Investment Assets at Fair Value as of December 31, 2008			
	Level 1	Level 2	Level 3	Total
Investments				
Common/collective trusts				
Equity	$ -	$ 2,060	$ -	$ 2,060
Large Blend	-	1,608	-	1,608
Mid-Cap Blend	-	557	-	557
Registered investment companies				
Intermediate-Term Bond	1,236	-	-	1,236
International	4,677	-	-	4,677
Large Blend	467	-	-	467
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Mid-Cap Growth	1,705	-	-	1,705
Mid-Cap Value	558	-	-	558
Small Blend	1,916	-	-	1,916
Small Value	548	-	-	548
Target-Date	17,274	-	-	17,274
Stable Value Fund	-	6,770	-	6,770
Participant loans	-	-	2,707	2,707
Total investment assets at fair value	$ 31,019	$ 10,995	$ 2,707	$ 44,721

Total trust investment assets at fair value classified within Level 3 were $12,921 and $2,707 as of December 31, 2009 and 2008, respectively, which consist of participant loans. Such amounts were 15.59% and 6.05% of net assets available for benefits at fair value as of December 31, 2009 and 2008, respectively.

NOTE 3 - FAIR VALUE MEASUREMENTS (continued)

The following table presents changes in assets measured at fair value using Level 3 inputs on a recurring basis for the year ended December 31, 2009:

	Level 3 Investment Assets					
	January 1, 2009	Realized Gains (Losses)	Unrealized Gains (Losses) Relating to Instruments Still Held as of December 31, 2009	Purchases, Sales, Issuances and Settlements (Net)	Transfers in and/or out of Level 3	December 31, 2009
Participant loans	$ 2,707	$ -	$ -	$ 10,214	$ -	$ 12,921

NOTE 4 - INVESTMENTS

The Plan currently provides for participant-directed investment programs among a selection of investment options.

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

	2009	2008
SSgA Stable Value Fund	$ 7,178	$ 6,770
Fidelity Advisor Small-Cap Fund	4,275	*
Mainstay ICAP International Fund Class R	4,596	2,678
T. Rowe Price Growth Stock Fund	4,190	*
T. Rowe Price Retirement 2020 Fund	5,775	9,313
T. Rowe Price Retirement 2030 Fund	5,910	*
T. Rowe Price Retirement 2040 Fund	4,907	3,700
T. Rowe Price Retirement Income Fund	4,243	*
Munder Mid-Cap Core Growth Fund Class A	4,850	*

* Investment did not represent 5% of the Plan's assets.

For the year ended December 31, 2009, the Plan's investments appreciated in value as follows:

Common/collective trusts	$ 2,098
Registered investment companies	13,212
Stable Value Fund	171

NOTE 5 - TRUSTEE CERTIFICATION

The Plan administrator has elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. State Street Bank and Trust Company, the trustee of the Plan, has certified to the completeness and accuracy of all investments and related activity in the accompanying financial statements and supplementary schedule.

NOTE 6 - PLAN TERMINATION

The Company has the right under this Plan to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, the sponsor shall make no further contributions to the Plan and participants would become 100% vested in their employer contributions.

NOTE 7 - TAX STATUS

The Plan has adopted a Prototype Standardized Plan sponsored by ADP Inc., the Plan administrator. The Internal Revenue Service has informed the Plan administrator by a favorable tax determination letter dated March 31, 2008, that the Prototype Standardized Plan is qualified and the trust established under the Plan is tax-exempt, under the appropriate section of the Internal Revenue Code ("IRC"). The Plan has been amended since receiving the determination letter. However, the Plan administrator and management believe that the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC. Therefore, no provision for income taxes has been included in the Plan's financial statements.

NOTE 8 - RISKS AND UNCERTAINTIES

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

Users of these financial statements should be aware that the financial markets' volatility may significantly impact the subsequent valuation of the Plan's investments. Accordingly, the valuation of the investments as of December 31, 2009 may not necessarily be indicative of amounts that could be realized in a current market exchange.

NOTE 9 - PARTY-IN-INTEREST TRANSACTIONS

Certain investments consist of common/collective trusts managed by State Street Global Advisors, an investment arm of State Street Bank and Trust Company. State Street Bank and Trust Company is the trustee as defined by the Plan and, therefore, these transactions qualified as party-in-interest transactions.

NOTE 10 - SUBSEQUENT EVENT

The Company was purchased by DIRECTV effective June 10, 2010. The assets of the Plan will be merged into the DIRECTV 401(k) Plan in 2010; however, as of the date of the audit report, no specific date has been determined.

SUPPLEMENTARY INFORMATION

DSS 401(k) PLAN

EIN 02-0554161
PLAN NUMBER 001
FORM 5500
SCHEDULE H, LINE 4i
SCHEDULE OF ASSETS (HELD AT END OF YEAR)
DECEMBER 31, 2009

(a)	(b) Identity of Issuer	(c) Description of Investment	(e) Current Value
	Common/collective trusts		
*	SSgA	MSCI EAFE Index Strategy	$ 3,013
*	SSgA	Russell 2000 Index Strategy	2,443
*	SSgA	S&P 400 Mid-Cap Index	1,205
*	SSgA	S&P 500 Index	2,498
	Registered investment companies		
	AIM	International Growth Fund Class A	3,626
	Allianz	NFJ Small-Cap Fund	1,478
	BlackRock	Large-Cap Value Fund	2,960
	Davis	NY Venture Fund	1,089
	Fidelity Advisor	Small-Cap Fund	4,275
	First American	Mid-Cap Value	1,175
	Mainstay	ICAP International Fund Class R	4,596
	Munder	Mid-Cap Core Growth Fund Class A	4,850
	Oppenheimer	Core Bond Fund	2,774
	T. Rowe Price	Growth Stock Fund	4,190
	T. Rowe Price	Retirement 2010 Fund	1,770
	T. Rowe Price	Retirement 2020 Fund	5,775
	T. Rowe Price	Retirement 2030 Fund	5,910
	T. Rowe Price	Retirement 2040 Fund	4,907
	T. Rowe Price	Retirement Income Fund	4,243
	Stable value fund		
*	SSgA	Stable Value Fund	7,178
	Participant Loans	Interest rates from 5.25% to 8.00%	12,921
			$ 82,876

* A party-in-interest as defined by ERISA

See independent auditors' report

NOTE 1 - PLAN DESCRIPTION

The following description of the DSS 401(k) Plan (the "Plan") provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution 401(k) savings plan covering all employees of JP&D Digital Satellite Systems, Inc. (the "Company") who are age 18 or older. Employees are immediately able to participate in the Plan after being hired by the Company. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"). Upon satisfying these requirements, an employee will become eligible to enter the Plan on the first day of the month following the participant's completion of the eligibility requirements.

Participant Contributions

Elective deferral contributions for a participant are equal to a portion of compensation as specified in the written elective deferral agreement. The elective deferral agreement may be effective at any date following a participant's entry date. A participant may not defer more than 88% of compensation for a Plan year. Elective deferral contributions shall be limited as needed to meet nondiscrimination tests and the maximum allowed by the Internal Revenue Service.

Employer Contributions

The Company makes a matching contribution to participants based on their elective deferrals. Participants are matched 100% of their elective deferrals, not to exceed 2% of their compensation which is deferred as an elective deferral. For the year ended December 31, 2009, matching contributions were $10,795.

Participant Accounts

Participants are provided with a selection of investments within common/collective trusts managed by the trustee, mutual funds of various registered investment companies and a stable value fund in which to invest contributions. Earnings are credited to each participant's account based upon the performance of the respective funds. Each investment within the common/collective trusts is revalued daily based on the underlying fair market value of its mutual funds and accounts are adjusted accordingly. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting

Participants are vested immediately in their contributions, rollovers and transfer contributions and earnings thereon.

NOTE 1 - PLAN DESCRIPTION (continued)

Vesting (continued)

Participants are vested in the Company's matching contributions and the earnings or losses thereon in accordance with the following table:

Years of Service	Vested Percentage
Less than 1	None
1 but fewer than 2	25%
2 but fewer than 3	50%
3 but fewer than 4	75%
4 or more	100%

Benefit Payments

Benefits are recorded when paid.

Upon termination of service, a participant may elect to receive his or her vested accrued benefits. If the vested account balance is less than $5,000, the participant will be paid in a lump sum payment. If the vested account balance is equal to or greater than $5,000, the participant may elect to receive his or her payment in a lump sum or an annuity payment.

Forfeitures

Forfeitures of terminated participants' nonvested accounts are used to reduce future contributions of the Company. As of December 31, 2009 and 2008, there were forfeitures of $10 and $-0-, respectively, available for such reallocation. For the Plan year ended December 31, 2009, $3,915 of forfeited nonvested accounts was reallocated for the purpose above.

Participant Loans

Participants may borrow from their fund accounts a minimum of $500 up to a maximum equal to the lesser of $50,000 or 50% of their vested account balance. Loans must be repaid over a period of no more than five years, or up to thirty years for loans used for the purchase of a primary residence. Only one loan may be outstanding at any time for a participant. The loans are secured by the participants' vested account balances and bear interest at a reasonable rate, similar to one a bank or other professional lender would charge for making a loan in similar circumstances.

Plan Expenses

Substantially all administrative expenses of the Plan are paid by the Company.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

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

Investment contracts held by a defined-contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined-contribution plan attributable to fully benefit-responsive investment contracts, because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. Fair value approximated contract value as of December 31, 2009 and 2008.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of net assets available for benefits and disclosure of contingent assets and liabilities at the date of the financial statements and the changes in net assets available for benefits during the reporting period. Actual results could differ from those estimates.

Valuation of Investments

The Plan's investments are stated at fair value. Shares of investments within common/collective trusts are reported at fair value based on the quoted market price of the underlying investments which represents the net asset value of the shares held at year-end. Current market values for investments within registered investment companies are determined by quotes of market prices which represent the net asset values of the shares held by the Plan at year-end. The Stable Value Fund is valued at fair value by discounting the related cash flow based on current yields of similar instruments with comparable durations considering the creditworthiness of the issuer. Participant loans are valued at amortized cost, which approximates fair value.

Purchases and sales of securities are recorded on a trade-date basis with gains and losses recorded in net appreciation (depreciation) in fair value of investments. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

The change in fair value during the year is measured by the difference between the fair value at year-end and the fair value at the beginning of the year or the cost of purchases during the year and is included in the statement of changes in net assets available for benefits as net appreciation (depreciation) in fair value of investments.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Mutual Fund Fees

Investments in mutual funds are subject to sales charges in the form of front-end loads, back-end loads or 12b-1 fees, which are ongoing fees allowable under Section 12b-1 of the Investment Company Act of 1940. These fees are annual fees deducted to pay for marketing and distribution costs of the funds. These fees are deducted prior to the allocation of the Plan's investment earnings activity and thus not separately identifiable as an expense.

Fair Value of Financial Instruments

U.S. GAAP requires that fair value is to be determined based on the exchange price that would be received for an asset or paid to transfer a liability (exit price) in the principal or most advantageous market, in an orderly transaction between market participants. Such is a market-based measurement, not an entity-specific measurement.

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Level 1 – Quoted prices (unadjusted) in active markets for identical assets or liabilities that the Plan has the ability to access at the measurement date.

Level 2 – Inputs other than quoted prices included in Level 1 that are observable either directly or indirectly; quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in markets that are not active; or other inputs that are observable or can be corroborated by observable market data, for substantially the full term of the assets or liabilities.

Level 3 – Significant inputs to the valuation model that are unobservable, typically based on a Plan's own assumptions, as there is little, if any, related market activity.

In instances where the determination of the fair value measurement is based on inputs from different levels of the fair value hierarchy, the level in the fair value hierarchy within which the entire fair value measurement falls is based on the lowest level input that is significant to the fair value measurement in its entirety.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Fair Value of Financial Instruments (continued)

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

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The following tables present the fair value hierarchy for the balances of the assets of the Plan measured at fair value as of December 31, 2009 and 2008:

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Registered investment companies				
Intermediate-Term Bond	2,774	-	-	2,774
International	8,222	-	-	8,222
Large Blend	1,089	-	-	1,089
Large Growth	4,190	-	-	4,190
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NOTE 3 - FAIR VALUE MEASUREMENTS (continued)

The following table presents changes in assets measured at fair value using Level 3 inputs on a recurring basis for the year ended December 31, 2009:

	Level 3 Investment Assets					
	January 1, 2009	Realized Gains (Losses)	Unrealized Gains (Losses) Relating to Instruments Still Held as of December 31, 2009	Purchases, Sales, Issuances and Settlements (Net)	Transfers in and/or out of Level 3	December 31, 2009
Participant loans	$ 2,707	$ -	$ -	$ 10,214	$ -	$ 12,921

NOTE 4 - INVESTMENTS

The Plan currently provides for participant-directed investment programs among a selection of investment options.

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Users of these financial statements should be aware that the financial markets' volatility may significantly impact the subsequent valuation of the Plan's investments. Accordingly, the valuation of the investments as of December 31, 2009 may not necessarily be indicative of amounts that could be realized in a current market exchange.

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