

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 single-employer plan; ☐ a multiple-employer plan; or ☐ a DFE (specify) ____
B	This return/report is: ☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C	If the plan is a collectively-bargained plan, check here. ▶ ☐
D	Check box if filing under: ☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information—enter all requested information
1a	Name of plan WOOLPERT PENSION PLAN
1b	Three-digit plan number (PN) ▶ 001
1c	Effective date of plan 08/01/1965
2a	Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.) WOOLPERT INC 4454 IDEA CENTER BLVD DAYTON, OH 45430
2b	Employer Identification Number (EIN) 20-1391406
2c	Sponsor's telephone number 937-461-5660
2d	Business code (see instructions) 541330

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.	10/04/2010	MARK W. HABERSTROH
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/04/2010	MARK W. HABERSTROH
	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") WOOLPERT INC 4454 IDEA CENTER BLVD DAYTON, OH 45430	3b Administrator's EIN 20-1391406 3c Administrator's telephone number 937-461-5660
--	---

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	601
---	----------	-----

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	266
b Retired or separated participants receiving benefits.....	6b	59
c Other retired or separated participants entitled to future benefits.....	6c	257
d Subtotal. Add lines 6a , 6b , and 6c	6d	582
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	14
f Total. Add lines 6d and 6e	6f	596
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	0

7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7	
--	----------	--

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:
 1A 1G

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

9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
---	---

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

a Pension Schedules

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

b General Schedules

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

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

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

Round off amounts to nearest dollar.

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

A Name of plan WOOLPERT PENSION PLAN		B Three-digit plan number (PN)	001
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF WOOLPERT INC		D Employer Identification Number (EIN) 20-1391406	
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B		F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500	

Part I	Basic Information		
1	Enter the valuation date: Month 01 Day 01 Year 2009		
2	Assets:		
a	Market value	2a	15459098
b	Actuarial value	2b	17005008
3	Funding target/participant count breakdown	(1) Number of participants	(2) Funding Target
a	For retired participants and beneficiaries receiving payment	3a	54 3618916
b	For terminated vested participants	3b	241 5218233
c	For active participants:		
(1)	Non-vested benefits	3c(1)	155779
(2)	Vested benefits	3c(2)	9773533
(3)	Total active	3c(3)	306 9929312
d	Total	3d	601 18766461
4	If the plan is at-risk, check the box and complete items (a) and (b) ☐		
a	Funding target disregarding prescribed at-risk assumptions	4a	
b	Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been at-risk for fewer than five consecutive years and disregarding loading factor	4b	
5	Effective interest rate	5	8.01 %
6	Target normal cost	6	930946

Statement by Enrolled Actuary

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

SIGN HERE	Signature of actuary	Date
	MATTHEW C. BURLEY, A.S.A., E.A.	09/02/2010
	Type or print name of actuary	Most recent enrollment number
	DIVERSIFIED INVESTMENT ADVISORS,INC	508-903-6015
	Firm name	Telephone number (including area code)
	24 PRIME PARK WAY, SUITE 400 NATICK, MA 01760-1528	
	Address of the firm	

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

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

Schedule SB (Form 5500) 2009
v.092308.1

Part II Beginning of year carryover and prefunding balances		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (Item 13 from prior year)	5033272	0
8	Portion used to offset prior year's funding requirement (Item 35 from prior year)	256249	0
9	Amount remaining (Item 7 minus item 8).....	4777023	0
10	Interest on item 9 using prior year's actual return of <u>-27.97</u> %	-1336133	
11	Prior year's excess contributions to be added to prefunding balance:		
a	Excess contributions (Item 38 from prior year)		442065
b	Interest on (a) using prior year's effective rate of <u>6.17</u> %		27275
c	Total available at beginning of current plan year to add to prefunding balance		469340
d	Portion of (c) to be added to prefunding balance.....		469340
12	Reduction in balances due to elections or deemed elections.....	1918391	0
13	Balance at beginning of current year (item 9 + item 10 + item 11d – item 12).....	1522499	469340

Part III Funding percentages			
14	Funding target attainment percentage.....	14	80.00 %
15	Adjusted funding target attainment percentage.....	15	80.00 %
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement.....	16	92.95 %
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage.....	17	%

Part IV Contributions and liquidity shortfalls					
18 Contributions made to the plan for the plan year by employer(s) and employees:					
(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
04/16/2009	300000				
07/17/2009	250000				
10/09/2009	250000				
12/29/2009	800000				
			Totals ►	18(b)	1600000
				18(c)	0

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:	
a Contributions allocated toward unpaid minimum required contribution from prior years.....	19a
b Contributions made to avoid restrictions adjusted to valuation date	19b
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date.....	19c 1509904
20 Quarterly contributions and liquidity shortfalls:	
a Did the plan have a "funding shortfall" for the prior year?	☒ Yes ☐ No
b If 20a is "Yes," were required quarterly installments for the current year made in a timely manner?	☐ Yes ☒ No
c If 20a is "Yes," see instructions and complete the following table as applicable:	

Liquidity shortfall as of end of Quarter of this plan year			
(1) 1st	(2) 2nd	(3) 3rd	(4) 4th
0	0	0	0

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

21 Discount rate:				
a Segment rates:	1st segment: %	2nd segment: %	3rd segment: %	☒ N/A, full yield curve used
b Applicable month (enter code)				21b 3
22 Weighted average retirement age				22 64
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute				

Part VI Miscellaneous items

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

Part VII Reconciliation of unpaid minimum required contributions for prior years

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

Part VIII Minimum required contribution for current year

31 Target normal cost, adjusted, if applicable (see instructions).....	31	930946
32 Amortization installments:	Outstanding Balance	Installment
a Net shortfall amortization installment	2627304	467917
b Waiver amortization installment		
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33	
34 Total funding requirement before reflecting carryover/prefunding balances (item 31 + item 32a + item 32b – item 33).....	34	1398863
	Carryover balance	Prefunding balance
35 Balances used to offset funding requirement	0	0
36 Additional cash requirement (item 34 minus item 35).....	36	1398863
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (Item 19c).....	37	1509904
38 Interest-adjusted excess contributions for current year (see instructions).....	38	111041
39 Unpaid minimum required contribution for current year (excess, if any, of item 36 over item 37).....	39	0
40 Unpaid minimum required contribution for all years	40	0

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2009
		This Form is Open to Public Inspection.
For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009		
A Name of plan WOOLPERT PENSION PLAN	B Three-digit plan number (PN) ▶	001
C Plan sponsor's name as shown on line 2a of Form 5500 WOOLPERT INC	D Employer Identification Number (EIN) 20-1391406	

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

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
DIVERSIFIED INVESTMENT ADVISORS
13-3689044

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

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

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

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

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

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

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

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

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

(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)

DIVERSIFIED INVESTMENT ADVISORS

13-3689044

(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?
11 12 15 28 38 50 59 61 62 63 64	RECORDKEEPER	22248	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

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

NATIONAL FINANCIAL SERVICES

04-3523567

(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?
33	SECURITIES BROKER	0	Yes ☒ No ☐	Yes ☐ No ☒	0	Yes ☒ No ☐

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

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

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

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

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

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

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

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

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
DIVERSIFIED INVESTMENT ADVISORS	11 12 15 28 38 50 59 61 62 63 64	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
ALLIANZ PO BOX 8050 BOSTON, MA 02266	REVENUE SHARING SEE ATTACHMENT TO LINE 2(H)	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
DIVERSIFIED INVESTMENT ADVISORS	11 12 15 28 38 50 59 61 62 63 64	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 40 EAST 52ND ST NEW YORK, NY 10022	REVENUE SHARING SEE ATTACHMENT TO LINE 2(H)	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
DIVERSIFIED INVESTMENT ADVISORS	11 12 15 28 38 50 59 61 62 63 64	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.	
COLUMBIA 245 SUMMER STREET FLOOR 3 BOSTON, MA 02210	REVENUE SHARING SEE ATTACHMENT TO LINE 2(H)	

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
NATIONAL FINANCIAL SERVICES	33	0

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
ALLIANZ PO BOX 8050 BOSTON, MA 02266	REVENUE SHARING SEE ATTACHMENT TO LINE 2(H)

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
NATIONAL FINANCIAL SERVICES	33	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 40 EAST 52ND ST NEW YORK, NY 10022	REVENUE SHARING SEE ATTACHMENT TO LINE 2(H)

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
NATIONAL FINANCIAL SERVICES	33	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.
COLUMBIA 245 SUMMER STREET FLOOR 3 BOSTON, MA 02210	REVENUE SHARING SEE ATTACHMENT TO LINE 2(H)

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
DIVERSIFIED INVESTMENT ADVISORS	11 12 15 28 38 50 59 61 62 63 64	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
AMERICAN FUNDS 5300 ROBIN HOOD ROAD NORFOLK, VA 23513	REVENUE SHARING SEE ATTACHMENT TO LINE 2(H)	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
DIVERSIFIED INVESTMENT ADVISORS	11 12 15 28 38 50 59 61 62 63 64	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
THORNBURG 2300 NORTH RIDGETOP ROAD SANTA FE, NM 87506	REVENUE SHARING SEE ATTACHMENT TO LINE 2(H)	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
NATIONAL FINANCIAL SERVICES	33	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
THORNBURG 2300 NORTH RIDGETOP ROAD SANTA FE, NM 87506	REVENUE SHARING SEE ATTACHMENT TO LINE 2(H)	

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
NATIONAL FINANCIAL SERVICES	33	0

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
AMERICAN FUNDS 5300 ROBIN HOOD ROAD NORFOLK, VA 23513	REVENUE SHARING SEE ATTACHMENT TO LINE 2(H)

(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:	KEVIN OSINSKI	b EIN:	04-1590850
c Position:	ACTUARY		
d Address:	1295 STATE STREET SPRINGFIELD, MA 01111	e Telephone:	413-744-2705

Explanation: FROM MASSMUTUAL TO DIVERSIFIED

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

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

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

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

SCHEDULE H (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110
		2009
		This Form is Open to Public Inspection

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009		
A Name of plan WOOLPERT PENSION PLAN	B Three-digit plan number (PN) ►	001
C Plan sponsor's name as shown on line 2a of Form 5500 WOOLPERT INC	D Employer Identification Number (EIN) 20-1391406	

Part I	Asset and Liability Statement
---------------	--------------------------------------

1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other.....	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities.....	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other.....	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)		
(9) Value of interest in common/collective trusts.....	1c(9)	4653881	6252759
(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)	10805217	13537929
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	15459098	19790688

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	0	0

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	15459098	19790688
---	-----------	----------	----------

Part II Income and Expense Statement

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

Income**a Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	1600000	
(B) Participants	2a(1)(B)		
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		1600000

b Earnings on investments:**(1) Interest:**

(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		0

(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		0

(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)		832721
(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)		2763108
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		5195829

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	841992	
(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)		841992
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	22247	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		22247
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		864239

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		4331590
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

(1) ☐ Unqualified (2) ☐ Qualified (3) ☒ Disclaimer (4) ☐ Adverse

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

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

(1) Name: **BATTELLE & BATTELLE LLP**

(2) EIN: **31-0210560**

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

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

Part IV Compliance Questions

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

During the plan year:

	Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....		X	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.).....		X	
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.).....		X	
e Was this plan covered by a fidelity bond?.....	X		500000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.).....	X		
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....			
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.			

- 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 <u>01/01/2009</u> and ending <u>12/31/2009</u>		
A Name of plan <u>WOOLPERT PENSION PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>	
C Plan sponsor's name as shown on line 2a of Form 5500 <u>WOOLPERT INC</u>	D Employer Identification Number (EIN) <u>20-1391406</u>	

Part I	Distributions
---------------	----------------------

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

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

1	<u>0</u>
----------	----------

2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits):
EIN(s): 13-3689044

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	<u>3</u>
----------	----------

Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part)
----------------	--

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?..... ☐ Yes ☒ No ☐ N/A
If the plan is a defined benefit plan, go to line 8.

5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. **Date:** Month _____ Day _____ Year _____
If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.

6

a Enter the minimum required contribution for this plan year	6a	
b Enter the amount contributed by the employer to the plan for this plan year	6b	
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount).....	6c	

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

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

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

Part III	Amendments
-----------------	-------------------

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

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

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

11

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

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

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

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

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

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

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

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

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

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

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

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

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

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

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

WOOLPERT PENSION PLAN

FINANCIAL STATEMENTS

DECEMBER 31, 2009

WOOLPERT PENSION PLAN

FINANCIAL STATEMENTS

DECEMBER 31, 2009

TABLE OF CONTENTS

Independent Auditors' Report.....	1
Financial Statements:	
Statement of Net Assets Available for Benefits	2
Statement of Changes in Net Assets Available for Benefits.....	3
Statement of Accumulated Plan Benefits.....	4
Statement of Changes in Accumulated Plan Benefits.....	4
Notes to Financial Statements.....	5
Supplemental Schedules:	
Schedule of Assets Held for Investment Purposes.....	15
Schedule of Reportable Transactions.....	16

INDEPENDENT AUDITORS' REPORT

Woolpert Pension Plan
Dayton, Ohio

We were engaged to audit the accompanying statement of net assets available for benefits of the Woolpert Pension Plan (the Plan) as of December 31, 2009 and 2008, and the related statement of changes in net assets available for benefits for the years then ended, the supplemental schedule of assets held for investment purposes as of December 31, 2009, and related supplemental schedule of reportable transactions as of December 31, 2009, the statement of accumulated plan benefits as of December 31, 2008 and the related statement of changes in accumulated plan benefits for the year then ended. These financial statements and supplemental schedules are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information described in Note 3, which was certified by Massachusetts Fidelity Trust Company and MassMutual Financial Group, the former trustees of the Plan, and State Street Bank and Trust Company, the current trustee of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedules. We have been informed by the Plan administrator that the trustee held the Plan's investment assets and executes investment transactions. The Plan administrator has obtained certifications from the former trustees as of and for the year ended December 31, 2008, and from the current trustee as of and for the year ended December 31, 2009, that the information provided to the Plan administrator by the trustees is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and supplemental schedules taken as a whole. The form and content of the information included in the financial statements and supplemental schedules, 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.

Battelle + Battelle LLP

September 27, 2010

WOOLPERT PENSION PLAN

STATEMENT OF NET ASSETS AVAILABLE FOR BENEFITS

	<i>December 31</i>	
	<i>2009</i>	<i>2008</i>
ASSETS		
Investments at fair value		
Mutual funds	\$ 13,537,929	\$ 10,805,217
Common collective trust	6,252,759	4,653,881
Total investments	<u>19,790,688</u>	<u>15,459,098</u>
LIABILITIES	<u>-</u>	<u>-</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u><u>\$ 19,790,688</u></u>	<u><u>\$ 15,459,098</u></u>

The accompanying notes are an integral part of the financial statements.

WOOLPERT PENSION PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

	<i>Year Ended December 31</i>	
	<i>2009</i>	<i>2008</i>
Investment income (loss):		
Interest and dividends	\$ 262,425	\$ 179,819
Net appreciation (depreciation) in fair value of investments	3,333,404	(5,889,394)
Total investment income (loss)	<u>3,595,829</u>	<u>(5,709,575)</u>
Employer contributions	<u>1,600,000</u>	<u>1,500,000</u>
Total income (loss)	<u>5,195,829</u>	<u>(4,209,575)</u>
Deductions from net assets attributable to:		
Benefits paid to participants	841,992	711,895
Administrative expenses	22,247	6,863
Total deductions	<u>864,239</u>	<u>718,758</u>
Net increase (decrease)	4,331,590	(4,928,333)
NET ASSETS AVAILABLE FOR BENEFITS		
Beginning of year	<u>15,459,098</u>	<u>20,387,431</u>
End of year	<u>\$ 19,790,688</u>	<u>\$ 15,459,098</u>

The accompanying notes are an integral part of the financial statements.

WOOLPERT PENSION PLAN
STATEMENT OF ACCUMULATED PLAN BENEFITS
DECEMBER 31, 2008

Actuarial present value of accumulated plan benefits	
Vested benefits	
Participants currently receiving benefits	\$ 3,669,095
Other participants	14,940,046
	<u>18,609,141</u>
Nonvested benefits	<u>176,679</u>
Total actuarial present value of accumulated plan benefits	<u><u>\$ 18,785,820</u></u>

STATEMENT OF CHANGES IN ACCUMULATED PLAN BENEFITS
YEAR ENDED DECEMBER 31, 2008

Actuarial present value of accumulated plan benefits at beginning of year	\$ 17,103,540
Increase (decrease) during the year attributable to:	
Benefits accumulated	1,036,849
Increase for interest due to decrease in discount period	1,340,355
Increase due changes in actuarial assumptions	16,971
Benefit payments	<u>(711,895)</u>
Actuarial present value of accumulated plan benefits at end of year	<u><u>\$ 18,785,820</u></u>

The accompanying notes are an integral part of the financial statements.

WOOLPERT PENSION PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2009

NOTE 1 - DESCRIPTION OF PLAN

The following brief description of the Woolpert Pension Plan (the Plan) is provided for general information purposes only. For more complete information on benefit, vesting and other plan provisions, participants should refer to the current Summary Plan Description or the Plan agreement.

General

The Plan is a noncontributory, defined benefit pension plan designed to provide retirement, disability and death benefits to eligible employees of Woolpert Inc. (the sponsor or Employer). Substantially all employees are covered by the Plan provisions. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Effective May 15, 2003, the Plan was amended and provisions were made for the last participation date for new participants to be January 1, 2003. Active employees were given various options based on age and years of service as to their new classification as a Plan participant. The Plan was also amended September 30, 2003, with an effective date of January 1, 2003, to change benefit provisions for participants employed beyond normal retirement date.

Pension Benefits

Full-time employees employed before January 1, 2000, with five or more years of service are entitled to a pension benefit beginning at normal retirement age (65) equal to 1.1% of average compensation for each year of service (not to exceed thirty years). Full-time employees employed after January 1, 2000, with five or more years of service are entitled to a pension benefit beginning at normal retirement age (65) equal to 1.0% of average compensation for each year of service (not to exceed thirty years). The Plan permits early retirement at age 55 after five years of service. Pension benefits for early retirement are reduced 2.5% per year for ten years for employees employed before January 1, 2000, or 5.0% per year for ten years for employees employed after January 1, 2000, by which early retirement precedes normal retirement. Benefits for employees retiring beyond normal retirement date are based on average compensation and credited service at the late retirement date. Employees may elect to receive the value of their accumulated plan benefits upon retirement, payable as a monthly annuity, under various options and periods.

Death Benefit

If an active employee dies and is vested, the employee's surviving spouse is entitled to a death benefit as though the employee terminated on the day preceding death, survived until early retirement age and elected a 50% joint and survivor annuity.

NOTE 1 - DESCRIPTION OF PLAN (CONTINUED)

Disability Benefit

Active employees who become totally disabled after completing five years of service qualify for the Plan's disability benefits. However, the Plan will not pay disability benefits while the employee is receiving benefits from the long-term disability plan provided by Woolpert, Inc. The Plan, however, allows the period of the employee's disability to be credited to the employee's years of service under the Plan.

Termination Benefit

Employees terminated after five years of service are entitled to an accrued retirement benefit payable at their normal retirement date.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The accompanying financial statements are prepared in conformity with accounting principles generally accepted in the United States of America (GAAP) as more explicitly described in the Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC).

Valuation of Investments

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation (depreciation) includes the Plan's gains and losses on investments bought and sold as well as held during the year. Capital gain distributions are included in interest and dividend income.

Administrative Expenses

Substantially all administrative expenses incurred are paid by the Employer.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires the Plan's management to make estimates and assumptions that affect the amounts and disclosures reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

Actuarial Present Value of Accumulated Plan Benefits

Accumulated plan benefits are those future periodic payments, including lump-sum distributions that are attributable under the Plan's provisions to the service employees have rendered. Accumulated plan benefits include benefits expected to be paid to (a) retired or terminated employees or their beneficiaries, (b) beneficiaries of employees who have died, and (c) present employees or their beneficiaries. Benefits under the Plan are based on pension benefits described above. The accumulated plan benefits for active

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Actuarial Present Value of Accumulated Plan Benefits (Continued)

employees are based on credited years of service up to the date as of which the benefit information is presented times plan compensation at that date. Benefits payable under all circumstances - retirement, death, disability, and termination of employment - are included, to the extent they are deemed attributable to employee service rendered to the valuation date.

The actuarial present value of accumulated plan benefits is determined by an actuary from Diversified Investment Advisors, Inc. and is that amount that results from applying actuarial assumptions to adjust the accumulated plan benefits to reflect the time value of money (through discounts for interest) and the probability of payment (by means of decrements such as for death, disability, withdrawal, or retirement) between the valuation date and the expected date of payment.

The Plan has elected to present actuarial benefit information as of the beginning of the year.

Actuarial Cost Method

The actuarial cost method used in the valuation is the Unit Credit Cost Method, which is defined in Revenue Procedure 81-29. This is an acceptable cost method under Section 3(31) of ERISA. Under the Unit Credit Cost Method, the annual employer contribution is determined as the sum of two amounts: (i) a normal cost contribution, and (ii) a contribution to amortize the unfunded past service liability. As of each valuation date, each participant's projected benefit at the assumed retirement age is calculated and the present value of all projected benefits determined. A normal cost contribution is calculated for each active plan participant. The normal cost contribution is determined as the present value of the participant's projected benefit divided by the years of projected credited service as of the assumed retirement age. The total normal cost contribution is the sum of the individual normal cost contributions for all active plan participants. The accrued liability for each active plan participant is the product of the participant's normal cost contribution and the total years of credited service as of the valuation date. For all other participants, the accrued liability is the present value of their accrued plan benefit on the valuation date.

The unfunded past service liability equals the sum of each participant's accrued liability less the valuation assets.

Actuarial Assumptions

The actuarial assumptions used to determine the employer contributions to the Plan are as follows:

Actuarial Cost Method –	Unit Credit Cost method.
Investment Return –	8.0% per year compounded annually, net of investment expenses in 2008 and 2007.
Mortality –	
Pre- & Post-Retirement -	Static mortality table updated to 2009 as provided in IRS notice 2008-85 and RP-2000 generational table in 2007.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Actuarial Assumptions (Continued)

Turnover — A combined turnover and mortality assumption during the first three years of service as follows:

<u>Year of Service</u>	<u>Rate</u>
1	50.0%
2	25.0%
3	12.5%

Thereafter, Table T-8 termination rates from the Actuary's Pension Handbook. Specimen rates are as follows:

<u>Attained Age</u>	<u>Rate</u>
25	11.62%
40	9.40%
55	1.73%

Disability — In 2008, no disability rates assumed. In 2007, incidence assumed to occur in accordance with the following rates:

<u>Age</u>	<u>Rate</u>
Under age 55	Less than 1%

Salary — 4% and 4.5% per year increase to normal retirement date in 2008 and 2007, respectively.

Marriage — In 2008, 80% of active participants are assumed to be married. Female spouses are assumed to be three years younger than male spouses.

Retirement Rates — Retirements were assumed to occur in accordance with the following rates:

<u>Attained Age</u>	<u>Rate</u>
55 - 59	0%
60 - 61	5%
62	10%
63 - 64	5%
65	100%

Expenses — In 2008, an assumption of \$100,000 of plan expenses was included in the target normal cost. In 2007, investment expenses were assumed to be paid by the trust fund. Other expenses were assumed to be paid by the Employer.

Asset value — Actuarial value of assets is equal to fair value on the valuation date reduced by the sum of 66.67% of gains and losses from the prior year and 33.33% of gains and losses from the second prior year.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Subsequent Events

Subsequent events have been evaluated through September 27, 2010, the date the financial statements were available to be issued.

NOTE 3 - INFORMATION CERTIFIED BY THE PLAN'S TRUSTEE

The investment information included throughout the Plan's financial statements and the supplemental schedules as of December 31, 2009 and 2008 and for the years then ended was prepared by or derived from information provided by the trustees and furnished to the Plan administrator. The Plan administrator has obtained certifications from the trustees that information provided to the Plan administrator by the trustee related to these investments is complete and accurate. Accordingly, as permitted by 29 CFR 2520.103-8 of the DOL's Rules and Regulations for Reporting and Disclosure under ERISA, the Plan administrator instructed the Plan's independent auditors not to perform any auditing procedures with respect to information in Notes 4 and 5 and the supplemental schedules related to the Plan's investments.

State Street Bank and Trust Company, current trustee, also certified to the completeness and accuracy of \$3,333,404 of net appreciation in fair value of investments and \$262,425 of interest and dividends for the year ended December 31, 2009. Massachusetts Fidelity Trust Company and MassMutual Financial Group, former trustees, also certified to the completeness and accuracy of \$5,889,394 of net depreciation in fair value of investments and \$179,819 of interest and dividends for the year ended December 31, 2008.

NOTE 4 - INVESTMENTS

The fair value of individual investments that represent more than 5% of the Plan's net assets at December 31 are as follows:

	<u>2009</u>	<u>2008</u>
American Funds Growth Fund	\$ 3,550,798	\$ 2,659,711
Pimco Total Return	2,062,421	1,542,051
Thornburg International Value	2,221,996	1,785,999
Eaton Van Large Cap Value	3,278,817	2,756,076
Diversified Long Bond	2,238,150	2,066,463
Diversified High Quality Bond	*	1,024,914
Diversified Money Market	1,116,293	*

* Represents less than 5% of the net Plan's assets.

During the years ended December 31, 2009 and 2008, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated (depreciated) in value as follows:

	<u>2009</u>	<u>2008</u>
Pooled separate investment accounts	\$ -	\$ (2,228,780)
Mutual funds	2,500,683	(3,136,041)
Common collective trust	832,721	(524,573)
Total	<u>\$ 3,333,404</u>	<u>\$ (5,889,394)</u>

NOTE 5 - FAIR VALUE MEASUREMENTS

In 2008, the Plan adopted an accounting standard which establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under this standard are described below:

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

Level 2 Inputs to the valuation methodology include:

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in inactive markets;
- Inputs other than quoted prices that are observable for the asset or liability;
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

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

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

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

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

Common collective trust funds: Valued at the net asset value of shares held by the Plan at year end.

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

NOTE 5 - FAIR VALUE MEASUREMENTS (CONTINUED)

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

	2009		
	<i>Level 1</i>	<i>Level 2</i>	<i>Level 3</i>
Mutual funds			
Equities	\$ 8,537,686		
Bonds	2,778,247		
International	2,221,996		
Total mutual funds	<u>13,537,929</u>		
Common collective trust funds			
Equities		\$ 561,795	
Bonds		3,767,605	
Money markets		1,116,293	
Other		807,066	
Total common collective trust funds		<u>6,252,759</u>	
Total assets at fair value	<u>\$ 13,537,929</u>	<u>\$ 6,252,759</u>	<u>\$ -</u>
	2008		
	<i>Level 1</i>	<i>Level 2</i>	<i>Level 3</i>
Mutual funds			
Equities	\$ 6,873,696		
Bonds	2,145,522		
International	1,785,999		
Total mutual funds	<u>10,805,217</u>		
Common collective trust funds			
Equities		\$ 478,747	
Bonds		3,519,041	
Money markets		33,884	
Other		622,209	
Total common/collective trust funds		<u>4,653,881</u>	
Total assets at fair value	<u>\$ 10,805,217</u>	<u>\$ 4,653,881</u>	<u>\$ -</u>

NOTE 6 - PLAN TERMINATION

The sponsor intends to continue the Plan indefinitely but reserves the right to end or amend it. In the event the Plan is terminated, a participant's accumulated plan benefits will be paid, subject to the availability of sufficient assets of the Plan and the level of benefits guaranteed by the Pension Benefit Guarantee Corporation (PBGC) at the time. The priority of benefit payments will be determined by the plan document and ERISA.

NOTE 7 - FUNDING POLICY

The Company's funding policy is to make annual contributions to the Plan so that all employees' benefits will be fully provided for by the time they retire. The Plan met the minimum funding requirements of ERISA for 2009. The Company contributed \$1,600,000 in 2009 and \$1,500,000 in 2008. Contributions have consistently been made to cover the aggregate of normal service cost and interest plus an amount necessary to amortize past service costs over twenty years.

Although it has not expressed any intention to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions set forth in ERISA.

NOTE 8 - INCOME TAX STATUS

The Internal Revenue Service has determined and informed the Company by letter dated September 20, 2002, that the Plan and the related trust were designed in accordance with applicable regulations of the Internal Revenue Code (IRC). The Plan administrator and the Plan's tax counsel believe that the Plan is being operated in compliance with the applicable requirements of the IRC. Therefore, no provisions for income taxes have been included in the Plan's financial statements.

The Plan adopted new guidance on accounting for uncertainty in income taxes for the year ended December 31, 2009. The Plan administrator concluded that there are no uncertain tax positions, and, accordingly, there is no adjustment to the financial statements required to comply with the provisions of this guidance. With few exceptions, the Plan is no longer subject to income tax examinations by tax authorities for years before 2006.

NOTE 9 - RISKS AND UNCERTAINTIES

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

Plan contributions are made and the actuarial present value of accumulated plan benefits are reported based on certain assumptions pertaining to interest rates, inflation rates and employee demographics, all of which are subject to change. Due to uncertainties inherent in the estimations and assumptions process, it is at least reasonably possible that changes in these estimates and assumptions in the near term would be material to the financial statements.

NOTE 10 - TRANSACTIONS WITH PARTIES-IN-INTEREST

Certain Plan investments are managed by Diversified Investment Advisors, Inc., record keeper of the Plan; therefore, those transactions qualify as party-in-interest transactions.

Fees paid for administration services rendered by parties-in-interest during the years ended December 31, 2009 and 2008 totaled \$22,247 and \$6,863, respectively.

NOTE 11 - RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of contributions per the financial statements to the Form 5500 for the year ended December 31, 2008:

Contributions per the financial statements	\$ 1,500,000
Contributions receivable, prior year	900,000
Contributions per Form 5500	<u>\$ 2,400,000</u>

NOTE 12 - SUBSEQUENT EVENT

Effective March 31, 2010, the Plan was amended to freeze the accrued benefits and to stop accrual of additional service hours for all Plan participants.

NOTE 13 - RECENT ACCOUNTING PRONOUNCEMENTS

Recently Adopted Accounting Pronouncements

Accounting Standards Codification - On July 1, 2009 the FASB ASC became the single source of authoritative GAAP in the United States of America. The ASC does not change GAAP, but introduces a new structure, organized by accounting topics, designed to simplify user access to all authoritative literature related to a particular topic. All prior authoritative documents were superseded and all other accounting literature not included in the ASC is considered nonauthoritative. As a result, prior GAAP references are no longer applicable. The ASC is effective for periods ended after September 15, 2009. In an effort to make the financial statements more useful, the Plan has elected to omit specific GAAP references and to ensure accounting concepts are clearly explained.

Fair Value Measurements and Disclosures - In September 2006, the FASB issued accounting standards that establishes a framework for measuring fair value, and expands disclosures about fair value measurement. This standard also emphasizes that fair value is a market-based measurement, not an entity-specific measurement, and sets out a fair value hierarchy with the highest priority being quoted prices in active markets. It also requires fair value measurements are disclosed by level within that hierarchy. During 2008, the Plan adopted the guidance, except for nonfinancial assets and nonfinancial liabilities that are recognized or disclosed at fair value in the financial statements on a nonrecurring basis for which delayed application was permitted until 2009. During 2009, the Plan adopted the guidance for such nonfinancial assets and nonfinancial liabilities. The adoption of this guidance had no impact on the Plan's financial statements.

In April 2009, the FASB issued accounting guidance related to determining fair value when the volume and level of activity for the asset or liability have significantly decreased and identifying transactions that are not orderly. This guidance relates to determining fair values when there is no active market or where the price inputs being used represent distressed sales. It reaffirms the objective of fair value measurement to reflect how much an asset would be sold for in an orderly transaction (as opposed to a distressed or forced transaction) at the date of the financial statements under current market conditions. Specifically, it reaffirms the need to use judgment to ascertain if a formerly active market has become inactive and in determining fair values when markets have become inactive. This guidance also requires expanded disclosures for debt and equity securities within the fair value hierarchy. During 2009 the Plan adopted this guidance. The adoption of this guidance had no impact on the Plan's net assets available for benefits as of December 31, 2009 or changes in net assets available for benefits for the year then ended. The adoption did require expanded disclosures.

NOTE 13 - RECENT ACCOUNTING PRONOUNCEMENTS (CONTINUED)

During 2009 an accounting standards update was issued related to investments in certain entities that calculate net asset value per share (or its equivalent). The amendments in this update permit, as a practical expedient, a reporting entity to measure the fair value of certain investments on the basis of the net asset value per share. The amendments also require additional disclosures about the attributes of investments within the scope of the amendments. The adoption of this update had no impact on the Plan's net assets available for benefits as of December 31, 2009 or changes in net assets available for benefits for the year then ended. Additional disclosures were required in the notes to the financial statements due to the adoption of this update.

Income Taxes - During 2009, the Plan adopted new authoritative guidance related to the accounting for uncertain tax positions. The new guidance prescribes a comprehensive model for recognizing, measuring, presenting and disclosing in the financial statements tax positions taken or expected to be taken on a tax return. The adoption of this new guidance did not have a material impact on the Plan's financial statements.

Subsequent Events - During 2009, the Plan adopted new authoritative guidance that clarifies the accounting and disclosure of events that occur after the Plan year end but before financial statements are issued or available to be issued. The new guidance also requires management to disclose the date through which subsequent events were evaluated and whether that date represents the date the financial statements were issued or were available to be issued. The adoption of this standard did not have a material effect on the Plan's financial statements – Refer to Note 12 – Subsequent Events – for the related disclosures.

Recently Issued Accounting Pronouncement

Fair Value Measurements and Disclosures - In January 2010, the FASB issued an accounting standards update that requires improved disclosures with respect to fair value measurements, related to (a) the sensitivity of fair value measurements to changes in assumptions and (b) transfers between the three levels of the fair value hierarchy. The new disclosures and clarifications of existing disclosures are effective for annual reporting periods beginning after December 15, 2009, except for the disclosures about purchases, sales, issuances, and settlements in the roll forward activity of Level 3 fair value measurements, which are effective for fiscal years beginning after December 15, 2010. The Plan is currently assessing the potential effect of the adoption of this update on its financial statements.

WOOLPERT PENSION PLAN

SCHEDULE H, PART IV, 4i - SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES

EMPLOYER IDENTIFICATION NUMBER 20-1391406

PLAN NUMBER 001

DECEMBER 31, 2009

(a)	(b) Identity of Party Involved and Description of Asset	(c) Description of Investment	(d) Cost	(e) Current Value
Mutual Funds				
	Allianz Small Cap Value A	24,266 units	\$ 673,503	\$ 562,719
	American Funds Growth Fund	130,161 units	3,672,280	3,550,798
	Black Rock Small Cap Growth	28,007 units	601,825	546,412
	Columbia Acorn	24,268 units	694,463	598,940
	Pimco Real Return	66,342 units	723,657	715,826
	Pimco Total Return	190,965 units	2,039,169	2,062,421
	Thornburg International Value	87,722 units	2,206,635	2,221,996
	Eaton Van Large Cap Value	195,400 units	3,731,727	3,278,817
	Total mutual funds		<u>14,343,259</u>	<u>13,537,929</u>
Common Collective Trust				
*	Diversified High Quality Bond	38,909 units	789,896	857,623
*	Diversified High Yield Bond	25,680 units	573,733	671,832
*	Diversified Long Bond	142,217 units	1,910,662	2,238,150
*	Diversified Real Estate	48,766 units	956,766	807,066
*	Diversified Mid Value	30,055 units	602,312	561,795
*	Diversified Money Market	61,537 units	1,115,973	1,116,293
	Total common collective trust		<u>5,949,342</u>	<u>6,252,759</u>
	Total investments		<u>\$20,292,601</u>	<u>\$19,790,688</u>

An (*) in column (a) identifies a person known to be a party-in-interest to the Plan.

WOOLPERT PENSION PLAN

SCHEDULE H, PART IV, 4j - SCHEDULE OF REPORTABLE TRANSACTIONS

EMPLOYER IDENTIFICATION NUMBER 20-1391406

PLAN NUMBER 001

YEAR ENDED DECEMBER 31, 2009

(a) <i>Identify of Party Involved</i>	(b) <i>Description of Asset</i>	(c) <i>Purchase Price</i>	(d) <i>Selling Price</i>	(g) <i>Cost of Asset Sold</i>	(h) <i>Fair Value of Asset on Transaction Date</i>	(i) <i>Net Gain (Loss)</i>
Type (i) - Single Transactions in Excess of 5 Percent of Plan Assets						
* Diversified Investment Advisors	Money Market	\$ 800,000	\$ -	\$ -	\$ 800,000	\$ -
Type (iii) - Series of Transactions in Excess of 5 Percent of Plan Assets						
* Diversified Investment Advisors	Money Market	1,829,592	-	-	1,829,592	-
* Diversified Investment Advisors	Money Market	-	747,335	747,205	747,335	(130)

* Party-in-interest

There were no type (ii) or (iv) transactions during the year ended December 31, 2009.
Columns (e) and (f) have been omitted because they are not applicable.

**Attachment to 2009 Form 5500 Schedule SB,
Enrolled Actuary Signature Item**

**Plan Name: Woolpert Pension Plan
Plan Sponsor: Woolpert Inc.**

**E.I.N.: 20-1391406 Plan No.: 001
Plan Year: January 1, 2009 to December 31, 2009**

There was a change of Enrolled Actuary signing the Schedule B.

From last year's filing:

– The actuary changed:

From: Kevin V. Osinski
Enrollment Number: 08 – 06368
(800) 349-8844

Mass Mutual Financial Group
1295 State Street
Springfield, MA 01111-0001

To: Matthew C. Burley
Enrollment Number: 08 – 05956
(508) 903-6015

Diversified Investment Advisors, Inc.
24 Prime Park Way, Suite 400
Natick, MA 01760-1528

**Attachment to 2009 Form 5500 Schedule SB,
Line 19 – Discounted Employer Contributions**

**Plan Name: Woolpert Pension Plan
Plan Sponsor: Woolpert Inc.**

E.I.N.: 20-1391406 Plan No.: 001

Plan Year: January 1, 2009 to December 31, 2009

<u>Date</u>	<u>Actual Contribution</u>	<u>Discounted Contribution</u>	<u>Discounted Contribution with Late Interest</u>	<u>Effective Rate</u>	<u>Late Interest Discount Rate</u>	<u>Plan Year</u>
April 16, 2009	\$ 300,000	\$ 293,423	\$ 293,393	8.01%	13.01%	1/ 1/ 2009 – 12/ 31/ 2009
July 17, 2009	250,000	239,816	239,769	8.01%	13.01%	1/ 1/ 2009 – 12/ 31/ 2009
October 9, 2009	250,000	235,601	235,601	8.01%	N/ A	1/ 1/ 2009 – 12/ 31/ 2009
December 29, 2009	<u>800,000</u>	<u>741,141</u>	<u>741,141</u>	8.01%	N/ A	1/ 1/ 2009 – 12/ 31/ 2009
Total	\$ 1,600,000	\$ 1,509,981	\$ 1,509,904			

**Attachment to 2009 Form 5500 Schedule SB,
Line 22 – Description of Weighted Average Retirement Age**

**Plan Name: Woolpert Pension Plan
Plan Sponsor: Woolpert Inc.**

E.I.N.: 20-1391406 Plan No.: 001

Plan Year: January 1, 2009 to December 31, 2009

The average retirement age for Line 22 was calculated by creating a hypothetical life table with retirement as the only decrement, and then computing the average retirement age for the table.

x	q_x^r	l_x	${}_{x-60}p_{60} = l_x / l_{60}$	$q_x^r * l_x / l_{60}$	$x * q_x^r * l_x / l_{60}$
60	0.05	1,000,000	1	0.05	3
61	0.05	950,000	0.95	0.0475	2.8975
62	0.1	902,500	0.9025	0.09025	5.5955
63	0.05	812,250	0.81225	0.04061	2.5585875
64	0.05	771,638	0.77164	0.03858	2.46924
65	1	733,056	0.73306	0.73306	47.648616

Average age at retirement 64.169443

Rounded for Schedule SB item 22 64

**Attachment to 2009 Form 5500 Schedule SB,
Part V – Statement of Actuarial Assumptions/Methods**

**Plan Name: Woolpert Pension Plan
Plan Sponsor: Woolpert Inc.**

**E.I.N.: 20-1391406 Plan No.: 001
Plan Year: January 1, 2009 to December 31, 2009**

A ACTUARIAL COST METHOD

The actuarial cost method used to determine the target normal cost, target liability and required contribution amounts for the plan is the Traditional Unit Credit Actuarial Cost Method. Under this method, both the target normal cost and target liability are based on the annual accrual of benefits as accruals occur each year.

The target liability for each active plan participant is equal to the actuarial present value of the participant's accrued benefit as of the valuation date. The total target liability of the plan is equal to the sum of such liabilities as determined for each active participant plus the actuarial present value of benefits being paid, or due to be paid, to retirees, beneficiaries and former participants with deferred vested benefits.

The target normal cost for each active participant is equal to the actuarial present value of the benefit expected to be earned during the year starting on the valuation date. The total target normal cost of the plan is the sum of the target normal costs for each active plan participant.

All employees who are plan participants on a valuation date are included in the actuarial valuation.

B ASSET VALUATION METHOD

The actuarial value of assets is equal to the market value of assets on the valuation date reduced by the sum of:

1. 66.67% of gains and losses of the prior year;
2. 33.33% of gains and losses of the second prior year.

Investment gains and losses are determined by the excess or deficiency of the expected return (at the valuation interest rate) over the actual return on the market value (including employer contributions receivable for any given year).

The actuarial valuation of assets is further constrained to be not less than 90% or more than 110% of market value (including employer contributions receivable).

Previously, the actuarial value of assets was equal to the market value of plan assets on the valuation date plus any accrued but unpaid Company contributions as of the valuation date.

**Attachment to 2009 Form 5500 Schedule SB,
Part V – Statement of Actuarial Assumptions/Methods**

**Plan Name: Woolpert Pension Plan
Plan Sponsor: Woolpert Inc.**

**E.I.N.: 20-1391406 Plan No.: 001
Plan Year: January 1, 2009 to December 31, 2009**

C ACTUARIAL ASSUMPTIONS

<u>Target Liability Interest Rates</u>	Full yield curve rates computed under IRS Regulation 1.430(h)(2), using the prior November as the applicable month (October curve). In 2009, rates beginning with 5.45% and ending with 6.63%, equivalent to an effective rate of 8.01%.
--	--

<u>FAS35 Interest Rate</u>	8.00%.
----------------------------	--------

<u>Pre- and Post-Retirement Mortality</u>	Static mortality table in accordance with IRS Regulation 1.430(h)(3)-1 updated to 2009 as provided in IRS Notice 2008-85.
---	---

<u>Salary Increases</u>	4.00% per year (previously, 4.50%).
-------------------------	-------------------------------------

IRC Maximum Benefit and
Compensation Limitations

<i>Benefit Limit</i>	\$195,000 for 2009 (previously, \$185,000).
----------------------	---

<i>Compensation Limit</i>	\$245,000 for 2009 (previously, \$230,000).
---------------------------	---

<u>Withdrawal Rates</u>	Rates vary by age and service.
-------------------------	--------------------------------

Select rates for the first three years:	50% in year 1, 25% in year 2, and 12.5% in year 3
---	---

Sample ultimate probabilities are as follows:

<u>Age</u>	<u>Rate</u>
25	11.62%
30	11.21%
35	10.55%
40	9.40%
45	7.54%
50	4.83%
55	1.73%

**Attachment to 2009 Form 5500 Schedule SB,
Part V – Statement of Actuarial Assumptions/Methods**

**Plan Name: Woolpert Pension Plan
Plan Sponsor: Woolpert Inc.**

**E.I.N.: 20-1391406 Plan No.: 001
Plan Year: January 1, 2009 to December 31, 2009**

C ACTUARIAL ASSUMPTIONS (cont'd)

Retirement Rates

All participants are assumed to retire based on the following table:

<u>Age</u>	<u>Rate</u>
60	5%
61	5%
62	10%
63	5%
64	5%
65	100%

All former partners are assumed to retire at age 65.

Disability Rates

None assumed (previously, age specific rates were assumed).

Form of Payment

Life annuity.

Marital Assumption

It is assumed that 80% of all active participants are married. Husbands are assumed to be three years older than their wives.

Plan Expenses

For 2009, equal to estimated expenses of \$100,000; included in Target Normal Cost (previously, none assumed).

**Attachment to 2009 Form 5500 Schedule SB,
Line 24 – Change in Actuarial Assumptions**

**Plan Name: Woolpert Pension Plan
Plan Sponsor: Woolpert Inc.**

**E.I.N.: 20-1391406 Plan No.: 001
Plan Year: January 1, 2009 to December 31, 2009**

For 2009, a load equal to \$100,000 was included in target normal cost for expenses (previously, none assumed).

The Salary Increase rate was decreased to 4.00%. Previously, it was assumed to be 4.50%.

Disability Rates aren't assumed. Previously, age specific rates were assumed.

**Attachment to 2009 Form 5500 Schedule SB,
Line 25 – Change in Funding Method**

**Plan Name: Woolpert Pension Plan
Plan Sponsor: Woolpert Inc.**

**E.I.N.: 20-1391406 Plan No.: 001
Plan Year: January 1, 2009 to December 31, 2009**

The actuarial value of assets is equal to the market value of assets on the valuation date reduced by the sum of:

1. 66.67% of gains and losses of the prior year;
2. 33.33% of gains and losses of the second prior year.

Investment gains and losses are determined by the excess or deficiency of the expected return (at the third segment valuation interest rate) over the actual return on the market value (including employer contributions receivable for any given year).

The actuarial valuation of assets is further constrained to be not less than 90% or more than 110% of market value (including employer contributions receivable).

Previously, the actuarial value of assets was equal to the market value of plan assets on the valuation date plus any employer contributions receivable.

**Attachment to 2009 Form 5500 Schedule SB,
Line 26 – Schedule of Active Participant Data**

**Plan Name: Woolpert Pension Plan
Plan Sponsor: Woolpert Inc.**

**E.I.N.: 20-1391406 Plan No.: 001
Plan Year: January 1, 2009 to December 31, 2009**

	 Completed Years of Credited Service										
<u>Age</u>	0 to <u>1</u>	1 to <u>4</u>	5 to <u>9</u>	10 to <u>14</u>	15 to <u>19</u>	20 to <u>24</u>	25 to <u>29</u>	30 to <u>34</u>	35 to <u>39</u>	40 to <u>+</u>	<u>Total</u>
0 – 24	0	0	0	0	0	0	0	0	0	0	0
25 – 29	1	4	0	0	0	0	0	0	0	0	5
30 – 34	0	36	4	0	0	0	0	0	0	0	40
35 – 39	2	27	24	4	1	0	0	0	0	0	58
40 – 44	0	16	3	16	12	9	0	0	0	0	56
45 – 49	1	12	1	8	8	15	6	1	0	0	52
50 – 54	0	10	0	8	6	6	3	0	2	0	35
55 – 59	0	5	0	6	6	9	3	3	1	0	33
60 – 64	0	7	0	0	8	2	2	0	4	1	24
65 – 69	0	0	0	0	0	0	1	0	0	0	1
70 & Up	<u>0</u>	<u>1</u>	<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>	<u>1</u>	<u>2</u>
Totals	4	118	32	42	41	41	15	4	7	2	306

**Attachment to 2009 Form 5500 Schedule SB,
Line 32 – Schedule of Amortization Bases**

**Plan Name: Woolpert Pension Plan
Plan Sponsor: Woolpert Inc.**

**E.I.N.: 20-1391406 Plan No.: 001
Plan Year: January 1, 2009 to December 31, 2009**

Amortization Schedule

<u>Year</u>	<u>Type</u>	<u>Present Value</u>	<u>Years Left</u>	<u>Payment</u>
2008	Shortfall	\$ 0	6	\$ 0
2009	Shortfall	<u>2,627,304</u>	7	<u>467,917</u>
Total		\$ 2,627,304		\$ 467,917

**Attachment to 2009 Form 5500 Schedule SB,
Part V – Summary of Plan Provisions**

**Plan Name: Woolpert Pension Plan
Plan Sponsor: Woolpert Inc.**

**E.I.N.: 20-1391406 Plan No.: 001
Plan Year: January 1, 2009 to December 31, 2009**

<u>Effective Date</u>	August 1, 1965.
<u>Plan Year</u>	January 1 st through December 31 st .
<u>Covered Employees</u>	Full-time employees of Woolpert, Inc. who were participants on or before January 1, 2003.
<u>Eligibility</u>	January 1 or July 1 following the completion of One Year of Service with participation closed effective January 1, 2003.
<u>Year of Service</u>	One Year of Service is granted for each Plan Year in which a participant earns 1,000 Hours of Service.
<u>Earnings</u>	Total calendar year compensation excluding bonuses and including pre-tax Section 401(k), 125 and 132(f) deferrals.
<u>Average Monthly Earnings</u>	Highest monthly average of any 5 consecutive plan years' earnings coincident with or preceding separation from service.
<u>Benefit Groups</u>	
<i>Continuing Member</i>	Active employee on May 15, 2003 and attainment of age 45 with 10 Years of Service as of January 1, 2003 or a Choice Member who elected to become a Continuing Member.
<i>Frozen Member</i>	Active employee on May 15, 2003 not eligible for Choice Member status or Choice Member electing Frozen Member status. Monthly benefit is equal to accrued benefit as of May 15, 2003.
<i>Choice Member</i>	Active employee on May 15, 2003 and attainment of age 35 with 5 Years of Service. Monthly benefit is calculated as for Continuing or Frozen Member based on election made.

**Attachment to 2009 Form 5500 Schedule SB,
Part V – Summary of Plan Provisions**

**Plan Name: Woolpert Pension Plan
Plan Sponsor: Woolpert Inc.**

**E.I.N.: 20-1391406 Plan No.: 001
Plan Year: January 1, 2009 to December 31, 2009**

Pre-Retirement Death

<i>Eligibility</i>	Married and 5 Years of Service
<i>Monthly Benefit</i>	Calculated as for Early Retirement reflecting a 50% Joint & Survivor annuity payment form with death immediately after Early Retirement.

Payment Forms

<i>Normal</i>	Life annuity for single participants and an Actuarially Equivalent 50% Joint & Survivor annuity for married participants.
<i>Optional</i>	67%, 75%, or 100% Joint & Survivor annuity, Life annuity with 60, 120, 180, or 240 monthly payments guaranteed, or a Certain-Only annuity with 60, 120, 180, or 240 monthly payments guaranteed.

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

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

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

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

A Name of plan WOOLPERT PENSION PLAN	B Three-digit plan number (PN) ▶	001
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF WOOLPERT INC	D Employer Identification Number (EIN) 20-1391406	
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B		
F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500		

Part I Basic Information			
1 Enter the valuation date: Month <u>1</u> Day <u>1</u> Year <u>2009</u>			
2 Assets:			
a Market value	2a	15,459,098	
b Actuarial value	2b	17,005,008	
3 Funding target/participant count breakdown			
		(1) Number of participants	(2) Funding Target
a For retired participants and beneficiaries receiving payment	3a	54	3,618,916
b For terminated vested participants	3b	241	5,218,233
c For active participants:			
(1) Non-vested benefits	3c(1)		155,779
(2) Vested benefits	3c(2)		9,773,533
(3) Total active	3c(3)	306	9,929,312
d Total	3d	601	18,766,461
4 If the plan is at-risk, check the box and complete items (a) and (b) ☐			
a Funding target disregarding prescribed at-risk assumptions	4a		
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been at-risk for fewer than five consecutive years and disregarding loading factor	4b		
5 Effective interest rate	5	8.01 %	
6 Target normal cost	6	930,946	

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

SIGN HERE	 Signature of actuary Matthew C. Burley, A.S.A., E.A. Type or print name of actuary Diversified Investment Advisors, Inc Firm name 24 Prime Park Way, Suite 400 Natick MA 01760-1528 Address of the firm	09/02/2010 Date 08-05956 Most recent enrollment number (508) 903-6015 Telephone number (including area code)
------------------	--	---

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

Part II Beginning of year carryover and prefunding balances		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (Item 13 from prior year)	5,033,272	0
8	Portion used to offset prior year's funding requirement (Item 35 from prior year)	256,249	0
9	Amount remaining (Item 7 minus item 8).....	4,777,023	0
10	Interest on item 9 using prior year's actual return of <u>(27.97)</u> %	(1,336,133)	
11	Prior year's excess contributions to be added to prefunding balance:		
a	Excess contributions (Item 38 from prior year)		442,065
b	Interest on (a) using prior year's effective rate of <u>6.17</u> %		27,275
c	Total available at beginning of current plan year to add to prefunding balance		469,340
d	Portion of (c) to be added to prefunding balance.....		469,340
12	Reduction in balances due to elections or deemed elections.....	1,918,391	0
13	Balance at beginning of current year (item 9 + item 10 + item 11d - item 12)	1,522,499	469,340

Part III Funding percentages			
14	Funding target attainment percentage.....	14	80.00 %
15	Adjusted funding target attainment percentage	15	80.00 %
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement.....	16	92.95 %
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage.....	17	%

Part IV Contributions and liquidity shortfalls					
18 Contributions made to the plan for the plan year by employer(s) and employees:					
(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
04/16/2009	300,000				
07/17/2009	250,000				
10/09/2009	250,000				
12/29/2009	800,000				
Totals ►			18(b)	1,600,000	18(c) 0

19 Discounted employer contributions - see instructions for small plan with a valuation date after the beginning of the year:

a Contributions allocated toward unpaid minimum required contribution from prior years.	19a	
b Contributions made to avoid restrictions adjusted to valuation date	19b	
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date.....	19c	1,509,904

20 Quarterly contributions and liquidity shortfalls:

a Did the plan have a "funding shortfall" for the prior year? ☒ Yes ☐ No

b If 20a is "Yes," were required quarterly installments for the current year made in a timely manner? ☐ Yes ☒ No

c If 20a is "Yes," see instructions and complete the following table as applicable:

Liquidity shortfall as of end of Quarter of this plan year			
(1) 1st	(2) 2nd	(3) 3rd	(4) 4th
0	0	0	0

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

21 Discount rate:				
a Segment rates:	1st segment: %	2nd segment: %	3rd segment: %	☒ N/A, full yield curve used
b Applicable month (enter code)				21b 3
22 Weighted average retirement age				22 64
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute				

Part VI Miscellaneous items

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

Part VII Reconciliation of unpaid minimum required contributions for prior years

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

Part VIII Minimum required contribution for current year

31 Target normal cost, adjusted, if applicable (see instructions)	31	930,946
32 Amortization installments:	Outstanding Balance	Installment
a Net shortfall amortization installment	2,627,304	467,917
b Waiver amortization installment		
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33	
34 Total funding requirement before reflecting carryover/prefunding balances (item 31 + item 32a + item 32b - item 33)	34	1,398,863
	Carryover balance	Prefunding balance
35 Balances used to offset funding requirement	0	0
36 Additional cash requirement (item 34 minus item 35)	36	1,398,863
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (item 19c)	37	1,509,904
38 Interest-adjusted excess contributions for current year (see instructions)	38	111,041
39 Unpaid minimum required contribution for current year (excess, if any, of item 36 over item 37)	39	0
40 Unpaid minimum required contribution for all years	40	0

Schedule C, Line 2(h) Formula Descriptions

Indirect Compensation in the form of revenue sharing was paid to the following Service Providers:

Diversified Investment Advisors (13-3689044)
 National Financial Services (04-3523567)
 Mid Atlantic Capital Corporation (25-1409618)

Revenue amounts are shown in annualized basis points of plan assets invested in applicable fund
 For Oppenheimer Funds, the total revenue sharing will not exceed \$12 per participant invested in the fund

Fund Family	Fund Name	Start Date	End Date	Revenue to Diversified Investment Advisors	Revenue to National Financial Services	Revenue to Mid Atlantic Capital Corporation
ALLIANZ	ALLIANZ SMCAP VAL	1/1/2009	12/31/2009	48.35	1.65	
AMERICAN FUNDS	AMER FDS GRWTH FD	1/1/2009	12/31/2009	4.835	0.165	
BLACKROCK	BLACKROCK SML CP GRWTH EQUITY	1/1/2009	12/31/2009	24.175	0.825	
COLUMBIA	COLUMBIA ACORN	1/1/2009	12/31/2009	33.845	1.155	
THORNBURG	THORNBURG INTL VAL	1/1/2009	12/31/2009	24.175	0.825	

**ATTACHMENT TO THE 2009 SCHEDULE H OF FORM 5500
LINE 4i – SCHEDULE OF ASSETS (HELD AT END OF YEAR) &
LINE 4j – SCHEDULE OF REPORTABLE TRANSACTIONS**

Plan Sponsor: Woolpert Inc.

Plan Name: Woolpert Pension Plan

Plan Year: January 1, 2009 to December 31, 2009

EIN: 20-1391406

Plan No.: 001

Item 4i- Schedule of Assets Held at End of Year

Page 17 of the attached auditor's report of the Plan for the plan year ending December 31, 2009 provides the schedule of assets information.

Item 4j- Schedule of Reportable Transactions

Page 18 of the attached auditor's report of the Plan for the plan year ending December 31, 2009 provides the schedule of reportable transactions.

**ATTACHMENT TO THE 2009 SCHEDULE H OF FORM 5500
LINE 4i – SCHEDULE OF ASSETS (HELD AT END OF YEAR) &
LINE 4j – SCHEDULE OF REPORTABLE TRANSACTIONS**

Plan Sponsor: Woolpert Inc.

Plan Name: Woolpert Pension Plan

Plan Year: January 1, 2009 to December 31, 2009

EIN: 20-1391406

Plan No.: 001

Item 4i- Schedule of Assets Held at End of Year

Page 17 of the attached auditor's report of the Plan for the plan year ending December 31, 2009 provides the schedule of assets information.

Item 4j- Schedule of Reportable Transactions

Page 18 of the attached auditor's report of the Plan for the plan year ending December 31, 2009 provides the schedule of reportable transactions.