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
THE BOSWORTH COMPANY EMPLOYEES THRIFT PLAN

1b Three-digit plan number (PN) ▶ 002

1c Effective date of plan 01/01/1991

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

PO BOX 3449
MIDLAND, TX 79702-3449

2205 W INDUSTRIAL AVE
MIDLAND, TX 79702-3449

2b Employer Identification Number (EIN)
75-1012121

2c Sponsor's telephone number
432-683-5233

2d Business code (see instructions)
238220

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.	10/12/2010	D MARK TYLER
	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")
THE BOSWORTH COMPANY

PO BOX 3449
MIDLAND, TX 79702-3449

3b Administrator's EIN
75-1012121

3c Administrator's telephone number
432-683-5233

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**	237
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**	218
b	Retired or separated participants receiving benefits	**6b**	3
c	Other retired or separated participants entitled to future benefits	**6c**	12
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	233
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	233
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	152
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	9
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

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

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

9a Plan funding arrangement (check all that apply)

(1)	X	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)	X	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)	X	1	**A** (Insurance Information)
(4)	X		**C** (Service Provider Information)
(5)	X		**D** (DFE/Participating Plan Information)
(6)			**G** (Financial Transaction Schedules)

SCHEDULE A (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Insurance Information

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

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

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

OMB No. 1210-0110

2009

This Form is Open to Public Inspection

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

A Name of plan
THE BOSWORTH COMPANY EMPLOYEES THRIFT PLAN

B Three-digit plan number (PN) ▶ 002

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

D Employer Identification Number (EIN)
75-1012121

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

1 Coverage Information:

(a) Name of insurance carrier
HARTFORD LIFE INSURANCE COMPANY

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
06-0974148	88072	GA-17090	152	01/01/2009	12/31/2009

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

(a) Total amount of commissions paid	(b) Total amount of fees paid
11290	1893

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

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid
RAYMOND JAMES
880 CARILLON PKWY
ST PETERSBURG, FL 33716

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
11290			3

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid
PENTEC PENSION MGMT
303 W. WALL STREET, SUITE 400
MIDLAND, TX 79701

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
	1893	ADMINISTRATIVE ALLOWANCE	5

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

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

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

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

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

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

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

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

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

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

Part II Investment and Annuity Contract Information

Where individual contracts are provided, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

4	Current value of plan's interest under this contract in the general account at year end	4	0
5	Current value of plan's interest under this contract in separate accounts at year end	5	5448775

6 Contracts With Allocated Funds:

a State the basis of premium rates ▶

b	Premiums paid to carrier	6b	
c	Premiums due but unpaid at the end of the year	6c	
d	If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount.	6d	

Specify nature of costs ▶

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity

(3) ☐ other (specify) ▶

f If contract purchased, in whole or in part, to distribute benefits from a terminating plan check here ▶ ☐

7 Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)

a Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee

(3) ☐ guaranteed investment (4) ☒ other ▶ GROUP ANNUITY CONTRACT

b	Balance at the end of the previous year			7b	0
c	Additions: (1) Contributions deposited during the year	7c(1)			
	(2) Dividends and credits	7c(2)			
	(3) Interest credited during the year	7c(3)			
	(4) Transferred from separate account	7c(4)			
	(5) Other (specify below)	7c(5)			
	▶				
	(6) Total additions			7c(6)	0
d	Total of balance and additions (add **b** and **c(6)**)			7d	0
e	Deductions:				
	(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)			
	(2) Administration charge made by carrier	7e(2)			
	(3) Transferred to separate account	7e(3)			
	(4) Other (specify below)	7e(4)			
	▶				
	(5) Total deductions			7e(5)	0
f	Balance at the end of the current year (subtract **e(5)** from **d**)			7f	0

Part III Welfare Benefit Contract Information

If more than one contract covers the same group of employees of the same employer(s) or members of the same employee organization(s), the information may be combined for reporting purposes if such contracts are experience-rated as a unit. Where contracts cover individual employees, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

8 Benefit and contract type (check all applicable boxes)

a ☐ Health (other than dental or vision) **b** ☐ Dental **c** ☐ Vision **d** ☐ Life insurance
e ☐ Temporary disability (accident and sickness) **f** ☐ Long-term disability **g** ☐ Supplemental unemployment **h** ☐ Prescription drug
i ☐ Stop loss (large deductible) **j** ☐ HMO contract **k** ☐ PPO contract **l** ☐ Indemnity contract
m ☐ Other (specify) ▶

9 Experience-rated contracts:				
a Premiums: (1) Amount received	**9a(1)**			
(2) Increase (decrease) in amount due but unpaid	**9a(2)**			
(3) Increase (decrease) in unearned premium reserve	**9a(3)**			
(4) Earned (**(1)** + **(2)** - **(3)**)			**9a(4)**	
b Benefit charges (1) Claims paid	**9b(1)**			
(2) Increase (decrease) in claim reserves	**9b(2)**			
(3) Incurred claims (add **(1)** and **(2)**)			**9b(3)**	
(4) Claims charged			**9b(4)**	
c Remainder of premium: (1) Retention charges (on an accrual basis) --				
(A) Commissions	**9c(1)(A)**			
(B) Administrative service or other fees	**9c(1)(B)**			
(C) Other specific acquisition costs	**9c(1)(C)**			
(D) Other expenses	**9c(1)(D)**			
(E) Taxes	**9c(1)(E)**			
(F) Charges for risks or other contingencies	**9c(1)(F)**			
(G) Other retention charges	**9c(1)(G)**			
(H) Total retention			**9c(1)(H)**	
(2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.)			**9c(2)**	
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement			**9d(1)**	
(2) Claim reserves			**9d(2)**	
(3) Other reserves			**9d(3)**	
e Dividends or retroactive rate refunds due. (Do not include amount entered in **c(2)**.)			**9e**	
10 Nonexperience-rated contracts:				
a Total premiums or subscription charges paid to carrier			**10a**	
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, item 2 above, report amount.			**10b**	

Specify nature of costs ▶

Part IV Provision of Information

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

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

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
THE BOSWORTH COMPANY EMPLOYEES THRIFT PLAN

B Three-digit plan number (PN) ▶ 002

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

D Employer Identification Number (EIN)
75-1012121

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

HARTFORD LIFE

06-0974148

(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)

HARTFORD LIFE INS CO

06-0974148

(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?
62 64 66	NONE	5090	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] No [ ]

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

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

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

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

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

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

(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
(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.	

(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
THE BOSWORTH COMPANY EMPLOYEES THRIFT PLAN

B Three-digit plan number (PN) ▶ 002

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
THE BOSWORTH COMPANY

D Employer Identification Number (EIN)
75-1012121

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: SEPARATE ACCOUNT K3

b Name of sponsor of entity listed in (a): THE HARTFORD LIFE INSURANCE 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)
06-0974148-000	P	1735921

a Name of MTIA, CCT, PSA, or 103-12 IE: HARTFORD ADVANTAGE TK3

b Name of sponsor of entity listed in (a): THE HARTFORD LIFE INSURANCE 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)
06-0974148-000	P	3654399

a Name of MTIA, CCT, PSA, or 103-12 IE: HARTFORD ADVANTAGE VK3

b Name of sponsor of entity listed in (a): THE HARTFORD LIFE INSURANCE 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)
06-0974148-000	P	58455

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

2009

This Form is Open to Public Inspection

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

A Name of plan
THE BOSWORTH COMPANY EMPLOYEES THRIFT PLAN

B Three-digit plan number (PN) ▶ 002

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

D Employer Identification Number (EIN)
75-1012121

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	77227	57525
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	137	3586
(2) Participant contributions	1b(2)	424	9275
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)	115693	268429
(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)	248032	321614
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)	3461702	5448775
(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)	224272	297338
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)	0	0
(15) Other	1c(15)		

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(1) Employer securities	1d(1)		
	(2) Employer real property	1d(2)		
e	Buildings and other property used in plan operation	1e		
f	Total assets (add all amounts in lines 1a through 1e)	1f	4127487	6406542
	Liabilities			
g	Benefit claims payable	1g		
h	Operating payables	1h		
i	Acquisition indebtedness	1i		
j	Other liabilities	1j		
k	Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	4127487	6406542

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)	235816	
	(B) Participants	2a(1)(B)	623694	
	(C) Others (including rollovers)	2a(1)(C)		
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		859510
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	-582	
	(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)	26544	
	(F) Other	2b(1)(F)		
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		25962
	(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
	(B) Common stock	2b(2)(B)		
	(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		0
	(3) Rents	2b(3)		
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
	(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)	185019	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		185019
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		1250027
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		2320518
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	20929	
(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)		20929
f Corrective distributions (see instructions)	2f		15444
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)	5090	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		5090
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		41463
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		2279055
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: JOHNSON MILLER & CO. (2) EIN: 85-0214336

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		4070
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		300000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n			

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

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

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

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

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

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

OMB No. 1210-0110

2009

This Form is Open to Public Inspection.

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

A Name of plan
THE BOSWORTH COMPANY EMPLOYEES THRIFT PLAN

B Three-digit plan number (PN) ▶ 002

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

D Employer Identification Number (EIN)
75-1012121

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): 06-0974148 75-1012121

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):

The Bosworth Company Employees' Thrift Plan

Financial Statements

Years Ended December 31, 2009 and 2008

Johnson Miller & Co.
Certified Public Accountants
A Professional Corporation

The Bosworth Company Employees' Thrift Plan

Contents

Report of Independent Certified Public Accountants 3

Financial Statements

Statements of Net Assets Available for Benefits 5

Statement of Changes in Net Assets Available for Benefits 6

Notes to Financial Statements 7-13

Supplemental Information

Schedule of Assets Held for Investment 15-19
Schedule of Delinquent Contributions 20

JOHNSON MILLER & CO., CPA's PC
Certified Public Accountants
A Professional Corporation
An Independent Member Of BDO Seidman Alliance

Midland, Texas
Odessa, Texas
Hobbs, New Mexico

Report of Independent Certified Public Accountants

To The Bosworth Company Committee
The Bosworth Company Employees' Thrift Plan

We have audited the accompanying statements of net assets available for benefits of The Bosworth Company Employees' Thrift Plan (the "Plan") as of December 31, 2009 and 2008, and the related statement of changes in net assets available for benefits for the year ended December 31, 2009. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of The Bosworth Company Employees' Thrift Plan as of December 31, 2009 and 2008, and the changes in net assets available for benefits for the year ended December 31, 2009, in conformity with accounting principles generally accepted in the United States of America.

Our audit was performed for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental information is presented for purposes of additional analysis and is not a required part of the basic financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. The supplemental information has been subjected to the audit procedures applied in the audit of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

Johnson Miller & Co., CPA's PC

Midland, Texas
October 11, 2010

Financial Statements

The Bosworth Company Employees' Thrift Plan

Statements of Net Assets Available for Benefits

December 31,		**2009**	2008
ASSETS			
Assets Held by Custodians			
Cash	**$**	**57,525**	77,227
Investments at fair value		**6,014,542**	3,801,667
Receivables			
Participant loans		**321,614**	248,032
Employee contributions		**9,275**	424
Employer contributions		**3,586**	137
Net assets available for benefits	**$**	**6,406,542**	4,127,487

See accompanying notes to financial statements.

The Bosworth Company Employees' Thrift Plan

Statement of Changes in Net Assets Available for Benefits

Year Ended December 31, 2009		
Changes to Net Assets Attributed to:		
Investment Income:		
Net appreciation in fair value	**$ 1,435,046**	
Interest	**25,962**	
Total investment income		**$ 1,461,008**
Contributions:		
Employee contributions	**623,694**	
Employer contributions	**235,816**	
Total contributions		**859,510**
Deductions:		
Benefits paid to participants	**20,929**	
Corrective distributions	**15,444**	
Administrative expenses	**5,090**	
Total deductions		**41,463**
Net Increase in Net Assets		**2,279,055**
Net Assets Available for Benefits:		
Beginning of year		**4,127,487**
End of year		**$ 6,406,542**

See accompanying notes to financial statements.

The Bosworth Company Employees' Thrift Plan

Notes to Financial Statements

1. Description of Plan

The following description of The Bosworth Company Employees' Thrift Plan (the "Plan") provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General

The Plan is a type of qualified retirement plan commonly referred to as a 401(k) Plan established under the Internal Revenue Code Section 401 covering all employees of The Bosworth Company (the "Company"). The investment assets are held in various locations. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

Employees are eligible to participate in the Plan after having completed three months of service and being 21 years old, as defined in the Plan. If an eligible participant terminates employment and is later re-employed, that employee will continue to participate in the Plan in the same manner as if the termination had not occurred.

Trustee

The Company serves as the Administrator or Trustee for the Plan. The Hartford Life Insurance Company and Raymond James serve as the Custodians for the Plan. Pentec Pension Management Group, Inc. serves as third party Administrator for the Plan. The Administrator is responsible for the administration, management and providing investment options for the trust fund. In addition, the Administrator makes all distributions and benefit payments from the trust fund to participants and beneficiaries. The Administrator maintains the records of the Plan on a calendar year basis (the Plan Year).

Contributions

Each year participants may contribute up to the maximum permitted by law. The Company contributes a matching contribution equal to 50% of the first 6% of base compensation.

Participant Accounts

The trustee maintains an account for each Plan participant. Each participant's account is credited with the participant's contribution, the Company's matching contribution, and allocations of (a) the Company's discretionary nonmatching contribution, and (b) Plan earnings or losses. Allocations are based on participant compensation. Earnings (or losses) of the Plan are allocated to participants based on the account balances in existence. Forfeitures for the nonvested portion of terminated participants' accounts are used to offset the Company's next contribution.

1. Description of Plan (Continued)

Vesting

A Participant's vested interest in his/her account balance is determined using the following table except that a participant is 100% vested in the part of the account resulting from his/her contributions:

Participant's Years of Service	Vested Percentage
Less than two years	0%
Two years	20%
Three years	40%
Four years	60%
Five years	80%
Six years or more	100%

The term "years of service" includes all periods of employment except for years in which an employee worked less than 1,000 hours. For purposes of vesting, the "year" is defined as a calendar year.

A participant is 100% vested, regardless of years of service, upon disability or death.

Investment Options

All assets of the Plan are participant-directed; therefore, all investment decisions and transactions are administered by the Participants. The investment assets are held in stocks, various mutual funds and money market accounts, and are administered by the Plan's Custodians.

Participant Loans

The Plan allows participants to borrow amounts from the vested portion of their accounts. Such loans are limited to the lessor of 50% of the vested account balance or $50,000. The loans are secured by the balance in the participant's account and bear interest at a rate commensurate with local prevailing rates as determined by the Trustees. Participant loans totaled $321,614 and $248,032 at December 31, 2009 and 2008, respectively. The unpaid principal balance approximates fair value.

Payment of Benefits

On termination of service, a participant may elect to receive either a lump sum amount equal to the value of the participant's vested interest in his/her account less 20% Federal withholding, a direct rollover into another qualified benefit plan or account, or installment payments.

Forfeitures

The nonvested portion of a terminated participant's account is forfeited upon the earlier of distribution of the entire vested account balance or five consecutive one-year breaks in service. Forfeitures are allocated as described above.

2. Summary of Significant Accounting Policies

Basis of Presentation

The accompanying financial statements have been prepared on the accrual basis of accounting, under which income is recognized when earned and expenses are recognized when the obligation is incurred.

Investment Valuation

The Plan's investments are valued at fair value. Quoted market prices are used to value investments. Fluctuations in market value between years are reflected as net appreciation (depreciation) in fair value of investments in the accompanying statements of changes in net assets available for plan benefits.

FASB ASC 820 (Statement No. 157, Fair Value Measurements), 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 FASB ASC 820 are described below:

Level 1

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

Level 2

Inputs to the valuation methodology include:

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

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

Level 3

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

2. Summary of Significant Accounting Policies (Continued)

Participant loans—Valued at amortized costs which approximates fair value.

Pooled Separate Accounts (PSAs)—PSAs are made up of a wide variety of underlying investments such as equities, preferred stock, bonds, real estate and mutual funds. The Net Asset Value (NAV) of a PSA is based on the market value of its underlying investments. The PSA NAV is not a publicly-quoted price in an active market.

Security Transactions and Investment Income

Security transactions are accounted for on a trade-date basis. Expenses incurred with transactions, if any, are added to the purchase price or deducted from the selling price at the time of the transactions. Dividend income is recorded on the ex-dividend date. Income from other investments is recorded as earned on an accrual basis.

Use of Estimates

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

Administrative Expenses

A base annual fee is paid by the Company with quarterly fees per participant paid by the participants.

Settlement Options

If a participant's nonforfeitable accrued benefit does not exceed $1,000, then settlement occurs automatically as a lump sum payment following termination of employment. If a participant's nonforfeitable accrued benefit exceeds $1,000, then the participant has the option to elect the method used to distribute his benefits. The participant or beneficiary may elect distribution under one, or any combination of the following methods:

(a) by payment in a lump sum; or

(b) by payment in monthly, quarterly, semi-annually or annual installments over a fixed reasonable period of time, not exceeding the life expectancy of the participant, or the joint life and last survivor expectancy of the participant and his/her beneficiary or the limited distribution period as defined in the Plan.

2. Summary of Significant Accounting Policies (Continued)

Recent Accounting Pronouncements

Codification - In June 2009, the FASB issued the Accounting Standards Codification (the "Codification" or "ASC") which has become the source of authoritative accounting principles recognized by the FASB to be applied by nongovernmental entities in the preparation of financial statements in accordance with generally accepted accounting principles ("GAAP"). All existing accounting standard documents are superseded by the Codification and any accounting literature not included in the Codification will not be authoritative. Effective December 31, 2009, no references are made to the superseded FASB standards in the financial statements. The Codification does not change or alter existing GAAP and, therefore, did not have an impact on the Plan's financial position, results of operations or cash flows.

In January 2010, the FASB issued ASU 2010-06, *Improving Disclosures About Fair Value.* ASU 2010-06 requires disclosing separately the amount of significant transfers in and out of the Level 1 and Level 2 categories and the reasons for the transfers and it requires that Level 3 purchases, sales, issuances and settlements activity be reported on a gross rather than a net basis. ASU 2010-06 also requires fair value measurement disclosures for each class of assets and liabilities and disclosures about valuation techniques and inputs used to measure fair value for both recurring and nonrecurring fair value measurements for Level 2 and Level 3 measurements. These disclosures are effective for fiscal periods beginning after December 15, 2009, except for the Level 3 gross reporting which is effective for fiscal periods beginning after December 15, 2010. We do not anticipate that the adoption of ASU 2010-06 will have a material impact on our combined financial statements.

3. Tax Status

The Plan adopted The Bosworth Company Employees' Thrift Plan document in January 1991, which is covered by a determination letter dated August 7, 2001.

Although the Plan has been amended since receiving the determination letter, the Plan administrator believes that the Plan is designed and currently being operated in compliance with the applicable requirements of the Internal Revenue Code, therefore no provision for income taxes has been included in the Plan's financial statements.

4. Plan Termination

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants will become 100% vested in their accounts.

5. Investments

The following is a summary of the investments held by the Plan Custodians as of December 31, 2009 and 2008. Investments which represent 5% or more of the Plan's net assets are separately identified.

December 31,	**2009**	2008
Investments, at fair value		
Pooled separate accounts:		
Hartford Midcap HLS	**$ 1,035,104** *	598,039 *
Hartford Capital Appreciation HLS	**978,677** *	703,551 *
Mutual Discovery	**383,735** *	419,425 *
Growth Fund of America	**398,948** *	364,949 *
Other	**2,652,311**	1,375,738
	5,448,775	3,461,702
Common stocks	**268,429**	115,693
Mutual funds	**297,338**	224,272
	$ 6,014,542	3,801,667

* Investments representing 5% or more of net assets available for benefits.

December 31, 2009:	**Input Levels by Investment Category**			
Investment Category	Fair Value	Level 1 Inputs	Level 2 Inputs	Level 3 Inputs
Interest bearing cash	$ 57,525	57,525	-	-
Pooled separate accounts	5,448,775	-	5,448,775	-
Mutual funds	297,338	-	297,338	-
Common stocks	268,429	268,429	-	-
Participant loans	321,614	-	-	321,614
Total	$ 6,393,681	325,954	5,746,113	321,614

	Effect of Level 3 Inputs on Net Assets or Liabilities					
Investment Category	Beginning Balance	Total Gains or Losses	Interest Credited	Purchases, Issuance, Settlements	Ending Balance	Unrealized Gains or Losses
Participant loans	$ 248,032	-	26,544	47,038	321,614	-
Total	$ 248,032	-	26,544	47,038	321,614	-

Notes to Financial Statements

6. Department of Labor Required Disclosures

There were no obligations or leases in default as of December 31, 2009, and there were no significant party-in-interest transactions for the year ended December 31, 2009.

During 2009, the Company failed to submit employee contributions totaling $4,070. The Company has filed Form 5330 and made restitution to the Plan participants.

7. Subsequent Events

Management of the Plan has performed an evaluation of the Plan's activity through October 11, 2010, the date these financial statements were available for issuance.

Supplemental Information

The Bosworth Company Employees' Thrift Plan
EIN #75-1012121 Plan #002

Schedule H, Line 4i – Schedule of Assets Held for Investment

December 31, 2009

(a)	(b) Identity of issuer, 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
	Hartford:			
	Hartford Midcap HLS (HBMCX)	Pooled Separate Account	$ 1,064,189	1,035,104
	Hartford Capital Apprectn HLS (HIACX)	Pooled Separate Account	1,060,625	978,677
	Mutual Discovery (TEDIX)	Pooled Separate Account	564,636	383,735
	American Funds Growth Fund	Pooled Separate Account	587,349	398,948
	Hartford Dividend & Growth HLS (HDGBX)	Pooled Separate Account	260,455	238,274
	Templeton Foreign (TEMFX)	Pooled Separate Account	239,585	196,841
	Oppenheimer Developing Markets (ODMAX)	Pooled Separate Account	111,433	209,369
	Franklin Income (FKINX)	Pooled Separate Account	164,315	213,048
	DWS Rreef Global Real Estate (RRGCX)	Pooled Separate Account	110,755	108,523
	Hartford Advisers HLS (HAIBX)	Pooled Separate Account	153,000	149,720
	Oppenheimer International Bond (OIBBX)	Pooled Separate Account	93,781	107,951
	Lord Abbett Mid-Cap Value (LAVLX)	Pooled Separate Account	105,316	110,764
	Federated Kaufmann	Pooled Separate Account	35,359	104,286
	UBS Global Allocation (BNGLX)	Pooled Separate Account	16,329	242,788
	Hartford Money Market HLS	Pooled Separate Account	76,584	96,977
	Lord Abbett Bond Debenture (LBNDX)	Pooled Separate Account	74,541	189,827
	Thornburg International Value (THGCX)	Pooled Separate Account	62,366	110,621
	Ivy Global Natural Resources	Pooled Separate Account	128,572	178,708

The Bosworth Company Employees' Thrift Plan
EIN #75-1012121 Plan #002

Schedule H, Line 4i – Schedule of Assets Held for Investment (Continued)

December 31, 2009 (Continued)

(a)	(b) Identity of issuer, 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
	Hartford (Continued):			
	Fidelity VIP II Contrafund	Pooled Separate Account	$ 56,647	58,455
	Hartford Total Return Bond HLS (HIABX)	Pooled Separate Account	143,015	249,698
	Hartford Index HLS (HIAIX)	Pooled Separate Account	14,616	22,576
	Eaton Vance Worldwide Health Sciences (EMHSX)	Pooled Separate Account	8,367	20,446
	American Funds Inv Co Am	Pooled Separate Account	8,511	14,062
	Lord Abbett Small-Cap Blend (LSBAX)	Pooled Separate Account	5,206	22,678
	PIMCO Total Return (IPTSX)	Pooled Separate Account	3,330	6,699
	Raymond James:			
	Hartford Capital Appreciation Class C (HCACX)	Mutual Fund	40,579	45,525
	Federated Kaufmann Fund Class C (KAUCX)	Mutual Fund	15,573	19,177
	Heritage International Equity Class C (HEICX)	Mutual Fund	10,411	11,839
	Van Kampen Equity & Income Class C (ACERX)	Mutual Fund	20,763	24,613
	DWS Rreef Global Real Estate (RRGCX)	Mutual Fund	15,107	9,895
	Templeton China World Fund Class C (TCWCX)	Mutual Fund	18,235	25,469
	DWS Commodity Securities Class C (SKCRX)	Mutual Fund	13,832	11,681
	Heritage Diversified Growth Class C (HAGCX)	Mutual Fund	10,382	13,435
	Van Kampen Global Franchise Fund (VGFCX)	Mutual Fund	8,597	12,515
	DWS Rreef Real Estate Securities Fund Class C (RRRCX)	Mutual Fund	5,682	7,280
	Eaton Vance Worldwide Health (ECHSX)	Mutual Fund	7,269	8,810

The Bosworth Company Employees' Thrift Plan
EIN #75-1012121 Plan #002

Schedule H, Line 4i – Schedule of Assets Held for Investment (Continued)

December 31, 2009 (Continued)

(a)	(b) Identity of issuer, 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
	Raymond James (Continued):			
	Blackrock Global Allocation Fund Class C (MCLOX)	Mutual Fund	$ 5,358	5,411
	DWS Alternative Asset Allocation Plus Fund Class	Mutual Fund	2,924	2,923
	Eaton Vance Dividend Builder Fund Class I	Mutual Fund	300	301
	Loomis Sayles Strategic Income Fund Class Y	Mutual Fund	24,811	25,839
	Oppenheimer Developing Markets Fund Class Y	Mutual Fund	6,961	7,301
	Blackrock Global Allocation Fund Inst Class N/L	Mutual Fund	24,941	25,346
	Templeton Global Bond Fund Class A	Mutual Fund	20,104	20,130
	Thornburg Investment Income Builder Fund Class I	Mutual Fund	19,704	19,848
	AOL Inc.	Common Stock	99	23
	Alcatel - Lucent (ALU)	Common Stock	10,458	120
	Allstate Corp. (ALL)	Common Stock	3,074	1,652
	Amazon.com Inc. (AMZN)	Common Stock	3,053	538
	Apache Corp. (APA)	Common Stock	15,163	18,571
	Best Buy Inc. (BBY)	Common Stock	3,034	2,170
	Centurytel Incorporated	Common Stock	2,915	2,716
	Cisco Systems (CSCO)	Common Stock	12,493	8,283
	Colfax Corporation (CFX)	Common Stock	76,768	42,140
	Cisco Systems	Common Stock	12,121	12,797
	Con-Way Inc. (CNW)	Common Stock	3,037	2,095

The Bosworth Company Employees' Thrift Plan
EIN #75-1012121 Plan #002

Schedule H, Line 4i – Schedule of Assets Held for Investment (Continued)

December 31, 2009 (Continued)

(a)	(b) Identity of issuer, 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
	Raymond James (Continued):			
	CVS Caremark (CVS)	Common Stock	$ 3,458	3,543
	Dell Inc. (DELL)	Common Stock	2,034	718
	Diamond Offshore Drilling, Inc. (DO)	Common Stock	3,301	2,461
	General Electric Company	Common Stock	10,452	15,130
	Hartford Financial Services Group Incorporated	Common Stock	8,850	23,260
	Hewlett Packard Co. (HPQ)	Common Stock	1,854	1,854
	Home Depot (HD)	Common Stock	3,057	2,893
	LSI Corp. (LSI)	Common Stock	36	36
	Medtronic Inc. (MDT)	Common Stock	2,557	3,255
	Microsoft (MSFT)	Common Stock	2,460	1,829
	Nortel Networks Corp. New Com New (Canada)	Common Stock	4,803	-
	Hugoton RTY TR TEX (HGT)	Common Stock	198	113
	Nvidia Corp (NVDA)	Common Stock	3,067	1,588
	Petroleo Brasileiro	Common Stock	11,404	10,966
	Pfizer Inc. (PFE)	Common Stock	2,987	2,183
	Polaris Industries Inc. (PII)	Common Stock	2,896	2,400
	Reinsurance Group Amer Inc. (RGA)	Common Stock	3,439	2,859
	Schlumberger Limited (Netherlands Antilles)	Common Stock	16,290	16,272
	Time Warner Cable Incorporated	Common Stock	757	166

The Bosworth Company Employees' Thrift Plan
EIN #75-1012121 Plan #002

Schedule H, Line 4i – Schedule of Assets Held for Investment (Continued)

December 31, 2009 (Continued)

(a)	(b) Identity of issuer, 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
	Raymond James (Continued):				
	Time Warner (TWX)	Common Stock	$	2,060	466
	Vitesse Semiconductor (VTSS.PK)	Common Stock		9,448	29
	EXCO Resources Incorporated (XCO)	Common Stock		87,909	53,075
	Exxon Mobil Corporation (XOM)	Common Stock		1,974	1,432
	Whirlpool Corp. (WHR)	Common Stock		3,630	3,226
	Whiting Pete Corporation New	Common Stock		7,989	15,004
	XTO Energy Incorporated	Common Stock		12,016	12,330
	Zimmer Hldgs Inc. (ZMH)	Common Stock		121	236
			$	5,771,677	6,014,542

The Bosworth Company Employees' Thrift Plan
EIN #75-1012121 Plan #002

Schedule H, Line 4a – Schedule of Delinquent Contributions

December 31, 2009

(a) Year	(b) Description	(b) Participant contributions transferred late to plan	(c) Total that constitute nonexempt prohibited transactions
2009	Employee contributions and loan repayments	$ 4,070	$ 4,070 *

* The sponsor remitted $4,070 in employee deferrals were remitted untimely during 2009; the lost earnings were remitted in 2010.

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 ☒ a single-employer plan; ☐ a DFE (specify) ____

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

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

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

Part II Basic Plan Information—enter all requested information

1a Name of plan THE BOSWORTH COMPANY EMPLOYEES THRIFT PLAN

1b Three-digit plan number (PN) ▶ 002

1c Effective date of plan 01/01/1991

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

PO BOX 3449

MIDLAND TX 79702-3449

2205 W INDUSTRIAL AVE

MIDLAND TX 79702-3449

2b Employer Identification Number (EIN) 75-1012121

2c Sponsor's telephone number (432)683-5233

2d Business code (see instructions) 238220

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	[signature]	10-12-10	STACY NELSON
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	[signature]	10-12-10	STACY NELSON
	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") SAME	**3b** Administrator's EIN	
	3c Administrator's telephone number	

4	If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:		**4b** EIN
a	Sponsor's name		**4c** PN
5	Total number of participants at the beginning of the plan year	**5**	237
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**	218
b	Retired or separated participants receiving benefits	**6b**	3
c	Other retired or separated participants entitled to future benefits	**6c**	12
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	233
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	233
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	152
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	9
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

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

2E 2F 2G 2J 2K 2R 3D

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

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

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

a Pension Schedules		**b General Schedules**		
(1)	[X] **R** (Retirement Plan Information)	(1)	[X]	**H** (Financial Information)
(2)	[ ] **MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary	(2)	[ ]	**I** (Financial Information – Small Plan)
		(3)	[X] 1	**A** (Insurance Information)
		(4)	[X]	**C** (Service Provider Information)
(3)	[ ] **SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	(5)	[X]	**D** (DFE/Participating Plan Information)
		(6)	[ ]	**G** (Financial Transaction Schedules)

The Bosworth Company Employees' Thrift Plan
EIN #75-1012121 Plan #002

Schedule H, Line 4i – Schedule of Assets Held for Investment

December 31, 2009

(a)	(b) Identity of issuer, 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
	Hartford:			
	Hartford Midcap HLS (HBMCX)	Pooled Separate Account	$ 1,064,189	1,035,104
	Hartford Capital Apprectn HLS (HIACX)	Pooled Separate Account	1,060,625	978,677
	Mutual Discovery (TEDIX)	Pooled Separate Account	564,636	383,735
	American Funds Growth Fund	Pooled Separate Account	587,349	398,948
	Hartford Dividend & Growth HLS (HDGBX)	Pooled Separate Account	260,455	238,274
	Templeton Foreign (TEMFX)	Pooled Separate Account	239,585	196,841
	Oppenheimer Developing Markets (ODMAX)	Pooled Separate Account	111,433	209,369
	Franklin Income (FKINX)	Pooled Separate Account	164,315	213,048
	DWS Rreef Global Real Estate (RRGCX)	Pooled Separate Account	110,755	108,523
	Hartford Advisers HLS (HAIBX)	Pooled Separate Account	153,000	149,720
	Oppenheimer International Bond (OIBBX)	Pooled Separate Account	93,781	107,951
	Lord Abbett Mid-Cap Value (LAVLX)	Pooled Separate Account	105,316	110,764
	Federated Kaufmann	Pooled Separate Account	35,359	104,286
	UBS Global Allocation (BNGLX)	Pooled Separate Account	16,329	242,788
	Hartford Money Market HLS	Pooled Separate Account	76,584	96,977
	Lord Abbett Bond Debenture (LBNDX)	Pooled Separate Account	74,541	189,827
	Thornburg International Value (THGCX)	Pooled Separate Account	62,366	110,621
	Ivy Global Natural Resources	Pooled Separate Account	128,572	178,708

The Bosworth Company Employees' Thrift Plan
EIN #75-1012121 Plan #002

Schedule H, Line 4i – Schedule of Assets Held for Investment (Continued)

December 31, 2009 (Continued)

(a)	(b) Identity of issuer, 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
	Hartford (Continued):			
	Fidelity VIP II Contrafund	Pooled Separate Account	$ 56,647	58,455
	Hartford Total Return Bond HLS (HIABX)	Pooled Separate Account	143,015	249,698
	Hartford Index HLS (HIAIX)	Pooled Separate Account	14,616	22,576
	Eaton Vance Worldwide Health Sciences (EMHSX)	Pooled Separate Account	8,367	20,446
	American Funds Inv Co Am	Pooled Separate Account	8,511	14,062
	Lord Abbett Small-Cap Blend (LSBAX)	Pooled Separate Account	5,206	22,678
	PIMCO Total Return (IPTSX)	Pooled Separate Account	3,330	6,699
	Raymond James:			
	Hartford Capital Appreciation Class C (HCACX)	Mutual Fund	40,579	45,525
	Federated Kaufmann Fund Class C (KAUCX)	Mutual Fund	15,573	19,177
	Heritage International Equity Class C (HEICX)	Mutual Fund	10,411	11,839
	Van Kampen Equity & Income Class C (ACERX)	Mutual Fund	20,763	24,613
	DWS Rreef Global Real Estate (RRGCX)	Mutual Fund	15,107	9,895
	Templeton China World Fund Class C (TCWCX)	Mutual Fund	18,235	25,469
	DWS Commodity Securities Class C (SKCRX)	Mutual Fund	13,832	11,681
	Heritage Diversified Growth Class C (HAGCX)	Mutual Fund	10,382	13,435
	Van Kampen Global Franchise Fund (VGFCX)	Mutual Fund	8,597	12,515
	DWS Rreef Real Estate Securities Fund Class C (RRRCX)	Mutual Fund	5,682	7,280
	Eaton Vance Worldwide Health (ECHSX)	Mutual Fund	7,269	8,810

The Bosworth Company Employees' Thrift Plan
EIN #75-1012121 Plan #002

Schedule H, Line 4i – Schedule of Assets Held for Investment (Continued)

December 31, 2009 (Continued)

(a)	(b) Identity of issuer, 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
	Raymond James (Continued):			
	Blackrock Global Allocation Fund Class C (MCLOX)	Mutual Fund	$ 5,358	5,411
	DWS Alternative Asset Allocation Plus Fund Class	Mutual Fund	2,924	2,923
	Eaton Vance Dividend Builder Fund Class I	Mutual Fund	300	301
	Loomis Sayles Strategic Income Fund Class Y	Mutual Fund	24,811	25,839
	Oppenheimer Developing Markets Fund Class Y	Mutual Fund	6,961	7,301
	Blackrock Global Allocation Fund Inst Class N/L	Mutual Fund	24,941	25,346
	Templeton Global Bond Fund Class A	Mutual Fund	20,104	20,130
	Thornburg Investment Income Builder Fund Class I	Mutual Fund	19,704	19,848
	AOL Inc.	Common Stock	99	23
	Alcatel - Lucent (ALU)	Common Stock	10,458	120
	Allstate Corp. (ALL)	Common Stock	3,074	1,652
	Amazon.com Inc. (AMZN)	Common Stock	3,053	538
	Apache Corp. (APA)	Common Stock	15,163	18,571
	Best Buy Inc. (BBY)	Common Stock	3,034	2,170
	Centurytel Incorporated	Common Stock	2,915	2,716
	Cisco Systems (CSCO)	Common Stock	12,493	8,283
	Colfax Corporation (CFX)	Common Stock	76,768	42,140
	Cisco Systems	Common Stock	12,121	12,797
	Con-Way Inc. (CNW)	Common Stock	3,037	2,095

The Bosworth Company Employees' Thrift Plan
EIN #75-1012121 Plan #002

Schedule H, Line 4i – Schedule of Assets Held for Investment (Continued)

December 31, 2009 (Continued)

(a)	(b) Identity of issuer, 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
	Raymond James (Continued):			
	CVS Caremark (CVS)	Common Stock	$ 3,458	3,543
	Dell Inc. (DELL)	Common Stock	2,034	718
	Diamond Offshore Drilling, Inc. (DO)	Common Stock	3,301	2,461
	General Electric Company	Common Stock	10,452	15,130
	Hartford Financial Services Group Incorporated	Common Stock	8,850	23,260
	Hewlett Packard Co. (HPQ)	Common Stock	1,854	1,854
	Home Depot (HD)	Common Stock	3,057	2,893
	LSI Corp. (LSI)	Common Stock	36	36
	Medtronic Inc. (MDT)	Common Stock	2,557	3,255
	Microsoft (MSFT)	Common Stock	2,460	1,829
	Nortel Networks Corp. New Com New (Canada)	Common Stock	4,803	-
	Hugoton RTY TR TEX (HGT)	Common Stock	198	113
	Nvidia Corp (NVDA)	Common Stock	3,067	1,588
	Petroleo Brasileiro	Common Stock	11,404	10,966
	Pfizer Inc. (PFE)	Common Stock	2,987	2,183
	Polaris Industries Inc. (PII)	Common Stock	2,896	2,400
	Reinsurance Group Amer Inc. (RGA)	Common Stock	3,439	2,859
	Schlumberger Limited (Netherlands Antilles)	Common Stock	16,290	16,272
	Time Warner Cable Incorporated	Common Stock	757	166

The Bosworth Company Employees' Thrift Plan
EIN #75-1012121 Plan #002

Schedule H, Line 4i – Schedule of Assets Held for Investment (Continued)

December 31, 2009 (Continued)

(a)	(b) Identity of issuer, 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
	Raymond James (Continued):				
	Time Warner (TWX)	Common Stock	$	2,060	466
	Vitesse Semiconductor (VTSS.PK)	Common Stock		9,448	29
	EXCO Resources Incorporated (XCO)	Common Stock		87,909	53,075
	Exxon Mobil Corporation (XOM)	Common Stock		1,974	1,432
	Whirlpool Corp. (WHR)	Common Stock		3,630	3,226
	Whiting Pete Corporation New	Common Stock		7,989	15,004
	XTO Energy Incorporated	Common Stock		12,016	12,330
	Zimmer Hldgs Inc. (ZMH)	Common Stock		121	236
			$	5,771,677	6,014,542