Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

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

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

OMB Nos. 1210-0110
1210-0089

2009

This Form is Open to Public Inspection

Part I Annual Report Identification Information

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

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

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

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

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

Part II Basic Plan Information—enter all requested information

1a Name of plan
BASIC RETIREMENT SAVINGS PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 12/31/1958

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

2121 N. CALIFORNIA BLVD., SUITE 400
WALNUT CREEK, CA 94596-3539

2b Employer Identification Number (EIN)
94-1318402

2c Sponsor's telephone number
925-472-4000

2d Business code (see instructions)
311400

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.	10/07/2010	JAMES D COLLINS
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

3a Plan administrator's name and address (if same as plan sponsor, enter "Same")
BASIC AMERICAN , INC.

2121 N. CALIFORNIA BLVD., SUITE 400
WALNUT CREEK, CA 94596-3539

3b Administrator's EIN
94-1318402

3c Administrator's telephone number
925-472-4000

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**	1845
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**	1420
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	511
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	1931
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	1931
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	1827
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	171
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:
2E 2F 2G 3H 2J 2K 2R 2S 2T

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

9a Plan funding arrangement (check all that apply)

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

9b Plan benefit arrangement (check all that apply)

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

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

a Pension Schedules

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

b General Schedules

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

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

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

A Name of plan
BASIC RETIREMENT SAVINGS PLAN

B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
94-1318402

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

CHARLES SCHWAB & CO INC AND AFFIL

94-1737782

(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)

SCHWAB RETIREMENT PLAN SERVICES INC

34-1479833

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 50 64	NONE	133824	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

NEW ENGLAND PENSION CONSULTANTS INC

04-2927339

(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?
27 50	NONE	56180	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

CHARLES SCHWAB & CO INC

94-1737782

(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 50 59 62 71	NONE	35636	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] No [ ]

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

YELLOWSTONE PARTNERS LLC DBA

20-1470638

(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?
26 50	NONE	32096	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

WATSON WYATT & COMPANY

53-0181291

(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?
27 50	NONE	30700	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

SHEA LABAGH DOBBERSTEIN

94-2290202

(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?
10 29 50	NONE	27400	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

SANCTUARY WEALTH MANAGEMENT LL

20-0446664

(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?
26 50	NONE	8897	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

BURROUGHS HUTCHINSON INC

82-0277386

(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?
26 50	NONE	6025	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

CHARLES SCHWAB TRUST COMPANY

42-1558009

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
49 50 52 59 62	NONE	12	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] No [ ]

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

BASIC AMERICAN, INC.

94-1318402

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
49 50	NONE	23970	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
CHARLES SCHWAB & CO AND AFFILIATES	59	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.	
SEE ATTACHMENT 11-1111111	SEE ATTACHMENT	

(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:	**b** EIN:
c Position:	
d Address:	**e** Telephone:

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

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

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

OMB No. 1210-0110

2009

This Form is Open to Public Inspection.

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

A Name of plan
BASIC RETIREMENT SAVINGS PLAN

B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
94-1318402

Part I **Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)**
(Complete as many entries as needed to report all interests in DFEs)

a Name of MTIA, CCT, PSA, or 103-12 IE: SCHWAB STABLE VALUE INSTL II

b Name of sponsor of entity listed in (a): CHARLES SCHWAB TRUST COMPANY

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)
81-0625180-001	C	36313897

a Name of MTIA, CCT, PSA, or 103-12 IE: SCHWAB INDEXED RET 2010

b Name of sponsor of entity listed in (a): CHARLES SCHWAB TRUST COMPANY

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)
81-0625169-011	C	5051163

a Name of MTIA, CCT, PSA, or 103-12 IE: SCHWAB INDEXED RET 2020

b Name of sponsor of entity listed in (a): CHARLES SCHWAB TRUST COMPANY

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)
81-0625169-013	C	6104070

a Name of MTIA, CCT, PSA, or 103-12 IE: SCHWAB INDEXED RET 2030

b Name of sponsor of entity listed in (a): CHARLES SCHWAB TRUST COMPANY

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)
81-0625169-015	C	2544539

a Name of MTIA, CCT, PSA, or 103-12 IE: SCHWAB INDEXED RET 2040

b Name of sponsor of entity listed in (a): CHARLES SCHWAB TRUST COMPANY

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)
81-0625169-017	C	1510017

a Name of MTIA, CCT, PSA, or 103-12 IE: SCHWAB MANAGED RET INCOME III

b Name of sponsor of entity listed in (a): CHARLES SCHWAB TRUST COMPANY

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)
81-0625169-005	C	1777038

a Name of MTIA, CCT, PSA, or 103-12 IE: SCHWAB MANAGED RET 2010 CL II

b Name of sponsor of entity listed in (a): CHARLES SCHWAB TRUST COMPANY

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)
81-0625169-001	C	0

a Name of MTIA, CCT, PSA, or 103-12 IE: SCHWAB MANAGED RET 2020 CL II

b Name of sponsor of entity listed in (a): CHARLES SCHWAB TRUST COMPANY

c EIN-PN 81-0625169-002	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

a Name of MTIA, CCT, PSA, or 103-12 IE: SCHWAB MANAGED RET 2030 CL II

b Name of sponsor of entity listed in (a): CHARLES SCHWAB TRUST COMPANY

c EIN-PN 81-0625169-003	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

a Name of MTIA, CCT, PSA, or 103-12 IE: SCHWAB MANAGED RET 2040 CL II

b Name of sponsor of entity listed in (a): CHARLES SCHWAB TRUST COMPANY

c EIN-PN 81-0625169-004	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

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

b Name of sponsor of entity listed in (a):

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

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

b Name of sponsor of entity listed in (a):

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

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

b Name of sponsor of entity listed in (a):

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

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

b Name of sponsor of entity listed in (a):

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

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

b Name of sponsor of entity listed in (a):

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

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

b Name of sponsor of entity listed in (a):

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

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

b Name of sponsor of entity listed in (a):

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

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

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

2009

This Form is Open to Public Inspection

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

A Name of plan
BASIC RETIREMENT SAVINGS PLAN

B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
94-1318402

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)	2274280	2255949
(2) Participant contributions	1b(2)		9942
(3) Other	1b(3)	92844	68482
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)	2822088	2564726
(9) Value of interest in common/collective trusts	1c(9)	57168543	53300724
(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)	62656429	80626998
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)	14513551	18075024

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(1) Employer securities	1d(1)		
	(2) Employer real property	1d(2)		
e	Buildings and other property used in plan operation	1e		
f	Total assets (add all amounts in lines 1a through 1e)	1f	139527735	156901845
	Liabilities			
g	Benefit claims payable	1g		
h	Operating payables	1h	18666	55776
i	Acquisition indebtedness	1i		
j	Other liabilities	1j		
k	Total liabilities (add all amounts in lines 1g through1j)	1k	18666	55776
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	139509069	156846069

Part II Income and Expense Statement

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

	Income		(a) Amount	(b) Total
a	**Contributions:**			
	(1) Received or receivable in cash from: **(A)** Employers	2a(1)(A)	3454821	
	(B) Participants	2a(1)(B)	4303916	
	(C) Others (including rollovers)	2a(1)(C)	309709	
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		8068446
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)	174810	
	(F) Other	2b(1)(F)		
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		174810
	(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)	1191917	
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		1191917
	(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)		6529080
(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)		15811897
c Other income	2c		2930054
d Total income. Add all **income** amounts in column (b) and enter total	2d		34706204
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	18821618	
(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)		18821618
f Corrective distributions (see instructions)	2f		1506
g Certain deemed distributions of participant loans (see instructions)	2g		4220
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)	96841	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)	45000	
(4) Other	2i(4)	170389	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		312230
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		19139574
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		15566630
l Transfers of assets:			
(1) To this plan	2l(1)		1770370
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: SHEA LABAGH DOBBERSTEIN (2) EIN: 94-2290202

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

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

Part IV Compliance Questions

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

During the plan year:

		Yes	No	Amount
a	Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	4a		X	
b	Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	4b		X	
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		25000000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m	X		
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n	X		

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

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

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

SCHEDULE R
(Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

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

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

OMB No. 1210-0110

2009

This Form is Open to Public Inspection.

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

A Name of plan
BASIC RETIREMENT SAVINGS PLAN

B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
94-1318402

Part I Distributions

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

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

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

EIN(s): 42-1558009

Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.

3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year. **3**

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

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

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

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

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

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

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

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

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

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

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

Part III Amendments

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

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

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

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

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

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

BASIC RETIREMENT SAVINGS PLAN

FINANCIAL STATEMENTS
AND SUPPLEMENTAL SCHEDULE

Year Ended December 31, 2009

BASIC RETIREMENT SAVINGS PLAN

Year Ended December 31, 2009

Table of Contents

	Page
Independent Auditors' Report	1
Statements of Net Assets Available for Benefits as of December 31, 2009 and 2008	2
Statement of Changes in Net Assets Available for Benefits for the Year Ended December 31, 2009	3
Notes to Financial Statements	4 –18
Supplemental Schedule:	
Schedule H – Line 4i: Schedule of Assets (Held at End of Year) as of December 31, 2009	19

SHEA LABAGH DOBBERSTEIN

Certified Public Accountants, Inc.

INDEPENDENT AUDITORS' REPORT

TO THE PLAN ADMINISTRATOR AND PARTICIPANTS
OF BASIC RETIREMENT SAVINGS PLAN

We were engaged to audit the financial statements and supplemental schedule of the BASIC RETIREMENT SAVINGS PLAN (the "Plan") as of December 31, 2009 and 2008, and for the year ended December 31, 2009, as listed in the accompanying table of contents. These financial statements and supplemental schedule are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 4, which was certified by The Charles Schwab Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedule. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained certifications from the trustee as of December 31, 2009 and 2008, and for the year ended December 31, 2009, that the information provided to the plan administrator by the trustee is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to, and do not express an opinion on the accompanying financial statements and supplemental schedule taken as a whole. The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

SHEA LABAGH DOBBERSTEIN
Certified Public Accountants, Inc.

October 5, 2010

505 Montgomery Street, 5TH Floor • San Francisco, CA 94111 • Tel 415 397-4444 • Fax 415 981-0898
1700 S. El Camino Real, Suite 500 • San Mateo, CA 94402 • Tel 650 579-7200 • Fax 650 579-1041

BASIC RETIREMENT SAVINGS PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

	December 31, 2009	December 31, 2008
ASSETS		
INVESTMENTS		
Mutual Funds	$ 90,148,250	$ 68,766,096
Common Collective Trust Funds	53,300,724	57,168,543
Common Stock	3,422,062	1,943,648
Cash and Cash Equivalents	2,694,091	5,118,306
Unit Investment Trusts	2,013,277	1,026,120
Corporate Bonds	354,572	263,008
Preferred Stock	69,770	52,802
Participant Loans	2,564,726	2,822,088
TOTAL INVESTMENTS	154,567,472	137,160,611
RECEIVABLES		
Employer Contributions	2,255,949	2,274,280
Participant Contributions	9,942	-
Interest	68,482	82,760
Asset Transferred from Affiliated Plan	-	10,084
TOTAL RECEIVABLES	2,334,373	2,367,124
TOTAL ASSETS	156,901,845	139,527,735
LIABILITIES		
Administrative Expenses Payable	55,776	18,666
NET ASSETS AVAILABLE FOR BENEFITS AT FAIR VALUE	156,846,069	139,509,069
ADJUSTMENT FROM FAIR VALUE TO CONTRACT VALUE FOR INTEREST IN COMMON COLLECTIVE TRUST RELATING TO FULLY BENEFIT-RESPONSIVE INVESTMENT CONTRACTS	(248,849)	2,107,021
NET ASSETS AVAILABLE FOR BENEFITS	$ 156,597,220	$ 141,616,090

See accompanying notes to financial statements.

BASIC RETIREMENT SAVINGS PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

Year Ended December 31, 2009

ADDITIONS

ADDITIONS TO NET ASSETS ATTRIBUTED TO:		
NET APPRECIATION IN FAIR VALUE OF PLAN INVESTMENTS	$	21,426,458
INTEREST AND DIVIDEND INCOME		2,855,430
CONTRIBUTIONS		
Employer		3,454,821
Participants		4,303,916
Rollover		309,709
TOTAL CONTRIBUTIONS		8,068,446
TOTAL ADDITIONS		32,350,334

DEDUCTIONS

DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO:		
Benefits Paid to Participants		18,827,344
Administrative Expenses		312,230
TOTAL DEDUCTIONS		19,139,574
INCREASE IN NET ASSETS AVAILABLE FOR BENEFITS BEFORE TRANSFER FROM AFFILIATED PLAN		13,210,760
NET ASSETS TRANSFERRED FROM AFFILIATED PLAN		1,770,370
NET INCREASE IN NET ASSETS AVAILABLE FOR BENEFITS		14,981,130
NET ASSETS AVAILABLE FOR BENEFITS AT BEGINNING OF YEAR		141,616,090
NET ASSETS AVAILABLE FOR BENEFITS AT END OF YEAR	$	156,597,220

See accompanying notes to financial statements.

BASIC RETIREMENT SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

Year Ended December 31, 2009

NOTE 1 – DESCRIPTION OF THE PLAN

The following description of the Basic Retirement Savings Plan (the "Plan), provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

General – The Plan was established effective December 31, 1958. The Plan currently provides retirement benefits for certain employees of Basic American, Inc. and participating companies (the "Company"). The Plan is a defined contribution plan covering, generally, all management or administrative salaried employees, except leased employees, non-resident aliens, and collectively bargained employees. Coverage begins after the earlier of three full consecutive calendar months or 1,000 hours of service during a 12 consecutive month period beginning on the date of hire and anniversaries thereof or the date of rehire and anniversaries thereof if the individual has a one year break in service as defined in the Plan. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"), as amended.

Effective December 26, 2008, one defined contribution plan sponsored by the Company, The Basic Companies 401(k) Retirement Savings Plan for Operational Employees, was merged into the Plan. In connection with the merger, net assets totaling $18,010,480 were transferred into the Plan. The Plan was also renamed from The Basic Companies Profit Sharing and 401(k) Retirement Savings Plan to the Basic Retirement Savings Plan.

Effective December 1, 2009, another defined contribution plan sponsored by the Company, the Harry's Fresh Food 401(k) Savings Plan, was merged into the Plan. In connection with the merger, net assets totaling $1,770,370 were transferred into the Plan.

Participant Contributions – Participants may contribute up to 75% of their annual pretax compensation to the Plan, limited to $16,500 for the taxable year ended December 31, 2009. A participant may increase or decrease the amount of contributions at anytime. Additionally, participants age 50 and over at the end of the Plan year may make catch-up contributions in excess of the annual limit noted above up to $5,500 in the taxable year ended December 31, 2009.

Once an employee satisfies the eligibility requirements and if he or she does not make a deferral election within a reasonable period of time after he or she is hired, rehired or reclassified, the employee's eligible compensation automatically will be reduced by 3% and that amount shall be deemed the employee's deferral election.

NOTE 1 – DESCRIPTION OF THE PLAN (Continued)

Participant Contributions (Continued) – Each eligible employee whose deferral election as of July 15 of any year is below 6% will automatically have his or her deferral election increased by 1% unless the employee elects otherwise for that year, takes a hardship distribution, or creates his or her own deferral election increase schedule.

Effective January 1, 2010, Roth 401(k) option is available in the Plan.

Employer Contributions – The Company may make a discretionary profit sharing contribution on behalf of participants compensated on a salaried basis. This profit sharing contribution is expressed as a percentage of participants' compensation and is allocated to participants' accounts based on compensation. Employees of The Harris Soup Company ("Harris Soup") are not eligible for such a contribution. The Company made a profit sharing contribution at 8% of participants' eligible compensation for 2009.

The Company matches contributions made by Company employees who are compensated on an hourly basis (and contributions made by employees of Harris Soup who are compensated on either an hourly or a salaried basis) by contributing an amount equal to 50% of each participant's pretax contribution, up to the first 6% of the participant's eligible compensation. The Company may change this formula at any time.

The Plan provides for additional employer contributions, which are allocated to certain hourly paid employees who are not covered by a collective bargaining agreement and who are not employed by Harris Soup or by Naturally Potatoes a Basic American Foods Division, LLC. The amount of these contributions varies based on factors such as the participant's age and whether the participant previously participated in a defined benefit plan sponsored by the Company.

All contributions to the Plan are subject to limits established by the Internal Revenue Code ("IRC").

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

Investment Options – A participant is allowed to direct the investment of his or her account balance into various investment funds offered through the Plan.

NOTE 1 – DESCRIPTION OF THE PLAN (Continued)

Vesting – Participants are immediately vested in their pre-tax contributions, rollovers, and additional employer contributions (all as adjusted for earnings and losses). Vesting in profit sharing and matching contributions is based on periods of service in accordance with a 5-year graded scale as follows:

Years of Service	Vested Percentage
Less than one year	0%
1 year	20
2 years	40
3 years	60
4 years	80
5 years	100

Vesting is 100% if, while employed by the Company (or an affiliated company as defined in the Plan), the participant dies, becomes disabled (as defined in the Plan), or reaches normal retirement age.

Participant Loans – Participants may borrow from their vested account balance provided they meet the Plan's eligibility requirements. The minimum loan amount is $1,000 and the maximum amount is the lesser of one-half of the participant's vested account balance or $50,000. The duration of the loan is not to exceed five years, except for loans used to finance the purchase of a participant's principal residence, which may not exceed 15 years. The loans are secured by the balance in the participant's account. Interest rates are determined based on current interest rates charged by persons in the business of lending money for similar loans at the time the loan is made and remain fixed throughout the life of the loan. Principal and interest are paid ratably through payroll deductions and loans are due immediately upon termination of employment. As of December 31, 2009, there were 403 participant loans outstanding with interest rates ranging from 4.25% to 9.50%.

Payments of Benefits – Upon termination of employment, a participant or beneficiary is entitled to receive the participant's Plan account (a) as one or more lump-sum payments, or (b) in installments. In addition, a single participant can elect to receive a single life annuity and a married participant can elect to receive a 50% joint and survivor annuity. Normal retirement age is 65. A participant also can take a distribution of his or her rollover contributions or voluntary after-tax contributions (if any) at any time, of his or her total vested account upon reaching age 59½, and of his or her salary deferrals upon incurring a hardship, as defined by the Plan.

NOTE 1 – DESCRIPTION OF THE PLAN (Continued)

Payments of Benefits (Continued) – Benefit payments to the participant generally must begin by the later of the year after the participant attains age 70½ or the year in which the participant terminates employment. A balance less than $1,000 will be distributed directly to the participant as a lump-sum payment.

Forfeited Accounts – A participant's non-vested account may be forfeited upon severance of employment. As of December 31, 2009 and 2008, forfeited non-vested accounts were $552 and $5,181, respectively. Forfeitures may be used to restore non-vested accounts of employees who are rehired, to pay Plan fees, and/or to reduce the Company's contributions. For the year ended December 31, 2009, forfeitures used to pay Plan fees were $112,614.

Administrative Expenses – Administrative expenses will be paid by the Plan if not paid by the Company.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting – The Plan prepares its financial statements under the accrual basis of accounting, in conformity with accounting principles generally accepted in the United States of America.

As described in the FASB ASC *Financial Services – Investment Companies* topic, investment contracts held by a defined contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The Plan invests in a guaranteed investment contract through a stable value fund. As required by the FASB ASC *Financial Services – Investment Companies* topic, the Statements of Net Assets Available for Benefits present the fair value of the investment in the stable value fund as well as the adjustment of the investment in the guaranteed investment contract from fair value to contract value relating to the investment contracts. The Statement of Changes in Net Assets Available for Benefits is prepared on a contract value basis. Certain prior year accounts have been reclassified to reflect this guidance.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Adoption of New Accounting Pronouncements – On June 30, 2009, the Financial Accounting Standards Board ("FASB") issued Statement of Financial Accounting Standards ("SFAS") No. 168, *The FASB Accounting Standards Codification and the Hierarchy of Generally Accepted Accounting Principles (as amended)*. This standard established the FASB Accounting Standards Codification ("FASB ASC") as the single source of authoritative accounting principles generally accepted in the United States of America recognized by the FASB to be applied by nongovernmental entities. Substantially all previous United States generally accepted accounting principle standards issued by a standard setter are superseded and are codified into the FASB ASC. The FASB ASC is effective for financial statements issued for periods ending after September 15, 2009. Adoption of the FASB ASC had no impact on the Plan's statements of net asset available for benefits or changes in net assets available for benefits.

In May 2009, the FASB issued SFAS No. 165, Subsequent Events, now codified in the *Subsequent Events* topic of the FASB ASC. This pronouncement establishes general standards of accounting for and disclosures of events that occur after the balance sheet date but before financial statements are issued or are available to be issued. The Plan has adopted this standard in 2009 and has evaluated subsequent events through October 5, 2010, the date the financial statements were available to be issued.

In September 2009, the FASB issued Accounting Standards Update ("ASU") No. 2009-12, *Fair Value Measurements and Disclosure* topic – *Investment in Certain Entities That Calculate Net Asset Value per Share (or Its Equivalent)*. This update provides guidance on estimating the fair value of an entity's investments in investment companies when the investment does not have a readily determinable fair value. It permits the use of the investment's net asset value as a practical expedient to determine fair value. This guidance is effective for periods ending after December 15, 2009. The adoption did not have a material impact on the Plan's financial statements and all applicable disclosures are included in these financial statements.

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

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Investment Valuation and Income Recognition – The Plan's investments are stated at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 3 for discussion of fair value measurements.

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 include gains and losses on investments bought and sold, as well as held during the year.

Payments of Benefits – Benefit payments to participants are recorded upon distribution.

NOTE 3 – FAIR VALUE MEASUREMENTS

The FASB ASC *Fair Value Measurements and Disclosures* defines fair value and 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 the FASB ASC *Fair Value Measurements and Disclosures* are described as follows:

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

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.

NOTE 3 – FAIR VALUE MEASUREMENTS (Continued)

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

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

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 (NAV) of shares held by the Plan at year-end.

Common Collective Trust Funds and Unit Investment Trusts: Valued at the NAV of units held by the Plan at year-end.

Cash and Cash Equivalents: Valued at cost, which represents market.

Common Stock and Preferred Stock: Valued at the closing price reported on the active market on which the individual securities are traded.

Corporate Bonds: Valued based on yields currently available on comparable securities of issuers with similar credit ratings.

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

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

NOTE 3 – FAIR VALUE MEASUREMENTS (Continued)

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

	2009			
	Level 1	Level 2	Level 3	Total
Mutual Funds:				
Emerging Markets	$ 9,145,084	$ -	$ -	$ 9,145,084
Fixed Income	21,295,967	-	-	21,295,967
Growth	22,060,152	-	-	22,060,152
Index	11,594,721	-	-	11,594,721
International	8,982,318	-	-	8,982,318
Value	7,548,756	-	-	7,548,756
Total Mutual Funds	80,626,998	-	-	80,626,998
Collective Trust Funds:				
Fixed Income	-	36,313,897	-	36,313,897
Target Date	-	16,986,827	-	16,986,827
Total Collective Trust Funds	-	53,300,724	-	53,300,724
Self-Directed Brokerage Accounts:				
Cash and Cash Equivalents	2,694,091	-	-	2,694,091
Common Stock	3,422,062	-	-	3,422,062
Corporate Bonds	354,572	-	-	354,572
Mutual Funds	9,521,252	-	-	9,521,252
Preferred Stock	69,770	-	-	69,770
Unit Investment Trusts	2,013,277	-	-	2,013,277
Total Self-Directed Brokerage Accounts	18,075,024	-	-	18,075,024
Participant Loans	-	-	2,564,726	2,564,726
Total Assets at Fair Value	$ 98,702,022	$ 53,300,724	$ 2,564,726	$ 154,567,472

NOTE 3 – FAIR VALUE MEASUREMENTS (Continued)

	2008			
	Level 1	Level 2	Level 3	Total
Mutual Funds:				
Emerging Markets	$ 4,951,321	$ -	$ -	$ 4,951,321
Fixed Income	18,940,929	-	-	18,940,929
Growth	16,949,238	-	-	16,949,238
Index	9,435,310	-	-	9,435,310
International	7,154,087	-	-	7,154,087
Value	5,225,544	-	-	5,225,544
Total Mutual Funds	62,656,429	-	-	62,656,429
Collective Trust Funds:				
Fixed Income	-	43,400,996	-	43,400,996
Target Date	-	13,767,547	-	13,767,547
Total Collective Trust Funds	-	57,168,543	-	57,168,543
Self-Directed Brokerage Accounts:				
Cash and Cash Equivalents	5,118,306	-	-	5,118,306
Common Stock	1,943,648	-	-	1,943,648
Corporate Bonds	263,008	-	-	263,008
Mutual Funds	6,109,667	-	-	6,109,667
Preferred Stock	52,802	-	-	52,802
Unit Investment Trusts	1,026,120	-	-	1,026,120
Total Self-Directed Brokerage Accounts:	14,513,551	-	-	14,513,551
Participant Loans	-	-	2,822,088	2,822,088
Total Assets at Fair Value	$ 77,169,980	$ 57,168,543	$ 2,822,088	$ 137,160,611

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

	Participant Loans
Balance, Beginning of Year	$ 2,822,088
Purchases, Sales, Issuances and Settlements (Net)	(257,362)
Balance, End of Year	$ 2,564,726

BASIC RETIREMENT SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

Year Ended December 31, 2009

NOTE 4 – INFORMATION CERTIFIED BY THE TRUSTEE OF THE PLAN

The plan administrator has elected the method of compliance as permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, except for the fair value of the Charles Schwab Stable Value Fund, the Charles Schwab Trust Company ("Charles Schwab"), the trustee of the Plan, has certified to the completeness and accuracy of all investments reflected on the accompanying statements of net assets available for benefits as of December 31, 2009 and 2008, the supplemental Schedule H, line 4i: Schedule of Assets (Held at End of Year) as of December 31, 2009, and the related investment activity reflected in the statement of changes in net assets available for benefits for the year ended December 31, 2009.

The following table represents the fair value of investments. Individual investments that represent 5% or more of the Plan's net assets are separately identified (*):

	2009	2008
Mutual Funds:		
American Funds Growth Fund of America Fund	$ 10,253,586*	$ 8,147,701*
American Funds Washington Mutual Investors Fund	7,548,756	5,225,544
ICM Small Company Portfolio Fund	6,123,349	5,028,127
PIMCO Total Return Fund	21,295,967*	18,940,929*
Schwab S&P 500 Index Fund	11,594,721*	9,435,310*
SSgA International Stock Selection Fund	8,982,318*	7,154,087*
Turner Small Cap Growth Fund	5,683,217	3,773,410
William Blair Emerging Markets Growth 1 Fund	9,145,084*	4,951,321
Self-Directed Brokerage Accounts	9,521,252*	6,109,667
	90,148,250	68,766,096
Common Collective Trust Funds:		
Charles Schwab Stable Value Fund**	36,313,897*	43,400,996*
Schwab Managed Retirement Trust Fund 2010 Class III	5,051,163	5,630,012
Schwab Managed Retirement Trust Fund 2020 Class III	6,104,070	4,304,784
Schwab Managed Retirement Trust Fund 2030 Class III	2,544,539	1,510,725
Schwab Managed Retirement Trust Fund 2040 Class III	1,510,017	800,423
Schwab Managed Retirement Trust Fund - Income III	1,777,038	1,521,603
	53,300,724	57,168,543

NOTE 4 – INFORMATION CERTIFIED BY THE TRUSTEE OF THE PLAN (Continued)

	2009	2008
Common Stock – Self-Directed Brokerage Accounts	$ 3,422,062	$ 1,943,648
Cash and Cash Equivalents – Self-Directed Brokerage Accounts	2,694,091	5,118,306
Unit Investment Trusts – Self-Directed Brokerage Accounts	2,013,277	1,026,120
Corporate Bonds – Self-Directed Brokerage Accounts	354,572	263,008
Preferred Stock – Self-Directed Brokerage Accounts	69,770	52,802
Participant Loans	2,564,726	2,822,088
Total Investments Certified by the Trustee	$ 154,567,472	$ 137,160,611

** Contract value of $36,065,048 and $45,508,017 at December 31, 2009 and 2008, respectively, was certified by Charles Schwab.

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

Net Appreciation in Fair Value of:	
Mutual Funds	$ 18,342,981
Common Collective Trust Funds	2,035,228
Common Stock	706,013
Unit Investment Trusts	306,496
Preferred Stock	19,216
Corporate Bonds	16,524
	$ 21,426,458

Interest and dividend income was $2,855,430 for the year ended December 31, 2009.

NOTE 5 – INVESTMENT CONTRACT

As part of the Charles Schwab Stable Value Fund (the "Fund"), the Plan entered into alternative and synthetic guaranteed investment contracts issued by insurance companies, banks and other financial institutions. Alternative and synthetic guaranteed investment contracts consist of investments in underlying securities with wrap contracts under which a third party guarantees benefit-responsive withdrawals by plan participants at contract value. In a wrap contract, the underlying investments are owned by the Fund and held in trust for plan participants. The account is credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses. The issuer is contractually obligated to repay the principal and a specified interest rate that is guaranteed to the Plan.

There are no reserves against contract value for credit risk of the contract issuer or otherwise. The crediting interest rate is based on a formula established by the issuer. Such interest rates are reviewed typically on a monthly or quarterly basis for resetting.

Certain events may limit the ability of the Plan to transact at contract value with the issuers. Such events include termination of the contract, plan termination, a material adverse change to the provisions of the Plan. Upon occurrences of any of these events, a market value adjustment may apply. The Plan administrator does not believe that the occurrence of any such event affecting market value, which would limit the Plan's ability to transact at contract value with participants, is probable.

The issuer may terminate the contract upon short notice upon the plan's loss of its qualified status, un-cured material breaches of responsibilities, or material and adverse changes to the provisions of the plan. Upon termination by the issuer, a market value adjustment may apply.

As described in Note 2, because the investment contracts are fully benefit-responsive, contract value is the relevant measurement attribute for that portion of the net assets available for benefits attributable to the investment contracts. Contract value represents contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses. Participants may ordinarily direct the withdrawals or transfer of all or a portion of their investment at contract value.

NOTE 5 – INVESTMENT CONTRACT (Continued)

During the years ended December 31, 2009 and 2008, the average yield generated by the Fund was as follows:

	2009	2008
Based on Actual Earnings	2.65%	5.25%
Based on Interest Rate Credited to Participants	3.06%	3.72%

NOTE 6 – TAX STATUS

The Plan has obtained its latest determination letter on July 8, 2010, in which the Internal Revenue Service indicated that the form of the Plan, as then designed, complied with the applicable requirements of the IRC. The Plan has been amended since receiving the determination letter. Management believes the Plan is currently designed and being operated in a manner that is in compliance with the IRC requirements and the Plan and related trust continue to be tax-exempt. Therefore, no provision for income taxes has been included in the Plan's financial statements. Prior to obtaining the latest determination letter on July 8, 2010, the Plan obtained the determination letter on December 3, 2002.

NOTE 7 – RELATED-PARTY TRANSACTIONS

Certain Plan investments are shares of mutual funds and common collective trust funds managed by Charles Schwab. Charles Schwab is the trustee as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions.

The Plan reimburses the Company for the time an employee of the Company spent performing administrative services. Fees reimbursed by the Plan were $22,247 for the year ended December 31, 2009. Due to the Company for reimbursement of administrative fees amounted to $3,563 and $5,286 and are included in administrative expenses payable on the accompanying statements of net assets available for benefits at December 31, 2009 and 2008, respectively.

BASIC RETIREMENT SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

Year Ended December 31, 2009

NOTE 8 – PLAN TERMINATION

Although it has not expressed any intention to do so, the Company reserves the right to terminate the Plan at any time, subject to the provisions of ERISA. In the event of Plan termination, participants will become 100% vested in their accounts. Benefits will be held in the trust fund which will remain in existence until the Company requests the discontinuance of the trust agreement.

NOTE 9 – RISKS AND UNCERTAINTIES

The Plan provides for various investment options in any combination of the funds available through Charles Schwab. Investment securities, in general, are exposed to various risks, such as interest rate, market fluctuation and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the value of investment securities will occur in the near term and such changes could materially affect participants' account balances and the amounts reported in the financial statements.

The underlying securities of the Plan's investments could include securities with contractual cash flows, such as, but not limited to, asset backed securities, collateralized mortgage obligations, and commercial mortgage backed securities and real estate. The value, liquidity and related income of these securities may be particularly sensitive to changes in economic conditions, including real estate value, delinquencies or defaults, or both, and may be adversely affected by real or perceived difficulties of the issuers, changes in interest rates and conditions in financial markets.

BASIC RETIREMENT SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

Year Ended December 31, 2009

NOTE 10 – RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of the financial statements to Form 5500 as of and for the year ended December 31:

		2009	2008
a.	Net Assets Available for Benefits per Financial Statements	$ 156,597,220	$ 141,616,090
	Reconciling Item: Adjustment from Contract Value to Fair Value for Interest in Common Collective Trust Relating to Fully Benefit-Responsive Investment Contracts	248,849	(2,107,021)
	Net Assets Available for Benefits per Form 5500	$ 156,846,069	$ 139,509,069
b.	Increase in Net Assets per Financial Statements Before Transfer	$ 13,210,760	
	Reconciling Items:		
	Adjustment from Contract Value to Fair Value for Interest in Common Collective Trust Relating to Fully Benefit-Responsive Investment Contracts at December 31, 2009	248,849	
	Reversal of Adjustment from Contract Value to Fair Value for Interest in Common Collective Trust Relating to Fully Benefit-Responsive Investment Contracts at December 31, 2008	2,107,021	
	Increase in Net Assets per Form 5500 Before Transfer	$ 15,566,630	

NOTE 11 – SUBSEQUENT EVENTS

In August 2010, substantially all the assets of Naturally Potatoes a Basic American Foods Division, LLC ("Naturally Potatoes") were sold and the employees of Naturally Potatoes ceased to be eligible to participate in the Plan. The participants of Naturally Potatoes became 100% vested in their accounts as of August 30, 2010.

SUPPLEMENTAL SCHEDULE

BASIC RETIREMENT SAVINGS PLAN

SCHEDULE H – LINE 4i: SCHEDULE OF ASSETS (HELD AT END OF YEAR)

FEIN: 94-1318402

Plan Number: 001

December 31, 2009

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value		(d) Cost	(e) Current Value
	American Funds Growth Fund of America Fund	Mutual Fund	375,865 Shares	^	$ 10,253,586
	American Funds Washington Mutual Investors Fund	Mutual Fund	306,486 Shares	^	7,548,756
	ICM Small Company Portfolio Fund	Mutual Fund	247,308 Shares	^	6,123,349
	PIMCO Total Return Fund	Mutual Fund	1,971,849 Shares	^	21,295,967
*	Schwab S&P 500 Index Fund	Mutual Fund	668,669 Shares	^	11,594,721
	SSgA International Stock Selection Fund	Mutual Fund	935,658 Shares	^	8,982,318
	Turner Small Cap Growth Fund	Mutual Fund	216,174 Shares	^	5,683,217
	William Blair Emerging Markets Growth I Fund	Mutual Fund	706,184 Shares	^	9,145,084
					80,626,998
*	Charles Schwab Stable Value Fund	Common Collective Trust Fund	1,889,528 Shares	^	36,313,897
*	Schwab Managed Retirement Trust Fund 2010 Class III	Common Collective Trust Fund	442,696 Shares	^	5,051,163
*	Schwab Managed Retirement Trust Fund 2020 Class III	Common Collective Trust Fund	515,111 Shares	^	6,104,070
*	Schwab Managed Retirement Trust Fund 2030 Class III	Common Collective Trust Fund	209,427 Shares	^	2,544,539
*	Schwab Managed Retirement Trust Fund 2040 Class III	Common Collective Trust Fund	122,368 Shares	^	1,510,017
*	Schwab Managed Retirement Trust Fund - Income III	Common Collective Trust Fund	148,334 Shares	^	1,777,038
					53,300,724
	Personal Choice Retirement Accounts	Self-Directed Brokerage Accounts		^	18,075,024
	Participant Loans	403 loans receivable bearing interest ranging from 4.25% to 9.50% with maturity dates ranging from January 2010 to November 2021		-	2,564,726
					$ 154,567,472

* Denotes Party-In-Interest as defined by ERISA

^ Column (d) Cost is omitted for participant directed investments.

BASIC RETIREMENT SAVINGS PLAN

Schedule C, Part I, Line 3 - Service Provider Indirect Compensation Information

December 31, 2009

EIN: 94-1318402

Plan Number: 001

Received by Charles Schwab & Co., Inc. (EIN#94-1737782)

Fund Family/Provider	EIN	Formula
American Funds	95-1411037	Rate of 0.05% of average daily balance of asset(s)
ICM Series Trust	52-2345054	Rate of 0.14% of average daily balance of asset(s)
Schwab Funds	94-3106735	Range of 0.02 - 0.24% of average daily balance of assets
State Street Global Advisors.	42-1704580	Rate of 0.38% of average daily balance of asset(s)
Turner Investment Partners Inc	23-2587824	Rate of 0.38% of average daily balance of asset(s)
William Blair	36-2214610	Rate of 0.14% of average daily balance of asset(s)

Received by Charles Schwab Trust Company (EIN#42-1558009)

Fund Family/Provider	EIN	Formula
Schwab Funds	94-3106735	Range of 0.02 - 0.09% of average daily balance of assets

On average, the rate earned with respect to your plan's mutual fund holding(s) in plan brokerage account(s) in the fund

Received by Charles Schwab & Co., Inc. (EIN#94-1737782)

Fund Family/Provider	EIN	Formula
Aberdeen Funds	51-0368279	Rate of 0.40% of average daily balance of asset(s)
Alger	13-2665689	Rate of 0.40% of average daily balance of asset(s)
Allianz Funds	33-0457728	Range of 0.35 - 0.40% of average daily balance of assets
American Century Investments	44-6006315	Range of 0.25 - 0.35% of average daily balance of assets
American Funds	95-1411037	Rate of 0.35% of average daily balance of asset(s)
Artio Global	13-6174048	Rate of 0.40% of average daily balance of asset(s)
Artisan	39-1811840	Rate of 0.40% of average daily balance of asset(s)
Aviemore Funds	52-2444263	Rate of 0.40% of average daily balance of asset(s)
Baron Capital Group	13-3122938	Rate of 0.40% of average daily balance of asset(s)
Brown Funds	52-1304372	Rate of 0.40% of average daily balance of asset(s)
Buffalo	48-1069845	Rate of 0.40% of average daily balance of asset(s)
Calamos	36-3316238	Rate of 0.40% of average daily balance of asset(s)
Cohen & Steers	14-1904657	Rate of 0.40% of average daily balance of asset(s)
Columbia	93-0577450	Rate of 0.40% of average daily balance of asset(s)
Credit Suisse AG	13-3442768	Rate of 0.40% of average daily balance of asset(s)
Dreyfus	13-5673135	Range of 0.06 - 0.48% of average daily balance of assets
Driehaus	20-3634295	Rate of 0.40% of average daily balance of asset(s)
DWS Investments	13-3241232	Rate of 0.40% of average daily balance of asset(s)
Eaton Vance	04-2718215	Rate of 0.40% of average daily balance of asset(s)
First Eagle	13-3392291	Rate of 0.40% of average daily balance of asset(s)
Firsthand Funds	13-2620737	Rate of 0.40% of average daily balance of asset(s)
FMI Funds	39-1861095	Rate of 0.45% of average daily balance of asset(s)
Forward Funds	23-2696899	Rate of 0.40% of average daily balance of asset(s)
FPA	04-3118452	Rate of 0.40% of average daily balance of asset(s)
Gabelli	13-3340139	Range of 0.35 - 0.40% of average daily balance of assets
Goldman Sachs	13-4019460	Rate of 0.50% of average daily balance of asset(s)
Harbor	04-2679462	Rate of 0.43% of average daily balance of asset(s)
ICON Funds	75-2676133	Rate of 0.40% of average daily balance of asset(s)
Integrity	45-0436661	Rate of 0.40% of average daily balance of asset(s)
Invesco Aim	76-0528004	Rate of 0.40% of average daily balance of asset(s)
Ivy Funds	04-6006759	Rate of 0.40% of average daily balance of asset(s)
Janus	43-1804048	Rate of 0.33% of average daily balance of asset(s)
John Hancock	04-3483032	Rate of 0.40% of average daily balance of asset(s)
Kinetics	13-3878346	Rate of 0.40% of average daily balance of asset(s)
Marsico Investment Fund	84-1434992	Rate of 0.50% of average daily balance of asset(s)
Matthews Asia Funds	94-3250972	Rate of 0.35% of average daily balance of asset(s)
Motley Fool	54-1742975	Rate of 0.40% of average daily balance of asset(s)
Natixis Funds	04-3200027	Rate of 0.35% of average daily balance of asset(s)
Oak Associates	34-1818085	Rate of 0.40% of average daily balance of asset(s)
Oakmark	04-3276558	Rate of 0.35% of average daily balance of asset(s)
Old Mutual Advisor	04-2714625	Rate of 0.40% of average daily balance of asset(s)

BASIC RETIREMENT SAVINGS PLAN

Schedule C, Part I, Line 3 - Service Provider Indirect Compensation Information

December 31, 2009

EIN: 94-1318402

Plan Number: 001

Received by Charles Schwab & Co., Inc. (EIN#94-1737782)		
Parnassus	94-6579180	Rate of 0.40% of average daily balance of asset(s)
Permanent Portfolio	94-2788165	Rate of 0.40% of average daily balance of asset(s)
Perritt	04-3788672	Rate of 0.40% of average daily balance of asset(s)
ProFunds	52-2035194	Rate of 0.40% of average daily balance of asset(s)
Roosevelt	13-3592307	Rate of 0.40% of average daily balance of asset(s)
Royce	52-2343049	Rate of 0.40% of average daily balance of asset(s)
Rydex/SGI	48-0409770	Range of 0.40 - 0.80% of average daily balance of assets
Schwab Funds	94-3106735	Rate of 0.25% of average daily balance of asset(s)
Selected Funds	85-0360310	Rate of 0.40% of average daily balance of asset(s)
T. Rowe Price	52-2264646	Rate of 0.01% of average daily balance of asset(s)
TCW	95-2749628	Rate of 0.40% of average daily balance of asset(s)
Third Avenue	01-0690900	Rate of 0.40% of average daily balance of asset(s)
Thornburg	85-0301299	Rate of 0.60% of average daily balance of asset(s)
U.S. Global Investors	74-1619375	Rate of 0.40% of average daily balance of asset(s)
Weitz	47-0693748	Rate of 0.40% of average daily balance of asset(s)
Wells Fargo Advantage	41-0449260	Rate of 0.40% of average daily balance of asset(s)
William Blair	36-2214610	Rate of 0.50% of average daily balance of asset(s)
Yacktman	36-3831621	Rate of 0.40% of average daily balance of asset(s)

Schedule H, line 4i - Schedule of Assets (Held at End of Year)

NAME OF PLAN SPONSOR: **Basic American, Inc.**
NAME OF PLAN: **Basic Retirement Savings Plan**
EIN: **94-1318402**
PLAN NUMBER: **001**

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current Value
*	PARTICIPANT LOANS	Loans (4.25% - 9.50%)		2,564,726
*	SCHWAB STABLE VALUE FUND	Common Collective Trust Fund		36,313,897
*	SCHWAB INDEXED RET 2010	Common Collective Trust Fund		5,051,163
*	SCHWAB INDEXED RET 2020	Common Collective Trust Fund		6,104,070
*	SCHWAB INDEXED RET 2030	Common Collective Trust Fund		2,544,539
*	SCHWAB INDEXED RET 2040	Common Collective Trust Fund		1,510,017
*	SCHWAB MANAGED RET INCOME III	Common Collective Trust Fund		1,777,038
	PCRA	Self-Directed Brokerage Account		18,075,024
	GROWTH FUND OF AMERICA R5	Registered Investment Company		10,253,586
	ICM SMALL COMPANY PORTFOLIO	Registered Investment Company		6,123,349
	PIMCO TOTAL RETURN FUND	Registered Investment Company		21,295,967
*	SCHWAB S&P 500 INDEX FUND	Registered Investment Company		11,594,721
	SSGA INTL STOCK SELECTION	Registered Investment Company		8,982,318
	TURNER SMALL CAP GROWTH FUND	Registered Investment Company		5,683,217
	WASHINGTON MUTUAL R5	Registered Investment Company		7,548,756
	WILLIAM BLAIR EMER MKTS GRTH I	Registered Investment Company		9,145,084